

April 17, 2015

Tsukada Global Holdings, Inc.  
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Securities code: 2418 (First Section, Tokyo Stock Exchange)

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## **Notice of Revision of Basic Policy on Construction of Internal Control System**

Tsukada Global Holdings, Inc. (the "Company") announces that the Board of Directors resolved at its meeting on April 17, 2015, to revise the basic policy on construction of the company's internal control system as described below.

1. System to ensure that the execution of duties by directors and employees is in compliance the Company's Articles of Incorporation and all relevant laws and regulations.
  - (1) The directors and employees of the Company will endeavor to maintain and improve the Company's compliance system by ensuring compliance with the Company's Articles of Incorporation and all relevant laws and regulations while also striving to fulfill their social responsibilities, adhere to sound business ethics, and comply with internal regulations, including the Company's "Code of Conduct."
  - (2) An independent Internal Audit Department separate from other units of the Company's executive branch will conduct groupwide internal audits and report its findings on the state of compliance to the Board of Directors while simultaneously reviewing the compliance system itself.
  - (3) The Company will resolutely work to ensure the absence of any connections with antisocial forces and in the case of unreasonable demands from such quarters will work closely with the relevant institutions.
2. System for the preservation and management of information related to the execution of duties by directors
  - (1) The Company will establish regulations concerning document management and other related regulations and will take all necessary actions to ensure the proper storage

and management of information related to the execution of duties by executives of the Company and its subsidiaries while also ensuring the confidentiality of such information.

- (2) The Company will establish and maintain a system that ensures these confidential documents and information can be viewed by relevant authorities and other entities as necessary.
3. Regulations and other systems related to the management of risk of potential losses
- (1) The Company will manage business risk by ensuring that business operations are conducted in accordance with approval processes and with due deliberations by the Board of Directors, the Management Committee, and other decision-making bodies.
  - (2) The Internal Audit Department will audit the risk management practices of the Company's various divisions and subsidiaries and report its findings to the Board of Directors. The Board of Directors will periodically review the risk management system in order to understand and correct outstanding issues.
  - (3) The Company will establish crisis management systems appropriate to each of its various divisions and subsidiaries in order to gauge risk and conduct the analysis needed to take preventive measures or countermeasures as needed. The Company will also prepare the necessary procedures and methods to be taken when risks become reality.
4. System to ensure the efficient execution of duties by Directors
- (1) Directors must effectively carry out their duties, fulfill their responsibilities and execute authority in accordance with the Company's "Organization Rules," "Rules concerning the Separation of Duties", and "Rules on the Exercise of Administrative Authority".
  - (2) Directors must promote cooperation throughout the Group, ensure the consistency of business practices and carry out efficient management in accordance with the "Guidelines for the Management of Subsidiaries and Affiliated Companies."
  - (3) To firmly grasp the current situation of each business operation and make any necessary improvements, the Internal Audit Department will conduct regular audits and report its findings to the Board of Directors, which will investigate further as necessary.
5. System to ensure proper business operation of a corporate group consisting of the Company and its subsidiaries
- (1) The systems outlined in 1 through 4 will be created, developed and operated as groupwide management system.
  - (2) All group companies will engage in collaborative efforts in each business sector and share information with the Company.
  - (3) The Company's Internal Audit Department will conduct audits of all group companies.

6. Matters relating to employees required to assist in auditor duties and such employees' independence from the Board of Directors
  - (1) When the Auditor requests an employee be assigned to assist in audit duties, the appropriate individual will be selected in consultation with the auditor.
  - (2) Personnel matters related to the concerned employee will be determined by prior consultation with statutory auditors and with the consent of the employee.
  - (3) If the concerned employee is concurrently serving as staff of another department, the employee will prioritize the auditor-related duties.
  
7. System for director and employee reports to the auditor and for other reports to the auditor
  - (1) Directors and employees must immediately inform the auditor when they (a) become aware of a situation that could cause the Company or one of its subsidiaries to suffer a serious loss, (b) are concerned that such a situation could arise, (c) discover an illegal or fraudulent act, or (d) become aware of any other situation that should be reported to the auditor. The Auditor may also request reports from directors or employees about other matters as they deem necessary.
  - (2) The Internal Audit Department will report the results of their audits to the auditor in a timely and appropriate manner.
  - (3) Individuals making reports to the auditor must not be subjected to unfavorable treatment because of their report, and this rule must be thoroughly communicated to directors and employees.
  
8. Other systems to ensure that the Auditors work is carried out effectively
  - (1) Directors and employees must endeavor to deepen their understanding of the reasons for an audit by the auditor and create an environment conducive to the audit.
  - (2) The Auditor will regularly exchange opinions with representative directors in order to ensure mutual understanding and the effective execution of the audit function.
  - (3) The Auditor will cooperate with the Internal Audit Department to conduct effective audits.
  - (4) Directors will create an environment that enables the auditor to cooperate with such external experts as attorneys, certified public accountants, and tax accountants, as deemed necessary by the auditor when conducting the audit work.
  - (5) The Company will promptly pay all expenses required to conduct an audit upon receiving an invoice from the auditor.
  
9. System to ensure the reliability of financial reports
  - (1) The Company will prepare guidelines and internal systems required to create a transparent and impartial management attitude and ensure the preparation of reliable financial reports.
  - (2) The Auditor and the Internal Audit Department will monitor and verify the accuracy of financial reports as well as the maintenance and operation of the internal control system required to create those reports, and will propose any necessary improvement measures to the Board of Directors.