

# Governance

Internal Reporting System



Compliance  
with new  
Freelance Act

Assessing Board  
Effectiveness and  
Addressing Key Issues



100%

Integrating the Risk  
Management and Compliance  
Committees to Strengthen  
Company-Wide Risk  
Management



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# Thorough Compliance



While the global social environment surrounding our business continues to change rapidly, we will continue to fulfill our social responsibilities by thoroughly complying with corporate ethics, as well as laws and regulations. The Nikon Group established the Nikon Code of Conduct as a set of guidelines to ensure that employees perform their duties faithfully and act with integrity. We are committed to spreading awareness of the Nikon Code of Conduct to ensure our employees always recognize the importance of compliance in daily business activities, make appropriate judgments, and take appropriate actions.

## Activity Policies

- Nikon Code of Conduct
- Nikon Anti-Bribery Policy

## Organizations

- Risk and Compliance Committee

## ● Indicators and Targets

Self-Evaluation ○ : Achieved △ : Measures partially achieved or revised

Indicators	Targets (Year of Achievement)	Fiscal Year 2024 Plan (Action Plan)	Fiscal Year 2024 Results	Self-Evaluation	Fiscal Year 2025 Plan (Action Plan)
Establishment of compliance awareness *	95% or more (FY2025)	<ul style="list-style-type: none"> <li>Develop a global legal and compliance structure</li> <li>Communicate the revised Nikon Code of Conduct and review awareness measures</li> <li>Conduct awareness surveys to determine awareness and identify issues</li> </ul>	<ul style="list-style-type: none"> <li>Revised the Nikon Code of Conduct in April 2024 and implemented training activities, including activities outside Japan</li> <li>In October 2024, we created the Compliance Department to integrate compliance functions previously divided among multiple organizations, establishing a global- and group-based compliance structure</li> <li>We plan to conduct a global awareness survey in fiscal year 2025, once we determine content and timing</li> </ul>	△	<ul style="list-style-type: none"> <li>Spread awareness of the Nikon Code of Conduct</li> <li>Conduct awareness surveys to monitor awareness and identify issues</li> </ul>
Awareness level of whistleblower system *	95% or more (FY2025)	<ul style="list-style-type: none"> <li>Implement activities to raise awareness of the whistleblower (reporting and consultation) system (in Japan, this includes establishing an external contact to handle cases related to heads of organizations and other executives, as well as compliance with the Freelance Protection Act)</li> </ul>	<ul style="list-style-type: none"> <li>Publicized the consultation system under the new Freelance Protection Act (add freelancers to the list of eligible users and publicize the service in newsletters, etc.)</li> <li>Raised awareness of the whistleblower system through seminars for executives at Compliance Committee meetings</li> </ul>	○	<ul style="list-style-type: none"> <li>Implement activities to raise awareness of the whistleblower (reporting and consultation) system (in Japan, this includes establishing an external contact to handle cases related to heads of organizations and other executives)</li> </ul>

\* Checked by Nikon Group awareness surveys.

# Compliance

## Basic Approach

The Nikon Group believes that our business is rooted in every member acting with integrity and fairness under our corporate philosophy of Trustworthiness and Creativity. Therefore, we established the Nikon Code of Conduct to stipulate our basic stance toward social responsibility and the standards for all officers and employees working for the Group to behave in a sensible manner with high ethical standards.

The Nikon Code of Conduct defines actions to be taken as a member of the Nikon Group on respecting human rights and sound working environments. The code also defines actions to be taken for all possible matters in daily business operations in the following categories: anti-bribery and corruption, relationships with business partners and social responsibility, fair competition and business transactions, import and export control, and taxation.

Our vision is to strive for zero compliance violations to ensure compliance with the Nikon Code of Conduct, and we are committed to ensuring each member is aware of this code.



## Strategy

### Risk

Serious compliance violations may lead to a loss of stakeholder trust and damage to our brand.

## Opportunities

Daily business activities based on ethical and good-faith behavior and in accordance with international guidelines will maintain stakeholder trust and stabilize the continuity of our business. We also expect that ensuring sound working environments will improve overall workplace ethics and individual employee performance. These efforts will in turn lead to a higher customer perspective supporting the enhancement of our company-wide direction to enhance the delivery of integrated solutions, as stated in our Medium-Term Management Plan.

## Strategy

The Nikon Group takes the following measures to achieve our Vision to strive for zero compliance violations.

- We will continue to provide training, as well as implement measures to ensure all employees are aware of the Nikon Code of Conduct. We will periodically review the Nikon Code of Conduct in light of stakeholder requests, trends in social issues, and the business activities of the Nikon Group.
- We will raise awareness of the reporting and consultation system, foster an environment that allows ease of use for employees, work to detect behavior that conflicts with laws and compliance in early stages, and resolve any issues appropriately.
- We will establish a system to respond in accordance with the culture, customs, laws, and regulations of each country and region.

## Governance

### Compliance Committee

The Nikon Group established a Compliance Committee under the Risk Management Committee to strengthen governance and risk management. The committee is chaired by an officer serving as the General Manager of the Group Governance & Administration Division. The committee deliberates and decides on measures related to anti-bribery and other priority compliance promotion issues. Deliberations and decisions are reported to the Risk Management Committee.

We renamed the committee the Risk Management and Compliance Committee in April 2025, integrating with the Risk Management Committee. The newly constituted committee discusses compliance-related risks as part of company-wide risk management.

#### ● Main Agenda Items at Compliance Committee Meeting in FY2024

- Report of activities for fiscal year 2024
- Compliance and disciplinary incidents
- Policy for activities for fiscal year 2025

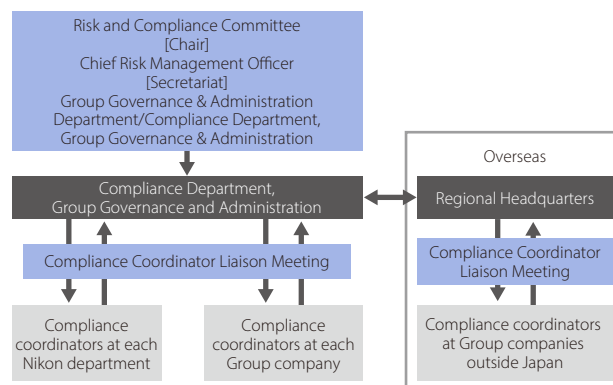
### Promotion in and outside Japan

In Japan, the Compliance Department undertakes compliance promotion activities in cooperation with Compliance coordinators in each Nikon department

and at Group companies, including liaison meetings with coordinators, etc. The Nikon Group also established a system in which the compliance departments at the Regional Headquarters and coordinators in charge of compliance at Group companies outside Japan cooperate with each other. This system aims to ensure that overseas initiatives are in line with the culture, customs, laws, and regulations of each country and region. The Compliance Department and compliance departments at the Regional Headquarters share information and collaborate in activities to train and raise awareness throughout the Group.

Nikon's Corporate Governance Organization → p.137

### ● Compliance Promotion Structure Diagram (As of April 1, 2025)



## Risk Management

We identify and understand compliance-related risks based on employee awareness surveys and issues raised through our reporting and consultation system, as well as related needs for improvement and the status of operations. The Compliance Committee secretariat responds to the identified risks together with other departments in charge of those risks, determining issues to be monitored or deciding recurrence prevention measures.

In the event of violations of employment rules or the Nikon Code of Conduct, the Nikon Group will take strict disciplinary action in accordance with internal regulations after investigating all related matters.

## Major Initiatives

### Ensuring Compliance with the Nikon Code of Conduct

The Nikon Code of Conduct is a specific set of standards that each and every employee should understand in depth and utilize to implement the concept of compliance.

Additionally, to ensure thorough compliance with the Code of Conduct across the Nikon Group, the heads or above of each department or equivalent organization at Nikon and the president of each Group company make a pledge each year to take responsibility for compliance with the Code of Conduct in the organizations of which they are in charge.

The Code of Conduct is translated into 15 languages and made publicly available to external parties. We also post the Code of Conduct on the Company intranet for all employees to reference whenever necessary. We also include processes that refer to the Code of Conduct in our regular compliance training to ensure awareness. In fiscal year 2024, we put up posters and created a glossary of terms and Q&As to promote an internal awareness and understanding of the Nikon Code of Conduct.



### Reporting and Consulting System (Code of Conduct Hotline)

The Nikon Group has included provisions regarding a reporting and consulting system in the Nikon Code of Conduct and has established such systems at all Group companies in and outside Japan in order to respond to reports of violations or potential violations of the Nikon Code of Conduct. The Compliance Department is responsible for internal consultation systems in Japan while advising overseas reporting and consulting systems and escalating issues from overseas to the head office. We also make employees aware of this system through written explanations on the Nikon Code of Conduct, accessible to all employees, and relevant training programs.

In Japan, the Code of Conduct Hotline has been established as a unified reporting and consultation system for the Nikon Group in Japan (including non-consolidated Group companies). The Code of Conduct Hotline has both

## &gt; Thorough Compliance

&gt; Strengthening Corporate Governance

&gt; Strengthening Risk Management

an internal contact point and an external contact point set up with a specialized vendor. The external contact point is available every day of the year except during the year-end and New Year holidays. In Japan, upon the enforcement of the revised Whistleblower Protection Act on June 1, 2022, an external contact point for cases related to heads of organizations and other executives has been established at a law firm handling whistleblower cases, and a full-time member of the Audit & Supervisory Board Committee is handling these cases.

In principle, each Group company outside Japan establishes its own external contact point with specialized firms and operates said contact point 24 hours a day, 365 days a year, in the local language(s). We also established our own internal contact points in Europe and Asia.

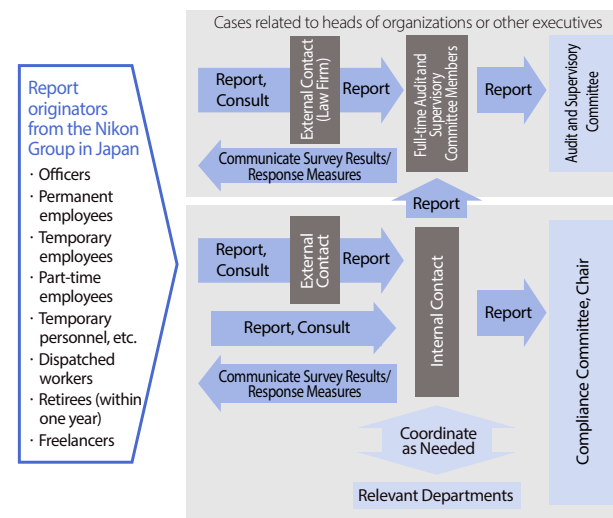
Reporting and consulting can be done anonymously. When violations or potential violations of the Code of Conduct are reported, we promptly investigate the facts and take steps to resolve the matter and prevent recurrence. For each case received through the system, information is gathered from the reporter and persons relevant to the matter in order to understand the issue objectively. We then work together with relevant departments to resolve the case and follow up as necessary. We treat each case with the utmost care by respecting human rights, which includes keeping the matter in strict confidence, protecting privacy, ensuring anonymity, and preventing any negative treatment as a result of using the system.

In fiscal year 2024, the Nikon Group as a whole received 293 reports through the reporting and consulting

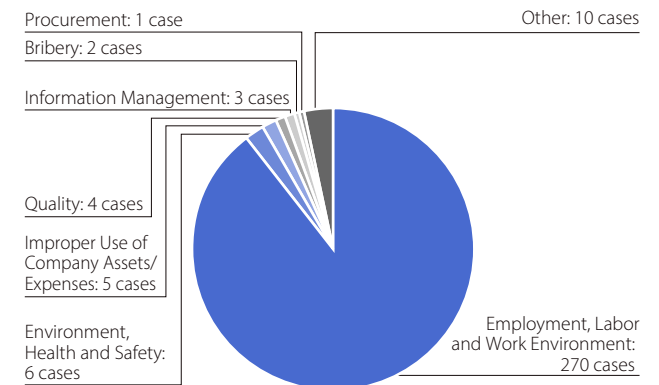
system. Cases related to employment, labor, and work environment were the most reported, with a total of 270 reports. Of these reports, 119 were related to discrimination and harassment. No cases of conflict of interest or insider trading were reported.

To ensure that this reporting and consultation system is functioning properly, the secretariat operating the Code of Conduct Hotline reports regularly to the Compliance Committee on the development and operational status of the system, which is based on the regulations. The committee is also informed of the status of overseas operations.

### ● Diagram of the Reporting and Consulting System in Japan



### ● FY2024 Reporting and Consulting System Use Results (Report Details)



Note: Total number of consultations in and outside Japan. In cases where consultants make more than one report, each report is counted individually.

### Compliance Training for Directors and Employees of the Nikon Group

The Nikon Group aims to instill an awareness of the concept of compliance in every person at the Nikon Group, from our top management to each and every employee.

At the March 2025 meeting of the Compliance Committee, a compliance seminar was conducted by the Compliance Department Manager for committee members, including Nikon's full-time directors. The seminar covered specific points of caution and required responses to management based on cases that have occurred within the Group.

For employees, we provide classroom training and e-learning. In fiscal year 2024, the Nikon Group in Japan provided education on revisions to the Nikon Code

of Conduct, anti-bribery, the fraud triangle, etc., led by compliance coordinators in each department and company. At Group companies outside Japan, the Regional Headquarters take the lead in continuously implementing activities to train and raise awareness of the Code of Conduct. In fiscal year 2024, we conducted training on anti-bribery and the prevention of competition law violations in all regions. We also held trainings tailored to the individual situations in each region.

In addition to this, in our quarterly sustainability newsletter to all Nikon Group employees, we explain the Nikon Group's approach to compliance by featuring compliance-related news that is attracting attention around the world.

## Global Awareness Survey (Monitoring)

The Nikon Group conducts monitoring through an awareness survey given to our employees at Group companies in and outside Japan every one or two years. The survey enables the Nikon Group to assess the degree of compliance awareness, the level of employee confidence in the reporting and consulting system, and the current status of Code of Conduct training, and reflect the results in improvements made to the Nikon Group's promotional activities.

Although we did not conduct an awareness survey in fiscal year 2024, we conducted a global awareness survey in fiscal year 2025 and reported the survey results to the Risk and Compliance Committee, as we did in 2023. We intend to relay survey results to each Nikon department and Nikon Group company, who will work to make improvements

based on these results. Using this type of awareness survey, the Nikon Group plans to establish a PDCA cycle for promoting compliance in all regions where we conduct business activities.

## Anti-Bribery

The Nikon Group has established the Nikon Anti-Bribery Policy with the approval of the Executive Committee to reconfirm our commitment to anti-bribery both internally and externally. To ensure compliance with the Nikon Anti-Bribery Policy, each Regional Headquarters outside Japan has formulated their own Anti-Bribery Guidelines under the direction of the Compliance Department. These guidelines reflect regional characteristics and summarize business approaches, precautions and operational procedures, etc., for entertainment, gifts and donations that are necessary to comply with the policy.

Specifically, we are taking steps to ensure full compliance with written application and approval procedures for expenditures related to public officials, etc. As a general rule, we have banned facilitation payments. In addition, at the start of transactions with third parties, such as intermediaries, Nikon makes the Nikon Anti-Bribery Policy known to all parties, and in principle, the contract must include a clause regarding anti-bribery.

The Compliance Department and Regional Headquarters outside Japan work continuously to provide training and make procedures regarding anti-bribery known to all. Each Group company also checks the operation of the Anti-Bribery Guidelines using a self-

assessment checklist at the end of every fiscal year, and the results are used to improve practices in the subsequent fiscal year.

In fiscal year 2024, elective compliance education in Japan for each workplace during the first half of the year focused on precautions to prevent illegal activities related to entertainment and gifts for university and research institute employees. In addition, we conducted anti-bribery training at overseas Group companies in the Americas, Europe, South Korea, and Hong Kong. Note that the Nikon Group has not experienced any violations of anti-bribery laws and regulations in fiscal year 2024.



Nikon Anti-Bribery Policy

## Prevention of Competition Law Violations

As set out in the Free Competition and Fair Competition and Business Transaction chapter of the Nikon Code of Conduct, the Nikon Group's fundamental position is to carry out fair competition and engage in business deals that comply with the competition laws of each country.

In recent years, the international community has increased its focus on compliance with competition laws, requiring more stringent efforts to comply with these laws. Through this training, which the Nikon Group provides on an annual basis, we strive to promote and raise awareness of legal compliance across the entire Nikon Group, as well as prevent competition law violations.

## Training on Competition Law

In order to provide competition law training that is in line with the laws and regulations of each country where we operate, the Nikon Group conducts training globally. Specifically, Nikon's Compliance Department takes the lead role in competition law training for the entire group, and the same department is in charge of training for the Nikon Group in Japan. Outside Japan, the legal department of each business operations site and each Group company prepares a curriculum and provides training with the assistance of local law firms as necessary.

In fiscal year 2024, the Nikon Group in Japan continued to implement e-learning programs, while outside Japan, training was provided based on the risks associated with each company's business activities.

employees through the newsletter, e-learning and other means in order to prevent the recurrence of misconduct.

## Responding to Misconduct

In the event of violations of employment rules or the Nikon Code of Conduct, the Nikon Group will take strict disciplinary action in accordance with internal regulations after investigating all related matters.

In fiscal year 2024, we took serious disciplinary action in one case based on misconduct in the Nikon Group. This case involved the improper receipt of money from a business partner by employees of a Group company outside Japan, resulting in disciplinary action against three principal parties and three relevant parties. There were no cases of serious disciplinary actions related to discrimination or harassment. Nikon continually provides education for