

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 who regards the Company (including group companies of the Company; the same applies hereinafter) as a major business partner
2. Any executive director, executive officer, manager or other similar employee of a company that regards the Company as 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 similar 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 similar expert who receives monies or other economic benefits above a certain amount from the Company, in addition to his or her remuneration as a Director
6. Any person belonging to a company, association or other similar organization, such as a law firm, auditing firm, tax accountant corporation or consultancy, that receives monies or other economic benefits above a certain amount from the Company
7. Any person receiving donations or subsidies from the Company above a certain amount
8. Any person who is a board member or other similar executive officer in a company, association or other similar organization that receives donations or subsidies above a certain amount from the Company
9. If an Executive Director or a 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, then any person who is an executive director, executive officer, manager or other similar employee of that company
10. Any person who has fallen under one of the categories listed in items 1 through 9 above in the past five years
11. If a person falling under one of the categories listed in items 1 through 9 above is an important person, then that person's spouse or any of that person's relatives within the second degree of kinship
The spouse, or any relative within the second degree of kinship, of any person who is a Director, Executive Officer, Manager or other similar important employee of the Company or its subsidiaries

- (Notes)
- 1 In items 1 and 2 where it reads "any person who (or any company that) regards the Company as a major business partner," this means "any person who (or any company that) has received from the Company a payment equivalent to 2% or more of that person's (or that company's) annual consolidated net sales for the most recent business year."
 - 2 In items 3 and 4 where it reads "any person who (or any company that) is a major business partner of the Company," this means "any person who (or any company that) has paid to the Company an amount equivalent to 2% or more of the Company's annual consolidated net sales for the most recent business year, or any person who (or any company that) has lent the Company an amount equivalent to 2% or more of the value of the Company's consolidated total assets as of the end of the most recent business year."
 - 3 In items 5, 7 and 8, where it reads "a certain amount," this means "¥10 million a year."
In item 6 where it reads "a certain amount," this means "2% or more of the total net sales for that company, association or other similar organization for the most recent business year, or 100 million yen; whichever is greater."

END