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Securities code: 6997

June 11, 2020

## **NOTICE OF THE 73<sup>rd</sup> ORDINARY GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholder,

We are pleased to announce the 73<sup>rd</sup> Ordinary General Meeting of Shareholders of Nippon Chemi-Con Corporation (the “Company”), which will be held as described hereunder.

**You may exercise your voting rights by writing or via the Internet, etc. Please review the attached Reference Materials for General Meeting of Shareholders and exercise your voting rights by 5:30 p.m., June 25, 2020 (Thursday).**

Sincerely yours,

Norio Kamiyama, President  
**NIPPON CHEMI-CON CORPORATION**  
5-6-4, Osaki, Shinagawa-ku, Tokyo, Japan

### **MEETING AGENDA**

**1. Date and Time:** 10:00 a.m., June 26 (Friday), 2020 (Reception starts at 9:00 a.m.)

**2. Venue:** Training Room of the Company (2F), Miyako Gotanda Bldg.  
West Wing, 5-6-2, Osaki, Shinagawa-ku, Tokyo, Japan

**3. Agenda:**

- Items to be reported:*
1. Business report, consolidated financial statements and non-consolidated financial statements for the 73<sup>rd</sup> fiscal term (April 1, 2019 to March 31, 2020)
  2. Audit reports of consolidated financial statements by Accounting Auditors and the Audit & Supervisory Board

*Items to be proposed:*

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|----------------|---|
| Proposal No. 1 | Election of six (6) Directors                                   |
| Proposal No. 2 | Election of two (2) Audit & Supervisory Board Members           |
| Proposal No. 3 | Election of one (1) Substitute Audit & Supervisory Board Member |

#### **4. Instructions for Exercising Voting Rights:**

- (1) To vote in writing, please indicate your approval or disapproval on the enclosed voting form and return the form to the Company by post to reach us by 5:30 p.m. on June 25, 2020 (Thursday).
- (2) To vote via the Internet, please use the login ID and provisional password that are stated on the voting form on the website for exercising voting rights (<https://evote.tr.mufg.jp/>) and enter your approval or disapproval following the guidance on the screen, by 5:30 p.m. on June 25, 2020 (Thursday).
- (3) If you vote both by voting form and via the Internet, we will treat only the vote submitted via the Internet as valid.
- (4) If you vote more than once via the Internet, we will treat only the most recent vote as valid. In addition, if you vote more than once via the PC, smartphone or mobile, we will treat only the most recent vote as valid.

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#### **Notes:**

1. Attendees are requested to submit the voting form enclosed herewith to the reception desk when attending the meeting.
2. If we need to make any revision to the Reference Materials for General Meeting of Shareholders, business report, non-consolidated financial statements or consolidated financial statements, the Company will publish such revision on its website (<http://www.chemi-con.co.jp/>).

<h4><b>Notice Concerning the Novel Coronavirus Disease (COVID-19)</b></h4>
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<p>In order to prevent the spread of infection of the novel coronavirus disease (COVID-19), the Company requests that shareholders give consideration to preventing infection when attending the General Meeting of Shareholders upon confirming the status of infection of COVID-19 and their own physical condition. Furthermore, the Company asks for your understanding as it may take measures to prevent infection in consideration of the safety of shareholders at the venue for the General Meeting of Shareholders.</p>
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<p>If future developments necessitate a major change in the way the general meeting of shareholders will be run, shareholders will be informed via the Company's website (<a href="http://www.chemi-con.co.jp/">http://www.chemi-con.co.jp/</a>).</p>
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<p>Furthermore, the Company asks shareholders to exercise their voting rights beforehand in writing or via the Internet.</p>
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## Reference Materials for General Meeting of Shareholders

### Proposal and Reference Materials

#### Proposal No. 1: Election of six (6) Directors

The terms of office of all six (6) Directors will expire at the conclusion of this General Meeting of Shareholders. Accordingly, we propose to elect six (6) Directors.

The candidates for Directors are as follows:

No.	Name (Date of Birth)		Current Position and Responsibility in the Company	Rate of attendance at Board of Directors meetings
1	Ikuo Uchiyama (June 11, 1951)	Reappointment	Chairman and Chief Executive Officer	20/20 (100%)
2	Norio Kamiyama (April 1, 1959)	Reappointment	President and Chief Executive Officer In charge of Internal Audit Dept.	20/20 (100%)
3	Syuuichi Shiraishi (February 14, 1956)	Reappointment	Director and Senior Managing Executive Officer Division Manager of Sales Headquarters and Officer in charge of Management Strategy Dept.	20/20 (100%)
4	Yoshifumi Minegishi (November 28, 1957)	Reappointment	Director and Managing Executive Officer CQO and Division Manager of Quality Assurance Headquarters and Production System Headquarters	20/20 (100%)
5	Hideaki Takahashi (January 29, 1946)	Reappointment Outside Independent officer	Outside Director	19/20 (95%)
6	Kinya Kawakami (November 20, 1951)	Reappointment Outside Independent officer	Outside Director	20/20 (100%)

No.	Name (Date of Birth)	Brief Personal Profile, Position, Responsibility, and Significant Concurrent Positions		Number of Company Shares Owned
1	Ikuo Uchiyama (June 11, 1951)  Reappointment	April 1977	Joined Nippon Chemi-Con Corp.	13,900
		July 1997	Plant Manager of Niigata Plant, KDK Corp.	
		October 1999	Plant Manager of Niigata Plant, Material- Division Headquarters	
		June 2001	Director, in charge of Administration Dept., Personnel Dept., and Material Procurement Dept.	
		September 2002	Director, Division Manager of Material- Division Headquarters, in charge of Administration Dept., Personnel Dept., Material Procurement Dept., and Environment Dept.	
		June 2003	President, COO, in charge of Administration Dept., Personnel Dept., and Internal Audit Dept.	
		June 2004	President, COO, in charge of Corporate Planning Dept., and Internal Audit Dept.	
		April 2005	President, COO, in charge of Corporate Planning Dept., SCM Promotion Dept., and Internal Audit Dept.	
		June 2005	President, in charge of Corporate Planning Dept., SCM Promotion Dept., and Internal Audit Dept.	
		October 2007	President, in charge of Corporate Planning Dept., Internal Control Promotion Dept., and Internal Audit Dept.	
		April 2011	President, in charge of Internal Control Promotion Dept., and Internal Audit Dept.	
		December 2012	President, in charge of Internal Audit Dept.	
		June 2014	President and Chief Executive Officer, in charge of Internal Audit Dept.	
		June 2019	Chairman and Chief Executive Officer (current)	
		[Reasons for nomination as a candidate for Director] Ikuo Uchiyama has been engaged in the material divisions for many years, via serving as Plant Manager of Niigata Plant of the Company and then as the President, and he has served as the Chairman of the Company, and has abundant experience in business and corporate management of the Group. Making use of this experience, the Company can expect that he will adequately fulfill his role as a Director in decisions on important matters and supervision of execution of business of the Group, and accordingly the Company requests his continuing appointment as Director. [Rate of attendance at Board of Directors meetings in fiscal 2019] 20 out of 20 meetings (100%)		

No.	Name (Date of Birth)	Brief Personal Profile, Position, Responsibility, and Significant Concurrent Positions		Number of Company Shares Owned
2	Norio Kamiyama (April 1, 1959)  Reappointment	<p>April 1983 Joined Nippon Chemi-Con Corp.</p> <p>November 2004 Department Manager of Ceramic and Film Capacitor Engineering Dept. in Technical, R&amp;D Headquarters</p> <p>April 2006 Department Manager of Ceramic and Film Capacitor Engineering Dept. in Technical, R&amp;D Headquarters and Department Manager of DLCAP Design Dept. in Supercapacitor Division Headquarters</p> <p>October 2006 Deputy Division Manager of Quality Assurance Headquarters</p> <p>August 2009 Division Manager of Quality Assurance Headquarters</p> <p>April 2011 Division Manager in Quality Assurance, Quality Assurance Headquarters</p> <p>June 2012 Director, CQO and Division Manager of Quality Assurance Headquarters</p> <p>June 2013 Director, CTO and Division Manager of R&amp;D Headquarters</p> <p>June 2014 Senior Executive Officer, CTO and Division Manager of R&amp;D Headquarters</p> <p>April 2016 Senior Executive Officer, CTO and Division Manager of R&amp;D Headquarters and Officer in charge of Solid Devices Business (Ceramic Capacitor, Varistor, Film Capacitor, Coil) in Product Business Management</p> <p>June 2018 Director, Senior Executive Officer, CTO and Division Manager of R&amp;D Headquarters and Officer in charge of Solid Devices Business (Ceramic Capacitor, Varistor, Film Capacitor, Coil) in Product Business Management</p> <p>June 2019 President and Chief Executive Officer, in charge of Internal Audit Dept. (current)</p> <p>(Significant concurrent position) Director, Europe Chemi-Con (Deutschland) GmbH</p>		2,100
<p>[Reasons for nomination as a candidate for Director]</p> <p>Norio Kamiyama, who has been engaged in engineering, technical and quality assurance fields for many years, is currently serving as the President. He has abundant experience in business and corporate management of the Group. Making use of this experience, the Company can expect that he will adequately fulfill his role as a Director in decisions on important matters and supervision of execution of business of the Group, and accordingly the Company requests his continuing appointment as Director.</p> <p>[Rate of attendance at Board of Directors meetings in fiscal 2019]</p> <p>20 out of 20 meetings (100%)</p>				

No.	Name (Date of Birth)	Brief Personal Profile, Position, Responsibility, and Significant Concurrent Positions	Number of Company Shares Owned
3	Syuuichi Shiraishi (February 14, 1956)  Reappointment	<p>April 1979 Joined Nippon Chemi-Con Corp.</p> <p>July 1995 Department Manager of Planning Dept.</p> <p>June 1999 Managing Director of Marcon Electronics Co., Ltd.</p> <p>September 2002 Department Manager of New Products Sales Promotion Dept. II in Sales Headquarters and Department Manager of Logistics Dept., Nippon Chemi-Con Corp. and Managing Director of Marcon Electronics Co., Ltd.</p> <p>February 2003 Department Manager of New Products Sales Promotion Dept. II in Sales Headquarters and Department Manager of Logistics Dept.</p> <p>July 2005 Department Manager of Division Planning Dept., Capacitor Division Headquarters</p> <p>June 2008 Director, Deputy Division Manager of Capacitor Division Headquarters</p> <p>February 2009 Director, Division Manager of Production Headquarters</p> <p>March 2009 Director of Nippon Chemi-Con Corp. and Vice President of Samyoung Electronics Co., Ltd.</p> <p>January 2013 Director, Division Manager of Planning Headquarters</p> <p>June 2014 Director and Senior Executive Officer, Division Manager of Planning Headquarters</p> <p>April 2016 Director and Senior Executive Officer, Division Manager of Sales Headquarters and Officer in charge of Management Strategy Dept.</p> <p>June 2016 Director and Managing Executive Officer, Division Manager of Sales Headquarters and Officer in charge of Management Strategy Dept.</p> <p>June 2019 Director and Senior Managing Executive Officer, Division Manager of Sales Headquarters and Officer in charge of Management Strategy Dept. (current)</p> <p>(Significant concurrent positions)  Director, United Chemi-Con, Inc.  Director, Hong Kong Chemi-Con Ltd.  Director, Singapore Chemi-Con (Pte.) Ltd.</p>	3,800
<p>[Reasons for nomination as a candidate for Director]  Syuuichi Shiraishi has been engaged in the planning, sales and production divisions, etc., and via serving as the President of a subsidiary of the Company, he has served as the Director of the Company. He has abundant experience in business and corporate management of the Group. Making use of this experience, the Company can expect that he will adequately fulfill his role as a Director in decisions on important matters and supervision of execution of business of the Group, and accordingly the Company requests his continuing appointment as Director.</p> <p>[Rate of attendance at Board of Directors meetings in fiscal 2019]  20 out of 20 meetings (100%)</p>			

No.	Name (Date of Birth)	Brief Personal Profile, Position, Responsibility, and Significant Concurrent Positions			Number of Company Shares Owned
4	Yoshifumi Minegishi (November 28, 1957)  Reappointment	April 1980	Joined Nippon Chemi-Con Corp.		4,800
		July 2001	Plant Manager of Niigata Plant, Material Division Headquarters		
		July 2003	Senior Division Manager of Material Division Headquarters and Plant Manager of Takahagi Plant		
		June 2005	Director, Division Manager of Material Division Headquarters		
		July 2007	Director, Division Manager of Production Engineering Headquarters and Division Manager of Material Division Headquarters		
		April 2008	Director, Division Manager of Production Facilities Engineering Headquarters and Division Manager of Material Division Headquarters		
		April 2011	Director, Division Manager of Material Division Headquarters		
		June 2013	Executive Managing Director, Division Manager of Material Division Headquarters		
		June 2014	Director and Managing Executive Officer, Division Manager of Material Division Headquarters		
		April 2016	Director and Managing Executive Officer, Division Manager of Product Business Management		
		June 2019	Director and Managing Executive Officer, CQO and Division Manager of Quality Assurance Headquarters and Production System Headquarters (current)		
[Reasons for nomination as a candidate for Director] Yoshifumi Minegishi has been engaged in the material divisions for many years, and via serving as Plant Manager of Niigata Plant and then Takahagi Plant of the Company, he has served as the Director of the Company. He has abundant experience in business and corporate management of the Group. Making use of this experience, the Company can expect that he will adequately fulfill his role as a Director in decisions on important matters and supervision of execution of business of the Group, and accordingly the Company requests his continuing appointment as Director. [Rate of attendance at Board of Directors meetings in fiscal 2019] 20 out of 20 meetings (100%)					
5	Hideaki Takahashi (January 29, 1946)  Reappointment Outside Independent officer	June 1990	Associate Professor, Faculty of Engineering, Hokkaido University		0
		June 1994	Professor, Graduate School of Engineering, Hokkaido University		
		April 2008	Professor Emeritus at Hokkaido University, President of Asahikawa National College of Technology		
		April 2014	Professor Emeritus at Hokkaido University, Professor Emeritus at Asahikawa National College of Technology (current)		
		June 2014	Outside Director of Nippon Chemi-Con Corp. (current)		
		March 2018	Director and Vice President of The Electrochemical Society of Japan		
[Reasons for nomination as a candidate for Outside Director] Hideaki Takahashi had no experience in corporate management before assuming the office of Director of the Company but is specialized in capacitor materials that the Company uses for its business operations. He has extensive knowledge and experience gained as a university professor over a long period of time. Accordingly, he is considered to be fully capable of carrying out job responsibilities as Outside Director. He assumed office as Outside Director of the Company in June 2014. He will have been in this position for six years at the time when this General Meeting of Shareholders ends. [Rate of attendance at Board of Directors meetings in fiscal 2019] 19 out of 20 meetings (95%)					

No.	Name (Date of Birth)	Brief Personal Profile, Position, Responsibility, and Significant Concurrent Positions			Number of Company Shares Owned
6	Kinya Kawakami (November 20, 1951)  Reappointment Outside Independent officer	April 1976	Joined The Yokohama Rubber Co., Ltd.	0	
		January 2003	Head of Tire Materials Development Dept., The Yokohama Rubber Co., Ltd.		
		June 2005	Head of Research Dept., The Yokohama Rubber Co., Ltd.		
		June 2008	Director and Corporate Officer, in charge of Procurement Division, Head of R&D Center, The Yokohama Rubber Co., Ltd.		
		June 2010	Director and Corporate Officer, Head of R&D Center, Head of Global Procurement Division, The Yokohama Rubber Co., Ltd.		
		June 2011	Director and Managing Corporate Officer, in charge of Global Human Resources Division, Head of Corporate Social Responsibility Division, The Yokohama Rubber Co., Ltd.		
		March 2012	Director and Managing Corporate Officer, Head of Corporate Social Responsibility Division, Head of R&D Center, The Yokohama Rubber Co., Ltd.		
		March 2014	Corporate adviser of The Yokohama Rubber Co., Ltd., and President of Hamagomu Real Estate Co., Ltd.		
		June 2015	Outside Director of Nippon Chemi-Con Corp., Corporate adviser of The Yokohama Rubber Co., Ltd., and President of Hamagomu Real Estate Co., Ltd.		
		March 2016	Outside Director of Nippon Chemi-Con Corp. and Corporate adviser of The Yokohama Rubber Co., Ltd.		
		November 2016	Outside Director of Nippon Chemi-Con Corp. (current)		
		[Reasons for nomination as a candidate for Outside Director] Kinya Kawakami has been involved in extensive management activities of The Yokohama Rubber Co., Ltd. (e.g., Procurement, Research and CSR divisions) and has abundant experience and insight. With the experience and insight, he is expected to be able to supervise the Company’s management activities from an objective standpoint, and accordingly the Company requests his appointment as Outside Director. He assumed office as Outside Director of the Company in June 2015. He will have been in this position for five years at the time when this General Meeting of Shareholders ends. [Rate of attendance at Board of Directors meetings in fiscal 2019] 20 out of 20 meetings (100%)			

Notes:

1. There are no special interest relationships between any of the candidates and the Company.
2. Hideaki Takahashi and Kinya Kawakami are candidates for Outside Director.
3. The Company has submitted a notice to Tokyo Stock Exchange, Inc. that Hideaki Takahashi and Kinya Kawakami are independent officers.
4. The Company has made an agreement with Hideaki Takahashi and Kinya Kawakami regarding the limitation of liability in accordance with Article 427, Paragraph 1 of the Companies Act. The amount of their individual liability as Outside Director is the minimum amount stipulated in Article 425, Paragraph 1 of the said Act. If the elections of Hideaki Takahashi and Kinya Kawakami are approved, the said agreement between them and the Company will continue to remain valid.



**Proposal No. 2: Election of two (2) Audit & Supervisory Board Members**

The term of office of Audit & Supervisory Board Members, Yukisada Takahashi and Fumio Morita, will expire at the conclusion of this General Meeting of Shareholders. Accordingly, we propose to elect two (2) Audit & Supervisory Board Members.

We have obtained the consent of the Audit & Supervisory Board in connection with this proposal.

The candidate for Audit & Supervisory Board Member is as follows:

No.	Name (Date of Birth)	Brief Personal Profile, Position, Responsibility, and Significant Concurrent Positions			Number of Company Shares Owned
1	Shinichi Shibata (June 29, 1959) New appointment	April 1983	Joined Nippon Chemi-Con Corp.		500
		January 2002	Department Manager of Administration Dept. of Chemi-Con (Wuxi) Co., Ltd.		
July 2006	Department Manager of Division Planning, Material Division Headquarters				
June 2009	President of Iwate Electric Industry Co., Ltd.				
April 2016	Department Manager of Accounting Dept. of Nippon Chemi-Con Corp.				
June 2019	Executive Officer and Deputy Officer in charge of Accounting Dept. (current)				
(Significant concurrent position)					
Auditor, Taiwan Chemi-Con Corp.					
Auditor, Chemi-Con (Wuxi) Co., Ltd.					
Auditor, Shanghai Chemi-Con Trading Co., Ltd.					
[Reasons for nomination as a candidate for Audit & Supervisory Board Member] Shinichi Shibata, after being engaged in the accounting division and the material divisions, he served as Executive Officer since June 2019, and has abundant experience and considerable knowledge concerning finance and accounting in the Group. With this experience and insight with regard to finance and accounting, he is expected to be able to fulfill a proper audit, so the Company requests his appointment as an Audit & Supervisory Board Member.					

No.	Name (Date of Birth)	Brief Personal Profile and Significant Concurrent Positions		Number of Company Shares Owned
2	Fumio Morita (August 30, 1955)  Reappointment Outside Independent officer	April 1978	Joined The Yokohama Rubber Co., Ltd.	0
		June 2007	Head of Corporate Finance & Accounting Dept., The Yokohama Rubber Co., Ltd.	
		June 2009	Corporate Officer, Head of Corporate Finance & Accounting Dept., The Yokohama Rubber Co., Ltd., and President of Yokohamagomu Finance Co., Ltd.	
		June 2010	Director and Corporate Officer, in charge of Corporate Finance & Accounting Dept. and Internal Audit Dept., The Yokohama Rubber Co., Ltd., and President of Yokohamagomu Finance Co., Ltd.	
		March 2012	Director and Managing Corporate Officer, in charge of Sports Business Dept., Corporate Finance & Accounting Dept., Internal Audit Dept., Information System Dept., and Global Procurement Division, The Yokohama Rubber Co., Ltd., and President of Yokohamagomu Finance Co., Ltd.	
		January 2015	Director and Managing Corporate Officer, Head of Corporate Social Responsibility Division, The Yokohama Rubber Co., Ltd., in charge of Yokohama Motorsports International Co., Ltd., President of PRGR Co., Ltd.	
		March 2016	Corporate adviser of The Yokohama Rubber Co., Ltd., President of PRGR Co., Ltd.	
		June 2016	Outside Audit & Supervisory Board Member of the Company, Corporate adviser of The Yokohama Rubber Co., Ltd., President of PRGR Co., Ltd.	
		March 2020	Outside Audit & Supervisory Board Member of the Company (current)	
<p>[Reasons for nomination as a candidate for Outside Audit &amp; Supervisory Board Member]</p> <p>Fumio Morita was involved in management in a wide range of fields as Director of The Yokohama Rubber Co., Ltd., such as the accounting division, internal audit division, and CSR division, after having experienced primarily accounting business there, and has abundant experience and considerable knowledge concerning finance and accounting. With this abundant experience and knowledge with regard to finance and accounting, he is expected to be able to supervise the Company's management activities from an objective standpoint, so the Company requests his appointment as an Outside Audit &amp; Supervisory Board Member. He assumed office as Outside Director in June 2016. He will have been in this position for four years at the time when this General Meeting of Shareholders ends.</p> <p>[Rate of attendance at Board of Directors meetings in fiscal 2019] 20 out of 20 meetings (100%)</p> <p>[Rate of attendance at Audit &amp; Supervisory Boards meetings in fiscal 2019] 17 out of 17 meetings (100%)</p>				

Notes:

1. There is no special interest relationship between the candidates and the Company.
2. Fumio Morita is a candidate for Outside Audit & Supervisory Board Member.
3. The Company has submitted a notice to Tokyo Stock Exchange, Inc. that Fumio Morita is an independent officer.
4. The Company has entered into an agreement with Fumio Morita regarding the limitation of liability in accordance with Article 427, Paragraph 1 of the Companies Act. The amount of his individual liability as Outside Audit & Supervisory Board Member is the minimum amount stipulated in Article 425, Paragraph 1 of the said Act. If the election of Fumio Morita is approved, the said agreement between him and the Company will continue to remain valid.

### Proposal No. 3: Election of one (1) Substitute Audit & Supervisory Board Member

To avoid a situation where the number of Audit & Supervisory Board Members falls below the minimum number provided by laws and regulations, we propose that one (1) Substitute Audit & Supervisory Board Member be elected in advance.

We have obtained the consent of the Audit & Supervisory Board in connection with this proposal.

The candidate for Substitute Audit & Supervisory Board Member is as follows:

Name (Date of Birth)	Brief Personal Profile and Significant Concurrent Positions	Number of Company Shares Owned
Minoru Takahashi (October 9, 1951)	December 1985 Acquired license as a certified public tax accountant March 1986 Established Minoru Takahashi Tax Accountant Office Head of Minoru Takahashi Tax Accountant Office (current) June 2005 Director, Tokyo Certified Public Tax Accountants' Association June 2013 Head of Hongo Branch, Tokyo Certified Public Tax Accountants' Association (Significant concurrent positions) Head of Minoru Takahashi Tax Accountant Office	0
Outside Independent officer	[Reasons for nomination as a candidate for Substitute Outside Audit & Supervisory Board Member] Minoru Takahashi has no experience in corporate management, but has a long-term and extensive experience as a certified public tax accountant. He was formerly a Director of the Tokyo Certified Public Tax Accountants' Association and the head of its branch office. With his abundant experience and insight, he is expected to be able to supervise the Company's management activities from an objective standpoint, and accordingly the Company requests his appointment as a Substitute Outside Audit & Supervisory Board Member.	

Notes:

1. There is no special interest relationship between the candidate and the Company.
2. Minoru Takahashi is a candidate for Substitute Outside Audit & Supervisory Board Member.
3. Minoru Takahashi satisfies the requirements for an independent officer, and if he assumes the office of Audit & Supervisory Board Member, the Company will submit a notification to the Tokyo Stock Exchange, Inc. that he is an independent officer.
4. If Minoru Takahashi assumes the office of Audit & Supervisory Board Member, the Company will enter into an agreement with him regarding the limitation of liability in accordance with Article 427, Paragraph 1 of the Companies Act. The amount of his individual liability as Substitute Outside Audit & Supervisory Board Member under this agreement is the minimum amount stipulated in Article 425, Paragraph 1 of the said Act.