

# Governance

## Governance

Corporate Governance

# Corporate Governance

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  - Enhancing the Effectiveness of the Board of Directors
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### Executive Compensation Plan

### Internal Control Committee

- Responsibility and Structure
- Internal Control over Financial Reporting
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### Corporate Governance System

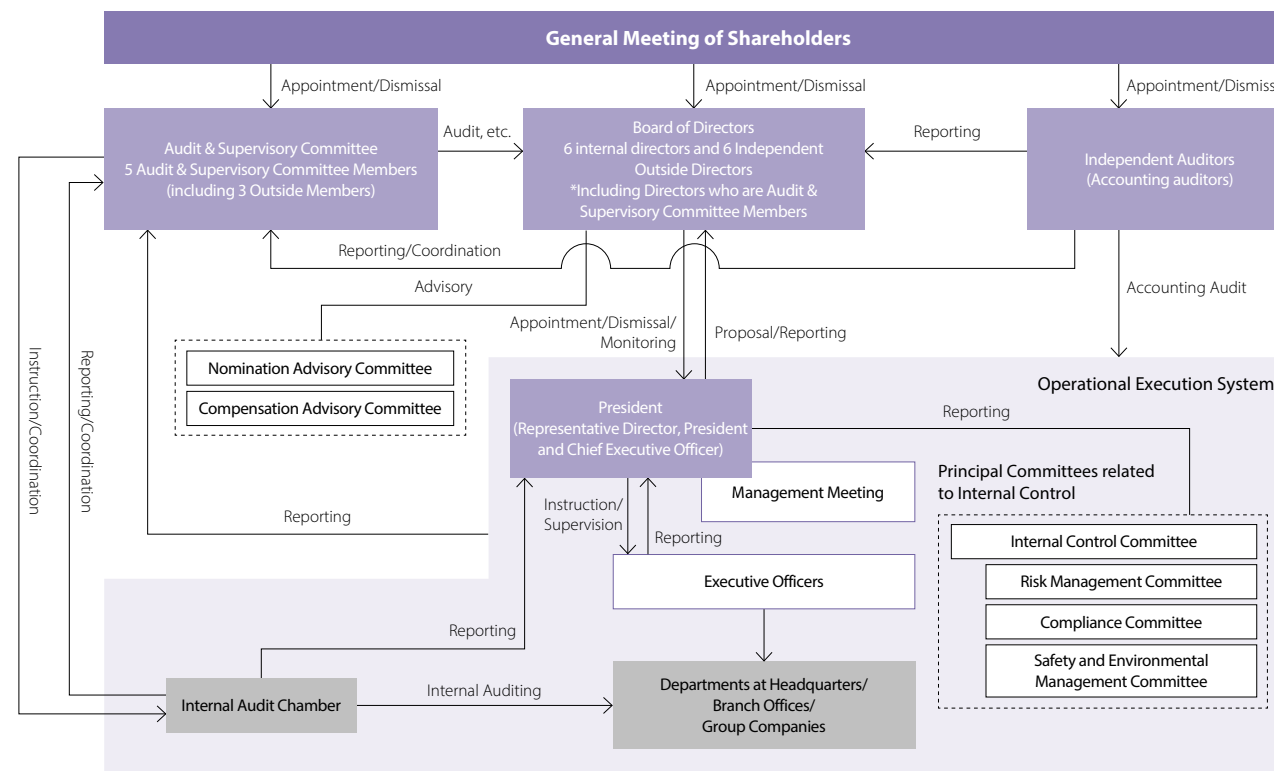
#### Basic Views on Corporate Governance

The Company ensures the transparency and efficiency of its management and strives to build and maintain an appropriate management structure to earn the trust of its shareholders, investors, customers, suppliers, communities, employees of the Company and the NYK Group, and other stakeholders and to meet their expectations. Regarding its organizational form, the Company transitioned to a company with an audit & supervisory committee. By delegating decision-making authority for important business execution to the executive directors, the Company has built a structure for responding swiftly to dramatic changes in the business environment, and executive officers, in addition to the executive directors, execute the business of the Company under the resolution and supervision of the Board of Directors. In addition to the Board of Directors, the Nomination Advisory Committee and Compensation Advisory Committee, the Independent outside directors attend important committees and conferences, make recommendations related to governance and internal control, participate in activities at discussion meetings among directors, and visit business sites in and outside Japan.

The Company's basic framework and views of corporate governance are set forth in the "Corporate Governance Guidelines," which are disclosed on the website of the Company.

[Link](https://www.nyk.com/english/sustainability/pdf/concept/policy004en.pdf) For more information, click on the link below.  
<https://www.nyk.com/english/sustainability/pdf/concept/policy004en.pdf>

#### Corporate Governance Organizational Structure of the Company (As of June 18, 2025)



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### History of Enhancing Governance

Year	Details
2002	Introduced Committee of Corporate Officers to strengthen operational execution system
2006	Established Advisory Board
2008	Abolished Advisory Board, appointed two outside directors Shortened the term of office of directors from two years to one year
2010	Filed notification of independent directors and auditors as stipulated by stock exchanges in Japan for all four outside directors and outside audit and supervisory board members
2015	According to the Principles of the Japan's Corporate Governance Code, the Company prepared the following <ul style="list-style-type: none"> <li>• Corporate Governance Guidelines</li> <li>• Our Views on Size, Balance and Diversity of the Board of Directors</li> <li>• Policies and Procedures for the Appointment and Nomination of Directors, Audit and Supervisory Board Members and Corporate Officers</li> <li>• Independence Criteria for Recommendation of Candidates for Outside Directors and Audit and Supervisory Board Members</li> <li>• Policies and Procedures for Determining the Compensation for Directors, Audit and Supervisory Board Members and Corporate Officers</li> </ul>
2016	Increased outside directors by one member to 3, and decreased the total number of directors by one to 12 (decreased internal directors by two) Introduced a performance-based stock compensation plan Established the Nomination Advisory Committee and the Compensation Advisory Committee Conducted a non-anonymous self-evaluation survey of all directors including outside directors, and of all audit and supervisory board members including outside members, regarding the effectiveness of the meetings of the Board of Directors
2017	Decreased the total number of directors by one to 11 (decreased internal directors by one) Established the position of chief outside director Reviewed the items for reporting to the Board of Directors, etc., and implemented measures to further stimulate discussions
2018	Appointed an outside advisor in charge of tabulation and analysis, etc. of self-evaluations of the effectiveness of the Board of Directors Decreased the total number of directors by two to 9 (decreased internal directors by two)
2019	Decreased the total number of directors by one to 8 (decreased internal directors by one) Established the Governance Committee
2020	Revised decision-making process and established Management Meeting to ensure flexible decision-making. Changed naming conventions (changed from corporate officer to executive officer) and changed position and prominence of Board of Executive Officers
2022	Introduction of the performance-based monetary compensation plan
2023	Transitioned to a Company with an audit & supervisory committee to improve effectiveness and strengthen monitoring function of the Board of Directors, and the ratio of independent outside directors has been increased to 50%
2025	Redefinition of the Directors' Skill Matrix

### Enhancing the Effectiveness of the Board of Directors

#### Organizational Design Innovation

##### > Separation of Management and Executive Side

The Company aims to speed up decision-making by delegating authority for important matters concerning business execution to executive directors and to improve the effectiveness of the Board of Directors by extensively discussing at Board of Directors' meetings ways to improve corporate value, such as medium- to long-term management strategies, allocation of management resources including investment in human resources and intellectual property, execution of business portfolio-related strategies, sustainability, and response to major risks.

Under the business execution framework, the Management Meeting, comprising executive officers such as the Chairman and Executive Officer, the President and Chief Executive Officer, the Chief Executives of each headquarter, conducts thorough deliberations on important matters related to business execution, including those to be submitted to the Board of Directors. For matters delegated to executive directors, decisions are made by the president under an established approval structure.

#### Board of Directors-related data (as of June 18, 2025)

Related Data	
Maximum Number of Directors Stipulated in Articles of Incorporation	13
Term of Office Stipulated in Articles of Incorporation	1 year (Directors who are not Audit & Supervisory Committee member) 2 years (Directors who are Audit & Supervisory Committee members)
Chairman of the Board of Directors	Chairman, Director
Number of Directors	12
Of which, the number of Independent Outside Directors	6
Ratio of Female Directors	33% (4 out of 12 directors)

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### > Established Audit & Supervisory Committee

The Company aims to have a Board of Directors comprising at least approximately half independent outside directors and an Audit & Supervisory Committee with a majority of independent outside directors with the aim of strengthening the supervisory function over management by making effective use of said committee. Furthermore, the Audit & Supervisory Committee is composed of directors who are Audit & Supervisory Committee members with the authority to vote at Board of Directors' meetings in order to strengthen the monitoring function of the Board of Directors.

### > Activities of Nomination Advisory Committee and Compensation Advisory Committee

To enhance the transparency and objectivity of the deliberation process for officer nominations and compensation, the Company has established the Nomination Advisory Committee and the Compensation Advisory Committee as advisory committees to the Board of Directors, both having a majority of independent outside directors and being chaired by outside directors. The two committees discuss key matters regarding the appointment, dismissal, and compensation of directors (excluding directors who are Audit & Supervisory Committee members) and executive officers and provide reports or proposals to the Board of Directors.



For more information, click on the link below.

- ▶ **Rules on the Nomination Advisory Committee**  
<https://www.nyk.com/english/sustainability/pdf/concept/policy009en.pdf>
- ▶ **Rules on the Compensation Advisory Committee**  
<https://www.nyk.com/english/sustainability/pdf/concept/policy010en.pdf>

### ■ Nomination Advisory Committee and Compensation Advisory Committee Members and Their At-tendance in Fiscal 2024

	Designation	Name	Nomination Advisory Committee	Compensation Advisory Committee
Committee Chair	Independent Outside Director	Eiichi Tanabe	5/5	9/9
Committee member	Independent Outside Director	Nobukatsu Kanehara	5/5	9/9
Committee member	Independent Outside Director	Satoko Shisai	4/5	5/6*
Committee member	Independent Outside Director Audit & Supervisory Committee members	Tatsumi Yamada	5/5	9/9
Committee member	Chairman, Director	Hitoshi Nagasawa	5/5	8/9
Committee member	President, Representative Director	Takaya Soga	4/5	7/9

\*The attendance is counted after their assuming the positions of the Committee Members in June 2024.

### ● Operational Innovation

#### > Size, Balance and Diversity of Board of Directors

The Company has established a policy regarding the balance, diversity, and size of the knowledge, experience, and abilities of the Board of Directors as a whole, and discloses a skills matrix that lists the knowledge, experience, and abilities of directors, along with policies and procedures regarding the appointment of directors.



For more information, click on the link below.

- ▶ **Our Views on Size, Balance of Diversity of the Board of Directors**  
<https://www.nyk.com/english/sustainability/pdf/concept/policy005en.pdf>
- ▶ **Policies and Procedures for the Appointment and Nomination etc. of Directors, Audit & Supervisory Committee Members and Executive Officers**  
<https://www.nyk.com/english/sustainability/pdf/concept/policy006en.pdf>

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### Skills Matrix of Directors (as of June 19, 2025) and Attendance at Board Meetings

Directors (excluding Directors who are Audit & Supervisory Committee members)

Designation	Name	Gender	Core Elements of Business Management			Essential Elements of Management Strategy Implementation				Attendance at Board of Directors meetings* (times)
			Corporate Management	Finance / Accounting	Risk Management	Sustainability	Technology	Human Resources / Organizational Development	Global Insights	
Chairman, Director*	Hitoshi Nagasawa	Men	●		●	●				100% (13/13 times)
President, Representative Director, President and Chief Executive Officer	Takaya Soga	Men	●	●		●			●	92% (12/13 times)
Representative Director, Executive Vice-President, Executive Officer	Akira Kono	Men		●	●	●				100% (13/13 times)
Director, Managing Executive Officer	Yasunobu Suzuki	Men			●			●	●	—
Chief Outside Director, Independent Director	Eiichi Tanabe	Men	●	●	●					100% (13/13 times)
Independent Outside Director	Satoko Shisai	Women				●	●	●		100% (9/9 times)
Independent Outside Director	Satoko Kuwabara	Women			●	●				100% (13/13 times)

\* The Chairman of the Board, who serves as the chairperson, is a non-executive director and does not concurrently serve as a Representative Director.

Directors Who Are Audit & Supervisory Committee Members, etc.

Designation	Name	Gender	Core Elements of Business Management			Essential Elements of Management Strategy Implementation				Attendance at Board of Directors meetings* (times)
			Corporate Management	Finance / Accounting	Risk Management	Sustainability	Technology	Human Resources / Organizational Development	Global Insights	
Director Audit & Supervisory Committee members	Keiko Kosugi	Women			●	●				100% (13/13 times)
Director Audit & Supervisory Committee members	Yutaka Higurashi	Men			●			●		100% (13/13 times)
Independent Outside Director Audit & Supervisory Committee member	Hiroshi Nakaso	Men		●	●				●	100% (13/13 times)
Independent Outside Director Audit & Supervisory Committee member	Motoyuki Ii	Men	●				●			—
Independent Outside Director Audit & Supervisory Committee member	Ritsuko Nonomiya	Women	●	●					●	—

\* For the period between April 1, 2024 and March 31, 2025. However, for those who were appointed to the Board of Directors on June 19, 2024, attendance at Board of Directors meetings held on or after that date is shown.

### The Company's Guidelines for the Selection of Directors, etc.

Link For more information, click on the link below.  
<https://www.nyk.com/english/sustainability/governance/>

### Number of Shares Held by Directors

Link For more information, click on the link below.  
 NYK Report 2025 P.47  
<https://www.nyk.com/english/ir/library/nyk/>

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### > Selection of Independent Outside Directors

To guarantee the independence of Outside Directors in substantive terms, in addition to the requirements for Outside Directors set forth in the Companies Act, the Company has established and disclosed independence criteria for outside officers established by the Board of Directors based on the independent criteria set forth by Tokyo Stock Exchange, Inc.

In addition, so we can anticipate their contributions to frank, active, and constructive deliberations in the Board of Directors, we elect as Independent Outside Directors persons who have broad knowledge or advanced expertise, excellent insight, a wealth of experience, and a good track record in their area of specialty.

[Link](https://www.nyk.com/english/sustainability/pdf/concept/policy007en.pdf) For more information, click on the link below.  
**▶ Independence Criteria for Recommendation of Candidates for Outside Directors**  
<https://www.nyk.com/english/sustainability/pdf/concept/policy007en.pdf>

### > Training for Directors and Corporate Officers

In order to achieve the medium- to long-term vision of the Group and improve sustainable corporate value, we provide opportunities for inside and outside directors, and executive officers to participate in in-house training and external courses to maintain the effectiveness of the Board of Directors, deepen understanding of legal compliance such as fair trade, and improve governance functions.

We provide practical training, including timely lectures on the latest trends, as well as education for gaining knowledge on themes such as the Companies Act, internal control, risk management, compliance, crisis management, business analysis, and financial strategy. We also actively arrange external lectures to share our expertise and skills in sustainability, such as “business and human rights” and sustainability information disclosure.

### Example of Training Menu

- Reconsidering the Essence of the “Monitoring Model” and Evolving Governance Practices — with Reference to Corporate Case Studies
- Practical Approaches to Board Reform — Overcoming Challenges to Enhance Corporate Value
- Corporate Strategies for Decarbonization — Situational Analysis in Europe and the U.S., Best Practices, Market Evaluation, and Strategic Direction
- Geopolitical Risks, Business and Human Rights, and Corporate Misconduct — Key Issues in Overseas Operations and the Responsibilities of Directors

### • Evaluation of the Effectiveness of the Board of Directors

Since fiscal 2015, the Company has continued to conduct a self-evaluation surveys on all directors with the aim of further improving the effectiveness of the Board of Directors.

#### 1) Summary of the Fiscal 2024 Evaluation

In fiscal 2024, we conducted a survey consisting of 19 questions under five topics, which were selected taking into account third party advisors’ opinions. The five topics were (1) composition and operations of the Board of Directors, (2) management strategies and business strategies, (3) corporate ethics and risk management, (4) performance monitoring and evaluation and compensation of the management, and (5) dialogues with shareholders.

#### 2) Results of the Evaluation of Effectiveness

##### i. Overview

Based on discussions held following the survey results, it was determined that the Board of Directors is functioning appropriately

and its effectiveness is ensured.

In particular, the formulation of an annual plan at the beginning of the fiscal year for agenda items and timing of deliberations enabled the Board to allocate sufficient time to high-priority matters that contribute to enhancing corporate value, thereby improving its effectiveness. Furthermore, regarding item (3) corporate ethics and risk management, initiatives such as discussions at Board meetings and revisions to internal regulations were positively evaluated, resulting in significant improvement.

##### ii. Initiatives in Fiscal 2024

In fiscal 2024, to address the agenda-setting issues identified in the previous year, the Company formulated an annual plan at the beginning of the fiscal year that focused on enhancing the corporate value of the entire NYK Group, including consolidated subsidiaries and affiliated companies. The Board of Directors allocated sufficient time to deliberate on key matters such as capital policy, business portfolio, group management, geopolitical risks, and sustainability issues—including decarbonization strategies and diversity in human capital—thereby improving its effectiveness. In addition, the Board discussed revisions to the compensation system for directors and executive officers. These revisions were designed to further align interests with shareholders and to provide balanced incentives not only for achieving annual performance targets but also for promoting sustainable growth, enhancing long-term corporate value, and advancing sustainability management.

##### iii. Issues Recognized

It was commonly recognized that further optimization of agenda items discussed at Board of Directors meetings is necessary, along with continuous improvements in the operation of such meetings to enable more focused deliberations. In addition, the need to deepen discussions on the approach to monitoring succession planning and

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the development of executive talent was also identified.

### 3) Initiatives in Fiscal 2025

By utilizing the characteristics of a company with an audit & supervisory committee, the Company will continue to speed up decision-making and further strengthen monitoring functions. Amid growing uncertainty in the global economy, the Company remains vigilant to external impacts and strives to respond swiftly to changes in the business environment.

Recognizing the need for continuous improvement in the operation of the Board of Directors and further optimization of agenda items, NYK will deepen discussions aimed at enhancing the corporate value of the entire NYK Group, including consolidated subsidiaries and affiliated companies. In particular, the Board plans to explore in greater depth the approach to monitoring succession planning and the development of executive talent as a key medium- to long-term theme. Furthermore, the Company will enhance the disclosure of initiatives aimed at sustainable corporate value creation and continue to actively engage in dialogue with shareholders.

### Auditing System

The Audit & Supervisory Committee of the Company consists of five Audit & Supervisory Committee Members, including three Independent Outside Directors (including two female Committee Members), and, as an independent body entrusted by the shareholders, performs audits of the Directors execution of their duties. Specifically, in conformity with the Rules on Audit & Supervisory Committee and the Code of Audit & Supervisory Committee Auditing and Supervising Standards prescribed by the Audit & Supervisory Committee and in accordance with audit policies and plans, etc., the Committee systematically pursues audit

activities on a day-to-day basis in close coordination with the internal audit division, assigning priority to auditing of matters such as the status of development and implementation of internal control systems, the status of development of operational foundations, and the status of promotion of management plans and other measures. The Audit & Supervisory Committee Members also attend important meetings, including Board of Directors meetings, request briefings about the status of the execution of their duties from the Executive Directors, employees, and others, and express their opinions. With regard to the Group companies, they communicate and exchange information with the Directors of those companies or the division, etc. in charge of the Company and, when necessary, receive business reports and seek briefings. Furthermore, they also coordinate with the Auditors, etc. of the Group companies through liaison meetings and other means, in their efforts to raise the quality of audits of the Group as a whole. In addition, the Company has established an Audit & Supervisory Committee's Office to assist the Audit & Supervisory Committee Members in their duties and to support the smooth execution of those duties and has assigned four dedicated staff to that Office. The Outside Directors who are Audit & Supervisory Committee Members express their opinions from their respective independent positions at meetings of the Board of Directors, Audit & Supervisory Committee, and other forums, based on their wealth of experience and high degree of knowledge in their individual fields, and conduct audit activities such as hearing reports from the major Executive Directors and Executive Officers, the Accounting Auditors, and others. In so doing, they are contributing to the sound and fair management of the Company.

### Audit & Supervisory Committee and Board Meeting Attendance (in Fiscal 2024)

Designation	Name	Audit & Supervisory Committee
Director Full-time Audit & Supervisory Committee Member	Eiichi Takahashi	100% (16/16 times)
	Keiko Kosugi	100% (16/16 times)
Independent Outside Director Audit & Supervisory Committee Member	Hiroshi Nakaso	100% (16/16 times)
	Satoko Kuwabara	100% (16/16 times)
	Tatsumi Yamada	100% (16/16 times)

### Accounting Audits

The certified public accountants who audit the Company's consolidated and non-consolidated financial statements are Yoshiaki Kitamura, Takuya Sumita, and Kenta Suzuki, all of whom are with the accounting firm Deloitte Touche Tohmatsu LLC. The fiscal year ended March 31, 2007 was the first year for continuous audits by the accounting firm, and the number of years for continuous audits by each member as an engagement partner is seven years or less. These accountants are assisted by 15 certified public accountants, four successful candidates of the certified public accountant examination, and 57 others.

Audits are undertaken in accordance with standards generally accepted as fair and appropriate. Major overseas consolidated subsidiaries that have financial statements and internal controls audited generally appoint accounting firms that belong to the same network (Deloitte Touche Tohmatsu Limited) as the independent auditor for the Company.

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The Audit & Supervisory Committee evaluates accounting auditors regarding their auditing systems, independence, and performance in accordance with NYK's standard evaluation sheet. The Board also decides whether to renew or dismiss accounting auditors each year.

#### Remuneration for Certified Public Accountants and Other Auditors

Category	Unit	FY2023		FY2024	
		Remuneration paid for audit certification activities	Remuneration paid for non-audit activities	Remuneration paid for audit certification activities	Remuneration paid for non-audit activities
The Company		207	48	212	4
Consolidated Subsidiaries	millions of yen	117	0	120	0
<b>Total</b>		324	48	332	4

#### Relationship with Shareholders

We have established and disclosed the Corporate Governance Guidelines regarding our relationship with shareholders, including respect for voting rights, ensuring the rights and equality of shareholders, and preventing and prohibiting transactions that are contrary to the interests of shareholders.

#### Conflicts of Interest/Related Party Transactions

When the Company proposes to carry out a transaction with any of its directors, it must be approved at the meeting of the Board of Directors in advance in accordance with the Rules on the Board of Directors. Any important facts about the transaction are also reported at the meeting of the Board of Directors after it is executed. To impose discipline on transactions between the Company and another company of which a director of the Company also serves as an executive, etc., the Company has introduced rules requiring Directors and Executive Officers to report the status of any such

concurrent positions to the Company every quarter. A database has also been established to allow relevant departments to check this information as needed. In addition, if a director is to assume the position of representative director or equivalent at another company that is not a wholly owned subsidiary, prior approval by the Board of Directors is required. As of the end of March 2025, there were no major shareholders holding 10% or more of the total voting rights. However, if any transactions with major shareholders arise in the future, the terms and conditions of such transactions will be examined and determined in the same manner as applied to third-party transactions.

The Corporate Governance Guidelines also stipulate the "Prevention and Prohibition of Transactions that Would Harm the Interests of Shareholders."

#### Policy for Holding Strategic Shareholdings

The Company is working to reduce its strategic shareholdings in accordance with its policy. In line with Article 5, Paragraph 2 of the Corporate Governance Guidelines established in November 2015, the Board of Directors annually examines the purpose and significance of each individual strategic shareholding, taking into account factors such as earnings targets based on capital cost, dividends, transaction status, and impact on business activities. Based on this comprehensive evaluation, the Board decides on measures to reduce such holdings. As a result, the number of listed stocks held by the Company decreased from 56 at the end of FY2016 to 23 at the end of FY2024, a reduction of 33 stocks.

The shares currently held by the company as strategic shareholdings are important business partners that are expected to have a long-term business relationship that contributes to the stability of our business performance and are considered appropriate as a means of maintaining or strengthening relations.

When exercising voting rights of strategic shareholdings,

the Company shall decide to vote for or against agenda items by implementing assessment that each agenda item will not lead to the impairment of corporate value of an investee company and whether each agenda item will contribute to the enhancement of the Company's corporate value and the degree of such contribution based on certain criteria. In particular, the Company shall establish separate criteria and deliberate on whether to vote for or against proposals on the two topics below.

#### (1) Appropriation of surplus

- Whether the proposal will cause significant problems with financial soundness
- Whether internal reserves are markedly short of an appropriate level
- Whether the proposal will be appreciated as a means of shareholder returns to a certain extent in terms of payout ratio, etc

#### (2) Proposals for the election of Directors and Audit and Supervisory Board Members

- Whether the Company reported loss and paid no dividends in the past three fiscal years, and is not expected to make any improvements
- Whether there was serious misconduct, such as an unlawful act, causing a certain level of impact on business performance, and there deem to be no appropriate disclosure of preventive measures or improvement measures, etc.
- in the event that either of the above conditions is true, whether there are any circumstances that should be given special consideration

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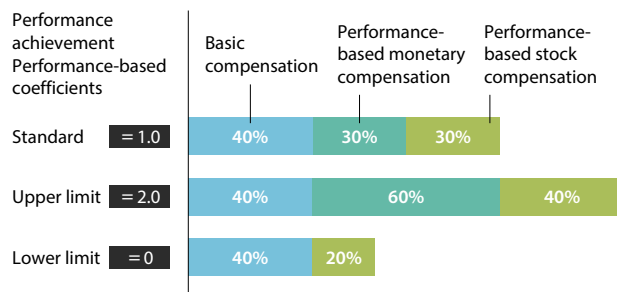
### Executive Compensation Plan

The compensation plan for directors (excluding those who are Audit & Supervisory Committee members) and executive officers is designed to: encourage those directors and officers to take action toward realizing the corporate vision, and thus help the Group to achieve sustainable growth, enhance its corporate value over the medium-to-long-term, and advance sustainability management; and provide them with an appropriate incentive that is commensurate with their roles and duties, and increases their motivation to contribute to the improvement of the Group's performance not only in the short term, but also over the medium and long term.

#### Overview of the Executive Compensation Plan

Compensation Plan	Type	Variability	Applicable Period
Basic compensation	Monetary	Fixed	—
Performance-based compensation	Performance-based monetary compensation	Monetary	Variable
	Performance-based stock compensation	Stock	Fixed Variable

#### Compensation Structure



Note: The above shows the component weights for the president (subject to change according to position)

#### Performance-based Monetary Compensation

Performance-based Indices	Weight	Calculation Method
Consolidated recurring profit	50%	Comparison with targets defined in medium-term management plan
Consolidated ROE	50%	

#### Performance-based Stock Compensation

Performance-based Indices	Weight	Calculation Method	Notes
Total Shareholder Return (TSR), including Dividends	70%	Comparison with TOPIX growth rate	—
Sustainability Indices *1	30%	Quantitative evaluation	Calculation of degree of achievement of the following non-financial indices at end of applicable period, according to baseline values which are set assuming that FY2030 targets will be achieved equally each year • GHG emissions (total) • Ratio of Women managers
		Qualitative evaluation	Assessed by the Compensation Advisory Committee based on the state of progress made in addressing the material issues (safety, environment, human resources)

\*1: In the event that a major accident or compliance issue arises, the Compensation Advisory Committee will deliberate on reduction of compensation according to the seriousness of the incident.

\*2: vs. FY2021, – Absolute corporate emissions targets



For more information, click on the link below.

► **Policies for Determining Compensation for Directors and Executive Officers**  
<https://www.nyk.com/english/sustainability/pdf/concept/policy008en.pdf>



For more information, click on the link below.

► **Notice of the 138th Ordinary General Meeting of Shareholders**

P.44

<https://www.nyk.com/english/ir/stock/meeting/>

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### ■ Total amount of Executive Compensation, etc. (FY2024)

Officer classification	Total amount of compensation, etc. (Millions of yen)	Total amount by type of compensation, etc. (Millions of yen)				Number of executives (person)
		Basic compensation	Monetary compensation	Stock compensation		
				fixed	performance-based	
Directors (Excluding Directors who are Audit & Supervisory Committee Members) (Of which, for Outside Directors)	463 (57)	306 (57)	49 (-)	78 (-)	29 (-)	8 (4)
Directors who are Audit & Supervisory Committee members (Of which, for Outside Directors)	149 (59)	149 (59)	- (-)	- (-)	- (-)	5 (3)

Note: The amount of monetary compensation is the amount of compensation under the performance-based monetary compensation plan, and the amount of stock compensation is the amount of compensation under the performance-based stock compensation plan

Link

For more information, click on the link below.

▶ **Corporate Governance Report**  
**Director Remuneration - Status of Disclosure of Individual Director's Remuneration**

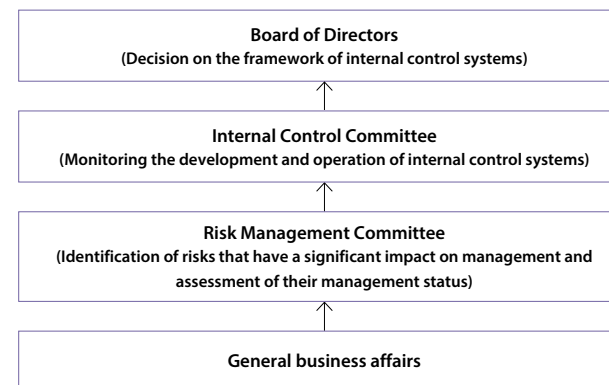
<https://www.nyk.com/english/sustainability/pdf/concept/policy003en.pdf>

### Internal Control Committee

#### Responsibility and Structure

Our Group maintains the Internal Control Committee, which acts as a complementary body to the Board of Directors. This committee confirms the status of internal control for the four purposes of reliability of reporting, compliance with laws and regulations, effectiveness and efficiency of operations, and preservation of assets, and if any problems are found, takes corrective measures

to ensure that the relevant departments operate internal control appropriately and efficiently.



#### (Major committees related to internal control)

- Internal Control Committee
- Risk Management Committee
- Compliance Committee
- Safety and Environmental Management Committee

#### ● Internal Control Committee

The Internal Control Committee monitors the main internal control activities of the Company and the Group and identifies and confirms internal control issues. Moreover, the committee formulates policies on internal controls to ensure the effectiveness of internal control activities, and the Board of Directors decides on the framework of the internal control system.

The Internal Control Committee monitors the activities of corporate departments that determine Companywide systems and internal committees and meetings responsible for cross-functional systems with the objective of verifying their operating status. It also

deliberates and formulates policies on future internal control activities.

In fiscal 2024, the Company evaluated the internal control system and its operational status using a method aligned with risk management, and confirmed that there were no material deficiencies in internal control.

#### Internal Control over Financial Reporting

In regard to internal control over financial reporting, the Group has designed and operated internal controls in conformance with the practice standards mandated in the Financial Instruments and Exchange Act, and has established policies and operational rules for appropriate accounting and financial reporting, and the internal control reporting system, and the Committee for information disclosure to ensure the appropriateness of financial reporting.

#### Internal Auditing Activities

The Company reviews and evaluates the status of management and operational systems and business execution at the Company and its Group companies from the perspective of legality and rationality, and seeks to preserve corporate assets and improve the effectiveness and efficiency of business management by providing advice and recommendations for improvement. The internal audit plan is approved by the president and the Audit & Supervisory Committee. In conducting audits, the Internal Audit Chamber regularly exchanges opinions with Full-time Audit & Supervisory Committee members and confirm issues with related departments in advance, thereby enhancing the efficiency and usefulness of audits. By establishing a system through which the internal audit department directly reports the status of internal audits to directors in an appropriate manner, the Company ensures effective collaboration with the directors and consistently reports to the Board of Directors.

## Governance

Corporate Governance

### Corporate Governance System

- Basic Views on Corporate Governance
- Enhancing the Effectiveness of the Board of Directors
- Auditing System
- Accounting Audits
- Relationship with Shareholders

### Executive Compensation Plan

### Internal Control Committee

- Responsibility and Structure
- Internal Control over Financial Reporting
- Internal Auditing Activities

## Corporate Governance

### ● Audit of domestic companies

The Internal Audit Chamber regularly conducts business audits of the Company and its domestic Group companies, with 28 audits conducted in fiscal 2024. To improve audit efficiency and accuracy, we have introduced and developed "data auditing," which visualizes anomalies and signs of risk based on data such as expenses, accounting, and attendance.

For audits of the head office and domestic Group companies, we incorporate diverse perspectives and expertise by appointing secondees from major Group companies and experienced external personnel, promoting mutual learning among auditors and advancing audit methodologies.

### ● Audit of overseas companies

For audits of overseas Group companies, internal auditors are assigned to four overseas regions—Americas, Europe, East Asia, and South Asia—and conduct regular business audits under a collaborative framework with the head office. In fiscal 2024, 53 audits were conducted. The results of these audits are reported not only to the responsible officers at the head office but also to the regional heads, contributing to the strengthening of internal controls at the regional level.

The Internal Audit Chamber at the headquarters and overseas audit organizations pursue best practices and collaborate based on a shared understanding, steadily advancing the framework that supports the NYK Group's overall internal control foundation.

## Governance

Risk Management

### Governance

- Risk Management on the Execution Side
- Risk Management by the Board of Directors
- Critical Risks and Major Risks

### Initiatives

- Information Security
- Emergency Response

### Governance

The NYK Group is working to further improve the effectiveness of its risk management system on both the execution side and the supervisory side. In addition to the ongoing risk management activities of the execution side, the Board of Directors has made risk management discussions an integral part of its agenda since FY2024. In conjunction with the transition to a company with an audit & supervisory committee in June 2023, the Group reexamined the state of risk management on both sides to look for ways to reshape the system to better address the growing uncertainties of the external environment and the changing needs of society. Under the current system, the Board of Directors focuses mainly on discussion of medium- and long-term risk management, and the execution side discusses short-term risks and handles the operational aspects of overall risk management, taking into consideration the opinions and insights provided by the Board of Directors.

#### Risk Management on the Execution Side

In accordance with its risk management policy and rules, the Group convenes twice yearly meetings of the Risk Management Committee, once in each half of the fiscal year. The outcome of the Risk Management Committee is reported to the Internal Control Committee and the Board of Directors. The Risk Management Committee is chaired by the president and consists of the chief executives. It strives to mitigate the risks of the Group as a whole by identifying major risks through the qualitative and quantitative assessments that each business division makes based on its thorough understanding of the nature of its operations, and by appointing for each critical risk a headquarters responsible for leading the countermeasures against that risk.

The committee meeting in the first half of the fiscal year focuses on monitoring of progress in risk management, and the meeting in the second half is used to prepare for the next fiscal year by identifying major risks that could significantly affect the Group's management and by designating as critical risks the ones that could seriously impact the Group's business continuity

#### Risk Management Activities on the Execution Side

	First Half of Fiscal Year	Second Half of Fiscal Year
Secretariat	<ul style="list-style-type: none"> <li>Sharing of information on risk trends</li> <li>Confirmation of individual cases and emerging risks that should be reported to the Committee</li> <li>Interviews with field employees with reference to the above</li> </ul>	<ul style="list-style-type: none"> <li>Sharing of information on risk trends</li> <li>Confirmation of results of third-party validity assessment of risk responses</li> <li>Interviews with field employees with reference to the above</li> </ul>
Risk Management Committee	<ul style="list-style-type: none"> <li>Monitoring of progress in risk management</li> <li>Confirmation of presence of emerging risks and risks requiring Company-wide response</li> </ul>	<ul style="list-style-type: none"> <li>Report on progress in risk management during the fiscal year</li> <li>Designation of critical risks &amp; major risks for the next fiscal year</li> </ul>
Secretariat	<ul style="list-style-type: none"> <li>Feedback to field employees</li> </ul>	<ul style="list-style-type: none"> <li>Feedback to field employees</li> </ul>

For more information, click on the link below

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#### Risk Management by the Board of Directors

The Board of Directors selects the topics for its risk management discussions according to three perspectives: supervision, approaches, and strategy. The discussion agenda and outputs are clearly defined for the topics of each perspective. The Board brings

in the insights of outside directors, takes a deep dive into the risks of specific regions, recognizes risks based on changes in the external environment, and utilizes top-down approaches. By combining these with the execution side's different, bottom-up approach, the NYK Group seeks to create a dual-perspective model of risk management.

#### Three perspectives used for Board of Directors discussions of risk management

	Examples of discussion topics
Supervision	Supervision of risk management operations by the execution side Validation of critical risks & major risks
Approaches	Development and redesign of risk management approaches (organizational structure, processes, and tools) on the execution side or in corporate governance as a whole Review of risk management approaches
Strategy	Incorporating into management strategy proper risk awareness that is based on an all-encompassing, medium-/long-term perspective and is mindful of changes in the external environment Policy for responding to geopolitical risks

#### Critical Risks and Major Risks

Each year, the Risk Management Committee identifies the critical risks among the major risks as risks that could have a significant impact on the continuity of the Group's businesses.

**Link** For more information, please see below.  
<https://www.nyk.com/english/ir/manage/risk/>

## Governance

### Risk Management

#### Governance

Risk Management on the Execution Side  
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 Critical Risks and Major Risks

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## Risk Management

### Initiatives

#### Information Security

The NYK Group continuously reinforces multilayered defenses in readiness for cyberattacks, which are becoming more sophisticated and diverse. However, given that the perfect defense is infeasible, the Group is also developing countermeasures focused on cyber resilience, thereby enabling rapid recovery from damages. Moreover, the Group is putting in place "zero trust" countermeasures, which are not reliant upon the boundary defenses of the networks used when introducing cloud computing or telecommuting.

Specifically, the Group will introduce security functions such as a multi-factor authentication (MFA) system and an endpoint detection and response (EDR) system to the entire Group, while introducing cloud systems to reduce risks caused by malfunctions or disasters as well as a global security operation center (GSOC) to monitor IT equipment on land and at sea worldwide around the clock 365 days of the year. These systems are designed to minimize damages by rapidly detecting and countering hacks.

Further, in regions worldwide the Group has established computer security incident response teams (CSIRTs) that coordinate with each other globally. By promptly sharing and managing information not only with IT departments but also with other departments when an incident occurs, the teams underpin a system that enables the members of senior management to make decisions appropriately. On the governance front, the Group regularly updates its information security regulations to respond to new technologies such as AI and works to ensure security by sharing said regulations throughout the Group.

All of these initiatives rest upon the foundation of Group employees' security literacy. To increase this literacy generally, for Group companies in Japan and overseas, we are regularly

conducting (1) e-learning using an education platform, (2) cyberattack countermeasure drills, and (3) global security assessments.

#### Emergency Response

To fulfill its social role in supporting the supply chain, even in the event of a natural disaster (earthquake, flood, infectious disease, volcanic eruption of Mount Fuji etc.), the NYK Group has established a business continuity plan, or BCP.

In response to diversifying work styles in the wake of the novel coronavirus pandemic, we are building a system that enables employees to work from remote environments through the provision of IT equipment and other measures. We have also developed and distributed our own cell phone application for disaster preparedness to facilitate communication and speed up initial response in the event of an emergency, and have put in place systems and mechanisms to ensure a certain level of business continuity.

Since the establishment of the BCP document in 2006, we have been improving and expanding the content of the document every year, and will continue to improve the effectiveness of the BCP by regularly checking and revising its content, etc. We will also continue to conduct employee-participation drills and BCP lectures at training sessions for new employees in preparation for emergencies to ensure that all employees have a common understanding of the BCP and are able to implement a highly effective BCP.

#### • Continuing Serious Emergency Response Drills

NYK conducts serious accident response drills on vessels every year. The type and size of vessel, accidents, and troubles are changed during each drill so that we can take appropriate action in the event

of an actual accident. The drills are conducted with the cooperation of various stakeholders, including government agencies and customers, and include practical measures such as setting up a crisis management headquarters after an accident, notifying relevant parties, rescuing injured persons, and disclosing information through press releases as the situation develops. Through the drills, we reaffirm the importance of prompt and accurate information disclosure to society.

## Governance

### Compliance

#### Governance

- NYK Code of Conduct
- Compliance Committee

#### Initiatives

- Comprehensive Compliance Checkups
- Compliance Training
- Whistleblower Consultation Desk
- Publicizing the whistleblower consultation desk
- Compliance with Antitrust Laws, etc.
- Absolute Prohibition of Bribery
- Political Contributions
- Tax Compliance

#### Governance

"Integrity," one of the Group's values (values that employees should share in order to realize its corporate philosophy), means to be respectful and considerate to customers and colleagues, and stay warm, cordial, courteous, and caring. In the context of compliance, this means "conducting business activities with a high sense of ethics, considering the position of all stakeholders while ensuring respect for human rights and compliance with laws and regulations," which is stipulated in the NYK Group Business Credo.

The NYK Group has the following main compliance-related systems in place.

- Establish the Group's Corporate Philosophy and Business Credo, establish standards of conduct and company rules applicable to officers and employees, and maintain a whistleblower system
- Establish a Chief Compliance Officer (CCO) to oversee the development of compliance-related systems and activities, and have the Compliance Committee evaluate the status of compliance.
- Promote the development of similar systems in subsidiaries, etc.

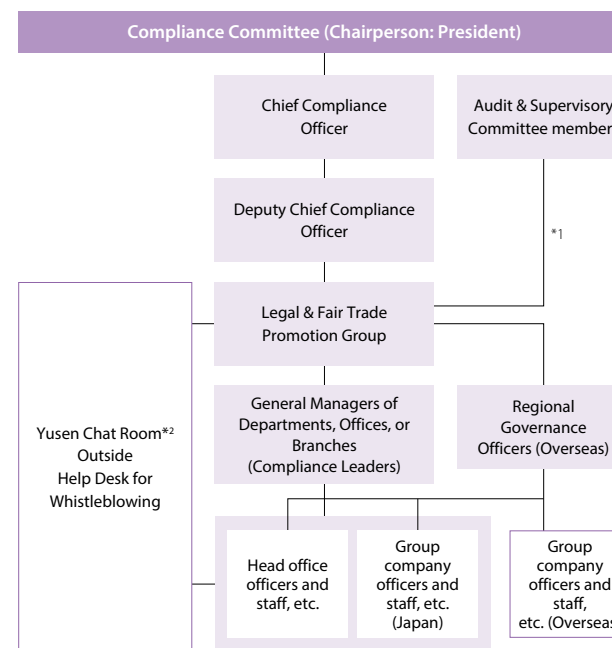


For more information, please see below.

▶ the NYK Group Business Credo

[https://www.nyk.com/english/profile/mission/pdf/business\\_credo.pdf](https://www.nyk.com/english/profile/mission/pdf/business_credo.pdf)

#### ■ The NYK Group's Compliance System



\*1 Reports to a full-time Audit & Supervisory Committee member periodically and as required

\*2 This is a consultation contact point for NYK Group employees to discuss concerns about compliance. Such reports are received by five employees (three men and two women) and one outside lawyer.

#### ■ Main Measures Aimed at Strengthening Compliance

Year	Initiatives
1997	Established NYK Business Credo
1999	Established NYK Code of Conduct
2002	Established position of Chief Compliance Officer
2005	Established NYK Group Mission Statement
2006	Established Internal Control Committee
2008	Established Antitrust Law Task Force
2013	Established Executive Committee Overseeing Thorough Antitrust Law Compliance
2016	<ul style="list-style-type: none"> <li>• Introduced measures to prevent bribery of overseas public officials when establishing new business</li> <li>• Revised the NYK Code of Conduct</li> </ul>
2017	Implemented a written pledge of adherence to the NYK Code of Conduct
2020	Revised the company's internal rules related to compliance
2023	<ul style="list-style-type: none"> <li>• Revised the NYK Group Mission Statement</li> <li>• Revised the NYK Business Credo</li> <li>• Revised the NYK Code of Conduct</li> </ul>

#### NYK Code of Conduct

The NYK Group has established the "NYK Code of Conduct," which embodies the NYK Group Mission Statement and the NYK Business Credo, to ensure that all officers and staff conduct their day-to-day business activities with a mindset of compliance (compliance with laws, Company regulations, corporate ethics, and social norms) in their individual actions. The NYK Code of Conduct is disseminated as a guideline for proper conduct to be observed by officers and staff.

The NYK Code of Conduct is reviewed periodically to reflect changes in the business environment and social conditions. At the time of revision, NYK distributes a guidebook to deepen

## Governance

### Compliance

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## Compliance

understanding of the contents and hold in-house briefing sessions. Once a year, NYK requires its officers and staff to submit a written pledge regarding compliance with the NYK Code of Conduct as an opportunity to confirm that they fully understand and act in accordance with the NYK Code of Conduct.

### Compliance Committee

The Compliance Committee deliberates and makes resolutions regarding the Group's annual compliance plan, policies for compliance-related activities, and other important compliance-related matters. The Group's Compliance Committee convenes twice yearly and reports its agenda items to outside directors and Audit & Supervisory Committee members by way of the Board of Directors.

### Initiatives

#### Comprehensive Compliance Checkups

In the NYK Group, September of each year has been designated a compliance strengthening month in which comprehensive compliance checkups are promoted with the goal of getting the officers and staff, etc. to take the initiative in reviewing their conduct and work processes. As one of the activities, the Group has established "Compliance Day," a town hall meeting where the Chief Compliance Officer delivers his/her opinions on compliance and lawyers provide compliance training, which is broadcast live to the company and Group companies.

In addition, NYK asks each employee to reaffirm their commitment to the NYK Code of Conduct and complete a compliance awareness survey. The survey results are then fed back to the company to further enhance overall compliance awareness.

NYK has verified that every corporate officer and staff member — including those dispatched or seconded from other companies — has pledged to adhere to the NYK Code of Conduct, achieving a 100% pledge response rate. Additionally, the 2024 compliance awareness survey was completed by 2,132 respondents, reflecting a response rate of 85.4%.

In fiscal 2024, there were no cases in which NYK was accused of corruption, and the company paid no fines or penalties. Furthermore, no employees were subject to disciplinary action or dismissal in connection with corruption.

### Compliance Training

The NYK Group continuously provides various types of compliance education and training to ensure that all employees, including those at Group companies, are further aware of compliance and are familiarized with the knowledge and information necessary to practice compliance.

In fiscal 2024, the Group continued to provide compliance training based on NYK Code of Conduct as part of ESG training for newly hired employees of the company and Group companies. In addition, in fiscal 2024, NYK provided harassment prevention training for management-level employees, and in fiscal 2025, the company held similar training sessions for non-management employees, including temporary staff and secondees from other companies. Furthermore, NYK provides detailed education and training by employee level, such as training in competition law/antitrust law, anti-bribery law, economic sanctions, and compliance when employees are posted overseas, and management training in directors' duties and responsibilities and compliance when employees are transferred to Group companies.

In September of each year, which is Compliance Strengthening Month, the company conducts compliance training for all

employees of the company and its domestic Group companies in a hybrid face-to-face and online format to promote compliance awareness throughout the Group. The Group is also expanding its education and training opportunities by introducing new workshop-style training programs that incorporate an interactive format.

For its executives and management, NYK provides training aimed at preventing the recurrence of corporate misconduct, using past cases as teaching materials. This training is a future-oriented Institutional Memory training program that compiles past cases as organizational knowledge and utilizes it as organizational learning for future management, with the aim of learning for the future.

The company is also strengthening its training programs for specific high-risk business departments, including individualized competition law/antitrust law training and anti-bribery training for ship operators.

For overseas Group companies, the Group provides ongoing education and training programs, led by local attorneys, on competition law/antitrust law, anti-bribery law, economic sanctions, compliance training, and other topics based on regional characteristics. In fiscal 2024, 3,123 employees underwent training in 23 countries.

In addition, the Group offers e-learning programs for domestic and overseas Group companies. The program is offered in Japanese, English, and Chinese languages on the themes of anti-corruption, including bribery prevention, competition law/antitrust law, anti-bribery law, economic sanctions, and compliance, with 9,034 participants in fiscal 2024 for a target audience participation rate of 96.0%.

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## Compliance

### Whistleblower Consultation Desk

#### ● Japan Help-line

The Group companies (Japan) provide several consultation services for employees to discuss concerns about or report workplace misconduct, harassment, and non-compliance. Such services include the Yusen Chat Room which allows employees to contact external lawyers, and internal hotline, harassment-related consultation desk, and a consultation desk which is operated by outside contractors. The Yusen Chat Room is available to employees of roughly 66 Group companies in Japan and provides access to six personnel, including an external lawyer, who are available to listen to a wide range of compliance matters and provide consultation and facilitate whistleblowing on said matters.

The Japan Helpline is available to employees, etc.\* of the NYK Group, as well as staff and retired employees (within one year of retirement).

Every effort is made by the department conducting the investigation of the company to ensure personnel contacting the Whistleblower Consultation Desk suffer no adverse treatment and, if desired, the identity of the person contacting the service is kept completely confidential, based on the objective that the information provided will help improve the work environment.

\*Employees, etc.: Employees (including fixed-term employees, seconded employees, employees converted to permanent employment, and temporary dispatched employees) and persons directly or indirectly engaged in the execution of their duties at each business location (including persons indirectly engaged in the execution of their duties based on outsourcing or contracting agreements)

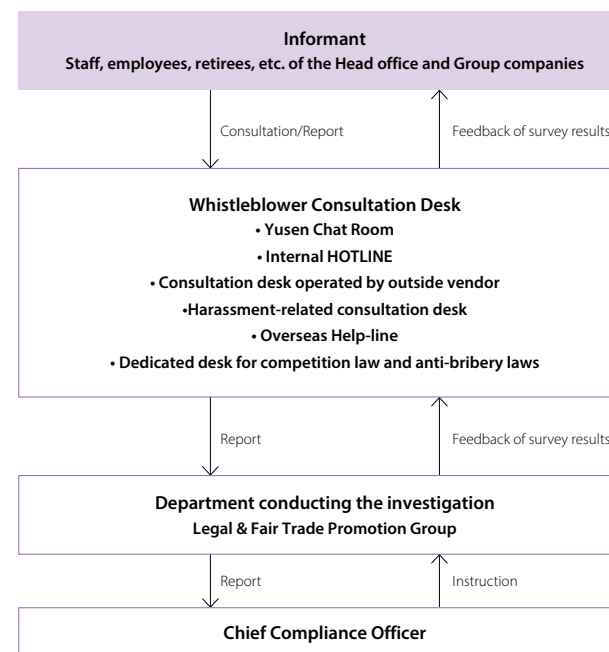
#### ● Overseas Help-line

At overseas Group companies, regional management offices in each region have established whistleblower desks operated by outside vendors, which are available to employees, etc. of overseas Group companies.

#### ● Dedicated Desk for Competition Law and Anti-bribery Laws

The dedicated desk for competition law and anti-bribery laws accepts reports and provides consultation on antitrust and other competition law and bribery matters. It is available to employees, staff, and retirees (within one year of retirement) of the Company and its domestic and overseas Group companies.

#### ■ Flow of events after a report is submitted to whistleblower desk



### Publicizing the whistleblower consultation desk

To make the whistleblowing system and contact point well known to all employees, the Company provides explanations at compliance training sessions, posts information on internal bulletin boards, the Group's intranet, and in the Group's newsletter, displays posters, and sends e-mail announcements to all employees. In the annual compliance awareness survey of all employees, NYK conducts a survey on the level of recognition of each whistleblower consultation desk and the process after receiving a whistleblower report to confirm the degree of penetration of the whistleblower system.

#### ■ Internal recognition of whistleblower consultation desk (FY2024)

Whistleblower Consultation Desk	Unit	Internal recognition
Yusen Chat Room		94.4
Internal Hotline		50.0
Consultation desk operated by outside vendor		36.2
Harassment-related consultation desk	%	64.2
Dedicated desk for competition law and anti-bribery laws		61.0
Not aware of any consultation desk		1.3

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### ■ Reporting Results

(1) Number of reports (Unit: Events)

Fiscal year	
2021	55
2022	50
2023	50
2024	50

(Note 1) The above does not include reports made to the whistleblower consultation desks set up independently by Group companies. Although not compiled by the company, all serious compliance incidents that occur at Group companies are reported to the Chief Compliance Officer.

(Note 2) The above number of events includes those reported to a consultation desk operated by outside vendor, but the company does not investigate and respond to those cases in which the informant did not wish to share the information with the company.

(2) Breakdown of reports (FY2024) (Unit: Events)

Details of report	
Suspected harassment	19
Workplace environment (including interpersonal relationships)	3
Labor/Management-related	2
Suspected violation of other laws and internal regulations	15
Other	11

### (3) Standard processing time (excluding Saturdays, Sundays and national holidays)

Average number of days from the date of receipt of the report by the Whistleblower Consultation Desk until the completion of the investigation and feedback of the results to the informant: 80 days.

Since the processing time varies depending on the nature of the report and the busyness of the department handling the investigation, actual cases may be completed in a few days or may take more than a year.

### Compliance with Antitrust Laws, etc.

In the global shipping industry, which is subject to the principle of the freedom of shipping (free navigation in international waters and innocent passage in territorial waters), anyone is free to enter or leave the market, which means that it is easy for competition to intensify. To reduce the potential negative impacts therefrom, such as interruptions to the stable shipping network and reduced shipping and industry competitiveness in emerging countries, the industry has historically been exempted from the scope of antitrust laws under certain conditions.

With these legal protections diminishing currently it has become common for shipping companies to cooperate through vessel-sharing agreements and slot exchanges in order to fulfill infrastructure responsibilities, maintain and improve diverse navigation networks, and manage the frequencies of port calls. As such, companies in the industry encounter many opportunities to make contact with competitors.

In light of these industry characteristics, the Group has long established the "Antitrust Law, etc. Compliance Committee" to ensure strict compliance with laws and regulations within the Group, including related anti-bribery laws and economic sanctions laws, with a focus on complying with the Antitrust Laws, etc. In March 2019, the committee was renamed the "Executive Committee Overseeing Thorough Legal Compliance" to ensure thorough legal compliance not only with specific laws and regulations, but also with laws and regulations in general, as well as with various permits and approvals.

### ● Response to violations

Since September 2012, the NYK Group had been under investigation by several competition authorities for alleged violations of antitrust laws (including overseas ones) in connection

with the shipping of automobiles and other cargo.

Furthermore, NYK and certain overseas Group companies are also subject to class action damage compensation suits in multiple regions. Taking this situation seriously, the Group is building a system and promoting activities to reemphasize compliance with the antitrust laws to raise the awareness of each and every executive officer and employee\* in the Group.

\*Includes Company employees, personnel seconded from other companies, and temporary staff

### Measures to Prevent Recurrence of Misconduct, Implemented Continuously Since 2013

- Annual holding of the Executive Committee Overseeing Thorough Law Compliance
  - Chaired by the CEO and attended by directors, executive officers, Audit & Supervisory Committee members, the regional governance officers\*<sup>1</sup> of overseas regional management companies, NYK head office general managers, and certain Group compliance managers.
  - Conducted in September 2023. As of September 2023, the committee convened 18 times, if meetings of the former Executive Committee Overseeing Thorough Antitrust and Anti-Bribery Law Compliance are included.
- Formulation of guidelines and implementation of risk assessments of all operating divisions, including domestic and overseas Group companies
- Acquisition of written oaths regarding compliance with antitrust and competition laws
- Adoption of an application system\*<sup>2</sup> for officers and employees at the NYK head office and of domestic and overseas subsidiaries who want to participate in industry gatherings

\*1 As part of governance-strengthening measures, the committee's membership was extended to include the regional governance officers (RGOs) of the four overseas regional management companies beginning from FY2020.

\*2 The system limits the opportunities for employees to interact with competitors' employees. If any participation in a meeting with such employees is required, NYK employees must obtain approval in advance and report the agenda of the meeting.

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## Compliance

### Absolute Prohibition of Bribery

In January 2014, the NYK Group updated its anti-bribery policy and guidelines to align with key legal standards, including the Japan Unfair Competition Prevention Act (prohibiting the bribing of overseas public officials), the U.S. Foreign Corrupt Practices Act, and the U.K. Bribery Act 2010. Since fiscal 2015, the company has provided anti-bribery training to employees in Japan and overseas. In 2021, it introduced facilitation payment training tailored to the characteristics of each department. In addition, the company has sent letters of warning to operating vessels and third-party agents, and is continuing its efforts to prohibit bribery in the field and through third parties.

Additionally, for high-risk cases, NYK's legal department takes the lead by providing legal opinions and practical guidance, thereby establishing a framework in cooperation with on-site personnel to respond swiftly and appropriately to risks on board. In particular, the Dry Bulk Division — which frequently operates in high-risk areas — has prepared a response manual and established a system that enables onshore operators to quickly offer support when facilitation payment requests arise. Furthermore, through regular information sharing with the Marine Group and ship management companies, efforts are being made to enhance support systems that reflect actual operating conditions.

In addition, the company has been a member of the Maritime Anti-Corruption Network (MACN) since fiscal 2015. MACN is a global network engaged in activities to prevent and eliminate corruption to realize fair trade across the entire maritime shipping industry. Since joining, NYK has strengthened its cooperation with MACN, and since 2020, the company has been working to utilize MACN's help desk to increase the effectiveness of anti-bribery efforts.

Through these continual efforts, the company has steadily mitigated the risk of frontline seafarers being exposed to facilitation

payment requests on board, significantly easing on-site burdens and alleviating the psychological strain placed on our seafarers.

#### • Exercising Due Diligence Regarding Bribery

In April 2016, the NYK Group established an anti-bribery system for foreign public officials. In this system, When the launch of a new business in a high-risk country is being considered, in addition to screening partner and agency candidates for bribery-related problems, the legal departments confirm relevant matters and provide suggestions regarding incorporation of clauses related to the prohibition of bribery when concluding contracts.

#### Legal risk management system

When considering new investment and the launch of new businesses, NYK's legal department implements risk management via screening and due diligence in order to conduct checks regarding antitrust laws, bribery, and economic sanctions.

#### • Certification from anti-bribery business organization

The NYK Group has received the below certification from Ethixbase360, a globally recognized anti-bribery business organization and leading provider of third-party risk management solutions. The Group will continue to strive for fair and transparent suitability in international commercial transactions.



CERTIFIED

Tcertification  
ID: TC3182-6961  
(Valid through: January 15, 2024 to January 14, 2025)

### Political Contributions

Although the NYK Group does not engage in political activities with the objective of supporting or endorsing specific political groups or politicians, the Group does compare its systems with those of other countries and engage in lobbying and other activities aimed at balancing international competitive conditions, including taxation systems. In this activity, the Group is committed to the following two points to maintain a transparent and correct relationship with politics and government.

- Ensure that all employees are familiar with the Political Funds Control Act and other relevant laws and regulations, as well as Company regulations
- Donations are reported to and confirmed by the executive officer in charge of external relations and related executive officers as necessary, and the recipient and amount of donation are determined through procedures in accordance with internal standards

### Tax Compliance

The NYK Group recognizes its social responsibility to comply with the laws of all countries and to fulfill its obligation to pay taxes. Based on this understanding, the Group established the NYK Group Tax Policy and constantly strives to improve tax compliance.

In recent years, various problems have arisen with companies seeking to evade paying taxes by taking advantage of differences between corporate activities, national tax regulations and international tax. The Group believes international tax frameworks, such as the OECD's Base Erosion and Profit Shifting (BEPS) project, are essential for securing tax transparency, and the Group seeks to comply with such international standards.

## Governance

Dialogue with Shareholders and Investors

### Governance

- For Our Shareholders
- For Institutional Investors
- For Individual Investors

### Initiatives

- Main IR Activities
- Results of Engagement Activities (FY2024)
- Initiatives based on dialogue with investors

### Governance

NYK believes that the keys to the fair assessment of its corporate value are timely, and appropriate disclosures to shareholders, investors, and all other stakeholders and mutual communication with them. In order to contribute to the Group's sustainable growth and medium- to long-term enhancement of corporate value, we have established a policy to promote constructive dialogue with shareholders in Article 25 of our Corporate Governance Guidelines.

The senior management team receives regular, timely reports on valuable opinions obtained from shareholders and investors through dialogue and they are used to improve our business management.

### For Our Shareholders

At the Group, we view Ordinary General Meetings of Shareholders as the most important opportunities for dialogue. We value the opinions from our shareholders and endeavor to provide detailed explanations and responses. For shareholders who were unable to attend the meeting, we have filmed and released a video of the day of the meeting for the purpose of fair information disclosure.

[Link](https://www.nyk.com/english/ir/stock/meeting/) For more information, please see below.

### For Institutional Investors

The CEO and/or the senior management team conduct quarterly financial results briefings, small meetings, and business briefings for institutional investors. Also, the officer responsible for investor relations visits institutional investors in Japan and overseas and responds to individual interviews or other requests in an effort to provide an understanding of our strategy.

### For Individual Investors

We conduct briefing sessions for individual investors and participate in presentations and Q&A sessions.

[Link](https://www.nyk.com/english/ir/library/investors/) For more information, please see below.

### Initiatives

#### Main IR Activities

Activity	Details
For institutional investors	<ul style="list-style-type: none"> <li>• Financial results briefings</li> <li>• Individual interviews</li> <li>• Individual visits to overseas investors in the U.S., Europe, and Asia, etc.</li> <li>• Business briefings</li> <li>• Small meetings</li> </ul>
For individual investors	<ul style="list-style-type: none"> <li>• Participation in briefings for individual investors</li> </ul>
Releases on the Company website	<ul style="list-style-type: none"> <li>• Notices of Ordinary General Meetings of Shareholders</li> <li>• Annual Securities Reports and Semiannual Securities Report</li> <li>• Integrated Report (NYK Report)</li> <li>• Fiscal Statements</li> <li>• Briefing Materials for financial results</li> <li>• Videos of Financial Results Briefings for Institutional Investors (including Q&amp;A)</li> <li>• Timely disclosure of materials</li> <li>• IR Fact Book/IR Data Book</li> <li>• Various Sustainability-Related Documents (e.g., NYK Group Decarbonization Story)</li> </ul>
Other	<ul style="list-style-type: none"> <li>• Feedback on markets' expectations and evaluations of the NYK Group (seminars conducted by securities analysts)</li> </ul>

## Governance

Dialogue with Shareholders and Investors

### Governance

- For Our Shareholders
- For Institutional Investors
- For Individual Investors

### Initiatives

- Main IR Activities
- Results of Engagement Activities (FY2024)
- Initiatives based on dialogue with investors

## Dialogue with Shareholders and Investors

### Results of Engagement Activities (FY2024)

#### ■ Briefing session for investors

Type of briefing session	Number of sessions held or timing of session/Number of participants	Details	Main speaker
Financial results briefings	4 times per year/500 in total	Quarterly and full-year financial results, earnings forecasts, progress of medium-term management plan	President, Representative Director (President and Chief Executive Officer) Representative Director (Executive Vice-President Executive Officer)
Business briefings	January 2025/117	Analysis of Research Group on supply and demand for container ships and car carriers	Deputy General Manager, Research Group
Online Briefing Session for Individual Investors	June 2024/456	Business overview, business performance, medium-term management plan, etc.	President, Representative Director (President and Chief Executive Officer)
Briefing Session on Human Capital Strategy, Environmental Strategy, and Governance	December 2024/73	Explanation of the Group's Human Capital Strategy, Environmental Strategy, and Governance, including the relevance to our value creation and awareness of current challenges	Managing Directors, Chief Human Resources Officer(CHRO), Executive Officer, Deputy Chief Executive, Management Planning Headquarters, General Manager, Decarbonization Group

Note: Various briefings are conducted online

#### ■ Individual dialogue

Activity type	Number of sessions/ Participating companies	Details	Main speaker
Small meetings*1	6 times/42 in total	Dialogues between management and investors	President, Representative Director (President and Chief Executive Officer) President, Representative Director (Vice-President and Chief Executive Officer) Outside directors
Shareholder relations activities	22 in total	Dialogues with persons in charge of exercising voting rights for domestic institutional investors	President, Representative Director (President and Chief Executive Officer) Representative Director (Executive Vice-President Executive Officer), Executive Officer (in charge of IR Group, etc.)
Individual interviews	321 times/187 in total	Dialogue with domestic/overseas institutional investors and analysts	IR Group
Of which, Sustainability Engagement*2	10 times/11 in total	Dialogues related to Sustainability with domestic/ overseas institutional investors and analysts	IR Group, Decarbonization Group, ESG Management Group

\*1 Including hosted by securities companies \*2 Only dialogue focused on Sustainability  
Note: Including online briefings

### Initiatives based on dialogue with investors

#### ■ Examples of our initiatives

Topics	Examples of initiatives
Explanations by business department to investors	<ul style="list-style-type: none"> <li>Holding business briefings for institutional investors</li> <li>-Briefing by Research Group (January 2025)</li> </ul>
Overall capital policy including shareholder return policy	In light of the steady progress of the Medium-Term Management Plan and the improved outlook for medium- to long-term profitability, we are continuing efforts to optimize our equity capital. In addition, with consideration for investor and market expectations, we have enhanced shareholder returns (including raising the dividend payout ratio and the minimum dividend amount, and conducting additional share buybacks) (May 2025)
Dialogue between outside directors and institutional investors	Holding small meetings with outside directors (July 2024)
Disclosure with capital market in mind	<p>To promote investor and market understanding of the Company, the following disclosures were made:</p> <ul style="list-style-type: none"> <li>Change in disclosure segments (Disclosed the breakdown of the "Bulk Shipping segment," which has expanded in scale)(August 2024)</li> <li>Updated profit level targets for FY2026 and FY2030, as presented in the Medium-Term Management Plan (May 2025)</li> <li>Disclosure of progress in business investment and cash allocation, as outlined in the Medium-Term Management Plan (November 2024 and May 2025)</li> </ul>

We have a system in place to promptly provide feedback to management on the content of dialogues with shareholders and investors. The IR Group reports weekly to top management on the content of dialogues at small meetings, SR activities, Investor road show, conferences sponsored by securities firms, and individual interviews, as well as reports by securities analysts.