

Last Update: June 20, 2024**DENSO CORPORATION**

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<https://www.denso.com/global/en/>

The corporate governance of DENSO 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 recognizes the establishment of corporate governance as a priority initiative for achieving sustainable long-term increases in corporate performance in a fast-changing global market. The Company has adopted a corporate auditor system under which it has established the General Meeting of Shareholders, Board of Directors, Audit & Supervisory Board, and Accounting Auditors as statutory bodies. In addition to these legal functions, the Company has established various governance-related frameworks. At the same time, the Company provides information regarding its business conditions to its shareholders and other investors on an ongoing basis, thereby implementing sound, efficient, and transparent management. Also, the Company has adopted its Basic Policies on Corporate Governance, which can be viewed below.

Basic Policies on Corporate Governance

(1) Securing the rights and equal treatment of shareholders

· DENSO shall provide timely and accurate information needed for shareholders to exercise their rights. Concurrently, the Company shall make efforts to establish an environment in which shareholders can exercise their voting rights and give due attention to assuring the rights and equal treatment of various substantial shareholders that include foreign and minority shareholders.

(2) Appropriate cooperation with stakeholders other than shareholders

· DENSO shall strive to create a virtuous cycle whereby it earns the trust and empathy of stakeholders and continually grows and develops with them by dealing with social issues and actively working to find solutions.

· DENSO shall place high value on dialogues with stakeholders and provide them with appropriate information to share values and cooperate with stakeholders.

(3) Ensuring appropriate information disclosure and transparency

· DENSO shall disclose its financial condition, operating results, and other financial information each quarter in compliance with the relevant laws and regulations as well as appropriately disclose management strategies and plans and other non-financial information each time they are formulated.

· DENSO shall deploy various methods for disseminating non-financial information in particular, which include directly

disseminating information through the Integrated Report, website and exhibitions as well as disseminating information to the mass media through press releases to obtain the understanding of its stakeholders.

(4) Execution of duties of the Board of Directors

- DENSO shall, in keeping with the DENSO Philosophy, determine the strategic directions of the Company through the Long-term Policy, a management compass indicating the directions we will pursue over the next five to 10 years, and the Mid-term Policy, which contains strategies that give global concrete shape to our objectives and activities for the next three-to-five-year period.

- DENSO shall realize swift decision-making and business operations through a corporate officer system that separates and clarifies the roles between members of the Board, who are responsible for management (decision-making and supervision), and Senior Executive Officers, who are responsible for the execution of business operations.

Additionally, DENSO shall, depending on the circumstances, have members of the Board serve concurrently as Senior Executive Officers to ensure the balance of knowledge, experience, and capabilities of the Board of Directors as a whole.

- DENSO shall emphasize objective and neutral management supervision from an outside perspective and shall utilize as outside directors and outside Audit & Supervisory Board members those persons who can reflect their wealth of external experience and wide-ranging knowledge in the Company's decision-making and auditing.

(5) Dialogue with shareholders

- DENSO shall strive for good communication with its shareholders and investors by providing enhanced information encompassing management strategies and financial information and actively holding dialogues with the participation of Board members and Senior Executive Officers in charge. The results of the dialogues shall be reported to the Board of Directors and the opinions of shareholders shall be utilized in DENSO's management.

Reasons for Non-compliance with the Principles of the Corporate Governance Code

The company has implemented all the principles of the Corporate Governance Code (including the June 2021 revision for the Prime Market).

Disclosure Based on the Principles of the Corporate Governance Code

The following descriptions are based on the principles of the Corporate Governance Code (including those for the Prime Market revised in June 2021).

Principle 1 – 4 : Strategic Shareholdings

(1) Basic Stance

DENSO is keen to reduce low-profit assets and adopts the basic policy of not owning strategic shareholdings unless it is deemed logical to own such shareholdings. Also, to continuously enhance corporate value, it is essential that we collaborate with outside parties, including promoting joint technological development with various other companies and maintaining and strengthening relationships with business partners. To that end, we hold the minimum number of strategic shareholdings necessary for our business strategies.

(2) Examination to Determine the Rationality and Appropriateness of Strategic Shareholdings

Every year, the Board of Directors comprehensively determines the appropriateness of cross-shareholdings by examining the management significance of holding each individual stock, including in terms of promoting joint development and strengthening business collaboration, as well as whether the return on holding said stock (dividend payments, increased share prices, relevant business profit, etc.) is greater than DENSO's weighted average cost of capital. In the case that the continued holding of such shares has been no longer deemed rational such as termination of joint development, DENSO proceeds with the sale of cross-shareholdings after careful dialogue with investee companies.

In this fiscal year, based on the results of the examination at the Board of Directors' meeting held in April and November 2023, DENSO sold 8 of the total specified investment shares and 3 of the partial specified investment shares (approximately ¥125.8 billion worth). At the Board of Directors meeting held in November 2023, DENSO resolved to sell its shareholdings, including the termination of cross-shareholding relationships with investee companies, in order to further improve asset efficiency and enhance discipline in corporate management.

(3) Standard for Exercising Voting Rights

DENSO believes that its investee companies should engage in management that emphasizes improving shareholder interest over the medium- to long-term, rather than pursuing shareholder returns only in the short-term. We exercise voting rights in an effort to help our investee companies realize sustainable improvement of their corporate value on the premise of contributing to the Company's profits. We comprehensively consider the merits of each item under examination regarding the exercising of votes based on our established internal guidelines. When necessary, we engage in dialogues with our investee companies regarding the content of our proposal.

Principle 1 – 7 : Related Party Transactions

(1) Transactions with Board members

The Company's Regulations for the Board of Directors require a resolution of approval by the Board of Directors.

(2) Transactions with DENSO's related parties such as major shareholders

As with other general transactions, the terms and conditions of individual transactions are negotiated and determined by fully taking into account the market value and offering the asking price.

In addition, with regard to a large amount of price revision, DENSO has created internal approval procedures based on the Business Approval Rules.

Supplementary Principle 2 - 4 (1) : Ensuring diversity in core human resources

An environment of co-creation where employees freely and openly exchange different opinions and ideas provides the source for innovation, and promoting diversity and inclusion is crucial to creating such an environment. At DENSO, we are promoting initiatives on a global scale to realize a working environment and an organizational culture that enables an active and fulfilling role for diverse human resources in terms of gender, gender identity, sexual orientation, age, race, nationality, religion, and disabilities as well as in terms of unseen differences such as experience and value systems.

- Non-Japanese Employees

Since establishing our first sales office in the United States in 1966, DENSO has been expanding its business overseas for more than 50 years. Currently, we conduct business activities in 35 countries and regions, with around 160,000 employees. Aiming to ensure that the leaders who will drive the future of DENSO and its new businesses are in suitable positions, we have set a target of achieving a 50% ratio of local talents as heads of overseas bases by fiscal 2030 and are actively working on initiatives for their development and cultivation. In talent management activities that involve collaboration between the headquarters and overseas regions, we hold talent development meetings with top executives in all

regions to accelerate the discovery, development, and promotion of promising talents. We also support growth through globally common training programs such as the Global Leadership Development Program (attended by a total of approximately 510 people, including Japanese participants).

- Promoting the Active Role of Women

With the aim of enabling our employees to work with enthusiasm in any position regardless of gender, we have formulated KPIs for every phase of employees' careers, including joining a company, encountering major life events, and being promoted, and are promoting activities to achieve these KPIs accordingly. In fiscal 2023, we adopted targets to increase the number of women working in not only business and technical fields but production fields as well. Guided by these targets, we have been promoting such efforts as roundtable discussions with female employees who serve as role models for other women and diversity training for the supervisors of female employees. Furthermore, starting from FY2024, we will integrate the "practical position" that were predominantly held by women into general positions, aiming to reduce the gender gap in role perception and distribution.

- Career recruitment

To increase diverse talents that DENSO has not had in the past and achieve new value creation, we are strengthening our efforts in career recruitment. The number of new career hires accounts for approximately 40% of the total technical and administrative hires. After joining the company, we support the building of personal networks through introductory training and education in each workplace. We also provide consultation services and address concerns related to mental and physical well-being. Moving forward, we will continue to work towards further improvement and support for active participation.

Integrated Report <https://www.denso.com/global/en/about-us/investors/annual-report/>

Website <https://www.denso.com/global/en/about-us/sustainability/>

Principle 2 – 6 : Roles of Corporate Pension Funds as Asset Owners

The company's corporate pension funds are managed by the DENSO Corporate Pension Fund (the "Fund"). The "Fund" plays an important role in not only forming stable assets for employees but also impacting the financial standing of the company, and collaborates closely with the company.

(1) Investment Policy

In order to maintain a sound financial standing of the "Fund", we comply our investment policy to secure stable long-term return by diversified asset mix, while controlling volatility and emphasizing downside protection.

(2) Human Resource Initiatives

In principle, we assign portfolio managers from our Finance & Accounting Division to the "Fund". Since pension investment management requires a high level of expertise, it is important to develop experienced portfolio managers through job rotation, and to appropriately monitor entrusted asset managers.

(3) Investment Management

As part of our governance, we have established an Asset Management Committee consisting of members from our company and the "Fund", which ensures the soundness of the "Fund" financial standing through reports on asset portfolio, investment policy reviews, and monitoring of entrusted asset managers.

Principle 3 - 1 (i): Corporate Philosophy, Vision, Management Strategy

(1) Corporate philosophy

We have formulated the DENSO Philosophy as our corporate philosophy, and each and every employee always keeps it in mind as a guide of action so that we can continue to be a corporation that is trusted and expected by people around the world.

< Mission >

Contributing to a better world by creating value together with a vision for the future

< Management Principles >

1. Customer satisfaction through quality products and services
2. Global growth through anticipation of change
3. Environmental preservation and harmony with society
4. Corporate vitality respect for individuality

< Individual Spirit >

1. To be creative in thought and steady in action
2. To be cooperative and pioneering
3. To be trustworthy by improving ourselves

(2) Vision, Management Strategy

① Long-term Policy for 2030

< Slogan >

Bringing hope for the future for our planet, society, and all people

< Our Goal for 2030 >

A company that continuously generates value to enrich mobility that achieves sustainability, happiness, and peace of mind for everyone

< Keywords >

Green: Lasting vitality for the environment

Contribute to sustainability by increasing efficiency and reducing environmental impact

Peace of Mind: Providing a sense of well-being

Contribute to future mobility that is safer, more comfortable, and convenient for everyone

Inspiring: Making a difference

Contribute to happiness for everyone through inspiring value-added offerings

② 2025 Mid-term Policy

In light of changes in the business environment and our medium- to long-term vision, we have formulated Our Goals and Five Pillars of Global Management, based on strengthening our management base and business growth.

< Our Goals >

- Sustainable management
- High aspirations and proper work processes
- Transformation of Business Portfolio

· Realization of Carbon neutrality

· Generation of new value

< Five Pillars of Global Management >

1. Establish a Solid, Unshakable Business Foundation

2. Transform Workstyles through Digitalization with the Aim of Realizing World-First and World-Best Offerings

3. Transform Business Structure by Achieving Growth and Promoting De-emphasis and Discontinuation in Collaboration with the Industry and Our Business Partners

4. Lead the Industry in Becoming Carbon Neutral (Realize both competitiveness and carbon neutrality)

5. Achieve Business Growth through the Provision of Products and Solutions in New Fields

Principle 3 - 1 (ii): Basic views and policies on corporate governance

Please refer to "I. Basic Views on Corporate Governance, Capital Structure, Corporate Profile and Other Basic Information" in this report.

Principle 3 - 1 (iii): Board Policies and Procedures in Determining the Remuneration

For details, please refer to II. 1 [Director Remuneration] "Disclosure of Policy for Determining Remuneration Amounts or Calculation Methods Thereof."

Principle 3 - 1 (iv): Policies and Procedures for Selection of Candidates for Members of the Board and Audit & Supervisory Board Members

< Policy >

Without consideration of gender or age, nominate members of the Board and Audit & Supervisory Board members with an emphasis on diversity, including gender and internationality, and from the viewpoint of striking a balance between experience, skills, and expertise so as to promote accurate and swift decision-making.

< Procedure >

The president and relevant members of the Board listen to opinions based on various perspectives and select suitable candidates to serve as a member of the Board of Directors, comprehensively taking into account their background, personality, insight, and other factors. The Executive Nomination and Remuneration Council, which is chaired by an independent outside Board member and also has a majority of independent outside Board members serving as its members, then holds debate on these candidates and lists the candidates for selection for the current fiscal year.

· Members of the Board are selected based on an informal resolution by the Board of Directors and deliberation at the General Meeting of Shareholders.

· Audit & Supervisory Board members are selected based on an informal resolution by the Board of Directors and deliberation at the General Meeting of Shareholders, with the consent of the Audit & Supervisory Board

Principle 3 - 1 (v): Reasons for Nomination Each Candidates for Member of the Board and Audit & Supervisory Board Members

For details, please refer to II. 1 [Directors] "Relationship with the Company(2)" and II. 1 [Audit and Supervisory Board Member] "Relationship with the Company(2)".

Supplementary Principle 3 - 1 (3) : Initiatives for Sustainability

(1) Promotion of Sustainability Management

Since our founding, we have been promoting sustainability management to contribute to the resolution of social issues through our businesses for the benefit of society, customers. The spirit of our sustainability management is encapsulated in the essential part of the DENSO Creed, and this approach represents the core of our management that we have inherited since our founding and provides us with the driving force for growth.

Toward the steady implementation of sustainability management, we have incorporated social issues into our long-term vision and material issues (materiality) and are working to resolve them through our business activities. In our long-term vision, we have adopted the three themes of “green,” “peace of mind,” and “corporate foundation” as the areas where we can contribute through our business. In addition, among social issues, we have selected 16 themes that are of high importance to the realization of a sustainable society and to which the company should contribute as material issues of high priority (Materiality), and we have set goals for each theme and are working to achieve these goals.

For example, we are reviewing our business portfolio and making strategic investments in R & D and human resource development to achieve the “ultimate zero” of “zero carbon neutral (zero CO₂)” for global warming and “zero traffic fatalities” for reducing traffic accidents.

From fiscal 23, we have incorporated sustainability KPIs into Company targets, and follow up on progress along with financial goals at the Management Deliberation Meeting and the Board of Directors’ meeting.

We believe that in order to realize sustainable management, it is important for all Group employees to understand sustainability and put it into practice through their work, and we are promoting penetration activities so that each employee can speak out about the relationship between his/her work and sustainability using the SDGs in his/her own words. Furthermore, the level of achievement for some KPIs is evaluated as a calculation index for executive compensation in order to provide a strong incentive for management to participate in achieving our sustainability targets.

(2) Investment in “Human Capital”

The starting point for providing society with new value is the ability of our people and organization to turn ideas into reality. With this in mind, we will advance human capital-focused management to ensure that all DENSO employees have aspirations and ambitions; benefit society, customers, and coworkers; and become a “group of professionals with the ability to turn ideas into reality.” We believe that, by combining the strengths of our people and organization, we can develop our distinctive ability to turn ideas into reality even further. Based on this belief, DENSO has set out its PROGRESS vision and action plan, calling for the reform of human resource initiatives and systems to support employees as they continue taking on challenges and achieving change.

For details on our “human capital”, please refer to our "Integrated Report" or our website.

【URL】

- Integrated Report "[Human Capital](#)"
- Website "[Social Initiatives - Together with Our Employees](#)"

(3) Investment in “Intellectual Capital”

DENSO is strengthening intellectual property (IP) portfolio management by redefining the IP portfolio as an asset that is indispensable to the Company’s sustained growth. Our management, business, R&D, and IP divisions are holding dialogues to elevate our IP strategies to the level of IP-focused management that benefits corporate management.

In addition, we are designing our IP portfolio (IP PF) in consideration of a value creation story and core technologies that help to address social issues.

In designing, we have distinguished and identified our IP PF at three levels: a Companywide level, a business segment level, and a development theme level, to form optimal portfolio at each level.

In step with product life cycles, we are pursuing IP investment that contributes to the strengthening of IP competitiveness and the realization of our future vision, aiming at Enhancing Corporate Value and Sustaining Growth.

For details on our “Intellectual Capital”, please refer to our "Integrated Report" or our website.

【URL】

- Integrated Report "[Intellectual Capital](#)"
- Website "[Intellectual property](#)"

(4) Response to Climate Change (TCFD)

We believe that environmental changes in the context of climate change, are important issues that will have a significant impact on our business in the future. We pledged our support for the Task Force on Climate-related Financial Disclosures (TCFD) in May 2019, and in accordance with this framework, we are identifying risks and opportunities and analyzing scenarios of their impact on business strategy and financial planning.

In light of the progress, we have made with the results of our scenario analysis, we adopted a more ambitious goal of achieving “carbon neutrality in 2035” as a goal of reduction in CO2 emission and commenced activities to reach this goal.

We clarified specific targets for this goal in the Mid-term Policy for 2025. At the same time, we incorporated a sustainability target pertaining to our material issues into part of our management targets. As previously mentioned, the status of progress and follow-up regarding these targets are shared not only at the Company wide Safety, Health, and Environment Committee but also at the Management Deliberation Meeting and the Board of Directors.

| Scope | Metrics and Targets |
|---|--|
| Scope 3 (Upstream) ~Component procurement | FY2031 Reduction of 25% (equivalent to well below 2°C*) FY2051 Carbon neutral |
| Scope 1 and 2 ~Monozukuri | FY2026 Carbon neutral FY2036 Carbon neutral (without carbon credits) |
| Scope 3 (Downstream)~Product use | FY2031 Reduction of 25% (equivalent to well below 2°C*) |

* The target of keeping temperature increases well below 2°C, which is a Scope 3 target under the 1.5°C standard

【Scope1・2】 Carbon-Neutral Monozukuri

We aim to achieve carbon neutrality in Monozukuri by lowering CO2 emissions through energy consumption reduction based on more efficient

manufacturing processes; by using such renewable energy sources as sunlight; and by developing and commercializing technologies that capture CO₂ emitted in production processes and reuse it as energy.

【Scope 3 (Upstream)】 Reduction of CO₂ Emissions in the Supply Chain

Since the progress of the initiatives conducted by suppliers varies from one supplier to another, DENSO will monitor progress through active dialogue with suppliers and provide support suited to their issues. For example, we will provide information on energy-saving know-how and help suppliers procure renewable energy and transition to low-carbon materials.

【Scope 3 (Downstream)】

(1) Carbon Neutrality for Electric Vehicle Components

We will help reduce CO₂ emissions from vehicle use by developing products and systems that support the popularization of HEVs, BEVs, FCEVs, and other xEVs. In addition, we will apply the electrification technologies cultivated in the automotive industry to the field of air mobility in an effort to significantly reduce CO₂ emissions in all facets of mobility.

(2) Reduction of CO₂ Emissions from Energy Use

We will establish technologies that store and reuse energy in a highly efficient manner, regardless of location or time, and work to popularize them on a global basis. By doing so, we will help realize an energy-recycling society.

<International Certification of Reduction Targets >

We have established targets for the reduction of greenhouse gas emissions by fiscal 2031.

These targets are based on scientific evidence and consistent with the goal of limiting the global average temperature increase to 1.5°C above pre-industrial levels, which is set forth by the Paris Agreement. As a result, our targets have obtained Science Based Targets (SBT) certification from the internationally recognized Science Based Targets initiative (SBTi) *.

* The SBTi is a joint initiative established by Worldwide Fund for Nature, CDP, the World Resources Institute, and the United Nations Global Compact. The SBTi formulates guidance that enables companies to set specific targets for the volumes and timeframes of greenhouse gas emission reductions. SBT certification is granted to companies whose targets are recognized to be in conformity with scientific findings (Science Based Targets)

For details on our climate change response (TCFD) and other environmental activities, please refer to our "Integrated Report" or our website.

【URL】

- Integrated Report "[Natural Capital](#)" and "[Efforts to Maximize the Value of Green](#)"
- Website "[Commitment to the Environment](#)"

We will continue to contribute to a sustainable society and improve our corporate value through promoting our sustainability management.

Supplementary Principle 4 – 1 (1) : Scope and Outline of Delegation to Management

The company has streamlined the number of directors to achieve speedy decision-making and operations through an officer system that demarcates the roles of the directors responsible for overseeing management and the executive vice president and senior executive officer responsible for business operations.

Individual operations such as capital investment are decided by the president, executive vice presidents, senior executive officers, and senior

directors by monetary scale in accordance with the "Business Decision Rules.

Principle 4 – 9 : Independence Standards for Independent Directors

Please refer to " II. 1. Matters Concerning Independent Directors and Independent Audit and Supervisory Board Members" of this report.

Supplementary Principle 4 – 10 (1) : Concept, Authority and Roles Related to Voluntary Nominating Committee and Remuneration Committee and Related to Independence of Committee Structure

The company established the Executive Nomination and Remuneration Council, chaired by an independent outside Board member and whereby independent outside Board members form a majority, in order to ensure impartiality, fairness, and transparency in Board member nomination and remuneration.

<Member>

- Shigeki Kushida (Independent Outside Board Member)
- Koji Arima (Representative Member of the Board)
- Shinnosuke Hayashi (Representative Member of the Board)
- Yuko Mitsuya (Independent Outside Board Member)
- Joseph P. Schmelzeis, Jr. (Independent Outside Board Member)

<Discussion Theme>

【Basic Policy, Criteria】

- Nomination: Number and Composition of Member of the Board
- Nomination: Nomination Policy of Executives
- Remuneration: Concept of Remuneration System
- Remuneration: Remuneration Structure (Fixed/Variable Pay, etc)
- Remuneration: Determinants of Remuneration (Financial/Non-Financial KPI, etc)

【Annual Proposal of Nomination and Remuneration】

- Confirm and approve the annual executive nomination and remuneration proposals that are in line with the basic policy, standards, and decision-making process
- From April 2021, the Board of Directors has entrusted the final decision on individual remuneration amounts to this council.

< Activities of Executive Nomination and Remuneration Council>

The Executive Nomination and Remuneration Council met seven times in fiscal 2023 with 100% participation by council members. The main topics discussed in the council are as follows.

- Personnel Change of Executives as of January 2024
- Personnel Change of Executives as of June 2024
- Succession Plan for President
- Succession Plan for Outside Board Member

- Fiscal 2022 Individual Evaluation and Remuneration
- Revision of Remuneration System for Executives
- Level of Remuneration for Executives
- Revision of Stock Compensation Limit

Supplementary Principle 4 - 11 (1): Views on the Balance of Knowledge, Experience and Capabilities, Diversity and Scale of the Board of Directors as a Whole

The Board of Directors is composed of 12 members: eight members of the Board (including three outside Board members), two standing Audit & Supervisory Board members, and two outside Audit & Supervisory Board members.

Members of the Board are familiar with the management of each business and its pressing issues. The composition of the Board strikes a strong balance between expertise, experience, skills, and global perspectives, including those of the outside Board members. For the Audit & Supervisory Board, the company selects persons who possess knowledge related to not only business management but also finance, accounting, and law. In this way, the company aims to achieve a balance between diverse opinions and secure the necessary level of expertise to ensure that the Board of Directors functions properly.

The company has defined 11 areas of experience and specialization necessary to realize its Long-term Policy for 2030 and sustain stable corporate management. The areas of specialization that the Company expects each member to demonstrate are described on the page of the company website, "Corporate Governance".

【URL】

[Corporate Governance](#)

Supplementary Principle 4 - 11 (2) : Concurrent Positions Held by Members of the Board and Audit & Supervisory Board Members

The company posts the status of concurrent positions of Directors and Audit & Supervisory Board Members every year in the Notice of Ordinary General Meeting of Shareholders.

Supplementary Principle 4 – 11 (3) : Summary of the Board of Directors' Effectiveness Assessment

We survey all members of our Board of Directors regarding its operations, the issues it discusses, the resolution process, and the support it provides to outside directors. Along with the results of the questionnaire, we conduct individual interviews with internal officers and discussions with external officers at independent directors' meetings, with the aim of eliciting candid opinions on issues and improvements that members feel need to be addressed. Issues and areas for improvement identified will be reported to the Board of Directors and shared among those in attendance to improve the effectiveness of the Board of Directors.

◆ As a result of the activities undertaken in FY2024 to address the issues identified in FY2023, the results of the questionnaire and interviews confirm that the Board of Directors in FY2024 was more effective than in the previous year.

< Achievements in FY2024 against FY2023 issues >

Strategy Discussion

- Planned Board of Directors meetings for strategic agenda items

Strategic agenda items such as business PF, cost of capital management (strategic shareholdings), semiconductors, etc.

- Narrowing down the agenda of the Board of Directors by transferring authority
Transferring authority for investment execution by reviewing decision-making criteria.
- Utilize opportunities outside of board meetings to deepen the strategic agenda
Discussions on human capital at executive review meetings.

Support for Outside Directors

- Supporting Business Understanding through Enhanced Site Visits
Site visits to group companies and business collaborators.

We will develop an improvement action plan in FY2025 to address the remaining issues identified in FY2024, with the aim of further improving effectiveness.

<Improvement activity plan for FY2025 for FY2024 issues>

Further Enhancement of Strategy Discussions

- Mid-term policy planning, company-wide strategies such as sustainability,
Cross-disciplinary strategies (human capital + technology development and DX),
Strategic agenda for semiconductor and software strategy, etc.

Information gap between internal/outside directors

- Share materials, minutes, etc. of Management Council and Strategy Committee meetings after picking out agenda items that board members should be aware of.

Supplementary Principle 4 - 14 (2) : Training Policy for Members of the Board and Audit & Supervisory Board Members

In order to fulfill the roles and responsibilities expected to members of the Board and Audit & Supervisory Board members and to fully exercise their functions, the company provides opportunities for them to acquire and update knowledge and understand their role responsibilities as top management through training, executive workshop, information exchange, mutual study and so on.

In addition, for outside officers, the company conduct on-site visit to plant and affiliated companies, and business briefing session by internal officers, in order to enhance the understanding DENSO's policy and businesses. The company also provide outside officers with explanations on important agenda items before Board meetings to deepen the understanding of each management issue.

The Independent Officers Meeting is also held to discuss the company's management issues and mid to long-term prospects, and to provide feedback to internal officers, thereby promoting greater mutual understanding and insight.

Principle 5-1: Policies for Initiatives to Develop a System to Promote Constructive Dialogue with Shareholders

(1)Basic Policy

Based on the basic principles of the company, the Group aims to build long-term, friendly relationships with shareholders and investors in order to achieve sustainable growth, enhance corporate value and contribute to society through its business activities. We actively engage in dialogue with shareholders to gain their understanding and support.

(2)IR system

Led by the director in charge of investor relations and the director in charge of public relations and external affairs, officers with expertise in their respective fields will actively engage in dialogue and provide a wide range of information, including management strategy and financial information. We have also established a department dedicated to IR and have established a system for close collaboration with other departments, including corporate planning, accounting, public relations, technical planning and business planning.

(3) Method of dialogue

In addition to financial results briefings for analyst investors held four times a year, we conduct shareholder meetings, medium- to long-term business strategy briefings (eg. DENSO DIALOG DAY), meetings with individual institutional overseas investors, company briefings and factory tours to earn the trust of our shareholders and investors.

The implementation status of the dialogue is disclosed through the company website.

<URL> <https://www.denso.com/global/en/about-us/investors/status-of-dialogue/>

(4) Internal Feedback

Opinions and concerns obtained through dialogue with shareholders and investors are reported to the executive collegial bodies such as the Board of Directors and the Management Deliberation Meeting, and fed back to management and related departments for prompt use in the management of the company.

(5) Insider information

Regulations on the management of insider information Officers' bylaws have been established and are properly managed and operated. The period prior to the release of financial results is a silent period during which we limit our dialogue with shareholders and investors regarding financial results and near-term earnings forecasts.

〈Action to Implement Management that is Conscious of Cost of Capital and Stock Price〉 〈English disclosure〉

DENSO has set ROE as the most important financial KPI and implements management with an awareness of capital costs as it works to continuously enhance corporate value. DENSO targets ROE of over 10% in the Mid-term Policy for 2025 and is working to expand its equity spread (ROE – Cost of shareholders' equity) over the medium to long term with the following four initiatives: (1) reinforce profit structure, (2) reduce low-profit assets, (3) improve capital structure, and (4) engage in dialogue with markets.

As a result of the above initiatives, DENSO's ROE was 7.3% in fiscal 2022, exceeding the cost of shareholders' equity of 7.0%, and 6.3% in fiscal 2023 due to the incurred of quality cost, compared to the cost of shareholders' equity of 8.0%. However, DENSO's ROE is expected to be 9.2% in fiscal 2024, exceeding the cost of shareholders' equity of 8.2%. Profitability that exceeds capital cost has been established, and we are on track to achieve ROE of over 10%, which is DENSO's 2025 Mid-term target.

The Board of Directors has discussed and approved the policies and analysis of the current status of the above initiatives.

In addition, management with an awareness of capital cost and specific initiatives to enhance corporate value are described in the "Integrated Report" posted on the company website and explained at the business briefings and other events. Financial indices are described in the financial results materials. Please refer to the following URL for details.

Integrated Report 2023

<https://www.denso.com/global/en/about-us/investors/annual-report/>

Business briefing “DENSO DIALOG DAY” (November 15, 2023)

<https://www.denso.com/global/en/about-us/investors/business-briefing/>

Financial Results for the Year Ended March 2024

<https://www.denso.com/global/en/about-us/investors/settlement/>

2. Capital Structure

Foreign Shareholding Ratio From 20% to less than 30%

Status of Major Shareholders

| Name or Company Name | Number of Shares Owned | Percentage (%) |
|--|------------------------|----------------|
| Toyota Motor Corporation | 598,927,324 | 20.57 |
| The Master Trust Bank of Japan, Ltd. (Trust account) | 340,875,400 | 11.71 |
| Toyota Industries Corporation | 157,705,656 | 5.41 |
| Custody Bank of Japan, Ltd. (Trust account) | 133,905,400 | 4.60 |
| TOYOTA FUDOSAN CO., LTD | 133,235,200 | 4.57 |
| Nippon Life Insurance Company (Standing proxy: The Master Trust Bank of Japan, Ltd.) | 86,654,100 | 2.97 |
| DENSO Employees' Shareholding Association | 48,865,442 | 1.67 |
| GOVERNMENT OF NORWAY (Standing proxy: Tokyo Branch, Citibank, N.A.) | 39,014,820 | 1.34 |
| SSBTC CLIENT OMNIBUS ACCOUNT (Standing proxy: Tokyo Branch, The Hongkong and Shanghai Banking Corporation Limited) | 38,865,718 | 1.33 |
| STATE STREET BANK WEST CLIENT - TREATY 505234 (Standing proxy: Settlement & Clearing Services Department, Mizuho Bank, Ltd.) | 36,209,060 | 1.24 |

Controlling Shareholder (Excluding the Parent Company) None

Parent Company None

Supplementary Explanation

1. DENSO holds treasury stock of 240,878 thousand shares, but is excluded from the list of major shareholders above.
2. "Shareholding Ratio" is calculated after excluding the treasury stock of 240,878 thousand shares.
3. "Investment in the Company" by Toyota Industries Corporation is stated after excluding the Company's 27,192 thousand shares (shareholding ratio: 0.93%), which are contributed as a trust asset for employees' retirement benefits by Toyota Industries

Corporation. (These shares are registered in the name of "Custody Bank of Japan, Ltd.(Trust Account of Toyota Industries Corporation Employees' Retirement Benefits for the Re-trust by Sumitomo Mitsui Trust Bank, Limited)," and Toyota Industries Corporation reserves the right of instruction in exercising the shares' voting rights.)

3. Corporate Attributes

| | |
|---|---|
| Listed Stock Market and Market Section | Tokyo Stock Exchange (TSE) Prime, Nagoya Stock Exchange (NSE) Premier |
| Fiscal Year-End | March |
| Type of Business | Transportation Equipment |
| Number of Employees (Consolidated) as of the End of the Previous Fiscal Year | More than 1,000 |
| Sales (consolidated) as of the End of the Previous Fiscal Year | More than 1 trillion yen |
| Number of Consolidated Subsidiaries as of the End of the Previous Fiscal Year | From 100 to less than 300 |

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

The Company belongs to a corporate group that includes Toyota Motor Corporation as its other affiliated company.

Although Toyota owns 20.58% of our voting rights, we do not have any restrictions from Toyota in terms of approvals for our business activities, and we conduct our business activities independently.

Although the Company's sales to the Toyota Group account for 48.4% of its total sales, the Company sells various auto parts to the Group after conducting its own R&D, production, and sales activities.

The terms and conditions of our transactions with the Toyota Group are determined through individual discussions with each company and are similar to the terms and conditions of transactions with other companies outside the Group.

The company established the Executive Nomination and Remuneration Council, chaired by an independent outside Board member and whereby independent outside Board members form a majority, in order to ensure impartiality, fairness, and transparency in Board member nomination and remuneration.

Going forward, The company will continue to aim to increase corporate value by enhancing synergies, including vision, with Toyota Group companies, based on the premise of giving due consideration to the interests of all shareholders, including minority shareholders.

5. Other Special Circumstances which May have Material Impact on Corporate Governance

None

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

1. Organizational Composition and Operation

| | |
|-----------------------------|---|
| Corporate Governance System | Company with Audit and Supervisory Board* |
|-----------------------------|---|

*Referred to in the Corporate Governance Code reference translation as "Company with *Kansayaku* Board"

Directors

| | |
|---|----------|
| Number of Directors Stipulated in Articles of Incorporation | 20 |
| Directors' Term of Office Stipulated in Articles of Incorporation | 1 year |
| Chairperson of the Board | Chairman |
| Number of Directors | 8 |
| Election of Outside Directors | Elected |
| Number of Outside Directors | 3 |
| Number of Independent Directors | 3 |

Outside Directors' Relationship with the Company (1)

| Name | Attributes | Relationship with the Company* | | | | | | | | | | | |
|---------------------------|----------------------|--------------------------------|---|---|---|---|---|---|---|---|---|---|--|
| | | a | b | c | d | e | f | g | h | i | j | k | |
| Shigeki Kushida | From another company | | | | | | | | | | | | |
| Yuko Mitsuya | From another company | | | | | | | | ○ | | | | |
| Joseph P. Schmelzeis, Jr. | From another company | | | | | | | | | | | | |

*Categories for "Relationship with the Company".

(Use "○" 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; and "▲" when a close relative of the director fell under the category in the past.)

- Person who executes business of the Company or a subsidiary
- Person who executes business or a non-executive director of a parent company
- Person who executes business of a fellow subsidiary
- Person/entity for which the Company is a major client or a person who executes business for such person/entity
- Major client of the Company or a person who executes business for such client
- Consultant, accounting expert, or legal expert who receives large amounts of cash or other assets in addition to director/Audit and Supervisory Board Member compensation from the Company
- Major shareholder of the Company (in cases where the shareholder is a corporation, a person who executes business of the corporation)
- Person who executes business for a client of the Company (excluding persons categorized as any of d, e, or f above) (applies to self only)
- Person who executes business for another company holding cross-directorships/cross-auditorships with the Company (applies to self only)
- Person who executes business for an entity receiving contributions from the Company (applies to self only)
- Other

Outside Directors' Relationship with the Company (2)

| Name | Designation as Independent | Supplementary Explanation of the Applicable Relationship | Reasons for Appointment |
|------|----------------------------|--|-------------------------|
|------|----------------------------|--|-------------------------|

| | Director | | |
|---------------------------|----------|---|---|
| Shigeki Kushida | ○ | – | <p>Shigeki Kushida has the experience of having led diverse activities toward the development and stability of the Japanese economy at Japan's central bank, which serves as the center of the Japanese economy, by filling the posts of Director General and Executive Director of the Bank of Japan. Since January 2020, he has been contributing as the chairperson of the Executive Nomination and Remuneration Council, enhancing transparency and objectivity in the area of nomination and remuneration governance. The Company has appointed him as an Outside Board Member in the expectation that he will continue to apply his broad expertise in the global monetary economy in the Company's management.</p> <p>Shigeki Kushida meets independence criteria and the company has determined that there is no risk of conflict of interest with general shareholders</p> |
| Yuko Mitsuya | ○ | Although the company has transactions with the Japan Basketball Association, where Yuko Mitsuya serves as a representative director, the company has determined that there is no risk of conflict of interest with general shareholders in light of the nature and amount of the transactions (less than 0.01% of total company sales). | <p>Yuko Mitsuya has an abundance of experience and knowledge in many fields, having long been in management at several corporations and associations and filling the posts of officer and committee member at several sports associations, in addition to education and training experience at universities. The Company has appointed her as an Outside Board Member in the expectation that she will continue to apply her abundance of corporate management related expertise and experience in human resource development.</p> <p>Yuko Mitsuya meets independence criteria and the company has determined that there is no risk of conflict of interest with general shareholders.</p> |
| Joseph P. Schmelzeis, Jr. | ○ | – | <p>Joseph P. Schmelzeis, Jr. has a wealth of experience in management, particularly in the service industry, including SEGA CORPORATION, as well as in venture business start-ups and strategic consulting. He has worked to strengthen the U.S.–Japan alliance as Senior Advisor to the Ambassador, U.S. Embassy in Tokyo. The Company has appointed him as an Outside Board Member in the expectation that he will reflect in the Company's management his abundant business experience, deep insights into global affairs, and knowledge of geopolitical risk management.</p> <p>Joseph P. Schmelzeis, Jr. meets independence criteria and the company has determined that there is no risk of conflict of interest with general shareholders.</p> |

Voluntary Establishment of Committee(s) equivalent to Nomination Committee or Remuneration Committee

Established

Status of Voluntarily Established Committee(s), Attributes of Members Constituting the Committee and the Committee Chair (Chairperson)

| | Committee's Name | All Members | Full-time Members | Inside Directors | Outside Directors | Outside Experts | Other | Chairperson |
|--|---|-------------|-------------------|------------------|-------------------|-----------------|-------|------------------|
| Voluntarily Established Committee Equivalent to Nomination Committee | Executive Nomination and Remuneration Council | 5 | 0 | 2 | 3 | 0 | 0 | Outside Director |
| Voluntarily Established Committee Equivalent to Remuneration Committee | Executive Nomination and Remuneration Council | 5 | 0 | 2 | 3 | 0 | 0 | Outside Director |

Supplementary Explanation

Executive Nomination and Remuneration Council consists of independent outside Board member Shigeki Kushida (chairperson), representative member of the Board Koji Arima, representative member of the Board Shinnosuke Hayashi, independent outside Board member Yuko Mitsuya and independent outside Board member Joseph P. Schmelzeis, Jr., strive to conduct meetings in a highly transparent manner.

Audit and Supervisory Board Member*

*Referred to in Corporate Governance Code reference translation as "*kansayaku*"

| | |
|---|-------------|
| Establishment of Audit and Supervisory Board | Established |
| Number of Audit and Supervisory Board Members Stipulated in Articles of Incorporation | 5 |
| Number of Audit and Supervisory Board Members | 4 |

Cooperation among Audit and Supervisory Board Members, Accounting Auditors and Internal Audit Departments

In addition to receiving an accounting auditor's explanation on the audit plan, audit methods and results, the corporate auditors jointly conduct stocktaking sessions. The corporate auditors are also conducting audits fully cooperating with the internal audit department such as exchanging information on a regular or as-needed basis.

| | |
|--|-----------|
| Appointment of Outside Audit and Supervisory Board Members | Appointed |
| Number of Outside Audit and Supervisory Board Members | 2 |
| Number of Independent Audit and Supervisory Board Members | 2 |

Outside Audit and Supervisory Board Members' Relationship with the Company (1)

| Name | Attributes | | | Relationship with the Company* |
|------|------------|--|--|--------------------------------|
|------|------------|--|--|--------------------------------|

| | | a | b | c | d | e | f | g | h | i | j | k | l | m |
|----------------|-----------------------------|---|---|---|---|---|---|---|---|---|---|---|---|---|
| Yasuko Goto | From another company | | | | | | | | | | | | | |
| Haruo Kitamura | Certified Public Accountant | | | | | | | | | | | | | |

*Categories for “Relationship with the Company”.

(Use “○” 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; and “▲” when a close relative of the director fell under the category in the past.)

- Person who executes business of the Company or a subsidiary
- A non-executive director or an accounting advisor of the Company or its subsidiaries
- Person who executes business or a non-executive director of a parent company
- An Audit and Supervisory Board Member of a parent company of the Company
- Person who executes business of a fellow subsidiary
- Person/entity for which the Company is a major client or a person who executes business for such person/entity
- Major client of the Company or a person who executes business for such client
- Consultant, accounting expert, or legal expert who receives large amounts of cash or other assets in addition to director/Audit and Supervisory Board Member compensation from the Company
- Major shareholder of the Company (in cases where the shareholder is a corporation, a person who executes business of the corporation)
- Person who executes business for a client of the Company (excluding persons categorized as any of f, g, or h above) (applies to self only)
- Person who executes business for another company holding cross-directorships/cross-auditorships with the Company (applies to self only)
- Person who executes business for an entity receiving contributions from the Company (applies to self only)
- Other

| Name | Designation as Independent Director | Supplementary Explanation of the Applicable Relationship | Reasons for Appointment |
|----------------|-------------------------------------|--|--|
| Yasuko Goto | ○ | — | She has extensive experience in public administration and corporate management, as well as knowledge of financial accounting and legal compliance in auditing. She was appointed —as an outside auditor in expectation of that she will reflect her broad experience and insight in the company's audits. In addition, she meets the requirements for an independent officer and is designated as an independent officer based on the judgment that there is no risk of conflict of interest with general shareholders. |
| Haruo Kitamura | ○ | — | He has extensive career and deep knowledge as a certified public accountant as well as a long experience in corporate management. He was appointed as an outside auditor in expectation of that he will bring his deep financial and accounting insights and deep corporate management experience to the company's audits. In addition, he meets the requirements for an independent officer and is designated as an independent officer based on the judgment that there is no risk of conflict of interest with general shareholders. |

Matters Concerning Independent Directors and Independent Audit and Supervisory Board Members

| | |
|---|---|
| Number of Independent Directors and Independent Audit and Supervisory Board Members | 5 |
|---|---|

Other Matters Concerning Independent Directors and Independent Audit and Supervisory Board Members

<The Criteria for Evaluating the Independence of Outside Directors>

For outside directors to be considered as independent, none of the following criteria may apply to the respective outside directors,

in addition to those set forth by the relevant financial instruments exchange.

- ① A person for whom DENSO is a major business partner (*1) or, if that person is a juridical person, an executive of that person
- ② A major business partner (*2) of DENSO or, if that partner is a juridical person, an executive of that partner
- ③ A person who is DENSO's major lender (*3) or, if that partner is a juridical person, an executive of that partner
- ④ A large shareholder (*4) of DENSO or, if that shareholder is a juridical person, an executive of that shareholder
- ⑤ DENSO's accounting auditor, or a person who belongs to the auditing firm
- ⑥ A Consultant, accounting expert or legal expert who have received a large amount of money or other assets (*5), other than officer remuneration, from DENSO
- ⑦ A person whose close relative (meaning a spouse or a relative within the second degree of kinship) falls under any item of ① to ⑥ above

(* 1) A business partner who has received payments of more than 2% of its consolidated sales from DENSO current or in the past year

(* 2) A business partner from whom DENSO has received payments of more than 2% of its consolidated sales current or in the past year

(* 3) A business partner who has loaned a monetary amount of more than 2% of DENSO's consolidated total assets to DENSO current or the last day of the fiscal year

(* 4) A person who directly or indirectly holds more than 10% of total voting rights current or the last day of the fiscal year

(* 5) A person who has received large amount of money or other assets exceeding 10 million yen current or in the past year

Incentives

Implementation Status of Measures related to Incentives Granted to Directors

Introduction of Performance-linked Remuneration Scheme

Supplementary Explanation for Applicable Items

The company has introduced “restricted stock compensation system” with the objective of enhancing incentives to increase corporate value over the medium to long term and share more value with shareholders.

Persons Eligible for Stock Options

None

Supplementary Explanation for Applicable Items

—

Director Remuneration

Status of Disclosure of Individual Directors' Remuneration

Disclosure for Selected Directors

Supplementary Explanation for Applicable Items

Individual disclosures are made in the Annual Securities Report for those with total consolidated remuneration of 100 million yen or more.

Policy on Determining Remuneration Amounts and the Calculation Methods Thereof

Established

Disclosure of Policy on Determining Remuneration Amounts and the Calculation Methods Thereof

The policies and procedures for determining the remuneration of member of the Board are as follows:

< Basic Policy >

- Achieve medium- to long-term enhancement of corporate value and management from the perspective of shareholders
- Incentivize eligible members of the Board to enhance business performance by linking the Company's performance with individual performance

< Remuneration System >

- The level of remuneration for members of the Board is set at the median level at comparable companies while also referencing levels at major manufacturers of similar scale in similar sectors and business models as DENSO, based on executive remuneration survey data compiled by external research institutions each year.
- The remuneration system for members of the Board (excluding non-executive members of the Board and outside Board members) consists of (1) basic compensation, (2) bonuses, and (3) stock-based compensation, with a ratio of approximately 40%: 30% 30% for the president.

1) Basic Compensation

Paid as monthly fixed compensation based on position

2) Bonus

Calculated based on degree of achievement of company performance indicators (Consolidated operating profit, ROIC, Sustainability score) against fiscal year target and evaluation of individual performance. Each indicator is weighted at 60% of Consolidated operating profit, 20% of ROIC and 20% of Sustainability score. Among the company's performance indicators, the consolidated operating profit will be evaluated for target achievement, taking into account the impact of exchange rates and the degree of operation

3) Stock-based Compensation

Restricted stock is given with the objective of enhancing incentives to increase corporate value over the medium to long term and share more value with shareholders. The level is determined based on the company's performance, individual responsibilities and achievements.

- Remuneration for outside Board members and Audit and Supervisory Board members consists of only basic compensation (fixed amount) from the standpoint of ensuring impartiality.
- No stock options or retirement benefits are provided.

< How to Determine the Amount or Remuneration System >

· The company established the Executive Nomination and Remuneration Council, chaired by an independent outside Board member and whereby independent outside Board members form a majority, in order to ensure impartiality, fairness, and transparency in members of the Board remuneration.

· The Board of Directors has passed a resolution on the total amount of compensation for the current fiscal year and a resolution to entrust decisions on individual compensation to the Executive Nomination and Remuneration Council within the range of amounts determined by resolution of the General Meeting of Shareholders.

*Cash compensation: No more than ¥1 billion annually, Stock-based compensation: No more than ¥1.5 billion annually/No more than 3,000,000 shares to eligible Directors annually

· Remuneration for Audit & Supervisory Board members is determined through a consensus of members and set within the total amount approved by resolution at the General Meeting of Shareholders. (¥15 million monthly)

<Adjustment in Case of Unforeseen Situation>

In determining executive compensation, should unforeseen special factors arise, such as a pandemic, war, conflict, natural disaster, economic crisis, or scandal, the impact on business performance will be considered, and discretionary judgment may be applied following deliberation at the Executive Nomination and Remuneration Council.

Support System for Outside Directors and Outside Audit and Supervisory Board Members

In order to eliminate the disparity in the amount of information provided to inside and outside directors and to maximize the performance of outside directors, we strive for efficient operation of the Board of Directors meetings by providing outside directors and outside Audit & Supervisory Board members with advance explanations of agenda items.

In addition, to deepen the understanding of the company's business activities, the Company regularly conducts business briefings by senior executives.

The Corporate Auditors' Office has been established as a dedicated organization to assist the Corporate Auditors in their duties, and reports on the general state of audits at the Board of Corporate Auditors meetings.

Furthermore, by holding meetings for exchange of opinions between corporate auditors and outside directors and meetings of independent directors on a regular basis, we not only proactively provide information to outside directors and outside Audit & Supervisory Board members, but also strive to activate communication among them.

Statutes of Persons who have Retired as Representative Director and President, etc.

Information on Persons Holding Advisory Positions (*Sodanyaku, Komon*, etc.) after Retiring as Representative Director and President, etc.

| Name | Job title/ position | Responsibilities | Terms and Conditions of Employment (Full/part time, with/without remuneration, etc.) | Date when former role as president/ CEO ended | Term |
|------|------------------------|------------------|--|---|------|
| — | — | — | — | — | — |

Number of Persons Holding Advisory Positions (*Sodanyaku, Komon, etc.*)

0

After Retiring as Representative Director and President, etc.

Other Related Matters

At present, there is no subject who hold advisory position (*Sodanyaku, Komon, etc.*) after retiring as Representative Director and President, etc.

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

The Company has adopted the corporate auditor system and has established the General Meeting of Shareholders, the Board of Directors, the Board of Corporate Auditors, and the Independent Auditor as corporate organization.

In addition, we have streamlined the number of directors and realized speedy decision-making and operations through a director system that separates and clarifies the roles of directors in charge of management supervision and executive vice presidents and senior executive officers in charge of business execution.

Under this system, the vice presidents and senior executive officers serve concurrently as directors, depending on the circumstances, to ensure a balance of knowledge, experience, and competence among the Board of Directors as a whole.

The term of office of directors is set at one year in order to build a flexible management structure that can respond to changes in the business environment and to further clarify management responsibility during the fiscal year.

1. Board of Directors

The Board of Directors makes decisions on matters that are legally required and on matters that require important decisions by the company. In addition, by delegating as much authority as possible to the executive side, we aim to speed up execution and at the same time, we spend more time discussing management policies and strategies.

In principle, the Board of Directors meets once a month and consists of five internal directors, three outside directors, two standing Audit & Supervisory Board members, and two outside Audit & Supervisory Board members, for a total of 12 members.

The Company considers the independence of outside directors and outside Audit & Supervisory Board members to meet the independence standards established by financial instruments exchanges, and requires that they have a wealth of experience and knowledge in such specialized areas as corporate management, legal, accounting, and finance, and be able to proactively make proposals and recommendations and express their opinions on management issues. Five independent directors (three outside directors and two outside Audit & Supervisory Board members) are elected. Resolutions shall be adopted by a majority of the directors present at the meeting. In making resolutions, we have also strengthened our support system for outside directors to ensure productive and efficient board operations. Prior to Board of Directors meetings, materials are distributed in advance and detailed advance explanations of agenda items are provided. For directors who will be absent on the day of the meeting, a meeting of the Board of Directors is held after obtaining their approval of the agenda.

2. Business execution system

The Company separates the functions of the Board of Directors, which is responsible for management oversight, and the Executive Vice Presidents and Senior Executive Officers, who are responsible for business execution.

"Management Deliberation Meeting" and "Management Strategy Meeting" have been established as deliberative bodies for important matters related to the execution of business operations. These two meetings, including the Board of Directors meeting, are considered executive meetings.

The Management Deliberation Meeting deliberates on matters to be resolved by the Board of Directors and other important matters related to overall management (company-wide business plans, investment projects, important forms of business transactions and cooperative projects, and other important management-related matters).

In addition, strategic discussions are held at the Management Strategy Meeting, especially from a medium- to long-term perspective. Both meetings are attended by the president and executive vice presidents, as well as business group heads, functional head of centers and standing Audit & Supervisory Board members to ensure a multifaceted discussion. In principle, both meetings are held weekly. In FY2024, the Management Deliberation Meeting met 41 times and the Management Strategy Meeting met 22 times.

3. Management oversight function

Eight directors (including three outside directors) and four corporate auditors (including two outside Audit & Supervisory Board members) supervise and audit the execution of duties by directors and the business and financial conditions of the Company and its domestic and overseas subsidiaries.

In corporate governance, we believe that the function of objective and neutral management oversight from outside is important, and we appoint outside directors and outside Audit & Supervisory Board members based on the criteria that they reflect their wealth of experience and broad insight from outside the company in our decision-making and auditing.

In addition to the statutory function of auditor, the Internal Audit Department has been established at all major domestic and overseas subsidiaries, and in addition to the self-inspection system whereby each division of the Company and domestic and overseas subsidiaries inspect their own internal control status, we conduct continuous on-site audits, including not only legal compliance but also the adequacy of management and operational measures.

In addition to attending meetings of the Board of Directors, the Management Deliberation Meeting and other important meetings, standing Audit & Supervisory Board members audit the execution of duties by directors and fulfill the management monitoring function by exchanging information with the Internal Auditing Department, Internal Control Department and accounting auditors.

4. Limited liability agreement

The Company has entered into agreements with outside directors and outside Audit & Supervisory Board members to limit their liability for damages under Article 423, Paragraph 1 of the Companies Act, pursuant to Article 427, Paragraph 1 of the Companies Act.

The maximum amount of liability for compensation under such agreement is the amount stipulated in Article 425, Paragraph 1 of the Companies Act.

3. Reasons for Adoption of Current Corporate Governance System

The Company believes it is important to make management decisions with an emphasis on the local and actual situation, and to build a system that enables us to check whether our management decisions meet the expectations of our stakeholders and earn their trust, and whether there are any problems from the viewpoint of governance.

The Company believes that the best way to achieve this is to have a Board of Directors that includes outside directors and a Board of Auditors that includes outside auditors to supervise and audit the execution of business operations.

To enable the Company to make better management decisions to improve business performance and corporate value, outside directors are appointed with a wealth of insight into corporate management, and their respective insights are used in decision-making and supervision.

For appropriate auditing, we believe that Company with Audit & Supervisory Board, which consists of a full-time corporate auditor who is familiar with internal affairs and an outside corporate auditor who has a high level of expertise and insight, issuitable, as each corporate auditor can exercise his or her auditing authority independently.

III. Implementation of Measures for Shareholders and Other Stakeholders

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

| | Supplementary Explanation |
|---|---|
| Early Posting of Notice of the General Shareholders Meeting | DENSO has a policy of sending shareholder meeting convocation notices to shareholders early before a meeting. In addition, a notice is posted on its website prior to sending notices in order to give shareholders sufficient time to consider their votes on proposals. |
| Scheduling of the General Shareholders Meeting During Non-Peak Days | As a general rule, DENSO holds its shareholders meeting outside of concentrated days. |
| Electronic Exercise of Voting Rights | Voting rights may be exercised via the Internet using personal computers and smartphones, etc. |
| Participation in a Platform for the Electronic Exercise of Voting Rights and Other Initiatives to Enhance Environment for Institutional Investors to Exercise Voting Rights | DENSO has been participating in an electronic voting platform for institutional investors operated by ICJ, Inc. |
| Provision of Notice (or Summary of Notice) of the General Shareholders Meeting in English | The Notice of Convocation and its English translation are published on the Company's website and on the electronic platform for institutional investors. |
| Other | — |

2. Status of IR-related Activities

| | Supplementary Explanation | Explanation by a representative director or a representative executive officer |
|--|---|--|
| Formulation and Publication of Disclosure Policies | Please refer to "Principle 5 -1" of this report: Policy on developing systems and initiatives to promote constructive dialogue with shareholders. | |
| Regular Investor Briefings held for Individual Investors | Briefings are held jointly with securities companies. | Not Held |
| Regular Investor Briefings held for Analysts | In addition to briefings at quarterly earnings | Held |

| | | |
|---|--|------|
| and Institutional Investors | announcements and events such as motor shows, throw Business Briefing for Investors, Analysts and Media to Understand the company "Denso Dialogue Day is held. We also handle individual interviews. | |
| Regular Investor Briefings held for Overseas Investors | Individual interviews are conducted, including teleconferences. | Held |
| Online Disclosure of IR Information | https://www.denso.com/global/en/about-us/investors/ | |
| Establishment of Department and/or Placement of a Manager in Charge of IR | The Corporate Strategy Department is in charge. | |
| Other | — | |

3. Status of Measures to Ensure Due Respect for Stakeholders

| | Supplementary Explanation |
|--|--|
| Establishment of Internal Rules Stipulating Respect for the Position of Stakeholders | We formulated the DENSO Group Sustainability Policy to ensure that all Group employees engage in actions that adhere to the DENSO Creed and our basic Philosophy, and that are befitting of a global company, amid their interactions with society and our stakeholders. This policy reflects our commitment to taking action and is endorsed by the president & CEO of DENSO CORPORATION and the presidents of all Group companies in Japan and overseas. |
| Implementation of Environmental Preservation Activities and CSR Activities, etc. | We promote sustainability activities in a wide range of areas, including environmental protection, social contribution, and compliance, to meet the trust and expectations of our stakeholders. In addition, the results of our activities are published on our website page "Sustainability". https://www.denso.com/global/en/about-us/sustainability/ |
| Formulation of Policies, etc. on Provision of Information to Stakeholders | The Denso Group Sustainability Policy stipulates that we will regularly disclose corporate information and through open, fair and constructive dialogue with stakeholders, we will enhance management transparency and maintain and improve relationships of mutual understanding and trust with stakeholders. And also, in the aforementioned website page "Sustainability", we refer to the Sustainability Reporting Guidelines. |
| Other | We actively and continuously engage in dialogue with our stakeholders to ensure that we appropriately reflect the evaluations we receive from stakeholders in our corporate activities. In addition, we select a promoter in each department/each Group |

company) to spread and firmly entrench sustainability awareness.

IV. Matters Concerning the Internal Control System

1. Basic Views on Internal Control System and Status of Development

< Systems >

The Company has resolved at its Board of Directors meetings the following basic policies for its internal control.

(1) Systems to Ensure Compliance of the Execution of Duties by Board Members with Laws, Regulations and the Articles of Incorporation

- 1) Board members shall thoroughly disseminate the universal values, ethics and convictions set forth in the DENSO Philosophy and the DENSO Spirit through their behavior and corporate documents.
- 2) Effective mutual supervision by and among board members shall be pursued for decision making by cross-sectional collegial bodies such as various meetings and committees in addition to the executive collegial bodies consisting of the Board of Directors, the Management Deliberation Meeting and the Management Strategy Meeting.
- 3) Board members shall endeavor to ensure appropriate financial reporting and appropriately disclose information at the right time.

(2) Systems to Keep and Manage Information Pertaining to the Execution of Duties by Board Members

The Company shall appropriately keep and manage important information in accordance with the in-house rules. The minutes of the Board of Directors meetings shall be kept forever.

(3) Rules and Other Systems Regarding Loss Risk Management

- 1) The risks involved in our businesses and investments shall be managed companywide by the executive collegial bodies such as the Board of Directors and the Management Deliberation Meeting in accordance with the in-house rules. At the same time, the Function Group Heads and the Business Group Heads shall manage divisional risks in their respective fields.
- 2) As for other risk management, the Risk Management Meeting shall generally streamline and manage relevant companywide systems, whereas each responsible department shall manage its relevant risk factors.

(4) Systems to Ensure the Efficient Execution of Board Members' Duties

- 1) The Company shall pursue downsized, efficient management by leveraging the Senior Executive Officer system with fewer board members.
- 2) The organizational systems, organizational management and authority of the respective organizations shall be determined in accordance with the in-house rules for more systematic and efficient operation of business activities.
- 3) Under the medium- and long-term management guidelines and annual group guidelines, the Company shall prepare annual plans to form a unified companywide intention to achieve its goals. The progress of the goals and plans, as well as operations at the respective departments, shall be managed and periodically reported in accordance with the in-house rules.

(5) Systems to Ensure Compliance of the Execution of Duties by Employees with Laws, Regulations and the Articles of Incorporation

- 1) The Management Deliberation Meeting shall establish and revise the Code of Conduct, conduct necessary enlightenment activities and prepare proposals for the relevant organizations.
- 2) The Code of Conduct shall be fully disseminated among all employees via compliance education.
- 3) The “Corporate Ethics Hotline” shall be operated as an internal reporting system that allows any employee who has an ethical or compliance-related concern to directly communicate such concern to the competent internal department or an outside lawyer.
- 4) The Internal Audit Department shall internally audit the legality, the propriety and the efficiency of operations in accordance with the in-house rules and improve and reinforce the business management and operation systems at the respective departments based on such valuable input from the Internal Audit Department.

(6) Systems to Ensure the Propriety of Business Operations Conducted by the Corporate Group Consisting of DENSO CORPORATION and Its Subsidiaries

- 1) Decision making at the respective Group companies shall be conducted on a “reserved authority” basis pursuant to the respective in-house rules, according to a policy of maximally respecting the autonomy of each Group company.
- 2) Group-wide policies and plans shall be prepared on a consolidated basis under the medium- and long-term management guidelines and annual group guidelines to unify the Group’s intention to achieve its goals. The progress of the goals and plans shall be managed and periodically reported in accordance with the in-house rules.
- 3) As for risk management and compliance within the Group companies, the Company shall propose guidelines to the respective Group companies to promote the establishment and operation of group-wide systems. The DENSO Group Employee Code of Conduct shall be shared by and disseminated to all the Group companies.
- 4) Contributing to realizing a sustainable society through business activities shall be positioned as a group-wide important management priority, and the respective specialized organs of the Company shall have the functions of orientation and follow-up on relevant activities of the Group companies.
- 5) The Domestic DENSO Group Corporate Ethics Hotline shall be operated as an internal reporting system for the Group companies in Japan.
- 6) Each department shall provide advice and support to ensure the appropriateness of operations at the Group companies through the exchange of information with the Group companies.
- 7) Each competent department shall monitor and verify the appropriateness of operations at the Group companies.

(7) Employees in Cases Where an Audit & Supervisory Board Member Requests That the Company Place Several Employees as Assistants to Support His/Her Duties and the Independence of the Employees Concerned from Board Members in Such Cases

- 1) The Audit & Supervisory Board Office, which was established as a dedicated organ, shall support the Audit & Supervisory Board Members in conducting their duties.
- 2) Personnel changes and organizational restructuring of the Audit & Supervisory Board Office shall require the prior consent of the Audit & Supervisory Board or of a standing Audit & Supervisory Board Member appointed by the Audit & Supervisory Board.

3) The board members shall cooperate with the Audit & Supervisory Board Office so that the Office can collect the information necessary for the audits conducted by the Audit & Supervisory Board Members, internally and from any of the Group companies according to the instructions given by the Audit & Supervisory Board Members.

(8) Systems to Help Board Members, Senior Executive Officers and Employees Report to the Audit & Supervisory Board Members and Other Systems Relating to Reporting to the Audit & Supervisory Board Members

1) The board members of the Company, as well as the board members and Audit & Supervisory Board Members of the Group companies, shall appropriately report on the execution of major business operations, as required, to the Audit & Supervisory Board Members through the division/department that they are in charge of. Furthermore, if they find any facts that could result in detrimental damage to the Company, they shall immediately report such facts to the Audit & Supervisory Board Members.

2) The board members, Audit & Supervisory Board Members, Executive Vice President, Senior Executive Officers, Senior Directors and employees of the Company and the Group companies shall periodically or occasionally report on their operations to the Audit & Supervisory Board Members if so requested by any Audit & Supervisory Board Member or the Audit & Supervisory Board Office.

(9) Other Systems to Ensure Effective Audits by the Audit & Supervisory Board Members

1) To raise the effectiveness of the audits conducted by the Audit & Supervisory Board Members, the board members shall cooperate with them in their auditing activities including attendance at meetings of the Board of Directors and other official meetings such as those of various committees, the examination of important documents such as kessaisho (documents for approval) on operations, audits at the respective departments and the Group companies, and meetings with the Accounting Auditor.

2) The board members shall ensure that the expenses that would be necessary for the Audit & Supervisory Board Members to execute their duties are provided and that the direct recruiting of necessary external human resources by the Audit & Supervisory Board Members is conducted.

3) The Audit & Supervisory Board Members shall regularly or occasionally exchange information as required with the internal audit department, the Accounting Auditor, and the internal control department.

4) The board members of the Company and the Group companies shall ensure that anyone who has reported to an Audit & Supervisory Board Member does not suffer from detrimental treatment for the reason of having made the said report.

< Operational Status >

The operational status of several major initiatives to ensure the propriety of business operations implemented during the current fiscal year is as follows:

(1) Initiatives to Ensure the Efficient Execution of Duties

1) We downsized the number of board members and achieved speedy decision making and operations by clearly separating and clarifying the roles of board members in charge of management (decision making and supervision) and the Executive Vice

President and Senior Executive Officers engaged in the execution of business operations.

2) We have formulated the Authority Rules, the Organizational Management Rules, the Collegial Body Rules and the Conference and Committee Rules for more systematic and efficient operation of business activities.

3) The DENSO Group Long-term Policy 2030 was established to unify the group-wide intention to achieve its goals.

4) The progress of the goals and plans in terms of sales, profit, productivity and other factors is reported to the Management Deliberation Meeting every month to prepare for necessary follow-up actions.

(2) Risk Management-Related Initiatives

1) Important risks involved in our businesses and investments are deliberated and decided by the Board of Directors, the Management Deliberation Meeting and the Management Strategy Meeting. During the current fiscal year, 13 Board of Directors meetings, 41 Management Deliberation Meetings and 22 Management Strategy Meetings were held.

2) The Risk Management Meeting, which was established to reinforce the group-wide risk-response capability, set priority tasks and followed up on relevant measures.

3) We selected risk items to be managed companywide based on risk assessment results and selected items in the fields of occupational accidents, quality-related issues, information security and the like. Each responsible department in charge of companywide risk factors made or conducted necessary onsite diagnosis and educational or training sessions. For example, QC diagnosis workshops, opportunities to confirm and provide guidance on structural reinforcement activities for quality improvement, were held at 6 internal divisions/departments and 8 Group companies as training bases. In addition, with September 8 designated as “Companywide Safety Day,” employees of the Company discussed overall safety at diverse work sites.

4) To reinforce group-wide risk management, we appointed a CRO (Chief Risk Officer) and established organizations for controlling risk management.

(3) Compliance-Related Initiatives

1) Effective mutual supervision by and among board members is pursued for decision making by cross-sectional official meetings such as the Production and Purchasing Meeting and the M&A Strategy Meeting, in addition to the executive collegial bodies consisting of the Board of Directors, the Management Deliberation Meeting and the Management Strategy Meeting.

2) The respective official meetings set priority tasks and followed up on relevant activities during the current fiscal year, aimed at the practice and steady implementation of trusted corporate activities.

3) We offered compliance education for newly appointed management executives, as well as discussions at work sites and Intranet-based compliance tests.

4) We took diverse measures to prevent individual compliance infringements such as education for the prevention of bribery and corruption.

5) To prevent infringement with antitrust laws, we took measures, such as the inspection of meetings with any competitive companies and external e-mails, as well as education to thoroughly reinforce compliance with antitrust laws.

6) We implemented and strengthened education on the Subcontract Act and fair trade practices, including clarifying explicit consultations when determining prices with business partners.

7) We strove to disseminate the “Corporate Ethics Hotline,” the internal whistle-blowing system, and each competent department responsibly handled specific reporting and counseling cases.

8) The internal audit department conducted audits for 29 internal functional departments and 5 internal divisions/departments based on three themes according to its annual auditing plan. The department also conducted audits for 42 domestic and overseas Group companies.

(4) Group Control-Related Initiatives

1) We streamlined the DENSO Management Manual, which stipulates the decision-making scheme for Group companies based on the reserved authority system. As for business operations beyond the discretionary framework of the respective Group companies, including cases of high-value capital investments and/or significant contracts, decision making is based on consultations between the competent department and the relevant Group companies.

2) We promote the establishment and operation of group-wide systems by proposing risk/compliance-related guidelines, including the Risk Management Regulations and the Basic Policies on Information Security.

3) We held global conferences by business group or by functional center and provided assistance and advice to Group companies for the purpose of exchanging information and ensuring appropriate operations.

(5) Initiatives to Ensure Effective Audits by the Audit & Supervisory Board Members

1) Based on the annual auditing plan, the Audit & Supervisory Board Members of the Company conducted audits for 54 internal departments/divisions and 52 domestic/overseas Group companies during the current fiscal year.

2) The Audit & Supervisory Board Members attended official meetings of the Company including the Board of Directors, the Management Deliberation Meeting and the Management Strategy Meeting, examined kessaisho documents for decision making on important business operations and expressed remarks thereon, as required.

3) The Audit & Supervisory Board Office was established as an organ to support the Audit & Supervisory Board Members in conducting their duties, and three persons are designated thereat.

4) The Audit & Supervisory Board Members had occasional meetings to exchange opinions as required with the board members, Executive Vice President, Senior Executive Officers, and/or Senior Directors, and the Audit & Supervisory Board conducted hearings on their execution of business operations. In addition, the Finance & Accounting Division, the Human Resources Division, the Legal Division and the like regularly reported on proper business operations to the Audit & Supervisory Board Members.

5) The Audit & Supervisory Board Members regularly or occasionally exchanged information as required with the internal audit department, the Accounting Auditor, and the internal control department.

6) The Audit & Supervisory Board Members regularly held liaison meetings with the Audit & Supervisory Board Members of the Group companies and separately exchanged information, as required, with the Audit & Supervisory Board Members of the respective Group companies.

7) The Audit & Supervisory Board Members Reporting Regulations prohibit detrimental treatment of any person who has reported to an Audit & Supervisory Board Member.

2. Basic Views on Measures for Eliminating Anti-Social Forces and Status of Development

1. Basic Approach to Eliminating Anti-Social Forces

We will take a resolute stance against Anti-Social forces and groups that threaten the order and safety of society, and cut off all

relationships with them.

2. Status of cooperation with external professional organizations

We seek guidance in cooperation with police authorities and specialized agencies, and attend training sessions to strengthen our response capabilities.

3. Status of collection and management of information on Anti-Social forces

We collect information on Anti-Social forces in cooperation with police authorities and specialized agencies and alert them within the company and affiliated companies.

4. Status of response manuals

Guidelines for responding to corporate targeted violence are available on the company intranet.

5. Status of Training Activities

We provide opportunities for information sharing and training for managers of each department and affiliated companies to improve their response capabilities.

V. Other

1. Adoption of Anti-Takeover Measures

Adoption of Anti-Takeover Measures

Not Adopted

Supplementary Explanation for Applicable Items

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2. Other Matters Concerning the Corporate Governance System

The following is an overview of the company's internal system for timely disclosure of company information.

1. Status of Internal Control as a Precondition for Proper Disclosure of Information

In terms of monitoring and verifying the internal control activities of each department, the Internal Audit Division conducts on-going audits from the standpoint of the reliability and compliance of the effectiveness and efficiency of operational activities financial statements, reports to officers as appropriate, and provides guidance to relevant departments to improve their operations. In addition to the ongoing external audit function of internal audits by corporate auditors and financial results information audits by certified public accountants, who are independent auditors, we also strengthen compliance measures by checking the legality of each case from time to time by outside lawyers.

Furthermore, we have established a "Corporate Ethics Hotline," a whistleblower system with an outside attorney as the contact person.

2. Reporting System for Timely Disclosure

We have established an "Internal Information Committee" with the Corporate Planning Office as its secretariat to centralize the collection of corporate information and ensure that all officers and employees are familiar with internal regulations that strictly govern everything from initial response to timely disclosure at the department where the information was generated, thereby ensuring the timely and appropriate disclosure of corporate information.

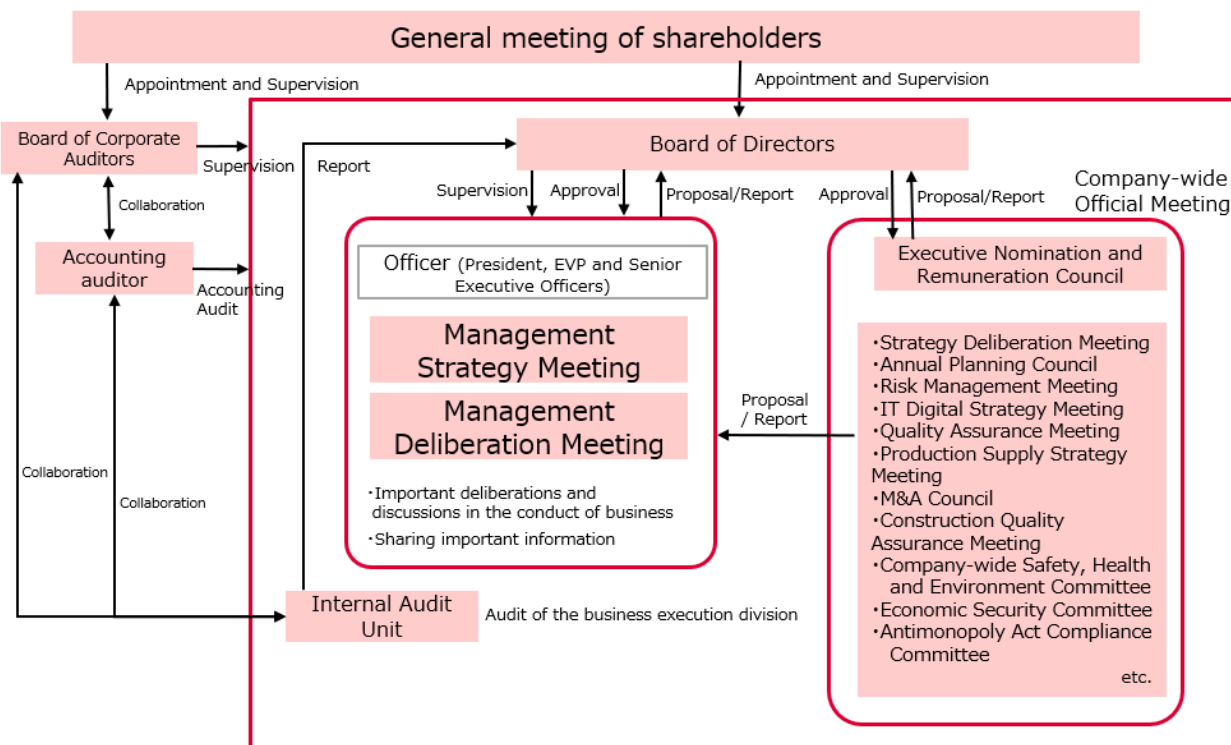
- In accordance with internal rules, the secretariat (Corporate Planning Office) obtains information through communication from

the department that generated the information or by checking official meeting materials and business decision documents, and determines whether or not the information constitutes a material fact related to internal rules.

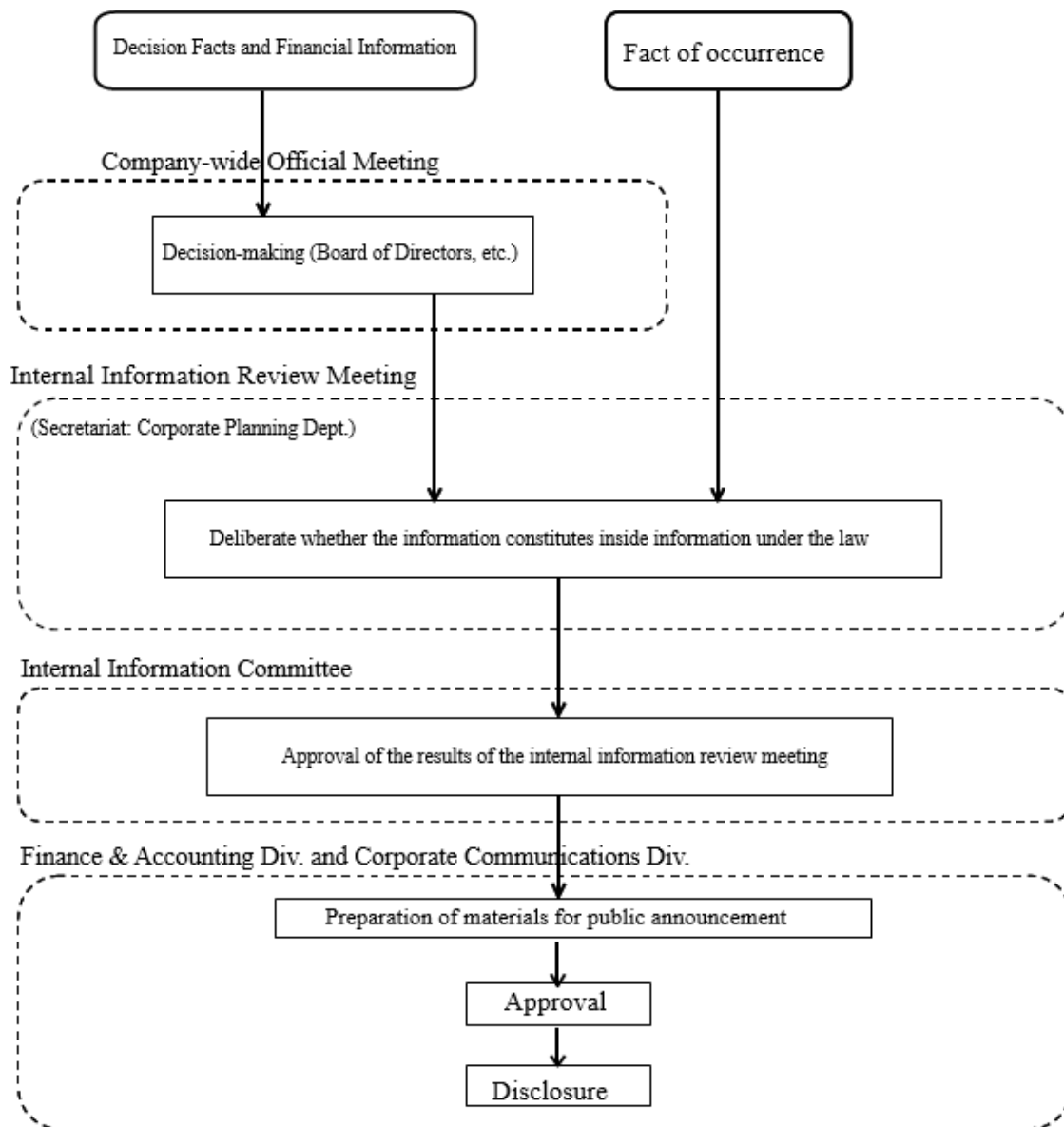
- In the event that a material fact related to internal rules applies, an "Internal Information Review Meeting" is held to deliberate whether or not the matter falls under the category of timely disclosure items.
- If an item falls under the category of timely disclosure, the Company will promptly disclose the information in a timely manner after approval by the "Internal Information Committee" (for financial information, after approval and resolution by the Board of Directors).

In order to prevent insider trading, the handling of information up to the point of timely disclosure is strictly in accordance with internal rules.

< Corporate Governance Structure >



< Overview of Timely Disclosure System >



END