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Stock Exchange Code 9044

May 29, 2024

(Commencement date of electronic provision measures) May 22, 2024

### To Shareholders with Voting Rights:

Okajima Nobuyuki President and COO Nankai Electric Railway Co., Ltd. 5-1-60 Namba, Chuo-ku, Osaka, Japan (Head office: 2-1-41 Shikitsu-higashi, Naniwa-ku, Osaka, Japan)

# NOTICE OF CONVOCATION OF THE 107TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

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

We hereby notify you about the 107th Annual General Meeting of Shareholders of Nankai Electric Railway Co., Ltd. (the "Company," together with its subsidiaries, the "Group"). The meeting will be held for the purposes described below.

In convening this General Meeting of Shareholders, the Company has taken electronic provision measures, and posted matters subject to electronic provision measures on the Company's website on the Internet. Please go to our website below to check this information.

The Company's website:

https://www.nankai.co.jp/ir/stock/meeting/ (in Japanese only)

\*In addition to the above website, we also post the matters subject to electronic provision measures on the Tokyo Stock Exchange website.

https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show

Please access the above URL, enter and search the issue name "Nankai Electric Railway" or the stock exchange code "9044," select "Basic information," and "Documents for public inspection/PR information," and check the results.

If you do not attend the meeting, you can review the Reference Documents for the General Meeting of Shareholders in the matters subject to electronic provision measures and exercise your voting rights in writing or via the Internet, etc. We would appreciate your exercise of voting rights before Thursday, June 20, 2024 at 5:50 p.m. Japan time.

1. Date and Time: Friday, June 21, 2024 at 10:00 a.m. Japan time (Reception starts at 9:00 a.m.)

2. Place: Osaka Prefectural Gymnasium 2F No. 1 Stadium (EDION Arena Osaka)

3-4-36 Nambanaka, Naniwa-ku, Osaka, Japan

(Please refer to the attached Access Map for the General Meeting of

Shareholders [attached only to Japanese version].)

3. Meeting Agenda:

Matters to be reported: 1. Business Report, Consolidated Financial Statements and Non-Consolidated

Financial Statements for the Company's 107th Fiscal Year (April 1, 2023 -

March 31, 2024)

2. Results of Audits of the Consolidated Financial Statements for the Company's 107th Fiscal Year by the Accounting Auditor and the Audit &

Supervisory Committee

Proposals to be resolved:

**Proposal 1:** Dividends of Surplus

**Proposal 2:** Election of 9 Directors (excluding Directors Serving as Audit & Supervisory

Committee Members)

• In accordance with laws, regulations and Article 16 of the Company's Articles of Incorporation, the following items, which are included in the matters subject to electronic provision measures, are published on the Company's website and the Tokyo Stock Exchange website, and are not included in the paper copy to be sent to shareholders who have requested it.

The Audit & Supervisory Committee and the Accounting Auditor have audited the relevant documents to be audited, including the following items.

Business Report: "Outline of System for Ensuring the Compliance of the

Execution of Directors' Duties With Laws, Regulations, and the Articles of Incorporation, System for Ensuring the Appropriateness of Other Operations of the Company and the Group, and Application of Said Systems," "Basic Policy Regarding Persons Controlling Decisions on Financial and

Business Policies of the Company"

Consolidated Financial Statements: "Consolidated Statement of Changes in Equity," "Notes to

Consolidated Financial Statements"

Non-Consolidated Financial Statements: "Non-Consolidated Statement of Changes in Equity," "Notes

to Non-Consolidated Financial Statements"

Should the matters subject to electronic provision measures require revisions, such revisions, as well
as the original and revised versions, will be posted on the Company's website and the Tokyo Stock
Exchange website.

• If you return the Voting Rights Exercise Form without indicating your vote for or against any proposal on the form, you will be deemed to have approved the proposal.

# If you attend the meeting

When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception.

Date and time of the meeting: Friday, June 21, 2024 at 10:00 a.m. Japan time (Reception starts at 9:00 a.m.)

# If you do not attend the meeting

In writing

Please indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and return it so that we will receive it by the deadline below.

Voting deadline: Thursday, June 20, 2024 at 5:50 p.m.

#### Via the Internet

Please refer to the "Guide on Exercising Voting Rights via the Internet," access the website for exercising voting rights and indicate your vote for or against the proposals [attached only to Japanese version]

Voting deadline: Thursday, June 20, 2024 at 5:50 p.m.

Handling in case voting rights are exercised multiple times

If you exercise your voting rights both in writing and via the Internet, only the vote placed via the Internet shall be deemed valid. If you exercise your voting rights multiple times via the Internet, the most recent vote shall be deemed valid.

# Reference Documents for the General Meeting of Shareholders

# **Proposals and References**

#### **Proposal 1:** Dividends of Surplus

The Company's fundamental policy is to pay stable dividends to shareholders, by continuously improving profitability while striving to secure a stable management base over the long term and reinforcement of its financial standing.

Based on this fundamental policy, although the business environment is expected to remain uncertain and unoptimistic, the Company proposes the year-end dividend for the fiscal year under review as follows, taking into consideration factors such as the business results for the fiscal year under review and future financial strategies.

- Type of dividend property Cash
- 2. Matters concerning the allotment of dividend property to shareholders and the total amount thereof 35.00 yen per share of the Company's common shares (Annual dividend of 35.00 yen per share due to the deferment of the interim dividend) Total amount: 3,966,329,360 yen
- 3. Effective date of dividends of surplus June 24, 2024

**Proposal 2:** Election of 9 Directors (excluding Directors Serving as Audit & Supervisory Committee Members)

The terms of office of all Directors (excluding Directors Serving as Audit & Supervisory Committee Members; hereinafter the same shall apply in this Proposal) will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the election of 9 Directors is proposed.

The candidates for Director are as follows.

They have been approved via deliberation by the Nomination Committee (an advisory body of the Board of Directors, which is chaired by an Outside Director and a majority of whose members are Outside Directors).

In addition, we have received a report from the Audit & Supervisory Committee that there is no opinion expressed on this Proposal.

No.	Name	Number of years in office	Current positions and responsibilities at the Company	Committee	Board of Directors attendance
1	Achikita Teruhiko (Male) Reappointment	11	Representative Director Chairman and CEO	Nomination Committee Compensation Committee	12/12
2	Okajima Nobuyuki (Male) Reappointment	1	Representative Director President and COO Head of Internal Audits Division	Compensation Committee	10/10
3	Ashibe Naoto (Male) Reappointment	9	Representative Director Senior Managing Corporate Officer Head of Public Transportation Group	_	12/12
4	Kajitani Satoshi (Male) Reappointment	7	Director Managing Corporate Officer General Manager, Railway Business Division	_	12/12
5	Otsuka Takahiro (Male) Reappointment	3	Director Managing Corporate Officer Head of Corporate Strategy Group; Chief Manager, Corporate Strategy Department; CFO; Head of Governance Reform Planning & Management Project	_	12/12
6	Tsunekage Hitoshi (Male) Reappointment Outside Director Independent	5	Director	Nomination Committee Compensation Committee (Chairperson)	11/12
7	Koezuka Miharu (Female) Reappointment Outside Director Independent	5	Director	Nomination Committee	12/12
8	Mochizuki Aiko (Female) Reappointment Outside Director Independent	3	Director	Compensation Committee	11/12
9	Hori Naoki (Male) New appointment Outside Director Independent	_	_	_	_

No.	Name (Date of birth)	Past experience, positions and responsibilities in the Company					
		April 1978 Joined the Company					
		June 2013 Director, the Company					
		June 2015 President and CEO, the Company (current)					
		June 2015 Director and President, the Company					
	The same of	June 2019 President, the Company					
	1-2	April 2023 Chairman, the Company (current)					
		[Number of stocks of the Company held]					
		29,389					
		Of which, stocks scheduled to be delivered based on the stock compensation					
1	190000	plan					
1	Achikita Teruhiko	18,289					
	(September 9, 1954)	[Special interest between the candidate and the Company]					
	(Male)	None					
	Reappointment						
	[Pageon for salaction as a	candidata					

[Reason for selection as a candidate]

Mr. Achikita Teruhiko has conceptual power to formulate management strategies along with leadership and execution ability to achieve them as he has strived for the growth of the Group and improvement of its financial standing as the CEO (since June 2015) of the Company. The Company therefore proposes his reappointment as a candidate for Director so that he will continue to fulfill his responsibilities as a Director in an appropriate manner.

[Board of Directors attendance (from April 1, 2023 to March 31, 2024)] 12/12

No.	Name (Date of birth)	Past experience, positions and responsibilities in the Company
		April 1989 Joined the Company June 2021 Senior Corporate Officer, the Company April 2023 President and COO, the Company (current) April 2023 Head of Internal Audits Division, the Company (current) June 2023 Representative Director, the Company (current)
		[Number of stocks of the Company held] 9,869 Of which, stocks scheduled to be delivered based on the stock compensation plan 6,469
2	Okajima Nobuyuki (August 10, 1966) (Male) Reappointment	[Special interest between the candidate and the Company] None

[Reason for selection as a candidate]

Mr. Okajima Nobuyuki possesses ample knowledge on the railway business as well as centripetal force as a leader, driving, for example, the promotion of the Medium-term Management Plan "Kyoso 140 Plan" as the President and COO of the Company since April 2023. The Company therefore proposes his reappointment as a candidate for Director so that he will continue to fulfill his responsibilities as a Director in an appropriate manner.

[Board of Directors attendance (from June 20, 2023 to March 31, 2024)] 10/10

No.	Name (Date of birth)	Past experience, positions and responsibilities in the Company					
		April 1984 Joined the Company June 2015 Director, the Company June 2017 Managing Director, the Company June 2019 Director, the Company June 2019 Managing Corporate Officer, the Company June 2021 Representative Director, the Company (current) June 2021 Senior Managing Corporate Officer, the Company (current) April 2023 Head of Public Transportation Group, the Company (current)					
3	Ashibe Naoto (January 23, 1962) (Male) Reappointment  [Reason for selection as a	[Number of stocks of the Company held] 14,241 Of which, stocks scheduled to be delivered based on the stock compensation plan 9,041 [Special interest between the candidate and the Company] None a candidate] ample knowledge on the business of the Group and sufficient achievements as					

As Mr. Ashibe Naoto has ample knowledge on the business of the Group and sufficient achievements as a manager, the Company proposes his reappointment as a candidate for Director so that he will continue to fulfill his responsibilities as a Director in an appropriate manner from the perspective of the Group management as a whole.

[Board of Directors attendance (from April 1, 2023 to March 31, 2024)]

No.	Name (Date of birth)	Past experience, positions and responsibilities in the Company					
		April 1987 June 2016 Chief Manager, Administrative Planning Department, the Company June 2017 June 2019 June 2019 June 2019 June 2019 June 2019 June 2020 April 2023 April 2023 Joined the Company Chief Manager, Administrative Planning Department, the Company (current) Senior Corporate Officer, the Company Managing Corporate Officer, the Company (current) General Manager, Railway Business Division, the Company (current)					
4	Kajitani Satoshi (March 11, 1964) (Male) Reappointment	[Number of stocks of the Company held] 14,055 Of which, stocks scheduled to be delivered based on the stock compensation plan 8,055 [Special interest between the candidate and the Company] None a candidate] been engaged in the establishment of railway line facilities as well as their					

Mr. Kajitani Satoshi has been engaged in the establishment of railway line facilities as well as their maintenance and management for many years and he currently serves as the Comprehensive Safety Administration Manager. As he has ample knowledge on ensuring safety and reliability in the railway business, the Company proposes his reappointment as a candidate for Director so that he will continue to fulfill his responsibilities as a Director in an appropriate manner.

[Board of Directors attendance (from April 1, 2023 to March 31, 2024)] 12/12

- 7 -

No.	Name (Date of birth)	Past experience, positions and responsibilities in the Company					
5	Otsuka Takahiro (January 5, 1969)	April 1992 Joined the Company June 2018 Chief Manager, Accounting & Finance Department, the Company June 2019 Corporate Officer, the Company June 2020 Senior Corporate Officer, the Company June 2021 Director, the Company (current) April 2023 Managing Corporate Officer, the Company (current) April 2023 CFO, the Company (current) April 2024 Head of Corporate Strategy Group; Chief Manager, Corporate Strategy Department; Head of Governance Reform Planning & Management Project, the Company (current)					
	(Male) Reappointment	[Number of stocks of the Company held] 8,688 Of which, stocks scheduled to be delivered based on the stock compensation plan 5,988 [Special interest between the candidate and the Company] None					
	[Reason for selection as a candidate] As Mr. Otsuka Takahiro has been engaged in the field of administrative planning for many years and hample knowledge on the financial affairs of the Group. The Company proposes his reappointment as candidate for Director so that he will continue to fulfill his responsibilities as a Director in an appropria manner.  [Board of Directors attendance (from April 1, 2023 to March 31, 2024)] 12/12						

No.	Name (Date of birth)	Past experience, positions and responsibilities in the Company						
		April	1977	Joined Sumitomo Trust and Banking Co., Ltd.				
		January	2008	President, Sumitomo Trust and Banking Co., Ltd.				
	fam.	April	2011	Representative Director and Chairman, SUMITOMO				
		1		MITSUI TRUST HOLDINGS, INC.				
	(SI)	April	2012	President, Sumitomo Mitsui Trust Bank, Limited				
	VENEZ	April	2017	Director, Sumitomo Mitsui Trust Bank, Limited				
		June	2017	Chairman, Sumitomo Mitsui Trust Bank, Limited				
				(resigned in March 2021)				
			2017	Director, SUMITOMO MITSUI TRUST HOLDINGS,				
				INC. (resigned in June 2021)				
	•	June	2019	Director, the Company (current)				
		April	2021	Special Advisor, Sumitomo Mitsui Trust Bank, Limited				
	Tsunekage Hitoshi	_		(current)				
	(August 6, 1954)	[Significant concurrent positions]						
	(Male)	Special	Advisor, S	Sumitomo Mitsui Trust Bank, Limited				
	Reappointment	Outside	Audit & S	Supervisory Board Member, Rengo Co., Ltd.				
	Outside Director	Outside	Director,	Keio Corporation				
6	Independent	[Numbe	er of stocks	s of the Company held]				
	_	0						
		Of which, stocks scheduled to be delivered based on the stock compensation						
		plan						
		_						
		[Special	l interest b	etween the candidate and the Company]				
		None	None					

The Company proposes the reappointment of Mr. Tsunekage Hitoshi as a candidate for Outside Director so that he will continue to give appropriate advice and supervision on the overall management of the Group by harnessing his profound insight cultivated through his experience as the manager of a trust bank from an independent standpoint without any mutual relationship which may impose significant control over the management of the Company. In addition, as a member of the Nomination Committee and a Chairperson of the Compensation Committee, he is expected to provide participation and advice when considering nominations and compensation for the Company's management team from the perspective of that profound insight.

[Board of Directors attendance (from April 1, 2023 to March 31, 2024)]

11/12

No.	Name (Date of birth)	Past experience, positions and responsibilities in the Company					
	,	April	1979	Joined Takashimaya Company, Limited			
		September	2013	Senior Managing Director, Takashimaya Company,			
				Limited (Representative Director)			
		March	2016	Director, Takashimaya Company, Limited (resigned in			
				May 2016)			
		June	2019	Director, the Company (current)			
		[Significant concurrent positions]					
		Outside Director, SEKISUI CHEMICAL CO., LTD.					
		Outside Director, JAPAN POST HOLDINGS Co., Ltd.					
		[Number o	of stocks	of the Company held]			
		1,700					
		Of which,	stocks so	cheduled to be delivered based on the stock compensation			
	Koezuka Miharu	plan					
7	(September 2, 1955)						
/	(Female)	[Special interest between the candidate and the Company]					
	Reappointment	None					
	Outside Director						
	Independent						

The Company proposes the reappointment of Ms. Koezuka Miharu as a candidate for Outside Director so that she will continue to give appropriate advice and supervision on the overall management of the Group by harnessing her profound insight cultivated through her experience as the manager of a department store from an independent standpoint without any mutual relationship which may impose significant control over the management of the Company. In addition, as a member of the Nomination Committee, she is expected to provide participation and advice when considering nominations for the Company's management team from the perspective of that profound insight.

[Board of Directors attendance (from April 1, 2023 to March 31, 2024)]

[Board of Directors attendance (from April 1, 2023 to March 31, 2024)] 12/12

No.	Name (Date of birth)	Past experience, positions and responsibilities in the Company					
	(Date of birth)	April 2002 Joined ChuoAoyama Audit Corporation April 2005 Registered as a certified public accountant August 2007 Joined Industrial Growth Platform, Inc. October 2016 Partner and Managing Director, Industrial Growth Platform, Inc. (current) June 2021 Director, the Company (current) [Significant concurrent positions] Partner and Managing Director, Industrial Growth Platform, Inc. External Director and Audit and Supervisory Committee Member, euglena Co.,					
		Ltd. [Number of stocks of the Company held]  0					
8	Mochizuki Aiko (May 22, 1979) (Female)	Of which, stocks scheduled to be delivered based on the stock compensation plan  —					
	Reappointment Outside Director Independent	[Special interest between the candidate and the Company] None					

The Company proposes the reappointment of Ms. Mochizuki Aiko as a candidate for Outside Director so that she will continue to give appropriate advice and supervision on the overall management of the Group by harnessing her experience as a certified public accountant and her profound insight cultivated as a consultant from an independent standpoint without any mutual relationship which may impose significant control over the management of the Company. In addition, as a member of the Compensation Committee, she is expected to provide participation and advice when considering compensation for the Company's management team from the perspective of that profound insight.

[Board of Directors attendance (from April 1, 2023 to March 31, 2024)] 11/12

No.	Name (Date of birth)	Past experience, positions and responsibilities in the Company					
9	Name (Date of birth)  Hori Naoki (January 27, 1961) (Male) New appointment Outside Director Independent	April 1983 June 2010 June 2010 May 2013 May 2016 June 2016 May 2017 June 2017 April 2018 May 2018 April 2019 April 2021 April 2021 [Significant of Managing Expoirector, Mit [Number of son of the content of the conten	Joined the Sanwa Bank, Ltd. Executive Officer, Bank of Tokyo-Mitsubishi UFJ, Ltd. Executive Officer, Mitsubishi UFJ Financial Group, Inc. Managing Executive Officer, Bank of Tokyo-Mitsubishi UFJ, Ltd. Managing Executive Officer, Mitsubishi UFJ Financial Group, Inc. Managing Director, Bank of Tokyo-Mitsubishi UFJ, Ltd. Senior Managing Director, Bank of Tokyo-Mitsubishi UFJ, Ltd. Senior Managing Director, Bank of Tokyo-Mitsubishi UFJ, Ltd. Director, Senior Managing Executive Officer, Bank of Tokyo-Mitsubishi UFJ, Ltd. Member of the Board of Directors, Senior Managing Executive Officer, MUFG Bank, Ltd. Senior Managing Corporate Executive, Mitsubishi UFJ Financial Group, Inc. Member of the Board of Directors, Deputy President, MUFG Bank, Ltd. (current) Managing Executive Officer, Mitsubishi UFJ Financial Group, Inc. (current) concurrent positions] the Board of Directors, MUFG Bank, Ltd. Recutive Officer, Mitsubishi UFJ Financial Group, Inc. Subishi UFJ NICOS Co., Ltd. Recutive Officer, Mitsubishi UFJ Financial Group, Inc. Subishi UFJ NICOS Co., Ltd. Recottored based on the stock compensation				
		plan —	rest between the candidate and the Company]				

The Company proposes the appointment of Mr. Hori Naoki as a candidate for Outside Director so that he will give appropriate advice and supervision on the overall management of the Group by harnessing his profound insight cultivated through his experience as the manager of a bank from an independent standpoint without any mutual relationship which may impose significant control over the management of the Company. In addition, as a member of the Nomination Committee as well as the Compensation Committee, he is expected to provide participation and advice when considering nominations and compensation for the Company's management team from the perspective of that profound insight.

- (Notes) 1. Each of Mr. Tsunekage Hitoshi, Ms. Koezuka Miharu, Ms. Mochizuki Aiko, and Mr. Hori Naoki is a candidate for Outside Director. Each of Mr. Tsunekage Hitoshi, Ms. Koezuka Miharu, and Ms. Mochizuki Aiko is currently an Outside Director of the Company and will have been in office for 5, 5, and 3 years, respectively, as of the conclusion of this general meeting of shareholders.
  - 2. The Company has designated each of Mr. Tsunekage Hitoshi, Ms. Koezuka Miharu, and Ms. Mochizuki Aiko as an independent director as stipulated by the Tokyo Stock Exchange and plans to extend the designation on condition that he or she is reelected as Outside Director. The Company plans to designate Mr. Hori Naoki as an independent officer as stipulated by the Tokyo Stock Exchange and notify the Exchange to that effect on condition that he is elected as an Outside Director.
  - 3. JAPAN POST HOLDINGS Co., Ltd., where Ms. Koezuka Miharu serves as Outside Director, received business improvement orders from both the Ministry of Internal Affairs and Communications and the Financial Services Agency in December 2019 regarding a number of cases of improper solicitation of insurance products by the company's subsidiary, JAPAN POST INSURANCE Co., Ltd. While she was not aware of the fact until it was revealed, she consistently fulfilled her duties and responsibilities through the board of directors, etc. and sought to ensure that business operations were not conducted against laws, from the standpoint of compliance. After the fact came to light, she confirmed the contents of the measures taken by the company to prevent recurrence.
  - 4. The Company has concluded an agreement with each of Mr. Tsunekage Hitoshi, Ms. Koezuka Miharu, and Ms. Mochizuki Aiko to limit his or her liability described in Article 423, Paragraph 1 of the Companies Act, as stipulated in Article 427, Paragraph 1 of the Companies Act and Article 26 of the existing Articles of Incorporation. The maximum amount of liability described in the agreement will be the amount stipulated by laws and regulations. If each of them is reelected, the Company intends to continue the said agreement. The Company intends to conclude an agreement with the same contents with Mr. Hori Naoki if he is elected.
  - 5. The Company has entered into a directors' and officers' liability insurance agreement with an insurance company as provided for in Article 430-3, Paragraph 1 of the Companies Act, under which all officers of the company are insured. The agreement covers damages that may arise when assuming liability for the execution of duties, or damages to be borne due to receiving a claim related to the pursuit of such liability, and all insurance premiums for the insured will be paid by the Company. If each candidate is appointed Director, he or she will be included as the insured in said insurance agreement. The Company plans to renew the agreement with the same contents at the next renewal period.

# [Reference]

The composition of the Board of Directors (Chairperson: Achikita Teruhiko) and the expertise and experience possessed by each Director (including areas of expectations) if Proposal 2 is approved as originally proposed are as follows.

Expertise and experience											
Name	Gender	Committee	Corporate management/ Management strategy	Sustainability management	Law/ Compliance/ Risk management	Finance & Accounting	Human resources strategy/ Management	IT/ Digital	Railway/ Mobility services	Real estate/ Community development	Marketing
Achikita Teruhiko	Male	Nomination Committee Compensation Committee	•	•	•						•
Okajima Nobuyuki	Male	Compensation Committee	•				•		•		•
Ashibe Naoto	Male	_	•				•		•		
Kajitani Satoshi	Male	_	•						•		
Otsuka Takahiro	Male	_	•	•		•					
Tsunekage Hitoshi	Male	Nomination Committee Compensation Committee (Chairperson)	•	•		•	•				
Koezuka Miharu	Female	Nomination Committee	•	•			•				•
Mochizuki Aiko	Female	Compensation Committee	•			•		•			•
Hori Naoki	Male	Nomination Committee Compensation Committee	•		•	•	•				
Urai Keiji	Male	Audit & Supervisory Committee			•		•				
Yasuda Takayoshi	Male	Audit & Supervisory Committee	•		•	•				•	
Kunibe Takeshi	Male	Audit & Supervisory Committee Nomination Committee (Chairperson)	•	•	•	•					
Miki Shohei	Male	Audit & Supervisory Committee (Chairperson) Compensation Committee	•		•	•					•
Igoshi Tomoko	Female	Audit & Supervisory Committee			•	•					
Tanaka Takahiro	Male	Audit & Supervisory Committee			•	•					

(Note) Table above does not represent all of the expertise or experience possessed by Directors.