



February 19, 2025

Name of listed company:
Bandai Namco Holdings Inc.
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Overview of Evaluation Results of Effectiveness of the Company’s Board of Directors for the fiscal year ending March 31, 2025

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, 2025, 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, 2025 has been revised to be more objective in evaluating whether the Board of Directors is fulfilling its expected roles and responsibilities, by adding a question related to stakeholder engagement and making other changes. This revision takes into account changes in the external environment and stakeholders’ viewpoints, and other relevant factors.

- (i) At the Board of Directors Meeting (October 2024), the chairperson of the Independent Directors Committee explained the objective and content of the evaluation of the Board of Directors’ effectiveness. Subsequently, a questionnaire with a total of 36 questions^(Note) was distributed to all 14 Directors, 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 (November 2024), which is comprised of five Independent Outside Directors.
- (iii) At the Board of Directors Meeting (December 2024), the chairperson of the Independent Directors Committee shared the results of the current evaluation and the issues raised and made suggestions. In addition, the Board of Directors confirmed that action plans for the suggestions made by the Independent

Directors Committee, which had previously been discussed only by inside Directors, will now be discussed by all Directors.

- (iv) Based on the suggestions of the Independent Directors Committee, the Vision Meeting^(Note) to be held in February 2025 will focus on enhancing the Company's corporate value, with Directors sharing their diverse perspectives and making discussions. Through this discussion, a shared understanding of medium- to long-term issues will be fostered among all Directors, and active discussions are planned to continue on an ongoing basis.

2. Overview of evaluation results of the effectiveness of the Board of Directors for the fiscal year ending March 31, 2025

< Evaluation and issues raised >

For the Company's Board of Directors for the fiscal year ending March 31, 2025, it was recognized that the foundation supporting its functions and the effectiveness of the Directors were generally sufficient, with a high regard for its board culture and the role of the chairperson. However, Independent Outside Directors, in particular, expressed the opinion that there are issues to be addressed in long-term management policies, such as management with an awareness of the cost of capital and risk management.

< Suggestions >

It was suggested that a shared understanding needs to be established among all Directors regarding medium- to long-term issues, such as business models to be transformed and practices to be reviewed, in order to be the company we want to be in fiscal 2030.

- All Directors will work together, each bringing their own perspective, to organize the medium- to long-term issues that need to be overcome in order to be the company we want to be in fiscal 2030.
- After organizing the above issues, all Directors will discuss the necessary actions and the approach to KPIs to drive transformation for enhancing the effectiveness of the Board of Directors. Going forward, the Board of Directors aims to incorporate a medium- to long-term perspective into enhancement of management decision-making by ensuring that agenda deliberations are conducted with a consistent awareness of the Company's long-term direction and its alignment with the strategies for the next Mid-term Plan, including their positioning and any gaps.

< Responses to suggestions >

To establish a shared understanding among all Directors on medium- to long-term issues, such as business models to be transformed and practices to be reviewed, in order to be the company we want to be in fiscal 2030, a separate forum from the Board of Directors, the Vision Meeting, will be utilized to discuss the Group's key medium- to long-term themes. All Directors will participate in the discussions. The first theme will be initiatives to enhance the Group's corporate value.

This discussion will not be a one-time event. Rather, based on the issues raised in the discussion and new themes to be considered, continuous and active discussions will take place in various forums, including top management meetings, incorporating the diverse perspectives of each Director. Ongoing discussions from a medium- to long-term perspective among all Directors will deepen their shared understanding of issues, ultimately enhancing agenda deliberations at Board of Directors meetings.

(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 (3 questions), oversight of CEO and senior management (4 questions), and stakeholder engagement (1 question)
- Foundation to support functions of the Board of Directors
Composition of the Board of Directors (3 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 (6 questions)
- Free response
Oversight of business execution at operating companies, oversight of overseas business execution, IP axis strategy, personnel strategy, effective actions taken by other Directors, and desired state of evaluation of the Board of Directors

(Note) Vision Meetings are top management meetings attended by all Directors to discuss the Group's key medium- to long-term themes.

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