

*Translation: Please note that the following is a translation of the original Japanese version prepared for the convenience of investors. In case of any discrepancy between the translation and the Japanese original, the latter shall prevail.*

Securities Code 9503

June 8, 2022

**THE KANSAI ELECTRIC POWER CO., INC.**

**NOTICE OF  
THE 98th ORDINARY GENERAL SHAREHOLDERS' MEETING**

To Our Shareholders:

We are pleased to announce the 98th Ordinary General Shareholders' Meeting of The Kansai Electric Power Co., Inc. (the "Company").

In order to prevent the spread of infection of the novel coronavirus disease (COVID-19), you are encouraged to exercise your voting rights prior to the meeting in writing or by using the Internet. You are urged to refrain from traveling to the venue on the date of the meeting.

When voting, you are kindly requested to refer to "Guidance for the Exercise of Voting Rights" on pages 4 through 5.

Yours very truly,

Takashi Morimoto  
Director, Representative Executive Officer, President  
The Kansai Electric Power Co., Inc.  
6-16, Nakanoshima 3-chome, Kita-ku,  
Osaka City, Osaka

**Particulars**

- 1. Date and Time:** June 28, 2022 (Tuesday) at 10:00 a.m.
- 2. Place:** ATC HALL, at 1-10, Nankou-Kita 2-chome, Suminoe-ku, Osaka City, Osaka

**3. Agenda**

**Matters to be reported**

1. Business Report and Consolidated Financial Statements for the Fiscal Year 2021 (from April 1, 2021 to March 31, 2022), and Accounting Auditor's Report and the Audit Committee's Report on the Audit of the Consolidated Financial Statements
2. Non-Consolidated Financial Statements for the Fiscal Year 2021 (from April 1, 2021 to March 31, 2022)

**Matters to be resolved**

**Proposals from the Company (1st to 4th Items of Business)**

- 1st Item of Business: Appropriation of Surplus
- 2nd Item of Business: Partial Amendment to the Articles of Incorporation of the Company (1)
- 3rd Item of Business: Partial Amendment to the Articles of Incorporation of the Company (2)

4th Item of Business: Election of Thirteen (13) Directors

**Proposals from 30 Shareholders (5th to 10th Items of Business)**

5th Item of Business: Partial Amendment to the Articles of Incorporation of the Company (1)  
6th Item of Business: Partial Amendment to the Articles of Incorporation of the Company (2)  
7th Item of Business: Partial Amendment to the Articles of Incorporation of the Company (3)  
8th Item of Business: Partial Amendment to the Articles of Incorporation of the Company (4)  
9th Item of Business: Partial Amendment to the Articles of Incorporation of the Company (5)  
10th Item of Business: Partial Amendment to the Articles of Incorporation of the Company (6)

**Proposals from 104 Shareholders (11th to 17th Items of Business)**

11th Item of Business: Appropriation of Surplus  
12th Item of Business: Dismissal of a Director  
13th Item of Business: Partial Amendment to the Articles of Incorporation of the Company (1)  
14th Item of Business: Partial Amendment to the Articles of Incorporation of the Company (2)  
15th Item of Business: Partial Amendment to the Articles of Incorporation of the Company (3)  
16th Item of Business: Partial Amendment to the Articles of Incorporation of the Company (4)  
17th Item of Business: Partial Amendment to the Articles of Incorporation of the Company (5)

**Proposals from 3 Shareholders (18th to 20th Items of Business)**

18th Item of Business: Partial Amendment to the Articles of Incorporation of the Company (1)  
19th Item of Business: Partial Amendment to the Articles of Incorporation of the Company (2)  
20th Item of Business: Partial Amendment to the Articles of Incorporation of the Company (3)

**Proposal from 2 Shareholders (21st Item of Business)**

21st Item of Business: Partial Amendment to the Articles of Incorporation of the Company

**Proposals from 2 Shareholders (22nd to 24th Items of Business)**

22nd Item of Business: Partial Amendment to the Articles of Incorporation of the Company (1)  
23rd Item of Business: Partial Amendment to the Articles of Incorporation of the Company (2)  
24th Item of Business: Partial Amendment to the Articles of Incorporation of the Company (3)

**Proposals from 1 Shareholder (25th to 29th Items of Business)**

25th Item of Business: Partial Amendment to the Articles of Incorporation of the Company (1)  
26th Item of Business: Partial Amendment to the Articles of Incorporation of the Company (2)  
27th Item of Business: Partial Amendment to the Articles of Incorporation of the Company (3)  
28th Item of Business: Partial Amendment to the Articles of Incorporation of the Company (4)  
29th Item of Business: Partial Amendment to the Articles of Incorporation of the Company (5)

**Proposal from 1 Shareholder (30th Item of Business)**

30th Item of Business: Partial Amendment to the Articles of Incorporation of the Company

Particulars of the Proposals from the Company (1st to 4th Items of Business) and Proposals from Shareholders (5th to 30th Items of Business) listed above are as stated on pages 6 through 55 of this document.

- End -

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Please note that any amendments to the Reference Documents for the General Shareholders' Meeting as well as the Business Report, the Consolidated Financial Statements and the Non-Consolidated Financial Statements will be provided on the Company's website (<https://www.kepco.co.jp/>).

*Note: Voting via the Internet is only available to registered shareholders in Japan in the Japanese language only, except for voting on ICJ platform. The ICJ platform is an electronic voting platform for institutional investors via the ProxyEdge® system of Broadridge. For further details, please consult with your custodian(s), nominee(s) and/or broker(s).*

## <Guidance for the Exercise of Voting Rights>

### Attending the Meeting in Person

In the case that shareholders attend the General Shareholders' Meeting in person, the Company cordially asks shareholders to present the enclosed voting form at the reception.

Date and time of the General Shareholders' Meeting:  
June 28, 2022 (Tuesday)  
10:00 a.m.

Shareholders are also requested to bring this notice.

### In writing

Please indicate on the voting form enclosed herewith approval or disapproval of each proposal listed hereon and return the form by postal mail.

Deadline for voting:  
Accepted only if the voting form is received by the Company by  
June 27, 2022 (Monday)  
5:30 p.m.

### Via the Internet

In the case of exercising voting rights via the Internet, etc., the Company cordially asks shareholders to refer to "Guidance for the Exercise of Voting Rights via the Internet" (Note: these procedures are described only in the original Japanese version).

Deadline for voting:  
Accepted only if the vote is submitted by  
June 27, 2022 (Monday)  
5:30 p.m.

### Guidance for filling in the voting card

#### Proposals from the Company

The 1st to 4th Items of Business are proposed by the Company.

#### Proposals from shareholders

The 5th to 30th Items of Business are proposals from shareholders.  
The Board of Directors objects to all proposals from the 5th to 30th Items of Business.

### Exercise of Voting Rights by Proxy

In the case that a shareholder is unable to attend the General Shareholders' Meeting in person, the shareholder may appoint another shareholder having voting rights to attend the Meeting as a proxy; provided, however, that written evidence of the proxy shall be submitted to the Company.

### Diverse Exercise of Voting Rights

Only a shareholder who holds shares on behalf of others may be allowed to carry out diverse exercise of voting rights. In that case, the intention of diverse exercise of voting rights and the reason therefor shall be notified to the Company at least three days prior to the date of the General Shareholders' Meeting.

**Treatment of Contradictory Items of Business**

There is a contradiction between the 1st Item of Business and the 11th Item of Business. Accordingly, if a shareholder approves both Items, such exercise of voting rights shall become void. The Company cordially asks shareholders to take care of this.

## **Reference Documents for the General Shareholders' Meeting**

### **Items of Business and Matters for Reference**

#### **<Proposals from the Company (1st to 4th Items of Business)>**

**1st to 4th Items of Business are proposed by the Company.**

##### **1st Item of Business: Appropriation of Surplus**

Our shareholder return policy is that, as the Kansai Electricity Power Group, we basically seek to improve corporate value and appropriately allocate business results to shareholders in the form of stable and sustainable dividends while ensuring financial soundness. Based on this policy, the particulars regarding the appropriation of surplus will be as follows, comprehensively considering the Company's business environment such as the business results in fiscal 2021, outlook of revenues and expenses from fiscal 2022 onwards and the status of progress of the Medium-term Management Plan.

Matters regarding appropriation of surplus

- (1) Matters regarding allocation of dividend property to shareholders and total amount thereof  
¥25 per share of common stock of the Company  
Total amount: ¥22,332,553,400
- (2) Effective date of dividends of surplus  
June 29, 2022 (Wednesday)

## 2nd Item of Business: Partial Amendment to the Articles of Incorporation of the Company (1)

### 1. Reasons for Amendment

Following the enforcement of the Act for Partially Amending the Industrial Competitiveness Enhancement Act and Other Related Laws and Regulations (Act No. 70 of 2021) on June 16, 2021, listed companies are allowed to hold a shareholders meeting without a designated location (so-called “virtual-only shareholders meetings”) provided that it is stipulated in the articles of incorporation and certain other requirements have been satisfied.

The Company proposes to make necessary amendment to Article 14 of the current Articles of Incorporation to allow for holding a shareholders meeting without a designated location. This is because the Company believes that making the meetings easy to attend among many shareholders, including those in remote areas, leads to a more revitalized, efficient and smooth shareholders meeting and also that a broader option of the means of holding shareholders meetings contributes to the interests of shareholders taking into account, among others, large-scale disasters, including the spread of infectious diseases and natural disasters, and the development of digitalization in the society.

The Company will determine, on all such occasions, the means of holding a shareholders meeting giving top priority to the rights and interests of shareholders through deliberations by the Board of Directors.

### 2. Details of Amendment

The Company proposes that the Articles of Incorporation of the Company be amended as follows.

Regarding the amendment, it has been confirmed by the Minister of Economy, Trade and Industry and the Minister of Justice that the requirements specified by the Orders of the Ministry of Economy, Trade and Industry and the Ministry of Justice as a case, which serves for strengthening industrial competitiveness while consideration is given to ensuring the interests of shareholders, are satisfied.

(Underlined parts are to be amended)

Current Articles of Incorporation	Proposed Amendments to Articles of Incorporation
Article 14 ( <u>Time of Convening of Shareholders Meeting and Convener</u> ) 1. An Annual Shareholders Meeting of the Company shall be convened in June of each year, and an Extraordinary Shareholders Meeting may be convened if necessary, by a Director designated in advance by the Board of Directors. 2. In the event that the Director stipulated in the preceding paragraph is prevented from so acting, another Director shall, in accordance with the order previously decided by the Board of Directors, act in his/her place.	Article 14 (Convening of Shareholders Meeting) 1. (Unchanged) 2. (Unchanged)  <Newly established> 3. <u>The Company may hold the Shareholders Meeting in the form of a shareholders meeting without a designated location.</u>

### 3rd Item of Business: Partial Amendment to the Articles of Incorporation of the Company (2)

#### 1. Reasons for Amendment

Since the revised provisions provided for in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) are to be enforced on September 1, 2022, the Company proposes to make the following necessary amendment to its Articles of Incorporation in line with the introduction of the system for providing informational materials for the shareholders meeting in electronic format.

- (1) Article 15, paragraph 1 in “Proposed Amendments to Articles of Incorporation” below will stipulate that the Company shall take measures for providing information that constitutes the content of reference documents for the general shareholders’ meeting, etc. in electronic format.
- (2) Article 15, paragraph 2 in “Proposed Amendments to Articles of Incorporation” below will establish the provisions that allow for not stating, among the items for which the measures for providing information in electronic format will be taken, all or part of the items specified by the Order of Ministry of Justice, in the documents to be delivered to shareholders who requested the delivery of paper-based documents.
- (3) Since the provisions for Internet Disclosure and Deemed Provision of Reference Documents for the General Shareholders’ Meeting, Etc. (Article 15 of the current Articles of Incorporation) will no longer be required, they will be deleted.
- (4) Accompanying the aforementioned establishment and deletion of provisions, supplementary provisions regarding the effective date, etc. will be established.

#### 2. Details of Amendment

The Company proposes that the Articles of Incorporation of the Company be amended as follows.

(Underlined parts are to be amended)

Current Articles of Incorporation	Proposed Amendments to Articles of Incorporation
<u>Article 15 (Internet Disclosure and Deemed Provision of Reference Documents for the General Shareholders’ Meeting, Etc.)</u> <u>When the Company convenes the Shareholders Meeting, if it discloses information concerning the matters that are to be stated or presented in the reference documents for the general shareholders’ meeting, business report, non-consolidated financial statements and consolidated financial statements through the Internet in accordance with the provisions prescribed by the Ministry of Justice Order, it may be deemed that the Company has provided this information to shareholders.</u>	<Deleted>



Current Articles of Incorporation	Proposed Amendments to Articles of Incorporation
	<p style="text-align: center;">&lt;Newly established&gt;</p> <p><u>Article 15 (Measures, etc. for Providing Informational Materials for the Shareholders Meeting in Electronic Format)</u></p> <ol style="list-style-type: none"> <li><u>1. When the Company convenes the Shareholders Meeting, it shall take measures for providing information that constitutes the content of reference documents for the general shareholders' meeting, etc. in electronic format as provided for in Article 325-2 of the Companies Act.</u></li> <li><u>2. Among the items for which the measures for providing information in electronic format will be taken, the Company may choose not to state all or part of the items that are allowed by the Order of Ministry of Justice not to be stated in the documents to be delivered to the shareholders who, by the record date of voting rights, requested a delivery of paper-based documents stipulated in Article 325-5 of the Companies Act.</u></li> </ol> <p style="text-align: center;">&lt;Newly established&gt;</p> <p><u>Supplementary Provision</u></p> <p><u>Article 2 (Transitional Measures related to the Measures, etc. for Providing Informational Materials for the Shareholders Meeting in Electronic Format)</u></p> <ol style="list-style-type: none"> <li><u>1. The deletion of Article 15 (Internet Disclosure and Deemed Provision of Reference Documents for the General Shareholders' Meeting, Etc.) in the pre-amended Articles of Incorporation and the establishment of the new Article 15 (Measures, etc. for Providing Informational Materials for the Shareholders Meeting in Electronic Format) in the amended Articles of Incorporation shall be effective from September 1, 2022, which is the date of enforcement of the revised provisions provided for in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019).</u></li> <li><u>2. Notwithstanding the provision of the preceding paragraph, Article 15 (Internet Disclosure and Deemed Provision of Reference Documents for the General Shareholders' Meeting, Etc.) in the pre-amended Articles of Incorporation shall remain effective regarding any shareholders meeting to be held on a date before the end of February 2023.</u></li> <li><u>3. These Supplementary Provisions shall be deleted on or after the date when six months have elapsed from September 1, 2022 or three months have elapsed from the date of the shareholders meeting in the preceding paragraph, whichever is later.</u></li> </ol>

#### 4th Item of Business: Election of Thirteen (13) Directors

The terms of office of all the incumbent fourteen (14) Directors will expire at the conclusion of this Ordinary General Shareholders' Meeting. Therefore, it is proposed that thirteen (13) Directors be elected.

Candidates for Directors are determined by the Nominating Committee, and all the candidates are confirmed to satisfy the requirements in light of "The Company's nomination policy."

Candidates for Directors are as follows:

No.	Name	Proposed Position	Current Position
1	Reelection Outside Independent Sadayuki Sakakibara (Male)	Chairman and Director Chairman of the Nominating Committee Member of the Compensation Committee	Chairman and Director Chairman of the Nominating Committee Member of the Compensation Committee
2	Reelection Outside Independent Takamune Okihara (Male)	Director Member of the Nominating Committee Member of the Audit Committee	Director Member of the Nominating Committee Member of the Compensation Committee
3	Reelection Outside Independent Tetsuya Kobayashi (Male)	Director Member of the Nominating Committee Member of the Compensation Committee	Director Member of the Nominating Committee Chairman of the Compensation Committee
4	Reelection Outside Independent Shigeo Sasaki (Male)	Director Member of the Audit Committee	Director Member of the Audit Committee
5	Reelection Outside Independent Atsuko Kaga (Female)	Director Member of the Compensation Committee	Director Member of the Compensation Committee Member of the Audit Committee
6	Reelection Outside Independent Hiroshi Tomono (Male)	Director Chairman of the Audit Committee	Director Chairman of the Audit Committee
7	Reelection Outside Independent Kazuko Takamatsu (Female)	Director Member of the Nominating Committee Chairman of the Compensation Committee	Director Member of the Nominating Committee
8	Reelection Outside Independent Fumio Naito (Male)	Director Member of the Audit Committee	Director Member of the Audit Committee

Outside: Candidate for Outside Director

Independent: Candidate for Independent Officer

No.	Name	Proposed Position	Current Position
9	Reelection Nozomu Mori (Male)	Director Representative Executive Officer, President	Director, Representative Executive Officer, Vice President
10	Reelection Koji Inada (Male)	Director (Other positions remain undecided)	Director, Representative Executive Officer, Vice President
11	New Election Nobuhiro Nishizawa (Male)	Director (Other positions remain undecided)	Executive Vice President
12	Reelection Yasushi Sugimoto (Male)	Director Member of the Audit Committee	Director Member of the Audit Committee
13	Reelection Yasuji Shimamoto (Male)	Director Member of the Audit Committee	Director Member of the Audit Committee

#### [Roles of the Board of Directors]

Based on the standpoints of our diverse and wide-ranging sets of stakeholders, the Board of Directors aims to achieve sustainable growth and increase the corporate value of the Group over the medium-to-long term. To achieve these ends, the Board of Directors takes on the following main responsibilities: “to illuminate the future path of the Group, including our corporate strategy,” “develop an environment that supports appropriate risk-taking by executive officers” and “provide highly effective supervision of management from an independent and objective standpoint.”

To fulfill these responsibilities, the Board of Directors must have diverse and vibrant discussions, and needs to consist of diverse personnel with ample experience, insight and other skills in accordance with the “Policy for nominating candidates for Directors” and “Concept of the structure of the Board of Directors,” stipulated by the Nominating Committee.

Furthermore, with the expectation on supervisory functions from an external objective perspective centered on Outside Directors, Outside Directors need to consist of personnel with high independence in accordance with the “Independence criteria for Outside Directors” stipulated by the Nominating Committee. Also, Independent Outside Directors shall assume office as the Chairperson of the Board of Directors and Chairman of respective committees.

#### [The Company’s nomination policy]

##### ○ Policy for nominating candidates for Directors

The Company’s Directors shall be willing to conduct themselves in performing their duties with emphasis on compliance, in accordance with the basic orientation of business management and code of conduct specified in the “Kansai Electric Power Group Management Philosophy Purpose & Values,” and “Kansai Electric Power Group Code of Conduct,” etc.

In addition, regarding the nomination of candidates for Directors, the Nominating Committee makes a decision after deliberating comprehensively on whether the candidate’s ability, experience, personality, insight, and other elements are good enough to take on management of the Company, also in light of diversity, including gender, internationality, work history and age, from the perspective of appropriate decision-making and effective supervision.

As for candidates for Outside Directors, we will ensure in particular that they have independence taking into account their role of strengthening the supervisory function of the Board of Directors from an outside objective perspective.

##### ○ Concept of the structure of the Board of Directors

To strengthen the supervisory function of the Board of Directors, we clearly separate execution and supervision, as well as establish an effective governance structure with a focus on an outside objective perspective.

Based on this concept, the Board of Directors is a necessary and appropriate structure from the perspective of the scale, content and managerial challenges of our business, as well as a supervisory function, also in light of diversity, including gender, internationality, work history and age, and comprised of Independent Outside Directors with ample experience and knowledge cultivated as executives or professionals in a wide range of fields and Directors other than Outside Directors who have expertise and abilities in each field of our businesses.

From the perspective of appropriate decision-making and effective supervision, the Board of Directors shall consist of no more than 20 Directors, the majority of which shall be Independent Outside Directors.

○ Independence criteria for Outside Directors

The Nominating Committee has established its own judgement criteria for independency in light of the requirements for independent officers stipulated by the Tokyo Stock Exchange, and assesses the independency of Outside Directors by these criteria.

<Independence criteria for Outside Directors>

The Company considers an Outside Director to be independent when the Outside Director does not fall under any of the categories of 1 to 9 below:

1	Person to whom the Company is a major business partner, or business executive for that person
2	Major business partner of the Company, or its business executive
3	Consultant, accounting professional or legal professional who receives a large amount of money or any other assets, other than executive compensation, from the Company (if the consultant, etc. who receives such assets is an organization such as a corporation, a person who belongs to that organization)
4	Person who receives a large amount of donations or membership fees from the Company, or business executive for that person
5	Business executive of the auditing firm of the Company
6	Person who is a major shareholder of the Company, or business executive for that person, and business executive of a company for which the Company is a major shareholder
7	Business executive person of a company which has accepted an executive from the Company or a subsidiary of the Company
8	Person who has fallen under any of the categories of 1 to 7 above recently
9	Spouse or relative within the second degree of kinship to a person described in either of the following items (excluding those who are not material) (1) Person listed in 1 to 3 above (2) Person who is or has been business executive of the Company or a subsidiary of the Company currently or recently

[Skill matrix of candidates for Directors]

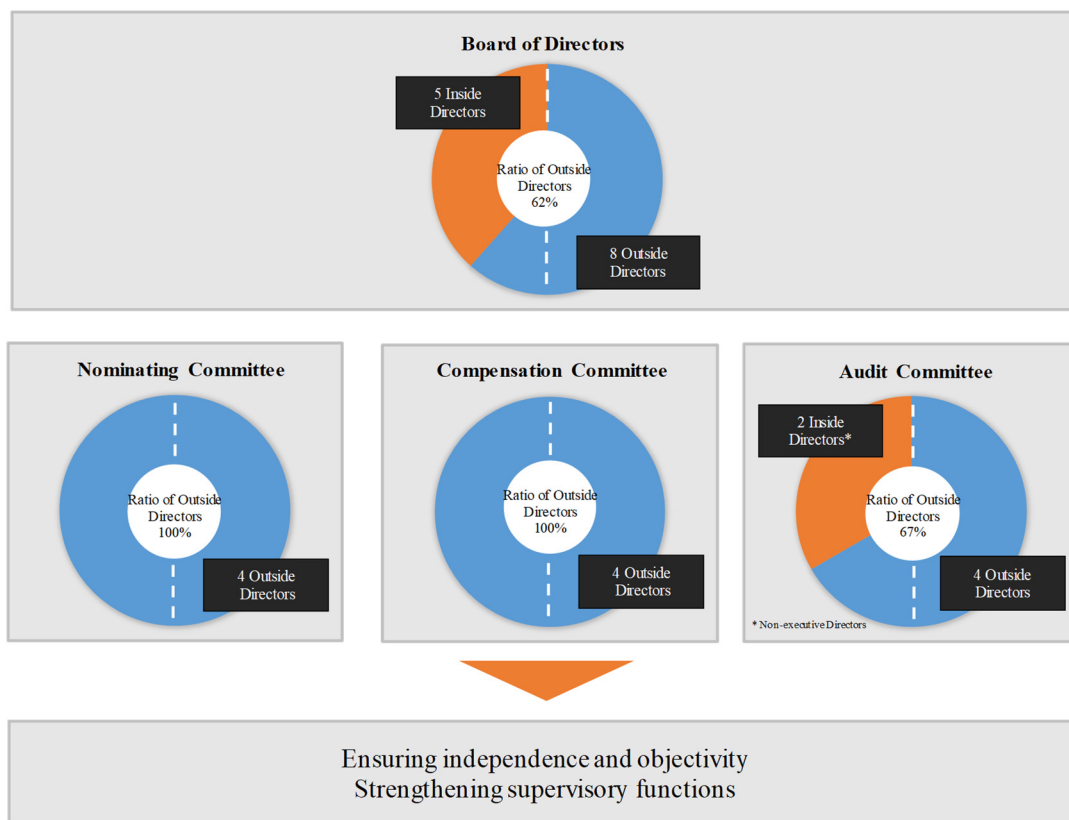
Experience and knowledge required for the Company's Board of Directors, which are selected by the Nominating Committee and status of skills possessed by the candidates for Directors are as follows:


Specifically, in line with the corporate governance code stipulated by the Tokyo Stock Exchange, Inc., the Nominating Committee has selected "management experience," "governance/risk management," "finance/accounting" and "legal affairs/compliance" as basic skills for supervising the management of the Company. At the same time, in line with its important issues, the Company has selected "technologies," "industrial policies," "public relations strategies," "global experience" and "sales/marketing" as the skills especially required.

Directors	Management experience	Governance/ Risk management	Finance/ Accounting	Legal affairs/ Compliance	Technologies	Industrial policies	Public relations strategies	Global experience	Sales/ Marketing
Sadayuki Sakakibara	●	●			●	●		●	
Takamune Okihara	●	●	●					●	●
Tetsuya Kobayashi	●	●					●		●
Shigeo Sasaki		●		●					
Atsuko Kaga					●	●			●
Hiroshi Tomono	●	●			●			●	
Kazuko Takamatsu	●						●	●	
Fumio Naito		●	●						
Nozomu Mori	●				●	●			
Koji Inada	●				●	●			
Nobuhiro Nishizawa		●	●						
Yasushi Sugimoto		●	●						
Yasuji Shimamoto	●				●				

[Composition of the Board of Directors and Committees]

After the approval of this proposal, the Board of Directors and respective committees will be comprised as follows:



No. <b>1</b>	<b>Sadayuki Sakakibara</b> (Date of birth: Mar. 22, 1943) [Male]	Reelection	Candidate for Outside Director Candidate for Independent Officer Candidate for Chairman of the Nominating Committee Candidate for member of the Compensation Committee	Number of shares of the Company owned: None Special interest in the Company: None
		<b>Rate of attendance at meetings</b> • <b>Meetings of the Board of Director</b> <b>100% (12/12)</b> • <b>Nominating Committee meetings</b> <b>100% (7/7)</b> • <b>Compensation Committee meetings</b> <b>100% (3/3)</b>	<b>Number of years in office as a Director:</b> 2 years *At the conclusion of this Shareholders' Meeting	
<b>Career summary (position and responsibility in the Company, and important concurrent positions outside the Company)</b>				
June 2002: Representative Director and President, Toray Industries, Inc.				
June 2010: Representative Director and Chairman, Toray Industries, Inc.				
June 2014: Chairman, Japan Business Federation				
June 2014: Executive Chairman, Toray Industries, Inc.				
June 2015: Chief Senior Adviser and Chief Senior Counselor, Toray Industries, Inc.				
June 2017: Senior Adviser, Toray Industries, Inc.				
May 2018: Honorary Chairman, Japan Business Federation (to present)				
June 2018: Special Adviser, Toray Industries, Inc. (retired in June 2019)				
June 2020: Chairman and Director of the Company (to present)				
[Important concurrent positions outside the Company]				
<ul style="list-style-type: none"><li>• Honorary Chairman, Japan Business Federation</li><li>• Outside Director, SHIMANO INC.</li><li>• Independent Outside Director, Nitori Holdings Co., Ltd.</li><li>• External Director and Chairman of the Board of Directors, Japan Investment Corporation</li></ul>				
<p>● <b>Reasons for nomination as a candidate for Director</b> Mr. Sadayuki Sakakibara has held important positions of Toray Industries, Inc., which globally operates businesses, has assumed office as Chairman of the Japan Business Federation. As such, Mr. Sakakibara has a wealth of experience as a corporate manager. Since he became the Chairman and Director of the Company in June 2020, Mr. Sakakibara has played a leading role in the meetings of the Board of Directors and the Nominating Committee as Chairperson of the Board of Directors and Chairman of the Nominating Committee and also conducted appropriate supervision and provided valuable advice on the overall management of the Company as a member of the Compensation Committee.</p> <p>Also, Mr. Sakakibara satisfies the judgement criteria for independency specified by the Company and there are no potential conflicts of interest between Mr. Sakakibara and the general shareholders of the Company, and the Company has judged that Mr. Sakakibara is independent of the Company.</p> <p>Based on his extensive experience, insight and independence, the Company nominated Mr. Sakakibara as a candidate for Outside Director with the expectation that he will continue to demonstrate leadership to strengthen supervisory functions of the Board of Directors from an outside objective perspective.</p> <p>Please note that electricity supply trade relationships exist between the Company and the companies in which Mr. Sakakibara served in the past as business executive. However, the amount of the transactions per year between the Company and each of the said companies accounts for less than 1% of the consolidated operating revenues of the Company.</p> <p>* The activities of Mr. Sakakibara in fiscal 2021 are as described in “3. Matters regarding company executives (7) Major activities of outside executives during the current fiscal year” of the Business Report.</p>				



No. <b>2</b>	<b>Takamune Okihara</b> (Date of birth: July 11, 1951) [Male]	Reelection	Candidate for Outside Director Candidate for Independent Officer Candidate for member of the Nominating Committee Candidate for member of the Audit Committee	Number of shares of the Company owned: None Special interest in the Company: None
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**Rate of attendance at meetings**

- **Meetings of the Board of Director**  
100% (12/12)
- **Nominating Committee meetings**  
100% (7/7)
- **Compensation Committee meetings**  
100% (3/3)

**Number of years in office as a Director: 8 years**

\*At the conclusion of this Shareholders' Meeting

**Career summary (position and responsibility in the Company, and important concurrent positions outside the Company)**

- May 2004: President and CEO, Representative Director, UFJ Bank Ltd.  
June 2004: Director, UFJ Holdings, Inc.  
Oct. 2005: Managing Officer, Mitsubishi UFJ Financial Group, Inc. (retired in April 2008)  
Jan. 2006: Deputy President, Representative Director, The Bank of Tokyo-Mitsubishi UFJ, Ltd.  
Apr. 2008: Deputy Chairman, Representative Director, The Bank of Tokyo-Mitsubishi UFJ, Ltd.  
June 2010: Chairman, Representative Director, Mitsubishi UFJ Financial Group, Inc. (retired in June 2014)  
May 2014: Senior Adviser, The Bank of Tokyo-Mitsubishi UFJ, Ltd.  
June 2014: Outside Director of the Company (to present)  
Apr. 2018: Senior Advisor, MUFG Bank, Ltd. (Changed bank name) (to present)
- [Important concurrent positions outside the Company]
- Senior Adviser, MUFG Bank, Ltd.
  - Outside Director, OBIC BUSINESS CONSULTANTS CO., LTD.
  - Chairman, Japan Audit Bureau of Circulations

● **Reasons for nomination as a candidate for Director**


Mr. Takamune Okihara has held important positions of Mitsubishi UFJ Financial Group, Inc., which engages in banking business and other financial service business on a global level. As such, Mr. Okihara has a wealth of experience as a corporate manager and has provided opinions and advice on the management of the Company from a broad managerial perspective as Outside Director since June 2014, and as a member of the Nominating Committee and a member of the Compensation Committee since June 2020.

Also, Mr. Okihara satisfies the judgement criteria for independency specified by the Company and there are no potential conflicts of interest between Mr. Okihara and the general shareholders of the Company, and the Company has judged that Mr. Okihara is independent of the Company.

Based on his extensive experience, insight and independence, the Company nominated Mr. Okihara as a candidate for Outside Director with the expectation that he will fulfill the role of strengthening supervisory functions of the Board of Directors from an outside objective perspective and of strengthening audit functions as a newly appointed member of the Audit Committee.

Please note that electricity supply trade relationships exist between the Company and the companies in which Mr. Okihara served in the past as business executive. However, the amount of the transactions per year between the Company and each of the said companies accounts for less than 1% of the consolidated operating revenues of the Company.

\* The activities of Mr. Okihara in fiscal 2021 are as described in “3. Matters regarding company executives (7) Major activities of outside executives during the current fiscal year” of the Business Report.

No. <b>3</b>	<b>Tetsuya Kobayashi</b> (Date of birth: Nov. 27, 1943) [Male]	Reelection	Candidate for Outside Director Candidate for Independent Officer Candidate for member of the Nominating Committee Candidate for member of the Compensation Committee	Number of shares of the Company owned: None Special interest in the Company: None
		<p><b>Rate of attendance at meetings</b></p> <ul style="list-style-type: none"><li>• <b>Meetings of the Board of Director</b> 83% (10/12)</li><li>• <b>Nominating Committee meetings</b> 71% (5/7)</li><li>• <b>Compensation Committee meetings</b> 100% (3/3)</li></ul> <p><b>Number of years in office as a Director:</b> 7 years *At the conclusion of this Shareholders' Meeting</p> <p><b>Career summary (position and responsibility in the Company, and important concurrent positions outside the Company)</b></p> <p>June 2007: President and Representative Director, Kintetsu Corporation</p> <p>Apr. 2015: Chairman and Representative Director, Kintetsu Group Holdings Co., Ltd.</p> <p>Apr. 2015: Chairman and Representative Director, Kintetsu Corporation</p> <p>June 2015: Outside Director of the Company (to present)</p> <p>May 2018: Vice Chairman, Kansai Economic Federation (to present)</p> <p>June 2019: Director, Kintetsu Corporation (to present)</p> <p>June 2020: Representative Director and Chairman of the Board, Group CEO, Kintetsu Group Holdings Co., Ltd. (to present)</p> <p>[Important concurrent positions outside the Company]</p> <ul style="list-style-type: none"><li>• Representative Director and Chairman of the Board, Group CEO, Kintetsu Group Holdings Co., Ltd.</li><li>• Outside Director, Kintetsu World Express, Inc.</li><li>• Director, KINTETSU Department Store</li><li>• Director, Kintetsu Corporation</li><li>• Director, KINTETSU REAL ESTATE CO., Ltd.</li><li>• Director, KNT-CT Holdings Co., Ltd.</li><li>• Vice Chairman, Kansai Economic Federation</li></ul>		
<p>● <b>Reasons for nomination as a candidate for Director</b></p> <p>Mr. Tetsuya Kobayashi has held important positions of Kintetsu Group, which operates a railway business and other service business on a diversified level. As such, Mr. Kobayashi has a wealth of experience as a manager of a company that engages in social infrastructure. Mr. Kobayashi has played a leading role in the meetings of the Compensation Committee as Outside Director since June 2015, and as Chairman of the Compensation Committee since June 2020, and has provided opinions and advice on the management of the Company from a broad managerial perspective as a member of the Nominating Committee.</p> <p>Also, Mr. Kobayashi satisfies the judgement criteria for independency specified by the Company and there are no potential conflicts of interest between Mr. Kobayashi and the general shareholders of the Company, and the Company has judged that Mr. Kobayashi is independent of the Company.</p> <p>Based on his extensive experience, insight and independence, the Company expects that Mr. Kobayashi will carry out the role of strengthening supervisory functions of the Board of Directors from an outside objective perspective. Accordingly, the Company nominated Mr. Kobayashi as a candidate for Outside Director.</p> <p>Please note that electricity supply trade relationships exist between the Company and the companies in which Mr. Kobayashi is currently serving or served in the past as business executive. However, the amount of the transactions per year between the Company and each of the said companies accounts for less than 1% of the consolidated operating revenues of the Company.</p> <p>* The activities of Mr. Kobayashi in fiscal 2021 are as described in “3. Matters regarding company executives (7) Major activities of outside executives during the current fiscal year” of the Business Report.</p>				

No. <b>4</b>	<b>Shigeo Sasaki</b> (Date of birth: Oct. 12, 1944) [Male]	Reelection	Candidate for Outside Director Candidate for Independent Officer Candidate for member of the Audit Committee	Number of shares of the Company owned: None Special interest in the Company: None
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**Rate of attendance at meetings**

- **Meetings of the Board of Director**  
**100% (12/12)**
- **Audit Committee meetings**  
**100% (16/16)**

**Number of years in office as a Director: 2 years**

(1 year in office as an Audit & Supervisory Board Member)  
\*At the conclusion of this Shareholders' Meeting

**Career summary (position and responsibility in the Company, and important concurrent positions outside the Company)**

May 2006: Superintending Prosecutor, Osaka High Public Prosecutors Office (retired in July 2007)

Aug. 2007: Registered as attorney-at-law (to present)

June 2019: Outside Audit & Supervisory Board Member of the Company

June 2020: Outside Director (to present)

[Important concurrent positions outside the Company]

- Special Counsel, MIDOSUJI LPC
- Outside Director, IwaiCosmo Securities Co., Ltd.

● **Reasons for nomination as a candidate for Director**

Mr. Shigeo Sasaki has held a number of important positions, among them Superintending Prosecutor at the Osaka High Public Prosecutors Office. Mr. Sasaki now serves as an attorney-at-law, and has assumed office as outside officer of other companies. As such, Mr. Sasaki has a wealth of experience in the legal profession and supervision of corporate management, and has provided opinions and advice on the management of the Company from a broad perspective including compliance as Outside Audit & Supervisory Board Member since June 2019, and as Outside Director and a member of the Audit Committee since June 2020.

Also, Mr. Sasaki also satisfies the judgement criteria for independency specified by the Company and there are no potential conflicts of interest between Mr. Sasaki and the general shareholders of the Company, and the Company has judged that Mr. Sasaki is independent of the Company.

Mr. Sasaki has never, with the exception of serving as an Outside Director and Outside Audit & Supervisory Board Member, been involved in corporate management. However, based on his extensive experience, insight, and independence as described above, the Company expects that Mr. Sasaki will carry out the role of strengthening supervisory functions of the Board of Directors from an outside objective perspective. Accordingly, the Company nominated Mr. Sasaki as a candidate for Outside Director.

\* The activities of Mr. Sasaki in fiscal 2021 are as described in “3. Matters regarding company executives (7) Major activities of outside executives during the current fiscal year” of the Business Report.

No. <b>5</b>	<b>Atsuko Kaga</b> (Date of birth: Sept. 21, 1963) [Female]	Reelection	Candidate for Outside Director Candidate for Independent Officer Candidate for member of the Compensation Committee	Number of shares of the Company owned: None Special interest in the Company: None
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**Rate of attendance at meetings**

- **Meetings of the Board of Director**  
92% (11/12)
- **Compensation Committee meetings**  
100% (3/3)
- **Audit Committee meetings**  
81% (13/16)

**Number of years in office as a Director:** 2 years

(1 year in office as an Audit & Supervisory Board Member)  
\*At the conclusion of this Shareholders' Meeting

**Career summary (position and responsibility in the Company, and important concurrent positions outside the Company)**

- Apr. 1987: Director, Plus1 Co., Ltd. (retired in March 1989)
- Apr. 2002: Assistant Professor, Graduate School of Engineering, Osaka University
- Apr. 2007: Associate Professor, Graduate School of Engineering, Osaka University
- Apr. 2009: Professor, Graduate School of Engineering, Osaka University (to present)
- June 2019: Outside Audit & Supervisory Board Member of the Company
- June 2020: Outside Director (to present)

**[Important concurrent positions outside the Company]**

- Professor, Graduate School of Engineering, Osaka University

**● Reasons for nomination as a candidate for Director**

Ms. Atsuko Kaga has experience working at private companies and now serves as a professor at a Graduate School of Osaka University. As such, Ms. Kaga has provided opinions and advice on the management of the Company from a broad perspective as a person of extensive learning and experience and as Outside Audit & Supervisory Board Member since June 2019, and as Outside Director, a member of the Compensation Committee and a member of the Audit Committee since June 2020.

Also, Ms. Kaga satisfies the judgement criteria for independency specified by the Company and there are no potential conflicts of interest between Ms. Kaga and the general shareholders of the Company, and the Company has judged that Ms. Kaga is independent of the Company.

Based on her extensive experience, insight and independence, the Company expects that Ms. Kaga will carry out the role of strengthening supervisory functions of the Board of Directors from an outside objective perspective. Accordingly, the Company nominated Ms. Kaga as a candidate for Outside Director.

Please note that electricity supply trade relationships exist between the Company and the companies in which Ms. Kaga is currently serving as a business executive. However, the amount of the transactions per year between the Company and each of the said companies accounts for less than 1% of the consolidated net operating revenues of the Company.

\* The activities of Ms. Kaga in fiscal 2021 are as described in “3. Matters regarding company executives (7) Major activities of outside executives during the current fiscal year” of the Business Report.

No. <b>6</b>	<b>Hiroshi Tomono</b> (Date of birth: July 13, 1945) [Male]	Reelection	Candidate for Outside Director Candidate for Independent Officer Candidate for Chairman of the Audit Committee	Number of shares of the Company owned: None Special interest in the Company: None
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**Rate of attendance at meetings**

• **Meetings of the Board of Director**  
**100% (12/12)**

• **Audit Committee meetings**  
**100% (16/16)**

**Number of years in office as a Director: 2 years**

\*At the conclusion of this Shareholders' Meeting

**Career summary (position and responsibility in the Company, and important concurrent positions outside the Company)**

June 2005: Representative Director & President, Sumitomo Metal Industries, Ltd.

Oct. 2012: Representative Director & President & COO, Nippon Steel & Sumitomo Metal Corporation

Apr. 2014: Representative Director & Vice Chairman, Nippon Steel & Sumitomo Metal Corporation

Apr. 2015: Director & Advisor, Nippon Steel & Sumitomo Metal Corporation

June 2015: Advisor, Nippon Steel & Sumitomo Metal Corporation

Apr. 2019: Advisor, Nippon Steel Corporation (changed corporate name)

June 2020: Senior Advisor, Nippon Steel Corporation (to present)

June 2020: Outside Director of the Company (to present)

[Important concurrent positions outside the Company]

- Outside Director, Sumitomo Chemical Company, Limited
- Outside Member of the Board, Japan Nuclear Fuel Limited

● **Reasons for nomination as a candidate for Director**

Mr. Hiroshi Tomono has held important positions of Sumitomo Metal Industries, Ltd. and Nippon Steel & Sumitomo Metal Corporation (currently Nippon Steel Corporation), which globally operate businesses. As such, Mr. Tomono has a wealth of experience as a corporate manager. Mr. Tomono has played a leading role in the meetings of the Audit Committee as Chairman of the Audit Committee and has provided opinions and advice on the management of the Company from a broad managerial perspective as Outside Director since June 2020.

Also, Mr. Tomono satisfies the judgement criteria for independency specified by the Company and there are no potential conflicts of interest between Mr. Tomono and the general shareholders of the Company, and the Company has judged that Mr. Tomono is independent of the Company.

Based on his extensive experience, insight, and independence, the Company expects that Mr. Tomono will carry out the role of strengthening supervisory functions of the Board of Directors from an outside objective perspective. Accordingly, the Company nominated Mr. Tomono as a candidate for Outside Director.

Please note that electricity supply trade relationships exist between the Company and the companies in which Mr. Tomono served in the past as business executive. However, the amount of the transactions per year between the Company and each of the said companies accounts for less than 1% of the consolidated operating revenues of the Company.

\* The activities of Mr. Tomono in fiscal 2021 are as described in “3. Matters regarding company executives (7) Major activities of outside executives during the current fiscal year” of the Business Report.

No. <b>7</b>	<b>Kazuko Takamatsu</b> (Date of birth: Aug. 27, 1951) [Female]	Reelection	Candidate for Outside Director Candidate for Independent Officer Candidate for member of the Nominating Committee Candidate for Chairman of the Compensation Committee	Number of shares of the Company owned: None Special interest in the Company: None
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**Rate of attendance at meetings**  
• **Meetings of the Board of Director**  
**100% (12/12)**  
• **Nominating Committee meetings**  
**100% (7/7)**

**Number of years in office as a Director:** 2 years  
\*At the conclusion of this Shareholders' Meeting

**Career summary (position and responsibility in the Company, and important concurrent positions outside the Company)**

Apr. 2003: Representative Director, Sony Digital Network Applications, Inc.  
Oct. 2008: VP, Senior General Manager of Environmental Center, Sony Corporation (retired in March 2012)  
Apr. 2013: Executive Director and Secretariat, Japan Institute for Women's Empowerment & Diversity Management  
Apr. 2020: Executive Director, Japan Institute for Women's Empowerment & Diversity Management (retired in June 2020)  
June 2020: Outside Director of the Company (to present)  
[Important concurrent positions outside the Company]  
• Outside Director, Hitachi Zosen Corporation

● **Reasons for nomination as a candidate for Director**

Ms. Kazuko Takamatsu has ample experience as an expert in diversity, serving as Executive Director and Secretariat of Japan Institute for Women's Empowerment & Diversity Management. Ms. Takamatsu has also held important positions of Sony Corporation (currently Sony Group Corporation), which operates global business, and served in the past as Representative Director of a subsidiary of Sony Corporation. As such, Ms. Takamatsu has experiences as a corporate manager and has provided opinions and advice on the management of the Company from a broad perspective including diversity management as Outside Director and a member of the Nominating Committee since June 2020.

Also, Ms. Takamatsu satisfies the judgement criteria for independency specified by the Company and there are no potential conflicts of interest between Ms. Takamatsu and the general shareholders of the Company, and the Company has judged that Ms. Takamatsu is independent of the Company.

Based on her extensive experience, insight and independence, the Company nominated Ms. Takamatsu as a candidate for Outside Director with the expectation that she will fulfill the role of strengthening supervisory functions of the Board of Directors from an outside objective perspective and demonstrate leadership to build a more sustainable management structure as a newly appointed Chairman of the Compensation Committee.

\* The activities of Ms. Takamatsu in fiscal 2021 are as described in "3. Matters regarding company executives (7) Major activities of outside executives during the current fiscal year" of the Business Report.



No. <b>8</b>	<b>Fumio Naito</b> (Date of birth: Nov. 11, 1956) [Male]	Reelection	Candidate for Outside Director Candidate for Independent Officer Candidate for member of the Audit Committee	Number of shares of the Company owned: None Special interest in the Company: None
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**Rate of attendance at meetings**

• **Meetings of the Board of Director**  
**100% (12/12)**

• **Audit Committee meetings**  
**100% (16/16)**

**Number of years in office as a Director: 2 years**

\*At the conclusion of this Shareholders' Meeting

**Career summary (position and responsibility in the Company, and important concurrent positions outside the Company)**

Apr. 1990: Assistant Professor, School of Business Administration, Kobe University

Apr. 1997: Professor, School of Business Administration, Kobe University

Apr. 1999: Professor, Graduate School of Business Administration, Kobe University

Apr. 2006: Honorary Professor, Kobe University (to present)

Apr. 2006: Professor, Faculty of Business Administration, Konan University (to present)

June 2020: Outside Director of the Company (to present)

**[Important concurrent positions outside the Company]**

- Honorary Professor, Kobe University
- Professor, Faculty of Business Administration, Konan University

● **Reasons for nomination as a candidate for Director**

Mr. Fumio Naito has a wealth of experience serving as a person of extensive learning and experience in fields such as financial accounting, auditing, and corporate governance. As such, Mr. Naito has provided opinions and advice on the management of the Company from a broad perspective including financial accounting as Outside Director and a member of the Audit Committee since June 2020.

Also, Mr. Naito satisfies the judgement criteria for independency specified by the Company and there are no potential conflicts of interest between Mr. Naito and the general shareholders of the Company, and the Company has judged that Mr. Naito is independent of the Company.

Mr. Naito has never, with the exception of serving as an Outside Audit & Supervisory Board Member, been involved in corporate management. However, based on his extensive experience, insight, and independence as described above, the Company expects that Mr. Naito will carry out the role of strengthening supervisory functions of the Board of Directors from an outside objective perspective. Accordingly, the Company nominated Mr. Naito as a candidate for Outside Director.

Please note that electricity supply trade relationships exist between the Company and the institutes in which Mr. Naito served in the past as business executive. However, the amount of the transactions per year between the Company and each of the said institutes accounts for less than 1% of the consolidated operating revenues of the Company.

\* The activities of Mr. Naito in fiscal 2021 are as described in “3. Matters regarding company executives (7) Major activities of outside executives during the current fiscal year” of the Business Report.

No. <b>9</b>	<b>Nozomu Mori</b> (Date of birth: June 6, 1962) [Male]	Reelection	Number of shares of the Company owned: 3,550 shares Special interest in the Company: None
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**Rate of attendance at meetings**

- Meetings of the Board of Director  
100% (10/10)

**Career summary (position and responsibility in the Company, and important concurrent positions outside the Company)**

- Apr. 1988: Entered The Kansai Electric Power Co., Inc.
- June 2018: Executive Officer, General Manager of Office of Asset Optimization and Trading
- July 2019: Executive Officer, Vice General Manager of Operation and Trading Division, General Manager of Operation Planning Section and Trading Section
- Oct. 2019: Managing Executive Officer, General Manager of Renewable Energy Division, General Manager of Community Energy Division
- June 2020: Executive Vice President
- June 2021: Director, Representative Executive Officer, Vice President (to present)  
[Current Responsibility]  
In charge of Customer Solution Division, Gas Business Division, Renewable Energy Division and Hydrogen Business Strategy Division

● Reasons for nomination as a candidate for Director

Mr. Nozomu Mori has extensive operational experience, primarily in the transmission and distribution sector. Since being appointed as a Managing Executive Officer in October 2019, he has served as General Manager of the Renewable Energy Division and General Manager of the Community Energy Division, and has been in charge of Hydrogen Business Strategy Division, etc., and has broad insight in these fields. Mr. Mori has also been responsible for the management of the Group as Director, Representative Executive Officer and Vice President since June 2021.

In addition, Mr. Mori has led discussions on the strategies for the renewable energy business and hydrogen business and sales activities, and engages in an appropriate supervision on the management through expressing useful opinions, thereby contributing to enhancing the effectiveness of the Board of Directors.

Based on his experience and insight, the Company believes that Mr. Mori is well qualified to be responsible for supervision of the Company's management, and accordingly the Company nominated him as a candidate for Director.



No. <b>10</b>	<b>Koji Inada</b> (Date of birth: Mar. 9, 1960) [Male]	Reelection	Number of shares of the Company owned: 17,200 shares Special interest in the Company: None
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**Rate of attendance at meetings**

- Meetings of the Board of Director  
100% (12/12)

**Career summary (position and responsibility in the Company, and important concurrent positions outside the Company)**

- Apr. 1984: Entered The Kansai Electric Power Co., Inc.
  - June 2013: Executive Officer, Deputy General Manager of General Planning Headquarters, General Manager of Corporate Social Responsibility and Business Management Department, General Manager of Nuclear Power Safety and Quality Management Promotion Department
  - June 2015: Executive Officer, Acting Chief of General Planning Headquarters Executive Office, Deputy General Manager of General Planning Headquarters, General Manager of Corporate Social Responsibility and Business Management Department, General Manager of Nuclear Power Safety and Quality Management Promotion Department
  - June 2016: Managing Executive Officer, in charge of Office of Corporate Planning, in charge of Office of IT Strategy
  - June 2018: Director, Managing Executive Officer
  - June 2019: Representative Director, Executive Vice President
  - June 2020: Director, Representative Executive Officer, Vice President (to present)
- [Current Responsibility]
- Energy Business in general
  - In charge of Interim Storage Promotion and Trading and Office of Plant Siting

[Important concurrent positions outside the Company]

- Outside Director, Toyo Tec Co., Ltd.
- Outside Member of the Board, Japan Nuclear Fuel Limited

● Reasons for nomination as a candidate for Director

Mr. Koji Inada has extensive operational experience, primarily in the IT and planning divisions, and since being appointed as a Director in June 2018, he has been in charge of Office of Asset Optimization and Trading, Office of IT Strategy, Office of Corporate Planning, Office of Energy and Environmental Planning, Interim Storage Promotion, and Compliance on Wheeling Service Guidelines under the Electricity Business Act, etc., and has broad insight in these fields in addition to being responsible for the management of the KEPCO Group as a Director, Representative Executive Officer, Vice President since June 2020.

In addition, Mr. Inada has led the discussions on directions of initiatives for zero CO<sub>2</sub> emissions (zero carbon) in relation to business activities in 2050 and responses in light of various systems in the electricity business, and engages in an appropriate supervision on the management through expressing useful opinions, thereby contributing to enhancing the effectiveness of the Board of Directors.

Based on his experience and insight, the Company believes that Mr. Inada is well qualified to be responsible for supervision of the Company's management, and accordingly the Company nominated him as a candidate for Director.

No. <b>11</b>	<b>Nobuhiro Nishizawa</b> (Date of birth: Aug. 2, 1959) [Male]	New election	Number of shares of the Company owned: 19,000 shares Special interest in the Company: None
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**Career summary (position and responsibility in the Company, and important concurrent positions outside the Company)**

Apr. 1982: Entered The Kansai Electric Power Co., Inc.

June 2016: Executive Officer, and General Manager of Office of Accounting and Finance

June 2019: Managing Executive Officer, General Manager of the Sourcing and Procurement Division, and in charge of Office of Nuclear Fuel Cycle (Nuclear Fuel Cycle Business) & Office of Accounting and Finance

June 2020: Executive Vice President (to present)

[Current Responsibility]  
General Manager of the Sourcing and Procurement Division  
In charge of Office of Accounting and Finance

● Reasons for nomination as a candidate for Director

Mr. Nobuhiro Nishizawa has extensive operational experience, primarily in the financing and accounting division. Since being appointed as a Managing Executive Officer in June 2019, he has been in charge of the Office of Nuclear Fuel Cycle (Nuclear Fuel Cycle Business) & Office of Accounting and Finance, and has served in positions such as General Manager of the Sourcing and Procurement Division and has broad insight in these fields. Mr. Nishizawa has been Executive Vice President since June 2020.

Based on his experience and insight, the Company believes that Mr. Nishizawa is well qualified to be responsible for supervision of the Company's management, and accordingly the Company nominated him as a new candidate for Director.

No. <b>12</b>	<b>Yasushi Sugimoto</b> (Date of birth: Apr. 23, 1955) [Male]	Reelection	Candidate for member of the Audit Committee	Number of shares of the Company owned: 30,400 shares Special interest in the Company: None
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**Rate of attendance at meetings**

• **Meetings of the Board of Director**

**100% (12/12)**

• **Audit Committee meetings**

**100% (16/16)**

**Career summary (position and responsibility in the Company, and important concurrent positions outside the Company)**

Apr. 1978: Entered The Kansai Electric Power Co., Inc.

June 2007: Executive Officer, and Tokyo Branch Manager

June 2010: Executive Officer, and General Manager of Office of Accounting and Finance

June 2014: Director, Managing Executive Officer

June 2019: Audit & Supervisory Board Member

June 2020: Director (to present)

● **Reasons for nomination as a candidate for Director**

Mr. Yasushi Sugimoto has extensive operational experience, primarily in the financing and accounting division. Since being appointed as a Director in June 2014, he has been in charge of the Office of Nuclear Fuel Cycle (Nuclear Fuel Cycle Business) & Office of Accounting and Finance, and has served in positions such as General Manager of the Sourcing and Procurement Division. In addition to his broad insight in these fields, he has served as an Audit & Supervisory Board Member of the Company and has been in charge of auditing since June 2019. Also, he has been responsible for the management as a Director and the audit as a member of the Audit Committee since June 2020.

Based on his experience and insight, the Company believes that Mr. Sugimoto is well qualified to be responsible for supervision of the Company's management, and accordingly the Company nominated him as a candidate for Director.

No. <b>13</b>	<b>Yasuji Shimamoto</b> (Date of birth: Sept. 8, 1958) [Male]	Reelection	Candidate for member of the Audit Committee	Number of shares of the Company owned: 20,402 shares Special interest in the Company: None
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**Rate of attendance at meetings**

- Meetings of the Board of Director  
100% (10/10)
- Audit Committee meetings  
100% (13/13)

**Career summary (position and responsibility in the Company, and important concurrent positions outside the Company)**

- Apr. 1983: Entered The Kansai Electric Power Co., Inc.
- June 2014: Executive Officer, Deputy Division Manager of Thermal Power Division, General Manager of Thermal Power Operation Department, Deputy Division Manager of Nuclear Power Division
- June 2016: Managing Executive Officer, Division Manager of Thermal Power Division
- June 2017: Director, Managing Executive Officer
- June 2020: Executive Vice President
- June 2021: Director (to present)

[Important concurrent positions outside the Company]

- Audit & Supervisory Board Member, Kansai Transmission and Distribution, Inc.

● Reasons for nomination as a candidate for Director

Mr. Yasuji Shimamoto has extensive operational experience, primarily in the Thermal Power Division. Since being appointed as a Managing Executive Officer in June 2016, he has served as Division Manager of Thermal Power Division and has been in charge of the Office of Research and Development, and has broad insight in these fields. Mr. Shimamoto has been Executive Vice President since June 2020. He has been responsible for management as Director, and auditing as a member of the Audit Committee since June 2021.

Based on his experience and insight, the Company believes that Mr. Shimamoto is well qualified to be responsible for supervision of the Company's management, and accordingly the Company nominated him as a candidate for Director.

- Notes: 1. Messrs. Sadayuki Sakakibara, Takamune Okihara, Tetsuya Kobayashi and Shigeo Sasaki, Ms. Atsuko Kaga, Mr. Hiroshi Tomono, Ms. Kazuko Takamatsu, and Mr. Fumio Naito are candidates for Outside Directors.
2. The Company has designated all candidates for Outside Directors as independent officer specified by Tokyo Stock Exchange, Inc., and filed the notification of their designation with the said exchange.
  3. Mr. Hiroshi Tomono is Outside Member of the Board of Japan Nuclear Fuel Limited, which is a specified affiliated business operator for the Company.
  4. As for the incident of the Company's Directors and Audit & Supervisory Board Members, etc. receiving cash and gifts, from an external stakeholder, the Company received the Third Party Committee's investigation report on March 14, 2020, and inappropriate order placement actions, etc. and governance vulnerability were found.

Furthermore, it has been pointed out in the Third Party Committee's investigation report that compensation for part-time service, etc. to certain executives following their retirement has an intent to cover "additional tax payments when filing amendments related to the problem of acceptance of cash and gifts" and "reductions in executive remuneration when the company had been in financial trouble in the past." The amount of the compensation paid to part-time service, etc. was returned in full.

The Company received an order for business improvement based on the Electricity Business Act from the Minister of Economy, Trade and Industry due to these problems, and submitted a business improvement plan to prevent recurrence of the problems to the Minister of Economy, Trade and Industry on March 30, 2020.

Then, additional facts for the Company and three (3) group companies were discovered, and the Company made an additional report pursuant to Paragraph 3 of Article 106 of the Electricity Business Act on October 6, 2020.

Furthermore, a member of the Audit Committee and others pointed out individual orders, etc. relating to cash/gift receiving incident. In April 2022, the Company received a reporting from the Compliance Committee that the then order process, etc. entailed compliance issues. The Company will take these points and suggestions seriously, add measures required in the framework of the business improvement plan hitherto and strengthen its efforts.

Messrs. Sadayuki Sakakibara, Takamune Okihara, Tetsuya Kobayashi and Shigeo Sasaki, Ms. Atsuko Kaga, Mr. Hiroshi Tomono, Ms. Kazuko Takamatsu, and Mr. Fumio Naito, who each serve as an Outside Director of the Company, have fulfilled their duties, including making recommendations from the perspective of strengthening governance and compliance on a regular basis at meetings of the Board of Directors and committees to which they belong and on other occasions, and making proposals in examination of the implementation status of the business improvement plan for prevention of recurrence, etc.

5. During the past five (5) years, there were the following facts of violation of laws and regulations or articles of incorporation or other inappropriate execution of business by the other companies for which the relevant candidate for Outside Director served as a director or audit & supervisory board member at that time.

A fact has been found that while Mr. Sadayuki Sakakibara was serving as an outside director of Nitori Holdings Co., Ltd., certain diatomite products sold at a group company of the said company contained asbestos at a level exceeding standards of laws and regulations, and the products were recalled voluntarily. Mr. Sakakibara had not previously been aware of the incident. However, he has fulfilled his duties, including regularly making recommendations from the perspective of corporate compliance and compliance management in a timely manner, and after the incident, expressing his opinion for prevention of recurrence.

In October 2018, while Mr. Tetsuya Kobayashi was serving as a director at KINTETSU Department Store, the company was charged with having violated the Antimonopoly Act over an incident that involved the raising of fees for shipping complementary gifts. The company was issued a cease-and-desist order and surcharge payment order by Japan Fair Trade Commission.

In October 2017, while Mr. Shigeo Sasaki was serving as an Outside Audit & Supervisory Board Member at Kobe Steel, Ltd., it was announced that the company had been engaging in improper conduct concerning the products and services its corporate group had been providing. The announcement stated that the company and its group companies had been falsifying or forging test results for products that did not satisfy public standards or customer specifications and had been shipping or providing these products to customers as products that satisfied these standards. Mr. Sasaki had already retired from his position as an Outside Audit & Supervisory Board Member when the issue came to light, and had not previously been aware of the issue. He had, however, fulfilled his duties including regularly calling

attention to ideal company operations and making recommendations from the perspective of corporate compliance at meetings of the Board of Directors and on other occasions.

6. At the conclusion of this General Shareholders' Meeting, Mr. Takamune Okihara will have served for eight (8) years, Mr. Tetsuya Kobayashi will have served for seven (7) years, and Messrs. Sadayuki Sakakibara and Shigeo Sasaki, Ms. Atsuko Kaga, Mr. Hiroshi Tomono, Ms. Kazuko Takamatsu, and Mr. Fumio Naito will have served for two (2) years, as Outside Director.

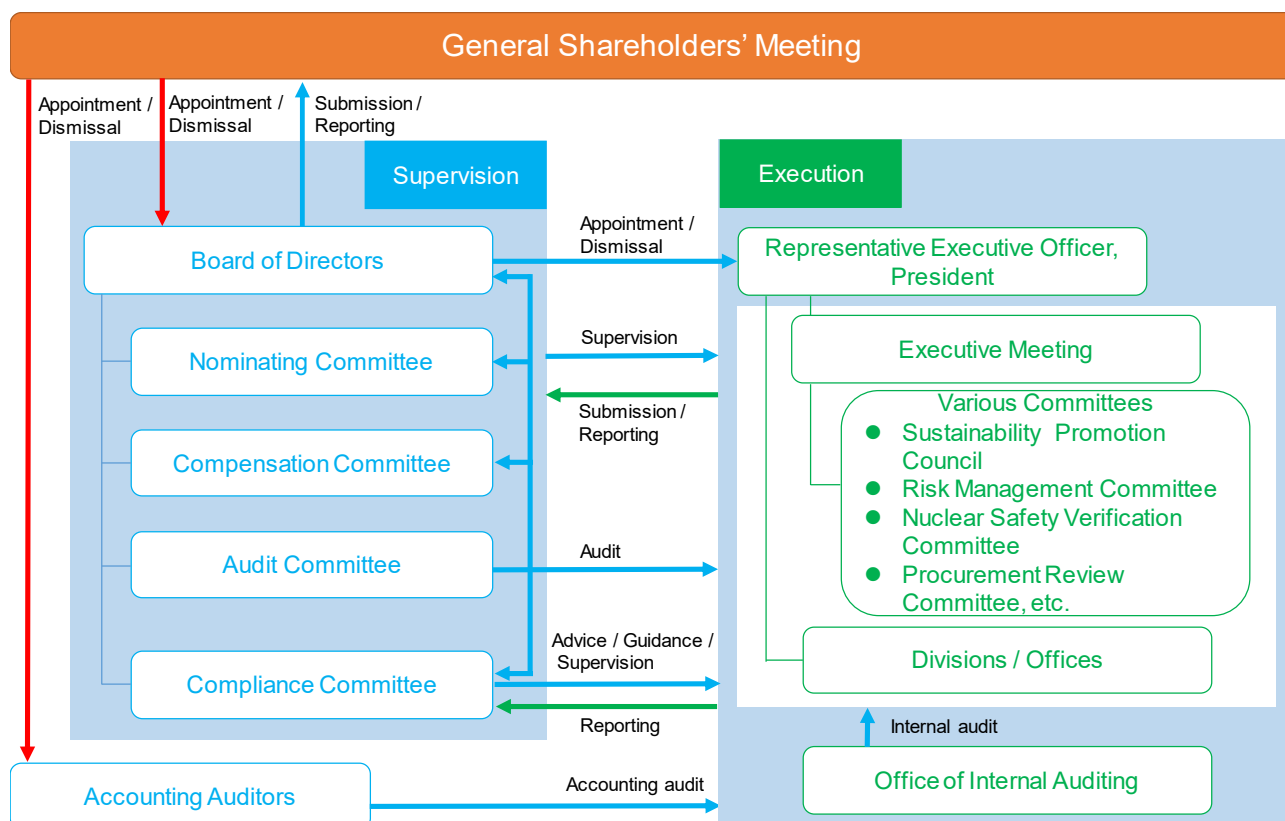
Mr. Shigeo Sasaki and Ms. Atsuko Kaga both served as Outside Audit & Supervisory Board Member before being appointed as Outside Director, and the both have been for one (1) year.

7. The Company has entered into agreements with all candidates for Outside Directors, respectively, to limit the liability provided for in Article 423, Paragraph 1 of the Companies Act to the minimum liability amount set forth in laws and regulations, and if the reelection of all the candidates as proposed in this Item of Business is approved, the Company will continue these agreements.
8. The Company intends to enter into a directors and officers liability insurance agreement as stipulated in Article 430-3, Paragraph 1 of the Companies Act with an insurance company to cover damages that could be caused by assuming responsibility to be taken by the insured for the execution of their duties, or receiving a claim in relation to the pursuit of the responsibility. The candidates will be included in the insured. In addition, the Company plans to renew the agreement with the same terms and conditions at the time of the next renewal.
9. If this Item of Business is approved, the composition of each committee will be as follows:
- |                         |  |
|-------------------------|--|
| Nominating Committee:   | Sadayuki Sakakibara (chairperson), Takamune Okihara, Tetsuya Kobayashi, Kazuko Takamatsu                       |
| Compensation Committee: | Kazuko Takamatsu (chairperson), Sadayuki Sakakibara, Tetsuya Kobayashi, Atsuko Kaga                            |
| Audit Committee:        | Hiroshi Tomono (chairperson), Takamune Okihara, Shigeo Sasaki, Fumio Naito, Yasushi Sugimoto, Yasuji Shimamoto |

## (Reference)

### The Company's corporate governance system

In the Company, the Executive Meeting and various committees are placed under the Board of Directors, which has been charged with management responsibility by the General Shareholders' Meeting. While executing operations appropriately, the Company supervises the execution of duties by the Directors and Executive Officers through the Board of Directors. The Company has adopted the institutional design of a Company with Nominating Committee, etc. since June 2020, which clearly separates execution and supervision for its corporate governance, with the aim of enhancing management transparency and objectivity in business management.



The status of activities of the Board of Directors and each committee as well as the effectiveness evaluation for the Board of Directors are described on pages 60 through 62.

## <Overall Opinion of the Board of Directors Concerning All the Proposals from Shareholders>

The 5th to 30th Items of Business are proposals from shareholders.

The Board of Directors objects to all proposals from the 5th to 30th Items of Business.

Matters concerning views toward achievement of a zero-carbon society, views on and safety of nuclear power generation, and remuneration of Directors and Executive Officers account for many of the proposals from shareholders, and the Board of Directors has the following opinions concerning these proposals.

In an effort to achieve a zero-carbon society, as presented in “Zero Carbon Vision 2050” and “Zero Carbon Roadmap” formulated to set the course toward achieving the vision, the Group is aiming for carbon neutrality throughout the entirety of its business activities including power generation by 2050.

To achieve carbon neutrality, the Group will seek to achieve the best energy mix which will lead to full decarbonization while fulfilling 3E (“assurance of Energy security” including stable supply, “Economy,” and “Environmental conservation”), with S (assurance of Safety) as the major prerequisite. Specifically, the Group will steadily reduce CO<sub>2</sub> emissions by maximizing nuclear power generation, decarbonizing thermal power generation, utilizing zero-carbon hydrogen, and realizing the optimal power system to support these initiatives, in addition to making renewable energy as its main power source.

Moreover, by proposing various solutions such as electrification and storage batteries, we will work with customers and society to reduce CO<sub>2</sub> emissions in society as a whole.

The Company believes that it is necessary to maximize nuclear power generation from the perspective of “S+3E.” With regard to the safety of nuclear power generation, in light of the accident at the Fukushima Daiichi Nuclear Power Station of the Tokyo Electric Power Company, the Company has strengthened its measures from the perspective of providing “Defense-in-Depth” which ensures safety at multiple levels. The Company hopes, with the understanding of people in the community where the power plants are located, to promptly restart operations of nuclear power plants that have been confirmed as safe by the Nuclear Regulation Authority, taking all possible measures to ensure the operation and maintenance of those plants with top priority given to safety.

With regard to remuneration of Directors and Executive Officers, through Business Reports, the Company has disclosed total remuneration for each category of basic compensation, results-based compensation and stock-based compensation. Moreover, the Company has disclosed the respective remuneration amounts paid to Directors other than Outside Directors who were in office at the end of fiscal 2021 from a perspective of further enhancing transparency of business management. In addition, the ratio of basic compensation, results-based compensation and stock-based compensation paid to Directors and Executive Officers as well as the base amount by position and calculation method for results-based compensation have also been disclosed.

Many proposals that involve amendments to the Articles of Incorporation of the Company in relation to the business execution have been received from shareholders. However, the Company believes that the business execution needs to be performed expeditiously and flexibly by the Board of Directors and by an Executive Officer to whom the authority is delegated by the Board of Directors, and therefore should not be within the ambit of the Articles of Incorporation.

The opinion of the Board of Directors on the individual proposals is stated after each proposal stated below.



### <Proposals from 30 Shareholders (5th to 10th Items of Business)>

**The 5th to 10th Items of Business are proposed by 30 shareholders. The total number of voting rights held by the 30 shareholders proposing such items is 459.**

**5th Item of Business:** Partial Amendment to the Articles of Incorporation of the Company (1)

#### **Proposal**

Article 2 of Chapter 1 “General Provisions” of the Articles of Incorporation shall be amended from “*The purpose of the Company shall be to engage in the following businesses*” to “*The purpose of the Company shall be to seek denuclearization and decarbonization to maintain sustainability of human society and a healthy ecosystem, and engage in the following businesses centering on renewable energy.*”

#### **Reasons for Proposal**

It is deemed that Article 2 of the Articles of Incorporation states the purpose of business; however, it actually enumerates the content of the Company’s business. This proposal suggests the inclusion of the above sentence as the purpose of business.

In February 2021, the Company established a target to achieve carbon neutrality as a whole by 2050 in “Zero Carbon Vision 2050.” However, it does not specify a reduction target for 2030, and states that nuclear power plants will be used to the maximum extent possible. Compensation and lawsuits arising from nuclear accidents if and when they happen are management risks. In Ukraine, the risk of nuclear power plants becoming military targets has become apparent. In addition, risk and cost of nuclear power plants have caused injustice to society like climate change. For example, it is future generations that will bear the costs and risks of accidents and radioactive waste management. The shortfall in the reserve for accident compensation costs and the costs associated with decommissioning have been collected through transmission tariffs, and even electricity consumers who do not purchase the electricity from nuclear power plants are burdened. Denuclearization will eliminate involvement in such injustice, and lead to restoring the Company’s trust and business predictability.

#### **Opinion of the Board of Directors: The Board of Directors objects to this proposal.**

In an effort to achieve a zero-carbon society, as presented in “Zero Carbon Vision 2050” and “Zero Carbon Roadmap” formulated to set the course toward achieving the vision, the Company is aiming for carbon neutrality throughout the entirety of its business activities including power generation by 2050. The Company targets at halving CO<sub>2</sub> emissions from power generation by fiscal 2025 ahead of fiscal 2030.

To achieve carbon neutrality, the Company believes that it is essential to utilize nuclear power generation as an established decarbonization technology in addition to making renewable energy as its main power source. The Company will continue to maximize the utilization of nuclear power generation while ensuring safety as the major prerequisite, and seek to achieve the best energy mix based on “S+3E” that simultaneously fulfills assurance of energy security including stable supply, economy and environmental conservation.

Furthermore, since this proposal relates to business execution, the Board of Directors believes that it is inappropriate to stipulate this proposal in the Articles of Incorporation.

**6th Item of Business:** Partial Amendment to the Articles of Incorporation of the Company (2)

#### **Proposal**

Article 19 of Chapter 3 “General Shareholders’ Meeting” of the Articles of Incorporation shall be amended as follows:

*Article 19 A record of the proceedings at the General Shareholders' Meeting, and the result thereof and any other matters as provided for by laws and regulations, shall be stated accurately in the minutes, and shall be widely disclosed to the public.*

### **Reasons for Proposal**

The Third Party Committee's report on the incident of receiving cash and gifts points to a lack of an outside perspective and an inward-looking corporate structure that prioritizes performance and business activities over compliance as the root causes. It is therefore proposed that the content of the deliberations of the General Shareholders' Meeting be published. The ability to check remarks made by shareholders at General Shareholders' Meetings in the minutes is a fundamental condition for dialogue. It is also important to be able to check in the minutes whether remarks made by participants at General Shareholders' Meetings were accurately conveyed to executives. However, the minutes currently taken only state the summary of remarks made by executives and do not specifically describe questions from shareholders. As such, improvement of the minutes is requested.

In addition, the procedures for disclosing minutes are complicated and non-shareholder members of the general public cannot obtain minutes. The contents of General Shareholders' Meetings need to be disclosed to the Company's shareholders and the general public as well. Shareholders also have a duty to engage in serious discussions to improve business and to explain the contents of the discussions to the public. This will also lead to the restoration of the Company's trust.

### **Opinion of the Board of Directors: The Board of Directors objects to this proposal.**

The Company has prepared and kept in place minutes of the General Shareholders' Meeting recording the proceedings and the result thereof properly in accordance with laws and regulations.

Accordingly, the Board of Directors believes that it is unnecessary to stipulate this proposal in the Articles of Incorporation.

**7th Item of Business:** Partial Amendment to the Articles of Incorporation of the Company (3)

### **Proposal**

The Chapter "Business Operation Based on CSR" described below shall be newly established in the Articles of Incorporation of the Company.

#### *Chapter 8 Business Operation Based on CSR*

*Article 40 The Company shall promote disclosure of information as the foundation for dialogue in order to fulfill its corporate social responsibilities. The Company shall create mechanisms to identify the concerns and opinions of stakeholders and to evaluate and improve the quality of dialogue.*

### **Reasons for Proposal**

Disclosure of information is the foundation for dialogue. Regular dialogue and information disclosure are essential for dispelling distrust of the Company. In line with the Kansai Electric Power Group Code of Conduct, the Company is engaged in sharing information and conducting direct dialogue, among other activities. However, satisfactory explanations and further information are asked to be disclosed.

At last year's General Shareholders' Meeting, executives reported 128 employees taking time off for mental illness and several cases of power harassment per year. As things stand now, even when the facts are clear internally, it took more than ten years to respond to shareholders.

At General Shareholders' Meetings, the highest decision-making body, deep dialogue is prevented because follow-up questions in response to executives' replies are not allowed.

The Company is avoiding direct dialogues outside General Shareholders' Meetings and has also not disclosed the status of conducting dialogues.

While executives have stated that no problems exist as long as legal requirements are satisfied, what members of the general public and shareholders want first is dialogue with the Company. Therefore, it is proposed to introduce mechanisms that identify the concerns and opinions of stakeholders and at the same time enhance the quality of dialogue.

**Opinion of the Board of Directors: The Board of Directors objects to this proposal.**

The Company believes that appropriate information disclosure and discussion are important and has stipulated “Appropriate information disclosure, management and discussion” in the Kansai Electric Power Group Code of Conduct, which was developed in March 2021, and been striving to fulfill accountability to society faithfully and achieve “highly transparent and open business activities” by actively providing information through press conferences, etc. and developing interactive communication with members of society through its website and social media.

Accordingly, the Board of Directors believes that it is unnecessary to stipulate this proposal in the Articles of Incorporation anew.

**8th Item of Business: Partial Amendment to the Articles of Incorporation of the Company (4)**

**Proposal**

The Chapter “Business Operation Based on CSR” described below shall be newly established in the Articles of Incorporation of the Company.

*Chapter 8 Business Operation Based on CSR*

*Article 41 As the technological and organizational foundation for fulfilling its corporate social responsibilities, the Company shall build strong facilities and systems of operation to withstand disasters, etc., and promote the training and retention of human resources and development and transmission of technology.*

**Reasons for Proposal**

Inappropriate investment in facilities and human resources has weakened the base for the Company’s competitiveness. The challenge is to maintain and improve technical capabilities, and improvements in securing, developing, and training human resources are required. The Company’s facilities are supported by its human resources, but there is concern over loss of human resources with young people leaving the Company. Our cooperative companies’ construction capabilities have diminished, making it difficult for them to promptly respond to disasters and perform unplanned works.

The unfavorable effects of the performance-based wage system have come to light, and employees show a lower sense of fulfillment and motivation. As a result of misappropriation of business including the incident of receiving cash and gifts by executives, the Company has significantly degraded the ethics of employees, and the effectiveness of management reform is called into question. Moreover, the Company promotes reemployment of workers, but their wages will drop extremely after the reemployment, causing an inequality in their treatment. While manpower is declining, workload has not changed. Inappropriate rationalization has prevented cases of mental illnesses from decreasing, and discriminatory treatment against people with disabilities remains. If the Company does not improve these situations, it will lose excellent human resources while hindering business execution and services, and struggle to gain public trust.

**Opinion of the Board of Directors: The Board of Directors objects to this proposal.**

As presented in the Main ESG Efforts of the Medium-term Management Plan, the Company believes that it is important to strengthen resilient business infrastructure on the condition of ensuring safety and step up efforts to develop and secure human resources. While the Company has been making every effort possible to protect its equipment and engaged in establishment of facilities and systems that ensure a safe and stable supply of power, it will step up its efforts to establish more resistant facilities and systems, such as systematic renovation for aging facilities, and measures in preparation for large scale natural disasters including strengthening of cooperation among relevant parties in ordinary times.

The Company has also promoted, considering the motivation of and worthwhile jobs for each employee including the enhancement of communication between employees and the top management, the Group-wide human resources development in order to secure execution of its operations and transmit and enhance the technology and skills for the future. It has also strengthened personnel foundations, including the promotion of workstyle innovation, and health and productivity management.

However, since this proposal relates to business execution, the Board of Directors believes that it is inappropriate to stipulate this proposal in the Articles of Incorporation.

**9th Item of Business:** Partial Amendment to the Articles of Incorporation of the Company (5)

**Proposal**

The Chapter “Business Operation Based on CSR” described below shall be newly established in the Articles of Incorporation of the Company.

*Chapter 8 Business Operation Based on CSR*

*Article 42 In order to fulfill its corporate social responsibilities, the Kansai Electric Power Group shall withdraw from businesses related to coal-fired thermal power generation in Japan and abroad. The Company shall press ahead with the abolition of coal-fired thermal power plants and avoid procuring coal-fired thermal power from other companies.*

**Reasons for Proposal**

In August 2021, the Intergovernmental Panel on Climate Change (IPCC) warned in its Working Group I Sixth Assessment Report that climate change had already progressed and the world urgently needs to accelerate its efforts toward decarbonization. More countries and regions throughout the world have declared their stance of zero coal-fired thermal power generation. Not only the insurance and financial industries but also trading companies are regarding coal-fired thermal power generation as a management risk, thereby creating a growing trend to withdraw investment. Rising coal prices caused by international disputes, including the Russian invasion into Ukraine, and litigations over pollution across the country, etc., are increasing the risk of making them stranded assets. Moreover, climate change itself is a factor of costs required for preventing and recovering from disasters, as it increases disaster risks.

The Company, at group-wide level, is building coal-fired thermal power plants in Japan and overseas and continues to purchase electricity derived from coal-fired thermal power plants. The Company’s management contradicts the Sustainable Development Goals (SDGs) and the philosophy to hold back climate change, which are not only a target the world aims to achieve, but also for which the Company has itself set an objective. Young people are criticizing them: “Do not take away our future.” The Company should drastically change its management policy to aim for decarbonization using the current technology.

**Opinion of the Board of Directors: The Board of Directors objects to this proposal.**

As presented in “Zero Carbon Vision 2050” developed by the Group, the Company is working to decarbonize thermal power generation and intends not to draw up coal-fired thermal power projects in Japan and overseas in the future unless plans comply with national policies and contribute to decarbonization in host countries.

In addition, as for coal-fired thermal power plants in operation, the Company will make appropriate responses in light of the trend of the government policy and examine various options including use of zero-carbon fuels and introduction of CCUS technologies (Technologies of Carbon Dioxide Capture, Utilization and Storage) in accordance with Zero Carbon Roadmap.

With regard to electricity procured from other companies, the Company will also make efforts to achieve carbon neutrality by 2050 while collaborating with its counterparties with whom the Company enters into a contract.

Furthermore, since this proposal relates to business execution, the Board of Directors believes that it is inappropriate to stipulate this proposal in the Articles of Incorporation.

**10th Item of Business:** Partial Amendment to the Articles of Incorporation of the Company (6)

**Proposal**

The Chapter “Business Operation Based on CSR” described below shall be newly established in the Articles of Incorporation of the Company.

*Chapter 8 Business Operation Based on CSR*

*Article 43 In order to fulfill its corporate social responsibilities, the Company shall set target indicators, including for its associated companies, regarding gender discrimination such as wages by gender and ratio of managerial positions by gender to ensure “gender equality in the workplace.” The Company shall announce the actual situation every year and strive for improvement.*

**Reasons for Proposal**

SDGs are accelerating toward achieving the 2030 target. The Company also participates in and promotes these SDGs activities. Goal 5 “Gender Equality” requires to “Ensure women’s full and effective participation and equal opportunities for leadership at all levels of decision-making in political, economic and public life.” The Japanese government is also promoting the appointment of women in all aspects of society to achieve the goal. Moreover, regarding wages that show the largest gender gap, the government has initiated its consideration of requiring companies to announce wage levels by gender, and has determined its policy to implement the measures in 2023 to encourage efforts to rectify the gap.

Female employees in the Company also tend to be promoted later than their counterparts, and few of them are managers. The Company is required not only to announce wages, but also to eliminate every gender discrimination and equalize opportunities to participate in activities of the Company.

The Company can express its intention to fulfill its social responsibilities by taking the lead in disclosing information on its efforts to eliminate gaps and the actual situation. By securing a more excellent and diverse human resources, corporate value will also be enhanced.

**Opinion of the Board of Directors: The Board of Directors objects to this proposal.**

In accordance with “Kansai Electric Power Group Diversity & Inclusion Promotion Policy,” the Company seeks to realize workstyles and to cultivate workplace environments that enable everyone involved in the business activities to work feeling safe and to perform at their best. In every system and structure such as evaluation, assessment, and appointment to a managerial position, the Company offers equal opportunities regardless of personal attributes such as gender, age, nationality, and disabilities as well as lifestyles and careers.

Accordingly, the Board of Directors believes that it is unnecessary to stipulate this proposal in the Articles of Incorporation.

**<Proposals from 104 Shareholders (11th to 17th Items of Business)>**

**The 11th to 17th Items of Business are proposed by 104 shareholders. The total number of voting rights held by the 104 shareholders proposing such items is 866.**

**11th Item of Business:** Appropriation of Surplus

**Proposal**

The year-end dividend of surplus for the year ended March 31, 2022 shall be ¥1 per share more than the proposal from the Company.

**Reasons for Proposal**

According to the plan of The Federation of Electric Power Companies of Japan announced in February 2022, the only plant that will consume plutonium, which are also materials for nuclear bombs, as mixed oxide (MOX) fuel for three years from 2022 to 2024 is Takahama Nuclear Power Station of the Company. Plutonium-thermal power generation, which burns MOX fuel in an ordinary nuclear reactor, is more dangerous and costly, and there is no location to where the spent MOX fuel can be taken. Why would the Company still plan to use this plutonium-thermal power generation when no other companies want to? Moreover, the Company promised Fukui Prefecture that “the Company will carry all the spent MOX fuel out of Fukui Prefecture.” The Company is creating more and more spent MOX fuel that cannot be taken anywhere. We cannot help but think that the Company has no intention to keep its promise with Fukui Prefecture.

According to trade statistics, the price of MOX fuel per unit imported from France last year amounted to approximately ¥1.1 billion, more than doubled compared to the first inbound shipment (in 1999), and approximately 11 times compared to imported uranium fuel. We propose to abolish the plutonium-thermal power generation plan immediately and allocate the curbed costs to dividends for shareholders.

**Opinion of the Board of Directors: The Board of Directors objects to this proposal.**

The Company makes it the basic policy of shareholder return to maintain stable payment of dividends while ensuring the soundness of the financial structure in order to improve corporate value as the Kansai Electric Power Group and appropriately share the result of business of the Kansai Electric Power Group with shareholders of the Company. Based on this policy, the Company believes that the appropriation of surplus proposed as the 1st Item of Business is the most appropriate, comprehensively considering the Company’s business environment such as the business results in fiscal 2021 and outlook of revenues and expenses from fiscal 2022 onwards, and the status of progress of the Medium-term Management Plan. The Company will continually increase corporate value and meet the expectations of shareholders through efforts set out in the Medium-term Management Plan.

**12th Item of Business:** Dismissal of a Director

**Proposal**

The following Director shall be dismissed.

Director Takashi Morimoto

**Reasons for Proposal**

In the Act on the Regulation of Nuclear Source Material, Nuclear Fuel Material and Reactors, which was revised based on the lessons learned from the accident at the Fukushima Nuclear Power Station, nuclear reactors are set out to operate for 40 years in principle. However, the Company is proceeding with the construction of Specialized Safety Facility after obtaining a special license and agreement from the local governments to prolong operating Unit 3 of Mihama Nuclear Power Station, and Units 1 and 2 of Takahama Nuclear Power Station, all of which have been operating for more than 40 years since

their initial operations. These three reactors have a small power generation capacity, so there is no guarantee that the large amount of construction costs spent to satisfy new regulatory standards can be recovered. These reactors have many structures including reactor pressure vessels that have for years been exposed to neutrons and deteriorated over time, and that are difficult to replace. Accordingly, these reactors are feared to have a high probability of severe accidents.

In obtaining agreements from local governments for restarting operations of nuclear power plants that have operated for over 40 years, President Morimoto declared that the candidate locations “will be determined by the end of 2023 as the final deadline” on the premise of constructing spent nuclear fuel interim storage facilities outside of Fukui Prefecture, and promised the Governor of Fukui Prefecture that the Company would discontinue the operation of the three aging nuclear power plants if the Company fails to determine the locations. There is no prospect of keeping this promise, and he is trampling on the will of the people of Fukui Prefecture. Therefore, we propose that he be dismissed.

### **Opinion of the Board of Directors: The Board of Directors objects to this proposal.**

Under the new Management Philosophy, the Director subject to dismissal in this proposal has made every effort to push forward the initiatives of the Kansai Electric Power Group Medium-term Management Plan (2021-2025) across the Group and also to ensure various reforms such as governance reform and compliance promotion in order to regain trust.

Amid these efforts, he has fully devoted himself to the various challenges of the overall management, including ensuring operation of all seven reactors in its nuclear power plants with safe and secure operations as the major prerequisite, and performed his duties as a Director faithfully.

Accordingly, there is no reason for requiring the dismissal of the Director in question.

The Director whose dismissal is proposed will retire from his position at the conclusion of this General Shareholders' Meeting.

### **13th Item of Business: Partial Amendment to the Articles of Incorporation of the Company (1)**

#### **Proposal**

The article described below shall be added to Chapter 4 “Directors and Board of Directors” of the Articles of Incorporation of the Company.

*(Disclosure of Remuneration of Executives)*

*Article 30-2 The Company shall disclose the remuneration of Directors and Executive Officers individually.*

*Disclosure methods shall be stated in the notice of the Ordinary General Shareholders' Meeting and published in the Corporate Governance Report.*

#### **Reasons for Proposal**

Three years ago, the incident of receiving cash and gifts came to light. The large amounts of cash and gifts were received from influential persons and related companies of local areas of nuclear power plant locations, and the trust in the Company crumbled. The Third Party Committee that investigated the incident made it clear that compensation was added to salaries for executives without approval, and the individual income tax for that additional portion was paid by the Company. Citizens were outraged that the executives of the Company, a public interest company, were secretly enriching themselves. Over 3,000 people accused nine former executives. The prosecution was dropped one time, but 1,338 people objected to the judgment and petitioned the Committee for the Inquest of Prosecution to pursue the case.

Moreover, shareholders aim to unravel the incident of receiving cash and gifts in court, but the former executives, the defendants, have the audacity to say that they “only kept the money for the Company,” expressing no remorse for what they have done.

Because the Company transitioned to a Company with Nominating Committee, etc. in order to increase the number of outside executives and prevent self-serving decisions on the amount of

remunerations, the Company should take the lead and disclose the remuneration of all Directors and Executive Officers individually.

**Opinion of the Board of Directors: The Board of Directors objects to this proposal.**

The Company has disclosed its disclosure policy, which is included in the Corporate Governance Guidelines established by resolution of the Board of Directors. Specifically, the Company discloses the amount of remuneration, etc. and the policy, etc. on determination of remuneration, etc. on pages 56 to 59 of this notice and in the Corporate Governance Report.

Accordingly, the Board of Directors believes that it is unnecessary to stipulate this proposal in the Articles of Incorporation.

**14th Item of Business: Partial Amendment to the Articles of Incorporation of the Company (2)**

**Proposal**

The chapter described below shall be newly established in the Articles of Incorporation of the Company.

*Chapter 9 Committee on Enhancing the Effectiveness of Evacuation Plans in the Event of a Nuclear Accident*

*Article 44 The purpose of the Committee shall be to make the evacuation plans formulated by local governments effective in the event of a nuclear accident.*

*Article 45 The Committee shall consist of residents of local governments hosting the nuclear power plants, the precautionary action zone (PAZ: within 5 km radius from the nuclear power plant) and the urgent protective action planning zone (UPZ: outside 5 km radius and within 30 km radius), as well as experts who have no vested interest in the Company or nuclear power plants, etc.*

*Article 46 The Company shall not operate nuclear power plants without the approval of the Committee.*

**Reasons for Proposal**

There are no clear standards for formulating evacuation plans in the event of a nuclear accident even though they are essential for restarting operations. Various issues were pointed out after evacuation drills, but there are no signs of improvement. It needs to be guaranteed that the plans are actually effective for the Company to save residents in the event of a nuclear accident.

- (i) An evacuation order will not be issued in the precautionary action zone until a state of full emergency is reached, and in the urgent protective action planning zone, not until an increase of the radiation level;
- (ii) The evacuation routes are highly likely to become impassable due to heavy snow or landslide disasters;
- (iii) Radiation exposure for hours is likely to be unavoidable due to traffic jams during evacuation and deterioration of roads equipment conditions;
- (iv) Difficulties in radiation protection at assembly points and relay stations during evacuation. Issues on securing buildings and water for screening, and wastewater treatment of contaminated water. Not all people are covered;
- (v) Difficulties in securing drivers for the planned bus evacuation (There are standards for exposure doses);
- (vi) Insufficient consideration for residents who have difficulty in taking evacuating actions, called “disaster vulnerable persons”;
- (vii) Expected acceptance of evacuees while avoiding the “Three Cs” (Closed spaces, Crowded places, and Close-contact settings) amid the COVID-19 pandemic.

A host of problems remains including the above. We propose the establishment of the Committee on Enhancing the Effectiveness of Evacuation Plans in the Event of a Nuclear Accident.



**Opinion of the Board of Directors: The Board of Directors objects to this proposal.**

The Company will continue to maximize the utilization of nuclear power generation while ensuring safety as the major prerequisite.

With regard to evacuation plans, the Company recognizes that the government, local governments and nuclear operators mutually establish coordination and cooperation, and the government and local governments have established necessary measures including those against COVID-19, such as securing evacuation shelters, methods of evacuation and evacuation routes.

The Company has been working to further strengthen its disaster response capacity by providing necessary cooperation to the government and local governments such as support for means of transportation at the time of evacuation and radioactivity protection materials and equipment, dispatch of staff to drills organized by the local governments, and rental of materials and equipment for measures against infectious diseases.

Accordingly, the Board of Directors believes that it is unnecessary to stipulate this proposal in the Articles of Incorporation.

**15th Item of Business: Partial Amendment to the Articles of Incorporation of the Company (3)**

**Proposal**

The chapter described below shall be newly established in the Articles of Incorporation of the Company.

*Chapter 10 Denuclearization and Zero-Carbon*

*Article 47 The Company shall achieve zero carbon without operating nuclear power plants.*

**Reasons for Proposal**

The 6th Strategic Energy Plan sets renewable energy as the future main source of power. Renewable energy such as solar power and wind power (excluding hydropower) currently accounts for less than 1% of all the power sources of the Company. The Company recently clarified its intention to develop additional domestic power sources centered on a large-scale offshore wind power generation in the renewable energy field by 2040 that will supply another 5 million kW.

Last year, the Company announced that it would invest more than ¥1 trillion over the next five years for “decarbonization.” However, ¥715 billion will be allocated for works related to safety measures and improvement of nuclear power plants, etc. Meanwhile, if the operation periods are extended to 60 years for all seven nuclear power plants of the Company, only two plants will remain as of 2050. The Company does not have the capability necessary to be in control over the installation, expansion and replacement of nuclear power plants. The Company needs to review its stance of promoting nuclear power plants to hold firm under changeable government policies. We propose that the Company discontinue the operation of nuclear power plants that impair managerial flexibility and cause instability.

**Opinion of the Board of Directors: The Board of Directors objects to this proposal.**

In an effort to achieve a zero-carbon society, as presented in “Zero Carbon Vision 2050” and “Zero Carbon Roadmap” formulated to set the course toward achieving the vision, the Company is aiming for carbon neutrality throughout the entirety of its business activities including power generation by 2050.

To achieve carbon neutrality, the Company believes that it is essential to utilize nuclear power generation as an established decarbonization technology in addition to making renewable energy as its main power source. The Company will continue to maximize the utilization of nuclear power generation while ensuring safety as the major prerequisite, and seek to achieve the best energy mix based on “S+3E” that simultaneously fulfills assurance of energy security including stable supply, economy and environmental conservation.

Furthermore, since this proposal relates to business execution, the Board of Directors believes that it is inappropriate to stipulate this proposal in the Articles of Incorporation.

**16th Item of Business:** Partial Amendment to the Articles of Incorporation of the Company (4)

**Proposal**

The chapter described below shall be newly established in the Articles of Incorporation of the Company.

*Chapter 11 Prohibition of Buying Electricity Originating from Nuclear Power Generation*

*Article 48 The Company shall not enter into an electricity purchase contract with The Japan Atomic Power Company.*

**Reasons for Proposal**

Since 2012, the Company has not received any electricity from The Japan Atomic Power Company (JAPC). However, the Company paid JAPC over ¥20 billion annually until 2017 and continues to pay approximately over ¥18 billion in recent years. Shareholders of the Company cannot accept this large amount of continued payment for no consideration. Last year, the Company terminated an electricity supply contract, under which electricity was received from Shika Nuclear Power Station of Hokuriku Electric Power Company. As the contract with JAPC is renewed annually, the Company can change the conditions at any time. JAPC has already repeatedly rewritten data for the fault running directly under the Tsuruga Nuclear Power Station and lost the trust of the Nuclear Regulation Authority. As for the Tokai No. 2 Nuclear Power Station, its safety measures costs have significantly exceeded the planned costs, and it also received a court decision to suspend its operation due to its insufficient evacuation plan. Inevitably, it will be extremely difficult for the Company to obtain an agreement from local governments to restart operations. The Company has the duty as a major shareholder of JAPC. The Company should transform JAPC into a company dedicated to decommissioning business and enter into a decommissioning service contract with it.

**Opinion of the Board of Directors: The Board of Directors objects to this proposal.**

As the Company seeks to achieve zero-carbon emissions, JAPC is a valuable partner who provides the Company with electricity with non-fossil value. With regard to Unit 2 of Tsuruga Nuclear Power Station, the Company recognizes that JAPC has been giving its sincere attention to comments made by the Nuclear Regulation Authority regarding the assessment of conformity with the new regulatory requirements and striving to regain trust while taking every effort to restart operations.

The Company has made a comprehensive evaluation of factors such as the importance of JAPC in terms of the operation of the Company's business, and entered into a contract with JAPC within the necessary and appropriate scope.

Furthermore, since this proposal relates to business execution, the Board of Directors believes that it is inappropriate to stipulate this proposal in the Articles of Incorporation.

**17th Item of Business:** Partial Amendment to the Articles of Incorporation of the Company (5)

**Proposal**

The chapter described below shall be newly established in the Articles of Incorporation of the Company.

*Chapter 12 Prohibition of Reprocessing*

*Article 49 The Company shall not engage in reprocessing that produces plutonium which is dangerous and costly and serve as materials for nuclear weapons.*

**Reasons for Proposal**

The construction of the reprocessing plant in Rokkasho Village, Aomori Prefecture, started in 1993, and is scheduled to be completed in the first half of this fiscal year after postponing 25 times. However, the fast breeder reactor Monju that was planned to use plutonium was decommissioned, and progress in the plutonium-thermal power generation plan to consume plutonium in an ordinary nuclear power plant is also stagnant. As Taro Kono, a candidate for the presidential election of the Liberal Democratic

Party of Japan, pointed out, the nuclear fuel cycle plan has failed, and the Company should suspend the plan.

Nine electric power companies and JAPC own 41.5 tons of plutonium. Operating the reprocessing plant and moreover increasing the amount of surplus plutonium is unacceptable.

At the end of November last year, an F16 fighter aircraft of the US military forces Misawa Air Base dropped its fuel tank onto the immediate vicinity of residential houses and left local residents fearing for their safety.

In December, a damage estimation of a magnitude-9 mega earthquake along the Japan Trench or the Chishima Trench was announced. Rokkasho Village is expected to face an intensity (*shindo*) of upper 6, but the design basis earthquake ground motion for the reprocessing plant is 700 gal, which is far smaller than the expected earthquake ground motion (2000 gal or more) set by major housing companies.

We propose prohibiting reprocessing.

**Opinion of the Board of Directors: The Board of Directors objects to this proposal.**

The Company believes that the nuclear fuel cycle to reprocess spent fuel and make effective use of recovered plutonium, etc. is important from the perspective of effective utilization of resources and reducing volumes and hazard levels of high-level radioactive waste, etc. and will continue to promote the nuclear fuel cycle in line with the government's Strategic Energy Plan.

In order to reprocess only the necessary amount according to the operation status of reprocessing plants, plutonium-thermal power generation reactors, and other facilities, a reprocessing plan is formulated by the Nuclear Reprocessing Organization of Japan and approved by the government in consideration of the opinions of the Japan Atomic Energy Commission.

Moreover, the reprocessing plant of Japan Nuclear Fuel Limited underwent an assessment in consideration of the situations including the falling of airplanes and natural phenomena such as earthquakes and tsunamis, and received approval for changing its business from the Nuclear Regulation Authority in July 2020.

Furthermore, since this proposal relates to business execution, the Board of Directors believes that it is inappropriate to stipulate this proposal in the Articles of Incorporation.

**<Proposals from 3 Shareholders (18th to 20th Items of Business)>**

**The 18th to 20th Items of Business are proposed by 3 shareholders. The total number of voting rights held by the 3 shareholders proposing such items is 998,304.**

**18th Item of Business:** Partial Amendment to the Articles of Incorporation of the Company (1)

**Proposal**

The article described below shall be added to Chapter 1 “General Provisions” of the Articles of Incorporation of the Company.

*(Ensuring Management Transparency)*

*Article 5-2 The Company shall ensure the trust from the society including customers and the transparency of management by disclosing in principle all the information relating to management and business necessary to build a trust relationship with the society.*

**Reasons for Proposal**

Since the electricity business is an important social infrastructure and has highly public nature and communality, power companies must develop their business after establishing a trust relationship with the society. As such, these companies need to disclose all the information relating to management and business necessary to build a trust relationship with the society including customers and ensure the transparency of management in principle.

In the incident of receiving of cash and gifts by executives, etc. from a former Deputy Mayor of town of Takahama, Fukui Prefecture, inadequate information disclosure has led to ruining customers’ credibility. Therefore, going forward, the Company should fulfill accountability by expressly stating disclosure of all the information necessary to ensure customers’ trust and the transparency of management in principle in the Articles of Incorporation.

Moreover, it is necessary to clearly show, as its corporate policy, that the Company shall never grant any benefits including donations to politicians, political groups and others, and unduly give or accept any donations or any other cash and gifts to or from researchers and others who are, for example, involved with the Nuclear Regulation Authority, and shall make efforts for the optimization of procurement costs through competitive bidding.

**Opinion of the Board of Directors: The Board of Directors objects to this proposal.**

The Company places importance on and states fair business activities and appropriate information disclosure in “Kansai Electric Power Group Code of Conduct” formulated under the new Management Philosophy. Recognizing that practicing this Code of Conduct is their role, all executives of the Group are taking the lead in setting good examples, striving to instill it across the entire Group.

This Code of Conduct stipulates that “we conduct open business activities with high transparency by further advancing suitable and timely information disclosure and transmission along with communication with members of society as we fulfill our explanatory duties to society with sincerity.” Under the guidance and supervision of Outside Directors and outside committee members from external and objective perspectives, the Company will disclose information appropriately.

Accordingly, the Board of Directors believes that it is unnecessary to stipulate this proposal in the Articles of Incorporation anew.

**19th Item of Business:** Partial Amendment to the Articles of Incorporation of the Company (2)

**Proposal**

The chapter described below shall be newly established in the Articles of Incorporation of the Company and the article described below shall be added.

## *Chapter 13 Withdrawal from Nuclear Power Generation, Ensuring Safety and Reform of Business Model*

### *(Securing Alternative Power Sources)*

*Article 50 The Company shall assume a role in the stable supply of low-cost electricity by introducing various sources of energy that lead to the achievement of zero-carbon emissions and actively promoting a new power generation business, including utilizing distributed independent power through a drastic adoption of renewable energies and hydrogen produced from the said energies, as power sources alternative to nuclear power generation.*

### **Reasons for Proposal**

In order to close nuclear power plants with the aim of withdrawal from nuclear power generation, the Company should maximize efforts to secure power supply capacity through means such as stepping up M&A activities, including acquisitions of independent power producers (IPPs) and Co-Generation businesses from outside the Kansai area, as immediate measures, in addition to strengthening initiatives aimed at controlling demand for power and procuring electricity from other power companies. With regard to securing alternative power sources, the Company should also seek to introduce various energy sources that lead to the achievement of zero-carbon emissions, including a drastic adoption of renewable energy and hydrogen produced from said energy.

### **Opinion of the Board of Directors: The Board of Directors objects to this proposal.**

In an effort to achieve a zero-carbon society, as presented in “Zero Carbon Vision 2050” and “Zero Carbon Roadmap” formulated to set the course toward achieving the vision, the Company is aiming for carbon neutrality throughout the entirety of its business activities including power generation by 2050.

To achieve carbon neutrality, the Company believes that it is essential to utilize nuclear power generation as an established decarbonization technology in addition to making renewable energy as its main power source. The Company will continue to maximize the utilization of nuclear power generation while ensuring safety as the major prerequisite, and seek to achieve the best energy mix based on “S+3E” that simultaneously fulfills assurance of energy security including stable supply, economy, and environmental conservation. With regard to the introduction of hydrogen, the Company will work towards producing, transporting and supplying zero-carbon hydrogen, and utilizing it as fuel for power generation.

Furthermore, since this proposal relates to business execution, the Board of Directors believes that it is inappropriate to stipulate this proposal in the Articles of Incorporation.

## **20th Item of Business: Partial Amendment to the Articles of Incorporation of the Company (3)**

### **Proposal**

The chapter described below shall be newly established in the Articles of Incorporation of the Company and the article described below shall be added.

#### *Chapter 14 Contribution to Achieve a Sustainable Society*

#### *(Contribution to Achieve a Zero-carbon Society)*

#### *Article 55*

- 1. To combat global warming, by 2050 the Company shall be carbon neutral throughout the entirety of its business activities including power generation in which renewable energy is set as the main power source.*
- 2. The Company shall contribute to the achievement of a zero-carbon society through the implementation of the businesses stipulated in Article 2.*

### **Reasons for Proposal**

As a public utility, it is vital for electric power companies to make efforts toward decarbonization, which contributes to environmental conservation and sustainable development of the economy and society.

In order to represent its determination as a company to focus its long-term management in the direction manifested in the “Zero Carbon Vision 2050” and make a consistent effort to achieve it, the Company should state in its Articles of Incorporation its mission to achieve zero-carbon emissions throughout the entirety of its business activities, including power generation, and to contribute to the achievement of a zero-carbon society.

These zero-carbon efforts should be achieved, not by depending on nuclear power generation, but by maximizing the ratio of renewable energy out of the total domestic energy supply to 45% or more by 2030 and turning them into main power sources, while also decarbonizing thermal power generation and utilizing zero carbon hydrogen.

**Opinion of the Board of Directors: The Board of Directors objects to this proposal.**

The Company believes that it is important to achieve a zero-carbon society. As presented in “Zero Carbon Vision 2050” and “Zero Carbon Roadmap” formulated to set the course toward achieving the vision, the Company is aiming for carbon neutrality throughout the entirety of its business activities including power generation by 2050.

To achieve carbon neutrality, the Company believes that it is essential to utilize nuclear power generation as an established decarbonization technology in addition to making renewable energy as its main power source. The Company will continue to maximize the utilization of nuclear power generation while ensuring safety as the major prerequisite, and seek to achieve the best energy mix “S+3E” that simultaneously fulfills assurance of energy security including stable supply, economy and environmental conservation.

However, since this proposal relates to business execution, the Board of Directors believes that it is inappropriate to stipulate this proposal in the Articles of Incorporation.

**<Proposals from 2 Shareholders (21st Item of Business)>**

**The 21st Item of Business is proposed by 2 shareholders. The total number of voting rights held by the 2 shareholders proposing such item is 724,793.**

**21st Item of Business:** Partial Amendment to the Articles of Incorporation of the Company

**Proposal**

The chapter described below shall be newly established in the Articles of Incorporation of the Company and the article described below shall be added.

*Chapter 13 Withdrawal from Nuclear Power Generation, Ensuring Safety and Reform of Business Model*

*(Reform of Business Model)*

*Article 51 To promote the introduction of diverse energy sources replacing nuclear power through free and fair competition among various entities, and to improve supply capacity and stabilize electricity tariffs, the Company shall take appropriate measures in operating its electricity business such as selling the power generation sector or the power transmission and distribution sector as soon as possible.*

**Reasons for Proposal**

To promote withdrawal from nuclear power generation, it is necessary to improve power supply capacity and stabilize electricity tariffs by encouraging the introduction of diverse sources of energy through free and fair competition. To this end, the Company should promptly proceed with the ownership unbundling of the power generation sector or the power transmission and distribution sector.

To comply with requirements of the revised Electricity Business Act, the Company has implemented legal separation of the transmission and distribution sector to Kansai Transmission and Distribution, Inc., a wholly-owned subsidiary. The Company should, however, address a further business model reform, such as by establishing through ownership unbundling a business entity which will run a neutral power system operation, to develop a transmission and distribution business responding to even disasters that have been becoming more serious in recent years and achieve a competitive market environment.

**Opinion of the Board of Directors: The Board of Directors objects to this proposal.**

The reform of the electricity system under the revised Electricity Business Act including the legal separation of the transmission and distribution sector is aimed at achieving an optimum electricity system that will truly benefit customers.

To realize this optimum electricity system, the Company will seek to achieve the best energy mix based on “S+3E” that simultaneously fulfills assurance of energy security including stable supply, economy and environmental conservation while ensuring safety as the major prerequisite.

Moreover, the Company will also aim to realize an optimal power system to support these initiatives in the power transmission and distribution business. In addition, the Company has put in place a system to ensure the Compliance on Wheeling Service Guidelines in relation to securing of neutrality and taken appropriate measures.

We continue to construct a balanced business portfolio without selling the power generation sector or the power transmission and distribution sector, and will work to maximize the entire Group’s corporate value.

Furthermore, since this proposal relates to business execution, the Board of Directors believes that it is inappropriate to stipulate this proposal in the Articles of Incorporation.

**<Proposals from 2 Shareholders (22nd to 24th Items of Business)>**

**The 22nd to 24th Items of Business are proposed by 2 shareholders. The total number of voting rights held by the 2 shareholders proposing such items is 315,436.**

**22nd Item of Business:** Partial Amendment to the Articles of Incorporation of the Company (1)

**Proposal**

The chapter described below shall be newly established in the Articles of Incorporation of the Company and the article described below shall be added.

*Chapter 13 Withdrawal from Nuclear Power Generation, Ensuring Safety and Reform of Business Model*

*(Breaking away from Dependence on Nuclear Power Generation and Ensuring Safety)*

*Article 52*

- 1. The Company shall establish, as soon as practicable, a sustainable, assured and safe system for the supply of electricity which does not depend upon nuclear power generation, such as by introducing renewable energy to the maximum.*
- 2. In the event that the Company operates nuclear power plants before such electricity supply system pursuant to the preceding paragraph is established, the Company shall make efforts to ensure the necessary supply capacity by utilizing existing power plants and other sources, and to reduce electricity demand, and the Company shall conduct such operation to the minimum extent required after ensuring the safety of nuclear power plants and obtaining the understanding of local residents.*

**Reasons for Proposal**

In light of the attacks on nuclear facilities in the armed conflict in Ukraine and the accident at the Fukushima Nuclear Power Station, it is clear that once a major accident occurs, the life of citizens and economic activities will be severely impacted.

To utilize nuclear power generation to the maximum extent, the Company is working to establish a system of seven reactors, and with replacement of old ones in view, is considering introducing next-generation light-water reactors, etc. However, the Company should not consider nuclear power generation as an option to achieve a decarbonized society and instead needs to establish a sustainable, safe, and secure electricity supply system as early as possible by making full use of renewable energy and other efforts without depending on nuclear power generation.

In the event that the Company operates nuclear power plants before such electricity supply system pursuant to paragraph 1 is established, it will be necessary for the Company to make efforts to ensure the necessary supply capacity by efficiently utilizing existing power plants and other sources, and to reduce electricity demand. At the same time, not only will it be necessary to rigorously apply the regulatory requirements of the Nuclear Regulation Authority, but also to conduct such operation to the minimum extent required after taking further steps to ensure safety and obtaining the understanding of local residents.

**Opinion of the Board of Directors: The Board of Directors objects to this proposal.**

The Company believes that it is essential to utilize nuclear power generation as an established decarbonization technology in addition to making renewable energy as its main power source. The Company will continue to maximize the utilization of nuclear power generation while ensuring safety as the major prerequisite, and seek to achieve the best energy mix based on “S+3E” that simultaneously fulfills assurance of energy security including stable supply, economy and environmental conservation.

Furthermore, since this proposal relates to business execution, the Board of Directors believes that it is inappropriate to stipulate this proposal in the Articles of Incorporation.



**23rd Item of Business:** Partial Amendment to the Articles of Incorporation of the Company (2)

**Proposal**

The chapter described below shall be newly established in the Articles of Incorporation of the Company and the article described below shall be added.

*Chapter 15 Reform of Business Model Toward Realization of a Decarbonized Society*

*(Disclosure of Climate-related Risks and Opportunities)*

*Article 56*

- 1. The Company shall conduct a scenario analysis up to 2050, which aligns with the long-term goals of the Paris Agreement, and disclose the transition plan.*
- 2. The Company shall disclose the risks and opportunities related to the medium- to long-term climate based on the scenario analysis under paragraph 1.*

**Reasons for Proposal**

The Company agreed to and signed off on the recommendations of the Task Force on Climate-related Financial Disclosures (TCFD) and conducts a qualitative analysis on business risks and opportunities arising from medium- to long-term climate changes mainly based on the scenario where temperatures rise 2°C by 2050. However, the Company needs to proactively disclose concrete and quantitative climate change-related financial information for the scenario where it aims to achieve carbon neutrality by 2050 and keep temperatures at a 1.5°C rise, in order to receive investments and loans in line with the goals of the Paris Agreement. The Company should have a new set of values and a medium- to long-term perspective focusing on decarbonization to improve corporate value and sustain growth.

**Opinion of the Board of Directors: The Board of Directors objects to this proposal.**

The Company believes that this proposal is important. After the Company agreed to and signed off on the TCFD recommendations in May 2019, the Company analyzes business risks and opportunities arising from climate changes over the medium to long term taking into account the long-term goals of the Paris Agreement, and actively discloses information in its Integrated Report and other documents. The disclosed contents are determined after thoroughly discussing business strategies of the Group and other matters in light of assumptions for scenario analysis, appropriateness of analysis results, and analysis results.

In addition, the Company will continue to engage in the analysis including the 1.5°C scenario, and strive to enhance disclosure content while taking into account the changes in the external environment.

Accordingly, the Board of Directors believes that it is unnecessary to stipulate this proposal in the Articles of Incorporation anew.

**24th Item of Business:** Partial Amendment to the Articles of Incorporation of the Company (3)

**Proposal**

The chapter described below shall be newly established in the Articles of Incorporation of the Company and the article described below shall be added.

*Chapter 15 Reform of Business Model Toward Realization of a Decarbonized Society*

*(Introduction of the Executive Incentive Linked to ESG Elements)*

*Article 57 The Company shall introduce an executive incentive linked to ESG elements in order to ensure a management structure that promotes the reduction of CO<sub>2</sub> emissions.*

**Reasons for Proposal**

For the management to take ownership and actively make efforts centered on decarbonization, the Company needs to introduce an executive incentive linked to ESG elements including the achievement

status to the CO<sub>2</sub> reduction target. The Company should contribute to a sustainable development by steadily achieving its reduction targets that align with the long-term goals of the Paris Agreement.

**Opinion of the Board of Directors: The Board of Directors objects to this proposal.**

At the Company, the Compensation Committee composed solely of Outside Directors determines the remuneration of Directors and Executive Officers, and has been considering a swift introduction of indicators linked to ESG elements.

Accordingly, the Board of Directors believes that it is unnecessary to stipulate this proposal in the Articles of Incorporation anew.

**<Proposals from 1 Shareholder (25th to 29th Items of Business)>**

**The 25th to 29th Items of Business are proposed by 1 shareholder. The total number of voting rights held by the 1 shareholder proposing such items is 682,868.**

**25th Item of Business:** Partial Amendment to the Articles of Incorporation of the Company (1)

**Proposal**

The article described below shall be added to Chapter 1 “General Provisions” of the Articles of Incorporation of the Company.

*(Disclosure of Remuneration, etc.)*

*Article 5-3 The Company shall disclose information on its management individually, which is necessary to build a trusting relationship with society, regarding the remuneration for all Directors and Executive Officers including those who retired before the expiry of the term of office, information on whether or not there is any contract on remuneration, etc. with retired Directors and Executive Officers working as post-retirement staff, and the remuneration amount.*

**Reasons for Proposal**

In order to radically transform the present management policy toward the reform of the business model including withdrawal from nuclear power generation, ensuring safety, separation of power generation and power transmission and large-scale introduction of renewable energy, it is necessary for the Company not only to thoroughly reduce costs without unconsidered increase in electricity tariffs but also to further improve the transparency of management.

In addition, this proposal in fiscal 2021 related to the disclosure of remuneration information received high approval among proposals from shareholders, and it appears that shareholders have a high level of awareness of costs.

Given these circumstances, the Company should fulfill its duty to be accountable to its electricity consumers concerning costs, and thus disclose information individually regarding the remuneration of all Directors and Executive Officers including those who retired before the expiry of the term of office without limiting the period to the end of the fiscal year, as well as information regarding contracts, etc. with retired Directors and Executive Officers working as post-retirement staff for the purpose of preventing obscure payments after their retirement, and such content should be permanently stated in the Articles of Incorporation.

**Opinion of the Board of Directors: The Board of Directors objects to this proposal.**

The Company has disclosed its disclosure policy, which is included in the Corporate Governance Guidelines established by resolution of the Board of Directors. Specifically, the Company discloses the amount of remuneration, etc. and the policy, etc. on determination of remuneration, etc. on pages 56 to 59 of this notice and in the Corporate Governance Report.

Accordingly, the Board of Directors believes that it is unnecessary to stipulate this proposal in the Articles of Incorporation.

**26th Item of Business:** Partial Amendment to the Articles of Incorporation of the Company (2)

**Proposal**

The chapter described below shall be newly established in the Articles of Incorporation of the Company and the article described below shall be added.

## *Chapter 13 Withdrawal from Nuclear Power Generation, Ensuring Safety and Reform of Business Model*

### *(Withdrawal from Nuclear Power Generation and Ensuring Safety)*

#### *Article 53*

- 1. In order to contribute to the establishment of a society that is free of nuclear power generation, the Company shall close all of its nuclear power plants as soon as possible unless it expects to be able to satisfy all of the requirements below.*
  - (1) Development of infallible safety measures against every logically conceivable event including natural disasters and armed attacks*
  - (2) Establishment of a system under which the amount of liability of the Company for an accident at a nuclear power plant does not exceed the Company's capability to pay; and*
  - (3) Establishment of a final disposal method for spent nuclear fuel.*
- 2. Until all the nuclear power plants are closed in accordance with the preceding paragraph, the Company shall make efforts to ensure its supply capacity by creating alternative power sources and procuring electricity from other electric power companies and power producers in order to fulfill its responsibility to stably supply electricity to consumers, and shall consider stable operation of nuclear power plants at the minimum required capacity and for the minimum required period only if a significant impact on the life of the people is inevitable, such as when demand is certain to exceed supply based on rigorous forecasting of electricity demand.*

#### **Reasons for Proposal**

It is estimated that enormous irreparable damage would be incurred across a wide area if a severe accident occurred at a nuclear power plant, which could not only materially damage the interests of the Company's shareholders, but could also leave an excessive burden for future generations. Moreover, the risk of nuclear power plants becoming the target of combat actions has come to light. The Company should close nuclear power plants promptly, taking into account that no candidate locations have been announced for spent nuclear fuel interim storage facilities.

Meanwhile, taking into account that the electricity business is a public utility, if despite making efforts to control demand and secure alternative power sources it is difficult to ensure a stable supply of alternative power sources and keep electricity tariffs from soaring, due to a lack of alternative power sources, significant hike in fuel costs, and other reasons, and the Company is driven to operate nuclear power plants in order to protect the daily lives of citizens, it is essential to limit the operation to the minimum required scope and to take infallible safety measures.

In addition, in order to dispel public anxiety, the Company should request that the government clarify the system of responsibility for making the decision to restart operations of nuclear power plants and for ensuring safety, including the formulation of effective evacuation plans, in addition to implementing this proposal and adequately fulfilling its duty of accountability.

#### **Opinion of the Board of Directors: The Board of Directors objects to this proposal.**

The Company will continue to maximize the utilization of nuclear power generation while ensuring safety as the major prerequisite.

With regard to compensation arising from an accident at a nuclear power plant, a mechanism that enables mutual aid between nuclear operators and government assistance under the Act on Compensation for Nuclear Damage, the Act on Nuclear Damage Compensation and Decommissioning Facilitation Corporation and other legislation has been introduced.

The government indicated in the Strategic Energy Plan that its policy is to stand on the frontline to tackle the final disposal of high level radioactive waste from spent nuclear fuel. While deliberations have been promoted by the government to select the disposal site so far, dialogues have been held in many places throughout the country since the government presented a scientific features map in fiscal 2017, and literature research was launched by two municipalities in Hokkaido in fiscal 2020. The Company will work together with the government and the Nuclear Waste Management Organization of Japan (NUMO), the entity responsible for implementation of the project.

Furthermore, since this proposal relates to business execution, the Board of Directors believes that it is inappropriate to stipulate this proposal in the Articles of Incorporation.

**27th Item of Business:** Partial Amendment to the Articles of Incorporation of the Company (3)

**Proposal**

The chapter described below shall be newly established in the Articles of Incorporation of the Company and the article described below shall be added.

*Chapter 13 Withdrawal from Nuclear Power Generation, Ensuring Safety and Reform of Business Model*

*(Fostering a Culture of Safety)*

*Article 54 The Company shall make efforts to foster a workplace culture in which each employee contemplates in earnest and actively discusses on a regular basis the subject of ensuring the safety of nuclear power generation for the continued enhancement of the quality of safety.*

**Reasons for Proposal**

The ultimate factor in ensuring safety related to nuclear power generation is a healthy workplace environment which allows each employee to constantly ask itself about safety and discuss it without hesitation, under any situation whether officially or otherwise. Because the fostering of such a workplace environment is the responsibility of the management, the Company should clarify the duty of management to make efforts toward this by stipulating so in the Articles of Incorporation of the Company.

**Opinion of the Board of Directors: The Board of Directors objects to this proposal.**

In light of the lessons from accidents and disasters including the accident at Unit 3 of Mihama Nuclear Power Station in August 2004, the Company believes that safety is the basis of all business activities as well as the source of the trust it earns from society. Bearing this in mind, the Company has set safety as the top priority of management, and each individual is making efforts to foster a culture of safety by ensuring that each of them acts with safety as the highest priority in every workplace.

In addition, the Company has implemented nuclear power safety initiatives and endeavors to develop a culture of safety with a clear statement of nuclear safety philosophy as well as a statement in our Values of new Management Philosophy developed in March 2021 saying that the Company protects safety, in light of the lessons from the accident at the Fukushima Daiichi Nuclear Power Station of the Tokyo Electric Power Company.

Furthermore, since this proposal relates to business execution, the Board of Directors believes that it is inappropriate to stipulate this proposal in the Articles of Incorporation.

**28th Item of Business:** Partial Amendment to the Articles of Incorporation of the Company (4)

**Proposal**

The article described below shall be added to Chapter 1 “General Provisions” of the Articles of Incorporation of the Company.

*(Prohibition of Reemployment)*

*Article 5-4 The Company shall not reemploy former national or other government employees as its Director, Executive Officers or employees or under any other title.*

**Reasons for Proposal**

Since the electricity business is an important social infrastructure and has highly public nature and communality, electric power companies need to develop their business after establishing a trust relationship with the society. As such, the Company should not reemploy former national and other government officials as Directors, Executive Officers or employees or under any other title, nor should it pay remuneration to any such individuals under the title of advisor or for any other reason.

**Opinion of the Board of Directors: The Board of Directors objects to this proposal.**

Based on the management environment and management challenges, the Nominating Committee determines candidates for Director who are suitable to assume management of the Company, and obtains the approval of the General Shareholders' Meeting for their election. For Executive Officers, the Board of Directors makes rigorous deliberation and appoints persons who are suitable to be responsible for business operation. Moreover, as for employees and other personnel, the Company sets specific requirements individually in fields which demand high levels of expertise and knowledge, recruits human resources who fulfill those requirements, and employs them after rigorous screening.

Accordingly, the Board of Directors believes that it is unnecessary to stipulate this proposal in the Articles of Incorporation.

**29th Item of Business: Partial Amendment to the Articles of Incorporation of the Company (5)**

**Proposal**

Article 20 of Chapter 4 "Directors and Board of Directors" shall be amended as follows.

*(Reduction of the Quota of Directors and Appointment of Outside Directors as a Majority of Directors)*  
*Article 20 The Company shall have no more than ten (10) Directors, the majority of which shall be Outside Directors.*

**Reasons for Proposal**

In order to enforce major transformation of its management policy toward the reform of business model including withdrawal from nuclear power generation, ensuring safety, separation of power generation and power transmission, and large-scale introduction of renewable energy, it is necessary for the Company to drastically reduce costs and improve the flexibility of management.

In addition, nuclear power generation is fraught with a major management risk as an unstable power source with operations depending on judicial decisions under an undecided national responsibility system for nuclear power generation, producing a situation which requires a higher level of management decisions. Therefore, the Company should actively appoint external human resources who are well versed in management challenges confronting the Company as Directors.

Moreover, in the incident of receiving of cash and gifts by executives, etc. from a former Deputy Mayor of the town of Takahama, Fukui Prefecture, corporate governance became dysfunctional, such as the Board of Directors and the Audit & Supervisory Board not fully functioning. Therefore, in order to improve the Board of Directors' management supervisory function and increase the objectivity and transparency of management, a majority of the Directors should be Outside Directors and such content should be permanently stated in the Articles of Incorporation.

**Opinion of the Board of Directors: The Board of Directors objects to this proposal.**

The Company is a Company with Nominating Committee, etc., which clearly separates execution from supervision, and has established an effective governance system attaching importance to external and objective perspectives. With regard to Directors, the Company believes that, in order to put in place all necessary and proper mechanisms to address the current challenges of management, it is the most appropriate that the composition of the thirteen (13) candidates for Director, on which Outside Directors account for the majority of the members, as proposed by the Company in the 4th Item of Business.

Accordingly, the Board of Directors believes that it is unnecessary to stipulate this proposal in the Articles of Incorporation.

**<A proposal from 1 Shareholder (30th Item of Business)>**

**The 30th Item of Business is proposed by 1 shareholder. The total number of voting rights held by the 1 shareholder proposing such item is 41,925.**

**30th Item of Business:** Partial Amendment to the Articles of Incorporation of the Company

**Proposal**

The chapter described below shall be newly established in the Articles of Incorporation of the Company and the article described below shall be added.

*Chapter 15 Reform of Business Model Toward Realization of a Decarbonized Society*

*(Decarbonization of Power Generation Business)*

*Article 58 In order to realize a decarbonized society, the Company shall neither establish a new coal-fired thermal power plant that emits CO<sub>2</sub>, nor conclude a power trade agreement on the premise of the establishment of the said power plant.*

**Reasons for Proposal**

In the electricity industry, the Company takes the lead and aims to cut the overall CO<sub>2</sub> emissions associated with its business activities to zero by 2050, but in order to truly achieve carbon neutrality by 2050, the Company needs to steadily operate the businesses in accordance with the Paris Agreement's 1.5 °C target to prevent global warming.

The Company is working to shift to zero-carbon power sources including thermal power generation. However, it needs to go beyond its intention not to draw up any new projects unless they comply with national policies and contribute to decarbonization in host countries. It needs to declare a clear management policy not to establish new coal-fired thermal power plants, and shift to an electricity supply system that does not emit CO<sub>2</sub>.

**Opinion of the Board of Directors: The Board of Directors objects to this proposal.**

As presented in "Zero Carbon Vision 2050," the Company is working to decarbonize thermal power generation and intends not to draw up coal-fired thermal power projects in Japan and overseas in the future unless plans comply with national policies and contribute to decarbonization in host countries.

In addition, the Company will make appropriate responses to newly receiving power from other companies toward achieving carbon neutrality by 2050.

Furthermore, since this proposal relates to business execution, the Board of Directors believes that it is inappropriate to stipulate this proposal in the Articles of Incorporation.

**(Reference) Business Report pages 75 through 79****(3) Amount of remuneration, etc. for Directors and Executive Officers**

Classification of Officers		Total amount of remuneration, etc. [Millions of yen]	Total amount of remuneration, etc. by type [Millions of yen]			Number of eligible Officers [persons]
			Basic compensation	Results-based compensation	Stock-based compensation (Note 1)	
Directors	Directors (excluding Outside Directors)	72	72			3 (Note 2)
	Outside Directors	132	132			8
Executive Officers		661	410	177	72	16 (Note 3)

## Notes:

1. The amount of stock-based compensation is the amount recorded as expenses for the current fiscal year.
2. The number of officers eligible for “Directors” includes one (1) Director who resigned at the conclusion of the 97th Ordinary General Shareholders’ Meeting held on June 25, 2021.
3. The number of officers eligible for “Executive Officers” includes the number of Executive Officers who concurrently serve as Directors and one (1) Executive Officer who resigned at the conclusion of the 97th Ordinary General Shareholders’ Meeting held on June 25, 2021.
4. The amount of remuneration, etc. for Directors (excluding Outside Directors) as of the end of the current fiscal year is as follows:



Name	Position (as of the end of the term)	Total amount of remuneration, etc. [Millions of yen]	Total amount of remuneration, etc. by type [Millions of yen]		
			Basic compensation	Results-based compensation	Stock-based compensation*
Takashi Morimoto	Director, Representative Executive Officer, President	73	45	19	8
Toyokazu Misono	Director, Representative Executive Officer, Vice President	56	35	14	6
Koji Inada	Director, Representative Executive Officer, Vice President	55	35	14	6
Nozomu Mori	Director, Representative Executive Officer, Vice President	51	32	13	5
Yasushi Sugimoto	Director	36	36		
Yasuji Shimamoto	Director	37	33	3	

\* The amount of stock-based compensation is the amount recorded as expenses in the current fiscal year.

#### (4) Policy, etc. on Determination of Remuneration, etc. for Directors and Executive Officers

##### a. Policy on Determination of Remuneration, etc. for Directors and Executive Officers

###### (Policy and Outline of Remuneration System)

Remuneration of Directors and Executive Officers is determined by the Compensation Committee in accordance with the provisions of the Companies Act. Remuneration of Directors not responsible for execution of business consists only of basic compensation, in consideration of their roles. Remuneration for Executive Officers responsible for the execution of business consists of basic compensation that takes into account the responsibilities required for each Executive Officer's position, etc., and short-term incentives, which are results-based compensation and stock-based compensation as a medium- to long-term incentive in order to contribute to the sustainable improvement of our corporate performance and corporate value. Proportion of the payment will be set using "basic compensation: results-based compensation: stock-based compensation = 6:3:1" as a guide.

###### (Remuneration Determination Process)

The Compensation Committee, which consists of Independent Outside Directors only, resolves remuneration of respective Directors and Executive Officers after establishing the "Policy for determining the compensation of Directors and Executive Officers."

In addition, when considering various remuneration-related issues, such as the standard of remuneration, the Company uses data from external organizations and examples from other companies, etc.

##### b. Remuneration system (basic compensation, results-based compensation and stock-based compensation) (Basic Compensation)

The Company's basic compensation is paid based on the base amount for each position, taking into account the responsibilities, etc. required according to the position, etc. of each Director and Executive Officer.

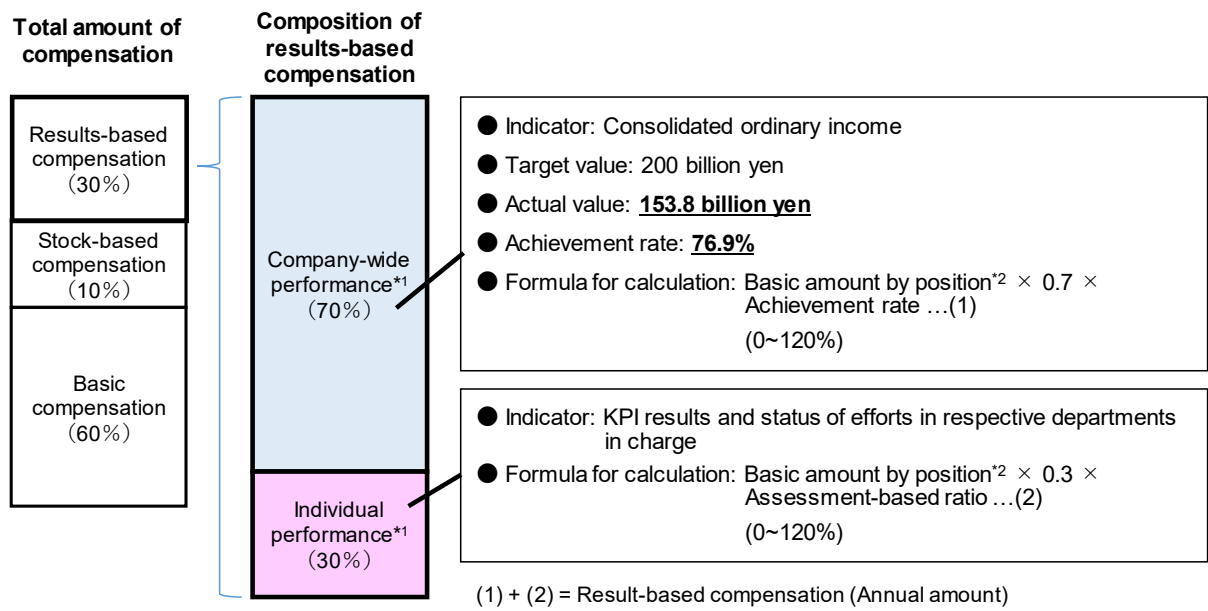
(Results-based Compensation)

Based on the financial goals of the Medium-term Management Plan, the Company's results-based compensation consists of two performance indicators: the company-wide performance that sets "consolidated ordinary income" as an indicator to represent the performance of the company for a single fiscal year; and the individual performance that takes into account the results of respective departments in charge. The amount to be paid is calculated and paid based on the base amount for each position and according to the degree of achievement of the target.

(Stock-based Compensation)

With the Company's stock-based compensation, a certain number of points is granted to Executive Officers, etc. each year based on the base amount according to their position. At the time of retirement, shares of the Company are delivered and money equivalent to the amount of the proceeds of the conversion of shares of the Company is paid in accordance with the cumulative value of the points.

[Specific calculation method for results-based compensation]



(\*1) The remuneration for Executive Officer, President and for Executive Officer, Vice President is calculated with fully weighting the company-wide performance without applying the individual performance.

(\*2) Base Amount by Position (Annual amount)

Director, Executive Officer, President	22.8 million yen
Director, Executive Officer, Vice President	17.4 million yen
Executive Officer, Vice President	16.1 million yen
Executive Vice President	11.7 million yen

## **(5) Status of activities of the Board of Directors and each committee**

### **a. Status of activities of the Board of Directors**

- The Company's Board of Directors is chaired by an Independent Outside Director, and consists of 14 Directors, of which eight (8) members are Independent Outside Directors.
- Pursuant to laws, regulations, and the rules of the Board of Directors, the Board of Directors resolves proposed agenda for General Shareholders' Meeting, composition of each committee, personnel allocation of Executive Officers and other important matters, etc. related to the management of the KEPCO Group such as roadmap in achieving the "Zero Carbon Vision 2025." Moreover, the Board of Directors regularly receives reports about, and deliberates on, the progress of the Medium-term Management Plan including quarterly financial results, the operation related to internal control, etc., in addition to the implementation of our business improvement plan in line with the Electricity Business Act.
- In resolving and deliberating on matters stated above, three (3) meetings to exchange opinions among Directors and three (3) meetings consisting of Independent Outside Directors only were held during the current fiscal year to broadly discuss the Company's managerial challenges, the future direction of growth strategy and others for the purpose of enhancing discussions of the Board of Directors and strengthening corporate governance. Opinions gained through these meetings are reflected in the business management and subsequent discussions of the Board of Directors.
- Various measures, including prior explanations by executives about agendas for the Board of Directors, etc., tours of frontline workplaces such as nuclear power plants, and dialogues with employees, are taken for Outside Directors throughout the year.

### **b. Status of activities of each committee**

#### **(a) Nominating Committee**

- Chairperson and all members of the Nominating Committee are Independent Outside Directors.
- This committee decides on the contents of proposed agendas regarding the appointment and dismissal of Directors to be submitted to the General Shareholders' Meeting, and the policy for nomination of Directors, and deliberates on the contents of a successor plan for the Executive Officer and President and the fostering process, appointment of advisors, and other matters.
- Matters on which the Nominating Committee conducted focused deliberations in the current fiscal year include the following issues.
  - ✓ Successor plan for the Executive Officer and President
  - ✓ Selection process of candidates for Outside Directors
  - ✓ Human resource development and management of candidates for Executive Officers and officers of affiliated companies

#### **(b) Compensation Committee**

- Chairperson and all members of the Compensation Committee are Independent Outside Directors.
- This committee decides on the policy for the contents of compensation of respective Directors and Executive Officers, etc. and the contents of compensation of respective Directors and Executive Officers, etc., and deliberates on compensation of advisors, etc.
- Matters on which the Compensation Committee conducted focused deliberations in the current fiscal year include the following issues.
  - ✓ Compensation of the Company's executives taking into account survey results related to the standards of other companies' compensation for executives and the trends in compensation policy, etc.

- ✓ Establishment of a system and targets for results-based compensation (including the introduction of ESG related indicators)

(c) Audit Committee

- Chairperson of the Audit Committee is an Independent Outside Director, and four (4) out of six (6) members are Independent Outside Directors.
- This committee formulates audit plans taking into account important matters determined by the Board of Directors regarding the management of the KEPCO Group, and conducts audits from the perspective of whether business activities of the KEPCO Group are implemented legally and appropriately, and whether appropriate and reasonable decision-making and execution of operations are conducted for the purpose of prevention of risks and increase of the corporate value. In addition, members of the Audit Committee conduct deliberations among themselves, and the committee provides opinions and recommendations to the Board of Directors and executives.
- Matters on which the Audit Committee conducted focused deliberations in the current fiscal year include the following issues.
  - ✓ The status of efforts to strengthen compliance and governance
  - ✓ The status of efforts based on the Medium-term Management Plan
  - ✓ Dialogues with frontline staff
  - ✓ With regard to the receipt of cash and gifts and compensation for part-time service, etc. following retirement, responses to the lawsuit for damages against former executives, which was filed by the Company

**(6) Results of the effectiveness evaluation of the Board of Directors, etc. in the current fiscal year**

In order to enhance the functions of the Board of Directors, Nominating Committee, Compensation Committee and Audit Committee, the Company evaluates the effectiveness of the Board of Directors, etc. to improve corporate governance, including the operation of the Board of Directors. The details and results of the effectiveness evaluation for the current fiscal year are as follows:

Evaluation and analysis methods		
<ul style="list-style-type: none"> <li>○ The Company uses a third-party organization to conduct a survey targeting all Directors on the effectiveness of the Board of Directors, etc.</li> <li>○ Based on the analysis of the survey results by a third-party organization, the Board of Directors deliberated and evaluated the effectiveness of the Board of Directors, etc. held on April 27, 2022.</li> </ul>		
Evaluation items		
1. Roles and functions of the Board of Directors	4. Operation of the Board of Directors	7. Support system for Outside Directors
2. Status of efforts for business improvement plan	5. Operation of the Nominating Committee, Compensation Committee and Audit Committee	8. Relationship with shareholders, investors, etc.
3. Composition and size of the Board of Directors	6. Supervision on audit functions, etc.	9. Status of improvement for main issues in the previous fiscal year

#### General assessment for the current fiscal year

As a result of the survey for the current fiscal year, the Company has confirmed the analysis results that indicate as the strength of the Board of Directors of the Company, the “Appropriate agenda setting and provision of assumptions and fulfilling discussions on management strategies, etc. by the meeting proceedings,” “Establishment of basic operational method, etc. for the Nominating Committee, Compensation Committee and Audit Committee, and fulfilling discussions thereof” and “Current composition of the Board of Directors underpinning these fulfilling discussions.” Moreover, evaluation items related to the status of improvement of the major issues in the previous fiscal year generally improved, and the marks of the most of the evaluation items exceeded those of the previous fiscal year. Accordingly, the Company has confirmed steady improvement in the effectiveness of the Board of Directors, etc. on the whole.

From the above matters, the Board of Directors judges that the effectiveness of the Board of Directors, etc. was generally ensured for the current fiscal year. While corresponding to further improvement in line with the changes in the management environment, the Board of Directors will continue to make efforts to enhance its effectiveness.

<Main efforts of the current fiscal year based on evaluation results of the previous fiscal year>

- With regard to “enhancement of communication between Outside Directors and the management team,” the Company made efforts to sufficiently share understanding on business activities, management issues, etc. by offering opportunities such as opinion exchange meetings and interviews between Outside Directors and Executive Officers.
- With regard to “further enhancement of reporting on the status of operation of the internal control system,” the Company strengthened its group governance by enhancing reporting details related to internal control such as business risks of the overall Group and operational status of the whistleblowing system.

#### Further improvements and response policies in the future

- (1) Enhancement of communication between Outside Directors and the management team  
With closely observing the status of the COVID-19 infection, the Company will create further opportunities for Outside Directors and the management team to share their understandings and have a discussion, thereby leading to a more vibrant discussion at the Board of Directors.
- (2) Further enhancement of discussions on medium- to long-term important themes  
The Company will vigorously promote the Medium-term Management Plan and Zero Carbon Vision by further enhancement of discussions by the Board of Directors on the business strategies across the Group, human resource development, etc.
- (3) Supervising, etc. each audit function by the Board of Directors  
The Company will make efforts to further enhance its supervisory functions of the Board of Directors, etc. through appropriate reporting and information sharing with each audit function such as the Office of Internal Auditing.
- (4) Offering training to officers and confirming the status of its implementation  
The Company will regularly report the status of implementation regarding officer training, including acquisition of necessary knowledge for officers and status of updating their knowledge, to enhance the supervisory functions of the Board of Directors.
- (5) Further enhancement of the composition of the Board of Directors (skills and diversity)  
The Nominating Committee will continue to discuss appropriate composition of the Board of Directors based on the future management environment.