

Corporate Governance Data

Total Compensation Paid to Directors and Audit & Supervisory Board Members (Fiscal 2016)

Category	Monthly compensation		Reserve for bonuses		Stock compensation-type stock options		Compensation total	
	Number receiving compensation	Amount (¥ millions)	Number receiving compensation	Amount (¥ millions)	Number receiving compensation	Amount (¥ millions)	Number receiving compensation	Amount (¥ millions)
Directors	12	¥201	6	¥64	6	¥62	12	¥328
(Outside appointees)	(2)	(19)	(0)	(-)	(0)	(-)	(2)	(19)
Audit & Supervisory Board members	4	74	0	-	0	-	4	74
(Outside appointees)	(2)	(19)	(0)	(-)	(0)	(-)	(2)	(19)
Total	16	¥275	6	¥64	6	¥62	16	¥403

- The annual compensation limit established at a shareholders' meeting is ¥500 million for directors and ¥130 million for Audit & Supervisory Board members. Bonuses are included in the amount for directors. In addition, the annual compensation limit for stock compensation-type stock options (stock acquisition rights) for directors is ¥100 million, established separately from the above annual compensation limit for directors (excluding outside directors).
- The abovementioned payments include one director who stepped down from their posts as of the close of the twelfth Ordinary General Meeting of Shareholders held on June 28, 2016. As of March 31, 2017, the Group had eleven directors and four Audit & Supervisory Board members.

Information Related to the Independent Financial Auditor (Fiscal 2016)

Name	Ernst & Young ShinNihon LLC
Amount paid for statutory services ¹	¥188 million
Total remuneration to be paid by the Group to the independent financial auditor ²	¥409 million

- Total amount of remuneration for audit attestation services pursuant to Article 2, Paragraph 1 of the Certified Public Accountants Act.
- Total amount of remuneration and other financial profits to be paid by T&D Holdings and its subsidiaries.

Number of Stocks Held by the Directors and Audit & Supervisory Board Members

	June 28, 2017	June 28, 2016	June 25, 2015
President	24,184 shares	21,909 shares	19,764 shares
Other directors (average)	15,733 shares	16,481 shares	13,061 shares
Audit & Supervisory Board members (average)	4,817 shares	5,570 shares	4,712 shares

Information Related to the Board of Directors, Audit & Supervisory Board, Executive Committee, and Group Management Committee (Fiscal 2016)

Name	Number of meetings	Attendance rate	Main members and attendees
Board of Directors	21	97.5%	Directors and Audit & Supervisory Board members
Audit & Supervisory Board	15	93.3%	Audit & Supervisory Board members
Executive Committee	54	96.4%	President, vice president and executive officers
Group Management Committee	17	98.1%	President, presidents of the three life insurance companies, etc.

Existence of Policy or System

Item	Yes/No	Comments
Executive officer system	Yes	
Framework for setting directors' compensation	Yes	Disclosed in business report, "YUHO Report," and other financial documents
Director/Audit & Supervisory Board member share ownership	Yes	
Stock option system	Yes	
Liability limitation contract for outside directors and outside Audit & Supervisory Board members	Yes	
Liability limitation contract for the independent financial auditor	No	
Hostile takeover protection plan	No	
Basic code of ethics	Yes	T&D Life Group CSR Charter
Basic corporate ethics policy	Yes	T&D Life Group Compliance Code of Conduct