

## 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 Shareholders

I would like to express my deepest appreciation for your continued patronage.

In 2023, as the restrictions due to the COVID-19 were loosened, social and economic activities moved towards normalization. The increase of the price of raw materials and rapid fluctuations in foreign exchange rates etc., led to unexpected negative impact on the Earth Group's business.

In those circumstances, we made efforts in cost reduction and price revision etc., achieving certain results, and we were able to expand sales and market share of the *Mushi Care* products (home-use pesticide and repellent products). On the other hand, difficult situation such as the sluggish growth in the bath salts market due to the external environment and the slow recovery of the Chinese economy etc., continued. Thus, it was a year with challenges remaining for the Earth Group.

From 2024, we have started the new medium-term management plan with three key themes: "Profit structure reform", "Overseas sales expansion", and "Group reorganization", which we formed on the basis of the reflections we learned from the previous medium-term management plan.

In the ever-changing business environment, the Earth Group employees will continue to work together aiming to improve corporate values. In order to ensure the continuous growth of the Earth Group in the future, we will execute the structural reforms and will achieve lean corporate structures.

Please look forward to the growth of the Earth Group.

I sincerely request all the shareholders to provide us with your continued support and cooperation.

February 2024

Katsunori Kawabata

Representative Director, President & CEO

Earth Corporation

川端克宜



(NOTE) This document has been translated from Japanese original for reference purpose only. In the event of any discrepancy between this translated document and the Japanese original, the Japanese 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.

Securities Code : 4985

March 7, 2024

(The starting date of the electronic provision system: February 29, 2024)

## To Our Shareholders

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

## Convocation Notice of the 100th Annual General Meeting of Shareholders

We would like to express our sincere gratitude for your extraordinary support.

Please be advised that the 100th Annual General Meeting of Shareholders will be held as set below.

Earth Corporation (the “Company”) has adopted an electronic provision system regarding the Convocation Notice of the 100th Annual General Meeting of Shareholders, which is posted on the following website.

Our Website                    <https://corp.earth.jp/en/ir/stock/meeting/index.html>



In addition to the above, the information is also posted on the following website on the Internet.

TSE Website                    <https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>



Please access the above website, enter/search the name of the Company or securities code, and select “Basic Information” and then “Documents for Public Inspection/PR Information” to view the information.

You may exercise your voting rights in writing or via the Internet instead of attending the meeting in person. Please review “Reference Documents for the Annual General Meeting of Shareholders” and exercise your voting rights **by 5:20 p.m., March 21, 2024 (Thursday) (JST)**.

This Annual General Meeting of Shareholders will be broadcast live via the Internet so that you can view the proceedings from the opening to the closing of the meeting from your home.

(NOTE) For the live broadcast above, please access the website at <https://sanka55.jp/earth100>, and then enter your shareholder number (9 digits) and the zip code (7 digits) of your address registered as of December 31, 2023, into the ID and the password columns respectively.

## Details of the Meeting

- 1. Date and time** **March 22, 2024 (Friday), at 10:00 a.m. (JST)**  
The venue opens at 9:00 a.m.
- 2. Place** **2F Hall, Bellesalle Kanda, Sumitomo Fudosan Kanda Building,**  
7 Kanda-Mitoshirocho, Chiyoda-ku, Tokyo, Japan  
\*Please be aware that we may guide you to the second venue on the 3rd floor in case seats in the 2nd floor become full.
- 3. Agenda**
- Matters to be reported:**
- (1) Report on the business report, the consolidated financial statements, and the results of the audit of the consolidated financial statements by the Accounting Auditor and Audit & Supervisory Board for the 100th fiscal year (January 1, 2023 to December 31, 2023)
  - (2) Report on the financial statements for the 100th fiscal year (January 1, 2023 to December 31, 2023)
- Matters to be voted on:**
- |                 |                                      |
|-----------------|--------------------------------------|
| <b>Proposal</b> | Election of nine (9) Board Directors |
|-----------------|--------------------------------------|

### Notes on the General Meeting of Shareholders

- In the event of any revision regarding the matters to be provided electronically, we will post the revised information on each of the websites where they are posted.
- The contents of this Convocation Notice have been disclosed on the Company's website prior to the dispatch of this Convocation Notice to provide information earlier.
- In accordance with the laws and regulations and Article 15 of the Articles of Incorporation of the Company, the following matters are excluded from the documents sent to shareholders who requested the delivery of the documents. The documents are therefore a part of the documents audited by the Audit & Supervisory Board Members and the Accounting Auditor in preparing the audit report.
  - "Matters Concerning the Establishment of Systems to Ensure the Proper Operation of the Company" in the business reports
  - "Consolidated Statements of Changes in Net Assets" and "Tables of Explanatory Notes on Consolidated Financial Statements" in the consolidated financial statements
  - "Statements of Changes in Equity" and "Tables of Explanatory Notes on Unconsolidated Financial Statements" in the financial statements
- The results of the resolutions will be posted on the Company's website and disclosed in the Extraordinary Report after the General Meeting of Shareholders.  
Please note that we will not send you a notice of resolution.

▶ The Company's website <https://corp.earth.jp/jp/ir/stock/meeting/index.html>

Notice of Convocation  
Earth Corporation

Search

## Reference Documents for the Annual General Meeting of Shareholders

[Proposal and Reference Materials]

### Proposal: Election of nine (9) Board Directors

As the term of office of all nine (9) Board Directors will expire upon the close of the Annual General Meeting of Shareholders, the Company proposes the election of nine (9) Board Directors. In order to ensure further diversity of the Board of Directors and strengthen its supervisory function, we are increasing the number of Outside Directors by one (1).

The candidates for Board Directors are as follows:

Candidate No.		Name (Age)		Current title at the Company	Number of years served as a Director (at the conclusion of this Meeting)	Attendance at meetings of the Board of Directors
1	Reappointment	Tatsuya Otsuka (65 years old)		Chairman of the Board	34 years	12 out of 12 (100%)
2	Reappointment	Katsunori Kawabata (52 years old)		Representative Director & President	11 years	12 out of 12 (100%)
3	Reappointment	Yoshiyuki Furuya (61 years old)		Board Director, Executive Officer, and Assistant to President	10 years	12 out of 12 (100%)
4	Reappointment	Hisaaki Karataki (67 years old)		Board Director & Highest Executive Officer	13 years	12 out of 12 (100%)
5	Reappointment	Takeshi Shakata (58 years old)		Board Director & Highest Executive Officer	3 years	12 out of 12 (100%)
6	Reappointment	Harold George Meij (60 years old)	Outside Independent	Outside Director	5 years	12 out of 12 (100%)
7	Reappointment	Naoko Mikami (63 years old)	Outside Independent	Outside Director	2 years	12 out of 12 (100%)
8	New Appointment	Ruth Marie Jarman (57 years old)	Outside Independent	—	—	—
9	New Appointment	Toshiko Oka (60 years old)	Outside Independent	—	—	—


Reappointment: Reappointed Director candidate


Outside: Outside Director candidate


Independent: Independent Director candidate who meets the criteria prescribed by the stock exchange

New Appointment: Newly appointed Director candidate


(NOTE) The ages are as of the conclusion of this Meeting.

Candidate No.	Name (Date of birth)	Brief profile, title, and responsibilities; and significant positions concurrently held at other companies and organizations	Number of the Company's shares held
1	 Tatsuya Otsuka Date of birth: May 6, 1958 (65 years old) Number of years served as a Director: 34 years  Reappointment	April 1986    Joined Otsuka Pharmaceutical Co., Ltd. January 1990    Joined the Company March 1990    Board Director of the Company March 1992    Managing Board Director of the Company March 1994    President & Executive Managing Board Director of the Company  March 1998    President & Representative Director of the Company March 2014    Chairman of Board of Directors of the Company (present)	151,400 shares
[Reasons for nomination as a candidate for Board Director] Mr. Tatsuya Otsuka has led the management of the Earth Group for many years as Representative Director of the Company, and has profound knowledge of business management. Currently, as a chairman, in addition to having constructive discussions and exchanging opinions with other Board Directors, he is striving to strengthen the supervisory function of the Board of Directors by providing accurate advice on the Company's business. Accordingly, to realize the strategy of the Earth Group, which aims for the continuous enhancement of corporate value, by capitalizing on his abundant experience, we have renominated him as a candidate for Board Director.			

Candidate No.	Name (Date of birth)	Brief profile, title, and responsibilities; and significant positions concurrently held at other companies and organizations	Number of the Company's shares held
2	 Katsunori Kawabata Date of birth: September 15, 1971 (52 years old) Number of Years Served as a Director: 11 years  Reappointment	March 1994    Joined the Company March 2011    Board Director Status, General Manager of Sales Headquarters Osaka Office of the Company March 2013    Board Director, Director General of Gardening Strategy Headquarters of the Company March 2014    President & Representative Director, Director General of Gardening Strategy Headquarters of the Company August 2015    President & Representative Director, Director General of Marketing General Strategy Headquarters of the Company March 2019    Chairman of the Board of Directors of Bathclin Corp. (present), President & Representative Director of Earth Pet Co., Ltd. March 2021    Representative Director, President & CEO of the Company (present), Chairman of the Board of Directors of Earth Environmental Services Co., Ltd. (present), Chairman of the Board of Directors of Hakugen Earth Corporation (present), Chairman of the Board of Directors of Earth Pet Co., Ltd. (present)	82,700 shares
[Reasons for nomination as a candidate for Board Director] Mr. Katsunori Kawabata has engaged in the overall business management of the Company and the Earth Group as the Company's Representative Director. He has consistently demonstrated strong leadership for the development of the Earth Group by maximizing group synergies and proactively promoting overseas development, emphasizing the customer's perspective. 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 continuous enhancement of corporate value, we have renominated him as a candidate for Board Director.			


Candidate No.	Name (Date of birth)	Brief profile, title, and responsibilities; and significant positions concurrently held at other companies and organizations	Number of the Company's shares held
3	 Yoshiyuki Furuya Date of birth: January 19, 1963 (61 years old) Number of years served as a Director: 10 years Reappointment	March 1985    Joined the Company March 2008    Board Director Status, General Manager of Sales Planning Department, Sales Headquarters of the Company February 2012    Board Director of Bathclin Corp. March 2014    Board Director, General Manager of Sales Planning Department, Sales Headquarters of the Company September 2014    Board Director of Hakugen Earth Co., Ltd. January 2015    Board Director of the Company, Director General of Sales Headquarters of the Company March 2016    Managing Board Director, Director General of Sales Headquarters of the Company March 2018    Board Director & Managing Executive Officer, Director General of Sales Headquarters of the Company March 2021    Board Director & Senior Managing Executive Officer, Assistant President of the Company March 2023    Board Director, Executive Officer, and Assistant to the President, in Charge of Overall Management of the Company (Present)	39,600 shares
		[Reasons for nomination as a candidate for Board Director] Mr. Yoshiyuki Furuya has consistently engaged in front-line sales activities and activities in the sales planning department since joining the Company. Since January 2015, he has been leading overall activities of the Company's sales department. After assuming the position of Assistant President in March 2021, he has been working to further strengthen and enhance the Earth Group's management foundation. He has contributed to the strengthening of the Board of Directors' decision-making and supervisory functions by capitalizing on his wide experience and achievements. Accordingly, to aim for the continuous enhancement of the corporate value of the Earth Group, we have renominated him as a candidate for Board Director.	


Candidate No.	Name (Date of birth)	Brief profile, title, and responsibilities; and significant positions concurrently held at other companies and organizations	Number of the Company's shares held
4	 Hisaaki Karataki Date of birth: May 8, 1956 (67 years old) Number of years served as a Director: 13 years Reappointment	March 1979    Joined the Company March 2006    Board Director Status, President & General Manager of Earth Chemical (Suzhou) Co., Ltd. March 2011    Board Director of the Company & President of China Operations June 2015    Chairman of Earth Chemical (Shanghai) Management Co., Ltd. September 2015    Chairman of Earth Chemical (Suzhou) Co., Ltd. September 2015    Chairman of Earth Chemical (Tianjin) Co., Ltd. March 2016    Board Director, Director General of Administration Headquarters of the Company July 2017    Audit & Supervisory Board Member of Earth Pet Co., Ltd. March 2018    Board Director & Senior Executive Officer, Director General of Administration Headquarters of the Company March 2021    Board Director & Managing Executive Officer, Director General of Administration Headquarters of the Company March 2023    Board Director & Highest Executive Officer, in charge of Administration, Director General of Administration Headquarters of the Company (present)	27,500 shares
		[Reasons for nomination as a candidate for Board Director] Mr. Hisaaki Karataki has engaged in the management of the production divisions of our overseas subsidiaries and our Chinese subsidiaries for many years, and since 2016, he has contributed to the strengthening of our management foundation and pursuing operating efficiency as the Director General of Administration Headquarters. He has contributed to the strengthening of the Board of Directors' decision-making and supervisory functions by capitalizing on his wide experience and achievements in domestic and overseas markets. Accordingly, to aim for the continuous enhancement of the corporate value of the Earth Group, we have renominated him as a candidate for Board Director.	


Candidate No.	Name (Date of birth)	Brief profile, title, and responsibilities; and significant positions concurrently held at other companies and organizations	Number of the Company's shares held
5	 <p>Takeshi Shakata Date of birth: April 27, 1965 (58 years old) Number of years served as a Director: 3 years  Reappointment</p>	<p>April 1988      Joined Kyushu Sangyo Kotsu Co., Ltd. (currently KYUSHU INDUSTRIAL TRANSPORTATION HOLDINGS CO., LTD.)</p> <p>August 1996      Joined Hisamitsu Pharmaceutical Co., Inc.</p> <p>March 2006      General Manager of West Japan Operations Dept of Hisamitsu Pharmaceutical Co., Inc.</p> <p>September 2009      Chairman and President of Hisamitsu Vietnam Pharmaceutical Co., Ltd.</p> <p>June 2012      Executive Officer, General Manager of Pharmaceutical and Cosmetics Business Division of Hisamitsu Pharmaceutical Co., Inc.</p> <p>May 2015      Senior Executive Officer, General Manager of Pharmaceutical and Cosmetics Business Division of Hisamitsu Pharmaceutical Co., Inc.</p> <p>May 2019      Managing Executive Officer, General Manager of Pharmaceutical and Cosmetics Business Division of Hisamitsu Pharmaceutical Co., Inc.</p> <p>January 2021      Joined the Company</p> <p>March 2021      Board Director &amp; Managing Executive Officer, Director General of Sales Headquarters of the Company</p> <p>March 2023      Board Director &amp; Highest Executive Officer, in charge of Sales and Marketing Division, Director General of Sales Headquarters of the Company (present)</p>	6,800 shares
<p>[Reasons for nomination as a candidate for Board Director] Mr. Takeshi Shakata has been directing the activities of the entire sales division of the Company as Director General of the Sales Division, and since March 2023, he is engaged in planning and implementation of the Marketing Division. He has contributed to strengthening the decision-making and supervisory functions of the Board of Directors by utilizing his abundant of experience and expertise in domestic and overseas markets. In order to continue to enhance the corporate value of the Earth Group, we have nominated him as a candidate for Board Director.</p>			



Candidate No.	Name (Date of birth)	Brief profile, title, and responsibilities; and significant positions concurrently held at other companies and organizations	Number of the Company's shares held
6	 <p>Harold George Meij Date of birth: December 4, 1963 (60 years old) Number of years served as a Director: 5 years  Reappointment Outside Independent</p>	<p>January 1987    Joined Heineken Japan K.K. Assistant General Manager of Heineken Japan K.K.</p> <p>April 1990    Joined Nippon Lever K.K. (currently Unilever Japan K.K.) Assistant Brand Manager of Nippon Lever K.K.</p> <p>April 2000    Joined Sunstar Inc. Executive Officer of Oral Care Division of Sunstar Inc.</p> <p>September 2006    Joined COCA-COLA (JAPAN) COMPANY, LIMITED Executive Vice President &amp; General Manager of Marketing Headquarters of COCA-COLA (JAPAN) COMPANY, LIMITED</p> <p>November 2008    Executive Vice President &amp; Chief Customer Officer of COCA-COLA (JAPAN) COMPANY, LIMITED</p> <p>March 2014    Joined TOMY COMPANY, LTD. Management Advisor of TOMY COMPANY, LTD.</p> <p>June 2015    Representative Director, President &amp; CEO of TOMY COMPANY, LTD.</p> <p>May 2018    Representative Director, President &amp; CEO of New Japan Pro-Wrestling Co., Ltd.</p> <p>March 2019    Outside Director of the Company (present)</p> <p>November 2020    Advisor of Sanrio Company, Ltd. (present)</p> <p>April 2021    Outside Director of Alinamin Pharmaceutical Co., Ltd. (present)</p> <p>December 2021    Outside Director of COLOPL, Inc. (present)</p> <p>April 2022    Outside Director of Panasonic Corporation (present)</p> <p>February 2024    Outside Director of Kewpie Corporation (present)</p>	0 shares
<p>[Reasons for nomination as a candidate for Outside Director and Summary of the expected role] Mr. Harold George Meij has appropriately fulfilled his role as an Outside Director in making decisions on important management matters and supervising business execution from an independent and fair standpoint. He is expected to contribute to strengthening the supervisory function of business execution and to provide advice and opinions from a broad perspective on management for medium- to long-term corporate growth, as he has attended all board meetings and expressed his views based on his profound knowledge and experience in domestic and overseas business management. Accordingly, we have renominated him as a candidate for Outside Director.</p>			

Candidate No.	Name (Date of birth)	Brief profile, title, and responsibilities; and significant positions concurrently held at other companies and organizations	Number of the Company's shares held
7	 <p>Naoko Mikami Date of birth: March 12, 1961 (63 years old) Number of years served as a Director: 2 years  Reappointment Outside Independent</p>	<p>April 1983    Joined Ajinomoto Co., Inc. April 2007    Visiting Professor, Musashino University January 2010    Joined C'BON COSMETICS Co.,Ltd. Senior Manager of Tochigi Plant April 2010    Plant Manager of Tochigi Plant of C'BON COSMETICS Co.,Ltd. June 2011    Executive Officer in charge of Production Dept of C'BON COSMETICS Co.,Ltd. June 2012    Board Director in charge of Production Dept of C'BON COSMETICS Co.,Ltd. April 2017    Board Director &amp; Executive Officer in charge of Administration Division of C'BON COSMETICS Co.,Ltd. June 2017    Managing Board Director &amp; Executive Officer of C'BON COSMETICS Co.,Ltd. June 2019    Representative Director &amp; Vice President, Executive Officer of C'BON COSMETICS Co.,Ltd. January 2020    Representative Director &amp; Vice President, Executive Officer in charge of Product Development Division of C'BON COSMETICS Co.,Ltd. June 2021    Outside Director of Showa Sangyo Co., Ltd. (present) March 2022    Outside Director of the Company (present)</p>	300 shares
<p>[Reasons for nomination as a candidate for Outside Director and Summary of the expected role] As an outside director of the Company since March 2022, Ms. Naoko Mikami has appropriately fulfilled her roles such as making decisions on important management matters and supervising business execution from an independent and fair standpoint. For many years, she has engaged in a wide range of fields, including domestic business management and production, and quality assurance. Since she is expected to contribute to strengthening the supervisory function of business execution and to provide advice and opinions from a wide range of perspectives on management for medium- to long-term corporate growth by leveraging her abundant experience and broad knowledge to provide opinions at the Board of Directors, we have nominated her as a candidate for Outside Director.</p>			

Candidate No.	Name (Date of birth)	Brief profile, title, and responsibilities; and significant positions concurrently held at other companies and organizations	Number of the Company's shares held
8	 <p>Ruth Marie Jarman Date of birth: May 30, 1966 (57 years old) Number of years served as a Director: - years  New Appointment Outside Independent</p>	<p>December 1988 Joined Recruit Co., Ltd., December 2000 Joined Space Design Inc., April 2012 CEO of Jarman International KK (present) June 2012 Director of HRM Association (present) June 2019 Outside Director of Fujibo Hodings, Inc., (present) June 2020 Outside Director of KADOKAWA Corp. (present) June 2023 Director of Japan Association for Women's Education (present)</p>	0 shares
<p>[Reasons for nomination as a candidate for Outside Director and Summary of the expected role] Ms. Ruth Marie Jarman has been involved in a wide range of areas, including management and sales strategies for the companies and local governments expanding globally, and support activities for the success of diverse human resources, through her consulting business, which she represents. She is expected to make advice and opinions for the appropriate decision making of the Board of Directors and the supervisory function to business execution utilizing her abundant experience and profound knowledge. Accordingly, we have nominated her as a candidate for Outside Director.</p>			

Candidate No.	Name (Date of birth)	Brief profile, title, and responsibilities; and significant positions concurrently held at other companies and organizations	Number of the Company's shares held
9	 <p>Toshiko Oka Date of birth: March 7, 1964 (60 years old) Number of years served as a Director: - years</p> <p>New Appointment Outside Independent</p>	<p>April 1986      Joined Tohmatsu Touche Ross Consulting Limited July 2000      Joined Asahi Arthur Anderson Limited September 2002      Principal of Deloitte Tohmatsu Consulting Co., Ltd. (currently ABeam Consulting Ltd.) April 2005      President and Representative Director of Abeam M&amp;A Consulting Ltd. (currently PwC Advisory LLC) April 2016      Partner of PwC Advisory LLC June 2016      Outside Director of Hitachi Metals, Ltd. (currently Proterial, Ltd.) June 2018      Outside Director of Sony Corporation (currently Sony Group Corporation) (present) June 2019      Outside Director of Happinet CORPORATION (present) June 2020      Outside Director of ENEOS Holdings, Inc. (present) April 2021      Professor of Meiji University Graduate School of Global Business (present) June 2021      Outside Director of Hitachi Construction Machinery Co., Ltd. (present)</p>	0 shares
<p>[Reasons for nomination as a candidate for Outside Director and Summary of the expected role] Ms. Toshiko Oka has engaged in a wide range of areas, such as management of companies in Japan, and international accounting and finance for many years. She is expected to make advice and opinions for the appropriate decision making of the Board of Directors and the supervisory function to business execution. Accordingly, we have nominated her as a candidate for Outside Director. [The facts regarding inappropriate business conduct that occurred while occupying the relevant position in other company] Ms. Toshiko Oka served as an Outside Director of Hitachi Metals, Ltd. (currently Proterial, Ltd.) from July 2016 to July 2021. In April 2020, Hitachi Metals, Ltd. announced that inappropriate business conducts such as submitting inspection reports with inappropriate numbers to customers for some products of Hitachi Metals, Ltd. and its subsidiary, were discovered. Ms. Toshiko Oka was not aware of such inappropriate business conducts until such facts were discovered. However, Ms. Toshiko Oka regularly expressed her opinions from the viewpoint of compliance in the Board of Directors and the Board of Auditors. After such inappropriate business conducts were discovered, she worked to further strengthen Hitachi Metals, Ltd.'s governance system by receiving reports on the progress of investigations into the facts and causes, and customer responses, etc., as well as making proposals on how to prevent recurrence.</p>			

[Special Notable Matters Concerning Candidates for Director]

(Notes)

1. There are no special interests between the candidates for Board Directors and the Company.
2. Matters regarding independence  
Mr. Harold George Meij, Ms. Naoko Mikami, Ms. Ruth Marie Jarman, and Ms. Toshiko Oka fulfill the criteria for Independent Directors laid down in the regulations of the Tokyo Stock Exchange as well as the Company's Independence Criteria for Outside Directors and Outside Audit & Supervisory Board Members.
3. Summary of liability limitation agreement  
The Company has entered into a liability limitation agreement with Mr. Harold George Meij and Ms. Naoko Mikami pursuant to Article 427-1 of the Companies Act. The maximum amount of liability for damages based on the agreement is the minimum amount of liability stipulated by the law. In the event that their reappointments are approved, the Company will continue the liability limitation agreement with all of them. In the event that the candidates for the newly appointed outside directors, Ms. Ruth Marie Jarman and Ms. Toshiko Oka, are appointed as the Company's Board Member, the Company plans to enter into a liability limitation agreement with the same details as stated in the above liability limitation agreement.
4. Summary of the contents of Directors and Officers Liability Insurance  
The Company has entered into a directors' and audit & supervisory board members' liability insurance contract with an insurance company. The contract will cover damages that the insured person may incur as a result of being held liable for the performance of his/her duties or receiving a claim related to the pursuit of such liability. The candidates will be included in the insured persons covered by such insurance contract. The Company plans to renew the contract with the same details at the next renewal.

(Reference) Independence Criteria for Outside Directors and Outside Audit & Supervisory Board Members

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

1. A person who has never been a Director (excluding Outside Board Director, 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 “Board Director, 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 Board Director, etc.
3. A person who is not among existing Major Shareholders of the Company or a Board Director, etc. thereof, or a Board Director, etc. of a company where the Earth Group is a Major Shareholder, in the past year.
4. A person who is not a Board Director, etc. of any Major Transactional Partner of the Earth Group in the past three years.
5. A person who is not currently a Board Director, etc. of a company that has accepted a Board Director or Audit & Supervisory Board Member from the Earth Group, or a Board Director, 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 Shareholder” 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 Earth Group in the past fiscal year account for at least 2% of either the Earth Group’s or the transactional partner’s consolidated net sales.

(Reference) Skill Matrix for Directors and Audit & Supervisory Board Members

In order for the Company to achieve sustainable growth and increase its corporate value over the medium to long term, the skills that the Company's Directors and Audit & Supervisory Board Member should possess and the reasons for their selection are set forth below.

- (i) Skills that are the basis for making decisions on important issues such as management strategy  
 "Management Experience", "Human Resources & Human Resource Development", "Legal & Risk Management", and "Finance and Accounting"
- (ii) Deep understandings of and expertise in the Group's business operations for supervising the execution of duties  
 "Product Development", "Sales & Marketing", and "Production & Procurement"
- (iii) Skills and knowledge to respond to market demands and changes in the business and management environment.  
 "Global" and "ESG & Sustainability"

The skill matrix of the Board Directors and Audit & Supervisory Board Members if the proposal is approved as originally proposed is as follows:

	Name	Management Experience	Product Development	Sales & Marketing	Production & Procurement	Global	ESG & Sustainability	Human Resources & Human Resource Development	Legal & Risk Management	Finance & Accounting
Chairman of the Board	Tatsuya Otsuka	○	○	○						
Representative Director & President	Katsunori Kawabata	○	○	○			○			
Board Director	Yoshiyuki Furuya			○	○					
Board Director	Hisaaki Karataki				○	○		○	○	
Board Director	Takeshi Shakata			○		○				
Outside Director	Harold George Meij	○	○	○		○	○			
Outside Director	Naoko Mikami	○	○		○					
Outside Director	Ruth Marie Jarman			○		○	○			
Outside Director	Toshiko Oka	○				○		○	○	○
Full-time Audit & Supervisory Board Member	Yasuhiko Murayama							○	○	
Outside Audit & Supervisory Board Member	Shoji Kono									○
Outside Audit & Supervisory Board Member	Yukako Ikukawa									○

-END-