

Translation for Reference

Corporate Governance Report

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Chiyoda Corporation

Masaji Santo, President & CEO

Contact: Telephone: +81 (45)-225-7740

Yukio Yamada, General Manager, Corporate Services Unit

Securities Code: 6366

<http://www.chiyoda-corp.com/en/>

The corporate governance of Chiyoda Corporation (the “Company”) is described below.

I. Basic Views on Corporate Governance, Capital Structure, Corporate Profile and Other Basic Information

1. Basic Views

The Company believes that management that earns the trust and empathy of all its stakeholders, including shareholders, customers, business partners, creditors, employees and local communities, is the basis of our corporate activities, and are working to continue to strengthen our management foundation and ensure sound and transparent management with the objective of sustained growth in the mid- to long-term. We uphold the continued strengthening of corporate governance and the development and reinforcement of an internal control system as important issues, and make efforts to put these into practice.

[Disclosure Based on the Principles of the Corporate Governance Code]

Based on the resolution of its Board of Directors, the Company has formulated the Chiyoda Corporation Corporate Governance Policy (hereinafter referred to as the “Company’s Policy”), which describes its basic views and policies on corporate governance. Please refer to the Company’s Policy disclosed on the following website:

<http://www.chiyoda-corp.com/company/corporate-governance>

Principle 1.4 Cross-Shareholdings

Please refer to II Chapter 1, 4 of the Company’s Policy.

Principle 1.7 Related Party Transactions

Please refer to II Chapter 1, 7 of the Company’s Policy.

Principle 3.1 Full Disclosure

Please refer to II Chapter 3, 1 of the Company’s Policy.

Regarding (i) of the said Principle, please also see the Company’s management philosophy and ongoing medium-term management plan disclosed on the following website:

<http://www.chiyoda-corp.com/company/policy/index.html>

<http://www.chiyoda-corp.com/ir/strategy/index.html>

Supplementary Principle 4.1.1 Scope of the Matters Delegated to the Management

Please refer to II Chapter 4, 1 of the Company’s Policy.

As described in the said item, To implement prompt decision making over the Company’s business execution, the Company establishes the Executive Committee composed of Representative Directors as the decision-making body for matters relating to business execution, defining the scope of matters to be

discussed under the Rules of the Board of Directors and the Rules of the Executive Committee to clarify the scope of delegation. Specifically, excluding matters to be resolved at Board of Directors' meetings in accordance with laws and regulations and matters equivalent to the foregoing that are deemed appropriate to be discussed at meetings of the Board of Directors in light of their importance and characteristics, decision-making regarding the Company's business execution is delegated to the Executive Committee.

Principle 4.9 Independence Standards and Qualifications for Independent Directors
Please refer to II Chapter 4, 9 of the Company's Policy.

Supplementary Principle 4.11.1 The Company's View on Diversity and the Appropriate Size of the Board of Directors
Please refer to II Chapter 4, 11(1) of the Company's Policy.

Supplementary Principle 4.11.2 Directors and Members of the Audit & Supervisory Committee
Please refer to II Chapter 4, 11(2) of the Company's Policy for descriptions of the said view. Please also see the "Notice of the Ordinary General Meeting of Shareholders" shown on the Company's website.
<https://www.chiyoda-corp.com/ir/en/library/soukai/>

Supplementary Principle 4.14.2 Training policy for Directors and Members of the Audit & Supervisory Committee
Please refer to II Chapter 4, 14 of the Company's Policy.

Principle 5.1 Policy for Constructive Dialogue with Shareholders
Please refer to II Chapter 5, 1 of the Company's Policy.

2. Capital Structure

Foreign Shareholding Ratio	From 10% to less than 20%
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[Status of Major Shareholders] Updated

Name / Company Name	Number of Shares Owned	Percentage (%)
Mitsubishi Corporation	86,931,220	33.39
The Master Trust Bank of Japan, Ltd. (Trust account)	20,652,000	7.93
Japan Trustee Services Bank, Ltd. (Trust account)	11,593,000	4.45
The Bank of Tokyo-Mitsubishi UFJ, Ltd.	9,033,925	3.47
Trust & Custody Services Bank, Ltd. (Securities investment trust account)	6,631,000	2.54
Mitsubishi UFJ Trust and Banking Corporation	4,274,000	1.64
State Street Bank and Trust Company	3,707,434	1.42
Japan Trustee Services Bank, Ltd. (Trust account 9)	3,568,000	1.37
Japan Trustee Services Bank, Ltd. (Trust account 5)	2,970,000	1.14
Meiji Yasuda Life Insurance Company	2,265,960	0.87

Controlling Shareholder (except for Parent Company)	-
Parent Company	None

Supplementary Explanation

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3. Corporate Attributes

Listed Stock Market and Market Section	Tokyo Stock Exchange, First Section
Fiscal Year-End	March
Type of Business	Construction
Number of Employees (consolidated) as of the End of the Previous Fiscal Year	More than 1000
Sales (consolidated) as of the End of the Previous Fiscal Year	From ¥100 billion to less than ¥1 trillion
Number of Consolidated Subsidiaries as of the End of the Previous Fiscal Year	From 10 to less than 50

4. Policy on Measures to Protect Minority Shareholders in Conducting Transactions with Controlling Shareholder

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5. Other Special Circumstances that may have a Material Impact on Corporate Governance

The Company decided to enter into a capital and business alliance agreement with Mitsubishi Corporation by resolution of the meeting of Board of Directors held on March 31, 2008 and concluded the capital and business alliance agreement as of this date.

II. Business Management Organization and Other Corporate Governance Systems regarding Decision-making, Execution, and supervision of Business

1. Organizational Composition and Operation

Organization Form	Company with Audit & Supervisory Committee
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[Directors]

Maximum Number of Directors Stipulated in Articles of Incorporation	16
Term of Office Stipulated in Articles of Incorporation	One year
Chairperson of the Board <u>Updated</u>	Company Chairperson (excluding the case where the Chairperson concurrently serves as Company President)
Number of Directors <u>Updated</u>	12
Nomination of Outside Directors	Nominated
Number of Outside Directors	4
Number of Independent Directors	3

Outside Directors' Relationship with the Company (1) Updated

Name	Attribute	Relationship with the Company*											
		a	b	c	d	e	f	g	h	i	j	k	
Nobuo Tanaka	Other												
Mikio Kobayashi	From another company												
Yukihiro Imadegawa	Lawyer												
Hiroshi Sakuma	From another company							○					

* Categories for "Relationship with the Company"

* "○" when the director presently falls or has recently fallen under the category; "△" when the director fell under the category in the past

* "●" when a close relative of the director presently falls or has recently fallen under the category; "▲" when a close relative of the director fell under the category in the past

a. Executive of the Company or its subsidiaries

b. Non-executive director or executive of a parent company of the Company

c. Executive of a fellow subsidiary company of the Company

d. A party whose major client or supplier is the Company or an executive thereof

e. Major client or supplier of the listed company or an executive thereof

f. Consultant, accountant or legal professional who receives a large amount of monetary consideration or other property from the Company besides remuneration as a director/member of the Audit & Supervisory Committee

g. Major shareholder of the Company (or an executive of the said major shareholder if the shareholder is a legal entity)

h. Executive of a client or supplier company of the Company (which does not correspond to any of d, e, or f) (the director himself/herself only)

i. Executive of a company, between which and the Company outside Directors/members of the Audit & Supervisory Committee are mutually appointed (the director himself/herself only)

j. Executive of a company or organization that receives a donation from the Company (the director himself/herself only)

k. Others

Outside Directors' Relationship with the Company (2) Updated

Name	Audit and Supervisory Committee	Designation as Independent Director	Supplementary Explanation of the Relationship	Reasons for Appointment
Nobuo Tanaka		○	Mr. Tanaka is an Independent Director.	By drawing upon his abundant experience and knowledge in the International Energy Agency and other international organizations, Mr. Tanaka is expected to perform his duties appropriately as an Outside Director. <Reason for nomination as Independent Director> Mr. Tanaka is not involved in matters that are likely to cause a conflict of interest in relation to general shareholders, and is recognized as being an Outside Director with no conflict of interest in relation to general shareholders.
Mikio Kobayashi	○	○	Mr. Kobayashi is an Independent Director.	With experience as an Executive Officer of Mitsubishi UFJ Trust and Banking Corporation, President & Representative Director of Ryoshin Credit Service Co., Ltd. and Representative Director, Deputy President of Japan Property Solutions Co., Ltd., Mr. Kobayashi is expected to contribute to ensure the sound of the management by conducting audits, etc. from an objective and neutral standpoint. <Reason for nomination as Independent Director> Mr. Kobayashi is not involved in matters that are likely to cause a conflict of interest in relation to general shareholders, and is recognized as being an Outside Director who is a member of the Audit & Supervisory Committee with no conflict of interest in relation to general shareholders.
Yukihiro Imadegawa	○	○	Mr. Imadegawa is an Independent Director.	As a lawyer and a professional in corporate legal affairs, Mr. Imadegawa is expected to contribute to ensure the sound of the management by conducting audits, etc. from a professional and objective standpoint. Mr. Imadegawa is not involved in matters that are likely to cause a conflict of interest in relation to general shareholders, and is recognized as being an Outside Director who is a member of the Audit & Supervisory Committee with no conflict of interest in relation to general shareholders.

Hiroshi Sakuma			Mr. Sakuma is an Executive Officer of Mitsubishi Corporation, a large shareholder of the Company.	Mr. Sakuma has successively held the positions of president of Diamond Generating Corporation, Executive Vice President of Mitsubishi Corporation, etc. and is well versed in a wide range of business areas, including oil and gas and other infrastructure, power generation and new energy. In addition, he has been deeply involved in the management of the investee companies and business groups in Japan and overseas and is expected to perform his duties appropriately as an Outside Director utilizing his experience and knowledge in global, general management.
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[Audit & Supervisory Committee]

Committee's Composition and Attributes of Chairperson

	All Committee Members	Full-time Members	Inside Directors	Outside Directors	Chairperson
Audit & Supervisory Committee	3	2	1	2	Outside Director

Appointment of Directors and/or Staff to Support the Audit & Supervisory Committee	Appointed
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Matters Related to the Independence of Such Directors and/or Staff from Executive Directors

To ensure the independence of the full-time staff member assisting in the duties of the Audit & Supervisory Committee, personnel appraisals of the assisting staff member are conducted by the Audit & Supervisory Committee. The transfer of the assisting staff member requires the prior consent of the Audit & Supervisory Committee, and the assisting staff member does not concurrently hold any position in connection to the execution of the Company's business operations.

Cooperation between the Audit & Supervisory Committee, Accounting Auditors and Internal Audit Department

To ensure the effectiveness of the Audit & Supervisory Committee, the members of the said Committee interview each internal division regarding the execution of operations. The Committee holds regular meetings with internal audit units and accounting auditors to ensure mutual cooperation. In addition, three-pronged auditing liaison meetings are regularly held among the Committee, internal audit units and accounting auditors.

Members of the Audit & Supervisory Committee cooperate closely with the accounting auditors and the Committee holds regular meetings for debriefing by the accounting auditors, including the annual audit plan debriefing meeting, the quarterly review debriefing meeting and the year-end audit debriefing meeting.

[Voluntary Establishment of Nomination/Remuneration Committee]

Voluntary Establishment of Committee(s) Corresponding to Nomination Committee or Remuneration Committee	Not established
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[Independent Directors]

Number of Independent Directors	3
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Matters relating to Independent Directors

The Company has appointed all the Outside Directors who satisfy the qualification requirements as Independent Directors.
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[Incentives]

Incentive Policies for Directors	Introduced performance-linked remuneration system.
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Supplementary Explanation

At the General Shareholders' Meeting held in June 2016, (1) a performance-linked remuneration system and (2) a remuneration system for the purpose of purchasing treasury stocks were introduced for the Directors (excluding those who are members of the Audit & Supervisory Committee): (1) An amount equivalent to no more than 1% of net income attributable to Chiyoda Corporation's shareholders and up to a maximum of 200 million yen per annum is invested under the system with the objective of boosting incentives among the Directors for increasing the Company's business performance in accordance with the management policy; and (2) An amount of up to a maximum of 90 million yen per annum is paid as remuneration that is practically linked to a long-term rise in the Company's share price with the objective of boosting incentives for improving the Company's business performance over a long-term period.
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Recipients of Stock Options	
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Supplementary Explanation

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[Directors' Remuneration]

Disclosure of Individual Directors' Remuneration	No individual disclosure
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Supplementary Explanation

From fiscal year 2004, Directors' remuneration is disclosed by remuneration category in business reports, and these business reports are publicly disclosed on the Company's webpages.
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Policy on Determining Remuneration Amounts and Calculation Methods	Established.
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Disclosure of Policy on Determining Remuneration Amounts and Calculation Methods
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The Company's officer remuneration system aims to improve the linkage with the Company's business performance, sharing values with shareholders and bolstering officers' motivation and morale toward better performance. The system obtained approval by resolution of the fiscal 2015 Ordinary General Shareholders' Meeting held on June 23, 2016.

a) Directors (excluding those who are members of the Audit & Supervisory Committee)

1. Base remuneration (which reflects the specific area of ongoing responsibility): No more than 300 million yen per annum
2. Performance-linked remuneration (which reflects the business performance for the fiscal year): An amount equivalent to no more than 1% of net income attributable to Chiyoda Corporation's shareholders and up to 200 million yen per annum., taking into account qualitative factors such as levels of net income attributable to Chiyoda Corporation's shareholders and dividends and the progress toward the achievement of management objectives.
3. Remuneration for the purpose of purchasing treasury stocks (which is linked to long-term improvements in the Company's business performance): An amount of up to a maximum of 90 million yen per annum is paid to Directors (excluding Outside Directors) who can acquire the Company's treasury stock through the Directors' shareholding society.

b) Directors who are members of the Audit & Supervisory Committee

Up to 84 million yen is paid per annum as base remuneration that reflects the specific area of ongoing responsibility.

[Supporting System for Outside Directors]

To strengthen the auditing activities, a full-time staff member (1 person) has been assigned to assist with the duties of the Audit & Supervisory Committee. The full-time staff member has various roles in supporting the Committee, including the transmission of information to the Outside Directors who are members of the Audit & Supervisory Committee.

2. Matters on Functions of Business Execution, Auditing, Oversight, Nomination and Remuneration Decisions (Overview of Current Corporate Governance System)

At the fiscal 2015 Ordinary General Shareholders' Meeting held on June 23, 2016, the Company transferred from the previous Company with Audit & Supervisory Board Members to a Company with an Audit & Supervisory Committee that is composed of a majority of Outside Directors. Based on this change, the Company has a system under which the Directors who are members of the Audit & Supervisory Committee ("Members of the Audit & Supervisory Committee") have voting rights to be exercised at board of directors' meetings and are involved in the nomination of Representative Directors and decision-making on overall business execution (excluding matters regarding which decision-making has been delegated to the Directors).

Based on the system of a Company with an Audit & Supervisory Committee, the Company seeks to ensure management monitoring functions from an objective and neutral standpoint by appointing four Outside Directors.

<Board of Directors>

The Board of Directors (meetings are held on a monthly basis) is composed of 12 Directors, including Members of the Audit & Supervisory Committee. At meetings of the Board of Directors, important management matters are determined and business execution is monitored. Appropriate decision-making and management supervision are ensured based on the objective and neutral perspectives of the Outside Directors. Matters to be decided at meetings of the Board of Directors include management plans, important organizational personnel system matters and investments and loans in large amounts.

The Company has introduced an executive officer system with the aim of streamlining business execution and strengthening the functions for reporting to the members of the Board of Directors through business operation reporting at meetings of executive officers (meetings are held on a monthly basis and are also attended by the members of the Board of Directors).

<Executive Committee>

The Company has established the Executive Committee composed of four Representative Directors as the decision-making body for matters relating to business execution with the aim of enabling prompt decision-making regarding the Company's business execution. The Committee conducts decision-making on matters concerning business execution adopted by resolution of the Board of Directors and prior deliberation of matters to be decided by the Board of Directors.

<Audit & Supervisory Committee>

The Company has established an Audit & Supervisory Committee composed of three members (two of whom are full time), and the Committee conducts auditing of the entire range of the Directors' performance of their duties. Two of the three Members of the Audit & Supervisory Committee are independent officers, one of whom is a person who has extensive insight into finance and accounting.

3. Reasons for Adoption of Current Corporate Governance System

Based on the system of a Company with an Audit & Supervisory Committee, it has ensured a system in which management monitoring functions from an objective and neutral standpoint are fulfilled through the appointment of four Outside Directors.

III. Implementation of Measures for Shareholders and Other Stakeholders

1. Measures to Vitalize the General Shareholder Meetings and Smooth Exercise of Voting Rights Updated

	Supplementary Explanations
Early Notification of General Shareholder Meeting	The convocation notice was dispatched on June 5 (for the latest meeting).
Scheduling General Shareholders' Meeting Avoiding the Peak Day	The meeting was held on June 26 (for the latest meeting).
Allowing Electronic Exercise of Voting Rights	The electronic exercise of voting rights has been made available since June 2007.
Participation in Electronic Voting Platform and other Measures for Improving Environment for Exercise of Voting Rights by Institutional Investors	The Company uses the ICJ platform that allows institutional investors to exercise electronic voting rights.
Providing Convocation Notice in English	The Company posts translated convocation notices on its website.

2. IR Activities

	Supplementary Explanations	Explanations by Representative
Preparation and Publication of Disclosure Policy	The basic views and policy concerning corporate governance are described in Chapter 3.1 of the Chiyoda Corporation Corporate Governance Policy (hereinafter referred to as the "Company's Policy") formulated based on a resolution of the Company's Board of Directors.	
Regular Investor Briefings for Analysts and Institutional Investors	After the disclosure of full-year and half-year business results to Tokyo Stock Exchange, the Company holds briefing sessions for analysts on the same day. In addition, conference calls are held to provide briefings on the first and third quarter business results.	Yes
Regular Investor Briefings for Overseas Investors	The Company holds briefing sessions for overseas investors three times a year in Asia, Europe and the USA. In addition: 1) The Company participates in conferences held in Japan by securities companies (three to four times a year); and 2) The Company strives to maintain fair disclosure toward overseas investors, so that there is no difference from disclosure toward domestic investors, by providing quarterly briefings through individual interviews and conference calls.	Yes
Posting of IR Materials on Website	Management measures are described in the message from the president on the Company's webpages. Brief reports on the Financial Results, supplementary materials for business results announcements (charts in color), etc. are also posted on the webpages. In addition, materials for explanations of financial results (charts in color) in Japanese and English are posted on the Company's webpages on the same day from the perspective of fair disclosure to domestic individual investors and overseas investors.	
Establishment of Department and/or Manager in Charge of IR	As a section in charge of IR, the IR, PR & CSR Section has been established within the Corporate Planning Unit.	

3. Measure Concerning Respect for Stakeholders

	Supplementary Explanations
Stipulation of Internal Rules for Respecting the Position of Stakeholders	In Chapter 2 of the Company's Policy described above, the Company sets forth provisions concerning cooperation with stakeholders other than shareholders.
Implementation of Environmental Activities, CSR Activities etc.	<p>1) The Group has formulated the CSR Vision, which states that it strives to contribute to the sustainable development of society by promoting its business and to continue to be a company that earns the trust and empathy of all of its stakeholders, including shareholders, customers and employees. The CSR Vision is implemented by each and every Group employee. In addition, the Group issues the Group CSR Report that describes its CSR activities and publicizes them on the Company's webpages.</p> <p>2) The Company is a member of the United Nations Global Compact in which businesses demonstrate responsible and creative leadership and participate voluntarily in efforts to establish a global framework that enables them to act as good corporate citizens and achieve sustainable growth. In accordance with fair and global norms that everyone can agree on, the Company is working on initiatives related to human rights, labor, environment, and anti-corruption.</p>
Development of Policies on Information Provision to Stakeholders	Chapter 3, 1 of the Company's Policy states the enhancement of information disclosure, including disclosure to stakeholders.

IV. Matters Related to the Internal Control System

1. Basic Views on Internal Control System and the Progress of System Development Updated

[Basic Policy on the Internal Control System]

The Company, in accordance with laws and regulations, has developed and managed an internal control system to ensure the proper execution of operations. To enhance internal controls, the Company has established the Internal Control Committee, which coordinates and summarizes the opinions voiced within the Company. At the end of the term or whenever it considers necessary, the Internal Control Committee proposes improvements on internal controls to the Executive Committee. The Executive Committee then reviews the proposals from the Internal Control Committee, and the Board of Directors makes the necessary decisions on the internal control system.

[Development and Management of the Internal Control System]

1. Framework of Compliance with Laws and Regulations

(1) The Company conducts business activities based on corporate philosophy and the principles provided in the Code of Conduct of the Chiyoda Group, by setting compliance with domestic and international laws and regulations and business execution in accordance with corporate ethics as the top priority. The Directors take the initiative to set an example for the rest of the Company, while the Board of Directors oversees the execution of duties by the Directors in light of compliance with laws and regulations.

(2) To enhance the framework of compliance with laws and regulations, the Company establishes the Compliance Committee chaired by the Representative Director, which reports on the status of compliance and proposes improvements to the Executive Committee, as necessary. In addition, by creating relevant rules and manuals, conducting various training and providing relevant information, the Company thoroughly raises the awareness of its executives and employees, as well as enhances the effectiveness of compliance through the development of whistle-blowing systems and consultation systems. Furthermore, such whistle-blowers or persons who utilize consultation systems will not be treated disadvantageously on the grounds of having made such reports or engaged in such consultations.

(3) With respect to legal issues and the procedures for making management decisions, the Board of Directors consults with legal counsel from time to time in its decision-making process, in an effort to enhance its objectivity and transparency.

(4) The internal audit division conducts audits on the status of compliance with laws and regulations of each sector.

(5) The Company confronts antisocial forces in a firm manner and will not offer profits to them. In the event that unreasonable demands are made on the Company by antisocial forces, it will respond systematically in collaboration with external, expert organizations such as the police force and lawyers.

2. Framework of Information Storage and Management

(1) The Company properly retains and manages documents by setting forth basic matters such as the documents subject to management, the relevant administrators and the retention periods in the in-house regulations of document handling and confidential information management, with regard to handling of information relating to the execution of duties by the Directors.

(2) The Company prepares minutes of important meetings such as those of the Board of Directors and the Executive Committee in accordance with laws and regulations as well as in-house regulations, and properly store and manages them.

3. Framework of Loss and Risk Management

(1) The Company establishes a risk and crisis management framework for each type of risk in accordance with basic policy regarding the Company's risk and crisis management, in-house regulations and various manuals. In addition, the Company establishes an organization that constantly monitors risks throughout the Company to centrally supervise the risk management activities implemented by the risk managers assigned to each division.

(2) The division in charge of risk supervision fulfills the crisis management secretariat function in the event of a crisis and deals with emergency situations, while it engages in constant activities to prevent and manage risks including providing relevant information and promoting awareness.

(3) In terms of risk management associated with receiving contract awards and executing awarded projects, which are the Company's core business, the Company develops examination system with regard to take-up, estimation policy, proposals, etc. In addition, an organization is established to be responsible for internal

checking including the cold-eye reviews, etc. The relevant divisions review and audit the execution of the projects, using specialized expertise in a timely manner, in line with the execution stages of the projects.

4. Framework to Ensure Efficiency

(1) The Board of Directors makes decisions on company-wide management policies and the execution of material businesses, formulates concrete management plans and takes effort to achieve management targets. In addition, in order to promptly make decisions on operations, the Board of Directors delegates part of its authority to the Executive Committee to the extent that it does not conflict with laws and regulations, in an effort to ensure the efficiency of operations.

(2) To contribute to the efficient achievement of management targets, organizations are formed flexibly and official authorities are clearly articulated and delegated, in accordance with the in-house regulations regarding division of duty and official authority.

(3) To enhance the efficiency of operations throughout the Company, various in-house regulations are established systematically, enforced and managed in an appropriate manner. In addition, information systems are utilized proactively to enable the efficient sharing and analysis of information.

5. Framework of internal control of the Chiyoda Group

(1) The Chiyoda Group clearly sets forth the values to be shared by all group executives and employees in its corporate philosophy and the Code of Conduct of the Chiyoda Group, while the Company and the group companies conduct business based on close mutual cooperation.

(2) The Company will establish in-house regulations to ensure the propriety and efficiency of operations of the Chiyoda Group. In terms of management of group companies, a responsible division will be established for each particular group company, and a division will be established to be responsible for supervising and managing such divisions.

(3) The group companies will establish a framework of internal control based on the same policy as the Company, including a system for reporting information to the Company in a timely and appropriate manner and a whistle-blowing system, to maintain consistency between the Company and its group companies. Specifically, in terms of compliance with laws and regulations, the Company establishes, beneath the Compliance Committee, the Group Compliance Liaison Meeting consisting of members from the group companies for the purpose of sharing compliance information within the Chiyoda Group. In terms of the risk and crisis management of the group companies, a system similar to the Company's system will be established. In addition, internal audits of the group companies are conducted by the internal audit division of the Company.

(4) As for major group companies, a framework is in place in which the Company's Audit and Supervisory Committee members serve concurrently as the Audit & Supervisory Board Members of each group company and they can conduct proper investigations as necessary.

6. Framework to Ensure the Effectiveness of the Audits by Audit and Supervisory Committee

(1) To enhance auditing activities of the Audit and Supervisory Committee, employees who specialize in supporting the Audit and Supervisory Committee to execute their duties are placed.

(2) To ensure the independence of such employees and to ensure the effectiveness of instructions given to them, the Audit and Supervisory Committee will evaluate the performance of the Audit and Supervisory Committee Office's employees. Furthermore, staff transfers will require the prior approval of the Audit and Supervisory Committee and transferred staff must not concurrently hold positions related to the actual execution of operations of the Company.

7. Framework for Reporting to the Audit and Supervisory Committee

(1) Executives and employees, when requested by the Audit and Supervisory Committee, report on their activities relating to internal controls on a regular basis or whenever important matters arise. The Company does not treat executives and employees who have reported to the Audit and Supervisory Committee disadvantageously on the grounds of having made such reports.

(2) To ensure the effectiveness of audits conducted by the Audit and Supervisory Committee, the Representative Directors meet with the Audit and Supervisory Committee on a regular basis to exchange opinions regarding the status of reports made by executives and employees to the Audit and Supervisory Committee. When the Audit and Supervisory Committee requests that Audit and Supervisory Committee members attend important meetings such as those of the Executive Committee, the Representative Directors accept the request.

(3) To ensure the effectiveness of reporting by the group companies, the Audit and Supervisory Committee meets with the Audit & Supervisory Board Members of major group companies on a regular basis to exchange opinions and share information on the framework of internal controls system of the Chiyoda Group.

(4) If the Audit and Supervisory Committee requests to use external experts selected by it for the audits conducted by Audit and Supervisory Committee members, the Company will pay the necessary expenses associated with the use of external experts, unless it is clearly proved that such external experts are not necessary for the execution of duties of Audit and Supervisory Committee members.

8. Framework for securing the appropriateness of financial reporting

(1) To secure the appropriateness of financial reporting required under the Financial Instruments and Exchange Law, the Company, together with the principal group companies, will establish and operate the necessary framework of internal control such as the documentation of operating rules. In case a new risk is recognized or in case a fault or deficiency is detected in the framework, prompt corrective action will be taken.

(2) The Company will conduct internal audits of daily operations, etc. to identify and validate the actual status of control activities in each area and secure the effectiveness of internal control functions related to financial reporting on a company-wide basis by establishing a highly-independent internal control division.

[Outline of the Management Status of the Internal Control System]

The Company has developed and managed an internal control system based on the “Policy on the Internal Control System” resolved at the meeting of the Board of Directors as stated above.

The Company works for continuous improvement by confirming the management status in each division and sharing information at the meeting of the Internal Control Committee, which was held twice in the FY2016.

The major management initiatives in the FY2016 are as follows.

The Company transitioned to the Company with Audit and Supervisory Committee at the conclusion of the Ordinary General Shareholders’ Meeting held on June 23, 2016, and the outline of the management status after the transition is described in “[5] Initiatives relating to ensuring the effectiveness of audits by the Audit and Supervisory Committee” and “[6] Initiatives relating to reporting to the Audit and Supervisory Committee” below. However, the Company also developed and managed the same frameworks as to Audit & Supervisory Board Members before the transition.

[1] Initiatives relating to compliance with laws and regulations

– The Company has conducted business activities based on corporate philosophy and the principles provided in the Code of Conduct of Chiyoda Group, by setting compliance with domestic and international laws and regulations and business execution in accordance with corporate ethics as the top priority.

– In the FY2016, the Company engaged in the thorough implementation of hitherto developed compliance programs. Specifically, the Company revised and developed various relevant regulations for the introduction of whistle-blowing systems to overseas group companies, conducted various trainings, such as the position-specific training related to the compliance of laws and regulations, pre-transfer training for overseas training and harassment prevention training, and held the Compliance Committee meeting five times.

– The internal audit division conducted audits on compliance programs, compliance frameworks, compliance related documents and others of the Company based on compliance regulations.

[2] Initiatives relating to loss and risk management

– The Company has established a risk and crisis management framework for each type of risk in accordance with the basic policy regarding the Company’s risk and crisis management, in-house regulations, and various manuals.

– The Company established a division that constantly fulfills risk management. In the FY2016, the division implemented activities, such as starting coordination between overseas travel information and registration with the Overseas Travel Registration (“Tabi-Regi”) introduced by the Ministry of Foreign Affairs, developing overseas travel management systems in major overseas group companies, and continuously holding pre-assignment training for employees posted overseas and their accompanying family members. The division also engaged in detailed prevention and management activities, such as implementing regular security monitoring of overseas bases by telephone, conducting security surveys of overseas bases and field offices, and holding liaison meetings for crisis managers and risk managers including those from domestic group companies.

– In terms of risk management associated with awarding contracts for projects, the division in charge continuously conducted management activities, implementing the cold-eye reviews to 78 projects. With regard to investments, the division conducted assessment in accordance with in-house regulations and

regularly reported the status of profit and loss on the investments executed to the Executive Committee and the Board of Directors.

[3] Initiatives relating to ensuring efficiency

– In order to promptly make decisions on the execution of operations, the Board of Directors delegates part of its authority to the Executive Committee to the extent that it does not conflict with laws and regulations, in an effort to ensure the efficiency of the execution of duties.

– In the FY2016, in terms of ensuring the efficiency of the execution of duties, matters of deliberation prescribed in the Regulations of the Board of Directors and the Regulations of the Executive Committee were partially revised.

[4] Initiatives relating to the framework of internal control of the Chiyoda Group

– The Chiyoda Group clearly sets forth the values to be shared by all group executives and employees in its corporate philosophy and the Code of Conduct of the Chiyoda Group, while the Company and the group companies conduct business based on close mutual cooperation.

– In the FY2016, to further ensure the propriety and efficiency of operations of the Chiyoda Group, the Company revised part of its in-house regulations.

– As for initiatives relating to the Chiyoda Group's compliance with laws and regulations, the Group Compliance Liaison Meeting, consisting of members from group companies, was held five times to enhance control and to share information within the Chiyoda Group.

[5] Initiatives relating to ensuring the effectiveness of audits by the Audit and Supervisory Committee

– To ensure the effectiveness of audits conducted by the Audit and Supervisory Committee, Audit and Supervisory Committee held 13 meetings with the Representative Directors and 23 meetings with Executive Directors to exchange opinions. Audit and Supervisory Committee members also attended important meetings including those of the Executive Committee and the Compliance Committee, as well as the Internal Control Committee for collaboration between the Audit and Supervisory Committee and the internal control division, and expressed their opinions as necessary.

– To verify whether the effectiveness of audits conducted by group companies, the Audit and Supervisory Committee held two meetings with Audit & Supervisory Board Members of major group companies, exchanged opinions and shared information regarding internal control systems within the Chiyoda Group.

– To enhance the auditing activities of the Audit and Supervisory Committee, employees who specialize in assisting the Audit and Supervisory Committee to execute its duties are placed.

– In the FY2016, the assignment of such employees and the evaluation of their performance were conducted in a proper manner.

[6] Initiatives relating to reporting to the Audit and Supervisory Committee

– Executives and employees, when requested by the Audit and Supervisory Committee, report on their activities relating to internal controls on a regular basis or whenever important matters arise.

– The Audit and Supervisory Committee received reports from executives and employees on their activities relating to internal controls at regular meetings or through hearings. As for the occurrence of important matters relating to internal controls for which reporting is required by the Audit and Supervisory Committee, no such important matter was recognized.

– The occurrence of a case where the Audit and Supervisory Committee uses external experts in its auditing was not recognized.

2. Basic Views on Eliminating Anti-Social Forces and the Progress of System Development

Basic views on the elimination of anti-social forces are as described in <Observance of laws, regulations, etc.>, the establishment and operation of internal control systems stated above. In addition, Item 5 of the Chiyoda Group Code of Conduct shown below sets forth provisions concerning the elimination of anti-social forces. Furthermore, the Company has established a system for obtaining the necessary information by contacting, on a regular and as-needed basis, the Corporate Protection Committee of Kanagawa Prefecture, an external professional organization. Instructions through internal communications, internal seminars, etc. are provided on methods of dealing with anti-social forces.

< Chiyoda Group Code of Conduct >

The Code of Conduct of the Chiyoda Group is as provided below.

We, the Chiyoda Group, recognize that all business activities are based on earning the trust and understanding of society and clients. To ensure that our business activities conform to social standards, we fully comply with

all applicable domestic and international laws and regulations as well as our own rules, and conduct business activities in accordance with the following principles:

1. To earn the trust of clients by constantly improving quality in order to supply useful facilities and services.
2. To do business with transparency, free competition and fairness in order to earn the trust and understanding of society and clients concerning our corporate activities.
3. To maintain strong lines of communication not only with shareholders and other stakeholders but also with society at large, and to disclose corporate information willingly and fairly.
4. To recognize that helping to solve environmental issues is an essential part of our business activities as an engineering company, and to contribute to society while cooperating with governments and their agencies.
5. To reject all contact with anti-social organizations and never offer these organizations any benefits.
6. To handle personal information and client information with the utmost care and attention and use intellectual property in an appropriate manner without infringing on the owner's intellectual property rights.
7. To draw a line between official company activities and private activities, and never take any action that would be detrimental to the company.
8. To respect the human rights of all people. In addition, to respect the diversity, individuality and character of employees and endeavor to ensure employees' health and safety by providing a suitable working environment.
9. Senior management shall recognize that implementing the spirit of this code is their responsibility, and shall make the related parties aware of this code by setting an example through their leadership. Senior management shall also heed the voices of stakeholders, both internally and externally, and take initiatives to solve all issues violating the Code of Conduct and strive to establish an effective framework for implementing these principles.

V. Other

1. Adoption of Anti-Takeover Measures

Adoption of Anti-Takeover Measures	Not adopted.
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Supplementary Explanation

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2. Other Matters Concerning to Corporate Governance System **Updated**

<p><<Outline of timely disclosure system>> Regarding the basic policy on information disclosure, the Company has set forth in the Chiyoda Group Code of Conduct that it discloses corporate information actively and fairly for the purpose of communication with society at large. Based on this policy, the Company discloses information in accordance with laws and regulations, the rules of Tokyo Stock Exchange, Inc. (the "TSE") and the Company's management standards.</p> <p>(1) Internal regulations and departments in charge of timely disclosure The Company has established internal regulations to ensure the appropriate disclosure and management (prevention of insider trading) of information. In addition, procedures for information disclosure are clearly defined to ensure their thorough implementation in the Company. The Division Director of the Corporate Planning Unit is in charge of information management in the Company. With respect to the departments in charge of the disclosure and announcement of material facts, the Corporate Services Unit is in charge of the disclosure of such matters to the TSE, and the Corporate Planning Unit discloses and announces them to other interested parties.</p> <p>(2) Process of information collection Employees and officers of the Group, when they come to know information that may fall under unpublished material facts, are required to promptly report, through their reporting lines, to the Division Director of the Corporate Planning Unit who is the information management supervisor.</p> <p>(3) Information analysis and judgment Upon the receipt of the reports described above, the Division Director of the Corporate Planning Unit who is the information management supervisor shall hold discussions with the departments in charge of making public announcements of material facts and with other related departments as appropriate and determine whether to make a public announcement, the time of such announcement, the method, etc. However, the Executive Committee also deliberates on the information disclosure of decisions, etc. that fall under material facts. With respect to issues that are submitted to the Executive Committee for discussions, the decisions of the Executive Committee shall supersede any judgment made by the Division Director of the Corporate Planning Unit.</p> <p>(4) Procedures for public announcement of information With respect to information concerning business results and decisions that are subject to decision-making by the governing body, the procedures for the timely disclosure of such information and decisions and other material facts to the TSE shall be taken as soon as possible after decisions are made by the governing body in the case of such information and decisions, and after the approval of the Division Director of the Corporate Planning Unit in the case of such other material facts. Furthermore, the Company endeavors to positively provide explanations on particularly material facts by means such as holding a press conference.</p> <p><<Evaluation of the Board of Directors>> The Company implemented the Fiscal 2016 Evaluation of the Board of Directors as follows.</p> <p><Methods of evaluation and analysis> A questionnaire on the effectiveness of the Board of Directors was provided to all the Directors (including members of the Audit & Supervisory Committee), and responses were collected from all the Directors (responses were made on an anonymous basis). After the results were organized and aggregated into an</p>
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evaluation report, the Board of Directors discussed the report and analyzed and assessed the effectiveness of the Board of Directors.

The major categories of the questionnaire were as follows:

1. Composition of the Board of Directors; 2. Frequency of holding meetings of the Board of Directors and deliberation time; 3. Matters for resolutions of the Board of Directors and relevant materials; and 4. Business and administration of meetings of the Board of Directors.

<Response to the results of the Fiscal 2015 Evaluation of the Board of Directors and overview of the analysis of the Fiscal 2016 Evaluation of the Board of Directors>

1. Response to the results of the Fiscal 2015 Evaluation of the Board of Directors

Issues identified in the Fiscal 2015 Evaluation of the Board of Directors were as follows:

“Narrowing down of agenda items and identification of issues at point for fulfilling deliberations”

Regarding this issue, after the Company changed to a Company with an Audit & Supervisory Committee, the Regulations of the Board of Directors were revised and part of the matters for resolution by the Board of Directors were delegated to the Executive Committee. As a result of the said delegation, progress was made toward fulfilling deliberations at the meeting of the Board of Directors.

2. Overview of the analysis of the Fiscal 2016 Evaluation of the Board of Directors

The results of the analysis showed that overall, high effectiveness was ensured regarding the Board of Directors. An overview of the analysis of the Fiscal 2016 Evaluation of the Board of Directors is as follows:

- (1) It was identified that the size of the Company’s Board of Directors was generally appropriate. However, the Board considers that discussions on its composition are necessary.
- (2) It was identified that the chairperson steers meetings of the Company’s Board of Directors in an appropriate manner, that free, vigorous and constructive discussions and exchanges of ideas and information are taking place at meetings of the Board of Directors, and that the Outside Directors are allowed to actively express their opinions. However, the Board considers that there is room for improvement concerning the timing of when agenda items are presented.
- (3) It was reaffirmed that it was important to provide feedback about the opinions of shareholders and investors obtained through the Company’s IR activities to the Board of Directors. Based on the results of the analysis, the Board shall seek to further improve discussions at its meetings.

<<Initiatives for promoting the active participation of women>>

With the enactment of the Act on the Promotion of Women’s Participation and Advancement in the Workplace (the “Women’s Career Activities Promotion Act”), the Company formulated an Action Plan for the Promotion of Women’s Career Activities (as of April 1, 2016) for promoting and implementing this initiative, and seeks to gain the thorough understanding of all the employees. This Action Plan aims to achieve a ratio of women of 25% or more in the overall new graduate recruitment by 2020.

Corporate Governance and Internal Controls

