

August 6, 2024

To whom it may concern:

Company Name: TOHO HOLDINGS CO.,LTD.
Corporate Representative: Hiromi Edahiro, Representative Director, CEO and CFO
(Prime Market of Tokyo Stock Exchange Securities Code: 8129)
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Notice Regarding Establishment of "Governance Enhancement Special Committee"

TOHO HOLDINGS CO., LTD. is pleased to announce that, at Board of Directors meeting held today, it was decided to establish the Governance Enhancement Special Committee as an advisory committee to the Board of Directors as follows.

【Objectives of Governance Enhancement Special Committee】

Under the corporate slogan, "Total commitment to good health," the Group pursues its mission to contribute to society and healthcare through the stable supply of pharmaceuticals. We will strive to become a corporate group relied upon and continuously supported by all stakeholders including people who wish to be healthy, customers, local communities, shareholders and employees. The Group has placed the highest priority on compliance with relevant laws and regulations and risk management, after TOHO PHARMACEUTICAL CO., LTD. and Kyushu Toho Co., Ltd. received cease and desist orders, etc. for violation of Article 3 of the Antimonopoly Act. We have decided to establish the Governance Enhancement Special Committee (hereinafter referred to as the "Committee") as an advisory committee to the Board of Directors to further strengthen the Group's governance, including compliance and risk management. The Committee will consist of members independent of the Company to verify the internal control organization and provide advice and recommendations on governance from an objective and professional standpoint. The Group intends to further strengthen its governance structure based on the advice and recommendations of the Committee.

【Members】

In light of the purpose of its establishment, the Committee shall be composed of the following outside members with expertise in law, finance, corporate management, etc.

Committee chairperson	Yasuyuki Takai (Lawyer)	April 1972: Appointed as a prosecutor. Worked in the Special Investigation Department of the Tokyo District Public Prosecutors Office, etc. Since April 1990, served as Director of the Criminal Affairs Department, Fukuoka District Public Prosecutors Office; Deputy Director of the Criminal Affairs Department, Tokyo District Public Prosecutors Office; Director of the Special Criminal Affairs Department, Yokohama District Public Prosecutors Office; and other positions. June 1997: Retired from the Criminal Affairs Department, Tokyo High Public Prosecutors Office after serving as a prosecutor of the department. September 1997: Registered as a lawyer During his time at the Gifu District Public Prosecutors Office, he was in charge of prosecuting over the scandal involving the Gifu prefectural government, and during his time at the Special Investigation Department, he was in charge of prosecuting over the Recruit Cosmos shares-for-influence scandal, etc. He established a victim notification system when he served as the Director of the Criminal Affairs Department, Fukuoka District Public Prosecutors Office. Since being registered as a lawyer, he has mainly handled business related to corporate compliance and crisis management, as well as criminal cases associated with corporate business activities. At the same time, as a public interest activity, he served as a member of a government study group for enhancing investigation and interrogation methods.
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Member	Hidehito Kotani	<p>April 1994: Joined Pfizer, Inc. (USA), Connecticut State World Central Research Institute</p> <p>January 1998: Joined Banyu Pharmaceutical Co., Ltd. (current MSD K.K.)</p> <p>July 2009: Corporate Officer in charge of Corporate Services and General Manager of the President's Office of Banyu Pharmaceutical Co., Ltd.</p> <p>March 2012: Vice President, Corporate Officer, General Manager of Sales Division, General Manager of President's Office of MSD K.K.</p> <p>March 2012: Vice President of Merck & Co., Inc. (USA)</p> <p>September 2015: Representative Director and President, CEO and CTO of Panasonic Healthcare Holdings Corporation (current PHC Holdings Corporation)</p> <p>September 2019: Representative of Frederick Research GK (to present)</p> <p>February 2022: Representative Director of Novocure Corporation (to present)</p> <p>June 2022: Outside Director (Audit and Supervisory Committee Member) of the Company (to present)</p>
Member	Chie Goto (Lawyer and Certified Public Accountant)	<p>April 1984: Joined Société World Corporation.</p> <p>April 1988: Joined Tokyo Student Career Information Center Co.</p> <p>September 1994: Joined Yamada & Partners Accounting Office</p> <p>October 2006: Registered as a lawyer and joined Sakura Kyodo Law Office Registered as a Certified Public Accountant</p> <p>January 2011: Partner, Sakura Kyodo Law Office (to present)</p> <p>September 2021: Corporate Auditor (outside) of AVANT CORPORATION (current AVANT GROUP CORPORATION)</p> <p>September 2022: Audit and Supervisory Committee Member (Outside Director) of AVANT GROUP CORPORATION (to present)</p> <p>June 2024: Outside Director (Audit and Supervisory Committee Member) of the Company (to present)</p>
<p>Secretariat: Legal Department and Corporate Planning Department, Corporate Strategy Division of TOHO HOLDINGS CO.,LTD.</p>		