

May 12, 2023

To whom it may concern

Company name: ORGANO CORPORATION
Representative name: Masayuki Yamada
Representative Director and President
(Securities Code: 6368, Stock Exchange: TSE Prime Market)
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Matters Concerning Controlling Shareholder, Etc.

ORGANO CORPORATION (the “Company”) hereby announces matters concerning the controlling shareholder, etc., which is the Company’s parent company Tosoh Corporation.

1. Trade name, etc. of parent company, controlling shareholder (excluding parent company), other affiliated company or parent company of other affiliated company

(As of March 31, 2023)

Name	Attribute	Voting rights ownership ratio (%)			Financial instruments exchange, etc. on which the issued shares, etc. are listed
		Direct ownership	Portion subject to aggregation	Total	
Tosoh Corporation	Parent company	44.34	0.11	44.45	Tokyo Stock Exchange, Inc. Prime Market

2. Position of listed company within the corporate group centering on the parent company and other relationships between listed company and the parent company

Tosoh Corporation is the parent company that holds 44.45% of the Company’s voting rights (for which indirect holdings ratio accounts 0.11%). The corporate group of Tosoh Corporation manufactures and sells various chemical products. The Company, which is a comprehensive water treatment engineering company, purchases items, such as some raw materials for water treatment chemicals, from the said company, and it also carries out other transactions with Tosoh Corporation, such as selling various types of water treatment systems and related chemicals to the said company. However, the Company’s dependence on the relationship of operating transactions is insignificant.

As there is a certain cooperative relationship with the corporate group of the said company in promoting

business, the Company has accepted one employee on secondment from the corporate group of the said company into the Engineering Center.

Of the Company's nine Directors, two are from the said company, and one other concurrently serves as an executive officer of the said company. In addition, of the Company's three Audit and Supervisory Board Members, one is from the said company. Furthermore, of the Company's 11 Executive Officers (excluding those concurrently serving as Directors), two are from the said company.

Tosoh Corporation and the Company have not entered into any contracts or other agreements regarding the Company's material financial and business policies. There are no particular restrictions on the Company's material financial and business policies in relation to Tosoh Corporation, including approval items in conducting business activities. Although the Company is engaged in businesses related to the corporate group of Tosoh Corporation, the two companies are clearly segregated in terms of the products they handle and the customers they do business with. The Company recognizes that as a listed company, it has secured a certain degree of management independence in its business activities and management decisions.

3. Matters concerning transactions with controlling shareholder, etc.

No important matter to be reported.

4. Status of implementation of policy for measures to protect minority shareholders in conducting transactions with controlling shareholder

With regard to the policy for measures to protect minority shareholders in conducting transactions with the controlling shareholder, the Company shall make reasonable decisions referring to contract terms and market prices, in a similar manner as with transactions with other companies that do not have a capital relationship with the Company, and implement the decisions in accordance with these guidelines. Furthermore, aiming to monitor and supervise the conflicts of interest between the said company and its subsidiaries (hereinafter referred to as the "Parent Company Group") and minority shareholders in important transactions, etc. between the Parent Company Group and the Company, and appropriately protect the interests of minority shareholders, the Company established the Special Committee consisting only of independent outside directors. If an important transaction, etc., occurs between the Parent Company Group and the Company, the committee will deliberate and inform or report to the Board of Directors.