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Securities Code: 5290

June 10, 2024

To all shareholders,

Akihide Tsuchiya, Representative Director and President

Vertex Corporation

5-7-2 Kojimachi, Chiyoda-ku, Tokyo

Notice of the 6th Ordinary General Meeting of Shareholders

Vertex Corporation (the “Company”) is pleased to announce its 6th Ordinary General Meeting of Shareholders, which will be held as indicated below.

In convening this General Meeting of Shareholders, the Company has taken measures to provide information that constitutes the content of reference documents for the general meeting of shareholders, etc. (items for which measures for providing information in electronic format are to be taken) in electronic format, and has posted the information on the Company’s website. Please access the following website to view the information.

The Company’s website: <https://www.vertex-grp.co.jp> (in Japanese)

(From the above website, select “Investor Relations,” “Stock Information,” and then “Meeting of Shareholders.”)

In addition to the Company’s website, the items subject to measures for electronic provision are also posted on the website of the Tokyo Stock Exchange (TSE) which can be viewed below.

TSE website (Listed Company Search):

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese)

(Access the TSE website by using the Internet address shown above, enter “Vertex Corporation” in “Issue name (company name)” or the Company’s securities code “5290” in “Code,” and click “Search.” Then, click “Basic information” and select “Documents for public inspection/PR information.” Under “Filed information available for public inspection,” click “Click here for access” under “[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].”)

If you do not wish to attend on the day of the event, you can still exercise your voting rights via the Internet or in writing (by mail). Please read the attached “Reference Documents for the General Meeting of Shareholders” and exercise your voting rights, by no later than Wednesday, June 26, 2024, at 5:45 p.m. (JST).

1. Date and Time Thursday, June 27, 2024, 10:00 a.m. (Reception to begin at 9:00 a.m.) (JST)

2. Location Square Kojimachi, 3F meeting room
6-6 Kojimachi, Chiyoda-ku, Tokyo

3. Meeting Objectives

Items to Report

1. Business Report and Consolidated Financial Statements for the 6th Term (from April 1, 2023 to March 31, 2024), as well as the results of the audit of the Consolidated Financial Statements by the Financial Auditor and Audit and Supervisory Committee
2. Non-consolidated Financial Statement reports for the 6th Term (from April 1, 2023 to March 31, 2024)

Matters to be Resolved

Proposal No. 1 Appropriation of Surplus

Proposal No. 2 Election of Three Directors (Excluding Directors Serving as Audit and Supervisory Committee Members)

Proposal No. 3 Election of Five Directors Serving as Audit and Supervisory Committee Members

4. Matters Decided Prior to the Convocation (Information on the Exercising of Voting Rights)

- (1) If there is no clear indication of approval or disapproval for an agenda item on your voting form when you exercise your voting rights in writing (by mail), it will be treated as an indication of approval.
- (2) If you exercise your voting rights multiple times via the Internet, only the most recent vote will be treated as valid.
- (3) If you exercise your voting rights through both the Internet and in writing (by mail), the vote made through the Internet will be treated as valid, regardless of the date and time they were received.
- (4) If you exercise your voting rights by proxy, one other shareholder with voting rights may attend the General Meeting of Shareholders as your proxy. However, please note that your proxy will be required to submit a document certifying your authority of representation.

- ◎ If attending on the day of the event, please submit your enclosed voting form to the reception desk.
In order to save resources, please also bring this notice of convocation.
- ◎ Please note that we will not be offering any gifts for those who attend this meeting.
- ◎ If revisions to the items subject to measures for electronic provision arise, a notice of the revisions and the details of the items before and after the revisions will be posted on the Company's website and the TSE website shown above.
- ◎ In principle, the Company asks you to check the items subject to measures for electronic provision by accessing either of the websites mentioned above, and we have decided to deliver paper-based documents stating the items only to shareholders who request the delivery of paper-based documents by the record date. However, for this General Meeting of Shareholders, we have delivered paper-based documents stating the items subject to measures for electronic provision to all shareholders, regardless of whether or not they have requested them.

Among the items subject to measures for electronic provision, in accordance with the provisions of laws and regulations as well as Article 16 of the Company's Articles of Incorporation, "Notes to Consolidated Financial Statements" and "Notes to Non-consolidated Financial Statements" are not provided in the paper-based documents delivered to shareholders.

The "Consolidated Financial Statements" and "Non-consolidated Financial Statements" included in such documents (in Japanese only) are a part of the "Consolidated Financial Statements" and "Non-consolidated Financial Statements" audited by the Financial Auditor and the Audit and Supervisory Committee when preparing the accounting audit report and audit report.

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Information

Proposal No. 1 Appropriation of Surplus

The Company's basic policy is to pay stable and continuous dividends while also securing the internal reserves necessary for future business development and the strengthening of the management structure.

For the current fiscal year, we have comprehensively taken into account the basic policy and medium- to long-term perspectives, and would like to propose the following:

Year-end dividends

- (1) Type of dividend property
To be paid in cash.
- (2) Allotment of dividend property and total amount
¥40 per share of common stock, for a total amount of ¥1,041,608,680.
- (3) Effective date for dividends of surplus
The effective date for dividends will be June 28, 2024.

Proposal No. 2 Election of Three Directors (Excluding Directors Serving as Audit and Supervisory Committee Members)

The terms of office of all four Directors of the Company (excluding Directors serving as Audit and Supervisory Committee Members. The same shall apply hereafter in this proposal) will expire at the conclusion of this meeting. Therefore, to implement the management structure reform and to enable the Board of Directors to make decisions strategically and flexibly, the Company proposes to reduce the number of Directors by one and to elect three Directors. With regard to this proposal, the Audit and Supervisory Committee of the Company has determined that all candidates for Director are suitable.

The candidates for Director are as follows:

Candidate No.	Name (Date of Birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's Shares Owned
1	Yoshihito Tanaka (June 27, 1958)	<p>Apr. 1981 Joined Hokuriku Concrete Industry Co., Ltd. (now Vertex Co., Ltd.)</p> <p>Apr. 1992 General Manager of Takefu Plant</p> <p>Apr. 2001 General Manager of Bio Systems Office, Environmental Business Division</p> <p>June 2006 Executive Officer, General Manager of Technology Division</p> <p>Mar. 2008 Representative Director and President of Maintenance Survey Design Co., Ltd. (now M-T Giken Co., Ltd.)</p> <p>Mar. 2011 General Manager of Technology Division, Hokukon Co., Ltd. (now Vertex Co., Ltd.)</p> <p>June 2011 Director, Executive Officer, General Manager of Technology Division</p> <p>June 2013 Director, Managing Executive Officer, General Manager of Technology Division</p> <p>June 2015 Director, Senior Managing Executive Officer, General Manager of Technology Division</p> <p>Feb. 2016 Representative Director and Vice President, General Manager of Technology Division</p> <p>Oct. 2018 Director and Vice Chairman of the Company</p> <p>Mar. 2019 Representative Director and Vice President, General Manager of Environmental Business Division, Hokukon Co., Ltd. (now Vertex Co., Ltd.)</p> <p>June 2019 Representative Director and President</p> <p>June 2020 Representative Director and Chairman of the Company (current position)</p> <p>Apr. 2021 Representative Director and Chairman of Vertex Co., Ltd. (current position)</p> <p>(Up to date)</p>	48,159 shares

Candidate No.	Name (Date of Birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's Shares Owned
2	Akihide Tsuchiya (January 19, 1962)	<p>Apr. 1984 Joined SUZUKI MOTOR CORPORATION</p> <p>July 2005 Joined Nippon Zenith Pipe Co., Ltd. (now Vertex Co., Ltd.), General Manager of Sales Promotion Department</p> <p>Sept. 2006 General Manager of Sales Division, General Manager of Tokyo Branch</p> <p>Aug. 2007 Director, General Manager of Sales Division, General Manager of Tokyo Branch, General Manager of Nagoya Branch</p> <p>Apr. 2009 Director, General Manager of Sales Division, General Manager of Tokyo Branch, General Manager of Osaka Branch</p> <p>Aug. 2009 Managing Director, General Manager of Sales Division, General Manager of Tokyo Branch, General Manager of Osaka Branch</p> <p>Apr. 2011 Director, Managing Executive Officer, General Manager of Sales Division, General Manager of Tokyo Branch</p> <p>June 2013 Director of Haneda Zenith Holdings Co., Ltd. (now Vertex Co., Ltd.)</p> <p>Apr. 2014 Managing Director of Haneda Zenith Co., Ltd. (now Vertex Co., Ltd.)</p> <p>Apr. 2017 Representative Director and President (current position)</p> <p>June 2017 Representative Director and President of Haneda Zenith Holdings Co., Ltd. (now Vertex Co., Ltd.)</p> <p>Oct. 2018 Representative Director and President of the Company (current position) (Up to date)</p>	39,024 shares
<div style="border: 1px solid black; padding: 2px; display: inline-block;">New Election</div> 3	Yuzuru Yamamoto (October 23, 1968)	<p>Apr. 1987 Joined Nippon Zenith Pipe Co., Ltd. (now Vertex Co., Ltd.)</p> <p>Apr. 2004 General Manager of Nagoya Sales Office</p> <p>Apr. 2009 General Manager of Nagoya Branch, General Manager of Mikawa Sales Office, General Manager of Shizuoka Sales Office</p> <p>Apr. 2013 General Manager of Osaka Branch, General Manager of Nagoya Branch</p> <p>Apr. 2014 General Manager of Osaka Branch, General Manager of Hyogo Sales Office, General Manager of Kyoto Sales Office of Haneda Zenith Co., Ltd. (now Vertex Co., Ltd.)</p> <p>Apr. 2017 Director, General Manager of Sales Department at the Head Office</p> <p>June 2017 Director, Managing Executive Officer, General Manager of Sales Department at the Head Office</p> <p>June 2017 Director of Haneda Zenith Holdings Co., Ltd. (now Vertex Co., Ltd.)</p> <p>Oct. 2018 Director of the Company</p> <p>Apr. 2022 Managing Executive Officer of the Company, Managing Director of Vertex Co., Ltd. (current position) (Up to date)</p>	14,370 shares

Notes: 1. There are no special interests between any of the candidates and the Company.
2. The number of Company shares owned includes the portion held by the executive shareholders' association.

3. The Company has entered into a directors and officers liability insurance contract as provided for in Article 430-3, paragraph (1) of the Companies Act, with Yoshihito Tanaka and Akihide Tsuchiya as insured parties. The insurance premiums for this shall be fully borne by the Company, and covers damages that may occur as a result of the insured individuals being responsible for the execution of their duties or as a result of receiving a claim for the pursuit of such liabilities. If their reelection is approved, they will continue to be insured under the insurance contract. If the election of Yuzuru Yamamoto is approved, he will also be insured under the insurance contract. In addition, when the contract is renewed, the Company plans to renew the contract with the same terms.
4. The reason why Yoshihito Tanaka was nominated to be a candidate for Director is that he has been involved in the management of the Company as a Director since the Company's establishment and has effectively fulfilled his roles and responsibilities, as well as possessing diverse work experience, particularly in the technology, development and manufacturing departments across the Company's overall business. He has also provided appropriate management guidance and supervision as Representative Director since June 2020. The Company therefore requests approval to re-elect him as a Director.
5. The reason why Akihide Tsuchiya was nominated to be a candidate for Director is that he has provided appropriate management guidance and supervision as a Representative Director since the Company's establishment and has effectively fulfilled his roles and responsibilities, as well as possessing abundant experience, broad insight, and extensive personal connections in corporate management, sales and marketing strategies. The Company therefore requests approval to re-elect him as a Director.
6. The reason why Yuzuru Yamamoto was nominated to be a candidate for Director is that, in addition to his responsibilities as an Executive Officer of the Company, including management and supervision of the Company's group companies, he is engaged in management as a Director of Vertex Co., Ltd., a major subsidiary of the Company, and has effectively fulfilled his roles and responsibilities. The Company judges he will contribute to the further enhancement of the corporate value of the Company's group. The Company therefore requests approval to elect him as a new Director.

Proposal No. 3 Election of Five Directors Serving as Audit and Supervisory Committee Members

The terms of office of four Directors serving as Audit and Supervisory Committee Members (of those, three being Outside Directors) will expire at the conclusion of this meeting.

Therefore, in order to strengthen the audit system, the Company proposes to increase the number of Directors serving as Audit and Supervisory Committee Members by one and to elect five Directors serving as Audit and Supervisory Committee Members (of those, four being Outside Directors).

In addition, the consent of the Audit and Supervisory Committee has been obtained for this proposal.

Candidates for the role of Director serving as an Audit and Supervisory Committee Member are as follows:

Candidate No.	Name (Date of Birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's Shares Owned
<div style="border: 1px solid black; padding: 2px; display: inline-block;">New Election</div> 1	Satoshi Takane (October 23, 1958)	Apr. 1982 Joined The Kyowa Bank, Ltd. (now Resona Bank, Limited) July 2000 General Manager of Todoroki Branch, The Asahi Bank, Ltd. (now Resona Bank, Limited) June 2002 General Manager of Administration Division, HANEX Co., Ltd. (now Vertex Co., Ltd.) June 2010 Director, General Manager of Administration Division Dec. 2011 Director, Managing Executive Officer June 2013 Director of Haneda Zenith Holdings Co., Ltd. (now Vertex Co., Ltd.) Apr. 2014 Representative Director and Senior Managing Director of Haneda Zenith Co., Ltd. (now Vertex Co., Ltd.) Apr. 2017 Representative Director and Chairman June 2017 Representative Director and Chairman of Haneda Zenith Holdings Co., Ltd. (now Vertex Co., Ltd.) Oct. 2018 Director and Vice Chairman of the Company June 2020 Director (current position) (Up to date)	6,964 shares
2	Kuniyoshi Koike (July 9, 1969)	Apr. 1996 Registered as an attorney at law (with The Tokyo Bar Association) (current position) Joined Minato Sougou Law Office (current position) Nov. 2007 Member of Charter Committee, The Tokyo Bar Association Apr. 2008 Part-time lecturer, Hosei University Law School (current position) Apr. 2011 Lecturer of Public Services Human Resource Development Center, Hosei University Oct. 2011 Legal counsel of Haneda Zenith Holdings Co., Ltd. (now Vertex Co., Ltd.) June 2015 Outside Director of Haneda Zenith Holdings Co., Ltd. (now Vertex Co., Ltd.) June 2016 Director of Chuo Labour Bank (current position) Oct. 2018 Outside Director of the Company June 2020 Outside Director (Audit and Supervisory Committee Member) (current position) (Up to date)	300 shares

Candidate No.	Name (Date of Birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's Shares Owned
3	Hisataka Sokawa (October 21, 1947)	<p>Apr. 1971 Joined Ministry of Construction (now Ministry of Land, Infrastructure, Transport and Tourism (MLIT))</p> <p>June 2000 Director-General of Sewerage and Wastewater Management Department, City Bureau</p> <p>Jan. 2001 Director-General of Sewerage and Wastewater Management Department, City and Regional Bureau, MLIT</p> <p>Oct. 2003 Senior Managing Director of Japan Institute of Wastewater Engineering and Technology</p> <p>July 2005 Director of Japan Sewage Works Agency (in charge of business management)</p> <p>July 2008 Vice President</p> <p>July 2009 President</p> <p>July 2012 Chairman of Japan Sewage Works Association</p> <p>June 2017 Advisor (current position)</p> <p>June 2019 Outside Auditor of the Company</p> <p>June 2020 Outside Director (Audit and Supervisory Committee Member) (current position) (Up to date)</p>	0 shares
<div style="border: 1px solid black; padding: 2px; display: inline-block;">New Election</div> 4	Yutaka Mori (June 7, 1959)	<p>Jan. 1987 Employed by Board of Audit of Japan</p> <p>July 1992 Investigation Division, Securities and Exchange Surveillance Commission of the Ministry of Finance</p> <p>Dec. 1994 Auditor of Agricultural Infrastructure Audit Division, 4th Bureau, Board of Audit of Japan</p> <p>Jan. 2001 Manager of Procurement Section, Procurement Division of CENTRAL JAPAN INTERNATIONAL AIRPORT COMPANY, LIMITED</p> <p>Apr. 2005 Director of Finance Audit Division, 1st Bureau, Board of Audit of Japan</p> <p>July 2007 Personnel Planning Officer of Personnel Division, Secretariat</p> <p>Apr. 2011 Senior Director of Secretariat</p> <p>Apr. 2013 Senior Director of Agricultural Infrastructure Audit Division, 4th Bureau</p> <p>Apr. 2016 Senior Director of Accounts Division, Secretariat</p> <p>Apr. 2017 Assistant Secretary General of Secretariat (in charge of the 5th Bureau)</p> <p>Apr. 2018 Assistant Secretary General of Secretariat (in charge of the 1st Bureau)</p> <p>Jan. 2019 Director General of 3rd Bureau</p> <p>July 2019 Director General of 5th Bureau</p> <p>Apr. 2020 Audit Commissioner of Shizuoka Prefecture</p> <p>Nov. 2020 Chief Audit Commissioner of Shizuoka Prefecture</p> <p>Mar. 2024 Chief Audit Commissioner of Shizuoka Local Tax Arrears Settlement Agency (current position) (Up to date)</p>	0 shares

Candidate No.	Name (Date of Birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's Shares Owned
<div style="border: 1px solid black; padding: 2px; display: inline-block;">New Election</div> 5	Hatsumi Matsuami (January 28, 1968)	Apr. 1999 Registered as an attorney at law (with The Osaka Bar Association) (current position) Joined Keihanshin Law Office May 2004 Established Sougou Law Office Namihaya (now Namihaya Law Office) (current position) Apr. 2021 Legal Advisor of the Company June 2023 Outside Audit & Supervisory Board Member of KYOSHA CO.,LTD (current position) (Up to date)	0 shares

- Notes:
1. The Company has a legal advisory contract with Namihaya Law Office, to which Hatsumi Matsuami belongs. However, the transaction volume is minimal. There are no special interests between the other candidates and the Company.
 2. Satoshi Takane has held various important positions over the years, including Director of the Company, and has abundant experience and insight regarding the Company in general, mainly in the areas of human resources and labor affairs and financial accounting department. The Company judges he will be able to provide objective opinions from a neutral standpoint and properly fulfill his responsibilities as an Audit and Supervisory Committee Member, and has therefore nominated him as a candidate for Director serving as Audit and Supervisory Committee Member.
 3. Kuniyoshi Koike, Hisataka Sokawa, Yutaka Mori, and Hatsumi Matsuami are candidates for Outside Director.
 4. The reason why Kuniyoshi Koike was nominated to be a candidate for Outside Director and outline of expected roles are that he possesses a wealth of experience and insight as an attorney at law. The Company expects that he will monitor management from an independent and objective perspective, taking into account the entire corporate society, including laws and regulations. Additionally, if he is re-elected, he will participate from a neutral and objective standpoint to ensure validity and appropriateness in the Company's decision-making.
 5. The reason why Hisataka Sokawa was nominated to be a candidate for Outside Director and outline of expected roles are that he possesses an extensive knowledge and high level of insight, and that he is intimately familiar with the sewerage field through the experience he has gained in positions such as the Chairman of the Japan Sewage Works Association. The Company expects that he will be able to continue to provide supervision and advice regarding the execution of directorial duties from a professional standpoint taking advantage of that insight, etc. Additionally, if he is re-elected, he will participate from a neutral and objective standpoint to ensure validity and appropriateness in the Company's decision-making. Although he has never in the past been involved in the management of a company except as an outside officer, the Company judges he will appropriately fulfill his duties as an Outside Director based on the above reasons.
 6. The reason why Yutaka Mori was nominated to be a candidate for Outside Director and outline of expected roles are that he possesses a wealth of knowledge and high level of insight cultivated through his many years of experience in government agencies. The Company expects that he will be able to provide supervision and advice regarding the execution of directorial duties, particularly the financial and accounting departments, from a professional standpoint, and continue taking advantage of that insight, etc. Additionally, if he is elected, he will participate from a neutral and objective standpoint to ensure validity and appropriateness in the Company's decision-making. Although he has never in the past been involved in the management of a company except as an outside officer, the Company judges he will appropriately fulfill his duties as an Outside Director based on the above reasons.
 7. The reason why Hatsumi Matsuami was nominated to be a candidate for Outside Director and outline of expected roles are that she possesses a wealth of experience and insight as an attorney at law. The Company expects that she will monitor management from an independent and an objective standpoint as a legal expert. Additionally, if she is elected, she will participate from a neutral and objective standpoint to ensure validity and appropriateness in the Company's decision-making.
 8. Kuniyoshi Koike and Hisataka Sokawa are currently Outside Directors serving as Audit and Supervisory Committee Members. At the conclusion of this meeting, the term of office for Mr. Koike will be five years and eight months, and the term of office as Outside Director for Mr. Sokawa will be four years. Additionally, Mr. Sokawa has served as an Outside Auditor for the Company in the past.
 9. The Company has entered into contracts with Kuniyoshi Koike and Hisataka Sokawa based on the provisions of Article 427, paragraph (1) of the Companies Act limiting liability for damages under Article 423, paragraph (1) of the same act. The maximum amount of liability for damages based on the aforementioned contracts is the minimum liability limit stipulated in Article 425, paragraph (1) of the Companies Act, and If their reelection is approved, the Company will continue the limited liability contracts with the same terms. If the election of Satoshi Takane, Yutaka Mori, and Hatsumi Matsuami is approved, the Company will enter into the limited liability contracts with the same terms.
 10. The Company has entered into a directors and officers liability insurance contract as provided for in Article 430-3, paragraph (1) of the Companies Act, with Kuniyoshi Koike and Hisataka Sokawa as insured parties. The insurance premiums for this shall be fully borne by the Company, and covers damages that may occur as a result of the insured individuals being responsible for the execution of their duties or as a result of receiving a claim for the pursuit of such

liabilities. If their reelection is approved, they will be insured under the insurance contract. If the election of Satoshi Takane, Yutaka Mori, and Hatsumi Matsuami is approved, they will also be insured under the insurance contract. In addition, when the contract is renewed, the Company plans to renew the contract with the same terms.

11. The Company has given notification regarding Kuniyoshi Koike and Hisataka Sokawa as independent officers based on the provisions of the Tokyo Stock Exchange. If their reelection is approved, they will continue as independent officers. Yutaka Mori and Hatsumi Matsuami also satisfy the requirements for an independent officer based on the provisions of the Tokyo Stock Exchange. If their election is approved, the Company plans to designate them as an independent officer.

Reference
Skill Matrix

Name	Outside Independent	Corporate Management Management Strategy	Sales Marketing	Development Production Technology	Financial Accounting Finance M&A	Human Resources Labor Human Resources Development	Legal Compliance Risk Management	Administrative Experience
Yoshihito Tanaka		●		●				
Akihide Tsuchiya		●	●		●			
Yuzuru Yamamoto		●	●					
Satoshi Takane					●	●	●	
Kuniyoshi Koike	★					●	●	
Hisataka Sokawa	★		●	●				●
Yutaka Mori	★				●			●
Hatsumi Matsuami	★					●	●	

Reference
Independence Standards for Outside Directors

The Company has established the following independence standards for Outside Directors, and if it is determined that none of the following items apply to an Outside Director, the Company deems that the Outside Director is independent from the Company with no risk of conflicts of interest with general shareholders.

1. The Outside Director is not currently an officer (note 1) or employee of the Company and the Company's subsidiaries and associates (hereinafter the "Group") and has not been an officer or employee of the Group in the past.
2. The Outside Director satisfies the following requirements, and economic independence and neutrality from the Group and other specified companies, etc. is ensured.
 - (1) None of the following items apply.
 - (i) An officer or employee of a company, etc. that is a major business partner (note 2) of the Group
 - (ii) A person or a company, etc. that is a major shareholder (note 3) of the Company, or an officer or employee of a company, etc. in which the Group is a major shareholder
 - (iii) A consultant, attorney at law, etc. who receives a large amount of money (note 4) or other properties from the Group, other than officers' remuneration
 - (iv) A financial auditor of the Group or an employee, etc. of the financial auditor in the past ten years
 - (v) A person who receives donations of a large amount of money (note 4) or other properties from the Group, or an officer or employee of a corporation, organization, etc. that receives the donation
 - (vi) A person whose spouse or relative within second degree of kinship falls under any of (i) through (v) above
3. The Outside Director satisfies the requirements for independence and neutrality set forth in these standards, and after assuming office as Director, continues to satisfy the requirements.

- Notes:
1. An "officer" is a director, audit & supervisory board member, or other officer, etc.
 2. A "major business partner" is a company, etc. for which the value of payments made or payments received as consideration for business and transactions with the Group in any of the last three fiscal years is 2% or more of the Group's net sales.
 3. A "major shareholder" is a person or a company, etc. that directly or indirectly held 10% or more of the total voting rights in any of the last three fiscal years.
 4. A "large amount" is defined as ¥10 million or more a year on average for the last three fiscal years.