

# How DNP Works to Achieve Sustainable Development

## CSR DNP's Three Corporate Responsibilities

—Remaining a company that is trusted by society—

DNP aims to remain a company that can always be fully trusted by its various stakeholders. In order to achieve that goal, we will work toward complete fulfillment of our “three corporate responsibilities:” value creation, integrity of conduct, and transparency (accountability).

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	· Research and Development · Creation of Intellectual Property		

## Corporate Governance

In line with “DNP Group Vision 2015,” we promote Group-wide unified management and work at enhancing corporate governance so that we can generate value more efficiently and effectively. In the fiscal term ended March 2016, we explained DNP's stance toward more active pursuit of *taiwa* (dialogue) with shareholders and investors based on the principles set forth in Japan's new Corporate Governance Code, which took effect in June 2015.

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# 1

DNP's Three Corporate Responsibilities

## Value Creation



- Contributing to social development
- Research and development
- Creation of intellectual property, etc.

A company's first and most fundamental social responsibility is to provide value for society. We must realize the connection between offering products and services necessary to the sustainable development of society and

achieving growth for the company. Through our Business Vision, DNP will continue to provide significant value that contributes to resolution of social problems.

# 2

DNP's Three Corporate Responsibilities

## Integrity of Conduct



Respect for human dignity and diversity



Creating safe and vibrant workplaces



Ensuring the safety and quality of products and services



Information security



Promoting social responsibility throughout the supply chain



Environmental conservation and realizing a sustainable future



Contributing to society as a good corporate citizen

The second responsibility is practicing fairness and impartiality during the value creation process. Regardless of how superior or useful to society the value produced may be, that value will be compromised if, for example, the environment is damaged or laws are broken in the process of creating it. DNP seeks to fulfill its responsibilities by ensuring that all of its employees always act with integrity in accordance with the DNP Group Code of Conduct.

# 3

DNP's Three Corporate Responsibilities

## Transparency (Accountability)



Proper disclosure of information

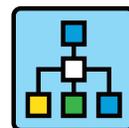
The third corporate responsibility is to achieve accountability and be a highly transparent company. DNP achieves accountability by having all employees, during the course

of their daily work, engage in dialogue with stakeholders; this entails both listening to stakeholders' opinions and providing correct information.

### Prerequisites for fulfilling our three responsibilities



Compliance with laws and social ethics



Construction of systems that support business continuity



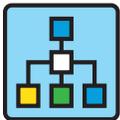
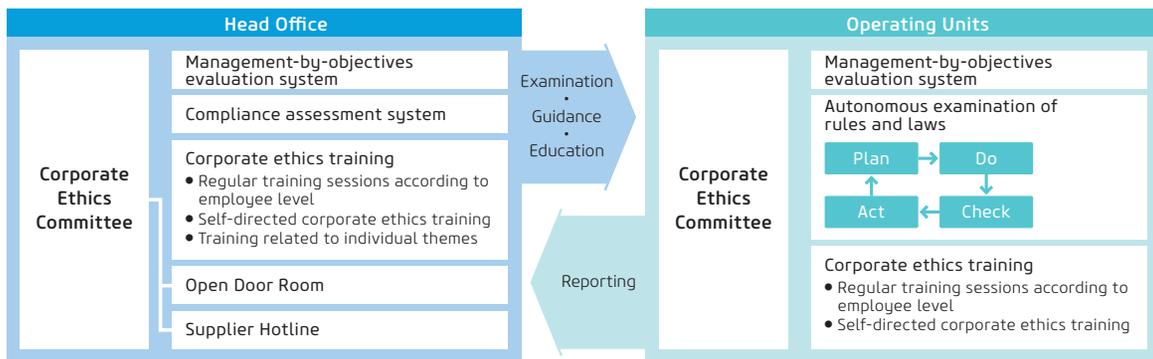
Prerequisites for fulfilling our three responsibilities

## Compliance with Laws and Social Ethics

Rather than simply having each of our employees comply with laws and regulations in the execution of DNP's business activities, we believe that DNP can win society's trust by maintaining even higher ethical standards than society expects and by consistently remaining fair and

equitable as we help to maintain and develop orderly, free and competitive markets. In order to be able to act in ways that meet society's expectations, DNP works to imbue corporate ethics throughout the DNP Group.

### Systems for Promoting Absolute Corporate Ethics

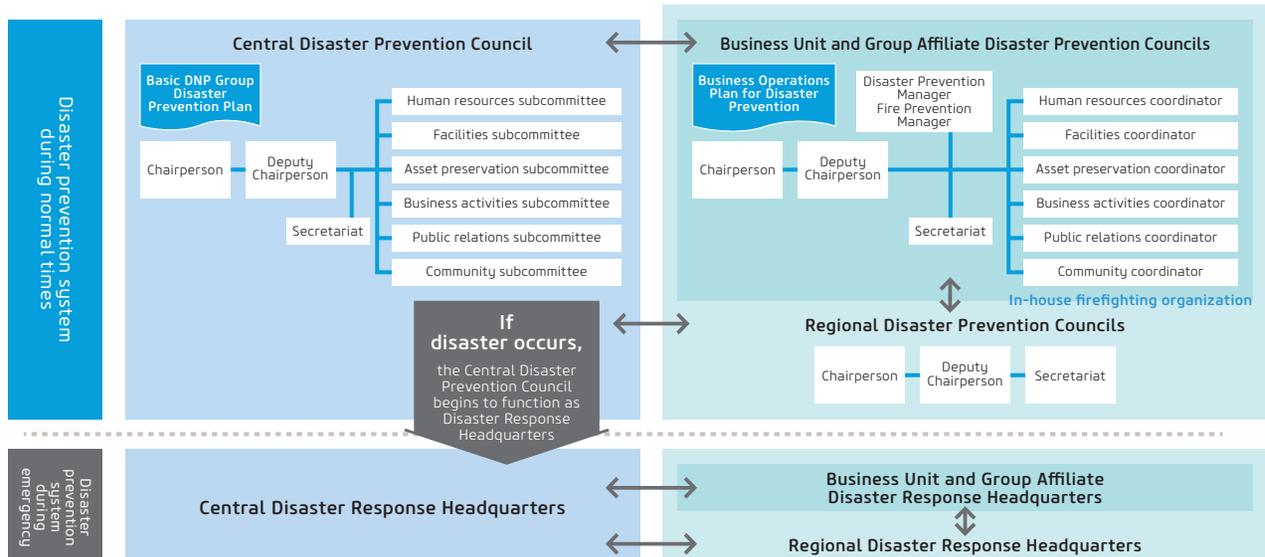


Prerequisites for fulfilling our three responsibilities

## Construction of Systems that Support Business Continuity

In the event that an emergency situation should compromise the continuity of DNP's business operations, any interruption in our operations would affect not only DNP but our customers, suppliers, their employees and a variety of stakeholders. DNP has prepared a business continuity plan in order to build a strong corporate

structure that can continue operating under crisis conditions and quickly restore operations in the event of an interruption. In the course of our daily operations, we maintain a proper awareness of disaster risks and implement employee training and other measures aimed at enabling us to cope in extreme situations.



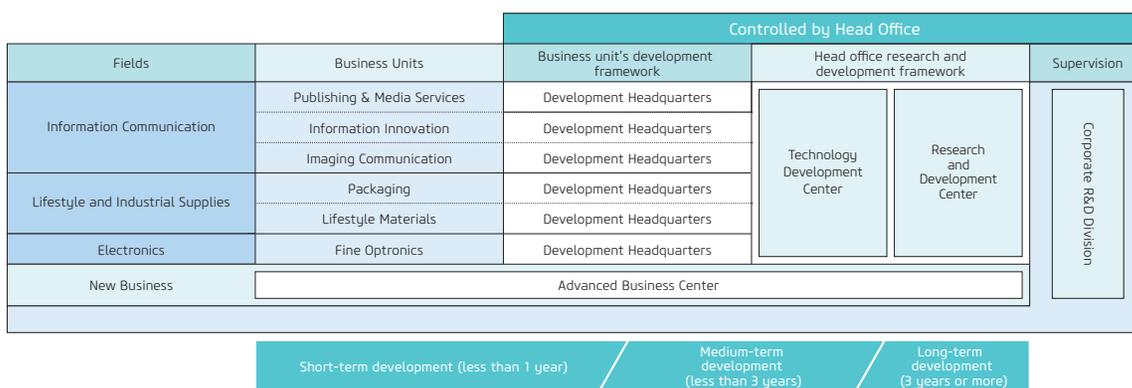


Our 1st responsibility

## Contributing to Social Development: Research and development

Given that DNP has expanded its fields of business by developing applications for printing and information technologies, research and development are extremely important to us. In today's rapidly changing world, we need to take consumers' point of view, look carefully at what is happening in society, and be quick to discern existing

problems and the technologies that are needed to solve them. Having done so, we then develop our own original technologies while also actively pursuing alliances with other companies that have special strengths in order to speed up technological development.



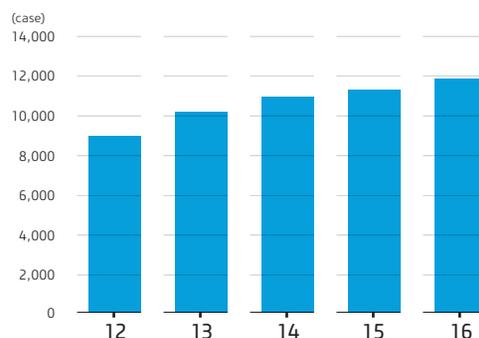
Our 1st responsibility

## Contributing to Social Development: Intellectual property

In our view, intellectual property initiatives provide a basic underpinning for a wide range of business activities and are indispensable as we work to differentiate DNP from competitors. Because the competitive standing of our

intellectual property greatly affects DNP's business, we work at generating high-quality patents and making maximum use of our intellectual property in our business operations.

Number of patents held (As of March 31, 2016)





Our 2nd responsibility

## Information Security

Information security and the protection of personal information have become more important than ever. Because DNP handles a large volume of personal information and other information assets, proper management and protection of information assets are

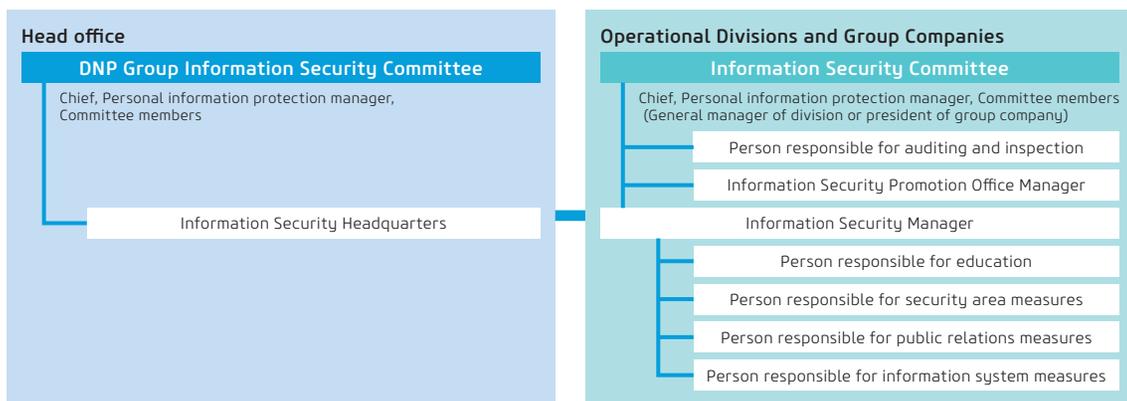
critical tasks that can even be called part of our social mission. DNP positions information security initiatives among management's top-priority concerns as we work to strengthen our information security-related frameworks and educate employees about protecting information.

### The DNP Group's Basic Policy on Information Security, and Personal Information Protection Policies

It is obvious to us that we have a responsibility to protect personal information, data entrusted to us by corporate clients, and other information assets. We have established policies

related to information security and personal information protection. We maintain strict and continuous control by strengthening related systems and educating employees, etc.

### Information Security Management Framework



### TOPICS

## Globalizing our Information Security Initiatives

In response to the globalization of DNP's business activities, in 2015 we established information security committees at each of our seven Group companies outside Japan, in order to reinforce our worldwide initiatives aimed at making information secure. In order to enhance employee education overseas, we issued an educational pamphlet, "Introduction to Information Security VII (2015 edition)," in nine languages.

DNP Group companies where we established information security committees:

# 7 companies

- Tien Wah Press (Pte.) Ltd. Singapore
- TWP Sdn. Bhd. Malaysia
- DNP Imagingcomm Asia Sdn. Bhd. Malaysia
- DNP Imagingcomm America Corporation United States
- DNP Imagingcomm Europe B.V. The Netherlands
- DNP Photo Imaging Europe SAS France
- DNP Photomask Europe S.p.A. Italy



Our educational pamphlet, "Introduction to Information Security VII (2015 edition)," was published in nine languages.



## Our 2nd responsibility

# Environmental Conservation and Realizing a Sustainable Future

As a manufacturer, DNP always considers how to coexist with the Earth's environment. The most urgent problem facing humanity in the 21st century (sometimes called "the environment century") is how to coexist with nature and preserve its gifts so that we can pass them on to the next generation. One of the values set forth in the DNP Group

Code of Conduct is to help realize a sustainable society so that we can pass on an abundant Earth to future generations. The entire DNP Group is working to achieve that goal, for example by preventing global warming, protecting biodiversity, and using resources efficiently.

### Environmental Targets to Achieve by the Fiscal Term through March 2021

Environmental issue	Target for fiscal term through March 2021
Global warming prevention	Reduce greenhouse gas emissions by 10% worldwide compared to fiscal term ended March 2006
Reducing negative environmental impact of transport	Reduce per-unit fuel usage for transport (amount of transport fuel/net sales) by 1% per year; reduce by 10% compared to term ended March 2011
Volatile organic compounds (VOCs)	Reduce all VOC (except methane) emissions by 35% relative to fiscal term ended March 2011
	Outside Japan, prepare to reduce VOC emissions by introducing helpful technologies and reducing emissions as much as possible in addition to complying with local laws
Industrial waste reduction	Reduce per-unit waste generation (amount of waste generated/production amount) by 20% worldwide compared to fiscal term ended March 2011
	Maintain zero waste generation for DNP Group within Japan
Water conservation	Reduce per-unit water usage (amount of water used/net sales) by 25% worldwide compared to fiscal term ended March 2011
Development and sales of eco-friendly products and services	Achieve 600 billion yen in sales of eco-friendly products and services
Green purchasing	Focus on procuring raw materials; aim for 100% purchasing in line with DNP's Guidelines for Procurement of Paper for Printing and Converting
Environmental conservation	Maintain the maximum concentration of odors at our site perimeters at no more than 70% of the required standard
Office environment	Wastepaper sorting and recovery rate of at least 70% relative to general waste

## TOPICS

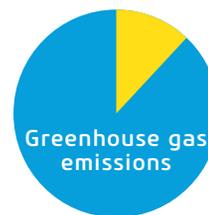


## Environmental Conservation and Realizing a Sustainable Future

Because DNP benefits from nature's bounty in all of our business activities, from procuring raw materials to manufacturing and disposal, etc., we are always thinking about how to coexist with the Earth's environment. The entire DNP Group works together on initiatives aimed at building a sustainable society.

**12%** reduction

(Scopes 1 and 2, in fiscal year ended March 2016 as compared to 2006)





## Respect for Human Dignity and Diversity

The DNP Group Code of Conduct cites respect for human dignity as an important value. Not only among employees, but in every field where our business activities may exert influence, we have determined that absolutely no discriminatory language or action will be tolerated and we work to ensure that this is the case throughout the DNP Group.

Number of overseas locations where we conducted human rights risk assessments:

22  
companies

(April 2015-March 2016)



## Ensuring the Safety and Quality of Products and Services

As a manufacturing enterprise, DNP believes that safety and quality take priority over every other consideration. DNP's basic approach to ensuring safety and quality is to envision the situations in which our products and services will be used, to consider from consumers' point of view what qualities are required, what is safe, and what is easy to use, and to continue making improvements again and again.

\* Practical sessions aimed at innovating manufacturing processes by using industrial engineering methods

On-site practical sessions\* across business sector lines (worldwide):

46  
times

(April 2015-March 2016)



## Promoting Social Responsibility throughout the Supply Chain

DNP works with suppliers to make entire supply chains more socially compatible. If raw materials procurement or manufacturing or other processes deviate from social norms, all of our endeavors will be pointless. DNP uses a variety of management tools aimed at simultaneously creating high-quality value and maintaining a strong awareness of compliance issues.

Number of companies that have assessed compliance with CSR Procurement Criteria:

About  
1,200  
companies

(April 2015-March 2016)



Our 3rd responsibility

## Proper disclosure of information

We believe that if DNP is to continue growing sustainably along with society, it is essential that we build trusting relationships with stakeholders. In order to gain the understanding and sympathy of our various stakeholders, DNP remains accountable by disclosing information in a timely and appropriate manner, and by engaging in dialogue.



## In recognition of its initiatives for preventing climate change, DNP was selected by the Carbon Disclosure Project (CDP), for inclusion in its top-rated "A list" for two consecutive years.



CDP rates listed companies worldwide in terms of their efforts to reduce greenhouse gas emissions and otherwise fight climate change, as well as related information disclosure. In addition to assigning a grade of A-E to express the degree to which companies have adapted their business practices to alleviate climate change, CDP rates them for information disclosure using a scale of 0-100. Worldwide, 115 companies made CDP's "The Climate A List 2015," and DNP was one of the eight Japanese companies selected. DNP was also ranked a very high 97 for information disclosure.

DNP constructed its own original environmental management system in 1993. We established targets in areas like greenhouse gas emission reduction and effective use of resources and we have worked actively and continuously toward achieving those goals. Regarding greenhouse gas emissions, in addition to setting goals for our own production processes (including long-term goals), we formulated targets for our entire supply chain, in Japan and overseas (Scope 3), and we continue to work at reducing emissions.



# Corporate Governance

“DNP” refers to Dai Nippon Printing Co., Ltd. in this section.  
(As of June 29, 2016)

## 1 Corporate Governance

### Fundamental philosophy

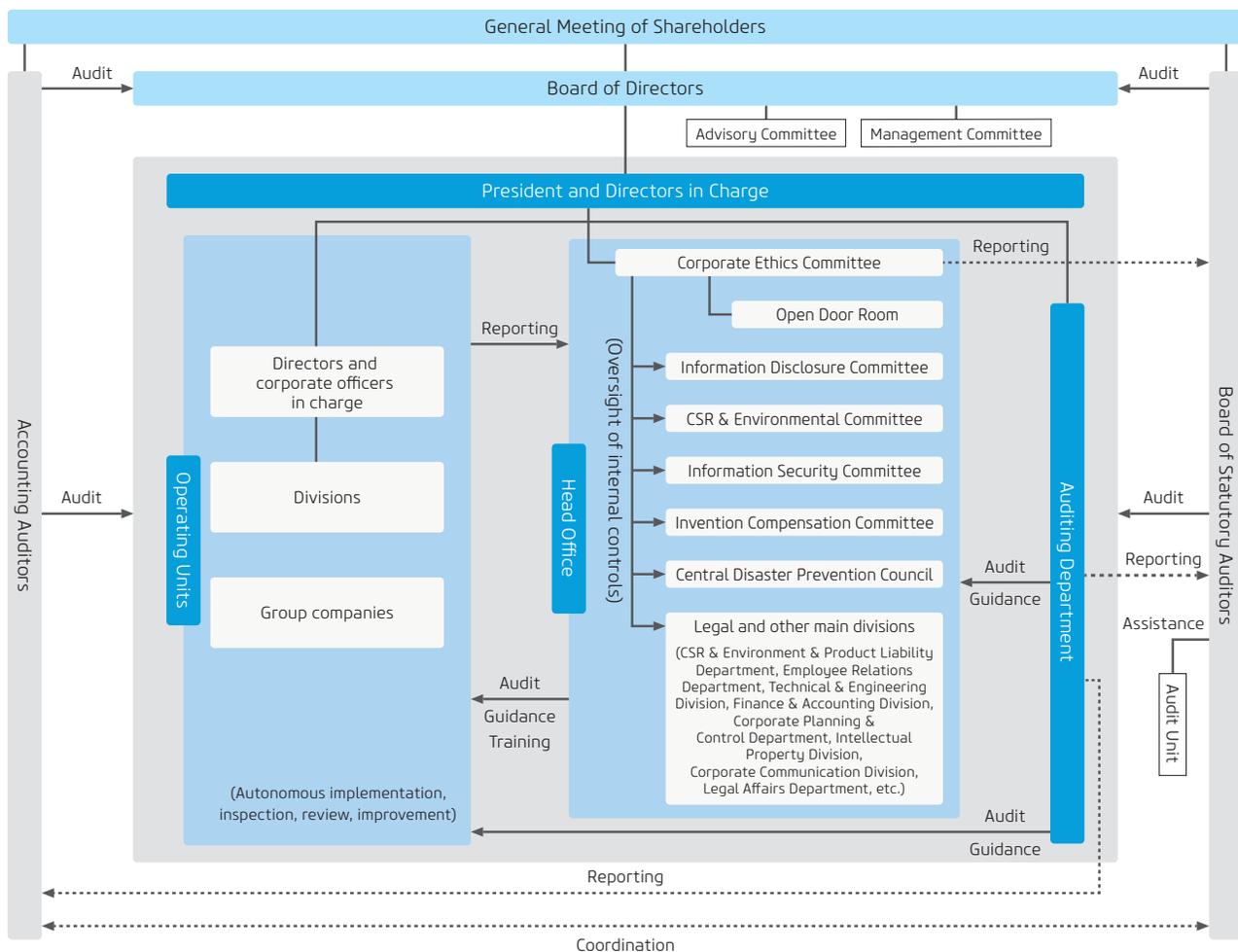
DNP seeks to improve earnings power and capital efficiency in order to support sustained growth and increase enterprise value over the medium to long term. We established the DNP Group Vision 2015, which states our corporate philosophy as: “The DNP Group connects individuals and society, and provides new value.” We are preparing an environment to allow directors to boldly pursue various business opportunities based on a healthy entrepreneurial spirit and to effectively supervise business operations, primarily in the four growth areas of “Knowledge and Communication,” “Food and Healthcare,”

“Lifestyle and Mobility,” and “Environment and Energy.” We recognize that to increase our business competitiveness in the future, we must fulfill our corporate social responsibilities (CSR) and win the trust of our various stakeholders, including shareholders, customers, consumers, and employees. To this end, we regard improvement in corporate governance, including internal control systems, as a top management priority. We establish and operate systems that enable precise managerial decision-making, prompt and appropriate business execution based on these decisions, and supervision and auditing of these processes. We also conduct thorough training and education to improve each employee’s awareness of compliance issues and we strive to improve our overall corporate governance.

### DNP’s corporate governance structure

DNP’s corporate governance and internal control system will have the following structure from June 29, 2016.

<Structure diagram>



## Management and business execution structure, audit structure

- DNP's organization is designed to allow directors with specialized expertise and experience in a wide range of business fields to participate in management decisions, to take responsibility and authority as they execute their work, and to supervise the work of other directors. We are working to enhance our decision making and supervisory capabilities from a company-wide perspective by appointing directors in charge of each management function. Independent outside directors also participate in decision-making in order to facilitate prompt and precise management decisions and smooth execution of those decisions, and to further strengthen proper supervisory functions. Corporate officers appointed by the Board of Directors have the responsibility and authority to execute business decided by the Board of Directors.
- In order to nimbly construct optimal management systems for responding to changes in the business environment, and to further clarify management responsibility for each fiscal year, we set the term of office for directors and corporate officers at one year.
- The Board of Directors consists of 12 directors, including two independent outside directors, and the Board ensures that meetings are run appropriately based on the Board of Directors Regulations. The Board meets once a month, in principle, to discuss and decide on important business matters. Corporate officers may also attend meetings as needed to provide reports. To speed up the Company's activities and make them more efficient, DNP has also established a Management Committee consisting of directors at the senior managing director level and above. The committee meets once a month, in principle, to review and discuss management policies, strategies, and important business matters. Decisions about director compensation, designation of director candidates, and other such matters are made in light of the advice and opinions of an Advisory Committee comprised of independent outside directors in an effort to increase the transparency of the decision making process.
- DNP has in place a Board of Statutory Auditors that consists of five auditors, including one auditor with considerable knowledge of finance and accounting and three outside auditors. In accordance with auditors' prescribed audit criteria and responsibilities, the statutory auditors conduct audits of the directors' management of day-to-day operations and, as necessary, seek information from the directors and corporate officers regarding business operations.
- DNP provides in its Articles of Incorporation for the ability to conclude limited liability agreements based on laws and regulations in order to allow directors (excluding executive directors, etc.) and statutory auditors to adequately fulfill their expected roles and to ensure useful personnel in the future. DNP and its directors (excluding executive directors, etc.) and statutory auditors have concluded agreements that limit the directors' and auditors' liability for damages

within the parameters set forth in Article 423, Paragraph 1 of Japan's Companies Act, so long as they perform their duties in good faith and without serious negligence.

## Reasons for choosing this structure

We ensure that the Board of Directors acts appropriately, agilely, and flexibly by adopting the organizational structure of a company with a Board of Statutory Auditors, as noted above, by introducing an independent outside director and corporate officer system, and by establishing and operating discretionary committees. We believe that adopting this corporate governance structure will allow the Company to sustain growth and increase enterprise value over the medium to long term.

## Internal control and risk management systems

The following provides an overview of the various systems that we have established to ensure appropriate business conduct at DNP and the corporate group comprising DNP and DNP subsidiaries (DNP Group), and an overview of the operation of these systems.

### (1) System for ensuring that directors and employees of DNP and DNP subsidiaries perform their duties in compliance with laws and regulations and the Articles of Incorporation

- a. We established the DNP Group Code of Conduct to govern the conduct of all employees (including directors). We distribute this code to all employees of the DNP Group and conduct training and take other action to promote a full understanding of this code.

#### **{Summary of operation}**

We promote a full understanding of the DNP Group Code of Conduct through various training sessions and other activities carried out mainly by DNP's Corporate Ethics Committee.

- b. In principle, the Board meets once a month. Based on the Company's Board of Directors Regulations, the directors ensure that meetings are appropriately run and supervise each other in day-to-day operations. We appoint independent outside directors to ensure that the Board of Directors performs its duties in compliance with the law. Executive directors exercise their authority according to the Organization Rules, Work Authority Regulations, Proposal System Regulations, and other internal company rules; and they prevent acts in violation of laws, regulations, and the Articles of Incorporation by supervising the business execution of the corporate officers and general managers responsible for DNP's various organizational units.

DNP is a company with a Board of Statutory Auditors. Statutory auditors, including independent outside statutory auditors, audit the performance of duties by directors according to the audit criteria and responsibilities prescribed by DNP's Board of Statutory Auditors.

**(Summary of operation)**

The Board of Directors met nine times during the fiscal year ended March 2016. The Board held discussions, made decisions, and took appropriate actions on important matters based on the Board of Directors Regulations. Executive directors exercise their authority according to various rules and regulations, and they supervise the business execution of the corporate officers and general managers responsible for DNP's various organizational units. DNP also appoints two independent outside directors. Statutory auditors audit the performance of duties by directors according to the audit criteria and responsibilities prescribed by DNP's Board of Statutory Auditors.

- c. DNP's Corporate Ethics Committee is responsible for establishing and operating systems and other mechanisms to ensure appropriate business conduct within the DNP Group, based on the DNP Group's Basic Compliance Management Regulations.

**(Summary of operation)**

DNP's Corporate Ethics Committee meets once a month, in principle, to oversee the establishment and operation of systems and other mechanisms to ensure appropriate business conduct within the DNP Group.

- d. Under the general oversight of DNP's Corporate Ethics Committee, the Information Disclosure Committee, CSR & Environmental Committee, Information Security Committee, Invention Compensation Committee, Central Disaster Prevention Council, and various head office organizations responsible for specific laws and regulations conduct reviews, provide guidance, and offer training in their areas of specialty to other organizational units and group companies.

**(Summary of operation)**

The various special committees, Central Disaster Prevention Council, and various head office organizations responsible for specific laws and regulations conduct reviews, provide guidance, and offer training as appropriate through field inspections, group training sessions, and other means to other organizational units and group companies.

- e. The general managers of DNP's various organizational units independently determine, implement, check, evaluate, and improve the systems and procedures required for their own units, based on the DNP Group's Basic Compliance Management Regulations and in light of the specific operations of their unit.

**(Summary of operation)**

DNP's various organizational units independently determine and implement the systems and procedures required by their unit. Each organizational unit confirms the operation of these systems and procedures. Each unit compiled the results of its independent checks, evaluations, and improvements made through the end of the fiscal year ended March 2016 into a Unit

Confirmation Report, and provided the report to DNP's Corporate Ethics Committee.

- f. DNP's Auditing Department is independent from operating units, and based on the Internal Audit Regulations, it conducts internal audits and provides guidance to DNP's various organizational units and group companies regarding the establishment and operation of systems and other mechanisms to ensure appropriate business conduct.

**(Summary of operation)**

We established the Auditing Department as an organization that is independent from operating units to conduct internal audits and provide guidance to DNP and DNP Group companies. The results of the Auditing Department's internal audits and guidance are reported to DNP's President, statutory auditors, and accounting auditors.

- g. DNP's Corporate Ethics Committee established the Open Door Room as an internal and external whistleblowing forum for the DNP Group. It also established the Supplier Hotline as a means to receive information from material suppliers and contractors. It uses these to obtain information about legal violations and other such actions by employees and to respond to this information (including by not providing unfair treatment to whistleblowers).

**(Summary of operation)**

We seek to publicize and gain widespread recognition of this whistleblower system and to use it appropriately.

- h. We establish, operate, evaluate, and report on internal controls for financial reporting based on the Basic Policy and Basic Plan for Establishing, Operating, and Evaluating Internal Controls for Financial Reporting, as stipulated by DNP's Board of Directors. We thereby ensure compliance with laws and regulations and reliability in financial reporting.

**(Summary of operation)**

DNP works to ensure compliance with laws and regulations and reliability in financial reporting by establishing internal controls and evaluating their operation based on the Basic Policy and Basic Plan for Establishing, Operating, and Evaluating Internal Controls for Financial Reporting.

- i. To sever relations with antisocial forces, we stipulate in the DNP Group Code of Conduct that the company shall not engage in any activities with antisocial forces. In addition to complying with this stipulation, should a business partner be revealed as an antisocial force, we will pursue an arrangement among our various business partners that enables a severing of this relationship. The DNP Group will also strengthen ties with outside organizations, including the police and law offices, to guard against inappropriate demands made by antisocial forces.

**(Summary of operation)**

In an effort to sever relations with antisocial forces, if DNP finds that a business partner is an antisocial force, we will actively pursue an arrangement among our various business partners that enables a severing of this relationship. We are also working to strengthen ties with outside organizations, including the police and law offices, to guard against inappropriate demands made by antisocial forces.

**(2) Regulations and other systems for managing the risk of losses at DNP and DNP subsidiaries**

To manage risks that could have a serious impact on the business of the DNP Group, including those related to compliance, information security, environment, disasters, product safety, insider trading, and export control, DNP's Corporate Ethics Committee, various special committees, and other head office organizations establish regulations and conduct training in an effort to prevent risks from occurring. When risks do occur, we respond quickly to avoid or minimize losses to the DNP Group. Additionally, under the general oversight of DNP's Corporate Ethics Committee, we regularly take inventory of risks and designate organizations and responsible directors to quickly respond to any new risks that could have a serious impact on our business.

**(Summary of operation)**

DNP's Corporate Ethics Committee, various special committees, and other head office organizations identify risks that could have a serious impact on our business and designate organizations and responsible directors to respond to these risks. Special committees and head office organizations evaluate compliance in relation to these risk and work to prevent risks from occurring.

**(3) System for ensuring that directors of DNP and DNP subsidiaries perform their duties efficiently**

- a. The Board of Directors meets once a month, in principle, and also holds meetings as needed, providing a basic system for ensuring that directors perform their duties efficiently. Additionally, to contribute to fair and efficient decision making, we established the Advisory Committee comprised of independent outside directors to provide advice and opinions on important matters, including director compensation and designation of director candidates. The Management Committee comprised of senior managing and higher directors meets once a month, in principle, to examine and discuss important business matters.

**(Summary of operation)**

In addition to the operation outlined above in (1) b., we established the Advisory Committee in November 2015 to discuss and offer advice and opinions about important matters, including director compensation and designation of director candidates. Additionally, the Management Committee met 10 times during the fiscal

year ended March 2016 to examine and discuss important business matters.

- b. We seek to improve the efficiency of business execution by allowing executive directors to perform their duties based on decisions by the Board of Directors by appropriately delegating authority to the corporate officers and general managers responsible for DNP's various organizational units, within the scope provided for in the Organization Rules, Work Authority Regulations, Proposal System Regulations, and other internal company rules.

**(Summary of operation)**

DNP's Board of Directors reviewed the Board's processes and other matters on March 17, 2016. In line with this review, we amended various related regulations in an effort to enhance the efficiency of business execution by appropriately delegating the authority of executive directors to the corporate officers and general managers responsible for DNP's various organizational units.

- c. To ensure that directors at Group companies perform their duties efficiently, we seek to enhance the efficiency of business execution by providing guidance to enable Group companies, accounting for their size and other specific attributes, to independently hold Board of Directors meetings at their discretion based on the Board of Directors Regulations, and to appropriately delegate authority based on the Organization Rules, Work Authority Regulations, Proposal System Regulations, and other internal company rules.

**(Summary of operation)**

Group companies are working to enhance the efficiency of business execution by directors by establishing appropriate rules in light of their business portfolio, size, and other attributes.

**(4) System for storing and managing information related to the performance of duties by DNP's directors**

We record information related to the performance of duties by directors in the Board of Directors meeting minutes, special committee meeting minutes, proposal documents, other paper documents, and electronic documents. Additionally, in accordance with the Basic Information Security Rules, Document Control Standards, and Electronic Data Control Standards, we appropriately and safely store and manage in an easily searchable format the paper and electronic documents in which this information is recorded for a period of time stipulated in these rules and standards.

**(Summary of operation)**

We record information related to the performance of duties by directors in paper and electronic documents, and appropriately store and manage these documents in the responsible organization according to various regulations.

**(5) System for ensuring appropriate business conduct by the corporate group comprising DNP and DNP subsidiaries**

- a. To ensure appropriate business conduct in the DNP Group, we undertake training and other activities so that all DNP Group employees (including directors) gain a full understanding and perform their work according to the DNP Group Code of Conduct. Concerning the establishment and operation of systems and other mechanisms to ensure appropriate business conduct, we established the DNP Group's Basic Compliance Management Regulations and the Affiliated Company Management Regulations, and provide guidance to Group companies to help them establish their own rules and regulations based on the above.

**{Summary of operation}**

In addition to the operation outlined above in (1) a., Group companies establish their own rules and regulations based on the DNP Group's Basic Compliance Management Regulations and the Affiliated Company Management Regulations.

- b. We confirm that group companies, based on the policies outlined in the preceding item, independently establish various rules and regulations, including Proposal System Regulations, that stipulate matters requiring prior consultation or subsequent reporting with the parent company, accounting for each company's size and other specific attributes; that they establish and operate reporting systems to report to DNP about important business execution by directors and other employees of group companies; and that this business execution complies with laws, regulations, and the Articles of Incorporation and is carried out efficiently. We also provide guidance to help group companies make independent decisions about the systems and procedures they need in light of their business portfolio, size, and other attributes; and to implement, check, evaluate, and improve their systems and procedures.

**{Summary of operation}**

Group companies establish various rules and regulations, including Proposal System Regulations, that stipulate matters requiring prior consultation or subsequent reporting with DNP; and establish appropriate systems in light of their business portfolio, size, and other attributes. Group companies confirmed the operation of these rules, regulations, and systems; compiled a Unit Confirmation Report by the end of the fiscal year ended March 2016; and reported to DNP's Corporate Ethics Committee.

- c. DNP's Auditing Department, Corporate Ethics Committee, various special committees, and other head office organizations conduct audits and checks and provide guidance and training in relation to the implementation of the preceding two items.

**{Summary of operation}**

DNP's Auditing Department, Corporate Ethics Committee, various special committees, and other head office organizations conduct audits and checks and provide guidance and training in relation to the systems of Group companies.

**(6) System for employees who assist DNP's statutory auditors in the performance of their duties and matters related to the independence of these employees from directors**

- a. DNP's Board of Statutory Auditors established the Audit Unit and appoints dedicated staff to assist DNP's statutory auditors in the performance of their duties. To ensure the effectiveness of the instructions given by DNP's statutory auditors to their staff, we grant their staff the authority to appropriately conduct checks and gather information.

**{Summary of operation}**

DNP appoints one dedicated staff member to assist its statutory auditors. We grant this staff the authority to appropriately conduct checks and gather information to ensure the effectiveness of their work.

- b. Audit Unit staff perform their duties under the direction of DNP's statutory auditors. Any personnel evaluation, transfer, reprimand, or other such actions related to this staff requires the consent of DNP's Board of Statutory Auditors.

**{Summary of operation}**

Audit Unit staff are independent from the direction of directors and perform their duties under the direction of DNP's statutory auditors. Any personnel evaluation, transfer, reprimand, or other such actions related to this staff requires the consent of DNP's Board of Statutory Auditors.

**(7) System for directors and employees of DNP and DNP subsidiaries to report to DNP's statutory auditors; policy for expenses incurred as statutory auditors perform their duties; system for other reporting to statutory auditors; and system for ensuring effective auditing by statutory auditors**

- a. DNP's statutory auditors at any time deemed necessary can request that directors and employees of the DNP Group provide a report on the performance of their duties; and the directors, employees, or persons receiving reports from these persons will report promptly when requested by DNP's statutory auditors.

**{Summary of operation}**

Statutory auditors are independent from the direction of directors, and have the authority to request as needed that directors and employees provide reports on business execution at DNP and DNP Group companies. DNP Group directors and employees respond promptly when requested to report by DNP's statutory auditors.

- b. If a DNP director discovers a legal violation or other matter that could significantly damage the DNP Group, the director will report this matter immediately to DNP's statutory auditors.

**{Summary of operation}**

We endeavor to make DNP directors fully aware of their reporting obligations to statutory auditors as stipulated in the Companies Act.

- c. DNP's Auditing Department and Corporate Ethics Committee provide regular reports to DNP's statutory auditors about the details of auditing of the DNP Group and the establishment and operation of systems and other mechanisms to ensure appropriate business conduct in the DNP Group.

**{Summary of operation}**

During the fiscal year ended March 2016, DNP's Auditing Department and Corporate Ethics Committee held meetings with DNP's statutory auditors and provided timely reports to these statutory auditors.

- d. DNP's statutory auditors convene liaison meetings and exchange opinions with statutory auditors at group companies.

**{Summary of operation}**

The statutory auditors of DNP and DNP Group companies convene liaison meetings at their discretion and exchange information and opinions.

- e. DNP bears the costs deemed necessary for its statutory auditors to perform their duties, and DNP's Board of Statutory Auditors can request these costs from DNP both before and after the fact.

**{Summary of operation}**

DNP bears costs related to the work of its statutory auditors within a scope that it deems necessary.

- f. DNP's President conducts regular exchanges of opinion with DNP's Board of Statutory Auditors.

**{Summary of operation}**

During the fiscal year ended March 2016, DNP's President held meetings and exchanged opinions with DNP's Board of Statutory Auditors.

## Internal controls and auditor's auditing

In order to maintain a structure that allows for precise management decision-making, appropriate and prompt execution of business, and inspection and monitoring of these functions, the Corporate Ethics Committee, as the body in charge of internal control, inspects and guides DNP's operating units according to the DNP Group's Basic Compliance Management Regulations, and regularly reports to statutory auditors regarding management conditions. In addition, the Auditing Department (consisting of 11 employees) ensures the propriety of operations by

conducting accounting and operational audits based on Internal Audit Regulations and by providing progress reports to the statutory auditors and the accounting auditor.

The statutory auditors hold regular meetings of the Board of Statutory Auditors, work with other statutory auditors to perform their audit duties, and closely cooperate with the accounting auditors by receiving from them an explanation of the audit plan at the start of the fiscal year, assessing audit operations during the fiscal year as appropriate, and receiving a report of audit results at the end of the fiscal year.

## DNP's outside directors and outside statutory auditors

DNP has two outside directors and three outside statutory auditors. Outside directors and statutory auditors do not have any particular personal relationships, capital relationships, transactional relationships, or other interests with DNP.

The role of outside directors is to supervise inside directors and contribute to improving the transparency and accountability of the Board of Directors by providing management advice based on their judgment. The role of outside statutory auditors is to enhance the propriety of accounting and operational audits and to supervise management.

- Outside director Tadao Tsukada can participate in business decision making from an objective standpoint that is independent from the Company's management team that executes its business, based on keen insight and broad experience as a distinguished academic. Mr. Tsukada owns 2,000 shares of DNP stock.
- Outside director Tsukasa Miyajima can participate in business decision making from an objective standpoint that is independent from the Company's management team that executes its business, based on keen insight and broad experience as a legal professional. Mr. Miyajima owns 1,000 shares of DNP stock.
- Outside statutory auditor Shin-ichi Ikeda is designated as an independent officer and can help bolster auditing based on a broad knowledge gained from business experience at other companies. Mr. Ikeda owns 2,000 shares of DNP stock.
- Outside statutory auditor Makoto Matsuura is designated as an independent officer and can help bolster auditing based on his legal expertise as an attorney.
- Outside statutory auditor Kuniaki Nomura can help bolster auditing based on his legal expertise as an attorney.

DNP established its own Independence Standards for Independent Officers with reference to stock listing rules and other material in order to avoid conflicts of interest with general shareholders when appointing outside directors and outside statutory auditors. These standards are presented below, and we designate all of our outside directors and outside statutory auditors as independent officers as a result of satisfying these standards.

## DNP's independence standards for independent officers

Independent officers must have a neutral position that is independent from DNP's management team; none of the following conditions may apply.

- (1) An executive of DNP or DNP affiliated company (hereinafter, DNP Group) (person to whom this applies during the past 10 years. Persons who have served as a non-executive director or auditor of the DNP Group during the past 10 years may include those who have served as an executive during the 10-year period prior to their appointment as a director or auditor)
- (2) A major supplier of the DNP Group (supplier group [entity belonging to the consolidated group of the direct supplier] that provides products or services to the DNP Group for which the transaction value of the products or services provided to the DNP Group accounts for over 2% of the supplier group's annual consolidated sales or gross revenues in the most recent fiscal year) or an executive thereof
- (3) A major customer of the DNP Group (customer group that receives products and services from the DNP Group for which the transaction value of the products and services provided to the customer group from the DNP Group accounts for over 2% of the DNP Group's annual consolidated sales in the most recent fiscal year) or an executive thereof
- (4) A major lender to the DNP Group (lender providing loans accounting for over 2% of the DNP Group's total consolidated assets in the most recent fiscal year) or an executive thereof
- (5) A consultant, accounting professional, or legal professional (in the case of an organization, a person belonging to said organization) who receives a large amount of monetary or other consideration other than executive compensation from the DNP Group (person who receives consideration other than executive compensation in excess of the larger of an annual amount of ¥10 million or 2% of the person's sales or gross revenues in the most recent fiscal year)
- (6) A major shareholder of DNP (direct or indirect ownership of 10% or more of total voting rights) or an executive thereof
- (7) An executive at an entity in which the DNP Group is a major investor (direct or indirect ownership of 10% or more of total voting rights)
- (8) A person belonging to an auditing company that performs statutory audits for DNP
- (9) A person to whom items (2) through (8) have recently applied (within one year)
- (10) A relative (within second degree of kinship) of a person (excluding insignificant persons) to whom any of items (1) through (5) apply
- (11) An executive at an entity with mutual appointments of outside officers (person to whom this applies during the past 10 years)
- (12) An entity that receives donations from DNP (average donation during the past three fiscal years that is the higher of an annual amount of ¥10 million or 2% of the recipient's annual gross revenues) or an executive thereof (person to whom this applies during the past 10 years)

## Compensation paid to directors and statutory auditors

### (1) Total compensation paid by DNP, by category of director/statutory auditor, total compensation by type, and the number of directors and statutory auditors covered

Category of director/ statutory auditor	Total compensation (¥ million)	Total compensation by type (¥ million)		Number of directors and statutory auditors covered
		Base compensation	Bonus	
Directors (excluding outside directors)	1,244	1,103	141	16
Statutory auditors (excluding outside auditors)	64	64	—	4
Outside directors and auditors	105	105	—	5

Notes: 1. Bonuses are provisions for bonuses for directors and statutory auditors for the fiscal year ended March 2016.

2. There were 16 internal directors, two internal statutory auditors and five outside directors as of the end of the fiscal year ended March 2016.

## (2) Company directors and total compensation

Name (director type)	Total compensation (¥ million)	Company	Total compensation by type (¥ million)	
			Base compensation	Bonus
Yoshitoshi Kitajima (Director)	328	Dai Nippon Printing Co., Ltd.	306	22
Koichi Takanami (Director)	129	Dai Nippon Printing Co., Ltd.	116	12
Masayoshi Yamada (Director)	129	Dai Nippon Printing Co., Ltd.	116	12

Notes: 1. Total compensation is shown only for those with compensation of at least 100 million yen.

2. Bonuses of Dai Nippon Printing Co., Ltd. are the amounts expected to be paid as bonuses for the fiscal year ended March 2016.

### (3) Policies regarding the determination of compensation for directors and statutory auditors

Compensation for directors is calculated within the limits on directors' compensation approved at a general meeting of shareholders; is reviewed and discussed by the Management Committee in light of the advice and opinions of the Advisory Committee comprised of independent outside directors; and is deliberated and decided on by the Board of Directors.

Compensation for each director is determined based on a broad range of factors, including the operations they are in charge of, their responsibilities, achievements, and contributions.

Compensation for statutory auditors is calculated within the limits on statutory auditors' compensation, and the compensation of each statutory auditor is determined based on discussions with the statutory auditor.

### Accounting auditing

The names of the certified public accountants who performed the accounting audits, the audit firms they are employed by, and their assistants in the audit work are as follows:

- **Certified public accountants who performed the accounting audits**

Atsushi Sasayama, Hirofumi Nikaido,  
Tsugihiko Tsukakoshi, Yurika Kimura

- **Audit firm**

ARK MEIJI AUDIT & Co.

- **Number of accounting audit assistants**

17 certified public accountants, 3 others

### Matters for resolution by the general meeting of shareholders that can be resolved by the Board of Directors

#### (1) Share buybacks

DNP's Articles of Incorporation specify that the Company may buy back its shares in the open market, in accordance with Article 165, Paragraph 1 of Japan's Companies Act, upon approval by the Board of Directors, in accordance with Article 165, Paragraph 2 of Japan's Companies Act, to allow the Company to use capital more efficiently and implement a flexible capital structure policy in response to changes in business conditions.

#### (2) Exemption of directors from liability

DNP's Articles of Incorporation specify that directors (including former directors) may, by a resolution of the Board of Directors, in accordance with Article 426, Paragraph 1 of Japan's Companies Act, be exempted from liabilities in Article 423, Paragraph 1 of Japan's Companies Act so that the directors can sufficiently carry out their expected responsibilities.

#### (3) Exemption of statutory auditors from liability

DNP's Articles of Incorporation specify that statutory auditors (including former statutory auditors) may, by a resolution of the Board of Directors, in accordance with Article 426, Paragraph 1 of Japan's Companies Act, be exempted from liabilities in Article 423, Paragraph 1 of Japan's Companies Act so that the statutory auditors can sufficiently carry out their expected responsibilities.

#### (4) Interim dividend

DNP's Articles of Incorporation specify that the Company may, by a resolution of the Board of Directors, pay a monetary dividend stipulated in Article 454, Paragraph 5 of Japan's Companies Act to shareholders of record as of September 30 of each year and shareholders with actual stock certificates, so that profits can be flexibly passed on to shareholders.

#### Number of directors

DNP's Articles of Incorporation specify that the number of regular members on the Board of Directors shall be no more than 16.

#### Requirements for shareholder approval of director nominees

DNP's Articles of Incorporation specify that the approval of director nominees requires the attendance of at least one third of shareholders with voting rights and a majority of the votes of these shareholders, and does not depend on cumulative votes.

#### Requirements for shareholder approval of special resolutions

DNP's Articles of Incorporation specify that the approval of special resolutions stipulated in Article 309, Paragraph 2 of Japan's Companies Act requires the attendance of at least one third of shareholders with voting rights and at least two thirds of the votes of these shareholders, so that the shareholders' meetings can run smoothly.

## Stockholdings

### (1) Stocks held for reasons other than for pure investment purposes

No. of stocks: 370

Total on the balance sheet: 301,988 million yen

### (2) Holding category, company name, number of shares, amount recorded on the balance sheet, and holding purpose of stocks held for reasons other than for pure investment purposes

(Fiscal year ended March 2015)

Stocks held for reasons other than pure investment purposes

Company name	Number of shares	Amount recorded on balance sheet (¥ million)	Holding purpose
Recruit Holdings Co., Ltd.	37,700,000	141,375	Enhance business relationship
The Dai-ichi Life Insurance Co., Ltd.	6,606,600	11,531	Enhance business relationship
Ezaki Glico Co., Ltd.	1,614,101	7,844	Enhance business relationship
Asahi Group Holdings, Ltd.	1,860,029	7,093	Enhance business relationship
Terumo Corporation	2,202,000	6,980	Enhance business relationship
Taisho Pharmaceutical Holdings Co., Ltd.	692,700	6,192	Enhance business relationship
YAKULT HONSHA CO., LTD.	701,000	5,867	Enhance business relationship
Mizuho Financial Group, Inc.	27,134,319	5,728	Enhance business relationship
CALBEE, Inc.	1,032,800	5,391	Enhance business relationship
NISSIN FOODS HOLDINGS CO., LTD.	898,711	5,311	Enhance business relationship
YAMATO HOLDINGS CO., LTD.	1,660,600	4,603	Enhance business relationship
Meiji Holdings Co., Ltd.	282,200	4,134	Enhance business relationship
Aica Kogyo Co., Ltd.	1,293,743	3,622	Enhance business relationship
Toyo Suisan Kaisha, Ltd.	794,980	3,362	Enhance business relationship
NSK Ltd.	1,814,000	3,189	Strengthen business alliance
FUJIFILM Holdings Corporation	685,965	2,933	Enhance business relationship
NuFlare Technology, Inc.	500,000	2,670	Strengthen business alliance
Mitsubishi Chemical Holdings Corporation	3,598,790	2,514	Strengthen business alliance
Daikin Industries, Ltd.	300,000	2,413	Enhance business relationship
Lion Corporation	3,140,665	2,298	Enhance business relationship
TOSHIBA CORPORATION	4,547,000	2,292	Strengthen business alliance
ROHM Co., Ltd.	268,893	2,212	Enhance business relationship
Hakuhodo DY Holdings Inc.	1,720,000	2,199	Enhance business relationship
Mitsubishi Electric Corporation	1,300,000	1,857	Enhance business relationship
Sapporo Holdings Limited	3,796,388	1,807	Enhance business relationship
Mitsubishi UFJ Financial Group, Inc.	2,399,760	1,784	Enhance business relationship
SMK Corporation	3,200,000	1,667	Enhance business relationship
Ajinomoto Co., Inc.	630,931	1,662	Enhance business relationship
Tosoh Corporation	2,609,000	1,581	Strengthen business alliance
Isetan Mitsukoshi Holdings Ltd.	783,600	1,557	Enhance business relationship
KUBOTA Corporation	774,000	1,472	Enhance business relationship
Shiseido Co., Ltd.	677,619	1,445	Enhance business relationship
Hulic Co., Ltd.	1,040,000	1,405	Enhance business relationship
Kobayashi Pharmaceutical Co., Ltd.	156,445	1,345	Enhance business relationship
Kikkoman Corporation	350,940	1,338	Enhance business relationship
Senshukai Co., Ltd.	1,511,663	1,315	Enhance business relationship
MORINAGA & CO., LTD.	2,965,000	1,251	Enhance business relationship
NIPPON STEEL & SUMITOMO METAL CORPORATION	3,905,768	1,181	Strengthen business alliance
KDDI Corporation	142,200	1,160	Enhance business relationship

## Stocks held in trust or other legal entity while retaining voting rights or voting instruction rights

Company name	Number of shares	Amount recorded on balance sheet (¥ million)	Holding purpose
Terumo Corporation	3,861,000	12,239	Hold voting instruction rights for shares in retirement benefit trust
Astellas Pharma Inc.	4,568,850	8,989	Hold voting instruction rights for shares in retirement benefit trust
TV Asahi Holdings Corporation	4,030,000	8,080	Hold voting instruction rights for shares in retirement benefit trust
Japan Tobacco Inc.	1,000,000	3,800	Hold voting instruction rights for shares in retirement benefit trust

Note: Specified stocks and stocks held in trust with voting rights are not added together when selecting stocks with the largest amounts as recorded in the balance sheet.

**(Fiscal year ended March 2016)**

## Stocks held for reasons other than pure investment purposes

Company name	Number of shares	Amount recorded on balance sheet (¥ million)	Holding purpose
Recruit Holdings Co., Ltd.	35,700,000	122,629	Enhance business relationship
Ezaki Glico Co., Ltd.	1,614,656	9,316	Enhance business relationship
The Dai-ichi Life Insurance Co., Ltd.	6,606,600	9,001	Enhance business relationship
Terumo Corporation	2,202,000	8,885	Enhance business relationship
Asahi Group Holdings, Ltd.	1,860,029	6,523	Enhance business relationship
Taisho Pharmaceutical Holdings Co., Ltd.	692,700	6,178	Enhance business relationship
Meiji Holdings Co., Ltd.	564,400	5,107	Enhance business relationship
NISSIN FOODS HOLDINGS CO., LTD.	898,711	4,754	Enhance business relationship
Mizuho Financial Group, Inc.	27,134,319	4,561	Enhance business relationship
Lion Corporation	3,140,665	3,985	Enhance business relationship
YAMATO HOLDINGS CO., LTD.	1,660,600	3,731	Enhance business relationship
YAKULT HONSHA CO., LTD.	701,000	3,494	Enhance business relationship
Dexerials Corporation	3,125,000	3,475	Strengthen business alliance
Toyo Suisan Kaisha, Ltd.	794,980	3,211	Enhance business relationship
Aica Kogyo Co., Ltd.	1,293,743	3,058	Enhance business relationship
FUJIFILM Holdings Corporation	685,965	3,053	Enhance business relationship
Daikin Industries, Ltd.	300,000	2,523	Enhance business relationship
Hakuhodo DY Holdings Inc.	1,720,000	2,193	Enhance business relationship
Sapporo Holdings Limited	3,796,388	2,125	Enhance business relationship
NSK Ltd.	1,814,000	1,868	Strengthen business alliance
SMK Corporation	3,200,000	1,849	Enhance business relationship
Shiseido Co., Ltd.	677,619	1,702	Enhance business relationship
MORINAGA & CO., LTD.	2,965,000	1,698	Enhance business relationship
Ajinomoto Co., Inc.	630,931	1,602	Enhance business relationship
Kobayashi Pharmaceutical Co., Ltd.	157,054	1,551	Enhance business relationship
Mitsubishi Electric Corporation	1,300,000	1,533	Enhance business relationship
Kikkoman Corporation	350,940	1,298	Enhance business relationship
KDDI Corporation	426,600	1,282	Enhance business relationship
ROHM Co., Ltd.	269,474	1,277	Enhance business relationship
PILOT CORPORATION	297,400	1,275	Enhance business relationship
Mitsubishi UFJ Financial Group, Inc.	2,399,760	1,251	Enhance business relationship
NuFlare Technology, Inc.	250,000	1,246	Strengthen business alliance
Tosoh Corporation	2,609,000	1,234	Strengthen business alliance

## Stocks held in trust or other legal entity while retaining voting rights or voting instruction rights

Company name	Number of shares	Amount recorded on balance sheet (¥ million)	Holding purpose
Terumo Corporation	3,861,000	15,579	Hold voting instruction rights for shares in retirement benefit trust
TV Asahi Holdings Corporation	4,030,000	8,136	Hold voting instruction rights for shares in retirement benefit trust
Japan Tobacco Inc.	1,000,000	4,690	Hold voting instruction rights for shares in retirement benefit trust
Astellas Pharma Inc.	2,284,000	3,418	Hold voting instruction rights for shares in retirement benefit trust

Note: Specified stocks and stocks held in trust with voting rights are not added together when selecting stocks with the largest amounts as recorded in the balance sheet.

**(3) Stocks held for pure investment purposes**

None

## 2 Compensation Paid to Accounting Auditors

### Compensation paid to accounting auditors

	Fiscal year ended March 2015		Fiscal year ended March 2016	
	Compensation for audit certification (¥ million)	Compensation for other services (¥ million)	Compensation for audit certification (¥ million)	Compensation for other services (¥ million)
Dai Nippon Printing Co., Ltd.	96	—	96	—
Consolidated subsidiaries	127	—	125	—
Total	223	—	221	—

### Other material compensation details

None

### Compensation paid to accounting auditors for services other than auditing work provided to DNP

None

### Determination of compensation for audit services

DNP's compensation for auditing services is determined based on a variety of factors, including the number of expected days for the audit and the company size.

# Board of Directors, Statutory Auditors and Corporate Officers

(As of June 29, 2016)

## President

Yoshitoshi Kitajima

## Executive Vice Presidents

Koichi Takanami

Masayoshi Yamada

Yoshinari Kitajima

## Senior Managing Directors

Masahiko Wada

Tetsuji Morino

Tokuji Kanda

## Managing Directors

Motoharu Kitajima

Takashi Saito

Satoru Inoue

## Directors

Tadao Tsukada\*

Tsukasa Miyajima\*

## Standing Statutory Auditors

Kazunari Tanaka

Naoki Hoshino

Shin-ichi Ikeda\*

## Statutory Auditors

Makoto Matsuura\*

Kuniaki Nomura\*

## Senior Executive Corporate Officers

Sakae Hikita

Kouichi Hashimoto

## Senior Corporate Officers

Shigemi Furuya

Ryuji Minemura

Masato Koike

Masato Yamaguchi

Morihiro Muramoto

Kenji Miya

Toshiki Sugimoto

Naohiko Sugimoto

## Corporate Officers

Kiyotaka Nakagawa

Kazuhiko Takada

Ryota Chiba

Nobuyuki Asaba

Mitsuru Tsuchiya

Hirofumi Hashimoto

Kazuhiko Sugita

Masafumi Kuroyanagi

Daiji Suzuki

Toru Takamatsu

Satoshi Kubota

Souichiro Nishitani

\* Outside directors or auditors



Tetsuji Morino

Yoshinari Kitajima

Koichi Takanami

Yoshitoshi Kitajima

Masayoshi Yamada

Masahiko Wada

Tokuji Kanda