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Securities Code: 6317

June 6, 2023

(Date of commencement of measures for electronic provision: June 1, 2023)

### To Shareholders with Voting Rights:

Yuji Kitagawa Representative Director & Chairman and President and Executive Officer **Kitagawa Corporation** 77-1, Motomachi, Fuchu-shi, Hiroshima, Japan

## Notice of the 113th Annual General Meeting of Shareholders

We cordially announce that the 113th Annual General Meeting of Shareholders of Kitagawa Corporation (the "Company") will be held as described below.

In convening this General Meeting of Shareholders, measures for electronic provision have been taken for information contained in the reference documents for the general meeting of shareholders, etc. (matters to be provided electronically) and the matters to be provided electronically are posted as "Notice of the 113th Annual General Meeting of Shareholders" on the Company's website on the internet. Please access the Company's website indicated below and review the notice.

The Company's website: https://www.kiw.co.jp/ir/meeting.html

In addition to the above, the information is also available on the Tokyo Stock Exchange (TSE) website on the internet.

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

Please access the website above, enter the Company's name "Kitagawa Corporation" in the "Issue name (company name)" field or the Company's securities code "6317" in the "Code" field and click "Search," select "Basic information," then "Documents for public inspection/PR information," click the "Click here for access" button below "Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting," and select "Notice of the 113th Annual General Meeting of Shareholders."

If you are not attending the meeting in person, you may otherwise exercise your voting rights in writing or via the internet. Please review the Reference Documents for the General Meeting of Shareholders, and exercise your voting rights in accordance with the Guidance for Exercise of Voting Rights (pages 3 and 4) no later than 4:50 p.m. on Thursday, June 22, 2023, Japan time.

1. Date and Time:	Friday, June 23, 2023 at 10:00 a.m. Japan time
2. Place:	445-1, Motomachi, Fuchu-shi, Hiroshima, Japan Hall of Fuchu Chamber of Commerce and Industry

## 3. Meeting Agenda:

Matters to be reported: 1. Business Report, Consolidated Financial Statements and Accounting Auditors' and Audit and Supervisory Committee's Reports on Consolidated Financial Statements for the 113th term (from April 1, 2022 until March 31, 2023) 2. Non-consolidated Financial Statements for the 113th term (from April 1, 2022 until March 31, 2023)

Proposals to be resolved:					
Proposal 1:	Election of Five (5) Directors (excluding Directors who are Audit and				
	Supervisory Committee Members)				
Proposal 2:	Election of One (1) Substitute Director who is an Audit and Supervisory Committee Member				

<sup>-</sup> When you attend the meeting, please submit the enclosed **Voting Rights Exercise Form** at the reception desk. Also, please bring this Notice with you as a reference for the meeting.

<sup>-</sup> For this year's General Meeting of Shareholders, documents including matters to be provided electronically will be sent to all shareholders with voting rights, including the shareholders who requested the paper copy. In accordance with the applicable laws and regulations and the provisions of Article 16 of the Company's Articles of Incorporation, such documents do not include the following matters.

<sup>(</sup>i) "Systems for Ensuring the Appropriateness of Operations and Status of Implementation of Those Systems" of the Business Report

<sup>(</sup>ii) Notes to the Consolidated Financial Statements, (iii) Notes to the Non-consolidated Financial Statements Accordingly, the Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements included in such documents are part of the documents that have been audited by the Accounting Auditor and the Audit and Supervisory Committee in preparing their respective audit reports.

<sup>-</sup> If any changes are made to the matters to be provided electronically, matters before correction and matters after correction will be posted on the Company's website and the Tokyo Stock Exchange's website on the internet.

# **Reference Documents for the General Meeting of Shareholders**

#### **Proposal and Reference Matters:**

The terms of office of all five (5) Directors (excluding Directors who are Audit and Supervisory Committee Members) will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the election of five (5) Directors (excluding Directors who are Audit and Supervisory Committee Members), including two (2) Outside Directors, is proposed.

The Audit and Supervisory Committee examined this proposal but did not express any opinion.

The candidates for Directors (excluding Directors who are Audit and Supervisory Committee Members) are as follows:

No.		Name	Current positions and responsibilities at the Company	Attendance at the Board of Directors
1	Yuji <u>Reappointment</u> Male Kitagawa		Representative Director & Chairman and President and Executive Officer, General Manager of Development Division	14/14 (100%)
2	Hiroshi Kitagawa	Reappointment Male	Representative Director & Vice Chairman and Executive Officer, General Manager of Business Management Division	14/14 (100%)
3	Hiroo Monden	Reappointment Male	Director & Senior Executive Officer, General Manager of Corporate Planning Office, Business Management Division	14/14 (100%)
4	Misako Nishikawa	Reappointment Outside Female Independent	Director	14/14 (100%)
5	Yasuhiro Sugiguchi	New appointment Outside Male Independent	Part-time Advisor	-

Proposal 1: Election of Five (5) Directors (excluding Directors who are Audit and Supervisory Committee Members)

(Date of birth) Yuji Kitagawa (April 1, 1957) Reappointment	Sep. 1983 Jun. 1991 Apr. 1995 Apr. 1997 Apr. 1999 Apr. 2001 Apr. 2016	and significant concurrent positions Joined the Company Director Managing Director Senior Managing Director Representative Senior Managing Director	Company hele		
(April 1, 1957)	Jun. 1991 Apr. 1995 Apr. 1997 Apr. 1999 Apr. 2001	Director Managing Director Senior Managing Director Representative Senior Managing Director			
(April 1, 1957)	Apr. 1995 Apr. 1997 Apr. 1999 Apr. 2001	Managing Director Senior Managing Director Representative Senior Managing Director			
(April 1, 1957)	Apr. 1997 Apr. 1999 Apr. 2001	Senior Managing Director Representative Senior Managing Director			
(April 1, 1957)	Apr. 1999 Apr. 2001	Representative Senior Managing Director			
(April 1, 1957)	Apr. 2001		1		
(April 1, 1957)	-				
	Apr. 2016	Representative Director & President			
Reappointment	-	Representative Director & President, General Manager of Machine Tool Accessories Division			
	Apr. 2018	Representative Director & Chairman and President			
Male	Apr. 2022	Representative Director & Chairman and President, General Manager of Development Division	136,229		
Attendance at Board	Jun. 2022	Representative Director & Chairman and President and			
f Directors meeting:		Executive Officer, General Manager of Development Division			
14/14 meetings					
(100%)					
	*				
manufacturing industry, and knowledge about global business management and operation. The Con renominates him as a candidate for Director.					
	-	· ·			
	-				
	Apr. 2009				
	A				
Hiroshi Kitagawa	-				
	Jun. 2012				
Determoer 12, 1950)					
Reappointment	Apr. 2015				
	Apr. 2015				
<u>ivituio</u>		•	19,556		
Attendance at Board		KITAGAWA MEXICO, S.A. DE C.V.			
	Apr. 2017	Representative Director & Vice President, General Manager of			
	*	Synthetic Materials Division			
(100%)	Apr. 2018	Representative Director & Vice Chairman, President of Kitagawa Material Technology Company			
	Apr. 2021	Representative Director & Vice Chairman, General Manager of Business Management Division			
	Jun. 2022	Representative Director & Vice Chairman and Executive Officer,			
		General Manager of Business Management Division (to present)			
(Significant concurrent positions)					
	None		1		
	14/14 meetings (100%) Reason for nominat ince joining the Com- tirector & Chairman anufacturing indust enominates him as a december 12, 1958) Reappointment Male ttendance at Board Directors meeting: 14/14 meetings	14/14 meetings (100%)(Significant co Representative Representative CORPORATION Representative CORPORATION Representative Chairman of the Representative Chairman of the Representative Chairman of the Representative Chairman of the Representative Chairman and President froup with his strong leadership, and nanufacturing industry, and knowled enominates him as a candidate for Di Apr. 1981 Jun. 1993 Apr. 1997 Apr. 2001 Apr. 2009Hiroshi Kitagawa December 12, 1958)Apr. 2010 Jun. 2012Reappointment MaleApr. 2010 Jun. 2012Itendance at Board Directors meeting: 14/14 meetings (100%)Apr. 2017 Apr. 2018 Apr. 2021 Jun. 2022	14/14 meetings (100%) (to present) (Significant concurrent positions) Representative Director & President of KITAGAWA REIKI CO., LTD. Representative Director & Chairman of Cable Joy CO., LTD. Chairman of the Fuchu Chamber of Commerce and Industry   Reason for nomination as a candidate for Director] ince joining the Company, Mr. Yuji Kitagawa has held important positions at the Company. He is currently irrector & Chairman and President and Executive Officer, General Manager of Development Division roup with his strong leadership, and has abundant experience at the Company, expertise in overall man anufacturing industry, and knowledge about global business management and operation. The Con- mominates him as a candidate for Director.   Apr. 1981 Joined the Company Jun. 1993 Director Apr. 2001   Apr. 1981 Joined the Company Jun. 1993 Director Apr. 2009   Apr. 1981 Joined the Company Jun. 1993 Director Apr. 2009   Apr. 2010 Representative Director, Vice President & Executive Officer, General Manager of Tokyo Sales Division Apr. 2010 Representative Director & Vice President Jun. 2012   Reappointment Male Apr. 2015 Representative Director & Vice President of KITAGAWA MEXICO, S.A. DE C.V.   Reappointment Male Apr. 2017 Representative Director & Vice President, General Manager of Synthetic Materials Division   14/14 meetings (100%) Apr. 2018 Representative Director & Vice Chairman, President of Kitagawa Material Derivotor Wite Chairman, General Manager of Business Management Division		

Technology Company and President of the Thai and Mexican subsidiaries. He is currently serving as Representative Director & Vice Chairman and Executive Officer, General Manager of Business Management Division and has abundant experience at the Company, expertise in overall management in the manufacturing industry, and knowledge about global business management and operation. The Company therefore renominates him as a candidate for Director.

No.	Name (Date of birth)	Past	Past experience, positions and responsibilities at the Company and significant concurrent positions		
3	Hiroo Monden (July 4, 1955) Reappointment Male Attendance at Board of Directors meeting: 14/14 meetings (100%)		Joined The Daiei, Inc. General Manager of Financial Planning Department, Financial Division General Manager of Administrative Division Joined the Company as Deputy General Manager of Business Management Division General Manager of General Affairs Department, Business Management Division Executive Officer, General Manager of Accounting Department, Business Management Division Executive Officer, Vice President of Kitagawa Material Technology Company Executive Officer, General Manager of Accounting Department, Business Management Division Director & Executive Officer, General Manager of Accounting Department, Business Management Division Director & Executive Officer, General Manager of Accounting Department, Business Management Division Director & Senior Executive Officer, General Manager of Accounting Department, Business Management Division Director & Senior Executive Officer, General Manager of Accounting Department, Business Management Division Director & Senior Executive Officer, General Manager of Accounting Department, Business Management Division Director & Senior Executive Officer, General Manager of Corporate Planning Office, Business Management Division (to present) acurrent positions)	Company held 6,190	
	None     [Reason for nomination as a candidate for Director]     Leveraging the abundant experience and broad knowledge gained in the retail finance sector, Mr. Hiroo Monden had served as General Manager of General Affairs Department, General Manager of Accounting Department and Vice President of Kitagawa Material Technology Company since he joined the Company. He is currently serving as General Manager of Corporate Planning Office and has abundant experience at the Company, expertise in overall management in the manufacturing industry, and knowledge about business management and operation. The Company therefore renominates him as a candidate for Director.				

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company and significant concurrent positions	Number of shares of the Company held			
	Misako Nishikawa (October 11, 1967) Reappointment Female Outside Independent	Jun. 1994Joined Chugoku Productivity CenterFeb. 2016General Manager (to present)Jun. 2021Director of the Company (to present)(Significant concurrent positions)None	<u> </u>			
	Attendance at Board of Directors meeting: 14/14 meetings (100%)		214			
4	Term of office as Outside Director: 2 years (at the conclusion of this General Meeting of					
	General Meeting of Shareholders) Image: Shareholders is the company's independence   IReason for nomination as a candidate for Outside Director and outline of expected roles]   Ms. Misako Nishikawa has conducted thorough research on human resource development and organizational revitalization at Chugoku Productivity Center and is currently engaged as an expert advisor of organizational revitalization in the human resource development and quality management field. Based on her expertise mentioned above, the Company expects that she will present advice and suggestions to the management team from an objective and neutral viewpoint and contribute to the enhancement of the Company's management quality even though she does not have prior experience of direct involvement in corporate management. She is judged to be capable of contributing to strengthening the efficiency of the Board of Directors' decision-making and supervisory functions from a standpoint independent from the management team. The Company therefore renominates her as a candidate for Outside Director.   IMatters regarding independence]   Since she satisfies the Company's independence criteria, the Company is a member of the Chugoku Management Quality Council at the Center, where newly appointed managers of the Company attend management quality programs every year, the transaction amount is less than 2% of the annual average net sales of the most recent three business years of the Center.					

No.	Name (Date of birth)	Past ex	Number of shares of the Company held					
		Apr. 1979	Joined Itoman Co., Ltd. (currently NIPPON STEEL TRADING CORPORATION)	1 2				
		Jun. 2008	Executive Officer, Sumikin Bussan Corporation (currently NIPPON STEEL TRADING CORPORATION)					
		Jun. 2011	Executive Officer, Sumikin Bussan Corporation (currently NIPPON STEEL TRADING CORPORATION)					
	Yasuhiro Sugiguchi (March 12, 1957)		President and Representative Director, SUMIKIN BUSSAN MATEX CO., LTD. (currently NIPPON STEEL TRADING MATEX CO., LTD.)					
	New appointment	Oct. 2013	Executive Officer, NIPPON STEEL TRADING CORPORATION					
	Male Outside Independent		President and Representative Director, NIPPON STEEL & SUMIKIN BUSSAN MATEX CO., LTD. (currently NIPPON STEEL TRADING MATEX CO., LTD.)	-				
		Apr. 2015	Managing Executive Officer, NIPPON STEEL TRADING CORPORATION					
		Jun. 2016	Director, Managing Executive Officer, NIPPON STEEL TRADING CORPORATION					
		Jun. 2021	Advisor, NIPPON STEEL TRADING CORPORATION					
5		Aug. 2022	Part-time Advisor of the Company (to present)					
		(Significant concurrent positions) None						
	[Reason for nomination as a candidate for Outside Director and outline of expected roles]							
		Mr. Yasuhiro Sugiguchi has abundant experience and knowledge gained through corporate management. In his current						
	position as a part-time advisor of the Company, he has presented advice and suggestions to the management team from an objective and neutral point of view, and the Company expects that he will contribute to the enhancement of the Company's							
			apable of contributing to strengthening the efficiency of the Boa					
			ions from a standpoint independent from the management team					
			late for Outside Director.	. The company				
	[Matters regarding independence]							
	Since he satisfies the Company's independence criteria, the Company believes that he has independence.							
	He served as Director of NIPPON STEEL TRADING CORPORATION, Representative Director of its subsidiary, and other							
	key positions, and retired from his position as Advisor of NIPPON STEEL TRADING CORPORATION in June 2022.							
	Although the Company purchases steel products (materials) from said company, the transaction amount is less than 2% of the annual average net sales of the most recent three business years of said company. Therefore, the Company judges that							
	the amount does not affect the Company's independence criteria.							
	In addition, said company owns only 1.0% of the total outstanding shares of the Company and time has passed since his retirement from said company. Therefore, the intention of said company does not affect the Company, as well as to his independence.							

Notes: 1. There are no special interests between each candidate and the Company.

2. The numbers of shares in the Company held by each candidate are as of March 31, 2023. They include shares indirectly held through the Directors' shareholding association and the employee shareholding association (any fraction less than one share has been rounded down).

3. Ms. Misako Nishikawa and Mr. Yasuhiro Sugiguchi are candidates for Outside Directors.

The Company has registered Ms. Misako Nishikawa as an Independent Director with the Tokyo Stock Exchange in accordance with the rules of said Exchange. If the reelection of Ms. Misako Nishikawa is approved, the Company plans to continue to appoint her as an Independent Director. Mr. Yasuhiro Sugiguchi satisfies the requirements for being an Independent Director in accordance with the rules of the Tokyo Stock Exchange and the Company plans to register him as an Independent Director with said Exchange.

4. Mr. Yasuhiro Sugiguchi has served as an officer who is not an executive (non-executive director) of KITAGAWA MEXICO, S.A. DE C.V., a subsidiary of the Company, and of KITAGAWA-NORTHTECH INC., one of the specified associated service providers of the Company (excluding subsidiaries of the Company), in the past 10 years.

5. Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company has concluded an agreement with Ms. Misako Nishikawa to limit her liability for damages under Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability pursuant to said agreement is the amount provided for in Article 425, Paragraph 1 of the Companies

Act. If the reelection of Ms. Misako Nishikawa is approved, the Company plans to continue said agreement with her. If the election of Mr. Yasuhiro Sugiguchi is approved, the Company plans to conclude the same agreement with him.

6. The Company has concluded a directors and officers liability insurance agreement provided for in Article 430-3, Paragraph 1 of the Companies Act with an insurance company to cover damages to be borne by the insured that may arise from the insured directors and officers assuming liability in connection with the execution of their duties or through receiving claims pertaining to the pursuit of such liability; provided, however, there are certain exemptions. For example, any damage caused as a result of knowingly engaging in conduct that is in violation of laws and regulations shall not be covered. Candidates that are elected to assume the office of Director will be insured under said agreement. The Company plans to renew said agreement under the same terms and conditions at the time of the next renewal.

# **Proposal 2:** Election of One (1) Substitute Director who is an Audit and Supervisory Committee Member

Mr. Masatoshi Uchida who was elected as a substitute Director who is an Audit and Supervisory Committee Member at the 112th Annual General Meeting of Shareholders held on June 24, 2022 notified the Company of his intention to resign at the conclusion of this Annual General Meeting of Shareholders and will resign.

Accordingly, the election of one (1) substitute Director who is an Audit and Supervisory Committee Member is proposed to provide for the case where the number of incumbent Directors who are Audit and Supervisory Committee Members falls below the number stipulated in laws and regulations.

The nomination of the candidate for substitute Director who is an Audit and Supervisory Committee Member has been subject to deliberation in the Board of Directors meeting which consists of a majority of Outside Directors. The Audit and Supervisory Committee has also given its consent for the submission of this proposal.

The candidate for substitute Director who is an Audit and Supervisory Committee Member is as follows:

Name (Date of birth)	Past e	experience, positions and responsibilities at the Company and significant concurrent positions	Number of shares of the Company held
Yasuhiro Sugiguchi (March 12, 1957) Male Outside Independent	Apr. 1979 Jun. 2008 Jun. 2011 Oct. 2013 Apr. 2015 Jun. 2016 Jun. 2021 Aug. 2022 (Significant com None	Joined Itoman Co., Ltd. (currently NIPPON STEEL TRADING CORPORATION) Executive Officer, Sumikin Bussan Corporation (currently NIPPON STEEL TRADING CORPORATION) Executive Officer, Sumikin Bussan Corporation (currently NIPPON STEEL TRADING CORPORATION) President and Representative Director, SUMIKIN BUSSAN MATEX CO., LTD. (currently NIPPON STEEL TRADING MATEX CO., LTD.) Executive Officer, NIPPON STEEL TRADING CORPORATION President and Representative Director, NIPPON STEEL & SUMIKIN BUSSAN MATEX CO., LTD. (currently NIPPON STEEL TRADING MATEX CO., LTD.) Managing Executive Officer, NIPPON STEEL TRADING CORPORATION Director, Managing Executive Officer, NIPPON STEEL TRADING CORPORATION Advisor, NIPPON STEEL TRADING CORPORATION Part-time Advisor of the Company (to present) current positions)	

# [Reason for nomination as a candidate for substitute Outside Director who is an Audit and Supervisory Committee Member and outline of expected roles]

Mr. Yasuhiro Sugiguchi has abundant experience and knowledge gained through corporate management. In his current position as a part-time advisor of the Company, he has presented advice and suggestions to the management team from an objective and neutral point of view. He is judged to be capable of contributing to strengthening the efficiency of the Board of Directors' decision-making and supervisory functions from a standpoint independent from the management team. The Company therefore nominates him as a candidate for substitute Outside Director who is an Audit and Supervisory Committee Member. The Company expects that, after his election, he will take advantage of his experience and knowledge to conduct proper and beneficial audits.

#### [Matters regarding independence]

Since he satisfies the Company's independence criteria, the Company believes that he has independence.

He served as Director of NIPPON STEEL TRADING CORPORATION, Representative Director of its subsidiary, and in other key positions, and retired from his position as Advisor of NIPPON STEEL TRADING CORPORATION in June 2022. Although the Company purchases steel products (materials) from said company, the transaction amount is less than 2% of the annual average net sales of the most recent three business years of said company. Therefore, the Company judges that the amount does not affect the Company's independence criteria.

In addition, said company owns only 1.0% of the total outstanding shares of the Company and time has passed since his retirement from said company. Therefore, the intention of said company does not affect the Company, as well as to his independence.

- Notes: 1. If Proposal 1: Election of Five (5) Directors (excluding Directors who are Audit and Supervisory Committee Members) is approved and resolved as proposed, the candidate will assume the office of a Director (excluding a Director who is an Audit and Supervisory Committee Member), but if the number of incumbent Directors who are Audit and Supervisory Committee Members falls below the number stipulated in laws and regulations, he will resign as Director (excluding a Director who is an Audit and Supervisory Committee Member) and assume the office of Director who is an Audit and Supervisory Committee Member) and assume the office of Director who is an Audit and Supervisory Committee Member).
  - 2. There are no special interests between the candidate and the Company.
  - 3. Mr. Yasuhiro Sugiguchi is a candidate for substitute Outside Director who is an Audit and Supervisory Committee Member.

Mr. Yasuhiro Sugiguchi satisfies the requirements for being an Independent Director in accordance with the rules of the Tokyo Stock Exchange and the Company plans to register him as an Independent Director with said Exchange.

- 4. The candidate has served as an officer who is not an executive (non-executive director) of KITAGAWA MEXICO, S.A. DE C.V., a subsidiary of the Company, and of KITAGAWA-NORTHTECH INC., one of the specified associated service providers of the Company (excluding subsidiaries of the Company), in the past 10 years.
- 5. Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company plans to conclude an agreement with the candidate to limit his liability for damages under Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability pursuant to said agreement is the amount provided for in Article 425, Paragraph 1 of the Companies Act.
- 6. The Company has concluded a directors and officers liability insurance agreement provided for in Article 430-3, Paragraph 1 of the Companies Act with an insurance company to cover damages to be borne by the insured that may arise from the insured directors and officers assuming liability in connection with the execution of their duties or through receiving claims pertaining to the pursuit of such liability; provided, however, there are certain exemptions. For example, any damage caused as a result of knowingly engaging in conduct that is in violation of laws and regulations shall not be covered. Candidates that are elected to assume the office of Director will be insured under said agreement. The Company plans to renew said agreement under the same terms and conditions at the time of the next renewal.

Reference: Skills Matrix of the Candidates for Director

The table below shows the composition of the Board of Directors and the main expertise and experience of the Directors should
Proposal 1 be approved and resolved by this Annual General Meeting of Shareholders as proposed.

Category	Name	Corporate Management	Sales/ Marketing	Global Experience	Legal/ Compliance	Finance & Accounting	Production/ Technology	HR Development/ & Diversity
	Yuji Kitagawa	•	•	•		•	•	
Directors (excluding	Hiroshi Kitagawa	•	•	•		•		
Directors who are Audit and Supervisory	Hiroo Monden				•	•		
Committee Members)	Misako Nishikawa		•		•			•
	Yasuhiro Sugiguchi	•	•	•		•		
Directors who	Takeshi Nogami				•	•		
are Audit and Supervisory Committee Members	Junji Kaihara	•	•	•		•	•	
	Kosuke Taira				•	•		•

\* The table above is not an exhaustive indication of the knowledge, experience, and abilities of the candidates for Director.

(References)

# [Independence criteria for Outside Officers]

The Company deems Outside Officers lack independence if they fall under any of the items below.

- 1. An executive of the Company and the affiliates of the Company (hereinafter collectively referred to as "the Group") (Note 1)
- 2. A party who deems the Group as its major transaction partner, or its executive (Note 2)
- 3. A party who is the major transaction partner of the Group, or its executive (Note 3)
- 4. A major shareholder of the Company (a party that directly or indirectly owns 10% or more of total voting rights), or its executive
- 5. A party that is directly or indirectly owned by the Group for 10% or more of its total voting rights, or its executive
- 6. An employee of the auditing firm which is the Accounting Auditor of the Group
- 7. A consultant, accounting expert or legal expert who receives 10 million Japanese yen or more of cash or other property other than the officer remuneration from the Group for the past three business years
- 8. A spouse or close relative within the second degree of relationship, or a family member living together with the significant person (Note 4) who falls under any of items 1 through 7
- Note 1: "Executive" refers to executives as provided in Article 2, Paragraph 3, Item 6 of the Regulation for Enforcement of the Companies Act, which includes not only executive directors but also employees, but excludes Corporate Auditors.
- Note 2: "A party who deems the Group as its major transaction partner" refers to a party who received payment from the Group for the amount of 2% or more of annual average net sales of the most recent three business years of such party.
- Note 3: "A party who is the major transaction partner of the Group" refers to a party who paid the Group for the amount of 2% or more of annual average net sales of the most recent three business years of the Group.
- Note 4: "Significant person" refers to director (excluding outside director), executive officer, managing director of each company and transaction partner, certified public accountant belonging to an auditing firm, and attorney belonging to a law firm.