



February 27, 2024

Name of listed company:  
Bandai Namco Holdings Inc.  
Name of representative:  
Masaru Kawaguchi,  
President and Representative Director  
(Code Number: 7832 TSE Prime Market)  
Contact: Yuji Asako, Director

### **Overview of Evaluation Results of Effectiveness of the Company's Board of Directors for the fiscal year ending March 31, 2024**

Bandai Namco Holdings Inc. (the "Company") conducts regular evaluation of the effectiveness of the Board of Directors in the aim of enhancing the effectiveness of the Board of Directors and increasing the corporate value of the Company and reports an overview of the evaluation's results. This practice has been ongoing since the fiscal year ended March 31, 2016.

The Company has conducted an evaluation of the effectiveness of the Board of Directors for the fiscal year ending March 31, 2024, and accordingly announces an overview of these results.

#### 1. Method and process of evaluation

The questionnaire for the evaluation of the effectiveness of the Board of Directors for the fiscal year ending March 31, 2024 has been changed to be more objective in evaluating whether the Board of Directors is fulfilling its expected roles and responsibilities, taking into account changes in the external environment and stakeholders' viewpoints. In addition, the questionnaire has been modified to make it easier to identify and specify issues, such as by adding a free response column within the conventional multiple-choice questions.

- (i) A questionnaire with a total of 38 questions<sup>(Note)</sup> to measure the effectiveness of the Board of Directors was distributed to all 14 Directors (October 2023) and their responses were obtained.
- (ii) The details of response from each Director were compiled by a third-party specialist organization, and based on those results, result-based analysis and examination were conducted at a meeting of the Company's Independent Directors Committee (held in November 2023), which is comprised of five Independent Outside Directors.
- (iii) At the Board of Directors Meeting held in December 2023, the chairperson of the Independent Directors Committee shared the results of the current evaluation and the issues raised and made suggestions.
- (iv) At the Group Management Meeting, consisting of the Company's full-time Directors (excluding Audit & Supervisory Committee Members), held in January 2024 and other meetings, the action plan for the suggestions made by the Independent Directors Committee were discussed on multiple occasions.
- (v) At the Board of Directors Meeting held on February 27, 2024 (date of this release), the chairperson of the Board of Directors (Masaru Kawaguchi, President and Representative Director) proposed the results of

examination of a concrete action plan of the Board of Directors that considers the evaluation results and the raised issues. Constructive discussions were held in conjunction with this proposal and the direction of the action plan was decided.

## 2. Responses to suggestions relating to the effectiveness of the Board of Directors for the fiscal year ended March 31, 2023 (previous fiscal year)

### < Suggestions >

#### (1) Regarding the desired state of the Board of Directors

On the matter of promoting organization of matters for deliberation at the Board of Directors, it was suggested that there needs to be investigation into something approaching a monitoring model, such as placing relative importance to discussions of all strategies from a medium- to long-term perspective. It was also suggested there needs to be investigation that includes methods for setting themes for discussions that take a medium- to long-term perspective.

#### (2) Regarding the necessity of discussions concerning sustainability

It was suggested that there needs to be a sufficient level of discussion at the Board of Directors on the Group's direction and specific measures based on a common understanding by the Board of Directors concerning sustainability.

### < Responses to suggestions >

#### (1) Regarding the desired state of the Board of Directors

- In addition to promoting the delegation of authority away from the Board of Directors to the Full-Time Officers Committee (an established meeting body that conducts decisions and discussions on matters for which authority has been delegated from the Board of Directors), measures were taken to improve the administration method of the Board of Directors and to deepen discussions at the Board of Directors Meetings.
- At Vision Meetings, officer intensive camps and other events at which all Directors attended, the Directors discussed and looked into the future desired state of the Board of Directors and the themes that should be discussed from a medium- to long-term perspective.

#### (2) Regarding the necessity of discussions concerning sustainability

- At Vision Meetings, officer intensive camps and other events at which all Directors attended, sustainability was set as a topic of discussion and opportunities were established for multiple-session discussions on the Group's direction and initiatives.

## **3. Overview of evaluation results of the effectiveness of the Board of Directors for the fiscal year ending March 31, 2024 (current fiscal year)**

### < Evaluation and issues raised >

For the Company's Board of Directors for the fiscal year ending March 31, 2024, while recognizing that the foundation supporting the functions of the Board of Directors and the effectiveness of the Directors were generally sufficient, it was agreed that the Board of Directors' functions should be further strengthened in terms of oversight of long-term management policies and risk management with respect to matters of high interest to stakeholders.

### < Suggestions >

(1) Discuss on themes recognized as issues raised in the evaluation of the effectiveness of the Board of Directors

After the suggestions made for the fiscal year ended March 31, 2023 (previous fiscal year), the Board of Directors' deliberation items were reorganized and the method of administration was reviewed to improve the efficiency of Board of Directors Meetings. As the next step, in order to further improve the effectiveness of the Board of Directors as a monitoring model, it is necessary for the Board of Directors to hold discussions that contribute to the oversight of business execution from a medium- to long-term perspective. Specifically, the Board of Directors should discuss several important themes among the issues raised in the evaluation of the effectiveness of the Board of Directors, search for and delve into themes that are appropriate for discussion to enhance corporate value, and link them to the consideration of future agenda planning.

(2) How the Board of Directors should deliberate on details of the matters considered by the Personnel Committee

The Personnel Committee is an advisory body and the Board of Directors is a decision-making body. As a decision-making body, it is necessary to examine how the Board of Directors should deliberate and deepen the discussion on how to improve the quality of human capital and achieve growth strategies, including how to expand and augment the skills matrix.

### < Responses to suggestions >

(1) The Board of Directors will discuss themes recognized as issues raised in the evaluation of the effectiveness of the Board of Directors

(i) Consider the desired state of the Board of Directors

In order for the members of the Board of Directors to have a common understanding of the desired state of the Board of Directors, a discussion forum will be established where all members can participate, and the governance model for which the Board of Directors aims and the roles of the Directors will be discussed further.

(ii) Examine issues raised in the evaluation of the effectiveness of the Board of Directors

- Organize the status of initiatives on the issues raised in the evaluation (resource allocation and sustainability with an awareness of return on capital, risk assessment and countermeasures, and how to deepen human capital management, etc.), and after sharing them among the members of the Board of Directors, review current initiatives, and clarify issues to be discussed in the future.
- Establish an annual agenda of themes to be discussed, and proceed with discussions in accordance with the agenda. Ensure sufficient time for such discussions at meetings other than the Board of Directors Meetings.

(2) How the Board of Directors should deliberate on details of the matters considered by the Personnel Committee

(i) Review and organize the composition of the board of directors and human resource requirements

- Review and organize the composition of the board of directors and human resource requirements for Group companies at the Personnel Committee and have a common understanding of the same.

(ii) Visualize the skills of the members of the board of directors and deepen discussions at the Board of Directors Meetings when electing officers

- Prepare a skills matrix of the members of a Group company's board of directors at the Personnel Committee, and when electing new officers, prepare documents for details on their skills.
- In deliberations by the Personnel Committee and resolutions by the Board of Directors, make judgments from the perspective of whether the balance of skills on the board of directors of said Group company is appropriate.

(Note) Questions (major items) in the Board of Directors questionnaire

- Functions of the Board of Directors  
Oversight of long-term management policies (5 questions), compliance with laws and regulations and risk management (4 questions), and oversight of CEO and senior management (5 questions)
- Foundation to support functions of the Board of Directors  
Composition of the Board of Directors (4 questions), administration of the Board of Directors (3 questions), and Board culture (2 questions)
- Effectiveness of Directors  
Role of the chairperson (3 questions), individual Director performance (7 questions)
- Free response  
Oversight of business execution at operating companies, oversight of overseas business execution. IP axis strategy, personnel strategy, and desired state of evaluation of the Board of Directors