Timee

Policy for Appointment and Dismissal of Directors and Executive Officers Timee, Inc.

Chapter I Appointment of Directors and Audit & Supervisory Board Members

Article 1 (Criteria for Appointing Directors and Audit & Supervisory Board Members)

Candidates for Directors and Audit & Supervisory Board Members shall be as follows:

(1) Possess the qualities and strong motivation to contribute to our sustainable growth and the enhancement of corporate value over the medium to long term.
(2) Possess excellent character, knowledge, and insight, have a high spirit of compliance and ethics, and appropriately fulfill the duty of care as a good manager and the duty of loyalty in the execution of duties.
(3) Be able to allocate the time and effort necessary to appropriately fulfill their duties at the Company, even when considering the status of their concurrent positions.
(4) For outside officers, possess the qualities to supervise the execution of duties by the management from an independent and objective standpoint, and meet the independence criteria set forth by the Tokyo Stock Exchange.

Article 2 (Criteria for Appointing Senior Management)

Candidates for senior management (including CxOs and Executive Officers who play a core role in business execution to achieve the Company's mission and vision; the same applies hereinafter) shall be selected in consideration of the following matters:

(1) Deeply understand our mission, vision, and culture, and become a unifying force for the organization by embodying them themselves.
(2) Possess high-level expertise and abundant experience in the business areas and functions they are in charge of, and have the ability to generate significant results.
(3) Possess an entrepreneurial spirit and be able to contribute to the sustainable enhancement of corporate value through resolute decision-making and execution capabilities.

Article 3 (Skill Matrix)

In addition to the requirements in Article 1, candidates for Directors and Audit & Supervisory Board Members shall possess any of the following expertise and experience, thereby contributing to the diversity and effectiveness of the Board of Directors as a whole:

(1) Corporate management
(2) Business creation and Growth
(3) Sales and Marketing
(4) Product and Technology
(5) Human capital and Organizational culture fostering
(6) Finance and Accounting
(7) Legal affairs and Risk management
(8) M&A and Investment

Chapter II Procedures for Nomination, Appointment, and Dismissal

Article 4 (Appointment Procedures)

1. The Board of Directors deeply recognizes that the selection of the President is an important strategic decision, and shall devote sufficient time and resources to appoint a qualified person.
2. The appointment of Directors and senior management shall be consulted with the voluntary Nomination & Remuneration Committee, where independent outside directors constitute a majority of its members. Upon receiving the Committee's recommendations, the Board of Directors shall make decisions (including determining Director candidates to be proposed to the General Meeting of Shareholders) in accordance with objective, timely, and transparent procedures, taking into account the evaluation of the Company's business performance, etc.

3. The appointment of candidates for Audit & Supervisory Board Members shall be determined by the Board of Directors and proposed to the General Meeting of Shareholders after obtaining the consent of the Audit & Supervisory Board.

Article 5 (Dismissal Procedures)

1. If a Director or a member of senior management no longer meets the appointment criteria set forth in Article 1 or Article 2, if they engage in conduct that damages the Company's credibility due to a violation of laws, regulations, or the Articles of Incorporation, or if it becomes difficult for them to continue their duties due to physical or mental health issues, the Board of Directors shall deliberate on the dismissal of the relevant officer, etc.
2. In addition to the preceding paragraph, if, as a result of an appropriate evaluation of the Company's business performance, etc., it is recognized that a Director or a member of senior management is not fully exerting their expected functions, the Board of Directors shall deliberate on the dismissal or other treatment of the relevant Director or member of senior management.
3. When deliberating on the preceding two paragraphs, the Nomination & Remuneration Committee shall conduct prior deliberations and report the results to the Board of Directors. The Board of Directors shall deliberate on the necessity of dismissal through highly objective and transparent procedures, and if it determines that dismissal is necessary, it shall submit a proposal for dismissal to the General Meeting of Shareholders in accordance with the provisions of laws and regulations.
4. In the event that an Audit & Supervisory Board Member no longer meets the appointment criteria, the Audit & Supervisory Board shall hold an independent consultation and submit a proposal for dismissal to the General Meeting of Shareholders in accordance with the provisions of laws and regulations. The relevant Audit & Supervisory Board Member may state their opinion on the dismissal at the General Meeting of Shareholders.

Chapter III Composition of the Board of Directors and the Audit & Supervisory Board

Article 6 (Approach to the Composition of the Board of Directors and the Audit & Supervisory Board)

1. In composing the Board of Directors and the Audit & Supervisory Board, consideration shall be given to diversity, including gender, internationality, work experience, and age.
2. The Board of Directors shall be structured so that the Board as a whole can realize highly effective supervision over management based on the diverse knowledge, insight, and experience possessed by each Director and Audit & Supervisory Board Member, in light of the skill matrix set forth in Article 3.
3. At least one of the Audit & Supervisory Board Members must be a person who has sufficient knowledge of finance and accounting.

Chapter IV Miscellaneous Provisions

Article 7 (Revision)

The establishment and revision of this policy must be approved by the Board of Directors.

Established on July 15, 2026