Corporate Governance

Activities of the Auditors Committee

We are organized as a company with a board of corporate auditors, and Auditors Committee makes resolutions and reports on the matters listed below. Audit activities also include attending and sharing opinions at key meetings like the Board of Directors, Executive Management Committee, and Policy Committee, exchanging views with representative directors, outside directors, division general managers, and group general managers, and conducting on-site audits of the head office and key business locations in Japan and abroad.



In addition to these measures, we audit the execution of directors' duties through the review of important documents, investigations into operations and assets, and hearings on the status and results of audits conducted by the accounting auditor and internal audit department. We also hold round table discussions with mid-level and junior employees and Standing Audit & Supervisory Board Member, striving to gather feedback from the field.Regarding subsidiaries, we conduct regular meetings with executives of major domestic and overseas subsidiaries and exchange information through liaison meetings with auditors, thereby strengthening the audit framework for the entire group.

Members	Auditors : 4 (3 of whom are independent outside auditors)
Number of sessions held in FY2025 / Attendance rate	14 meetings held / Attendance rate 100%
Key topics for FY2025	Resolution) Determination of audit policies and audit plans, preparation of audit reports, approval of the reappointment and remuneration of the accounting auditor, etc. Report) Status of system development to ensure the appropriateness of business operations, internal control reports, key audit matters (KAM), etc.

Message from Audit & Supervisory Board Member



Hideki Amano
Audit & Supervisory Board Member (Outside)

Risk Management under the New Medium-Term Management Plan

Fiscal 2026 marks the first year of Medium-Term Management Plan 2028. One of the key planks of this plan is business portfolio transformation with a view to further enhancing corporate value. In addition to deepening our involvement in existing core businesses, we will redirect management resources away from debt toward equity-based business investments. Additionally, we think it essential to actively pursue global expansion.

As each of these entails a high degree of risk, we also assign great importance to practicing risk management. To do so, we must strengthen our management foundations by such means as (1) performing risk analysis and evaluation as well as devising exit strategies at the planning stage; (2) setting and monitoring appropriate KPIs to ensure post-implementation risk management; and (3) rapidly executing the management cycle—including risk reassessment and strategy review—in the event of changes to the plan's underlying assumptions. In the current climate of geopolitical risk, cyberattack risk, and AI-driven swings in competitive advantage, we aim to ensure that risk management is functioning effectively.



Branch/office onsite audit

2 Evaluating the Effectiveness of the Board of Directors

We assess the board's overall effectiveness by analyzing and evaluating the results of an annual questionnaire administered anonymously by an external organization to directors and auditors by a survey firm. This exposes the strengths and weaknesses of our Board of Directors and enables us to improve its performance where needed and enhance our governance standards and corporate value

In order to further elevate the effectiveness of the Board of Directors, we require a broader, more multifaceted understanding of directors and auditors' thoughts, opinions, and requests. To that end, when conducting our FY2025 survey evaluating the Board of Directors' effectiveness, we added some questions and altered* some others.

* Additional and altered questions covered the below subjects

Evaluation of the roles expected of outside directors / Appropriate disclosure concerning management strategy, governance framework, etc. / Development and oversight of structures for promoting constructive dialogue with shareholders and practicing operational risk management / Development and oversight of whistleblowing system / Other

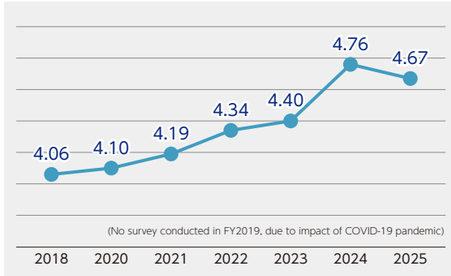
Effectiveness Assessment Process

Honest exchange of opinions and identification of challenges

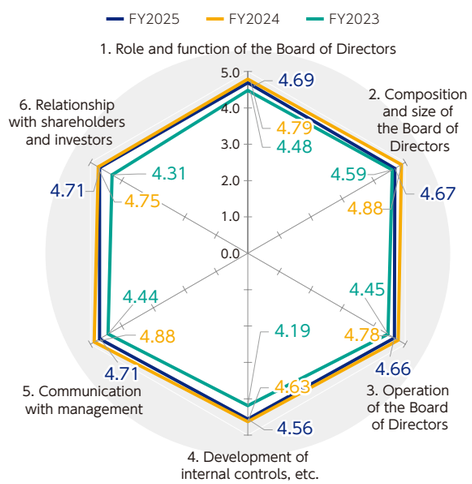
STEP 1	STEP 2	STEP 3	ACTION
Conduct the survey	Report to the Board of Directors	Conduct individual interviews with directors and auditors for purposes of improvement	Implement improvement measures

FY2025 Survey Scores

Overall average score across all survey questions



FY2025 Survey Item Scores (Comparison of Past Three Periods)



(Historical comparison scores are for reference only, as questions were added and changed in FY2025)

Key Actions Taken in FY2025 Based on FY2024 Evaluation Results

	Item	Main Response Examples
1	Role and function of the Board of Directors	**Enhancement of training content for outside directors** ・Opportunities for outside directors to attend external seminars
3	Operation of the Board of Directors	**Further enhancement of discussions on medium-to long-term management issues and initiatives to promote more active discussions at the Board of Directors.** ・Reporting on progress of Plan 2025 ・Enhancement of discussions surrounding formulation of Plan 2028 ・Explanation of initiatives being undertaken by each of the six operating units ・Incorporating opinions from outside directors regarding agenda-setting ・Review of criteria for submitting matters to the Board through amendments to the Board of Directors rules ・Development of system for monitoring business portfolio transformation
5	Communication with management	**Providing information to facilitate outside directors' understanding of the company** ・Facility tour at customer of Mizuho-Toshiba Leasing Company, Limited/Interaction with branch employees ・Weekly provision of competitor information
6	Relationship with shareholders and investors	**Enrichment of discussion regarding feedback on investor opinions and response policy** ・Reports to the Board of Directors on feedback and evaluations from institutional investors and analysts obtained through financial results briefings and IR activities

Positive feedback from FY2025 survey (concerning Items 1 and 5 above)

- The company offers online training conducted by an external organization. I undertook this training and found it to be extremely useful, covering numerous topics that outside directors should be made aware of in a timely manner.
- Onsite inspection tours for outside directors are designed to reflect the viewpoint of the entire Mizuho Leasing Group, and the scope of these tours is improving year by year.