

## **SCREEN Holdings Co., Ltd.**

### **Criteria for Appointing Candidates for Directors and Corporate Auditors, and for Dismissing Directors**

#### **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 Japanese Corporate Law.
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 Japanese Corporate Law, which also apply to corporate auditors in accordance with Article 335-1 of said law.
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.

### **Criteria for Dismissing Directors**

1. A director who obviously fails to fulfill “Criteria for Appointing Candidates for Directors.”
2. A director who is or has been involved in illicit conduct or a significant violation of laws, regulations or in-house rules, including the Articles of Incorporation.

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