TOSHIBA

Summary Translation

This is a summary translation of the original notice in Japanese. The Japanese original notice is official and this summary is for your reference and convenience only. Toshiba Tec does not guarantee the accuracy of this summary.

Securities Code (in Japan): 6588

June 6, 2024
Date of commencement of electronic provision measures: May 29, 2024

Hironobu NISHIKORI
Representative Director
President and Chief Executive Officer
TOSHIBA TEC CORPORATION
1-11-1, Osaki, Shinagawa-ku,
Tokyo, Japan

Convocation Notice of the Ordinary General Meeting of Shareholders for the 99th Fiscal Year

Dear Shareholders:

Notice is hereby given that the Ordinary General Meeting of Shareholders of Toshiba Tec Corporation (the "Company") for the 99th fiscal year will be held as described below.

In convening this meeting, the Company has taken electronic provision measures for information contained in the Reference Materials for the Ordinary General Meeting of Shareholders, etc. (the "matters subject to electronic provision measures"), and has posted this information entitled "Convocation Notice of the Ordinary General Meeting of Shareholders for the 99th Fiscal Year" on its website on the Internet. Please access the website to review the information.

The Company website: https://www.toshibatec.com/release/

In addition to the website above, the Company has also posted the matters subject to electronic provision measures on the website of Tokyo Stock Exchange (TSE). If you are not able to access the matters subject to electronic provision measures on the Company website, please access the following TSE website (Listed Company Search). On this website, please input the issue name (company name) or securities code and click on "Search" to find search results. Then, click on "Basic information" and the "Documents for public inspection/PR information" tab to find "[Notice of General Shareholders Meeting/Informational Materials for a General Shareholders Meeting]" in the "Filed information available for public inspection" section.

TSE website (Listed Company Search):
https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show

If you are not attending the meeting, you can exercise your voting rights either in writing or via the Internet. After reviewing the Reference Materials for the Ordinary General Meeting of Shareholders annexed hereto, please exercise your voting rights **by 5:00 p.m., Thursday, June 27, 2024 (Japan Standard Time)**.

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・Regarding Internet live streaming service
The Meeting will be live streamed via the Internet. Please review "Notice of Internet Live Streaming Service" on page 4 for viewing directions, etc.

1. **Date and Time:** Friday, June 28, 2024 at 10:00 a.m. (Japan Standard Time)
(Reception starts at 9:00 a.m.)

2. **Place:** The Company's Osaki Office
Oval Court Osaki Mark East, 2-17-2, Higashi Gotanda, Shinagawa-ku, Tokyo, Japan

3. **Agenda for the Meeting:**
Subject for Report: Business Report, Consolidated Financial Statements and Non-Consolidated Financial Statements for the 99th Fiscal Year (from April 1, 2023 to March 31, 2024), and Audit Reports for the Consolidated Financial Statements of the Certified Public Accountant and the Audit & Supervisory Board

Subject for Resolutions:
First Proposal: Election of eleven (11) Directors
Second Proposal: Election of two (2) Audit & Supervisory Board Members
Third Proposal: Election of one (1) Substitute Outside Audit & Supervisory Board Member

- Among the matters subject to electronic provision measures, the "Notes to Consolidated Financial Statements" of the Consolidated Financial Statements and "Notes to Non-Consolidated Financial Statements" of the Non-Consolidated Financial Statements will not be included in the paper copy to be sent to shareholders who have requested it, in accordance with laws and regulations and the Articles of Incorporation. In addition, Audit & Supervisory Board Members and the Certified Public Accountant audit the documents subject to audit including the above mentioned matters.
- The Company will send to shareholders who have not requested the paper copy the copies of the Reference Materials for the Ordinary General Meeting of Shareholders, parts of Business Report, Consolidated Financial Statements, and the audit reports, along with the Convocation Notice. Please note that the numbering and reference page numbers specified in the copies are the same as those specified in the matters subject to electronic provision measures.
- If any revisions to the matters subject to electronic provision measures arise, a notice to that effect and the matters before and after the revision will be posted on the Company website and the TSE website specified on page 1.

Payment of the Year-End Dividend for the 99th Fiscal Year
Pursuant to a resolution of the Board of Directors meeting held May 10, 2024, the Company has decided to pay a year-end dividend of 25 yen per share (tax included) for the 99th fiscal year, commencing on June 7, 2024.
Therefore, we ask that eligible shareholders take the enclosed year-end dividend receipt to the nearest JAPAN POST BANK Co., Ltd. or post office during the payment period (June 7, 2024 through July 31, 2024) to claim the above year-end dividends.
As for shareholders who have designated a method for transfer of dividends, payment procedures have been conducted separately.

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For shareholders attending this General Meeting of Shareholders



Please submit the enclosed Voting Rights Exercise Form to the reception desk. (Your seal is not required to be affixed to the form.)
In addition, please bring this Convocation Notice as reference material.

For shareholders exercising voting rights in writing or via the Internet

Voting deadline	5:00 p.m., Thursday, June 27, 2024 (Japan Standard Time)

▷ Exercising voting rights in writing



Please exercise your voting rights by sending back the enclosed Voting Rights Exercise Form indicating your approval or disapproval of the proposals such that it arrives at the Company by the above voting deadline.
If neither approval nor disapproval of the proposals is indicated, it shall be deemed a vote of approval.

▷ Exercising voting rights via the Internet



Please exercise your voting rights via the Internet (by computer or smartphone) to indicate your approval or disapproval of the proposals by the above voting deadline.

If you exercise your voting rights both by mail and through the Internet, whichever exercise of voting rights reaches the Company last will be treated as effective; if both reach the Company on the same day, the exercise of the voting rights through the Internet will be treated as effective. If you exercise voting rights several times through the Internet, or exercise voting rights through both the computer and smartphone, the most recent exercise of voting rights will be treated as effective.

For institutional investors

The “Electronic Voting Platform” (also known as the “TSE Platform”) is available for institutional investors who have applied in advance to use the platform in place of the above Internet-based exercising of voting rights.

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Notice of Internet Live Streaming Service

The video and audio of this General Meeting of Shareholders will be live streamed over the Internet, limited only to our shareholders. We encourage you to take advantage of this service, as it allows viewing the meeting from home without prior registration.

Note that you will not be able to participate in the resolutions of the meeting on the day through the live streaming service. Please exercise your voting rights in advance and watch the live streaming.

Date and time	10:00 a.m., Friday, June 28, 2024 (Japan Standard Time) (The live streaming website can be accessed around 9:30 a.m., 30 minutes before the starting time.)
How to view	(1) The live streaming page may be accessed from the Company website. Enter the below URL or scan the QR code on your computer or smartphone and access the page about information regarding shareholders' meetings on the Company website. URL: https://www.toshibatec.co.jp/company/ir/stock/meeting.html (2) After accessing the live streaming site, enter the following password when the screen to enter such information appears. (3) Follow the on-screen guidance and you will be able to view live stream.
Precautions when viewing	・Viewing of the live stream is limited only to shareholders. ・Please refrain from filming, recording, archiving the live stream, or making any of the above public such as posting on social media. ・Please note that there may be viewing problems such as video and audio disruptions or interruptions in the live stream due to system failures, Internet communication settings and other factors. We appreciate your understanding. ・Depending on your device or Internet settings, you may not be able to watch the live streaming service. ・Shareholders are asked to bear the connection fees, etc. that may incur for viewing the Internet live stream. ・Please note that there is a possibility that we may not be able to conduct the live streaming service due to unavoidable circumstances. In such case, we will notify our shareholders on the Company website (https://www.toshibatec.co.jp/).
For shareholders attending the meeting in person	・We plan on only filming the area around the officers' seats and on-screen images in consideration of the privacy of our shareholders. However, shareholders may be filmed unavoidably. We appreciate your understanding.

* "QR code" is a registered trademark of DENSO WAVE INCORPORATED.

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Reference Materials for the Ordinary General Meeting of Shareholders

First Proposal: Election of eleven (11) Directors

The terms of office of the current eleven (11) Directors will expire at the conclusion of this Ordinary General Meeting of Shareholders. Therefore, the Company proposes to elect the following eleven (11) Directors.
The candidates for Directors are as follows.

No.	Name	Positions and responsibilities at the Company	Years in office as Director (at the conclusion of this General Meeting of Shareholders)	Attendance record at Board of Directors Meetings (FY2023)
1	Hironobu NISHIKORI	Reappointment Representative Director President and Chief Executive Officer, Member, Nomination Committee and Member, Compensation Committee	4 years	100% (18/18)
2	Masami UCHIYAMA	Reappointment Director, Executive Vice President; Assistant to the President, Responsible for Corporate Strategic Planning, Responsible for Corporate IT & Information Systems, and Responsible for Corporate Strategic Production & Procurement	6 years	94% (17/18)
3	Masashi YUZAWA	Reappointment Director, Senior Vice President, Assistant to the President, Responsible for New Business, Responsible for Corporate Overseas Business, and Responsible for Global Management Innovation	1 year	94% (17/18)
4	Yasuki OHNISHI	Reappointment Director, Senior Vice President, and Managing Director, Retail Solutions Business Group	1 year	100% (18/18)
5	Junichi TAKEI	Reappointment Director, Senior Vice President, Responsible for Legal Service, Chief Risk Compliance Management Officer (CRO), General Manager, Corporate Management Transformation Promotion Group, Corporate Marketing Officer, Member, Nomination Committee, and Member, Compensation Committee	5 years	100% (18/18)
6	Naofumi TANI	Reappointment Director, Senior Vice President, Chief Finance Officer (CFO), Responsible for Internal Control Promotion, and General Manager, Corporate Finance & Accounting Group	1 year	100% (18/18)

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No.	Name	Positions and responsibilities at the Company	Years in office as Director (at the conclusion of this General Meeting of Shareholders)	Attendance record at Board of Directors Meetings (FY2023)
7	Takamasa MIHARA	Reappointment Director	3 years	100% (18/18)
8	Michio KUWAHARA	Reappointment Candidate for Outside Director Outside Director Chairperson, Special Committee and Chairperson, Nomination Committee	8 years	100% (18/18)
9	Miho AOKI	Reappointment Candidate for Outside Director Outside Director Member, Special Committee, Member, Nomination Committee, and Member, Compensation Committee	4 years	100% (18/18)
10	Yoshihiro UMEHA	New appointment Candidate for Outside Director Outside Audit & Supervisory Board Member	—	— (Note)
11	Mitsuhiro NAGAHAMA	New appointment Candidate for Outside Director —	—	—

(Note) Mr. Yoshihiro UMEHA attended all (100%) of the 18 meetings of the Board of Directors held in FY2023 as an Outside Audit & Supervisory Board Member.

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Candidate No. 1	Reappointment Hironobu NISHIKORI	Date of birth August 2, 1956

Years in office as Director
4 years
(at the conclusion of this General Meeting of Shareholders)

Attendance Record at the Board of Directors meetings (FY2023)
100% (18/18 meetings)

Number of Company's shares owned by the candidate
12,178 shares

Career Highlights, Positions, Responsibilities and Significant Concurrent Positions

April 1980	Joined Fujitsu Limited
December 2006	Corporate Vice President, President, Storage Products Business Unit of Fujitsu Limited
October 2009	Joined Toshiba Corporation, Assistant to President and Chief Executive Officer, Digital Media Network Company (in-house company) of Toshiba Corporation
April 2010	General Manager, HDD Business Division, Storage Products Company (in-house company) of Toshiba Corporation
June 2010	Executive Officer, Corporate Vice President of Toshiba Corporation
June 2012	Executive Officer, Corporate Senior Vice President of Toshiba Corporation
October 2013	President and Chief Executive Officer, Cloud & Solutions Company (in-house company) of Toshiba Corporation
April 2015	President and Chief Executive Officer, Industrial ICT Solutions Company (in-house company) of Toshiba Corporation
June 2017	Executive Officer, Corporate Executive Vice President of Toshiba Corporation
July 2017	Responsible for Digital Solutions Business of Toshiba Corporation, Director and President and CEO of Toshiba Digital Solutions Corporation
April 2020	Senior Executive Vice President, Assistant to the President of the Company
June 2020	Representative Director, President and Chief Executive Officer of the Company (To date)
December 2021	Member, Nomination Committee, Member, Compensation Committee of the Company (To date)

Reasons for nomination as a candidate for Director

Mr. Hironobu NISHIKORI has served as the officer and the head of Digital-related division at Toshiba Corporation and its group companies. He currently exercises strong leadership as Representative Director, President and Chief Executive Officer of the Company, leading various measures based on the Mid-term Business Plan. As such, he possesses extensive experience and high-level insight, etc. as a manager, including international business experience.

He was nominated as a candidate for Director based on the expectation that he is capable of making strategic decisions aimed at enhancing the Company's corporate value and appropriately supervising the execution of business operations by utilizing his experience and insight, etc.

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Candidate No. 2	Reappointment Masami UCHIYAMA	Date of birth January 13, 1962

Years in office as Director
6 years
(at the conclusion of this General Meeting of Shareholders)

Attendance Record at the Board of Directors meetings (FY2023)
94% (17/18 meetings)

Number of Company's shares owned by the candidate
10,181 shares
(Note 8)

Career Highlights, Positions, Responsibilities and Significant Concurrent Positions

April 1984	Joined the Company
January 2012	Technology Executive, System Solutions Business Group of the Company
April 2014	General Manager, Chubu Main Branch of System Solutions Business Group of the Company
July 2015	Vice President of the Company
April 2017	Chief Marketing Executive, General Manager, Domestic Sales Promotion Management Division of Retail Solutions Business Group of the Company
April 2018	Managing Director, Retail Solutions Business Group of the Company
June 2018	Director, Senior Vice President of the Company
April 2020	Director, Executive Vice President, Assistant to the President of the Company (To date)
April 2022	Responsible for Corporate Strategic Planning, Responsible for Corporate Strategic Production & Procurement of the Company (To date)
June 2023	Responsible for Corporate IT & Information Systems (To date), Corporate Chief Sustainability Officer of the Company

Reasons for nomination as a candidate for Director

Mr. Masami UCHIYAMA has served as the head of the Retail Solutions-related division of the Company. He currently serves as Director and Executive Vice President of the Company in charge of Corporate Strategic Planning, Corporate IT & Information Systems, and Corporate Strategic Production & Procurement of the Company. As such, he possesses extensive experience and high-level insight, etc. as a manager.

He was nominated as a candidate for Director based on the expectation that he is capable of making strategic decisions aimed at enhancing the Company's corporate value and appropriately supervising the execution of business operations by utilizing his experience and insight, etc.

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Candidate No. 3	Reappointment Masashi YUZAWA	Date of birth October 3, 1960

Career Highlights, Positions, Responsibilities and Significant Concurrent Positions

April 1983	Joined Fujitsu Limited
December 2006	General Project Manager, Storage Products Business Unit of Fujitsu Limited
October 2009	Joined Toshiba Storage Device Corporation
April 2011	Joined Toshiba Corporation General Manager, Enterprise Storage Systems Sales Promotion Department, HDD Business Division of Toshiba Corporation
July 2017	Joined Toshiba Digital Solutions Corporation General Manager, Corporate Planning Department of Toshiba Digital Solutions Corporation
January 2020	Director, General Manager, Corporate Planning Department of Toshiba Digital Solutions Corporation
July 2020	Joined the Company Director, Assistant to Representative Director, President and Chief Executive Officer of the Company
April 2021	Senior Vice President, Assistant to the President, Responsible for Corporate Overseas Business of the Company (To date)
April 2021	Deputy Managing Director, Retail Solutions Business Group (Responsible for Overseas Business) of the Company
June 2023	Director of the Company (To date)
October 2023	Responsible for Global Management Innovation of the Company (To date)
April 2024	Responsible for New Business of the Company (To date)

Years in office as Director
1 year
(at the conclusion of this General Meeting of Shareholders)

Attendance Record at the Board of Directors meetings (FY2023)
94% (17/18 meetings)

Number of Company's shares owned by the candidate
3,220 shares

Reasons for nomination as a candidate for Director

Mr. Masashi YUZAWA has served as the head of Toshiba Corporation's Digital-related division, the Director of its group company, and the General Manager of its Corporate Planning Department. He currently serves as Director, Senior Vice President in charge of Global Management Innovation and New Business of the Company. As such, he possesses extensive experience and high-level insight as a manager, including international business experience.

He was nominated as a candidate for Director based on the expectation that he is capable of making strategic decisions aimed at enhancing the Company's corporate value and appropriately supervising the execution of business operations by utilizing his experience and insight, etc.

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Candidate No. 4	Reappointment Yasuki OHNISHI	Date of birth April 25, 1964

Years in office as Director
1 year
(at the conclusion of this General Meeting of Shareholders)

Attendance Record at the Board of Directors meetings (FY2023)
100% (18/18 meetings)

Number of Company's shares owned by the candidate
4,968 shares
(Note 8)

Career Highlights, Positions, Responsibilities and Significant Concurrent Positions

April 1987	Joined the Company
October 2012	General Manager, Tokyo Specialty Sales Office, Tokyo Main Branch of System Solutions Business Group of the Company
April 2016	Deputy General Manager, Tokyo Main Branch, Retail Solutions Business Group of the Company
April 2018	General Manager, Kansai Main Branch, Retail Solutions Business Group of the Company
June 2019	Vice President of the Company
April 2020	General Manager, Products Marketing Division, Retail Solutions Business Group of the Company
April 2021	Deputy Managing Director, Retail Solutions Business Group of the Company
April 2022	Senior Vice President, Managing Director, Retail Solutions Business Group of the Company (To date)
June 2023	Director of the Company (To date)

Reasons for nomination as a candidate for Director

Mr. Yasuki OHNISHI has served as the head of the Retail Solutions-related division of the Company. He currently serves as Director and Senior Vice President, and Managing Director of Retail Solutions Business Group of the Company. As such, he possesses extensive experience and high-level insight as a manager.

He was nominated as a candidate for Director based on the expectation that he is capable of making strategic decisions aimed at enhancing the Company's corporate value and appropriately supervising the execution of business operations by utilizing his experience and insight, etc.

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Candidate No. 5	Reappointment Junichi TAKEI	Date of birth September 30, 1962

Career Highlights, Positions, Responsibilities and Significant Concurrent Positions

April 1987	Joined the Company
January 2012	Senior Manager, Strategic Planning Division of System Solutions Business Group of the Company
April 2012	Senior Manager, Planning Division No.1 of Corporate Strategic Planning Group of the Company
April 2016	Assistant General Manager, Overseas Retail Solutions Business Group of the Company
June 2018	Vice President, Responsible for Corporate IT & Information Systems, and General Manager, Corporate Planning Department of the Company
June 2018	Corporate Marketing Officer of the Company (To date)
June 2019	Director of the Company (To date)
April 2022	General Manager, Corporate Strategic Digital Transformation Group of the Company
April 2023	Senior Vice President of the Company (To date)
June 2023	Responsible for Administration
June 2023	Responsible for Legal Service, Chief Risk Compliance Management Officer (CRO), Member, Nomination Committee, Member, Compensation Committee of the Company (To date)
April 2024	General Manager of Corporate Management Transformation Promotion Group of the Company (To date)

Years in office as Director **5 years** (at the conclusion of this General Meeting of Shareholders)

Attendance Record at the Board of Directors meetings (FY2023) **100% (18/18 meetings)**

Number of Company's shares owned by the candidate **5,834 shares** (Note 8)

Reasons for nomination as a candidate for Director

Mr. Junichi TAKEI has served as the head of Retail Solutions-related division and Corporate Planning Department of the Company, and as Vice President in charge of Corporate IT & Information Systems of the Company. He currently serves as Director, Senior Vice President, Chief Risk Compliance Management Officer (CRO), and Corporate Marketing Officer of the Company, and is responsible for legal service and corporate management transformation promotion. As such, he possesses extensive experience and high level of insight as a manager.

He was nominated as a candidate for Director based on the expectation that he is capable of making strategic decisions aimed at enhancing the Company's corporate value and appropriately supervising the execution of business operations by utilizing his experience, and insight, etc.

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Candidate No. 6	Reappointment Naofumi TANI	Date of birth August 19, 1964

Career Highlights, Positions, Responsibilities and Significant Concurrent Positions

April 1987	Joined Toshiba Corporation
April 2015	Chief Financial Officer, Social Infrastructure Systems Company of Toshiba Corporation
July 2017	Director of Toshiba Infrastructure Systems & Solutions Corporation
June 2019	General Manager, Financial & Cash Management Division of Toshiba Corporation
June 2021	Executive Officer, Corporate Vice President, Vice President of Strategy Committee Room of Toshiba Corporation
June 2022	Senior Vice President and Director, Assistant to President and Chief Executive Officer, Representative Director; General Manager, Finance & Accounting Division; General Manager, IFRS & Internal Control Promotion Division of Toshiba Plant Systems & Services Corporation
June 2023	Director, Senior Vice President, Chief Finance Officer (CFO), Responsible for Internal Control Promotion, and General Manager of Corporate Finance & Accounting Group of the Company (To date)

Years in office as Director
1 year
(at the conclusion of this General Meeting of Shareholders)

Attendance Record at the Board of Directors meetings (FY2023)
100% (18/18 meetings)

Number of Company's shares owned by the candidate
744 shares

Reasons for nomination as a candidate for Director

Mr. Naofumi TANI has served as the officer and the head of finance and accounting divisions of Toshiba Corporation and its group companies. He currently serves as Director, Senior Vice President, Chief Finance Officer of the Company in charge of finance and promotion of internal control systems. As such, he possesses extensive experience and high-level insight as a manager, including international business experience.

He was nominated as a candidate for Director based on the expectation that he is capable of making strategic decisions aimed at enhancing the Company's corporate value and appropriately supervising the execution of business operations by utilizing his experience, and insight, etc.

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Candidate No. 7	Reappointment Takamasa MIHARA	Date of birth August 14, 1967

Years in office as Director
3 years
(at the conclusion of this General Meeting of Shareholders)

Attendance Record at the Board of Directors meetings (FY2023)
100% (18/18 meetings)

Number of Company's shares owned by the candidate
– shares

Career Highlights, Positions, Responsibilities and Significant Concurrent Positions

April 1991	Joined Toshiba Corporation
September 2007	Administrative Manager of Toshiba Asia Pacific Pte. Ltd. (Singapore)
June 2010	Group Manager, Employee Relations & Work Force Planning Group, Human Resources and Administration Division of Toshiba Corporation
July 2016	Group Manager, Human Resources Management Group, Human Resources and Administration Division of Toshiba Corporation
April 2020	General Manager, Human Resources Management Department 1, Human Resources and Administration Division of Toshiba Corporation
August 2020	General Manager, Governance Organization Project Team, Human Resources and Administration Division of Toshiba Corporation
April 2021	Executive Officer, Corporate Vice President, Vice President, Human Resources and Administration Division of Toshiba Corporation
April 2021	General Executive, Human Resources and Administration Division of Toshiba Corporation (To date)
June 2021	General Executive, Sustainability Promotion Division of Toshiba Corporation
June 2021	Director of the Company (To date)
March 2022	General Executive, Corporate Communications Division of Toshiba Corporation (To date)
June 2022	Executive Officer, Corporate Senior Vice President of Toshiba Corporation
December 2023	Corporate Officer, Corporate Senior Vice President, Internal Audit Division of Toshiba Corporation (To date)

Reasons for nomination as a candidate for Director

Mr. Takamasa MIHARA has served as the Executive Officer and the head of human resources and general affairs related divisions of Toshiba Corporation. He currently serves as Corporate Officer, Corporate Senior Vice President of Toshiba Corporation, responsible for human resources and general affairs, corporate communications, and internal audit, while also serving as Director of the Company. As such, he possesses extensive experience and high-level insight as a manager, including international business experience.

He was nominated as a candidate for Director based on the expectation that he is capable of making strategic decisions aimed at enhancing the Company's corporate value and appropriately supervising the execution of business operations by utilizing his experience, and insight, etc.

Candidate No. 8	Reappointment Candidate for Outside Director Michio KUWAHARA	Date of birth October 24, 1948

Career Highlights, Positions, Responsibilities and Significant Concurrent Positions

April 1972	Joined Marubeni Corporation
April 2002	Corporate Vice President of Marubeni Corporation
April 2004	Corporate Senior Vice President of Marubeni Corporation
April 2006	Corporate Executive Vice President of Marubeni Corporation
April 2008	Senior Executive Vice President of Marubeni Corporation
June 2008	Representative Director, Senior Executive Vice President of Marubeni Corporation
May 2010	Representative Director, President and Chief Executive Officer of The Daiei, Inc. (Until May 2013)
April 2016	Auditor of Tokyo University of Foreign Studies
July 2016	Outside Director of the Company (To date)
February 2017	Chairperson, Nomination & Compensation Advisory Committee of the Company
March 2020	Outside Director of Katakura Industries Co., Ltd. (To date)
December 2021	Chairperson, Special Committee, Chairperson, Nomination Committee of the Company (To date)

Years in office as Director
8 years
(at the conclusion of this General Meeting of Shareholders)

Attendance Record at the Board of Directors meetings (FY2023)
100% (18/18 meetings)

Number of Company's shares owned by the candidate
– shares

Reasons for nomination as a candidate for Outside Director and outline of expected roles

Mr. Michio KUWAHARA has served as the Representative Director, Senior Executive Vice President of Marubeni Corporation and the Representative Director, President and Chief Executive Officer of the Daiei, Inc. He currently serves as Chairperson of Special Committee and Nomination Committee of the Company as Outside Director of the Company, and makes decisions for the Company and supervises the Company's business execution from an independent and objective standpoint. As such, he possesses extensive experience and high-level insight as a manager, including international business experience.

He was nominated as a candidate for Outside Director based on the expectation that he is capable of making strategic decisions aimed at enhancing the Company's corporate value and appropriately supervising the execution of business operations from an independent and objective standpoint by utilizing his experience, and insight, etc., and by continuing to serve as the Chairperson of Special Committee and Nomination Committee of the Company.

He meets the independence criteria set forth by the Tokyo Stock Exchange and the Company.

Candidate No. 9	Reappointment Candidate for Outside Director Miho AOKI	Date of birth April 12, 1961

Career Highlights, Positions, Responsibilities and Significant Concurrent Positions

April 1983	Joined Boston Consulting Group (Until July 1985)
June 1987	Completed Harvard University Graduate School of Business (MBA)
August 1987	Associate of Salomon Brothers Inc.
January 1990	Director of Pfizer Inc.
September 1995	General Manager of Estee Lauder Group of Companies Japan
June 2001	Vice President of Deloitte Tohmatsu Consulting Co., Ltd. (currently, ABeam Consulting Ltd.)
July 2005	Representative Director of Esquel Japan Limited
March 2008	Executive Vice President of Amway Japan LLC. (Until July 2010)
April 2017	Part-time Lecturer, Department of Food Safety and Management of Showa Women's University
April 2019	Specially Appointed Associate Professor, Department of Food Safety and Management of Showa Women's University
April 2020	Associate Professor, Department of Food Safety and Management of Showa Women's University (To date)
June 2020	Outside Director of Hitachi Transport System, Ltd. (currently, LOGISTEED, Ltd.) (To date)
June 2020	Outside Director of the Company (To date)
December 2021	Member, Special Committee, Member, Nomination Committee, Member, Compensation Committee of the Company (To date)

Years in office as Director
4 years
(at the conclusion of this General Meeting of Shareholders)

Attendance Record at the Board of Directors meetings (FY2023)
100% (18/18 meetings)

Number of Company's shares owned by the candidate
– shares

Reasons for nomination as a candidate for Outside Director and outline of expected roles

Ms. Miho AOKI has served as the Director of Pfizer Inc., the Vice President of Deloitte Tohmatsu Consulting Co., Ltd. (currently, ABeam Consulting Ltd.), and the Representative Director of Esquel Japan Limited. She currently serves as the Member of Special Committee, Nomination Committee, and Compensation Committee of the Company as the Outside Director of the Company, and makes decisions for the Company and supervises the Company's business execution from an independent and objective standpoint. She possesses extensive experience and high-level insight as a manager, including international business experience. Additionally, she has experience as the Associate Professor of Department of Food Safety and Management of Showa Women's University.

She was nominated as a candidate for Outside Director based on the expectation that she is capable of making strategic decisions aimed at enhancing the Company's corporate value and appropriately supervising the execution of business operations from an independent and objective standpoint by utilizing her experience, and insight, etc., and by serving as the Chairperson of Compensation Committee and the Member of Special Committee of the Company.

She meets the independence criteria set forth by the Tokyo Stock Exchange and the Company.

Candidate No. 10	New appointment / Candidate for Outside Director — Yoshihiro UMEHA	Date of birth March 15, 1955

Career Highlights, Positions, Responsibilities and Significant Concurrent Positions

April 1977	Joined Mitsubishi Chemical Industries Limited (currently, Mitsubishi Chemical Corporation)
May 2005	General Manager, Carbon Chemicals Management Division of Mitsubishi Chemical Corporation
June 2008	Executive Officer of Mitsubishi Chemical Corporation
April 2012	Director, Managing Executive Officer of Mitsubishi Chemical Corporation
June 2015	Director, Member of the Audit Committee of Mitsubishi Chemical Holdings Corporation (currently, Mitsubishi Chemical Group Corporation)
June 2016	Director, Chairperson of the Audit Committee of Mitsubishi Chemical Holdings Corporation (until June 2019)
April 2020	Visiting Professor, Graduate School of Economics of Senshu University (To date)
June 2020	Outside Audit & Supervisory Board Member of the Company (To date)

Number of Company's shares owned by the candidate **– shares**

Reasons for nomination as a candidate for Outside Director and outline of expected roles

Mr. Yoshihiro UMEHA has served as the Director, Managing Executive Officer of Mitsubishi Chemical Corporation and Director, Chairperson of the Audit Committee of Mitsubishi Chemical Holdings Corporation (currently, Mitsubishi Chemical Group Corporation). He currently serves as the Outside Audit & Supervisory Board Member of the Company and supervises the Company's business execution from an independent and objective standpoint. He possesses extensive experience as a member of the audit committee and audit & supervisory board member in addition to extensive experience and high-level insight as a manager, including international business experience. Additionally, he has experience as the Visiting Professor of Graduate School of Economics, Senshu University.

He was nominated as a candidate for Outside Director based on the expectation that he is capable of making strategic decisions aimed at enhancing the Company's corporate value and appropriately supervising the execution of business operations from an independent and objective standpoint by utilizing his experience, and insight, etc., and by serving as the Member of Special Committee, Nomination Committee, and Compensation Committee of the Company.

He meets the independence criteria set forth by the Tokyo Stock Exchange and the Company.

Candidate No. 11	New appointment Candidate for Outside Director **Mitsuhiro NAGAHAMA**	Date of birth October 24, 1953

Number of Company's shares owned by the candidate
– shares

Career Highlights, Positions, Responsibilities and Significant Concurrent Positions

April 1976	Joined The Fuji Bank, Ltd.
April 2002	Head of US Sales Department 2, Mizuho Corporate Bank, Ltd. (currently, Mizuho Bank, Ltd.)
March 2003	Executive Officer of Mizuho Corporate Bank, Ltd.
April 2005	Senior Executive Officer of Mizuho Corporate Bank, Ltd.
April 2010	Deputy President of Mizuho Corporate Bank, Ltd. (until March 2013)
April 2013	Chairman of the Board of Mizuho Securities Co., Ltd.
April 2013	Chairman of the Board of Mizuho Securities USA Inc.
April 2015	Adviser of Mizuho Securities Co., Ltd. (until March 2020)
June 2015	Outside Audit & Supervisory Board Member of Azbil Corporation
March 2018	Outside Member of Audit & Supervisory Board of Kuraray Co., Ltd. (To date)
March 2019	External Director of Tokyo Tatemono Co., Ltd. (until March 2021)
June 2019	Outside Director of Azbil Corporation (To date)
June 2020	Outside Director of NSK Ltd. (scheduled to resign in June 2024)

Reasons for nomination as a candidate for Outside Director and outline of expected roles

Mr. Mitsuhiro NAGAHAMA has served as Deputy President and Head of the Americas of Mizuho Corporate Bank, Ltd. (currently, Mizuho Bank, Ltd.), Chairman of the Board of Mizuho Securities Co., Ltd., and Chairman of the Board of Mizuho Securities USA Inc. As such, he possesses extensive experience and high-level insight as a manager, including international business experience.

He was nominated as a candidate for Outside Director based on the expectation that he is capable of making strategic decisions aimed at enhancing the Company's corporate value and appropriately supervising the execution of business operations from an independent and objective standpoint by utilizing his experience, and insight, etc., and by serving as the Member of Special Committee, Nomination Committee, and Compensation Committee of the Company.

He meets the independence criteria set forth by the Tokyo Stock Exchange and the Company.

Notes:
1. There is no special interest between any of candidates and the Company.
2. The candidates' positions and areas of responsibilities at the Company's parent company, Toshiba Corporation, and its subsidiaries are included in the "Career Highlights, Positions, Responsibilities and Significant Concurrent Positions" column.
3. The Company has entered into liability limitation agreements with Mr. Michio KUWAHARA and Ms. Miho AOKI to limit their liability for damages as stipulated in Article 423, Paragraph 1 of the Companies Act to the minimum liability amount stipulated in Article 425, Paragraph 1 of said Act. If their reappointments as Outside Director are approved, the Company plans to continue said agreements with the candidates.
4. Mr. Yoshihiro UMEHA is currently the Outside Audit & Supervisory Board Member of the Company, and will retire from the position of Audit & Supervisory Board Member at the conclusion of this Ordinary General Meeting of Shareholders due to expiration of his term of office. His term of office as the Audit & Supervisory Board Member will be four (4) years at the conclusion of this Ordinary General Meeting of Shareholders.
5. The Company has entered into a liability limitation agreement with Mr. Yoshihiro UMEHA to limit his liability as the Outside Audit & Supervisory Board Member for damages as stipulated in Article 423, Paragraph 1 of the Companies Act to the minimum liability amount stipulated in Article 425, Paragraph 1 of said Act. If the appointment of Mr. UMEHA as Outside Director is approved at this Ordinary General Meeting of Shareholders, the Company plans to enter into a new similar liability limitation agreement with Mr. UMEHA to limit his liability as an Outside Director. If the appointment of Mr. Mitsuhiro NAGAHAMA as Outside Director is approved at this Ordinary General Meeting of Shareholders, the Company will enter into the similar liability limitation agreement with him.
6. The Company has entered into a directors and officers liability insurance agreement with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act to cover damage incurred by the insured (legal damages and litigation expenses) as a result of a claim for damages being made against the insured during the insurance period due to an act committed by the insured. If the appointments of each candidate are approved at this Ordinary General Meeting of Shareholders, each candidate will be included as the insured in said insurance agreement. The Company plans to renew said insurance agreement with generally the same contents at the time of the next renewal.
7. The Company has submitted to the Tokyo Stock Exchange notification of Mr. Michio KUWAHARA, Ms. Miho AOKI, and Mr. Yoshihiro UMEHA as independent officers as prescribed by the provisions of said Exchange. If the appointments of each candidate are approved at this Ordinary General Meeting of Shareholders, their appointments as independent officers will continue. If the appointment of Mr. Mitsuhiro NAGAHAMA as Outside Director is approved at this Ordinary General Meeting of Shareholders, the Company plans to submit him to the Tokyo Stock Exchange as an independent officer as set forth by the said Exchange.
8. The candidates own share acquisition rights in the form of stock options.

Second Proposal: Election of two (2) Audit & Supervisory Board Members

The term of the current Audit & Supervisory Board Member, Mr. Kouki TOMISAWA and Outside Audit & Supervisory Board Member, Mr. Yoshihiro UMEHA will expire at the conclusion of this Ordinary General Meeting of Shareholders. Therefore, the Company proposes to elect the following two (2) Audit & Supervisory Board Members.
The Company has already obtained the consent of the Audit & Supervisory Board for this proposal.
The candidates for Audit & Supervisory Board Members are as follows.

Candidate No. 1	New appointment	Ichiro SAKAMOTO	Date of birth April 17, 1964

Career Highlights, Positions and Significant Concurrent Positions

April 1987	Joined Toshiba Corporation
May 2011	Group General Manager, Finance & Accounting Division Group (in charge of Administration II), Social Infrastructure Systems Company of Toshiba Corporation
May 2014	Westinghouse Electric Company LLC
May 2015	Group General Manager, Corporate Audit Division Group (in charge of Corporate Audit I) of Toshiba Corporation
May 2017	Toshiba (China) Co., Ltd.
February 2018	Group General Manager, Strategic Planning Division Group (in charge of Group Management) of Toshiba Corporation
April 2020	General Manager in charge of Parts & Materials Business Management, Group Management Division of Toshiba Corporation
August 2020	Joined the Company. General Manager Attendant, Corporate Audit Group of the Company
January 2021	General Manager, Corporate Audit Group of the Company
April 2022	General Manager, Corporate Audit Group of the Company
May 2024	Expert, Corporate Audit Group of the Company (To date)

Number of Company's shares owned by the candidate **200 shares**

Reasons for nomination as a candidate for Audit & Supervisory Board Member

Mr. Ichiro SAKAMOTO has served as the head of the finance & accounting division, corporate audit division, and strategic planning division of Toshiba Corporation and its group companies, as well as the General Manager of Corporate Audit Group of the Company. As such, he possesses extensive experience and high-level insight, including international business experience as well as considerable knowledge of finance and accounting matters.

He was nominated as a candidate for Audit & Supervisory Board Member based on the expectation that he is capable of appropriately auditing the Company's business executions, etc. by utilizing his experience, and insight, etc.

Candidate No. 2	New appointment / Candidate for Outside Audit & Supervisory Board Member — Kunio KAWA	Date of birth July 16, 1955

Career Highlights, Positions and Significant Concurrent Positions

November 1990	Joined Mitsubishi Gas Chemical Company, Inc.
June 2006	General Manager, Finance Department, Finance & Accounting Center of Mitsubishi Gas Chemical Company, Inc.
June 2009	Executive Officer of Mitsubishi Gas Chemical Company, Inc.
June 2012	Director, Managing Executive Officer of Mitsubishi Gas Chemical Company, Inc.
April 2015	Director, Senior Managing Executive Officer of Mitsubishi Gas Chemical Company, Inc.
June 2015	Representative Director, Senior Managing Executive Officer of Mitsubishi Gas Chemical Company, Inc.
April 2018	Director of Mitsubishi Gas Chemical Company, Inc.
June 2018	Audit & Supervisory Board Member (Fulltime) of Mitsubishi Gas Chemical Company, Inc. (until June 2020)
June 2020	Special Director of Mitsubishi Gas Chemical Company, Inc.
June 2020	Audit & Supervisory Board Member (Fulltime) of Mitsubishi Engineering-Plastics Corporation (until June 2022)
June 2021	Specially Appointed Director of Mitsubishi Gas Chemical Company, Inc.
June 2022	Advisor of Mitsubishi Gas Chemical Company, Inc. (To date)
June 2022	Outside Audit & Supervisory Board Member of NSD Co., Ltd. (To date)

Number of Company's shares owned by the candidate **– shares**

Reasons for nomination as a candidate for Outside Audit & Supervisory Board Member and outline of expected roles

Mr. Kunio KAWA has served as the Representative Director, Senior Managing Executive Officer and the Audit & Supervisory Board Member (Fulltime) of Mitsubishi Gas Chemical Company, Inc. As such, he possesses extensive experience and high-level insight as a manager as well as a wealth of auditing experience as a corporate auditor.

He was nominated as a candidate for Outside Audit & Supervisory Board Member based on the expectation that he is capable of appropriately auditing the Company's business execution from an independent and objective standpoint by utilizing his experience, and insight, etc.

He meets the independence criteria set forth by the Tokyo Stock Exchange and the Company.

Notes:
1. There is no special interest between each candidate and the Company.
2. The candidates' positions and areas of responsibilities at the Company's parent company, Toshiba Corporation, and its subsidiaries are included in the "Career Highlights, Positions, and Significant Concurrent Positions" column.
3. If the appointment of Mr. Kunio KAWA as Outside Audit & Supervisory Board Member is approved at this Ordinary General Meeting of Shareholders, the Company plans to enter into a liability limitation agreement with him to limit his liability for damages as stipulated in Article 423, Paragraph 1 of the Companies Act to the minimum liability amount stipulated in Article 425, Paragraph 1 of said Act.
4. The Company has entered into a directors and officers liability insurance agreement with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act to cover damage incurred by the insured (legal damages and litigation expenses) as a result of a claim for damages being made against the insured during the insurance period due to an act committed by the insured. If the appointments of Mr. Ichiro SAKAMOTO as Audit & Supervisory Board Member and Mr. Kunio KAWA as Outside Audit & Supervisory Board Member are approved at this Ordinary General Meeting of Shareholders, they will be included as the insured in the said insurance agreement. The Company plans to renew said insurance agreement with generally the same contents at the time of the next renewal.
5. If the appointment of Mr. Kunio KAWA as Outside Audit & Supervisory Board Member is approved at this Ordinary General Meeting of Shareholders, the Company plans to submit him to the Tokyo Stock Exchange as an independent officer as set forth by the said Exchange.

Third Proposal: Election of one (1) Substitute Outside Audit & Supervisory Board Member

The term of the current Substitute Outside Audit & Supervisory Board Member, Mr. Tsuyoshi SAGAYA will expire at the beginning of this Ordinary General Meeting of Shareholders.

Therefore, in order to fill in without delay any future vacancy in Outside Audit & Supervisory Board Members pursuant to laws and regulations, the Company proposes to elect the following one (1) Substitute Outside Audit & Supervisory Board Member.

The Company has already obtained the consent of the Audit & Supervisory Board for this proposal.

The candidate for Substitute Outside Audit & Supervisory Board Member is as follows.

Reappointment	Candidate for Substitute Outside Audit & Supervisory Board Member	Tsuyoshi SAGAYA Date of birth September 6, 1973
Number of Company's shares owned by the candidate **– shares**	**Career Highlights, Positions and Significant Concurrent Positions** October 2001 Registered as Attorney at Law (To date) October 2001 Joined Tokiwa Law Office January 2004 Joined Oh-Ebashi LPC & Partners October 2007 Joined Tokiwa-Law Office January 2010 Established Sagaya Law Office Managing Director of Sagaya Law Office (To date) June 2016 Substitute Outside Audit & Supervisory Board Member of the Company (To date) February 2020 Outside Audit & Supervisory Board Member of Succeed Co., Ltd. (To date) **Reasons for nomination as a candidate for Substitute Outside Audit & Supervisory Board Member** Although Mr. Tsuyoshi SAGAYA has no direct experience in corporate management, he possesses extensive experience and high-level insight, etc. as an attorney at law, and currently serves as an outside audit & supervisory board member of another listed company. As such, he has extensive auditing experience as a corporate auditor. He was nominated as a candidate for Substitute Outside Audit & Supervisory Board Member based on the expectation that he is capable of appropriately auditing the Company's business execution from an independent and objective standpoint by utilizing his experience, and insight, etc. He meets the independence criteria set forth by the Tokyo Stock Exchange and the Company.	

Notes:
1. There is no special interest between Mr. Tsuyoshi SAGAYA and the Company.
2. If the reappointment of Mr. Tsuyoshi SAGAYA as Substitute Outside Audit & Supervisory Board Member is approved at this Ordinary General Meeting of Shareholders, and should the occasion arise where he is appointed Outside Audit & Supervisory Board Member, the Company plans to enter into a liability limitation agreement with him to limit his liability for damages as stipulated in Article 423, Paragraph 1 of the Companies Act to the minimum liability amount stipulated in Article 425, Paragraph 1 of said Act.
3. The Company has entered into a directors and officers liability insurance agreement with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act to cover damage incurred by the insured (legal damages and litigation expenses) as a result of a claim for damages being made against the insured during the insurance period due to an act committed by the insured. If the reappointment of Mr. Tsuyoshi SAGAYA as Substitute Outside Audit & Supervisory Board Member is approved at this Ordinary General Meeting of Shareholders, and should the occasion arise where he is appointed Outside Audit & Supervisory Board Member, he will be included as the insured in the said insurance agreement. The Company plans to renew said insurance agreement with generally the same contents at the time of the next renewal.
4. If the reappointment of Mr. Tsuyoshi SAGAYA as Substitute Outside Audit & Supervisory Board Member is approved at this Ordinary General Meeting of Shareholders, and should the occasion arise where he is appointed Outside Audit & Supervisory Board Member, the Company plans to submit to the Tokyo Stock Exchange notification of his appointment as an independent officer as prescribed by provisions of said Exchange.

(Reference) Principal areas of expertise and experience of Directors and Audit & Supervisory Board Members (skills matrix)

The composition of Directors and Audit & Supervisory Board Members in the event that the first and second proposals are approved as originally proposed at this Ordinary General Meeting of Shareholders, and the principal areas of expertise and experience of each person are as follows.

	Name	Gender	Position	Principal areas of expertise and experience					Committees to be appointed (★: Appointed as Chairperson)		
				Corporate management	Risk / Compliance	Accounting / Audit	Global experience	IT technology DX	Special Committee	Nomination Committee	Compensation Committee
Directors	Hironobu NISHIKORI	Male	Representative Director President and Chief Executive Officer	●	●		●	●		●	●
	Masami UCHIYAMA	Male	Director Executive Vice President	●				●			
	Masashi YUZAWA	Male	Director Senior Vice President	●			●	●			
	Yasuki OHNISHI	Male	Director Senior Vice President	●				●			
	Junichi TAKEI	Male	Director Senior Vice President	●	●			●		●	●
	Naofumi TANI	Male	Director Senior Vice President	●		●	●				
	Takamasa MIHARA	Male	Director	●	●		●				
	Michio KUWAHARA	Male	Outside Director	●		●	●		★	★	
	Miho AOKI	Female	Outside Director	●		●	●		●		★
	Yoshihiro UMEHA	Male	Outside Director	●		●	●		●	●	●
	Mitsuhiro NAGAHAMA	Male	Outside Director	●		●	●		●	●	●
Audit & Supervisory Board Members	Naohiro YAMAGUCHI	Male	Audit & Supervisory Board Member	●		●	●				
	Ichiro SAKAMOTO	Male	Audit & Supervisory Board Member		●	●	●				
	Kanako OSAWA	Female	Outside Audit & Supervisory Board Member		●	●	●				
	Kunio KAWA	Male	Outside Audit & Supervisory Board Member	●	●	●					

Note: The above matrix does not reflect the entirety of insight and experience of each candidate.

(Reference)

Independence Criteria for Outside Officers

In addition to the independence criteria established by financial instruments exchanges on which the Company is listed, the Board of Directors will judge any persons falling under any of the following items to lack independence.

1. The Outside Officer currently belongs or at any point in the past three years has belonged as a director (excluding outside director), audit & supervisory board member (excluding outside audit & supervisory board member), executive officer, or employee to a company in which the Company currently holds 10% or more of the voting rights.
2. The Outside Officer currently belongs or at any point in the past three years has belonged as a director (excluding outside director), audit & supervisory board member (excluding outside audit & supervisory board member), executive officer, or employee to a company that currently holds 10% or more of the voting rights of the Company.
3. The Outside Officer currently belongs or at any point in the past three years has belonged as a director (excluding outside director), audit & supervisory board member (excluding outside audit & supervisory board member), executive officer, or employee to a company whose transactions with the Company in any of the past three fiscal years totaled a monetary amount exceeding 2% of the consolidated net sales of that company or the Company.
4. The Outside Officer currently is or at any point in the past three years has been a director (excluding outside director), audit & supervisory board member (excluding outside audit & supervisory board member), executive officer, or employee of a financial institution from which the Company currently borrows funds equal to 2% or more of its total assets.
5. The Outside Officer has in any of the past three fiscal years received compensation other than director compensation exceeding 10 million yen from the Company as a law, accounting, or tax expert or consultant; or an organization to which the Outside Director belongs has in any of the past three fiscal years received from the Company compensation as a law, accounting, or tax expert or consultant exceeding 2% of the annual revenue of that organization.
6. In any of the past three fiscal years, the Company has made contributions exceeding 10 million yen to the Outside Officer or to a corporation to which the Outside Officer currently belongs or at any point in the past three years has belonged as an officer that executes business or as an employee.
7. The Outside Director currently belongs or at any point in the past three years has belonged as a director (excluding outside director), audit & supervisory board member (excluding outside audit & supervisory board member), executive officer, or employee to a company whose outside officers currently include any persons with experience as an officer of the Company that executed business.
8. The Outside Director currently is or at any point in the past three years has been a representative officer, officer, or employee of the current accounting auditor or an accounting auditor in the past five fiscal years of the Company.

Note: Outside Directors and Outside Audit & Supervisory Board Members are collectively called “Outside Officers.”

- End -