

Securities identification code: 6332

June 5, 2018

To our shareholders:

Kazuhiko Yamada

President & CEO

Representative Director

Tsukishima Kikai Co., Ltd.

3-5-1, Harumi, Chuo-ku, Tokyo

NOTICE OF THE 156TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 156th Ordinary General Meeting of Shareholders of Tsukishima Kikai Co., Ltd. (the “Company”), which will be held as described below.

If you are unable to attend the meeting in person, you may exercise your voting rights either by postal mail or via the Internet, etc.

Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights no later than 5:05 p.m. on Monday, June 25, 2018 (Japan Standard Time).

Meeting Details

- 1. Date and time:** Tuesday, June 26, 2018 at 10:00 a.m. (Japan Standard Time)
(Reception desk opens at 9:00 a.m.)
- 2. Place:** Hotel Mariners' Court Tokyo
Meeting room “Hakuho” on the 4th floor
4-7-28, Harumi, Chuo-ku, Tokyo, Japan
(Please refer to the map to the hall for the General Meeting of Shareholders at the end of this notice.)
- 3. Meeting Agenda:**
 - Matters to be reported:**
 1. Business Report and Consolidated Financial Statements for the 156th Term (from April 1, 2017 to March 31, 2018), as well as the results of audit of the Consolidated Financial Statements by the Accounting Auditor and the Board of Statutory Auditors.
 2. Non-Consolidated Financial Statements for the 156th Term (from April 1, 2017 to March 31, 2018)
 - Matters to be resolved:**
 - Proposal 1:** Election of nine (9) Directors
 - Proposal 2:** Election of one (1) Statutory Auditor
 - Proposal 3:** Election of one (1) substitute Statutory Auditor

Guidance for exercising your voting rights if you are unable to attend the meeting in person:

- **Exercise of voting rights by postal mail**

Please indicate your approval or disapproval of the proposals on the enclosed voting form and return it to us so that it arrives no later than 5:05 p.m. on Monday, June 25, 2018 (Japan Standard Time).

- **Exercise of voting rights via the Internet, etc.**

Please access the designated Website to Exercise Voting Rights (<https://evote.tr.mufg.jp/>) and exercise your voting rights no later than 5:05 p.m. on Monday, June 25, 2018 (Japan Standard Time).

To vote via the Internet, please review the “Guidance for exercising your voting rights via the Internet” shown on page 3 of this document.

Institutional investors can exercise their voting rights using the Electronic Voting Platform operated by ICJ, Inc.

Other matters related to this notice

- If you attend the meeting in person, please submit the enclosed voting form at the reception when you arrive. In addition, please bring this Notice of the Ordinary General Meeting of Shareholders with you in order to conserve resources.
- Pursuant to the Company’s Articles of Incorporation, if you are exercising your voting rights by proxy, please select a shareholder with voting rights as your proxy. Only one (1) proxy may be used.
- If it becomes necessary to amend the Reference Documents for the General Meetings of Shareholders, Business Reports, Consolidated Financial Statements or Non-Consolidated Financial Statements, any such amendments will be posted on the Company’s website (<http://www.tsk-g.co.jp>).

Matters Concerning Disclosure on the Internet

Of the documents that should be provided with this Notice of the Ordinary General Meeting of Shareholders, Consolidated Statement of changes in Net Assets, Notes to the Consolidated Financial Statements, Non-consolidated Statement of changes in Net Assets and Notes to the Non-Consolidated Financial Statements are provided to shareholders on the Company’s website (<http://www.tsk-g.co.jp>) pursuant to the laws, regulations, and provisions in Article 15 of the Articles of Incorporation.

Therefore, the documents provided with this notice are part of the audit by the Statutory Auditors and Accounting Auditor during preparation of the Audit Report.

Guidance for exercising your voting rights via the Internet

If you intend to exercise your voting rights via the Internet, please review the items below before exercising your voting rights.

If you intend to attend the Ordinary General Meeting of Shareholders in person, you are not required to exercise your voting rights either in writing (using the voting form) or via the Internet.

1. Exercising voting rights via the Internet

- (1) Voting rights via the Internet may only be exercised by accessing the following Website to Exercise Voting Rights designated by the Company. (Please note that the service is suspended from 2 a.m. to 5 a.m. (Japan Standard Time) on all days. Depending on your Internet environment, you may not be able to use the service.)

[Website to Exercise Voting Rights] <https://evote.tr.mufg.jp/>

- (2) Please enter the “login ID” and “temporary password” printed on the voting form to indicate your vote for or against each proposal following the on-screen guidance.
- (3) If you exercise your voting rights both by postal mail and via the Internet, only your vote casted via the Internet will be treated as the valid vote. If you exercise your voting rights for multiple times via the Internet, the most recent vote will be treated as the valid vote.
- (4) Any costs incurred for accessing the Website to Exercise Voting Rights (Internet connection fees, communication charges, etc.) shall be borne by the shareholder.
- (5) Your exercise of voting rights via the Internet will be accepted until 5:05 p.m. on Monday, June 25, 2018 (Japan Standard Time). However, you are cordially requested to exercise your voting rights as early as you can. Please call the Help Desk for any inquiries concerning the exercise of voting rights via the Internet.

2. Handling of password

- (1) You will be provided with a new “login ID” and “temporary password” each time a General Meeting of Shareholders is convened.
- (2) Please handle the password with care as it is a means to identify the exerciser of the voting rights as a valid shareholder. Unfortunately, the Company will be unable to assist you for any inquiries by a phone call or other means regarding the password.

3. Inquiries regarding the exercise of voting rights via the Internet (Help Desk)

Securities Transfer Division, The Mitsubishi UFJ Trust and Banking Corporation

Toll-free service phone number in Japan: 0120-173-027

Office hours: 9:00 a.m. to 9:00 p.m.

Reference Documents for the General Meeting of Shareholders

Proposal 1: Election of nine (9) Directors

As the term of office will expire for all nine (9) Directors at the conclusion of this meeting, the Company proposes the election of nine (9) Directors.

The candidates for Directors are as follows:

The candidates for Directors are as follows:				
No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)		Number of the Company's shares owned
1	Kazuhiko Yamada (January 1, 1947)	April 1969	Joined the Company.	91,410
		April 1998	Executive Officer (Riji) of the Company	
		June 2000	Director of the Company	
	[Reappointment]	June 2002	Managing Director of the Company	
	Attendance at 13 out of 13 board of directors meetings	June 2003	Senior Managing Director, Representative Director of the Company	
		June 2005	President & CEO, Representative Director of the Company (present position)	
Reasons for nomination as candidate for Director Since his appointment as President & CEO and Representative Director, Kazuhiko Yamada has pursued company-wide operational reforms, and has developed the environmental and energy business and expanded the overseas business to build a foundation for the Company's sustainable growth. Given his strong discernment, and abundant experience and achievements, we ask that his reappointment as Director be approved.				
2	Kikuo Makishima (October 19, 1946)	April 1969	Joined the Company.	33,000
		April 1998	Executive Officer (Riji) of the Company	
		June 2000	Director of the Company	
		June 2002	Managing Director of the Company	
		June 2004	President and Representative Director, SUN ECO THERMAL Co., Ltd.	
		June 2007	President and Representative Director, Tsukishima Kankyo Engineering Ltd.	
	[Reappointment]	April 2015	Representative Director, Chairman, Tsukishima Kankyo Engineering Ltd. (present position)	
	Attendance at 13 out of 13 board of directors meetings		Senior Managing Executive Officer of the Company (present position)	
			Corporate General Manager, Industrial Business Division of the Company	
		June 2015	Representative Director of the Company (present position)	
		April 2018	Responsible for Special Missions of the Company (present position)	
Reasons for nomination as candidate for Director Kikuo Makishima has been involved in management as a Representative Director of subsidiaries of the Company and in positions of responsibility for industry-related business in general over many years. Given his strong discernment, and abundant experience and achievements, we ask that his reappointment as Director be approved.				

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)		Number of the Company's shares owned
3	Kazuo Nakajima (September 28, 1952) [Reappointment] Attendance at 13 out of 13 board of directors meetings	<p>April 1975 Joined the Company.</p> <p>June 2003 Senior General Manager, Cost Engineering Dept. of the Company</p> <p>June 2005 Executive Officer of the Company</p> <p>October 2008 Managing Executive Officer of the Company</p> <p>June 2009 Director, Executive Officer and Corporate General Manager, Technology Management Division of the Company</p> <p>January 2011 Corporate General Manager, Engineering Division of the Company</p> <p>April 2013 Director, Managing Executive Officer of the Company</p> <p>October 2014 Corporate General Manager, Technology Management Division of the Company</p> <p>April 2015 Director, Senior Managing Executive Officer of the Company (present position) Corporate General Manager, Research & Development Division of the Company</p> <p>April 2017 Corporate General Manager, Procurement Management Division of the Company (present position)</p>		34,500
<p>Reasons for nomination as candidate for Director</p> <p>Kazuo Nakajima has been involved in management in positions of responsibility in the technology division working on design, manufacturing, procurement, quality control, etc. over many years. Given his strong discernment, and abundant experience and achievements, we ask that his reappointment as Director be approved.</p>				

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)		Number of the Company's shares owned
4	Yoshiro Fujii (May 27, 1958) [Reappointment] Attendance at 9 out of 9 board of directors meetings	April 1981 May 2006	Joined The Mitsubishi Bank, Ltd. General Manager, Corporate Banking Division No.1, Corporate Banking Group No.1, The Bank of Tokyo-Mitsubishi UFJ, Ltd. (currently MUFG Bank, Ltd.)	7,700
		March 2008 May 2010 July 2011 August 2016 October 2016 April 2017 June 2017	Executive Officer, The Bank of Ikeda, Ltd. Managing Executive Officer, The Senshu Ikeda Bank, Ltd. Executive Officer, Takasago Thermal Engineering Co., Ltd. Corporate Advisor of the Company Managing Executive Officer of the Company (present position) Deputy Corporate General Manager, Corporate Planning and Administration Division of the Company Corporate General Manager, Corporate Planning and Administration Division of the Company (present position) Director of the Company (present position)	
Reasons for nomination as candidate for Director Yoshiro Fujii has many years of experience at financial institutions and in the construction industry and extensive knowledge about finance, and has been involved in management in positions of responsibility in administrative divisions in general, such as the Company's planning, finance and general affairs. We ask that his reappointment as Director be approved.				
5	Naoya Fujita (February 5, 1964) [Reappointment] Attendance at 7 out of 9 board of directors meetings	April 1987 November 2002	Joined MITSUI & CO., LTD. President and Chief Executive Officer, Bussan Packaging Service Co., Ltd.	6,100
		July 2012 January 2016 April 2017 June 2017 April 2018	President and Chief Executive Officer, Retail System Service Co., Ltd. General Manager of Retail Business Division, Food Products & Services Business Unit, MITSUI & CO., LTD. Managing Executive Officer of the Company (present position) Deputy Corporate General Manager, Industrial Business Division of the Company Director of the Company (present position) Corporate General Manager, Industrial Business Division of the Company (present position)	
Reasons for nomination as candidate for Director Naoya Fujita has acquired abundant experience and a proven performance record at home and abroad, primarily in the food and chemical industry business at a general trading company, and has been involved in management in positions of responsibility in the Company's industrial business division. We ask that his reappointment as Director be approved.				

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)	Number of the Company's shares owned
6	Keita Takatori (July 29, 1965) [New candidate]	<p>April 1988 Joined the Company.</p> <p>July 2004 Senior General Manager, Environmental Business Dept. of the Company</p> <p>June 2007 President and Representative Director, Samukawa Water Service Co., Ltd. (present position)</p> <p>October 2008 Senior General Manager, Corporate Management Planning Dept. of the Company</p> <p>June 2009 Executive Officer of the Company</p> <p>December 2014 President and Representative Director, Owari Water & Energy Co., Ltd. (present position)</p> <p>April 2017 Managing Executive Officer of the Company (present position) Deputy Corporate General Manager, Environmental Business Division of the Company</p> <p>April 2018 Corporate General Manager, Environmental Business Division of the Company (present position)</p>	9,000
<p>Reasons for nomination as candidate for Director</p> <p>Keita Takatori has acquired abundant experience and a proven performance record as executive manager in the environmental business and planning divisions, and we therefore believe that he qualifies for positions of responsibility in the Company's environmental business in general. Accordingly, we ask that his appointment as Director be approved.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)	Number of the Company's shares owned
7	<p>Bunyu Futamura (January 9, 1947)</p> <p>[Reappointment] [Outside Director Candidate]</p> <p>Attendance at 13 out of 13 board of directors meetings</p>	<p>April 1972 Joined Nippon Steel Corporation. (currently NIPPON STEEL & SUMITOMO METAL CORPORATION)</p> <p>June 2001 Director, Nippon Steel Corporation</p> <p>April 2006 Managing Director, Nippon Steel Corporation</p> <p>June 2006 Managing Executive Officer, Nippon Steel Corporation</p> <p>April 2007 Executive Vice President, Nippon Steel Corporation</p> <p>June 2007 Executive Vice President and Representative Director, Nippon Steel Corporation</p> <p>April 2009 Director, Nippon Steel Corporation</p> <p>June 2009 President and Representative Director, Nippon Steel Chemical Co., Ltd. (currently NIPPON STEEL & SUMIKIN CHEMICAL CO., LTD.)</p> <p>June 2013 Senior Advisor and Director, NIPPON STEEL & SUMIKIN CHEMICAL CO., LTD.</p> <p>April 2014 Senior Advisor, NIPPON STEEL & SUMIKIN CHEMICAL CO., LTD.</p> <p>June 2015 Outside Director of the Company (present position) Outside Director, DAISO CO., LTD. (currently OSAKA SODA CO., LTD.) (present position)</p>	3,800
<p>Reasons for nomination as candidate for Director</p> <p>Bunyu Futamura has made points and shared opinions that have been valuable for the Group's management, based on his impressive experience and knowledge of corporate management built up during a long career in the manufacturing industry. Accordingly, we ask that his reappointment as Outside Director be approved.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)	Number of the Company's shares owned
8	<p>Takeshi Odagi (September 14, 1942)</p> <p>[Reappointment] [Outside Director Candidate] Attendance at 9 out of 9 board of directors meetings</p>	<p>April 1970 Completed Judicial Apprenticeship Training program. Registered as an attorney, Joined ISHII Law Office</p> <p>April 1980 Partner of ISHII Law Office (present position)</p> <p>September 1986 Statutory Auditor, Invesco MIM Investment Advisory Co., Ltd.</p> <p>November 1990 Statutory Auditor, Invesco MIM Investment Trust Management Co., Ltd.</p> <p>June 2002 Outside Statutory Auditor, Snow Brand Milk Products Co., Ltd. (currently MEGMILK SNOW BRAND Co., Ltd.)</p> <p>June 2011 Outside Statutory Auditor, TOKYO ROPE MFG. CO., LTD. (present position)</p> <p>June 2017 Outside Director of the Company (present position)</p>	-
<p>Reasons for nomination as candidate for Director</p> <p>As an attorney, Takeshi Odagi is well-versed in corporate legal affairs, and has made points and shared opinions that have been valuable for enhancing the transparency and objectivity of the Company's management, based on his high level of expertise and impressive knowledge. Accordingly, we ask that his reappointment as Outside Director be approved. Other than serving as Outside Officer in the past, he does not have experience with corporate management, but for the reasons stated above we believe that he can fulfill his responsibilities satisfactorily as an Outside Director.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)	Number of the Company's shares owned
9	<p>Michiyoshi Mazuka (October 17, 1943)</p> <p>[New candidate] [Outside Director Candidate]</p>	<p>April 1968 Joined Fujitsu FACOM Co., Ltd.</p> <p>April 1971 Joined FUJITSU LIMITED.</p> <p>June 2001 Member of the Board and Head of East Japan Sales Business Unit, FUJITSU LIMITED</p> <p>June 2005 Member of the Board, Corporate Executive Vice President, FUJITSU LIMITED</p> <p>June 2006 Corporate Senior Executive Vice President and Representative Director, FUJITSU LIMITED</p> <p>June 2008 Chairman and Representative Director, FUJITSU LIMITED</p> <p>September 2009 Chairman, President and Representative Director, FUJITSU LIMITED</p> <p>April 2010 Chairman and Representative Director, FUJITSU LIMITED</p> <p>June 2012 Chairman and Director, FUJITSU LIMITED</p> <p>June 2014 Advisor and Director, FUJITSU LIMITED</p> <p>June 2015 Outside Director, NIPPON CONCRETE INDUSTRIES CO., LTD. (present position)</p> <p>June 2016 Advisor, FUJITSU LIMITED Outside Director, AMADA HOLDINGS CO., LTD. (present position)</p> <p>April 2018 Senior Advisor, FUJITSU LIMITED (present position)</p>	-
<p>Reasons for nomination as candidate for Director</p> <p>We believe that Michiyoshi Mazuka will make points and give opinions that are valuable for the management of the Group, based on his impressive experience and knowledge built up during a long career as a corporate manager. Accordingly, we ask that his appointment as Outside Director be approved.</p>			

Notes:

1. There is no conflict of interest between any of the candidates and the Company.
2. Bunyu Futamura, Takeshi Odagi and Michiyoshi Mazuka are Outside Director candidates.
3. Bunyu Futamura and Takeshi Odagi will have served in their positions three years and one year, respectively, as of the conclusion of this general meeting of shareholders.
4. Bunyu Futamura and Takeshi Odagi meet the Criteria for Assessing the Independence of Independent Outside Officers that the Company has established and they have been reported to the Tokyo Stock Exchange as independent officers as stipulated by the rules of the Tokyo Stock Exchange. In addition, Michiyoshi Mazuka meets the Criteria for Assessing the Independence of Independent Outside Officers that the Company has established, and in the event that his election is approved, the Company intends to register him with the Tokyo Stock Exchange as an independent officer as stipulated by the rules of the Tokyo Stock Exchange.
5. The Company has a limited liability agreement with Bunyu Futamura and Takeshi Odagi which limits their liabilities to the minimum total liability stipulated by laws and regulations. In the event that the aforementioned two individuals are reappointed, the Company plans to continue the limited liability agreement with them. In the event that the election of Michiyoshi Mazuka is approved, the Company plans to enter into a similar limited liability agreement with him.
6. FUJITSU LIMITED, where a candidate for Outside Director, Michiyoshi Mazuka served as Director until June 2016, was found to have violated the Antimonopoly Act in connection with transactions related to equipment for electric power security communication ordered by Tokyo Electric Power Company in July 2016, and received a cease and desist order and a surcharge payment order from the Japan Fair Trade Commission. Also in February 2017, FUJITSU LIMITED was found by the Japan Fair Trade Commission to have violated the Antimonopoly Act concerning transactions of hybrid optical communication equipment and transmission-path equipment ordered by CHUBU Electric Power Co., Inc. Regarding this case, FUJITSU LIMITED applied to the Japan Fair Trade Commission for immunity from or reduction of surcharge. Since the application was approved, FUJITSU LIMITED was exempted from the cease and desist order and from payment of the surcharge. The administrative measures and violations found above apply to business activities during the period in which Michiyoshi Mazuka served as Director. However, he was not directly involved in any of these cases, and after becoming aware of these cases, he worked to further strengthen initiatives related to compliance and thoroughly prevent recurrence of such cases, thus fully performing his duties.

Proposal 2: Election of one (1) Statutory Auditor

As the term of office of Statutory Auditor Takeo Takaishi will expire at the conclusion of this meeting, the Company proposes election of one (1) Statutory Auditor.

The Board of Statutory Auditors has given its consent to this proposal.

The candidate for Statutory Auditor is as follows:

Name (Date of birth)	Career summary and position (Significant concurrent positions outside the Company)	Number of the Company's shares owned
Takeo Takaishi (August 16, 1941) [Reappointment] [Outside Statutory Auditor Candidate] Attendance at 13 out of 13 board of directors meetings Attendance at 7 out of 7 board of statutory auditors meetings	<p>April 1965 Joined Fuji Electric Manufacturing Co., Ltd.</p> <p>July 1991 General Manager, Accounting Dept., Fuji Electric Co., Ltd.</p> <p>April 1999 General Manager, Energy & Electric Systems Company Business Division, Fuji Electric Co., Ltd.</p> <p>June 2001 Standing Auditor, Fuji Electric Co., Ltd.</p> <p>October 2003 Standing Auditor, Fuji Electric Holdings Co., Ltd. (currently Fuji Electric Co., Ltd.)</p> <p>June 2006 Corporate Advisor, Fuji Electric Holdings Co., Ltd.</p> <p>Outside Statutory Auditor of the Company (present position)</p> <p>June 2008 Full-time Statutory Auditor of the Company (present position)</p>	24,100
Reasons for nomination as candidate for Statutory Auditor As our Outside Statutory Auditor, Takeo Takaishi has performed his duties, making points and sharing opinions that have been valuable for the Group based on his particular expertise and abundant insight in finance and accounting, in an effort to conduct the highly transparent and fair monitoring of the management. Accordingly, we ask that his reappointment as Outside Statutory Auditor be approved.		

Notes:

1. There is no conflict of interest between Takeo Takaishi and the Company.
2. Takeo Takaishi is a candidate for the position of Outside Statutory Auditor.
3. Takeo Takaishi will have served in his position twelve years as of the conclusion of this general meeting of shareholders.
4. Takeo Takaishi meets the Criteria for Assessing the Independence of Independent Outside Officers that the Company has established, and he has been reported to the Tokyo Stock Exchange as an independent officer as stipulated by the rules of the Tokyo Stock Exchange.
5. The Company has a limited liability agreement with Takeo Takaishi which limits his liability to the minimum total liability stipulated by laws and regulations. In the event that Takeo Takaishi is reappointed, the Company plans to continue the limited liability agreement with him.

Proposal 3: Election of one (1) substitute Statutory Auditor

The Company proposes that one (1) substitute Statutory Auditor be elected to prepare for a case where the number of Statutory Auditors falls below the number stipulated by laws and regulations.

The Board of Statutory Auditors has given its consent to this proposal.

The candidate for substitute Statutory Auditor is as follows:

Name (Date of birth)	Career summary (Significant concurrent positions outside the Company)	Number of the Company's shares owned
Masato Kobayashi (April 5, 1960)	April 1986 Completed Judicial Apprenticeship Training program. Registered as an attorney, Joined Yuasa and Hara February 1997 Outside Statutory Auditor, Oracle Corporation Japan July 1997 Partner of Hirakawa, Sato & Kobayashi February 2003 Partner of City-Yuwa Partners (present position)	-
Reasons for nomination as candidate for substitute Statutory Auditor Masato Kobayashi is a candidate for substitute Outside Statutory Auditor because, as an attorney, he is well-versed in corporate legal affairs, and we expect that his high level of expertise will be reflected in our audit system. Other than serving as Outside Officer in the past, he does not have experience with corporate management, but for the reasons stated above we believe that he can fulfill his responsibilities satisfactorily as an Outside Statutory Auditor.		

Notes:

1. There is no conflict of interest between Masato Kobayashi and the Company. He is a Partner of City-Yuwa Partners, with which the Company has a legal advisory contract. The Company has a business relationship with City-Yuwa Partners including the outsourcing of legal services, but the amount of business transactions in this fiscal year represents less than 2% of the annual sales of City-Yuwa Partners.
2. Masato Kobayashi is a candidate for the position of substitute Outside Statutory Auditor.
3. Masato Kobayashi meets the Criteria for Assessing the Independence of Independent Outside Officers that the Company has established, and if Masato Kobayashi becomes an Outside Statutory Auditor, the Company intends to register him with the Tokyo Stock Exchange as an independent officer as stipulated by the rules of the Tokyo Stock Exchange.
4. If Masato Kobayashi becomes an Outside Statutory Auditor, the Company plans to enter into a limited liability agreement with him. The limit of the liability based on the agreement is the minimum total liability stipulated by laws and regulations.

Reference

Criteria for Assessing the Independence of Independent Outside Officers

Augmenting the criteria for independence stipulated by the Tokyo Stock Exchange, the Company has established the following criteria for assessing the independence of Outside Officers.

1. The individual is not a business executor for the Company or a Group company (Director, Statutory Auditor, Executive Officer, or other employee) and was not in the past as well.
2. The individual is not an important business executor (Director, Statutory Auditor, Accounting Advisor, Operating Officer, Executive Officer, or other important employee) of a major shareholder of the Company (a shareholder holding 10% or more of the voting rights).
3. The individual is not an important business executor of a company in which the Company is a major shareholder.
4. The individual is not a major business partner (a business partner whose amount of consideration received in transactions with the Company in the most recent fiscal year exceeds 2% of the Company's non-consolidated total sales; in the event of a financial institution, a business partner whose loans to the Company do not exceed 2% of the Company's non-consolidated total assets in the most recent fiscal year) nor its business executor.
5. The Company is not a major business partner for the individual (a business partner whose amount of consideration paid in transactions with the Company in the most recent fiscal year exceeds 2% of the counterparty's non-consolidated total sales) nor is the individual's business executor.
6. The individual is not a legal expert, accounting or tax expert, consultant, or research and education specialist and does not belong to such a corporation or group that has received a large sum (in the most recent fiscal year, 10 million yen or more in the case of individuals and an amount equivalent to more than 2% of the corporation's or group's non-consolidated sales in the case of a corporation or group) in compensation or contributions from the Company.
7. The individual does not have any family relationships (family relationships of the third degree or a relative living with the individual) with business executors of the Company or Group companies.
8. In addition to the above, there are no doubts as to the independence of the candidate as an independent Outside Officer and no rational reason to determine that the individual would pose a conflict of interest with general shareholders.