



	<p>Company with regard to purchases (no business relations in the consolidated fiscal year under review). The amount of transactions between the Company and TOSHIBA in the consolidated fiscal year ended March 31, 2013 amounted to about 4 billion yen, more than one (1) percent of the consolidated net sales of the Company and less than one (1) percent of the consolidated net sales of TOSHIBA, in each corresponding fiscal year. However, this does not fall under major transactions for either the Company or TOSHIBA. No other mutual relationship exists between TOSHIBA and the Company, including donations, mutual dispatch of directors or shareholding. Ms. ONITSUKA resigned as an executive of TOSHIBA more than ten (10) years ago and currently has no relationship with the company. Regarding companies where Ms. ONITSUKA previously served as an executive, Yahoo Japan Corporation and Z Holdings Corporation (currently LY Corporation) and the Company had in the past and currently have had in the past and currently has business relations with regard to purchases; Toshiba Medical Systems Corporation (currently Canon Medical Systems Corporation) ("Toshiba Medical") had in the past and currently have business relations with regard to sales. However, the transactions with the Company amounted to less than one (1) percent of the consolidated net sales of the Company or each of these companies and do not fall under major transactions for any of the companies. Moreover, no other mutual relationship exists between these companies and the Company, including donations, mutual dispatch of directors or shareholding. Ms. ONITSUKA resigned as an executive of Yahoo Japan Corporation (currently LY Corporation) about nine (9) months, resigned as an executive of Z Holdings Corporation (currently LY Corporation) three (3) years, and resigned as an executive of Toshiba Medical Systems Corporation (currently Canon Medical Systems Corporation) over ten (10) years, and currently has no relationship with any of these companies. No mutual relationship exists between eBook Initiative Japan Co., Ltd., where she previously served as an executive, and the Company, such as business transactions including donations, mutual dispatch of directors or shareholding.</p> <p>In addition, Ms. ONITSUKA has not been an operating officer or the like of the Company's major business partners and major shareholders in the past other than that stated above.</p> <p>For these reasons, the Company regards her as independent.</p>	<p>independence and is free from any risk of conflict of interest with general shareholders.</p>
3	<p>No mutual relationship exists between ANA Holdings Inc. and Seven Bank, Ltd., where Mr. HIRAKO Yuji concurrently serves, and the Company, such as business transactions including donations, mutual dispatch of directors or shareholding. Kyushu Electric Power Company, Incorporated ("Kyushu Electric Power"), where he is scheduled to concurrently hold office, had in the past and currently has business relations with the Company with regard to purchases. However, Kyushu Electric Power's transactions with the Company in the past and in the consolidated fiscal year under review amounted to less than one (1) percent of the consolidated net sales of the Company or Kyushu Electric Power in each corresponding fiscal year, and do not fall under major transactions for either the Company or Kyushu Electric Power. In addition, no mutual relationship exists between Kyushu Electric Power and the Company, including donations, mutual dispatch of directors or shareholding. In addition, Mr. HIRAKO has not been an operating officer or the like of the Company's major business partners and major shareholders in the past other than that stated above.</p> <p>For these reasons, the Company regards him as independent.</p>	<p>&lt;Reasons for selecting him as External Director&gt;  The Company proposes the election of Mr. HIRAKO Yuji as a Director and expects that his extensive experience, knowledge, professional views and personal relationships obtained through his corporate management, etc., of listed companies outside the Group and corporate management both inside and outside Japan will be utilized in the Company's management and also contribute to the enhancement of the corporate value of the Group. As an independent officer, the Company also expects that he will play an active role in supervising the Company's management by providing advice and proposals to the Company as an objective third party not involved in the Group's business execution in order to ensure the appropriateness and correctness of the decision-making process by the Board of Directors.</p> <p>&lt;Reasons for selecting him as Independent Officer&gt;  The Company has designated Mr. HIRAKO Yuji as an Independent Officer, based on the Company's "Criteria for Judgment of Independence" as stated in "4. Supplementary Explanation," which objectively determines the independence of a director, and has determined that he has sufficient independence and is free from any risk of conflict of interest with general shareholders.</p>
4	<p>No mutual relationship exists between TOPCON Corporation, where Mr. HIRANO Satoshi concurrently holds office, and the Company, such as business transactions including donations, mutual dispatch of directors or shareholding. In addition, no mutual relationship exists between Topcon Positioning Systems, Inc., where he previously served as an executive, and the Company, such as business transactions including donations, mutual dispatch of directors or shareholding.</p> <p>In addition, Mr. HIRANO Satoshi has not been an operating officer or the like of the Company's major business partners and major shareholders in the past other than that stated above.</p> <p>For these reasons, the Company regards him as independent.</p>	<p>&lt;Reasons for selecting him as External Director&gt;  The Company proposes the election of Mr. HIRANO Satoshi as a Director and expects that his extensive experience, knowledge, professional views and personal relationships obtained through his work at manufacturing and technology departments, etc., of listed companies outside the Group and corporate management both inside and outside Japan as a Director will be utilized in the Company's management and also contribute to the enhancement of the corporate value of the Group. As an independent officer, the Company also expects that he will play an active role in supervising the Company's management by providing advice and proposals to the Company as an objective third party not involved in the Group's business execution in order to ensure the appropriateness and correctness of the decision-making process by the Board of Directors.</p> <p>&lt;Reasons for selecting him as Independent Officer&gt;  The Company has designated Mr. HIRANO Satoshi as an Independent Officer, based on the Company's "Criteria for Judgment of Independence" as stated in "4. Supplementary Explanation," which objectively determines the independence of a director, and has determined that he has sufficient independence and is free from any risk of conflict of interest with general shareholders.</p>

5	<p>NEC Corporation ("NEC"), where Mr. FUJIOKA Tetsuya previously served as a management executive, had in the past and currently has business relations with the Company with regard to purchases and sales. However, NEC's transactions with the Company in the past and in the consolidated fiscal year under review amounted to less than one (1) percent of the consolidated net sales of the Company or NEC in each corresponding fiscal year, and do not fall under major transactions for either the Company or NEC. Moreover, no other mutual relationship exists between NEC and the Company, including donations, mutual dispatch of directors or shareholding.</p> <p>In addition, no other mutual relationship exists between NEC Capital Solutions Limited, NEC Europe Ltd. (London), The NEC C&amp;C Foundation, Council on Competitiveness-Nippon, or Public Interest Incorporated Association Shiba Houjinkai, where he previously served as a management executive and the Company, including donations, mutual dispatch of directors or shareholding.</p> <p>Furthermore, Mr. FUJIOKA has not been an operating officer or the like of our major business partners and major shareholders in the past other than those stated above.</p> <p>For these reasons, the Company regards him as independent.</p>	<p>&lt;Reasons for selecting him as External Audit &amp; Supervisory Board Member&gt; Mr. FUJIOKA Tetsuya was elected as an External Audit &amp; Supervisory Board Member as he is expected to utilize his extensive experience, knowledge, professional views and personal relationships, such as his insights on accounting and corporate management that were obtained through his work in finance &amp; accounting division and an overseas corporation of listed companies outside the Group, as well as corporate governance based on his experience as a full-time Audit &amp; Supervisory Board Member, for the enhancement of the Company's auditing. He is also expected to play an active role in auditing the Company's management as an external director by providing proper advice and proposals at the Board of Directors meeting as an objective third party separate from the Group and contribute to the enhancement of the corporate value of the Group.</p> <p>&lt;Reasons for selecting him as Independent Officer&gt; The Company has designated Mr. FUJIOKA Tetsuya as an Independent Officer, based on the Company's "Criteria for Judgment of Independence" as stated in "4. Supplementary Explanation," which objectively determines the independence of a director, and has determined that he has sufficient independence and is free from any risk of conflict of interest with general shareholders.</p>
6	<p>No mutual relationship exists between Yukaze Biomedical and Nikuni Co., Ltd., where Mr. EBINUMA Ryuichi concurrently serves, and the Company, such as business transactions including donations, mutual dispatch of directors or shareholding. In addition, Canon Inc., where Mr. EBINUMA Ryuichi previously served as an executive, and the Company had in the past and currently has business relations with regard to purchases and sales. However, the transactions in the past and in the consolidated fiscal year under review amounted to less than one (1) percent of the consolidated net sales in each corresponding fiscal year of the Company or Canon Inc., and do not fall under major transactions for either the Company or Canon Inc. Moreover, no other mutual relationship exists between Canon Inc. and the Company, including donations, mutual dispatch of directors or shareholding. Mr. EBINUMA resigned as an executive of Canon Inc. two (2) years ago and currently has no relationship with the company.</p> <p>In addition, Mr. EBINUMA has not been an operating officer or the like of the Company's major business partners and major shareholders in the past other than that stated above.</p> <p>For these reasons, the Company regards him as independent.</p>	<p>&lt;Reasons for selecting him as External Audit &amp; Supervisory Board Member&gt; The Company proposes to elect Mr. EBINUMA Ryuichi as an external Audit &amp; Supervisory Board Member and expects that he will be active in a position auditing the Company's management by utilizing his extensive experience, knowledge and professional views that were obtained through a wide spectrum of work in the manufacturing and technology divisions, etc. of listed companies outside the Group, as well as his corporate management experience as a full-time Audit &amp; Supervisory Board Member, in the audit business of the Group, and by providing proper advice and proposals at the Board of Directors and the Audit &amp; Supervisory Board as an objective third party not involved in the Group. Also, Mr. EBINUMA possesses considerable expertise and experience in finance and accounting, based on the above experience.</p> <p>&lt;Reasons for selecting him as Independent Officer&gt; The Company has designated Mr. EBINUMA Ryuichi as an Independent Officer, based on the Company's "Criteria for Judgment of Independence" as stated in "4. Supplementary Explanation," which objectively determines the independence of a director, and has determined that he has sufficient independence and is free from any risk of conflict of interest with general shareholders.</p>
7	<p>No mutual relationship exists between JK &amp; CREW Tax Office or Nitto Denko Corporation, where Ms. KOBASHIKAWA Yasuko concurrently holds office, and the Company, such as business transactions including donations, mutual dispatch of directors or shareholding. No mutual relationship exists between MIKASA &amp; Co. or ARTNATURE INC., where she previously served as an executive, and the Company, such as business transactions including donations, mutual dispatch of directors or shareholding. Ms. KOBASHIKAWA resigned as an executive of MIKASA &amp; Co. four (4) years and resigned as an executive of ARTNATURE INC. two (2) years, and currently has no relationship with any of these companies.</p> <p>In addition, Ms. KOBASHIKAWA has not been an operating officer or the like of the Company's major business partners and major shareholders in the past other than that stated above.</p> <p>For these reasons, the Company regards her as independent.</p>	<p>&lt;Reasons for selecting her as External Audit &amp; Supervisory Board Member&gt; The Company proposes to elect Ms. KOBASHIKAWA Yasuko as an external Audit &amp; Supervisory Board Member and expects that she will be active in a position auditing the Company's management by utilizing her extensive knowledge in finance and accounting gained as a certified public accountant and tax accountant, as well as her corporate management experience as an external Director and external Audit &amp; Supervisory Board Member at listed companies outside of the Group, in the audit business of the Group, and by providing proper advice and proposals at the Board of Directors and the Audit &amp; Supervisory Board as an objective third party not involved in the Group. She has never in the past been involved in the management of a company except as an outside officer. However, the Company judges she will be able to appropriately fulfill her duties as an objective external Audit &amp; Supervisory Board Member based on the above reasons. Also, Ms. KOBASHIKAWA possesses considerable expertise and experience in finance and accounting, based on the above experience.</p> <p>&lt;Reasons for selecting her as Independent Officer&gt; The Company has designated Ms. KOBASHIKAWA Yasuko as an Independent Officer, based on the Company's "Criteria for Judgment of Independence" as stated in "4. Supplementary Explanation," which objectively determines the independence of a director, and has determined that she has sufficient independence and is free from any risk of conflict of interest with general shareholders.</p>

## 4. Supplementary Explanation

Criteria for Judgment of Independence  
Article 18 of JVCKENWOOD Corporate Governance Policy

In general, to ensure the effectiveness of the supervisory function of the management based on experience, achievements, expertise, insights and other attributes, as well as independence from conflicts of interest with general shareholders, the Company shall elect candidates for external Directors and External Audit & Supervisory Board Members by confirming their business backgrounds and ensuring that they are not principal shareholders of the Company or have never been engaged in business execution at the Company's main business partners (with a transaction value of one (1) percent or more of the consolidated net sales of the Company), based on its criteria and policies for independence set out in accordance with the "Guidelines concerning Listed Company Compliance, etc." (III 5. (3)-2) established by the Tokyo Stock Exchange, Inc.

III 5. (3)-2 of the "Guidelines concerning Listed Company Compliance, etc." (revised April 1, 2024) of the Tokyo Stock Exchange, Inc.

The status of a person(s) who is reported to Tokyo Stock Exchange, Inc. as being an independent director(s)/auditor(s) by the issuer of a listed domestic stock pursuant to the provisions of Rule 436-2 "Handling of the Securing of Independent Director(s)/Auditor(s)" of the Enforcement Rules for Securities Listing Regulations when such person falls under any of the following a. to d.;

- a. A person for which said company is a major client or a person who executes business for such person, or a major client of said company or a person who executes business for such client;
- b. A consultant, accounting professional or legal professional (in the case of a group such as a corporation or association, this shall refer to a person belonging to such group) who receives a large amount of money or other asset other than remuneration for directorship/auditorship from said company; or
- c. A person who has recently fallen under a. or the preceding b.
- c-2. A person who has fallen under the following (a) or (b) at anytime within 10 years before taking office
  - (a) A person who executes business for a parent company of said company (including a director who does not execute business or an auditor in cases where said company designates its outside auditor as an independent director); or
  - (b) A person who executes business for a fellow subsidiary of said company.
- d. A close relative of a person referred to in any of the following (a) to (f) (excluding those of insignificance);
  - (a) A person referred to in a. to the preceding c-2.;
  - (b) Accounting advisor of said company (limited to cases where said company designates its outside auditor as an independent director; if such an accounting advisor is a juridical person, it shall include the employee who is to perform the duties of such an accounting advisor, the same shall apply hereinafter);
  - (c) A person who executes business for a subsidiary of said company (including a director who does not execute business or an accounting advisor in cases where said company designates its outside auditor as an independent auditor);
  - (d) A person who executes business for a parent company of said company (including a director who does not execute business or an auditor in cases where said company designates its outside auditor as an independent auditor);
  - (e) A person who executes business for a fellow subsidiary of said company; or
  - (f) A person who has recently fallen under (b) or (c), or a person who executed business for said company (in cases where an outside auditor is designated as an independent director, including a director who does not execute business).

### \*1 Explanation of Criteria (a) through (l)

- a. Executive of the Company or its subsidiary
- b. Non-executive director or accounting advisor of the Company or its subsidiaries
- c. Non-executive director or executive of a parent company of the Company
- d. Audit&Supervisory Board Member of a parent company of the Company
- 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 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 officer
- i. Major shareholder of the Company (or an executive of the said major shareholder if the shareholder is a legal entity)
- j. Executive of a client or supplier company of the Company (which does not correspond to any of f, g, or h) (only the officer him or herself)
- k. Executive of a company between which and the Company outside directors/auditors are mutually appointed (only the officer him or herself)
- l. Executive of a company to which the Company makes contributions (only the officer him or herself)

Please note that the above explanation of criteria (a) through (l) are brief descriptions of the criteria specified in the TSE regulations.

### \*2 Categories for "Relationship with the Company"

- \* "○" when the director presently falls or has recently fallen under the category; "△" when the director fell under the category in the past
- \* "●" when a close relative of the director presently falls or has recently fallen under the category; "▲" when a close relative of the director in the past