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Alps Electric Co., Ltd.

President Toshihiro Kuriyama

Contact: Corporate Planning Office 03-5499-8026

Securities Code: 6770, TSE 1st Section

<http://www.alps.com/e/index.html>

The corporate governance of Alps Electric Co., Ltd. (the “Company”) is described below.

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

1. Basic Views Updated

The Group defines corporate governance as the “establishment and operation of frameworks for realizing efficient and appropriate decision-making and execution of business affairs by senior management, prompt reporting of outcomes to stakeholders, and sound, efficient and transparent business administration, for the purpose of heightening corporate value.” Its basic approach, placing importance on maximizing benefits for shareholders and all other stakeholders, is to maximize corporate value and deliver benefits directly or indirectly to stakeholders in a balanced way, satisfying their respective interests.

Furthermore, in order to fulfill the responsibilities to stakeholders including shareholders, customers, local communities, and employees, and realize effective corporate governance as a business entity, the Company has established “Alps Electric Co., Ltd. Corporate Governance Policies” and disclosed the Policies on the Company’s website. (http://www.alps.com/j/ir/ir_governance.html, in Japanese only)

[Reasons for Non-compliance with the Principles of the Japan’s Corporate Governance Code] Updated

The Company complies with every principle of Japan’s Corporate Governance Code.

[Disclosure Based on the Principles of the Japan’s Corporate Governance Code] Updated

[Principle 1.4 Cross-Shareholdings]

1. Policy on cross-shareholdings

The Company does not have cross-shareholdings in principle, except in cases where cross-shareholdings are deemed to lead to improvement of the Company’s corporate value in the medium- to long-term, including cases of execution of the Company’s business strategy and strategic partnership for the purpose of strengthening relationships with business partners. The Company decides whether to continue cross-shareholdings after confirming the mid- to long-term economic rationality through periodic examination.

2. Standards for exercising the voting rights as to cross-shareholdings

The Company exercises the voting rights as to cross-shareholdings after considering the content of the proposal and determining whether the exercise will lead to an increase in the value of stock of the company with which the Company has cross-shareholdings as well as in the Company’s corporate value in the medium- to long-term.

[Principle 1.7 Related Party Transactions]

The Company stipulates in the bylaws for the Board of Directors that when the Company or its related company has transactions with a Director or a company virtually controlled by a director, approval of the Board of Directors for the transaction is required. For other related party transactions, it is also stipulated in the bylaws for the Board of Directors that approval of the Board of Directors is required for any transaction that is worth a large amount or that has a considerable impact on the company’s management and credibility.

[Principle 3.1 Full Disclosure]

(1) Company objectives (e.g., business principles), business strategies and business plans

The Company has disclosed its corporate philosophy, business strategies, and mid-term and short-term business plans on its website (<http://www.alps.com/e/csr/>), or in materials for briefings on earnings announcement (<http://www.alps.com/e/ir/>) and annual reports (<http://www.alps.com/e/ir/annual.html>), etc.

(2) Basic views and guidelines on corporate governance based on each of the principles of the Code

The Company has disclosed its basic views and guidelines on corporate governance in “I-1. Basic Views” of this report, or on its website, annual reports, etc.

(3) Board policies and procedures in determining the remuneration of the senior management and directors

- Policy for determining the remuneration

Under the remuneration structure focusing on linkage with performance in the short term and the medium- to long-term, the Company stimulates actions of directors for increasing corporate performance and the share price to the maximum extent in order to lastingly improve the Group-wide corporate value. Specifically, the composition of remuneration is as follows:

a) Remuneration for Inside Directors (excluding Directors who are Members of Audit and Supervisory Committee)

The Company's remuneration for Inside Directors (excluding Directors who are Members of Audit and Supervisory Committee) consists of fixed remuneration, performance-based bonuses and stock compensation-type stock options.

Performance-based bonuses vary according to single-year performance (operating income, profit and others). Stock compensation-type stock options are granted as compensation linked to medium- to long-term performance at the number of stocks calculated based on the value at the time of grant, according to the amount of stock option remuneration that is specified for each position. Since these stock options have an effect equivalent to substantial provision of the Company's own stock, not only the merit of an increase in the price of the Company's stock but also the risk of a decrease in the stock price is shared with shareholders under this system.

b) Remuneration for Directors who are Members of Audit and Supervisory Committee

The Company's remuneration for Directors who are Members of Audit and Supervisory Committee consists only of fixed remuneration.

- Procedures for determining remuneration

The Company determines the remuneration for Directors (excluding Directors who are Members of Audit and Supervisory Committee) at the Board of Directors meetings, and the remuneration for Directors who are Members of Audit and Supervisory Committee at the Audit and Supervisory Committee meetings, to the extent of the total amount of remuneration approved at a General Meeting of Shareholders.

(4) Board policies and procedures in the appointment of the senior management and the nomination of candidates for Directors

- Policy for the nomination

The Company has established criteria for election of Directors so that people who have sufficient ability and qualifications to deliberate, make decisions and supervise relevant matters at the Board of Directors meetings are appointed as Directors. Its policy for the appointment is to choose a person who has strong ability to make management decision, foresight, insight and other capacities as well as respect for legal compliance and high ethical standards and is capable of fulfilling duties and responsibilities of a Director in response to the delegation of business administration from shareholders, as a candidate for Director.

- Procedures for the nomination

A candidate for Director is determined at the Board of Directors meetings in accordance with the above policy.

(5) Explanations with respect to the individual appointments and nominations based on (4) above.

In nominating a candidate for Director and submitting the proposal to the General Meeting of Shareholders, the Company discloses individual reasons for nomination of the candidate in "Reference Document," "Notice of Convocation of the General Meeting of Shareholders" (http://www.alps.com/e/ir/ir_meeting.html).

[Supplementary Principles 4.1.1 Scope of the Matters Delegated to the Management]

In addition to matters requiring resolution of the Board of Directors that are stipulated in laws and regulations and the articles of incorporation, the management policy, medium-term and short-term business plans and other important matters regarding the business management are also judged and determined at the Board of Directors meetings in accordance with standards for items, amount, etc. The Company stipulates the standards for submission of matters and scope of matters delegated to each Director in the rules and bylaws for the Board of Directors.

[Principle 4.8 Effective Use of Independent Outside Directors]

Taking into consideration all stakeholders and focusing on ensuring the legal compliance, the Company's Independent Outside Director makes efforts to proactively exchange information and provide advice at the Board of Directors meetings and strengthen the management oversight through appointment and dismissal of the management, determination of remuneration, supervision over conflict of interests between the Company and the management, controlling shareholders, etc., and other important decision-making at the Board of Directors meetings. While regularly visiting the Company's business centers and carrying out information gathering, the Independent Outside Director will exchange information and opinions regularly with other Directors and employees and exercises effective supervision.

[Principle 4.9 Independence Standards and Qualification for Independent Outside Directors]

The Company has appointed Independent Outside Directors in accordance with requirements for Outside Directors stipulated in the Companies Act, the independence standards of Tokyo Stock Exchange, Inc. as well as the Company's criteria for election of Directors including Outside Director independence criteria.

[Supplementary Principles 4.11.1 Views on the Appropriate Balance between Knowledge, Experience and Skills of the Board of Directors as a Whole and Diversity and Appropriate Board Size]

The Company ensures diversity in the balance between knowledge, experience and skills by appointing a person who has strong ability to make management decision, foresight, insight and other capacities as well as respect for legal compliance and high ethical standards and is capable of fulfilling duties and responsibilities of a Director in response to the delegation of business administration from shareholders as Director, a person who is able to control fields including development, design, manufacture, sale and management necessary for the Company's business as Director executing business affairs, and a person who has expertise and is able to fulfill a supervising function to encourage medium- to long-term growth as Outside Director. As for the board size, it is stipulated in the articles of incorporation that the Company shall have up to eighteen (18) Directors (excluding Directors who are Members of Audit and Supervisory Committee) and up to seven (7) Directors who are Members of Audit and Supervisory Committee so that substantial discussion can be ensured at the Board of Directors meetings.

[Supplementary Principles 4.11.2 Positions in Cases where Officers also Serve as Officers at Other Listed Companies]

The Company discloses positions of its officers who also serve as officers at other listed companies in the Notice of Convocation of the General Meeting of Shareholders, securities reports (http://www.alps.com/j/ir/ir_security.html, in Japanese only), annual reports, corporate governance reports, etc. The current positions of the Company's officers who also serve as officers at other listed companies are as follows:

Masataka Kataoka, Director, Executive Adviser	Director of Alpine Electronics, Inc. Director of Alps Logistics Co., Ltd.
Takashi Iida, Outside Director	Outside Corporate Auditor of Shimadzu Corporation Outside Audit & Supervisory Board Member of Nippon Telegraph and Telephone Corporation
Hiroshi Akiyama, Outside Director	Outside Corporate Auditor of YKK Corporation

[Supplementary Principles 4.11.3 Analysis and Evaluation of Effectiveness of the Board of Directors as a Whole]

Pursuant to the resolution of the 83rd Ordinary General Meeting of Shareholders held on June 23, 2016, the Company made the transition from a company with an Audit & Supervisory Board to a company with an Audit and Supervisory Committee, and reinforced its corporate governance systems with the aim of improving the soundness, transparency, efficiency, and dynamism of business operations. As part of those efforts, the Company began from fiscal 2016 to evaluate the effectiveness of the Board of Directors.

When evaluating the effectiveness of the Board of Directors in fiscal 2016, a non-anonymous questionnaire survey regarding the structure, operation, and deliberations of the Board of Directors, communications among Directors, support systems, and other topics was conducted of all 17 Directors, and the Directors performed self-evaluations, including their impressions. The Audit and Supervisory Committee including outside Directors and the Directors in charge of administration and corporate planning, analyzed the results, organized issues, and reported to the Board of Directors, which verified and deliberated on the results.

The results confirmed that discussions, deliberations, and operations by the Board of Directors under the current system in place since June 2016 were appropriately conducted. No major problems were identified, and the results verified that effectiveness is secured.

The frank opinions of each officer were sought, and constructive opinions were collected regarding the active appointment of women, young employees and personnel with business management experience as Directors; early provision of documents and efficient reporting to support more effective deliberations by the Board of Directors; further enhancement of opportunities for communication among Audit and Supervisory Committee Members and executive Directors; sharing perceptions and reinforcing management regarding increasing risks; and the method of conducting this evaluation.

Based on these opinions, the Company will conduct short-term or medium- to long-term investigations. Furthermore, since shared opinion and awareness among Directors have become clearer as a result of implementation of this evaluation, the Company will continue the evaluation in fiscal 2017 and beyond in order to share information and develop a business attitude with an even greater sense of unity, and to enhance the corporate governance and the corporate value of the Company.

[Supplementary Principles 4.14.2 Policy on Training for Directors]

The Company provides opportunities for Directors to acquire and update necessary knowledge and skills so that they can fulfill their expected roles and duties. Specifically, in addition to the initial training for newly appointed Directors, the Company holds a training workshop for Directors covering topics taking into account the Company's internal and external environments twice a year to acquire knowledge and exchange opinions.

Directors who are Members of Audit & Supervisory Committee make efforts to collect and share information on the audits conducted by audit and supervisory committees by joining related external organizations and other means, and attend seminars and training programs hosted by those organizations when needed.

[Principle 5.1 Policy for Constructive Dialogue with Shareholders]

(1) Organizational structures aimed at promoting constructive dialogue with shareholders

In an effort to enhance strategic communication of information, the Director in charge of corporate planning and the Corporate Planning Office assume a key role of the IR function. In addition, the Company has established the system for collecting information promptly and exhaustively in-house and examines whether to disclose important corporate information and the content and period of such disclosure based on relevant regulations and rules of securities exchanges. For dialogues (management meetings) with shareholders, the Director in charge of corporate planning, the top management, and others engage in such dialogue according to the requests and interests of shareholders, while the Corporate Planning Office acts as the contact point.

(2) Opportunities for dialogue aside from individual meetings

The Company strives to promote opportunities for direct dialogue between the management and market participants or shareholders through briefings on earnings announcement, “ALPS REPORT” bulletin issued twice a year, regular visits to overseas investors by the top management and Directors in charge, briefings arranged during biennial “ALPS SHOW” and plant tours to foster positive and interactive dialogue.

(3) Appropriate and effective feedback in the company

Information obtained through dialogue with shareholders, etc. is periodically reported by the Director in charge of corporate planning to the top management and the Board of Directors.

(4) Policy for controlling insider information

In accordance with the rules for restrictions on insider trading, the Company strives to manage insider information including dialogue (management meetings) with shareholders and prevent internal and external leakage of information.

2. Capital Structure

Foreign Shareholding Ratio	30% or more
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[Status of Major Shareholders] Updated

Name	Number of Shares Owned (Shares)	Shareholding Ratio (%)
The Master Trust Bank of Japan, Ltd. (trust account)	24,956,600	12.59
Japan Trustee Services Bank, Ltd. (trust account)	18,941,500	9.56
Trust & Custody Services Bank, Ltd. (securities investment trust account)	4,911,900	2.48
CHASE MANHATTAN BANK GTS CLIENTS ACCOUNT ESCROW	4,438,798	2.24
MITSUI LIFE INSURANCE COMPANY LIMITED	3,591,000	1.81
Japan Trustee Services Bank, Ltd. (trust account 5)	3,391,500	1.71
STATE STREET BANK WEST CLIENT - TREATY 505234	2,761,500	1.39
Nippon Life Insurance Company	2,750,208	1.39
Japan Trustee Services Bank, Ltd. (trust account 7)	2,640,100	1.33
Mitsui Sumitomo Insurance Company, Limited	2,517,500	1.27

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

Supplementary Explanation Updated

This is the status of major shareholders as of March 31, 2017. Other than the above shares, there are 2,302,846 shares of treasury shares (1.16%) held by the Company.

3. Corporate Attributes

Listed Stock Market and Market Section	First Section of Tokyo Stock Exchange
Fiscal Year-End	March
Type of Business	Electric Appliances
Number of Employees (Consolidated) as of the End of the Previous Fiscal Year	1,000 or more
Net sales (Consolidated) for the Previous Fiscal year	From ¥100 billion to less than ¥1 trillion
Number of Consolidated Subsidiaries as of the End of the Previous Fiscal Year	From 50 to less than 100

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

5. Special Circumstances Which May Have Material Impact on Corporate Governance

In line with its basic approach to corporate governance, the Group has established a structure for the Group as a whole, putting in place the Alps Group Management Paradigm comprising the Alps Group Management Regulations, Alps Group Compliance Charter and Alps Group Environmental Charter. An agreement relating to Group administration and management has also been concluded to strengthen Group ties while respecting the independence of Alpine Electronics, Inc. and Alps Logistics Co., Ltd. that are listed subsidiaries and allowing each of them to engage in business activities based on independent decision-making through formulation of business plans and monitoring of performance. In addition, the Group has built a structure for the Group as a whole that ensures the independence of subsidiaries including listed companies and the appropriateness of business practices.

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

1. Organizational Composition and Operation

Organization Form	Company with audit and supervisory committee
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[Directors]

Maximum Number of Directors Stipulated in Articles of Incorporation	25
Term of Office Stipulated in Articles of Incorporation	1 year
Chairman of the Board	President
Number of Directors	17
Appointment of Outside Directors	Appointed
Number of Outside Directors	3
Number of Independent Officers Designated from among Outside Directors	3

Outside Directors' Relationship with the Company (1)

Name	Attribute	Relationship with the Company*										
		a	b	c	d	e	f	g	h	i	j	k
Takashi Iida	Attorney at law								Δ			
Hiroshi Akiyama	Attorney at law								○			
Takuji Kuniyoshi	Certified public accountant											

* Categories for "Relationship with the Company"

* "○" when the director presently falls or has recently fallen under the category;

"Δ" 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

a. Executive (a person who executes business; hereinafter, the same) of the Company or its subsidiary

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

c. Executive of a fellow subsidiary company of the Company

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

e. Major client or supplier of the Company or an executive thereof

f. Consultant, accounting professional or legal professional who receives a large amount of monetary consideration or other property from the Company besides compensation as a director

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

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

i. Executive of a corporation, between which and the Company outside officers are mutually appointed (the director himself/herself only)

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

k. Other

Outside Directors' Relationship with the Company (2) **Updated**

Name	Designation as Member of Audit and Supervisory Committee	Designation as Independent Officer	Supplementary Explanation of the Relationship	Reasons for Appointment
Takashi Iida	○	○	Kowa Law Office Outside Corporate Auditor, Shimadzu Corporation Outside Audit & Supervisory Board Member, Nippon Telegraph and Telephone Corporation Deputy Chairman, Gender Equality Bureau Cabinet Office Promotion and Liaison Committee	Mr. Iida has been engaged, as an attorney at law, in legal practices for long years and has considerable experience and a track record in legal circles including experience of servicing as Vice President of the Japan Federation of Bar Associations. Accordingly, he was appointed to enable this experience to be utilized to contribute to the Company's management. Although the Company has received legal advice under advisory agreement, etc. from the Mori Hamada & Matsumoto law firm to which Mr. Iida was affiliated until December 2011, the total amount of consideration received by the law firm from the Company is less than 2% of total annual revenues of the firm. Consequently such consideration does not constitute a large amount under the Company's independence criteria. Also he does not have any personal relationship, capital relationship or transactional relationship that may cause a conflict of interest with general shareholders with the Company, and other interests in the Company. As a result, the Company has judged that Mr. Iida possesses independence based on the Company's criteria for election of candidates for Directors including independence criteria, and designated him as Independent Officer.
Hiroshi Akiyama	○	○	Partner / Attorney at law, Yanagida & Partners Outside Corporate Auditor, YKK Corporation	Mr. Akiyama has been engaged, as an attorney at law, in legal practice for long years. The Company believes that his specialized knowledge, experience, and extensive insight can be incorporated into the Company's management. Although the Company has received legal advice under advisory agreement, etc. from the Yanagida & Partners law firm to which Mr. Akiyama is affiliated, the total amount of consideration received by the law firm from the Company is less than 2% of total annual revenues of the firm. Consequently, such consideration does not constitute a large amount under the Company's independence criteria. Also he does not have any personal relationship, capital relationship or transactional relationship that may cause a conflict of interest with general shareholders with the Company, and other interests in the Company. As a result, the Company has judged that Mr. Akiyama possesses independence based on the Company's criteria for election of candidates for Directors including independence criteria, and designated him as Independent Officer.
Takuji Kuniyoshi	○	○	—	Mr. Kuniyoshi has broad-ranging knowledge accumulated through many years of international experience working as a certified public accountant at accounting firms, and the Company believes that his experience and knowledge can be incorporated into the Company's management. Also he does not have any personal relationship, capital relationship or transactional relationship that may cause a conflict of interest with general shareholders with the Company, and other interests in the Company. As a result, the Company has judged that Mr. Kuniyoshi possesses independence based on the Company's criteria for election of candidates for Directors including independence criteria, and designated him as Independent Officer.

[Audit and Supervisory Committee]

Committee Composition and Attribute of Chairman

	Total Number of Members	Number of Full-time Members	Number of Inside Directors	Number of Outside Directors	Chairman
Audit and Supervisory Committee	5	1	2	3	Inside Director

Directors and Employees Assisting Duties of Audit and Supervisory Committee	Appointed
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Matters concerning the Independence of such Directors and Employees from Executive Director

Assistants for Audit and Supervisory Committee Members are appointed, and a secretariat for the Audit and Supervisory Committee is established. The independence of employees performing the relevant tasks from Directors (excluding Directors who are Members of Audit and Supervisory Committee) is ensured.

Cooperation among Audit and Supervisory Committee, Independent Auditing Firm, and Internal Audit Department

- Cooperation between the Audit and Supervisory Committee and independent auditing firm

The Audit and Supervisory Committee deepens mutual cooperation by requesting that the independent auditing firm attend meetings such as meetings of the Audit and Supervisory Committee and meetings for reporting results of audits and other such matters, receiving accounting audit reports, and exchanging information in a timely manner.

- Cooperation between the Audit and Supervisory Committee and the Compliance & Audit Office

The Audit and Supervisory Committee receives reports on activity plans from the Compliance & Audit Office and provides advice on selection of audit topics and others. The Alps Group also regularly convenes meetings of the Alps Group Audit and Supervisory Committee Liaison Committee to share audit information.

[Voluntary Committees]

Voluntary Establishment of Committee(s) Equivalent to Nominating Committee or Remuneration Committee	Not Established
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[Independent Officers]

Number of Independent Officers	3
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Matters relating to Independent Officers

Outside Officers who meet qualifications of Independent Officers are all designated as Independent Officers.

[Incentives]

Implementation of Measures to Provide Incentives to Directors	Performance-linked Remuneration and Stock Options
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Supplementary Explanation

The remuneration system for Directors is as provided in “[Director Remuneration] Disclosure of Policy on Determining Remuneration Amounts and Calculation Methods” below.

Recipients of Stock Options	Inside Directors
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Supplementary Explanation

Details of stock options are as provided in “[Director Remuneration] Disclosure of Policy on Determining Remuneration Amounts and Calculation Methods” below.

[Director Remuneration]

Disclosure of Individual Directors’ Remuneration	No Individual Disclosure
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Supplementary Explanation **Updated**

Details including remuneration of Directors and Audit & Supervisory Board Members in the fiscal year ended March 31, 2017 are as follows. During the said fiscal year, with the close of the 83rd Ordinary General Meeting of Shareholders held on June 23, 2016, the Company made the transition from a company with Audit & Supervisory Board to a company with Audit and Supervisory Committee.

Officer classification	Total remuneration, etc. (Millions of yen)	Total remuneration, etc. by type (Millions of yen)			Number of eligible Officers
		base remuneration	bonus	stock options	
Directors (excluding Audit and Supervisory Committee Members) [Of which, Outside Directors]	486 [2]	297 [2]	140 [-]	48 [-]	16 [1]
Directors (Audit and Supervisory Committee Members) [Of which, Outside Directors]	46 [21]	46 [21]	- [-]	- [-]	5 [3]
Audit & Supervisory Board Members [Of which, Outside Audit & Supervisory Board Members]	8 [2]	8 [2]	- [-]	- [-]	4 [2]
Total [Of which, Outside Officers]	541 [26]	352 [26]	140 [-]	48 [-]	25 [6]

- (Notes) 1. The amount of remuneration paid to Directors (excluding Audit and Supervisory Committee Members) does not include employee-portion salary for Directors who also serve as an employee.
2. Figures in the table above include remuneration, etc. for the period of service for two (2) Directors and one (1) Audit & Supervisory Board Member, who had already stepped down upon close of the 83rd Ordinary General Meeting of Shareholders held on June 23, 2016. The number of individuals indicated in the total row in the table above includes all officers. The Company has made the transition from a company with Audit & Supervisory Board to a company with Audit and Supervisory Committee as of June 23, 2016, and has twelve (12) Directors (excluding Audit and Supervisory Committee Members) and five (5) Directors (Audit and Supervisory Committee Members, including three (3) Outside Directors).

Policy for Determining Remuneration Amounts or Calculation Methods Thereof	Established
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Disclosure of Policy for Determining Remuneration Amounts or Calculation Methods Thereof

- Policy on determining remuneration

Under the remuneration structure focusing on linkage with performance in the short term and the medium- to long-term, the Company stimulates actions of directors for increasing corporate performance and the share price to the maximum extent in order to lastingly improve the Group-wide corporate value. Specifically, the composition of remuneration is as follows:

a) Remuneration for Inside Directors (excluding Directors who are Members of Audit and Supervisory Committee)

The Company’s remuneration for Inside Directors (excluding Directors who are Members of Audit and Supervisory Committee) consists of fixed remuneration, performance-based bonuses and stock compensation-type stock options. Performance-based bonuses vary according to single-year performance (operating income, profit and others). Stock compensation-type stock options are granted as compensation linked to medium- to long-term performance at the number of stocks calculated based on the value at the time of grant, according to the amount of stock option remuneration that is specified for each position. Since these stock options have an effect equivalent to substantial provision of the Company’s own stock, not only the merit of an increase in the price of the Company’s stock but also the risk of a decrease in the stock price is shared with shareholders under this system.

b) Remuneration for Directors who are Members of Audit and Supervisory Committee

The Company's remuneration for Directors who are Members of Audit and Supervisory Committee consists only of fixed remuneration.

- Procedures for determining remuneration

The Company determines the remuneration for Directors (excluding Directors who are Members of Audit and Supervisory Committee) at the Board of Directors meetings, and the remuneration for Directors who are Members of Audit and Supervisory Committee at the Audit and Supervisory Committee meetings, to the extent of the total amount of remuneration approved at a General Meeting of Shareholders.

[Supporting System for Outside Directors]

To ensure appropriate and effective exercise of monitoring and overseeing of the management by Outside Directors from an independent standpoint, Corporate Planning Department and Internal Audit Department provide Outside Directors necessary materials or explanation concerning the business management. The Company also provides support to Outside Directors including offering tours of the Company's plants, subsidiaries and trade shows so that they can deepen their understanding.

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

- Directors and Board of Directors

The Company's Board of Directors consists of twelve (12) Directors (excluding Directors who are Members of Audit and Supervisory Committee) and five (5) Directors who are Members of Audit and Supervisory Committee (including three (3) Outside Directors), and is positioned as an organ that deliberates and makes decisions on basic management policy and important managerial matters including mid-term and short-term business plans, and carries out monitoring and supervision of the execution of duties. The board convenes once a month for regular meetings and on other occasions as required to thoroughly deliberate on and pass resolutions on all important matters. With respect to submitted proposals, resolution items are checked in advance from legal affairs, accounting, tax, economic rationality and other perspectives to ensure legal compliance and reasonableness of resolutions of the Board of Directors, in accordance with the rules and bylaws for the Board of Directors. Furthermore, a guide for submission of items to the Board of Directors has been created to clarify standard formats for document submission and main factors for deliberation so that rational and efficient discussions can be carried out at the Board of Directors meetings.

The articles of incorporation state that Directors shall be elected and removed by a resolution of a General Meeting of Shareholders passed by a majority of the votes of shareholders present, where shareholders holding one third or more of the voting rights of shareholders who are entitled to exercise their votes are present, and that cumulative voting shall not be used.

Moreover, the Company formulates mid-term and short-term business plans based on company policy and targets. Business plans are approved by the Board of Directors after an opportunity for deliberation and information sharing at business plan meetings held twice a year with Directors of the Company in attendance. Operations are implemented with progress monitored on a monthly basis, while important matters are submitted to the Board of Directors for deliberation in accordance with the rules and bylaws for the Board of Directors to ensure optimal utilization of management resources.

- Audit and Supervisory Committee

The Company's Audit and Supervisory Committee, a majority of which are Outside Audit and Supervisory Committee Members, endeavors to make appropriate judgments from an objective standpoint, independent from the Executives. Moreover, full-time Audit and Supervisory Committee Members are appointed so that they will attend important in-house meetings and carry out such tasks as gathering important information and receiving reports on a daily basis. Outside Audit and Supervisory Committee Members who have extensive experience as an attorney at law with legal expertise or as certified public accountant with accounting expert and Inside Audit & Supervisory Committee Members who are familiar with the Company's business conduct highly effective audits, cooperate with the Internal Audit Department, and provide opinions to the management at the Board of Directors meetings and other important meetings. Moreover, assistants are appointed to assist duties of Audit and Supervisory Committee, and the independence of employees performing the relevant tasks from Directors (excluding Directors who are Members of Audit and Supervisory Committee) is ensured. In accordance with the provisions of Article 427, Paragraph 1 of the Companies Act, the Company enters into agreements with five (5) Audit and Supervisory Committee Members limiting their liability for damages under Article 423, Paragraph 1 of the Companies Act. Accordingly, their liability for damages under the agreements is limited to the minimum amounts stipulated by laws and regulations.

- Independent auditing firm

The Company has appointed Ernst & Young ShinNihon LLC as its independent auditing firm. The independent auditing firm deepens mutual cooperation by exchanging information with the Internal Audit Department and the Audit and Supervisory Committee in a timely manner where needed.

- Compliance & Audit Office

The Company has set up the Compliance & Audit Office as a body under the direct control of the President. In the internal audit area, the Compliance & Audit Office tests and evaluates effectiveness and efficiency of operations through internal auditing of the Company and domestic and overseas related companies that belong to the electronic components segment. It also works to enhance the checking function and provide suggestions for business improvements, for example by reporting audit results to the Board of Directors.

For Alpine Electronics, Inc. and Alps Logistics Co., Ltd., which are listed subsidiaries and serve as the Group's core companies of the

automotive infotainment segment and the logistics segment respectively, audit information such as implementation of internal audit and challenges are shared at the Alps Group Audit and Supervisory Committee and on other occasions.

In the compliance area, the Compliance & Audit Office works to promote establishment and operation of systems for ensuring the appropriateness of operations to comply with corporate ethical standards, laws and regulations, social norms and in-house regulations, while aiming for business management ensuring legal compliance in cooperation with internal related departments including the Corporate Planning Office and the Legal Affairs, the Human Resources and the General Affairs Departments.

- Corporate Planning Office

The Corporate Planning Office drafts and promotes managerial planning and devises and administers performance plans. In addition, it cross-functionally promotes various activities with public relations, IR and CSR promotion functions centralized to the office. The Corporate Planning Office also cooperates closely with related departments to promote effective CSR activities while strengthening efforts to appropriately disclose information.

3. Reasons for Adoption of Current Corporate Governance System

At the Company, its operations are monitored and supervised by its Board of Directors, while the Audit and Supervisory Committee, independent from the Executives, has responsibility for the monitoring and supervision in close cooperation with the independent auditing firm and the Internal Audit Department. The Company has appointed Outside Directors who are required to provide checks on the legal compliance of Directors' execution of duties.

The Company, which is engaged in the electronic components business, has a function-based organizational structure. Due to strong interconnectedness and highly specialized nature of the functions, it ensures quick and appropriate decision-making and execution of duties through mutual exchange of opinions by Directors who are familiar with each business including directors in charge. The Company believes that clarifying each Director's managerial accountability and mutually supervising the execution of duties enhance the supervisory function.

III. Implementation of Measures for Shareholders and Other Stakeholders

1. Measures to Energize General Meeting of Shareholders and Smooth Exercise of Voting Rights Updated

	Supplementary explanations
Early Notification of General Meeting of Shareholders	The Company issues a Notice of Convocation at least three weeks before the date of the General Meeting of Shareholders, which is earlier than the statutory deadline. In 2017, a Notice of Convocation was issued on June 2. Also, from the viewpoint of early disclosure of information to shareholders, the Company disclosed the Notice of Convocation on the website of both Tokyo Stock Exchange and the Company before the issuance of the notice.
Scheduling Ordinary General Meeting of Shareholders Avoiding the Peak Day	The Company avoids conflicts with shareholders meetings of other companies in scheduling an Ordinary General Meeting of Shareholders so that more shareholders can participate in the meeting. In 2017, the Ordinary General Meeting was held on June 23.
Allowing Electronic or Magnetic Exercise of Voting Rights	The Company allows the exercise of voting rights via the Internet.
Participation in Electronic Voting Platform and Other Efforts to Enhance the Voting Environment for Institutional Investors	The Company has adopted the electronic voting rights exercise platform for institutional investors operated by ICJ, Inc.
Providing Notice of Convocation in English (Translated Fully or Partially)	The Company prepares the English version of Notice of Convocation (summary) to solicit the exercise of voting rights by foreign shareholders.
Other	When hosting the General Meeting of Shareholders, the Company holds a discussion session with shareholders after the meeting (attended by all Officers of the Company), and other events such as a show displaying products and tours of the in-house museum.

2. IR Activities Updated

	Supplementary Explanations	Explanation by Representative
Preparation and Publication of Disclosure Policy	In accordance with relevant regulations and rules of securities exchanges, whether to disclose the important corporate information and the content, timing of such disclosure and others are examined under the leadership of the Corporate Planning Office. The Company has established the system for collecting information promptly and exhaustively in-house.	
Regular Investor Briefings for Individual Investors	The Company holds the biennial Alps Show where new technologies and products are introduced to clients, and invites individual shareholders to the show to showcase new technologies and products and efforts of the Company and other group companies. The Company arranges briefings for shareholders given by the Director in charge of corporate planning during the show and answers individual questions so that shareholders understand the Company more deeply.	Yes
Regular Investor Briefings for Analysts and Institutional Investors	The Director in charge and the IR department explain financial results at annual and quarterly briefings on earnings announcement. Each briefing is held on the very day of announcement of the earnings summary. In addition, the Company invites analysts and institutional investors to the Alps Show and arranges plant tours.	Yes
Regular Investor Briefings for Overseas Investors	The Representative and the Director in charge of corporate planning visit each overseas institutional investor a few times a year.	Yes

	Supplementary Explanations	Explanation by Representative
Posting of IR Materials on Website	A webpage for IR information (http://www.alps.com/e/ir/) has been set up within the Company's website. Timely disclosure information, materials for briefings on earnings announcement and bulletins for shareholders as well as the IR-related schedule can be found on the webpage.	
Establishment of Department and/or Manager in Charge of IR	In an effort to enhance strategic communication of information, the Corporate Planning Office assumes the IR function.	
Other	The Company issues and sends a bulletin for shareholders to them semi-annually. The content of the bulletin is also available on the Company's website so that people other than shareholders can read it.	

3. Measures to Ensure Due Respect for Stakeholders Updated

	Supplementary Explanations
Provisions to Ensure Due Respect for Stakeholders in In-house Rules, etc.	The Company stipulates respect for the position of stakeholders and contribution to the society in management guidelines, charters, and other various regulations, etc., in order to realize the Company's philosophy, "Alps creates new value that satisfies stakeholders and is friendly to the Earth."
Implementation of Environmental Activities, CSR activities, etc.	<p>Based on its philosophy, the Company works on CSR activities.</p> <p>The Company pursues CSR activity according to CSR mid-term plans formulated every three years. The 4th CSR Mid-Term Plan Action Policies are as follows. Related departments establish issues to address regarding respective activities and pursue such initiatives in accordance with the policies below.</p> <p><4th CSR Mid-Term Plan Action Policies (Fiscal 2016 though Fiscal 2018)> Develop basis that makes sustainable growth possible while proactively taking into accounts changes in external environment as well as expectation of stakeholders</p> <p>Environment: Promote global environmental preservation activities Reliably implement Eighth Medium-Term Action Plan for Environmental Preservation Promote further activities as the Alps Group</p> <p>Social: Strengthen the management with consideration of external standards or external environment (human rights, workplace safety, and procurement)</p> <p>Governance: Reinforce corporate risk countermeasure and corporate foundation Enhance corporate governance structure and internal control system Promote proper risk management to support business</p> <p>In fiscal 2017, we have set explicit quantitative benchmarks and objectives for policy implementation to ensure that related departments further promote such activities.</p> <p>CSR activities are disclosed on the Company's website (http://www.alps.com/e/csr/) and annual reports. In addition, the Company provides proper information to stakeholders through a variety of communicational activities such as trade shows and information session.</p>
Formulation of Policies for Information Provision to Stakeholders	In each of operational rules, the disclosure in a timely and appropriate manner is prescribed as a policy regarding information provision to stakeholders.
Other	As for promoting greater involvement of women, the Company strives to support for career development for women in career-track positions, by ways of assigning duties and providing opportunities of education and trainings equally between men and women, eliminating overtime, implementing initiatives towards diversification of working arrangement. The percentage of female managers has been steadily increasing, and stands at 2.1% as of April 2017. From this point forward we will persist with the aforementioned initiatives with the aim of increasing numbers of female managerial candidates in a manner that leads to their career advancement.

IV. Matters Related to Internal Control System

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

Acknowledging the Founding Spirit (Alps Precepts) as the origin of Group management, the Company has established the Alps Group Management Paradigm (Alps Group Management Regulations, Alps Group Compliance Charter and Alps Group Environmental Charter) as well as its fundamental philosophy and action guidelines relating to compliance that apply to the Company and its subsidiaries. The following section provides details on basic policy most recently resolved by the Board of Directors in relation to putting in place systems for ensuring the appropriateness of operations, in line with the aforementioned principles, and an overview of the operating status of such systems. Also, note that this constitutes the most recent basic policy subsequent to its partial revision in accordance with the Company having made the transition to a company with Audit and Supervisory Committee upon close of the 83rd Ordinary General Meeting of Shareholders held on June 23, 2016.

1. System for ensuring that Directors and employees of the Company and directors and employees of its subsidiaries conform to laws and regulations and to the articles of incorporation

- (1) To act responsibly and sensibly in the aim of fair management in keeping with the purpose of laws and regulations, social requirements and corporate ethical standards, the Company has declared a statement of fundamental compliance philosophy and action guidelines and established in-house regulations clarifying specific contents of them.
- (2) The Company nominates several candidates for Outside Directors that are independent with no interests (hereinafter referred to as “Independent Outside Directors”). To deliberate and make decisions on management policy and important managerial matters at the Board of Directors meetings that Independent Outside Directors attend, and to supervise each Director’s execution of duties, the Company has clearly defined specific contents and standards of matters to be resolved and reported in its rules for the Board of Directors and set criteria for election of candidates for Director so that a person who has ability and qualifications for such deliberation, decision-making and supervision is elected as director at the General Meeting of Shareholders.
- (3) To assure legal compliance of resolution of the Board of Directors, the Company has put in place a check system for legal compliance of submitted proposals.
- (4) To foster sound corporate climate, the Company provides compliance education to its Officers and employees.
- (5) The Company has put in place the following structures as systems for ensuring that the performance of duties by directors and employees of its subsidiaries conforms to laws and regulations and to the articles of incorporation.

a) Subsidiaries that belong to the electronic components segment

The Company has put in place a system for providing guidance and management on business management of subsidiaries that belong to the electronic components segment (hereinafter referred to as “electronic components segment companies”). In addition, the Company supports establishment of a structure for compliance and related activities, according to the status and other factors of the electronic components segment companies.

b) Alpine Electronics, Inc. and Alps Logistics Co., Ltd.

Alpine Electronics, Inc. and Alps Logistics Co., Ltd., which are the Company’s subsidiaries and listed companies and serve as the Group’s core companies of the automotive infotainment segment and the logistics segment respectively, (hereinafter referred to as “listed subsidiaries”) build a structure relating to internal controls for each of groups comprising respective segments in line with the Group’s philosophy and action guidelines. The Company has put in place a system that enables cooperation in establishment of internal control between the listed subsidiaries and the Group.

[Overview of Operating Status]

- The Company has established the Alps Group Compliance Charter and compliance regulations, and has also established in-house regulations clarifying specific content thereof.
- With respect to Directors, candidates for Director are nominated on the basis of criteria for election, and their election is proposed at the General Meeting of Shareholders.
- The Board of Directors meetings were held twelve (12) times in fiscal 2016. At those meetings, deliberations and decisions on important matters were made on the basis of the rules and bylaws for the Board of Directors that establish agenda content and standards, and reports on business execution were provided by the respective Directors. In addition, to assure legal compliance of resolutions of the Board of Directors, the Director in charge of administration and the compliance department perform preliminary checks of proposals to be submitted on the basis of regulations for preliminary checking.
- The Company provides compliance education to Officers mainly upon their initial or subsequent appointment, and to employees both when they join the Company and on a regular basis.
- The Company engages in managerial guidance and administration of its subsidiaries on the basis of its regulations for business management of electronic components segment companies, and provides support for activities relating to compliance and other such matters. In addition, the Company has been working to build appropriate internal controls. Efforts in this regard include entering into agreements relating to Alps Group administration and management with its listed subsidiaries and stipulating matters relating to Group operations and management, yet also maintaining independence of each listed company. These efforts also entail regularly holding Presidents Meetings, meetings of the Alps Group Audit and Supervisory Committee Liaison Committee and other such meetings, and taking steps to synergize and optimize the Group’s management.

2. Structure for storage and management of information on execution of duties by the Company’s Directors and report of matters regarding execution of duties by its subsidiaries’ directors, etc. to the Company

- (1) The Company has stipulated basic matters on document control in the in-house regulations, and appropriately records, stores, and manages information related to the execution of duties by Directors.

- (2) The Company has put in place the reporting system for report of matters regarding execution of duties by its subsidiaries' directors, etc. to the Company, taking into account each company's role, function and other factors.

[Overview of Operating Status]

- The Company has established the rules and bylaws for the Board of Directors clarifying matters such as means of preparing and storing minutes of meetings and other operations of the Board of Directors, etc. It also manages information on the basis of regulations it has established which include its document management regulations, information management regulations, and confidential information management regulations. Moreover, each of the Company's subsidiaries report to the Company with respect to matters such as the status of their business execution on the basis of regulations for business management of electronic components segment companies, and the listed subsidiaries report to the Company with respect to such matters largely on the basis of agreements relating to administration and management.

3. Rules and other structures for managing risks of loss of the Company and its subsidiaries

- (1) To manage risks of the Group as a whole integrally and share information, the Company has established in-house regulations on risk management and put in place the structure for management and reporting on various risks.
- (2) The Company has put in place the structure for prior deliberation with and reporting to the Company on certain risks relating to its subsidiaries. For the electronic components segment companies, the Company makes each company have in place the system in accordance with the Company's regulations on risk management and provides necessary support to them according to their situation. For listed subsidiaries, a system has been put in place in each subsidiary and its group in consideration of risks relating to execution of business affairs, while the Company has in place a system that enables cooperation with listed subsidiaries.

[Overview of Operating Status]

- The Company has established crisis management regulations and other regulations under its risk management policies, and accordingly maintains and operates management and reporting systems relating to risks that could substantially affect business management as a consequence of disasters, accidents and operational factors.
- The Company maintains a risk management framework with respect to its subsidiaries, geared to the size and type of business of each entity. The electronic components segment companies discuss with the Company on matters relating to risk, and report such matters to the Company, on the basis of regulations for business management of electronic components segment companies. Moreover, with respect to its listed subsidiaries, the Company facilitates cooperation within the Group by regularly holding Presidents Meetings, meetings of the Alps Group Audit and Supervisory Committee Liaison Committee, and other such meetings.

4. Structure for ensuring effective execution of duties by Directors of the Company and directors of its subsidiaries

- (1) The Company has adopted a business assignment system in addition to function-based headquarters, clarified where responsibility lies by assigning a Director in charge to each business and established a structure that ensures appropriate and effective execution of duties.
- (2) The Company deliberates and makes decisions a mid-term and short-term business plan at the Board of Directors meeting, and each Director acts to achieve objectives set in the plan and reports the progress at the Board of Directors meeting.
- (3) The Company has established classification for operational management of subsidiaries based on the Group-wide basic policy and strategy and established a structure for ensuring effective execution of business affairs in consideration of this classification. The Company has in place a system for providing guidance on business management and operations and monitoring performance according to each company's situation for the electronic components segment companies, and a system for ensuring cooperation while receiving report on business conditions to check on the progress for listed subsidiaries.

[Overview of Operating Status]

- The Company has structured operations along functional lines in areas such as sales & marketing, engineering, production, administration and quality management. It has also set up a business assignment system arranged by business in the areas of components, automotive modules, and new business & consumer modules, and has accordingly clarified lines of responsibility by assigning Directors to be in charge of the respective areas of business.
- The Company establishes a mid-term business plan once every three years and a short-term business plan every year, and in that regard deliberates and makes decisions in the Board of Directors meetings. The Company holds business plan meetings semi-annually with respect to those plans in order to track progress of the plans and conduct reviews. Moreover at the Board of Directors meetings, the respective Directors in charge deliver monthly reports on progress being made with respect to the plans in their areas of responsibility.
- With respect to the electronic components segment companies, the Company has assigned Directors in charge of the respective entities, to provide guidance and supervision geared to ensuring that business is executed effectively in accordance with the size and type of business of each subsidiary. The Company's Board of Directors receives reports on the status of listed subsidiary operations, checks the progress thereof, and facilitates managerial cooperation through Presidents Meetings.

5. Other structures for ensuring the appropriateness of operations in the corporate group consisting of the Company and its subsidiaries

- (1) The Company has established a fundamental philosophy and action guidelines relating to the Group's compliance that apply to the Company and its subsidiaries and shares them within the Group as common values.
- (2) The Company has set appropriate standards for pricing of intra-group transactions.
- (3) To ensure prevention, early discovery and correction of violation of corporate ethical standards, in-house regulations and laws and regulations, the Company has put in place an internal reporting system (Ethics Hotline) (hereinafter referred to as the "Ethics Hotline") and makes the contact point for reporting known regularly in the Company and its subsidiaries.
- (4) The Company's Internal Audit Department conducts an audit of overall activities relating to business management and businesses of the Company and the electronic components segment companies and reports results of the internal audit to the Board of Directors as well as the Audit and Supervisory Committee and independent auditing firm. For listed subsidiaries, the internal audit department of

each company performs an audit of the company and its group and cooperates with the Company's Internal Audit Department where needed.

- (5) The Company's Audit and Supervisory Committee makes efforts to communicate and exchange information with directors and audit & supervisory board members, etc. of the Company's subsidiaries and receive a report on businesses from those subsidiaries where needed.

[Overview of Operating Status]

- The Company has established the Alps Group Compliance Charter which is used throughout the entire Group. Intra-group transactions are carried out in an appropriate manner, with those involving electronic components segment companies conducted using a Group company pricing standard, and those involving listed subsidiaries conducted on the basis of agreements relating to Alps Group administration and management.
- The Company has put in place its Ethics Hotline, and also makes its contact points for reporting known through the monthly company newsletter, in-house portal websites, and through other such means. The Director in charge of administration checks on the status of Ethics Hotline operations, and reports such matters to the Board of Directors semi-annually.
- The Company holds Alps Group Ethics Hotline Liaison Meetings semi-annually, in order to discuss and share with the listed subsidiaries on matters such as the status of Ethics Hotline operations and issues to be faced.
- In addition to carrying out internal audits of the Company's manufacturing and sales locations on the basis of medium-term and annual internal audit plans, the Internal Audit Department also perform audits on the management and use of public grants, audits on trading business operations, and internal audits of overseas affiliates in the electronic components segment. Moreover, information management audits performed on a global basis in the electronic components segment are conducted in coordination with information systems departments. Results of internal audits are reported to the Board of Directors and the Audit and Supervisory Committee, immediately after having concluded such audits.
- With respect to the listed subsidiaries, internal audits of the respective companies and such segment companies are carried out by the internal audit departments of the respective companies, and details are shared on the status of each company, and challenges thereof, in meetings of the Alps Group Audit and Supervisory Committee Liaison Committee and other such forums.
- The Company's Audit and Supervisory Committee Members regularly hold interviews with presidents and others of the Japanese subsidiaries. Moreover, they hold interviews with presidents and others of overseas subsidiaries when conducting on-site audits, and engage in interviews and exchange information by making use of business plan meetings and other such forums.

6. Matter regarding employees who assist duties of the Audit and Supervisory Committee

The Company has set up a department assisting duties of the Audit and Supervisory Committee and assigned dedicated staff (hereinafter referred to as "support staff for the Audit and Supervisory Committee").

[Overview of Operating Status]

- The Company has set the Audit and Supervisory Committee Office which acts as a department that assists in performing the duties of the Audit and Supervisory Committee, and accordingly dedicated support staff for the Audit and Supervisory Committee have been assigned to that office.

7. Matter regarding ensuring independence of the Company's support staff for the Audit and Supervisory Committee from Directors and effectiveness of instructions for the support staff

- (1) Support staff for the Audit and Supervisory Committee shall not assume other functions and shall follow directions and orders solely from the Company's Audit and Supervisory Committee.
- (2) The Company makes a personnel change and conducts performance review for support staff for the Audit and Supervisory Committee with full-time Audit and Supervisory Committee Members' agreement.

[Overview of Operating Status]

- At the Company, the support staff for the Audit and Supervisory Committee follow directions and orders of the Audit and Supervisory Committee, without concurrently assuming other functions. Meanwhile, personnel changes and performance reviews are carried out upon gaining agreement of full-time Audit and Supervisory Committee Members.

8. Structure for reporting by the Company's Directors and employees to its Audit and Supervisory Committee

- (1) The Company has in place the structure for reporting on any serious internal misconduct or any important matter that may cause significant damage on the Company by Directors to the Audit and Supervisory Committee.
- (2) The Company has in place the structure that enables employees to directly or indirectly report any serious internal misconduct or any important matter that may cause significant damage on the Company to the Audit and Supervisory Committee through reporting to the Ethics Hotline contact point.

[Overview of Operating Status]

- The Company has created an environment conducive to enabling Directors to report matters to the Audit and Supervisory Committee should a Director discover or otherwise become aware of any serious internal misconduct or an important matter that could cause significant damage to the Company. The Company has also put in place a structure that makes it possible for employees to report to the Ethics Hotline and to seek consultation thereof. Moreover, the Company accordingly operates it and makes its presence known. The hotline acts as a point of contact for access to the full-time Audit and Supervisory Committee Members, Audit and Supervisory Committee Members who are Outside Directors, and the manager in charge of the compliance department, should an employee discover or otherwise become aware of any serious internal misconduct or an important matter that could cause significant damage to the Company.

9. Structure for reporting by directors, audit & supervisory board members, employees, etc. of the Company's subsidiaries or a person who received a report from any of them to the Company's Audit and Supervisory Committee

- (1) The Company has in place the structure for reporting on its subsidiary's serious internal misconduct or any important matter that may cause significant damage on the subsidiary by the subsidiary's directors and audit & supervisory board members directly or through the Company's Director in charge, etc. to the Company's Audit and Supervisory Committee.
- (2) The Company has in place the structure that enables employees of the Company's subsidiaries to report directly or indirectly to the Company's Audit and Supervisory Committee through reporting to the Ethics Hotline contact point.

[Overview of Operating Status]

- The Company has put in place its Ethics Hotline which acts as a point of contact for access to the Company's full-time Audit and Supervisory Committee Members, Audit and Supervisory Committee Members who are Outside Directors, and the manager of the compliance department, and accordingly operates it and makes its presence known. The hotline acts as a structure that makes it possible for directors and audit & supervisory board members of Japanese subsidiaries (excluding listed subsidiaries) and employees thereof to report matters to the Company's Audit and Supervisory Committee with respect to the subsidiary's serious internal misconduct or any important matter that may cause significant damage on the subsidiary.
- The Company has put in place internal reporting structures in its major overseas subsidiaries, and provides guidance to such employees so that they can use these structures. Moreover, the Ethics Hotline secretariat regularly monitors the status of such operations, and reports results of such monitoring to the Company's Director in charge of administration, full-time Audit and Supervisory Committee Members, and Audit and Supervisory Committee Members who are Outside Directors.

10. Structure for ensuring that a person who reported to the Audit and Supervisory Committee is not treated unfavorably for the report

The Company has stipulated in in-house regulations that it is prohibited to treat a Director, Audit and Supervisory Committee Member, employee or other person of the Company and a director, audit & supervisory board member, employee or other person of its subsidiaries unfavorably because he or she reported to the Audit and Supervisory Committee.

[Overview of Operating Status]

- The Company's Ethics Hotline regulations prohibit the unfavorable treatment of a director, audit & supervisory board member (excluding those of the Company or listed subsidiaries), employee or any other person of the Company or one of its subsidiaries, on the grounds that he or she has reported to the Ethics Hotline.

11. Policies regarding procedures for advance payment or reimbursement of expenses arising in conjunction with the execution of duties by the Company's Audit and Supervisory Committee Members (limited to those expenses incurred in relation to execution of the Audit and Supervisory Committee's duties) and other policies for processing expenses and obligations arising with respect to execution of such duties

If the Audit and Supervisory Committee asks the Company for the expenses arising in conjunction with the execution of its duties, the Company shall appropriately process such expenses or obligations in accordance with Article 399-2, Paragraph 4 of the Companies Act.

[Overview of Operating Status]

- Budgets to cover expenses for audits performed by Audit and Supervisory Committee Members are secured on the basis of audit plans, and reimbursement of such expenses is provided based on request made by an Audit and Supervisory Committee Member of expenses actually incurred. In fiscal 2016, there were no requests received from Audit and Supervisory Committee Members with respect to expenses incurred for urgent or extraordinary matters.

12. Other structure for ensuring that the audit by the Audit and Supervisory Committee is conducted effectively

- (1) Audit and Supervisory Committee Members may have meetings with Directors and executive-level employees regularly and as needed, for example by attending important in-house meetings such as business plan meetings.
- (2) The Audit and Supervisory Committee may have meetings regularly and as needed to ensure close cooperation with the Internal Audit Department and independent auditing firm.
- (3) The Audit and Supervisory Committee may use external experts if it is necessary in performing an audit.

[Overview of Operating Status]

- The Audit and Supervisory Committee Members have meetings with Directors and executive-level employees regularly and as needed, in addition to attending important meetings such as the Board of Directors meetings and business plan meetings.
- The Audit and Supervisory Committee Members meet with the Internal Audit Department and the independent auditing firm at meetings held regularly and as needed such as the Alps Group Audit and Supervisory Committee Liaison Committee and meetings to report audit results, and share information and issues in that regard.
- The auditing standards of the Audit and Supervisory Committee clearly state that external experts may be used.

13. Structure for ensuring the appropriateness of financial reporting

The Company checks the establishment and enforcement of internal control through self-inspection and evaluation by an independent department, and discloses the effectiveness of internal control on reliability of financial reporting in the internal control report.

2. Basic Views on Eliminating Anti-Social Forces and Progress of Related Efforts

The Group adheres to its policy of having no relation with anti-social forces and groups that pose a threat to order or safety in civil society and steadfastly refusing any request from such forces and groups. The Group has set up a body that controls handling of anti-social forces and groups in the Human Resources and General Affairs Departments and put in place a structure for cooperation with relevant internal departments and external specialized agencies including the police. To respond to unreasonable demands, education is provided through in-house training.

V. Other

1. Adoption of Anti-Takeover Measures

Adoption of Anti-Takeover Measures	Not adopted
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Supplementary Explanation

2. Other Matters Concerning Corporate Governance System

- Overview of the timely disclosure system

1. Establishment of a body responsible for disclosure

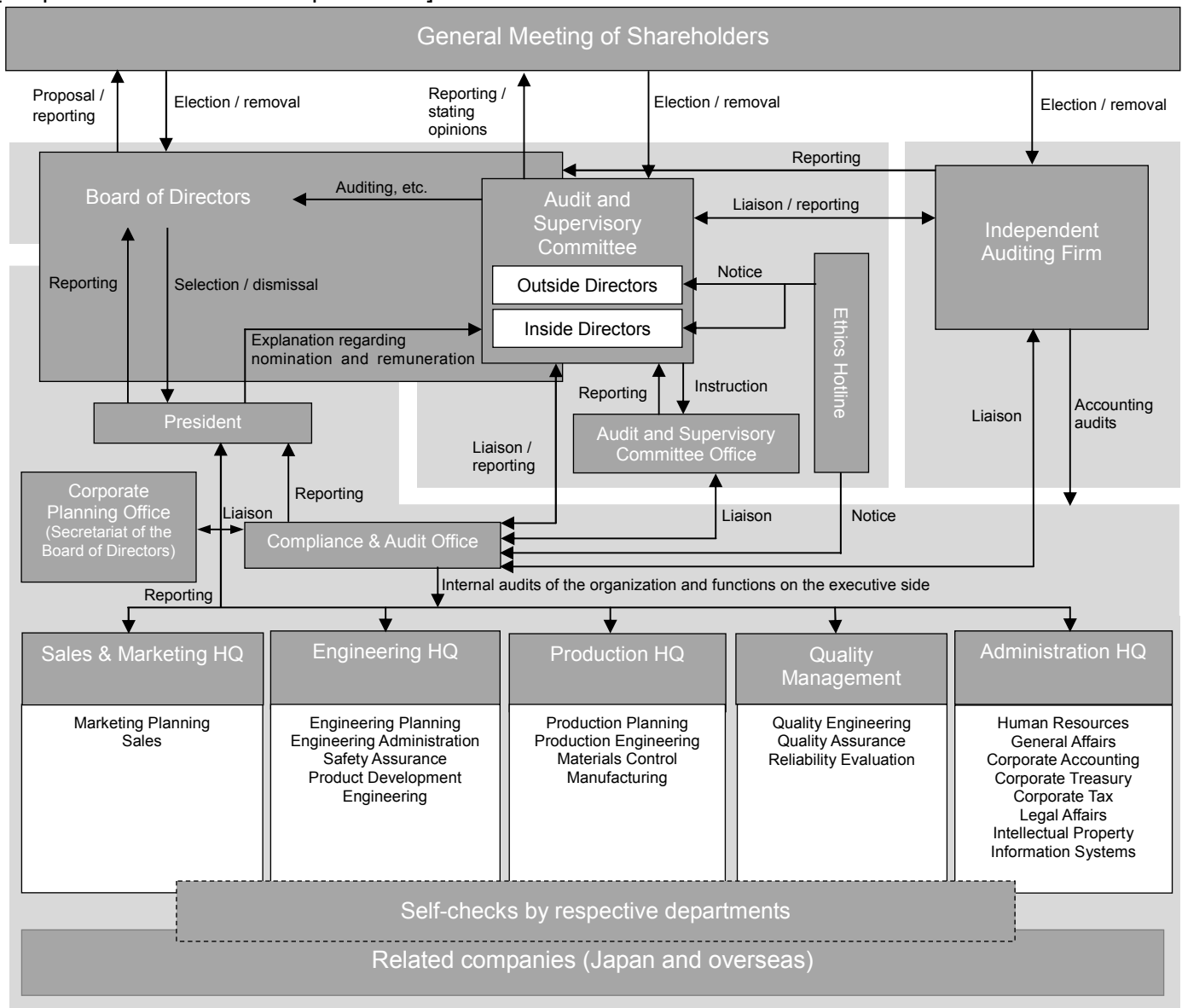
- (1) The Director in charge of corporate planning is responsible for handling information in timely disclosure, and the Corporate Planning Office is in charge of inquiries on timely disclosure rules.
- (2) For corporate information produced in and out of the Group including subsidiaries, each department in the Administration Headquarters endeavors to collect facts from the department managing the information and shares them in the Administration Headquarters.
- (3) For corporate information on financial results, the Director in charge of corporate planning reports the progress and definitive results on a quarterly basis to the Board of Directors, which subsequently resolves such matters.

2. Establishment of procedures for timely disclosure

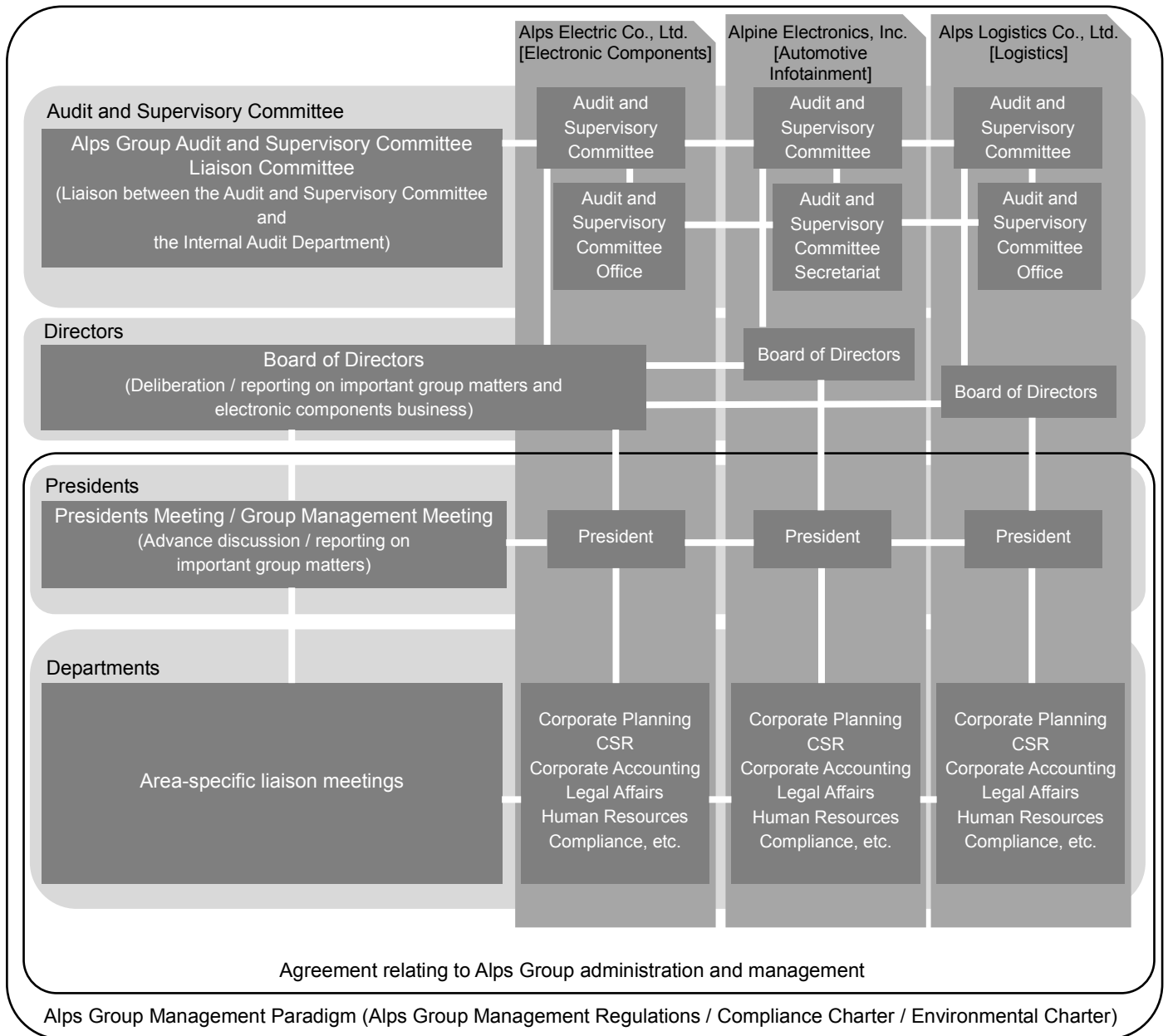
- (1) Corporate information discussed at the Board of Directors meetings, of which the importance is assessed by the Director in charge of Corporate Planning, is disclosed in accordance with timely disclosure rules.
- (2) Corporate information produced internally and externally, of which the importance is assessed through discussions by the Director in charge of Corporate Planning and the Director (or responsible person) in charge of the department in which the information was produced, is disclosed in accordance with timely disclosure rules.
- (3) Financial closing information, which is shared with the Corporate Planning Office after being reported by the Director in charge of corporate planning to the Board of Directors, is disclosed in accordance with timely disclosure rules. This corporate information is reported to all Directors and persons in charge, etc. of consolidated companies by email simultaneously with being made public, and the Company also prepares to swiftly disclose the information on its website.

Reference Material: Schematic Diagrams

[Corporate Governance at Alps Electric]



[Alps Group Internal Controls]



[In-house structure for timely disclosure]

