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Securities code: 5482  
June 1, 2022

To our shareholders:

Takahiro Fujioka,  
President  
**AICHI STEEL CORPORATION**  
220, Rinowari, Arao-machi, Tokai-shi, Aichi

## **NOTICE OF THE 118th GENERAL MEETING OF SHAREHOLDERS**

We are pleased to inform you that the 118th General Meeting of Shareholders of AICHI STEEL CORPORATION (the “Company”) will be held as indicated below.

### **Meeting Details**

- 1. Date and Time:** Wednesday, June 22, 2022, 10:00 a.m. (Japan Standard Time)
- 2. Venue:** **Main Conference Room, Main Building, AICHI STEEL CORPORATION**  
220, Rinowari, Arao-machi, Tokai-shi, Aichi
- 3. Purposes:**
  - Items to be reported;**  
Business Report, Consolidated Financial Statements, Financial Statements and Audit Reports concerning Consolidated Financial Statements by the Financial Auditors and the Audit & Supervisory Board for the 118th Term (April 1, 2021 to March 31, 2022)
  - Items to be resolved;**
    - Proposal 1:** Partial Amendments to the Articles of Incorporation
    - Proposal 2:** Election of Six (6) Directors
    - Proposal 3:** Election of One (1) Substitute Audit & Supervisory Board Member

## Reference Document for the General Meeting of Shareholders

### Proposals and Reference Matters

#### Proposal 1: Partial Amendments to the Articles of Incorporation

##### (1) Reasons for amendments

The amended provisions stipulated in the proviso to Article 1 of the supplementary provisions of the “Act Partially Amending the Companies Act” (Act No. 70 of 2019) will be enforced on September 1, 2022. Accordingly, in order to prepare for the introduction of the system for electronic provision of materials for general meetings of shareholders, the Articles of Incorporation of the Company shall be amended as follows.

1. The proposed Article 15, Paragraph 1 stipulates that information contained in the reference documents for the general meeting of shareholders, etc. shall be provided electronically.
2. The proposed Article 15, Paragraph 2 establishes a provision to limit the scope of matters to be included in the paper copy to be sent to shareholders who have requested it.
3. The provisions related to the internet disclosure and deemed provision of the reference documents for the general meeting of shareholders, etc. (Article 15 of the current Articles of Incorporation) will become unnecessary and will therefore be deleted.
4. In line with the above establishment and deletion of the provisions, supplementary provisions related to the effective date, etc. shall be established.

##### (2) Details of amendments

The details of the amendments are as follows.

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed Amendments
<p><u>(Disclosure via the Internet of the Reference Documents for the General Meeting of Shareholders, etc. and the Deemed Provision of Information)</u></p> <p><u>Article 15 The Company shall be deemed to have provided the shareholders with the necessary information with respect to the matters to be stated or indicated in the reference documents for the general meeting of shareholders, the business reports, the statutory reports and the consolidated statutory reports, by disclosing such information via the Internet in accordance with the Ordinance of the Ministry of Justice.</u></p>	<p>(Deleted)</p>

Current Articles of Incorporation	Proposed Amendments
<p>(Newly established)</p>	<p><u>(Measures for Electronic Provision of Information, Etc.)</u>  <u>Article 15</u> The Company shall, when convening a general meeting of shareholders, provide information contained in the reference documents for the general meeting of shareholders, etc. electronically.</p> <p>2. Among the matters to be provided electronically, the Company may choose not to include all or part of the matters stipulated in the Ordinance of the Ministry of Justice in the paper copy to be sent to shareholders who have requested it by the record date for vesting voting rights.</p>
<p>(Newly established)</p>	<p><u>(Supplementary Provisions)</u></p> <p>1. <u>The deletion of Article 15 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) of the Articles of Incorporation prior to the amendments and the establishment of Article 15 (Measures for Electronic Provision of Information, Etc.) after the amendments shall come into effect on the date of enforcement of the amended provisions stipulated in the proviso to Article 1 of the supplementary provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) (hereinafter, the “Effective Date”).</u></p> <p>2. <u>Notwithstanding the provisions of the preceding paragraph, Article 15 of the Articles of Incorporation prior to the amendments shall remain in force with respect to a general meeting of shareholders to be held on a date within six months from the Effective Date.</u></p> <p>3. <u>These supplementary provisions shall be deleted after the lapse of six months from the Effective Date or three months from the date of the general meeting of shareholders set forth in the preceding paragraph, whichever is later.</u></p>

**Proposal 2: Election of Six (6) Directors**

The terms of all current Directors will expire at the close of this General Meeting of Shareholders. Accordingly, we would like to propose the election of six (6) Directors.

The candidates for the Directors are as follows.

No.	Name	Positions in the Company	Attendance at meetings of the Board of Directors (FY2021)	Term of office as Director
1	Takahiro Fujioka [Reelection]	President and Director	14/14 (100%)	11 years
2	Motoshi Nakamura [Reelection]	Executive Vice President and Director	14/14 (100%)	4 years
3	Naohiro Yasunaga [Reelection]	Director	14/14 (100%)	3 years
4	Koichi Yasui [Reelection] [Outside] [Independent]	Director	13/14 (93%)	7 years
5	Yuko Arai [Reelection] [Outside] [Independent]	Director	13/14 (93%)	6 years
6	Ichie Nomura [New appointment]	Managing Executive Officer	-	-

- Notes:
1. There are no special interests between the candidates and the Company.
  2. Mr. Koichi Yasui and Ms. Yuko Arai are candidates for Outside Director.
  3. The Company has designated Mr. Koichi Yasui and Ms. Yuko Arai as Independent Officer pursuant to the provisions of the Tokyo Stock Exchange and the Nagoya Stock Exchange.
  4. The Company has concluded agreements to limit the liability for damages with Mr. Koichi Yasui and Ms. Yuko Arai as prescribed in Article 423, Paragraph 1 of the Companies Act. Based on these agreements, their liability shall be limited to the amount stipulated by Article 425, Paragraph 1 of the Companies Act. In the event that their reelection is approved, the aforementioned agreement is planned to continue.
  5. Candidates are selected based on the proposal submitted to the Board of Directors by the optional officer remuneration and nomination committee, where the majority of members composed of Independent Outside Directors and chaired by an Independent Outside Director, and it assesses and deliberates each candidate's experience, knowledge, accomplishments, etc. The Enforcement Rules for Securities Listing Regulations stipulated by the Tokyo Stock Exchange and the Nagoya Stock Exchange are used as a reference for the independence criteria for Outside Director candidates. Furthermore, at the time of appointment, various factors such as background, knowledge, character, etc. are holistically taken into consideration, with the most appropriate person becoming a candidate.
  6. The Company has concluded a directors and officers liability insurance contract with an insurance company. The insurance covers any damages that may arise when a claim for damages is made against the insured director or officer, etc. during the term of the policy due to duties performed by the insured person as a director or an officer, etc. The Company plans to renew the contract with the same contents at the next renewal. Each candidate will be insured under the said insurance contract. Regarding the overview of the contents of the insurance contract, please refer to Matters related to Directors and Officers Liability Insurance Contract described in Business Report 3. (3).

Candidates for Director

No.	Name	Career summary, positions and areas of responsibility in the Company, and notable concurrent positions	Number of the Company's shares held
1	<p>Takahiro Fujioka (August 31, 1954) [Reelection]</p> <p>Attendance at meetings of the Board of Directors (FY2021) 14/14 (100%)</p> <p>Term of office as Director (at the conclusion of this meeting) 11 years</p>	<p>April 1979      Joined Toyota Motor Industrial Corporation (current Toyota Motor Corporation)</p> <p>June 2006      Managing Officer of Toyota Motor Corporation</p> <p>May 2011      Standing Corporate Advisor of the Company</p> <p>June 2011      President and Director of the Company (to present)</p>	25,482
		<p>[Notable Concurrent Positions]</p> <p>Vice Chairman of the Board of Shanghai Aichi Forging Co., Ltd.</p>	
<p>[Reasons for Election of the Candidate for Director]</p> <p>Mr. Takahiro Fujioka has been serving as Representative Director since 2011. While exhibiting leadership as a head manager and working to improve the Group's corporate value, he has been aptly performing supervision on determining important matters and business execution. Furthermore, he also possesses a wealth of business experience and knowledge regarding global business operation and overall management in both the Company and Toyota Motor Corporation. Thus, the Company proposes his continued appointment as Director.</p>			
2	<p>Motoshi Nakamura (September 4, 1960) [Reelection]</p> <p>Attendance at meetings of the Board of Directors (FY2021) 14/14 (100%)</p> <p>Term of office as Director (at the conclusion of this meeting) 4 years</p>	<p>April 1983      Joined Toyota Motor Corporation</p> <p>April 2014      Standing Director of Toyota Motor Corporation</p> <p>January 2018    Standing Corporate Advisor of the Company</p> <p>April 2018      Senior Managing Officer of the Company</p> <p>June 2018      Director and Senior Managing Officer of the Company</p> <p>April 2020      Executive Vice President and Director of the Company (to present)</p>	14,864
		<p>[Responsibility]</p> <p>Assist overall management</p> <p>Quality Assurance Officer</p> <p>Production Management Officer</p>	
		<p>[Notable Concurrent Positions]</p> <p>Outside Audit &amp; Supervisory Board Member of Chuo Spring Co., Ltd.</p>	
<p>[Reasons for Election of the Candidate for Director]</p> <p>Mr. Motoshi Nakamura has been serving as Director since 2018. While working to assist in overall management to improve the Group's corporate value, he has been working to improve the quality management system and strengthen production management functions as a quality assurance and production management officer. Furthermore, he also possesses a wealth of business experience, broad insight, and advanced knowledge regarding business management and production technology in both the Company and Toyota Motor Corporation. Thus, the Company proposes his continued appointment as Director.</p>			

No.	Name	Career summary, positions and areas of responsibility in the Company, and notable concurrent positions	Number of the Company's shares held				
3	<p>Naohiro Yasunaga (December 16, 1959) [Reelection]</p> <p>Attendance at meetings of the Board of Directors (FY2021) 14/14 (100%)</p> <p>Term of office as Director (at the conclusion of this meeting) 3 years</p>	<table border="1"> <tr> <td data-bbox="520 349 699 714"> <p>April 1982 June 2008 June 2012 June 2013 April 2015 June 2015 April 2016 June 2018 April 2019 June 2019 April 2020</p> </td> <td data-bbox="699 349 1278 714"> <p>Joined the Company Officer and General Manager, Chita Plant of the Company Director of the Company Operating Officer of the Company Senior Operating Officer of the Company Director and Senior Operating Officer of the Company Director and Managing Officer of the Company Managing Officer of the Company Senior Managing Officer of the Company Director and Senior Managing Officer of the Company Director and Managing Executive Officer of the Company (to present)</p> </td> </tr> <tr> <td data-bbox="520 714 699 779">[Responsibility]</td> <td data-bbox="699 714 1278 779">General Manager of Manufacturing Innovation Headquarters</td> </tr> </table> <p>[Reasons for Election of the Candidate for Director] Mr. Naohiro Yasunaga has been serving as Director since 2019. As General Manager of Manufacturing Innovation Headquarters, he has been working to bolster the Group's basis for manufacturing functions as part of his efforts to improve the Group's corporate value. Furthermore, he has a wealth of business experience, broad insight, and advanced knowledge regarding production technology in the Company. Thus, the Company proposes his continued appointment as Director.</p>	<p>April 1982 June 2008 June 2012 June 2013 April 2015 June 2015 April 2016 June 2018 April 2019 June 2019 April 2020</p>	<p>Joined the Company Officer and General Manager, Chita Plant of the Company Director of the Company Operating Officer of the Company Senior Operating Officer of the Company Director and Senior Operating Officer of the Company Director and Managing Officer of the Company Managing Officer of the Company Senior Managing Officer of the Company Director and Senior Managing Officer of the Company Director and Managing Executive Officer of the Company (to present)</p>	[Responsibility]	General Manager of Manufacturing Innovation Headquarters	7,443
<p>April 1982 June 2008 June 2012 June 2013 April 2015 June 2015 April 2016 June 2018 April 2019 June 2019 April 2020</p>	<p>Joined the Company Officer and General Manager, Chita Plant of the Company Director of the Company Operating Officer of the Company Senior Operating Officer of the Company Director and Senior Operating Officer of the Company Director and Managing Officer of the Company Managing Officer of the Company Senior Managing Officer of the Company Director and Senior Managing Officer of the Company Director and Managing Executive Officer of the Company (to present)</p>						
[Responsibility]	General Manager of Manufacturing Innovation Headquarters						
4	<p>Koichi Yasui (January 8, 1952) [Reelection] [Outside] [Independent]</p> <p>Attendance at meetings of the Board of Directors (FY2021) 13/14 (93%)</p> <p>Term of office as Director (at the conclusion of this meeting) 7 years</p>	<table border="1"> <tr> <td data-bbox="520 947 699 1200"> <p>April 1976 June 2006 June 2008 June 2010 June 2012 June 2015 June 2016 June 2021</p> </td> <td data-bbox="699 947 1278 1200"> <p>Joined Toho Gas Co., Ltd. Operating Officer of Toho Gas Co., Ltd. Director and Managing Officer of Toho Gas Co., Ltd. Director and Senior Managing Officer of Toho Gas Co., Ltd. President and Director of Toho Gas Co., Ltd. Director of the Company (to present) Chairman and Director of Toho Gas Co., Ltd. Advisor of Toho Gas Co., Ltd. (to present)</p> </td> </tr> <tr> <td data-bbox="520 1200 699 1283">[Notable Concurrent Positions]</td> <td data-bbox="699 1200 1278 1283"> <p>Advisor of Toho Gas Co., Ltd. Outside Director of Chubu-Nippon Broadcasting Co., Ltd.</p> </td> </tr> </table> <p>[Reasons for Election of the Candidate for Director and Expected Roles] Mr. Koichi Yasui has abundant experience, broad insight, an excellent and highly ethical character acquired through active performance as a corporate manager following experience in important positions in the sales division of Toho Gas Co., Ltd., one of the core companies in the Chubu area. Leveraging these assets, the Company expects, he will devote himself to strengthening supervisory functions for overall management. Since 2015, as an Outside Director, with regard to important matters in Board of Directors deliberations, he has given proactive opinions and proposals that come from his independent position and distinct viewpoint from a background in a different industry, helping to strengthen corporate governance. Thus, the Company proposes his continued appointment as Director. (Matters regarding independence) Mr. Yasui is Advisor of Toho Gas Co., Ltd. Although Toho Gas Co., Ltd. has transactions with the Company to operate as a usual gas supplier, the transactions amount to less than 2 % of the Company's sales and there are no special interests between the candidate and the Company. The Company therefore judges that there would be no risk of conflicts of interest arising between Toho Gas Co., Ltd. and ordinary shareholders.</p>	<p>April 1976 June 2006 June 2008 June 2010 June 2012 June 2015 June 2016 June 2021</p>	<p>Joined Toho Gas Co., Ltd. Operating Officer of Toho Gas Co., Ltd. Director and Managing Officer of Toho Gas Co., Ltd. Director and Senior Managing Officer of Toho Gas Co., Ltd. President and Director of Toho Gas Co., Ltd. Director of the Company (to present) Chairman and Director of Toho Gas Co., Ltd. Advisor of Toho Gas Co., Ltd. (to present)</p>	[Notable Concurrent Positions]	<p>Advisor of Toho Gas Co., Ltd. Outside Director of Chubu-Nippon Broadcasting Co., Ltd.</p>	3,100
<p>April 1976 June 2006 June 2008 June 2010 June 2012 June 2015 June 2016 June 2021</p>	<p>Joined Toho Gas Co., Ltd. Operating Officer of Toho Gas Co., Ltd. Director and Managing Officer of Toho Gas Co., Ltd. Director and Senior Managing Officer of Toho Gas Co., Ltd. President and Director of Toho Gas Co., Ltd. Director of the Company (to present) Chairman and Director of Toho Gas Co., Ltd. Advisor of Toho Gas Co., Ltd. (to present)</p>						
[Notable Concurrent Positions]	<p>Advisor of Toho Gas Co., Ltd. Outside Director of Chubu-Nippon Broadcasting Co., Ltd.</p>						

No.	Name	Career summary, positions and areas of responsibility in the Company, and notable concurrent positions	Number of the Company's shares held
5	<p>Yuko Arai (January 27, 1961) [Reelection] [Outside] [Independent]</p> <p>Attendance at meetings of the Board of Directors (FY2021) 13/14 (93%)</p> <p>Term of office as Director (at the conclusion of this meeting) 6 years</p>	<p>April 1979      Joined All Nippon Airways Co., Ltd</p> <p>April 2010      Assistant Branch Manager of Osaka Office of All Nippon Airways Co., Ltd</p> <p>April 2011      Assistant Branch Manager of Tokyo Office of All Nippon Airways Co., Ltd</p> <p>April 2014      Executive Officer, Branch Manager of Osaka Office, All Nippon Airways Co., Ltd</p> <p>April 2016      Senior Executive Officer and Deputy Director of Business Center, General Manager of Kansai Branch, All Nippon Airways Co., Ltd.</p> <p>June 2016      Director of the Company (to present) Executive Vice President and Director of ANA Sales Co., Ltd. (currently ANA Akindo Co., Ltd.)</p> <p>March 2021      Retired from Senior Executive Officer of All Nippon Airways Co., Ltd.</p> <p>April 2022      Senior Advisor of ANA Akindo Co., Ltd. (to present)</p> <p>[Notable Concurrent Positions] Senior Advisor of ANA Akindo Co., Ltd. Member of the Board (external) of Daikin Industries, Ltd.</p>	2,400
<p>[Reasons for Election of the Candidate for Director and Expected Roles] Ms. Yuko Arai has abundant experience, broad insight, an excellent and highly ethical character acquired through active performance as a corporate manager following experience in important positions in the sales division of All Nippon Airways Co., Ltd and ANA Akindo Co., Ltd., which have expanded their businesses globally. Leveraging these assets, the Company expects, she will devote herself to strengthening supervisory functions for overall management. Since 2016, as an Outside Director, with regard to important matters in Board of Directors deliberations, she has given proactive opinions and proposals that come from her independent position and distinct viewpoint from a background in a different industry, helping to strengthen corporate governance. Thus, the Company proposes her continued appointment as Director. (Matters regarding independence)</p> <p>The Company has judged that there are no personal interests, capital interests, transactional interests, or other special interests between the candidate and the Company, and that there is no possibility of conflict of interest with general shareholders.</p>			

No.	Name	Career summary, positions and areas of responsibility in the Company, and notable concurrent positions	Number of the Company's shares held																
6	Ichie Nomura (November 23, 1958) [New appointment]	<table border="1"> <tr> <td data-bbox="520 344 667 376">April 1981</td> <td data-bbox="667 344 1278 376">Joined the Company</td> </tr> <tr> <td data-bbox="520 376 667 407">June 2008</td> <td data-bbox="667 376 1278 407">Officer and General Manager of Technical Development Division, Technical Headquarters of the Company</td> </tr> <tr> <td data-bbox="520 407 667 439">June 2010</td> <td data-bbox="667 407 1278 439">Director of the Company</td> </tr> <tr> <td data-bbox="520 439 667 470">June 2013</td> <td data-bbox="667 439 1278 470">Operating Officer of the Company</td> </tr> <tr> <td data-bbox="520 470 667 501">April 2017</td> <td data-bbox="667 470 1278 501">Senior Operating Officer of the Company</td> </tr> <tr> <td data-bbox="520 501 667 533">April 2019</td> <td data-bbox="667 501 1278 533">Operating Officer of the Company</td> </tr> <tr> <td data-bbox="520 533 667 564">April 2020</td> <td data-bbox="667 533 1278 564">Managing Executive Officer of the Company (to present)</td> </tr> <tr> <td data-bbox="520 564 667 595">[Responsibility]</td> <td data-bbox="667 564 1278 595">General Manager of Research and Development Headquarters</td> </tr> </table> <p data-bbox="248 645 1445 813">                     [Reasons for Election of the Candidate for Director]                      As General Manager of Research and Development Headquarters, Mr. Ichie Nomura has been working to develop new technologies in order to increase the added value of the Company's products, and also led the planning of next-generation products and the development of new markets, striving to improve corporate value for the sustainable growth of the Group. Furthermore, he has a wealth of business experience and advanced knowledge regarding products and technical development in the Company. Thus, the Company proposes his appointment as Director.                 </p>	April 1981	Joined the Company	June 2008	Officer and General Manager of Technical Development Division, Technical Headquarters of the Company	June 2010	Director of the Company	June 2013	Operating Officer of the Company	April 2017	Senior Operating Officer of the Company	April 2019	Operating Officer of the Company	April 2020	Managing Executive Officer of the Company (to present)	[Responsibility]	General Manager of Research and Development Headquarters	5,387
April 1981	Joined the Company																		
June 2008	Officer and General Manager of Technical Development Division, Technical Headquarters of the Company																		
June 2010	Director of the Company																		
June 2013	Operating Officer of the Company																		
April 2017	Senior Operating Officer of the Company																		
April 2019	Operating Officer of the Company																		
April 2020	Managing Executive Officer of the Company (to present)																		
[Responsibility]	General Manager of Research and Development Headquarters																		

Skill Matrix of Candidates for Director

The expertise and knowledge of the candidates for Director are as follows.

Name	Position	Officer Remuneration and Nomination Committee	Corporate management	Technology and Development	Production and Quality	Sales and Procurement	Finance	Legal affairs	Personnel	Overseas	IT and Digital	Environment and Energy
Takahiro Fujioka	President and Director	○	○		○		○	○	○	○	○	
Motoshi Nakamura	Executive Vice President and Director		○	○	○							
Naohiro Yasunaga	Director		○	○	○	○						○
Koichi Yasui	Director Outside Independent	◎	○			○	○	○	○		○	○
Yuko Arai	Director Outside Independent	○	○			○				○		
Ichie Nomura	Managing Executive Officer		○	○	○							

\* ◎ denotes the chairperson of the Officer Remuneration and Nomination Committee

(Reference)

The expertise and experience of Managing Executive Officers not concurrently serving as Directors in the officer system upon the close of this General Meeting of Shareholders will be as follows.

Name	Position	Officer Remuneration and Nomination Committee	Corporate management	Technology and Development	Production and Quality	Sales and Procurement	Finance	Legal affairs	Personnel	Overseas	IT and Digital	Environment and Energy
Toshiyuki Yamanaka	Managing Executive Officer		○			○						
Toshio Ito	Managing Executive Officer		○		○					○		
Tetsuo Kondo	Managing Executive Officer		○		○							
Naoki Ishii	Managing Executive Officer		○				○	○	○		○	

**Proposal 3:** Election of One (1) Substitute Audit & Supervisory Board Member

To prevent the situation where the number of Audit & Supervisory Board Members of the Company is less than the number required by law, the Company proposes to appoint one (1) Substitute Audit & Supervisory Board Member in advance. In this proposal, the Company proposes the election of a substitute for the incumbent Outside Audit & Supervisory Board Members, Messrs. Koichi Ito and Katsuyuki Ogura. If the Substitute Audit & Supervisory Board Member assumes office as an Audit & Supervisory Board Member, his term of office will be the remaining term of the person he succeeds. This effectiveness of this proposal expires at the start of the 117th General Meeting of Shareholders. However, limited to the period before the candidate has assumed office, conditional upon approval by the Audit & Supervisory Board, this proposal may be cancelled via a Board of Directors resolution.

This Proposal has already been approved by the Audit & Supervisory Board.

Candidate for Substitute Audit & Supervisory Board Member

Name	Career summary, positions and notable concurrent positions	Number of the Company's shares held
Yu Munakata (January 10, 1968) [Reelection] [Outside] [Independent]	April 1997 Registered as an attorney-at-law (under the Tokyo Bar Association)	0
	April 1997 Joined Sekiya Law Office (currently Sekiya Munakata Law Office) (to present)	
	[Notable Concurrent Positions] Attorney-at-law	
<p>[Reasons for Election of the Candidate for Substitute Audit &amp; Supervisory Board Member]</p> <p>Although Mr. Yu Munakata has not directly been involved in corporate management, he possesses specialized knowledge regarding the law as an attorney-at-law, as well as a high level of specialized knowledge, broad insight and abundant experience regarding corporate governance and internal control, and an excellent and highly ethical character. Furthermore, as he can give useful opinions and advice on the Company's management that come from his independent position and distinct viewpoint as a lawyer, he is deemed as being able to contribute to the strengthening of corporate governance. Thus, the Company proposes his appointment as Substitute Outside Audit &amp; Supervisory Board Member.</p> <p>(Matters regarding independence)</p> <p>The Company has judged that there are no personal interests, capital interests, transactional interests, or other special interests between the candidate and the Company, and that there is no possibility of conflict of interest with general shareholders.</p>		

- Notes:
1. There are no special interests between the candidate and the Company.
  2. Mr. Yu Munakata is a candidate for Substitute Outside Audit & Supervisory Board Member.
  3. If this proposal is approved as originally proposed, and Mr. Yu Munakata assumes office as an Audit & Supervisory Board Member, the Company plans to designate him as Independent Officer pursuant to the provisions of the Tokyo Stock Exchange and the Nagoya Stock Exchange.
  4. If this proposal is approved as originally proposed, and Mr. Yu Munakata assumes office as an Audit & Supervisory Board Member, the Company plans to conclude an agreement to limit the liability for damages with him as prescribed in Article 423, Paragraph 1 of the Companies Act. Based on this agreement, his liability shall be limited to the amount stipulated by Article 425, Paragraph 1 of the Companies Act.
  5. Candidates are selected based on the proposal submitted to the Board of Directors by the optional officer remuneration and nomination committee, where the majority of members composed of Independent Outside Directors and chaired by an Independent Outside Director, and it assesses and deliberates each candidate's experience, knowledge, accomplishments, etc. The Enforcement Rules for Securities Listing Regulations stipulated by the Tokyo Stock Exchange and the Nagoya Stock Exchange are used as a reference for the independence criteria for Substitute Outside Audit & Supervisory Board Member candidates, but at the time of appointment, various factors such as background, knowledge, character, etc. are holistically taken into consideration, with the most appropriate person becoming a candidate.
  6. The Company has concluded a directors and officers liability insurance contract with an insurance company. The insurance covers any damages that may arise when a claim for damages is made against the insured director or officer, etc. during the term of the policy due to duties performed by the insured person as a director or an officer, etc. The Company plans to renew the contract with the same contents at the next renewal. If he assumes office as Audit & Supervisory Board Member, he will be insured under the said insurance contract. Regarding the overview of the contents of the insurance contract, please refer to Matters related to Directors and Officers Liability Insurance Contract described in Business Report 3. (3).