Section

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Governance

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Corporate Governance

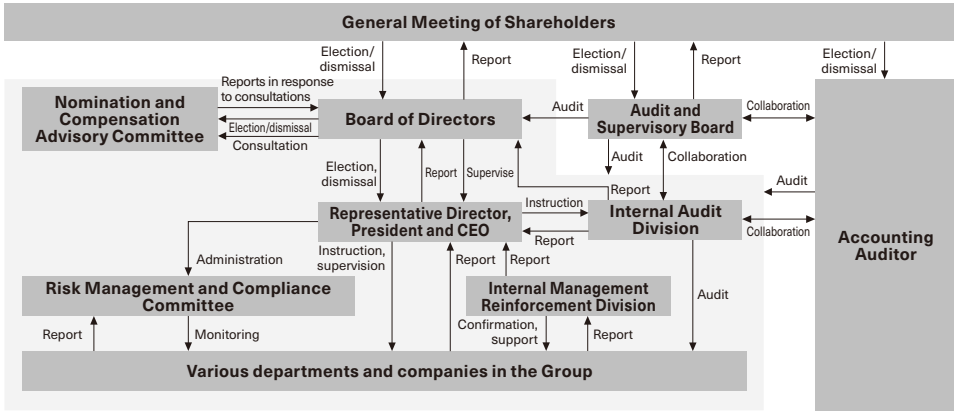
Basic Views

The aim of Kioxia Group's governance is to enhance the transparency and efficiency of management through the establishment of an internal control system for the Group, ensure risk management and compliance with laws and regulations, and continuously increase corporate value as one of the world's largest flash memory players by accelerating the speed of management through cooperation from supervision to execution. The Group strives to ensure the rights and equality of shareholders and investors by appropriately disclosing information and engaging in constructive dialogue, and the Group will continue to maintain and improve its governance system in order to promote appropriate cooperation through similar information disclosure and dialogue for the mutual benefit of all stakeholders related to the Company, including employees, customers, business partners, creditors, and local communities.

Corporate Governance Structure (As of July 2, 2026)

Kioxia Holdings Corporation is a company with an Audit and Supervisory Board which audits the duties of the directors.

The Board of Directors is the main body of governance at the Company. In order to clarify the separation of management supervisory functions and executive functions, execution functions are performed by the executive officers to whom authority has been delegated by the Board of Directors, together with the relevant departments that assist them.



Board of Directors

The Board of Directors consists of seven directors, including three outside directors. To clarify management responsibilities and enable prompt responses to changes in the business environment, the term of office for directors is set at one year.

Representative Director, President and CEO

The representative director and president, who also serves as president and CEO, makes decisions on important matters for the Company, generates synergies through the optimal deployment of management resources at the Company and its group companies, and bears responsibility to shareholders for execution of the Company's business.

Executive Officers

The Company has nine executive officers: one President and CEO, one Executive Chairperson, two Executive Vice President and Executive Officers, two Managing Executive Officers, and three Executive Officers.

Audit and Supervisory Board

The Audit and Supervisory Board consists of three members, including two outside members. Working with the accounting auditor and the Internal Audit Division, the Audit and Supervisory Board helps ensure sound management.

Voluntary Nomination and Compensation Advisory Committee

The Company established a voluntary Nomination and Compensation Advisory Committee as an advisory body to the Board of Directors on November 22, 2024. The committee consists of at least three directors or Audit and Supervisory Board Members, the majority of whom are independent officers as stipulated by the Tokyo Stock Exchange. The chairperson is selected from among the committee's independent officers by resolution of the committee. The committee deliberates primarily on matters related to nomination, including policies and standards for the appointment and dismissal of directors, the representative director, the president and CEO and the executive chairperson, as well as matters related to remuneration, including drafts of policies for determining the individual remuneration of directors, the president and CEO, and the executive chairperson, which are submitted to the Board of Directors. These matters are then reported to the Board of Directors. Through this framework, the Company works to strengthen the fairness, transparency, and objectivity of procedures related to the nomination and remuneration of directors, thereby enhancing corporate governance.

Corporate Governance

Nomination and Compensation Advisory Committee Members

Chairperson	Hiroshi Suzuki (Independent officer)
Committee Member	Michael R. Splinter (Independent officer)
Committee Member	Emiko Higashi (Independent officer)
Committee Member	Hiroo Ota (Representative Director, President and CEO)

Appointment Process for President and CEO

The Company's President and CEO is selected after assessing candidates from around the world and from inside and outside the Company and conducting interviews with the Nomination and Compensation Advisory Committee.

Hiroo Ota was appointed as President and CEO of the Company in April 2026. The Nomination and Compensation Advisory Committee resolved unanimously that he was the most suitable person for the role. The reasons for this resolution are that Mr. Ota possesses extensive technical knowledge regarding the development and production of memory and SSDs, as well as deep insight into semiconductor memory and AI ecosystems. The committee believed that, by leveraging these strengths and demonstrating strong leadership, Mr. Ota would enable Kioxia Group to achieve further growth and enhance its corporate value amid changes in the business environment.

Analysis and Evaluation of the Effectiveness of the Board of Directors

The Company decided to conduct self-assessments and analyses of its Board of Directors starting in FY2025, with the aim of improving the function of the Board of Directors, and in turn, corporate value.

The method and a summary of the results of the self-assessments and analyses are as follows.

Method of Evaluation

In January 2026, the Company conducted a survey via an external organization for all directors and auditors serving on the Board of Directors, and the board subsequently analyzed, discussed, and evaluated the results.

Summary of Results for FY2025

Responses to the survey were generally positive with regard to matters such as shared understanding of the roles of the Board of Directors, discussions that take into account sustainable profitability and capital costs, the operation of the Nomination and Compensation Advisory Committee, and discussions on the succession plans for the CEO, which indicates that both the Board of Directors and the Nomination and Compensation Advisory Committee are functioning effectively.

On the other hand, respondents identified issues for further improvement, such as diversity of the Board of Directors and the ratio of independent outside directors, discussions on management strategies and plans at board meetings, and dialogue with shareholders and investors in the context of how to further improve the function of the Board of Directors and its discussions.

Initiatives Going Forward

Based on this assessment, the Board of Directors of the Company will discuss issues and work quickly to improve them to continue its efforts to improve the function of the Board of Directors.

Activities of Outside Officers in FY2025

	Overview of Duties Performed Regarding the Roles Expected of Outside Officers
Hiroshi Suzuki Director	Mr. Suzuki actively makes statements at Board of Directors meetings and other meetings based on his broad knowledge of the manufacturing industry. In addition, through his role as Chairperson of the Nomination and Compensation Advisory Committee, he fulfills his duties as an outside director.
Michael R. Splinter Director	Mr. Splinter actively makes statements at Board of Directors meetings and other meetings based on his extensive experience and expertise in the global semiconductor industry. In addition, through his role as a member of the Nomination and Compensation Advisory Committee, he fulfills his duties as an outside director.
Isao Morita Audit and Supervisory Board Member	Mr. Morita has made statements mainly from the perspective of verifying the soundness of governance, leveraging his expertise in memory and storage as well as management.
Koichi Hatano Audit and Supervisory Board Member	Mr. Hatano has made statements mainly from the perspective of verifying the soundness of governance, utilizing his extensive knowledge in the field of human resources and general affairs.

Corporate Governance

Management Team (As of June 25, 2026)

Directors



Hiroo Ota
Representative Director, President and Chief Executive Officer

Status of Important Concurrent Positions
Representative Director, President and Chief Executive Officer of Kioxia Corporation

Reasons for appointment

Since joining the Company, Mr. Ota has helped lead the expansion of the market in the NAND business with the technical marketing department for semiconductor memory. As Vice President of Memory Division from 2021 he led the memory business to achieve further growth, and as Executive Vice President and Executive Officer from 2024 he oversaw the business, sales, and technology development departments. He became President and Chief Executive Officer in April 2026 and thus now manages the entire company. In light of his extensive operational experience and his knowledge of management, the Company has appointed him as a director.



Stacy J. Smith
Director

Status of Important Concurrent Positions
Executive Chairman and Director of Kioxia Corporation
Non-Executive Chair of the Board of Autodesk Inc.
Director of Intel Corporation

Reasons for appointment

Mr. Smith has served as CFO at Intel Corporation and possesses advanced financial knowledge and extensive experience in the semiconductor industry. As the Company expands as a global enterprise, his high-level expertise, deep knowledge of the semiconductor industry, and global management experience are deemed essential for providing valuable guidance and recommendations. Therefore, the Company has appointed him as a director.



Yuji Sugimoto
Director

Status of Important Concurrent Positions
Partner Head of Japan and Asia Pacific of Bain Capital (Japan), LLC

Reasons for appointment

As the Partner Head of Japan and Asia Pacific at a private equity firm, Mr. Sugimoto has been involved in the management of numerous companies and possesses extensive knowledge of corporate management. Given his experience and insight, he is expected to provide valuable advice and oversight regarding the Company's management, and thus the Company has appointed him as a director.



Masashi Suekane
Director

Status of Important Concurrent Positions
Partner of Bain Capital (Japan), LLC

Reasons for appointment

As a partner at a private equity firm, Mr. Suekane has been involved in the management of numerous companies and possesses extensive knowledge of corporate management. Given his experience and insight, he is expected to provide valuable advice and oversight regarding the Company's management, and thus the Company has appointed him as a director.



Hiroshi Suzuki
Independent Outside Director

Status of Important Concurrent Positions
Not applicable

Reasons for appointment

Mr. Suzuki served for many years as Director, President & CEO of HOYA Corporation, and possesses deep expertise in management strategy and global business as a corporate executive, as well as specialized knowledge of the semiconductor industry. As he is expected to apply this insight to the Company's management and provide supervision from an independent standpoint, the Company has appointed him as an outside director.



Michael R. Splinter
Independent Outside Director

Status of Important Concurrent Positions
Lead Independent Director of Nasdaq, Inc.
Director of Taiwan Semiconductor Manufacturing Co., Ltd.
Director of Tigo Energy, Inc.

Reasons for appointment

Mr. Splinter has long served as an executive of global companies listed overseas and has extensive experience in international business in the semiconductor industry. Having served as the Chairman of Nasdaq, Inc., he also possesses supervisory knowledge of overseeing listed companies. As he is expected to contribute to the deliberation of the Company's basic strategies and supervise management from an independent standpoint, the Company has appointed him as an outside director.



Emiko Higashi
Independent Outside Director

Status of Important Concurrent Positions
Managing Director of Tohmon Capital Partners, LLC
Director of Rambus Inc.

Reasons for appointment

Ms. Higashi has been involved with mergers and acquisitions for semiconductor and high-tech companies based in the U.S. and has experience co-founding a strategic consulting firm in Silicon Valley. She also has extensive knowledge and experience regarding the financial sector, the semiconductor industry, and data technology. As she is expected to utilize this knowledge to formulate strategies to increase the Company's corporate value and supervise management from an independent standpoint, the Company has appointed her as an outside director.

Corporate Governance

Management Team (As of June 25, 2026)

Audit and Supervisory Board Members

Isao Morita
Outside Audit and Supervisory Board Member (Full-time)

Status of Important Concurrent Positions
Audit and Supervisory Board Member of Kioxia Corporation
Outside Audit & Supervisory Board Member of NIHON DEMPA KOGYO CO., LTD.

Shunsuke Nakahama
Audit and Supervisory Board Member (Part-time)

Status of Important Concurrent Positions
Partner of Bain Capital (Japan), LLC
Non-Executive, Non-Outside Director of ECHOMARKETING Co., Ltd.

Chizuko Yamamoto
Outside Audit and Supervisory Board Member (Part-time)

Status of Important Concurrent Positions
Principal of Chizuko Yamamoto Certified Public Accountant Office
Outside Audit & Supervisory Board Member of Ozu Corporation
Outside Director of TOKYO ROPE MFG. CO., LTD.
Outside Audit & Supervisory Board Member of TDK Corporation

Executive Officers

Hiroo Ota
President and Chief Executive Officer

Yoshihiko Kawamura
Executive Vice President and Executive Officer
(Chief Financial Officer)

Kyota Okishiro
Managing Executive Officer
(General Manager, Human Resources and Administration Division)

Toshiaki Kawabata
Executive Officer
(Chief Information and Security Officer)

Kayoko Yasutomi
Executive Officer
(General Manager, Legal Affairs Division)

Stacy J. Smith
Executive Chairman

Tomoharu Watanabe
Executive Vice President and Executive Officer

Junichiro Yaguchi
Managing Executive Officer
(Chief Strategy Officer)

Toshiaki Fujikawa
Executive Officer
(General Manager, Corporate Communication Division)

Dialogue with Shareholders and Investors

Kioxia Holdings Corporation places emphasis on engagement with shareholders and investors through constructive dialogue and strives to foster trust through highly transparent communications. In addition to financial results presentations and the general meeting of shareholders, we host events such as Investor Day for institutional investors and analysts to provide clear explanations of our business and management strategies.

We also engage proactively in dialogue with institutional investors through conferences and one-on-one IR meetings. Conferences include participation by the CEO, CFO, and other management as appropriate, ensuring that senior management engages directly with investors. Through these opportunities, we strive to provide an even deeper understanding of such aspects of Kioxia Group as its business strategy, financial strategy and performance, sustainability efforts, and governance.

Feedback and insights obtained through dialogues with investors are regularly shared with senior management and directors in reports at meetings and other appropriate opportunities. Senior management appropriately considers investor perspectives and market feedback, incorporating them into the development of management strategies and initiatives to enhance corporate value.

Use of the Integrated Report

Kioxia Group uses its Integrated Report as a key tool for deepening constructive dialogue with investors and other stakeholders. Through the Integrated Report, we strive to present information on the Group's growth strategy, business activities, financial and non-financial information, and sustainability initiatives in a clear and accessible manner. Feedback from inside and outside the Company together with the results of expert evaluations and other assessments is used not only to improve the Integrated Report but also to identify management issues and enhance management initiatives. Through this cycle of dialogue and feedback, we enhance the transparency and effectiveness of management and support sustainable growth and the enhancement of corporate value.

Corporate Governance

Skill Matrix

Each director is expected to contribute to the medium- to long-term enhancement of profit and sustainable improvement of corporate value by demonstrating the following skills determined by the voluntary Nomination and Compensation Advisory Committee and the Board of Directors.

		Hiroo Ota	Stacy J. Smith	Yuji Sugimoto	Masashi Suekane	Hiroshi Suzuki	Michael R. Splinter	Emiko Higashi
	Date of appointment as director	June 2026	March 2019	March 2019	August 2024	March 2019	June 2020	June 2026
	Attendance at Board of Directors Meetings (FY2025)	—	18/20 times	15/20 times	19/20 times	20/20 times	16/20 times	—
Skills	Research & Development	✓	✓				✓	
	Supply Chain Management (Procurement/Logistics)	✓	✓			✓		
	Global	✓	✓	✓	✓	✓	✓	✓
	Finance/Capital Policy	✓	✓	✓	✓	✓		✓
	M&A/Strategic Alliances	✓	✓	✓	✓	✓	✓	✓
	Semiconductors (Including Materials/Equipment Manufacturers)	✓	✓			✓	✓	✓
	IT/DX/Information Security		✓			✓		✓
	Capital Market Insight		✓	✓	✓		✓	✓
	Global Intelligence	✓	✓	✓			✓	✓
	Manufacturing/Production Operations	✓	✓		✓	✓	✓	
	Sales/Marketing	✓	✓		✓		✓	
	Corporate Management (Execution)	✓	✓	✓		✓	✓	✓
	Human Resource Management	✓	✓	✓	✓	✓	✓	
	Finance/Accounting		✓	✓	✓	✓		✓
	Corporate Legal Affairs/Compliance						✓	✓
	Governance (Supervision)		✓	✓	✓	✓	✓	✓
	Corporate Strategy	✓	✓	✓	✓	✓	✓	✓

Note: The check marks in the chart do not represent the full extent of each director's knowledge, experience, or expertise.

Corporate Governance

Messages from Outside Directors

Strengthening Our Governance in Order to Navigate Rapid Change



Hiroshi Suzuki
Outside Director

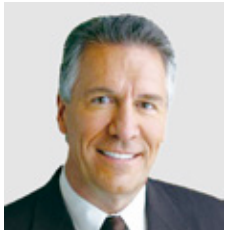
Chairperson of the Nomination and Compensation Advisory Committee

Kioxia has long respected the guidance of external directors and remains committed to enhancing our corporate governance. This year, with our major shareholder having reduced their stake, we have become a true public company, demanding even stronger governance: even greater objectivity, transparency, and effectiveness. Given that most of our customers and competitors are global enterprises, we must also strengthen our governance from a global perspective.

The semiconductor industry, particularly the memory segment, has historically experienced significant fluctuations driven by market dynamics, a trend that is likely to continue. Navigating these challenges will require swift, accurate decision-making. Our management team must not only address immediate demand but also anticipate technological trends and the broader changes in society, and understand their implications for our company.

I am confident that our new management team, led by President Ota, possesses the vision and agility to deliver this forward-looking leadership.

Leading the AI-Driven Flash Memory Revolution



Michael R. Splinter
Outside Director

Member of the Nomination and Compensation Advisory Committee

This has been an incredibly exciting period for Kioxia, as the amazing buildout of AI capabilities has significantly boosted demand for our flash memory. Our core technology and cost competitiveness have put us in a very strong position. The tremendous work of our teams across the company in process development, design, manufacturing and sales have propelled Kioxia to the forefront of this industry.

Looking ahead, Kioxia has a very bright future—the AI revolution is really just beginning. Our products are used by the greatest technology companies in world. The new technologies and products we are developing will keep us ahead of the competition. But while our opportunities ahead are great, our ability to execute our strategy and lead the world in flash memory technology will determine the level of our success.

I am very excited about the years to come!

Supporting Sustainable Growth: an Independent Perspective



Emiko Higashi
Outside Director

Member of the Nomination and Compensation Advisory Committee

The Kioxia Group has achieved significant growth in recent years, driven by increasing AI demand. A strategic imperative for the Board of Directors is to identify changes in our business environment, review what we need to accomplish, and ensure our future success. As a member of the Board, I am deeply conscious of these responsibilities.

For our group to remain a cutting-edge memory company and global leader in flash memory and SSDs, we need to continuously develop new technologies, cultivate talented personnel, and exercise agile thinking; we also need to invest proactively yet carefully. As we pursue a listing of American Depositary Shares and the implementation of more stringent corporate governance as a public company, I will leverage my experience at other companies and help Kioxia develop and implement its management strategy. Internal and external directors work together as one, engaging in constructive dialogue to meet the expectations of our shareholders, employees, and customers.

Corporate Governance

Officer Remuneration

Basic Policy

Based on its Basic Policy on Corporate Governance, the Company has established a remuneration system for officers designed to realize the continuous enhancement of corporate value, and to ensure that the functions of business execution and management supervision are appropriately fulfilled. This remuneration plan for officers will be updated periodically to reflect the Company's business growth and the market environment.

Remuneration Level

The level of remuneration is designed to ensure appropriate remuneration competitiveness as a global company to attract and retain highly capable executive talent who drive the Company's business. Specifically, the level is determined by referencing the remuneration levels of domestic and global companies in the semiconductor industry and other related industries.

Remuneration Structure

Remuneration for directors who concurrently serve as executive officers is structured as follows, to reflect their responsibility for medium- to long-term performance and for enhancing corporate value.
Fixed remuneration: Monetary remuneration paid as the fundamental component of remuneration for officers in accordance with the responsibilities and roles to be fulfilled
Performance-linked remuneration: Monetary remuneration that varies based on the degree to which performance targets are achieved for each fiscal year
Continuous service stock-based remuneration: Deferred compensation stock-based remuneration plan paid subject to continued service for a certain consecutive period
Performance-linked stock-based remuneration: Deferred compensation stock-based remuneration plan paid based on the degree of achievement of performance targets over a certain consecutive period

Remuneration for directors who do not concurrently serve as executive officers is structured as follows, considering their role in overseeing business execution.
Fixed remuneration: Monetary remuneration paid as the fundamental component of remuneration for officers in accordance with the responsibilities and roles to be fulfilled
Continuous service stock-based remuneration: Deferred compensation stock-based remuneration plan paid subject to continued service for a certain consecutive period

Method of Determining Remuneration for Directors

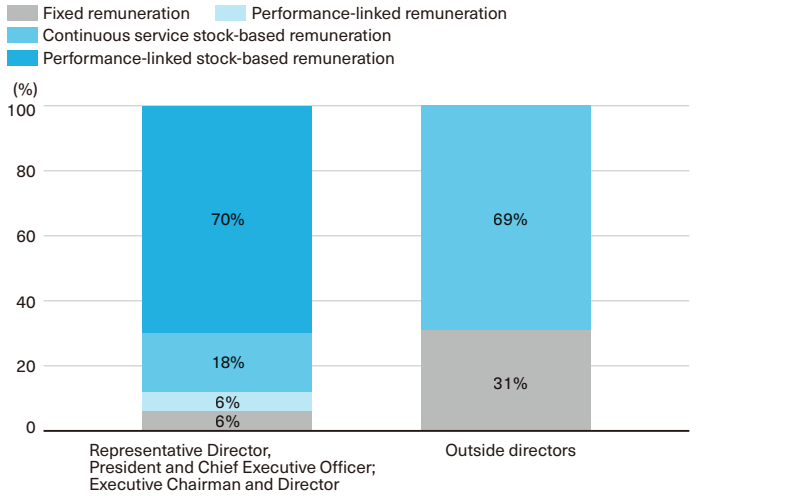
To ensure objectivity and transparency, the Board of Directors delegates the determination of individual remuneration amounts for directors to the Nomination and Compensation Advisory Committee, which is a voluntary committee chaired by an independent director and composed of at least three directors, the majority of whom are independent officers.

Malus and Clawback Provisions

The Company has established, by resolution of the Board of Directors, a "malus provision" under which all or a portion of the units of performance-linked remuneration and continuous service/ performance-linked stock-based remuneration may be forfeited, and a "clawback provision" under which the Company may request the return of all or a portion of money or shares paid in the event of serious misconduct or violation of laws and regulations on the part of a director.

Officer Remuneration Structure

(At standard value for performance-linked remuneration and with a 100% distribution rate for performance-linked stock-based remuneration)



Annual Securities Report

Corporate Governance Report

Risk Management and Compliance

Basic Approach and Structure

In Kioxia Group, the President and CEO of Kioxia Holdings Corporation oversees and promotes risk management and compliance activities as the responsible officer in accordance with the Risk Management and Compliance Regulations ("RC Regulations"). Moreover, the Risk Management and Compliance Committee, which has complete authority and responsibility with regard to all risk management and compliance-related issues of Kioxia Group, convenes at least once every six months to deliberate on, formulate, and promote necessary matters, in addition to addressing and resolving cases of crisis risk.*

Kioxia Group's Risk Management and Compliance Committee Structure



Kioxia Group defines risk as an uncertainty affecting business operations that could escalate into a crisis if not effectively managed. For risks requiring priority attention, especially business risks, financial and accounting risks, and information security risks, we delegate authority in accordance with the RC Regulations, establish specific rules and committees, and conduct detailed analysis and management according to the characteristics of the risk, as follows.

For business risks, the President and CEO of Kioxia Holdings Corporation is responsible for group-wide management in accordance with the Business Risk Management Regulations. The President and CEO identifies risks associated with matters requiring decisions by the Management Meeting, the Board of Directors, or other such bodies, determines and oversees items to be monitored for risk (such as market trends and geopolitical impacts), and implements necessary measures.

For financial and accounting risks, the President and CEO is the Company's Chief Accounting Compliance Officer in accordance with the Accounting Risk Management and Compliance Regulations. We have also established an Accounting Compliance Committee, which meets once every six months in principle. Based on the risk information it has gathered, assessment results, and internal audit findings, the committee discusses the establishment, implementation, assessment (including an assessment of internal controls related to the Company's financial reporting), and improvement of the Company's accounting compliance system.

For information security risks, we have established an Information Security Committee under the Chief Information Security Officer appointed by the President and CEO.

The committee meets once every six months. Trends in cyber-attacks that may affect the Company, the status of countermeasures, and activity plans are discussed and approved by management, resulting in the implementation of necessary measures and continuous improvement.

Risks are managed in accordance with the RC Regulations, with responsibility assigned to the Internal Management Reinforcement Division, the Human Resources and Administration Division, the Legal Affairs Division, or the Corporate Strategy Division. The division responsible for each risk monitors relevant laws and regulations, including their content and any amendments or repeal, as well as newly applicable social norms, and revises the risk table as necessary.

* Serious and immediate risk that cannot be addressed through usual decision-making channels and is of a severity that has the potential to escalate into a crisis that could significantly endanger the value of the Company due to factors such as reputational damage, loss of credibility, or loss of management resources

Details of business and other risks: Annual Securities Report for the Fiscal Year Ended March 2026



Kayoko Yasutomi
Executive Officer and General Manager, Legal Affairs Division
Kioxia Holdings Corporation

How Compliance Supports the Sustainable Growth of Kioxia Group

Driven by the AI-led evolution of a society that is hungry for data, the deployment of our flash memory and SSDs is expanding. As our business continues to grow, there is increasing public interest in and expectations for our Group and greater focus on our corporate social responsibilities.

Compliance is a vital management function: a foundation on which we build trust, achieve sustainable growth, and enhance our corporate value. Guided by the Kioxia Group Standards of Conduct, we are helping to create a sustainable society through business activities that emphasize fairness, integrity, and transparency. The management communicates its commitment to these principles internally to boost individual employee awareness of them. We also ensure our whistleblowing systems identify and address compliance risks early.

We will continue to respond appropriately to evolving laws, regulations, and social expectations, growing our business while maintaining the highest ethical standards, in order to sustainably enhance our corporate value and make our contribution to society.

Risk Management and Compliance

Internal Audits

Kioxia Holdings Corporation has established an Internal Audit Division under the direct control of the President and CEO to conduct audits, primarily of accounting and operations, with the aim of strengthening internal controls.

Based on an internal audit plan, the Internal Audit Division carries out audits through on-site visits or by reviewing submitted materials and conducting remote interviews, then reports its findings to the President and CEO approximately once each quarter and to the Board of Directors once a year. For audit findings, the Internal Audit Division monitors the progress and verifies the results of corrective actions as necessary until those actions have been completed.

The Internal Audit Division strives to enhance the effectiveness of its various audit functions, including accounting and operational audits, by strengthening collaboration with the Audit and Supervisory Board members and the Accounting Auditor through the mutual exchange of information on audit plans, progress, and results, among other initiatives. Specifically, the Audit and Supervisory Board members, the Accounting Auditor, and the Internal Audit Division hold regular meetings approximately once each quarter to exchange information on the status of audits and other matters. The Audit and Supervisory Board members and the Internal Audit Division also hold regular meetings approximately once each quarter for the same purpose. The Internal Audit Division also explains the status of internal audits and other matters to departments responsible for internal controls at Accounting Compliance Committee meetings, which are held approximately once every six months.

Whistleblower System

Kioxia Group encourages day-to-day communication within each workplace in order to foster an open work environment. We also operate a whistleblower system to prevent misconduct and facilitate its early detection. All employees are informed about this system through the company intranet, including that whistleblowers' anonymity is protected and that they will not be treated disadvantageously. Additionally, Kioxia Group in Japan* accepts reports from employees within one year of their retirement. The number of reports and consultations received through the whistleblower system in FY2025 was 110. Kioxia Holdings Corporation has also established a system that allows the company's officers or employees to provide information directly to an external lawyer in the event they become aware of any suspected legal violations (including those related to accounting) by the company or by its officers or employees.

*Kioxia Holdings Corporation and its subsidiaries in Japan

Information Security

As advances in AI drive rapid digitalization, data breaches and other risks associated with more sophisticated and targeted cyber-attacks are increasing, making information security a critical management issue for companies.

Guided by its policy on information management, including the handling of personal information, Kioxia Group rigorously manages personal information and customer and business partner information as confidential information, and has established systems to prevent improper disclosure or leakage. Initiatives conducted under these systems include regular employee training, addressing external cyber-attacks, and the establishment of a framework for managing assets and vulnerabilities.

The Group's efforts to strengthen information security also extend to suppliers and other stakeholders. In FY2025, Kioxia Corporation used a security risk rating tool to evaluate approximately 200 items, including website and server configurations and the presence of vulnerabilities, for business partners in areas including component supply, outsourcing, and cloud services, and provided guidance on improvements to those whose security capabilities were found to be inadequate.

Business Continuity Management

Kioxia Group has formulated a Basic Policy on Business Continuity Management (BCM) and established a framework for minimizing the risk of damage to corporate value resulting from unforeseen events such as natural disasters, accidents, pandemics, and regional conflicts by ensuring the safety of employees and their families, minimizing human casualties, and facilitating the continuation or rapid resumption of business operations.

Under this BCM framework, we have formulated a Business Continuity Plan (BCP) and implement disaster preparedness measures, practical drills, and periodic reviews of the plan at each of the Group's business sites during normal operations. Specific initiatives include disaster prevention measures at our business sites and factories (▶ P. 35) and the implementation of a safety confirmation system for employees in Japan. We have also formulated action plans for emergencies in countries and regions that are critical to the Group's business. In FY2025, we revised our action plans for a potential major earthquake and conducted drills based on those plans.

Risk Management and Compliance

Sustainability Management



Tomoharu Watanabe

Executive Vice President and Executive Officer in Charge of Sustainability
Kioxia Holdings Corporation

Sustainability—a Core Kioxia Management Focus Aimed at Boosting our Corporate Value

At Kioxia Group, we are implementing sustainability management that balances business growth with the resolution of social issues. Our "Sustainability Materiality"—a list of our sustainability priorities—summarizes the various critical initiatives we are taking in this space, all aimed at enhancing our corporate value.

In terms of our response to climate change, we are steadily reducing CO_2 emissions and making increasing use of renewable energy as we strive to meet our 2050 net-zero goals, while accelerating highly effective initiatives such as the acquisition of SBT certification.

Our inclusion in the FTSE4Good Index Series, our selection as an "A List Company"—the highest rating in the Water Security Category 2025—by the CDP, and our recognition as an SX-Nominated Company within the SX Brands 2026 program attest to the effectiveness of these efforts (▶ P. 59).

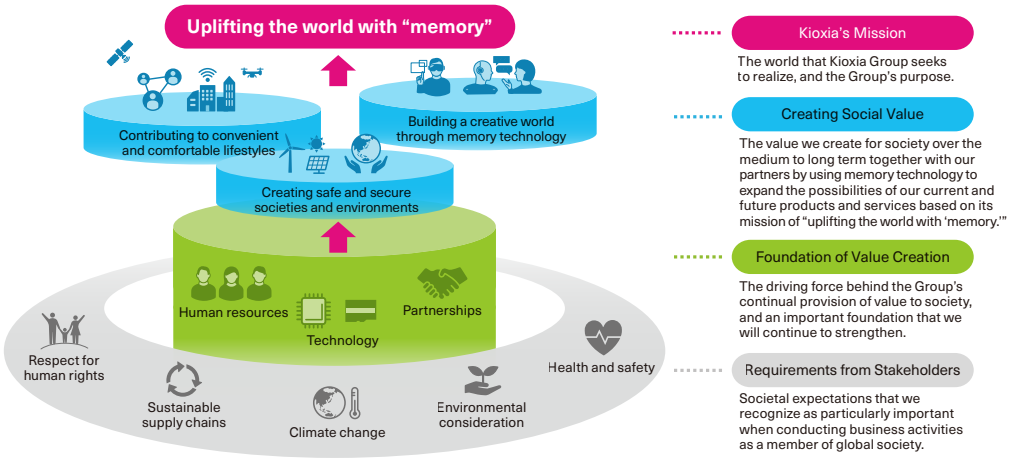
Moving forward, we will accelerate implementation of our sustainability initiatives by means of transparent disclosure, dialogue, and co-creation with our customers, partners, employees, local communities, shareholders, and investors. We are committed to acting with strong resolve across our entire value chain to continuously enhance our corporate value and make a positive contribution to society.

Sustainability Materiality

Priority Areas for Growing with Society and Increasing Corporate Value

Kioxia Group has identified its Sustainability Materiality—priority areas for advancing its sustainable development with society, enhancing its corporate value, and realizing its mission. Our Sustainability Materiality comprises three domains: "Requirements from Stakeholders," which refers to societal expectations that we recognize as being of particular importance; "Foundation of Value Creation," the Group's driving force for continuing to provide value to society; and "Creating Social Value," which involves working with partners to provide society with a foundation for data utilization through memory technologies, thus creating value over the medium to long term. These domains comprise 11 elements.

Through its business activities, Kioxia Group is working to reduce negative impacts on society and aims to create value for society with its partners by leveraging the driving forces behind its sustainable growth.



Establishment and Identification Process

Background and Business Environment

Global scale environmental issues such as climate change and environmental impacts and various forms of social inequality are becoming more serious. Meanwhile, new needs and challenges are emerging with the rapid development of a digital society centered on AI. Recognizing its growing role in the sustainable development of society, Kioxia Group has established its Sustainability Materiality to clearly set out its direction for sustainability management.

Determination Process

In determining its Sustainability Materiality, and taking into account the characteristics of its business, the Group has 1) referred to the *Integrated Reporting Framework* of the IFRS Foundation, the *Guidance for Collaborative Value Creation* of the Ministry of Economy, Trade and Industry, the GRI Standards of the Global Reporting Initiative, ISO 26000 (the international standard on the social responsibility of organizations), and other materials; 2) assessed stakeholder concerns and considered their importance to the Group; 3) selected candidate material themes through interviews with the management team and verification by external experts; and 4) finalized the selection following lively discussions at the Sustainability Committee, which includes participants from various divisions including corporate staff, research and technology development, sales, and manufacturing, and at the Sustainability Strategy Meeting, from the perspectives of trends in the international community, relevance to the Group's business, and enhancing competitiveness to increase corporate value.

The finalized themes are reported to the Board of Directors for deliberation as part of the non-financial medium-term management plan, thereby increasing their effectiveness.

Sustainability Materiality

Sustainability Management

Approaches to Material Issues Realizing Our Aspiration for FY2030

For each element of our Sustainability Materiality, we have identified issues based on our aspiration for FY2030 and the targets to be achieved, and set out specific action guidelines. We have set a total of 31 KPIs, which we review annually in light of factors such as changes in the social and business environments.

Requirements from Stakeholders		Foundation for Value Creation	Creating Social Value (P. 18)
Respect for human rights (P. 60)	Respect the human rights of all people involved in our business activities, including those in our supply chain	**Human resources** (P. 43) ・Recruit and develop talent to respond to growing and diversifying market needs ・Recruit and develop high-caliber engineers to advance cutting-edge technologies	**Building a creative world through memory technology** Contribute to the creation of value for society through diverse experiences, creative expression, and communication
Sustainable supply chains (P. 60)	Conduct business with due regard for human rights, occupational health and safety, and the environmental issues in our supply chain		
Climate change (P. 59)	・Reduce GHG emissions during manufacturing ・Improve the energy efficiency of our products during use	**Technology** (P. 36) ・Conduct continuous, strategic R&D investment and IP activities ・Generate innovation through partnerships	**Contributing to convenient and comfortable lifestyles** Contribute to convenient and comfortable lifestyles by making every bit of data more widely available
Environmental consideration (P. 59)	・Conserve water resources ・Conserve biodiversity ・Reduce waste and manage chemical substances		
Health and safety (P. 46)	・Create safe and comfortable workplaces	**Partnerships** (P. 40) ・Co-create with customers, research institutes, and suppliers	**Creating safe and secure societies and environments** Create new approaches through memory technology to contribute to safe and secure lifestyles

Main KPIs

For each theme of our Sustainability Materiality, we have analyzed its impact on the Group and its stakeholders and identified themes and KPIs of particular importance.

KPI	Targets
Reduction in greenhouse gas (GHG) emissions	Net-zero greenhouse gas emissions (Scopes 1 and 2) by FY2050 100% renewable energy usage ratio by FY2040
Contribution to the environment through products	30% reduction in energy consumed by products per GB of data processed[1] (by FY2030, compared with FY2025)
Promoting the career advancement of female employees	Increase the ratio of female managers to 7%[2] (by FY2030) Women comprise at least 45% of new graduate hires for administrative positions, and at least 15% for technical positions (every fiscal year).[2]

1 Reduction in energy consumed per GB of data processed by products sold in FY2030, compared with products sold in FY2025
2 Kioxia Corporation

Sustainability Management Structure (As of July 1, 2026)

Kioxia Group strengthens and advances sustainability management mainly through two deliberative bodies: the Sustainability Strategy Meeting and the Sustainability Committee.

Sustainability Strategy Meeting: This body is chaired by the Representative Director and President, with executive officers serving as committee members. It discusses and decides on Kioxia Group's sustainability strategies, policies, and targets, regularly reviews progress, and reports any significant issues to the Board of Directors.

Sustainability Committee: This body is chaired by the Executive Officer in Charge of Sustainability. Based on the strategies and policies formulated at the Sustainability Strategy Meeting, the heads of corporate divisions and Kioxia Corporation's business divisions discuss sustainability issues and KPIs and check the progress of activities.

In addition, where necessary, we have set up appropriate task forces under the Sustainability Committee to tackle important themes, promote measures to address issues, and manage progress. These deliberative bodies are managed by the Sustainability Division, which is responsible for promoting Kioxia Group's sustainability activities. Furthermore, we have established sustainability secretariats at Kioxia Corporation's Yokkaichi Plant, Yokohama Technology Campus, and Kioxia Iwate Corporation and are working to embed sustainability management practices across all sites and affiliated companies.

Sustainability Management Structure



Main Achievements in FY2025

In FY2025, the Sustainability Strategy Meeting met twice, and the Sustainability Committee four times. They discussed measures to address priority areas in light of changes in the business environment. In particular, stakeholder expectations regarding climate change countermeasures have continued to grow. Recognizing the need for a timely response, the Group reviewed various initiatives, including measures to further enhance the effectiveness of greenhouse gas emission reductions. We also reviewed important activities and measures related to the Group's human capital strategy, recognizing the urgent need to recruit and develop talent as a source of competitive advantage. Regarding the KPIs for each theme of our Sustainability Materiality, we reviewed progress and revised targets for some themes to reflect changes in the external environment. In addition, to more clearly present our process for creating value with our stakeholders, we established new KPIs for "Creating Social Value" and set out measures for visualizing and communicating our results internally and externally.

Sustainability Management

Inclusion in ESG Indexes, External Evaluations, and Certifications

FTSE4Good

FTSE JPX Blossom Japan Index

FTSE JPX Blossom Japan Sector Relative Index

SX nominated company 2026
Sustainability Transformation

CDP A List 2025

CDP Supplier Engagement Leader 2025

SCIENCE BASED TARGETS
DRIVING AMBITIOUS CORPORATE CLIMATE ACTION

Initiatives for the Environment

Addressing Climate Change

Recognition of Issues

Given that it owns and operates large-scale flash memory plants, Kioxia Group has positioned climate change countermeasures as a key sustainability issue. We aim to reduce greenhouse gas emissions across the product lifecycle through our business activities and throughout the value chain. Demonstrating accountability through climate-related disclosures and communication with stakeholders, we also aim for sustainable growth.

Targets and Initiatives

The Group has set a goal of achieving net-zero greenhouse gas emissions from business activities by FY2050. As a part of this goal, we aim to reduce Scope 1 (direct emissions) and Scope 2 (indirect emissions) to net-zero. We have additionally set a target of achieving a 100% renewable energy usage ratio by FY2040 and are introducing solar power generation systems for on-site consumption. As an interim milestone, we aim to reduce greenhouse gas emissions (Scope 1 and Scope 2) by 63.0% by FY2035 compared with FY2024. In addition, over the same period the Group also aims to reduce Scope 3 greenhouse gas emissions from purchased goods and services and capital goods (Category 1 and Category 2) by 67.0% per GB of products sold. These targets through FY2035 were certified by the Science Based Targets initiative (SBTi).*

* An international initiative that certifies science-based greenhouse gas reduction targets in line with the Paris Agreement.

Disclosures Aligned with TCFD Recommendations

The Group has endorsed the recommendations of the Task Force on Climate-Related Financial Disclosures (TCFD) and is promoting initiatives in line with the recommendations. Specifically, we analyze the impact of climate change on our operations and use the 1.5°C, 2°C, and 4°C scenarios provided by the International Energy Agency (IEA) to consider its effects on stakeholders, business activities, and our value chain.

We also assess future risks and opportunities from short-term and medium- to long-term perspectives. As transition risks, we assume such impacts as increased electricity costs due to the introduction of carbon taxes and higher costs for installing environmental protection equipment as the Group expands production. As physical risks, we assume such impacts as increased air-conditioning costs to control cleanroom temperatures due to rising outdoor temperatures.

As opportunities, we assume business expansion through the provision of products with improved energy efficiency, as well as reduced environmental impact and manufacturing costs through the introduction of energy-saving equipment.

Based on these analyses, the Group is promoting specific initiatives in governance and strategy formulation, risk management, and measures based on metrics and targets to maximize opportunities and minimize risks.

Our response to the TCFD recommendations Climate Change

Environmental Consideration

Amid worsening worldwide water shortages, Kioxia Group has identified the stable operation of flash memory plants and the conservation of water resources as one of its priorities. We strive to identify regional water risks from both short-term and medium- to long-term perspectives and promote appropriate water resource management.

Moreover, we engage in efficient manufacturing that considers environmental impact and resource circulation, while recognizing the importance of natural capital and ecosystem services. We are also working to provide disclosures based on the recommendations of the Taskforce on Nature-related Financial Disclosures (TNFD).

Flash Memory Production Scale: Initiatives for the Environment ▶ P. 35
Our approach to the environment Environment

Sustainability Management

Respect for Human Rights

Basic Philosophy

Kioxia Group believes that human rights are a prerequisite for the sustainable development of companies and of society. We are working to fulfill our responsibility to respect the human rights of all people involved in our business activities, including those in our supply chain. In 2021, we formulated the Kioxia Human Rights Policy to clarify our responsibilities. This policy stipulates that we must fully respect the human rights recognized in the International Bill of Human Rights and other documents, and that we will promote initiatives in accordance with international standards such as the *United Nations Guiding Principles on Business and Human Rights (UNGPs)*. The Kioxia Human Rights Policy constitutes one of our most important sets of rules, and has been endorsed by the Board of Directors of Kioxia Holdings Corporation.

Furthermore, we are committed to conducting business activities that are in line with the Responsible Business Alliance (RBA)[1] Code of Conduct. Examples include promoting our own sustainability initiatives and requesting our suppliers to respect human rights.

1 Corporate alliance that promotes social responsibility within global supply chains

Human Rights Due Diligence

Kioxia Group is promoting initiatives to respect the human rights of those impacted by its business activities and across its supply chain. To minimize human rights risks, we conduct human rights due diligence in accordance with the UNGPs and have established a cycle of activities that includes identifying and assessing human rights risks, constructing a framework for the prevention and mitigation of these risks and implementing appropriate countermeasures, tracking and investigating any identified situations, and disclosing relevant information.

Main Activities in FY2025

Kioxia Corporation joined the Japan Center for Engagement and Remedy on Business and Human Rights (JaCER)[2] as an official member, and established a third-party hotline utilizing JaCER's Engagement and Remedy Platform. The hotline receives reports and consultations from a wide range of stakeholders, helping to enhance the fairness and transparency of the grievance process and promote dialogue and remedy, thereby strengthening our response to human rights issues in the supply chain.

2 An organization that provides a non-judicial grievance redress platform in line with the UNGPs, with the aim of supporting and promoting grievance handling by member companies through its professional expertise

Our approach to human rights Respect for Human Rights

Sustainability Initiatives in the Value Chain

Basic Philosophy

The Group identifies the stakeholders and analyzes the sustainability issues associated with each process, from raw material mining to the disposal of products at the end of their life, and strives to avoid and mitigate risks based on the results of that analysis (See figure below).

Main Activities in FY2025

Obtained "Supplier Engagement Leader," the Highest Rating in the CDP "Supplier Engagement Assessment"

Kioxia Holdings Corporation was named a "Supplier Engagement Leader," the highest rating in the CDP's 2025 Supplier Engagement Assessment (SEA), in recognition of its efforts to address climate change throughout the supply chain.

Achieved Platinum Status, the Highest Level of Certification under the RBA Validated Assessment Program

In an RBA audit conducted at Yokkaichi Plant in May 2025, Kioxia Corporation was recognized for appropriate management in the areas of labor, safety, environment, ethics, and management systems. It scored the maximum possible 200 points and achieved Platinum Status, the highest level of certification under the RBA Validated Assessment Program.

Major Sustainability Issues and Initiatives in the Value Chain

Kioxia Group's Value Chain

