

Solasto Corporate Governance Policy

Solasto Corporation

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NOTICE: *This document has been translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translated document, the Japanese original shall prevail.*

Solasto Corporate Governance Policy

This Policy was adopted by the Solasto Board of Directors and outlines the framework and guidelines for governance based on our Management Philosophy.

The Board of Directors shall continuously deliberate, review, and improve this Policy.

Chapter 1 General Provisions

1. Objectives and basic approach to corporate governance

In our Corporate Philosophy, we outline the values and mission that form the foundation of our business.

Corporate Philosophy

People. Technology. Supporting comfortable living and energetic communities

The Solasto Group supports the energetic smiles of our customers
by combining the advanced expertise and superior teamwork of our employees
with the innovative and flexible use of technology to provide medical, elderly care, child care,
and education services suited to the local communities we serve.

We are equally committed to the realization of a society
that provides peace of mind, happiness, and well-being to each of our employees.

2. Creation, revisions, and abolishment

The creation of this Policy as well as any revisions to or the abolishment of this Policy shall be subject to a resolution by the Board of Directors.

Chapter 2 Relationship with Stakeholders

The Board of Directors and Solasto management are confident that we can maximize our corporate value by diligently addressing and responding to each the concerns of all stakeholders, including shareholders, employees, customers, business partners, the local community, and government agencies.

1. Relationship with shareholders

Promoting sound and highly transparent management, with the aim of enhancing corporate value and achieving sustainable growth. The following specific measures are being steadily implemented.

1) General Meeting of Shareholders

The General Meeting of Shareholders is a place for making final decisions. Provide an environment that enables the appropriate exercising of shareholder rights.

- Disclose convocation notices early to ensure shareholders have sufficient time for evaluations.
- Create English versions of convocation notices for overseas investors to provide disclosure in both Japanese and English.
- Avoid common dates for the General Meeting of Shareholders to avoid scheduling conflicts and select a convenient meeting location.
- Prepare and disclose information related to agenda items to enable appropriate decision-making.
- Conduct a cause analysis for proposed agenda items that receive a significant number of nay votes and have the Board of Directors deliberate on a response.

2) Ensuring shareholder rights

Respond appropriately to substantially ensure the rights of shareholders, including minority shareholders and overseas shareholders. Also, conduct appropriate information disclosure to ensure all shareholders are treated fairly in accordance with their equity holdings and that there is no information disparity between shareholders.

3) Constructive dialogue with shareholders

The Board of Directors and management shall work to continuously improve corporate value by engaging in dialogue with shareholders. Also, outline policy concerning developing a system and initiatives for promoting constructive dialogue with shareholders in accordance with our Basic Policy on Investor Relations (see Attachment 2).

4) Basic policy on capital strategy

Outline a basic strategy of ensuring the internal capital retention needed to ensure we maintain a management platform capable of adapting to changes in our operating environment, enable future business development, and continue to provide stable dividends. At the same time, make comprehensive decisions on dividends each fiscal year based on

status of investment opportunities, among other factors.

If planning to implement capital strategy that could impact the common interests of existing shareholders, sufficiently evaluate the necessity and practicality of said strategy, and immediately disclose information concerning that evaluation process and strategy objectives.

2. Relationship with employees

Aim to create a fair and open workplace where people can work in a bright, rewarding, and proud environment.

- Embody the founding principles of providing medical outsourcing education and employment opportunities for women by working to enhance employee education and employee career support.
- Reinforce compliance with Solasto human resource requirements and the Solasto Group Code of Conduct among all employees.
- In addition to the internal whistleblowing hotline, establish external whistleblowing hotlines with the labor union and an outside law office. Promote use of these hotlines and establish a system for preventing unjust treatment of whistleblowers.

3. Relationship with customers

As professionals, aim to meet the needs of our customers with a sense of responsibility, to deal with each and every one of the users of our services with sincerity, and to continue to contribute to the improvement of the quality of life. Work to understand the needs of our contract partners and provide services that help resolve their problems. For the individual customers who use our services, work to provide service that conveys kindness, offers peace of mind, and contributes to an improved quality of life.

4. Relationship with business partners

View vendors and providers as business partners, and work on issues with mutual respect towards achieving mutual prosperity.

5. Relationship with the local community

Contribute to the realization of affluent lifestyles and the development of local communities through the provision of services and diverse ways of working.

- Contribute to local employment by providing diverse workstyles for all genders.
- Contribute to community development through business activities in the critical sectors that support local livelihoods, including the medical outsourcing that supports hospital administration, as well as elderly care and child care.

Chapter 3 Enhancing Information Disclosure

1. Policy on information disclosure

Aim to achieve fair and highly transparent business management and engage in proactive information disclosure for all stakeholders, including shareholders, employees, customers, business partners, the local community, and government agencies. Also, proactively engage in dialogue with stakeholders and appropriately reflect the results of such dialogue in management.

2. Information disclosure

- Use fair, detailed, and simple methods to engage in the timely and appropriate disclosure of matters related to finance and operations in accordance with the Companies Act, the Financial Instruments and Exchange Act, rules stipulated by the Tokyo Stock Exchange, and other applicable laws and ordinances.
- Ensure subjectivity and management transparency in information, both positive and negative information, provided outside the scope of mandated disclosures.
- Work to enhance English language disclosure in order to minimize information disparities for overseas shareholders.
- In addition to management information, also proactively disseminate information to many stakeholders concerning our key areas of focus such as productivity improvements, ICT, women's workplace advancement, and human resource development.
- To disseminate information to as many stakeholders as possible, in addition to disclosure methods stipulated by law, also publish information to our company website and engage in information provision through mass media and other methods.

Chapter 4 Corporate Governance Structure

1. Institutional design

Select a company structure that includes the formation of an Audit & Supervisory Committee as the institutional design as defined by the Companies Act. To complement the functions of the Board of Directors, establish subordinate committees to operate a structure that incorporates the beneficial aspects of a company with a nomination committee.

2. Board of Directors

1) Principles of the Board of Directors

The Solasto Board of Directors works to ensure fairness and integrity, and strives for proactive governance towards achieving long-term improvements to our corporate value.

- At the core of proactive governance is the ability to achieve rapid and decisive decision-making as well as appropriate risk-taking.
- To promote such governance, to the extent possible, the Board of Directors focuses on deliberating policy and strategy, voting on critical business matters, and monitoring the status of business execution. The Board entrusts the execution of specific business operations to the President.
- The Board of Directors also monitors initiatives by the President and other corporate officers related to increasing corporate value. Based on this monitoring, the Nomination, Evaluation, and Compensation Committee evaluates the President and other corporate officers and submits nomination and removal proposals to the Board of Directors.

2) Roles and responsibilities of the Board of Directors

The Board of Directors is responsible for making sustainable improvements to corporate value by appropriately executing their roles to fulfill their entrusted duties. In addition to duties outlined by law and in the Articles of Incorporation, the Board of Directors is also responsible for the fulfilling the following roles. The execution of business and decisions on matters other than those subject to a resolution by the Board of Directors (Board of Directors' Regulations) shall be consigned to the president and the Board shall supervise the status of said business execution.

- (1) Nomination, evaluation, and compensation decisions for the president, and monitoring the nomination process for the president's successor.
- (2) Nomination, evaluation, and compensation decisions for corporate officers.
- (3) Supervising and approving annual budgets, medium-term management plans, and proposals for other important strategy.
- (4) Evaluating major risks and evaluating countermeasures.
- (5) Confirming the process for maintaining corporate health: Financial reporting health, legal and ethical compliance health, health of relationships with customers and business partners, healthy relations with other stakeholders.

3) Nomination and number of directors

Director candidates shall be nominated by the Board of Directors with consideration given to ensuring a balance of diverse expertise, experience, and capabilities, with no consideration given to factors such as gender, nationality, or age. Final decisions shall be made via a resolution at the General Meeting of Shareholders. The Board of Directors shall make a proposal concerning number of director candidates and the ratio of outside director and independent outside director candidates within the scope set forth in the Articles of Incorporation. A final decision shall be made via a resolution at the General Meeting of Shareholders.

4) Committees

To complement the role of the Board of Directors, establish a Nomination, Evaluation, and Compensation Committee and a Corporate Governance Committee as committees subordinate to the Board of Directors.

The Nomination, Evaluation, and Compensation Committee shall be chaired by an outside director and shall propose candidates for company chairperson, president, and corporate officers to the Board of Directors. The Committee shall establish annual goals for corporate officers and conduct evaluations. The Committee shall also evaluate whether corporate officer compensation is competitive and at appropriate levels, and make proposals to the Board of Directors.

The Corporate Governance Committee shall be chaired by an outside officer. The Committee makes continuous efforts to enhance corporate governance and also deliberate and make proposals to the Board of Directors concerning initiatives to improve management transparency and fairness.

5) Board of Directors' chairperson and outside directors

A director elected by the Board of Directors shall serve as chair of the Board of Directors. The chairperson of the Board of Directors shall engage in the following to ensure outside directors are able to appropriately fulfil their roles.

- (1) Seek the opinion of outside directors on agendas deliberated by the Board of Directors and work to reflect the opinions of outside directors.
- (2) Exchange opinions with outside directors concerning the state of management for the Board of Directors.
- (3) As necessary, hold meetings with outside directors to provide information and solicit opinions.

6) Select of Board of Directors' meeting agenda

Monthly agenda items for the Board of Directors shall be presented by the chairperson of the Board of Directors in accordance with Board of Directors' regulations but directors may also freely propose agenda items.

In addition, the president may request that the chairperson of the board of directors submit agenda items.

7) Director qualifications

As both an individual and as a member of a corporation, a director must possess a high sense of ethics, fairness, and integrity, and engage in actions that represent the common interests of shareholders. Directors must also possess objectivity, observational skills, practical knowledge, and seasoned decision-making skills. Particularly, the ability to apply corporate management experience and knowhow towards supporting and supervising business management by the president and corporate officers is critical to ensuring the efficacy of governance.

8) Self-assessments by directors and the Board of Directors

The Board of Directors and its members shall conduct annual self-assessments. Specifically, the self-assessments are conducted to evaluate whether the Board of Directors is functioning appropriately, whether members are fulfilling their roles, and whether relationships between members are functioning. The results of self-assessments are reported on at the Board of Directors.

9) Ethics and conflicts of interest

The Board of Directors shall require that all directors, corporate officers, and employees adhere to the Solasto Group Code of Conduct and engage in ethical behavior.

Solasto shall not make personal monetary loans to directors or corporate officers. Independent outside directors, their relatives, and companies with which they are associated may not receive monetary amounts from Solasto Group exceeding the amounts stipulated in the "Independence of Directors and Corporate Auditors" for roles other than as independent outside directors.

Directors shall submit a report to the president immediately if the director has a conflict of interest with the Solasto Group, or when there is the possibility of a conflict of interest. If measures cannot be taken to resolve the conflict of interest, then the director is expected to step down. Directors are expected to abstain from participating in votes on agenda or resolutions related to their own personal conflicts of interest.

10) Director compensation

Compensation for directors shall be within the scope determined via a resolution by the General Meeting of Shareholders.

Director compensation is determined by the Nomination, Evaluation, and Compensation Committee. Furthermore, compensation shall be reviewed annually. The following shall be considered when evaluating compensation.

- (1) Fair compensation based on required duties at companies of similar scope to Solasto.
- (2) Compensation in line with the long-term common interests of shareholders and the interests of outside directors.
- (3) A compensation structure that is clear, concise, and easy for shareholders to understand.

11) Promoting Directors' shareholdings

The guidelines for Corporate Officers holding the company's shares are established with the aim of enhancing management's awareness of the need to improve business performance, increase the share price and enhance corporate value over the medium to long term by sharing with shareholders the risk associated with fluctuations in the share price.

The guidelines recommend that Corporate Officers target a shareholding equivalent to their amount of annual fixed compensation multiplied by the following multipliers, which are set by position: President: 2.0; Vice President, Senior Managing Corporate Officer, Managing Corporate Officer: 1.0; and Corporate Officer: 0.5. The guidelines further recommend that Corporate Officers aim to achieve this target within 5 years of their appointment.

12) Selecting successors

The Board of Directors approves successor candidates for chairperson, president, and corporate officers based on proposals by the Nomination, Evaluation, and Compensation Committee. This selection of management successors is one of the most important roles of the Board of Directors. The Board of Directors works with the Nomination, Evaluation, and Compensation Committee to (1) outline requirements for the president's successor based on Solasto strategy, (2) continuously review the list of successors, and (3) search for president successor candidates within the company.

13) Decisions on management compensation

The Nomination, Evaluation, and Compensation Committee supports the Board of Directors by proposing successor candidates for corporate officers, including the chairperson and president. As part of this role, the Committee also creates a compensation structure for corporate officers, including the chairperson and president, and supervises its implementation. The Nomination, Evaluation, and Compensation Committee determines the compensation for the chairperson and president. For other corporate officers, the president conducts a preliminary assessment, and the president and the Nomination, Evaluation, and Compensation Committee use that assessment as the basis for determining their evaluation and compensation.

14) Governance

The Board of Directors outlines basic policy concerning the creation of a governance system to ensure rapid business execution under an appropriate system of controls. The Board also monitors business execution to ensure compliance, work efficacy and efficiency, the credibility of financial reporting, and the preservation of assets.

3. Board of Corporate Auditors

1) Roles and responsibilities of the Board of Corporate Auditors

The Board of Corporate Auditors works to protect the common interests of shareholders by maintaining an awareness of its entrusted duties and working to promote corporate health that enables sustainable improvements in corporate value. Specific roles of the Board of Corporate Auditors include the following.

- The Board of Corporate Auditors works to create a structure for ensuring the efficacy of audits conducted by corporate auditors.
- The Board of Corporate Auditors coordinates with the accounting auditor, independent outside directors, and the internal audit department.
- The Board of Corporate Auditor exchanges opinions with independent outside directors and shares information gained through audit activities.
- The Board of Corporate Auditors deliberates and decides on compensation for corporate auditors, which said compensation to be within the scope of total compensation for all corporate auditors approved via a resolution by the General Meeting of Shareholders. In light of their roles, compensation for corporate auditors shall be limited to base compensation.
- The Board of Corporate Auditors exercises rights related to the selection and dismissal of the accounting auditor, and consent concerning the nomination of corporate auditors.

2) Nomination and number of corporate auditors

Corporate auditor candidates shall be nominated by the Board of Directors with consideration given to ensuring a balance of diverse expertise, experience, and capabilities, with no consideration given to factors such as gender, nationality, or age. Final decisions shall be made via a resolution at the General Meeting of Shareholders after receiving approval from the Board of Corporate Auditors.

3) Role of corporate auditors

- Corporate auditors conduct work and accounting audits as prescribed by law.
- Corporate auditors audit the Board of Directors concerning the status of business execution by directors and fulfillment of supervisory duties.
- Corporate auditors monitor and validates decision-making and the creation and implementation of an internal control system by the Board of Directors.

4) The Board of Corporate Auditors' chairperson

- The Board of Corporate Auditors votes to designate a chairperson from among the corporate auditors.
- The Board of Corporate Auditors' chairperson executes the duties consigned by the Board of Corporate Auditors. However, the chairperson may not impede other corporate auditors from exercising their authority.

5) Relationship between the accounting auditor and the internal audit department

The Board of Corporate Auditors coordinates with the accounting auditor and the internal audit department to create a structure that ensures sufficient and appropriate audits.

- The Board of Corporate Auditors drafts criteria for evaluating and selecting an accounting auditor, and confirms their independence and expertise.
- The Board of Corporate Auditors requests explanations from the accounting auditor concerning whether the accounting auditor is complying with the quality management standards needed to ensure appropriate accounting audits.
- The Board of Corporate Auditors establishes a structure for responding to instances

where the accounting auditor discovers fraud and demands appropriate measures, or when the accounting auditor indicates a problem requiring correction.

- The Board of Corporate Auditors holds meetings with the accounting auditor and the president.
- The Board of Corporate Auditors holds regular meetings each quarter and at the end of the fiscal year with the accounting auditor and general manager of the internal audit department.

6) Corporate auditor qualifications

Corporate auditors must possess the following qualifications to ensure their ability to maintain an awareness of their entrusted duties and work to promote corporate health that enables sustainable improvements in corporate value while executing their duties as corporate auditors.

- Maintain a constant awareness of corporate ethics and possess the knowledge, a high sense of ethics, fairness, and integrity expected of a corporate auditor. Furthermore, corporate auditors must possess expertise in fields such as law, finance, accounting, and business management.
- Work to acquire and improve on the knowledge required to appropriately fulfill their roles and responsibilities.
- Fulltime corporate auditors proactively work to create an environment for audits, including executing their vested investigative authority as fulltime corporate auditors, and work to gather internal information by attending important internal meetings and visiting subsidiaries.
- Fulltime corporate auditors must share information gained through the execution of their duties with other corporate auditors.

4. Accounting auditor

1) Roles and responsibilities of the accounting auditor

The accounting auditor bears the duty to shareholders and investors of fulfilling the critical responsibility of ensuring the credibility of disclosure information.

- The accounting auditor works with the Board of Corporate Auditors, independent outside directors, and the internal audit department to ensure a structure for conducting appropriate audits.
- The accounting auditor ensures independence and expertise.
- The accounting auditor complies with the quality management standards needed to ensure appropriate accounting audits.

5. Independence of directors and corporate auditors

Independence requirements for outside directors and outside corporate auditors are outlined in Independence Requirements for Outside Executives (see Attachment 3). Furthermore, outside directors who do not meet independence requirements shall be excluded from being nominated as a non-independent outside director.

6. Training for directors and corporate auditors

Newly appointed directors and corporate auditors shall receive orientation conducted by an outside attorney and our director in charge of finance. Newly appointed directors and corporate auditors must each receive explanations concerning the details and status of company strategy, financial statements, basic policies within three months of appointment. Furthermore, as necessary, the company shall bear any expenses necessary to provide educational opportunities concerning the following in order to ensure their ability to fulfill their duties as directors and corporate auditors.

- Creation of budgets and medium-term management plans
- Compliance and corporate governance
- Matters concerning risks and new business opportunities
- Understanding operations by making workplace visits

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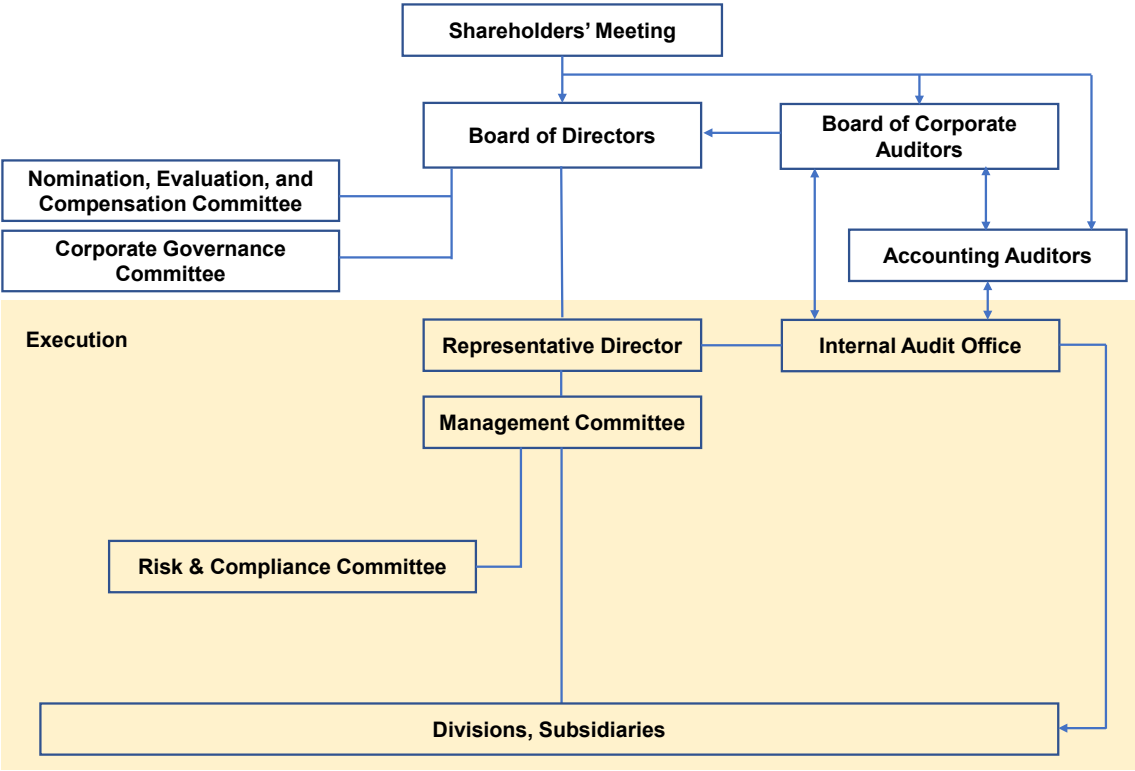
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<Corporate Governance Framework>



<Basic Policy on Investor Relations>

1. Fundamental approach to investor relations

The Company's fundamental approach to investor relations is to consistently disclose accurate information in a timely and fair manner to capital market participants (which include shareholders, investors and analysts, etc.) and other stakeholders of the Company, with such information including the Group's business strategy, business policy, financial data, important management benchmarks and other details useful in assessing corporate value and making investment decisions.

In addition, we engage in active dialogue with capital market participants in order to obtain appropriate market evaluation and strive to reflect comments from the market to the management of the Company.

2. Information disclosure

(1) Standards of information disclosure

We disclose information appropriately (statutory or timely disclosure) on the basis of the Financial Instruments and Exchange Act and related laws and regulations (hereinafter collectively referred to as the "Financial Instruments and Exchange Act") and provisions of the timely disclosure regulations established by the Tokyo Stock Exchange (the "Timely Disclosure Regulations").

We also actively disclose information that we deem as being beneficial to capital market participants, even when disclosure has not been requested, in light of the standards set forth in the Financial Instruments and Exchange Act and the Timely Disclosure Regulations.

(2) Methods of information disclosure

We submit statutory disclosure documents under the Financial Instruments and Exchange Act via the EDINET electronic disclosure network for disclosure of documents such as annual securities reports that companies must disclose in line with the Financial Instruments and Exchange Act. We also disclose information that must be provided in accordance with the Timely Disclosure Regulations via the TDnet timely disclosure network of the Tokyo Stock Exchange, after having furnished prior explanation to the Tokyo Stock exchange when necessary.

We post information to the website of the Company as soon as possible once such information has been disclosed via EDINET or TDnet.

When making information available that is not subject to disclosure under the Financial Instruments and Exchange Act or the Timely Disclosure Regulations, we do so in a

manner that is both accurate and fair, by issuing press releases, posting it to the website of the Company, or through other appropriate means.

3. Active promotion of investor relations initiatives

(1) The investor relations framework

Persons in charge of handling information act as officers in charge of investor relations, and divisions overseeing timely disclosure act as divisions in charge of investor relations. Meanwhile, corporate planning, finance & accounting, public relations, legal affairs divisions and other related divisions are closely collaborated with the aforementioned in assessing information, preparing materials and disclosing information.

Also, to a reasonable extent, the President & CEO, officers in charge of investor relations, and managers of divisions in charge of investor relations engage in dialogue with capital market participants and others involved in the markets.

(2) Improving communications

We work to improve communications with capital market participants through efforts that include holding financial results presentations, taking part in briefing sessions for retail investors, and responding to day-to-day inquiries.

We also convey details of our business operations, our business strategy, financial data and other such information in a fair and straightforward manner through the website of the Company.

The officers in charge of investor relations supervise such aspects of our communications overall.

4. Handling insider information (important facts that remain undisclosed)

(1) Handling insider information in terms of dialogues and other communications with capital market participants and others

We believe that maintaining equal treatment among capital market participants and others is a fundamental imperative particularly when engaging in dialogue that could involve insider information. On the basis of that notion, we adhere to the Financial Instruments and Exchange Act and otherwise take steps to manage insider information in accordance with our internal Insider Trading Management Regulations which aim to prevent instances of insider trading.

(2) Quiet periods

To ensure that earnings results data is not divulged and that fairness with respect to providing such information is maintained, we observe quiet periods spanning the day subsequent to the balance sheet date of respective quarters and lasting until the announcement of the financial results, during which time we do not comment on financial results or earnings outlooks.

However, we release information as appropriate when a situation calls for disclosure

of information (statutory or timely disclosure), in accordance with the Financial Instruments and Exchange Act and the Timely Disclosure Regulations.

We reply to questions and other inquiries regarding previously released information even during the quiet periods.

<Independence Requirements for Outside Executives>

In accordance with the independence criteria established by the Tokyo Stock Exchange, we judge outside executives applicable to any of the following as not qualifying as an independent outside director.

1. A person who is currently a director (excluding outside directors), corporate auditor (excluding outside corporate auditor), executive officer, or employee of the Solasto Group (*1).
2. A person who, during any business year occurring within the past 10 years, is or was a major shareholder (*2) of the Solasto Group, or the director, corporate auditor, corporate officer, or employee of a company for which the Solasto Group is a major shareholder.
3. A person who is or was an executive (*4) of a major Solasto Group business partner (*3).
4. A person who is or was a trustee or other director, corporate auditor, corporate officer, or employee of a corporation or foundation receiving significant donations (*5) from the Solasto Group.
5. Persons dispatched to or from the Solasto Group as a director, corporate auditor, or corporate officer.
6. A person who is or was associated with the Solasto Group's accounting auditor within the past 5 years.
7. A person who is or was an attorney, Certified Public Accountant, or consultant receiving significant monetary amounts (*6) or other assets from the Solasto Group.
8. A person who is the spouse, blood relative within two degrees, a cohabiting relative, or otherwise engaged in shared living with the following persons:
 - (1) A Solasto Group business executive
 - (2) A person who was a Solasto Group business executive during any fiscal year occurring in the past 10 years.
 - (3) Persons deemed not independent based on the above 2 through 7
9. Other persons who, upon a substantive decision by the company, would have potential conflicts of interest with Solasto Group general shareholders if serving as an outside executive.

(Notes)

- 1: "Solasto Group" refers to Solasto Corporation and its subsidiaries.
- 2: "Major shareholder" refers to a company, etc. directly or indirectly possessing voting rights equivalent to 20% or more of total voting rights.
- 3: "Major business partner" refers to a company, etc. whose payments made or received for transactions with the Solasto Group account for 2% or more of the Solasto Group's or said business partner's consolidated net sales during any fiscal year during the past three fiscal years.

- 4: "Executive" refers to a person in the position of executive director, executive officer, or a senior management position of general manager or higher.
- 5: "Significant donation" refers to donations averaging 10 million yen annually or exceeding 2% of the recipient's consolidated net sales or gross revenue, whichever is higher, over the past three fiscal years.
- 6: "Significant monetary amount" refers to amounts averaging 10 million yen annually for an individual, or exceeding 2% of an organization's consolidated net sales for an organization over the past three fiscal years.