

**Profiles of the nominated candidates for the election of Directors
in replacement of those to be retired by rotation**

1. Profiles of the nominated candidates (as of December 2021)

1.1 Mr. Prasarn Trairatvorakul

Age 69 years

Director qualified as an Independent Director

Positions in the Company

Chairman and Independent Director

Date of Appointment as a Director and Independent Director

June 21, 2019 and qualified as an Independent Director from August 26, 2019 (Directorship and qualified as an independent director tenure as of December 2021 are 2 years 6 months and 2 years 4 months, respectively)

Education / Training

- Doctor of Business Administration, Harvard University, Massachusetts, USA
- Master in Business Administration, Harvard University, Massachusetts, USA
- Master of Engineering in Industrial Engineering and Management, Asian Institute of Technology, Thailand
- Bachelor of Engineering in Electrical Engineering (First Class Honors), Chulalongkorn University
- Honorary Doctor of Philosophy, National Institute of Development Administration
- Honorary Doctor of Economics, Chulalongkorn University
- Honorary Doctor of Economics, The University of the Thai Chamber of Commerce
- Honorary Doctor of Economics, Khon Kaen University
- Honorary Doctor of Business Administration, Rajamangala University of Technology Suvarnabhumi

Knowledge / Skills / Expertise

- Businesses in the Company's Supply Chains
- Financial Statements Reviewing
- Vision, Mission and Policy Setting and Strategic Planning for Large Organizations
- Consumer Markets, Food Packaging Markets, and Healthcare and Medical Markets
- International or Regional Business Administration and Cultural Difference Management
- Corporate Governance, Large Organization Management and Human Resource Management
- Risk Management and Crisis Management
- Business and Investment Laws, as well as Merger and Acquisition
- Environmental, Social and Governance

Director Training

- Role of the Chairman Program (RCP) 2/2001, Thai Institute of Directors Association
- Director Certification Program (DCP) 21/2002, Thai Institute of Directors Association

- Ethical Leadership Program (ELP) 2/2015, Thai Institute of Directors Association
- Board Nomination and Compensation Program (BNCP) 5/2018, Thai Institute of Directors Association
- IT Governance and Cyber Resilience Program (ITG) 15/2020 Thai Institute of Directors Association

Board Member/Management of other Listed Company in Thailand (total 3 companies)

- Since 2019 Chairman, Central Retail Corporation Public Company Limited
- Since 2019 Chairman, Pruksa Holding Public Company Limited (*Director qualified as an Independent Director effective from 2016*)
- Since 2017 Independent Director and Chairman of Remuneration Committee, The Siam Cement Public Company Limited (*Director qualified as an Independent Director effective from August 26, 2019*)

Positions in other Company / Organization / Institution (total 15 companies)

- Since 2021 Chairman of the Board of Governors, The Stock Exchange Thailand
- Since 2021 Chairman of the Board, Thailand Futures Exchange Public Company Limited (TFEX)
- Since 2021 Chairman of the Board, Thailand Capital Market Development Fund (CMDf)
- Since 2021 Director, Vajiravudh College
- Since 2019 Chairman of the Board, Mihidol Witayanusorn
- Since 2018 Chairman of the Board, Education Equity Fund
- Since 2018 Director, Siam Sindhorn Co., Ltd.
- Since 2018 Director, CPB Equity Company Limited
- Since 2017 Member, Asset Management Committee of Vajiravudh College
- Since 2017 Member, Committee on King's Scholarships for Thai Buddhist Monks
- Since 2017 Chairman of the Board of Directors, Thailand Development Research Institute (TDRI)
- Since 2016 Senior Advisor, CENTRAL Group
- Since 2016 Member, Property Management Committee, Chulalongkorn University
- Since 2015 Advisor, Crown Property Bureau
- Since 1998 Director, Thai Red Cross Society

Positions in other businesses having the same nature of business as and competing with the Company (None)

5-year Past Experiences and/or Remarkable Positions

- 2018 – 2021 Director, Prince of Songkla University
- 2018 – 2020 Distinguished Scholar, Faculty of Commerce and Accountancy, Chulalongkorn University
- 2017 – 2019 Chairman, Economic Reform Committee
- 2017 – 2019 Director, Education Reform Committee
- 2017 – 2019 Chairman, Public Procurement Committee
- 2015 – 2019 Director, National Anti-Corruption Commission
- 2015 – 2019 Director, Committee to Enhance Competitiveness of the Nation
- 2014 – 2019 Director, State Enterprise Supervisory Board

- 2010 – 2015 Governor, The Bank of Thailand
- 2004 – 2010 President, KASIKORNBANK Public Company Limited
- 1999 – 2003 Secretary-General, The Securities and Exchange Commission, Thailand

Forbidden Qualifications

1. Never dishonestly committed an offence against property.
2. Never entered into any transaction which may cause conflict of interest against the Company during the year.

Meeting Attendance in the year 2021

1. Board of Directors Meeting attendance: 8/8 times (equivalent to 100%)
2. 2021 Annual General Meeting of Shareholders attendance: 1/1 time (equivalent to 100%)

Shareholdings (Ordinary Shares) (as at December 31, 2021)

- Held personally: (None)
- Held by spouse or minor children: (None)

Family Relationship among Directors and Executives (None)

1.2 Mrs. Pongpen Ruengvirayudh

Age 66 years

Director qualified as an Independent Director

Positions in the Company

Independent Director and Member of the Audit Committee

Date of Appointment as a Director and Independent Director

June 21, 2019 (Directorship and qualified as an independent director tenure as of December 2021 is 2 years 6 months)

Education/Training

- Master of Business Administration (Finance), Katholieke University, Belgium
- MS in Accounting, Thammasat University
- Bachelor of Accounting (Accounting), Thammasat University
- Advanced Management Program, Wharton School of Management, USA
- Top Executives Program, Class 3, Capital Market Academy
- Thammasat Leadership Program, Class 3, Thammasat University
- Programs related to International Portfolio Investment, Risk Management, Monetary Policy and Central Bank

Knowledge / Skills / Expertise

- Financial Statements Reviewing
- Vision, Mission and Policy Setting and Strategic Planning for Large Organizations
- Corporate Governance, Large Organization Management and Human Resource Management
- Risk Management and Crisis Management

Director Training

- Director Certification Program (DCP) (262/2018), Thai Institute of Directors Association

Board Member/Management of other Listed Company in Thailand (None)

Position in other Company / Organization / Institution (total 7 companies)

- Since 2021 Member of the Board Committee, Corporate Bond Stabilization Fund (BSF), The Bank of Thailand
- Since 2021 Chairman of the Financial Policy Committee, Thai Health Promotion Foundation
- Since 2020 Member of the Audit Committee, Dhurakij Pundit University
- Since 2019 Chairman of the EEF Investment Supervision Sub-Committee, Equitable Education Fund
- Since 2019 Qualified member, Dhurakij Pundit University Council
- Since 2019 Associate Judge, Central Intellectual Property and International Trade Court
- Since 2017 Chairman, Supervisory Board of The ABF Thailand Bond Index Fund (ABFTH), The Bank of Thailand

Positions in other businesses having the same nature of business as and competing with the Company (None)

5-year Past Experiences and/or Remarkable Positions

- 2018 – 2020 Member, Risk Management Sub-Committee, Government Pension Fund
- 2018 Director, Board of Directors, Government Savings Bank
- 2016 – 2021 Member, Investment Management Sub-Committee, Social Security Fund
- 2016 – 2020 Chairman, Sukhumvit Asset Management Company Limited
- 2015 – 2016 Governor's Advisor, The Bank of Thailand
- 2013 – 2017 Member, The 19th National Wage Committee, Ministry of Labour
- 2012 – 2015 Director, Board of Directors, Government Pension Fund
- 2012 – 2015 Director, Board of Directors, The Bank of Thailand
Member, Monetary Policy Committee, The Bank of Thailand
Member, Financial Institutions Policy Committee, The Bank of Thailand
Deputy Governor, Monetary Stability, The Bank of Thailand
- 2010 – 2011 Assistant Governor, Financial Markets Operations Group, The Bank of Thailand
- 2009 – 2010 Senior Director, Risk Management Policy Department, Financial Institutions Policy Group, The Bank of Thailand
- 2005 – 2009 Senior Director, Financial Markets and Reserve Management Department, Financial Markets Operations Group, The Bank of Thailand

Forbidden Qualifications

1. Never dishonestly committed an offence against property.
2. Never entered into any transaction which may cause conflict of interest against the Company during the year.

Meeting Attendance in the year 2021

1. Board of Directors Meeting attendance: 8/8 times (equivalent to 100%)
2. 2021 Annual General Meeting of Shareholders attendance: 1/1 time (equivalent to 100%)
3. Audit Committee Meeting attendance: 5/5 times (equivalent to 100%)

Shareholdings (Ordinary Shares) (as at December 31, 2021)

- Held personally: (None)
- Held by spouse or minor children: (None)

Family Relationship among Directors and Executives (None)

1.3 Mr. Vanus Taepaisitphongse

Age 62 years

Director qualified as an Independent Director

Position in the Company

Independent Director and Chairman of the Remuneration Committee

Date of Appointment as a Director

March 24, 2020 (Directorship and qualified as an independent director tenure as of December 2021 is 1 year 9 months)

Education/Training

- Master of Business Administration, Santa Clara University, USA
- Bachelor of Economics, Chulalongkorn University
- Honorary Doctor of Business Administration, Prince of Songkla University
- Honorary Doctorate Degree in Business Administration, Chulalongkorn University
- Honorary Doctoral Degree in Philosophy (Animal Production Technology), Suranaree University of Technology

Knowledge / Skills / Expertise

- Vision, Mission and Policy Setting and Strategic Planning for Large Organizations
- Innovation and Technology, Application of Technology in Industries and Business Sectors, and Digitalization
- Environmental, Social and Governance

Director Training

- Director Certification Program (DCP) 70/2006, Thai Institute of Directors Association

Board Member/Management of other Listed Company in Thailand (None)

Positions in other Company / Organization / Institution (total 57 companies)

- Since 2021 Director, Soda Biz Co., Ltd.
- Since 2021 Director, Gawi Co., Ltd.
- Since 2020 Director, Slig Co., Ltd.
- Since 1996 Executive Director, Betagro Public Company Limited
- Directors of Companies in Betagro Group (32 Companies)
- Honorary Institute Councilor of King Mongkut's Institute of Technology Ladkrabang
- Honorary Board of Trustee of CMKL University
- Executive Committee Member, CMKL University

- Board Member of King Mongkut's University of Technology Thonburi (KMUTT)'s University Council
- Chairman of the University Promotion, King Mongkut's University of Technology Thonburi
- KX Board of Director member
- Research and Innovation Strategic Committee (RISC), Faculty of Medicine, Siriraj Hospital
- Expert Committee, the National Food Committee
- Member of the Agricultural Technology and Innovation Management Institute Steering Committee
- Advisor of National Commission on Science, Research and Innovation Promotion (CSRIP)
- Advisor of Research and Innovation Utilization Promotion Committee, Thailand Science Research and Innovation (TSRI)
- Research and Innovation Promotion Director, National Research Council of Thailand (NRCT)
- Honorary Advisory Committee on National Policy and Strategy Framework for Higher Education and Manpower Development, Office of National Higher Education Science Research and Innovation Policy Council (NXPO)
- Committee Member of High-Skilled Workforce Promotion and Development, Ministry of Higher Education, Science, Research and Innovation
- Committee Member of Innovation Development for Partnership School Management, Office of Basic Education Commission (OBEC)
- Executive Board Member of Thailand International Chamber of Commerce (ICC Thailand)
- Committee Member of Public Engagement Committee of Princess Maha Chakri Award Foundation
- Nomination of Director Member of the Chulalongkorn University Alumni Association Under The Royal Patronage of His Majesty The King
- Advisor to the Board of Chulalongkorn University Economics Association
- Advisor to National Innovation Board of Thailand
- Chairman of The Saitarn Foundation

Positions in other businesses having the same nature of business as and competing with the Company (None)

5-year Past Experiences and/or Remarkable Positions

- 2019 – 2021 Governing Board Member, National Science and Technology Development Board
- 2018 – 2021 Member of University Council, University of the Thai Chamber of Commerce
- 2018 – 2021 Chairman of the Executive Board, Betagro Public Company Limited
- 2018 – 2021 Chairman of Betagro Foundation
- 2015 – 2021 Director of the Board of Trade of Thailand
- 2018 – 2019 Member of the Working Committee on Innovation Development for Partnership School Management, Office of Basic Education Commission (OBEC)
- 2017 – 2019 Working Group Member, Advisor to Deputy Minister of Education (Clinical Professor Emeritus Udom Kachintorn, MD.)
- 2016 – 2019 Honorary Member of the University Council, Khon Kaen University

- 2014 – 2018 Honorary Member of the University Council, Institute of Vocational Education in Agriculture Central Region
- 2013 – 2018 Chief Executive Officer, Betagro Group
- 2013 – 2016 Honorary Member of the University Council, Kasetsart University
- 1987 – 2013 Managing Director, Betagro Group

Forbidden Qualifications

1. Never dishonestly committed an offence against property.
2. Never entered into any transaction which may cause conflict of interest against the Company during the year.

Meeting Attendance in the year 2021

- | | |
|--|--------------------------------|
| 1. Board of Directors Meeting attendance: | 8/8 times (equivalent to 100%) |
| 2. 2021 Annual General Meeting of Shareholders attendance: | 1/1 time (equivalent to 100%) |
| 3. Remuneration Committee Meeting attendance: | 7/7 (equivalent to 100%) |

Shareholdings (Ordinary Shares) (as at December 31, 2021)

- Held personally: (None)
- Held by spouse or minor children: (None)

Family Relationship among Directors and Executives (None)

Remark: Mr. Vanus Taepaisitphongse is the Chairman of the Executive Board of Betagro Public Company Limited and of Betagro’s affiliates, which have business relationships with SCGP’s subsidiaries that are valued at more than Baht 20 million. The Board of Directors (excluding Mr. Vanus Taepaisitphongse and directors nominated for election as the directors for another term) carefully considered the principles of fiduciary duties in accordance with Section 89/7 of the Securities and Exchange Act B.E. 2535 (as amended) and opined that Mr. Vanus Taepaisitphongse is qualified as an independent director and the aforementioned business relationship would not affect his ability to fulfill his duties and freely express his opinions as the Company’s director and independent director.

1.4 Mr. Vibul Tuangsitthisombat

Age 56 years

Director qualified as an Independent Director

Positions in the Company

Independent Director and Member of the Remuneration Committee

Date of Appointment as a Director

March 24, 2020 and qualified as an Independent Director from March 30, 2021 (Directorship and qualified as an independent director tenure as of December 2021 are 1 year 9 months and 9 months, respectively)

Education/Training

- Master of Business Administration, Chulalongkorn University
- Bachelor of Science (B.S.) in Management, Indiana State University, USA
- Strategic Leaders Program: Vision, Strategy, and Managing the Organization to Drive Results, Michigan Ross Executive Education, University of Michigan, USA
- Advanced Human Resource Executive Program, Michigan Ross Executive Education, University of Michigan, USA
- Leading in a Disruptive world (LDW), Stanford Center for Professional Development, Stanford University, USA
- Breakthrough Program for Senior Executives, IMD Business School, Switzerland
- Thailand National Defence College (Class 57)
- Capital Market Academy (Class 16)

Knowledge / Skills / Expertise

- Core Business of the Company and Businesses in the Company's Supply Chains
- Financial Statements Reviewing
- Vision, Mission and Policy Setting and Strategic Planning for Large Organizations
- Consumer Markets, Food Packaging Markets, and Healthcare and Medical Markets
- International or Regional Business Administration and Cultural Difference Management
- Innovation and Technology, Application of Technology in Industries and Business Sectors, and Digitalization
- Risk Management and Crisis Management

Director Training

- Director Certification Program (DCP) 237/2017, Thai Institute of Directors Association

Board Member/Management of other Listed Company in Thailand (None)

Positions in other Company / Organization / Institution (total 24 companies)

- Since 2021 Director, G-Able Co., Ltd.
- Since 2019 Advisor, The Thai Chamber of Commerce
- Since 2017 Director, Iconic International Co., Ltd.
- Since 2015 Director, Top T 2015 Co., Ltd.
- Since 2013 Director and Chief Executive Officer, Nan Yang Textile Group (19 Companies)
- Since 2001 Director, Paddy Holding Co., Ltd.

Positions in other businesses having the same nature of business as and competing with the Company (None)

5-year Past Experiences and/or Remarkable Positions

- Holding positions in the subsidiaries of Nan Yang Textile Group
- Director, The Association of Thai Textile Bleaching Dyeing Printing and Finishing Industries
- Director, Thai Garment Manufacturers Association

Forbidden Qualifications

1. Never dishonestly committed an offence against property.
2. Never entered into any transaction which may cause conflict of interest against the Company during the year.

Meeting Attendance in the year 2021

- | | |
|--|--------------------------------|
| 1. Board of Directors Meeting attendance: | 8/8 times (equivalent to 100%) |
| 2. 2021 Annual General Meeting of Shareholders attendance: | 1/1 time (equivalent to 100%) |
| 3. Remuneration Committee Meeting attendance: | 5/5 (equivalent to 100%)* |
| 4. Corporate Governance and Nomination Committee attendance: | 2/2 (equivalent to 100%)* |

Shareholdings (Ordinary Shares) (as at December 31, 2021)

- Held personally: (None)
- Held by spouse or minor children: 1,042 shares (0.00002%)

Family Relationship among Directors and Executives (None)

Remark:

1. *held the position as a member of the Corporate Governance and Nomination Committee until April 26, 2021 and appointed as a Member of the Remuneration Committee replacing Mr. Chumpol Na Lamlieng, effective from April 27, 2021.
2. Mr. Vibul Tuangsitthisombat is the Chief Executive Officer, director and an indirect shareholder of Nan Yang Textile Group and its subsidiaries, which have business relationships with SCGP's subsidiaries that are valued at more than Baht 20 million. The Board of Directors (excluding Mr. Vibul Tuangsitthisombat and directors nominated for election as the directors for another term) carefully considered the principles of fiduciary duties in accordance with Section 89/7 of the Securities and Exchange Act B.E. 2535 (as amended) and opined that Mr. Vibul Tuangsitthisombat is qualified as an independent director and the aforementioned business relationship would not affect his ability to fulfill his duties and freely express his opinions as the Company's director and independent director.

2. The Company shareholdings of nominated persons

| Nominated persons | Number of shares | % of issued shares |
|--------------------------------|-------------------------|---------------------------|
| 1. Mr. Prasarn Trairatvorakul | None | None |
| 2. Mrs. Pongpen Ruengvirayudh | None | None |
| 3. Mr. Vanus Taepaisitphongse | None | None |
| 4. Mr. Vibul Tuangsitthisombat | None | None |
| Spouse | 1,042 | 0.00002 |

3. Directorship or management positions in other listed companies and other companies

| Nominated persons | Other Listed company in Thailand | | Other incorporation (non-listed company in Thailand) | Other incorporation /business that may deemed as a conflict of interest or in competition with SCG P |
|--------------------------------|---|---|---|---|
| | Amount | Type of director or executive | | |
| 1. Mr. Prasarn Trairatvorakul | 3 | - Independent Director and Chairman of Remuneration Committee, The Siam Cement PCL - Independent Director and Chairman, Pruksa Holding PCL - Chairman, Central Retail Corporation PCL | 15 | None |
| 2. Mrs. Pongpen Ruengvirayudh | None | None | 7 | None |
| 3. Mr. Vanus Taepaisitphongse | None | None | 57 | None |
| 4. Mr. Vibul Tuangsitthisombat | None | None | 24 | None |

4. Relationship Characteristics of Nominated Persons Qualified as Independent Directors

| Relationship Characteristics | Name of nominated person qualified as Independent Directors (4 persons) | | | |
|--|--|----------------------------|----------------------------|-----------------------------|
| | Mr. Prasarn Trairatvorakul | Mrs. Pongpen Ruengvirayudh | Mr. Vanus Taepaisitphongse | Mr. Vibul Tuangsitthisombat |
| Holding of the Company Share - Amount (share) - Ratio of issued shares having voting rights (%) | None - | None - | None - | 1,042* 0.00002* |
| Being close relatives to other directors/ executive/major shareholders of the Company/ controlling person/or person to be nominated as director/ executive/controlling person of the Company and its subsidiaries | No | No | No | No |
| Having relationship in any of these characteristics to the Company/parent company/ subsidiary company/associate company/or juristic person which may have conflicts of interest either at present or during the past 2 years - Be an executive director, staff, employee or advisor who receives salary. - Be a professional service provider (such as an auditor or a lawyer) - Having material business relationship in such a way that may affect their independence (such as buy / sell raw materials/ products/ services/ lending/ borrowing) - specify transaction size (if any) | No No None | No No None | No No None | No No None |

* Held by spouse

Qualifications of Independent Directors of the Company

Since June 27, 2019 the Company has specified the qualifications of independent directors to be more stringent than those prescribed by the Capital Market Supervisory Board. The Independent Director of the Company shall be a director having the following qualifications:

1. Shall not hold shares exceeding 0.5% of the total number of voting shares of the Company, its parent company, subsidiary, associate, major shareholder or controlling person, including shares held by related persons of such independent director.
2. Shall neither be nor have ever been a director with management authority, employee, staff member, advisor who receives a salary or is a controlling person of the Company, its parent company, subsidiary, associate, same- tier subsidiary company, major shareholder or controlling person unless the foregoing status has ended not less than 2 years prior to the date of becoming an independent director. Such prohibitions shall not, however, include cases where the independent director previously served as a government officer or an advisor to a government agency which is a major shareholder or controlling person of the Company.
3. Shall not be a person related by blood or legal registration as father, mother, spouse, sibling, or child, including spouse of child of other directors, of an executive, major shareholder, controlling person, or person to be nominated as director, executive or controlling person of the Company or its subsidiary.
4. Shall neither have nor have ever had a business relationship with the Company, its parent company, subsidiary, associate, major shareholder or controlling person, in a manner that may interfere with his/her independent judgment, and neither is nor has ever been a significant shareholder or controlling person of any person having a business relationship with the Company, its parent company, subsidiary, associate, major shareholder or controlling person, unless the foregoing relationship has ended not less than 2 years prior to the date of becoming an independent director.

The term ‘business relationship’ in the first paragraph shall include any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or granting or receipt of financial assistance through receiving or extending loans, guarantees, providing assets as collateral, and any other similar actions, which result in the Company or its counterparty being subject to indebtedness payable to the other party in the amount of 3% or more of the net tangible assets of the Company or twenty million baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the method for calculation of value of connected transactions under the Notification of the Capital Market Supervisory Board governing rules on connected transactions *mutatis mutandis*. The consideration of such indebtedness shall include indebtedness incurred during the period of 1 year prior to the date on which the business relationship with the person commences.

5. Shall not be nor have ever been an auditor of the Company, its parent company, subsidiary, associate, major shareholder or controlling person, and not be a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary, associate, major shareholder or controlling person, unless the foregoing relationship has ended not less than 2 years prior to the date of becoming an independent director.

6. Shall not be nor have ever been a provider of any professional services including legal advisor or financial advisor who receives service fees exceeding 2 million baht per year from the Company, its parent company, subsidiary, associate, major shareholder or controlling person, and not be a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than 2 years prior to the date of becoming an independent director.
7. Shall not be a director appointed as representative of the board of directors, major shareholder or shareholder who is related to a major shareholder of the Company.
8. Shall not undertake any business in the same nature and in competition with the business of the Company or its subsidiary, nor be a significant partner in a partnership or director with management authority, employee, staff member or advisor who receives salary or holds shares exceeding 1% of the total number of shares with voting rights of another company which undertakes business in the same nature and in competition with the business of the Company or its subsidiary.
9. Shall be able to attend meetings of the Board of Directors and make independent judgment.
10. Shall not have any other characteristic that limits his or her ability to express independent opinions regarding the Company's operations.
11. Shall be able to look after the interests of all shareholders equally.
12. Shall be able to prevent conflicts of interest.

After being appointed as an independent director with all qualification items 1-12 specified above, such independent director may be assigned by the Board of Directors to make decisions relating to business operations of the Company, its parent company, subsidiary, associate, same-tier subsidiary or any juristic person which may have a conflict of interest on the basis of collective decision, whereby such actions of the independent director are not deemed partaking of management.

In case that the appointed independent director is the person who has or used to have a business relationship, or provision of professional services at a value exceeding the specified amount under item 4 or 6, the Company shall be granted an exemption from such prohibition of having or having had a business relationship or provision of professional services at such excessive value, provided that the Company has obtained an opinion of the Board of Directors indicating that after a consideration in accordance with Section 89/7 of the Securities and Exchange Act, the appointment of such person does not affect the performance of duties and the giving of independent opinions, and that the relevant information is disclosed in the notice of shareholders' meeting under the agenda of the appointment of an independent director.