

Independent Directors/Auditors (ID/A) Notification Form

1. Basic information

Company Name	Kitazato Corporation		Code	368A
Submission Date	2026/6/8	(Scheduled) Revision Date	2026/6/25	
Reason for Submitting ID/A Notification	Due to the proposal for the election of outside officers at the Annual General Meeting of Shareholders scheduled for June 25, 2026.			
☒ All persons who satisfy the qualifications of ID/A are designated as ID/As (*1)				

2. Information on Independence of ID/As and Outside Officers

#	Name	Outside Director/ Company Auditor	ID/A	Attributes (*2-3)													Details of Change	Consent of the Officer
				a	b	c	d	e	f	g	h	i	j	k	l	N/A		
1	Makoto Shintani	Outside Director	○													○		Yes
2	Ignacio Bermejo	Outside Director								○								
3	Shigenori Yamaguchi	Outside Director	○													○		Yes
4	Akio Sato	Outside Director	○													○		Yes
5	Osamu Tsutsumi	Outside Director	○												△		New appointment	Yes
6	Michitaro Wakayama	Outside Director	○										△				New appointment	Yes
7	Shinsuke Kataoka	Outside Company Auditor	○													○		Yes
8	Tomoko Sano	Outside Company Auditor	○													○		Yes
9	Seiichi Nishikawa	Outside Company Auditor	○													○	New appointment	Yes

3. Explanation of the Attributes of the ID/As and the Reasons for their Appointment

#	Explanation of the Attributes (*4)	Reasons for Appointment (*5)
1		Mr. Shintani has been appointed as an Outside Director in light of his extensive experience and expertise in corporate management at listed companies and other organizations, as well as his knowledge of organizational management. In addition, he has broad insight into the healthcare sector and is expected to provide practical advice on management issues, thereby contributing to the strengthening of the supervisory function of the Company's management. Furthermore, the Company has determined that Mr. Shintani does not fall under any of the independence criteria established by the Tokyo Stock Exchange and the Company, and that there are no relationships with the Company's management that would impair his independence. Accordingly, the Company has determined that he is independent and there is no risk of a conflict of interest with general shareholders, and has therefore designated him as an Independent Director.
2	He serves as the Chief Executive Officer of Biomedical Supply, S.L. and the Chief Executive Officer of Biomedical Supply US, Inc., both of which are major business partners of the Company. There are sales transactions of the Company's products with these companies, which are classified as related party transactions.	Mr. Bermejo has been appointed as an Outside Director in light of his extensive business experience as a corporate executive of overseas companies, which is expected to be utilized in the Company Group's overseas expansion and group governance.
3		Mr. Yamaguchi has been appointed as an Outside Director in light of his extensive experience in healthcare administration and related organizations, which is expected to be leveraged in enhancing the Company's corporate value, strengthening and further advancing its sustainability management, and contributing to regional development. Furthermore, the Company has determined that Mr. Yamaguchi does not fall under any of the independence criteria established by the Tokyo Stock Exchange and the Company, and that there are no relationships with the Company's management that would impair his independence. Accordingly, the Company has determined that he is independent and there is no risk of a conflict of interest with general shareholders, and has therefore designated him as an Independent Director.
4		Mr. Sato has been appointed as an Outside Director in light of his advanced expertise in corporate governance as an attorney-at-law, as well as his extensive practical experience as a director and corporate auditor across various industries, which are expected to contribute to the establishment of a sound and robust governance structure of the Company. Furthermore, the Company has determined that Mr. Sato does not fall under any of the independence criteria established by the Tokyo Stock Exchange and the Company, and that there are no relationships with the Company's management that would impair his independence. Accordingly, the Company has determined that he is independent and there is no risk of a conflict of interest with general shareholders, and has therefore designated him as an Independent Director.

5	He previously served as a professor at the Graduate School of International University of Health and Welfare. The Company made a donation to the International University of Health and Welfare in April 2019 for the purpose of supporting academic research. Although the Graduate School is operated by the same educational foundation as the university, the Company has determined that such donation does not impair his independence.	Mr. Tsutsumi is expected to contribute valuable insights into the Company's product development, sales strategy, and new business initiatives, as he has extensive expertise as an obstetrician and gynecologist and in-depth knowledge of the fertility treatment industry. He is also expected to contribute to strengthening the supervisory function over management execution. Furthermore, the Company has determined that Mr. Tsutsumi does not fall under any of the independence criteria established by the Tokyo Stock Exchange and the Company, and that there are no relationships with the Company's management that would impair his independence. Accordingly, the Company has determined that he is independent and there is no risk of a conflict of interest with general shareholders, and has therefore designated him as an Independent Director.
6	He serves as a Representative Director of OCS Partners Inc., with which the Company had a business relationship. The Company previously paid consulting fees to the said company for business support services received. However, as the transaction amount between the Company and the said company is less than 1% of the Company's consolidated net sales, the Company considers it immaterial and has determined that such transaction does not impair his independence.	Mr. Wakayama is expected to contribute useful advice and enhance the supervisory function over management execution in the formulation and implementation of the Company's management strategy and capital policy, based on his professional expertise as a certified public accountant and tax accountant. Furthermore, the Company has determined that Mr. Wakayama does not fall under any of the independence criteria established by the Tokyo Stock Exchange and the Company, and that there are no relationships with the Company's management that would impair his independence. Accordingly, the Company has determined that he is independent and there is no risk of a conflict of interest with general shareholders, and has therefore designated him as an Independent Director.
7		Mr. Kataoka has been appointed as an Outside Corporate Auditor in light of his specialized knowledge and extensive experience in finance and accounting as a certified tax accountant, and is expected to perform audit duties from an objective and neutral perspective. Furthermore, the Company has determined that Mr. Kataoka does not fall under any of the independence criteria established by the Tokyo Stock Exchange and the Company, and that there are no relationships with the Company's management that would impair his independence. Accordingly, the Company has determined that he is independent and there is no risk of a conflict of interest with general shareholders, and has therefore designated him as an Independent Corporate Auditor.
8		Ms. Sano has been appointed as an Outside Corporate Auditor in light of her specialized knowledge and extensive experience in corporate legal affairs as an attorney-at-law, and is expected to perform audit duties from an objective and neutral perspective. Furthermore, the Company has determined that Ms. Sano does not fall under any of the independence criteria established by the Tokyo Stock Exchange and the Company, and that there are no relationships with the Company's management that would impair her independence. Accordingly, the Company has determined that she is independent and there is no risk of a conflict of interest with general shareholders, and has therefore designated her as an Independent Corporate Auditor.
9		Mr. Nishikawa is expected to contribute, in his role as an Outside Corporate Auditor, to enhancing the transparency of the Company's audit system and corporate governance through his extensive experience as a corporate auditor at other companies, as well as his high level of expertise and objective perspective gained through audit practice. Furthermore, the Company has determined that Mr. Nishikawa does not fall under any of the independence criteria established by the Tokyo Stock Exchange and the Company, and that there are no relationships with the Company's management that would impair his independence. Accordingly, the Company has determined that he is independent and there is no risk of a conflict of interest with general shareholders, and has therefore designated him as an Independent Director.

4. Supplementary Explanation

- *1 Check the box if all of the outside officers who meet the qualifications for an ID/A have been reported as ID/As.
- Checklist of board member attributes
- *2
- a. An executive of the listed company or its subsidiary
 - b. A director or accounting advisor who is not an executive of the listed company or its subsidiary. (limited to case of the outside company auditor)
 - c. A director or accounting advisor who is not an executive of the listed company's parent company
 - d. A company auditor of the listed company's parent company (limited to case of the outside company auditor)
 - e. An executive of the listed company's sister company
 - f. An entity or an executive of the entity for which the listed company is a major client
 - g. The listed company's major client or an executive of said client
 - h. A consulting firm, accounting firm, or legal firm which receives a large amount of money or other assets from the company, in addition to their remuneration as an office
 - i. A major shareholder of the listed company (if the major shareholder is a legal entity, its executive)
 - j. An executive of a client of the listed company (excluding cases falling under f., g. or h.) (applies to outside officer him/herself only)
 - k. An executive of another company that holds cross-outside directorships/auditorships with the listed company (applies to outside officer him/herself only)
 - l. An executive of an entity receiving donations from the listed company (applies to outside officer him/herself only)
- Please note that the above notations of items a through l are a summary of the wording of the items specified in the TSE's regulations.
- *3 Please use "○" when the outside officer presently falls or has recently fallen under the category; and "△" when they fell under the category in the past.
Please use "●" when a close relative of the outside officer presently falls or has recently fallen under the category; and "▲" when a close relative of them fell under the category in the past.
- *4 If any of the item a through l apply, please state to that effect and outline thereof.
- *5 Please state the reason for the appointment of the ID/A.
- *6 If a situation arises in which the listed company is unable to secure at least one ID/A and one outside director, this will constitute a violation of the code of corporate conduct under the Securities Listing Regulations. In such case, please contact a Tokyo Stock Exchange listed company representative immediately.