

[Translation]

May 23, 2023

To whom it may concern:

Company name	Cosmo Energy Holdings Co., Ltd.
Representative	Shigeru Yamada Representative Director, Group CEO (Code: 5021, Prime Market in the Tokyo Stock Exchange)
Contact person	Eriko Date General Manager of Corporate Communication Dept. (TEL: (03)-3798-3101)

Notice Concerning Appointment of Candidates for Directors

The Company made a resolution at the Board of Directors meeting held on May 11, 2023 that the candidates of the directors are proposed at the 8th ordinary general meeting of shareholders of the Company, to be held on 22 June 2023 (the “Ordinary General Meeting of Shareholders”). Therefore, the Company hereby announces as follows.

With respect to the shareholder proposal at the Ordinary General Meeting of Shareholders, the Company released the press release, “Notice Concerning Opposing Opinion of the Company’s Board of Directors to the Shareholder Proposal at the Company’s Ordinary General Meeting of Shareholders.” Please see the press release alongside the “Notice Concerning Appointment of Candidates for Directors.”

**1 Regarding the process of determining candidates for directors of the Company**

The Company has established the Nomination and Remuneration Committee, a majority of whose members are independent outside directors, as a advisory body of the Board of Directors in order to ensure transparency and objectivity regarding the process of determining candidates for directors and remuneration. The Company’s Board of Directors makes decisions on the election of director candidates based on the advice and recommendations of the Nomination and Remuneration Committee, and the Nomination and Remuneration Committee conducted careful decision-making processes for decisions on director candidates to be submitted to the Ordinary General Meeting of Shareholders by considering the composition of the Company’s Board of Directors and necessary human resources repeatedly, approximately 9 months, through May, 2022 to February, 2023. In such fashion, the Nomination and Remuneration Committee spent considerable time on electing internal and outside director candidates, and the Company believes that the composition of the Board of Directors proposed by the Company is optimal from the perspectives of composition and balance, including with respect to board size, skill sets, and diversity.

## 2 Candidates for Directors (excluding those who are Members of the Supervisory Committee)

The terms of office of all six (6) Directors will expire at the close of the Ordinary General Meeting of Shareholders. The candidates for Directors are as follows.

Name	Current Status and Assignment at the Company		
Hiroshi Kiriyaama	Chairman, Representative Director	Reelection	
Shigeru Yamada	President, Representative Director, Chief Executive Officer	Reelection	
Takayuki Uematsu	Representative Director, Senior Managing Executive Officer Responsible for Sustainability Initiative Dept., Accounting Dept., Finance Dept.	Reelection	
Junko Takeda	Director, Senior Executive Officer Responsible for Business Portfolio Management Dept., Legal and General Affairs Dept., Human Resource Dept.	Reelection	
Ryuko Inoue	Outside Director	Reelection	Outside Independent
Takuya Kurita	Outside Director	Reelection	Outside Independent

Name (Date of Birth)	Career Summary and Status, Assignment at the Company and Status of Significant Concurrent Position(s)	
<p>【Reelection】</p> <p>Hiroshi Kiriyaama (June 20, 1955)</p>	<p>April 1979      Joined Daikyo Oil Co., Ltd. June 2013      Director, Senior Executive Officer, COSMO OIL COMPANY, LIMITED</p> <p>October 2015    Director, Senior Managing Executive Officer of the Company</p> <p>June 2016      Representative Director, Executive Vice President</p> <p>June 2017      President, Representative Director, Chief Executive Officer</p> <p>April 2023      Chairman, Representative Director (current position)</p> <p>(Status of Significant Concurrent Position(s)) None</p>	
<p>① Reasons for choosing the person as candidate Hiroshi Kiriyaama has been responsible for supply and demand, and corporate planning departments for a long time, and he has participated in the decision making of various alliances in Japan and overseas. Also, he possesses abundant expertise and experience regarding overall corporate management. In addition, he has shouldered management of the Group as President, Representative Director since June 2017 and, in recent years in particular, achieved results even under the environment that has included fluctuation of crude oil prices and declining demand for oil. In light of these achievements and leadership, the Company proposes Hiroshi Kiriyaama maintain his position as Director.</p> <p>② Number of Shares of the Company Held: 40,171 shares</p> <p>③ Record of attendance to Board of Directors Meetings: 11/11</p>		

Name (Date of Birth)	Career Summary and Status, Assignment at the Company and Status of Significant Concurrent Position(s)	
<b>【Reelection】</b>  <b>Shigeru Yamada</b> (November 7, 1965)	April 1988 June 2015 April 2018  April 2020 June 2020 April 2023	Joined COSMO OIL COMPANY, LIMITED General Manager, Supply Dept. Executive Officer, General Manager, Corporate Planning Dept. of the Company Senior Executive Officer Director, Senior Executive Officer President, Representative Director, Chief Executive Officer (current position)
(Status of Significant Concurrent Position(s)) None		
① Reasons for choosing the person as candidate Shigeru Yamada has mainly worked in the departments of sales, supply and demand, and planning, and has a wide range of knowledge and experience across the Group's entire business domain. In 2018, he was appointed Executive Officer, General Manager of Corporate Planning Dept. and in 2020, he was appointed Director, Senior Executive Officer. He has achieved solid results such as formulation of the 7th Consolidated Medium-Term Management Plan, promotion of group management, capital and business alliance related supervision, and proposals for new business projects. In light of these achievements, the Company proposes Shigeru Yamada maintain his position as Director. ② Number of Shares of the Company Held: 8,200 shares ③ Record of attendance to Board of Directors Meetings: 11 / 11		

Name (Date of Birth)	Career Summary and Status, Assignment at the Company and Status of Significant Concurrent Position(s)	
<b>【Reelection】</b>  <b>Takayuki Uematsu</b> (December 13, 1962)	November 1992 June 2015 October 2015 June 2016 April 2018 June 2018 June 2020 April 2021	Joined COSMO OIL COMPANY, LIMITED General Manager, Finance Dept. General Manager, Finance Dept. of the Company Executive Officer, General Manager, Finance Dept. Senior Executive Officer Director, Senior Executive Officer 5Representative Director, Senior Executive Officer 522Representative Director, Senior Managing Executive Officer (current position)
(Assignment at the Company) Sustainability Initiative Dept. Accounting Dept. Finance Dept.		
(Status of Significant Concurrent Position(s)) None		
① Reasons for choosing the person as candidate Takayuki Uematsu joined COSMO OIL COMPANY, LIMITED after working for a foreign financial institution, and has since demonstrated his expertise and has almost always been engaged in the department of finance. He was appointed Director, Senior Executive Officer in 2018, and Representative Director, Senior Managing Executive Officer in 2021. Since 2022, he has supervised the Sustainability Initiative Dept., Finance Dept., and Accounting Dept., steadily implementing sustainability management and demonstrating leadership towards the achievement of net zero carbon emissions. In light of these achievements, the Company proposes Takayuki Uematsu maintain his position as Director ② Number of Shares of the Company Held: 18,700 shares ③ Record of attendance to Board of Directors Meetings: 11 / 11		

Name (Date of Birth)	Career Summary and Status, Assignment at the Company and Status of Significant Concurrent Position(s)
<p style="text-align: center;"><b>【Reelection】</b></p> <p style="text-align: center;">Junko Takeda (May 1, 1967)</p>	<p>April 1990      Joined COSMO OIL COMPANY, LIMITED October 2015    General Manager, Human Resource and General Affairs Dept.</p> <p>April 2017      General Manager, Planning &amp; Management Dept. April 2019      Director, Executive Officer April 2020      Executive Officer, General Manager, Human Resource Dept. of the Company April 2022      Senior Executive Officer June 2022      Director, Senior Executive Officer (current position)</p> <p>(Assignment at the Company) Business Portfolio Management Dept. Legal and General Affairs Dept. Human Resource Dept.</p> <p>(Status of Significant Concurrent Position(s)) None</p>
<p>① Reasons for choosing the person as candidate Junko Takeda has worked in the departments of sales, planning, and human resources, and since 2019 supervised the refining business as Director, Executive Officer in charge of planning and human resources of COSMO OIL COMPANY, LIMITED, contributing to an increase in operation efficiency and improvement in productivity of the refining business. After she became Executive Officer, and General Manager of Human Resource Dept. of the Company in 2020, she has shown steady achievements by promoting workstyle reform, diversity, and the Group's human resource policy. Since 2022, as Director, Senior Executive Officer, she has supervised the Human Resource Dept., Legal and General Affairs Dept., and Business Portfolio Management Dept., and achieved solid results such as formulation of the 7th Consolidated Medium-Term Management Plan, Human Rights Policy, and Human Resources Policy. In light of these achievements, the Company proposes her election as Director.</p> <p>② Number of Shares of the Company Held: 6,600 shares</p> <p>③ Record of attendance to Board of Directors Meetings: 10 / 10</p>	

Name (Date of Birth)	Career Summary and Status, Assignment at the Company and Status of Significant Concurrent Position(s)
<p style="text-align: center;"><b>【Reelection】</b> <b>【Outside】</b> <b>【Independent】</b></p> <p style="text-align: center;">Ryuko Inoue (January 8, 1957)</p>	<p>April 1981      Joined Ministry of Agriculture, Forestry and Fisheries January 2003    Minister, Embassy of Japan in Italy (Permanent Representative of Japan to Food and Agriculture Organization of the United Nations • United Nations World Food Programme)</p> <p>April 2016      Deputy Director-General, Agriculture, Forestry and Fisheries Research Council, Ministry of Agriculture, Forestry and Fisheries</p> <p>July 2017      Resigned from Ministry of Agriculture, Forestry and Fisheries</p> <p>November 2017   Registered as an attorney at law Of Counsel, Atsumi &amp; Sakai (current position)</p> <p>June 2019      Outside Director, NIPPON STEEL TRADING CORPORATION (current position)</p> <p>June 2021      Outside Director of the Company (current position)</p> <p>(Status of Significant Concurrent Position(s)) Attorney at Law, Atsumi &amp; Sakai Outside Director, NIPPON STEEL TRADING CORPORATION</p>
<p>① Reasons for choosing the person as candidate After joining the Ministry of Agriculture, Forestry and Fisheries in 1981, Ryuko Inoue took the office of Permanent Representative of Japan to Food and Agriculture Organization of the United Nations • United Nations World Food Programme in 2003, contributing to the growth of the global economy. She registered as an attorney at law in 2017 and is currently a member of Atsumi &amp; Sakai. She has a wide range of experience and advanced international knowledge cultivated as a representative of Japan in international organizations, and one of her main areas of practice as an attorney at law is compliance, internal control, and corporate governance. She has contributed to the enhancement of the corporate value of the Group, particularly in the areas of governance and risk management. In addition to the above achievements, she has proactively provided comments and advice at meetings of the Board of Directors and the Nomination and Remuneration Advisory Committee based on her knowledge without being bound by the conventions of the industry to which the Company belongs. In light of these achievements, the Company believes she will properly execute her duties and proposes Ryuko Inoue maintain her position as Outside Director.</p> <p>② Number of Shares of the Company Held: 100 shares</p> <p>③ Record of attendance to Board of Directors Meetings: 11 / 11</p>	

Name (Date of Birth)	Career Summary and Status, Assignment at the Company and Status of Significant Concurrent Position(s)
<p style="text-align: center;">【Reelection】 【Outside】 【Independent】</p> <p style="text-align: center;">Takuya Kurita (August 31, 1961)</p>	<p>April 1984      Joined Ministry of Construction (now Ministry of Land, Infrastructure, Transport and Tourism)</p> <p>September 2007      Counsellor, Cabinet Secretariat</p> <p>July 2009      Director, Urban Renewal Promotion Division, Ministry of Land, Infrastructure, Transport and Tourism (MLIT)</p> <p>July 2011      Counselor, the Headquarters for the Reconstruction from the Great East Japan Earthquake</p> <p>February 2012      Counselor, Reconstruction Agency</p> <p>August 2013      Director, Personnel Division, MLIT</p> <p>July 2015      Director-General, City Bureau</p> <p>July 2018      Director-General, Policy Bureau</p> <p>July 2020      Vice-Minister, Land, Infrastructure, Transport and Tourism</p> <p>July 2021      Resigned from Vice-Minister, Land, Infrastructure, Transport and Tourism</p> <p>October 2021      Corporate Advisor, Sumitomo Mitsui Trust Bank, Limited (current position)</p> <p>June 2022      Outside Director of the Company (current position)</p> <p>(Status of Significant Concurrent Position(s)) Corporate Advisor, Sumitomo Mitsui Trust Bank, Limited</p>
<p>① Reasons for choosing the person as candidate Takuya Kurita joined the Ministry of Construction (now the Ministry of Land, Infrastructure, Transport and Tourism) in 1984, and was appointed Director of the Urban Renewal Promotion Division, City and Regional Development Bureau of the Ministry in 2009, where he contributed to the development of the Japanese economy through urban development. He was appointed as Counselor of the Headquarters for the Reconstruction from the Great East Japan Earthquake in 2011, where he directed reconstruction policies, and was appointed as Vice-Minister of the Ministry of Land, Infrastructure, Transport and Tourism in 2020. He has a wide range of experience and social knowledge cultivated through his many years of experience, and has been instrumental in the development of the Company's 7th Consolidated Medium-Term Management Plan, particularly in making recommendations related to new businesses. In addition to the above achievements, he has proactively provided comments and advice at meetings of the Board of Directors and the Nomination and Remuneration Advisory Committee based on his knowledge without being bound by the conventions of the industry to which the Company belongs. In light of these achievements, the Company believes he will properly execute his duties and proposes Takuya Kurita maintain his position as Outside Director.</p> <p>② Number of Shares of the Company Held: 100 shares</p> <p>③ Record of attendance to Board of Directors Meetings: 10/10</p>	

- (Notes)
1. No special interests exist between the Company and any of the candidates.
  2. Ryuko Inoue and Takuya Kurita are the candidates for Outside Directors.
  3. Ryuko Inoue is currently the Outside Director and the term of office of her will be two (2) years at conclusion of the Ordinary General Meeting of Shareholders.
  4. Takuya Kurita is currently the Outside Director and the term of office of him will be one (1) year at conclusion of the Ordinary General Meeting of Shareholders.
  5. Pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company has entered into agreements with Ryuko Inoue and Takuya Kurita to limit the liability for damages under Article 423, paragraph 1 of the said act. The limitation of the liability for damages under the relevant agreements are the minimum liability amount set forth in Article 425, paragraph 1 of the Companies Act. In the event that the elections of Ryuko Inoue and Takuya Kurita are approved, the Company plans to renew these agreements with them.
  6. The Company has concluded a directors and officers liability insurance contract with an insurance company in accordance with Article 430-3, paragraph 1 of the Companies Act. In the event that the elections of candidates for Directors (excluding those who are Members of the Supervisory Committee) are approved, they will be included as insured persons in the insurance contract. In addition, when such insurance contract is next reviewed, the Company plans to renew with the same details.
  7. The Company has notified Ryuko Inoue and Takuya Kurita as Independent Directors to the Tokyo Stock Exchange. In the event that the elections of Ryuko Inoue and Takuya Kurita are approved, the Company plans to continue to notify them as Independent Directors.

### 3. Candidates for Directors who are Members of the Supervisory Committee

The terms of office of Yasuko Takayama and Keiichi Asai, Directors who are Members of the Supervisory Committee, will expire at the close of the General Meeting of Shareholders. Therefore, it is proposed that two (2) Directors who are Members of the Supervisory Committee be elected. The candidates for Directors who are Members of the Supervisory Committee are as follows.

Name	Current Status and Assignment at the Company		
Yasuko Takayama	Outside Director (Member of the Supervisory Committee) of the Company	Reelection	Outside Independent
Keiichi Asai	Outside Director (Member of the Supervisory Committee) of the Company	Reelection	Outside Independent

Name (Date of Birth)	Career Summary and Status, Assignment at the Company and Status of Significant Concurrent Position(s)	
<b>【Reelection】</b> <b>【Outside】</b> <b>【Independent】</b>  Yasuko Takayama (March 8, 1958)	April 1980 April 2009 April 2010 June 2011 June 2015 June 2016 June 2017 June 2019	Joined Shiseido Co., Ltd General Manager, Social Affairs and Consumer Relations Department General Manager, Corporate Social Responsibility Department Full-time Audit & Supervisory Board Member Outside Director, Nippon Soda Co., Ltd. Outside Director, The Chiba Bank, Ltd. (current position) Outside Audit & Supervisory Board Member, Mitsubishi Corporation Outside Audit & Supervisory Board Member, Yokogawa Electric Corporation (current position) Outside Director (Member of the Supervisory Committee) of the Company (current position)
(Status of Significant Concurrent Position(s)) Outside Director, The Chiba Bank, Ltd. Outside Audit & Supervisory Board Member, Yokogawa Electric Corporation		
① Reasons for choosing the person as candidate After serving as the person in charge of consumer relations and the CSR department and a Full-time Audit & Supervisory Board Member at Shiseido Co., Ltd., Yasuko Takayama has served as an Outside Director and Outside Audit & Supervisory Board Member for several listed companies. She has achieved success in efforts to achieve the 6th Medium-Term Management Plan (particularly in the areas of ESG and brand communication strategies) and in the formulation of the 7th Consolidated Medium-Term Management Plan (particularly in the areas of transformation of the management foundation (HRX/DX/GX) and non-financial). As Chairman of the Supervisory Committee, she has made suggestions and proposals to strengthen structures, particularly in the areas of compliance, risk management, and group governance, based on her previous experience and extensive knowledge of corporate governance. In addition to the above achievements and her knowledge that is not bound by the conventions of the industry to which the Company belongs, the Company believes she will properly audit and supervise the Company's management and proposes Yasuko Takayama maintain her position as Outside Director and Member of the Supervisory Committee.		
② Number of Shares of the Company Held: 1,300 shares		
③ Record of attendance to Board of Directors Meetings: 11 / 11		

Name (Date of Birth)	Career Summary and Status, Assignment at the Company and Status of Significant Concurrent Position(s)
<p style="text-align: center;">【Reelection】 【Outside】 【Independent】</p> <p style="text-align: center;">Keiichi Asai (September 29, 1954)</p>	<p>April 1978      Joined Mitsubishi Corporation</p> <p>April 2009      Executive Officer, Head of CEO office, Energy Group</p> <p>April 2013      Director and Vice President, Lithium Energy Japan</p> <p>September 2014   Representative Director, President and Chief Executive Officer, KH Neochem Co., Ltd.</p> <p>June 2021      Outside Director (Member of the Supervisory Committee) of the Company (current position)</p> <p>June 2022      Independent Outside Director, Sun Frontier Fudousan Co., Ltd. (current position)</p> <p>(Status of Significant Concurrent Position(s)) Independent Outside Director, Sun Frontier Fudousan Co., Ltd.</p>
<p>① Reasons for choosing the person as candidate Keiichi Asai has almost exclusively served in the energy sector, having worked in the petroleum business (sales, supply and demand, refining, etc.) division at Mitsubishi Corporation. After serving as Executive Officer at Mitsubishi Corporation, he became the Director and Vice President of Lithium Energy Japan in 2013 and the Representative Director, President and Chief Executive Officer of KH Neochem Co., Ltd. in 2014. He has achieved success in areas such as the formulation of the 7th Consolidated Medium-Term Management Plan (particularly in efforts to strengthen investment and capital management) and efforts to strengthen the Group's governance structure. As Chairman of the Nomination and Remuneration Advisory Committee, he has also achieved results in the establishment and promotion of the structure of the Board of Directors, including succession planning, and performance-linked executive remuneration. In addition to the above achievements, his international knowledge that includes postings in the U.S. and India, and his extensive knowledge and experience related to corporate management in general, the Company believes he will properly audit and supervise the Company's management and proposes Keiichi Asai maintain his position as Outside Director and Member of the Supervisory Committee.</p> <p>② Number of Shares of the Company Held: 0 shares</p> <p>③ Record of attendance to Board of Directors Meetings: 11 / 11</p>	

- (Notes)
1. No special interests exist between the Company and any of the candidates.
  2. Yasuko Takayama and Keiichi Asai are the candidates for Outside Directors. Yasuko Takayama is currently the Outside Director who is a Member of the Supervisory Committee and the term of office of her will be four (4) years at conclusion of the Ordinary General Meeting of Shareholders. Also, Keiichi Asai is currently the Outside Director who is a Member of the Supervisory Committee and the term of office of him will be two (2) years at conclusion of the Ordinary General Meeting of Shareholders.
  3. Pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company has entered into agreements with Yasuko Takayama and Keiichi Asai to limit the liability for damages under Article 423, paragraph 1 of the said act. The limitation of the liability for damages under the relevant agreements are the minimum liability amount set forth in Article 425, paragraph 1 of the Companies Act. In the event that the reelections of Yasuko Takayama and Keiichi Asai are approved, the Company plans to renew these agreements with them.
  4. The Company has concluded a directors and officers liability insurance contract with an insurance company in accordance with Article 430-3, paragraph 1 of the Companies Act. In the event that the elections of candidates for Director who are Members of the Supervisory Committee are approved, they will be included as insured persons in the insurance contract. In addition, when such insurance contract is next reviewed, the Company plans to renew with the same details.
  5. The Company has notified Yasuko Takayama and Keiichi Asai as Independent Directors to the Tokyo Stock Exchange. In the event that the elections of Yasuko Takayama and Keiichi Asai are approved, the Company plans to continue to notify them as Independent Directors
  6. Keiichi Asai previously served as a senior executive of KH Neochem Co., Ltd., shares of which were held by Maruzen Petrochemical Co., Ltd., a subsidiary of the Company, but these were all sold in March 2023.

#### 4. Skill Matrix for the Candidates

	Experience, knowledge, and expertise etc. (areas in which the individual has a higher level of expertise are marked with ◎)									
	Corporate Management	Petroleum Business (Oil)	Other than Petroleum (New) (Renewable Energy/New Business)	Sustainability (ESG)/ Risk Management	Human Resources/ Human Resource Development/Diversity	DX/IT	PR/IR/Brand Marketing	Finance/Accounting/Taxation	Legal Affairs/Compliance	Internationality
Hiroshi Kiriya (Representative Director)	◎	◎	○	○			○			
Shigeru Yamada (Representative Director)	◎	◎	○				○			
Takayuki Uematsu (Representative Director)	◎			○			○	◎		
Junko Takeda (Director)		◎			◎				○	
Ryuko Inoue (Outside Director)				○	○				◎	○
Takuya Kurita (Outside Director)			◎		○	○				
Toshiyuki Mizui (Director, Full-time Member of the Supervisory Committee)	○		○					◎	○	
Yasuko Takayama (Outside Director, Member of the Supervisory Committee)				◎	○		○		○	
Keiichi Asai (Outside Director, Member of the Supervisory Committee)	◎	○	○							○



## 5. Candidate for Substitute Director who is a Member of the Supervisory Committee

The effective term of Kazuko Takahara's appointment as Substitute Director who is a Member of the Supervisory Committee will expire at the opening of the Ordinary General Meeting of Shareholders. Therefore, in order to prepare for cases where there is a vacancy which results in a shortfall in the number of Directors who are Members of the Supervisory Committee provided in laws and regulations, the Company requests the election of one (1) Substitute Director who is a Member of the Supervisory Committee in advance. The candidate for Substitute Director who is a Member of the Supervisory Committee is as follows.

Name (Date of Birth)	Career Summary and Status, Assignment at the Company and Status of Significant Concurrent Position(s)	
<p style="text-align: center;">【Outside】 【Independent】</p> <p style="text-align: center;">Kazuko Takahara (May 5, 1955)</p>	April 1978	Joined Ministry of Labor (now Ministry of Health, Labour and Welfare)
	August 2003	Director, Gunma Labour Bureau, Ministry of Health, Labour and Welfare (MHLW)
	July 2006	General Manager, Compliance Dept., Japan Industrial Safety and Health Association
	July 2009	Director, Hokkaido Labour Bureau, MHLW
	September 2012	Principal, Labour College, the Japan Institute for Labour Policy and Training
	January 2014	Resigned from MHLW
	June 2014	Full-time Audit & Supervisory Board Member, YAMATO HOLDINGS CO., LTD.
	June 2018	Resigned from YAMATO HOLDINGS CO., LTD.
(Status of Significant Concurrent Position(s)) None		
<p>① Reasons for choosing the person as candidate Kazuko Takahara has wide-ranging administrative experience. After joining the Ministry of Labor (now Ministry of Health, Labour and Welfare), she has successively held various important positions, such as serving as a Director of the Gunma and Hokkaido Labour Bureaus as well as contributing to legal reforms and law enforcement in labor and welfare sectors. In addition, she utilized such knowledge and experience by serving to sound business management as an Audit &amp; Supervisory Board Member of a listed company for four years. In light of these achievements, the Company believes she will be able to audit and supervise management utilizing her wide-ranging experience and knowledge unbound by the industry the Company belongs to. Accordingly, the Company proposes her election as Substitute Director who is a Member of the Supervisory Committee.</p>		

- (Notes)
1. No special interests exist between the Company and Kazuko Takahara.
  2. In the event that the election of Kazuko Takahara is approved and she assumes the office of Outside Director who is a Member of the Supervisory Committee, the Company plans to enter into an agreement with Kazuko Takahara pursuant to the provisions of Article 427, paragraph 1 of the Companies Act to limit the liability for damages under Article 423, paragraph 1 of the said act. The limitation of the liability for damages under the relevant agreement is the minimum liability amount set forth in Article 425, paragraph 1 of the Companies Act.
  3. The Company has concluded a directors and officers liability insurance contract with an insurance company in accordance with Article 430-3, paragraph 1 of the Companies Act. In the event that the election of Kazuko Takahara is approved and she assumes the office of Outside Director who is a Member of the Supervisory Committee, she will be included as an insured person in the insurance contract. In addition, when such insurance contract is next reviewed, the Company plans to renew with the same details.
  4. Kazuko Takahara satisfies the requirements for an Independent Director as provided for by Tokyo Stock Exchange, and in the event that Kazuko Takahara assumes the office of Director who is a Member of the Supervisory Committee of the Company, the Company plans to elect her as Independent Director.

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