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Securities code: 6915
March 10, 2023
(Date of commencement of measures for
electronic provision: March 7, 2023)

To Shareholders with Voting Rights:

Mitsuaki Koike
Chairman and President
CHIYODA INTEGRE CO., LTD.
1-1 Nibancho, Chiyoda-ku, Tokyo, Japan

**NOTICE OF CONVOCATION OF
THE 67TH ORDINARY GENERAL MEETING OF SHAREHOLDERS**

We would like to express our appreciation for your continued support and patronage.

You are hereby notified of the 67th Ordinary General Meeting of Shareholders of CHIYODA INTEGRE CO., LTD. (the “Company”). The meeting will be held for the purposes as described below.

When convening this General Meeting of Shareholders, we will provide information electronically and thus post matters subject to the electronic provision measures as “NOTICE OF CONVOCATION OF THE 67TH ORDINARY GENERAL MEETING OF SHAREHOLDERS” on the websites below on the Internet.

The Company’s website (<https://www.chiyoda-i.co.jp/>)

In addition to the above, the matters are also posted on the website below on the Internet.

Tokyo Stock Exchange website (<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show>)

Please access the Tokyo Stock Exchange website above, enter and search the Company’s name or securities code, and select “Basic information,” then “Documents for public inspection/PR information” to see matters subject to the electronic provision measures.

If you do not attend the meeting, you can exercise your voting rights in writing. Please review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:30 p.m. on Wednesday, March 29, 2023, Japan time.

- 1. Date and Time:** Thursday, March 30, 2023 at 10:00 a.m. Japan time (Reception begins at 9:30 a.m.)
- 2. Place:** Hall ‘PRIMAVERA,’ 4th floor of Dai-Ichi Hotel Tokyo located at 1-2-6 Shimbashi, Minato-ku, Tokyo, Japan
- 3. Meeting Agenda:**
 - Matters to be reported:**
 1. Business Report, Consolidated Financial Statements for the Company’s 67th Fiscal Year (January 1, 2022 - December 31, 2022) and results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company’s 67th Fiscal Year (January 1, 2022 - December 31, 2022)
 - Proposal to be resolved:**
 - Proposal 1:** Appropriation of Surplus
 - Proposal 2:** Election of Seven (7) Directors
 - Proposal 3:** Election of Three (3) Audit & Supervisory Board Members
 - Proposal 4:** Election of One (1) Substitute Audit & Supervisory Board Member

4. Matters decided upon convocation

- (1) Among all the matters subject to the electronic provision measures, the System to Ensure the Appropriateness of Business Operations, the Outline of the Operation of the System to Ensure the Appropriateness of Business Operations, the Basic Policy Regarding Control on Stock Companies, Consolidated Statement of Changes in Equity, Notes to the Consolidated Financial Statements, Non-consolidated Statement of Changes in Equity and Notes to the Non-consolidated Financial Statements are not included in the paper copy sent to shareholders (including the paper copy sent to shareholders who have requested it) in accordance with provisions of laws and regulations as well as Article 15 of the Company's Articles of Incorporation. Therefore, the said paper copy comprises a portion of the documents that were audited by the Audit & Supervisory Board Members and the Accounting Auditor when preparing the Audit Report.
- (2) If you do not indicate your vote of approval or disapproval of proposals on the Voting Rights Exercise Form, you will be deemed to have approved the proposals.

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- Ⓢ When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception.
 - Ⓢ Should matters subject to the electronic provision measures require revisions, details of the revisions will be posted on each website on which the matters are published.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

The Company considers profit returns to shareholders an important management task. To that end, the Company's basic policy for distribution of profit to shareholders for the three years from the fiscal year ended December 31, 2022 to the fiscal year ending December 31, 2024 is (1) aiming for a dividend payout ratio of 50% or more and (2) repurchasing own shares flexibly with the aim of achieving a total payout ratio of 120%, while considering the level of stock prices, market environment and other factors. The basic policy is mindful of the improvement of the Company's return on equity (ROE).

Based on this policy, the Company proposes the year-end dividend for this fiscal year to be ¥120 per share as follows, taking into comprehensive consideration the business results and the business environment for this fiscal year.

- (1) Type of dividend:
Cash
- (2) Matters regarding the allocation of dividend to shareholders and the total amount thereof:
¥120 per share of common stock of the Company
Total amount: ¥1,368,534,000
- (3) Effective date of distribution of surplus:
March 31, 2023

Proposal 2: Election of Seven (7) Directors

The term of office of all the seven (7) Directors will expire at the conclusion of this meeting. Accordingly, the Company proposes the election of seven (7) Directors.

The candidates for Director are as follows.

| No. | Name | Current positions in the Company | Attendance at Board of Directors meetings |
|-----|---|--------------------------------------|---|
| 1 | Reappointment Mitsuaki Koike | Chairman and President | 100% (13 out of 13 meetings) |
| 2 | Reappointment Takumi Murasawa | Director, Managing Executive Officer | 100% (13 out of 13 meetings) |
| 3 | Reappointment Isao Murata | Director, Executive Officer | 100% (13 out of 13 meetings) |
| 4 | New appointment Tomoharu Tsuji | Executive Officer | — |
| 5 | New appointment Outside Independent Junichi Inaba | Advisor | — |
| 6 | Reappointment Outside Independent Osamu Mashimo | Director | 100% (13 out of 13 meetings) |
| 7 | Reappointment Outside Independent Rob Crawford | Director | 100% (13 out of 13 meetings) |

New appointment Candidate for new appointment as Director
 Reappointment Candidate for reappointment as Director
 Outside Candidate for Outside Director
 Independent Independent Director notified to the securities exchange

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|---|--|--|---------------|
| No.1 | Mitsuaki Koike | Date of birth: January 5, 1951 | Reappointment |
| Attendance at Board of Directors meetings: 100% (13 out of 13 meetings) | | Number of shares of the Company held: 93,751 shares | |
| Career summary, positions, responsibilities and significant concurrent positions | | | |
| March 1969 | Joined the Company | | |
| September 1982 | Seconded to CHIYODA FELT CO. (S) PTE. LTD. (presently CHIYODA INTEGRE CO. (S) PTE. LTD.) | | |
| September 1990 | Managing Director, CHIYODA FELT CO. (S) PTE. LTD. | | |
| November 1999 | Director, the Company | | |
| November 2001 | Managing Director | | |
| November 2002 | President | | |
| March 2017 | Chairman | | |
| March 2021 | Chairman and President (to present) | | |
| Reasons for selection as a candidate for Director | | | |
| Mr. Mitsuaki Koike has served as President, leading the operation of the Group. In his role as Chairman, he has performed his duties by leveraging his insight and experience in business overall and strengthening the company's governance. The Company expects that Mr. Koike can further strengthen the effectiveness of its decision-making in a severe operational environment and the supervisory functions of its Board of Directors and so proposes his re-election as a Director. | | | |

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| No.2 | Takumi Murasawa | Date of birth: July 21, 1960 | Reappointment |
| Attendance at Board of Directors meetings: 100% (13 out of 13 meetings) | | Number of shares of the Company held: 10,700 shares | |
| Career summary, positions, responsibilities and significant concurrent positions | | | |
| March 1983 | Joined the Company | | |
| September 2005 | General Manager, Japan Business | | |
| November 2006 | Director | | |
| September 2010 | General Manager, Development Center | | |
| September 2011 | General Manager, Tokyo Branch | | |
| November 2011 | Managing Director | | |
| September 2012 | General Manager, Kanto Branch | | |
| January 2019 | General Manager, Overseas Department | | |
| March 2021 | Director, Managing Executive Officer (to present) | | |
| January 2023 | General Manager, Product Development Department (to present) | | |
| Reasons for selection as a candidate for Director | | | |
| Since joining the Company, Mr. Takumi Murasawa has cultivated abundant experience in managing the business both in Japan and overseas, particularly in the sales department, and has established a broad personal network. The Company expects that by leveraging his assets, it can promote the expansion of new business domains that will lead to enhancing the Group's corporate value. Therefore, the Company proposes his re-election as a Director. | | | |

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| No.3 | Isao Murata | Date of birth: August 12, 1962 | Reappointment |
| Attendance at Board of Directors meetings: 100% (13 out of 13 meetings) | | Number of shares of the Company held: 4,280 shares | |
| Career summary, positions, responsibilities and significant concurrent positions | | | |
| March 1985 | Joined the Company | | |
| September 2012 | General Manager, Finance and Accounting Department (to present) | | |
| October 2015 | Audit & Supervisory Board Member, SUNFELT CO., LTD. | | |
| March 2017 | Director, the Company | | |
| March 2021 | Director, Executive Officer (to present) | | |
| Reasons for selection as a candidate for Director | | | |
| <p>Since joining the Company, Mr. Isao Murata has cultivated abundant experience across an array of different functions, and is well versed in the Group's business. In particular, he has delivered considerable results while supervising the operations of the Company's administrative department. The Company believes that he is qualified with his abundant experience and achievements to further enhance its governance structure, and therefore proposes his re-election as a Director.</p> | | | |

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| No.4 | Tomoharu Tsuji | Date of birth: May 5, 1959 | New appointment |
| | | Number of shares of the Company held: 1,100 shares | |
| Career summary, positions, responsibilities and significant concurrent positions | | | |
| April 1982 | Joined RIVER ELETEC CORPORATION | | |
| June 2003 | Director and Executive General Manager, Sales Division | | |
| September 2007 | Joined the Company | | |
| March 2015 | General Manager, Sales Department, Kanto Branch | | |
| March 2017 | Director | | |
| March 2017 | General Manager, Sales Department (to present) | | |
| March 2021 | Executive Officer (to present) | | |
| Reasons for selection as a candidate for Director | | | |
| <p>Mr. Tomoharu Tsuji has taken responsibility to expand multiple different business domains through leveraging his abundant experience and broad insight in the Company's sales department. The Company expects that by leveraging these achievements, he will support further growth of the Company's domestic business. Therefore, the Company proposes his new election as a Director.</p> | | | |

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| No.5 | Junichi Inaba | Date of birth: September 2, 1959 | <input type="checkbox"/> New appointment | <input type="checkbox"/> Outside | <input type="checkbox"/> Independent |
| | | Number of shares of the Company held: — shares | | | |
| Career summary, positions, responsibilities and significant concurrent positions | | | | | |
| April 1982 | Joined NEC Corporation | | | | |
| April 2002 | Seconded to NEC Electronics Hong Kong Ltd. as President | | | | |
| June 2008 | General Manager, Second Sales Division, NEC Electronics Corporation (presently Renesas Electronics Corporation) | | | | |
| January 2011 | Joined Shinko Shoji Co., Ltd. | | | | |
| June 2011 | Director | | | | |
| April 2015 | Managing Director | | | | |
| October 2022 | Advisor, the Company (to present) | | | | |
| Reasons for selection as a candidate for Outside Director and expected roles | | | | | |
| <p>Mr. Junichi Inaba has cultivated abundant experience as a person responsible for sales in Japan and overseas at a number of different listed electronic components businesses and has established a broad personal network. Given his experience as a corporate manager, the Company expects that he will provide positive and appropriate advice from an objective perspective, leading to the enhancement of its corporate value, and therefore proposes his new election as an Outside Director of the Company.</p> | | | | | |

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| No.6 | Osamu Mashimo | Date of birth: July 13, 1963 | <input type="checkbox"/> Reappointment | <input type="checkbox"/> Outside | <input type="checkbox"/> Independent |
| Attendance at Board of Directors meetings: 100% (13 out of 13 meetings) | | Number of shares of the Company held: — shares | | | |
| Career summary, positions, responsibilities and significant concurrent positions | | | | | |
| April 1986 | Joined Takara Co., Ltd. (presently TOMY COMPANY, LTD.) | | | | |
| June 2001 | Board Director | | | | |
| March 2006 | Board Director, TOMY COMPANY, LTD. | | | | |
| June 2012 | Senior Managing Director, Head of Toy Business HQ | | | | |
| November 2015 | Outside Director, the Company (to present) | | | | |
| February 2016 | Representative, Office Mashimo (to present) | | | | |
| Reasons for selection as a candidate for Outside Director and expected roles | | | | | |
| <p>Mr. Osamu Mashimo has experience in corporate management at a listed company and operational experience in manufacturing. The Company proposes his re-election as an Outside Director of the Company since he has been providing appropriate advice to the Board of Directors as well as expressing useful opinions that will lead to enhancing corporate governance.</p> <p>His term of office as an Outside Director of the Company will be seven (7) years and four (4) months at the conclusion of this meeting.</p> | | | | | |

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| No.7 | Rob Crawford | Date of birth: November 3, 1972 | <input type="checkbox"/> Reappointment | <input type="checkbox"/> Outside | <input type="checkbox"/> Independent |
| Attendance at Board of Directors meetings: 100% (13 out of 13 meetings) | | Number of shares of the Company held: — shares | | | |
| Career summary, positions, responsibilities and significant concurrent positions | | | | | |
| August 1998 | Joined Marakon Associates | | | | |
| August 2000 | Joined Prudential Corporation Asia | | | | |
| July 2006 | Joined Ichigo Asset Management, Ltd. as Partner | | | | |
| December 2008 | Partner, Ichigo Asset Management International Pte. Ltd. | | | | |
| May 2011 | Independent Director, Ichigo Group Holdings Co., Ltd. (presently Ichigo Inc.) | | | | |
| January 2014 | CEO, Ichigo Asset Management International Pte. Ltd. | | | | |
| December 2019 | Chairman, Ichigo Asset Management International Pte. Ltd. (to present) | | | | |
| March 2021 | Outside Director, the Company (to present) | | | | |
| Reasons for selection as a candidate for Outside Director and expected roles | | | | | |
| Mr. Rob Crawford has cultivated abundant knowledge and experience in corporate analysis and corporate value enhancement measures. He has been providing pertinent opinions from a global perspective at Board of Directors meetings. The Company proposes his re-election as an Outside Director of the Company to pursue further strengthening of management. | | | | | |
| His term of office as an Outside Director of the Company will be two (2) years at the conclusion of this meeting. | | | | | |

(Notes)

1. There are no special interests between each candidate and the Company.
2. Each of Mr. Junichi Inaba, Mr. Osamu Mashimo and Mr. Rob Crawford is a candidate for Outside Director.
3. The Company has registered Mr. Osamu Mashimo and Mr. Rob Crawford as independent directors prescribed by the Tokyo Stock Exchange, and will also register Mr. Junichi Inaba to the Exchange as an independent director.
4. The Company has entered into an agreement with each of Mr. Osamu Mashimo and Mr. Rob Crawford to limit their liability pursuant to Article 427, Paragraph 1 of the Companies Act. The maximum amount of liability pursuant to the agreement is the minimum amount stipulated by laws and regulations. In case of re-election, the agreement will continue to be effective. In addition, if the appointment of Mr. Junichi Inaba is approved, the Company will enter into a similar agreement to limit his liability.
5. The Company has entered into a directors and officers liability insurance (D&O Insurance) contract with an insurance company. The insurance covers any damages that may result from the Directors and Officers being liable for the performance of their duties or being subject to a claim for the pursuit of such liability. However, the above insurance contract does not cover claims for damages caused by intent or gross negligence. The insurance premiums will be fully paid by the Company in accordance with the resolution of the Board of Directors, and if the candidates assume the office of Director, they will be insured under the insurance contract.

(Reference) Skill Matrix of the Candidates for Director

The specialty and experience of the candidates in this Notice are as follows.

| | Current position Attribution | Corporate management | Industry knowledge | Global business | Finance and accounting | Compliance | HR and labor management |
|-----------------|---|----------------------|--------------------|-----------------|------------------------|------------|-------------------------|
| Mitsuaki Koike | Chairman and President | ○ | ○ | ○ | | ○ | |
| Takumi Murasawa | Director, Managing Executive Officer | ○ | ○ | ○ | | ○ | |
| Isao Murata | Director, Executive Officer | | ○ | | ○ | ○ | ○ |
| Tomoharu Tsuji | Executive Officer | | ○ | | | ○ | |
| Junichi Inaba | Advisor Outside Independent | ○ | ○ | ○ | | ○ | |
| Osamu Mashimo | Outside Director Outside Independent | ○ | | | | ○ | |
| Rob Crawford | Outside Director Outside Independent Foreign national | ○ | | ○ | ○ | ○ | |

Proposal 3: Election of Three (3) Audit & Supervisory Board Members

The term of office of all the three (3) Audit & Supervisory Board Members will expire at the conclusion of this meeting. Accordingly, the Company proposes the election of three (3) Audit & Supervisory Board Members.

Audit & Supervisory Board Member Mr. Masaaki Komoda passed away on February 21, 2023 and thus retired from his office. Accordingly, Substitute Audit & Supervisory Board Member Mr. Takanori Iitsuka assumed office as Audit & Supervisory Board Member on the same date as the number of Audit & Supervisory Board Members fell below the number required by laws and regulations.

Consent has been obtained from the Audit & Supervisory Board regarding the submission of this proposal.

The candidates for Audit & Supervisory Board Member are as follows.

| | | | |
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| No.1 | Takafusa Hayashi | Date of birth: June 22, 1963 | <u>Reappointment</u> |
| Attendance at Board of Directors meetings: 100% (13 out of 13 meetings) | | Number of shares of the Company held: 4,900 shares | |
| Career summary, positions and significant concurrent positions | | | |
| February 1989 | Joined the Company | | |
| October 2010 | Manager, Internal Audit Department | | |
| March 2020 | Audit & Supervisory Board Member (to present) | | |
| Reasons for selection as a candidate for Audit & Supervisory Board Member | | | |
| Mr. Takafusa Hayashi has abundant experience and insight accumulated over years of operations at the Company, is well versed in its business, and has conducted appropriate audits by leveraging his operational experience. Therefore, the Company proposes his re-election as an Audit & Supervisory Board Member. | | | |

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|--|---|---|------------------------|----------------|--------------------|
| No.2 | Kimio Miseki | Date of birth: March 16, 1954 | <u>New appointment</u> | <u>Outside</u> | <u>Independent</u> |
| | | Number of shares of the Company held: — shares | | | |
| Career summary, positions and significant concurrent positions | | | | | |
| April 1979 | Joined the Tokyo Regional Taxation Bureau | | | | |
| July 1998 | Seconded to the Japan National Oil Corporation (JNOC) | | | | |
| July 2004 | Associate Appeals Judge, Tokyo National Tax Tribunal | | | | |
| July 2006 | Professor, Research Department, National Tax College, National Tax Agency | | | | |
| July 2008 | Chief Examiner, First Large Enterprise Department, Tokyo Regional Taxation Bureau | | | | |
| July 2012 | District Director, Mie Tax Office, Kumamoto Regional Taxation Bureau | | | | |
| July 2013 | District Director, Ebara Tax Office, Tokyo Regional Taxation Bureau | | | | |
| August 2014 | Representative, Kimio Miseki Certified Public Tax Accountant Office (to present) | | | | |
| April 2015 | Specially Appointed Professor, Graduate School of Business Administration, Tokyo Fuji University (to present) | | | | |
| Reasons for selection as a candidate for Outside Audit & Supervisory Board Member | | | | | |
| Although Mr. Kimio Miseki has not been involved in corporate management, he is licensed as a certified public tax accountant, has experienced the District Director of Tax Offices, and has considerable insight into finance and accounting. The Company believes that he will appropriately fulfill his duties in the audits of the Company, and therefore proposes his new election as an Outside Audit & Supervisory Board Member. | | | | | |

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| No.3 | Shinya Kijima | Date of birth: November 17, 1972 | <input type="checkbox"/> New appointment | <input type="checkbox"/> Outside | <input type="checkbox"/> Independent |
| | | | Number of shares of the Company held: — shares | | |
| Career summary, positions and significant concurrent positions | | | | | |
| October 2003 | Joined Asahi & Co. (presently KPMG AZSA LLC) | | | | |
| July 2008 | Representative, Kijima Certified Public Accountant & Certified Public Tax Accountant Office (to present) | | | | |
| February 2012 | Partner, Jinchi Audit Corporation | | | | |
| January 2022 | Representative Partner | | | | |
| Reasons for selection as a candidate for Outside Audit & Supervisory Board Member | | | | | |
| Although Mr. Shinya Kijima has not been involved in corporate management, he has cultivated broad knowledge and experience in professional accounting and taxation as a certified public accountant. The Company believes that he will leverage this knowledge and experience in strengthening its audit system, and therefore proposes his new election as an Outside Audit & Supervisory Board Member. | | | | | |

(Notes)

1. There are no special interests between each candidate and the Company.
2. Each of Mr. Kimio Miseki and Mr. Shinya Kijima is a candidate for Outside Audit & Supervisory Board Member.
3. The Company will register Mr. Kimio Miseki and Mr. Shinya Kijima as independent auditors prescribed by the Tokyo Stock Exchange.
4. If the appointment of Mr. Kimio Miseki and Mr. Shinya Kijima as Outside Audit & Supervisory Board Member is approved, the Company will enter into an agreement with each of Mr. Kimio Miseki and Mr. Shinya Kijima to limit their liability pursuant to Article 427, Paragraph 1 of the Companies Act. The maximum amount of liability pursuant to the agreement is the minimum amount stipulated by laws and regulations.
5. The Company has entered into a directors and officers liability insurance (D&O Insurance) contract with an insurance company. The insurance covers any damages that may result from the Directors and Officers being liable for the performance of their duties or being subject to a claim for the pursuit of such liability. However, the above insurance contract does not cover claims for damages caused by intent or gross negligence. The insurance premiums will be fully paid by the Company in accordance with the resolution of the Board of Directors, and if the candidates assume the office of Audit & Supervisory Board Member, they will be insured under the insurance contract.

Proposal 4: Election of One (1) Substitute Audit & Supervisory Board Member

To prepare for cases where the number of Audit & Supervisory Board Members falls below the number required by laws and regulations of three (3), the Company proposes the election of one (1) substitute Audit & Supervisory Board Member in advance.

Consent has been obtained from the Audit & Supervisory Board regarding the submission of this proposal.

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

| | | |
|---|--|---|
| Takanori Iitsuka | Date of birth: January 13, 1975 | <input type="checkbox"/> Outside <input type="checkbox"/> Independent |
| | Number of shares of the Company held: — shares | |
| Career summary, positions and significant concurrent positions | | |
| December 2001 | Registered as judicial scrivener | |
| February 2002 | Partner, Harada Judicial Scrivener Office | |
| February 2006 | Established Iitsuka & Matsuda Judicial Scrivener Office | |
| March 2007 | Established Judicial Scrivener Corporation Iitsuka & Matsuda Office (presently Judicial Scrivener Corporation Iitsuka Legal Partners), Representative Partner (to present) | |
| February 2021 | Outside Director, Hurray Holdings Inc. (to present) | |
| February 2023 | Outside Audit & Supervisory Board Member, the Company (to present) | |
| Reasons for selection as a candidate for substitute Outside Audit & Supervisory Board Member | | |
| Mr. Takanori Iitsuka has knowledge and operational experience in corporate legal affairs as a Representative Partner of a judicial scrivener corporation. The Company believes that he is capable of appropriately conducting auditing operations and therefore proposes his election as a substitute Outside Audit & Supervisory Board Member. Although he has not been directly involved in corporate management, for the above reason, the Company believes that he can appropriately fulfill his duties as an Outside Audit & Supervisory Board Member. | | |

(Notes)

1. There are no special interests between the candidate for substitute Audit & Supervisory Board Member and the Company.
2. Mr. Takanori Iitsuka is a candidate for substitute Outside Audit & Supervisory Board Member. He satisfies the requirements for independent auditors prescribed by the Tokyo Stock Exchange.
3. In case Mr. Takanori Iitsuka assumes office as an Outside Audit & Supervisory Board Member, the Company will enter into an agreement with him to limit his liability pursuant to Article 427, Paragraph 1 of the Companies Act. The maximum amount of liability pursuant to the agreement is the minimum amount stipulated by laws and regulations.
4. The Company has entered into a directors and officers liability insurance (D&O Insurance) contract with an insurance company. The insurance covers any damages that may result from the Directors and Officers being liable for the performance of their duties or being subject to a claim for the pursuit of such liability. However, the above insurance contract does not cover claims for damages caused by intent or gross negligence. The insurance premiums will be fully paid by the Company in accordance with the resolution of the Board of Directors, and if the candidate assumes the office of Audit & Supervisory Board Member, he will be insured under the insurance contract.