

Corporate Governance

Basic Approach

In 2020, Bridgestone Corporation, under the mission of “Serving Society with Superior Quality,” defined its vision of “Toward 2050, Bridgestone continues to provide social value and customer value as a sustainable solutions company.” As part of its efforts to achieve this vision, we have been managing its business in accordance with its Mid-long Term Business Strategy. We are continuing to improve its corporate governance to strengthen internal controls and evolve as a sustainable solutions company.

Bridgestone has been using Japan’s Corporate Governance Code (the Code) as a tool for evaluating its governance policies and systems and has implemented all the general principles, principles and supplementary principles set forth in the Code. The Governance Committee, an advisory committee to the Board of Directors, deliberates and makes recommendations regarding matters specified in the Code. Furthermore, the Company publishes a report (in Japanese and English) on these matters, which is disclosed on the corporate website following the approval of the Board of Directors.

[Corporate Governance](https://www.bridgestone.com/corporate/governance/)

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Transformation of Corporate Governance

Bridgestone has made continuous efforts to strengthen its corporate governance structure, including the introduction of Independent Directors in 2010, the establishment of advisory committees to the board between 2013 and 2014, and the adoption of the “Company with Nominating Committee, etc.” model in 2016. As part of this ongoing process, the Articles of Incorporation were amended in 2021 to abolish the full-time position of Chairman and to select a Chairperson of the Board of Directors from among the Independent Directors at a meeting of the Board of Directors to enhance execution and supervisory functions. Please see below for an overview of the transformation of Bridgestone’s corporate governance to date.

Ongoing Process of Optimization of Governance in Response to Evolving Company Strategies and Changing Social Demands

Theme	Year	Oversight	Management and Operational Execution
Creation of a governance structure for the realization of the “Sustainable Solutions Company” strategy	2024		Introduce new global management structure (incl. BRIDGESTONE EAST & WEST regional structure)
	2023	Approve new global management structure	Commence Mid Term Business Plan (2024-2026)
	2022	Introduce independent Chair-driven process of Board agenda setting	Commence “2030 Long Term Strategic Aspiration” Introduce Global CEO & 2 Joint Global COOs system in Bridgestone Corp.
	2021	Abolish the full-time position of “Chairperson” Nominate Board Chair from independent directors	Commence Mid Term Business Plan (2021-2023)
	2020	Separate roles of CEO and Chairman of the Board	Commence Mid-Long Term Business Strategy
Creation of a governance structure for the realization of a truly “global company”	2018	Restructuring of the Board’s authority and enhanced oversight of the Board (Authority delegation to executive management)	Establish “Global Sustainable Procurement Policy,” “Global Human Rights Policy” and “Code of Conduct”
	2016	Adopt new corporate structure “Company with Nominating Committee, etc.”	
	~2015	Establish discretionary board advisory committees (Governance, Nomination, Compensation & Compliance) Introduce independent members of the Board of Directors	Establish SBU organization structure Introduce Global Executive Committee Meeting Introduce Global CEO & Global COO in Bridgestone Corp.

Bridgestone E8 Commitment

The Bridgestone Essence Framework
 The Bridgestone Essence
 • Safety Mission Statement
 • Quality Mission Statement
 • Environmental Mission Statement

Corporate Governance System

In March 2016, Bridgestone transitioned to the “Company with Nominating Committee, etc.” model of corporate governance. The Board of Directors consists of 12 directors, including eight Independent Directors. Appropriate and proactive work is also conducted by the Nominating Committee, Audit Committee and Compensation Committee. The Board of Directors oversees the performance of the Company’s executive officers and directors. Furthermore, to strengthen corporate governance transparency, the Governance Committee and Compliance Committee have been established as advisory bodies to the Board of Directors.

The Board of Directors, including these statutory committees (Nominating Committee, Audit Committee, and Compensation Committee) and advisory committees (Governance Committee and Compliance Committee), supervises operating divisions via regular progress reports and information sharing to create a corporate governance system that aims to realize the Mid-Long Term Business Strategy. The Board of Directors and the Audit Committee are composed of a majority of Independent Directors and the Nominating Committee, Compensation Committee and advisory committees are composed entirely of Independent Directors.

As of January 2024, under leadership of the Global CEO, Bridgestone’s business will be divided into two regions, Bridgestone West (mainly the U.S. and Europe) and

Bridgestone East (mainly Japan and Asia), with each region to be headed by a Joint Global COO.

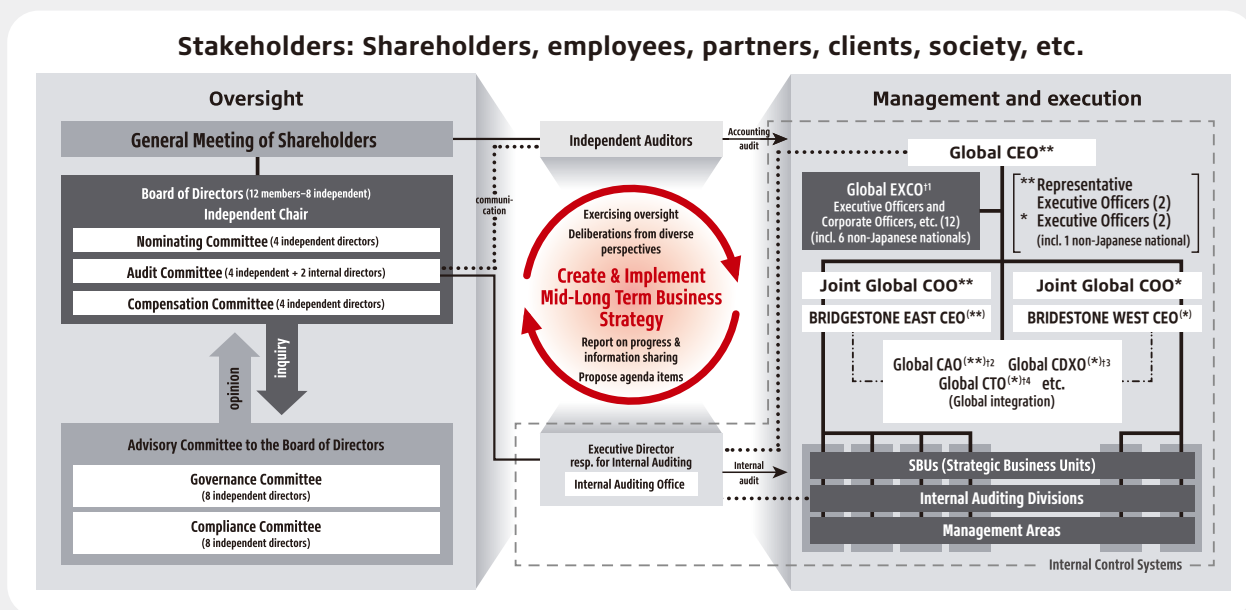
In both regions, multiple SBUs have been established and divided into smaller business areas, bringing management closer to the field and enabling deeper understanding of issues.

Furthermore, to ensure consistency between global and regional strategies and to maximize effectiveness and efficiency, we have established global integration functions and appointed a Global CAO, Global CDXO, and Global CTO.

In addition, we have established the Global Executive Committee (Global EXCO), comprised mainly of these officers, as the highest-level management executive body in our Group. It serves to strengthen our system of checks and balances by debating and discussing management issues including corporate strategy and sustainability from a global perspective, which enhances the transparency of decision-making. This information is also regularly reported to the Board of Directors in a timely manner in order to aid in their deliberations. Collectively, these actions ensure that we maintain an effective supervisory function.

Please see below for the Company’s corporate governance structure put in place to realize its Mid-Long Term Business Strategy.

● Corporate Governance Structure



Joint Global COO: Responsible for global operations in two areas:
 (1) BRIDGESTONE EAST CEO for Japan & Asia, (2) BRIDGESTONE WEST CEO for Americas & Europe.
 †1 Global EXCO: Global Executive Committee †2 Global CAO: Global Chief Administration Officer
 †3 Global CDXO: Global Chief Digital Transformation Officer †4 Global CTO: Global Chief Technology Officer

Approach to the Composition of the Board of Directors and the Roles Particularly Expected of Directors

The Nominating Committee, in selecting candidates for nomination to the board, seeks to maintain diversity and, at the same time, overall balance in board composition with respect to knowledge, experience and skills. Committee members consider business experience and expertise in a wide range of disciplines and fields for Independent Director candidates. Additionally, it is the policy of the Company that the board should be of sufficient size to enable adequate

discussion and deliberation. To ensure the objectivity of external directors, the Company has established its own Independence Standard. Based on the above approach, the Company's Board of Directors has an overall balanced composition with diverse perspectives to oversee the successful execution of the Mid-Long Term Business Strategy to enhance corporate value.

Name	Executive Officers/ Non-executive Directors/ Outside and Independent Directors	Tenure as Director (Years)	Nominating Committee	Audit Committee	Compensation Committee	Sustainability	Capital, Human Resources and Organizational Strategy	Global Experience	Technologies and Innovation	Finance and Accounting	Legal Affairs and Risk Management	Management Experience at Other Companies
Shuichi ISHIBASHI	Representative Executive Officer	4				○	○	○				
Masahiro HIGASHI	Representative Executive Officer	3				○	○	○				
Akira MATSUDA	Internal / Non-executive	1		○		○		○	○			
Tsuyoshi YOSHIMI	Internal / Non-executive	5		○			○			○	○	
Yuri OKINA	Outside / Independent	10	○		○	○	○			○		
Yukari KOBAYASHI	Outside / Independent	1		○				○	○			○
Yojiro SHIBA	Outside / Independent	6		○			○	○				○
Yoko SUZUKI	Outside / Independent	6		○		○	○				○	
Scott Trevor DAVIS	Outside / Independent	13	○		○	○	○	○				
Yasuhiro NAKAJIMA	Outside / Independent	1		○				○		○	○	
Kenichi MASUDA	Outside / Independent	8	○		○		○	○			○	
Kenzo YAMAMOTO	Outside / Independent	8	○		○			○			○	○

Notes: Tenure as of March 26, 2024.

Outside and Independent Directors are listed in order of the Japanese syllabary.

Circles indicate the top three priorities in the expected areas of contribution as a director.

* Proportion of Independent Directors: 66.7% (8 of 12)

* Proportion of Women Directors: 25% (3 of 12)

Evaluating the Effectiveness of the Board of Directors

Bridgestone has continuously improved its governance structure, as described in the Transformation of Corporate Governance section above. Building upon these enhancements, the scope of the evaluation of Board effectiveness has been taken to include not only the Board of Directors but also the statutory and advisory committees. Evaluation of the entire scope of board functions includes the review of all board deliberations and their outcomes and self-evaluations of all directors.

Board of Director evaluations are conducted through a one-year cycle that includes evaluation, issue identification, and implementation, leading to continuous improvement of corporate governance.

FY2023 evaluations confirmed that, as the result of a range of factors, the Board of Directors engaged in transparent decision-making and effectively demonstrated its oversight functions. These factors included timely reports from operating divisions for deliberation at Board meetings,

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productive exchanges of opinions among Board members, reports and discussions on specific themes following proposals from Independent Directors, active discussions utilizing the diverse perspectives of Independent Directors, and the creation of globally conscious frameworks within statutory and advisory committees.

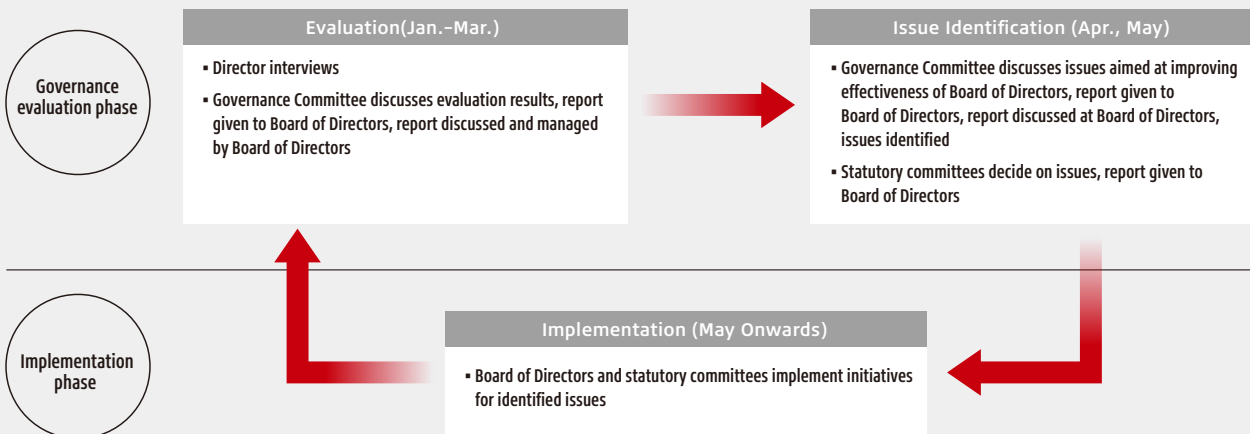
Regarding the status of business execution, based on reports of discussions at Global EXCO meetings, the Global CEO and Representative Executive Officer shared information with the Board of Directors in a timely and appropriate manner.

The above led to the confirmation of Mid Term Business Plan (2021–2023) outcomes in light of the already formulated

Mid-Long Term Business Strategy and 2030 Long Term Strategic Aspiration, and ensured even more productive discussions between directors and operating divisions on the formulation of a new Mid Term Business Plan (2024–2026) as well as when deliberating and making decisions on individual matters.

We have also changed the way we formulate proposals for the Board of Directors. The Chairperson of the Board of Directors, who is an Independent Director, now takes the initiative in formulating proposals based on proposals from other Independent Directors, resulting in lively discussions with even greater objectivity and transparency.

● Effectiveness Evaluation Process



Compensation System for Executive Officers

Remuneration for each position and individual director and executive officer is determined by the Compensation Committee, which is composed solely of Independent Directors. In its deliberations the committee considers changes in the business environment, the opinions of shareholders and investors, along with information from third-party human resources and compensation consultants with extensive global experience and knowledge.

The Company has designed a compensation system based on the following principles of remuneration: “attract and cultivate superior talent”, “support a competitive remuneration level”, “provide motivation for the execution of business strategies”, and “provide motivation for enhancing shareholder value”. From fiscal year 2022, the Company adopted the mid- to long term incentives aimed at promoting sustainability and transformation initiatives, and achieving Mid-Long Term Business Strategy. The Compensation Committee has set the following four goals and evaluates the achievement.

- (1) Establishment of the “Bridgestone E8 Commitment” and communication with stakeholders both inside and outside of the Company
- (2) Investment in and development of people to increase added value and job satisfaction
- (3) Carbon neutrality, including reduction of CO₂ emissions
- (4) Circular economy, including increasing the ratio of recycled and renewable resources

For details on the compensation system, please refer to “(4) Remuneration for Members of the Board and Executive Officers” in the Annual Securities Report (105th Fiscal Period).

[☑ Remuneration for Members of the Board and Executive Officers](#)

www.bridgestone.co.jp/tr/library/securities/pdf/105.pdf

Board of Directors and Executive Officers As of March 2024

Board of Directors



Shuichi ISHIBASHI

Member of the Board
Global CEO and
Representative Executive
Officer



Masahiro HIGASHI

Member of the Board
Joint Global COO and
Representative Executive
Officer



Akira MATSUDA

Member of the Board
Member of the Audit
Committee



Tsuyoshi YOSHIMI

Member of the Board
Member of the Audit
Committee



Scott Trevor Davis

Member of the Board*
Chairperson of the Board of
Directors
Member of the Nominating
Committee
Member of the Compensation
Committee
Chairperson of the Governance
Committee



Yuri OKINA

Member of the Board*
Chairperson of the
Compensation Committee
Member of the Nominating
Committee



Kenichi MASUDA

Member of the Board*
Chairperson of the
Nominating Committee
Member of the
Compensation Committee
Chairperson of the
Compliance Committee



Kenzo YAMAMOTO

Member of the Board*
Member of the Nominating
Committee
Member of the
Compensation Committee



Yojiro SHIBA

Member of the Board*
Chairperson of the Audit
Committee



Yoko SUZUKI

Member of the Board*
Member of the Audit
Committee



Yukari KOBAYASHI

Member of the Board*
Member of the Audit
Committee



Yasuhiro NAKAJIMA

Member of the Board*
Member of the Audit
Committee

* Independent Director

Executive Officers



Shuichi ISHIBASHI

Global CEO and
Representative Executive
Officer(*)



Masahiro HIGASHI

Representative Executive
Officer
Joint Global COO •
Bridgestone East CEO
Global CAO (Global Chief
Administration Officer)
BSAPIC*¹ Chair
Chairman and Representative
Board Member of
Bridgestone Tire Solution
Japan Co., Ltd.(*)



Paolo Ferrari

Executive Officer
Joint Global COO •
Bridgestone West CEO
Global CDXO (Global Chief
Digital Transformation
Officer)
BSAM*² Executive Chair of
the Board & Group President
BSEMEA*³ Supervisory Board
Chair(*)



Masato BANNO

Senior Vice President and
Executive Officer
Global CTO (Global Chief
Technology Officer)
Responsible for Monozukuri(*)

(*) Global Executive Committee Member

*¹ BSAPIC: Asia Pacific, India, and China

*² BSAM: Americas

*³ BSEMEA: Europe, Middle East, and Africa