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Corporate Governance Report

CORPORATE GOVERNANCE

Last Update: June 27, 2024

Odakyu Electric Railway Co., Ltd.

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Securities code: 9007

<https://www.odakyu.jp>

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

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

1. Basic Views

Basic Views

With regard to enhancing and strengthening the Company’s corporate governance, the Company is implementing various measures with the recognition that it is vital to strengthen the function to make decisive decisions unshackled by precedents or customs as well as to strengthen the supervisory function for business execution, by ensuring transparency, fairness and speed when carrying out key strategies. The aim is to maximize the interest of various stakeholders, including our shareholders as well as our customers, business partners, creditors and local communities, and achieve sustained growth as well as enhance the medium- to long-term corporate value of the Company.

Basic Policies

(1) Securing the Rights and Equal Treatment of Shareholders

The Company provides the necessary information for the exercise of rights by shareholders in a timely and appropriate manner, and develops an environment in which shareholders can exercise their rights without hesitation. The Company also gives consideration to substantially ensuring the rights and equal treatment of various shareholders, including minority shareholders.

(2) Appropriate Cooperation with Stakeholders Other Than Shareholders

The Company recognizes that it is vital to cooperate with stakeholders, including employees, customers, business partners, creditors and local communities, to realize sustained growth and the creation of medium- to long-term corporate value. With this recognition, the Company strives to appropriately cooperate with such stakeholders.

(3) Ensuring Appropriate Information Disclosure and Transparency

The Company appropriately discloses financial information, such as financial standing and operating results, and non-financial information, such as business strategies and business issues, risk and governance, in compliance with the relevant laws and regulations. In addition, the Company provides other information through news releases, etc. to stakeholders.

The Company also makes efforts to provide accurate, clear and useful information, including non-financial information, taking into consideration that disclosed and provided information will serve as the basis for constructive dialogue with shareholders.

(4) Fulfilling Responsibilities of the Board of Directors

The Board of Directors sets the strategic direction of the Company mainly through the Management Vision “UPDATE Odakyu—Becoming a Community-Based Value Creation Company” and the Medium-Term

Management Plan based on the Group Management Principle. The Company also establishes an environment where appropriate risk-taking by Directors is supported, while electing highly independent Outside Directors and carrying out effective oversight of business execution.

(5) Dialogue with Shareholders

The Company engages in constructive dialogue with shareholders even outside the General Meeting of Shareholders, mainly at financial results briefings, with the aim of achieving sustained growth of the Company and enhancing the corporate value over the medium to long term. In such dialogue with shareholders, Directors and Executive Officers participate in interviews to the extent reasonable and give appropriate feedback mainly to full-time officers on the views and demands of shareholders grasped during the dialogue. Through these and other efforts, the Company pays due attention to the interests and concerns of shareholders. The Company also makes efforts to explain its business policies to shareholders in an understandable manner so as to gain their support, while at the same time striving to develop a balanced understanding of the positions of shareholders and other stakeholders and act accordingly.

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

The Company implements all the principles of the Corporate Governance Code

[Disclosure Based on the Principle of the Corporate Governance Code] Updated

Principle 1.4 Strategic Shareholdings

The Company considers it necessary to maintain and develop business relations with various companies in order to achieve the Group Management Principle of helping its customers create “irreplaceable times” and “rich and comfortable lifestyles.” To this end, the Company holds shares that are deemed necessary as a policy based on comprehensive consideration of factors such as business relationships with the issuing company. With regard to strategic shareholdings held by the Company, the Board of Directors annually verifies the aim and rationale of holding from a qualitative perspective, such as contribution to the maintenance and development of business relations with the issuing company, as well as from a quantitative perspective such as cost of capital and dividend income. Our policy calls for reducing shares for which the significance of holding has diminished through sale and other means as a result of such verification.

The Company also exercises the voting rights on strategic shareholdings for all proposals. In exercising the voting rights, the Company pays special attention to proposals that may damage shareholder value in accordance with the Company’s standards for exercising voting rights based on factors such as the business condition, dividend condition and presence or absence of anti-social acts and other scandals of each company. In addition, the Company receives an explanation of the proposal from the issuing company as necessary.

Supplementary Principle 1.4.1 Response to Cases Where Companies Holding the Company’s Shares as Strategic Shareholdings Indicate Their Intentions to Sell These Shares

The Company will not imply a possible reduction of business transactions and the like for the purpose of hindering the sale of the Company’s shares held by shareholders who hold them as strategic shareholdings.

Principle 1.7 Related Party Transactions

At the Company, competing transactions and conflict-of-interest transactions by Directors are specified as proposals to be resolved by the Board of Directors under the Regulations of the Board of Directors. In addition to this, transactions between the Company or its consolidated subsidiaries and officers and their close relatives are also verified to determine the presence of any such transactions and their details every fiscal year, while the details of transactions that fall under the accounting standards and the guidelines for the application of such standards for related party disclosure are disclosed.

Principle 2.4.1 Ensuring of Diversity at the Company, Including the Promotion of Active Participation of Women

“Initiatives on Diversity and Inclusion” are being promoted to ensure diversity within the Company, details of which have been disclosed on the Company’s website (<https://www.odakyu.jp/sustainability/diversity/>) and “Diversity and Inclusion Report” (<https://www.odakyu.jp/company/diversity/report/210330/book/html5.html#page=1>).

The views of the Company and the situation concerning the ensuring of diversity in terms of elements such as

the appointment of women, mid-career hires and foreign nationals to management positions at the company are as follows.

Appointment of Women to Management Positions

To promote the active participation of women in the Company, the Company aims to increase the ratio of women in management positions (Section Manager and above) to 12.0% by the fiscal year ending March 31, 2031 and to 30.0% by the fiscal year ending March 31, 2051. As of March 2024, female employees accounted for 5.4% of the individuals in management positions (Section Manager and above). In June 2024, the Company's first female in-house Director was elected.

Appointment of Mid-Career Hires and Foreign Nationals to Management Positions

As of March 2024, mid-career hires accounted for 5.4% of the individuals appointed to management positions (Section Manager and above) at the Company. There are currently no foreign nationals appointed to management positions. As stated in its "Declaration on Diversity and Inclusion," the Company will continue to leverage all perspectives to the greatest extent possible. From the perspective of creating new value, the Company will hire the type of talent and appointing the type of individuals to management positions which are required to ensure the sustainable growth of the Company, regardless of factors such as age and nationality.

Principle 2.6 Roles of Corporate Pension Funds as Asset Owners

In order to enhance the efficiency of pension asset management, the Company periodically holds a Pension Asset Management Advisory Council (hereinafter, "Advisory Council") with the Manager of Finance & Accounting Department as the chairperson and the Manager of Personnel Department as the vice chairperson. At the Advisory Council, participants discuss matters such as asset allocation for pension fund management, management strategy and the entrusted management company, based on their professional or general knowledge and experience commensurate with each position and responsibility.

In determining the specific asset allocation for pension fund management, management strategy and the entrusted management company, the Company has a system to receive advice from outside pension fund management experts as necessary. The Company requests the pension fund management consultant of Rating and Investment Information, Inc. (hereinafter, "R&I"), a group company of Nikkei Inc., to act as an outside expert. By receiving advice on pension fund management from R&I from a neutral and fair position, the Company has a system that does not allow conflicts of interest to arise between pension fund beneficiaries and the Company.

In order to enhance professional knowledge and experience in pension fund management, the Company utilizes advice from R&I and also endeavors to develop, appoint and assign personnel with the appropriate credentials for such fund management.

Principle 3.1 Full Disclosure

(1) The management principle, management plans and other information are disclosed in the securities reports and the Company's website (<https://www.odakyu.jp/company/philosophy/>).

(2) Basic views and policies on corporate governance are stated in "I. 1. Basic Views and Basic Policies" of this report.

(3) Policies and procedures for determining compensation are stated in "II.1. [Director Remuneration] Disclosure of Policy on Determining Remuneration Amounts and Calculation Methods" of this report.

(4) In electing the senior management (Directors concurrently serving as Executive Officers) and nominating candidates for Directors, persons with outstanding personality and insights are required. In addition, in the case of in-house candidates, persons who are well versed in the Company's operations based on experience gained at several departments are elected and nominated for the senior management and Directors (excluding Directors who are Audit & Supervisory Committee members), and persons who have expertise regarding finance, accounting and legal affairs as well as knowledge of the Company's business are elected and nominated for Directors who are Audit & Supervisory Committee members. In the case of candidates who come from another company or institution, for both Directors, the Company nominates those capable of fulfilling roles and functions to enhance management supervising functions, along with career history, experience and professional knowledge, etc. that differ from those of in-house candidates. In addition, election and nomination are conducted by considering the balance between knowledge, experience and skills of the Board of Directors as a whole, and diversity. Also, the dismissal of the senior management is decided in light of the election policy.

Based on the policy above, the election/dismissal of the senior management and nomination of candidates for

Directors are decided by the Board of Directors following deliberations by the Nomination and Compensation Advisory Committee, in which Independent Outside Directors comprise a majority of the members. In addition, the Company explains the matter concerned to Outside Directors who are Audit & Supervisory Committee members prior to the meeting of the Board of Directors.

(5) The individual reasons for the election/dismissal of the senior management, candidates for Directors are disclosed in the Reference Documents of the Notice of the General Meeting of Shareholders.

Supplementary Principle 3.1.3 Initiatives Concerning Sustainability and Investments, etc. in Human Capital and Intellectual Property

The Company discloses the status of its various initiatives concerning sustainability on its website and in its Integrated Report, etc.

Having endorsed TCFD's recommendations, the Company discloses information based on TCFD's recommendations on its website and in its Integrated Report, etc.

Moreover, based on the Company's Management Vision "UPDATE Odakyu—Becoming a Community-Based Value Creation Company," the Company is promoting investments in human capital and intellectual property and discloses the details relating thereto on its website and in its Integrated Report, etc.

Company website:

- Sustainability initiatives: <https://www.odakyu.jp/sustainability/>
- Environmental initiatives, including information based on TCFD's recommendations: <https://www.odakyu.jp/sustainability/carbon-neutral/>
- HR management policy: <https://www.odakyu.jp/sustainability/talented-person/>
- Overview of workstyle reform, etc.: <https://www.odakyu.jp/sustainability/diversity/>

Integrated Report: <https://www.odakyu.jp/ir/integratedreport/>

The securities reports: <https://www.odakyu.jp/ir/securities/>

Supplementary Principle 4.1.1 Summary of Scope and Content of Matters Delegated to the Management

In addition to matters stipulated in relevant laws and regulations and the Articles of Incorporation, the Company stipulates matters to be resolved by the Board of Directors, such as long-term comprehensive plans in the Regulations of the Board of Directors. Furthermore, the Company sets the standard for the amount, etc. according to importance in the criteria for discussing matters at the Board of Directors, and also resolves matters deemed important in accordance with such standards, such as investments and loans, at the Board of Directors.

Regarding decisions on matters other than those resolved by the Board of Directors and business execution, matters such as the duties and authority of each position are stipulated in the Official Authority Rules and are delegated to each level of management.

Principle 4.9 Independence Standards and Qualification for Independent Outside Directors

Independence Standards for Outside Directors specified by the Company are stated in "II.1. [Independent Directors] Matters relating to Independent Directors" of this report.

Supplementary Principle 4.10.1 Voluntary Establishment of Committees

The Company has established the Nomination and Compensation Advisory Committee, in which Independent Outside Directors comprise a majority of the members, as an advisory body to the Board of Directors in order to strengthen the independence, objectivity and accountability of the functions of the Board of Directors on matters such as nomination of Directors and compensation of Directors (excluding Directors who are Audit & Supervisory Committee members).

The Committee deliberates on such matters as basic policy for nomination and compensation and draft proposals for the General Meeting of Shareholders, reporting the results to the Board of Directors.

Supplementary Principle 4.11.1 View on Balance between Knowledge, Experience and Skills of the Board of Directors as a Whole, and on Diversity and Size of the Board of Directors and Skills Matrix

The Company's Board of Directors comprises a combination of Executive Directors who are well versed in the Company's operations, as well as several Outside Directors who have career history, experience and professional knowledge that differ from those of in-house Directors and are fully capable of fulfilling roles and functions to enhance management supervising functions. In this way, the Company strives to ensure the balance

between knowledge, experience and skills of the Board of Directors as a whole, and diversity. The Company also works to have an appropriate size for the constitution of the Board of Directors in light of factors such as business scale and type of operations. The Articles of Incorporation stipulates that the number of Directors shall be 20 or less (among them, the number of Directors who are Audit & Supervisory Committee members shall be five or less). Based on the policy above, the Board of Directors currently comprises nine Directors (excluding Directors who are Audit & Supervisory Committee members) and four Directors who are Audit & Supervisory Committee members. Among them, the professional background of the three Independent Outside Directors (excluding Directors who are Audit & Supervisory Committee members) consists of three corporate managers, and the professional background of the three Independent Outside Directors who are Audit & Supervisory Committee members (including two women) consists of a corporate manager, an attorney-at-law, and a certified public accountant. The combinations of skills and other elements of Directors (skills matrix) are disclosed in the Notice of the General Meeting of Shareholders.

Supplementary Principle 4.11.2 Status of Concurrent Positions Held by Directors at Other Companies

The status of significant concurrent positions held by Directors, and their candidates is disclosed every year in the Reference Documents and the Business Report of the Notice of the General Meeting of Shareholders.

Supplementary Principle 4.11.3 Analysis and Evaluation of the Effectiveness of the Board of Directors as a Whole

The Company conducts self-evaluations of Directors every year by means such as questionnaire surveys concerning decision-making and oversight functions of the Board of Directors and the support structure of the Board of Directors. Based on the results of such evaluations, the effectiveness of the Board of Directors as a whole is analyzed and evaluated by the Board of Directors. During the fiscal year ended March 31, 2024, as a result of analyses and evaluations, it was confirmed that the Board of Directors was effective. Furthermore, based on the results of analyses and evaluations in prior fiscal years, the Company strived to deepen discussions on important matters such as the medium-term management plan, through measures including several reporting sessions on the formulation policies, the status of planning, and others at the Board of Directors, and meetings to exchange views mainly among Outside Officers. In addition, to improve the provision of information to Outside Officers, the Company held study sessions on the industry the Company belongs to, arranged tours to Group companies' facilities and briefing sessions on their businesses. As a result of analyses and evaluations in the fiscal year ended March 31, 2024, the Company recognizes that it is necessary to optimize discussion and discussion methods regarding the important policies and strategies of the Group's business, and to continue to increase opportunities for Outside Officers to acquire information and knowledge. With this recognition, the Company will consider further enhancing the effectiveness of the Board of Directors including response to such matters.

Supplementary Principle 4.14.2 Training Policy for Directors

The Company provides information on the Company's business, among other things, as needed to Outside Directors, in addition to mainly creating opportunities to inspect the Company's facilities and areas along the Odakyu Line as appropriate to support efforts to deepen understanding of the Company's business. Furthermore, the Company invites outside lecturers to have them give lectures every year on topics such as internal control to in-house Directors. For Executive Directors, the Company also explains and provides information on the details of business of the department they will be in charge of. The Company takes these measures for each Director and also provides financial support required for such measures.

Principle 5.1 Policy for Constructive Dialogue with Shareholders

The Company makes efforts to improve the quality of IR activities through the formulation and disclosure of the Disclosure Policy as well as the following initiatives, in order to promote constructive dialogue with shareholders and investors.

- (1) The Company appoints an Executive Officer in charge of overseeing the department responsible for engaging in dialogue with shareholders and investors (Investor Relations Office).
- (2) Primarily the responsible department gives feedback on the views and demands made by shareholders and investors through regular exchange of information with related departments such as the Management Strategy Department, the Group Management Department, the General Affairs Department and the Corporate Communications Department, as well as the Group companies, while working to promote understanding inside the Company and the Group.
- (3) For analysts and institutional investors, initiatives such as briefings for each business by the responsible

officers and tours of the Company's facilities are taken, in addition to holding financial results briefings (twice a year), in which the President and other members of management participate. Furthermore, for individual investors, company information meetings are held in cooperation with securities companies and other institutions.

(4) The Company provides opportunities to regularly report mainly on the status of IR activities and the views and demands made by shareholders and investors at meetings of the Board of Directors and the Board of Executive Officers, in addition to feedback given to Directors, Executive Officers, etc. by the responsible departments as appropriate.

(5) Important information is strictly handled under the internal rules concerning the management of internal information. In addition, a quiet period is set before the announcement of financial results to restrict external coverage and inquiries.

[Status of measures to realize management conscious of cost of capital and stock price] [Disclosed in English]
The status of measures to realize management with an awareness of cost of capital and stock price is disclosed in the medium-term management plan (https://www.odakyu.jp/company/philosophy/doc/management_plan.pdf).

[Status of dialogue with shareholders, etc.]
The status of dialogue with shareholders is disclosed in the Integrated Report (<https://www.odakyu.jp/ir/integratedreport/>).

2. Capital Structure

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

Name / Company Name	Number of Shares Owned (Shares)	Percentage (%)
The Master Trust Bank of Japan, Ltd. (Trust Account)	52,020,700	14.45
The Dai-ichi Life Insurance Company, Limited	17,232,626	4.79
Nippon Life Insurance Company	16,763,615	4.66
Custody Bank of Japan, Ltd. (Trust Account)	15,696,868	4.36
The Master Trust Bank of Japan, Ltd. (Retirement Benefit Trust Account, Mitsubishi Electric Corporation Account)	12,908,000	3.59
Meiji Yasuda Life Insurance Company	6,909,121	1.92
STATE STREET BANK WEST CLIENT - TREATY 505234 (Standing Proxy: Settlement & Clearing Services Department, Mizuho Bank, Ltd.)	6,714,185	1.87
SUMITOMO LIFE INSURANCE COMPANY	5,500,000	1.53
Custody Bank of Japan, Ltd. (Retirement Benefit Trust Account, Sumitomo Mitsui Trust Bank Account)	4,562,000	1.27
Kanagawa Chuo Kotsu Co., Ltd.	4,493,016	1.25

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

Supplementary Explanation Updated

- The status of major shareholders as of March 31, 2024 is stated.
- The Dai-ichi Life Insurance Company, Limited has contributed an additional 2,000 thousand shares of the Company to a retirement benefit trust and retains rights of instruction in regard to shareholder voting rights of the shares.
- The 12,908 thousand shares held by The Master Trust Bank of Japan, Ltd. (Retirement Benefit Trust Account, Mitsubishi Electric Corporation Account) are trust assets of a retirement benefit trust consigned by Mitsubishi Electric Corporation to The Master Trust Bank of Japan, Ltd. Mitsubishi Electric Corporation retains rights of instruction in regard to shareholder voting rights of the shares.
- The 4,562 thousand shares held by Custody Bank of Japan, Ltd.(Retirement Benefit Trust Account, Sumitomo Mitsui Trust Bank Account) are trust assets of a retirement benefit trust consigned by Sumitomo Mitsui Trust Bank, Limited to Custody Bank of Japan, Ltd. Sumitomo Mitsui Trust Bank, Limited retains rights of instruction in regard to shareholder voting rights of the shares. Furthermore, Sumitomo Mitsui Trust Bank, Limited has contributed an additional 942 thousand shares of the Company.
- The Company owns 8,512 thousand shares of treasury stock but is not included in the Status of Major Shareholders above.
- The percentage of shares owned was calculated after deducting the treasury stock (8,512 thousand shares).

The 120 thousand shares of the Company held by the Officer Compensation Trust Account are not included in the treasury stock.

7. Pursuant to the provision of Article 67, Paragraph 1 of the Ordinance for Enforcement of the Companies Act, shares held by Kanagawa Chuo Kotsu Co., Ltd. are subject to restrictions on exercising voting rights.

8. Although the Change Report for the Report of Possession of Large Volume released for public inspection as of October 5, 2023 states that the shareholding by Sumitomo Mitsui Trust Bank, Limited and its two joint holders as of September 29, 2023 is as follows, the Company was unable to fully confirm the actual shareholding as of March 31, 2024; therefore, they are not included in the Status of Major Shareholders above.

The details of the Change Report are as follows.

(1) Name: Sumitomo Mitsui Trust Bank, Limited
Location: 1-4-1, Marunouchi, Chiyoda ku, Tokyo
Number of shares held (thousand): 5,504
Shareholding ratio (%):1.49

(2) Name: Sumitomo Mitsui Trust Asset Management Co., Ltd.
Location: 1-1-1, Shibakoen, Minato ku, Tokyo
Number of shares held (thousand): 9,229
Shareholding ratio (%):2.50

(3) Name: Nikko Asset Management Co., Ltd.
Location: 9-7-1, Akasaka, Minato ku, Tokyo
Number of shares held (thousand): 6,668
Shareholding ratio (%):1.81

The total number of shares held and the total shareholding ratio in (1), (2), and (3) above are as follows:

Number of shares held (thousand): 21,402
Shareholding ratio (%):5.81

9. Although the Change Report for the Report of Possession of Large Volume released for public inspection as of December 5, 2023 states that the shareholding by BlackRock Japan Co., Ltd. and its six joint holders as of November 30, 2023 is as follows, the Company was unable to fully confirm the actual shareholding as of March 31, 2024; therefore, they are not included in the Status of Major Shareholders above.

The details of the Change Report are as follows.

(1) Name: BlackRock Japan Co., Ltd.
Location: 1-8-3, Marunouchi, Chiyoda ku, Tokyo
Number of shares held (thousand): 6,467
Shareholding ratio (%):1.76

(2) Name: BlackRock Investment Management (Australia) Limited
Location: Chifley Tower, Level 37, Chifley Square 2 , Sydney, New South Wales, Australia
Number of shares held (thousand): 380
Shareholding ratio (%):0.10

(3) Name: BlackRock (Netherlands) BV
Location: HA1096 Amstelveen 1, Amsterdam, The Netherlands
Number of shares held (thousand): 829
Shareholding ratio (%):0.23

(4) Name: BlackRock Fund Managers Limited
Location: 12 Throgmorton Avenue, London, U.K.
Number of shares held (thousand): 831
Shareholding ratio (%):0.23

(5) Name: BlackRock Asset Management Ireland Limited
Location: Ballsbridge Park 2, 1st Floor, Ballsbridge, Dublin, Republic of Ireland
Number of shares held (thousand): 2,567
Shareholding ratio (%):0.70

(6) Name: BlackRock Fund Advisors
Location: 400 Howard Street, San Francisco, California, U.S.A.
Number of shares held (thousand): 6,370
Shareholding ratio (%):1.73

(7) Name: BlackRock Institutional Trust Company, N.A.
Location: 400 Howard Street, San Francisco, California, U.S.A.
Number of shares held (thousand): 4,818
Shareholding ratio (%):1.31

The total number of shares held and the total shareholding ratio in (1) to (7) above are as follows:
Number of shares held (thousand): 22,266
Shareholding ratio (%):6.04

10. Although the Change Report for the Report of Possession of Large Volume released for public inspection as of January 5, 2024 states that the shareholding by MUFG Bank, Ltd. and its two joint holders as of December 25, 2023 is as follows, the Company was unable to fully confirm the actual shareholding as of March 31, 2024; therefore, they are not included in the Status of Major Shareholders above.

The details of the Change Report are as follows.

(1) Name: MUFG Bank, Ltd.
Location: 2-7-1, Marunouchi, Chiyoda ku, Tokyo
Number of shares held (thousand): 4,108
Shareholding ratio (%):1.11

(2) Name: Mitsubishi UFJ Trust and Banking Corporation
Location: 1-4-5, Marunouchi, Chiyoda ku, Tokyo
Number of shares held (thousand): 7,223
Shareholding ratio (%):1.96

(3) Name: Mitsubishi UFJ Asset Management Co., Ltd.
Location: 1-9-1, Higashishinbashi, Minato ku, Tokyo
Number of shares held (thousand): 3,381
Shareholding ratio (%):0.92

The total number of shares held and the total shareholding ratio in (1), (2), and (3) above are as follows:
Number of shares held (thousand): 14,712
Shareholding ratio (%):3.99

3. Corporate Attributes

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

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

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

To achieve the Group Management Principle, which stipulates that the Odakyu Group will contribute to helping customers create “irreplaceable times” and “rich and comfortable lifestyles,” the Group formulated the Management Vision “UPDATE Odakyu—Becoming a Community-Based Value Creation Company” and has strived to enhance the values of the Group and areas along the Odakyu Line. Based on this, each Group company formulates its own medium-term management plan and takes efforts to play its role properly, while endeavoring to enhance corporate value by collaborating with other Group companies with a view to maximizing cash flows in the future.

Based on the policy above, Kanagawa Chuo Kotsu Co., Ltd., a listed affiliated company of the Company, operates its passenger vehicle business (hereinafter, the “bus business”) as a core business in the Tokyo metropolitan area and in Kanagawa Prefecture, and stands committed to securing profits while fulfilling its mission of providing public transportation. The Group operates public transportation as well, including railway and bus, as its core business mainly in the same area where the affiliated company operates. The Company believes that close cooperation between the Group and the affiliated company is of high importance, because such cooperation contributes to enhancing the values of areas by ensuring the customers’ convenience. In addition, the expertise and know-how that the affiliated company possesses in the bus business is an essential resource for the Group’s management, as it boasts one of the largest bus businesses in the country.

The listing of the affiliated company contributes to its further growth, in our view, as being a listed company brings benefits such as higher recognition and confidence from society, as well as the ability to reflect various views from many shareholders in its management. Though the Company’s Director concurrently serves as Outside Director of the affiliated company, the Company basically respects decisions made by the affiliated company’s management so that the interest of its shareholders other than the Company and its other stakeholders will not be unfairly undermined.

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

1. Organizational Composition and Operation

Organization Form	Company with an audit & supervisory committee
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Directors

Maximum Number of Directors Stipulated in Articles of Incorporation <u>Updated</u>	20
Term of Office Stipulated in Articles of Incorporation	1 year
Chairperson of the Board <u>Updated</u>	Chairman (excluding Chairman concurrently serving as President)
Number of Directors <u>Updated</u>	13
Status of election of Outside Director	Elected
Number of Outside Directors <u>Updated</u>	6
Number of Outside Directors designated as Independent Directors <u>Updated</u>	6

Outside Directors' Relationship with the Company (1) Updated

Name	Attribute	Relationship with the Company*										
		a	b	c	d	e	f	g	h	i	j	k
Toru Ohara	From another company											
Takehide Itonaga	From another company								△			
Shiro Kondo	From another company											
Takeshi Hayashi	From another company								△			
Yukako Wagatsuma	Attorney-at-law											
Junko Taki	Certified Public Accountant											

* Categories for "Relationship with the Company"

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

"△" when the director fell under the category in the past

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

"▲" when a close relative of the director fell under the category in the past

a. Business executive of the Company or its subsidiaries

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

c. Business executive of a fellow subsidiary company of the Company

d. A party whose major business partner is the Company or a business executive thereof

e. Major business partner of the Company or a business executive thereof

f. Consultant, accountant or legal professional who receives a large amount of monetary consideration or other property from the Company other than remuneration as an officer

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

- h. Business executive of a business partner of the Company (which does not correspond to any of d, e, or f) (the director himself/herself only)
- i. Business executive of another company whose position would constitute the person as having an interlocking relationship (the director himself/herself only)
- j. Business executive of a company or organization that receives a donation from the Company (the director himself/herself only)
- k. Others

Outside Directors' Relationship with the Company (2) Updated

Name	Membership of Audit & Supervisory Committee	Designation as Independent Director	Supplementary Explanation of the Relationship	Reasons for Appointment
Toru Ohara		○	_____	<p>He has management experience and broad insight based on his work at financial institutions. The Company elects him as Outside Director as he is expected to fulfill his role to enhance the management supervising function through activities including deliberations at the Board of Directors and the Nomination and Compensation Advisory Committee from an independent and objective perspective by drawing on such experience.</p> <p>In addition, as the Company judged that there is no relationship with significant influence between him and the Company's management, and he has no risk of conflict of interest with the Company's general shareholders, he was designated as an Independent Director.</p>
Takehide Itonaga		○	<p>He served as business executive at The Dai-ichi Life Insurance Company, Limited, until March 2016. The Dai-ichi Life Insurance Company, Limited, is a lender of the Company, but does not fall under "principal lender" stipulated in the Independence Standards for Outside Officers (financial institution on which the Company is irreplaceably dependent)</p>	<p>He has management experience, broad insight based on his work at financial institutions as well as knowledge regarding the real estate business. The Company elects him as Outside Director as he is expected to fulfill his role to enhance the management supervising function through activities including deliberations at the Board of Directors and the Nomination and Compensation Advisory Committee from an</p>

			<p>as the total amount of the borrowings is less than 1% of the consolidated total assets of the Company. Also, the Company and The Dai-ichi Life Insurance Company, Limited, are engaged in transactions including payment of interest, but the total transaction amount thereof is insignificant, at less than 1% of both the consolidated revenue from operations of the Company and the ordinary revenue of The Dai-ichi Life Insurance Company, Limited.</p>	<p>independent and objective perspective by drawing on such experience. In addition, as the Company judged that there is no relationship with significant influence between him and the Company's management, and he has no risk of conflict of interest with the Company's general shareholders, he was designated as an Independent Director.</p>
Shiro Kondo		○	<p>_____</p>	<p>He has management experience and broad insight into the engineering field. The Company elects him as Outside Director as he is expected to fulfill his role to enhance the management supervising function through activities including deliberations at the Board of Directors and the Nomination and Compensation Advisory Committee from an independent and objective perspective by drawing on such experience. In addition, as the Company judged that there is no relationship with significant influence between him and the Company's management, and he has no risk of conflict of interest with the Company's general shareholders, he was designated as an Independent Director.</p>

Takeshi Hayashi	○	○	<p>He served as business executive at Nippon Life Insurance Company until March 2018. Nippon Life Insurance Company is a lender of the Company, but does not fall under “principal lender” stipulated in the Independence Standards for Outside Officers (financial institution on which the Company is irreplaceably dependent) as the total amount of the borrowings is less than 1% of the consolidated total assets of the Company. In addition, the Company and Nippon Life Insurance Company are engaged in transactions including payment of interest, but the total transaction amount is insignificant, at less than 1% of both the consolidated revenue from operations of the Company and the ordinary revenue of Nippon Life Insurance Company.</p>	<p>He has management experience and broad insight based on his work at financial institutions. The Company elects him as Outside Director who is an Audit & Supervisory Committee member as he is expected to fulfill his role to enhance the audit function and management supervisory function through activities including deliberations at the Board of Directors from an independent and objective perspective by drawing on such experience. In addition, as the Company judged that there is no relationship with significant influence between him and the Company’s management, and he has no risk of conflict of interest with the Company’s general shareholders, he was designated as an Independent Director.</p>
Yukako Wagatsuma	○	○	<p>—</p>	<p>She has as an attorney-at-law and professional knowledge based on such experience. The Company elects her as Outside Director who is an Audit & Supervisory Committee member as she is expected to fulfill her role to enhance the audit function and management supervisory function through activities including deliberations at the Board of Directors from an independent and objective perspective by drawing on such experience. Although she has no direct experience in corporate management, the Company believes that she will be able to execute the duties of Outside Director who is an Audit & Supervisory Committee member</p>

				<p>appropriately due to the above reasons.</p> <p>In addition, as the Company judged that there is no relationship with significant influence between her and the Company's management, and she has no risk of conflict of interest with the Company's general shareholders, she was designated as an Independent Director.</p>
Junko Taki	○	○		<p>She has as a certified public accountant and professional knowledge based on such experience. The Company elects her as Outside Director who is an Audit & Supervisory Committee member as she is expected to fulfill her role to enhance the audit function and management supervisory function through activities including deliberations at the Board of Directors from an independent and objective perspective by drawing on such experience. Although she has no direct experience in corporate management, the Company believes that she will be able to execute the duties of Outside Director who is an Audit & Supervisory Committee member appropriately due to the above reasons.</p> <p>In addition, as the Company judged that there is no relationship with significant influence between her and the Company's management, and she has no risk of conflict of interest with the Company's general shareholders, she was designated as an Independent Director.</p>

Audit & Supervisory Committee

Composition of the Audit & Supervisory Committee and Attributes of the Chairperson Updated

	All Committee Members	Full-time Members	Inside Directors	Outside Directors	Chairperson
Audit & Supervisory Committee	4	1	1	3	Inside Director

Appointment of Directors and Employees to Support Duties of the Audit & Supervisory Committee Updated Appointed

Matters Concerning Independence of Said Directors and Employees from Executive Directors Updated

The Company has established the Audit & Supervisory Committee Office as an organization to assist the Audit & Supervisory Committee in carrying out its duties, and assigns dedicated employees to it. Said employees carry out their duties according to instructions from the Audit & Supervisory Committee. Decisions regarding the transfer and evaluation, etc. of said employees are carried out upon prior consultation with Directors who are full-time Audit & Supervisory Committee members.

Coordination among the Audit & Supervisory Committee, Accounting Auditor and Internal Audit Department Updated

The Audit & Supervisory Committee is informed of audit plans by the Accounting Auditor and receives reports on audits based on the plans during the year and at year-end, which are followed by question-and-answer sessions. Director who is full-time Audit & Supervisory Committee member has opportunities to exchange opinions with the Accounting Auditor to convey information acquired through audit work to the other party, thereby ensuring improvement in the quality of one another's audits. Furthermore, the Audit & Supervisory Committee is informed of audit plans created by the internal audit department, receives quarterly reports on audits based on the plan, and has opportunities to exchange views. Additionally, Director who is full-time Audit & Supervisory Committee member requests explanations as necessary. In this way, the Company makes efforts to foster mutual coordination between the audits performed by the Audit & Supervisory Committee and internal audits.

Voluntary Established Committee(s)

Voluntary Establishment of Committee(s) Corresponding to Nomination Committee or Remuneration Committee Established

Committee's Name, Composition, and Attributes of Chairperson Updated

	Committee Corresponding to Nomination Committee	Committee Corresponding to Remuneration Committee
Committee's Name	Nomination and Compensation Advisory Committee	Nomination and Compensation Advisory Committee
All Committee Members	4	4

Full-time Members	0	0
Inside Directors	1	1
Outside Directors	3	3
Outside Experts	0	0
Other	0	0
Chairperson	Outside Directors	Outside Directors

Supplementary Explanation Updated

The Company has established the Nomination and Compensation Advisory Committee, in which Independent Outside Directors comprise a majority of the members, as an advisory body to the Board of Directors in order to strengthen the independence, objectivity and accountability of the functions of the Board of Directors on matters such as nomination of Directors and compensation of Directors (excluding Directors who are Audit & Supervisory Committee members).

In addition to Chairman and Director Koji Hoshino, the Committee comprises persons selected by a resolution of the Board of Directors (Outside Directors Toru Ohara, Takehide Itonaga and Shiro Kondo), and deliberates on such matters as basic policy for nomination and compensation and draft proposals for the General Meeting of Shareholders, reporting the results to the Board of Directors. The Committee held five meetings in the fiscal year ended March 31, 2024, which were attended by all of the Committee members who were in office in the fiscal year.

Independent Directors

Number of Independent Directors Updated 6

Matters relating to Independent Directors

The Company designates all Outside Directors who are qualified to be Independent Directors as Independent Directors.

Independence Standards for Outside Directors

Outside Officers are judged to be sufficiently independent so long as they do not fall under any of the following categories.

- (1) A business executive of the Company or its Group company (collectively, the “Group”)
- (2) A major shareholder of the Company (who possesses 10% or more of voting rights either directly or indirectly) or a business executive thereof
- (3) A business executive of a principal lender (financial institution or other significant creditor indispensable for the Group’s financing and on which the Group is irreplaceably dependent) of the Group
- (4) A business executive of a major business partner (an entity who pays the Group 2% or more of the Group’s annual consolidated net sales) of the Group
- (5) A business executive of a company which holds the Group as a major business partner (an entity which receives from the Group 2% or more of its annual consolidated net sales)
- (6) An individual who receives a remuneration of ¥10 million or more per year from the Group other than remuneration as an officer
- (7) A business executive of an entity that receives donations of ¥10 million or more per year from the Group
- (8) A business executive of another company whose position would constitute the person as having an interlocking relationship
- (9) A spouse or relative within two degrees of kinship of an individual with an important position who falls under the above criteria (1) through (8)
- (10) An individual who has fallen under the above criteria (1) in the past 10 years, an individual who has fallen under the above criteria (2) in the past five years, and an individual who has fallen under the above criteria (3) through (9) in the past three years

Incentives

Incentive Policies for Directors

Other

Supplementary Explanation

Supplementary explanation is stated in “II.1. [Director Remuneration] Disclosure of Policy on Determining Remuneration Amounts and Calculation Methods” of this report.

Recipients of Stock Options

Supplementary Explanation

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Director Remuneration

Disclosure of Individual Directors' Remuneration

No Individual Disclosure

Supplementary Explanation **Updated**

The amount of compensation, etc., for the Company's Directors and Auditors in the fiscal year ended March 31, 2024 is as follows:

Category	Number (persons)	Total amount (¥ million)	Total amount by type (¥ million)		
			Fixed compensation	Performance-linked compensation	Stock compensation
Director	10	345	202	104	38
Auditor	5	80	80	-	-
Total (of which, Outside Officers)	15 (7)	426 (79)	283 (79)	104 (-)	38 (-)

Policy on Determining Remuneration Amounts and Calculation Methods **Updated**

Established

Disclosure of Policy on Determining Remuneration Amounts and Calculation Methods

Compensation for Directors (excluding Directors who are Audit & Supervisory Committee members and Outside Directors) Officers consists of the fixed compensation, determined in accordance with position, in addition to the performance-linked compensation, determined based on certain standards including consolidated operating income, adjusted for the status of each Director's achievement of targets, and stock compensation plan with stronger linkage with the shareholder value that uses a trust to provide incentives for improving business performance over the long term. The ratio of the performance-linked compensation to the total amount of compensation will be set to increase as the position rises and in the case of the President & CEO, is approximately 30%.

Compensation for Outside Directors(excluding Directors who are Audit & Supervisory Committee members) is determined only by the fixed compensation in light of the fact that their major role is management supervising function.

With regard to the performance-linked compensation, 80% of the criteria for determining the performance evaluation that forms the basis for calculation is quantitative target evaluations and 20% is qualitative target evaluations. Evaluations of quantitative targets are determined based on achievement levels for each fiscal year regarding consolidated performance indicators (consolidated operating income, interest-bearing debt/EBITDA ratio, ROE, and indicators related to sustainability) established from a Group management perspective, and indicators according to the roles of each Director (excluding Directors who are Audit & Supervisory Committee members). Evaluations of qualitative targets are determined based on achievement levels of individual issues established from a management standpoint from a medium- to long-term perspective. Performance-linked compensation is determined based on the final evaluations calculated according to the results of these evaluations. As a result of the final evaluations, performance-linked compensation will, in principle, fluctuate within a range of 0% to 200% of standard amount for each position.

Fixed compensation is paid regularly while Directors are in office. Performance-linked compensation is paid in a lump sum following the end of the fiscal year. Stock compensation that uses a trust are granted and paid as shares of the Company and cash at the time of retirement, in principle.

Stock compensation that uses a trust is determined in accordance with the position. In the event that a recipient of stock compensation is dismissed or resigns from his/her office as Director due to damages he/she caused to the Company or in other similar cases, all or part of granted beneficiary rights to shares of the Company will be invalidated by a resolution of the Board of Directors.

Remuneration amounts for individual Directors (excluding Directors who are Audit & Supervisory Committee members) are deliberated at the Nomination and Compensation Advisory Committee by comprehensively considering this basic policy, general norms, etc., and the results thereof are reported to the Board of Directors.

The Board of Directors resolves to leave the matter to Representative Director on the premise of payment of the amounts in line with the report of the Nomination and Compensation Advisory Committee on remuneration amounts for individual Directors.

* The Company amended the basic policy on determining director remuneration as of June 27, 2024 by resolution of a meeting of the Board of Directors held on May 22, 2024 as above. However, remuneration, etc. for the fiscal year under review was paid based on the basic policy prior to the amendment.

(Prior to the amendment as of June 27, 2024)

Compensation for Directors (other than Outside Directors) Officers consists of the fixed compensation, determined in accordance with position, in addition to the performance-linked compensation, determined based on certain standards including consolidated operating income, adjusted for the status of each Director's achievement of targets, and stock compensation plan with stronger linkage with the shareholder value that uses a trust to provide incentives for improving business performance over the long term. The ratio of the performance-linked compensation to the total amount of compensation will be set to increase as the position rises and in the case of the President & CEO, is approximately 30%.

Compensation for Outside Directors is determined only by the fixed compensation in light of the fact that their major role is management supervising function.

With regard to the performance-linked compensation, 70% of the criteria for determining the performance evaluation that forms the basis for calculation is quantitative target evaluations and 30% is qualitative target evaluations. Evaluations of quantitative targets are determined based on achievement levels for each fiscal year regarding consolidated performance indicators (consolidated operating income and consolidated operating income margin) established from a Group management perspective, and indicators according to the roles of each Director. Evaluations of qualitative targets are determined based on achievement levels of individual issues established from a management standpoint from a medium- to long-term perspective. Performance-linked compensation is determined based on the final evaluations calculated according to the results of these evaluations. As a result of the final evaluations, performance-linked compensation will, in principle, fluctuate within a range of 0% to 200% of standard amount for each position.

Fixed compensation is paid regularly while Directors are in office. Performance-linked compensation is paid in a lump sum following the end of the fiscal year. Stock compensation that uses a trust are granted and paid as shares of the Company and cash at the time of retirement, in principle.

Stock compensation that uses a trust is determined in accordance with the position. In the event that a recipient of stock compensation is dismissed or resigns from his/her office as Director due to damages he/she caused to the Company or in other similar cases, all or part of granted beneficiary rights to shares of the Company will be invalidated by a resolution of the Board of Directors.

Remuneration amounts for individual Directors are deliberated at the Nomination and Compensation Advisory Committee by comprehensively considering this basic policy, general norms, etc., and the results thereof are reported to the Board of Directors.

The Board of Directors resolves to leave the matter to Representative Director on the premise of payment of the amounts in line with the report of the Nomination and Compensation Advisory Committee on remuneration amounts for individual Directors.

Supporting System for Outside Directors Updated

To Outside Directors, the General Affairs Department, the secretariat of the Board of Directors, plays a central role in providing support and important matters and the status of business execution are reported as appropriate. To Outside Directors who are Audit & Supervisory Committee members, support is provided by the Audit & Supervisory Committee Office, which comprises dedicated employees. To Director who is full-time Audit & Supervisory Committee member, useful information for conducting audits is reported and explained in a timely manner, when such information obtained.

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

(1) Overview of the Current System

The Company has made the transition to a company with an audit & supervisory committee, following the approval at the 103rd Annual General Meeting of Shareholders held on June 27, 2024, aiming to achieve highly efficient and sound management as well as further enhance and strengthen corporate governance. The Company's Board of Directors (held 13 meetings in the fiscal year ended March 31, 2024) comprises 13 Directors (including four Directors who are Audit & Supervisory Committee members), which includes six Outside Directors (including three Outside Directors who are Audit & Supervisory Committee members). The Board of Directors deliberates and decides on important strategies such as the medium-term management plan, important business execution, and other items stipulated by laws and regulations, in addition to overseeing business execution. The Audit & Supervisory Committee (held ten meetings in the fiscal year ended March 31, 2024) comprises four Audit & Supervisory Committee members, including three Outside Directors who are Audit & Supervisory Committee members. The Audit & Supervisory Committee complies with the Audit & Supervisory Committee Audit Standards, etc., which were determined by the Audit & Supervisory Committee, and follows the audit policies and audit plans. The Audit & Supervisory Committee members attend important meetings, review important approved documents, investigate the business and financial conditions, monitor and evaluate the development and operational status of the internal control systems in conducting stringent audits. Among the Audit & Supervisory Committee members, one Director who is full-time Audit & Supervisory Committee member (Takashi Hayama) has business experience as the officer responsible for (officer in charge of) the accounting department at the Company, and one Outside Director who is an Audit & Supervisory Committee member (Junko Taki) possesses a certified public accountant's certificate, along with considerable insight regarding finance and accounting. In addition to this, for the purpose of strengthening supervisory functions of the Board of Directors with respect to business execution and optimizing the decision-making process, the Company has adopted the Executive Officer System. The Company also has established the Nomination and Compensation Advisory Committee, in which Independent Outside Directors comprise a majority of the members, as an advisory body to the Board of Directors with the aim of strengthening the independence, objectivity and accountability of the functions of the Board of Directors with regard to matters such as the nomination of Directors (excluding Directors who are Audit & Supervisory Committee members) and Directors who are Audit & Supervisory Committee members, as well as compensation for Directors (excluding Directors who are Audit & Supervisory Committee members). The Committee deliberates on such matters as basic policy on nominations and compensation, and drafts proposals for the General Meeting of Shareholders, reporting the results thereof to the Board of Directors.

The status of audit, including the organization and personnel involved in the internal audit and assisting duties of the Auditors, is as described in "IV. 1. Basic Views on Internal Control System and the Progress of System Development" below.

Ernst & Young ShinNihon LLC was appointed as the Accounting Auditor, and the names of certified public accountants who performed audit work in the fiscal year ended March 31, 2024 and the composition of assistants involved in audit work are as follows:

Ernst & Young ShinNihon LLC

Designated Limited Liability Partner and Engagement Partner: Tokuro Onohara

Designated Limited Liability Partner and Engagement Partner: Masaki Yoshioka

Designated Limited Liability Partner and Engagement Partner: Mari Saeki

* Composition of assistants involved in audit work: nine certified public accountants, 24 assistants

(2) Status of initiatives to strengthen the functions of The Audit & Supervisory Committee

The status of initiatives to strengthen the functions of The Audit & Supervisory Committee is as described in "II 1. Coordination among the Audit & Supervisory Committee, Accounting Auditor and Internal Audit Department" and "II 1. Supporting System for Outside Directors" above.

(3) Overview of contents of liability limitation agreement with Outside Directors

The Company's Articles of Incorporation stipulate that the Company may enter into agreements with Directors (excluding persons who are Executive Directors, etc.) that limit their liabilities for damages to the Company in order to facilitate the recruitment of appropriate human resources and enable them to fully perform their expected roles. Among the Directors, all Outside Directors have entered into such agreements with the

Company, and in the event that the Outside Directors neglect their duties and cause damages to the Company, the maximum amount of liability for damages under the agreements will be ¥10 million or the minimum liability amount set out in Article 425, Paragraph 1 of the Companies Act, whichever is higher, on the condition that they perform their duties in good faith and without gross negligence.

3. Reasons for Adoption of Current Corporate Governance System Updated

(1) Reason for adopting the current system

Under the current system, the Company confers voting rights on the Board of Directors to officers responsible for auditing (including Outside Officers) in order to strengthen the supervisory function of the Board of Directors. Additionally, the Company delegates authority for some business execution decisions from the Board of Directors to Directors to enable prompt and decisive decision-making. The Company believes that these measures allow it to further enhance and strengthen its corporate governance and therefore has adopted this system.

(2) Matters concerning Outside Directors

Outside Directors perform roles and functions to enhance the management supervising function, including providing effective opinions to management from an objective, neutral or independent perspective based on career history, experience and professional knowledge that differ from those of in-house Directors.

III. Implementation of Measures for Shareholders and Other Stakeholders

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

	Supplementary Explanation
Early Notification of General Meeting of Shareholders	Send the notice three weeks before the General Meeting of Shareholders.
Allowing Electronic Exercise of Voting Rights	Exercise voting rights via the Internet.
Participation in Electronic Voting Platform and Other Efforts to Enhance the Voting Environment for Institutional Investors	Participate in the electronic voting platform.
Providing Convocation Notice in English	Part of the notice (notice of access letter and reference documents) is translated into English. The translation becomes available on the websites of the Tokyo Stock Exchange and the Company at the same time as the Japanese version.
Other	Visualize business report and other materials, and post the notice on the Company's website four weeks before the General Meeting of Shareholders.

2. IR Activities Updated

	Supplementary Explanation	Explanation by Representative
Preparation and Publication of Disclosure Policy	Formulate the Disclosure Policy and disclose it on the website URL: https://www.odakyu.jp/ir/odakyu/	
Regular Investor Briefings for Individual Investors	Participate in investor briefings for individual investors sponsored by securities companies, etc.	None
Regular Investor Briefings for Analysts and Institutional Investors	Time and number of times of briefing: After announcement of financial results, twice a year (May and November every year) Number of participants: Approximately 50 persons	Yes
Posting of IR Materials on Website	Materials posted: Financial information, materials for timely disclosure other than financial information, financial results briefing materials, securities reports and quarterly reports, Integrated report, business reports, monthly sales overview, FAQ, etc. URL: https://www.odakyu.jp/ir/	
Establishment of Department and/or Manager in Charge of IR	Responsible department: Investor Relations Office Officer responsible for investor relations: Hideo Mizuyoshi, Director and Managing Executive Officer Person responsible to contact for investor relations matters: Satoru Suzuki, Executive Officer and Investor Relations Office Manager	

3. Measures to Ensure Due Respect for Stakeholders

	Supplementary Explanation
Implementation of Environmental Activities, CSR Activities etc.	For details on the implementation status of social/environmental activities, refer to Supplementary Principle 3-1-3 Initiatives Concerning Sustainability and Investments, etc. in Human Capital and Intellectual Property” under “Disclosure Based on the Principles of the Corporate Governance Code” in “I. Basic Views on Corporate Governance, Capital Structure, Corporate Profile and Other Basic Information.”
Development of Policies on Information Provision to Stakeholders	Formulate the Disclosure Policy and disclose it on the website URL: https://www.odakyu.jp/ir/odakyu/
Other	For details on views concerning the ensuring of diversity of talent and initiatives undertaken for that purpose, refer to “Principle 2.4.1 Ensuring of Diversity at the Company, Including the Promotion of Active Participation of Women” under “Disclosure Based on the Principles of the Corporate Governance Code” in “I. Basic Views on Corporate Governance, Capital Structure, Corporate Profile and Other Basic Information.”

IV. Matters Related to the Internal Control System

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

The Company has resolved on basic policies on the development of internal control systems with the following contents at the Board of Directors' meetings and is developing such systems, including the development of frameworks for risk management and the conditions of internal audit.

The Odakyu Group Management Principle calls for “helping its customers create ‘irreplaceable times’ and ‘rich and comfortable lifestyles’.”

The Group is progressing with initiatives related to sustainability (ESG) with the aim of evolving into a “Community-Based Value Creation Company” set forth in the Management Vision based on this management principle. With the understanding that the development of internal control systems is indispensable for that purpose, the Group will actively and continuously promote the development of such systems in line with the following basic policies.

At each Group company, it will apply each item of the policies by taking into consideration such factors as the type and size of business of each company and the impact on the Group as a whole.

(1) Systems for ensuring compliance with laws, regulations and the Articles of Incorporation in the execution of duties by Directors and employees of the Company and its subsidiaries

- a) The Company regards compliance as part of risk management, and establishes and promotes a compliance system centered on the Risk Management Committee.
- b) The Company draws up a code of behavior to be observed by Directors and employees, including laws, regulations and the Articles of Incorporation, as the Compliance Manual, in order to gain the trust of society. In addition, the Company thoroughly promotes awareness of compliance through education based on the manual above.
- c) The Company stands firmly against and responds appropriately to anti-social forces that threaten the order or safety of civil society based on the manual above.
- d) The Company sets up the Compliance Hotline as an internal reporting system and identifies and solves compliance issues promptly. Furthermore, the Company ensures transparency through checking the appropriateness of responses to the reported matter by an external organization from an objective perspective.
- e) The Company's internal audit department strengthens the audit system, including conducting the audit of each Group company in turn, primarily from the standpoint of compliance mainly with laws, regulations, the Articles of Incorporation, and internal rules, while coordinating with the internal audit departments of the Group companies.

In addition, the Company continues to strengthen the internal control systems of the entire Group, including development of internal control systems related to financial reporting in accordance with the Financial Instruments and Exchange Act, through the Internal Control Committee comprising the Company's full-time Directors and managerial Executive Officers.

(2) Systems for storing and managing information regarding the execution of duties by Directors of the Company

- a) The Company stores and manages documents and other information relating to the execution of duties by Directors properly according to internal rules including information security rules, document management rules and filing rules.
- b) The Company responds appropriately to requests for reviews of the information above by Directors.

(3) Regulations and other systems regarding the management of risk of loss by the Company and its subsidiaries

- a) The Company and the Group companies develop systems mainly centered on the Risk Management Committee under the Odakyu Group Risk Management Policies to respond to risk. Also, the Company accurately manages the response to risks that have a significant impact on Group management, including grasping them through the Odakyu Group Risk Management Liaison Committee.
- b) The Company sets up the General Response Headquarters to oversee emergency responses to emerging events that cause large-scale losses, regardless of whether the phenomena are natural or socioeconomic, under the instructions of the President in accordance with risk management rules, and appropriately deals with such events.
- c) The Company recognizes its foremost duty, “ensuring safety,” as one of the important risk management

initiatives, in playing a role as a public transportation service provider. With this in mind, the Company strives to ensure the safety of transportation proactively in accordance with safety management regulations under the Supervisory Safety Management Committee, which is the specialized organization involving rail transportation.

d) In the event that a risk is identified or emerges, timely and appropriate disclosure is carried out according to importance thereof at the Company and the Group companies.

(4) Systems for ensuring the efficient execution of duties by Directors of the Company and its subsidiaries

a) The Company adopts the Executive Officer System to strengthen the supervisory function of the Board of Directors for business execution as well as optimize and enhance the efficiency of decision-making.

b) Each business department of the Company performs its duties under the authority and responsibility defined in the division of duties and the Official Authority Rules, in accordance with the medium-term management plan formulated based on the management principle and vision, department policies and budget for the respective fiscal year.

c) The Company appropriately controls business performance of each business department by the “business performance control system” using unified company-wide indicators.

d) Regarding the internal audit system of the Company, an internal audit department (comprising about 20 persons) under the direct control of the President & CEO regularly audits each business department from the standpoint of compliance mainly with the laws, regulations, the Articles of Incorporation and internal rules, and efficient execution of duties, and reports the results thereof to the President & CEO and the Audit & Supervisory Committee.

e) The Company formulates the Medium-Term Management Plan for a period of three fiscal years and defines mainly the priority issues and cash flow allocation of the entire Group to embody the plan. Also, the Company requires prior approval upon formulation of important matters such as the medium-term management plan and budget by the Group companies based on the Medium-Term Management Plan, and develops an appropriate and efficient operation system for Group management.

(5) Systems for reporting to the Company on matters regarding the execution of duties by Directors of the Company’s subsidiaries

Based on the Group Companies Management Regulations stipulated by the Company, the Company establishes the Group’s quick reporting system to communicate to the Company on priority matters of the Group companies. In addition, the Company conducts regular interviews regarding the details of formulation of the medium-term management plan based on the Group’s management principle and vision and the status of business execution as well as the financial situation including financial results, while enhancing mutual information-sharing within the Group mainly through the Board of Group Company Presidents.

(6) Matters regarding Directors and employees to assist with the duties of the Audit & Supervisory Committee of the Company

The Company sets up the Audit & Supervisory Committee Office (comprising about four persons) as an organization that assists with the duties of the Audit & Supervisory Committee and assigns dedicated employees.

(7) Matters regarding ensuring the independence of Directors and employees in the preceding item from the Company’s other Directors (excluding Directors who are Audit & Supervisory Committee members) and the effectiveness of instructions given to these Directors and employees in the preceding item

Employees comprising the Audit & Supervisory Committee Office carry out their duties according to instructions from the Audit & Supervisory Committee. Furthermore, decisions mainly on personnel transfers and evaluation of such employees are made by prior consultation with Directors who are full-time Audit & Supervisory Committee members.

(8) Systems for reporting to the Audit & Supervisory Committee of the Company by Directors (excluding Directors who are Audit & Supervisory Committee members) and employees of the Company, or Directors, Auditors and employees of its subsidiaries, or parties who receive reports from them, and other systems for reporting to the Audit & Supervisory Committee

a) The Company develops a framework that allows Directors who are full-time Audit & Supervisory Committee members to check important matters sequentially through attendance at meetings of the Board of Executive Officers and the Board of Group Executive Officers and reports on the details of internal

approval (approval by Division Director or higher).

- b) Directors (excluding Directors who are Audit & Supervisory Committee members) and employees representing departments of the Company report on the status of business execution to Directors who are Audit & Supervisory Committee members and others as appropriate, while reporting on other matters stipulated by laws and regulations and matters that materially affect the Company.
- c) The internal audit department of the Company regularly reports on its audit plan and the result of the audit to the Audit & Supervisory Committee and facilitates information-sharing with the Audit & Supervisory Committee.
- d) Directors who are full-time Audit & Supervisory Committee members of the Company set up the Odakyu Group Auditors Liaison Committee to receive reports mainly on the status of audit from Auditors of the Group companies, and also receive reports mainly on the status of business execution from management at the time of audit of the Group companies and on other occasions, and exchange views. In addition, they enhance the system for monitoring the soundness of management by receiving reports mainly on the state of business management from the management departments of the Group companies as needed. Also, with the Compliance Hotline available as an internal reporting system, the status of internal reporting is regularly reported from employees of the Company to the Audit & Supervisory Committee.

(9) Systems for ensuring that reporting parties in the preceding item do not receive unfair treatment as a result of such reports

The Company prohibits unfair treatment against the reporting parties in accordance with laws, regulations and the Compliance Hotline Rules prescribed by the Company and the Group companies.

(10) Matters regarding the procedures for advance payments or the reimbursement of expenses incurred in connection with the execution of duties by the Audit & Supervisory Committee of the Company and any other policy for processing of costs and obligations incurred in connection with the execution of their duties

Directors (excluding Directors who are Audit & Supervisory Committee members) cooperate in the audits by the Audit & Supervisory Committee, and the Company budgets the expenses incurred in connection with the audits to ensure effective audits.

(11) Other systems for ensuring effective audit by the Audit & Supervisory Committee of the Company

- a) The Company develops a framework that allows Directors who are Audit & Supervisory Committee members to attend important meetings, etc., and strengthens the provision of information to the Audit & Supervisory Committee while enhancing its propriety.
- b) The Company works to ensure a framework under which three-way coordination between the Audit & Supervisory Committee, internal audit department and Accounting Auditor is strengthened mainly through regular reporting on the audit plan and the status of audit implementation by the Accounting Auditor to the Audit & Supervisory Committee, in addition to efforts such as regular reporting on the internal audit results by the internal audit department to the Audit & Supervisory Committee.

* The Company amended basic policies on the development of internal control systems by resolution of a meeting of the Board of Directors held on June 27, 2024 as above. However, An overview of the operational status is based on the basic policies prior to the amendment.

(Prior to the amendment as of June 27, 2024)

The Company has resolved on basic policies on the development of internal control systems with the following contents at the Board of Directors' meetings and is developing such systems, including the development of frameworks for risk management and the conditions of internal audit.

The Odakyu Group Management Principle calls for "helping its customers create 'irreplaceable times' and 'rich and comfortable lifestyles'."

The Group is progressing with initiatives related to sustainability (ESG) with the aim of evolving into a "Community-Based Value Creation Company" set forth in the Management Vision based on this management principle. With the understanding that the development of internal control systems is indispensable for that purpose, the Group will actively and continuously promote the development of such systems in line with the following basic policies.

At each Group company, it will apply each item of the policies by taking into consideration such factors as the type and size of business of each company and the impact on the Group as a whole.

(1) Systems for ensuring compliance with laws, regulations and the Articles of Incorporation in the execution of duties by Directors and employees of the Company and its subsidiaries

a) The Company regards compliance as part of risk management, and establishes and promotes a compliance system centered on the Risk Management Committee.

b) The Company draws up a code of behavior to be observed by Directors and employees, including laws, regulations and the Articles of Incorporation, as the Compliance Manual, in order to gain the trust of society. In addition, the Company thoroughly promotes awareness of compliance through education based on the manual above.

c) The Company stands firmly against and responds appropriately to anti-social forces that threaten the order or safety of civil society based on the manual above.

d) The Company sets up the Compliance Hotline as an internal reporting system and identifies and solves compliance issues promptly. Furthermore, the Company ensures transparency through checking the appropriateness of responses to the reported matter by an external organization from an objective perspective.

e) The Company's internal audit department strengthens the audit system, including conducting the audit of each Group company in turn, primarily from the standpoint of compliance mainly with laws, regulations, the Articles of Incorporation, and internal rules, while coordinating with the internal audit departments of the Group companies.

In addition, the Company continues to strengthen the internal control systems of the entire Group, including development of internal control systems related to financial reporting in accordance with the Financial Instruments and Exchange Act, through the Internal Control Committee comprising the Company's full-time officers.

(2) Systems for storing and managing information regarding the execution of duties by Directors of the Company

a) The Company stores and manages documents and other information relating to the execution of duties by Directors properly according to internal rules including information security rules, document management rules and filing rules.

b) The Company responds appropriately to requests for reviews of the information above by Directors and Auditors.

(3) Regulations and other systems regarding the management of risk of loss by the Company and its subsidiaries

a) The Company and the Group companies develop systems mainly centered on the Risk Management Committee under the Odakyu Group Risk Management Policies to respond to risk. Also, the Company accurately manages the response to risks that have a significant impact on Group management, including grasping them through the Odakyu Group Risk Management Liaison Committee.

b) The Company sets up the General Response Headquarters to oversee emergency responses to emerging events that cause large-scale losses, regardless of whether the phenomena are natural or socioeconomic, under the instructions of the President in accordance with risk management rules, and appropriately deals with such events.

c) The Company recognizes its foremost duty, "ensuring safety," as one of the important risk management initiatives, in playing a role as a public transportation service provider. With this in mind, the Company strives to ensure the safety of transportation proactively in accordance with safety management regulations under the Supervisory Safety Management Committee, which is the specialized organization involving rail transportation.

d) In the event that a risk is identified or emerges, timely and appropriate disclosure is carried out according to importance thereof at the Company and the Group companies.

(4) Systems for ensuring the efficient execution of duties by Directors of the Company and its subsidiaries

a) The Company adopts the Executive Officer System comprising Directors and department managers in charge of business execution to strengthen the supervisory function of the Board of Directors for business execution as well as optimize and enhance the efficiency of decision-making.

b) Each business department of the Company performs its duties under the authority and responsibility defined in the division of duties and the Official Authority Rules, in accordance with the medium-term management plan formulated based on the management principle and long-term vision, department policies and budget for the respective fiscal year.

c) The Company appropriately controls business performance of each business department by the "business performance control system" using unified company-wide indicators.

d) Regarding the internal audit system of the Company, an internal audit department (comprising about 20 persons) under the direct control of the President & CEO regularly audits each business department from the standpoint of compliance mainly with the laws, regulations, the Articles of Incorporation and internal rules, and efficient execution of duties, and reports the results thereof to the President & CEO and Auditors.

e) The Company formulates the Group Medium-Term Management Plan for a period of three years and defines mainly the priority issues and cash flow allocation of the entire Group to embody the plan. Also, the Company requires prior approval upon formulation of important matters such as the medium-term management plan and budget by the Group companies based on the Group Medium-Term Management Plan, and develops an appropriate and efficient operation system for Group management.

(5) Systems for reporting to the Company on matters regarding the execution of duties by Directors of the Company's subsidiaries

Based on the Group Companies Management Regulations stipulated by the Company, the Company establishes the Group's quick reporting system to communicate to the Company on priority matters of the Group companies. In addition, the Company conducts regular interviews regarding the details of formulation of the medium-term management plan based on the Group's management principle and long-term vision and the status of business execution as well as the financial situation including financial results, while enhancing mutual information-sharing within the Group mainly through the Board of Group Company Presidents.

(6) Matters regarding employees assigned by the Auditors of the Company to assist with their duties, if such assignment is requested

The Company sets up the Auditor's Office (comprising about four persons) as an organization that assists with the duties of Auditors and assigns dedicated employees.

(7) Matters regarding ensuring the independence of employees in the preceding item from Directors and the effectiveness of instructions given to these employees

Employees comprising the Auditor's Office carry out their duties according to instructions from full-time Auditors. Furthermore, decisions mainly on personnel transfers and evaluation of such employees are made by prior consultation with full-time Auditors.

(8) Systems for reporting to Auditors of the Company by Directors and employees of the Company, or Directors, Auditors and employees of its subsidiaries, or parties who receive reports from them, and other systems for reporting to Auditors

a) The Company develops a framework that allows full-time Auditors to check important matters sequentially through attendance at meetings of the Board of Executive Officers and reports on the details of internal approval (approval by Division Director or higher).

b) Directors and employees representing departments of the Company report on the status of business execution to Auditors as appropriate, while reporting on other matters stipulated by laws and regulations and matters that materially affect the Company as appropriate.

c) The internal audit department of the Company regularly reports on its audit plan and the result of the audit to Auditors and facilitates information-sharing with Auditors.

d) Full-time Auditors of the Company set up the Odakyu Group Auditors Liaison Committee to receive reports mainly on the status of audit from Auditors of the Group companies, and also receive reports mainly on the status of business execution from management at the time of audit of the Group companies and on other occasions, and exchange views. In addition, they enhance the system for monitoring the soundness of management by receiving reports mainly on the state of business management from the management departments of the Group companies as needed. Also, with the Compliance Hotline available as an internal reporting system, the status of internal reporting is regularly reported from employees of the Company to Auditors.

(9) Systems for ensuring that reporting parties in the preceding item do not receive unfair treatment as a result of such reports

The Company prohibits unfair treatment against the reporting parties in accordance with laws, regulations and the Compliance Hotline Rules prescribed by the Company and the Group companies.

(10) Matters regarding the procedures for advance payments or the reimbursement of expenses incurred in connection with the execution of duties by the Auditors of the Company and any other policy for processing of

costs and obligations incurred in connection with the execution of their duties
Directors cooperate in the audits by Auditors, and the Company budgets the expenses incurred in connection with the audits to ensure effective audits.

(11) Other systems for ensuring effective audit by Auditors of the Company

- a) The Company develops a framework that allows Auditors to attend important meetings, etc., and strengthens the provision of information to Auditors while enhancing its propriety.
- b) The Company works to ensure a framework under which three-way coordination between the Auditors, internal audit department and Accounting Auditor is strengthened mainly through regular reporting on the audit plan and the status of audit implementation by the Accounting Auditor to the Auditors, in addition to efforts such as regular reporting on the internal audit results by the internal audit department to the Auditors.

An overview of the operational status based on the basic policies above is as follows:

(1) Initiatives for compliance

- a) The Company and the Group companies regularly conduct education on compliance with the aim of maintaining and enhancing awareness of social responsibility and ethics of each employee, thereby striving to enhance awareness of compliance through reaffirmation of basic matters, case studies and other training catered to each level and role.

In the fiscal year ended March 31, 2024, the Company and the Group companies conducted the Odakyu Group compliance questionnaire to identify challenges from the results, and reflected and implemented specific measures aimed at solving those challenges in the compliance activities plan. The Company and the Group internally communicated the importance of the compliance activities through actions such as creating opportunities for dialogue to facilitate active communication in the workplace, raising awareness of compliance through training, and delivering messages from management.

- b) The Company and the Group companies inform everyone within the companies of the Compliance Hotline, an internal reporting system, to promote its use. At the Company, the status of such internal reporting of the Company and the Group companies is regularly reported at meetings of the Board of Directors and the Risk Management Committee. The Company's employees also regularly report to Auditors.

(2) Storage and management of information

Regarding the system for storing and managing information relating to the execution of duties by Directors of the Company, the Company stores and manages such information properly in accordance with various regulations while appropriately responding to any requests from Directors and Auditors to review such information.

(3) Strengthening the framework for risk management

The Company and major Group companies identify risks that have a material impact on corporate management and take the necessary measures in accordance with the Odakyu Group Risk Management Policies. In the fiscal year ended March 31, 2024, the Company also reviewed the risks based on such factors as changes in the operating environment. Going forward, we will gradually implement such measures.

In addition, persons responsible for risk management at the Group companies held the Odakyu Group Risk Management Liaison Meetings, and endeavored to prevent the recurrence of similar cases by sharing information and promoting coordination, and by sharing information when risk cases occurred within the Group.

(4) Response to emerging risks

The Company formulates individual business continuity plans in accordance with risk management rules in response to the occurrence of events that have a material impact on the Company. In the fiscal year ended March 31, 2024, we terminated the system led by the General Response Headquarters, which promoted various measures to prevent the spread of infections, following the reclassification of COVID-19 to a Class 5 infectious disease by the government. In addition, we conducted a drill for responding to major railway accidents in anticipation of derailment, a safety registration drill in anticipation of the occurrence of an earthquake and a drill for assembling in an emergency in accordance with Business Continuity Management (BCM), reviewed the business continuity plan (BCP), and worked to enhance the effectiveness of various measures. Furthermore, the Group companies have a system for reporting the occurrence of risk cases to the Company and respond quickly in coordination with the Company as needed.

(5) Strengthening the Group safety management system

The Group holds the Supervisory Safety Management Meetings by Odakyu Group Transport Business Operators attended by transport business operators including railway, bus, taxi and vessel operators. The Group further strengthens the safety management system mainly through cooperation or information-sharing among the Group companies.

(6) Enhancing appropriateness and efficiency of business execution

- a) Under the Executive Officer System, the Company makes decisions on important matters related to business execution after proposing and discussing the matters at meetings of the Board of Executive Officers before presenting them to the Board of Directors in accordance with the regulations. The Company also endeavors to enhance appropriateness and efficiency of business execution by making sure that proposals of meeting bodies such as the Board of Directors are provided as much as possible in advance.
- b) Based on the Group Management Principle and Management Vision “UPDATE Odakyu—Becoming a Community-Based Value Creation Company,” the Company formulates the Medium-Term Management Plan for a period of three years, while requiring prior approval upon formulation of important matters such as the medium-term management plan and budget by the Group companies based on the Group Medium-Term Management Plan, and developing an appropriate and efficient operation system for Group management. The Company also regularly checks the progress thereof and takes measures as needed.

(7) Improving the Group internal audit system

In addition to internal audit of departments within the Company and the Group companies by the internal audit department of the Company, we have established an internal audit department at some Group companies to improve the internal audit system at the Group level.

(8) Improving provision of information to Auditors and other audit systems

- a) The Company regularly holds meetings with a view to deepening mutual trust between Representative Directors and Auditors and encourages the exchange of views among them, while developing a system that enables Auditors to check the status of initiatives taken by Representative Directors in response to various issues. In addition, we develop a framework that allows full-time Auditors primarily to communicate with Directors, etc., attend important meetings such as meetings of the Board of Executive Officers, review important approved documents, and investigate the business execution status and financial conditions at major business offices and Group companies.
- b) A system to monitor soundness of management at the Group level is being reinforced mainly through the establishment of the Odakyu Group Auditors Liaison Meetings by full-time Auditors in an effort to promote the exchange of views with the Auditors of the Group companies and improve the quality of audits of the Group as a whole. Also, the Company’s employees regularly report on the status of internal reporting of the Compliance Hotline of the Company and the Group companies to Auditors.
- c) The Company develops a framework for Auditors to be informed by the Accounting Auditor of accounting audit policies, audit plans, and audit results during the year and at year-end, to exchange views with the Accounting Auditor, and to receive reports on such matters as the results of internal audit directly from the person in charge of the internal audit department. In addition, a framework is in place for full-time Auditors, the Accounting Auditor, and the internal audit department to hold a three-way audit meeting to report on and exchange views on each other’s audit plan and audit status.
- d) To complement efforts to reinforce information provision to Auditors in internal control, the information obtained by full-time Auditors is provided to the meeting of the Board of Auditors and the forums for discussions among Auditors, as appropriate. This is aimed to enhance information provision to Outside Auditors.

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

(1) Basic stance

The Company has set forth 17 items of code of behavior which each officer and employee should always keep in mind for the purpose of ensuring full compliance. The Company has set “severance of any relations with anti-social forces” in one of the items of the code, while setting “stand firmly against, not surrender to or be in collusion with anti-social forces and groups that threaten the order or safety of civil society” as the basic stance (basic principle) of such code of behavior.

(2) Progress of system development

The Company defines Guidelines for Behavior which present more specific details than the code of behavior above, while including such details in the Compliance Manual distributed to officers and employees to disseminate matters they should keep in mind in ordinary times and in times of emergency.

The Company also has built close cooperative relations with specialized agencies such as the police, centered on the General Affairs Department on a regular basis, and stands firmly and responds in a unified manner with related parties in times of emergency.

V. Other

1. Adoption of Anti-Takeover Measures

Adoption of Anti-Takeover Measures	Not Adopted
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Supplementary Explanation

The basic policies on parties desirable to control determination of the Company's finance and business policies are as follows:

(1) Details of basic policies

Regarding the shares of the Company, which is a public company, the Company believes that, so long as shareholders and investors are allowed to freely trade such shares, the decision on parties desirable to control determination of the Company's finance and business policies should ultimately be based on the collective will of the shareholders, and the decision on whether or not to accept a large-scale purchase by a specific party and sell the Company shares should ultimately be left to the discretion of the Company's shareholders.

However, among large-scale purchases of shares, there are some purchases which do not contribute to the corporate value of the Company or the common interests of shareholders, including those with a purpose that would obviously undermine the corporate value and common interests of shareholders mainly through the sale of important operating assets, those with the potential to coerce shareholders into accepting the purchase, and those where information needed by shareholders to make the best choice is not sufficiently provided.

The Company believes that it is necessary to ensure the corporate value of the Company and the common interests of shareholders by taking appropriate measures for shareholders in response to such large-scale purchases.

(2) Special initiatives that contribute to the realization of the basic policies

a) Realization of long-term vision

The Group Management Principle calls for helping its customers create "irreplaceable times" and "rich and comfortable lifestyles." To realize a long-term vision to be formulated under this management principle, we will promote various measures in the medium-term management plan based on the said vision.

b) Reinforcement of safety measures in the transportation business and enhancement of quality of transport services

The Group believes that its foremost mission is to provide comfortable and high-quality transport services with safety as the top priority.

c) Enhancement and reinforcement of corporate governance

Regarding enhancement and reinforcement of corporate governance at the Company, the Company takes various measures, recognizing the reinforcement of the function of efficiently and swiftly determining and implementing key strategies and the supervisory function for business execution as important issues.

The Company is intent on steadily implementing the measures above to ensure and enhance the corporate value of the Company and the common interests of shareholders.

(3) Initiatives to prevent a party who is deemed inappropriate in light of the basic policies from controlling determination of the Company's finance and business policies

The Board of Directors of the Company takes all possible measures to the extent permitted by the Financial Instruments and Exchange Act, the Companies Act and other relevant laws and regulations. These measures include requesting the party attempting to make large-scale purchases of the Company shares to provide adequate information required by shareholders to make appropriate decisions, evaluating and studying such information, followed by disclosing, among other things, the opinions of the Board of Directors of the Company, as well as negotiating with the large-scale purchaser as needed and working to secure the time needed by shareholders to consider this matter.

(4) Decisions of the Company's Board of Directors regarding the initiatives above and the reasons thereof

The measures to realize the long-term vision, reinforce safety measures in the transportation business, enhance quality of transport services, and enhance and reinforce corporate governance stated in (2) above were formulated as specific measures to continuously and sustainably ensure and enhance the corporate value of the Company and the common interests of shareholders, and truly contribute to the realization of the basic policies.

In addition, the initiatives stated in (3) above aim to ensure and enhance the corporate value of the Company and the common interests of shareholders in line with the basic policies through taking measures mainly to secure the information and time needed by shareholders to determine whether or not to accept the large-scale purchase of the Company shares when such purchase is made and to negotiate with such large-scale purchaser for the sake of shareholders.

As such, the Board of Directors of the Company holds the view that the initiatives mentioned in (2) and (3) above do not undermine the common interests of shareholders of the Company and are not for the purpose of maintaining the positions of the Company's officers.

2. Other Matters Concerning Corporate Governance System

(1) Basic policy on information disclosure

The Company formulates a Disclosure Policy as the basic policy on information disclosure, and proactively discloses corporate information including operating results and business conditions to shareholders, investors and society to ensure transparency of management. The Company announces this policy on its website.

(2) Internal systems for timely disclosure

a) Development of organization in charge of disclosure

-The Company complies with such regulations as the stock exchange regulations and manages important corporate information in accordance with the Rules for Disclosure of Corporate Information for the purpose of conducting timely disclosure of corporate information that has a material impact on the investment decisions of investors.

-The Investor Relations Office is the dedicated department for matters related to timely disclosure. The Investor Relations Office has a total staff of six members including the Investor Relations Office Manager (concurrently serving as the Manager of Finance & Accounting Department) who is responsible for handling information.

-In order to gather corporate information appropriately, a system is developed, including the attendance of the Investor Relations Office Manager at meetings of the Board of Executive Officers, and a checklist is prepared at the Investor Relations Office to determine the necessity of timely disclosure of the information gathered.

-The Company has established the Information Disclosure Committee with the aim of verifying the appropriateness of the timely disclosure process, as well as discussing important matters concerning timely disclosure. The Information Disclosure Committee is chaired by one full-time officer and comprises several other members. Director who is full-time Audit & Supervisory Committee member attends meetings of the Committee.

b) Preparation of timely disclosure procedure

i. Collection of timely disclosure information

-In the event that information required to be disclosed in a timely manner or information for which it is not obvious whether or not such information should be disclosed in a timely manner is expected to arise at the Company, or in the event that information required to be disclosed in a timely manner or information for which it is not obvious whether or not such information should be disclosed in a timely manner arises, the Division Director, Office Manager or Manager responsible for such information reports the outline or contents thereof to the Investor Relations Office Manager.

-The Group Management Department and other departments collect information on subsidiaries, etc., required to be disclosed in a timely manner at the Company or for which it is not obvious whether or not such information should be disclosed in a timely manner, and report the contents thereof to the Investor Relations Office Manager.

-In addition to the foregoing, the Investor Relations Office Manager attends meetings of the Board of Executive Officers and the Board of Group Executive Officers and confirms whether there is any information required to be disclosed in a timely manner.

ii. Decision on timely disclosure

-The Investor Relations Office Manager, upon receiving a report on such information from the Division Director, Office Manager and Manager responsible for such information, consults with departments including the Group Management Department, the Finance & Accounting Department, the General Affairs Department, and the Corporate Communications Department, in principle, to decide on the necessity of timely disclosure and the contents thereof.

-The Investor Relations Office Manager reports in advance on the contents of information to be disclosed

in a timely manner in accordance with the Rules for Disclosure of Corporate Information, the timing and method of disclosure to the President, the Information Disclosure Committee members and Director who is full-time Audit & Supervisory Committee member. In the event that there is an objection to the decision on timely disclosure, among other things, such matters are discussed by the Information Disclosure Committee, and the President decides on the necessity of timely disclosure, among other things, based on the results of discussions held by the Committee.

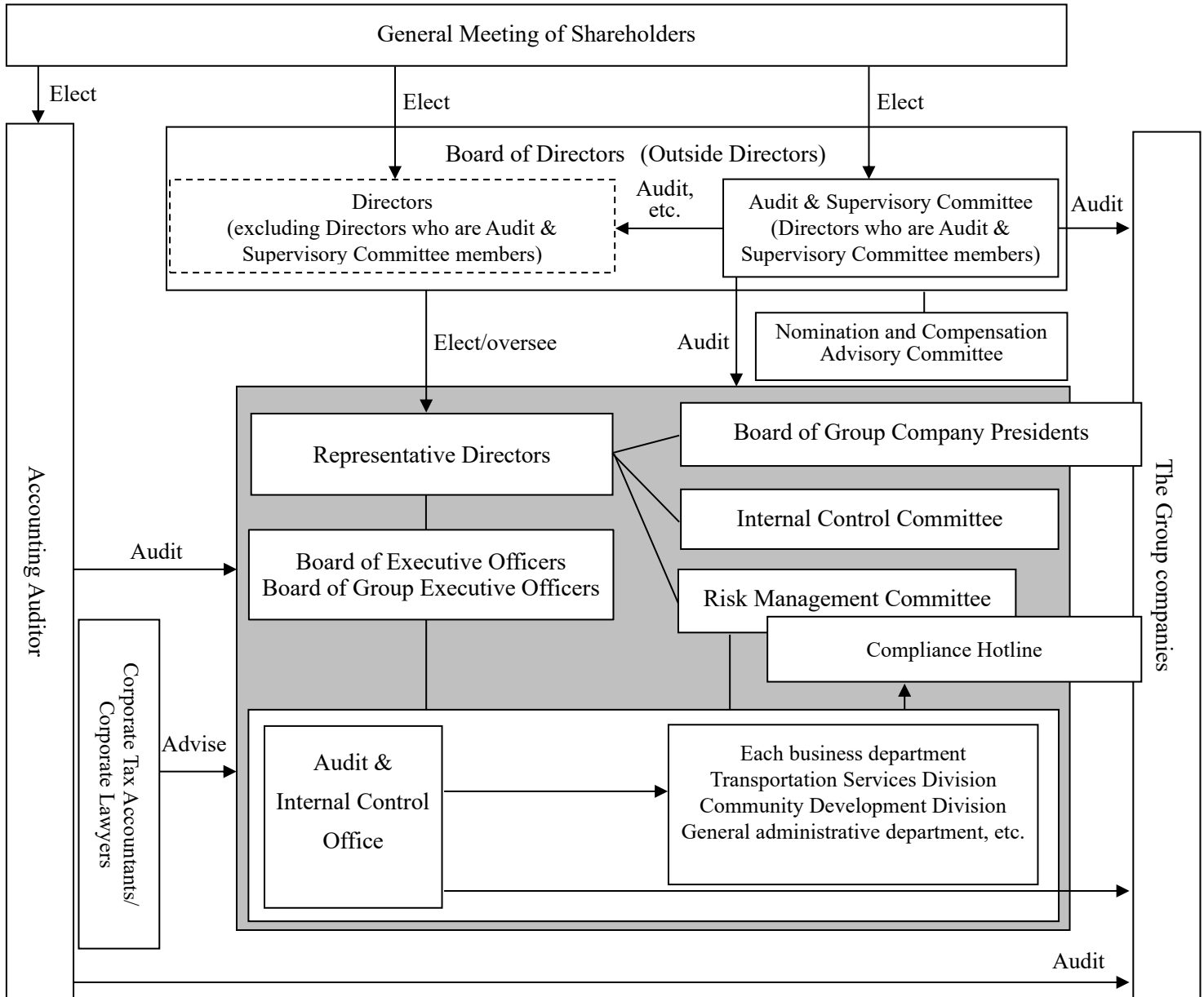
-The decisions made and financial information are disclosed through the Board of Directors, in principle. The occurrence of material facts is disclosed promptly after such occurrence.

-In the event that the General Response Headquarters is set up in accordance with risk management rules to conduct timely disclosure as part of an emergency measure, the Head of the General Response Headquarters will decide on the necessity of timely disclosure and the contents thereof in accordance with risk management rules.

c) Checking function for internal systems for timely disclosure

-The Information Disclosure Committee meets two times a year, in principle, and, upon submission of securities reports and other documents, confirms the contents thereof and the disclosure process, as well as periodically monitors whether timely disclosure was conducted appropriately in accordance with the Rules for Disclosure of Corporate Information.

Odakyu Electric Railway Co., Ltd.'s Corporate Governance



Internal Systems for Timely Disclosure of Corporate Information at the Company

