

**Policies and Procedures for the Appointment and Nomination etc. of
Directors, Audit & Supervisory Committee Members and Executive Officers**

[Policy]

In nominating Director candidates, the Company shall recommend qualified persons capable of fulfilling their duties and responsibilities as Directors responding to shareholders' entrustment of management, in full consideration of their individual character, insight and others. As for internal Director candidates, they are required to have broad knowledge, experience and a track record necessary for the deliberation of proposals at the Board of Directors' meetings, along with the ability to accurately identify issues in departments under their charge and solve them in cooperation with fellow officers and employees, have respected personalities, and have sound judgment in thorough compliance with laws and regulations as well as corporate ethics.

In addition, those qualified and functions required for company management are to be organized in the nomination of all prospective Directors and candidates who are deemed necessary and appropriate to organize the Board of Directors shall meet the qualities and functions required for each respective member.

In nominating candidates for Directors who are Audit & Supervisory Committee Members, in addition to the above, the Company shall recommend qualified persons capable of fulfilling their duties and responsibilities, upon recognizing the importance of the auditing function in corporate management.

Additionally, the Company shall separately set out the independence criteria of Outside Directors and recommend Outside Director candidates who meet such criteria.

With respect to the appropriateness of the appointment of Senior Executive Directors and their tenure, as well as the appointment of the Executive Officers, the Company shall apply the policy of nominating candidates for Internal Directors, and those appointed as the Executive Officers shall recognize that they are candidates for Senior Executive Directors, and shall execute important business with the delegation of authority from the Representative Director and other Executive Directors, and shall study and refine abilities and knowledge based on their experience.

[Procedures]

Candidates for Directors (excluding Directors who are Audit & Supervisory Committee Members) shall be decided by the Board of Directors, based on the original plan by the President, upon obtaining the advice or recommendations of the Nomination Advisory Committee, the majority of which consists of Independent Outside Directors.

Candidates for Directors who are Audit & Supervisory Committee Members shall be recommended by the President and decided by the Board of Directors, after obtaining the consent of the Audit & Supervisory Committee to submit the agenda item for appointment to the General Meeting of Shareholders.

Executive Officers shall be decided by the Board of Directors, based on the original plan prepared by the President, upon obtaining the advice or recommendations of the Nomination Advisory Committee, the majority of which consists of Independent Outside Directors.

The Nomination Advisory Committee shall, where necessary, consult with the Board of Directors as to the appropriateness of holding the position of the President and other incumbent Senior Executive Directors based on a certain appraisal of the company's performance and other aspects of management and business execution.