# Regulations for Outside Director Candidates Recommendation Committee

# 1. Purpose

The purpose of these Regulations is to provide for any and all necessary matters for the efficient operation of the Outside Director Candidates Recommendation Committee ("Committee").

# 2. Scope of Application

All matters related to the organization and operation of the Committee shall be governed by or conducted in accordance with these Regulations, except for those prescribed otherwise by the relevant laws and regulations, the Articles of Incorporation, or the Regulations on Operation of the Board of Directors ("Board").

#### 3. Responsibilities and Authority

- ① The Committee shall nominate outside director candidates to be elected at the shareholders meeting.
- ② The Committee shall have and execute such additional responsibilities and authority as may be mandated by the laws and regulations in the future.

# 4. Constitution

- 1 The Committee shall be composed of 2 or more directors appointed by the Board.
- ② One half (1/2) or more members of the Committee shall be outside directors.

③ The Committee may appoint a secretary from among its members or from outside the Committee.

# 5. Chairman

The Committee shall appoint a Chairman of the Committee to represent the Committee and to control and manage the business of the Committee.

The Chairman shall be nominated by the Board and appointed by resolution of the Committee.

# 6. Meeting

- ① Meetings of the Committee shall be convened from time to time when necessary.
- ② The Board, the Representative Director or any member of the Committee may request the convening of the Committee by presenting the proposed agenda and the reason for convening such meeting to the Chairman of the Committee.

# 7. Procedure for Convening

- In order to convene a meeting of the Committee, the date for the meeting shall be set and a notice thereof shall be given to each member at least one week prior to the date set for such meeting.
- ② With the consent of all members, the Committee may convene a meeting at any time without following the procedures set forth in the Paragraph ① above.

# 8. Resolution

- Resolutions of the Committee shall be adopted by affirmative vote of the majority of members present at a meeting.
- ② Meetings of the Committee may be convened by means of a communication system transmitting and receiving live audio and video communications, whereby all members participate in the meeting, without the actual presence of all or part of the members at the meeting. Members participating in the meeting in the aforementioned manner shall be deemed to be present in person at such meeting.

# 9. Minutes

The Committee shall prepare minutes of each meeting, which shall bear the names and seals or the signatures of all members present.

# 10. Amendment and Abolishment of the Regulations

Matters concerning the amendment and abolishment of these Regulations shall be determined by a resolution of the Board of Directors.

# Addendum

These Regulations shall be effective from April 30, 2007.