

## Directors and Corporate Auditors/Officers

### DIRECTORS AND CORPORATE AUDITORS

(As of June 23, 2006)

#### Directors

##### Executive Director & Chairman

Tomoyo Nonaka

##### Executive Director & President

Toshimasa Iue

##### Executive Director & Executive Vice President

Koichi Maeda

Kazuhiko Suruta

Tetsuo Naraha

##### Directors

Toshinao Matsushima (Outside Director)

Ankur Sahu (Outside Director)

Mitsuru Honma

Hidetoshi Arima

#### Corporate Auditors

##### Corporate Executive Auditors

Ryota Tominaga

Kenzo Kurokawa

Toshiya Uchida

##### Corporate Auditors

Hiroshi Toda (Outside Corporate Auditor)

Osamu Okamoto (Outside Corporate Auditor)

Takeharu Nagata (Outside Corporate Auditor)

### OFFICERS

(As of June 23, 2006)

##### Chairman

Tomoyo Nonaka

##### President

Toshimasa Iue

##### Executive Vice President & Officer

Koichi Maeda

Kazuhiko Suruta

Tetsuo Naraha

##### Executive Officers

Mitsuru Honma

Satoshi Inoue

Osamu Kajikawa

Hiroshi Ono

Akira Kan

##### Senior Officers

Teruo Tabata

Toshiaki Iue

Takenori Ugari

Yoshihiro Nishiguchi

Tadao Shimada

Yoshio Iwasa

##### Officers

Hidetoshi Arima

Shinya Tsuda

Keiichi Yodoshi

Nobuaki Matsuoka

Takuya Kobayashi

Tsutomu Asano

Katsuhisa Kawashima

Kohei Wakayama

Kazuhiro Takeda

Masato Ito

Seiichiro Sano

Sousei Takeuchi

Morihiro Kubo

Hideo Matsui

Satoru Hotta

Tsuyoshi Takemura

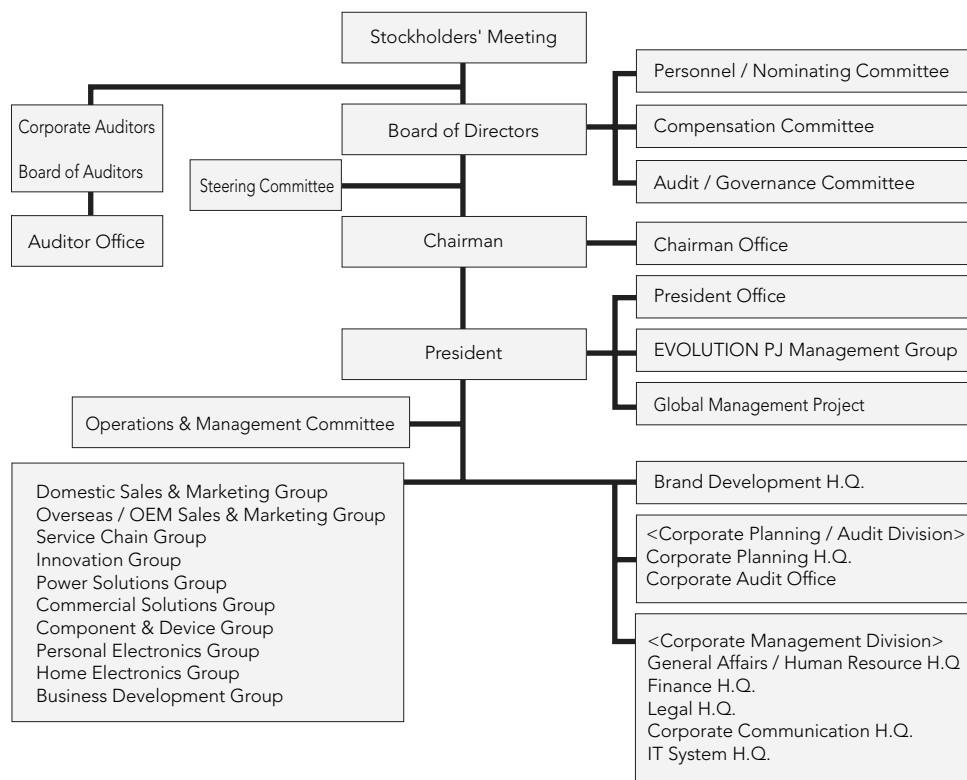
Satoshi Kitaoka

Tetsuhiro Maeda

Yoshio Watabe

## Organization Chart

(As of July 1, 2006)



### Basic concept of corporate governance

Sanyo believes that in order to implement the management philosophy and improve its corporate value, it is essential to enhance corporate governance. One means of achieving these aims is to promote sound and transparent management through the timely and appropriate disclosure of corporate information.

Sanyo also regards compliance as an important basis for fulfilling its social responsibility, and is aware that thorough compliance is essential for continuity of business operations. With these aspects in mind, Sanyo vigorously advances group-wide compliance management while strengthening corporate governance. Sanyo has established the Sanyo's Principles of Conduct as guidelines to be observed by Sanyo's directors, officers and employees in all their activities. Moreover, we have defined compliance in a wider scope, to include corporate ethics, rather than confine our definition to compliance with laws, regulations and corporate rules. Also, specific codes of conduct have been stipulated for implementing the Principles of Conduct, so as to further promote compliance efforts among Sanyo's directors, officers and employees.

### Management systems and internal control system

(1) Development of management systems related to decision-making, business execution and supervision, and other corporate governance systems

· Directors/Board of Directors

The Company holds regular meetings of the Board of Directors once a month, to make important decisions and oversee business execution by officers and directors. To facilitate careful deliberation at such meetings and improve management efficiency, all board members attend the Steering Committee meetings, which are held at least twice a month. At the Steering Committee meetings, they preliminarily review items on the agenda for the meeting of the Board of Directors, and make swift decisions regarding fundamental and important subjects relating to certain business implementations.

As of the end of March 2006, the Board of Directors comprises nine directors (including four outside directors).

· Auditors/Board of Auditors

In our auditing system, the Company has a Board of Auditors comprising six corporate auditors, three of whom are outside auditors, as of the end of March 2006.

Corporate Auditors attend Board of Directors meetings and other important meetings, inspect important documents of settlement and receive reports from internal audit sections and other relevant departments. Through these activities, Corporate Auditors stringently monitor the performance of directors.

Corporate Auditors also inquire into the auditing policies and plans of accounting Auditors, and receive reports and explanations on the results of audits performed as occasion arises, so as to ensure mutual coordination with accounting auditors.

· Special Committees

The Company has established the governance system by setting up three special committees. These special committees deliberate on internal control-related subjects in each area of specialty, make recommendations and proposals, and submit reports to the Board of Directors.

\* Personnel/Nominating Committee

Mainly discusses bills to be submitted to the stockholders' meeting, regarding nomination of candidates for directors and removal of directors.

\* Compensation Committee

Mainly discusses bills to be submitted to the stockholders' meeting regarding the total amount of remuneration for all directors, as well as the amounts of remuneration for individual directors (and officers).

\* Audit/Governance Committee

Mainly discusses basic policies, establishment of mechanisms, plans and measures concerning audit/internal control throughout Sanyo, in cooperation with the Auditor Office and Legal Headquarters. The Committee also discusses how to establish policies and mechanisms for current governance system function, and how to ensure appropriate operation of the system.

(2) Development of the internal control system

To win stakeholders' trust and enhance Sanyo's sustainability as a global enterprise, Sanyo believes that it is essential to develop an internal control system and ensure that the system can function effectively. To this end, while complying with relevant laws and regulations, Sanyo strives to enhance the soundness, efficiency and transparency of corporate management.

- Internal audits

To further strengthen the internal control system for business operations, financial reporting and compliance, Sanyo has set up Internal Auditing Departments in the Company's Head Office and major subsidiaries. The Auditing Departments work to ensure efficient business practices in compliance with laws and regulations.

The Internal Auditing Departments also report audit results and other relevant information to the Corporate Auditors. The Departments work to maintain and improve auditing quality by verifying the efficiency and effectiveness of their audit activities under the guidance of the Auditors.

- Risk management

Sanyo has designated one officer as chief supervisor, and has set up a department that supports the chief supervisor, to oversee and coordinate risk management across Sanyo. In so doing, we are working to ensure that risk management policies are known group-wide, and to address issues regarding risks that

are common to Sanyo, so as to strengthen Sanyo's capability to cope with various risks.

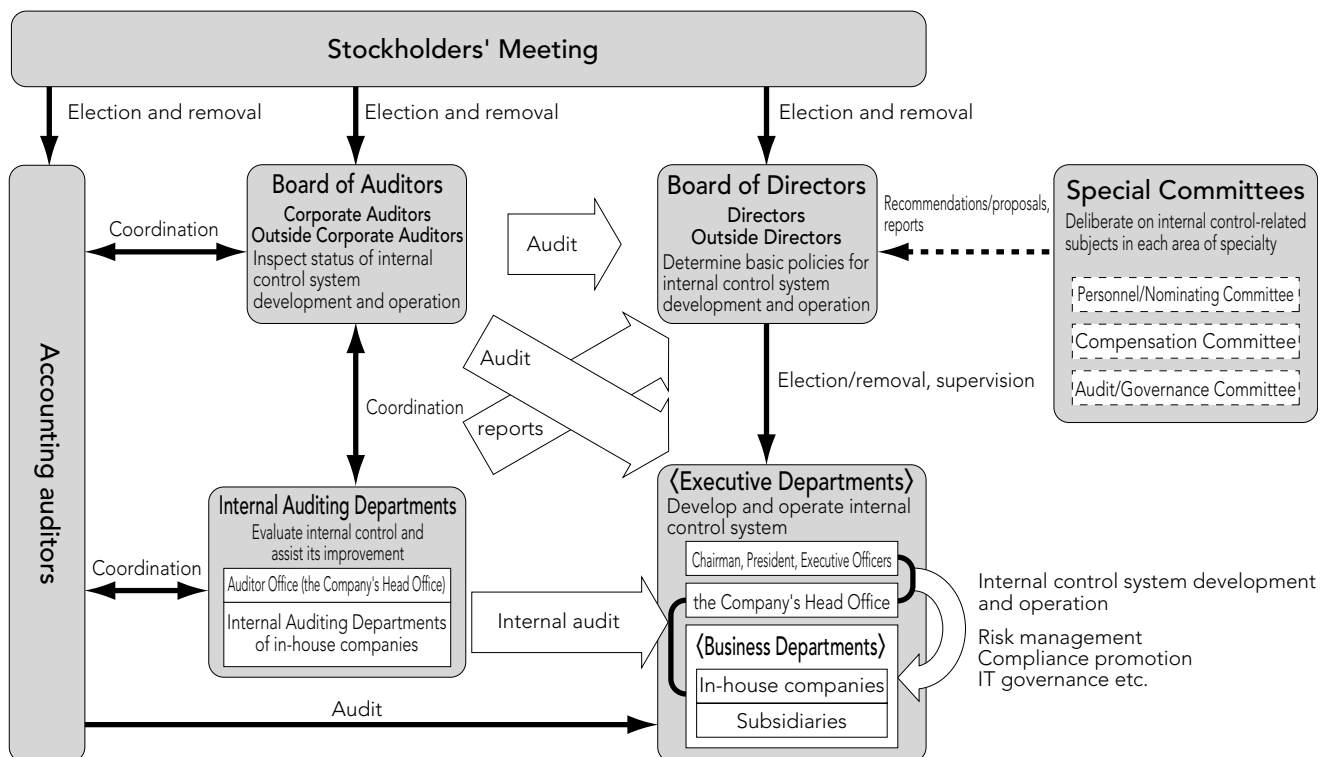
- Compliance promotion system

To implement the management philosophy, The Company has stipulated basic compliance rules. The Company has also established a compliance promotion section in the Company's Head Office. Under the system, the President is responsible for overall compliance management, and one officer is responsible for compliance enforcement.

- Whenever legal judgment is necessary, the Company obtains appropriate advice from corporate lawyers. From Accounting Auditors - through accounting audits - the Company receives recommendations that lead to improvements in accounting and business operations.

Shown below is a schematic representation of the corporate governance system, including an outline of the internal control system (as of the end of March 2006).

Overview of the corporate governance system, including an outline of the internal control system



## PRINCIPAL CONSOLIDATED SUBSIDIARIES

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(As of March 31, 2006)

#### **TOTTORI SANYO Electric Co., Ltd.**

Principal business: Manufacture and sales of electrical equipment and others

#### **SANYO Semiconductor Manufacturing Co., Ltd.**

Principal business: Manufacture and sales of semiconductors

#### **KANTO SANYO Semiconductors CO., LTD.**

Principal business: Manufacture and sales of semiconductors

#### **SANYO Seimitsu Co., Ltd.**

Manufacture and sales of cellular phones and motors

#### **SANYO Sales & Marketing Corporation**

Principal business: Sales, export and import of electrical equipment

#### **SANYO Commercial Sales Co., Ltd.**

Principal business: Sales and installation of refrigerators/freezers and kitchen appliances

#### **SANYO Semicon Device Co., Ltd.**

Principal business: Sales of semiconductors

#### **SANYO NORTH AMERICA CORPORATION**

Principal business: Sales of electrical equipment and local general businesses

#### **SANYO MANUFACTURING CORPORATION**

Principal business: Manufacture and sales of color TVs and others products

#### **SANYO ENERGY (U.S.A.) CORPORATION**

Principal business: Manufacture and sales of batteries

#### **SANYO ASIA PTE LTD.**

Principal business: Sales of electrical equipment and local general businesses

#### **SANYO PT(M) SDN.BHD.**

Principal business: Manufacture and sales of telephones

#### **SANYO ELECTRIC (HONG KONG) LIMITED**

Principal business: Sales of electrical equipment

#### **SANYO SEMICONDUCTOR (H.K.) CO., LTD.**

Principal business: Sales of semiconductors

*(The Company has a total of 236 consolidated subsidiaries [including variable interest entity]- 102 in Japan and 134 overseas.)*