

Audit Practice Standards for Internal Control Systems

Japan Audit & Supervisory Board
Members Association

Enacted on April 5, 2007

Revised on July 9, 2009

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Final revision on December 16, 2021

Revision of Audit Practice Standards for Internal Control Systems

Japan Audit & Supervisory Board
Members Association

December 16, 2021

The amended Companies Act, amended Ordinance for Enforcement of the Companies Act, and the like took effect in March 2021, and the Corporate Governance Code was revised twice in 2018 and 2021, in addition to which the auditing standards for auditors have been revised several times. Accordingly, in addition to revising the Code of Audit and Supervisory Board Member Auditing Standards on December 16, 2021, the Association has decided to review and make necessary revisions to the Practice Standards at this time in order to respond to these environmental changes.

Revision of Audit Practice Standards for Internal Control Systems

Japan Audit & Supervisory Board
Members Association
July 23, 2015

I Background

The Association has decided to review the Practice Standards together with the Code of Audit and Supervisory Board Member Auditing Standards and make necessary revisions thereto at this time in order to respond to the amended Companies Act, amended Ordinance for Enforcement of the Companies Act, and the like taking effect in May 2015.

II Substance of the Revisions

The substance and main contents of the revisions are as follows.

1. Under the amendment of the Ordinance for Enforcement of the Companies Act, a summary of the operation status of systems to ensure the appropriateness of corporate affairs (internal control systems) must be disclosed in business reports (Article 118, item (ii) of the Ordinance for Enforcement of the Companies Act), and the Association has taken this opportunity to revise the structure of provisions and organize provisions regarding audits of internal control resolutions, audits regarding the status of the establishment and operation of internal control systems, and audits of matters stated in business reports (Article 3, Articles 5 to 8, etc.).
2. Under the amendment of the Ordinance for Enforcement of the Companies Act, as part of the systems to ensure the appropriateness of corporate affairs, matters concerning ensuring the effectiveness of instructions by audit and supervisory board members to supporting employees and matters concerning audit expenses of audit and supervisory board members were added (Article 100, paragraph (3) of the Ordinance for Enforcement of the Companies Act); in consideration thereof, corresponding provisions were added to the Practice Standards (Article 15, paragraph 1, item (vi), Article 16, paragraph 1, item (vii), and Article 18).
3. Other than the above, provisions were added to the Companies Act defining “Parent Companies, Etc.” as not only parent companies, but also persons who control the management of the company, and in response, provisions in the Practice Standards were revised where appropriate to follow that definition, in addition to which other necessary revisions to wording and expressions were made (Article 6, Articles 12 to 14, etc.).

Revision of Audit Practice Standards for Internal Control Systems

Japan Audit & Supervisory Board
Members Association
March 10, 2011

I Background

The Code of Audit and Supervisory Board Member Auditing Standards was revised on March 10, 2011 in order to respond to various changes in the environment surrounding audit and supervisory board members (“ASBMs”) and to reflect developments in auditing practices. The Association has decided to also review and make necessary revisions to the Practice Standards at this time.

II Substance of the Revisions

The substance and main contents of the revisions are as follows.

1. In the “Final Report Regarding Findings of the Panel of Experts” published by the Association in April 2010, best practices were set out regarding sufficient disclosure of the status of the establishment and operation of internal control systems. Accordingly, provisions were added regarding ASBM audits of statements in business reports regarding internal control systems (Article 5, paragraph 3).
2. Material inadequacies found in ASBM audits of internal control systems significant enough to be commented on in ASBM audit reports, meaning inadequacies in regard to which it is found that there is a material fact regarding the establishment and operation of the internal control systems constituting a breach of the directors’ duty of care, have previously been defined in the Practice Standards as “Material Faults.” For clarification, a definition was added to Article 2 (Article 2, paragraph 1, item (xvii)).
3. The provisions regarding ASBM audits of financial report internal controls were reviewed (Article 13).

The Practice Standards were enacted at the same time that the system of evaluating and auditing internal controls regarding financial reports under the Financial Instruments and Exchange Act was introduced, but that system had not yet taken effect, so it was necessary to further examine such matters thereafter as necessary. In this revision, several years after the financial report internal control system taking effect, provisions were added regarding the roles considered desirable for ASBMs to fulfill in consideration of actual results of the application of financial report internal control systems.

- (1) ASBM audits of internal control systems are audits of whether or not the internal control systems respond to risks that are likely to cause significant damage to the company. Therefore, for each system, the Practice Standards provide for what risks are considered material (paragraph 1 in each article from Article 8 to Article 12) and examples of points to check when determining whether or not internal control systems are effectively functioning as processes in regard to those material risks (paragraph 2 in each article from Article 8 to Article 12). In the same way, provisions were already set out in Article 13 regarding financial report internal controls, with paragraph 1 providing for what risks are considered material, and paragraph 2 providing for points to check when determining whether or not internal control systems are effectively functioning as processes in regard to those material risks.

However, for financial report internal controls of listed companies, unlike other

internal control systems, an evaluation of effectiveness by the directors in charge of financial affairs, etc. and an audit by an outside auditor must be performed and disclosed in accordance with the Financial Instruments and Exchange Act.

Therefore, it can be considered appropriate for ASBMs, as the persons who conduct audits of internal control systems in accordance with the Companies Act, to perform audits under the Companies Act and express necessary audit opinions while appropriately relying on the fact that these evaluation results and audit results exist. Provisions to that effect have been added as a method of ASBM audits regarding financial report internal controls (Article 13, paragraph 3).

- (2) In the audit methods stated in Article 13, paragraph 3, in consideration of matters such as the actual status of financial report internal controls of listed companies up to the present, provisions were added regarding matters such as requesting the directors in charge of financial affairs, etc. to regularly report to the board of directors and the like regarding the status of the evaluation of internal controls or the status of audits. Additionally, statements were added regarding excessive measures, such as excessive documentation and logs and redundant controls.
- (3) In regard to the matters listed in Article 13, paragraph 2, item (iii)(a) and below, the Association received some comments regarding the misunderstanding that ASBMs must check these items themselves. We believe that this misunderstanding arose because while the Practice Standards are only practice standards for ASBM audits regarding the effectiveness of internal control systems, the listed matters are examples of important matters in accounting audits. In order to clarify this, it has been expressly stated that what is important from the perspective of ASBM audits of internal control systems in regard to these matters is whether or not systems enabling appropriate determinations of and responses to these matters are established and operated. Additionally, in Article 13, paragraph 3, item (i), confirming the matters listed in Article 13, paragraph 2, item (iii)(a) and below when receiving reports on the evaluation of financial report internal controls from the directors in charge of financial affairs, etc. and the financial report internal control auditor is expressly stated as a method for ASBM audits of internal control systems.
- (4) Provisions were added regarding ASBM audit opinions relating to financial report internal controls (Article 13, paragraphs 4 and 5).

The audit opinions that ASBMs are required to publicly disclose are only audit opinions under the Companies Act regarding (i) whether or not there is any inadequacy in regard to which it is found that there is a material fact regarding the establishment and operation of the internal control systems constituting a breach of the directors' duty of care (a "material fault") and (ii) the reasonableness of the methods and results of accounting audits by the accounting auditor in consideration of the status of any such inadequacy. Even if it is discovered that there is a "material inadequacy to be disclosed" (meaning a "material fault" in the terms of financial report internal control systems under the current Financial Instruments and Exchange Act; the Internal Control Committee of the Business Accounting Council is currently examining changing the term to "material inadequacies to be disclosed") in regard to financial report internal control systems, it is not necessarily required to state that in ASBM audit reports under the Companies Act (Article 13, paragraph 4).

Additionally, the so-called "time difference" issue wherein the timing of preparing

and submitting ASBM audit reports under the Companies Act differs from that of internal control reports and internal control audit reports under the Financial Instruments and Exchange Act will also be handled in accordance with the above responsibilities required of ASBMs under the Companies Act (and within the scope of the responsibilities required under the Companies Act) (Article 13, paragraph 5).

4. In regard to legal compliance systems, a statement was added regarding internal ethics rules, and whether or not there are policies for responding to anti-social forces was added as an example of a point to check (Article 8, paragraph 2, item (iii)).
5. In regard to corporate group internal controls, the establishment and operation of systems through which the company ascertains the status of subsidiaries, such as group internal reporting systems for whistleblowers, was added as a point to check (Article 12, paragraph 2, item (iv)).

Revision of Audit Practice Standards for Internal Control Systems

Japan Audit & Supervisory Board
Members Association

July 9, 2009

The Code of Audit and Supervisory Board Member Auditing Standards was revised on July 9, 2009 in order to respond to the “Ministerial Ordinance for Partial Amendment of the Ordinance for Enforcement of the Companies Act and the Ordinance on Accounting of Companies, etc.” (Ministry of Justice Ordinance No. 7 of 2009) taking effect on April 1, 2009. In conjunction therewith, the Association has decided to review and make necessary revisions to the Practice Standards at this time.

Enactment of Audit Practice Standards for Internal Control Systems

Japan Audit & Supervisory Board
Members Association
April 5, 2007

I Background

The Code of Audit and Supervisory Board Member Auditing Standards was revised on January 12, 2007 in order to respond to the Companies Act and the Ministry of Justice ordinance relating thereto that took effect in May 2006, and in Article 21 (Audit of Internal Control Systems), paragraph 7 of the Code, provisions were added that state, “Audits regarding Internal Control Systems will be governed by the ‘Audit Practice Standards for Internal Control Systems’ enacted separately in addition to this Code,” thereby stipulating that more specific audit practice standards for internal control systems be separately developed.

In response to those provisions, the Association has decided to enact the “Audit Practice Standards for Internal Control Systems.”

II Substance of Enactment and Main Matters

The Practice Standards respond to Article 21, paragraph 7 of the Code of Audit and Supervisory Board Member Auditing Standards and are based on the same basic awareness and views as those of the Code, and the Practice Standards are intended to be understood and utilized together with the Code.

The main matters provided for in the Practice Standards are as follows.

1. The Practice Standards set out standards and behavioral guidelines for conducting audits performed by audit and supervisory board members (“ASBMs”) in relation to the internal control systems of the company pursuant to the Code of Audit and Supervisory Board Member Auditing Standards (Article 1).
2. “Internal Control Systems” in the Practice Standards refer to the systems provided for in each item of Article 21, paragraph 1 of the Code of Audit and Supervisory Board Member Auditing Standards (Article 2, paragraph 1, item (i)).
3. The matters subject to audits under the Practice Standards are whether or not there are grounds for finding that the contents of board of directors’ resolutions regarding internal control systems are not appropriate and whether or not there are any inadequacies in the status of the directors’ establishment and operation of internal control systems (Article 3).
4. It is expressly stated that when performing internal control system audits, the company’s control environment is a particularly important audit matter for ASBMs, in addition to which focusing on whether or not internal control systems respond to risks anticipated by the company that are likely to cause significant damage to the company (risk approach) and monitoring and verifying whether or not the components of internal control systems are effectively functioning as processes to respond to material risks (process check) are set out as basic audit approaches (Article 4).
5. In addition to the above, in Chapter II of the Practice Standards, provisions are set out regarding audit methods, such as methods regarding audits of board of directors’ resolutions (Article 5), coordination with the internal audit division, etc. and audits of the effectiveness of monitoring functions through that coordination (Article 6), and responses to inadequacies and material faults in internal control systems and deliberations by the audit and supervisory board in regard thereto (Article 7).

6. Chapter III lists material risks that should be given a significant audit focus in regard to legal compliance systems, risk of loss management systems, information retention and management systems, systems for ensuring efficiency, and corporate group internal controls, each provided for in the Companies Act. Additionally, due to reasons such as strong requests for specific guidelines that contribute to actual audit practices, points to check and bear in mind (important points for internal controls) when auditing each system are also listed (however, those points are only examples, and naturally, points that are neither excessive nor insufficient should be selected in light of the characteristics, etc. of the company).
7. Chapter IV was made a separate chapter regarding financial report internal controls in consideration of matters such as the status of discussions regarding the legal nature thereof and the relationship to the accounting auditor. In regard to financial report internal controls, due to reasons such as that the system of evaluating and auditing internal controls regarding financial reports under the Financial Instruments and Exchange Act was recently introduced and has not yet taken effect, it is difficult to set out detailed provisions, but provisions were included due to the very high level of interest in relation to ASBM audit practices. While the accounting audits performed by accounting auditors under the Companies Act and the financial statement audits performed by auditors under the Financial Instruments and Exchange Act are different, there is a certain level of commonality and unity therewith, and accordingly, taking into consideration the roles and responsibilities of ASBMs provided for in the Companies Act and the Financial Instruments and Exchange Act, the provisions in the Practice Standards set out a certain view of the roles to be fulfilled by ASBMs regarding the development of financial report internal controls that the representative directors, etc. are responsible for performing. In the future, further examination will be made as necessary when the financial report internal control system takes effect.
8. Chapter V was also made a separate chapter regarding developing the ASBM audit environment due to reasons such as that development having different characteristics from the other components of internal control systems, and the provisions in that chapter state that ASBMs should make necessary requests to the representative directors, etc. or the board of directors regarding matters relating to supporting employees, ASBM reporting systems, systems for coordination with the internal audit division, etc., and other matters.

III Other Points to Note

The Practice Standards apply to large companies, as defined in the Companies Act, and have been formulated mainly in consideration of listed companies.

The provisions set out in the Practice Standards stipulate behavioral guidelines for ASBMs to carry out the responsibilities imposed on them under the Companies Act, and ASBMs are required to act in consideration of the company's scale, business type, business format, management risks, and other audit environment matters specific to the company.

Audit Practice Standards for Internal Control Systems

Chapter I Purpose, etc. of these Practice Standards

Article 1 Purpose

These Practice Standards set out standards and behavioral guidelines for conducting audits performed by audit and supervisory board members (“ASBMs”) in relation to the internal control systems of the company (“Internal Control System Audits”) pursuant to Article 25, paragraph 8 of the Code of Audit and Supervisory Board Member Auditing Standards (enacted March 25, 1975; final revision on December 16, 2021).

Article 2 Definition of Internal Control Systems, etc.

In these Practice Standards, the following terms have the following meanings. References to chapters and articles in these Practice Standards refer to chapters and articles herein unless otherwise specified.

- (i) “Internal Control Systems” means the systems provided for in the items of Article 25, paragraph 1 of the Code of Audit and Supervisory Board Member Auditing Standards.
- (ii) “Legal Compliance Systems” means systems to ensure that the performance of the duties of directors and employees complies with all laws, regulations, and the articles of incorporation.
- (iii) “Risk of Loss Management Systems” means company rules and other systems relating to the management of the risk of loss.
- (iv) “Information Retention and Management Systems” means systems to retain and manage information related to the directors’ performance of their duties.
- (v) “Systems to Ensure Efficiency” means systems to ensure the efficiency of the directors’ performance of their duties.
- (vi) “Corporate Group Internal Controls” means systems to ensure the appropriateness of corporate affairs in the corporate group consisting of the company, its parent companies, and its subsidiaries.
- (vii) “Financial Report Internal Controls” means systems to ensure the appropriateness of financial reports regarding the company and the corporate group to which it belongs.
- (viii) “Directors in Charge of Financial Affairs” means directors in charge of financial reports.
- (ix) “Systems to Ensure the Effectiveness of ASBM Audits” means the systems provided for in the items of Article 18, paragraph 2 of the Code of Audit and Supervisory Board Member Auditing Standards.
- (x) “ASBM Reporting Systems” means the systems for the directors and employees to report to ASBMs and other systems for reporting to ASBMs.
- (xi) “Internal Audit Division, Etc.” means the Internal Audit Division, Etc. defined in Article 38, paragraph 1 of the Code of Audit and Supervisory Board Member Auditing Standards.

- (xii) “Supporting Employees” means the Supporting Employees defined in Article 16 of the Code of Audit and Supervisory Board Member Auditing Standards.
- (xiii) “Internal Control Division” means the Internal Control Division defined in Article 8, paragraph 3 of the Code of Audit and Supervisory Board Member Auditing Standards.
- (xiv) “Internal Control Resolutions” means board of directors’ resolutions regarding Internal Control Systems made pursuant to Article 362, paragraph (4), item (vi) of the Companies Act and Article 100, paragraphs (1) and (3) of the Ordinance for Enforcement of the Companies Act.
- (xv) “Meetings, Etc.” means meetings of the board of directors, the compliance committee, and the risk management committee and other related meetings, committee meetings, and the like.
- (xvi) “Representative Directors, Etc.” means the executive directors, including the representative directors.
- (xvii) “Material Fault” means an inadequacy in internal controls in regard to which it is found that there is a material fact regarding the establishment and operation of the Internal Control Systems constituting a breach of the directors’ duty of care.

Chapter II

Basic Policies and Methods, etc. for Internal Control System Audits

Article 3 Matters Subject to Internal Control System Audits

ASBMs will perform audits in regard to the following matters relating to Internal Control Systems as part of their audits regarding the directors’ performance of their duties:

- (i) whether or not there are grounds for finding that the contents of Internal Control Resolutions are not appropriate;
- (ii) whether or not there are any inadequacies in the status of the directors’ establishment and operation of Internal Control Systems; and
- (iii) whether or not there are grounds for finding that summaries of Internal Control Resolutions and statements regarding the status of the establishment and operation of Internal Control Systems included in business reports are not appropriate.

Article 4 Basic Policies for Internal Control System Audits

1. ASBMs will monitor and verify the contents of Internal Control Resolutions and the status of the establishment and operation of Internal Control Systems as their own responsibilities with an awareness that the appropriate establishment and operation of Internal Control Systems is essential in order to establish a good corporate governance system.
2. ASBMs will perform Internal Control System Audits with a significant audit focus on the company’s governance environment, such as the representative directors’ and other directors’ awareness of the importance of Internal Control Systems, the status of measures to establish and operate Internal Control Systems, and the status of supervision by the board of directors (including the status of reports to the board of directors regarding necessary matters).
3. ASBMs will perform Internal Control System Audits with a focus on whether or not

Internal Control Systems respond to risks anticipated by the company and the corporate group to which it belongs that are likely to cause significant damage to the company. If ASBMs find that Internal Control Systems do not respond to such risks, they will comment upon that inadequacy of the Internal Control Systems to the Representative Directors, Etc., the Internal Audit Division, Etc., or the Internal Control Division in a timely manner and will as necessary make suggestions and recommendations to the Representative Directors, Etc. or the board of directors and take other appropriate measures.

4. ASBMs will monitor and verify whether or not the components of Internal Control Systems, such as company rules and organizational systems for implementing internal controls, systems for ascertaining and communicating information, and monitoring systems, are effectively functioning as processes to respond to the risks stated in the preceding paragraph.
5. ASBMs will monitor and verify whether or not the board of directors and the Representative Directors, Etc. are establishing and operating Internal Control Systems through appropriate decision-making processes and other appropriate procedures.

Article 5 Audits Regarding Internal Control Resolutions

1. ASBMs will monitor and verify Internal Control Resolutions by applying the following considerations:
 - (i) whether the contents of Internal Control Resolutions include all of the matters provided for in Article 362, paragraph (4), item (vi) of the Companies Act and Article 100, paragraphs (1) and (3) of the Ordinance for Enforcement of the Companies Act;
 - (ii) whether resolutions have been made regarding how Internal Control Systems should respond to risks that are likely to cause significant damage to the company;
 - (iii) whether necessary reviews of the contents of Internal Control Resolutions are conducted in a timely and appropriate manner; and
 - (iv) whether the matters commented upon by ASBMs in suggestions or recommendations regarding Internal Control Resolutions (including comments regarding Systems to Ensure the Effectiveness of ASBM Audits provided for in Chapter V) are appropriately reflected in board of directors' resolutions, and if not, whether there are legitimate reasons therefor.
2. In regard to the status of the establishment and operation of Internal Control Systems in each business year, ASBMs will request the Representative Directors, Etc. to evaluate matters such as whether Internal Control Systems are established and operated in accordance with the basic policies set out in Internal Control Resolutions and whether there are points in regard to those basic policies that should be reviewed and will receive explanations in regard thereto. Additionally, if it is necessary in order to examine the necessity of matters such as a review of the contents of Internal Control Resolutions, ASBMs will request the Representative Directors, Etc. to report the contents of that evaluation to the board of directors.

Article 6 Audits Regarding the Status of the Establishment and Operation of Internal Control Systems

1. Through the audit activities provided for in this article and other daily audit activities, ASBMs will monitor and verify whether or not each of the Internal Control Systems

provided for in the articles of Chapter III (in this article and Article 8, “Each System”) responds to the material risks stated in paragraph 1 of each article of Chapter III. ASBMs will perform audits and take appropriate measures in accordance with Chapter IV for Financial Report Internal Controls and with Chapter V for Systems to Ensure the Effectiveness of ASBM Audits.

2. When beginning Internal Control System Audits for each business year, ASBMs will ascertain the contents of Internal Control Resolutions and the status of the establishment and operation of Internal Control Systems at that time and formulate a plan for Internal Control System Audits. If the contents of Internal Control Resolutions are amended during a business year, ASBMs will perform any necessary review of audit plans or the like in response to those amendments.
3. Through attendance at Meetings, Etc. and regular meetings and the like with the Representative Directors, Etc., ASBMs will ascertain the status of the establishment and operation of Each System and the directors’ awareness in regard thereto and will as necessary request reports from the Representative Directors, Etc. regarding matters such as the status of the establishment and operation of Each System.
4. ASBMs will receive timely and appropriate reports from the Internal Audit Division, Etc. regarding internal audit plans, plans for implementing other monitoring, the status of the implementation thereof, and audit results. ASBMs will regularly receive reports from the Internal Audit Division, Etc. regarding the status of responses to material risks by Each System and other matters relating to the status of the establishment and operation of Each System and will as necessary request that ASBMs or Supporting Employees be present during or attend investigations and the like performed by the Internal Audit Division, Etc. or request the Internal Audit Division, Etc. to perform additional investigations or the like and report the results thereof to the ASBMs.
5. Through the coordination with the Internal Audit Division, Etc. provided for in the preceding paragraph, ASBMs will monitor and verify the effectiveness of the monitoring function of Internal Control Systems, such as whether or not the Internal Audit Division, Etc. continually examines and evaluates the status of the establishment and operation of Each System and whether or not the Representative Directors, Etc. implement necessary improvements in consideration thereof.
6. In addition to the coordination with the Internal Audit Division, Etc. provided for in paragraph 4, ASBMs will receive reports regularly and whenever needed and will request explanations as necessary from the Internal Control Division regarding the status of the establishment and operation of Each System, any material events affecting the effectiveness of Each System, and the status of responses to such events.
7. Through regular meetings and the like with the accounting auditor, ASBMs will ascertain the opinions and the like of the accounting auditor in relation to the status of the establishment and operation of Internal Control Systems and will as necessary request reports in regard thereto.

Article 7 Audits of Matters Stated in Business Reports Regarding Internal Control Systems

ASBMs will verify whether a summary of the contents and operation of Internal Control Resolutions is accurately and appropriately stated in the business report. Additionally, in any of the following cases, ASBMs will verify whether the status of the establishment and operation of Internal Control Systems for the relevant business year is appropriately stated in the business report:

- (i) cases where significant corporate wrongdoing or the like has occurred, and improvements to Internal Control Systems, including measures to prevent reoccurrence, are required; or
- (ii) other than the cases stated in the preceding item, cases where it is found appropriate to state such matters as important matters relating to the current status of the company, such as the progress and results of business or issues to be addressed.

Article 8 Measures, etc. in Response to Inadequacies, etc. in Internal Control Systems

1. If ASBMs find any points that should be reviewed in the contents of Internal Control Resolutions, they will make suggestions and recommendations to the board of directors after deliberations by the audit and supervisory board (“ASB”) as necessary. If the board of directors does not take appropriate measures despite suggestions, recommendations, or the like without a legitimate reason, as a result of which it is found that the contents of Internal Control Resolutions are not appropriate, the ASBMs will make a comment to that effect in audit reports after deliberations by the ASB as necessary. The same measures will be taken in cases where it is found that statements in business reports regarding Internal Control Systems are significantly inappropriate.
2. ASBMs will report to the ASB regarding matters such as the methods of implemented audits and audit results of audits regarding the status of the establishment and operation of Internal Control Systems, inadequacies that were discovered, grounds for determining that suggestions or recommendations are necessary, and the results of those suggestions or recommendations.
3. The ASB will receive reports from each ASBM under the preceding paragraph, examine the contents thereof, and deliberate on whether or not there are any matters that should be suggested or recommended to the Representative Directors, Etc. or the board of directors and the contents of any suggestions or recommendations.
4. If the ASB determines any matters to be suggested or recommended based on deliberation under the preceding paragraph, ASBMs will explain to the Representative Directors, Etc. or the board of directors the findings of the ASBMs and the basis of their determinations relating to the status of the establishment and operation of Internal Control Systems and any inadequacies in regard thereto and will make suggestions or recommendations regarding improvement measures or the like.
5. If the Representative Directors, Etc. or the board of directors does not take appropriate measures despite the suggestions or recommendations of the ASBMs under the preceding paragraph without a legitimate reason, as a result of which it is found that there is a Material Fault in the status of the establishment and operation of Each System, the ASBMs will make a comment to that effect in audit reports after deliberations by the ASB as necessary. The same measures will be taken in cases where it is found that statements in business reports regarding a summary of the status of the establishment and operation of Internal Control Systems are significantly inappropriate.
6. The deliberations and determinations of the ASB provided for in this article will not preclude any ASBM from exercising his or her own powers provided for in laws and regulations.

Chapter III

Audits of Legal Compliance Systems and Risk of Loss Management Systems, etc.

Article 9 Audits Regarding Legal Compliance Systems

1. ASBMs will monitor and verify Legal Compliance Systems with a significant audit focus on whether or not they respond to the material risks listed below:
 - (i) the risk that acts in violation of laws, regulations, or the like will be performed under the initiative or with the involvement of the Representative Directors, Etc.;
 - (ii) the risk that as a result of the Representative Directors, Etc. not ascertaining the status of legal compliance in a timely and appropriate manner, acts in violation of laws, regulations, or the like will be performed systematically or repeatedly and continually; and
 - (iii) the risk that acts in violation of laws, regulations, or the like ascertained by the Representative Directors, Etc. that are likely to cause significant damage to the company and should be publicly reported or announced are concealed.
2. ASBMs will determine whether or not Legal Compliance Systems respond to the risks provided for in the preceding paragraph after specifying important points for internal controls, including the following matters (however, the following matters are only examples, and ASBMs will specify important points that are neither excessive nor insufficient in light of the business details, scale, and other characteristics of the company; the same applies below in paragraph 2 of each article up to and including Article 14):
 - (i) whether the Representative Directors, Etc. recognize that compliance with laws, regulations, and the like and the establishment and operation of effective systems therefor are essential in corporate management;
 - (ii) in regard to decision-making and individual acts of business execution by the board of directors, management committee, and other important Meetings, Etc., whether systems to ensure that decision-making and business execution are performed in compliance with laws, regulations, and the like are established and operated, such as systems for consulting in a timely and appropriate manner with the department in charge of legal affairs or outside professionals regarding matters relating to compliance with laws, regulations, and the like; whether the board of directors, management committee, or other important Meetings, Etc. do not actually engage in decision-making that prioritizes securing profit or the like over compliance with laws, regulations, and the like;
 - (iii) whether basic policies, standards of conduct, or the like regarding compliance with laws, regulations, and the like have been established, and whether the contents of material laws and regulations related to business activities and the like are thoroughly known within the company; whether appropriate policies for responding to anti-social forces are thoroughly known within the company; additionally, whether ethical standards, quality standards, safety standards, and the like are thoroughly known within the company;
 - (iv) whether a monitoring department that supervises the status of compliance with laws, regulations, and the like is established, problems relating to the company's compliance with laws, regulations, and the like are discovered, and improvement measures are taken; whether disciplinary rules relating to violations of laws, regulations, and the like have been developed and appropriate measures are taken in accordance therewith; and
 - (v) in regard to matters that may materially affect the effectiveness of Legal Compliance Systems, whether systems through which such matters are regularly

reported to the board of directors and ASBMs are established and operated; whether systems through which transactions and activities of which the Internal Control Division is suspicious are communicated in a timely and appropriate manner to the Internal Audit Division, Etc. and ASBMs are established and operated; whether systems through which the status of compliance with laws, regulations, and the like is ascertained independently from the business execution line, such as internal reporting systems for whistleblowers, are established and operated.

Article 10 Audits Regarding Risk of Loss Management Systems

1. ASBMs will monitor and verify Risk of Loss Management Systems with a significant audit focus on whether or not they respond to the material risks listed below:
 - (i) the risk that the company will incur significant damage as a result of a material omission or mistake in the advance identification, analysis, or evaluation of, or response to, various elements necessary for the appropriate management of the risk of loss;
 - (ii) the risk that business activities that are likely to cause significant damage to the company are continued without a legitimate reason; and
 - (iii) the risk that if an accident or other event likely to cause significant damage to the company actually occurs, damage will spread or it will become impossible to continue business as a result of appropriate response systems not being established or operated.
2. ASBMs will determine whether or not Risk of Loss Management Systems respond to the risks provided for in the preceding paragraph after specifying important points for internal controls, including the following matters:
 - (i) whether the Representative Directors, Etc. recognize that risk of loss management and the establishment and operation of effective systems therefor are essential in corporate management;
 - (ii) whether the board of directors, management committee, and other important Meetings, Etc. discuss measures in response to events that are likely to cause significant damage to the company following risk analysis based on sufficient information;
 - (iii) whether the Representative Directors, Etc. are aware of risks relating to damage to the trust in and brand of the company and other risks relating to the continuation of the company for each business of the company; whether appropriate evaluations have been performed regarding the possibility of such risks occurring and the extent of damage if such risks occur; whether examples of accidents in other companies, changes in social values regarding safety and the environment, and changes in legal restrictions, other management environment matters, and risk factors are recognized, and whether systems for responding in a timely and appropriate manner thereto are established and operated;
 - (iv) whether a plan for responding to risks that should be focused on for the business year has been formulated; whether a mechanism through which the implementation status of that plan is regularly reviewed is established and operated;
 - (v) whether management rules that provide for how to identify, analyze, evaluate, and respond to all types of risks are established and operated; whether business is performed in accordance with the established company rules and division of duties; whether a monitoring department that supervises the status of risk of loss

- management is established, problems relating to the company's risk of loss management are discovered, and improvement measures are taken;
- (vi) whether timely and appropriate examinations are conducted regarding the continuation of business activities that are likely to cause significant damage to the company; whether such business activities are not being left unaddressed without a legitimate reason;
 - (vii) in regard to matters that may materially affect the effectiveness of Risk of Loss Management Systems, whether systems through which such matters are regularly reported to the board of directors and ASBMs are established and operated; whether systems through which the status of risk of loss management is ascertained independently from the business execution line, such as internal reporting systems for whistleblowers, are established and operated; and
 - (viii) anticipating cases in which a situation that will cause significant damage to the company actually occurs, in order to minimize the damage, whether policies regarding matters such as the establishment of a task force in which the Representative Directors, Etc. are members, an emergency contact network and other systems for communicating information, responses to customers, media, supervisory authorities, and the like, and business continuity are determined in advance.

Article 11 Audits Regarding Information Retention and Management Systems

1. ASBMs will monitor and verify Information Retention and Management Systems with a significant audit focus on whether or not they respond to the material risks listed below:
 - (i) the risk that the company will incur significant damage as a result of documents and other information necessary to ensure appropriate business execution, such as material contracts, meeting minutes, and statutory forms, not being appropriately prepared, retained, and managed;
 - (ii) the risk that the company will incur significant damage as a result of a leak of material business secrets, know-how, or confidential information or of information required under laws and regulations to be retained and managed, such as personal information; and
 - (iii) the risk of false statements or Material Faults in regard to disclosed material company information.
2. ASBMs will determine whether or not Information Retention and Management Systems respond to the risks provided for in the preceding paragraph after specifying important points for internal controls, including the following matters:
 - (i) whether the Representative Directors, Etc. recognize that information retention and management and the establishment and operation of effective systems therefor are essential in corporate management;
 - (ii) whether company rules and the like regarding how to prepare, retain, and manage information are enacted and internal systems for effectively implementing those company rules are established and operated;
 - (iii) in regard to board of directors' meeting minutes and other statutory materials to be prepared, whether internal systems through which appropriate contents are recorded and retained are established and operated;
 - (iv) whether management systems, such as appropriate settings for access authority and retention periods, security policies, backups, and the like in accordance with the

- classification of the importance of the documents and information to be retained and managed, are established and operated;
- (v) in regard to personal information and other information for which certain management is required under laws and regulations, whether efforts are made to make the management methods required under those laws and regulations thoroughly known within the company;
 - (vi) whether a department in charge of timely disclosure of material information of the company, investor relations, and other disclosure is established; whether systems through which information that should be disclosed is promptly and comprehensively gathered and is accurately and fully disclosed in a timely manner in accordance with laws, regulations, and the like are established and operated;
 - (vii) whether information is managed in accordance with the established company rules and division of duties relating to information retention and management; whether a monitoring department that supervises the status of information retention and management is established, problems relating to the company's information retention and management are discovered, and improvement measures are taken; and
 - (viii) in regard to matters that may materially affect the effectiveness of information retention and management, whether systems through which such matters are regularly reported to the board of directors and ASBMs are established and operated; whether systems through which the status of information retention and management is ascertained independently from the business execution line, such as internal reporting systems for whistleblowers, are established and operated.

Article 12 Audits Regarding Systems to Ensure Efficiency

1. ASBMs will monitor and verify Systems to Ensure Efficiency with a significant audit focus on whether or not they respond to the material risks listed below:
 - (i) the risk that the company will incur significant damage as a result of excessive inefficiency resulting from matters such as the formulation of management strategies, allocation of management resources, establishment of organizations, and establishment and operation of performance management systems not being appropriately performed;
 - (ii) the risk that the company will incur significant damage as a result of the company's soundness being damaged by an excessive pursuit of efficiency; and
 - (iii) the risk that a decision that will cause significant damage to the company will be made as a result of a material and careless error in understanding the relevant facts on which material business decisions by the Representative Directors, Etc. are based.
2. ASBMs will determine whether or not Systems to Ensure Efficiency respond to the risks provided for in the preceding paragraph after specifying important points for internal controls, including the following matters:
 - (i) whether the Representative Directors, Etc. recognize that the formulation of management plans and business targets that ensure the sustainable growth of the company, an appropriate balance between securing profit and ensuring soundness, and other such matters are important in corporate management;
 - (ii) whether mechanisms through which the formulation of management plans, allocation of management resources, establishment of organizations, management

- systems, IT measures, and the like are appropriately decided, implemented, and corrected are established and operated;
- (iii) whether management plans, business targets, and the like that are difficult to achieve in light of factors such as the company's management resources and management environment are not established and excessive efficiency that damages the company's soundness is not pursued in order to achieve those management plans, etc.; and
 - (iv) whether systems to ensure that material decision-making and individual business decisions by the Representative Directors, Etc. are made in compliance with the considerations provided for in the items of Article 23, paragraph 2 of the Code of Audit and Supervisory Board Member Auditing Standards are established and operated.

Article 13 Audits Regarding Corporate Group Internal Controls

1. ASBMs will monitor and verify Corporate Group Internal Controls with a significant audit focus on whether or not they respond to the material risks listed below:
 - (i) the risk that the company will incur significant damage as a result of an inadequacy in Legal Compliance Systems, Risk of Loss Management Systems, Information Retention and Management Systems, or Systems to Ensure Efficiency in a significant subsidiary;
 - (ii) the risk that the company will incur significant damage as a result of the company not ascertaining in a timely and appropriate manner the status of the establishment and operation of Internal Control Systems in a significant subsidiary; and
 - (iii) the risk that the company will incur significant damage as a result of inappropriate acts being performed using a subsidiary or under inappropriate pressure from a parent company or person that controls the management of the company (in this article, a "Parent Company, Etc.").
2. ASBMs will determine whether or not Corporate Group Internal Controls respond to the risks provided for in the preceding paragraph after specifying important points for internal controls, including the following matters:
 - (i) whether the Representative Directors, Etc. recognize that Corporate Group Internal Controls and the establishment and operation of effective systems therefor are essential in corporate management;
 - (ii) whether management philosophies, standards of conduct, and issues to be addressed that should be shared throughout the corporate group are thoroughly known; whether standards in line with the foregoing regarding matters such as compliance with laws, regulations, and the like, risk of loss management, and information retention and management are established; whether appropriate educational activities and monitoring for compliance with those standards are implemented;
 - (iii) whether subsidiaries that occupy significant positions within the corporate group, subsidiaries with high internal control risk, significant overseas subsidiaries, and the like are not excluded from the scope of management and monitoring of Corporate Group Internal Controls;
 - (iv) whether a general headquarters or the like that regularly ascertains and monitors the status of the establishment and operation of Internal Control Systems of subsidiaries is established within the company, problems regarding material issues relating to Internal Control Systems of subsidiaries are discovered, and appropriate

- improvement measures are taken; whether information communication systems through which, in cases where acts in violation of laws, regulations, and the like or other situations that would cause significant damage have occurred in a subsidiary, the company is able to ascertain the status thereof in a timely and appropriate manner are established and operated; whether systems through which the company ascertains the status of subsidiaries, such as group internal reporting systems for whistleblowers, are established and operated;
- (v) if subsidiaries have ASBMs, audit committees, or audit and supervisory committees (in this article, “ASBMs, Etc.”), whether those ASBMs, Etc. appropriately conduct audits regarding the Internal Control Systems of the subsidiaries in accordance with Article 9 to this article, and whether communication and information exchanges with the company’s general headquarters or the like and the company’s ASBMs are performed in a timely and appropriate manner; if subsidiaries do not have ASBMs, Etc., whether appropriate systems to support the auditing function are separately established and operated within the subsidiaries or the corporate group as a whole;
 - (vi) whether matters such as information processing that should be standardized throughout the corporate group are appropriately systematized;
 - (vii) whether business targets and management plans that are difficult to achieve are not established for subsidiaries and excessive efficiency that damages the soundness of the subsidiaries or the corporate group as a whole is not pursued in order to achieve those business targets and management plans;
 - (viii) whether systems for the company to ascertain in a timely manner the status of inappropriate acts that use subsidiaries and to take appropriate improvement measures are established and operated; and
 - (ix) if the company has a Parent Company, Etc., whether systems to prevent the interests of the Parent Company, Etc. being inappropriately pursued at the expense of the interests of minority shareholders are established and operated.

Chapter IV

Audits of Financial Report Internal Controls

Article 14 Audits Regarding Financial Report Internal Controls

1. ASBMs will monitor and verify Financial Report Internal Controls with a significant audit focus on whether or not they respond to the material risks listed below:
 - (i) the risk that inappropriate financial reports will be made under the initiative or with the involvement of the representative directors and the Directors in Charge of Financial Affairs (in this article, the “Directors in Charge of Financial Affairs, Etc.”);
 - (ii) the risk that as a result of the Directors in Charge of Financial Affairs, Etc. not ascertaining in a timely and appropriate manner financial information that would materially affect the company’s management performance or financial status, inappropriate financial reports will be made systematically or repeatedly and continually; and
 - (iii) the risk that inappropriate financial reports will be made with the involvement, or due to being overlooked by, the accounting auditor.

2. ASBMs will determine whether or not Financial Report Internal Controls respond to the risks provided for in the preceding paragraph after specifying important points for internal controls, including the following matters:
- (i) whether the Directors in Charge of Financial Affairs, Etc. recognize that ensuring the reliability of financial reports and the establishment and operation of effective systems therefor are essential in corporate management; additionally, whether a basic plan for establishing, operating, and evaluating Financial Report Internal Controls is established based on an understanding of the importance of the risk of false statements in financial reports not being discovered or prevented in a timely and appropriate manner;
 - (ii) whether persons with sufficient expertise regarding accounting and financial matters are assigned to the department in charge of financial reports; additionally, whether mid- to long-term efforts to develop persons with that expertise are made;
 - (iii) whether the Directors in Charge of Financial Affairs, Etc. establish and operate systems to enable appropriate determinations and responses regarding the following important matters in order to ensure the reliability of financial reports (however, the following matters are only examples, and ASBMs will specify important points that are neither excessive nor insufficient in light of the business details, scale, and other characteristics of the company):
 - (a) the appropriateness and suitability of accounting treatment (timing of recording and existence of sales and accounts receivable; existence of inventory assets; suitability of recording various reserves; suitability of tax effect accounting; suitability of asset-impairment accounting; and appropriateness and suitability of other material accounting treatment);
 - (b) the suitability of changes in material accounting policies;
 - (c) responses to revisions, etc. to accounting standards or systems;
 - (d) the suitability of material contracts in capital transactions and profit and loss transactions;
 - (e) the suitability of acquisitions and disposals, etc. of material assets;
 - (f) the suitability of fund management (including derivative transactions, etc.);
 - (g) the suitability of the extent of consolidation and the extent of equity-method affiliated companies;
 - (h) appropriate accounting treatment of each of the above matters in relation to subsidiaries and affiliated companies that would have a material effect on consolidated account settlement; and
 - (i) the suitability of the ascertainment of subsequent events and determinations of the importance thereof;
 - (iv) whether systems through which financial information that should be disclosed is promptly and comprehensively gathered and is accurately and fully disclosed in a timely manner in accordance with laws, regulations, and the like are established and operated;
 - (v) whether systems for the accounting auditor to appropriately perform audits are established and operated; whether any particular relationships have not been formed that would raise doubt concerning the accounting auditor's independence from the company; and
 - (vi) in regard to matters found to be highly likely to materially affect the company's

management performance or financial status, whether information is appropriately shared between the Directors in Charge of Financial Affairs, Etc. and the accounting auditor.

3. If the Financial Report Internal Controls of the company are subject to the evaluation reports regarding Financial Report Internal Controls provided for in Article 24-4-4, paragraph (1) of the Financial Instruments and Exchange Act (in this article, “Internal Control Reports”), ASBMs will make the determination under the preceding paragraph by the following methods:
 - (i) ASBMs will receive reports from the Directors in Charge of Financial Affairs, Etc. and the Internal Control Division regarding the following matters relating to the evaluation of Financial Report Internal Controls (however, the following matters are only examples, and ASBMs will specify important matters that are neither excessive nor insufficient in light of the business details, scale, and other characteristics of the company); if necessary, ASBMs will confirm the actual status through means such as viewing logs and being present at operation tests and the like:
 - (a) the status of basic plans and systems for establishing, operating, and evaluating Financial Report Internal Controls;
 - (b) the suitability of the specification of financial report risks and information disclosure risks (including the status of systems to enable appropriate determinations and responses regarding the risks relating to the important matters listed in item (iii) of the preceding paragraph);
 - (c) the suitability of the scope of evaluation (including the specification of material businesses and business locations);
 - (d) the suitability of the specification and selection of material business processes;
 - (e) the evaluation status of the establishment and operation of company-wide internal controls using checklists or the like;
 - (f) the evaluation status of the establishment and operation of material business processes;
 - (g) the evaluation status of the establishment and operation of consolidated group account settlement and financial report processes;
 - (h) the evaluation status of the establishment and operation of overall IT controls and business processing controls;
 - (i) the suitability of processes to detect, improve, and correct inadequacies;
 - (j) the suitability of the preparation process and contents of Internal Control Reports; and
 - (k) whether there is excessive documentation and logs, whether there are redundant controls, and whether there are other excessive measures in light of the business details, scale, and other characteristics of the company.
 - (ii) Taking into consideration the main points relating to the evaluation of Financial Report Internal Controls stated in the preceding item, ASBMs or the ASB will receive reports in a timely and appropriate manner from the person who performs audit certification regarding the Internal Control Reports in accordance with Article 193-2, paragraph (2) of the Financial Instruments and Exchange Act (in this article, the “Financial Report Internal Control Auditor”) regarding matters found to likely have a material effect on the status of responses to material risks by Financial

Report Internal Controls or other effectiveness of Financial Report Internal Controls.

- (iii) ASBMs will endeavor to share information with the Directors in Charge of Financial Affairs, Etc. and the Financial Report Internal Control Auditor regarding information learned by ASBMs in the course of their audit duties that is found likely to have a material effect on the effectiveness of Financial Report Internal Controls.
 - (iv) If the Directors in Charge of Financial Affairs, Etc. and the Financial Report Internal Control Auditor have different opinions regarding matters such as the evaluation scope, evaluation methods, and evaluations of effectiveness of Financial Report Internal Controls (including opinions on the scope of important matters that are neither excessive nor insufficient in light of the business details, scale, and other characteristics of the company), ASBMs will request the Directors in Charge of Financial Affairs, Etc. and the Financial Report Internal Control Auditor to report to the ASBMs or the ASB in a timely manner.
 - (v) ASBMs will request the Directors in Charge of Financial Affairs, Etc. to regularly report to the board of directors or the like regarding the following matters:
 - (a) the status of the evaluation of Financial Report Internal Controls by the Directors in Charge of Financial Affairs, Etc.; and
 - (b) the status of audits by the Financial Report Internal Control Auditor.
 - (vi) At the time that the audit reports provided for in the Companies Act regarding Internal Control Systems are prepared, ASBMs will receive a written report from the Financial Report Internal Control Auditor regarding the results of the audit of Financial Report Internal Controls. If receiving such report orally, it is desirable to leave a record of the contents thereof in the ASB meeting minutes. If there is a comment to the effect that there is a material inadequacy to be disclosed regarding Financial Report Internal Controls (meaning inadequacies defined in Article 2, item (x) of the Cabinet Office Order on the System for Ensuring the Adequacy of Documents on Financial Calculation and Other Information; the same applies below in this article), ASBMs will request explanations from both the Directors in Charge of Financial Affairs, Etc. and the Financial Report Internal Control Auditor, confirm matters such as the details and materiality of that inadequacy, improvement measures already implemented, future improvement policies, and the effect on accounting-related documents and the results of the accounting audit thereof, verify the statements in the business report relating to the inadequacy, and examine the contents of audit reports in accordance with paragraph 4 of this article.
4. If ASBMs determine through the audit methods provided for in this article and other audit activities provided for in the Companies Act that Financial Report Internal Controls do not respond to the material risks provided for in paragraph 1, then after deliberations by the ASB as necessary, ASBMs will comment to that effect in a timely and appropriate manner to the Directors in Charge of Financial Affairs, Etc. and request necessary improvements therefrom and will examine the matters (including whether or not such matters constitute a Material Fault) to be stated in audit reports regarding Internal Control System Audits in accordance with Article 8, paragraph 5. Additionally, ASBMs will provide necessary information to the accounting auditor and exchange opinions therewith regarding treatment in the accounting audit. If ASBMs find that the accounting auditor has not sufficiently considered that information and is not performing an appropriate accounting audit, the ASBMs will examine the matters to be stated in audit reports regarding the reasonableness of the methods and results of the audit by the accounting

auditor.

5. After preparing audit reports, if ASBMs discover a material inadequacy to be disclosed in regard to the Financial Report Internal Controls for the business year relating to those audit reports, ASBMs will ask for opinions from both the Directors in Charge of Financial Affairs, Etc. and the Financial Report Internal Control Auditor, confirm matters such as the details thereof and improvement measures, and will as necessary provide explanations at the annual shareholders' meeting for that business year regarding the relationship of the material inadequacy to the audit reports and the like.

Chapter V

Audits of Systems to Ensure the Effectiveness of ASBM Audits

Article 15 Matters Relating to Supporting Employees

1. If any of the following circumstances is found in relation to Supporting Employees, ASBMs will make necessary requests to the Representative Directors, Etc. or the board of directors:
 - (i) In light of the audit system of the ASBMs, the number or level of expertise of Supporting Employees found necessary for ASBMs to perform their duties is not satisfied;
 - (ii) Attendance at Meetings, Etc., collecting of information, and other necessary acts performed by Supporting Employees pursuant to instructions from ASBMs are found to be inappropriately restricted;
 - (iii) The rights of ASBMs to control and direct Supporting Employees as necessary are found to be inappropriately restricted;
 - (iv) ASBMs are not granted the right to consent to personnel changes (including the departments to which Supporting Employees are transferred), personnel evaluations, disciplinary actions, and the like regarding Supporting Employees;
 - (v) A situation has arisen that restricts or limits the effectiveness of instructions from ASBMs to Supporting Employees; and
 - (vi) Other particular circumstances are found that hinder the effectiveness of ASBM audits.
2. Requests by ASBMs under the preceding paragraph will be made after deliberation by the ASB as necessary. If the Representative Directors, Etc. or the board of directors does not take appropriate measures in response to a request under the preceding paragraph without a legitimate reason, ASBMs will comment to that effect in audit reports and the like after deliberation by the ASB.

Article 16 ASBM Reporting Systems

1. If any of the following circumstances is found in relation to ASBM Reporting Systems, ASBMs will make necessary requests to the Representative Directors, Etc. or the board of directors:
 - (i) In regard to important Meetings, Etc. that ASBMs are required to attend other than board of directors' meetings, measures are not taken to ensure the opportunity for ASBMs to attend such Meetings, Etc.;
 - (ii) In regard to Meetings, Etc. not attended by ASBMs, measures enabling ASBMs to

- view in a timely manner upon request materials submitted to such Meetings, Etc., minutes thereof, and the like are not taken;
- (iii) Measures enabling ASBMs to view in a timely manner upon request materials circulated for approval relating to decision-making for business execution and other material documents are not taken;
 - (iv) Matters that should be regularly reported to ASBMs by the Representative Directors, Etc., Internal Audit Division, Etc., or Internal Control Division are not reported;
 - (v) Other than the reporting matters under the preceding item, matters that should be reported in a timely manner to ASBMs by the Representative Directors, Etc., Internal Audit Division, Etc., or Internal Control Division are not reported;
 - (vi) Information that should be provided to ASBMs from the internal reporting systems for whistleblowers established in the company is not reported in a timely manner; and
 - (vii) It is not ensured that persons who make reports to ASBMs or who provide information to the internal reporting systems for whistleblowers do not receive disadvantageous treatment due to having done so.
2. Requests by ASBMs under the preceding paragraph will be made after deliberation by the ASB as necessary. If the Representative Directors, Etc. or the board of directors does not take appropriate measures in response to a request under the preceding paragraph without a legitimate reason, ASBMs will comment to that effect in audit reports and the like after deliberation by the ASB.

Article 17 System of Coordination, etc. with the Internal Audit Division, Etc.

1. If any of the following circumstances is found, ASBMs will make necessary requests to the Representative Directors, Etc. or the board of directors:
- (i) It is found that the coordination between ASBMs and the Internal Audit Division, Etc. provided for in Article 6, paragraph 4 is not conducted effectively;
 - (ii) Other than as provided for in the preceding item, it is found that there is an obstacle to effective coordination between ASBMs and the Internal Audit Division, Etc.; and
 - (iii) Matters requested by ASBMs in relation to reports from the Internal Control Division provided for in Article 6, paragraph 6 are not being complied with.
2. Requests by ASBMs under the preceding paragraph will be made after deliberation by the ASB as necessary. If the Representative Directors, Etc. or the board of directors does not take appropriate measures in response to a request under the preceding paragraph without a legitimate reason, ASBMs will comment to that effect in audit reports and the like after deliberation by the ASB.

Article 18 Audit Expenses

If any of the following circumstances is found in regard to audit expenses, ASBMs will make necessary requests to the Representative Directors, Etc. or the board of directors:

- (i) In regard to expenses necessary for daily audit activities and the like, procedures for advance payment or reimbursement of audit expenses, such as budgetary procedures, are not established;
- (ii) ASBMs are unable to receive advance payment or reimbursement of expenses for receiving advice from outside professionals found necessary by ASBMs;

- (iii) ASBMs are unable to receive advance payment or reimbursement of expenses for regular training and the like suitable for acquiring or appropriately updating, etc. the knowledge necessary in order to deepen their understanding of their roles and responsibilities;
- (iv) Procedures for advance payment of expenses necessary for extraordinary activities, such as expenses for ASBMs to respond when corporate wrongdoing occurs, are not established; and
- (v) Other than as in the cases provided for in the preceding items, it is found that there is an obstacle to the effective implementation of audit activities or the like in relation to the advance payment or reimbursement of audit expenses and the like.

End