

Corporate Philosophy of the Earth Group

We act to live in harmony with the Earth.

The use of the word “Earth” in our corporate name is based on the vision of our founders, who sought to provide the world with products that are beneficial to people.

For more than a century since our founding in 1892, we have been devoted to helping people live happy, healthy lives and have continued to provide high-quality products, thus growing steadily together alongside society in the process.

Moving forward, as an essential part of diverse lifestyles for even more people around the world, Earth Group will advance together with our customers, society, and shareholders as we contribute to even greater prosperity and enjoyment in daily living through harmony with the essence of life.

地球を、キモチいい家に。



Featuring a motif of the Earth, the blue part of our logo represents “life” that is both safe and enjoyable, while the red part of the design protruding to the right expresses the passionate, sincere and energetic corporate spirit of the Earth Group: “Act.”

To express the Earth Group’s stance of aiming for the best and continuously taking on new challenges, we adopted the design of having the letter “A” in “EARTH” shaped like an upward pointing arrow.

“Act For Life” expresses Earth Group’s promise to our customers; namely, that we will exist in harmony with the lives and lifestyles of all people (Life) and will contribute (Act) to ensure safe and enjoyable lifestyles.

The Japanese tagline “地球を、キモチいい家に。” is our way of expressing our “Act For Life” commitment to customers in a friendly and memorable way.

“キモチいい (*kimochi-ii*)” signifies safety and enjoyment in Japanese.

To Our Stockholders

I would like to express my deepest appreciation for the continued patronage of our stockholders.

Last year, the market for our core “*Mushi Care Products*” (home use pesticide products) declined sharply due to the natural disasters that occurred in Japan, including torrential rains, floods, earthquakes and intense summer heat. As a result, we recorded a consolidated net loss for the first time since the Company’s listing. We offer our sincerest apologies for being unable to meet the expectations of our stockholders. However, with respect to the basic strategies and initiatives listed in our mid-term management plan, we definitely feel a positive response, and we will continue to move forward with confidence. This year, even if we are affected by natural disasters, we will steadily work to ensure that our initiatives thus far in reducing product returns, cutting costs, developing some markets for our core categories, and actively expanding our overseas business lead to results.

On the domestic front, we entered the nursing care products market, while overseas we will pursue the challenge of transitioning, in “*Mushi Care Products*” market, from the leading company in Japan to the market leader in Asia by cross-border cooperation and collaboration across our corporate group.

Furthermore, in order to promote diversity and further strengthen our corporate governance, we will review our management structure and continue to make further efforts.

I sincerely request all stockholders to provide us with your continued support and cooperation in all our future endeavors.

March 2019

Katsunori Kawabata
President & Representative Director
Earth Corporation
Chief Executive Officer
Earth Group



Note: This document is a partial translation of the Japanese original and is intended for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail. The Company assumes no responsibility for this translation or for direct, indirect or any other forms of damages arising from the translation.

(Stock Exchange Code 4985)
March 7, 2019

To Stockholders

Katsunori Kawabata
President & Representative Director
Earth Corporation
Earth Group CEO
2-12-1 Kanda-Tsukasamachi, Chiyoda-ku,
Tokyo

NOTICE OF CONVOCATION OF THE 95TH ANNUAL GENERAL MEETING OF STOCKHOLDERS

Dear Stockholders:

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

You are cordially invited to attend the 95th Annual General Meeting of Stockholders of Earth Corporation (the “Company”). The meeting will be held for the purposes described below.

If you are unable to attend the meeting, you can exercise your voting rights in writing or electronically. Please review the attached “Reference Documents for the General Meeting of Stockholders” and exercise your voting rights no later than 5:20 p.m. on Wednesday, March 27, 2019 (JST).

- 1. Date and Time:** Thursday, March 28, 2019 at 10:00 a.m. (JST)
Reception begins at 9:00 a.m. As it is expected to be crowded right before the start of the meeting, we suggest you arrive early.
- 2. Place:** 2F Hall, Belle Salle Kanda, Sumitomo Fudosan Kanda Building
7 Kanda Mitoshirocho, Chiyoda-ku, Tokyo, Japan
If the hall on 2F is fully seated, you will be guided to the second hall on 3F. We apologize for any inconvenience caused.
- 3. Meeting Agenda:**
 - Matters to be reported:**
 1. The Business Report, Consolidated Financial Statements for the Company’s 95th Fiscal Year (January 1, 2018 – December 31, 2018) and results of audit by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements
 2. Non-Consolidated Financial Statements for the Company’s 95th Fiscal Year (January 1, 2018 – December 31, 2018)
 - Proposals to be resolved:**
 - Proposal 1:** Election of 8 Directors on Board
 - Proposal 2:** Election of 2 Audit & Supervisory Board Members
 - Proposal 3:** Election of 1 Substitute Statutory Audit & Supervisory Board Member

Reference Documents for the General Meeting of Stockholders

Proposals and References



Proposal 1: Election of 8 Directors on Board

The terms of office of all 9 Directors on Board will expire at the conclusion of this Annual General Meeting of Stockholders. Accordingly, the election of 8 Directors on Board is proposed.

The candidates are as follows:


No.	Name			Current positions and responsibilities at the Company
1	[Re-election]	Tatsuya Otsuka		Chairman
2	[Re-election]	Katsunori Kawabata		President & Representative Director
3	[Re-election]	Yoshinori Kawamura		Director on Board & Managing Executive Officer
4	[Re-election]	Shuji Kimura		Director on Board & Managing Executive Officer
5	[Re-election]	Yoshiyuki Furuya		Director on Board & Managing Executive Officer
6	[Re-election]	Hisaaki Karataki		Director on Board & Senior Executive Officer
7	[Re-election]	Hideyuki Tamura	[Candidate for Outside Director on Board] [Candidate for Independent Director]	Outside Director on Board
8	[New appointment]	Harold George Meij	[Candidate for Outside Director on Board] [Candidate for Independent Director]	

No.	Name (Date of birth)	Career overview, positions and significant concurrent positions		Number of shares of the Company held
1	 Tatsuya Otsuka (May 6, 1958) [Re-election]	April 1986 January 1990 March 1990 March 1992 March 1994 March 1998 March 2014	Joined Otsuka Pharmaceutical Co., Ltd. Joined Earth Corporation Director on Board of Earth Corporation Managing Director on Board of Earth Corporation President & Executive Managing Director on Board of Earth Corporation President & Representative Director of Earth Corporation Chairman of Board of Directors of Earth Corporation (current position)	138,000
<p>[Reasons for nomination as a candidate for Director on Board]</p> <p>Mr. Tatsuya Otsuka has led the management of the Earth Group for many years as Representative Director of the Company, and has a high level of insight into management. Since March 2014, as Chairman, in addition to having constructive discussions and exchanging opinions with each Director on Board, he has also been working on strengthening the governance of the Board of Directors through providing accurate advice to management. Accordingly, to realize the strategy of the Earth Group, which aims for the improvement of sustainable corporate value, by capitalizing on his abundant experience, we have renominated him as a candidate for Director on Board.</p>				
2	 Katsunori Kawabata (September 15, 1971) [Re-election]	March 1994 March 2011 March 2013 March 2014 August 2015 January 2017 March 2019	Joined Earth Corporation Board Director Status, General Manager of Sales Headquarters Osaka Office of Earth Corporation Director on Board, Director General of Gardening Strategy Headquarters of Earth Corporation President & Representative Director, and Director General of Gardening Strategy Headquarters of Earth Corporation President & Representative Director, and Director General of Marketing General Strategy Headquarters of Earth Corporation President & Representative Director of Earth Corporation, Earth Group CEO (current position) Chairman of Board of Directors of Bathclin Corp. (current position)	26,500
<p>[Reasons for nomination as a candidate for Director on Board]</p> <p>Since assuming the position of Representative Director in March 2014, Mr. Katsunori Kawabata has actively promoted the maximization of synergy in the Group and overseas development consistently, grounded in a customer-centric mindset, and displayed strong leadership in the development of the Earth Group. As President & Representative Director, he has also promoted structural reforms in order to strengthen the Board of Directors' decision-making and supervisory functions. Accordingly, to realize the strategy of the Earth Group, which aims for the improvement of sustainable corporate value, we have renominated him as a candidate for Director on Board.</p>				

No.	Name (Date of birth)	Career overview, positions and significant concurrent positions		Number of shares of the Company held
3	 Yoshinori Kawamura (March 12, 1952) [Re-election]	February 1976 January 1981 January 1993 October 1999 March 2001 March 2010 March 2018 October 2018	Joined Otsuka Pharmaceutical Co., Ltd. Joined Earth Corporation President & CEO of ARS CHEMICAL (THAILAND) CO., LTD. Board Director Status, General Manager of International Department of Earth Corporation Director on Board, General Manager of International Department of Earth Corporation Managing Director on Board, Director General of International Headquarters of Earth Corporation Director on Board & Managing Executive Officer, Director General of International Strategy Headquarters of Earth Corporation Director on Board & Managing Executive Officer of Earth Corporation (Overseas Operations) (current position)	31,200
[Reasons for nomination as a candidate for Director on Board] Mr. Yoshinori Kawamura has engaged in the management of overseas subsidiaries for many years, as well as directed overseas sales activities of the Earth Group, actively contributing to the expansion of our overseas business scale. He has contributed to the strengthening of the Board of Directors' decision-making and supervisory functions by capitalizing on his abundant experience and outstanding track record overseas. Accordingly, to aim for the improvement of the sustainable corporate value of the Earth Group, we have renominated him as a candidate for Director on Board.				
4	 Shuji Kimura (January 20, 1951) [Re-election]	February 1973 March 1995 March 2005 March 2012 September 2015 September 2015 March 2018	Joined Earth Corporation Board Director Status, General Manager of Human Resources Dept. of Earth Corporation Director on Board, General Manager of Supply Chain Dept. of Earth Corporation Managing Director on Board, Ako Manager and General Manager of Supply Chain Dept., Administration Headquarters of Earth Corporation Director of Earth Chemical (Suzhou) Co., Ltd. (current position) Director of Earth Chemical (Tianjin) Co., Ltd. (current position) Director on Board & Managing Executive Officer, Director General of Global Supply (SCM) Headquarters of Earth Corporation (current position)	26,600
[Reasons for nomination as a candidate for Director on Board] Mr. Shuji Kimura has engaged in the operations of the sales, logistics and production departments, contributing to the creation of synergy through the cooperation of domestic and overseas Group companies by directing the Earth Group supply chain from procurement to shipment, particularly in the Asian region. Capitalizing on his abundant experience and outstanding track record, he has contributed to the strengthening of the Board of Directors' decision-making and supervisory functions. Accordingly, to aim for the improvement of the sustainable corporate value of the Earth Group, we have renominated him as a candidate for Director on Board.				

No.	Name (Date of birth)	Career overview, positions and significant concurrent positions	Number of shares of the Company held
5	 Yoshiyuki Furuya (January 19, 1963) [Re-election]	March 1985 Joined Earth Corporation March 2008 Board Director Status, General Manager of Sales Planning Dept., Sales Headquarters of Earth Corporation February 2012 Director of Bathclin Corp. March 2014 Director on Board, General Manager of Sales Planning Dept., Sales Headquarters of Earth Corporation September 2014 Director of Hakugen Earth Co., Ltd. January 2015 Director on Board, Director General of Sales Headquarters of Earth Corporation March 2016 Managing Director on Board, Director General of Sales Headquarters of Earth Corporation March 2018 Director on Board & Managing Executive Officer, Director General of Sales Headquarters of Earth Corporation (current position)	13,600
[Reasons for nomination as a candidate for Director on Board] Mr. Yoshiyuki Furuya has consistently engaged in front-line sales activities and the operations of the sales planning department since joining the Company, and from January 2015 he has directed activities of the Company's entire sales department. Capitalizing on his abundant experience and outstanding track record in Japan, he has contributed to the strengthening of the Board of Directors' decision-making and supervisory functions. Accordingly, to aim for the improvement of the sustainable corporate value of the Earth Group, we have renominated him as a candidate for Director on Board.			
6	 Hisaaki Karataki (May 8, 1956) [Re-election]	March 1979 Joined Earth Corporation March 2006 Board Director Status, President and General Manager, Earth Chemical (Suzhou) Co., Ltd. March 2011 Director on Board of Earth Corporation, President of China Operations June 2015 Chairman of Earth Chemical (Shanghai) Management Co., Ltd. (current position) September 2015 Chairman of Earth Chemical (Suzhou) Co., Ltd. (current position) September 2015 Chairman of Earth Chemical (Tianjin) Co., Ltd. (current position) March 2016 Director on Board, Director General of Administration Headquarters of Earth Corporation May 2017 Audit & Supervisory Board Member of Earth Corporation Vietnam (current position) July 2017 Audit & Supervisory Board Member of Earth Pet Co., Ltd. (current position) March 2018 Director on Board & Senior Executive Officer, Director General of Administration Headquarters of Earth Corporation (current position)	9,200
[Reasons for nomination as a candidate for Director on Board] Mr. Hisaaki Karataki has engaged in the operations of the production departments of overseas subsidiaries and the management of Chinese subsidiaries for many years, and from 2016 he has directed the Administration Headquarters. Capitalizing on his abundant experience and outstanding track record in Japan and overseas, he has contributed to the strengthening of the Board of Directors' decision-making and supervisory functions. Accordingly, to aim for the improvement of the sustainable corporate value of the Earth Group, we have renominated him as a candidate for Director on Board.			

No.	Name (Date of birth)	Career overview, positions and significant concurrent positions	Number of shares of the Company held
7	 <p>Hideyuki Tamura (January 4, 1951)</p> <p>[Re-election] [Candidate for Outside Director on Board] [Candidate for Independent Director]</p> <p>Number of years in office as Director on Board: 3 years</p>	<p>April 1975 Joined HOKKAICAN CO., LTD. (now Hokkan Holdings, Ltd.)</p> <p>November 1999 General Manager of Technology Development Dept. of HOKKAICAN CO., LTD.</p> <p>March 2000 Director of HOKKAICAN CO., LTD.</p> <p>June 2004 President & CEO of Nitto Seiki Co., Ltd.</p> <p>October 2005 Director, Executive Operating Officer of HOKKAICAN CO., LTD.</p> <p>June 2007 Director of Hokkan Holdings, Ltd.</p> <p>April 2008 President & CEO of HOKKAICAN CO., LTD.</p> <p>June 2010 Executive Managing Director of Hokkan Holdings, Ltd.</p> <p>March 2016 Outside Director on Board of Earth Corporation (current position)</p> <p>June 2017 Special Advisor of HOKKAICAN CO., LTD. (current position)</p>	600
<p>[Reasons for nomination as a candidate for Outside Director on Board] Mr. Hideyuki Tamura has appropriately fulfilled his role, including making decisions over important matters of management and supervising business execution from an independent and fair standpoint as an Outside Director on Board. In addition, as he has abundant experience and extensive knowledge as a corporate manager, and has attended all Board of Directors meetings and provided his opinions, we deem him as an appropriate person to conduct the supervision of business execution as an Outside Director on Board. Therefore, we have renominated him as a candidate for Outside Director on Board.</p> <p>[Matters regarding independence] Mr. Hideyuki Tamura fulfills the criteria for Independent Directors stipulated in the regulations of the Tokyo Stock Exchange as well as the Company's Independence Criteria for Outside Officers. In addition, although Mr. Hideyuki Tamura is from a company that has transactions with the Company concerning materials, his independence is secured as the Company's transactional amount with said company is less than 0.2% of the Company's consolidated net sales.</p>			

No.	Name (Date of birth)	Career overview, positions and significant concurrent positions	Number of shares of the Company held	
8	 Harold George Meij (December 4, 1963) [New appointment] [Candidate for Outside Director on Board] [Candidate for Independent Director]	January 1987	Joined Heineken Japan K.K. (currently Heineken Kirin K.K.) Assistant General Manager	-
		April 1990	Joined Nippon Lever K.K. (currently Unilever Japan K.K.) Assistant Brand Manager	
		April 2000	Joined Sunstar Inc. Executive Officer, Oral Care Division	
		September 2006	Joined COCA-COLA (JAPAN) COMPANY, LIMITED Executive Vice President & General Manager, Marketing Headquarters	
		November 2008	Executive Vice President and Chief Customer Officer of COCA-COLA (JAPAN) COMPANY, LIMITED	
		March 2014	Joined TOMY COMPANY, LTD. Management Advisor	
		June 2015	Representative Director, President & CEO of TOMY COMPANY, LTD.	
June 2018	Representative Director, President & CEO of New Japan Pro-Wrestling Co., Ltd. (current position)			
[Reasons for nomination as a candidate for Outside Director on Board] Mr. Harold George Meij has abundant experience and diverse management insights as a corporate manager of global companies, and is expected to provide various advice and opinions regarding management with a view to the Company's medium- to long-term corporate growth. Accordingly, we have nominated him as a candidate for Outside Director on Board.				
[Matters regarding independence] Mr. Harold George Meij fulfills the criteria for Independent Directors stipulated in the regulations of the Tokyo Stock Exchange as well as the Company's Independence Criteria for Outside Officers.				

(Special remarks pertaining to candidates for Directors on Board)
(Notes)



1. There are no special interests between the candidates for Directors on Board and the Company.
2. Mr. Katsunori Kawabata is to be appointed President & CEO of Earth Pet Co., Ltd. as of March 14, 2019.
3. Outline of liability limitation agreement
 The Company has entered into a liability limitation agreement with Mr. Hideyuki Tamura pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act.
 The maximum amount of liability for damages based on the agreement is the minimum amount of liability stipulated by laws and regulations.
 Upon the election of Mr. Harold George Meij, the Company will enter into a liability limitation agreement with him pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act.
 The maximum amount of liability for damages based on the agreement will be the minimum amount of liability stipulated by laws and regulations.

Proposal 2: Election of 2 Audit & Supervisory Board Members

The terms of office of Audit & Supervisory Board Members Mr. Tetsuo Arita and Mr. Yoshiaki Oishi will expire at the conclusion of this Annual General Meeting of Stockholders. Accordingly, the election of 2 Audit & Supervisory Board Members is proposed.

The Company has already received approval for this proposal from the Audit & Supervisory Board.

The candidates are as follows:

No.	Name (Date of birth)	Career overview, positions and significant concurrent positions	Number of shares of the Company held
1	 Yasuhiko Murayama (May 23, 1956) [New appointment]	March 1979 Joined Earth Corporation April 2005 Chief Manager of Internal Audit Office of Earth Corporation March 2012 General Manager of Human Resources Dept., Administration Headquarters June 2013 Board Director Status, General Manager of Human Resources Dept., Administration Headquarters March 2018 Executive Officer & General Manager of Human Resources Dept., Administration Headquarters (current position)	5,600
<p>[Reasons for nomination as a candidate for Audit & Supervisory Board Member] Mr. Yasuhiko Murayama has engaged in the operations of the human resources department for many years, contributing to the development of the Company's human resources. He also has experience in the internal audit department and has contributed to the strengthening of the Company's governance structure. The Company believes that Mr. Yasuhiko Murayama will capitalize on these experiences to strengthen the audit structure of the Earth Group, and accordingly has nominated him as a candidate for Audit & Supervisory Board Member.</p>			
2	 Yukako Ikukawa (April 20, 1974) [New appointment] [Candidate for Outside Audit & Supervisory Board Member] [Candidate for Independent Director]	April 1997 Joined ORIX Corporation June 1998 Joined Saito Accounting Office September 2001 Joined Tadashi Furumoto Certified Public Accounting and Tax Office (currently Deloitte Tohmatsu Tax Co.) March 2003 Registered as Certified Public Tax Accountant July 2012 Director of Tohmatsu Tax Co. (currently Deloitte Tohmatsu Tax Co.) October 2015 Head of Yukako Ikukawa Tax Accountant Office (current position) December 2015 Outside Audit & Supervisory Board Member of Toa Valve Engineering Inc. December 2016 Outside Director (Audit & Supervisory Committee Member) of Toa Valve Engineering Inc. (current position) June 2018 Senior Partner of KaimanaHila Limited Liability Company (current position)	-
<p>[Reasons for nomination as a candidate for Outside Audit & Supervisory Board Member] Ms. Yukako Ikukawa has expertise as a certified public tax accountant and is well versed in corporate taxation. The Company has judged that she can supervise Directors from a fair and neutral standpoint and offer recommendations and advice, and accordingly has nominated her as a candidate for Outside Audit & Supervisory Board Member.</p> <p>[Matters regarding independence] Ms. Yukako Ikukawa fulfills the criteria for Independent Directors stipulated in the regulations of the Tokyo Stock Exchange as well as the Company's Independence Criteria for Outside Officers.</p>			

(Special remarks pertaining to candidates for Audit & Supervisory Board Member)
(Notes)

1. There are no special interests between the candidates for Audit & Supervisory Board Member and the Company.
2. Policy and procedures for nominating candidates for Audit & Supervisory Board Member
Candidates for Audit & Supervisory Board Member are selected on the basis that they will ensure sound and sustainable growth of the Company and contribute to the establishment of a corporate governance structure that meets social trust, taking into consideration their ability to ensure independence from business executors and to consistently maintain a fair and unbiased attitude, and are decided by the Board of Directors upon obtaining the approval of the Audit & Supervisory Board.
3. Outline of liability limitation agreement
Upon the election of Mr. Yasuhiko Murayama and Ms. Yukako Ikukawa, the Company will enter into liability limitation agreements with them pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act.
The maximum amount of liability for damages based on the agreements will be the minimum amount of liability stipulated by laws and regulations.


Proposal 3: Election of 1 Substitute Audit & Supervisory Board Member

The election of Substitute Audit & Supervisory Board Member Mr. Tsuyoshi Takada, who was elected at the 91st Annual General Meeting of Stockholders, is effective until the start of this Annual General Meeting of Stockholders. Accordingly, the election of 1 Substitute Audit & Supervisory Board Member is proposed in preparation for an event in which the Company lacks the number of Audit & Supervisory Board Members stipulated by laws and regulations.

The effectiveness of the election of Substitute Audit & Supervisory Board Member may be canceled based on a resolution by the Board of Directors after receiving the approval of the Audit & Supervisory Board, only before the candidate assumes office as Audit & Supervisory Board Member.

The Company has already received approval for this proposal from the Audit & Supervisory Board.

The candidate is as follows:

Name (Date of birth)	Career overview, positions and significant concurrent positions	Number of shares of the Company held
 Tsuyoshi Takada (July 28, 1972) [Candidate for Outside Audit & Supervisory Board Member] [Candidate for Independent Director]	April 2000 Registered as Attorney-at-Law April 2000 Joined Torikai Law Office May 2007 Outside Audit & Supervisory Board Member of The Maruetsu, Inc. (current position) June 2007 Outside Audit & Supervisory Board Member of Topre Corporation June 2015 Outside Director of Topre Corporation (current position) January 2016 Partner at Wadakura Gate Law Office (current position)	-
<p>[Reasons for nomination as a candidate for Substitute Audit & Supervisory Board Member] Mr. Tsuyoshi Takada has extensive knowledge of corporate legal affairs as an Attorney-at-Law, and the Company has judged that he can utilize this knowledge for the Company's audit structure. Accordingly, we have nominated him as a candidate for Substitute Audit & Supervisory Board Member.</p> <p>[Matters regarding independence] Mr. Tsuyoshi Takada fulfills the criteria for Independent Directors stipulated in the regulations of the Tokyo Stock Exchange as well as the Company's Independence Criteria for Outside Officers.</p>		

(Notes)

1. There are no special interests between the candidate for Audit & Supervisory Board Member and the Company.
2. Outline of liability limitation agreement
 Upon the election of Mr. Tsuyoshi Takada, the Company will enter into a liability limitation agreement with him pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act.
 The maximum amount of liability for damages based on the agreement will be the minimum amount of liability stipulated by laws and regulations.

(Reference) Independence Criteria for Outside Officers

As part of efforts to strengthen corporate governance, the Company has stipulated the following criteria for assessing the independence of Outside Directors on Board and Outside Audit & Supervisory Board Members.

1. A person who has never been a Director on Board (excluding Outside Directors on Board, the same applies hereinafter), an Audit & Supervisory Board Member (excluding Outside Audit & Supervisory Board Members, the same applies hereinafter), an Executive Officer, or a Key Employee (hereinafter collectively “Director on Board, etc.”) of the Company and its subsidiaries (hereinafter the “Earth Group”).
2. A person who is not a relative within the second degree of kinship of the Earth Group’s Directors on Board, etc.
3. A person who is not among existing Major Stockholders of the Company or a Director on Board, etc. thereof, or a Director on Board, etc. of a company where the Earth Group is a Major Stockholder, in the past year.
4. A person who is not a Director on Board, etc. of any Major Transactional Partner of the Earth Group in the past three years.
5. A person who is not currently a Director on Board, etc. of a company that has accepted a Director on Board or Audit & Supervisory Board Member from the Earth Group, or a Director on Board, etc. of its parent company or subsidiary.
6. A person who is not a certified public accountant as the Earth Group’s Accounting Auditor or a partner or employee of an auditing firm as the Earth Group’s Accounting Auditor.
7. A person who is not a provider of specialized services, including certified public accountants, certified public tax accountants, lawyers, and various consultants, who has accepted monetary and other property benefits, excluding officer remuneration, of more than 10 million yen per year from the Earth Group (If the recipient of the benefits is an organization (e.g., a legal entity), a person who does not belong to an organization whereby the total property benefits received from the Earth Group exceeds 2% of the organization’s total annual income).
8. In addition to the previous items, a person who is deemed to have no special circumstances that may cause a conflict of interest with the Company, or a person who does not belong to an organization (e.g., a legal entity) deemed as having such a risk.

[Explanatory notes]

1. “Key Employee” refers to an employee who holds the position of General Manager or a higher position.
2. “Major Stockholder” refers to one who directly or indirectly holds a number of voting rights that account for at least 10% of the total voting rights.
3. “Major Transactional Partner of the Earth Group” refers to a company whereby the amount paid to or received from the company in the past fiscal year account for at least 2% of either the Earth Group’s or the transactional partner’s consolidated net sales.