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SCREEN Holdings Co., Ltd.

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Corporate governance at SCREEN Holdings Co., Ltd. (hereinafter “SCREEN Holdings” or the “Company”) is executed in accordance with the following:

This report has been prepared in line with the corporate governance report specifications of the Tokyo Stock Exchange. The numbering of the principles and supplementary principles is based on that in Japan’s Corporate Governance Code.

I. Basic Concepts regarding Corporate Governance, Capital Structure, Corporate Profile, and Other Fundamentals

1. Basic Concepts

By striving to improve corporate governance in pursuit of enhanced transparency, soundness, and efficiency in business management, the SCREEN Group aims to ensure that shareholders and all other stakeholders benefit in line with its Corporate Philosophy of “Sharing the Future,” “Human Resource Development,” and “the Pursuit of Technology.” The Group recognizes effective corporate governance as essential to the achievement of this aim and has strengthened its governance capabilities through the establishment of its “Management Grand Design,” which is a vision of the SCREEN Group and a long-term management plan to realize that vision; “SCREEN Group CSR Charter,” which describes the principles of action for all executives and employees of the Group; and “SCREEN Group Code of Management,” which regulates the controlling policies and systems of Group companies as well as other regulations with which all executives and employees should comply.

Reasoning Supporting Item of Noncompliance with the Principles of the Corporate Governance Code Update

Principle 4.11: Preconditions for Board and Board of Corporate Auditors Effectiveness

The Board of Directors at SCREEN Holdings includes no female members. Nevertheless, the Company believes that the size of its Board and the composition of its membership are appropriate and balanced due to the appointment of individuals with diverse experience in various areas of specialty as well as international perspectives. The Company has thus concluded that its Board of Directors is capable of effectively carrying out its duties, which include determining basic policies and strategies and other important matters associated with the Group’s operations and exercising supervision over business execution.

Disclosure Based on the Principles of Corporate Governance Code Update

Principle 1.4: Cross-Shareholdings

In order for the Company to enjoy sustainable corporate development, it is essential to maintain partnerships with a broad range of external corporations. Because of this, the Company may retain policy-oriented shareholdings as long as said shareholdings are deemed strategically necessary in light of its pursuit of medium- to long-term improvements in corporate value. To assess the necessity of such shareholdings, the Board of Directors engages in annual reviews aimed at comprehensively verifying the status of transactions with investees, the impact of shareholdings on the Company’s financial position, the quantitative benefits of such shareholdings vis-à-vis capital cost, and whether the purposes of shareholdings have been met. If

verification results reveal that certain shareholdings are no longer necessary, the Company negotiates with the investees to ensure that the shareholdings in question can be smoothly divested. As of the end of the most recent fiscal year, the Company had divested shares of 26 investees, totaling ¥6.6 billion, over the three years since the enactment of Japan's Corporate Governance Code.

In addition, the Company exercises voting rights associated with its shareholdings in a way that respects the management policies of its investees while making voting judgments from the perspective of enhancing its own corporate value over the medium to long term. It should be noted that if an investee is found to be involved in major misconduct or has submitted a proposal that is deemed potentially detrimental to shareholder value, the Company will take a particularly cautious approach when making its voting judgment, engaging in dialogue with the investee prior to voting as necessary.

Principle 1.7: Related Party Transactions

When a director intends to engage in a transaction deemed to be competing with any of the Company's businesses or that may result in a conflict of interest ("Competition and Conflicting Interest Transactions" as defined by law), such director is obliged to obtain the approval of the Board of Directors in accordance with the Company's Rules of the Board of Directors. Moreover, the Board will review reports on the content and value of such transactions on a quarterly basis and grant approval on those transactions that are judged legitimate. In addition, none of SCREEN Holdings' current shareholders owns a 10% or greater voting rights ratio. However, if a major shareholder were to surpass this ownership threshold, the Company will ensure that any possible transaction with said shareholder would be properly examined by the Board of Directors based on the aforementioned procedure before being greenlit.

Principle 2.6: Roles of Corporate Pension Funds as Asset Owners

The Company wishes to provide its employees with opportunities for stable asset formation via the administration of corporate pension funds while staying vigilant to the impact of fund administration performance on its consolidated financial position. Accordingly, the Company has put in place the Corporate Pension Fund Administration Committee consisting of individuals equipped with experience and competencies in this field. In this way, the Company monitors its asset managers and ensures that its pension funds are managed appropriately.

Principle 3.1: Full Disclosure

(i) Company objectives (e.g., business principles), business strategies, and business plans
As presented earlier in "1. Basic Concepts."

(ii) Basic views and guidelines on corporate governance based on each of the principles of Japan's Corporate Governance Code
As presented earlier in "1. Basic Concepts."

(iii) Board policies and procedures regarding the determination of remuneration for senior management and directors

Compensation for directors is determined by the Board of Directors after seeking the advice of the Nomination and Compensation Advisory Committee, which comprises a majority of outside directors in addition to representative directors. The total amount of all directors' compensation shall fall within the limits approved in the shareholders meeting. Compensation for corporate officers is decided by representative directors after seeking the advice of the Nomination and Compensation Advisory Committee.

In addition, SCREEN Holdings abolished its prior retirement benefit scheme in 2005 and adopted stock allowances aimed at encouraging recipients to stay conscious of SCREEN's medium- to long-term corporate performance and share prices. Moreover, the 76th Ordinary General Meeting of Shareholders held on June 27, 2017, approved the introduction of performance-linked share compensation, which then replaced stock allowances and has been in place since August 2017. Accordingly, compensation for directors and corporate officers now consists of three elements: (a) fixed remuneration, (b) a performance-linked bonus (decided based on the degree to which annual performance targets are achieved), and (c) performance-linked share compensation (decided based on the degree to which annual performance targets and the medium-term management plan are achieved). With the introduction of performance-linked share compensation, SCREEN Holdings' compensation system for directors and corporate officers is more closely linked to its share value and is designed to better motivate recipients to contribute to medium- to long-term improvement

in business performance and corporate value. (Outside directors' compensation does not include performance-linked share compensation.)

(iv) Board policies and procedures regarding the appointment/dismissal of senior management and the nomination of directors and corporate auditor candidates

Regarding the nomination of candidates for director and corporate auditor positions, candidates are selected in accordance with the prescribed criteria listed below and approved by the Board of Directors after seeking the advice of the Nomination and Compensation Advisory Committee, which comprises a majority of outside directors in addition to representative directors.

Criteria for Appointing Candidates for Directors

1. Candidates must be equipped with sufficient business experience and robust expertise in the area of their specialty and be capable of living up to stakeholder expectations and contributing to medium- to long-term growth in the SCREEN Group's corporate value.
2. Candidates must be capable of making fair judgment based on a neutral viewpoint without sectional partiality and be equipped with risk management abilities.
3. Candidates must be able to secure sufficient time and resources to appropriately fulfill their roles and responsibilities as directors.
4. Candidates must be knowledgeable individuals with integrity and high moral bearing.
5. Candidates must not fulfill any of the conditions disqualifying directors under Article 331-1 of the Japanese Corporate Law.
6. Candidates for outside director positions must fulfill SCREEN Holding's "Criteria for Independence of Outside Directors and Outside Corporate Auditors."
7. Candidate selection must be undertaken with the intention of securing diversity in experience and specialty, thereby maximizing the Board of Directors' functional efficiency and effectiveness and maintaining a balanced composition that helps SCREEN Holdings exercise management oversight covering all business units.

Criteria for Appointing Candidates for Corporate Auditors

1. Candidates must be equipped with abundant experience and capable of conducting audits from a neutral and objective viewpoint without sectional partiality.
2. Candidates must be independent from those charged with business execution and well-positioned to maintain fair and impartial standing.
3. Candidates must be able to secure sufficient time and resources to appropriately fulfill their roles and responsibilities during their term of office.
4. Candidates must be knowledgeable individuals with integrity and high moral bearing.
5. Candidates must not fulfill any of the conditions disqualifying directors under Article 331-1 of the Japanese Corporate Law, which also apply to corporate auditors in accordance with Article 335-1 of said law.
6. Candidates for outside corporate auditor positions must fulfill SCREEN Holding's "Criteria for Independence of Outside Directors and Outside Corporate Auditors."
7. Candidates selection must be undertaken with the intention of securing a balanced composition in terms of knowledge, experience and specialties. In addition, at least one corporate auditor must be equipped with considerable expertise in finance and accounting.

Regarding the dismissal of directors, the Board of Directors may propose to dismiss an individual to whom one of the following criteria apply after seeking the advice of the Nomination and Compensation Advisory Committee. Dismissal of said individual is then finalized at the shareholders meeting based on a resolution passed by the Board of Directors.

Criteria for Dismissing Directors

1. A director who obviously fails to fulfill "Criteria for Appointing Candidates for Directors"
2. A director who is or has been involved in conduct or a significant violation of laws, regulations, or in-house rules, including the Articles of Incorporation

(v) Explanations with respect to the individual appointments/dismissals and nominations based on (iv)
The details of individual candidates for directors and corporate auditors appointed by the Board of Directors are disclosed via the Company's corporate website. Please refer to the latest notice of the General Meeting

of Shareholders, which includes descriptions of such candidates and is posted on said website.

https://www.screen.co.jp/download_file/get_file/N_GM_180530_E.pdf

When the Company dismisses a director, it discloses the details of such dismissal via its corporate website.

Supplementary Principle 4.1.1: The Scope of Matters Delegated to the Management

In addition to assuming its duties as defined by laws, the Articles of Incorporation, and the SCREEN Group Responsibility and Authority Rules, the Board of Directors determines basic policies and strategies as well as other important matters associated with the Group's operations. Based on the aforementioned policies and strategies, the Company's business is executed by directors in charge of particular operations as well as corporate officers, business operating companies, and functional support companies, while the Board of Directors supervises the status of their business execution.

Supplementary Principle 4.1.3: The Succession Plan for President & CEO

In principle, the succession plan for securing an ideal successor to the position of President & CEO and the defining criteria and procedures for appointing such an individual, are determined by the Board of Directors after seeking advice from the Nominating and Compensation Advisory Committee, which comprises a majority of outside directors.

Supplementary Principle 4.3.3: Procedures for Dismissing President & CEO

In cases where the Company's President & CEO fulfills prescribed criteria, the dismissal of such individual from his/her position will be determined by the Board of Directors after seeking advice from the Nominating and Compensation Advisory Committee, which comprises a majority of outside directors in addition to representative directors.

Principle 4.8 Effective Use of Independent Directors

The Company's Rules of the Board of Directors define the roles and responsibilities of directors, stating that they must "recognize their fiduciary responsibility to shareholders and assume the responsibility of sustainably enhancing the SCREEN Group's corporate value." With this in mind, the Company has maintained three outside directors. The aforementioned rules also mandate that outside directors account for at least one third of the entire membership of the Board. This system ensures a balanced perspective that allows the Board of Directors to operate with maximum efficiency and effectiveness, while keeping management oversight over the entire Group securely in place.

Principle 4.9 Independence Standards and Qualifications for Independent Directors

The Company has in place its Criteria for Independence of Outside Directors and Outside Corporate Auditors that clarify its standards for securing the independence of outside directors and outside corporate auditors from management. Currently, three outside directors engage in Board of Directors meetings, freely bringing their insights backed by extensive knowledge and experience in such fields as corporate management from a fair and neutral standpoint. These individuals contribute to active and constructive discussions at the Board, thereby fulfilling their roles and responsibilities as outside directors who are independent from management.

Supplementary Principle 4.11.1: Appointment of Directors

The Company's Rules of the Board of Directors include provisions aimed at maintaining an optimal number of directors in light of changes in the operating environment and the nature of duties to be assumed by individual directors. To this end, these provisions mandate that the "number of directors must not exceed 13 and at least one third of its membership must be accounted for by outside directors." These provisions are intended to secure "diversity in terms of directors' experience and their areas of specialty" and help maintain "a balanced perspective that allows the Board of Directors to operate with maximum efficiency and effectiveness while keeping management oversight over the entire Group securely in place."

Regarding the nomination of candidates for director positions, candidates are selected in accordance with SCREEN Holding's "Criteria for Appointing Candidates for Directors" and approved by the Board of Directors after seeking the advice of the Nomination and Compensation Advisory Committee, which comprises a majority of outside directors in addition to representative directors.

Supplementary Principle 4.11.2: Status of Concurrent Positions Held by Outside Directors

The Company discloses the status of important concurrent positions held by its directors and corporate

auditors via such media as the notice of General Meeting of Shareholders and securities reports.

Supplementary Principle 4.11.3: Evaluation of the Board's Effectiveness

The Company undertakes a periodic evaluation of the Board of Directors in terms of its effectiveness. For a summary of the latest evaluation results, please see the following document.

https://www.screen.co.jp/download_file/get_file/20180508_BME_E.PDF

Supplementary Principle 4.14.2: Training Policies for Directors and Corporate Auditors

The Company provides newly appointed directors and corporate auditors (excluding outside directors and outside corporate auditors) with opportunities to undergo external training programs at its own expense, thereby ensuring that these individuals are well aware of the roles and responsibilities they are expected to fulfill from the moment their term of office begins as well as the relevant laws and regulations they need to know. In addition, outside directors and outside corporate auditors are given opportunities to acquire knowledge about the SCREEN Group's businesses, financial conditions, and organizational structure, and other essential Group-related matters as soon as they assume office while being granted access to duty-related intelligence necessary to the fulfillment of their roles and responsibilities. In addition, the Board of Directors holds quarterly sessions aimed at reviewing business reports submitted by each business operating company and invites external lecturers on an as-necessary basis to keep directors and corporate auditors up to date on the latest technological, business and industrial trends.

Principle 5.1: Policy for Constructive Dialogue with Shareholders

The Company promotes constructive engagement with shareholders in line with the following Disclosure Policy.

https://www.screen.co.jp/en/ir/disclosure_policy

2. Capital Structure

Percentage of foreign shareholders	From 20% to less than 30%
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Status of Major Shareholders

Shareholder	Number of shares held	Percentage of shares held
The Master Trust Bank of Japan, Ltd. (Trust Account)	5,674,000	12.13
Japan Trustee Services Bank, Ltd. (Trust Account)	4,721,300	10.10
Nippon Life Insurance Company	1,830,796	3.92
The Bank of Kyoto, Ltd.	1,346,161	2.88
Resona Bank, Limited.	912,560	1.95
SCREEN's Business Partners Shareholders' Association Synchronize	890,286	1.90
The Shiga Bank, Ltd.	848,349	1.81
MUFG Bank, Ltd.	784,714	1.68
Japan Trustee Services Bank, Ltd. (Trust Account 5)	706,800	1.51
SSBTC CLIENT OMNIBUS ACCOUNT	622,495	1.33

Controlling shareholder (except for parent company)	—
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Parent company	None
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Supplementary Explanation

3. Corporate Profile

Listed stock market and market section	First Section, Tokyo Stock Exchange
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Fiscal year-end	March 31
Type of business	Electric equipment
Number of employees (consolidated) as of the end of the previous fiscal year	1,000 or more
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 50 to less than 100

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

5. Other Special Circumstances That May Have Material Impact on Corporate Governance

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

1. Organizational Composition and Operation

Structure	Company with a board of corporate auditors
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Directors

Maximum number of directors stipulated in the Articles of Incorporation	13
Term of office stipulated in the Articles of Incorporation	1 year
Chairman of the Board of Directors	President
Number of directors	9
Appointment of outside directors	Yes
Number of outside directors	3
Number of outside directors designated as independent directors pursuant to the securities listing regulations of the Tokyo Stock Exchange	3

Outside directors' relationships with the Company (1)

Name	Status	Relationship with the Company (note)										
		a	b	c	d	e	f	g	h	i	j	k
Shosaku Murayama	Appointed from another company								○			
Shigeru Saito	Appointed from another company											
Makoto Yoda	Appointed from another company											

Note: Nature of the relationship with the Company is indicated using the following symbols:

○: Indicates the situation described below applies at present or in the recent past

△: Indicates the situation described below applied in the past

●: Indicates the situation described below applies to a close family member of the individual at present or in the recent past

▲: Indicates the situation described below applied to a close family member of the individual in the past

a. Engages in business execution at the listed company or its subsidiary

b. Engages in business execution at the listed company's parent company or serves as a non-executive director

c. Engages in business execution at a fellow subsidiary of the listed company

d. Engages in business transactions with the listed company as his/her main business partner or engages in business execution at a company that engages in such transactions

e. Acts as a main business partner of the listed company or engages in business execution at a company that acts as a main business partner of the listed company

f. Serves as a consultant, accounting specialist or attorney-at-law for the listed company and receives a considerable amount of remuneration or compensation other than executive remuneration

g. Holds considerable equity in the listed company or engages in business execution at a company that holds such equity

h. Engages in business execution at a company that has business transactions with the listed company (excluding the above "d," "e" or "f"; this clause does not apply to family members of outside directors)

i. Engages in business execution at a company that is in an inter-directorial relationship with the listed company (this clause does not apply to family members of outside directors)

j. Engages in business execution at a company that is a beneficiary of the listed company (this clause does not apply to family members of outside directors)

k. Other

Outside directors' relationships with the Company (2)

Name	Designation as independent director	Supplementary explanation of the relationship	Reasons for appointment
Shosaku Murayama	○	Mr. Shosaku Murayama serves as CEO of iPS Portal, Inc., which has transactions with SCREEN Holdings in connection with marketing promotion. However, the value of these transactions is insignificant and represents less than 0.1% of the selling, general and administrative (SG&A) expenses annually incurred by the Company (figure for the fiscal year ended March 31, 2018).	<p><i>Reasons for appointment as an outside director</i></p> <p>The Company has judged that Mr. Murayama will contribute to its business management by bringing his knowledge backed by a wealth of experience he has accumulated as a corporate manager of another company.</p> <p><i>Reasons for designation as an independent director</i></p> <p>Since he is independent from management members engaging in business execution, he was deemed capable of fulfilling the role of outside director without causing a conflict of interest with general shareholders.</p>
Shigeru Saito	○	Mr. Shigeru Saito serves as Chairman & CEO of TOSE CO., LTD., a company that has no transactional relationship with SCREEN Holdings.	<p><i>Reasons for appointment as an outside director</i></p> <p>The Company has judged that Mr. Saito will contribute to its business management by bringing his knowledge backed by a wealth of experience he has accumulated as a corporate manager of another company.</p> <p><i>Reasons for designation as an independent director</i></p> <p>Since he is independent from management members engaging in business execution, he was deemed capable of fulfilling the role of outside director without causing a conflict of interest with general shareholders.</p>
Makoto Yoda	○	Mr. Makoto Yoda serves as an advisor for GS Yuasa Corporation, a company that has no transactional relationship with SCREEN Holdings.	<p><i>Reasons for appointment as an outside director</i></p> <p>The Company has judged that Mr. Yoda will contribute to its business management by bringing his knowledge backed by a wealth of experience he has accumulated as a corporate manager of another company.</p> <p><i>Reasons for designation as an independent director</i></p> <p>Since he is independent from management members engaging in business execution, he was deemed capable of fulfilling the role of outside director without causing a conflict of interest with general shareholders.</p>

Voluntary establishment of committee(s) corresponding to Nomination Committee or Remuneration Committee

Yes

Status of Non-Mandatory Committees, Their Composition and Chairpersons

	Name of committee	Total number of members	Full-time committee members	Directors	Outside directors	External specialists	Others	Chair
A committee corresponding to the Nominating Committee	Nominating and Compensation Advisory Committee	5	0	2	3	0	0	None
A committee corresponding to the Compensation Committee	Nominating and Compensation Advisory Committee	5	0	2	3	0	0	None

Supplementary Explanation

The nomination of directors and other key personnel as well as the amount of compensation for these individuals are determined after seeking advice from the Nominating and Compensation Advisory Committee, which consists of outside directors and representative directors.

Corporate Auditors

Establishment of a board of corporate auditors	Yes
Minimum number of corporate auditors stipulated in the Articles of Incorporation	4
Number of corporate auditors	4

Cooperation among Audit Committee, Accounting Auditors and Internal Audit Departments

Corporate auditors act in collaboration with staff at the Company's internal audit departments, corporate auditors serving other Group companies, and external accounting auditors to enhance the effectiveness of their audits while engaging in the review of audit reports submitted by these individuals and the exchange of opinions with them.

Appointment of outside corporate auditors	Yes
Number of outside corporate auditors	2
Number of corporate auditors designated as independent corporate auditors pursuant to the securities listing regulations of the Tokyo Stock Exchange	2

Outside Corporate Auditors' Relationships with the Company (1)

Name	Status	Relationship with the Company (note)														
		a	b	c	d	e	f	g	h	i	j	k	l	m		
Kenzaburo Nishikawa	Appointed from another company													Δ		
Yoshio Nishi	Appointed from another company													Δ		

Note: Nature of the relationship with the Company is indicated using the following symbols:

○: Indicates the situation described below applies at present or in the recent past

△: Indicates the situation described below applied in the past

●: Indicates the situation described below applies to a close family member of the individual at present or in the recent past

▲: Indicates the situation described below applied to a close family member of the individual in the past

- a. Engages in business execution at the listed company or its subsidiary
- b. Serves as a non-executive director or an accounting advisor at the listed company or its subsidiary
- c. Engages in business execution at the listed company's parent company or serves as a non-executive director
- d. Serves as an corporate auditor at the listed company's parent company
- e. Engages in business execution at a fellow subsidiary of the listed company
- f. Engages in business transactions with the listed company as his/her main business partner or engages in business execution at a company that engages in such transactions
- g. Acts as a main business partner of the listed company or engages in business execution at a company that acts as a main business partner of the listed company
- h. Serves as a consultant, accounting specialist or attorney-at-law for the listed company and receives a considerable amount of remuneration or compensation other than executive remuneration
- i. Holds considerable equity in the listed company or engages in business execution at a company that holds such equity
- j. Engages in business execution at a company that has business transactions with the listed company (excluding the above "f," "g" or "h"; this clause does not apply to family members of outside corporate auditors)
- k. Engages in business execution at a company that is in an inter-directorial relationship with the listed company (this clause does not apply to family members of outside corporate auditors)
- l. Engages in business execution at a company that is a beneficiary of the listed company (this clause does not apply to family members of outside corporate auditors)
- m. Other

Outside Corporate Auditors' Relationships with the Company (2)

Name	Designation as independent corporate auditor	Supplementary explanation	Reasons for appointment
Kenzaburo Nishikawa	○	President and Representative Director, Shigagin Lease Capital Co., Ltd. Note: Mr. Kenzaburo Nishikawa had previously served at The Shiga Bank, Ltd., which has lending and other transactional relationships with the Company. However, the amount of such lending represents only approximately 7% of interest-bearing debt recorded by the Company as of March 31, 2018. Accordingly, Institute the Company concluded that it is not particularly dependent on lending from this firm.	<i>Reasons for appointment as an outside corporate auditor</i> The Company has judged that Mr. Nishikawa will contribute to its auditing activities by bringing his knowledge backed by a wealth of experience he has accumulated as a corporate manager of another company. <i>Reasons for designation as an independent corporate auditor</i> Since he is independent from management members engaging in business execution, he was deemed capable of fulfilling the role of outside corporate auditor without causing a conflict of interest with general shareholders.
Yoshio Nishi	○	Director and Chairman of the Kyoto Research Institute, Inc. Note: Mr. Yoshio Nishi had previously served at The Bank of Kyoto, Ltd., which has lending and other transactional relationships with the Company. However, the amount of such lending represents only approximately 8% of interest-bearing debt recorded by the Company as of March 31, 2018.	<i>Reasons for appointment as an outside corporate auditor</i> The Company has judged that Mr. Nishikawa will contribute to its auditing activities by bringing his knowledge backed by a wealth of experience he has accumulated as a corporate manager of another company. <i>Reasons for designation as an independent corporate auditor</i>

	Accordingly, the Company concluded that it is not particularly dependent on lending from this firm.	Since he is independent from management members engaging in business execution, he was deemed capable of fulfilling the role of outside corporate auditor without causing a conflict of interest with general shareholders.
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Independent Directors and Independent Corporate Auditors

Number of individuals designated as independent directors or independent corporate auditors	5
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Other Matters Related to Independent Directors and Independent Corporate Auditors

All outside directors and outside corporate directors are qualified as independent directors or independent corporate auditors in accordance with the securities listing regulations of the Tokyo Stock Exchange and are designated accordingly.

Incentives

Incentive policies for directors	Introduction of a performance-based compensation system, etc.
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Supplementary Explanation

The Company has introduced a performance-based compensation system that determines rewards for directors in line with degree of achievement in terms of annual performance targets.

In addition, the Company previously had in place a share-based compensation system that granted recipients with own shares purchased via an in-house shareholding association. However, the Company replaced this system with a performance-linked share compensation system following the approval of the 76th Ordinary General Meeting of Shareholders held on June 27, 2017, and the new system came into effect in August 2018.

Recipients of stock options	
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Supplementary Explanation

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Remuneration for Directors

Disclosure of individual director remuneration	Disclosing a portion of individual director remuneration
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Supplementary Explanation

The Company discloses the sum of annual remuneration paid to all directors. In addition, the Company discloses the amount of remuneration paid to any director who receives an annual total of ¥100 million or more in its securities report.

The establishment of policy on determining remuneration amounts and calculation methods	Yes
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Compensation for directors is determined by the Board of Directors after seeking the advice of the Nomination and Compensation Advisory Committee, which comprises a majority of outside directors in addition to representative directors. The total amount of all directors' compensation shall fall within the limits approved in the shareholders meeting.

In addition, SCREEN Holdings abolished its prior retirement benefit scheme in 2005 and adopted stock allowances aimed at encouraging recipients to stay conscious of SCREEN Holdings' medium-to long-term corporate performance and share prices. Moreover, the 76th Ordinary General Meeting of Shareholders held on June 27, 2017, approved the introduction of performance-linked share compensation, which then replaced stock allowances and has been in place since August 2017.

Accordingly, compensation for directors and corporate officers now consists of three elements:

(i) fixed remuneration, (ii) a performance-based bonus (decided based on the degree to which annual performance targets are achieved) and (iii) performance-linked share compensation (decided based on the degree to which annual performance targets and the medium-term management plan are achieved). Outside directors' compensation does not include performance-linked share compensation.

Support System for Outside Directors and Outside Corporate Auditors

The Secretarial Department and the Corporate Auditors Department provide both outside directors and outside corporate auditors with support staff. Prior to Board of Directors meetings, outside directors and outside corporate auditors are briefed as necessary on matters of particular importance that will be discussed in said meetings.

Status of Former Representative Directors, etc.

Advisors Who Have Previously Held Representative Director or Similar Positions

Name	Title/position	Current duties	Employment status and conditions (full-time or part-time, compensation etc.)	Date of retirement from previous position	Term of office
Akira Ishida	Chairman Emeritus	Cultivating ties with external parties (not related to the Company's management)	Part-time with compensation	June 27, 2017	One year and can be renewed

Total number of advisors who have previously held representative director or similar positions

1

Other Matters Related to Advisors Who Have Previously Held Representative Director or Similar Positions

The appointment of the individual named above and compensation to be paid to him were determined by the Board of Directors after seeking advice from the Nominating and Compensation Committee. His current duties are not associated with management's decision making. Date of retirement from previous position is the date he resigned as chairman.

2. Business Execution, Auditing, Oversight, Nomination and Remuneration Decisions (Overview of the Current Corporate Governance System) Update

(1) Overview of the Corporate Governance System and Reasons for Adopting Said System

SCREEN Holdings takes the form of a company with a Board of Corporate Auditors. At present, it has a Board of Directors comprising nine directors (including three outside directors) and a Board of

Corporate Auditors comprising four corporate auditors (including two outside corporate auditors) as well as external accounting auditors. The Group has adopted a holding company structure split into four main business areas,¹ each under a separate business operating company, to enable tactical and firm business execution. The Holding company determines the basic policies and strategies for Group management as well as the optimal allocation of management resources. In addition, it has management oversight over the business execution of each Group company, ensuring the functional segregation of business execution and oversight.

The Board determines basic policies and strategies for Group management and important matters pertaining to business execution and exercises supervision over business execution, holding regular monthly meetings and additional meetings as necessary. It selects one-third of outside directors in the Board of Directors with an eye to the functional enhancement of management oversight and the maintenance of management objectivity. Outside directors are selected in accordance with the “Criteria for Independence of Outside Directors and Outside Corporate Auditors” formulated with reference to standards prescribed by the Tokyo Stock Exchange. The term of office of director is set at one year as the Company aims to clarify responsibilities of directors in addition to securing a management structure capable of quickly adapting to changes in the operating environment.

The Company has in place the Nominating and Compensation Advisory Committee, a non-mandatory body that comprises a majority of outside directors in addition to representative directors. This committee is charged with giving advice to the Board of Directors before the Board determines director and corporate auditor candidates and director remuneration. The Nominating and Compensation Advisory Committee is thus helping the Board make fair and objective decisions with regard to these matters.

The Company also maintains the Management Committee. This body comprises the full-time directors, corporate officers, and, as necessary, presidents of business operating companies² and functional support companies.³ It meets twice a month to deliberate matters related to management and to facilitate the decision making of the Board of Directors and representative directors.

In general, the Company’s Board of Corporate Auditors holds periodic meetings twice a month in addition to special meetings as necessary. In line with audit policies and plans the Board of Corporate Auditors itself has formulated, it monitors the legality of the business execution of directors while exercising oversight to ensure propriety through daily audits.

To assist corporate auditors in the execution of their duties, the Company has in place the Corporate Auditors Department, which maintains a dedicated staff. Furthermore, the CSR & Group Audit Department, which consists of 15 staff members, is in charge of performing internal audits and handling other CSR-related affairs. While auditing business units all across the Group, this department also strives to promote Group-wide CSR management and, to this end, is equipped with a broad range of CSR-related corporate planning functions that range from compliance and risk management to internal control systems.

(2) Status of Audits Undertaken by Internal Audit Departments and Corporate Auditors

Internal audit departments perform audits in line with annual audit plans formulated for the entire Group and approved by the representative director(s), furnishing said representative director(s) with reports on audit results and the outcome of internal control assessments. As necessary, these departments also act in close collaboration with external accounting auditors, both sharing information and exchanging opinions with them in an effort to enhance the effectiveness and efficiency of internal audits.

Corporate auditors attend Board of Directors, Management Committee, and other important meetings. Also, they are charged with auditing the status of duties executed by directors via, for example, periodic interviews with directors and corporate officers, the review of important approval documents, and the execution of on-site audits covering key business bases operated by SCREEN Holdings and other Group companies in Japan and overseas. At the same time, corporate auditors engage in the periodic exchange of opinions with departments in charge of CSR to assess progress in the Company’s initiatives to strengthen risk management. Corporate auditors also receive reports from directors and employees with regard to the status of internal control systems and, in turn, provide such individuals with their insights regarding these matters. With the aim of enhancing the effectiveness of audits, corporate auditors act in collaboration with staff at the Company’s internal audit departments, corporate auditors serving other Group companies, and external accounting auditors while engaging in the review of audit reports submitted by these individuals and the exchange of opinions with them. Corporate auditors include Senior Corporate Auditor Tatsuo Miyawaki, who has long been in charge of accounting affairs at the Company and is equipped with considerable knowledge about finance and accounting.

(3) Status of Accounting Audits

The Company has signed an audit contract with KPMG AZSA LLC with regard to accounting audits pursuant to Japan's Companies Act and the Financial Instruments and Exchange Act.

Notes:

1. Semiconductor production equipment business, graphic arts equipment business, display production equipment and coater business, and PCB-related equipment business
2. Business operating companies: SCREEN Semiconductor Solutions Co., Ltd., SCREEN Graphic Solutions Co., Ltd., SCREEN Finetech Solutions Co., Ltd., SCREEN PE Solutions Co., Ltd., and SCREEN Advanced System Solutions Co., Ltd.
3. Functional support companies: SCREEN Manufacturing Support Solutions Co., Ltd., SCREEN Business Support Solutions Co., Ltd., and SCREEN IP Solutions Co., Ltd.

3. Reasons for Adopting the Current Corporate Governance System

SCREEN Holdings believes that corporate governance system described above will better position the Company to enhance the transparency, soundness, and efficiency of its business management and help secure the overall interests of stakeholders, including shareholders.

In addition, the Company has appointed three outside directors, all of whom are equipped with abundant experience in such fields as corporate management, with the aim of strengthening its management oversight functions and incorporating objective viewpoints in the course of management decision making.

III. Implementation of Measures for Shareholders and Other Stakeholders

1. Measures to Bring Vitality to the General Shareholder Meetings and Promote the Smooth Exercise of Voting Rights

	Supplementary explanation
Early notification of the Ordinary General Meeting of Shareholders	A Notice of the Ordinary General Meeting of Shareholders is mailed more than three weeks before the date of such meeting.
Scheduling the Ordinary General Meeting of Shareholders avoiding the peak day	The Ordinary General Meeting of Shareholders is scheduled to avoid peak day.
Allowing the electronic exercise of voting rights	To enhance shareholders' convenience in terms of the exercise of voting rights, the electronic exercise of voting rights has been implemented since the Ordinary General Meeting of Shareholders held in June 2007.
Participation in the Electronic Voting Platform and other initiatives aimed at providing institutional investors with access to systems that ensure the smoother exercise of their voting rights	The Company adopted the Electronic Voting Platform for institutional investors.
Provision of a convocation notice in English	A summarized English version of the Notice of the Ordinary General Meeting of Shareholders is distributed via TDNet.
Other	The Company posts such materials as the Notice of the Ordinary General Meeting of Shareholders and discloses voting results on its corporate website with the aim of improving convenience for all shareholders.

2. IR Activities

	Supplementary explanation	Presentation by president
Preparation and publication of a disclosure policy	The Disclosure Policy is posted on the Company's corporate website.	No
Periodic investor briefings for individual investors	The Company holds briefings for individual investors, albeit on a non-periodic basis, at securities companies' offices.	
Periodic investor briefings for analysts and institutional investors	The Company holds briefings for analysts and institutional investors after each announcement of quarterly operating results.	Yes
Periodic investor briefings for overseas investors	Although the Company does not hold periodic briefings for these investors, its representatives do pay visits to overseas investors. The Company also invites them to join domestic conferences in order to engage in face-to-face dialogue.	Yes
Posting of IR materials on the corporate website	In addition to securities reports and other mandatory disclosure items, materials being posted on the Company's corporate website	

	include such financial results documents as quarterly financial summaries, non-financial information subject to timely disclosure rules, annual reports, shareholder newsletters titled <i>SCREEN NOW</i> (in Japanese only), a fact book (investors' guide), and earnings presentation materials.
Establishment of a department in charge of IR and/or appointment of staff in charge of IR	The Company has in place a dedicated IR Department.

3. Measures to Ensure Due Respect for Stakeholders

	Supplementary explanation
Stipulation of internal rules for respecting the position of stakeholders	The SCREEN Group CSR Charter / Code of Conduct stipulates a set of action principles designed to ensure that the interests of stakeholders are respected under the headings "Provision of Products and Services Beneficial to Society," "Respect for Human Rights and Friendly Work Environment," "Establishment of Friendly Environment for People and Our Planet," "Sound and Effective Corporate Governance," "Compliance with Laws and Regulations, and Standards of Ethics," "Appropriate Management and Utilization of Information and Intellectual Property," "Appropriate Disclosure of Company Information," "Corporate Social Responsibility as Good Corporate Citizen," and "Exclusion of Anti-Social Forces."
Implementation of environmental activities, CSR activities, etc.	The Company's key business sites, including Head Office and Hikone Plant, are certified under the ISO14001, ISO50001, and OHSAS18001 standards. Also, mainstay Group companies have acquired ISO9001 and ISO27001 certification. In addition, business operating companies and other important Group companies are certified under ISO22301 business continuity management standards. Moreover, The Company publicizes such informational tools as annual reports, which feature the status of its efforts to address social issues and its performance in terms of environmental management, via its corporate website and other media in a way that conforms with standards formulated by the Global Reporting Initiative.
Development of polices on the provision of information targeting stakeholders	"In addition to actively communicating with stakeholders, the SCREEN Group will disclose information relating to the Group in a timely and appropriate manner." (an excerpt from the SCREEN Group CSR Charter / Code of Conduct)

IV. Matters Related to Internal Control Systems

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

Based on a resolution passed at a Board of Directors meeting held on April 28, 2017, the Company has partially revised its internal control systems and determined the following matters related to the development of systems necessary to ensure that duties executed by directors comply with laws, regulations, and the Articles of Incorporation, as well as the development of other systems prescribed by the applicable ordinance of the Ministry of Justice as necessary to ensure the propriety of operations undertaken by a group of enterprises consisting of a stock company and its subsidiaries.

Basic Views

SCREEN Holdings, along with other Group companies, has established the SCREEN Group CSR Charter / Code of Conduct, a set of fundamental precepts formulated to ensure that all Group activities uphold the corporate philosophy, which consists of the three principles “Sharing the Future,” “Human Resource Development,” and “The Pursuit of Technology.” Under this charter/code of conduct, all Group members are committed to maintaining strict legal compliance, high ethical standards, and transparent business dealings and to striving to live up to stakeholder expectations and thereby contribute to the sustainable development of society.

In line with the views described above, the Company aims to develop its internal control systems in the following manner.

Status of Internal Control Systems

Systems for ensuring the properness of operations undertaken by a corporate group consisting of the Company and its subsidiaries

- As the holding company overseeing the affairs of the SCREEN Group, the Company develops and maintains a Group management structure that clearly defines basic policies for the Group’s operations as well as roles and responsibilities assigned to each Group company in line with its SCREEN Group Code of Management.
- From the perspective of consolidated business management, the Company aims to secure the functional segregation of business execution and oversight and to this end focuses on strategic planning for the entire Group, optimally allocating management resources, and exercising management and supervision over the status of operations undertaken by each Group company.
- The Company develops and maintains systems for securing the propriety and reliability of its financial reporting in line with the SCREEN Group Internal Control Design Principles for Financial Reporting.
- The Company constantly assesses the Group’s financial position and ensures meticulous financial and tax reporting by handling these affairs in accordance with the SCREEN Group Accounting Financial Policy as well as the SCREEN Group Accounting Standards.
- In line with its SCREEN Group Code of Human Resources Management, the Company strives to nurture and better utilize diverse workers capable of earning success on the global stage. To this end, the Company maintains a personnel system focused on clearly defining the roles of individual employees and accurately assessing their accomplishments while providing skill development programs and other assistance to help employees achieve personal growth in a way that respects their diversity.
- The Company strives to develop and maintain the systems necessary to properly operate and manage IT infrastructure for the Group in accordance with the SCREEN Group Rules for IT Management.
- The Company develops and maintains systems for ensuring the timely and accurate disclosure of information with regard to the Group’s corporate activities in a manner that conforms with its Basic Disclosure Policy.
- The Company holds Consolidated Management Committee meetings attended by its directors, corporate auditors and corporate officers as well as presidents of Group companies in an effort to ensure that all Group members firmly embrace its management strategies and operational policies while sharing a sense of unity that transcends organizational boundaries and helps them work as one.
- The Company dispatches directors, corporate officers, and its own employees or those of business operating and functional support companies (hereinafter collectively referred to as “managing Group companies”) to other Group companies where they assume positions as directors or corporate auditors in order to manage and/or supervise operations undertaken by these Group companies.

- Periodically, the Company receives reports on the status of Group companies' marketing, financial position, and other operational conditions either directly from said companies or via their managing Group companies.
- Internal audit departments audit the status of internal control systems the Company and other Group companies have put in place while ensuring that departments subject to auditing make improvements based on audit findings in the pursuit of even more robust internal control systems.

Systems for ensuring the efficient execution of directors' duties

- The Company's Board of Directors meets monthly while holding special meetings as necessary and is charged with making swift decisions with regard to important matters in addition to supervising directors' execution of duties.
- To ensure its directors possess the authority necessary to efficiently execute their duties, the Company defines tasks to be delegated to each director based on a resolution passed by its Board of Directors while mandating other Group companies to follow similar practices.
- Based on the SCREEN Group Responsibility and Authority Rules, the Company clarifies the responsibilities to be borne by and authorities to be delegated to its directors, corporate officers, and employees in the course of their duties while mandating other Group companies to follow similar practices.
- The Company maintains the Management Committee, which comprises the full-time directors, corporate officers, and, as necessary, presidents of business operating and functional support companies, and meets twice a month to deliberate matters related to management and facilitate the decision making of the Board of Directors and representative directors.

Systems for ensuring that duties executed by directors, corporate officers, and employees comply with laws, regulations, and the Articles of Incorporation

- Under the SCREEN Group's CSR Charter / Code of Conduct, the Company ingrains a code of conduct into the hearts and minds of directors, corporate officers, and all employees so that it can operate in a fair and transparent manner.
- The Company maintains officers and departments in charge of legal affairs to confirm the status of various contracts and transactions affecting the Group in terms of compliance with laws, regulations, and the Articles of Incorporation.
- The Company maintains the membership of outside directors in the Board of Directors to ensure the legal compliance of directors in the execution of their duties and strengthen the Board's oversight functions.
- The Company develops and maintains a whistleblowing system for the entire SCREEN Group, with the aim of preventing and detecting the occurrence of violations of laws and regulations, fraudulent activities, and other corporate misconduct at the earliest stages. The Company and other Group companies tolerate no detrimental treatment of whistleblowers due to their actions in reporting on the violation of laws or other corporate misconduct.
- The Company is determined to sever any relationships with anti-social forces and reject illicit demands from such forces and, to this end, takes a firm stand against them by acting in collaboration with external lawyers and police agencies. The Company also complies with prefectural and other local ordinances aimed at eliminating organized crime groups and in no way provides anti-social forces with any benefits that may facilitate or contribute to their activities and operations. Moreover, the Company mandates other Group companies to follow similar practices.

Systems and rules for the management of risk and losses

- To minimize risks that may affect the Group's operations, the Company mandates all business units within the Group to develop and maintain risk management systems in conformity with the SCREEN Group Risk Management Guidelines and relevant operational rules while performing the periodic monitoring of the status of such systems.
- Whenever a critical risk materializes, the Company sets up disaster response headquarters led by the President to implement countermeasures against emergencies and restore its operations line with its Business Continuity Management Regulations.

Systems for storing and managing information related to the execution of directors' duties

- In accordance with laws, regulations and its in-house rules, the Company engages in the preparation, storage and management of minutes of meetings and other important documents containing information related to duties executed by directors and corporate officers while ensuring that these documents are always accessible to directors and corporate auditors.
- The Company maintains a strict approach to information management and, to this end, abides by the SCREEN Group Rules for IT Management as well as its Rules for the Management of Securing Confidential Information and Trade Secrets.

Systems for securing the effectiveness of auditing by corporate auditors

- Corporate auditors are authorized to attend Board of Directors, Consolidated Management Committee, Management Committee, and other important meetings and freely voice their opinions.
- The Company bears expenses incurred by corporate auditors in the course of executing their duties.

Systems for supporting reporting to corporate auditors

- SCREEN Holdings' directors, corporate officers, and employees are obliged to report the status of operations, finance, compliance, risk management, and internal audits to corporate auditors and to report any incidents constituting a significant violation of laws or in-house rules or suggesting the emergence of critical damage to the Company in the course of their duties as soon as such incidents are recognized.
- All directors, corporate auditors, corporate officers, and other employees serving Group companies are obliged to provide the Company's corporate auditors with reports on any incidents constituting the significant violation of laws or in-house rules or suggesting the emergence of critical damage to the Company in the course of their duties as soon as such incidents are recognized.
- Departments in charge of CSR are obliged to provide corporate auditors with periodic reporting on the status of the SCREEN Group's whistleblowing system and other important matters.
- The Company and other Group companies tolerate no detrimental treatment of whistleblowers due to their actions in reporting on the violation of laws or other corporate misconduct.

Matters related to individuals charged with assisting corporate auditors in their duties

- The Company maintains a specialized department that assists corporate auditors with the execution of their duties while allocating to them a dedicated staff equipped with sufficient knowledge and competencies. This staff operates directly under the corporate auditors, and personnel transfer, performance evaluation, and other matters associated with the management of these individuals are not determined without the consent of corporate auditors.

2. Basic Views on the Elimination of Anti-Social Forces and the Status of Systems Serving This Purpose

Basic Views

The SCREEN Group takes a firm stand against any groups or individuals (hereinafter "anti-social forces") that may disrupt social order or sound corporate activities and, therefore, squarely rejects any demand issued by anti-social forces. In the course of signing contracts with suppliers, the Group confirms that none of signatories are associated with anti-social forces. In addition, such contracts include provisions allowing the Group to terminate contractual relationships if any association with such forces is identified.

Status of Systems for Eliminating Anti-Social Forces

(Individuals responsible for preventing illegal demands)

The Company has appointed managers in charge of preventing compliance with illegal demands and allocated them to the Head Office's general affairs department. Also, staff members at general affairs departments of the Company's other business bases and its subsidiaries are tasked with dealing with illegal demands while acting in collaboration with their peers at Head Office.

(Collaboration with external specialist bodies)

The SCREEN Group acts in collaboration with external specialist bodies to counter the influence of anti-social forces by, for example, reporting to police agencies and consulting with lawyers as necessary.

(Collection and management of information related to anti-social forces)

Head Office's general affairs department collects information related to anti-social forces while relaying such information to Group companies as necessary.

(Development of response manuals)

The SCREEN Group CSR Charter / Code of Conduct includes an action principle guiding the Group's stance against anti-social forces. The Company has prepared and distributed a booklet themed on the CSR Charter / Code of Conduct, thereby ensuring that all Group members are well aware of this principle. Moreover, the Company has developed manuals to be used by staff members appointed at each business base to respond to anti-social forces.

(Training)

Mandatory training programs themed on the SCREEN Group CSR Charter / Code of Conduct include sessions addressing the Company's stance against anti-social forces.

V. Other

1. Adoption of Anti-Takeover Measures

Adoption of anti-takeover measures	No
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Supplementary Explanation

2. Other Matters Concerning the Corporate Governance System Update

The status of the Company's systems associated with the disclosure of corporate information is as follows.

(1) Overview of systems for maintaining timely disclosure

The Company maintains the Timely Disclosure Committee to ensure that important corporate information associated with the Company and the Group is promptly and appropriately released in a manner that conforms with the Financial Instruments and Exchange Act and related regulations as well as rules stipulated by financial instruments exchanges. The Committee consists of staff from the Secretarial Department, the Corporate Planning Department, the IR Department, the Finance & Accounting Department, and the Legal Department. The Committee is charged with analyzing internal information registered as material and requiring particular attention under the Financial Instruments and Exchange Act as well as information submitted to the Management committee, discussing such matters as whether or not to disclose that information and methods used for disclosure.

(2) Status of systems for maintaining timely disclosure

(Information collection)

In each department, managers in charge of controlling internal information are obliged to register any information that may be deemed material in connection with their respective departments or Group companies managed under their respective departments. As soon as they are aware of the emergence of such information, these managers must register such matters, outlining the information in question and the timing of its emergence.

(Analysis and discussions on disclosure or non-disclosure)

Based on requests from the chief manager in charge of information handling, the Timely Disclosure Committee analyses the content and significance of such information and its impact on profit/loss, thereby communicating its judgement about whether or not to disclose such information and methods of disclosure to this manager.

(Reporting to and approval of the Board of Directors)

The chief manager in charge of information handling asks the Management Committee to deliberate on the disclosure/non-disclosure of such information. Taking conclusions reached by the committee into account, this manager reports the matter to and obtain the approval of the Board of Directors or representative directors before disclosing that information.

(Disclosure)

Once the disclosure is approved, departments in charge of disclosure swiftly disclose that information via the Tokyo Stock Exchange and, as necessary, hold press conferences.

(3) Development of robust systems for maintaining timely disclosure

The Company believes that its current systems are capable of ensuring timely disclosure. However, the Company is committed to enhancing its timely disclosure practices.

