

April 3, 2017  
Nichirei Corporation

## **Announcement of Revision of the Basic Policy on Corporate Governance**

Nichirei Corporation (the “Company”) announces the revision of the Nichirei Group’s Basic Policy on Corporate Governance, effective April 1, 2017, in accordance with a resolution passed by its Board of Directors on March 21, 2017.

### **1. Details of the revision**

In accordance with the revision of its basic CSR policy, effective from April 1, 2017, the Company replaced the content of Chapter 2, Item 2 (1), “Addressing sustainability issues, including social and environmental matters.” The Basic Policy on Corporate Governance is also attached for reference purposes (the revised parts are underlined).

#### Reference:

Announcement of Revision of the Basic CSR Policy (announced on April 3, 2017)

[http://www.nichirei.co.jp/english/ir/pdf\\_file/news/20170403\\_2.pdf](http://www.nichirei.co.jp/english/ir/pdf_file/news/20170403_2.pdf)

# Basic Policy on Corporate Governance

Nichirei Corporation

## Chapter 1. General Provisions

### 1. Purpose

The Nichirei Group (the “Group”) will engage in ongoing initiatives to improve its corporate governance practices, and has accordingly drafted this “Basic Policy on Corporate Governance” (the “Basic Policy”) outlining its basic philosophy on corporate governance, along with policies regarding the corporate governance framework and related initiatives. This Basic Policy has been formulated with the aim of achieving sustainable growth and increasing its corporate value over the medium to long term, on the basis of the Nichirei Group’s Management Principles as provided in Attachment 1.

### 2. Basic views on corporate governance

On the basis of its holding company structure, the Group engages in business through its operating companies across a wide range of fields which include processed foods, marine products, meat and poultry products, logistics and biosciences. The Board of Directors of Nichirei Corporation (the “Company”), aiming to achieve sustainable growth and increase its corporate value over the medium to long term, draws up the Group’s business strategy and implements an operating structure which provides supervision of business executed by the operating companies.

The Company is well aware that ensuring equitable and highly transparent business practices constitutes a key managerial issue, and accordingly strives to enhance its corporate governance practices by taking action with respect to appropriately allocating resources, accelerating the decision-making process, and fully adhering to compliance requirements.

The Company adopts the company with board of company auditors structure of corporate governance pursuant to the Companies Act of Japan.

### 3. Appropriate information disclosure

The Company aims to build longstanding relationships of trust with its various stakeholders, and accordingly communicates information deemed necessary to them with respect to both statutory and voluntary disclosure, in a prompt, accurate and impartial manner.

To engage in constructive dialogue with its shareholders, the Company strives to disclose decision-useful information, including non-financial information, in an appropriate and timely manner through various communication tools such as its corporate website and annual report.

#### **4. Establishment, revision or abolition**

Approval of a resolution of the Board of Directors is required in order to establish, revise or abolish the Basic Policy provisions.

### **Chapter 2. Stakeholder Relations**

#### **1. Relationships with shareholders**

##### **1-1. Securing the rights and equal treatment of shareholders**

The Company adequately secures the rights of shareholders, and accordingly takes steps to maintain impartiality through efforts that include preparing and updating the Articles of Incorporation and relevant regulations, devising means of conducting the General Meeting of Shareholders, and enabling shareholders to exercise their voting rights, and disclosing basic information on its capital policies.

##### **1-2. Ensuring an environment at the General Meeting of Shareholders conducive to exercising shareholder rights**

The General Meeting of Shareholders serves as is the Company's highest decision-making body. Accordingly, the Company sets dates, times and locations for such meetings that facilitate shareholder attendance, and otherwise creates an environment that makes it possible for shareholders to appropriately exercise their rights. The Company moreover endeavors to provide shareholders absent from the General Meeting of Shareholders options enabling them to effectively exercise their voting rights either in writing or electronically.

##### **1-3. Basic policy on capital management**

The Company aims for the Group to achieve sustainable increase in its corporate value, and accordingly invests capital to meet with social needs such as food safety and environmental protection, in addition to capital for growth and strengthening business foundations. Moreover, The Company accomplishes an appropriate capital structure while taking capital efficiency, growth potential and fiscal soundness into account, with the aim of ensuring its stable and efficient access to funds necessary for pursuing the aforementioned endeavors. Capital from operating cash flow and asset liquidation is utilized for investments for growth, and for shareholder returns through dividends and stock buy-backs.

##### **1-4. Policy on cross-shareholdings**

The Company maintains cross-shareholdings only if deemed that doing so will increase its corporate value by enabling the Company to uphold and strengthen transactional and cooperative relationships. Moreover, the Board of Directors evaluates the status of such relationships on an annual basis, and accordingly sells respective shareholdings when it finds rationale insufficient to justify maintaining such holdings.

When exercising voting rights attached to cross-shareholdings, the Company checks details regarding every proposal on the agenda. Moreover, matters are carefully scrutinized on an individual basis before determining what action to take in the cases listed below involving an investee company, if:

- i. the investee company has been involved in behavior that could cause impairment to shareholder value,

- ii. financial results and/or the share price of the investee company have markedly deteriorated over the long run, with no prospect for recovery, or
- iii. other cases have emerged regarding serious doubts about approving a proposal.

### **1-5. Policy on organizational framework and initiatives geared toward promoting constructive dialogue with shareholders**

To promote constructive dialogue with its shareholders, the Company establishes an organizational framework and engages in initiatives which involve the following:

- i. A department specifically dedicated to investor relations (IR department) is established.
- ii. The officer supervising of the IR department also provides supervision of other divisions and departments that include Strategic Planning, General Affairs, Finance Services, Accounting & Tax, and Legal Affairs, and strengthens ties with those divisions and departments.
- iii. The Representative Director and the Directors in charge of respective operating companies hold financial results briefings twice annually.
- iv. The IR department holds investor briefings, conducts tours of facilities and addresses matters involving press coverage.
- v. Surveys of shareholders and other investors are conducted by external research organizations, and feedback in that regard is presented at meetings of the Board of Directors.
- vi. Communication with shareholders is carried out in accordance with the Group Insider Trading Management Regulations.

## **2. Relationships with stakeholders other than shareholders**

### **2-1. Addressing sustainability issues, including social and environmental matters**

In its basic CSR policy, The Nichirei Pledge, the Company has set basic objectives for the Nichirei Group to pursue through its initiatives: create new value for customers, provide safe products and services, maintain a sustainable supply chain, reduce environmental impact, foster cooperative relations with communities, continually enhance our workplaces, support good corporate governance, and ensure strict compliance. Accordingly, the Company shall strive to help communities solve related issues while giving full consideration to the economic, social, and environmental impact of its business activities.

### **2-2. Establishing and implementing the Code of Conduct**

The Company has established its Group Ethics Code with the aim of sustaining the Group's development as a corporate group trusted and regarded well by society at large. In the Code, fundamental requirements that are to be adhered to by every individual employed by the Group are stipulated as the Code of Conduct. The content is reviewed on a regular basis and revised upon gaining approval from the Board of Directors.

The Company promotes awareness of the Group Ethics Code among business offices located in respective countries where the Group operates its business.

### **2-3. Ensuring diversity**

The Company promotes diversity\* in its efforts to secure human resources, strives to make the careers and lives of its employees more rewarding, and furthermore recognizes the potential to create new ideas and values. Accordingly, the Company establishes the Diversity Promotion Conference, as an internal body tasked with promoting efforts geared toward ensuring workforce diversity including positive inclusion of the female employees.

\* Diversity is realized by recognizing the diverse human attributes (such as gender, age and nationality) along with diverse ideas and values and having the capacity of tolerance to accept approaches and attitudes that are new and unconventional. Once realized, diversity becomes a driving force for corporate innovation.

### **2-4. The Group's whistleblowing system**

On the basis of the Group's whistleblowing regulations, the Company establishes a system designed to appropriately handle reporting and consultations on matters that include violations of laws and regulations committed by organizational entities or individuals, while furthermore taking steps to detect violations and other such developments early on and to accordingly rectify such matters.

In operating the whistleblowing system, an external and independent entity specializing in whistleblowing is entrusted to act as the contact point. This point of contact for whistleblowing promptly conveys reports received to appropriate individuals at the Company, and the Company in turn swiftly and appropriately investigates such matters and implements corrective action in that regard.

The Board of Directors is provided with reports on findings of whistleblowing investigations and the status of action taken to address such matters, and accordingly supervises operations of the whistleblowing system.

## **Chapter 3. Corporate Governance Structure**

### **1. Directors and the Board of Directors**

#### **1-1. Roles and Responsibilities of the Board of Directors**

The Board of Directors supervises matters involving the Group's strategic planning and business execution of the operating companies. In so doing, the Board of Directors facilitates efforts with respect to appropriately allocating Group resources, accelerating the decision-making process, and fully adhering to compliance requirements.

The Board of Directors formulates and approves the Group strategy after such matters have been deliberated on by the Nichirei Group Strategy Council, which is held twice a year. The Board of Directors subsequently checks on the status of each business execution of the Group on a quarterly basis, while also providing highly effective supervision to executive Directors and Executive Officers.

#### **1-2. Summary of the scope of matters delegated to the Board of Directors**

Decision-makings of the Board of Directors are limited in scope to matters of top priority. This includes addressing matters to be resolved in accordance with the Companies Act of Japan, determining content of the

Management Principles, the Medium-Term Business Plan, management policy and the operating budget, revising and repealing various directives, policies and key regulations, and making decisions on important officer appointments. Authority for important matters other than those aforementioned is delegated to the Management Committee whose membership comprises the Executive Officers, with the functions of business execution kept separate from those of managerial supervision so that the Executive Officers will be able to better deal with pressing and future business challenges.

### **1-3. Term of office of Directors**

Directors are appointed to serve for a term of one (1) year, pursuant to the Articles of Incorporation, in order to enhance the Company's flexibility in addressing changes in the business environment.

Outside Directors may serve for no more than six (6) years in order to ensure that they act in an independent capacity.

### **1-4. Composition of the Board of Directors**

As a holding company, Nichirei appoints no more than eleven (11) Directors in order to maximize the corporate value of the overall Group while enhancing and fully implementing corporate governance practices. Multiple Independent Directors are appointed in order to draw on the impressive credentials of their respective fields of expertise for the management. Moreover, considering diversity such as enlisting female officers, the Company endeavors to ensure that the Board of Directors has an optimal number of members for it to function effectively.

### **1-5. Operation of the Board of Directors and roles of its Chairperson**

The Representative Director, Chairman is to convene meetings of the Board of Directors and act as the Chairperson of such meetings in accordance with the Articles of Incorporation and the Board of Directors regulations, unless otherwise stipulated by laws and regulations.

## **2. Board of Auditors and Company Auditors**

### **2-1. Roles and responsibilities of the Board of Auditors and Company Auditors**

Acting independently of the Board of Directors, the Board of Auditors and the Company Auditors endeavor to gather information and maintain an appropriate audit environment by communicating effectively with Directors, and employees in divisions in charge of corporate internal audit, in accordance with the audit policy and audit plans for each fiscal year. The Company Auditors are to attend meetings of the Board of Directors and other important meetings, and are to also appropriately call for explanations and contribute to dialogue.

### **2-2. Term of office of Company Auditors**

The terms of office of Company Auditors are as stipulated by the Companies Act of Japan.

Outside Company Auditors may serve for no more than twelve (12) years in order to ensure that they act in an independent capacity.

### **2-3. Composition of the Board of Auditors**

The Company appoints five (5) Company Auditors, pursuant to the Articles of Incorporation, of which three (3)

are Independent Company Auditors.

### **3. Criteria for Independence**

The Company establishes the Criteria for Independence, as provided in Attachment 2, and appoints Independent Directors and Independent Company Auditors who meet those criteria.

### **4. Appropriate audits performed by the accounting auditor**

The Company provides the accounting auditor with time to perform audits sufficient to ensure high quality audits, and accordingly facilitates dialogue with the Company's management team while promoting collaboration with the Board of Auditors and the Corporate Internal Audit Division.

### **5. Nominating Advisory Committee and Remuneration Advisory Committee**

The Company establishes Nominating and Remuneration Advisory Committee to act as advisory committees of the Board of Directors under the company with board of company auditors structure of corporate governance. The committees discuss respective agenda items and report their findings to the Board of Directors.

#### **5-1. Nominating Advisory Committee**

##### **5-1-1. Roles**

The Nominating Advisory Committee is established and operates on the basis of resolution by the Board of Directors. Its purpose is to heighten transparency and objectivity in regard to appointing senior management of the Group, and to provide confirmation of candidate eligibility.

The Nominating Advisory Committee deliberates on matters regarding appointments of the Company's Representative Director, Director and Executive Officer candidates, and the Company's Company Auditor candidates, and deliberates on matters regarding succession planning with respect to the Company's executive Directors and Executive Officers, and also reports findings in that regard to the Board of Directors.

##### **5-1-2. Members**

The Nominating Advisory Committee's membership is appointed by the Board of Directors and generally consists of the following individuals:

- i. Representative Directors: 2
- ii. Company Auditor: 1
- iii. Outside Directors: 3
- iv. Outside Company Auditors: 3

The Chairperson of the Nominating Advisory Committee is selected from among the Outside Directors and Outside Company Auditors by mutual election among themselves.

#### **5-2. Remuneration Advisory Committee**

##### **5-2-1. Roles**

The Remuneration Advisory Committee is established and operates on the basis of resolution by the Board of

Directors. Its purpose is to provide confirmation from a transparent and objective standpoint regarding policies and procedures for remuneration of the Company's Directors and Executive Officers.

The Remuneration Advisory Committee deliberates on matters regarding officer remuneration plan decisions and revisions, and regarding decisions on remuneration amounts, and reports findings in that regard to the Board of Directors.

#### **5-2-2. Members**

The Remuneration Advisory Committee's membership is appointed by the Board of Directors and generally consists of the following individuals:

- i. Representative Director: 1
- ii. Company Auditor: 1
- iii. Outside Directors: 3

The Chairperson of the Remuneration Committee is selected from among the Outside Directors by mutual election among themselves.

#### **5-2-3. Director and Executive Officer Remuneration**

Design of the remuneration scheme for Directors and Executive Officers incorporates the opinions of a third-party organization.

The remuneration scheme is composed of both a base remuneration component determined in accordance with a remuneration schedule listing based on positions held, and a performance-linked bonus reflecting Group-wide financial results as well evaluations of individual performance and qualitative factors. Outside Directors receive base remuneration only.

### **6. Effectiveness assessments of the Board of Directors**

The Board of Directors analyzes and evaluates its own performance with the aim of ensuring it makes decisions effectively, and accordingly discloses summaries of such findings.

### **7. Policy on training of Directors and Company Auditors**

When a Director or Company Auditor is initially appointed, the individual must take part in training with respect to the Companies Act of Japan, other relevant laws and regulations, management strategy, financial analysis and other such topics as necessary, and even after appointment to such a post, the individual must appropriately take part in training with respect to revisions to legal code and managerial issues. Moreover, the Company must provide explanations to Outside Directors and Outside Company Auditors overviewing the Group operations, and must inspect major business locations as necessary.



## **Nichirei Group's Management Principles**

### 1. Mission (mission and the significance of our existence)

Providing True Satisfaction by looking into Lifestyles

The Nichirei Group will do its very best to create products and services that are truly useful in people's everyday lives. We aim to help people enjoy healthy and satisfying lives.

### 2. Vision (aspirations)

We aim to be a pioneering company that maintains a network of outstanding foods and logistics services and grow along with society as a widely reputed and trusted business, satisfying customers by providing products and services that excel in terms of both quality and cost.

### 3. What Drives Our Thoughts and Actions

It's really all about our customers!

### 4. Management Principles

#### 4-1. Commit to "customers first, safety first, quality first"

Business concepts and behavior underpinning operations of the Nichirei Group are premised on our taking steps to fully ensure that we place top priority on our customers, safety and product quality.

#### 4-2. Aim for healthy profits

At the Nichirei Group, we pursue sound profits premised on our commitment to conducting business in a manner that benefits society.

#### 4-3. Distribute the added value properly

At the Nichirei Group, funds gained in the form of added value derived from our business operations are channeled to initiatives geared toward generating further growth and are also appropriately distributed to our stakeholders who lend their support to our corporate activities.

#### 4-4. Follow laws and public order

At the Nichirei Group, we adhere to laws, regulations and our Articles of Incorporation, and renew determination with respect to shunning fraudulent corporate conduct that runs counter to society in maintaining a firm stance of such actions and attitudes.

#### 4-5. Engage in fair competition

At the Nichirei Group, we are committed to maintaining business practices that constitute appropriate and fair competition as an institution for the benefit of the society.

4-6. Promote highly transparent management

At the Nichirei Group, we maintain mutual dialogue with our stakeholders and otherwise engage in highly transparent management such that earns us the favorable sentiment and trust of society at large.

4-7. Conserve resources and the environment

At the Nichirei Group, we take steps to use resources effectively and otherwise manage business in a manner reflecting the importance of preserving the global environment.

4-8. Maintain a global outlook

At the Nichirei Group, managing business involves taking a forward-looking approach with respect to the worlds' resources, markets and trends.

## コーポレートガバナンス基本方針

株式会社ニチレイ

### 第 1 章 総則

#### 1. 目的

ニチレイグループ（以下、当社グループという）は、別紙 1 に記載の企業経営理念に基づき、持続的な成長と中長期的な企業価値の向上を実現するために、コーポレートガバナンスに関する基本的な考え方とその枠組みならびに取り組み方針を取りまとめた「コーポレートガバナンス基本方針」（以下、本基本方針という）を制定し、コーポレートガバナンスの充実に向けて継続的な取り組みを行う。

#### 2. コーポレートガバナンスに関する基本的な考え方

当社グループは、持株会社体制のもと、事業会社が加工食品、水産・畜産、低温物流およびバイオサイエンス等の多岐にわたる事業を展開している。当社の取締役会が当社グループの戦略を立案し、事業会社の業務執行を監督するという構造を採り、持続的な成長と中長期的な企業価値の向上を目指す。

当社は、公正かつ透明性の高い経営の実現を重要な経営課題と認識し、取締役会の監督のもと、適切な資源配分、意思決定の迅速化、コンプライアンスの徹底を推進するなど、コーポレートガバナンスの充実に努める。

当社は、会社法上の機関設計として監査役会設置会社を採用する。

#### 3. 適切な情報開示

当社は、様々なステークホルダーとの長期的な信頼関係を構築することを目的として、ステークホルダーに必要と考えられる情報を、法定開示および任意開示の両面において、迅速性、正確性、公平性に配慮して伝達する。

株主との建設的な対話を行ううえで有用となる情報については、非財務情報も含め、ホームページやアニュアルレポートといった様々なツールにより、適切かつタイムリーな開示に努める。

#### 4. 制定・改廃

本基本方針の制定・改廃は、取締役会の決議による。

### 第 2 章 ステークホルダーとの関係

#### 1. 株主との関係

##### (1) 株主の権利・平等性の確保

当社は、株主が有する権利が十分に確保され、平等性が保たれるように、定款や関連規程の整備、

株主総会の運営や議決権行使方法の工夫、資本政策の基本的な方針の情報開示などに努める。

## (2) 株主総会における権利行使のための環境整備

当社は、株主総会を最高意思決定機関と位置付け、株主に出席していただきやすい日時や場所を設定したうえで、株主が適切に権利を行使できる環境を整備する。株主総会に出席していただけない株主に対しては、書面や電磁的方法により、議決権を有効に行使していただけるように努める。

## (3) 資本政策の基本的な方針

当社は、グループ企業価値の持続的な向上をめざし、成長と事業基盤強化のための投資に加え、食品安全、環境保全などの社会的ニーズに対応する投資も行う。これら事業の遂行に必要な資金を効率的かつ安定的に調達できるよう、資本効率性・成長性・健全性を考慮しながら、バランスの取れた資本構成を実現する。

営業キャッシュフローと資産流動化などによる資金は、成長のための投資と配当や自己株式の取得を通じた株主還元に向けられる。

## (4) 政策保有株式に関する方針

政策保有株式については、取引・協業関係の維持・強化等を通じて当社の企業価値向上に資すると判断した場合のみに保有する。また、取締役会で毎年、取引・協業関係の状況を検証し、保有意義が薄いと判断する株式は売却する。

政策保有株式の議決権行使については、すべての議案内容を確認し、投資先企業が次のいずれかの項目に該当する場合には、個別に精査したうえで判断する。

- 1) 株主価値の毀損に繋がる行為がある場合
- 2) 長期にわたり業績や株価が著しく悪化し、回復の見込みがない場合
- 3) その他議案に賛成することに重大な疑義がある場合

## (5) 株主との建設的な対話を促進するための体制整備・取り組みに関する方針

当社は、株主との建設的な対話を促進するため、以下の体制整備・取り組みを行う。

- 1) IR専任部署の設置
- 2) IR専任部署管掌役員による経営企画、総務、財務、経理、法務部門の管掌と各部署の連携強化
- 3) 代表取締役および各事業会社担当取締役による決算説明会（年2回）の実施
- 4) IR専任部署による投資家説明会、施設見学会、取材対応の実施
- 5) 外部調査機関による株主等への調査および取締役会でのフィードバック
- 6) グループインサイダー取引管理規程に則った株主との対話の実施

## 2. 株主以外のステークホルダーとの関係

### (1) 社会・環境問題をはじめとするサステナビリティを巡る課題への対応

In its basic CSR policy, The Nichirei Pledge, the Company has set basic objectives for the Nichirei Group to pursue through its initiatives: create new value for customers, provide safe products and services.

maintain a sustainable supply chain, reduce environmental impact, foster cooperative relations with communities, continually enhance our workplaces, support good corporate governance, and ensure strict compliance. Accordingly, the Company shall strive to help communities solve related issues while giving full consideration to the economic, social, and environmental impact of its business activities.

## (2) 行動規範の策定・実践

当社は、社会から広く好感と信頼を寄せられる企業グループとして存続発展していくことを目的にグループ倫理規程を定め、その中で、当社グループで働くすべての人が遵守すべき基本的事項を行動規範として規定している。これらは定期的に見直しを図り、取締役会の決議により改正する。

グループ倫理規程は、当社グループが事業を展開する各国の事業所に周知を図る。

## (3) 多様性の確保

当社は、ダイバーシティ（※）の推進を通じて人材の確保、従業員の働きがい・生きがいの向上、さらには新たな発想や価値の創造の実現が可能となると認識している。このため、社内にダイバーシティ推進協議会を設置し、女性の活用を含む多様性の確保を推進する。

（※）異なる属性〔性別、年齢、国籍等〕や異なる発想・価値を認め、従来と異なる新しい考え方や価値意識を受け入れるだけの許容力を、企業革新の一つの原動力に変えること

## (4) グループ内部通報制度

当社は、グループ内部通報規程に基づき、組織的または個人的な法令・規程違反行為等に関する通報または相談に適正に対処する体制を整備し、違反行為等の早期発見と是正に取り組む。

内部通報制度の運営に際しては、受付窓口を外部の独立した専門事業者に委任する。当該内部通報窓口は、受け付けた通報を速やかに当社関係者へ報告し、当社は迅速かつ適切に調査、是正措置を実施する。

取締役会は、内部通報に係る調査結果および対応状況の報告を定期的を受け、内部通報制度の運用状況を監督する。

# 第3章 コーポレートガバナンス体制

## 1. 取締役会・取締役

### (1) 取締役会の役割・責務

取締役会は、当社グループの戦略立案および事業会社の業務執行を監督することを通じて、グループの適切な資源配分、意思決定の迅速化、コンプライアンスの徹底を推進する。

取締役会は、年2回開催されるグループ戦略会議の審議を経たうえで当社グループの戦略を策定、承認し、四半期ごとにグループ各事業の実行状況を確認するとともに、業務執行取締役および執行役員に対する実効性の高い監督を行う。

### (2) 取締役会への委任の範囲の概要

取締役会は、会社法上の決議事項、経営理念・中期経営計画・経営方針・予算の決定、各種方針・

ポリシーおよび重要な規程の改廃、重要な役員人事などの最重要事項に範囲を限定して意思決定を行う。上記以外の重要事項については、執行役員で構成する経営会議に権限を委譲し、執行役員が喫緊および将来的な経営課題に取り組めるように、業務執行と経営監視機能を分離する。

### (3) 取締役の任期

当社は、経営環境の変化に対する機動性を高めるため、定款の定めるところにより取締役の任期を1年とする。

なお、社外取締役は独立性確保の観点から在任期間の上限を6年とする。

### (4) 取締役会の構成

当社は、持株会社としてグループ全体の企業価値の最大化およびコーポレートガバナンスの強化・徹底に努めるため、取締役の員数を11名以内とする。また、独立社外取締役として複数名を選任し、専門分野における個々の高い資質を経営に活かすことに加え、女性役員の起用など多様性を考慮しながら、最適な規模で実効性のある取締役会となるよう努める。

### (5) 取締役会の運営、議長の役割

取締役会は、法令に別段の定めがある場合を除き、定款および取締役会規程の定めるところにより、代表取締役会長がこれを招集し、議長を務める。

## 2. 監査役会・監査役

### (1) 監査役会および監査役の役割・責務

監査役会および監査役は、取締役会から独立した機関として、毎期の監査方針・監査計画などに従い、取締役、内部監査部門その他の使用人などと意思疎通を図り、情報の収集および監査の環境の整備に努める。監査役は、取締役会その他重要な会議に出席し、適宜説明を求め、発言を行う。

### (2) 監査役の任期

監査役の任期は、会社法上の定めによるものとする。

なお、社外監査役は独立性確保の観点から在任期間の上限を12年とする。

### (3) 監査役会の構成

当社は、定款の定めるところにより、監査役の員数を5名とする。うち独立社外監査役として3名を選任する。

## 3. 独立性基準

当社は、別紙2に記載の独立性基準を策定し、この基準を満たす独立社外取締役および独立社外監査役を選任する。

## 4. 会計監査人による適切な監査

当社は、会計監査人における高品質な監査を可能とする十分な監査時間を確保し、当社経営陣との対

話や、監査役会、内部監査部門との連携を進める。

## 5. 指名諮問委員会および報酬諮問委員会

当社は、監査役会設置会社体制のもと、取締役会の諮問委員会として報酬および指名の各諮問委員会を設置し、それぞれの審議事項について議論のうえ、取締役会へ答申する。

### (1) 指名諮問委員会

#### 1) 役割

指名諮問委員会は、取締役会の決議に基づき設置、運営する。その目的は、当社グループの経営陣幹部の選任に関して透明性と客観性を高めることと、適格性の観点から候補者の確認を行うことにある。

指名諮問委員会は、代表取締役を含む当社の取締役・執行役員候補者および当社監査役候補者の選任、ならびに当社の業務執行取締役・執行役員の後継者育成計画に関する審議を行い、取締役会に答申する。

#### 2) 構成員

指名諮問委員会の委員は、取締役会が選任するものとし、原則として以下のとおりに構成する。

- ①代表取締役 2名
- ②常勤監査役 1名
- ③社外取締役 3名
- ④社外監査役 3名

指名諮問委員会の委員長は、社外取締役および社外監査役（以下、総称して「社外役員」という）の中から社外役員の互選により選定する。

### (2) 報酬諮問委員会

#### 1) 役割

報酬諮問委員会は、取締役会の決議に基づき設置、運営する。その目的は、当社取締役および執行役員の報酬に関する方針および手続に関して透明性と客観性の観点から確認を行うことにある。

報酬諮問委員会は、役員報酬制度の決定および改定ならびに報酬額決定に関する審議を行い、取締役会に答申する。

#### 2) 構成員

報酬諮問委員会の委員は、取締役会が選任するものとし、原則として以下のとおりに構成する。

- ①代表取締役社長 1名
- ②常勤監査役 1名
- ③社外取締役 3名

報酬諮問委員会の委員長は、社外取締役の中から社外取締役の互選により選定する。

### 3) 取締役および執行役員の報酬

取締役および執行役員の報酬体系は、第三者機関の意見を取り入れて設計している。

報酬体系は、役位制の報酬基準表に基づく固定報酬に加え、当社グループ全体業績、各個人の業績および定性的評価を反映した業績連動の賞与によって構成される。社外取締役は固定報酬のみとする。

## 6. 取締役会の実効性評価

取締役会は、意思決定の有効性を担保するために、取締役会の運営状況などに関する分析・評価を行い、その結果の概要を開示する。

## 7. 取締役・監査役のトレーニング方針

取締役または監査役が新たに就任する際は、会社法およびその他の関連法令、経営戦略、財務分析などに関する研修を必要に応じて行い、就任後も法改正や経営課題に関する研修を適宜実施する。また、社外役員に対しては、当社グループの事業概況の説明や主要拠点の視察を必要に応じて実施する。

以上



## ニチレイグループ企業経営理念

### 1. ミッション（使命・存在意義）

くらしを見つめ、人々に心の満足を提供する

ニチレイグループは、人々のくらしに本当に役立つ商品やサービスを一所懸命に創り出し、健康でこころの豊かな生活の実現に貢献します。

### 2. ビジョン（目指す姿）

ニチレイグループは、卓越した食品と物流のネットワークを備える「食のフロンティアカンパニー」として、お客さまにご満足いただける優れた品質と価値ある商品・サービスを創造・提供し、広く好感と信頼を寄せられる企業として、社会とともに成長します。

### 3. 発想と行動の原点

ひたすらお客様のために！

### 4. 経営姿勢

#### （1）お客様第一、安全第一、品質第一を貫く

ニチレイグループは事業活動の発想と行動において、お客様第一、安全第一、品質第一を徹底します。

#### （2）健全な利益を追求する

ニチレイグループは社会に役立つ事業活動に徹し、これによって得られる健全な利益を追求します。

#### （3）付加価値を適正に配分する

ニチレイグループは事業活動により得られた付加価値を、更なる成長の原資として振り向けるとともに、企業活動を支えていただいているステークホルダーに適正に配分します。

#### （4）法と社会の秩序を守る

ニチレイグループは法令・定款を遵守し、不正や反社会的な企業行動をとらないという決意を新たにし、この行動姿勢を堅持します。

#### （5）公正な競争に徹する

ニチレイグループは事業活動において、社会の公器としてふさわしい公正な競争に徹します。

#### （6）透明性の高い経営を推進する

ニチレイグループはステークホルダーとの双方向のコミュニケーションを推進し、広く社会から好感と信頼をいただける透明性の高い経営を行います。

#### （7）資源と環境を大切にする

ニチレイグループは資源の有効活用に取り組むとともに、地球環境の保全を重視する経営を行います。

#### （8）世界を見据える

ニチレイグループは世界の資源・市場・潮流を見据えて経営を行います。

以上

## 独立性基準

当社は、社外取締役及び社外監査役又はその候補者が、以下のいずれにも該当しないと判断する場合、独立性を有している者と判断する。

### 1. 当社グループ関係者

当社及び当社の子会社（以下「当社グループ」という）の業務執行者。

### 2. 取引先関係者

①当社グループを主要な取引先とする者又はその業務執行者。

（注）「当社グループを主要な取引先とする者」とは、直近事業年度においてその者の年間連結売上高の2%又は1億円のいずれか高い額以上の支払いを当社グループから受けた者をいう。

②当社グループの主要な取引先又はその業務執行者。

（注）「当社グループの主要な取引先」とは、直近事業年度において当社グループの年間連結売上高の2%以上の支払いを当社グループに行った者をいう。

③当社グループの主要な借入先又はその業務執行者。

（注）「当社グループの主要な借入先」とは、直近事業年度末において当社グループの連結総資産の2%以上の額を当社グループに融資していた者をいう。

### 3. 寄付又は助成を行っている関係者

当社グループが、年間1,000万円以上の寄付又は助成を行っている組織等の理事その他業務執行者。

### 4. 専門的サービス提供者

①弁護士、公認会計士、税理士、その他経営・財務・技術・マーケティング等に関するコンサルタントとして、当社グループから役員報酬以外に年間1,000万円以上の報酬を受領している者。

②当社グループの会計監査人である監査法人の社員、パートナー又は従業員。

### 5. 議決権保有関係者

①当社の10%以上の議決権を保有する株主又はその業務執行者。

②当社グループが10%以上の議決権を保有する会社の業務執行者。

### 6. 過去に該当したことがある者

①過去に一度でも上記1に該当したことがある者。

②過去3年間のいずれかにおいて上記2から5のいずれかに該当したことがある者。

### 7. 近親者

上記1から6に掲げる者（重要でない者は除く）の配偶者又は二親等内の親族。

以上