

Corporate Governance Policy

Introduction

We at Seiko Epson Corporation (“Epson” or “the Company” below) seek to achieve our Purpose, a statement of our reason for being and our aspirations, based on the Epson Way, which is founded on our Management Philosophy and EXCEED YOUR VISION, and sets forth our values and modes of behavior.

Management Philosophy

Epson aspires to be an indispensable company,
trusted throughout the world for our commitment to openness,
customer satisfaction and sustainability.

We respect individuality while promoting teamwork,
and are committed to delivering unique value
through innovative and creative solutions.

Purpose

“Our philosophy of efficient, compact and precise innovation
enriches lives and helps create a better world.”

To achieve the Purpose, promote sustainable growth, and increase corporate value over the mid- to long-term, we shall establish a corporate governance policy as resolved by the Board of Directors, the purpose of the policy being to continuously enhance and strengthen corporate governance that realizes transparent, fair, timely, and decisive decision-making.

For effective corporate governance in light of prevailing social imperatives and the operating environment, Epson will review this policy, and amend it as necessary, on an annual basis.

Amendments to this policy shall require board approval, and the nature of amendments shall be announced promptly.

Chapter 1. General Provisions

Article 1: Principles of Corporate Governance

- 1.1 To achieve the Purpose, promote sustainable growth, and increase corporate value over the mid- to long-term, Epson will strive to continuously enhance and strengthen corporate governance that realizes transparent, fair, timely, and decisive decision-making.
- 1.2 Epson will adopt a company with an Audit & Supervisory Committee system to further improve the supervisory function of the Board of Directors, enhance discussions at the Board of Directors meetings, and speed up management decision-making.
- 1.3 The general principles of corporate governance at Epson are as follows:
 - (1) Respect the rights of shareholders, and secure equality.
 - (2) Keeping the interests of shareholders, customers, communities, business partners, employees and other stakeholders in mind, work in an appropriately cooperative manner with them.
 - (3) Disclose company information as appropriate and ensure transparency.
 - (4) Directors, Executive Officers, and Special Audit & Supervisory Officers (collectively referred to as "Officers" below) shall be aware of their fiduciary responsibilities and shall fulfill the roles and responsibilities expected of them.
 - (5) Epson shall engage in constructive dialogue with shareholders.

Chapter 2. Securing the Rights and Equal Treatment of Shareholders

Article 2: Securing Shareholder Rights and Equal Treatment

- 2.1 Epson shall take appropriate measures to fully secure the rights of all shareholders, including minority shareholders and foreign shareholders.
- 2.2 Epson shall treat all shareholders equally in accordance with their holdings and shall give all shareholders equal access to information.

Article 3: General Meeting of Shareholders

- 3.1 Epson shall set appropriate dates for General Meetings of Shareholders and make other arrangements to ensure that shareholders are able to properly exercise their rights.
- 3.2 Epson shall issue convening notices for General Meetings of Shareholders a minimum of three weeks in advance of the date the meetings are held and, moreover, shall disclose information included in the convening notice on the Epson web site, prior to sending the convening notice, in both Japanese and English, to enable shareholders to properly exercise their voting rights.
- 3.3 Epson shall facilitate the exercise of shareholder voting rights, by using an electronic voting platform and other means.
- 3.4 The Board of Directors shall analyze the results of votes on resolutions proposed by the Company at General Meetings of Shareholders and shall take necessary action, such as enhancing shareholder dialogue.

Article 4: Basic Strategy for Capital Policy

- 4.1 Epson shall implement the necessary capital policy to optimize the structure and allocation of capital so as to minimize the cost of capital, promote sustainable growth, and increase corporate value over the mid- to long-term.
- 4.2 Epson's Board of Directors shall examine the necessity and rationale for raising capital or taking other actions that will cause significant dilution so as not to unfairly harm the existing shareholders' interests. Moreover, Epson shall provide sufficient explanation to shareholders.

Article 5: Policy on Cross-Shareholdings

- 5.1 If Epson concludes that it would be conducive to increasing Epson corporate value over the mid- to long-term to maintain and strengthen stable, long-term business relationships with suppliers of critical parts and materials, key purchasers of Epson products and services, and important sources of funding or providers of other financial services, Epson shall acquire and hold shares in them after verifying their creditworthiness, stability, and so forth. (Such shares are referred to as "cross-shareholdings" below.)
- 5.2 The Board of Directors shall examine on an annual basis the medium- to long-term rationale for individual cross-shareholdings, taking into consideration all risks and rewards associated with maintaining and strengthening business relationships. If there is not a valid reason for cross-shareholdings, the number of shares shall be reduced.

Article 6: Standards for Exercising Voting Rights for Cross-Shareholdings

- 6.1 Epson shall exercise its voting rights on cross-shareholdings based on what is best for promoting sustainable growth and increasing corporate value of both Epson and the share issuer over the mid- to long-term. When exercising its voting rights, Epson shall respect the business policies of the issuer.
- 6.2 When exercising its voting rights, Epson shall take into account matters such as the business environment of the issuer, and when it deems necessary, shall seek an explanation regarding proposals set forth by the issuer.

Article 7: Responding to Large-Scale Acquisitions of Seiko Epson Shares

- 7.1 Whether to accept a bid to purchase a number of shares that would give the acquirer control over the Company's financial and business policies ("large-scale acquisition" hereafter) should ultimately be decided by the shareholders.

7.2 Epson shall ask persons who attempt to make large-scale acquisitions of Company shares to provide a sufficient amount of the information needed to determine the desirability of the large-scale acquisition from the perspective of ensuring and enhancing corporate value and the common interests of shareholders, after which Epson shall disclose the opinions of the Company's Board of Directors regarding the proposed large-scale acquisition, thereby doing its due diligence to provide shareholders with the time and information they need to consider the desirability of the large-scale acquisition. The Company shall also take appropriate actions based on the Financial Instruments and Exchange Act, the Companies Act, and other applicable laws and regulations.

Article 8: Conflicts of Interest

- 8.1 In case of any conflicts of interest with the Company, Directors and Executive Officers must promptly report such conflicts of interest to the Board of Directors and obtain board approval.
- 8.2 To protect the interests of the Company and its shareholders, Epson shall appropriately monitor transactions with related parties by requiring the Board of Directors approval for and reporting of transactions, except when it is clear that the terms of business are the same as those in ordinary business transactions.

Chapter 3. Appropriate Cooperation with Stakeholders

Article 9: Management Philosophy

- 9.1 Epson's Board of Directors shall periodically conduct a review to ascertain whether the corporate culture reflects a respect for the purpose and spirit of the Management Philosophy and EXCEED YOUR VISION.

Article 10: Addressing Sustainability Issues

- 10.1 Believing that our mission is to build trusting relationships with all stakeholders, advance with the communities in which we operate, and contribute to making the world a better place through business activities that create value that exceeds the expectations of customers, Epson positively and actively addresses social and environmental problems, and other sustainability-related issues.

Article 11: Ensuring Workforce Diversity

- 11.1 Epson shall declare its intent to take full advantage of the value of human diversity and to increase synergies between individuals and organizations. Further, Epson shall provide an environment and systems that allow the workforce to succeed, regardless of gender, nationality, age, race, physical abilities and disabilities, hiring time and other differences.
- 11.2 Epson, recognizing in particular that facilitating the success of women is essential for promoting sustainable growth and increasing corporate value over the mid- to long-term, shall provide an environment and systems designed to promote the active participation of women, starting with promotions to management and Officer positions.

Article 12: Whistleblowing Systems

- 12.1 As stipulated in the Basic Internal Control System Policy, Epson shall provide appropriate whistleblowing systems that allow whistleblowers to report illegal or inappropriate behavior, disclosures, or other serious concerns without fear of reprisal. Epson shall also provide for the objective assessment and appropriate response to the reported issues.

Article 13: Asset management and management of corporate pensions

- 13.1 The Seiko Epson Corporate Pension Fund manages the Company's corporate pension reserves.
- 13.2 The Company systematically promotes and assigns qualified individuals to manage the corporate pension fund and provides them with ongoing educational opportunities so that they can increase their professional knowledge of corporate pension fund management and fulfill the functions expected of them as asset owners.
- 13.3 The Company has adopted a funded corporate pension plan to help assure the appropriate management of conflicts of interest between the Company and corporate pension beneficiaries, and it has worked with the corporate pension fund and labor union to build a system for monitoring and supervising the management of the corporate pension.

Chapter 4. Ensuring Appropriate Information Disclosure and Dialogue

Article 14: Appropriate Information Disclosure and Dialogue

14.1 Recognizing that building long-term partnerships with stakeholders through candid dialogue with them is essential for achieving growth and increasing medium- and long-term corporate value, Epson established “Policy on Information Disclosure and Dialogue,” to articulate its information disclosure policy to shareholders, investors, analysts, capital markets, and other stakeholders and to initiate candid dialogue with them. The policy is provided in Appendix 1.

Article 15: Establishing and Disclosing Business Plans

- 15.1 When establishing and disclosing management plans, Epson shall set objectives for items such as profitability and capital efficiency based on the basic strategy for capital policy set forth in Article 4. Epson shall clearly explain to shareholders how to allocate management resources (capital, human capital and intellectual properties and others) and actions for achieving the objectives.
- 15.2 Epson shall develop the basic policy regarding the business portfolio decided by the board, and when in formulating and announcing business plans, etc., Epson shall clearly the policy and the status of the review of such portfolio.

Chapter 5. The Role of the Board of Directors, etc.

Article 16: The Role of the Board of Directors

- 16.1 Given its fiduciary responsibility to shareholders, the Board of Directors is responsible for achieving efficient and effective corporate governance, through which Epson strives to fulfill its social mission, promote sustainable growth, and maximize corporate value over the mid- to long-term.
- 16.2 To achieve the foregoing responsibilities after establishing the strategic direction of the Company, the Board of Directors shall use its supervisory function on general operations to ensure that these operations are fair and transparent. The Board of Directors shall also make decisions on the important business affairs of the Company, such as decisions on the formulation of management plans and business plans and decisions on investment projects that exceed a certain fixed amount of money.
- 16.3 The Board of Directors shall clearly specify in internal regulations the matters that the Board of Directors should decide.
- 16.4 The Board of Directors shall delegate responsibility for the conduct of other business affairs and decisions to the President or to other members of management, and the Board of Directors shall carry out the oversight of the performance of their duties.
- 16.5 The Board of Directors shall establish a Basic Internal Control System Policy so that business affairs are efficiently conducted under suitable internal controls and shall put in place and monitor the use of a system to manage compliance and risks.
- 16.6 The Board of Directors shall take the actions necessary for External Financial Auditors to fulfill their role.

Article 17: The Role of the Chairman of the Board

17.1 The chairman of the Board of Directors shall raise the quality of board discussions and shall run board meetings effectively and efficiently.

Article 18: Composition of the Board of Directors

- 18.1 The Board of Directors shall have no more than 12 members, at least one-third of whom should be independent Outside Directors.
- 18.2 Epson believes that a diverse Board of Directors is useful for facilitating substantive board discussions that cover all angles and shall maintain a board that is well-balanced and composed of persons who combine a broad spectrum of knowledge, experience, and skill in their respective areas of expertise, without regard to gender, race, ethnicity, country of origin, nationality, cultural background, age, etc.

Article 19: Evaluating the Effectiveness of the Board of Directors

19.1 Every year, the Board of Directors shall analyze and evaluate the effectiveness of the Board of Directors as a whole and shall provide a summary report on their conclusions.

Article 20: Operation of the Board of Directors

20.1 The department that is responsible for the administration of the Board of Directors shall distribute materials concerning matters to be deliberated by the board to all Directors, including Outside Directors, sufficiently in advance of the meeting.

20.2 The department that is responsible for the administration of the Board of Directors shall set the schedule for the next fiscal year's regular meetings of the Board of Directors by the end of each fiscal year and shall provide the schedule to all Directors after a decision by the chairman of the Board of Directors.

Article 21: The Role of Directors, etc.

21.1 Officers who have executive duties (Executive Directors and Executive Officers) shall gather sufficient information for performing their duties in order to fulfill their fiduciary responsibilities. They must also actively express their opinions and exhaustively discuss matters.

21.2 Officers who do not have executive duties (Non-Executive Directors and Special Audit & Supervisory Officers) shall gather sufficient information for supervising the performance of the President and other members of the executive management team in order to fulfill their fiduciary responsibilities. They must also actively express their opinions and exhaustively discuss matters.

21.3 Epson Officers who also serve on the boards of other publicly listed companies shall keep the number to within reasonable limits.

Article 22: The Role of Outside Directors

22.1 Epson's outside directors have the following role:

(1) Monitoring of the management

1) Monitoring of the management through involvement in the process for selecting and dismissing Officers and the process for determining compensation of Officers based on management's overall performance

2) Monitoring of the management through the exercise of voting rights on important business decisions made by the Board of Directors

(2) Advisory function for improving business efficiency

(3) Monitoring of conflicts of interest

1) Monitoring of conflicts of interest between Epson and its Directors and Executive Officers

2) Monitoring of conflicts of interest between Epson and related parties

Article 23: Director Nomination Committee and Director Compensation Committee

23.1 Epson shall establish a Director Nomination Committee as a discretionary deliberative body to impartially examine through a transparent and objective process the selection of Director candidates and the dismissal of Directors as well as to evaluate and supervise the status of Director successor development plans created by the President and Representative Director, the issues therein, and Director succession plans created by the President and Representative Director.

23.2 Epson shall establish a Director Compensation Committee as a discretionary deliberative body to impartially examine through a transparent and objective process proposals and discussions concerning matters such as the compensation system and bylaws for Directors of the Company as well as Directors' individual compensation. The Director Compensation Committee shall determine the individual compensation, etc., of Officers if it has been vested with the authority to do so by the Board of Directors.

23.3 The Director Nomination Committee and the Director Compensation Committee shall be composed of the majority of Outside Directors and a Chairperson will be elected by the Board from among the Outside Directors to ensure transparency, objectivity, and independence. The committees shall also include the President.

23.4 Full-Time Audit & Supervisory Committee Members can attend meetings of the Director Nomination Committee and Director Compensation Committee as observers.

Article 24: Policies and Procedures for Nominating Director Candidates and for Selecting and Dismissing Officers

The policies and procedures for nominating Director candidates and for selecting and dismissing Executive Officers (including the President) and Special Audit & Supervisory Officers are as follows:

24.1 Policies and procedures for nominating Director Candidates and for selecting Executive Officers (including the President) and Special Audit & Supervisory Officers**(1) Policies**

- 1) Considering the role that Officers of the Company are required to fulfill and the nomination criteria that Epson has established, Officers must meet the standard requirements of insight, accountability, and ethics. They must also satisfy the nomination criteria in (2), depending on their respective roles, and must be able to contribute to an increase in corporate value.
- 2) In addition to the foregoing requirements, Officers of the Company shall satisfy the nomination criteria below.

A. Non-Executive Director candidates

Oversight capability, management knowledge, professional knowledge

B. Executive Director candidates

Oversight capability, foresight/insight, the ability to conceive a vision, decisiveness/courage, the ability to execute and produce results, an inclination to drive change and innovation, the ability to be a unifying force

A candidate for President and Representative Director in particular shall possess the following:

- The ability to face societal issues, construct a vision based on deep insight, and the courage to carry out that vision.
- A strong sense of ethics and the ability to humbly accept diverse values, tap the initiative of employees, and be a unifying force that consolidates the power of the entire company

C. Executive Officers

Foresight/insight, the ability to conceive a vision, decisiveness/courage, the ability to execute and produce results, an inclination to drive change and innovation, the ability to be a unifying force

D. Special Audit & Supervisory Officer

The ability to influence and lead the Company, creativity, the ability to drive change, management ability, the ability to lead a group, management knowledge, professional knowledge

- 3) Outside Directors must satisfy "Criteria for Independence of Outside Directors" in order to guarantee their independence. The Board of Directors established "Criteria for Independence of Outside Directors," which is listed in Appendix 2.

(2) Procedures

Nomination, selection, and dismissal are decided by the Board of Directors after a fair, transparent, and rigorous screening by the Director Nomination Committee, which also presents its opinion. The consent of the Audit & Supervisory Committee is required for nominating Director candidates who are Audit & Supervisory Committee members and for appointing Special Audit & Supervisory Officers.

24.2 Policies and procedures for dismissing Directors, Executive Officers (including the President), and Special Audit & Supervisory Officers**(1) Policies**

- 1) The Board of Directors shall initiate procedures for dismissing Directors if, in the course of their duties as Directors, they are found to have been involved in a serious violation of laws or the Articles of Incorporation or if a legal action has been brought or an injunction sought by Audit & Supervisory Committee members.
- 2) The Board of Directors shall initiate procedures for dismissing Executive Officers and Special Audit & Supervisory Officers if, in the course of their duties, they are found to have been involved in a serious violation of laws or the Articles of Incorporation or if they are acknowledged to have deviated markedly from the nomination criteria.

(2) Procedures

- 1) The proposed dismissal of a Director shall be discussed immediately by the Director Nomination Committee, which shall furnish an opinion to the Board of Directors following a fair, transparent, and rigorous examination. A resolution to dismiss by the Board of Directors is subject to final approval at a General Meeting of Shareholders.
- 2) The proposed dismissal of an Executive Officer (including the President) or Special Audit & Supervisory Officer shall be discussed immediately by the Director Nomination Committee, which shall furnish an opinion to the Board of Directors following a fair, transparent, and rigorous examination. Dismissal is subject to final approval by the Board of Directors.

Article 25: Policies and Procedures for Determining Compensation of Officers

25.1 The basic policies regarding the officer compensation system are as follows.

(1) Compensation for Officers who have executive duties

- 1) Compensation shall provide an incentive to improve business performance and shall show a commitment to that in order to sustain growth and increase long-term corporate value.
- 2) Compensation shall be sufficient to attract and retain qualified persons both from within the Company and from outside.
- 3) Compensation shall be commensurate with period performance so that they can demonstrate their management capabilities to the fullest during their tenure.
- 4) Compensation shall show a clear connection between officer compensation and share price and shall strengthen the awareness that their interests are aligned with those of shareholders.
- 5) Compensation shall have a built-in mechanism to control misconduct.
- 6) The process for determining compensation shall be highly transparent, objective, and fair.

(2) Compensation for Officers who do not have executive duties

- 1) The composition of compensation shall guarantee independence so that these Officers can suitably exert their general management supervisory function, etc.
- 2) Compensation shall be sufficient to attract and retain qualified persons both from within the Company and from outside.

25.2 Officer compensation shall consist of the following components: base compensation, bonuses, and stock compensation.

(1) Base compensation

Monetary compensation that is paid monthly in an amount that is determined in accordance with the individual's position and the size of his or her role and assigned duties

(2) Bonuses

Monetary compensation that is paid once per year in an amount that is determined in accordance with achievement with respect to annual performance indicators and individual objectives

(3) Stock compensation

Non-monetary compensation wherein the Company's shares are granted once per year in an amount that is determined in accordance with achievement with respect to medium- and long-term performance indicators and sustainability targets

25.3 Given their role of monitoring management as whole from a position that is independent from the execution of business affairs, Officers who do not have executive duties shall not receive bonuses and stock compensation.

25.4 All forms of compensation—base compensation, bonuses, and stock compensation—shall be determined by the General Meeting of Shareholders, the Board of Directors, and the Audit & Supervisory Committee after a fair, transparent, and rigorous review by the Director Compensation Committee, a majority of whose members are Outside Directors and which reports its opinion, to ensure transparency and objectivity.

Article 26: Development of a Successor to the President and Officers

- 26.1 The President is responsible for developing his or her own successor, as well as successors to other Officers.
- 26.2 The Director Nomination Committee shall engage in the appropriate oversight of the successor development plan and succession plan of the President and shall offer advice as necessary to the President.
- 26.3 The Director Nomination Committee shall examine a succession plan in the event of an emergency involving the President.
- 26.4 The Board of Directors shall be tangibly involved in and supervise the creation and implementation of a successor development plan and succession plan for the President and Officers.

Article 27: The Role of the Audit & Supervisory Committee

- 27.1 The Audit and & Supervisory Committee, with a mandate from shareholders, shall be responsible for independently and objectively auditing and supervising the execution of Director duties and for ensuring the sound and sustained growth of the Company.
- 27.2 The Audit & Supervisory Committee shall establish criteria for properly evaluating potential External Financial Auditors. After selecting External Financial Auditors, the Audit & Supervisory Committee shall verify whether External Financial Auditors possess the necessary independence and expertise and shall take the actions necessary for External Financial Auditors to fulfill their role.

Article 28: Composition of the Audit & Supervisory Committee

- 28.1 The Audit & Supervisory Committee shall have no more than five members.
- 28.2 Epson believes that a diverse Audit & Supervisory Committee is useful for facilitating substantive board discussions that cover all angles. The Audit & Supervisory Committee should be well balanced and composed of persons who combine a broad spectrum of knowledge, experience, and skill, without regard for gender, nationality, age, etc.
- 28.3 An Audit & Supervisory Committee Office will be set up to assist the duties of the Audit & Supervisory Committee, and the Special Audit & Supervisory Officer shall serve as the head of the office.

Article 29: Compliance Committee

- 29.1 As stipulated in the Basic Internal Control System Policy, Epson shall establish as an advisory body to the Board of Directors a Compliance Committee, the purpose of which is to carry out the oversight to ensure that compliance is properly promoted and enforced along the executive line.

Article 30: Training of Officers

- 30.1 Officers must always actively gather information regarding matters such as the Company's financial condition, compliance, and corporate governance, in order to fulfill their roles.
- 30.2 Epson shall provide, at Company expense, the necessary training opportunities to Officers and Officers candidates based on the policy below.
- (1) Training of Internal Directors, Full-Time Audit & Supervisory Committee Members, Executive Officers, and Special Audit & Supervisory Officers Training shall be provided to new appointees so that they acquire the knowledge, including about corporate governance that they will need as officers of a publicly listed company.
- The Company will invite businesspeople, lawyers, and other outside professionals to provide ongoing management, compliance, and other training to these officers after they assume their posts. They shall also seek to acquire the knowledge they need to fulfill their individual roles and responsibilities, and toward that end will undergo training appropriate for their roles at outside institutions.

(2) Training of Outside Directors

The Company will explain Epson's businesses, strategies and the like to new appointees. To enable them to deepen their understanding of Epson's businesses, strategies, and the like after they assume their posts, Epson will provide ongoing learning opportunities. Epson will, for example, have the heads of the various businesses explain their operations, take the Outside Directors on tours of Epson's various offices and sites, and support their efforts to acquire the knowledge they will need to execute their roles and responsibilities.

(3) Training for Director candidates prior to becoming Directors

Candidates for Director will receive training regarding the roles and responsibilities of officers in a publicly listed company. They will also undergo training at external institutions and the like to acquire the knowledge and skills they will need at the executive level.

Article 31: Access to Internal Information by Outside Directors and Audit & Supervisory Committee Members

31.1 Outside Directors, Audit & Supervisory Committee Members, and Special Audit & Supervisory Officers of Epson can ask Executive Directors, Executive Officers, and employees for explanations or reports or can ask them to provide internal documents whenever the need arises.

31.2 The Audit & Supervisory Committee, Audit & Supervisory Committee Members or Special Audit & Supervisory Officers shall communicate and cooperate with Outside Directors so that Outside Directors can increase their ability to gather information without jeopardizing their independence.

31.3 Epson shall establish a group to be in charge of the administrative affairs of the Board of Directors. That group shall provide the necessary support to Outside Directors, such as supplementary explanations regarding items on the agenda for board meetings.

Additional Clauses

Article 1: Enforcement of the Corporate Governance Policy

The Corporate Governance Policy shall come into force on September 2, 2015.

The Corporate Governance Policy was amended in part and is effective as of June 28, 2016.

The Corporate Governance Policy was amended in part and is effective as of April 1, 2017.

The Corporate Governance Policy was amended in part and is effective as of April 28, 2017.

The Corporate Governance Policy was amended in part and is effective as of September 4, 2018.

The Corporate Governance Policy was amended in part and is effective as of June 25, 2020.

The Corporate Governance Policy was amended in part and is effective as of October 1, 2021.

The Corporate Governance Policy was amended in part and is effective as of February 25, 2022.

The Corporate Governance Policy was amended in part and is effective as of March 17, 2022.

The Corporate Governance Policy was amended in part and is effective as of June 28, 2022.

The Corporate Governance Policy was amended in part and is effective as of April 1, 2023.

Policy on Information Disclosure and Dialogue

Epson established this policy for engaging in honest dialogue with stakeholders, in keeping with the Epson Way and the Corporate Governance Policy.

Epson recognizes that to sustain growth and increase corporate value over the medium and long terms, we must increase the transparency of management and build and strengthen lasting trust and partnerships through honest dialogue with stakeholders.

As part of our efforts to do so, we have articulated a policy on the disclosure of information to shareholders, investors, analysts, capital markets, and other stakeholders (collectively referred to as “shareholders and investors” below). We are also further enhancing our investor relations and sustainability reporting (IR & SR) activities and are engaging in constructive dialogue.

1. Basic policy

- (1) Epson will demonstrate accountability by proactively disclosing accurate and adequate information, including negative information, and will communicate information that is useful for shareholders and investors.
- (2) Epson will not only provide shareholders and investors with information in a manner that is fair and appropriate but will also arrange opportunities for dialogue with shareholders and investors and will listen humbly to their views. Epson will endeavor to engage in constructive and honest dialogue with the objective of using the views of shareholders and investors to strengthen business infrastructure.

2. Information disclosure criteria

- (1) Epson will disclose information in a manner that is fair, timely, and appropriate, in conformance with the Financial Instruments and Exchange Act and other relevant laws and ordinances, as well as with the rules and requirements of stock exchanges on which Epson shares are traded.
- (2) Even if not required to do so by laws or regulations, etc., Epson will proactively disclose information that it believes could have an important influence on investment decisions and information that it believes could be useful for deepening understanding of the company.

3. Execution organization structure

- (1) The Officer in charge of IR & SR shall be responsible for information disclosures to and dialogue with shareholders and investors.
- (2) An IR & SR group shall be created to assist in or handle information disclosures and dialogue with shareholders and investors.
- (3) The IR & SR group shall prepare for information disclosures and dialogue by routinely exchanging information and otherwise maintaining close communication with relevant divisions and departments in Epson, such as the management planning, finance and accounting, and public relations departments.

4. Method of disclosing information

- (1) Information whose disclosure is required under the Companies Act, Financial Instruments and Exchange Act, stock exchange rules, and other applicable laws and regulations shall be released to the public over the Financial Services Agency’s electronic disclosure system (EDINET) or the Tokyo Stock Exchange’s timely disclosure system (TDnet). The information shall also be posted on a website if necessary.
- (2) Other information that could have an important influence on investment decisions shall be posted on websites in a timely manner or otherwise fairly and broadly disseminated to the public to ensure the equitability of information access.
- (3) To ensure that overseas investors, etc., have access to information, information that could be needed for investment decisions shall be released in English to the extent necessary and reasonable.

5. Control of insider information

When disclosing information and engaging in dialogue with shareholders and investors, strictly manage insider information in accordance with internal regulations (the Epson Group Insider Trading Regulation) so as to prevent insider trading.

6. Fair disclosure of material information

(1) Definition of material information and determination of materiality

Epson defines material information that is subject to Fair Disclosure Rules as insider information and information of a precise nature that has not been made public that would likely have a significant effect on share price.

The IR & SR supervisory department shall propose what information should be considered material, and the Officer in charge of IR & SR shall decide whether information is material after consulting with relevant departments.

(2) Prohibition of selective disclosure

Material information shall not be disclosed selectively. Material information shall be disclosed simultaneously or promptly by a method described in 4.

If unreleased material information is unintentionally disclosed during private meetings or discussions, the company will provide a public disclosure by a method described in 4 as soon as possible after the unintentional disclosure is realized.

7. Quiet period

To prevent leaks of financial information and to ensure the fairness of information disclosure, Epson shall impose a quiet period. The quiet period shall begin the day after account settlement and last until the quarterly earnings are publicly announced. During the quiet period, Epson shall refrain from answering questions about or commenting on its earnings, financial, or other prospects.

This shall not preclude discussions with shareholders and investors about information that has already been made public. If material facts or material information emerge during the quiet period about things such as prospects for a change in an earnings outlook that has already been announced, Epson shall disclose information in an appropriate manner based on stock exchange rules, etc.

8. Future outlook

Forward-looking statements about subjects such as projected financial performance and future business plans are based on available information at the time of disclosure and include potential risks and elements of uncertainty. Therefore, a safe harbor statement shall be attached to warn investors that actual financial performance and the like may differ significantly from the forecast due to a variety of factors.

9. Providing information to third parties

As a general rule, Epson does not comment on things such as third-party estimates of Epson earnings. However, if the information contains factual errors or if the information could have a significant effect on investment decisions, Epson will provide an appropriate public disclosure by a method described in 4.

10. Actions to promote constructive dialogue

(1) Dialogue spokespersons

As a general rule, the President, the Officer in charge of IR & SR, and the IR & SR group manager, or a manager of another relevant department such as finance and accounting that has been designated by the Officer in charge of IR & SR shall represent Epson in dialogue with shareholders and investors to ensure the consistency of content and avoid selective disclosures, and Directors (including Outside Directors) shall respond within a reasonable scope.

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- (2) IR & SR for encouraging dialogue
- Epson shall take the actions below to encourage dialogue with shareholders and investors. Dialogue should be based on the needs of shareholders and investors but should also be conducive to increasing long-term corporate value by covering not only financial information such as changes in performance but also non-financial information such as the long-term vision, mid-range business plans, business strategies, and ESG topics.
- 1) Present business reports at General Meetings of Shareholders and answer questions.
 - 2) Give facility tours and brief shareholders on things such as mid-range business plans and business strategies.
 - 3) Present financial results and hold teleconferences with overseas investors to announce earnings every quarter.
 - 4) Meet one-on-one or in small groups with investors in Japan and overseas.
 - 5) Participate in IR conferences and similar events sponsored by securities companies.
 - 6) Give presentations about the company to individual investors.
 - 7) Expand and improve the information provided to shareholders through corporate IR web sites, General Meeting of Shareholders notices, shareholder bulletins, integrated reports, and other communications.
- (3) Understanding shareholder composition
- Endeavor to identify actual shareholders in order to ensure the effectiveness of dialogue with shareholders and investors.
- (4) Mechanisms for relaying feedback
- 1) The Officer in charge of IR & SR and the IR & SR group shall report to the management team shareholder and investor ratings and comments following General Meetings of Shareholders and financial results announcements. They shall also voice their opinions and share information with relevant officers and others about the nature of discussions with shareholders and investors as needed.
 - 2) The shareholder and investor views and concerns that are reported and shared shall be used as an important information source for management.

Criteria for Independence of Outside Directors

The Company has established the criteria below to objectively determine whether potential Outside Directors are independent.

1. A person is not independent if:
 - (1) The person considers the Company to be a major business partner¹, or has served as an executive² within the past five years in an entity for which the Company is a major business partner;
 - (2) The person is a major business partner³ of the Company or has served as an executive within the past five years in an entity that is a major business partner of the Company.
 - (3) The person is a business consultant, certified public accountant, or lawyer who has received a large sum of money or other forms of compensation⁴ (other than remuneration as an officer) from the Company or has, within the past three years, performed duties equivalent to those of an executive as an employee of a corporation or group, such as a union, that has received a large sum of money or other forms of compensation from the Company;
 - (4) The person is a major shareholder⁵ of the Company or has, within the past five years, been an executive or Audit & Supervisory Board Member of an entity that is a major shareholder of the Company;
 - (5) The person is an executive or Audit & Supervisory Board Member of an entity in which the Company is currently a major shareholder;
 - (6) The person is a major lender⁶ to the Company or has been an executive of a major lender to the Company within the past five years;
 - (7) The person has been employed by an auditing firm that has conducted a legal accounting audit of the Company within the past five years;
 - (8) The person has been employed by a leading managing underwriter of the Company within the past five years;
 - (9) The person has received a large donation⁷ from the Company or, within the past three years, has performed duties equivalent to those of an executive as an employee of a corporation or a group, such as a union, that has received a large donation from the Company;
 - (10) The person came from an entity that employs someone from the Company as an Outside Director; or
 - (11) A spouse or relative within the second degree of kinship of a person having the interests listed in (1) through (9) above.
2. Even if any of the foregoing criteria apply to a potential Outside Director, the Company can elect that person as an Outside Director if that person satisfies the requirements for Outside Directors set forth in the Companies Act, and the Company deems the person suitable as an Outside Director of the Company in light of his or her personality, knowledge, experience, or other qualifications upon explaining and announcing the reasons thereof.

Notes

- 1: A person (usually a supplier) considers the Company to be a major business partner if 2% or more of its consolidated net sales (consolidated revenue) has come from the Company in any fiscal year within the past three years.
- 2: “Executive” means an executive officer, executive director or operating officer, or an employee occupying a senior management position of department manager or higher.
- 3: A person (usually a buyer) is a major business partner if 2% or more of the Company’s consolidated revenue has come from that partner in any fiscal year within the past three years.
- 4: “A large sum of money or other forms of compensation” means an average annual amount for the past three years that is:
 - i) no less than 10 million yen for an individual; or
 - ii) no less than 2% of the annual revenues in any fiscal year for a group.
- 5: “Major shareholder” means a shareholder who directly or indirectly holds 10% or more of the voting rights.

6:“A major lender” means a financial institution or other major creditor that is indispensable for the Company’s financing and on which the Company depends to the extent that it is irreplaceable in any fiscal year within the past three years.

7:“Large donation” means a donation whose annual average amount for the past three years exceeds either:

- i) 10 million yen or
- ii) 30% of the annual expense of the group, whichever is higher.

End