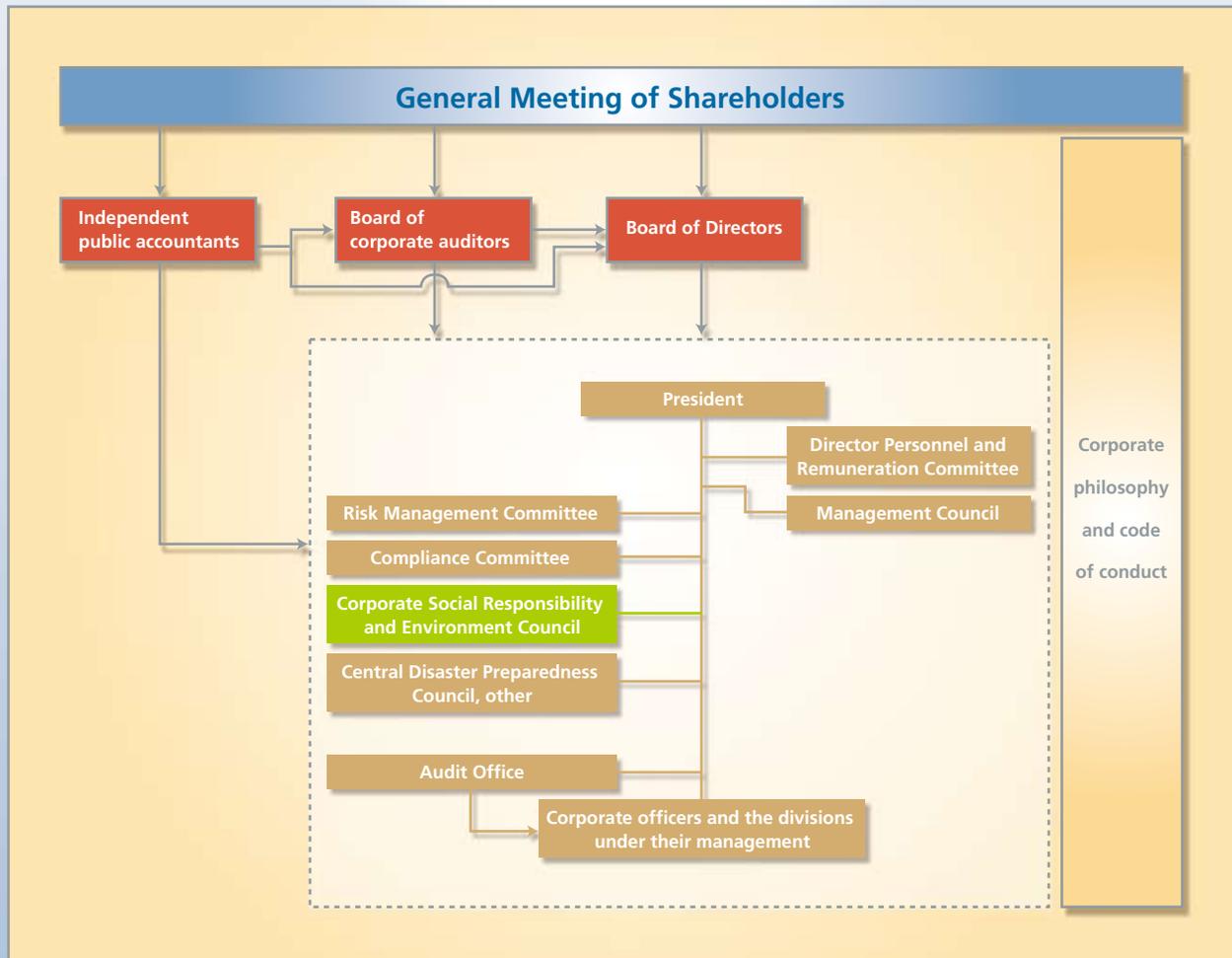


Corporate Governance

We have built a corporate governance framework to ensure soundness, transparency, and fairness in management, and we continue working to strengthen that framework. Our goal is to earn the unwavering confidence of all our stakeholders by achieving continuing growth in corporate value.

Yokohama's Framework for Corporate Governance



Framework

The members of the Board of Directors agree on guidelines for fulfilling their responsibilities under the internal controls prescribed by Japanese law. Those guidelines are a means of ensuring that the directors comply with pertinent laws and regulations and with our articles of incorporation. The directors monitor each other's performance and render decisions at meetings

of the Board of Directors on important corporate matters. Overseeing the performance of the directors are five corporate auditors, including three auditors recruited from outside the company. We reinforce the auditing function by retaining an independent public auditing firm to audit our financial accounting and by maintaining our Audit Office to oversee operations and accounting at the parent company and at our subsidiaries.

We have established several councils and committees to formulate management guidelines, including risk management, for different sectors of operations and to oversee management performance in their sectors. The senior most of those groups is our Management Council, which comprises the chairman and other selected members of the Board of Directors and other executives.

Our Director Personnel and Remuneration Committee abides by rigorous standards of transparency and fairness in making recommendations for appointments and compensation. The Board of Directors reviews and makes final decisions on the committee's recommendations. Compensation for our directors includes a component linked to performance.

Internal-control mechanisms

The Board of Directors passed a resolution in May 2006 that called for establishing the internal-control mechanisms mandated by Japanese law and for monitoring the performance of those mechanisms. In April 2009, the Board of Directors passed a resolution that called for instituting measures for preventing corporate involvement in racketeering and other illicit activity.

Legislation took effect in Japan in the fiscal year to March 31, 2009, that is similar to the U.S. Public Company Accounting Reform and Investor Protection Act of 2002, commonly known as the Sarbanes-Oxley Act. We have established internal-control mechanisms to help ensure compliance with that legislation and with other laws and regulations.

Risk-management system

Our Risk Management Committee is responsible for coordinating a swift and effective response to emergencies. The committee also evaluates significant risks from a cross-sector perspective and determines measures for addressing those risks.

A recent example of an emergency that commanded attention at Yokohama was the 2009 outbreak of swine influenza A (H1N1). In April 2009, the World Health Organization raised its warning level for swine influenza to Phase IV. That prompted us to establish a response team under the leadership of our president. The team coordinated measures for addressing the risk of mass infections until that risk abated and the team disbanded in April 2010.

We have devised plan-do-check-act cycles for responding to a comprehensive range of foreseeable risks. Our risk management encompasses workplace safety, earthquake preparedness, fire prevention and preparedness, ethical compliance, environmental protection, product quality, and operational continuity. The committees, divisions, and other organizational units responsible for those and other facets of risk management work out appropriate measures for addressing risk and oversee the implementation of those measures.

Ethical compliance

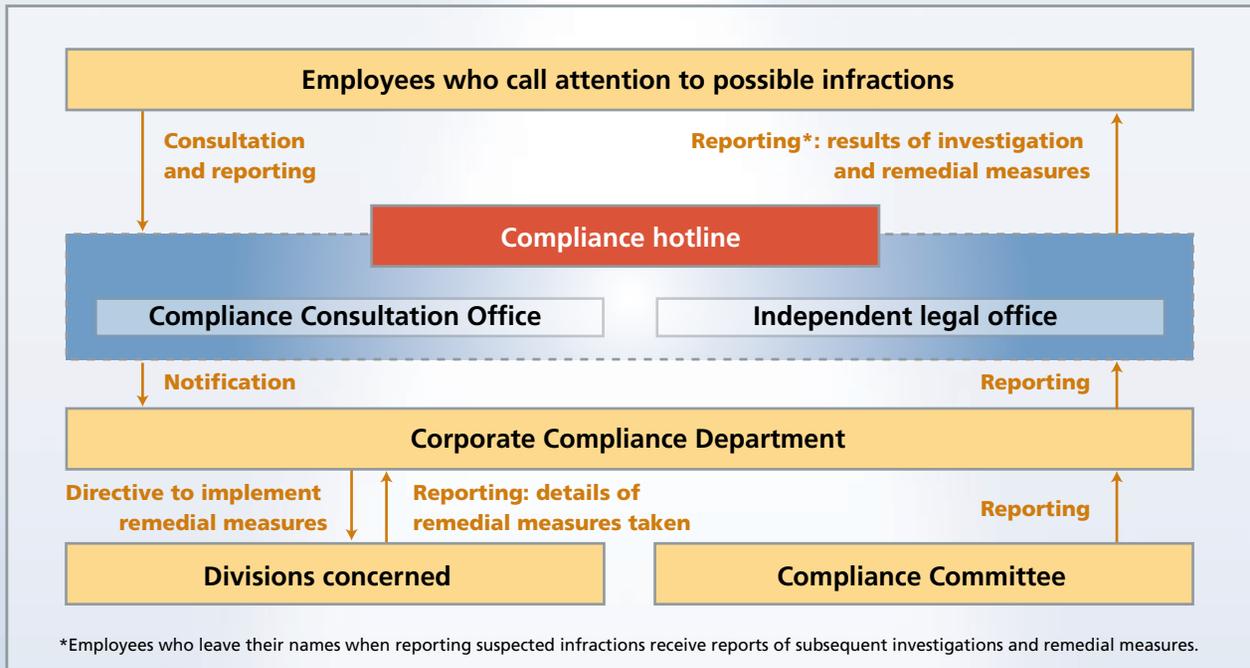
Basic approach

Rigorous and broad-ranging guidelines anchor our commitment to ensuring compliance with the highest standards of corporate ethics. Those guidelines proscribe a single-minded pursuit of profit and call attention to the need for earning a trusted place in the community as a reputable enterprise. That includes devoting careful attention to the need for safeguarding the environment.

Framework

Our Compliance Committee, chaired by our president, meets quarterly. It reviews activity in ethics-related education, reports from the company's divisions, and notifications and input from employees about ethical concerns, and it deliberates measures for preventing ethical breaches. Our Corporate Compliance Department serves as the secretariat for the committee.

How the Compliance Hotline Works



Each sector of operations at the parent company has named a compliance monitor to represent the Corporate Compliance Department in the workplace. The compliance monitors spearhead awareness-raising activities in their sectors and coordinate with each other in sharing mutually useful information. Our Japanese subsidiaries have also deployed compliance monitors, and we are promoting similar moves at our overseas operations.

In fiscal 2010, our Japanese operations committed no serious infringements of Japan's antitrust regulations. Nor did we receive any citations for serious violations of any other laws or regulations in Japan.

Internal channels for reporting suspected violations

Our compliance hotline enables employees at the parent company and at subsidiaries in Japan to report suspected violations of legal regulations or corporate guidelines anonymously. The hotline is in conformance with Japanese legislation that mandates protection for whistleblowers. It allows employees to report suspected violations to an independent legal office. We have

distributed cards that bear the hotline telephone number, fax number, and e-mail address to all employees at the parent company and its subsidiaries in Japan. The hotline handled eight reports in fiscal 2010.

In addition, we have established an internal e-mail function to respond to employee doubts or suspicions about any company-related subjects. That consultation function is available to everyone who has access to internal e-mail at our operations in Japan. Employees can use the consultation function to discuss the legality or propriety of any ongoing or proposed activity. The e-mail consultation function handled 14 inquiries in fiscal 2010.

Education

Bolstering our ethical-compliance program are educational initiatives. Those initiatives include an online e-learning curriculum that provides a grounding in ethical compliance. They also include classroom instruction that covers items that require attention in daily work to avoid ethical breaches. We supplement the instruction with presentations by invited experts.

Directors, Corporate Auditors, and Corporate Officers

As of June 25, 2010

Board of Directors

Tadanobu Nagumo

President and Representative Director

Norio Karashima

Director and Vice President

Chairman & President of Yokohama Rubber (China) Co., Ltd.

Tooru Kobayashi

Director and Senior Managing Corporate Officer

President of Multiple Business Group

Hikomitsu Noji

Director and Managing Corporate Officer

President of Tire Group, General Manager of Tire Global Production Div.

Toshihiko Suzuki

Director and Managing Corporate Officer

General Manager of Tire Global Technical Div.

Takashi Fukui

Director and Managing Corporate Officer

In charge of Global HR Dept., General Manager of Corporate Social Responsibility Div.

Kinya Kawakami

Director and Corporate Officer

General Manager of R&D Center, General Manager of Global Procurement Div.

Fumio Morita

Director and Corporate Officer

In charge of Corporate Finance & Accounting Dept., Internal Audit Dept.; General Manager of Corporate Finance & Accounting Dept.; President of Yokohamagomu Finance Co., Ltd.

Board of Corporate Auditors

Michio Yuge

Hideo Fujiwara

Junnosuke Furukawa

Yuzuru Fujita

Naozumi Furukawa

Corporate Officers

Koichi Tanaka

Senior Managing Corporate Officer

Deputy President of Tire Group.,
President of Yokohama Tire Japan Co., Ltd.

Shinichi Suzuki

Managing Corporate Officer

In charge of MIS Dept.,
General Manager of Tire Global Logistics Div.,
General Manager of Russia Tire Plant Div.

Yuji Goto

Managing Corporate Officer

General Manager of O.E. Tire Sales & Marketing Div.

Misao Hiza

Managing Corporate Officer

General Manager of Industrial Products Business Group,
General Manager of Industrial Products Technical Div.

Takao Oishi

Managing Corporate Officer

President of Yokohama Tire Corporation,
President of Yokohama Corporation of America,
President of Yokohama Corporation of North America

Hirohiko Takaoka

Corporate Officer

General Manager of Sports Business Div.

Shigeo Komatsu

Corporate Officer

General Manager of Tire Global Product Planning Div.

Yasushi Tanaka

Corporate Officer

In charge of Corporate Planning Dept., Secretariat,
GD100 Promotion Dept.

Tatsuya Murata

Corporate Officer

General Manager of Aerospace Div.

Toshiyuki Nishida

Corporate Officer

General Manager of Industrial Products Production Div., General
Manager of Hiratsuka Factory

Takaharu Fushimi

Corporate Officer

General Manager of Tire Overseas Sales & Marketing Div.

Tadashi Suzuki

Corporate Officer

Vice President of Yokohama Tire Corporation,
General Manager of Salem Plant

Hideto Katsuragawa

Corporate Officer

Deputy General Manager of O.E. Tire Sales & Marketing Div.,
General Manager of O.E. Tire Sales & Marketing Dept. No. 2

Hirohisa Hazama

Corporate Officer

Deputy General Manager of Tire Global Product Planning Div., General
Manager of PC & LT Tires Product Planning Dept.

Tetsuya Kuze

Corporate Officer

Deputy General Manager of Tire Global Technical Div., General
Manager of Tire Designing Dept. No. 1