

# Independent Director Notification

## 1. Basic information

Company name	Artnr Co., Ltd		Securities code	2163
Submission date	July 29, 2022	Transfer date (tentative)	July 29, 2022	
Reason for submitting this Independent Director Notification	To appoint NOMURA Ryuichiro, previously a substitute for a Director who is a member of the Audit and Supervisory Committee, as a Director who is a member of the Audit and Supervisory Committee, following the resignation of MITANI Takaaki from the position of a Director who was a member of the Audit and Supervisory Committee on July 29, 2022, who had been notified and registered as an Independent Director.			
<input checked="" type="checkbox"/>	All persons who fulfill the qualifications for independent directors are designated as independent directors (*1)			

## 2. Matters relating to the independence of Independent Directors and Outside Directors

No.	Name	Outside Director/ Outside members of the Audit and Supervisory Committee	Independent Director	Attributes of Directors (*2 and 3)												Details of transfer	Consent of the person		
				a	b	c	d	e	f	g	h	i	j	k	l			Not applicable	
1	TERAMURA Yasuhiko	Outside Director	○														○		Yes
2	MORII Shinichiro	Outside Director	○														○		Yes
3	NOMURA Ryuichiro	Outside Director	○														○	Newly appointed	Yes
4																			
5																			

## 3. Explanation of attributes of Independent Directors and reasons for their appointment

No.	Explanation of applicable circumstances (*4)	Reasons for appointment (*5)
1		He has been appointed as Outside Director as he has a wealth of experience and expertise gained from years of service in key roles and positions at financial institutions, and as he is expected to deliver well-rounded judgments based on his unique career and provide impartial and objective oversight. He has been also appointed as Independent Director as he has no current or past relationships with the company that might give rise to any conflict of interest with general shareholders.
2		He has been appointed as Outside Director as he has a wealth of experience and expertise gained from his career at key positions at Takara Standard Co., Ltd., and as he is expected to deliver well-rounded judgments based on his unique career and provide impartial and objective oversight. He has been also appointed as Independent Director as he has no current or past relationships with the company that might give rise to any conflict of interest with general shareholders.
3		He has been appointed as Outside Director as he has a wealth of experience and expertise gained from years of service in key roles and positions at financial institutions and in corporate management, and as he is expected to deliver well-rounded judgments based on his unique career and provide impartial and objective oversight. He has been also appointed as Independent Director as he has no current or past relationships with the company that might give rise to any conflict of interest with general shareholders.
4		
5		

## 4. Supplementary explanation

--

\*1 Check the box if all Outside Directors who qualify as Independent Directors have been notified and registered as Independent Directors.

\*2 Items to be checked regarding the attributes of Directors:

- a. Executive of the Company or its subsidiaries
  - b. Non-executive director or accounting advisor of the Company or its subsidiaries (in the case of an outside member of the Audit and Supervisory Committee)
  - c. Non-executive director or executive of a parent company of the Company
  - d. Auditor of a parent company of the Company (in the case of an outside member of the Audit and Supervisory Committee)
  - 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 listed 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 director/kansayaku
  - i. Major shareholder of the Company (or an executive of the said major shareholder, if the shareholder is 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 Director himself/herself only)
  - k. Executive of a company which has worked with the Company to appoint outside directors/kansayaku to each other's boards (the Director himself/herself only)
  - l. Executive of a company or organization that receives a donation from the Company (the Director himself/herself only)
- Note that the wording of the items a to l above are a simplified version of those listed in the TSE's rules.

\*3 Indicate "○" when the Director presently falls, or has recently fallen, under the category, and "△" when the Director fell under the category in the past.

Indicate "●" when a close relative of the Director presently falls or has recently fallen under the category, and "▲" when a close relative of the Director fell under the category in the past.

\*4 If any of the items a to l above applies, provide a brief description.

\*5 Specify the reasons for appointment of the Independent Director.