

## **Standards for the Independence of Outside Directors**

### **Bandai Namco Holdings Inc.**

In order for the Outside Directors of the Company to be judged as being independent, such Outside Directors must not fall under any of the following items.

1. Any person for whom the Company (including group companies of the Company; the same applies hereinafter) is a major business partner
2. Any Executive Director, Executive Officer, Manager or other employee of a company for which the Company is a major business partner
3. Any person who is a major business partner of the Company
4. Any Executive Director, Executive Officer, Manager or other employee of a company that is a major business partner of the Company
5. Any attorney-at-law, certified public accountant, certified public tax accountant, consultant or other expert who receives monies or other economic benefits of a certain amount or more from the Company
6. Any person belonging to a company, association or other organization such as a law firm, auditing firm, tax accountant corporation and consultancy which receives monies or other economic benefits of a certain amount or more from the Company
7. Any person who is a major shareholder of the Company
8. Any Executive Director, Executive Officer, Manager or other employee of a company or other organization that is a major shareholder of the Company
9. Any Executive Director, Executive Officer, Manager or other employee of a company in which the Company is a major shareholder
10. Any person receiving donations or subsidies of a certain amount or more from the Company
11. Any person who is a Board member or other Executive Officer in a company, association or other organization which receives donations or subsidies of a certain amount or more from the Company
12. If an Executive Director or Director who is a full time Audit & Supervisory Committee Member of the Company concurrently holds a position as an Outside Director or Outside Audit & Supervisory Board Member at another company, any person who is an Executive Director, Executive Officer, Manager or other employee of that company
13. Any person who has come under one of the categories listed in items 1 through 12 above in the past five years
14. If a person coming under one of the categories listed in items 1 through 12 above is an important person, that person's spouse or relative within the second degree of kinship
15. The spouse or relative within the second degree of kinship of any person who is a Director, Executive Officer, Manager or other important employee of the Company or its subsidiaries

- (Notes) 1 In item 1, where it reads "any person for whom the Company is a major business partner," this means any person, excluding those who are included in item 5, who has received total payments from the Company of ¥10 million or more in that person's most recent business year, in addition to payments received from the Company for their remuneration as a Director.
- 2 In item 2, where it reads "a company for which the Company is a major business partner," this means any company that has received payments from the Company equivalent to or more than 2% of that company's annual consolidated net sales for the most recent business year, or ¥100 million; whichever is greater.
- 3 In items 3 and 4, where it reads "any person who is a major business partner of the Company," this means any person (or company) who has paid to the Company an amount equal to 2% or more of

the Company's annual consolidated net sales for the most recent business year, or any person (or company) who has provided the Company with loans in an amount equal to 2% or more of the value of the Company's consolidated total assets as of the end of the most recent business year.

- 4 In items 5, 10 and 11, where it reads "a certain amount," this means ¥10 million a year. However, for items 5 and 10, payments received from the Company for their remuneration as a Director are excluded.
- 5 In item 6, where it reads "a certain amount," this means the amount of 2% or more of the total net sales for that company, association or organization for the most recent business year, or ¥100 million; whichever is greater.
- 6 In items 7 to 9, where it reads "major shareholder," this means any shareholder who directly or indirectly holds 10% or more of the total number of voting rights as of the end of the most recent business year.

- This document is a translation of the original document in Japanese. Bandai Namco Holdings Inc. provides this translation for your reference and convenience only and without any warranty as to its accuracy or otherwise. In the event of any discrepancy, the original document in Japanese shall prevail.