

Basic Policies on Corporate Governance

OPTiM Corporation (hereinafter "the company") establishes these Basic Policies in order to aim to improve medium- to long-term growth of the corporate value of the company based on the objectives of the Corporate Governance Code.

Chapter 1 General

(General policy on Corporate Governance)

Article 1 The company strives to enrich its corporate governance according to the following basic policies.

- (1) The company respects its shareholders rights and secures their equality.
- (2) The company keeps informed of shareholders' histories and cooperates with them.
- (3) The company discloses the corporate information timely and appropriately and aims to ensure transparency.

Chapter 2 Assurance of Shareholders' Rights and Equality

(Shareholders' meeting)

Article 2 The company strives to improve the environment to allow shareholders to exercise their rights appropriately in a shareholders' meeting as follows.

- (1) The company takes as much efforts as possible to send the notice of a shareholders' meeting prior to the legal term in order to assure sufficient evaluation period, and immediately discloses the notice accessible on the websites of the company and the Tokyo Stock Exchange.
- (2) The company strives to improve the environment to allow all the shareholders including those who cannot attend a shareholders' meeting to exercise their rights appropriately.

(Ensuring equality)

Article 3 The company treats equally all the shareholders according to their equities, and discloses information timely and appropriately in order to avoid information differences among shareholders.

(Cross-shareholdings)

Article 4 The company aims to improve its corporate value as the policy to have cross-held shares.

2 The company deliberates on having cross-held shares every year in the board of directors regarding major cross-held shares for their medium- to long-term economic rationality and future outlook, and confirms the purpose of holding them and the rationality.

3 The company exercises the voting rights of cross-held shares on a proposed bill appropriately with careful examination of the content and judgment of contribution to improvement of shareholders' value.

(Business relationship with concerned personnel)

Article 5 The company requests an advance approval by the board of directors according to laws and ordinances when making a deal with any of the company's directors.

2 The company makes a deal with its affiliated company or its major shareholder under a proper condition considering market quotations and gives approval at an organization such as the board of directors and the chairman of the board according to the content and amount of the deal.

Chapter 3 Consideration of Stakeholders' Interests

(Code of conduct)

Article 6 The company establishes and observes its code of conduct for the company staff.

(Relation with stakeholders)

Article 7 The company considers interests of various stakeholders including employees, customers, business connections etc. as well as shareholders.

2 The company strives to improve the system to allow stakeholders to inform their concerns regarding the company's illegal or unethical practices.

(Whistle-blowing)

Article 8 The company provides a whistle-blowing system as a contact point for reporting internal problems by the staff, makes it known universally and strives to enforce compliance.

Chapter 4 Disclosure of Proper Information

(Information disclosure)

Article 9 The company discloses matters relating to financial and business affairs by a fair, detailed and easy method in accordance with the Companies Act, Financial Instruments and Exchange Act and other applicable laws and ordinance on Financial Instruments Business.

Chapter 5 Role of the Board of Directors etc.

(Role of the board of directors)

Article 10 The board of directors realizes efficient and effective corporate governance under commission from shareholders and is responsible for the company's continuous growth and medium- to long-term improvement of the corporate value.

2 The board of directors, in order to take responsibility of the preceding clause, ensures fairness and transparency of management by demonstrating its control function for whole management and makes the best decisions for the company through determinations of important management policies etc.

(Role of independent outside directors)

Article 11 The company considers it useful for decision making and supervisory roles of the board of directors to select independent outside directors who have diverse professional knowledge and experiences.

(Chairperson of the board of directors)

Article 12 The company's representative director serves as the chairperson of the board of the directors in principle.

2 The chairperson of the board of directors strives to make the board of directors to be operated efficiently and to realize substantial discussions in it.

3 The chairperson, in order to accomplish the objective of the preceding clause, lays out a yearly schedule, makes it known to the attendees in advance and pays attention for each director to get timely and proper information.

(Structure of the board of directors)

Article 13 The company has a rule in the articles of association to have the number of directors not exceed 7.

(Designation of directors)

Article 14 The company makes a list of candidates for its directors widely from both inside and outside the company and decides the final candidates at the board of directors

considering viewpoints of performance record, insight, possession of superior management capability and ethical view etc.

2 The company determines selection of candidates for directors after sufficient discussions considering the company size and medium- to long-term strategy in addition to the balance and diversity of knowledge, experience and capability of whole board of directors.

3 The company has a rule in the articles of association to make the term of office for a director to be until the conclusion of the general shareholders' meeting regarding the last business year that ends in at most two years after the assignment. Moreover, the company also has a rule for the term of office for a director selected as an addition or a substitute to be until the expiration of existing directors' term of office.

(Designation of audit & supervisory board members)

Article 15 The company makes a list of candidates for its audit & supervisory board members widely from both inside and outside the company and decides the final candidates at the board of directors with consent of the audit & supervisory board considering viewpoints of performance record, insight, possession of superior management capability and ethical view etc.

2 The company determines selection of candidates for directors after sufficient discussions considering the company size and medium- to long-term strategy in addition to the balance and diversity of knowledge, experience and capability of whole audit & supervisory board.

3 The company has a rule that at least one of the audit & supervisory board members must have proper knowledge of financial affairs and accounting.

(Designation of independent outside directors)

Article 16 The company selects independent outside directors according to its standard based on the independence criteria defined by Tokyo Stock Exchange, Inc.

(Limitation on independent outside directors holding posts concurrently)

Article 17 The holding of posts concurrently by independent outside directors and independent outside audit & supervisory board members shall be limited to a reasonable extent. Also, the company shall disclose the conditions of such posts properly.

(Training of directors and audit & supervisory board members)

Article 18 Directors and audit & supervisory board members must always collect information and pursue studies on the company's financial condition, law observance, corporate governance and others in order to accomplish their role.

2 The company gives explanation to newly-appointed directors and audit & supervisory board members in advance about matters regarding corporate profile, corporate philosophy, management condition and corporate governance, various rules and matters regarding compliance including insider trading.

(Access to in-company information by independent outside directors and audit & supervisory board members)

Article 19 The company's independent outside directors and audit & supervisory board members can request inside directors, audit & supervisory board members and employees to give them an explanation or a report or to submit an internal material, whenever considered to be necessary or appropriate.

(Evaluation of effectiveness of the board of directors)

Article 20 The board of directors carries out analysis and evaluation of effectiveness of the whole board of directors based on self-evaluation by each director every year and discloses the overview of the result.

(Remuneration system for directors)

Article 21 The company determines a limit on the remuneration of directors in a resolution of a general shareholders' meeting. Remuneration of each director shall be determined by comprehensive evaluation of the company's business results and the individual's contribution etc. in a resolution of the board of directors.

Chapter 6 Dialog with Shareholders

(Dialog with shareholders)

Article 22 The company continually conducts dialog with shareholders and investors for sustainable growth and medium- to long-term improvement of the corporate value.

2 The company strives to make timely and proper information disclosure of its IR activity under the director of administration as an information handling officer.

3 Regarding IR as the basis of dialog with shareholders, the director of administration, who obtains information through collective approvals and directors' meeting etc., defines a framework of IR activities, and IR staff carefully examine the content including coordination with a business connection cooperating with related departments. Legal staff check the IR content before disclosure from viewpoints of appropriateness of the content and expressions etc.

4 The company strives to enrich information on the website by informing detailed data that cannot be followed by timely disclosures and providing introduction of products and explanation of features etc. Also the company strives to provide information in English for foreign investors on the company website.

5 The company holds explanatory meetings for analysts and institutional investors twice a year, and the materials used in the meetings are disclosed on the company's website.

6 The company strives to reflect opinions from shareholders to the corporate management for medium- to long-term improvement of the corporate value by sharing them among management staff via dedicated mailing list and also by a report to the directors' meeting regarding important opinions.

7 The company controls insider information strictly in accordance with the rules for internal information control. The company limits usage of the information to a necessary minimum staff and performs appropriate handling under management of the administration department. Also, the company prepares a system to prevent leakage of insider information by means of internal trainings about insider deal for all employees and the ones for directors.

Additional clause

This Basic Policy was established on December 17, 2015.