

CORPORATE GOVERNANCE

In order to realize Bandai Namco’s Purpose of “Fun for All into the Future,” the Company and the Group sufficiently understand the importance of various stakeholders related to the Company and have a basic management policy of maximizing the Company’s corporate value and its shareholders’ common interests over the medium to long term.

In addition, the Company believes that construction of a solid management foundation (corporate governance) is imperative to succeed in the fast-changing world of entertainment. Based on this belief, the Company has established the Basic Philosophy on Corporate Governance. Furthermore, we truly embrace the intent and spirit of the Corporate Governance Code, and our initiatives regarding each principle of the code are disclosed in the Basic Philosophy on Corporate Governance and Initiatives Related to the Corporate Governance Code.*



* For more information, please visit the Company’s website.
https://www.bandainamco.co.jp/en/sustainability/governance/corporate_governance/index.html

Corporate Governance System

Strengthening of management oversight functions



Number of Audit & Supervisory Committee members

3/14

Number of independent outside Directors

5/14

All the outside directors meet the Company’s Standards for the Independence of Outside Directors and have been registered to the Tokyo Stock Exchange as independent officers pursuant to the regulations established by the Tokyo Stock Exchange.

Terms of Office of Directors

Directors who are not Audit & Supervisory Committee members

1 Year or Less

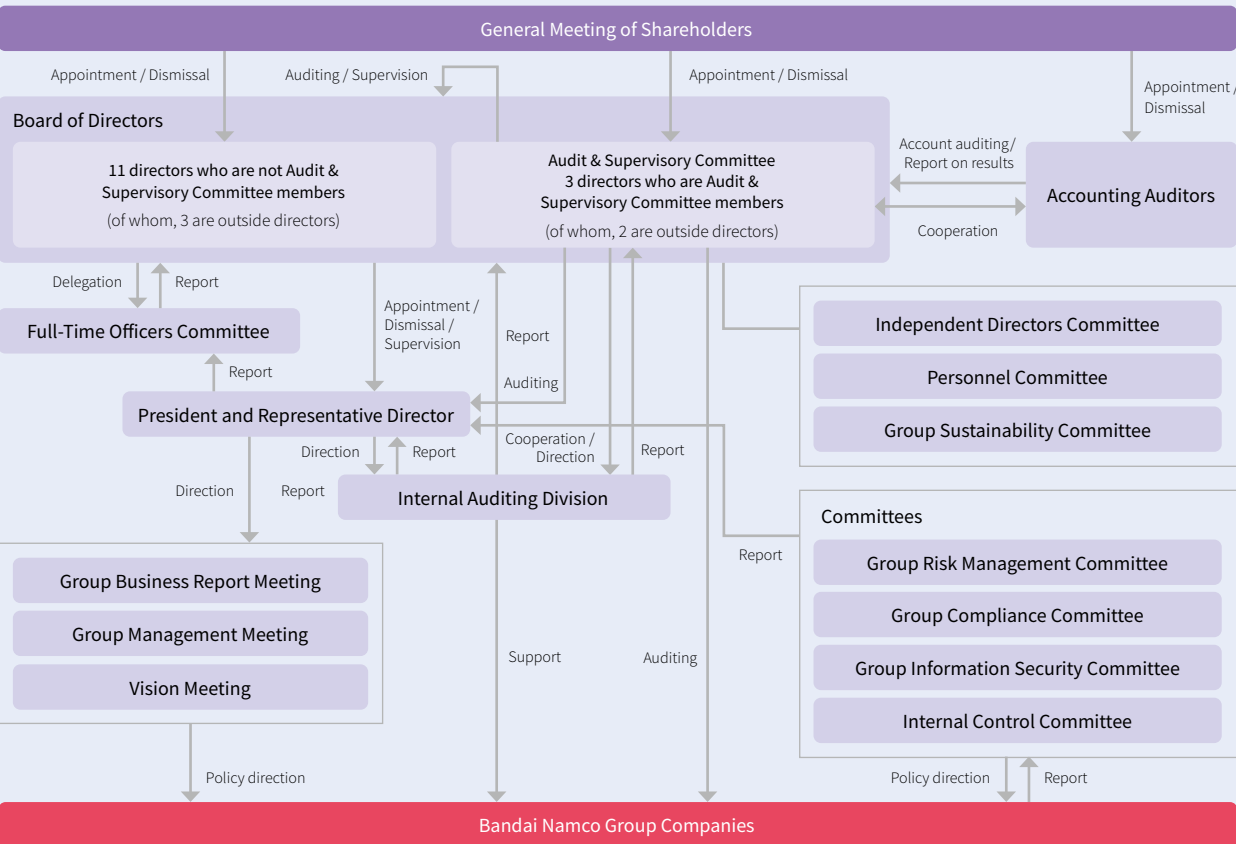
Directors who are Audit & Supervisory Committee members

2 Years or Less

Organizational Structure

Company with audit and supervisory committee

Reason for adoption: Directors who are Audit & Supervisory Committee members will have the right to vote at meetings of the Board of Directors. Accordingly, the Company concluded that it would be possible to strengthen the Board auditing and supervisory functions.



As of June 22, 2026

Corporate Governance Structure and Reasons for Adopting Said Structure

The Company adopted a company with audit and supervisory committee structure. As a result, while working to strengthen the corporate governance system, the Company is working to further enhance its corporate value by carrying out swifter decision-making and business execution through the delegation of partial authority related to business execution to the Full-Time Officers Committee. In addition, to complement the management oversight function, the Company has a basic policy that one-third or

more of its directors shall be outside directors and that all outside directors shall be independent outside directors.

Directors who are Audit & Supervisory Committee members audit and supervise the Board of Directors. In addition, independent outside directors, based on their high levels of independence and specialized knowledge, fulfill their own roles from an objective, neutral position. In this way, the Company has established a system that enables them to contribute to the bolstering of its corporate governance system.

Board of Directors

The representative directors of the business management companies primarily serve concurrently as directors of the Company. This contributes to strengthening collaboration between the holding company and the operating companies, as well as among the operating companies, and facilitates swift decision-making as a Group. Of the 14 directors on the Board of Directors, five meet the conditions for independent, outside directors. They are working to strengthen the management supervisory function. Specifically, they provide insight based on their extensive experience and broad knowledge, from a perspective independent of business execution through means such as attending Board of Directors meetings. In these ways, they play an important role in the decision-making process.

Of the three directors who are Audit & Supervisory Committee members (including one who is full time), two meet the conditions for independent outside directors. They work together and monitor the Company’s internal control situation on a daily basis. Specifically, they provide insight based on their extensive experience and broad knowledge from a perspective independent of business execution through means such as attending meetings of the Audit & Supervisory Committee and the Board of Directors. In these ways, they play an important role in the decision-making process. Their activities as outside directors play an important role in the Company’s management decision-making, and the Company believes that their appointment is appropriate.

Main Senior Management Meetings

As shown in the table below, the Company holds a variety of senior management meetings and has established a system that facilitates rapidly tracking and responding to Group management information.

Meeting Name	Chair	Schedule	Agenda/Objective	Participants
Board of Directors	President and Representative Director Yuji Asako	Monthly and otherwise as needed	Decisions/reports on matters stipulated by law, matters to be resolved in accordance with Chart of Authority, reports on the status of business execution, discussions from a medium- to long-term perspective on the Group’s overall strategy, and reports regarding sustainability, crisis management, and compliance	Directors, other designated individuals
Full-Time Officers Committee	President and Representative Director Yuji Asako	Twice per month	Decisions/reports on matters for which authority has been delegated from the Board of Directors; decisions/reports in accordance with Chart of Authority; reports on the status of business execution	Full-time directors; representative directors of business management companies, etc.; other designated individuals
Group Business Report Meeting	Director Takashi Tsuji	4 times per year	Group numerical reports, Unit reports and regional management company reports, risk information, other matters to be reported	Directors, representatives of regional management companies, other designated individuals
Independent Directors Committee	Director (Outside) Toshio Shimada	Annually	From a position independent of the Board of Directors, provision of evaluations, opinions, proposals, etc., regarding the effectiveness of the supervisory function over the Board of Directors, reflecting the perspectives of enhancing corporate governance and corporate value	Outside directors, secretariat (external, third-party specialist organization)
Personnel Committee	Director (Outside) Toshio Shimada	As appropriate	Personnel matters for Group officers, officer compensation, reporting of evaluations and opinions regarding human resource synergies	Outside directors (excluding Audit & Supervisory Committee members), representatives from the Audit & Supervisory Committee, representative director
Group Sustainability Committee	President and Representative Director Yuji Asako	Twice per year	Discussions and sharing of information related to the Group’s important sustainability strategies; consideration of matters to be resolved and matters to be reported at meetings of the Board of Directors as well as other deliberations; overall supervision of the Group Sustainability Subcommittee; overall supervision of progress with material issues for each Unit and affiliated business company	Full-time directors; representative directors of business management companies, etc.; other designated individuals
Group Management Meeting	President and Representative Director Yuji Asako	8 times per year	Discussions about Group management issues and Mid-term Plans; deliberations regarding issues extending across Units; deliberations regarding other Group management issues and strategies; deliberations regarding Groupwide policies, medium- to long-term prospects, etc.	Full-time directors (excluding Audit & Supervisory Committee members), and representative directors of business management companies, etc.; other designated individuals
Vision Meeting	President and Representative Director Yuji Asako	Twice per year	Deliberations about what the Group aims to be and medium- to long-term targets; deliberations about addressing ongoing issues	Directors, other designated individuals
Group Risk Management Committee	President and Representative Director Yuji Asako	As appropriate	Discussions aimed at strengthening the Group’s risk management and crisis management frameworks and evaluating and addressing Group risks; determining response policies to be adopted by the Group in the event of a crisis; and decision-making related to resolving such situations	Full-time directors; representative directors of business management companies; other designated individuals
Group Compliance Committee	President and Representative Director Yuji Asako	As appropriate	Discussions to strengthen the Group’s compliance framework; collection of information and sharing of analyses related to legal or regulatory violations within the Group; determination of response policies to be adopted by the Group; and decision-making related to resolving such situations	Full-time directors, other designated individuals
Group Information Security Committee	Director Noriko Fujita	As appropriate	Decision-making, reporting on implementation, and sharing of information regarding the Group’s overall information security activities	CISO (chief information security officer), other designated individuals
Internal Control Committee	President and Representative Director Yuji Asako	As appropriate	Formulation policies for establishing and assessing internal controls within the Group, sharing of information, monitoring of activities, and submission of internal control reports.	Full-time directors

Note: Planned to be held in FY2023.

CORPORATE GOVERNANCE

Policies and Processes for Appointing Candidates for Directors

Basic Policies for Appointing Candidates for Directors

The appointment of directors is based on candidates possessing broad knowledge and experience required for decision-making on Company management, as well as possessing the track record and insight in the fields and businesses they have experience in that are required to provide management oversight. In addition, one-third or more of directors will be outside directors, and all of the outside directors will be independent outside directors.

Appointment of Independent Outside Director Candidates

Decisions are made with consideration for a composition that has an appropriate balance of, for example, corporate managers with extensive management experience, professionals with extensive experience in the financial and capital markets, experts with deep knowledge of corporate strategy, attorneys-at-law who have thorough knowledge regarding compliance and other aspects of internal control, and certified public accountants and certified public tax accountants who are well-versed in accounting and tax practices.

Process for Appointing Candidates for Directors (Excluding Audit & Supervisory Committee Members)

The Personnel Committee, of which the chair and a majority of the members are independent outside directors, is convened on a discretionary basis to act as a forum for debate and receive recommendations based on the respective candidates' achievements and knowledge, and the independent outside directors conduct interviews with new director candidates (excluding Audit & Supervisory Committee members) before a decision is made at a Board of Directors' meeting.

Policies and Process for the Appointment of Directors who are Audit & Supervisory Committee Members

The necessary abilities, experience, and personality, etc., are considered, and decisions are made by the Board of Directors after reaching an agreement with the Audit & Supervisory Committee.

Independent Directors Committee

To evaluate from an objective standpoint whether the Board of Directors is functioning appropriately, the Company has formed the Independent Directors Committee. This committee comprises just five independent outside directors, and its secretariat function is provided by an

independent third-party professional organization. This arrangement facilitates the maintenance of a more effective oversight function in the Board of Directors.

Outside Directors

Of the Company's 14 directors, five are outside directors, and all of the outside directors are independent outside directors. In this way, the Company is working to strengthen the management oversight function.

The Company has established Standards for the Independence of Outside Directors, and outside directors are appointed in accordance with those standards. In the Company's judgment, the outside directors meet those standards, there is no concern that they will have a conflict of interest with general shareholders, and they possess high levels of independence. Accordingly, the Company has notified the Tokyo Stock Exchange (TSE) that they are all independent directors in accordance with TSE regulations.

The status of audits by internal auditors, audits by the Audit & Supervisory Committee, and account audits are reported to the Board of Directors. By attending meetings of the Board of Directors, the outside directors (excluding Audit & Supervisory Committee members) track the status of these audits and work to maintain close ties. In addition to tracking the status of internal audits reported at meetings of the Board of Directors, outside directors (Audit & Supervisory Committee members) track the status of audits by the Audit & Supervisory Committee at

meetings of the Audit & Supervisory Committee and work to maintain cooperative relationships with those conducting internal audits and Audit & Supervisory Committee audits.

In addition, all directors who are Audit & Supervisory Committee members receive explanations from the independent auditors of the status of account audits on a quarterly basis. In this way, they track the status of these audits and maintain cooperative relationships with those conducting account audits.

Furthermore, through matters brought to the Board of Directors, outside directors track the status of internal control departments and provide advice. In addition, they attend the Group Business Report Meeting, where reports on the status of the Group's operations are made; work to strengthen the supervisory function; and provide advice as needed.

Moreover, as an outside director support system, the Corporate Planning Division provides support. In regard to the communication of information from the Corporate Planning Division, in principle, materials are sent prior to meetings of the Board of Directors and explanations are provided as needed.

Evaluations of the Effectiveness of the Board of Directors

With the objectives of enhancing the effectiveness of the Board of Directors and increasing corporate value, evaluations of the effectiveness of the Board of Directors are conducted periodically. Specifically, questionnaires regarding evaluation items that have been determined in advance are implemented, and responses are obtained from all directors.

Then, the Independent Directors Committee conducts analysis and verification based on the results and provides their opinions to the Board of Directors. Based on these opinions, the Board confirms the direction of future discussions and initiatives.

Overview of Evaluation Results of the Effectiveness of the Board of Directors in FY2026.3

Based on the Board effectiveness evaluation conducted, the foundation supporting the functions of the Board of Directors and the effectiveness of directors were recognized as generally sufficient, with high evaluations of the Board's culture and role of the chair. Meanwhile, it was agreed,

particularly among the independent outside directors, that the Board of Directors needs to tackle issues in terms of long-term management policies, such as ensuring agile reviews of business strategies and strengthening risk management.

Suggestions

During the current Mid-term Plan period, the following discussions will be conducted to ensure the sustainable enhancement of corporate value.

- The current status and future direction of the IP axis strategy will be reviewed, and discussions will be held from a medium- to long-term perspective on its evolution to meet changing times.
- The medium- to long-term issues identified through these discussions will be examined from both offensive perspectives (new opportunities) and defensive perspectives (areas that may become vulnerable in the future).

Responses to Suggestions

Apart from meetings of the Board of Directors, Vision Meetings, which provide opportunities for discussions from the diverse perspectives of individual directors, will be utilized to conduct discussions among all directors through the following process. Opinions and issues identified through these discussions will be reflected in various future initiatives and measures. Issues requiring prompt action will be addressed expeditiously based on their level of priority.

- All directors will organize the Group's IP axis strategy and the elements that comprise it in order to deepen their shared understanding.
- All directors will share initiatives related to the IP axis strategy undertaken by each Business Unit, together with the issues identified from a long-term perspective.
- Based on the above, all directors will discuss opportunities for further evolution of the IP axis strategy and potential future vulnerabilities.

Plans for Developing Next-Generation Managers

The Bandai Namco Group is advancing initiatives for the development of next-generation managers, which it views as crucial to achieving sustainable medium- to long-term growth. From a Groupwide, medium- to long-term perspective, we are examining the ideal composition of executives for the Group and how to strategically deploy and develop next-generation managers.

Specifically, we have established selection criteria for next-generation managers, such as their experience, their ability to execute management strategies, and whether they embody the Group's Purpose. Based on these criteria, we update and monitor the development pipeline for next-generation manager candidates at the annual talent review meeting with internal directors and update and share information with the Personnel Committee.

Personnel who are to be developed as next-generation manager candidates are divided into three groups and are then assigned and appointed appropriately, based on which they undergo relevant development programs.

	Assignment and appointment	Development programs
Group 1	Tailored to the individual	Management leadership philosophy program and enhanced individual self-improvement program
Group 2	Experience as a director in charge of multiple businesses	Programs to broaden candidates' perspectives as managers <ul style="list-style-type: none">• Management leader training through interactions with executives from other companies• Special lectures on a wide range of topics by external managers and experts• Training for newly appointed directors
Group 3	Strategic deployment incorporating development <ul style="list-style-type: none">• Have experience in different businesses• Have experience in establishing a new business• Have international business experience• Have experience in management or supervisory division	Transition from a business-focused perspective to a Companywide perspective <ul style="list-style-type: none">• Special lectures on a wide range of topics by external managers and experts

CORPORATE GOVERNANCE

Roles and Duties of the Personnel Committee Related to Officer Remuneration, etc.

Independent outside directors make up a majority of the Personnel Committee, which is an optional committee that is chaired by an independent outside director. The Personnel Committee holds appropriate deliberations about the validity of systems for officer remuneration, including the basic policy for the Group's officer remuneration system, the remuneration framework, the variable remuneration framework, etc. These deliberations are based on objective information related to officer remuneration (most recent system status, trends at other companies, etc.). The committee then submits a report to the Board of Directors. The Company's Board of Directors accepts the report and makes the final decision on the details of the officer remuneration system. In addition, in the

same way, the board of directors for each of the business management companies, etc., accepts the decision of the Company's Board of Directors and makes the final decision on the details of the officer remuneration system for the business management company, etc. In some cases, as necessary in the conduct of deliberations, external remuneration consultants, etc., attend meetings of the Personnel Committee or provide information to the committee. This is intended to provide support for effective deliberations and consensus formation and does not involve any recommendations or other statements concerning the appropriateness of the content of the report to the Board of Directors.

Activities of the Personnel Committee

Composition of the Personnel Committee / Committee Chair

The Company's Personnel Committee has a maximum of seven members, with independent outside directors making up a majority of the members. The chair of the committee is an outside director elected by the outside directors.

Status of Activities of the Personnel Committee

Since the Ordinary General Meeting of Shareholders held in June 2026, the composition of the Personnel Committee is as follows.

People	5 people (4 outside directors and 1 executive director)
Committee chair	Director (Outside) Toshio Shimada
Members	Director (Outside) Yuki Ikuno, Director (Outside) Mikiharu Noma, Director (Audit & Supervisory Committee Member, Outside) Takayuki Komiya, President and Representative Director Yuji Asako

In the decision-making process for the amounts of compensation for FY2026.3, deliberations by the Personnel Committee were held a total of four times. The chair and members all attended on each of these occasions, and the attendance rate was 100%. The major agenda items were as follows.

Meeting dates	Major agenda items
May 14, 2025	<ul style="list-style-type: none">Sustainability evaluations of the Company's FY2025.3 performance-based bonusesPayment amounts for FY2025.3 performance-based bonuses and performance-based share compensation for the Company, business management companies, etc.Calculation method for FY2026.3 performance-based share compensationComposition of the Personnel Committee for FY2026.3
July 16, 2025	<ul style="list-style-type: none">Outside director candidates for FY2027.3Limited liability agreementsMeasures concerning directors residing overseas in connection with the payment of performance-linked bonuses for FY2025.3
November 25, 2025	<ul style="list-style-type: none">Terms of office and related matters for outside directors, Audit & Supervisory Committee members, and corporate auditorsExecutive personnel proposals for FY2027.3Remuneration for the Company's outside directorsSustainability evaluation metrics for performance-linked bonuses for FY2026.3
January 30, 2026	<ul style="list-style-type: none">Executive personnel for FY2027.3FY2027.3 officer remuneration for the Company, business management companies, etc.Board of Directors Skills Matrix for FY2027.3Progress on next-generation managers development initiatives

Matters Related to the Policy Regarding Decisions About the Amount and Calculation Method for Remuneration, etc., for Directors

Basic policy

The basic policy of the remuneration system for the Company's directors (excluding Audit & Supervisory Committee members and outside directors) is to create a remuneration framework that promotes the Company's continuous growth and improves the Company's corporate value over the medium to long term by promoting the sharing of value with shareholders, ensuring objectivity and transparency so that the Company can adequately fulfill its accountability obligations, and fostering a healthy sense of entrepreneurship in the directors while taking into account the level of remuneration that will enable the Company to secure and retain top-grade personnel.

Specifically, the remuneration framework comprises base remuneration as fixed remuneration and performance-based bonuses and performance-based share compensation as variable remuneration. In addition,

Fixed Remuneration (Base Remuneration)

The base remuneration for Company directors (excluding Audit & Supervisory Committee members) is monthly fixed remuneration paid in cash within a specific time period every month. The limit is ¥600 million per year (including a maximum of ¥100 million for outside directors), pursuant to the resolution passed at the 20th Ordinary General Meeting of Shareholders held on June 23, 2025. In addition, Company directors (excluding Audit & Supervisory Committee members and outside directors)

for the directors of the Group's four business management companies (Bandai Co., Ltd., Bandai Namco Entertainment Inc., Bandai Namco Filmworks Inc., and Bandai Namco Experience Inc.) and the directors of Bandai Spirits Co., Ltd., and Bandai Namco Music Live Inc., the basic policy is the same as that of the Company.

Remuneration for the Company's directors who are Audit & Supervisory Committee members and the Company's outside directors comprises base remuneration only in light of their duties. The amount of remuneration for each director who is an Audit & Supervisory Committee member is determined through discussions among directors who are Audit & Supervisory Committee members, and the amount of remuneration for each outside director who is not an Audit & Supervisory Committee member is determined by the Board of Directors.

contribute a fixed proportion of the base remuneration to the shareholding association for directors and officers to purchase the Company's shares. During their term of office, each director continues to hold such shares, as well as shares acquired through performance-based share compensation. The base remuneration for directors who are Audit & Supervisory Committee members is monthly fixed remuneration paid in cash within a specific time period every month with a limit of ¥200 million per year.

Variable Remuneration (Performance-Based Bonuses and Performance-Based Share Compensation)

Both performance-based bonuses and performance-based share compensation for Company directors (excluding Audit & Supervisory Committee members and outside directors) use the Group's consolidated operating profit as an indicator with the aim of directly reflecting the evaluation on

management efforts by the Group's management team in the remuneration amount. In addition, performance-based bonuses incorporate earnings per share (EPS) and sustainability evaluations as indicators to further promote the sharing of value with shareholders.

Performance-Based Bonuses

Performance-based bonuses are calculated within a range of 0% to 200% of the predetermined base amount based on the achievement rates of Mid-term Plan targets, fiscal-year targets, and year-on-year results for the Group's consolidated operating profit as well as year-on-year results for EPS for each fiscal year, with the payment ratio changing within that range depending on the results of sustainability evaluations. If any of the achievement rates is 50% or lower, performance-based bonuses will not be paid.

Sustainability evaluations are conducted for the objective of strengthening the motivation of the eligible directors to address sustainability, and the evaluations are determined by the Board of Directors by examining factors such as the indicators and targets for the Group's material issues (including greenhouse gas emissions and employee engagement) after deliberation by the Personnel Committee, which is an optional committee chaired by an independent outside director and of which a majority of the members are independent outside directors.

Performance-based bonuses will be determined within a limit of the smaller of (i) ¥600 million per year as the limit for cash bonuses or (ii) 1.5% of the profit attributable to owners of parent for the period. The remuneration is paid within a specific time period every year after the end of the relevant fiscal year.

Performance-Based Share Compensation

Performance-based share compensation is provided only when the Group's consolidated operating profit is ¥100 billion or higher, and the payment ratio will be 100% if consolidated operating profit reaches ¥200 billion (the target for the last fiscal year under the Mid-term Plan).

Pursuant to a resolution adopted at the Company's 20th Ordinary General Meeting of Shareholders held on June 23, 2025, the maximum payment amount will be the value of 140,000 shares based on the share price at the time of grant.* Whether any payment is made, and the amount of such payment, will be determined on a fiscal year basis. Under this framework, the number of reference share units is predetermined for each officer rank, and shares of the Company's common share and cash corresponding to the number of payment share units, which are finalized based on the degree of attainment of the consolidated operating profit target, will be delivered or paid. Furthermore, performance-based share compensation will be paid within two months from the day following the day on which the figure of the performance-based indicator (consolidated operating profit of the Group) is finalized.

Furthermore, as of April 2025, the Company expanded the scope of performance-based share compensation to include executive directors at Group companies in Japan, who were not previously eligible, and introduced the Group Performance-Based Share Compensation System, under which shares are delivered or cash is paid when the Group's consolidated operating profit meets the designated threshold for each year.

* Delivery share price is the closing price of the Company's common share on the Tokyo Stock Exchange on the business day immediately preceding the date of the resolution at the Board of Directors' meeting to deliver the Company's common share related to the performance-based share compensation system held within two months from the date of the Ordinary General Meeting of Shareholders pertaining to each fiscal year under evaluation (if the Company's shares were not traded on that day, the closing price on the last day the shares were traded prior to that).

Remuneration Structure

The Company determines the remuneration structure for directors of the Company (excluding Audit & Supervisory Committee members and outside directors) by verifying the level of remuneration based on its performance results and objective benchmarks for management's remuneration obtained from external specialist organizations and by comprehensively taking into consideration the ratio of fixed remuneration to variable remuneration in the annual total remuneration and the ratio of medium- to long-term remuneration in variable remuneration. If the target for the final

year under the Mid-term Plan has been achieved, the ratio of fixed remuneration to variable remuneration in annual total remuneration will be about 30:70. Also, the proportion in annual total remuneration of share-based remuneration, that is the sum of the contribution of a fixed proportion of the base remuneration to the shareholding association for directors and officers and performance-based share compensation will be approximately 50% of total annual compensation.

Procedure for Determining Compensation

The policy, framework, and performance-based mechanism for directors (excluding Audit & Supervisory Committee members and outside directors) will be determined by the Board of Directors after deliberation by the Personnel Committee in order to seek the appropriate involvement and advice of outside directors. Over the course of deliberations by the Personnel Committee, sufficient information is provided to outside directors so that they can perform their analysis, including, for instance, by asking for advice from external specialist organizations where necessary.

In regard to the method of calculating performance-based share compensation, the matter is submitted to the Personnel Committee. A

precondition is that, among committee members, executive directors do not participate in deliberations or the formation of opinions regarding the consultation. Based on the Committee's response, which has received the approval of all independent outside directors, the matter is finalized through a resolution of the Company's Board of Directors. In addition, at business management companies, etc., in accordance with the decisions of the Company's Board of Directors, decisions are made through resolutions of the boards of directors of the respective companies.

Shareholdings

Standards for and Approach to the Classification of Investment Shares

The Company holds cross-shareholdings as investment shares only when they are deemed to contribute to enhancing corporate value. The Company does not hold investment shares for pure investment objective (investment

shares held exclusively with the objective of obtaining profits through stock price fluctuations or share-related dividends).

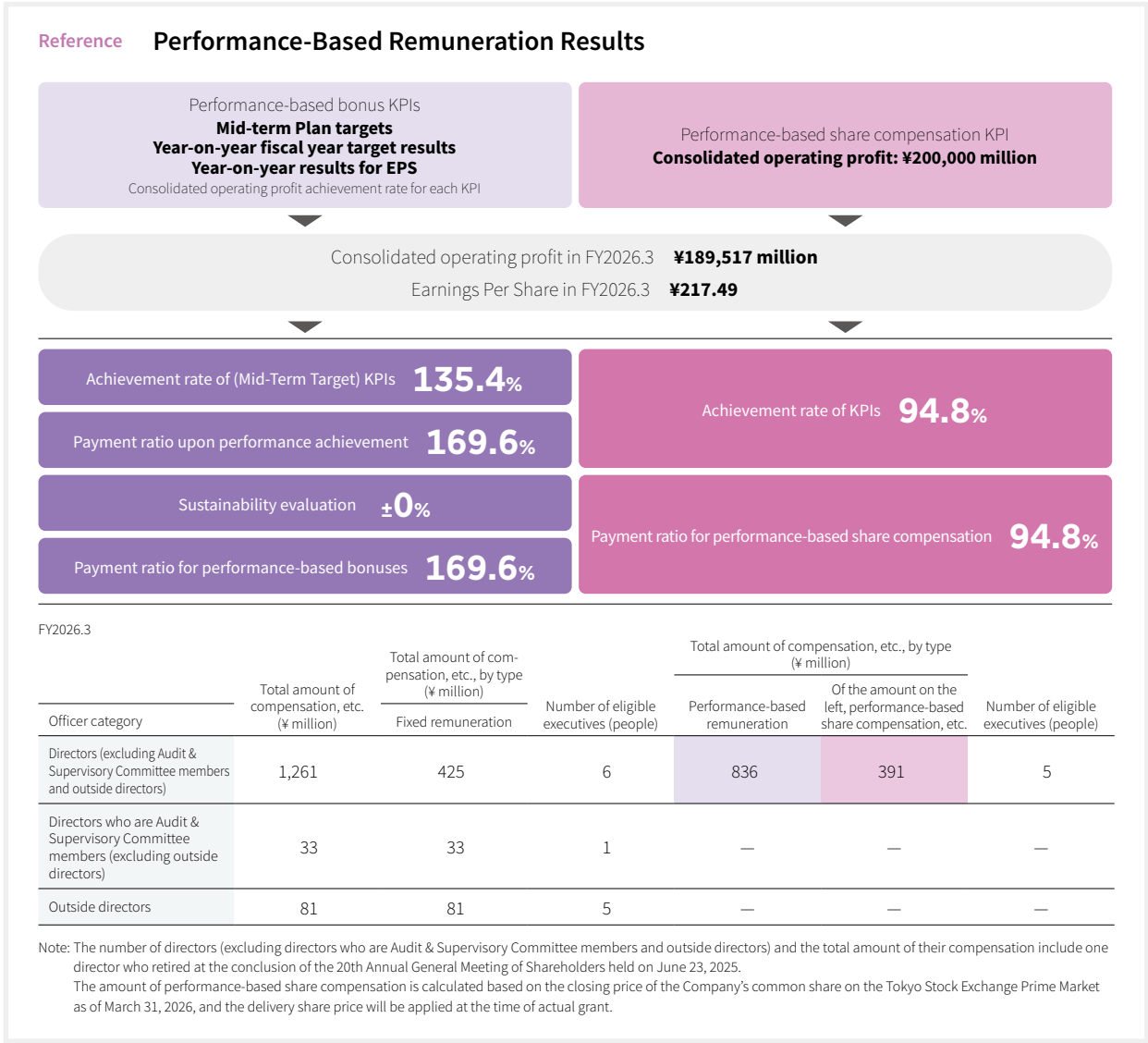
Investment Shares Held for Objective Other Than Pure Investment

Each year, the Company shall implement a sufficient review, including whether or not to continue to hold cross-shareholdings, by the Board of Directors, of all cross-shareholdings from a medium- to long-term perspective, taking into consideration the importance of cross-shareholdings and their economic rationale. The Company shall also reflect the results of these reviews in explanations regarding the objectives of cross-shareholdings, etc. Specifically, reviews are conducted in light of the following perspectives.

- I. The necessity for the enhancement of the Company's corporate value going forward, such as the further strengthening of the IP axis strategy through the creation of IPs or the expansion of business fields.
- II. The level of contribution to the enhancement of the Company's corporate value, such as the current status of transactions or business alliances with the company in question.

- III. The relationship between the benefit of ownership and the Company's cost of capital with respect to the acquisition price of each cross-shareholding.

The Company does not unconditionally agree with the proposals of the companies whose shares it owns. Rather, voting rights are exercised based on whether or not the proposals will contribute to increasing the Company's corporate value through the maintenance and/or bolstering of the business partnership and business relationship with such companies.



Number of Issues and Carrying Amount on the Balance Sheet

	Number of issues	Total carrying amount on balance sheet (¥ million)
Unlisted shares	7	4,324
Shares other than unlisted shares	31	127,288

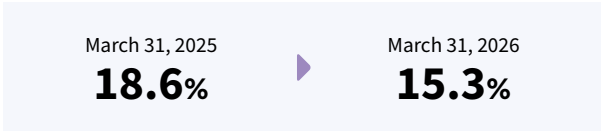
Issues for which the number of shares increased in FY2026.3

	Number of issues	Total Amount of Increased Shares (¥ million)
Unlisted shares	1	3,004
Shares other than unlisted shares	1	207

Issues for which the number of shares decreased in FY2026.3

	Number of issues	Total Amount of Decreased Shares (¥ million)
Unlisted shares	—	—
Shares other than unlisted shares	3	1,215

Percentage of Consolidated Net Assets

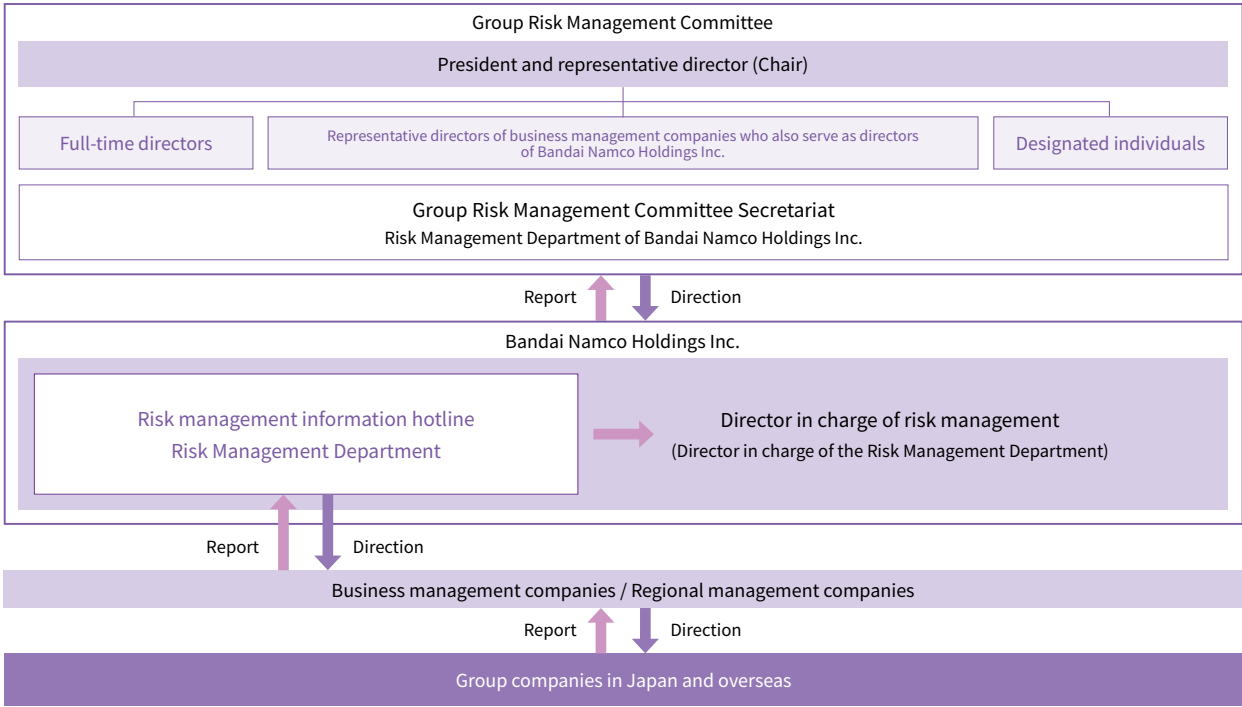


Risk Management

The Bandai Namco Group has established the Group Risk Management Committee, chaired by the president and representative director of Bandai Namco Holdings Inc. and comprising full-time directors, representative directors of business management companies, who also serve as directors of Bandai Namco Holdings Inc., designated members, and the secretariat. With this organization in charge, we have strengthened Groupwide risk management and put into place a system to respond to crises. Within this framework, we are working to enhance information security and take other related measures. Each Bandai Namco Group company also establishes a

risk and crisis management organization. These risk and crisis management organizations, with the assistance of business management companies or overseas regional management companies, strengthen their risk management during normal times and are responsible for addressing a risk or crisis that emerges. Additionally, information on risks and crises, as well as compliance-related matters within the Company and its subsidiaries, is reported monthly to the Board of Directors by the Group Risk Management Committee Secretariat.

Group Risk Management Committee



Formulation of BCP and Implementation

Each Group company prepares a business continuity plan (BCP) according to the prescribed format in the Bandai Namco Group Basic Policy on Business Continuity Planning. If an important resource incurs damages due to a disaster or other contingency, each Group company will respond based on their own BCP. The details of these BCPs are reviewed and updated annually, while each Group company also conducts BCP training for various contingency scenarios.

Furthermore, if an earthquake above a certain level strikes somewhere in Japan, or if a contingency is judged to occur requiring confirmation of employee safety, each Group company checks the safety of its employees and their families residing or working in the affected region using the safety check system.

Approach to Information Security

The Bandai Namco Group recognizes that its initiatives for information security represent an important element of the Group's business execution. We are working to safeguard the Group's information assets while also taking into account changes in the legal and social situations. The Group has also established the Group Information Security Committee as an expert body for maintaining and strengthening the Groupwide information security structure. At each Group company, the representative director appoints a chief information security officer (CISO) as the ultimate person responsible for information security.

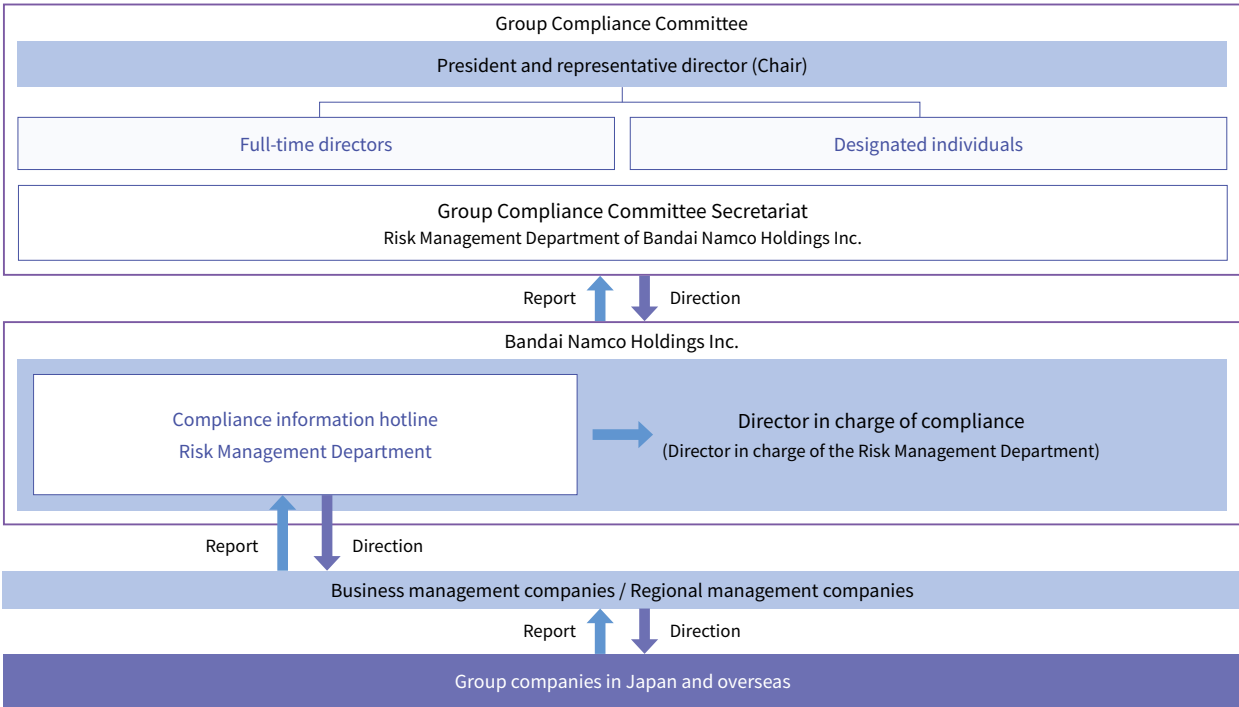
We are working to prevent incidents by implementing appropriate information security countermeasures based on the value of our information assets pursuant to the Group Information Security Management Rules compliant with laws, regulations, and other rules. Maintaining and strengthening our information security system is considered a Companywide action as part of our daily management and operating activities rather than the responsibility of individual organizations in charge. With this in mind, we strive for continuous improvement.

Compliance

The Company has established the Group Compliance Committee, chaired by the president and representative director of Bandai Namco Holdings Inc., with full-time directors, designated individuals and a secretariat

serving as its members. This committee oversees the development of a system to strengthen compliance across the entire Group and to respond appropriately in the event of a compliance violation.

Group Compliance Committee



Anti-Corruption Initiatives

In accordance with the Bandai Namco Group Code of Conduct, we formulated the Group Anti-bribery Regulations to better eliminate and prevent corruption risks, especially in relation to public officials. Through the

formulation of regulations preventing insider trading and implementation of employee training on corruption prevention, we have put in place a framework for anti-corruption to ensure sound management.

Internal Whistleblower Systems

Bandai Namco Group companies maintain a whistleblower system under their own internal rules. The rules require employees to consult with their supervisor or report to the external consultation desk, internal consultation desk, Audit & Supervisory Board Members, or other designated parties via the whistleblower system (hotline) when they discover any violation of

laws or regulations or other concerns. Additionally, in accordance with the Whistleblower Protection Act and other relevant regulations, the whistleblower system ensures that whistleblowers will not be treated disadvantageously due to reporting misconduct.

Compliance Training

To ensure abidance of laws, respect of ethical behavior, and compliance with internal regulations, the Company has set in place the Bandai Namco Group Code of Conduct to define behavioral guidelines for directors, etc., and employees of the Company and its subsidiaries.

We are working to raise awareness of the code of conduct by displaying posters internally. In addition, the director responsible for compliance

oversees Groupwide compliance efforts and regularly conducts training such as e-learning programs. Furthermore, we conduct a compliance awareness survey of all Group employees annually to assess their level of understanding and awareness of compliance. The results of this survey are shared with the directors in charge of compliance at each subsidiary and are reflected in efforts to increase compliance awareness.

Risks and Opportunities

Major Groupwide Risks and Opportunities

	Risks and Opportunities		Measures
<div>Items accompanying the advancement of the IP creation, cultivation, and rollout</div> <div>IP</div>	Risks	<ul style="list-style-type: none">Intensification of competition in the IP businessRapid changes in markets and customers and technological progressDependence on specific IPsIncreased investment in IP creation, acquisition, and protectionProblems with quality, etc., in IP products and servicesDamage to IP value due to IP infringements, etc.Securing and development of the human resources who will advance the IP axis strategy	<p>Implementing the following initiatives alongside enhancing brand value through the permeation of the Purpose "Fun for All into the Future" and advancing the main strategies of the Mid-term Plan:</p> <ul style="list-style-type: none">Strengthening new IP creation and cultivation and the rollout of established IPsEstablishing diverse IPs, businesses, and regional portfoliosStrengthening collaborations with external partnersDemonstrating synergies, such as from collaborations involving initiatives in both the physical and digital business categoriesImplementing initiatives for new business models, businesses, and platformsExecuting strategic investmentsRestructuring the organization to leverage comprehensive strengths, including through collaborations between Units and regionsStrengthening quality control systems, employee training, and supply chain managementStrengthening development systems with a focus on qualityImproving marketing activities and forecast accuracy through the utilization of customer dataAppropriately utilizing and protecting IPs, including the elimination of counterfeit products and services, and conducting awareness activities both internally and externallyIntroducing systems and frameworks to promote the active role of diverse human resourcesBolstering a sound financial position
	Opportunities	<ul style="list-style-type: none">Promotion of collaboration among regions and businessesExpansion of potential for the creation of new markets, businesses, business models, and IPs as a result of rapid changes in markets and customers and advances in technologyExpansion of market presence through increased global recognition of Japanese IPsExpansion of potential for new IP creationSustainable development of entertainment through appropriate utilization and protection of IPs	
<div>Items accompanying the expansion of categories and areas</div> <div></div>	Risks	<ul style="list-style-type: none">Intensification of competition and imitation of business modelCompliance with laws, regulations, and industry standards in each region and business domainAdaptation to cultural factors, customer preferences, media environments, and distribution and business practices in each regionResponse to increased demandSecuring and development of the human resources who will advance the IP axis strategy	<p>Implementing the following initiatives alongside enhancing brand value through the permeation of the Purpose "Fun for All into the Future" and advancing the main strategies of the Mid-term Plan:</p> <ul style="list-style-type: none">Integrating and consolidating offices in each regionStrengthening governance structure overseasStrengthening the system for the collection and sharing of the latest information about each business and regionStrengthening collaborations with external partnersRolling out local IPs and offering products and services tailored to local preferences and market environmentsIncreasing recognition of our product and corporate brands by enhancing sales promotions and marketing activitiesBolstering e-commerce capabilities and enhancing logistics networkEnhancing production structure, including in-house factoriesRestructuring the organization to leverage comprehensive strengths, including through collaborations between Units and regionsStrengthening quality control systems, employee training, and supply chain managementIntroducing systems and frameworks to promote the active role of diverse human resources
	Opportunities	<ul style="list-style-type: none">Promotion of collaboration among regions and businessesExpansion of market presence through increased global recognition of Japanese IPsSustainable development of entertainment through appropriate utilization and protection of IPs	
<div>Items accompanying the active utilization of diverse human resources</div> <div></div>	Risks	<ul style="list-style-type: none">Increased competition in securing the human resources who will advance the IP axis strategyShortage of corporate talent that serves as the business foundationIntensification of competition in building relationships with external creative talent and external business partners	<p>Implementing the following initiatives alongside the permeation of the Purpose "Fun for All into the Future" and "Bandai Namco Group Code of Conduct" within the Group:</p> <ul style="list-style-type: none">Introducing and integrating systems and frameworks that promote the active role of diverse human resourcesSecuring and developing global and corporate talentAssessing the current situation by implementing an employee engagement survey and promoting response measures accordinglyPromoting collaborations with external partners and creating new opportunities for employees to play active roles in doing soFacilitating the exchange of personnel across regions and businesses
	Opportunities	<ul style="list-style-type: none">Improved engagement of Group employees	
Sustainability Issues	Bandai Namco Group's five material issues, including their associated risks and opportunities, as well as risks and opportunities related to climate change and human rights initiatives, are detailed on our Sustainability website.		
<div>Items accompanying information security</div> <div></div>	Risks	<ul style="list-style-type: none">Information leaks and effects on business systems resulting from cyberattacks, etc.Technological progress and changes in laws and regulationsDecline in in-house information literacy	<ul style="list-style-type: none">Strengthening the governance structure for information securityStrengthening monitoring and vulnerability countermeasuresExpanding information security departmentsStrengthening information security trainingCollecting the latest information and strengthening relationships with external specialistsEstablishing a management system for critical information

For the Bandai Namco Group to record sustained growth over the medium to long term, we will need to reduce risks and make the most of opportunities by responding rapidly to changes in the environment, identifying risks and opportunities for the Group, and considering and implementing measures to address them. At senior management meetings and various committees, we are analyzing and sharing information about risks and opportunities and considering measures. In these ways, we will maintain an appropriate risk management system. In addition, we will strive to leverage new opportunities arising from changes in the business environment and to implement a range of initiatives going forward.

<div>Items accompanying other external factors</div> <div></div>	Risks	<ul style="list-style-type: none">Natural disasters and accidentsChanges in the political situationRevision of laws and regulationsExchange rate fluctuationsStock price fluctuationsSpread of infectious diseasesCompliance violations (violations of laws and regulations)Litigation	<ul style="list-style-type: none">Promoting activities such as training based on the business continuity plan and business continuity management along with continuous reevaluationStrengthening the risk management systemStrengthening the system for the collection and sharing of the latest information about each business and regionImplementing initiatives in accordance with the circumstances or requests of national and local governments in each country or regionEnsuring strict hygiene practices and promoting employee health managementProviding social support, such as through the contribution of funds and other business-based measuresImplementing timely and appropriate disclosure of informationContinuing compliance training and awareness-raising activities, monitoring the status through compliance awareness surveys, and establishing an internal reporting system
	Opportunities		

Major Risks and Opportunities in Each Business

	Risks and Opportunities		Measures
<div>Items Accompanying Groupwide Businesses</div> <div></div>	Opportunities	<ul style="list-style-type: none">Spread and expansion of network environmentTechnological progressExpansion of customer touchpoints through digitalization	<ul style="list-style-type: none">Addressing new technologies and platformsStrengthening initiatives to enhance IP recognition as well as global rolloutsStrengthening digital initiatives, such as digital marketing for online events and e-commerce capabilities
	Risks	<ul style="list-style-type: none">Declining Birthrate in JapanIncrease in price of raw materials and fuel, and difficulty in procuring raw materialsLegal and environmental changes related to import-export transactionsStrengthened regulations on the use of plasticLost opportunities due to excess demandConcentration of production areas and quality control	<ul style="list-style-type: none">Expanding target demographics, business operations, and regionsReforming and increasing the efficiency of the value chain in development and productionPromoting efforts to recycle and reduce the use of petroleum-derived plastics through the development of new materialsStrengthening e-commerce capabilitiesImproving the accuracy of demand forecasts and responding swiftlyEnhancing and increasing efficiency of production structureDispersing manufacturing bases and strengthening quality control systems
<div>Digital Unit</div> <div></div>	Risks	<ul style="list-style-type: none">Prolonged development periods and increased investmentPlatform diversificationTechnological progressSecuring and development of talent for title development	<ul style="list-style-type: none">Strengthening development systems with a focus on quality and increasing efficiencyActively responding to new technologies, platforms, and business modelsStrengthening collaborations with external partners, including external studiosBuilding an optimized title portfolioContinuing communication with fans after title releasesStrengthening research and information collection, such as for new technologiesEnhancing development environments, acquiring talent, and strengthening talent development
	Opportunities	<ul style="list-style-type: none">Growing potential for new markets, businesses, and business models as a result of technological advancements	
<div>Visual and Music Unit</div> <div></div>	Risks	<ul style="list-style-type: none">Prolonged production periods and increased investmentIntensification of competition in IP creationSecuring and development of human resources in productionTechnological progress	<ul style="list-style-type: none">Enhancing production environments, acquiring talent, strengthening talent developmentStrengthening collaborations with external partners, including external studiosInvesting to enhance production technologiesMaximizing IP value by expanding opportunities for visual works development and utilization through transmedia development and enhanced licensingExpanding global rollouts
	Opportunities	<ul style="list-style-type: none">Growing availability of environments where content is accessible to global marketsIncreasing demand for real-world entertainment	
<div>Amusement Unit</div> <div></div>	Risks	<ul style="list-style-type: none">Diversification of entertainment utilizing real venues and intensifying competitionIncrease in fuel prices, etc.Challenges in securing talent and higher personnel expenses	<ul style="list-style-type: none">Strengthening collaboration with Group resources, such as IPs, products, and servicesIncreasing efficiency and strengthening stable business foundationStrengthening the acquisition and development of talent specializing in each business through reorganizationAddressing diverse workstyles
	Opportunities	<ul style="list-style-type: none">Increasing demand for real-world entertainment	

Takeover Defenses

At present, the Company has not introduced any specific measures to respond to a takeover (takeover defense measures). The Group regards implementing its management and business strategies in accordance with measures to increase the corporate value of the Group as a whole as a substantial defense against inappropriate takeovers that would not contribute to the Company's corporate value or the common interests of shareholders.

That said, as those entrusted with the management of the Group by our shareholders, we will strive to establish a system that can appropriately respond to takeover proposals, while closely monitoring legal and social trends.

In concrete terms, with regard to proposals for takeovers in the event an inappropriate bidder emerges, the management team will not take steps to guard its own interests against the takeover offer by the bidder, but will sufficiently deliberate the matter at Board of Directors' meetings after referring the matter, as necessary, to the Independent Directors Committee, which is composed only of independent outside directors, for their review from objective viewpoints, to enable the Company to make a judgment from the perspective of improving corporate value first. The Company will also work to collect sufficient information and secure necessary time, so as to be conducive to appropriate judgment by shareholders.

Investor Relations Activities

Aiming to enhance corporate value, Bandai Namco Holdings is implementing a variety of investor relations (IR) activities in accordance with information disclosure standards and the IR policy related to IR opportunity enhancement, etc. In addition, the status of IR activities and the feedback from investors and analysts are shared with directors, regularly reported to the Board of Directors, and continually communicated to business management companies and throughout the Group.

Also, Bandai Namco aims to be a highly transparent company that clearly communicates management strategies and business policies to shareholders and investors. Accordingly, the Company works to enhance opportunities for executives to speak directly to investors and securities analysts, such as results presentations. In addition, we undertake activities to deepen understanding of the Bandai Namco Group, including providing shareholder benefits related to the Group's businesses and issuing newsletters.



The 21st Ordinary General Meeting of Shareholders held on June 22, 2026

Results of Major IR Activities in FY2026.3

Results presentations for investors and analysts (online / in-person)	4 times (1,072 people attending)
Attendees at separate meetings for investors and analysts	289 times (891 companies / 1,077 people)
IR events for investors and analysts	3 times

CONSOLIDATED SIX-YEAR FINANCIAL SUMMARY

Bandai Namco Holdings Inc. and Consolidated Subsidiaries
For the Fiscal Years Ended March 31

Millions of yen, except per-share data and main financial indicators						
	2021	2022	2023	2024	2025	2026
For the Year:						
Net sales	¥740,903	¥889,270	¥990,089	¥1,050,210	¥1,241,513	¥ 1,348,246
Gross profit	282,006	356,265	368,656	370,959	495,185	531,172
Selling, general and administrative expenses	197,352	230,769	252,183	280,277	314,956	341,654
Operating profit	84,654	125,496	116,472	90,682	180,229	189,517
Ordinary profit *1	87,612	133,608	128,006	104,164	186,470	201,923
Profit attributable to owners of parent	48,894	92,752	90,345	101,493	129,301	140,651
Comprehensive income	90,527	96,299	116,064	110,456	168,060	146,590
Capital expenditures	31,507	36,554	45,737	49,116	65,257	63,906
Depreciation and amortization	24,684	25,726	28,671	38,364	40,216	47,204
Cash flows from operating activities	60,483	121,212	95,625	88,906	187,337	164,719
At Year-End:						
Total assets	¥732,782	¥862,650	¥926,358	¥971,838	¥1,102,636	¥ 1,190,494
Total current assets	455,210	577,206	592,637	642,622	704,942	780,901
Total current liabilities	175,920	243,362	247,323	244,119	278,611	293,300
Total net assets	511,433	584,233	652,133	699,823	793,216	861,424
Per Share Data (Yen):						
Basic earnings per share*2	¥ 74.19	¥140.70	¥136.88	¥153.85	¥197.88	¥ 217.49
Cash dividends	112.00	212.00	206.00	60.00	71.00	73.00
Main Financial Indicators:						
Return on equity (ROE)*3 (%)	10.2	16.9	14.6	15.0	17.3	17.0
Return on assets (ROA)*4 (%)	13.0	16.7	14.3	11.0	18.0	17.6
Selling, general and administrative expenses to net sales (%)	26.6	26.0	25.5	26.7	25.4	25.3
Operating profit margin (%)	11.4	14.1	11.8	8.6	14.5	14.1
Profit attributable to owners of parent margin (%)	6.6	10.4	9.1	9.7	10.4	10.4
Shareholders' equity ratio (%)	69.7	67.7	70.4	72.0	71.9	72.3
Debt/equity ratio*5 (times)	0.05	0.05	0.03	0.02	0.02	0.02

*1 Ordinary profit is a Japanese accounting term denoting income before extraordinary items.
*2 The Company conducted a share split with a ratio of three shares for every one share of common share on April 1, 2023.
Basic earnings per share was calculated assuming that the share split was conducted at the beginning of the fiscal year ended March 31, 2021.
*3 ROE = Profit attributable to owners of parent / Average total shareholders' equity
(= Total net assets - Share acquisition rights - Non-controlling interests)
*4 ROA = Ordinary profit / Average total assets
*5 Debt/equity ratio = Interest-bearing debt ÷ Equity