

Notice of Convocation of the 29th Ordinary General Shareholders' Meeting

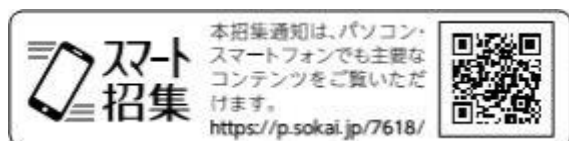
April 1, 2022 to March 1, 2023



PC
DEPOT

Notice

- Please consider your attendance on the day of the meeting from the perspective of preventing infection for yourself and others, taking into consideration your health condition.
- The General Shareholders' Meeting can be viewed on the Internet and questions will be accepted in advance. For details, please refer to the Information on Live Streaming of the 29th Ordinary General Shareholders' Meeting sent together with this Notice of Convocation.



PC DEPOT CORPORATION

Securities Code: 7618

Date and time of the meeting

Saturday, June 24, 2023

10:00 a.m. (Reception starts at 9:30 a.m.)

Exercise of voting rights

Deadline for exercising voting rights by postal mail and via the Internet

No later than 5:30 p.m. on Friday, June 23, 2023

Venue

**Yokohama Gate Tower, 18th Floor
(Corporate Office Conference Room)**

1-2-5 Takashima, Nishi-ku, Yokohama, Kanagawa

Matters to be resolved

Proposal No. 1: Partial Amendment to the Articles of Incorporation

Proposal No. 2: The Election of Four (4) Directors

Proposal No. 3: The Election of One (1) Corporate Auditor

■ Greetings

We would like to express our sincere gratitude for your continued support.

We hereby send you a Notice of Convocation regarding the 29th Ordinary General Shareholders' Meeting to be held on Saturday, June 24.

We are committed to the following Vision and Mission as a company that enables you and your family to achieve customer success (increasing the value of your digital life in the future).

<Vision>

Resolve digital divide in the information society

<Mission>

Provide digital consultants to all households

Under these principles, the business itself based on management strategies must be productive for long-term value creation. We must continue to actively and continuously contribute to local communities including stakeholders. In addition, we must recognize the significance and mission of social existence and continue to be a human-centered organization. The Company recognizes that these factors are important business expansion factors for the Company and are a means of continuing operations.

We have begun preparations to work on "building a new future" with the aim of realizing "from material richness to richness of the heart" and "from current value to future value." As stated in the "Notice of the Recommendation of MBO Implementation and Application" announced on May 15, 2023, as soon as the preparations are complete, we will privatize our shares and create an exciting business framework for the next future. Thank you for your understanding.

Our philosophy will continue in the future. There will be no change in the current store facilities, base management, membership system, persons in charge, products handled, etc. There will be no change in the management officer or the largest shareholder.

Going forward, we will continue to contribute to safe operation and help customers adapt to new lifestyles in order to support the digital infrastructure in their daily lives.

Look to, Design, and Build the Future

一致創新！

May 2023

Takahisa Nojima

Representative Director, President & CEO

野島隆久

Securities Code: 7618
(Date of dispatch) June 2, 2023

(Date of commencement of measures for electronic provision) May 25, 2023

To Our Shareholders

1-2-5 Takashima, Nishi-ku, Yokohama
PC DEPOT CORPORATION
Representative Director, President & CEO Takahisa Nojima

Notice of Convocation of the 29th Ordinary General Shareholders' Meeting

We would like to express our heartfelt appreciation for your long-standing patronage of PC DEPOT CORPORATION.

We hereby notify you that the 29th Ordinary General Shareholders' Meeting of PC DEPOT CORPORATION will be held as stated below.

When convening the General Shareholders' Meeting, the Company has taken measures for electronic provision of the information contained in the Reference Documents for the General Shareholders' Meeting, etc. (matters regarding measures for electronic provision), and has posted the information on the following websites on the Internet. Please access any of the websites to confirm the information.

- The Company's website
https://www.pcdepot.co.jp/co_ir/



(Please access the above website and check "The 29th Ordinary General Shareholders' Meeting" under "Stock Information" - "General Shareholders' Meeting.")

- Website for posting materials for general shareholders' meeting
<https://d.sokai.jp/7618/teiji/>



In addition, matters regarding measures for electronic provision are posted on the following website of the Tokyo Stock Exchange (TSE) in addition to the Company's website.

- Tokyo Stock Exchange Website (Listed Company Search)
<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show>



(Please access the TSE website above, enter to search "PC DEPOT CORPORATION" in "Issue name (company name)" or the Company's Securities Code "7618" for "Code," select "Basic Information" and then "Documents for public inspection/PR information" in order, and check the "Notice of General Shareholders Meeting/Informational Materials for a General Shareholders Meeting" section in the "Filed information available for public inspection.")

If you are unable to attend the meeting, you can exercise your voting rights via the Internet or in writing (by postal mail). Please review the Reference Documents for the General Shareholders' Meeting and exercise your voting rights by 5:30 p.m. on Friday, June 23, 2023.

[Exercising voting rights via the Internet]

Please access the website designated by the Company for exercising voting rights (<https://evote.tr.mufig.jp/>), enter the "voting code" and "password" provided on the voting card sent together with the Notice of Convocation, and follow the instructions on the screen to indicate your approval or disapproval of the proposals by the above deadline.

When exercising your voting rights via the Internet, please refer to the "Guide to exercising voting rights via the Internet" as described below.

[Exercising voting rights in writing (by postal mail)]

Please indicate your vote for or against the proposals on the voting card and return it so that it arrives by the above deadline.

On the day of the general shareholders' meeting, we plan to broadcast live on the Internet. After the general shareholders' meeting is held, a report of the general shareholders' meeting and a notice of resolution will be posted on the Company's website.

Sincerely

Notice of Meeting

- 1. Date and time:** Saturday, June 24, 2023, 10:00 a.m. (Reception starts at 9:30 a.m.)
2. Place: Yokohama Gate Tower, 18th Floor (Corporate Office Conference Room)
1-2-5 Takashima, Nishi-ku, Yokohama, Kanagawa

3. Agenda

- Matters to be reported:**
1. Business report, consolidated financial statements, and other documents for the 29th fiscal year (from April 1, 2022 to March 31, 2023)
 2. Consolidated financial statement audit reports by the accounting auditors and the Board of Corporate Auditors

Matters to be resolved:

- Proposal No. 1** Partial Amendment to the Articles of Incorporation
Proposal No. 2 The Election of Four (4) Directors
Proposal No. 3 The Election of One (1) Corporate Auditor

4. Matters determined for convocation (guide to exercising voting rights)

- (1) If there is no indication of approval or disapproval for the proposal on the voting card when voting rights are exercised in writing (by postal mail), it will be treated as an indication of approval.
- (2) If you exercise your voting rights multiple times via the Internet, the final exercise of your voting rights will be treated as a valid exercise of your voting rights.
- (3) If you exercise your voting rights both via the Internet and in writing (by postal mail), the exercise of your voting rights via the Internet will be treated as a valid exercise of your voting rights irrespective of the date and time of arrival.
- (4) You may exercise your voting rights by proxy only in the case where the proxy who is another shareholder with voting rights attends the general shareholders' meeting. However, please note that the proxy will be required to present written proof of his/her right of proxy.

5. Reference documents for the Shareholders' Meeting and the documents provided together with the Notice of Convocation

- (1) At the General Shareholders' Meeting, regardless of whether or not there is a request for delivery of documents, a document describing the matters regarding measures for electronic provision will be sent uniformly to all shareholders with voting rights. In accordance with the provisions of laws and regulations and the Company's Articles of Incorporation, the following items among the matters regarding measures for electronic provision are not stated in the said documents.
 - (i) Main sales offices
 - (ii) Status of employees
 - (iii) Status of Principal lenders
 - (iv) Measures to ensure appropriate business operations

- (v) Notes to the consolidated financial statements
- (vi) Notes to the individual statement of accounts

Consolidated financial statements and individual statements of accounts audited by the Corporate Auditors and the Accounting Auditors, respectively, in the preparation of the Corporate Auditors' Report and the Accounting Auditors' Report include items that should be presented as "main sales offices," "status of employees," "status of principal lenders," "measures to ensure appropriate business operations," "notes to the consolidated financial statements," and "notes to the individual statement of accounts."

- (2) If revisions are made to any of the reference documents for shareholders, business reports, consolidated financial statements, and other accounts, said revisions will be the posted on the Company's website.

Information for shareholders who will be attending the Meeting in person

1. At the venue of the Meeting, the Company will take measures to prevent infection, such as provision of alcohol disinfectants, ensuring proper ventilation, and social distancing depending on the situation as of the date of the meeting.
2. If you attend the Meeting, you are kindly asked to submit the enclosed voting card to the venue reception desk. In order to save natural resources, also please bring this Notice of Convocation with you.
3. As part of a campaign to save energy and protect the environment, COOLBIZ, we will not be wearing any ties on the day of the Meeting. You are also requested to attend the Meeting in business casual attire.

Reference Documents for the General Shareholders' Meeting

Proposal and Reference Information

Proposal No. 1: Partial Amendment to the Articles of Incorporation

1. Background of the Proposal

(1) Change of the Convener and Chairperson of the Board of Directors

Article 23 of the current Articles of Incorporation stipulates that the convener and chairperson of the Board of Directors shall be the President and Director. However, the Company proposes to change this to a Director from the perspective of separating the execution of management and oversight and strengthening the management oversight function (monitoring function) of the Board of Directors.

(2) Effective Date of Partial Amendment to the Articles of Incorporation

The amendments to the Articles of Incorporation in this proposal shall take effect at the conclusion of the General Shareholders' Meeting. In addition, even before the partial amendment to the Articles of Incorporation takes effect, it will be proposed at the beginning of the Board of Directors meeting to change the chairperson to a Director.

2. Details of Proposed Amendments

Details of the proposed amendments are as follows.

(Underlined sections indicate changes.)









Current Articles of Incorporation	Proposed Amendments
<p style="text-align: center;">Chapter IV Directors and Board of Directors (Convener and Chairperson of the Board of Directors)</p> <p>Article 23 <u>The President and Director shall, unless otherwise provided for by laws and regulations, call the Board of Directors and serve as the chairperson thereof. In the event that the President and Director is unable to act due to accident, another Director, who is to be selected in accordance with an order of priority previously determined by the Board of Directors, shall act on behalf of the President and Director.</u></p>	<p style="text-align: center;">Chapter IV Directors and Board of Directors (Convener and Chairperson of the Board of Directors)</p> <p>Article 23 <u>Each Director may call the Board of Directors whenever he/she finds this to be necessary. The chairperson of the Board of Directors shall be determined by the Board of Directors. However, if the designated person is unable to act due to accident, another Director, who is to be selected in accordance with an order of priority previously determined by the Board of Directors, shall act on behalf of the designated person.</u></p>

Proposal No. 2: The Election of Four (4) Directors

The term of office of all (five) Directors will expire at the conclusion of the forthcoming Meeting. Therefore, we ask you to elect four Directors.

This proposal was approved by the Board of Directors upon obtaining an opinion in favor from the Nomination and Remuneration Committee, a discretionary advisory body to the Board of Directors chaired by an independent Outside Director.

The candidates for election as Director are as listed below.

Candidate No.	Name		Post and responsibilities at the Company	Attendance at Board of Directors Meetings
1	Takahisa Nojima		Representative Director, President & CEO, Member of Nomination and Remuneration Committee	93% Attended 13 out of 14 meetings
2	Hideki Saitoh		Director & Senior Executive Officer and General Manager of Operations and Manufacturing Headquarters	100% Attended 14 out of 14 meetings
3	Yumiko Masuda	  	Outside Director, Member of Nomination and Remuneration Committee	100% Attended 14 out of 14 meetings
4	Emiko Magoshi	  	Outside Director, Member of Nomination and Remuneration Committee	100% Attended 10 out of 10 meetings

 New Director Candidate  Candidate for a Reappointed Director  Outside Director Candidate  Independent Officer Candidate

Candidate
No.

1

Takahisa Nojima
(Born on August 20, 1959)

Years in Office
28 years and
10 months

Number of Shares of
the Company Held:
18,177,460 shares

Reappointment

Career history, posts, and responsibilities at the Company (and other important posts concurrently held by the candidate)

August 1994 President and Chief Executive Officer of PC DEPOT Corp.
July 2009 Representative Director and President of PC DEPOT KYUSHU Co., Ltd.
(currently PC DEPOT STORES Co., Ltd.)
June 2012 Director of ejworks Corporation
June 2014 Chairman of the Board of Directors of ejworks Corporation
February 2019 Member of the Nomination and Remuneration Committee (current)
June 2020 Representative Director, President & CEO of PC DEPOT Corp. (current)
October 2020 Representative Director of FUTURE DESIGN INVESTMENT Corp. (current)
October 2020 Director of EW Design Co., Ltd. (current)
June 2022 Chairman of the Board of Directors of ejworks Corporation (current)
June 2022 Director of PC DEPOT STORES Co., Ltd. (current)

(Reason for choosing this candidate to be elected as a Director)

He is the founder of the Company and has been directing the Group's corporate management over the past 27 years as a Representative Director, and established subscription-based Premium Membership, an innovative and unrivaled business model. The Company has chosen him as a candidate for election to continue as Director as he is demonstrating strong leadership toward further development and reform of the entire Group without being confined to preconceived notions.

Candidate
No.

2

Hideki Saitoh

(Born on April 12, 1973)

Years in Office
11 years and
0 months

Number of shares of
the Company held:
139,540 shares

Reappointment

Career history, posts, and responsibilities at the Company (and other important posts concurrently held by the candidate)

March 1999	Joined PC DEPOT Corp.
April 2008	Executive Director of the Company
June 2010	Director of KITAMURA PC DEPOT CO., LTD.
May 2011	Senior Executive Director of the Company
June 2012	Director of the Company
June 2012	Director of PC DEPOT STORES Co., Ltd.
August 2013	Director, General Manager of the Sales Management Headquarters, and General Manager of the MD Headquarters of the Company
June 2014	Managing Director, General Manager of the Sales Management Headquarters, and General Manager of the MD Headquarters of the Company
June 2016	Senior Managing Director, General Manager of the Sales Management Headquarters, and General Manager of the MD Headquarters of the Company
June 2016	President and Chief Executive Officer of PC DEPOT STORES Co., Ltd
March 2018	Senior Managing Director and General Manager of Operations and Manufacturing Headquarters of PC DEPOT STORES Co., Ltd
June 2020	Director & Senior Executive Officer and General Manager of Operations and Manufacturing Headquarters of PC DEPOT STORES Co., Ltd (current)
June 2020	Representative Director, President & CEO of PC DEPOT STORES Co., Ltd (current)

(Reason for choosing this candidate to be elected as a Director)

He has a broad knowledge of merchandising, and the Company can expect him to maximize the value of subscription-based Premium Membership and to develop human resources as a person in charge of store operation and marketing. The Company has chosen him as a candidate for election to continue as Director because we judged that he would be a key person to realize customer success through these activities.

Candidate
No.

3

Yumiko Masuda

(Born on October 20, 1955)

Years in Office
**5 years and
0 months**

Number of shares of
the Company held:
— shares

Reappointment

Career history, posts, and responsibilities at the Company (and other important posts concurrently held by the candidate)

Outside

May 1992 Joined BELLSYSTEM24, Inc.

September 1996 Joined IBM Japan, Ltd.

Independent

July 2006 Joined SAP Japan Co., Ltd.

June 2009 Representative Director of Consumer Voice Research Institute, Ltd. (current)

June 2018 Outside Director of PC DEPOT Corp. (current)

February 2019 Member of the Nomination and Remuneration Committee of PC DEPOT Corp.

June 2022 Outside Director of DTS Corporation (current)

June 2022 Chairman of the Nomination and Remuneration Committee of the Company (current)

(Reason for choosing this candidate to be elected as an Outside Director and outline of expected roles)

The Company has chosen her as a candidate for election to continue as Outside Director because, as she is qualified as a consumer lifestyle advisor on the basis of her extensive customer service, she is an expert in consumer- and customer-first management and customer interfaces. She is also expected to provide more appropriate governance to the Company and increase management transparency in order for the Company to propose a future digital life plan for the customer. Although she had been an executive at a firm with which the Company had dealings from September 2016 to fiscal 2017, those dealings have been terminated, and she satisfies the Company's criteria for determining the independence of independent outside directors. Subject to the approval of her appointment, she is scheduled to continue to serve as a member of the Nomination and Remuneration Committee.

Candidate
No.

4

Emiko Magoshi

(Born on April 16, 1952)

Years in Office
1 year and
0 months

Number of shares of the
Company held:
— shares

Reappointment

Career history, posts, and responsibilities at the Company (and other important posts concurrently held by the candidate)

Outside

December 1989 Representative Director of Interlink Co., Ltd.

April 2002 Professor of International Business at J. F. Oberlin University

Independent

March 2003 Chairman of Transcultural Management Society (current)

April 2008 Dean of Department of Aviation Management at J. F. Oberlin University

June 2014 Outside Director of Hitachi Transport System, Ltd.

March 2016 Outside Director of AXA Life Insurance Co., Ltd.

April 2019 Outside Director of AXA Holdings Japan Co., Ltd. (Audit and Supervisory Committee Member) (current)

April 2019 Vice President of J. F. Oberlin University

June 2021 Outside Director of DAIHEN Corporation (current)

June 2022 Outside Director of the Company (current)

June 2022 Member of the Nomination and Remuneration Committee of the Company (current)

July 2022 Advisory Board Management Advisor of YKK Corporation (current)

April 2023 Professor Emeritus of J. F. Oberlin University (current)

(Reason for choosing this candidate to be elected as an Outside Director and outline of expected roles)

She is nominated as a candidate for Outside Director based on our expectation on her to strengthen the supervisory and decision-making function of the Company's Board of Directors by providing supervision and advice from an independent standpoint based on her extensive knowledge and experience in advancing the Company's purpose management. The Company made a donation in 2020 to J. F. Oberlin University, from which Ms. Emiko Magoshi retired as Vice President in March 2021. The amount of the donation, 20 million yen, is minimal in relation to the school's total revenue and meets the Company's criteria for determining the independence of an independent Outside Director.

- (Notes)
1. No special interests exist between the above candidates and the Company.
 2. The Company established the Nomination and Remuneration Committee, a discretionary advisory body to the Board of Directors that is chaired by an independent Outside Director. The Committee aims to strengthen its corporate governance system by ensuring objectivity, fairness, and transparency in procedures related to determination of nomination and remuneration of candidates for Directors, the consent of candidates for Corporate Auditors, succession plans, etc.
 3. The number of shares of the Company held by Mr. Takahisa Nojima, as shown herein, includes the number of those held by TN Holdings Co., Ltd., an asset management company of his.
 4. Ms. Yumiko Masuda and Ms. Emiko Magoshi are candidates for election as Outside Directors. In addition, the Company has appointed Ms. Yumiko Masuda and Ms. Emiko Magoshi as an Independent Director as stipulated in the regulations of the Tokyo Stock Exchange and notified their designation to the TSE.
 5. Ms. Yumiko Masuda is currently the Company's Outside Director and will have served as such for five years when the forthcoming General Shareholders' Meeting is concluded.
 6. Ms. Emiko Magoshi is currently the Company's Outside Director and will have served as such for one year when the forthcoming General Shareholders' Meeting is concluded.
 7. Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company has entered into agreements with Ms. Yumiko Masuda and Ms. Emiko Magoshi to limit their liability for damages under Article 423, Paragraph 1 of the said Act. The maximum amount of liability for damages under the said agreement is 1,000,000 yen or the amount stipulated by law, whichever is higher, and if the reappointment of Ms. Yumiko Masuda and Ms. Emiko Magoshi is approved, the Company plans to extend the said agreements.
 8. The Company has entered into a directors and officers liability insurance agreement with an insurance company as prescribed in Article 430-3, paragraph (1) of the Companies Act, under which the Directors are the insured persons. The purpose of the said insurance agreement is to cover damages arising from the liability of Directors, as the insured, for the execution of their duties or from claims related to the pursuit of such liability. D&O insurance premiums are fully paid by the Company. If each of the candidates is elected as a Director and assumes office, each of them will be an insured person of the D&O insurance agreement. The contract term of the said insurance is one year, and it is planned to be renewed upon resolution by the Board of Directors before the expiration of the said period.
 9. Positions and responsibilities are as of the date of dispatch of the notice of convocation. For the positions and responsibilities of the candidates scheduled after the close of this General Shareholders' Meeting, please refer to "(Reference) Structure of the Board of Directors for FY2023."

Proposal No. 3: The election of One (1) Corporate Auditor

The terms of office of Mr. Masaki Nishimura, Corporate Auditor will expire at the conclusion of the General Shareholders' Meeting. Accordingly, the Company proposes the election of one Corporate Auditor.

This proposal was approved by the Board of Directors through receiving a recommendation from the Board of Corporate Auditors and obtaining consent from the Nomination and Remuneration Committee.

The candidates for Corporate Auditor are as follows.

Name	Post at the Company	Attendance at Board of Directors Meetings	Attendance of Board of Corporate Auditors Meetings
Yuko Kato	—	—% Attended — out of — meetings	—% Attended — out of — meetings

New Outside Independent Reappointment Outside Auditor Candidate Independent Officer Candidate

Yuko Kato

(Born on October 22, 1976)

Years in office
—

Number of shares of the Company held:
— shares

Category	Details
New	Career history and posts at the Company (and other important posts concurrently held by the candidate)
Outside	April 2000 Joined Benesse Corporation
	December 2011 Registered as a lawyer
Independent	December 2011 Joined Kawahito Law Office
	August 2014 Joined Torikai Law Office
	September 2019 Outside Auditor of ipoca Inc.
	April 2020 Outside Board Member of Nitobe Bunka Gakuen (current)
	October 2020 Outside Auditor of NL PLUS Corp. (current)
	August 2022 Outside Auditor of ipoca Inc. (current)
	January 2023 Appointed as partner attorney at Torikai Law Office

(Reason for choosing this candidate to be elected as an Outside Auditor)

As a lawyer, she has a wide range of expertise and practical experience in not only corporate legal but also personnel and labor affairs. She is expected to advise the decision-making of the Board of Directors, strengthen the legal aspects of the audit system, and perform effective auditing of the governance of the Company and internal controls. Thus, she has been nominated as a candidate for Outside Auditor on the recommendation of the Board of Corporate Auditors.

- Notes
1. Ms. Yuko Kato is a candidate for a new Outside Auditor.
 2. No special interests exist between the candidates for Corporate Auditors and the Company.
 3. The Company has voluntarily established the "Nomination and Remuneration Committee" chaired by an independent Outside Director as an advisory body to the Board of Directors. The Committee aims to strengthen its corporate governance system by ensuring objectivity, fairness, and transparency in procedures related to determination of nomination and remuneration of candidates for Directors, the consent of candidates for Corporate Auditors, succession plans, etc.
 4. If the appointment of Ms. Yuko Kato is approved, the Company will enter into an agreement with her pursuant to Article 427, Paragraph 1 of the Companies Act, limiting her liabilities for damages to a certain extent, pursuant to Article 423, Paragraph 1 of the Act. The upper limit of her liability under the agreement is 500,000 yen or the amount prescribed by law, whichever is higher.
 5. The Company has entered into a directors and officers liability insurance agreement with an insurance company as prescribed in Article 430-3, paragraph (1) of the Companies Act, under which the Corporate Auditors are the insured persons. The purpose of the said insurance agreement is to cover damages arising from the liability of Corporate Auditors, as the insured, for the execution of their duties or from claims related to the pursuit of such liability. D&O insurance premiums are fully paid by the Company. If each of the candidates is elected as a Corporate Auditor and assumes office, each of them will be an insured person of the D&O insurance agreement. The contract term of the said insurance is one year, and it is planned to be renewed upon resolution by the Board of Directors before the expiration of the said period.

(Reference) Structure of the Board of Directors for FY2023 (In case Proposal No. 2 and No. 3 are approved and passed)

		Management & Responsibility	People Development	Management	Sales & Marketing	IT DX	Financial Accounting Internal Controls	Legal Affairs Governance
Takahisa Nojima	Representative Director, President & CEO	<ul style="list-style-type: none"> Chief Executive Officer Overseeing Sustainable Design 	○	○	○	○		
Hideki Saitoh	Director, Senior Managing Executive Officer	<ul style="list-style-type: none"> General Manager, Store Division Overseeing Restructure of Store Structure 	○		○			
Yumiko Masuda	Independent Outside Director	—	○	○		○		
Emiko Magoshi	Independent Outside Director	—	○	○			○	
Takashi Asayama	Full-time Corporate Auditor	—		○				○
Yoshinari Noguchi	Independent Outside Auditor	—				○	○	○
Satoshi Tamai	Independent Outside Auditor	—					○	
Yuko Kato	Independent Outside Auditor	—						○

* Expertise and experience of Directors and Auditors (skill matrix)

(Reference) Policy and procedures for designation of Director candidates

Our policy is to appoint personnel who are able to respond to managerial consignment from shareholders as Directors, in order to offer enriched managerial experience and profound insights, and to fulfill the duties and responsibilities of Directors. Under this policy, the Board of Directors determined candidates for Director after obtaining an opinion in favor from the Nomination and Remuneration Committee.

(Reference) The Company's "Criteria for Determining the Independence of Independent Outside Directors and Independent Outside Auditors"

Based on the Corporate Governance Code (Principle 4-9) stipulated by the Financial Instruments and Exchange and the Independence Standards, the Company has established the following "Criteria for Determining the Independence of Independent Outside Directors and Independent Outside Auditors" to ensure the independence of Independent Outside Directors and Independent Outside Auditors, and all candidates nominated for Outside Directors satisfy the criteria.

- (1) The individual must not currently or in the past three (3) years fall under any of the following descriptions.
 - a. Persons related to the Company. Persons who meet the descriptions specified below shall be considered as persons related to the Company.
 - Executives of companies in which the Company's executive officers (Note 1) serve as directors
 - Major shareholders of the Company (those who directly or indirectly hold 10% or more of the voting rights) or an executive officer thereof
 - Partners of the Company's Accounting Auditor or employees engaged in the audit of the Company
 - b. Business executors of the Company's principal lender (Note 2)
 - c. Business executors (including partners, etc.) of the Company's major business partners (Note 3)
 - d. Those who receive remuneration in excess of 10 million yen per annum from the Company, separate from remuneration for Directors and Corporate Auditors
 - e. An individual who executes the business of an organization that receives donations (Note 4) from the Company exceeding a certain amount
- (2) The individual's spouse, relative within second degree of kinship, or person or persons living with the individual does not currently correspond to any of the descriptions listed below (excluding non-material persons).
 - a. The Company's business executor
 - b. Those listed in (1)a. to e. above
- (3) Even if an individual falls under one or more of the above descriptions, if the Company considers that the individual is suitable as an Outside Director and/or Auditor with independence in light of the individual's character, insight, etc., the Company may appoint the individual as an Outside Director and/or Auditor with independence on condition that the Company is able to explain externally why it considers the individual is suitable for the position.

Note 1: Business executors shall refer to executive directors, executive officers, and important employees, such as executive officers.

Note 2: Major lender shall refer to those with amounts equivalent to 2% or more of total consolidated assets.

- Note 3: Major business partner shall refer to those whose transactions with the Company exceed 2% of the annual consolidated net sales of that business partner in the last fiscal year of that business partner's business.
- Note 4: Donations in excess of a certain amount refers to donations to an organization in excess of 10 million yen per year or 2% of the total income of the organization, whichever is greater.