

# Independent Officers Notification

## 1. Fundamental Information

Corporate Name	Kirin Holdings Company, Limited			Trading Code	2503
Date of Notification	21-Feb-20		Date of Change	27-Mar-20	
Reason for Submitting Notification	The company has submitted this notification for the Proposals of the election of Non-executive Directors and Audit & Supervisory Board members are to be made for the Annual General Meeting of Shareholders scheduled on March 27th, 2020.				
<input checked="" type="checkbox"/> All of those eligible as Independent Officers are appointed as Independent Officers					

## 2. Matters regarding Independent Officers and Independency of the Non-executive Directors

No.	Name	Non-executive Directors/Audit & Supervisory Board Members	Independent Officer	Criteria (a) through (l) are explained below (*1 & *2)													Details	Acceptance
				a	b	c	d	e	f	g	h	i	j	k	l	N/A		
1	Shoshi Arakawa	Non-executive Director	○													○		Yes
2	Masakatsu Mori	Non-executive Director	○													○		Yes
3	Hiroyuki Yanagi	Non-executive Director	○													○		Yes
4	Chieko Matsuda	Non-executive Director	○													○	Newly Appointed	Yes
5	Noriko Shiono	Non-executive Director	○													○	Newly Appointed	Yes
6	Rod Eddington	Non-executive Director	○													○	Newly Appointed	Yes
7	George Olcott	Non-executive Director	○													○	Newly Appointed	Yes
8	Nobuo Nakata	Audit&Supervisory Board Member	○													○		Yes
9	Yoshiko Ando	Audit&Supervisory Board Member	○													○		Yes
10	Kaoru Kashima	Audit&Supervisory Board Member	○										△				Newly Appointed	Yes

## 3. Reasons for Nomination

No.	Explanation of whether applicable for the above (a) through (l) criteria	Reasons for Nomination
1	N/A	Mr. Shoshi Arakawa has considerable experience acquired over many years as a corporate executive and a wide range of knowledge, especially highly specialized expertise in developing business in global market and leading group companies. Based on this, he provides valuable opinions and suggestions from an objective and professional perspective to the management of the Company as Non-executive Director, and manages the Nomination and Remuneration Advisory Committee as a chairperson. For the reasons above, the Board has determined that he is a suitable candidate to oversee business execution of the Company toward continuous improvement of corporate value. Further, he is not applicable for any of the criterion (a) through (l), therefore, the Company believes there is sufficient independence where there is no possibility of conflict of interests with general shareholders.
2	N/A	Mr. Masakatsu Mori has considerable experience acquired over many years as management of a consulting firm, and as president as well as trustee of a university, and a wide range of knowledge, especially exceptional insight in corporate management based on his specialized expertise in finance and accounting. Based on this, he provides valuable opinions and suggestions from an objective and professional perspective to the management of the Company as Non-executive Director, and manages the Board as a chairperson. For the reasons above, the Board has determined that he is a suitable candidate to oversee business execution of the Company toward continuous improvement of corporate value. Further, he is not applicable for any of the criterion (a) through (l), therefore, the Company believes there is sufficient independence where there is no possibility of conflict of interests with general shareholders.
3	N/A	Mr. Hiroyuki Yanagi has considerable experience acquired over many years as a corporate executive and a wide range of knowledge, especially highly specialized expertise in brand development on the global market through technological development and innovation. Based on this, he provides valuable opinions and suggestions to the management of the Company from an objective and professional perspective as Non-executive Director. For the reasons above, the Board has determined that he is a suitable candidate to oversee business execution of the Company toward continuous improvement of corporate value. Further, he is not applicable for any of the criterion (a) through (l), therefore, the Company believes there is sufficient independence where there is no possibility of conflict of interests with general shareholders.
4	N/A	Ms. Chieko Matsuda has considerable experience and a wide range of knowledge acquired through financial and capital market operations and management consulting services, including reputable banking and credit rating agencies, especially exceptional insight in corporate management based on her specialized expertise in finance and corporate governance. Based on her experience and insight, she specializes in corporate and financial strategies and has an impressive background in academic research on corporate management and capital markets. Based on this, she provides valuable opinions and suggestions from an objective and professional perspective to the management of the Company, particularly in promoting the growth strategy of Long-Term Management Vision “Kirin Group Vision 2027” in the Company and instilling the disciplined financial strategy to support the growth strategy as Audit & Supervisory Board Member. For the reasons above, the Board has determined that she, as a Non-executive Director going forward, is a suitable candidate to oversee business execution of the Company toward continuous improvement of corporate value. Further, she is not applicable for any of the criterion (a) through (l), therefore, the Company believes there is sufficient independence where there is no possibility of conflict of interests with general shareholders.

5	N/A	Ms. Noriko Shiono has considerable experience acquired over many years as a corporate executive and a wide range of knowledge, especially exceptional insight in corporate management and marketing based on her specialized expertise in pharmaceuticals and healthcare strategy as a Representative Director, President of SSP Co., Ltd. and Widex Japan, a medical device manufacturer. Based on this, we expect her to provide valuable opinions and suggestions from an objective and professional perspective to the management of the Company as a Non-executive Director, particularly for the Company to launch and develop new businesses in Health Science domain. For the reasons above, the Board has determined that she is a suitable candidate to oversee business execution of the Company toward continuous improvement of corporate value. Further, she is not applicable for any of the criterion (a) through (l), therefore, the Company believes there is sufficient independence where there is no possibility of conflict of interests with general shareholders.
6	N/A	Sir Rod Eddington has exceptional insight in corporate management and corporate governance acquired through considerable experience as a corporate executive and director of numerous global companies over many years. In addition, as Chairman of the Japan-Australia Business Co-operation Committee and a member of the APEC Business Advisory Council, he has a deep understanding of the economies and markets of Japan and other Asia-Pacific countries and has built an expansive network. Based on this, he provides valuable opinions and suggestions from an objective and professional perspective to the management of the Company regarding its global strategy as an International Advisory Board member. The Board has determined that he is a suitable candidate to oversee business execution of the Company toward continuous improvement of corporate value as a Non-executive Director. Further, he is not applicable for any of the criterion (a) through (l), therefore, the Company believes there is sufficient independence where there is no possibility of conflict of interests with general shareholders.
7	N/A	Mr. George Olcott has considerable experience acquired in international financial markets, including in investment banking operations and exceptional insight in corporate management based on his academic expertise in human resource development and corporate governance in global management. Based on his experience and insight, he has an impressive background in academic research on improving the value of Japanese companies. He also has experience as a director in several leading listed companies in Japan. We anticipate that he provides valuable opinions and suggestions from an objective and professional perspective to the management of the Company as a Non-executive Director, particularly in promoting the growth strategy of the Long-Term Management Vision "Kirin Group Vision 2027" and instilling the disciplined financial strategy to support the growth strategy. The Board has determined that he is a suitable candidate to oversee business execution of the Company toward continuous improvement of corporate value. Further he is not applicable for any of the criterion (a) through (l), therefore, the Company believes there is sufficient independence where there is no possibility of conflict of interests with general shareholders.
8	N/A	Mr. Nobuo Nakata has served as a partner of law firms well-known in and outside of Japan over many years, and has highly specialized expertise and considerable experience in general corporate legal affairs mainly in M&A projects. Based on the above, he appropriately executes his duties as an Audit & Supervisory Board Member from objective and professional perspectives. Further, he is not applicable for any of the criterion (a) through (l), therefore, the Company believes there is sufficient independence where there is no possibility of conflict of interests with general shareholders.
9	N/A	Ms. Yoshiko Ando, as a government official, has been engaged over many years in policy planning in labor administration and has highly specialized expertise, considerable experience and a high level of insight in a wide range of fields of employment and labor including promotion of women's participation and advancement. Based on this, she appropriately executes her duties as an Audit & Supervisory Board Member from objective and professional perspectives. Further, she is not applicable for any of the criterion (a) through (l), therefore, the Company believes there is sufficient independence where there is no possibility of conflict of interests with general shareholders.
10	There is a payment of service fees by the Company to Ernst & Young ShinNihon LLC, where Ms. Kaoru Kashima served as the management until June 2019, but the amount of payment to Ernst & Young ShinNihon LLC during this fiscal year is less than 0.1% of its total revenue.	Ms. Kaoru Kashima, as a certified public accountant, has been engaged over many years in corporate audit and, as management of auditing firm or corporation, has considerable experience and broad knowledge in organizational culture reform, public relations and promotion of women's participation and advancement. Based on this, the Company expects her to provide valuable opinions and suggestions from an objective and professional perspective to the management of the Company, and the Board has determined that she is a suitable candidate to audit business execution of the Company toward continuous improvement of corporate value as Audit & Supervisory Board Member. Although she is applicable for (j), as mentioned on the left, the Company believes that she has sufficient independence where there is no possibility of conflict of interests with general shareholders.

4. Supplementary Explanation

Kirin Holdings Company, Limited (hereinafter referred to as the “Company” ) has established the criteria listed below in order to objectively determine the independence of Non-executive Directors and Audit & Supervisory Board Members (henceforth referred to collectively as the “Non-executive Officers”), with reference to the criteria for independence of officers stipulated by the Tokyo Stock Exchange; given, however, that Non-executive Officers are appointed based not only on independence, but also on their respective knowledge, skills, discernment and character, etc. and thus persons who meet the requirements for Non-executive Officers stipulated in the Companies Act and can provide advice and opinions as Non-executive Officers concerning the Company’s decision-making may be hired as Non-executive Officers even if they fall into the criteria listed below.

[Criteria regarding the Independence of Non-executive Officers]

For Non-executive Directors and Audit & Supervisory Board Members to be considered as independent, none of the following criterion may apply to the respective Non-executive Director or Audit & Supervisory Board Member.

(1) A person for whom the Company (including its consolidated subsidiaries; the same shall apply hereinafter) is a major client

(2) A person who is an executive director, corporate officer, executive officer, manager or other employee of a firm for whom the Company is a major client

(3) A person who is a major client of the Company

(4) A person who is an executive director, corporate officer, executive officer, manager or other employee of a firm which is a major client of the Company

(5) A lawyer, certified public accountant, tax accountant, or consultant, etc. who receives money or other economic benefit in excess of a certain amount from the Company aside from the officer’ s remuneration

(6) A person who belongs to a firm, union, or other similar entity (including a law office, auditing firm, tax accountant firm, or consulting firm, etc.) which receives money or other economic benefit in excess of a certain amount from the Company

(7) A person who is a major shareholder of the Company

(8) A person who is an executive director and who executes business of a firm which is a major shareholder of the Company

(9) A person who receives donations or other assistance in excess of a certain amount from the Company

(10) A person who is a director of or otherwise executes duties for a firm, union or other similar entity which receives donations or other assistance in excess of a certain amount from the Company

(11) A person who is an executive director, corporate officer, executive officer, manager or other employee of a firm for which an Executive Director or full-time Audit & Supervisory Board Member of the Company acts as outside director or outside auditor

(12) A person to whom any of aforementioned criteria (1)-(11) has applied within the past 3 years

(13) Where a person to whom any of aforementioned criteria (1)-(12) applies (however, excluding the person who does not serve an important role), the person’ s spouse or other relations within the second degree of kinship

(14) A person who is a spouse or other relation within the second degree of kinship to a person who serves currently and has served within the past three (3) years as a director, executive officer, manager or other key employee of the Company

(Notes)

1. Regarding criteria (1) and (2), “A person (or firm) for whom the Company is a major client” refers to a person (or firm) who received payment from the Company in the most recent business year which accounted for either 2% or more of consolidated sales (consolidated revenue) for the year for that person (or firm), or over ¥100 million, whichever is the higher amount. If consolidated accounting is not adopted by the person (or firm), total revenue or non-consolidated sales for the year should be employed in place of consolidated sales (consolidated revenue) for the year.

2. Regarding criteria (3) and (4), “A person (or firm) who is a major client of the Company” refers to a person (or firm) who made payment to the Company in the most recent business year which accounted for 2% or more of the Company’ s consolidated revenue for the year, or who finances 2% or more of the Company’ s consolidated total assets at the end of the most recent business year.

3. Regarding criteria (5), (9) and (10), “a certain amount” is considered as ¥10 million per year.

4. Regarding criteria (6), “a certain amount” is considered as either 2% or more of total revenue for the most recent business year for that firm, union or other similar entity, or over ¥100 million, whichever is the higher amount.

5. Regarding criteria (7) and (8), “a major shareholder” refers to a shareholder who directly or indirectly holds more than 10% of the voting rights.

- \*1 Explanation of Criteria (a) through (l)
  - a. Executive of the Company or its subsidiary
  - b. Non-executive director or accounting advisor of the Company or its subsidiaries
  - c. Non-executive director or executive of a parent company of the Company
  - d. Kansayaku of a parent company of the Company
  - e. Executive of a fellow subsidiary company of the Company
  - f. A party whose major client or supplier is the Company or an executive thereof
  - g. Major client or supplier of the Company or an executive thereof
  - h. Consultant, accountant or legal professional who receives a large amount of monetary consideration or other property from the Company besides compensation as a kansayaku
  - i. Major shareholder of the Company (or an executive of the said major shareholder if the shareholder is a legal entity)
  - j. Executive of a client or supplier company of the Company (which does not correspond to any of f, g, or h) (the kansayaku himself/herself only)
  - k. Executive of a company between which and the Company outside directors/kansayaku are mutually appointed (the kansayaku himself/herself only)
- \*2 Categories for “Relationship with the Company”
  - \* ” ○ ” when the director presently falls or has recently fallen under the category; “△” when the director fell under the category in the past
  - \* “●” when a close relative of the director presently falls or has recently fallen under the category; “▲” when a close relative of the