Corporate Governance

Basic Policy

Based on its new corporate mission to "create emotion and reassurance through its mastery of light, contributing to the realization of a fulfilling society," Tamron aims to build good relationships with all stakeholders to achieve sustainable growth and improve corporate value. In support of those goals, we have adopted the basic approach of ensuring fair and transparent management practices while developing a highly effective corporate governance system that seeks to improve the speed and efficiency of decision making and business execution.

System Overview

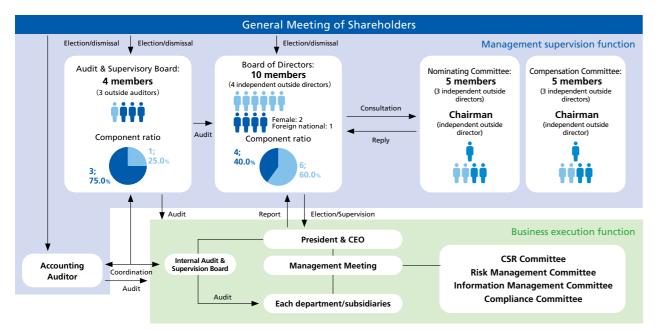
Tamron is a company with corporate auditors and includes a Board of Directors that functions as a body to make important decisions and supervise the execution of operations, as well as an Audit & Supervisory Board as an auditing body that is independent of the Board of Directors.

Tamron also appoints multiple independent outside directors possessing a wealth of knowledge, expertise and independence and has set up a Nominating Committee and Compensation Committee as advisory bodies to enhance supervisory functions. To the Board of Directors, Tamron appoints ten directors (four of whom are outside directors), including one foreign director and two female directors, as well as four Audit & Supervisory Board Members (three of whom are outside Audit & Supervisory Board Members).

Compliance with the Corporate Governance Code

Through the continual improvements to our corporate governance system, we implemented all of the principles found in the Corporate Governance Code prescribed by the Tokyo Stock

Exchange. We have also established Corporate Governance Guidelines that summarize our approach to corporate governance. The quidelines are available on the Tamron website.



Board of Directors

Meetings of the Board of Directors are held once a month, in principle, attended by all Directors and Audit & Supervisory Board Members, for reviewing the execution of duties by the Directors and deciding on important issues as set forth in the basic policy of the company and the Companies Act.

Audit & Supervisory Board

Meeting once a month in principle, the Audit & Supervisory Board audits the process of decision making by the Board of Directors and the execution of duties by Directors, by attending the Board of Directors meetings and checking approval

Nominating Committee and Compensation Committee

To enhance the independence and objectiveness of Board of Directors functions concerning the nomination, appointment and dismissal and compensation of directors, we have established a Nominating Committee and Compensation Committee, each of which are chaired by an outside director and whose membership comprises a majority of independent outside directors.

Management Meetings

Tamron has established management meetings attended by directors and full-time Audit & Supervisory Board Members to discuss and consider issues related to management and the execution of duties, and to quickly respond to the changing management environment

CSR Committee

With the aim of fulfilling Tamron's corporate social responsibility and contributing to the development of a sustainable society, the CSR Committee, whose members include full-time directors, full-time Audit & Supervisory Board Members and executive officers, meets five times a year in principle. The committee makes decisions on and deliberates over basic matters, policies and important targets concerning CSR and promotion of the integrated management system, and also manages the progress of important targets.

Risk Management Committee

With the aim of designating risk management policies, systems and methods of operation, preventing or systematically mitigating risks in the short-, medium- and long-terms and implementing related measures, the Risk Management Committee, whose members include full-time directors, full-time Audit & Supervisory Board Members and executive officers, meets twice a year in principle. The committee makes decisions on and deliberates over basic matters and policies for the promotion of risk management.

Information Management Committee

With the aim of managing various information in the Tamron Group and supervising management matters, the Information Management Committee, whose members include the President & CEO, the director in charge of information management and executive officers, meets once a year in principle. The committee decides on, deliberates over, reports and supervises various measures aimed at strengthening management, including basic matters and policies for the promotion of information management.

Compliance Committee

With the aim of ensuring legal compliance in the execution of business and ensuring behavioral practices that are consistent with social ethics, the Compliance Committee, whose members include the President & CEO, director in charge of compliance and executive officers, meets once a year in principle. The committee deliberates over basic compliance promotion matters.

Board of Directors Effectiveness Assessment

To self-assess the overall effectiveness of the Board of Directors, each year Tamron makes revisions to pertinent questions based on external changes such as corporate governance revisions and Tamron's own governance measures, surveys all directors and Audit & Supervisory Board Members by way of a questionnaire, and accepts individual opinions as needed.

Based on the results of the assessment, the Board of Directors deliberates over analysis, assessment and improvement measures, makes revisions to matters including the composition, size, compensation system and operating methods of the Board.

Major Initiatives to Enhance Corporate Governance and Progress on Improvements

Category	2016	2017	2018	2019	2020	2021	2022	2023
Officer Composition and Compensation	Established a Nominating Committee and Compensation Committee Appointed a foreign national as a director	Considered the size and composition of the Board of Directors Established standards concerning the independence of outside officers	Reduced the number of directors by three Appointed a female director Revised the compensation system and introduced a stockcompensation scheme	Considered the size and composition of the Board of Directors	Reduced the number of directors by one	Increase of one outside director Changes to the structures of the Nomination Committee and Compensation Committee	Having independent outside directors account for at least a third of each committee Appointment of an individual with corporate management experience at another company as an outside director Review of director compensation indices	Reduced the number of directors by one * The percentage of independent outside directors on the board increased to 40%
Other	Began effectiveness assessment by conducting a questionnaire among officers	Considered compliance with items of the Corporate Governance Code not yet in compliance	Reduced the number of Board of Directors meetings Complied with all principles of the Corporate Governance Code Established Corporate Governance Goulelines Guidelines	Increased opportunities for medium-to-long-term discussion Improved methods and timing for providing materials in advance	Revision to the Corporate Mission Formulation of a long-term vision	Consideration of response to the revised Corporate Governance Code	Shortening of Director terms of office to one year Disclosure of skills matrix Compliance with all principles of the revised Corporate Governance Code Revisions to the corporate governance guidelines	Start new structure for sustainability- related committees Improvements to the details of direct reports made to the Board of Directors by the Internal Audit Supervision Board

Officer Compensation

Compensation for executive directors at Tamron comprises "basic compensation," which is a form of fixed compensation, "short-term incentive compensation," which is a kind of performance-linked monetary compensation based on factors such as business performance in a single fiscal year, and "medium-to-long-term incentive compensation," as a kind of performance-linked stock-based compensation. Our basic policy for maintaining and increasing incentives

is to keep an appropriate ratio of performance-based compensation and to use the medium- and long-term incentive compensation a performance and stock-based compensation, to clarify the link between business performance, stock prices, and director compensation and further heighten awareness of the importance of contributing to the improvement of business performance and the increase of corporate value over the medium and long term.

Compensation System

	-	•		
Types of Compensation Basic Compensation (Monetary compensation)		Percentage	Policy and Process for Determining the Method of Calculation	
	Fixed		Approx. 60%	In light of each person's position, level of contribution, levels in the industry or other companies of the same size and business performance, etc., compensation is determined
		Short-term Incentive Compensation (Monetary compensation)	Approx. 20%	by the Board of Directors following a review by the Compensation Committee chaired by an external director.
	Variable	Medium-to-long Term Incentive Compensation (Stock-based compensation)	Approx. 20%	 Points are granted based to each person's position, business performance, and so on, in accordance with the Share Issuance Regulations established by the Board of Directors. Stocks in Tamron are issued through a trust based on the number of points. The level of Mid-Term Management Plan achievement such as ROE is also assessed.

Assessment Indicators, etc.

		Assessment Weighting					
Assessment Item	Assessment Indicator	President		Directors assigned to business units		Other directors	
Company-wide	Consolidated net sales	20%	70%	10%	70%	15%	70%
performance	Consolidated operating income	50%		25%		30%	
Performance of assigned business units	Assessment of business performance	-		35%	70%	25%	7.076
Individual assessment	Assessment of individual strategic goals	30%					

*	Assessment	011	business	performance	ın a	single	tiscal y	rear

Assessment	Assessment Weighting	
mulcator	All directors	
Consolidated net sales	20%	
Consolidated operating income	40%	
ROE	10%	
TSR	30%	
	Consolidated net sales Consolidated operating income ROE	

^{*} Assessment of medium-term business performance

Management Structure (As of March 29, 2023)

Board of Directors

President & CEO Shiro Ajisaka

April 1978

January 2005

Member of Nominating Committee and Member of Compensation Committee



Joined Tamron Co., Ltd. President, TAMRON Europe GmbH. Executive Officer, General Manager, Overseas Sales & Marketing Unit, Tamron Co., Ltd. Senior Executive Officer, General Manager, Overseas Imaging Products Business Unit,

Tamron Co., Ltd. Director, Tamron Co., Ltd. Managing Director, Tamron Co., Ltd. March 2014 Senior Managing Director, Tamron Co., Ltd.

Corporate Vice President, Tamron Co., Ltd. President & CEO, Tamron Co., Ltd. (current post)

Corporate Vice President Shogo Sakuraba

Optical Design & Engineering R&D R&D Technology Cente Risk Management

> Joined Tamron Co., Ltd. Executive Officer, General Manager, Optical Design & Engineering R&D Unit, mron Co., Ltd. or Executive Officer, General Manager,

Optical Design & Engineering R&D Unit, Tamron Co., Ltd. Director, Tamron Co., Ltd. Corporate Vice President, Tamron Co., Ltd.

(current post)

Managing Director

Hiroshi Otsuka Administrative Management Uni CSR



Joined Tamron Co., Ltd. Executive Officer, General Manager, Technology Development Strategic Planning Board, General Manager.

Legal & IP Management Board, Tamron Co., Ltd. Executive Officer, General Manager, Corporate January 2015 Business Planning & Administration Board.

Corporate Business Planning & Administration Board, Tamron Co., Ltd. Director, Tamron Co., Ltd.

Managing Director, Tamron Co., Ltd. (current post)

Managing Director

Shenghai Zhang

Factory, China Factory, Vietnam



Joined Tamron Co., Ltd. Executive Officer, Tamron Co., Ltd., Managing TAMRON OPTICAL (FOSHAN) CO., LTD. April 2014

Senior Executive Officer, Tamron Co., Ltd., Managing Director, TAMRON OPTICAL (FOSHAN) CO., LTD. March 2016 Director, Tamron Co., Ltd. Managing Director, Tamron Co., Ltd. (current post)

Managing Director

Makoto Otani

March 2015

April 2016

March 2023

Industrial Optics Business Unit Ouality Control & Assurance

Joined Tamron Co., Ltd.



Executive Officer, General Manager, OEM Component Executive Officer, General Manager, Product

Managing Director

Compliance

Tomohide Okayasu

Imaging Products Business Unit

Procurement Management Unit

Development Management & Administration Unit. Executive Officer, General Manager, Imaging Products Business Unit, Tamron Co., Ltd.

Senior Executive Officer, Tamron Co., Ltd. Senior Executive Officer, Tamron Co., Ltd. Vice Chairman TAMRON USA, INC.

March 2018 Director, Tamron Co., Ltd. Managing Director, Tamron Co., Ltd. (current post)

Director (Outside Director

Yuichi Sato

and member of Compensation



Joined Tokyo Shibaura Electric Co., Ltd. now Toshiba Corporation) Assistant, School of Engineering, Tokyo Institute Technology Assistant Professor, Faculty of Engineering, April 1983

Saitama University Saitama University

Dean, Graduate School of Science and Engineering, Saitama University April 2014 Executive Director, Vice President,

Dean Faculty of Engineering Saitama University Saitama University National University Corporation Outside Director, Tamron Co., Ltd. (current post) Director (Outside Director

Harumi Katagiri Member of Nominating Com and chairperson of Compensation

Committee Supervisory officer at MORI TRUST Outside director at Japan Asia nvestment Co., Ltd

November 1993 Joined Asahi & Co. (now KPMG AZSA LLC) April 1998 Registered as a certified public accountant in Japan March 2000 Joined Century Audit Corporation now Ernst & Young ShinNihon LLC) July 2009 Member of Ernst & Young Shin Nihon LLC Opened the Harumi Katagiri certified public accountants' office (current post)
Outside Director, Tamron Co., Ltd. (current post) July 2017 March 2018

June 2019

Supervisory Director, Mori Trust Sogo Reit, Inc. (current post)
Outside Director, Japan Asia Investment Company, Limited (current post)

Director (Outside Independent Officer)

Member of Nominating Committee and member of Compensation Committee Attorney (Partner of Shin Sophia Holdings Co., Ltd.

Eriko Ishii

Saiwai Law Office) Outside Director. upervisory Director, Canadian Solar Infrastructure Fund, Inc. Outside ornorate Auditor ALMAD INC tside Director, Sun Asterisk Inc Executive Director of Ichigo Hotel REI

Registered as an attorney (current post) October 2004 Joined Mori Hamada & Matsumoto LPC February 2011 Registered as an attorney in the State of New York

(current post) Partner of Shin Saiwai Law Office (current post) Outside director of Sophia Holdings Co., Ltd. (current post)
Outside Corporate Auditor of SmartDrive Inc. (current post) June 2018 Supervisory Director of Canadian Solar Infrastructure May 2019 Fund Inc (current nost)

Outside Corporate Auditor of ALMAD, INC. (current post)
Outside Director, Tamron Co., Ltd. (current post) June 2019 March 2021 Outside Director of Sun Asterisk Inc. (current post) Executive Director of Ichigo Hotel REIT Inve Corporation (current post)

Director (Outside, Independer

Fumio Suzuki

Audit & Supervisory Board

Takashi Ueda

May 1997

(Outside Audit & Supervisory Board



Joined NIHON KOHDEN CORPORATION April 1994 Director and President, Nihon Kohden America, Inc. April 1998 General Manager of Corporate Planning Department NIHON KOHDEN CORPORATION General Manager of Human Resources Department April 1999 NIHON KOHDEN CORPORATION Director, NIHON KOHDEN CORPORATION
Managing Director, NIHON KOHDEN CORPORATION Corporate Director and Executive Operating Officer.

June 2003 June 2007 NIHON KOHDEN CORPORATION Representative Director and President, June 2008 NIHON KOHDEN CORPORATION Chairman and CEO, NIHON KOHDEN CORPORATION
Outside Director, Tamron Co., Ltd. (current post) **Activities of Outside Officer**

Business Unit, Tamron Co., Ltd. Executive Officer, General Manager, Industrial Optics

Business Unit, Tamron Co., Ltd.
Senior Executive Officer, General Manager, Industrial

Director, Tamron Co., Ltd.
Managing Director, Tamron Co., Ltd. (current post)

Optics Business Unit. Tamron Co., Ltd.

lassification Name

Activities in 2022 (Attendance Rate)

Yuichi Director

Attended all 18 meetings of the Board of Directors held during the fiscal year. He has fulfilled his role properly, making appropriate remarks based on his wealth of experience as an executive director and vice president of Saitama University, especially in regard to research and development.

Harumi Katagiri Attended all 18 meetings of the Board of Directors held during the fiscal year. She has fulfilled her role properly, making appropriate remarks based on her professional knowledge and experience as a certified public accountant, especially in regard to finance and accounting.

Director

Eriko Ishii

Attended all 18 meetings of the Board of Directors held during the fiscal year. She has fulfilled her role properly, making appropriate remarks based on her professional knowledge and experience as a lawyer and her knowledge and experience as a director and corporate auditor of other companies, especially in regard to corporate legal affairs in general and M&A.

Director

Suzuki

He attended all 14 Board of Directors meetings held since taking office. He has fulfilled his role properly, making appropriate remarks based on his experience in corporate management and his wide knowledge and experience in the healthcare industry.

Audit & Supervisory Board Members

Takashi Hirayama

He attended all 18 Board of Directors meetings and all 15 Audit & Supervisory Board meetings held during the fiscal year. He has made appropriate remarks based on his wealth of business experience at financial institutions and the knowledge and experience of auditors and audit departments of other companies.

Audit & Supervisory Board Members

Masaya Nara

He attended all 18 Board of Directors meetings and all 15 Audit & Supervisory Board meetings held during the fiscal year. He has made appropriate remarks based on his professional knowledge and experience as a lawyer and his knowledge and experience as directors and corporate auditors of other companies.

* Outside Audit & Supervisory Board Members Takashi Ueda was appointed in March 2023, and his activities are therefore not listed.

Audit & Supervisory Board Members

Full-Time Audit & Supervisory Board

March 2023



Joined Tamron Co., Ltd. General Manager, Internal Audit & Supervision April 2022

Ltd. (current post)

Meister, Internal Audit & Supervision Board, Tamron Audit & Supervisory Board Members, Tamron Co.,

Full-Time Audit & Supervisory Board Members (Outside Audit & Supervisory Roard Members, Inde Officer)

Takashi Hirayama



April 1980 Joined the Saitama Bank, Ltd. (the present Saitama Resona Bank, Ltd.) Executive Officer, Saitama Resona Bank, Ltd. Managing Executive Officer in charge of January 2008 finance and IPO preparation of AGS Corporation rate Auditor of AGS Business Computer Corporation May 2011 General Manager of Information Processing sion, Managing Executive Officer of Managing Executive Officer in charge of October 2015

Tamron Co., Ltd. (current post)

rational audits of AGS Corporatio Full-Time Audit & Supervisory Board Members of

Audit & Supervisory Board (Outside Audit & Supervisory Board Masaya Nara Attorney (Partner of Torikai Law Outside Audit & Supervisory Board Members of RISO KAGAKU CORPORATION Outside Director of Kumagai Gumi

September 1990 Joined Yasuda Trust & Banking Co., Ltd. (the present Mizuho Trust & Banking Co., Ltd.) Executive officer, General Manager of Investment Planning Division of Mizuho Trust & Banking Co., Ltd.

Full-time Audit & Supervisory Board Members of Mizuho Trust & Banking Co., Ltd. April 2014 Senior managing director of Mizuho Realty Co., Ltd. Registered as an attor Independent Audit & Supervisory Board Members of Tamron Co., Ltd. (current post)
Partner of Torikai Law Office (current post) Outside Audit & Supervisory Board Members of RISO June 2021

KAGAKI I CORPORATION (current nost)

Outside Director of Kumagai Gumi Co., Ltd. (current post)

General Manager of Tokyo Sales Department 3 of Resona Bank, Limited General Manager of Saitama Sales Department of Saitama Reso Executive Officer in charge of the Tokyo metropolitan area (Block) of Senior Managing Director of Resona Card Co., Ltd. Executive Officer In charge of Administration General Affairs & June 2017 Human Resources Dept., Administrative Management Unit and Iverseas Business Department of FULISASH COLLID Overseas business bepartment of PURSAH CU_LID.

Executive Officer in charge of Group Internal Control and Audit
Department of FUJISASH CO_LITD.
Director of FUJISASH CO_LITD.
(current post)
Executive Officer in charge of Group Internal Control and Business Δnril 2020 May 2021 Administrations Dept., Business Management Unit of FUJISASH CO.,LTD June 2021 Managing Executive Officer In charge of Group Internal Control and s Administrations Dept., Business Management Unit of FUJISASH CO.,LTD. (current post)
Dutside Audit & Supervisory Board Members, Tamron Co., Ltd. (current post

Joined the Saitama Bank, Ltd (the present Saitama Resona Bank, Limited

General Manager of Isogo Branch of Asahi Bank, Ltd. (the present

Resona Bank, Limited and Saitama Resona Bank, Limited

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