

Delivering Sustainable Business Growth through Sharing a Sense of Urgency and Increasing the Speed of Execution

Q In ASKAWA Report 2018, we included an article on a dialogue on corporate governance between Mr. Akita, a then outside director, and then Chairperson Mr. Tsuda. At that time, issues were raised about active risk-taking, so-called "aggressive governance." How do you feel the approach taken by the board has changed in recent years? What are your top corporate governance priorities for Yaskawa?

Ogasawara Yaskawa shifted to a company with an audit and supervisory committee in 2015. By 2018, the new structure was on track and the board was moving to a "forum for deeper discussion." Since then, there have been discussions on how to realize the operation of the Board of Directors, which is closer to the essence of the business, but due to the impact of the pandemic caused by the COVID-19 from 2020, it has become difficult to raise the level of the operation. Now, although we are still under COVID-19 influence, face-to-face activities have resumed, and we can begin to think about the management of the board of directors to approach the essence of business again. Against this backdrop, I

believe that speed is the top priority for corporate governance in Yaskawa. I feel that the speed at which we make decisions and do things with "data" is still slow. With YDX (YASKAWA Digital Transformation) we now have the data to make our decisions. Now it's all about how we speed up our execution.

Koike In 2020, when I received the proposal of becoming an outside director and member of the Audit and Supervisory Committee, the chairperson of the nominating committee at Brother Industries, Ltd. where I work as Director & Chairman of the Company said, "It is a very difficult mission," because Yaskawa is a company with an Audit and Supervisory Committee, and therefore I would be required to serve both as an outside director and as a member of the Audit and Supervisory Committee. However, because I have been involved in the management of an operating company for a long time, I thought I could be of service, so I decided to accept it. During my first year in office, I have visited many business offices in Japan and gained a better understanding of Yaskawa's business model and

6

business challenges through participation in the Board of Directors and other meetings. From now on, I believe it is most important to actively make proposals that I can make, and to thoroughly discuss whether those proposals can be realized through various opportunities for dialogue.

Yaskawa has conducted an annual Board of Directors Evaluation Questionnaire since 2016 for all directors, including members of the Audit and Supervisory Committee, and seeks to further improve its effectiveness by reviewing and implementing measures to address issues identified through the questionnaire. Mr. Koike, what is your impression of the board of directors of Yaskawa?

Koike I'm surprised that Yaskawa has such an open atmosphere. The ability of outside directors to attend important internal meetings, such as management meetings, is a significant difference from Brother Industries, where I am chairperson, and I feel that information sharing is very advanced. However, it is difficult to read and properly understand the materials of these meetings, but I am now able to understand them by clarifying with the secretariat of the Board of Directors, so I am currently making opinions and proposals based on a realistic understanding on the next mid-term business plan, which is a core theme at Yaskawa, as well as future management strategies and issues.

On the other hand, in addition to the importance of dialogue I mentioned earlier, a challenge for Yaskawa that I personally feel is the promotion and development of human resources from the perspective of succession. I feel that we need to plan a pipeline of human resources and a program to develop successors, assuming who will be running the company 10 years from now.

Ogasawara The real challenge in nurturing talent is that it has become difficult to nurture people in the so-called "pandemonium" situation like the times when business conditions were extremely difficult, partly because of the stability of business performance and the trend of reforming work styles. Other than that, I believe we are proceeding with a pipeline outlook for the next 10 years or so. **Koike** Brother Industries also experienced a crisis in the 1990s, and the management is made up of people who grew up in hard times. People who take the stable environment of the last 20 years for granted tend to be slow in their actions.

Ogasawara I feel strongly that makes things slow down. There were times when I used to worry that if I didn't act immediately, the company would be in crisis. Historically, that's when people grow up.

With the election of Mr. Koike in FY2021, the number of independent outside directors increased from 4 to 5. In addition, Ms. Matsuhashi was elected in FY2022 to increase the independent and outside ratio and diversity of the Board of Directors. What is the purpose of this change?

Ogasawara I understand that the primary role of outside directors is to stop the reckless leadership (of representative directors). To this end, it is important for outside directors to be able to collaborate with directors other than the representative directors, and they should not be close friends with the representative directors. Independence is important. I also believe that diversity is important in order to receive opinions from a variety of perspectives. Based on these ideas, we must create a system that enables active discussions on improving corporate value.

What impact do you feel the statements of outside directors have on the Board of Directors, the Nomination Advisory Committee and the Compensation Advisory Committee?

Koike Outside directors make opinions based on their own experience while taking a stance on whether they can be convinced that the management is fair, transparent and best for Yaskawa. We never push our opinions, but point out any points that seem off, and look for a compromise while respecting the company's thinking.

As chairperson of Yaskawa Compensation Advisory Committee, I believe that there are many different ways of thinking about compensation, depending on the



background and circumstances of the company, but I make recommendations based on my sense of the level of the world and my own knowledge and experience.

Ogasawara With regard to the nomination, I believe that it is difficult at this point for outside directors who have little information about personnel in the company to determine whether the candidate is really appropriate. Therefore, what I expect from outside directors is that they do not hesitate to make statements such as "that director should resign," in a timely and appropriate manner from the perspective of whether the current director is functioning properly.

In terms of compensation, I feel that the appropriate compensation judgment for performance is weak, partly because the previous Yaskawa was not in a good financial position historically. I also look forward to your advice on how much is reasonable from an outside perspective.

The revised Corporate Governance Code requires companies to explain the investment and use of intangible assets, such as human capital and intellectual property, that are necessary to create value sustainably. At Yaskawa, various activities are underway, including the revision of the evaluation and compensation system, the visualization of management resources by YDX, and the integration of technology by YASKAWA Technology Center, and Mr. Ogasawara is actively disseminating information to stakeholders, including the stock market and the media on these initiatives. What do you keep in mind when communicating with external stakeholders? Also, If you have any initiatives on intangibles that you think Yaskawa should strengthen further, please let us know.

Ogasawara I explain Yaskawa's business model and solution concept "i³-Mechatronics" as thoroughly as I can in a limited amount of time. And when asked about sustainability (ESG), I try to tell them that everything boils down to the i³-Mechatronics concept. I always tell them that it is important to look at things from a broad perspective in order to go from partial to total optimization, and that the practice of i³-Mechatronics is what Yaskawa management is all about.

Koike In the world of FA, in order to achieve labor saving and unmanned operation, it is necessary to properly manage the data of every device and look at the entire factory, but even if we can detect the failure of our own machines, I think there is a limit to what we can do if we try to do more. That is why I believes it is important to realize the improvement of the equipment reliability

and zero downtime at manufacturing sites that customers want with the i³-Mechatronics concept, and to create a sustainable business with a system that allows customers to continue using Yaskawa products. Servos and AC drives have a certain lifetime, so I think there are a lot of different ideas to make sustainable business, like offering subscription incentives for continuous purchasing, or a service to enable 100% capturing of Yaskawa devices through network.

In addition, with regard to YDX, we are currently in the process of evolving into initiatives to link the value chain, such as the construction of PLM (Product Lifecycle Management) and CRM (Customer Relationship Management), and I believe that realizing customer satisfaction through this will be the next major growth opportunity and challenge. How to put your soul (data) into the box (data lake) and increase the sensitivity of those who take advantage of it, as well as realtime action through operational management, are essential to the success of data-driven sales management.

What are your expectations for Yaskawa in order to achieve the goals of Vision 2025 long-term management plan?

Koike Over the past year, I have come to understand the good things about Yaskawa and what we need to do in the future. From a position with long experience in

corporate management, I will actively participate in management from both a comprehensive business perspective, including governance, finance and accounting, and legal, as well as management and supervision, with the aim of achieving sustainable business growth, and engage in intensive discussions with the management team on how to materialize various proposals.

The last fiscal year of Vision 2025 is three years away. We can't do anything big all of a sudden, but in a rapidly changing business environment, I would like to take the initiative to help carry out the tasks aimed at realizing the vision with a sense of speed.

Ogasawara Yaskawa's challenge is speed. In order to survive in the market, we must avoid at all costs the worst situation in which we do not realize that we are being attacked by our competitors and are in a situation where we can not recover. To that end, we will put i³-Mechatronics into practice, promote and fully utilize YDX, and with all the help of our outside directors, share a sense of urgency, speed things up, and press ahead vigorously toward the realization of Vision 2025.



Composition of the Board of Directors

Yaskawa's Board of Directors is composed of individuals with advanced knowledge and experience in various areas of corporate management. In addition, areas of particular importance in corporate management are defined as "corporate management and management strategy," "corporate governance," "finance and accounting," "legal affairs," "sales and marketing," "manufacturing, R & D and ICT," and "global."

* Please refer to the Notice of Convocation of the Ordinary General Meeting of Shareholders for the reasons for the election of each Director. https://www.yaskawa-global.com/wp-content/uploads/2022/04/106_agm_en.pdf

					Stru	cture		
Name	Age	Gender	Attributes	Board of Directors	Audit and Supervisory Committee	Nomination Advisory Committee	Remuneration Advisory Committee	
Hiroshi Ogasawara	66	2		O		O	0	
Shuji Murakami	63	2		0			0	
Masahiro Ogawa	57	2		0			0	
Yoshikatsu Minami	62	2		0				
Akira Kumagae	59	2		0				
Yasuhiko Morikawa	59	2		0				
Yuichiro Kato	52	2	Outside Independent	0		0	0	
Yuji Nakayama	62	1		0	O			
Koichi Tsukahata	61	2		0	0			
Junko Sasaki	62		Outside Independent	0	0	0	0	
Hideo Tsukamoto	41	2	Outside Independent	0	0	0	0	
Toshikazu Koike	66	2	Outside Independent	0	0	0	Ø	
Kaori Matsuhashi	52		Outside Independent	0	0	0	0	

© Chairperson ○ Member

Note: The above table does not represent the full knowledge of each director. Age is as of the 106th general meeting of shareholders held on May 26, 2022.

06 Corporate Governance

In addition to the requirements for outside directors set forth in the Companies Act and the independence standards set forth by financial instruments exchanges, Yaskawa selects independent outside directors who meet its own standards.

* Yaskawa's independence standards are on Yaskawa website.

https://www.yaskawa-global.com/company/csr/governance/structure



Directors (As of May 26, 2022)



Hiroshi Ogasawara

(Born on September 19, 1955)

Representative Director, Chairman of the Board; President

Number of shares of the Company held 459 hundred

Mar. 1979 Joined the Company

- Mar. 1979 Joined the Company Jun. 2006 Director Mar. 2007 Director, General Manager, Drives Div. Mar. 2011 Director, General Manager, Motion Control Div. Jun. 2012 Corporate Vice President, General Manager, Motion Control Div.
- Jun. 2013 Director, Managing Executive Officer Mar. 2014 Director, Managing Executive Officer
- Development Div. Mar. 2015 Representative Director, Senior Managing Executive Officer, General Manager, Technology & Development Div. Mar. 2016 Representative Director, President, General Manager, Technology &
- Development Div. Mar. 2017 Representative Director, President, In charge of Human Resources
- Mar. 2017 Representative Director, President, in charge of Human Resources Development, Manager, Diversity Management Div.
 Mar. 2018 Representative Director, President, In charge of Human Resources Development, Manager, ICT Strategy Div.
 Jul. 2020 Representative Director, President, In charge of Human Resources
- Development, Regional Manager, China, Manager, ICT Strategy Div. Mar. 2022 Representative Director, Chairman of the Board; President; In charge of
- Human Resources Development; Regional Manager, China; In charge of ICT Strategy (incumbent)



Masahiro Ogawa

(Born on August 25, 1964)

Representative Director, Senior Managing Executive Officer

Number of shares of the Company held 122 hundred

- Mar. 1987 Joined the Company Dec. 2010 Chairman, YASKAWA AMERICA, Inc. Jun. 2012 Corporate Vice President Mar. 2016 Corporate Vice President, General Manager, Robotics Div., Chairman of the Board of Directors, YASKAWA SHOUGANG ROBOT CO., LTD. (incumbent)
- Mar. 2019 Corporate Vice President, General Manager, Robotics Div., General Manager, Control Technology Div., Robotics Div.
- May 2019 Director Mar. 2020 Director, Managing Executive Officer, General Manager, Robotics Div.,
- Mar. 2020 Bieretar, Manager, Control Technology Div., Robotics Div.
 Mar. 2021 Director, Managing Executive Officer, General Manager, Robotics Div.
 Mar. 2022 Representative Director, Senior Managing Executive Officer, General Manager, Robotics Div.; Department Manager, Business Planning Dept.
- Robotics Div. (incumbent)



Shuji Murakami

(Born on April 21, 1959)

Representative Director, Senior Managing Executive Officer

Number of shares of the Company held 342 hundred

Mar. 1982 Joined the Company

- Jun. 2008 Director, Manager, Corporate Planning Div. Jun. 2012 Director, Corporate Vice President

- Mar. 2012 Director, Corporate Vice President Mar. 2014 Director, Managing Executive Officer Mar. 2016 Representative Director, Senior Managing Executive Officer Mar. 2017 Representative Director, Senior Managing Executive Officer, In charge of CSR & Compliance, In charge of Administration, General Manager,
- Corporate Planning Div. Mar. 2020 Representative Director, Senior Managing Executive Officer, In charge of CSR, In charge of Administration, General Manager, Corporate Planning Div. (incumbent)



Yoshikatsu Minami

(Born on October 31, 1959)

Director, Managing Executive Officer

Number of shares of the Company held 324 hundred

- Dec. 1983 Joined the Company
- Jun. 2008 Director
- Jun. 2012 Corporate Vice President, General Manager, Robotics Div. Jun. 2015 Director, Managing Executive Officer
- Mar. 2017 Director, Managing Executive Officer, In charge of ICT strategy, General Manager, Production Management & Operations Div., General Manager, Export Administration Div. Mar. 2018 Director, Managing Executive Officer, General Manager, Production
- Management & Operations Div., General Manager, Export Administration Div.
- Mar. 2020 Director, Managing Executive Officer, General Manager, Production Management & Operations Div., General Manager, Export & Import Administration Div. (incumbent)



Akira Kumagae

(Born on October 14, 1962)

Director, Managing Executive Officer

Number of shares of the Company held 126 hundred

Mar 1985	Joined the Company
111000	oon ou no oon puny

- Mar. 2014 Executive Officer; General Manager, Motion Control Div. Mar. 2019 Executive Officer; General Manager, Corporate Technology Div.; Department Manager, Electric Drive System Dept., Corporate Technology Div.
- Mar. 2020 Managing Executive Officer; General Manager, Corporate Technology Div.; Department Manager, Electric Drive System Dept., Corporate Technology Div.
- Mar. 2021 Managing Executive Officer; General Manager, Corporate Technology Div. May 2022 Director; Managing Executive Officer; General Manager, Corporate Technology Div. (incumbent)



Yuichiro Kato

(Born on October 20, 1969)

Outside Director

Number of shares of the Company held 33 hundred

- Apr. 1992 Joined Nichirei Corporation Apr. 1995 Joined DAIKO ADVERTISING INC.

- Apr. 1995 Joined DAIKO ADVERTISING INC.
 Apr. 2003 Associate professor of industrial strategy engineering, Graduate School of Engineering, Nagoya Institute of Technology, Visiting researcher, Business Knowledge Bureau, DAIKO ADVERTISING INC.
 Jan. 2015 Member, The Deming Prize Examination Committee, Union of Japanese Scientists and Engineers (incumbent)
 Oct. 2015 Representative Partner, Brand Design LLC (currently Brand Design Co., Ltd.) Specially-appointed professor, Industry-Academia-Government Collaboration Center, Nagoya Institute of Technology
 Apr. 2018 Professor, Vocational Ability Development Institute, Polytechnic University administrated by the Ministry of Health, Labour and Welfare Member, The Japanese Scientists and Engineers (incumbent)
 Nov. 2018 Representative Director, Brand Design Co., Ltd. (incumbent)
- Nov. 2018 Representative Director, Brand Design Co., Ltd. (incumbent) Jun. 2019 Professor, Project for Organization for Co-Creation Research and Social
- Contribution, Nagoya Institute of Technology (incumbent) May 2020 Outside Director: Member of the Audit and Supervisory Committee of the Company
- May 2021 Outside Director (incumbent)



Yasuhiko Morikawa

(Born on June 11, 1962)

Director, Senior Executive Officer

Number of shares of the Company held 95 hundred

- Apr. 1985 Joined The Dai-Ichi Kangyo Bank, Limited Currently Mizuho Bank, Ltd.)
 Apr. 2008 Corporate Officer, Corporate Planning Group, Mizuho Corporate Bank, Ltd. (currently Mizuho Bank, Ltd.)
 Apr. 2010 General Manager, Gotanda Branch, Mizuho Bank, Ltd.
 Apr. 2010 General Manager, Financial Institutions Banking Division No.1, Mizuho Corporate Bank, Ltd.
 Apr. 2012 General Manager, Financial Institutions Banking Division No.1, Mizuho Corporate Bank, Ltd.
 Apr. 2013 Executive Officer, Currently Mizuho Bank, Ltd.
 May 2015 Joined the Company, Associate Director
 Mar. 2016 Executive Officer: General Manager, Tokyo Office, Corporate Marketing Div.: In charge of Corporate Manketing, Corporate Planning & Finance Div.
 Mar. 2017 Executive Officer: General Manager in Finance, Corporate Planning & Finance Div.
 Mar. 2020 Executive Officer: General Manager in Finance, Corporate Planning & Finance Div.
 Mar. 2020 Executive Officer: In charge of Compliance: Deputy General Manager, Corporate Planning & Finance Div.
 Mar. 2021 Director, Senior Executive Officer: In charge of Compliance: Deputy General Manager in Finance, Corporate Planning & Finance Div.
 Mar 2021 Director, Senior Executive Officer: In charge of Compliance: Deputy General Manager in Finance, Corporate Planning & Finance Div.
 May 2021 Director, Senior Executive Officer: In charge of Compliance: Deputy General Manager in Finance, Corporate Planning & Finance Div.
 Sep. 2021 Director, Senior Executive Officer: In charge of Compliance: Deputy General Manager in Finance, Corporate Planning & Finance Div.
 Sep. 2021 Director, Senior Executive Officer: In charge of Compliance: General Manager in Finance, Corporate Planning & Finance Div.
 Sep. 2021 Director, Senior Executive Officer: In charge of Compliance: General Manager in Finance, Corporate Planning & Finan Liaison, Corporate Planning & Finance Div.
- Mar. 2022 Director, Senior Executive Officer; In charge of Compliance; General Manager, General Affairs & Risk Management Div. (incumbent)

Directors



Yuji Nakayama

(Born on May 17, 1960)

Director, Member of the Audit and Supervisory Committee (full-time)

Number of shares of the Company held 287 hundred

Mar. 1983 Joined the Company

- Jun. 2010 Director, General Manager, Accounting Div.

- Jun. 2012 Director, Gerlerar Walrager, Accounting Div. Jun. 2013 Director, Corporate Vice President Mar. 2017 Director, Corporate Vice President, General Manager, Human Resources & General Affairs Div.
- Mar. 2019 Director, Corporate Vice President, In charge of Human Resources & General Affairs Div. and audit
- May 2019 Director, Member of the Audit and Supervisory Committee (full-time, incumbent)



Koichi Tsukahata

(Born on September 22, 1960)

Director, Member of the Audit and Supervisory Committee (full-time)

Number of shares of the Company held 90 hundred

- Mar. 1985 Joined the Company
- Mar. 2009 Motion Control Div., General Manager, Yahata Factory Jun. 2010 Deputy General Manager, Motion Control Div. Mar. 2013 Trustee, Director, President, YASKAWA ELECTRIC (SHENYANG) Co.,
- Ltd.
- Mar. 2018 Trustee, In charge of audit May 2018 Director, Member of Audit and Supervisory Committee (full-time, incumbent)



Junko Sasaki

(Born on January 12, 1960)

Outside Director, Member of the Audit and Supervisory Committee

Number of shares of the Company held 23 hundred

- Apr. 1983 Joined IBM Japan Ltd Jan. 2007 Executive Officer, APAC & Japan Technical Sales Support, IBM Japan Ltd Jan. 2011 Joined Microsoft Japan Co., Ltd. Executive; General Manager, Customer
- Service & Support Feb. 2015 Joined WEIC Corporation (currently SALES ROBOTICS Corporation) Apr. 2015 Director, Vice President, WEIC Corporation (currently SALES ROBOTICS
- Corporation) Jan. 2016 Vice President, FireEye, Inc.
- Dec. 2016 President & CEO, Sartorius Japan K.K. May 2018 Outside Director: Member of the Audit and Supervisory Committee of the
- Company (incumbent) Jun. 2019 External Director, Sumitomo Mitsui Trust Bank, Limited
- Jun. 2020 Outside Director, Hanwa Co., Ltd. (incumbent) Sep. 2020 External Director, Gemini Strategy Group Inc. (incumbent)
- Jun. 2021 External Director; Member of Audit and Supervisory Committee, Sumitomo Mitsui Trust Bank, Limited (incumbent)
- Apr. 2022 Chief Director, Nagaoka Institute of Design (incumbent)



Hideo Tsukamoto

(Born on July 25, 1980)

Outside Director, Member of the Audit and Supervisory Committee

Number of shares of the Company held 0 hundred

- Apr. 2003 Entered the Legal Training and Research Institute, Supreme Court of Japan
- Oct. 2004 Graduated from the Legal Training and Research Institute, Supreme Court of Japan (57th Term), Registered as an Attorney (member of Daini Tokyo Bar Association), Joined Anderson Mori Law Office (currently Anderson Mori & Tomotsune LPC)
- Nov. 2010 Worked at Civil Affairs Bureau, the Ministry of Justice (in charge of plan-ning and formulation of Revised Companies Act)

- Apr. 2013 Partner, Anderson Mori & Tomotsune LPC (incumbent) Apr. 2014 Part-time lecturer, Faculty of Law, The University of Tokyo Jan. 2016 Expert Member, Case Study Committee, The Japan Audit & Supervisory Board Members Association (incumbent)
- Dec. 2017 Member (2nd term), Corporate Governance System (CGS) Workshop, the Ministry of Economy, Trade and Industry Jun. 2018 Outside Audit & Supervisory Board Member, JA MITSUI LEASING, LTD. (incumbent)
- May 2019 Outside Director, Member of the Audit and Supervisory Committee of the Company (incumbent)
- Aug. 2019 Member, the Study Group on the Process of the General Meeting of Shareholders in the New Era, the Ministry of Economy, Trade and Industry





Toshikazu Koike

(Born on October 14, 1955)

Outside Director, Member of the Audit and Supervisory Committee

Number of shares of the Company held 3 hundred

- Apr. 1979 Joined BROTHER INDUSTRIES, LTD.
- Aug. 1982 Seconded to Brother International Corporation (U.S.A)
- Oct. 1992 Director, Brother International Corporation (U.S.A.) Jan. 2000 Director & President, Brother International Corporation (U.S.A.) Jun. 2004 Director, BROTHER INDUSTRIES, LTD.

- An. 2005 Director & Chairman, Brother International Corporation (U.S.A.) Apr. 2005 Director & Managing Executive Officer, BROTHER INDUSTRIES, LTD.
- Apr. 2006 Director & Senior Managing Executive Officer, BROTHER INDUSTRIES,
- ITD. Jun. 2006 Representative Director & Senior Managing Executive Officer, BROTHER INDUSTRIES, LTD.
- Jun. 2007 Representative Director & President, BROTHER INDUSTRIES, LTD. Jun. 2018 Representative Director & Chairman, BROTHER INDUSTRIES, LTD. (incumbent)
- Jun. 2020. Outside Director, Toyo Seikan Group Holdings, Ltd. (incumbent) May 2021 Outside Director, Member of the Audit and Supervisory Committee of the Company (incumbent)Apr. 1979



Kaori Matsuhashi

Kaori Hosoya (Name on family register) (Born on June 7, 1969)

Outside Director, Member of the Audit and Supervisory Committee

Number of shares of the Company held 0 hundred

- Apr. 1993 Joined Toyo Information Systems Co., Ltd. (currently TIS Inc.)

- Apr. 1995 Joined KPMG Tokyo Office (currently KPMG AZSA LLC) Apr. 2006 Registered as a Certified Public Accountant Jul. 2006 Joined Asset Investors Co., Ltd. (currently Merchant Bankers Co., Ltd.) Nov. 2007 General Manager, Corporate Planning Division, Asset Investors Co., Ltd.
- Mar. 2008 Joined MK Capital Management Corporation (currently IDERA Capital Management Ltd.), Executive Officer May 2009 Established Luminous Consulting Co., Ltd. Representative Director
- (incumbent) Representative, Matsuhashi Kaori Certified Public Accountant Office
- (incumbent)
- Jan. 2014 External Auditor, NTS Holdings Co., Ltd. (incumbent) Jun. 2014 External Director, Spiber Inc. (incumbent) Jun. 2017 Outside Audit & Supervisory Board Member, Kakaku.com, Inc. May 2019 Outside Audit & Supervisory Board Member, Seven & i Holdings Co., Ltd.
- (incumbent) May 2022 Outside Director; Member of Audit and Supervisory Committee of the
- Company (incumbent)

6

Basic Approach to Corporate Governance

Yaskawa has established Yaskawa Electric Corporate Governance Policy, which outlines its basic stance on corporate governance, with the aim of enhancing corporate value for our stakeholders over the medium- to long-term.

Yaskawa Electric Corporate Governance Policy					
Chapter 1 Ensuring Shareholder Rights and Equality	Chapter 4 Responsibilities of the Board of Directors, etc.				
1. Policy for the General Meeting of Shareholders	1. Organization Design				
2. Capital Policy	2. Board of Directors Policy				
3. Policy on Cross-Shareholdings	3. Policy on Directors				
, , , , , , , , , , , , , , , , , , , ,	4. Independent Outside Director				
4. Policy on Takeover Defense Measures	 Access to Independent Experts Advisory Committee 				
5. Policy for Transactions between Relevant Parties					
Chapter 2 Appropriate Collaboration with Stakeholders Except	7. Exchange of information and sharing of awareness among				
Shareholders	independent outside directors				
1. Basic Concept for Strengthening Social and Relationship Capital	8. Directors' Remuneration				
2. Social and Environmental Issues	9. Roles of the Audit and Supervisory Committee				
	Chapter 5 Communication with Shareholders				
Chapter 3 Ensuring Appropriate Information Disclosure and Transparency	Chapter 6 Other				
* For details of this policy, please see the website. https://www.yaskawa-global.com/company/csr/governance/policy					

Corporate Governance System

Yaskawa Electric has adopted a corporate structure with an Audit and Supervisory Committee in order to further strengthen the oversight function of the Board of Directors over management and corporate governance, as well as to enhance the soundness and efficiency of management. The Company believes that the supervisory function of the Board of Directors will be further enhanced by utilizing the legal functions of Audit and Supervisory Committee Members, such as the ability of Audit and Supervisory Committee Members as directors to exercise voting rights at the Board of Directors on important matters of the Company, such as the appointment and dismissal of Representative Directors, and the ability to examine the results of the execution of business by Executive Directors and to express opinions at the General Meeting of Shareholders on the appointment, dismissal and remuneration of Executive Directors. In addition, the Company has introduced an executive officer system to separate management decision-making and business execution functions, enhance each function, and speed up business execution.



Corporate governance structure

Board of Directors

Yaskawa Electric's Board of Directors consists of 13 members, including 8 internal and 5 external directors.

In addition to the regular meetings of the Board of Directors, the Board of Directors convenes extraordinary meetings as necessary to decide on important matters related to management and matters stipulated by laws and regulations, and to supervise the status of business execution on an ongoing basis.

Yaskawa has appointed Yuichiro Kato, Junko Sasaki, Hideo Tsukamoto, Toshikazu Koike and Kaori Matsuhashi as Outside Directors to provide advice and suggestions from an independent perspective on overall management of Yaskawa based on their diverse perspectives, experiences and advanced expertise. In deliberations by the Board of Directors, Outside Directors fully understand the current status of Yaskawa based on information submitted or reported by the Internal Audit and Control Division, Corporate administration operations and other functions, and the Accounting Auditor provide advice and proposals based on their respective knowledge, thereby fulfilling appropriate supervisory functions.

Audit and Supervisory Committee

The Audit and Supervisory Committee consists of 6 directors (of which four are outside directors) who are Audit and Supervisory Committee Members, and audits the status of execution of duties by Directors and others. In conducting audits, the Audit and Supervisory Committee fully understands the current status of Yaskawa Electric based on information reported by the Internal Control Division, the Internal Audit Division, and the head office business divisions, while full-time Audit and Supervisory Committee Members conduct audits based on actual inspections. In addition, the Audit and Supervisory Committee carries out duties in cooperation with the Accounting Auditor, and monitors and verifies the duties of the Accounting Auditor.

Yaskawa Electric has appointed EY ShinNihon LLC as an accounting auditor, and has provided accurate management information under an auditing contract and created an environment in which audits are conducted from an independent standpoint. We consult with and receive advice from our accounting auditors when they need to make a decision.

Executive Committee

The Executive Committee is composed of executive directors and executive officers and discusses important decisions related to business execution, including reports on the progress of management plans and deliberations on policies and measures for all businesses. As a general rule, meetings are held once a month, and extraordinary meetings are held as necessary to establish a flexible and prompt business execution system.

Nomination Advisory Committee

The Nomination Advisory Committee, of which the majority are independent outside directors, has been established under the Board of Directors to ensure the transparency and fairness of the nomination of director candidates, the selection process of representative directors and officers, etc., and to ensure a forum for outside directors to obtain and discuss sufficient information to form opinions on the nomination of director candidates, etc. When submitting proposals regarding the nomination, etc. of director candidates, etc. to the Board of Directors, the details thereof shall be fully reflected upon the report of the Committee.

Compensation Advisory Committee

The Compensation Advisory Committee consisting of a majority of independent outside directors is established under the Board of Directors to ensure the appropriateness and transparency of the remuneration of directors (excluding directors who are Audit and Supervisory Committee Members) and executive officers through fair deliberations, and to ensure a forum for outside directors to obtain sufficient information and discuss the remuneration in order to form opinions.

The Committee deliberates on the compensation for directors calculated in accordance with the directors' compensation rules and other necessary matters concerning directors' compensation from the viewpoint of appropriateness.

6

History of Initiatives to Enhance Corporate Governance

Yaskawa Electric has developed a governance system to enhance the effectiveness of the Board of Directors by actively incorporating external knowledge, and to strengthen both defensive and offensive governance, in order to continuously improve corporate value. Yaskawa will continue to pursue its best, enhance management transparency, and further enhance corporate governance.

History of initiatives to enhance corporate governance

Fiscal year		FY2012-2014	FY2015-2017	FY2018-2021	
Fiscal year Main measures		 FY2012 Adoption of executive officer system Number of Directors was reduced to 12 from 20 FY2014 Compensation Advisory Committee established 	 FY2015 Transition to a company with Audit and Supervisory Committee Nomination Advisory Committee established FY2016 Evaluation of the effectiveness of the Board of Directors commenced 	 FY2018 More than 1/3 of the board of directors are independent outside directors FY2019 Disclosed skill matrix of the board of directors FY2020 Determination of basic policies for executive compensation Established Corporate Governance Policy of Yaskawa FY2021 Established Sustainability Policy 	
Aim and purpose		 Faster and more efficient management decision- making and execution Ensuring the appropriate- ness and transparency of executive compensation 	 Strengthening of offensive and defensive governance Ensuring transparency and fairness in nomination of director candidates Improving the functions of the Board of Directors to increase corporate value 	 Improving the independence and objectivity of the Board of Directors Enhancement of information disclosure Contributing to the realization of a sustainable society in addition to improving corporate value 	
Institution establishment		Company with Board of Corporate Auditors	Company with Audit and Supervisory Committee		
Composition of	Internal	6	8*	8*	
the Board of Directors	Independent outside (Female)	1	3*	5* (1)	
Composition of Audit and	Internal	2	2	2	
Supervisory Committee (Up to FY2014, data indicated as "Board of Corporate Auditors")	Independent outside (Female)	2	3	4 (1)	

* Including directors who are members of the Audit and Supervisory Committee.

Note: The No. of members of the Board of Directors and the Audit and Supervisory Committee are of the latest figure of the corresponding fiscal years on the table.

1 Drivers of value creation

Initiatives in FY2021 -

In FY2021, in response to the Corporate Governance Code revised in June 2021, the Board of Directors held discussions to ensure greater effectiveness, established a Nomination Advisory Committee and a Compensation Advisory Committee under the Board of Directors, with the

Major matters discussed by the Board of Directors in FY2021

- Mid-term business plan "Challenge 25 Plus" progress report and discussion
- Reports and deliberations on the operational status of the internal control system, including operational effectiveness and efficiency, compliance with laws and regulations,

Directors' Compensation

Basic policy on executive compensation

With the aim of continuously increasing corporate value and strengthening competitiveness, executive compensation at Yaskawa is designed to maintain a level of compensation that secures talented human resources and provides incentives for short-term, medium- to long-term performance improvement.

Remuneration to Directors

(Excluding Audit and Supervisory Committee Members)

1. Basic compensation

At the 99th Ordinary General Meeting of Shareholders held on June 18, 2015, a resolution was passed to set a fixed limit of 430 million yen or less for the basic remuneration of Directors. Details are as follows. The number of Directors subject to this basic remuneration is 12 or less, as stipulated in the Articles of Incorporation.

Directors (excluding outside directors)

As directors assume the responsibility of improving corporate value, a certain amount will be paid according to the performance evaluation and position of each Director.

Directors (excluding outside directors)

Outside directors are responsible for supervising the execution of duties, so a fixed amount is paid in advance.

2. Performance-linked compensation

At the 99th Annual General Meeting of Shareholders held on June 18, 2015, the Company resolved as follows. The number of Directors who are eligible for this performancelinked compensation is limited to 12 or less in accordance with Yaskawa's Articles of Incorporation. majority of members being independent outside directors, and established a Sustainability Committee to examine initiatives to address issues surrounding sustainability. We are making steady progress in deliberating and monitoring various themes to enhance our corporate value.

information management, crisis management, etc.

- Report and discuss the status of initiatives for sustainability issues, including environmental initiatives
- Report and deliberation on board effectiveness evaluation (third-party questionnaire survey of all directors)

Directors (excluding outside directors)

The maximum amount of performance-linked compensation shall be 1.0% or less of the consolidated net income of the fiscal year prior to the general meeting of shareholders elected or reappointed, in order to further clarify the link with consolidated performance. The amount of remuneration for each Director is calculated by taking into account the relative results to Yaskawa's business performance from the standard deviation based on operating profit rate, operating profit growth rate and ROA of other companies in the same industry.

Outside Directors

Performance-linked compensation is not provided.

3. Stock compensation

(medium- to long-term compensation)

At the 99th Annual General Meeting of Shareholders held on June 18, 2015, the Company resolved as follows. The number of Directors who are eligible for this performancelinked compensation is limited to 12 or less in accordance with Yaskawa's Articles of Incorporation.

Directors (excluding Outside Directors)

The evaluation indices used to calculatestock-based compensation in mid-term business plan "Challenge 25 Plus" from FY2021 to FY2022 are as follows. The stock compensation is calculated by multiplying the performance factor according to the target value of each evaluation index. • Outside Directors

Points will be awarded according to whether or not the company's performance targets set under mid-term business plan "Challenge 25 Plus" has been achieved.

Evaluation indicators and formulas for stock compensation for directors (excluding outside directors)



Corporate Governance

Target

	FY2021 Target Result		FY2022	Achievement factor	
			Target		
(a) Base amount by rank (Base amount for one year)					
(b) Operating profit amount (Fiscal year concerned)	42.0 billion yen or more		61.0 billion yen or more	(0.84/347 \times Operating profit amount)-a ^{*1}	
	Less than 42.0 billion yen	0.64/b × Operatin		0.64/b \times Operating profit amount* ²	
	Less than 27.1 billion yen		Less than the results of the previous fiscal year (52.8 billion yen)	0	
c) Operating profit ratio Fiscal year concerned) 9.8%		11.0%	13.0%	0.80 ~ 1.20	
(d) Achievement level of ROIC (Fiscal year concerned)	11.3%	13.3%	15.0%	0.80~1.0	
(e) Comparison of TSR with TOPIX (Fiscal year concerned)	No settings	98.6%	No settings	0.90~1.10	
(f) Achievement level of CO ₂ emissions reduction through Yaskawa products (Fiscal year concerned)	40 million tons	52.15 million tons	73 million tons	0.80 ~ 1.20	

*1 a: Substitute the numbers on the right FY2021: 0.017 FY2022: 0.477

*2 b: Substitute the numbers on the right FY2021: 420 FY2022: 610

(a) Base amount by rank (Base amount for one year)

In light of the size and responsibilities of the areas in which Directors are responsible and their contribution to Group management, the Company sets the base amount according to their positions.

(b) Operating profit amount (fiscal year concerned)

Evaluations are based on operating profit values for each fiscal year of the mid-term business plan "Challenge 25 Plus" from FY2021 to FY2022. From the time of exceeding the results of the previous fiscal year, evaluation is conducted by a certain coefficient, and the coefficient is set higher after achievement of the target originally planned for the fiscal year. By doing so, we aim to increase the motivation of directors to

Evaluation image



achieve the plan and to maintain their willingness to take active measures after achieving the plan.

(c) Operating profit ratio (fiscal year concerned)

The evaluation is based on the degree of achievement of operating profit ratio for the purpose of securing high competitiveness and growing into a highly profitable company.

(d) Achievement level of ROIC (fiscal year concerned)

To motivate Directors to improve capital efficiency and profitability, we evaluate directors according to their degree of achievement of ROIC.

(e) Comparison of TSR (total shareholders return) with TOPIX (fiscal year concerned)

Evaluations are conducted according to the degree of achievement of TSR with the aim of motivating directors to increase corporate value from the shareholders' point of view.

(f) Achievement level of CO₂ emissions reduction through Yaskawa products (fiscal year concerned)

In order to realize sustainable corporate activities and respond to social issues, Yaskawa evaluates the achievement of CO₂ emission reduction targets through its products.

Policy on the proportion of each remuneration

Directors (excluding outside directors)

Performance-linked compensation (single-year compensation) and stock compensation (medium- to longterm compensation) are designed so that any improvement in performance is returned as compensation without any upper limit. For this reason, if the performance of the indicators used as the basis for calculation is good, the ratio of basic compensation is relatively small. On the other hand, if the performance of the indicators used as the basis for calculation is poor, the ratio of basic compensation is relatively large.

• Outside Directors

From the perspective of independence, performance-linked compensation will not be paid, and base compensation as well as non-performance-linked stock compensation only when performance targets are achieved will be paid. The proportion of outside directors' remuneration shall be as follows.

(a) In the event that stock compensation does not accrueBasic compensation: Stock-based compensation = 100%: 0%(b) When stock compensation is generated (when stock

compensation is maximum)

Basic compensation: Stock-based compensation = 75%: 25%

Remuneration of Audit and Supervisory Committee members

1. Basic compensation

The maximum amount of basic remuneration for Directors who are the members of the Audit and Supervisory Committee was fixed at a maximum of 150 million yen per year and resolved at the 104th Ordinary General Meeting of Shareholders held on May 27, 2020. The number of Audit and Supervisory Committee Members subject to this basic remuneration shall be six or less pursuant to the provisions of the Articles of Incorporation of Yaskawa.

2. Stock compensation

Points will be awarded according to whether or not the company's performance targets set under mid-term business plan "Challenge 25 Plus" has been achieved.

Methods of Determining Directors' Compensation

The maximum amount of total remuneration for Directors (excluding directors who are Audit and Supervisory Committee Members. Hereinafter referred to as "Directors".) and Directors who are Audit and Supervisory Committee Members (hereinafter referred to as "Audit and Supervisory Committee Members".) is determined by resolution of the General Meeting of Shareholders. The remuneration of each Director is determined by the Board of Directors after deliberation by the Compensation Advisory Committee on the amount of remuneration calculated in accordance with the Officers' Compensation Regulations, etc. The remuneration of each Audit and Supervisory Committee Member is determined through consultation with the Audit and Supervisory Committee.

In addition, Yaskawa has established the Compensation Advisory Committee, of which the majority are independent outside directors, under the Board of Directors to ensure the appropriateness and transparency of compensation for directors and executive officers through fair deliberation.

With regard to the stock compensation system for Directors and Audit and Supervisory Committee Members, shares are scheduled to be paid to Eligible Directors upon retirement in accordance with the Officers' Share Benefit Rules.

Total amount of compensation, etc. by director category, total amount of compensation, etc. by type, and number of applicable directors (FY2021)

		Total amount of compensation (millions of yen)				
Director category	No. of		Monetary co	ompensation	Non-monetary compensation	
	directors		Basic compensation	Performance- linked compensation	Stock-based compensation	
Directors (excluding Audit and Supervisory Committee Members)	6	474	278	116	79	
Directors who are Audit and Supervisory Committee Members (excluding outside directors)	2	66	61	_	5	
Outside directors	6	91	78	-	13	

Note: The above includes 1 Director who was an Audit and Supervisory Committee Member retired at the conclusion of the 105th Annual General Shareholders Meeting held on May 26, 2021.

Risk Management

Working Together as an Escort for Business Divisions to Ensure Stable Business Continuity

Yasuhiko Morikawa Director, Senior Executive Officer: In charge of Compliance; General Manager, General Affairs & Risk Management Div.



History of the establishment of the General Affairs and Risk Management Division and its policies

I have been in charge of risk management for a long time during my time in banking. Since joining Yaskawa, the company's corporate value has been rapidly expanding in line with the growth of its business, and I believed that a system was necessary to ensure that Yaskawa was fully accountable to its stakeholders not only for the business itself but also for the way it operated. In other words, the company's skeleton must also grow in order to support its growing body. Against this backdrop, in the second half of FY2021, General Affairs and Risk Management Division was established, which brings together crisis management, compliance, and health and safety functions. This built a structure that enables us to flexibly implement global risk and crisis management.

At the time of the establishment of the General Affairs and Risk Management Division, I made it a policy to act as an escort to ensure stable business continuity in Yaskawa, which is in the process of growing. As a navigator rather than a brake in a car, it gives advice on precautions along the way. In the past, as a manufacturer, response to physical disasters such as earthquakes and floods was the basis of BCP/BCM, but now, through COVID-19 crisis, we conduct detailed and systematic analysis of risk factors for the continuation of plant operations, such as infection prevention and supply chain disruption, while also engaging in activities at the worksites of business units.

Risk Management in Yaskawa Group

In the past, Yaskawa's approach to risk was carried out on a vertical line, such as by department or region, so it can be said that the president was actually responsible for risk management through the department heads directly under the president. The General Affairs and Risk Management Division is responsible for risk management across the global business to support corporate growth. To achieve this, we first try to clarify what the risks are and make them understood by management and other stakeholders. Risks are classified into three categories: (1) risks such as natural disasters that are beyond human control, (2) risks that have internal causes, such as compliance issues, and (3) risks that should be taken as a management decision, such as investment in new businesses.

Types of Risk		Examples	Measures	
1	External risk	Natural disasters, terrorism, conflicts, infectious diseases, accidents, etc.	Measures for restoration	Risks to avoid
2	Internal risk	Compliance risks such as information leaks, quality issues and cartels	Prevention	
3	Risks associated with the conduct of business	Expansion into new fields, investment in R & D, etc.	Appropriate business judgment	→ Risks to take

Risk items are then identified and classified in terms of their impact and likelihood of occurrence, and appropriate measures are taken for each item.

Risk map



Specifically, we are cross-cutting in our approach to company-wide risks, raising awareness, disseminating information, and reviewing policies and making specific recommendations, such as giving specific instructions and developing organizational structures, whenever necessary. In addition to sounding the horn, we also work with headquarters and business units to resolve problems in the event of an emergency.

In order for us to continue to grow sustainably as a company, we believe that we are now required to take a comprehensive approach that takes a bird's eye view of the risks of the entire company, that is, to anticipate future risks based not only on individual risks that have materialized, but also on the demands of society, and to take measures that change the company. For example, when considering the risks involved in securing promising human resources, we consider it important for job seekers to have a workplace culture that allows them to take advantage of the strengths of diverse human resources and a healthy work environment as check points for selecting a company from their perspective.

Key Points of Yaskawa Group's BCP

As a global company that supports manufacturing around the world, Yaskawa Group is building a business continuity plan (BCP) to address management and social issues facing customers. In COVID-19 crisis, we are making progress in reforming work styles, such as dispersing work hours and work locations, remote working, and encouraging video conferencing. In terms of infrastructure, we are responding quickly and flexibly to ensure the safety and security of our employees as our top priority, by checking the ventilation capacity of our buildings and working rooms and renovating them as needed. In addition, Japan is especially prone to natural disasters such as earthquakes and typhoons, so it is important to prepare daily for various events. We have also introduced emergency power sources and private power generation, but the fact that Yaskawa has plants in the cities of Kitakyushu in Fukuoka and Iruma in Saitama, which have strong foundations, has also contributed to BCP. We also believe it is important to have factories in areas where it is easy to commute by private car, bicycle or on foot without using public transportation.

In addition, Yaskawa's basic manufacturing policy of "production in demand areas" helps to reduce risks in areas such as foreign exchange and logistics, but on the other hand, global management can be difficult. We hope to ensure stable business continuity by strengthening our risk management system with a global profile.

Thoughts Based on the Yaskawa Group's Business Model

Risks change from time to time and we need to think what to do about them, but what I have in mind is where Yaskawa stands in the supply chain. If we had a scale of 10, from raw materials to end consumers, Yaskawa would be in the middle, level 5. The business environment in which Yaskawa's suppliers, customers, and other stakeholders are visible has to some extent mitigated the impact of rapid changes in the world on Yaskawa's business. In addition, when it comes to geopolitical risk, Yaskawa's business model of local production and local consumption provides the biggest risk management.

Yaskawa has been headquartered and operating in Kitakyushu for more than 100 years. I also believe that continuing to contribute to the local community as a global company with deep roots in the region is a source of pride for our employees, and that this contributes significantly to risk management.

We will practice solid risk management that is suited to the unique circumstances of the Yaskawa Group, and will work hard together with the business divisions to continue stable business operations.

Executive Officers

Senior Executive Officers



Michael Stephen Knapek

Regional Manager, the Americas President & CEO, Yaskawa America, Inc.





Junichi Nakano Branch Office General Manager,

Tokyo Branch In charge of global compliance, General Affairs & Risk Management Div. In charge of Tokyo, General Affairs & Risk Management Div.



Nobuaki Jinnouchi Regional Manager, Asia President & CEO, Yaskawa Asia Pacific Pte. Ltd.



Schnekenburger Regional Manager, Europe President & CEO, Yaskawa Europe GmbH

Bruno





Tatsuya Yamada

General Manager, Drives Div. General Manager, Environmental Energy Business Department Manager, Business Planning Dept., Drives Div.



Kenji Ueyama

General Manager, Motion Control Div.

Department Manager, Business Planning Dept., Motion Control Div.

Akinori Urakawa

General Manager, Global Marketing Div.

Global Market Manager, Secondary Battery Market, Global Marketing Div.

Hiroshi Takata

General Manager, Corporate Sales & Marketing Div.

Department Manager, CRM Strategy Promotion Dept. Corporate Sales & Marketing Div.

Global Market Manager, General Industrial Market

06 Corporate Governance

Executive Officers



Masahiko Okura Director, President, Yaskawa Electric

(Shenyang) Co., Ltd.





Yukio Tsutsui In charge of external collaboration and technology development, Corporate Technology Div.





Shunrin Mizutani Director, President, Yaskawa Tsusho (Shanghai) Co., Ltd.





Manabu Okahisa Chairperson and President, Yaskawa Electric (China) Co., Ltd.





Shinya Araki Factory Manager, Robot Plant, Robotics Div.



Resources & Labor & Welfare Div.

Takenori Otsuka

General Manager, Human

Ayumi Hayashida

General Manager, Corporate Communications Div.

Ryuta Matsutani General Manager, Quality & Service Div.

Yasushi Ichiki Deputy General Manager,

Corporate Planning & Finance Div. In charge of ICT strategy promotion, ICT Strategy Promotion Div.

Department Manager, Corporate Planning Dept., Corporate Planning & Finance Div. Albert Shiina

President, Yaskawa Electric Korea Corp.

Shoichiro Shimoike

Manager, ICT Strategy Promotion Div.