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Securities Code 7735  
June 2, 2022

## To Those Shareholders with Voting Rights

Toshio Hiroe  
Representative Director  
President  
Member of the Board  
Chief Executive Officer  
SCREEN Holdings Co., Ltd.  
Tenjinkita-machi 1-1, Teranouchi-agaru  
4-chome, Horikawa-dori, Kamigyo-ku,  
Kyoto, Japan

## NOTICE OF THE 81st ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially notified of the 81st Ordinary General Meeting of Shareholders of the Company. The Meeting will be held as described below.

**In order to prevent the spread of COVID-19 infection, we request that you refrain from attending the General Meeting of Shareholders and instead exercise your voting rights in writing or through electromagnetic devices (Internet, etc.) by 5:00 p.m. (JST) on June 23, 2022 (Thursday).**

1. **Date and Time:** Friday, June 24, 2022 at 10:00 a.m. (JST)
2. **Place:** 5th Floor of the Head Office Building, SCREEN Holdings Co., Ltd.  
Tenjinkita-machi 1-1, Teranouchi-agaru 4-chome, Horikawa-dori,  
Kamigyo-ku, Kyoto, Japan

3. **Agenda of the Meeting:**

- Matters to be reported:** (1) The Business Report, the Consolidated Financial Statements, and results of each audit of the Consolidated Financial Statements by the Accounting Auditor and the Board of Corporate Auditors for the 81st fiscal term (from April 1, 2021 to March 31, 2022)
- (2) The Non-consolidated Financial Statements for the 81st fiscal term (from April 1, 2021 to March 31, 2022)

**Proposals to be resolved:**

- Proposal No. 1:** Appropriation of Surplus
- Proposal No. 2:** Partial Amendments to the Articles of Incorporation
- Proposal No. 3:** Election of Eight Directors
- Proposal No. 4:** Election of One Substitute Corporate Auditor

Notes:

1. Of the documents to be included in this Notice of Convocation, the matters listed below are posted on the Company's website ([www.screen.co.jp/](http://www.screen.co.jp/)) in accordance with laws and regulations and Article 16 of the Articles of Incorporation of the Company, and are not included in the attached documents of this Notice of Convocation.
  - 1) "Matters concerning Systems for Ensuring the Properness of Operations" of the Business Report
  - 2) "Consolidated Statements of Changes in Shareholders' Equity" and "Notes to the Consolidated Financial Statements" of the Consolidated Financial Statements
  - 3) "Statements of Changes in Shareholders' Equity" and "Notes to the Non-consolidated Financial Statements" of the Non-consolidated Financial Statements
  - 1) above is included in the Business Report audited by Corporate Auditors during preparation of the Audit Report.
  - 2) and 3) are included in the Consolidated Financial Statements and the Non-consolidated Financial Statements audited by the Accounting Auditor and Corporate Auditors during preparation of the Audit Reports.
2. In the event that the Business Report, the Consolidated Financial Statements, the Non-consolidated Financial Statements and the Reference Documents for the General Meeting of Shareholders are modified, the Company will post such modification on its website ([www.screen.co.jp/](http://www.screen.co.jp/)).
3. For those attending, please hand in the enclosed Voting Rights Exercise Form at the reception desk on arrival at the Meeting.

**Live Streaming**

Live streaming of this General Meeting of Shareholders on the Internet will be available. Live streaming is for viewing the General Meeting of Shareholders, which does not constitute attendance under the Companies Act, and therefore you cannot exercise your voting rights or ask questions via live streaming. You are requested to exercise your voting rights in writing or via the Internet, etc. in advance.

**Accepting Questions from Shareholders in Advance**

Prior to the holding of the General Meeting of Shareholders, the Company will accept questions sent to its website. From among the questions received in advance, the Company intends to respond to questions on topics in which shareholders are highly interested.

**Management Conditions Briefing Session**

The Management Conditions Briefing Session will be held at the same venue after the General Meeting of Shareholders. Live streaming of the Management Conditions Briefing Session will also be available.

## **Guidance on Exercise of Voting Rights**

Please review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights by the following methods.

### **Exercise of Voting Rights by Attending the Meeting on the Day**

#### **Attending the Meeting**

Please submit the enclosed Voting Rights Exercise Form at the reception.

Date and Time: 10:00 a.m. on Friday, June 24, 2022

### **Exercise of Voting Rights in Advance**

#### **Postal Mail**

Please indicate your vote for or against each of the proposals on the enclosed Voting Rights Exercise Form and return it so that it is received by the following deadline.

Deadline for Exercise of Voting Rights: 5:00 p.m. on Thursday, June 23, 2022

### **Via the Internet, etc.**

You can exercise your voting rights via the Internet, etc.

For details, refer to the next page.

Deadline for Exercise of Voting Rights: 5:00 p.m. on Thursday, June 23, 2022

### **Handling the Exercise of Voting Rights**

- If your voting rights are exercised in duplicate in writing (postal mail) and via the Internet, etc., the vote exercised via the Internet, etc. shall be the vote deemed valid.
- If you exercise your voting rights multiple times via the Internet, or exercise your voting rights in duplicate using a personal computer and smartphone, only the last vote exercised shall be deemed valid.

## **Procedures for Exercising Voting Rights via the Internet, etc.**

### **Scan the QR Code (Smart Exercise)**

- 1) Scan the QR code at the bottom right of the Voting Rights Exercise Form.
- 2) Follow the instructions on the screen to indicate your vote for or against the proposals.

Exercise of voting rights by Smart Exercise is available once only.

To log in from the second time onward, please refer to the explanation on the right.

### **Enter the Voting Rights Exercise Code and Password**

- 1) Access the Company's designated website for exercise of voting rights.

Website for exercise of voting rights ([www.web54.net](http://www.web54.net))

- 2) Enter the Voting Rights Exercise Code and Password stated on the enclosed Voting Rights Exercise Form.
- 3) Follow the instructions on the screen to indicate your vote for or against the proposals.

(Note) QR Code is a registered trademark of DENSO WAVE INCORPORATED.

(Note) Internet service provider and telecommunications carrier fees (connection fees, etc.) when using the Internet shall be borne by the shareholder.

## **Inquiries Concerning Exercise of Voting Rights via the Internet, etc.**

Sumitomo Mitsui Trust Bank Stock Transfer Agency web support (exclusive number)

Toll Free Number: 0120-652-031 (9:00 a.m. to 9:00 p.m. (JST))

## **For Institutional Investors**

Institutional investors may also exercise voting rights through electromagnetic means using the "Electronic Voting Rights Exercise Platform" operated by ICJ, Inc. for this Ordinary General Meeting of Shareholders.

## Reference Documents for the General Meeting of Shareholders

### Proposals and References

#### Proposal No. 1: Appropriation of Surplus

The SCREEN Group works to secure the retained earnings necessary for growth investment and the sound maintenance of a financial base able to respond to future changes in the business environment. Considering this aim and other factors, the SCREEN Group's basic policy is to provide a total consolidated shareholder return ratio of 30% or above.

Based on the policy above, it is proposed that year-end dividends for the 81st fiscal term be distributed as follows:

- (1) Matters concerning the distribution of dividend property to shareholders and its aggregate amount  
293 yen per share of common stock of the Company, or 13,699,104,539 yen in an aggregate amount
- (2) Date on which the dividend of surplus becomes effective  
June 27, 2022

**Proposal No. 2: Partial Amendments to the Articles of Incorporation**

1. Reasons for the proposal

- (1) In order to promote recruitment of diverse human resources and prepare for business development from now on, the Company proposes that an addition be made to Article 2 (Purpose) of the current Articles of Incorporation.
- (2) The amended provisions stipulated in the proviso of Article 1 of the supplementary provisions of the “Act Partially Amending the Companies Act” (Act No. 70 of 2019) will come into force on September 1, 2022. Accordingly, in order to prepare for the introduction of the system for electronic provision of materials for general meetings of shareholders, the Company will revise its Articles of Incorporation of the Company as follows.
  - (i) The proposed Article 16, Paragraph 1 provides that information contained in the reference documents for the general meeting of shareholders, etc. shall be provided electronically.
  - (ii) The purpose of the proposed Article 16, Paragraph 2 is to establish a provision to limit the scope of matters to be included in the paper copy to be sent to shareholders who have requested it.
  - (iii) The provisions related to the Internet disclosure and deemed provision of the reference materials for the general meeting of shareholders, etc. (Article 16 of the current Articles of Incorporation) will become unnecessary and will therefore be deleted.
  - (iv) In line with the above establishment and deletion of the provisions, supplementary provisions related to the effective date, etc. shall be established.

2. Details of amendments

The details of the amendments are as follows.

(Amended portions are underlined.)

Current Articles of Incorporation	Proposed Amendments
(Purpose) Article 2 1. The purpose of the Company shall be to control and manage the business activities of applicable companies, etc. by holding shares or interests in companies (including foreign companies), partnerships (including those equivalent to partnerships in foreign countries), and other equivalent business entities that conduct business in each of the following areas. (1) through to (14) <Omitted> (15) Worker dispatch business  (16) through to (17) <Omitted> 2. The Company may conduct all of the businesses in each of the preceding items as well as any businesses ancillary or related to such items.  <u>(Internet Disclosure and Deemed Provision of Reference Materials for the General Meeting of Shareholders, Etc.)</u> <u>Article 16</u> <u>The Company may, when convening a general meeting of shareholders, deem that it has provided information to shareholders pertaining to matters to be described or indicated in the reference documents for the general meeting of shareholders, business report, non-consolidated financial statements, and consolidated financial statements by disclosing such information through the internet in accordance with the provisions provided in the Ordinance of the Ministry of Justice.</u>	(Purpose) Article 2 1. <Unchanged>           (1) through to (14) <Unchanged> (15) Worker dispatch business <u>and fee-charging employment placement business</u> (16) through to (17) <Unchanged> 2. <Unchanged>           <Deleted>

<p>&lt;Newly established&gt;</p>	<p><u>(Measures for Electronic Provision, Etc.)</u>  <u>Article 16</u>  1. <u>The Company shall, when convening a general meeting of shareholders, provide information contained in the reference documents for the general meeting of shareholders, etc. electronically.</u>  2. <u>Among the matters to be provided electronically, the Company may choose not to include all or part of the matters stipulated in the Ordinance of the Ministry of Justice in the paper copy to be sent to shareholders who have requested it by the record date for voting rights.</u></p>
<p>&lt;Newly established&gt;</p>	<p><u>Supplementary Provisions</u>  1. <u>The amendments to Article 16 of the Articles of Incorporation shall come into effect on September 1, 2022, which is the date of enforcement of the amended provisions stipulated in the proviso of Article 1 of the supplementary provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) (the “Effective Date”).</u>  2. <u>Notwithstanding the provisions of the preceding paragraph, Article 16 (Internet Disclosure and Deemed Provision of Reference Materials for the General Meeting of Shareholders, Etc.) of the Articles of Incorporation shall remain in force with respect to a general meeting of shareholders to be held on a date within six months after the Effective Date.</u>  3. <u>These supplementary provisions shall be deleted six months after the Effective Date or three months after the date of the general meeting of shareholders set forth in the preceding paragraph, whichever is later.</u></p>

**Proposal No. 3: Election of Eight Directors**

The terms of office of eight Directors, namely Messrs. Eiji Kakiuchi, Toshio Hiroe, Yoichi Kondo, Kimito Ando, Shigeru Saito, Makoto Yoda, Hidemi Takasu, and Ms. Hiroko Okudaira will expire at the close of this Meeting. Accordingly, the Company proposes election of eight Directors.

The nominees for Directors are as follows:

No.	Name	Position and responsibility in the Company	Attendance at Meetings of the Board of Directors
1	Eiji Kakiuchi <u>Reelection</u>	Representative Director Chairman Member of the Board	100% (14/14 meetings)
2	Toshio Hiroe <u>Reelection</u>	Representative Director President Member of the Board Chief Executive Officer	100% (14/14 meetings)
3	Yoichi Kondo <u>Reelection</u>	Senior Managing Director Member of the Board Chief Financial Officer Chief Officer of IR & PR	100% (14/14 meetings)
4	Yoshihisa Ishikawa <u>New candidate</u>	-	-
5	Shigeru Saito <u>Reelection</u> <u>Outside</u> <u>Independent</u>	Director Member of the Board	100% (14/14 meetings)
6	Makoto Yoda <u>Reelection</u> <u>Outside</u> <u>Independent</u>	Director Member of the Board	92.9% (13/14 meetings)
7	Hidemi Takasu <u>Reelection</u> <u>Outside</u> <u>Independent</u>	Director Member of the Board	100% (14/14 meetings)
8	Hiroko Okudaira <u>Reelection</u> <u>Outside</u> <u>Independent</u>	Director Member of the Board	100% (10/10 meetings)

Note: The attendance at meetings of the Board of Directors for Ms. Hiroko Okudaira pertains to the meetings of the Board of Directors held following her assumption of office on June 24, 2021.



No.  
1

**Eiji Kakiuchi** ■ Profile, position and responsibility in the Company

**Reelection**

**Date of Birth**

April 3, 1954

**Number of shares of the Company held**

24,976

**Number of years in office as Director (at the close of this Meeting)**

11 years

**Attendance at Meetings of the Board of Directors**

100% (14/14)

April 1981

April 2005

April 2006

April 2007

April 2011

June 2011

April 2014

April 2016

June 2019-present:

Joined the Company

Corporate Officer

Corporate Officer (Senior)

Corporate Executive Officer

Chief Officer of IR, Security Export Control, GPS and Group G10

Director

Representative Director

President

Chief Executive Officer (CEO)

Representative Director, Chairman, Member of the Board

■ Significant concurrent positions

Outside Director, KYOCERA Corporation

■ Reasons for selection as a candidate for Director

Mr. Eiji Kakiuchi has a wealth of management experience and wide insights in domestic and overseas business divisions. After joining the Company, he was engaged in marketing in the printing business, served as the president of subsidiaries in the U.S. and Europe, and the president of an in-house company. He led business expansion of the semiconductor business as the company president. He promoted dialogue with Japanese and overseas investors as the Chief Officer of IR from 2011, assumed the office of Representative Director and President of the Company in 2014, and assumed the office of Chief Executive Officer (CEO) of the Company in 2016. Currently, as Chairman, Member of the Board, he is responsible for the Group-wide corporate governance and is promoting industry-academia-public sector collaboration as well as regional collaboration centering on Kyoto Prefecture.

The Company has judged that he can fulfill his responsibilities and duties as Director to further improve corporate value of the Company, and requests his continued election as Director.

- Notes: 1. There is no special interest between Mr. Eiji Kakiuchi and the Company.
2. The Company has concluded a directors and officers liability insurance contract with an insurance company. The said insurance contract covers damages including compensation for damages and litigation expenses to be borne by the insured. If Mr. Eiji Kakiuchi's reelection is approved, he will be the insured under the said insurance contract. The Company intends to renew the said insurance contract with the same contents at the time of the next renewal.

No.  
2

## Toshio Hiroe

### ■ Profile, position and responsibility in the Company

#### **Reelection**

#### **Date of Birth**

May 5, 1959

#### **Number of shares of the Company held**

13,367

#### **Number of years in office as Director (at the close of this Meeting)**

3 years

#### **Attendance at Meetings of the Board of Directors**

100% (14/14)

April 1983

April 2006

April 2007

October 2009

April 2011

April 2014

August 2014

April 2019

June 2019-present:

Joined the Company

Vice President, Semiconductor Equipment Company

Corporate Officer

Deputy General Manager, R&D Center

Corporate Officer (Senior)

President, FPD Equipment Company

President, SCREEN Finetech Solutions Co., Ltd.

Chairman, SCREEN Finetech Solutions Co., Ltd.

Representative Director, President, Member of the Board, the Company

Chief Executive Officer (CEO)

### ■ Significant concurrent positions

Director, SCREEN Semiconductor Solutions Co., Ltd.

Director, SCREEN Graphic Solutions Co., Ltd.

Director, SCREEN Finetech Solutions Co., Ltd.

Director, SCREEN PE Solutions Co., Ltd.

Director, SCREEN Advanced System Solutions Co., Ltd.

### ■ Reasons for selection as a candidate for Director

Mr. Toshio Hiroe has a wealth of experience and achievements concerning technology through his engagement in technology development in the semiconductor business for many years. He has a wealth of management experience, including engagement in management of a development company in the U.S. as the Deputy General Manager of the R&D Center and as Representative Director and President of a company in the display business. Currently, as Representative Director, President, Member of the Board, he is promoting completion of the “Value Up 2023” medium-term management plan.

The Company has judged that he can fulfill his responsibilities and duties as Director to further improve corporate value of the Company, and requests his continued election as Director.

- Notes:
1. There is no special interest between Mr. Toshio Hiroe and the Company.
  2. The Company has concluded a directors and officers liability insurance contract with an insurance company. The said insurance contract covers damages including compensation for damages and litigation expenses to be borne by the insured. If Mr. Toshio Hiroe’s reelection is approved, he will be the insured under the said insurance contract. The Company intends to renew the said insurance contract with the same contents at the time of the next renewal.

No.  
3

**Yoichi Kondo**

**■ Profile, position and responsibility in the Company**

**Reelection**

**Date of Birth**

September 25, 1958

**Number of shares of the Company held**

4,954

**Number of years in office as Director (at the close of this Meeting)**

8 years

**Attendance at Meetings of the Board of Directors**

100% (14/14)

April 1982

June 2010

June 2013

April 2014

June 2014

June 2014-present:

April 2021-present:

Joined The Bank of Tokyo, Limited (Currently MUFG Bank, Ltd.)

Corporate Officer, The Bank of Tokyo-Mitsubishi UFJ, Ltd. (Currently MUFG Bank, Ltd.)

Joined the Company

Corporate Officer (Senior)

General Manager, General Administration Division

Managing Director, Member of the Board

Chief Financial Officer (CFO)

Senior Managing Director, Member of the Board

Chief Officer of IR & PR

**■ Significant concurrent positions**

Director, SCREEN Semiconductor Solutions Co., Ltd.

**■ Reasons for selection as a candidate for Director**

Mr. Yoichi Kondo has expertise regarding finance and accounting through his experience of working at financial institutions and a wealth of domestic and overseas experience at the Company. He also has a wealth of experience in dialog with institutional investors.

Currently, as Senior Managing Director, Member of the Board, Chief Financial Officer, he is promoting establishment of a robust financial position as the basis for investment for growth through improvement of cash flows and capital efficiency.

The Company has judged that he can fulfill his responsibilities and duties as Director of the Company, and requests his continued election as Director.

- Notes:
1. There is no special interest between Mr. Yoichi Kondo and the Company.
  2. The Company has concluded a directors and officers liability insurance contract with an insurance company. The said insurance contract covers damages including compensation for damages and litigation expenses to be borne by the insured. If Mr. Yoichi Kondo's reelection is approved, he will be the insured under the said insurance contract.  
The Company intends to renew the said insurance contract with the same contents at the time of the next renewal.

No.  
4

**Yoshihisa  
Ishikawa**

**New Candidate**

**Date of Birth**

August 7, 1962

**Number of shares of  
the Company held**

2,031

**Number of years in  
office as Director (at  
the close of this  
Meeting)**

-

**Attendance at  
Meetings of the  
Board of Directors**

-

**■ Profile, position and responsibility in the Company**

April 1986	Joined the Company
April 2011	General Manager, IR Department
April 2014	General Manager, PR& IR Department
April 2015	General Manager, Corporate Planning Department
April 2016	Corporate Officer
April 2019	Corporate Officer (Senior)
April 2019-present:	Chief Officer of Corporate Strategy
April 2021-present:	Corporate Executive Officer

**■ Significant concurrent positions**

Director, SCREEN Semiconductor Solutions Co., Ltd.  
Director, SCREEN Graphic Solutions Co., Ltd.  
Director, SCREEN Finetech Solutions Co., Ltd.  
Director, SCREEN PE Solutions Co., Ltd.

**■ Reasons for selection as a candidate for Director**

Mr. Yoshihisa Ishikawa was engaged in business at international sales, marketing, and financial departments, and served as General Manager of the PR & IR Department. He has a variety of experience and wide insights. Since assuming the office of Corporate Officer in 2016, he has led formulation of the medium-term management plan and cross-organizational projects, including M&A, as Chief Officer of Corporate Strategy. As he has contributed to the Company's performance and improvement of corporate value, the Company has judged that he can fulfill his responsibilities and duties as Director, and requests his election as Director.

- Notes: 1. There is no special interest between Mr. Yoshihisa Ishikawa and the Company.
2. The Company has concluded a directors and officers liability insurance contract with an insurance company. The said insurance contract covers damages including compensation for damages and litigation expenses to be borne by the insured. If Mr. Yoshihisa Ishikawa is elected as proposed, he will be the insured under the said insurance contract. The Company intends to renew the said insurance contract with the same contents at the time of the next renewal.

**Shigeru Saito**

**■ Profile, position and responsibility in the Company**

**Reelection  
Outside  
Independent**

November 1979      Joined TOSE CO., LTD.  
Head of Development Division, TOSE CO., LTD.  
October 1985      Director, TOSE CO., LTD.  
February 1987      President, TOSE CO., LTD.  
September 2004    President and CEO, TOSE CO., LTD.  
June 2013-present: Director of the Company  
Member of the Board

**Date of Birth**

January 26, 1957

**Number of shares of  
the Company held**

1,539

December 2015-present: Chairman and CEO, TOSE CO., LTD.  
June 2017-present:      Outside Director, Wacoal Holdings Corp.

**■ Significant concurrent positions**

Chairman and CEO, TOSE CO., LTD.  
Outside Director, Wacoal Holdings Corp.

**Number of years in  
office as Director (at  
the close of this  
Meeting)**

9 years

**■ Reasons for selection as a candidate for Outside Director and overview of the expected role**

Mr. Shigeru Saito serves as Chairman and CEO of a software development company. In addition to his profuse knowledge gained through many years of management experience, he has specialized knowledge about the latest IT fields, including metaverse, NFT, and AI. He concurrently serves as Outside Director of another company. Currently, as Outside Director and Member of the Board of the Company, he has been providing useful proposals to the Board of Directors from various perspectives such as software development.

It is expected that he will continue to contribute to strengthening of the management supervision function and give advice from a wide range of management perspectives. Therefore, the Company requests his continued election as Outside Director.

**Attendance at  
Meetings of the  
Board of Directors**  
100% (14/14)

- Notes:
1. Mr. Shigeru Saito is nominated as Outside Director. The Company has reported Mr. Shigeru Saito to Tokyo Stock Exchange, Inc. as an independent director/auditor. He will continuously serve as independent director/auditor if he is elected as proposed.
  2. There is no special interest between Mr. Shigeru Saito and the Company.
  3. The Company has concluded a Limitation of Liability Agreement with Mr. Shigeru Saito to limit his liability as prescribed in the provision of Article 423, Paragraph 1 of the Companies Act pursuant to Article 427, Paragraph 1 of the Companies Act. Under the agreement, his liability for damages shall be limited within the amount prescribed by laws and regulations. If Mr. Shigeru Saito is elected as proposed, the agreement will be renewed.
  4. The Company has concluded a directors and officers liability insurance contract with an insurance company. The said insurance contract covers damages including compensation for damages and litigation expenses to be borne by the insured. If Mr. Shigeru Saito's reelection is approved, he will be the insured under the said insurance contract. The Company intends to renew the said insurance contract with the same contents at the time of the next renewal.

**Makoto Yoda****■ Profile, position and responsibility in the Company**

<b>Reelection Outside Independent</b>	March 1972	Joined Japan Storage Battery Co., Ltd. (Currently GS Yuasa International Ltd.)
	June 2004	President, GS Yuasa Power Supply Co., Ltd. (Currently GS Yuasa International Ltd.)
<b>Date of Birth</b>	June 2006	President, GS Yuasa Corporation
January 24, 1950	October 2007	Chief Executive Officer (CEO), GS Yuasa Corporation
	May 2013	Chairman, BATTERY ASSOCIATION OF JAPAN
	June 2015	Chairman, GS Yuasa Corporation
<b>Number of shares of the Company held</b>		Chairman, GS Yuasa International Ltd.
1,300	May 2016	Chairman, Kyoto Industrial Association, Inc.
	June 2017	Advisor, GS Yuasa Corporation
	June 2018-present:	Director of the Company
		Member of the Board

**Number of years in  
office as Director (at  
the close of this  
Meeting)**  
4 years

**Attendance at  
Meetings of the  
Board of Directors**  
92.9% (13/14)

**■ Reasons for selection as a candidate for Outside Director and overview of the expected role**

Mr. Makoto Yoda has a wealth of knowledge as a manager for many years. This includes overseas sales at battery development companies and management experience at subsidiaries in China. Moreover, he also gained a wide range of experience as the head of external organizations, such as the chairman of the BATTERY ASSOCIATION OF JAPAN and the chairman of the Kyoto Industrial Association. Currently, as Outside Director and Member of the Board of the Company, he has been providing useful proposals to the Board of Directors from various perspectives.

It is expected that he will continue to contribute to strengthening of the management supervision function and give advice from a wide range of management perspectives. Therefore, the Company requests his continued election as Outside Director.

- Notes:
1. Mr. Makoto Yoda is nominated as Outside Director. The Company has reported Mr. Makoto Yoda to Tokyo Stock Exchange, Inc. as an independent director/auditor. He will continuously serve as independent director/auditor if he is elected as proposed.
  2. There is no special interest between Mr. Makoto Yoda and the Company.
  3. The Company has concluded a Limitation of Liability Agreement with Mr. Makoto Yoda to limit his liability as prescribed in the provision of Article 423, Paragraph 1 of the Companies Act pursuant to Article 427, Paragraph 1 of the Companies Act. Under the agreement, his liability for damages shall be limited within the amount prescribed by laws and regulations. If Mr. Makoto Yoda is elected as proposed, the agreement will be renewed.
  4. The Company has concluded a directors and officers liability insurance contract with an insurance company. The said insurance contract covers damages including compensation for damages and litigation expenses to be borne by the insured. If Mr. Makoto Yoda's reelection is approved, he will be the insured under the said insurance contract. The Company intends to renew the said insurance contract with the same contents at the time of the next renewal.

**Hidemi Takasu** ■ Profile, position and responsibility in the Company

<b>Reelection Outside Independent</b>	March 1971	Joined Toyo Electronics Industry Corporation (Currently ROHM Co., Ltd.)
<b>Date of Birth</b>	June 1997	Director and Deputy General Manager, ULSI Research & Development Headquarters, ROHM Co., Ltd.
January 5, 1948	June 2009	Managing Director and General Manager, LSI General Headquarters, in charge of Research & Development Headquarters, ROHM Co., Ltd.
<b>Number of shares of the Company held</b>	October 2009	Managing Director and General Manager, Research & Development Headquarters, ROHM Co., Ltd.
1,300	May 2013	Managing Director in charge of Quality and General Manager, Research & Development Headquarters, ROHM Co., Ltd.
<b>Number of years in office as Director (at the close of this Meeting)</b>	July 2013	Managing Director in charge of Business Creation and Quality, ROHM Co., Ltd.
3 years	August 2017	Advisor, Samco Inc.
	October 2018	Substitute Corporate Auditor, Samco Inc.
	June 2019-present:	Director of the Company Member of the Board
<b>Attendance at Meetings of the Board of Directors</b>	October 2020-present:	Outside Director, Samco Inc.
100% (14/14)		

■ Significant concurrent position  
Outside Director, Samco Inc.

■ Reasons for selection as a candidate for Outside Director and overview of the expected role

Mr. Hidemi Takasu has profuse management experience, including overseas business, and expertise as an officer in charge of technology development of semiconductor devices at a semiconductor-related company. He concurrently serves as a director of another company. He has profound relationships with universities in Japan and overseas. Currently, as Outside Director and Member of the Board of the Company, he has been providing useful proposals to the Board of Directors from various perspectives.

It is expected that he will continue to contribute to strengthening of the management supervision function and give advice from a wide range of technological development perspectives. Therefore, the Company requests his continued election as Outside Director.

- Notes:
1. Mr. Hidemi Takasu is nominated as Outside Director. The Company has reported Mr. Hidemi Takasu to Tokyo Stock Exchange, Inc. as an independent director/auditor. He will continuously serve as independent director/auditor if he is elected as proposed.
  2. There is no special interest between Mr. Hidemi Takasu and the Company.
  3. The Company has concluded a Limitation of Liability Agreement with Mr. Hidemi Takasu to limit his liability as prescribed in the provision of Article 423, Paragraph 1 of the Companies Act pursuant to Article 427, Paragraph 1 of the Companies Act. Under the agreement, his liability for damages shall be limited within the amount prescribed by laws and regulations. If Mr. Hidemi Takasu is elected as proposed, the agreement will be renewed.
  4. The Company has concluded a directors and officers liability insurance contract with an insurance company. The said insurance contract covers damages including compensation for damages and litigation expenses to be borne by the insured. If Mr. Hidemi Takasu's reelection is approved, he will be the insured under the said insurance contract. The Company intends to renew the said insurance contract with the same contents at the time of the next renewal.

**Hiroko  
Okudaira****■ Profile, position and responsibility in the Company****Reelection****Outside****Independent****Date of Birth**

July 18, 1980

**Number of shares of  
the Company held**

200

**Number of years in  
office as Director (at  
the close of this  
Meeting)**

1 year

**Attendance at  
Meetings of the  
Board of Directors**

100% (10/10)

March 2009

Completed Doctoral Program, Graduate School of Economics, Osaka University

April 2009

Associate Professor, Graduate School of Humanities and Social Sciences, Okayama University

January 2015

Senior Research Associate at University College London as a JSPS Fellow

April 2018-present:

Associate Professor, Doshisha Business School, Doshisha University

June 2021-present:

Director of the Company

Member of the Board

**■ Significant concurrent position**

Associate Professor, Doshisha Business School, Doshisha University

**■ Reasons for selection as a candidate for Outside Director and overview of the expected role**

As Associate Professor (labor economics, applied microeconometrics, etc.) of Doshisha Business School, Doshisha University, Ms. Hiroko Okudaira has a wealth of knowledge and has outstanding research achievements on wide-ranging themes concerning the social structure, such as empowerment of women and work-style reforms including work from home. Although she has no experience of involvement in corporate management, she has a wealth of knowledge, including practical empirical research of companies conducted in academia. Currently, as Outside Director and Member of the Board of the Company, she has been providing useful proposals to the Board of Directors from various perspectives, including on new workstyles, compliance, and diversity.

It is expected that she will continue to contribute to strengthening of the management supervision function and give advice from a wide range of technological development perspectives. Therefore, the Company requests her continued election as Outside Director.

- Notes: 1. Ms. Hiroko Okudaira is nominated as Outside Director. The Company has reported Ms. Hiroko Okudaira to Tokyo Stock Exchange, Inc. as an independent director/auditor. She will continuously serve as independent director/auditor if she is elected as proposed.
2. There is no special interest between Ms. Hiroko Okudaira and the Company.
3. The Company has concluded a Limitation of Liability Agreement with Ms. Hiroko Okudaira to limit her liability as prescribed in the provision of Article 423, Paragraph 1 of the Companies Act pursuant to Article 427, Paragraph 1 of the Companies Act. Under the agreement, her liability for damages shall be limited within the amount prescribed by laws and regulations. If Ms. Hiroko Okudaira is elected as proposed, the agreement will be renewed.
4. The Company has concluded a directors and officers liability insurance contract with an insurance company. The said insurance contract covers damages including compensation for damages and litigation expenses to be borne by the insured. If Ms. Hiroko Okudaira's reelection is approved, she will be the insured under the said insurance contract. The Company intends to renew the said insurance contract with the same contents at the time of the next renewal.
5. The name of Ms. Hiroko Okudaira in the domiciliary register is Hiroko Kimura.



#### Proposal No. 4: Election of One Substitute Corporate Auditor

The effective term of office of Mr. Tomoyuki Ito, the Substitute Corporate Auditor, will expire at the commencement of this Meeting. Accordingly, the Company requests the election of one Substitute Corporate Auditor to prepare for a contingency in which the Company does not have the number of Audit & Supervisory Board Members required by laws and regulations.

The candidate for Substitute Corporate Auditor is a substitute for Outside Corporate Auditor, and consents to assuming the office of Corporate Auditor in the event that an Outside Corporate Auditor retires during the term of office and the Company does not have the number of Corporate Auditors required by laws and regulations.

The consent of the Board of Corporate Auditors has been obtained for this proposal.

The nominee for Substitute Corporate Auditor is as follows:

#### Tomoyuki Ito

##### ■ Profile

**Reelection**

**Outside**

**Independent**

**Date of Birth**

June 25, 1959

April 1989                      Appointed as Judge, Osaka District Court

April 1991                      Assigned to Kanazawa District Court

April 1994                      Registered with Kyoto Bar Association

April 1994-present            Attorney-at-Law, Ashida Law Office

##### ■ Significant concurrent position

Attorney-at-Law, Ashida Law Office

**Number of shares of  
the Company held**

0

##### ■ Reasons for selection as a candidate for Substitute Corporate Auditor

As an attorney-at-law, Mr. Tomoyuki Ito has a sophisticated specialized knowledge and a wealth of experience cultivated through practical work. The Company has judged that he is a person who can conduct audits from a fair and neutral position, and requests his election as Substitute Outside Corporate Auditor. Although Mr. Ito does not have any experience in being directly involved in corporate management, the Company believes that he can properly carry out his duties as Outside Corporate Auditor for the reasons stated above.

- Notes:
1. Mr. Tomoyuki Ito is nominated as Substitute Outside Corporate Auditor. If he is elected as proposed and assumes the office of Outside Corporate Auditor, the Company intends to report him to Tokyo Stock Exchange, Inc. as an independent director/auditor.
  2. There is no special interest between the nominee for Substitute Corporate Auditor and the Company.
  3. If Mr. Tomoyuki Ito assumes the office of Outside Corporate Auditor, the Company intends to conclude a Limitation of Liability Agreement with him to limit his liability as prescribed in the provision of Article 423, Paragraph 1 of the Companies Act pursuant to Article 427, Paragraph 1 of the Companies Act. Under the agreement, his liability for damages shall be limited within the amount prescribed by laws and regulations.
  4. The Company has concluded a directors and officers liability insurance contract with an insurance company. The said insurance contract covers damages including compensation for damages and litigation expenses to be borne by the insured. If Mr. Tomoyuki Ito assumes the office of Outside Corporate Auditor, he will be the insured under the said insurance contract.

## **[Reference] Policies and Procedures Regarding the Nomination of Director and Corporate Auditor Candidates**

Regarding the nomination of candidates for Director and Corporate Auditor positions, candidates are selected in accordance with SCREEN Holdings' "Criteria for Appointing Candidates for Directors and Corporate Auditors" and approved by the Board of Directors after seeking the advice of the Nomination and Compensation Advisory Committee, which is comprised of Outside Directors and the Chairman of the Board of Directors (with the Outside Directors accounting for the majority of its members). Criteria for appointing candidates for Directors and Corporate Auditors are as follows respectively.

### <Criteria for Appointing Candidates for Directors>

1. Candidates must be equipped with sufficient business experience and robust expertise in the area of their specialty and be capable of living up to stakeholder expectations and contributing to medium- to long-term growth in the SCREEN Group's corporate value.
2. Candidates must be capable of making fair judgment based on a neutral viewpoint without sectional partiality and be equipped with risk management abilities.
3. Candidates must be able to secure sufficient time and resources to appropriately fulfill their roles and responsibilities as directors.
4. Candidates must be knowledgeable individuals with integrity and high moral bearing.
5. Candidates must not fulfill any of the conditions disqualifying directors under Article 331-1 of the Companies Act.
6. Candidates for outside director positions must fulfill SCREEN Holding's "Criteria for Independence of Outside Directors and Outside Corporate Auditors."
7. Candidate selection must be undertaken with the intention of securing diversity in experience and specialty, thereby maximizing the Board of Directors' functional efficiency and effectiveness and maintaining a balanced composition that helps SCREEN Holdings exercise management oversight covering all business units.

### <Criteria for Appointing Candidates for Corporate Auditors>

1. Candidates must be equipped with abundant auditing experience and capable of conducting audits from a neutral and objective viewpoint without sectional partiality.
2. Candidates must be independent from those charged with business execution and well-positioned to maintain fair and impartial standing.
3. Candidates must be able to secure sufficient time and resources to appropriately fulfill their roles and responsibilities during their term of office.
4. Candidates must be knowledgeable individuals with integrity and high moral bearing.
5. Candidates must not fulfill any of the conditions disqualifying directors under Article 331-1 of the Companies Act, which also apply to corporate auditors in accordance with Article 335-1 of said Act.
6. Candidates for outside corporate auditor positions must fulfill SCREEN Holding's "Criteria for Independence of Outside Directors and Outside Corporate Auditors."
7. Candidates selection must be undertaken with the intention of securing a balanced composition in terms of knowledge, experience and specialties. In addition, at least one corporate auditor must be equipped with considerable expertise in finance and accounting.

(Note) The above is an excerpt of policies and procedure regarding the nomination of Director and Corporate Auditor candidates from "Corporate Governance Report (updated on December 8, 2021)" that is posted on the Company's website.

## [Reference] Expertise and Experience of Director Nominees and Corporate Auditors (Skills Matrix)

Major expertise and experience of Director nominees and Corporate Auditors are listed below.

		Skills and Experience					
		Management	Global	Sales/ Marketing	Finance/ Accounting/ M&A	R&D/ Technology/ Production	Sustainability
Criteria	Has about 3 years of experience in the fields to the right, whether being engaged in operations or in an executive role (without regard to industry)	Experience in running a business or corporation (including SCREEN Group companies) other than the current SCREEN Holdings	Experience in working outside Japan	Experience in sales and/or marketing	Experience in finance, accounting, and/or M&A	Experience in R&D, technology, and/or production	Experience in environmental management, risk management, legal affairs, human resources, and/or IT
<b>Directors</b>							
Directors (Internal)	Eiji Kakiuchi	●	●	●			
	Toshio Hiroe	●	●	●		●	
	Yoichi Kondo	●	●		●		●
	Yoshihisa Ishikawa				●		●
Directors (Outside)	Shigeru Saito	●		●		●	
	Makoto Yoda	●	●	●			●
	Hidemi Takasu	●	●			●	
	Hiroko Okudaira		●				●*
<b>Corporate Auditors</b>							
Corporate Auditors (Internal)	Hirofumi Ota				●		
	Akio Umeda		●	●	●		
Corporate Auditors (Outside)	Tetsuo Kikkawa	●					●
	Seiji Yokoyama		●		●		●

Note: The above table does not list all of the expertise and experience of the director nominees and corporate auditors.

\* Includes research in academia

## **[Reference] Criteria for Independence of Outside Directors and Outside Corporate Auditors**

SCREEN Holdings Co., Ltd. (hereinafter referred to as “The Company”) considers outside directors, outside corporate auditors and candidates for them to be independent when they do not fall into any of the following items as a result of reasonably possible investigation by the Company.

- (1) A person who has been a director (excluding an outside director), a corporate auditor (excluding an outside corporate auditor), a corporate officer (hereinafter collectively referred to as the “Executives”) or employees of the SCREEN Group in the past 10 years before being an outside director or a corporate auditor.
- (2) A person who is/has been the Executive or an employee of a legal entity that is a major shareholder\* of the Company or a legal entity for which the Company is a major shareholder currently/in any fiscal year of the past five years.  
\*A “major shareholder” means a company that is entitled to 10% or more of the total voting rights of the Company.
- (3) A person who is the Executive or an employee of major business partners\* of the SCREEN Group  
\*A “major business partner” means a customer or a supplier of the SCREEN Group, and whose payments to the SCREEN Group or payments received from the SCREEN Group in the current fiscal year or any of the previous three fiscal years represent more than approximately 2% of the consolidated net sales of either the SCREEN Group or the customer/supplier company (this also includes its parent company)
- (4) A person who is/has been the Executive or an employee of a financial institution currently/in the past three years, that is indispensable for the SCREEN Group to raise funds and on that the SCREEN Group depends to the extent that it is irreplaceable.
- (5) Be the Executive or an employee of any legal entity or organization that receives a large amount of donations\* from the SCREEN Group.  
\*A “large amount of donations” means yearly donations of either in excess of 10 million yen or over 30% of yearly expenses of the recipient entity on average for the past three fiscal years.
- (6) Be the Executive of a company which accepted a director or corporate auditor from the SCREEN Group (whether full-time or part-time).
- (7) A person who is/has been a representative, an employee, a partner or other staff member of an accounting auditor for the SCREEN Group currently/in any fiscal year of the past three years.
- (8) Be an attorney, certified public accountant, consultant or other agent who receives a large amount of monetary consideration\* and/or other property from the SCREEN Group, besides the compensation for directors and corporate auditors.  
\*A “large amount of monetary consideration” means a yearly consideration amounting to 10 million yen or more for individuals, and in the case of an organization, a yearly consideration that represents 2% or more of the consolidated net sales of the relevant organization, on average for the past three fiscal years.
- (9) Be a spouse, a relative within two degrees of kinship or a relative living together with any of the following individuals;
  - The Executive or a core employee\* of the SCREEN Group currently or in any of the past five years
  - An individual who is not qualified for outside directors or outside corporate auditors in the above-mentioned items from (2) to (8)\*A “core employee” means an employee holding the position of senior general manager or higher
- (10) A person who has justifiable reason to be interested in the Company besides the above items.