

Initiatives to enhance corporate governance

Aisin has been advancing initiatives to further enhance its corporate governance in view of rapid changes in our business or management environment and other factors.

In April 2022, with the aim of expediting and improving our management decision-making and execution of business operations, responsibilities of the Executive Vice President class were eliminated, and their authorities were transferred to President and Executive General Managers, thereby reducing the decision-making steps in the executive structure. Also, starting from June 2022, we have reduced the number of Directors to eight (including three independent outside directors) by reducing one internal director, with a view to improve objectivity and transparency in management decision-making.

Members of our Board of Directors, Audit & Supervisory Board, Executive Personnel Committee and Compensation Committee

◎ Chair ○ Members

				Board of Directors	Audit & Supervisory Board	Executive Personnel Committee	Compensation Committee
Directors	President	Moritaka Yoshida		◎		◎	◎
	Director	Kenji Suzuki		○			
	Director	Shintaro Ito		○		○	○
	Director	Yoshihisa Yamamoto		○			
	Director	Tsunekazu Haraguchi	Outside Independent	○		○	○
	Director	Michiyo Hamada	Outside Independent Female	○		○	○
	Director	Seiichi Shin	Outside Independent	○		○	○
	Director	Koji Kobayashi	Outside	○			
Audit & Supervisory Board Members	Standing Auditor	Makoto Mitsuya		○	◎		
	Standing Auditor	Kiyomi Kato	Female	○	○		
	Audit & Supervisory Board Member	Junko Ueda	Outside Independent Female	○	○		
	Audit & Supervisory Board Member	Katsuhiro Kashiwagi	Outside Independent	○	○		

Board of Directors: 8



Audit & Supervisory Board: 4



Executive Personnel Committee: 5



Compensation Committee: 5



Policies and procedures on the appointment and dismissal of Directors and Audit & Supervisory Board Members

When appointing and dismissing members of our Board of Directors, we seek the optimum balance of knowledge, experience and skills to ensure the suitable, swift and fair decision-making that is needed to achieve sustainable growth and increase our value as a company in the medium and long term. We take a comprehensive approach, including appointing multiple Outside Directors with advanced expertise inside and outside the industry and, in view of group management, appointing members of domestic and overseas subsidiaries who bring a wealth of experience and a wide range of insights.

Nomination, appointment and dismissal are reviewed and discussed by our Executive Personnel Committee, in which the majority of members are independent Outside Directors, to select candidates for Director and Audit & Supervisory Board Member positions and submit them to the Board of Directors meeting. Decisions for directors are made upon discussion at the General Meeting of Shareholders based on internal decisions made by the Board of Directors. Decisions for Audit & Supervisory Board Members are made upon discussion at the General Meeting of Shareholders based on internal decisions made by the Board of Directors after receiving consent from the Audit & Supervisory Board.

Roles and expectation of independent Outside Directors

All independent Outside Directors appointed by Aisin are expected to fulfill the following duties and obligations.

1. Supervise management by providing warnings and advice about risks from a standpoint independent from management in important decision-making settings, such as meetings of the Board of Directors.
2. Apply specialized knowledge, wide-ranging experience and other assets gained from previous roles to their management at Aisin.

3. Preside over conflicts of interest between the company and parties, such as its management or controlling shareholders.
4. Appropriately represent outside views at meetings of the Board of Directors. When selecting candidates for Outside Director positions, we focus on specialized expertise and a wide range of experience that will enable the candidate to provide frank and constructive advice about our management, in addition to the requirements for independence set by the Companies Act and the Tokyo Stock Exchange.

Specialties and experience of Directors and Audit & Supervisory Board Members

		Company management	Industry knowledge	Technology development	Production technology and manufacturing	DX	Sales and procurement	Finance and accounts	Legal affairs and CSRs	Overseas Experience
President	Moritaka Yoshida	○	○	○						○
Director	Kenji Suzuki	○	○	○		○	○			
Director	Shintaro Ito	○	○					○	○	○
Director	Yoshihisa Yamamoto	○	○	○	○					○
Director	Tsunekazu Haraguchi	○						○		
Director	Michiyo Hamada								○	○
Director	Seiichi Shin			○	○	○				
Director	Koji Kobayashi	○	○				○	○	○	
Standing Auditor	Makoto Mitsuya	○	○					○	○	○
Standing Auditor	Kiyomi Kato		○					○	○	
Audit & Supervisory Board Member	Junko Ueda								○	○
Audit & Supervisory Board Member	Katsuhiro Kashiwagi		○					○		