

# PlayNitride Inc.

## Rules Governing Audit Committee Meeting Management

*Document No.: CA-127*

*Formulated on September 1, 2021*

*Approved by the board meeting of the term board of directors on December 24, 2021*

*Approved by the board meeting of the term board of directors on May 9, 2024.*

### 1. Scope

Matters relating to management of meetings of this Corporation's Audit Committee shall be handled in accordance with the *Rules Governing Audit Committee Meeting Management*.

### 2. Purpose and Basis

In order to establish sound corporate governance systems of *PlayNitride Inc.* (hereinafter as “**this Corporation**”) and to improve the operation and management of the Audit Committee (hereinafter as “**the Committee**”), the *Rules Governing Audit Committee Meeting Management* (hereinafter as “**these Rules**”) are established in accordance with the “*Regulations Governing Establishment of Internal Control Systems by Public Companies*” and the “*Regulations Governing the Exercise of Powers by Audit Committees of Public Companies*”. However, if other laws and regulations provide otherwise for matters concerned, such laws and regulations shall apply.

### 3. Management Procedures

- 3.1 The composition, number, term of office of the Committee members, the official powers of the Committee, the rules of procedure for meetings of the Committee, and the resources to be provided by this Corporation when the Committee exercises its official powers shall be included in the “*Audit Committee Charter*”.
- 3.2 The composition, number and qualifications of the Committee members shall be consistent with the requirements specified in the “*Regulations Governing the Exercise of Powers by Audit Committees of Public Companies*”.
- 3.3 The Committee shall meet at least quarterly, and the reasons for calling a meeting of the Committee shall be notified to each member at least seven days in advance. In emergency circumstances, however, this requirement does not apply. The minutes of a Committee meeting shall bear the signature or seal of both the meeting chair and the minutes taker, and a copy shall be distributed to each independent director member on the Committee within 20 days after the meeting.

- 3.4 Powers of the Committee are in accordance with Article 5 and 6 of the “*Audit Committee Charter*”.
- 3.5 Resolution made by the Committee requires the approval of one-half or more of the entire membership of the Committee and shall be submitted to the board of directors for a resolution. If a matter set out in the subparagraphs of Article 14-5, paragraph 1, of the *Securities and Exchange Act*, excepting subparagraph 10, has not been consented to by one-half or more of the entire membership of the Committee, it may be adopted with the consent of two-thirds or more of the entire board of directors.
- 3.6 The meetings of this committee shall be held at the company's premises and during office hours, or at a location and time convenient for the attendance of committee members and suitable for the conduct of the committee

A member of the Committee shall be elected as the convenor and the meeting chair by and from the entire membership of the Committee.

When the members of this committee fail to elect a convener, the independent director with the highest number of votes representing the voting rights shall assume the role.

When the convenor is on leave or unable to convene a meeting for any reason, the convenor shall appoint another independent director member on the Committee as acting convenor; if the convenor does not make such an appointment, one independent director member of the Committee shall be elected by and from the other independent director members of the Committee to serve as convenor.

More than half of the independent directors of this committee may, in writing, propose matters and reasons, requesting the convener to convene a meeting of the audit committee. If the convener does not convene the audit committee within fifteen days of the request, more than half of the independent directors of this committee may convene it themselves.

- 3.7 This Corporation shall have an attendance book ready for signature by the independent director members attending the meeting. All independent director members on the Committee shall attend Committee meetings in person; a member who cannot attend in person may appoint another independent director member to attend as their proxy. Attendance vis tele- or video- conference is deemed attendance in person.

- 3.8 An independent director member on the Committee shall recuse himself or herself from the discussion and voting if he/she has a personal interest in any agenda item and thus is likely to prejudice the interest of this Corporation. Where a matter is unable to be resolved at a Committee meeting for the reason stated aforementioned, the fact shall be reported to the board of directors and the matter shall be resolved by the board instead.
- 3.9 The Committee may by resolution request relevant department officers, internal auditors, certified public accountants, legal counsels, or other personnel to attend the meeting as nonvoting participants and provide pertinent and necessary information.
- 3.10 The Committee or any independent director member thereof may, on behalf and at the cost of this Corporation, engage an attorney, certified public accountant, or other professional to conduct a necessary audit or provide advice with respect to any matter related to the exercise of the Committee's powers.

#### 4. Production and Distribution of Meeting Minutes

- 4.1 Discussions at a meeting of the Committee shall be included in the meeting minutes, which shall faithfully record the following:
  - 4.1.1 The session, time, and place of the meeting.
  - 4.1.2 The name of the meeting chair.
  - 4.1.3 Attendance by the independent director members, including the names and the number of members present, excused, and absent.
  - 4.1.4 The names and titles of those attending the meeting as non-voting participants.
  - 4.1.5 The name of the minute taker.
  - 4.1.6 The matters reported at the meeting.
  - 4.1.7 Agenda items: The method of resolution and the result for each motion; a summary of the comments of the independent director members of the Committee and experts and other persons present at the meeting; and any objections or reservations expressed.
  - 4.1.8 Extraordinary motions: The name of the mover; the method of resolution and the result for each motion; a summary of the comments of the independent director members of the Committee and experts and other persons present at the meeting; and any objections or reservations expressed.
  - 4.1.9 Other matters required to be recorded.
- 4.2 The attendance book constitutes part of the minutes for each meeting of the Committee and shall be preserved for the duration of the existence of this Corporation.
- 4.3 The minutes of a Committee meeting shall bear the signature or seal of both the chair and the minute taker, and a copy of the minutes shall be distributed to each director and

supervisor within 20 days after the meeting. The minutes shall be deemed important corporate records and appropriately preserved during the existence of this Corporation.

4.4 The meeting minutes may be produced and distributed in electronic form.

5. With the approval of the Committee, these Rules, and any amendments hereto, shall be announced and implemented after submitted to the board of directors and adopted by the resolution of the board of directors. Or, without the approval of the Committee, these Rules and any amendments hereto shall be announced and implemented after adopted with the consent of two-thirds or more of the entire board of directors.

6. Control Focus

6.1 Whether the rules governing operation of the Committee are established in accordance with the applicable laws and regulations.

6.2 Whether the operation of the Committee is executed in accordance with related rules and regulations.

6.3 Whether the qualifications for the Committee members are in accordance with the related laws and regulations.

6.4 The organizational regulations shall come into effect upon adoption by the board of directors, and the same applies to any amendments.