

Notification of Independent Directors

1. Basic information

Company	CyberAgent, Inc.		TSE Code	4751
Submission date	November 11, 2021	Date of transfer (planned)	December 10, 2021	
Reasons for submission	<p>- We will submit a proposal for the election of Outside Directors to the 24th Annual General Meeting of Shareholders.</p> <p>- At the close of the 24th Annual General Meeting of Shareholders (on December 10, 2021), Independent Director Isao Numata will retire from Outside Director. Therefore we will name Tomomi Nakamura as an Independent Director.</p>			
<input checked="" type="checkbox"/> All persons qualified as Independent Director are designated as Independent Director (*1)				

2. Independence of Independent Directors and Outside Directors

#	Name	Outside Director/ Outside Auditor	Independent Director	Attributes of Directors (*2, 3)													Descriptions of transfers	Consent of the individual			
				a	b	c	d	e	f	g	h	i	j	k	l	N/A					
1	Koichi Nakamura	Outside Director	○																	Yes	
2	Kozo Takaoka	Outside Director	○																	Yes	
3	Masao Horiuchi	Outside Director	○																	Yes	
4	Tomomi Nakamura	Outside Director	○																○	New appointment	Yes

3. Explanation of Attributes and Reasons for Appointment of Independent Directors

#	Explanation of applicable status (*4)	Reasons for Appointment (*5)
1	<p>Until June 2014, Koichi Nakamura was an executive officer of Recruit Holdings Co., Ltd. that is CyberAgent (the Company's main business partner. Recruit Holdings accounts for 3.69% of the Company's consolidated sales of fiscal year 2021. However, there is no specific relationship between them and we believe that there is no risk that the judgment of shareholders and investors will be affected.</p>	<p>Koichi Nakamura has extensive experience, achievements, and broad insight in corporate management, human resource strategy, and M&A, having led the administration of Japan Recruit Center Co., Ltd. (currently Recruit Holdings Co., Ltd.) for a long period as its Director and Executive Vice President. In addition, at the Board of Directors, which consists of eight (8) members (including four Outside Directors), he is committed to decision-making investment and other essential matters from his standpoint. Also, a voluntary meeting of directors ("Outside Directors' Meeting") is held every month to discuss a wide range of issues, including the enhancement of medium to long-term corporate value, sustainable growth, management supervision, executive compensation, and such. As a result of the discussions at the Outside Directors' Meeting, the Company established its "Purpose" and reviewed the policy for the remuneration system for executive directors, etc. He participates in the Nomination and Compensation Advisory Committee and provides advice for the current fiscal year. Based on his experience, accomplishments, and insight, the Company judged that he can supervise management, provide advice, and make proposals from a third-party perspective when making decisions at the Board meetings as an independent Outside Director. We believe that he is suitable as an Independent Director to continuously strengthen corporate governance and enhance the corporate value of the Group.</p> <p>The Company also judged that he meets the independence criteria provided by the Tokyo Stock Exchange and he has no risk of conflicts of interest with general shareholders. Therefore, we have nominated him as an Independent Director and Outside Director.</p>
2	<p>Until March 2020, Kozo Takaoka was an executive officer of Nestlé Japan Ltd. However, there is no specific relationship between them. Considering the business amount with Nestlé Japan accounts for less than 1% of the Company's consolidated sales of fiscal year 2021 and the nature of the transaction, we believe that there is no risk that the judgment of shareholders and investors will be affected.</p>	<p>Kozo Takaoka has a wealth of experience and a wide range of insights as a corporate executive and leading expert in the field of marketing in Japan, having driven management and contributed to the development of the business as President and CEO of Nestlé Japan Ltd. and a board member of Nestlé Global. In addition, at the Board of Directors, which consists of eight (8) members (including four (4) Outside Directors), he is committed to the decision-making of investment and other important matters from his standpoint as an independent and Outside Director. He participates in the Outside Directors' Meeting every month. As a result of the discussions at the meeting, the Company established its "Purpose" and reviewed the policy for the remuneration system for executive directors, etc. He has been engaging in the Nomination and Compensation Advisory Committee as an observer and is scheduled to be officially appointed as a member of the Committee from fiscal 2022. Based on his experience, accomplishments, and insight, the Company judged that he can supervise management, provide advice, and make proposals from a third-party perspective when making decisions at the Board meetings to continuously strengthen corporate governance and enhance the corporate value of the Group. Therefore, the Company believes that he is suitable as an Independent Director.</p> <p>The Company also judged that he meets the independence criteria provided by the Tokyo Stock Exchange and he has no risk of conflicts of interest with general shareholders. Therefore, we have nominated him as an Independent Director and Outside Director.</p>
3	<p>Masao Horiuchi was Director of USEN-NEXT HOLDINGS Co., Ltd from December 2010 to June 2017, and served as Standing Auditor since July 2017. Considering he is not an executive member of the company, the business amount of the company accounts for 0.86% of the consolidated sales of the fiscal year 2021, and the nature of the transaction, we believe that there is no risk that the judgment of shareholders and investors will be affected.</p>	<p>Masao Horiuchi is a certified tax accountant and has specialized knowledge in finance, accounting and tax. He has extensive experience and wide insight regarding internal control and corporate governance as a director of U-NEXT Co., Ltd. (currently USEN-NEXT HOLDINGS Co., Ltd.) The Company believes that he is suitable as an Independent Director, because since he took office as an Outside Director of the Company in December 2017, he has raised frank discussions with management regarding possible risks based on his wide experience and insight and offers advice on strengthening internal control and corporate governance. Based on his experience, achievements, and insight, the Company expects that he will continue to provide appropriate advice from an independent standpoint in the decision-making process of the Board of Directors.</p> <p>The Company also judged that he meets the independence criteria provided by the Tokyo Stock Exchange and he has no risk of conflicts of interest with general shareholders. Therefore, we have nominated him as an Independent Director and Outside Director.</p>
4	<p>There is no business relationship between the Company and Nagaishi Law Office to which Tomomi Nakamura belongs for the past five (5) years from October 1, 2016, to the present in 2021. Considering the average annual amount of consignment transactions for legal-related services between the Company and Nagaishi Law Office for the period from October 1, 2011, to September 30, 2016, was less than 100,000 yen, and the nature of the transaction, we believe that there is no risk that the judgment of shareholders and investors will be affected.</p>	<p>Tomomi Nakamura has twenty-two (22) years of practice as an attorney in the field of corporate legal affairs, as well as three (3) years of teaching experience as a civil defense instructor at the Legal Training and Research Institute. He also has extensive expertise and deep insight into laws and regulations, including the Companies Act, Civil Code, and Intellectual Property Law. Based on the above, we believe that we can expect him to supervise the management and make appropriate remarks from his high level of expertise and experience and an external and independent standpoint when the Board of Directors makes decisions. Therefore, we believe he is suitable as an Independent Director to continuously strengthen corporate governance and enhance the corporate value of the Group.</p> <p>The Company also judged that he meets the independence criteria provided by the Tokyo Stock Exchange and he has no risk of conflicts of interest with general shareholders. Therefore, we have nominated him as an Independent Director and Outside Director.</p>

4. Supplementary explanation

*1 Check the checkbox if all Outside Directors who qualify as Independent Directors are registered as Independent Directors.

*2 Items to be checked on the attributes of officers

- a. An executive of a listed company or its subsidiary company
- b. Non-executive directors or accounting advisors of a listed company or its subsidiary (in the case of outside auditors)
- c. An executive officer or non-executive director of a parent company of a listed company
- d. An auditor of a parent company of a listed company (in the case of outside auditors)
- e. An executive of a fellow subsidiary company of a listed company
- f. A person whose main business partner is a listed company or an executive thereof
- g. A major business partner of a listed company, or an executive thereof
- h. Consultants, accounting specialists, and legal experts who have received large amounts of monetary payments or other property from a listed company in addition to executive compensation
- i. A major shareholder of a listed company (in cases where the said major shareholder is a company, an executive of the said company)
- j. An executive of a business partner of a listed company (who does not fall under any of f, g, or h) (For the individual only)
- k. An executive of a company, between which the listed company's Outside Directors are mutually appointed. (For the individual only)
- l. An executive of a company, or an organization that receives donations from the listed company (For the individual only)

Please note that the above items from a. to l. are brief descriptions of the items specified in the TSE regulations.

*3 Mark the box with "○" if the category presently applies to or has recently applied to the director/audit or with "△" when the category applied to the director/audit in the past.

Mark the box with "●" if the category presently applies to or has recently applied to a close relative or with "▲" when the category applied to a close relative in the past.

*4 If any of the items through a. to l. applies to the director/audit, describe the attributes in detail (outline).

*5 Describe the reasons for appointment as an Independent Director/audit.