



## 【Summary】 Corporate Governance Report

June 30, 2023

Name of the Company: Tokyo Electron Limited

Name of the Representative: Toshiki Kawai  
President and CEO

(Representative Director)

(Code No.8035; The First Section of the Tokyo Stock Exchange)

Person to contact: Makoto Shinto

Vice President of Legal Dept.

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<https://www.tel.com/>

*This is a translation of Summary of a Corporate Governance Report updated on June 30, 2023.*

*The report was made in accordance with all principles set forth in the Corporate Governance Code revised in June 2021.*

### **Basic Views on Corporate Governance**

In view of Tokyo Electron's corporate philosophy that "We strive to contribute to the development of a dream-inspiring society through our leading-edge technologies and reliable service and support", Tokyo Electron(TEL) believes improving corporate governance is important for achieving success in global competition, realizing sustainable growth, and increasing corporate value over the mid to long term.

To reinforce our corporate governance, TEL will build a structure for utilizing to the maximum the worldwide resources TEL possesses, strengthen our business and technological bases, and put in place a framework that will enable us to establish earning power at a global level.

Moreover, TEL believes that continuing to be a company replete with dreams and vitality will form the foundation that will support the motivation of our employees and the sustainable growth of TEL.

### **【Disclosure based on corresponding principles in the Corporate Governance Code】**

TEL established Tokyo Electron Corporate Governance Guidelines to provide a governance framework that will contribute to the achievement of this aspiration.

For details of Tokyo Electron Corporate Governance Guidelines:

[https://www.tel.com/about/cms-file/cg\\_01\\_guideline\\_en.pdf](https://www.tel.com/about/cms-file/cg_01_guideline_en.pdf)

### **【Reasons for not implementing some principles in the Corporate Governance Code】**

**Supplementary Principle 4.8.1 Independent Outside Directors should endeavor to exchange information and develop a shared awareness among themselves from an independent and objective standpoint, by means such as regular meetings consisting solely of Independent Outside Directors (executive sessions).**

TEL has not established a meeting consisting solely of Independent Outside Directors.

However, as part of the debates about evaluating the effectiveness of the Board of Directors meetings, there is discussion and exchange of opinions with Outside Directors and Outside Audit & Supervisory Board Members, in particular. To improve the effectiveness of this discussion, one Non-executive internal Corporate Director also attends the meeting. TEL will continuously create opportunities for this kind of discussion and exchange of opinions with Outside Directors and Outside Audit & Supervisory Board Members.

Moreover, TEL is striving to ensure to provide Independent Outside Directors and Audit & Supervisory Board Members with sufficient information and dialog with the managements in regard to matters that are of particular importance, by sharing information in advance and exchanging opinions among Independent Outside Directors and Audit & Supervisory Board Members and TEL executive management in advance. TEL believes that, by doing so, the Independent Outside Directors and Audit & Supervisory Board Members have fulfilled their responsibilities through the active participation in discussions at Board of Directors meetings.

**Supplementary Principle 4.8.2 Independent Outside Directors should endeavor to establish a system for communicating with the management and for cooperating with Audit & Supervisory Board Members or The Audit & Supervisory Board by, for example, appointing the lead Independent Outside Director from among themselves.**

TEL is striving to ensure to provide Independent Outside Directors and Audit & Supervisory Board Members with sufficient information and dialog with the management in regard to matters that are of particular importance, by sharing information in advance and exchanging opinions among Independent Outside Directors and Audit & Supervisory Board Members and TEL executive management in advance.

While TEL has not appointed a lead Independent Outside Director, TEL believes that there are no issues with communication and cooperation between Independent Outside Directors and the management or cooperation with the Audit & Supervisory Board.