Item

# Election of 12 Directors due to expiration of the term of office of all Directors

Due to expiration of the term of office of all Directors at the close of this Meeting, it is proposed that 12 Directors be elected. The Company has proposed the following 12 nominees for Directors (including 9 independent directors\*) to reflect global and diverse viewpoints to the management as well as to realize further growth of social innovation business and reinforce the functions of supervision of management.

\* The "Independent Directors" in this notice are the directors who fulfill the qualification requirements to be outside directors as provided by the Companies Act of Japan and also meet the independence criteria defined by the Company and those as provided by Japanese stock exchanges where the Company is listed, unless otherwise stated.

## The list of nominees

No	Name		Current Position and Responsibilities at the Company
1	Katsumi Ihara	RE OD ID	Independent Director Chairman of the Board ■ Nominating Committee (Chair) ■ Audit Committee ■ Compensation Committee
2	Ravi Venkatesan	RE OD ID	Independent Director
3	Cynthia Carroll	RE OD ID	Independent Director ■ Nominating Committee
4	Ikuro Sugawara	RE OD ID	Independent Director ■ Audit Committee
5	Joe Harlan	RE OD ID	Independent Director ■ Compensation Committee
6	Louise Pentland	RE OD ID	Independent Director
7	Takatoshi Yamamoto	RE OD ID	Independent Director ■ Compensation Committee (Chair)
8	Hiroaki Yoshihara	RE OD ID	Independent Director ■ Nominating Committee ■ Audit Committee (Chair)
9	Helmuth Ludwig	RE OD ID	Independent Director ■ Audit Committee
10	Keiji Kojima	RE	Representative Executive Officer, President & CEO and Director  Compensation Committee
11	Mitsuaki Nishiyama	NEW	Associate
12	Toshiaki Higashihara	RE	Executive Chairman, Representative Executive Officer and Director  Nominating Committee

NEW : Newly selected nominee
RE : Re-selected nominee

OD : Outside Director nominee as provided by the Companies Act of Japan

: Independent Director as provided by Japanese stock exchanges where the Company is listed

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Attendance for Fiscal 2022

Board of Directors meetings
9 out of 9 days (100%)

Nominating Committee
8 out of 8 days (100%)

Audit Committee 14 out of 15 days (93%)

Compensation Committee 8 out of 8 days (100%)

# Katsumi Ihara

(Date of Birth: Sept. 24, 1950)

RE

OD

ID

Position and Responsibilities at the Company
Independent Director
Chairman of the Board
Nominating Committee (Chair)
Member of Audit Committee
Member of Compensation Committee

## **Brief Biography**

5/1981 Joined Sony Corporation

6/2005 Executive Deputy President, Representative Corporate Executive Officer, Member of the Board, Sony

Corporation

4/2009 Executive Deputy President, Corporate Executive, Sony Corporation

6/2009 Executive Vice President, Representative Director, Sony Financial Holdings Inc.

6/2010 President, Representative Director, Sony Financial Holdings Inc.

6/2011 President, Representative Director, Sony Life Insurance Co., Ltd.

4/2015 Chairman, Director, Sony Life Insurance Co., Ltd. (Retired in June 2017)6/2016 Chairman, Director, Sony Financial Holdings Inc. (Retired in June 2017)

6/2018 Director, Hitachi, Ltd. (currently in office)

#### Reason for selection as Independent Director nominee and his expected roles

Mr. Ihara has rich experience and insight in the area of global corporate management gained through the involvement in management at major companies conducting diversified businesses globally. He was selected as an independent director nominee, since he was expected to leverage such experience and insight to reinforce the supervisory and decision making functional aspects of the Company's Board of Directors by offering opinions and proposals regarding the general management of the Company and supervising the execution of duties by Executive Officers and others from an independent perspective.

No 2

Attendance for Fiscal 2022

Board of Directors meetings
9 out of 9 days (100%)

# Ravi Venkatesan

(Date of Birth: Jan. 12, 1963)

RE OD

of office as Independent Director Share Ownership

Independent Director

Two years 11 months

500

Brief Biography

7/1999 Chairman of the Board of Directors, Cummins India Ltd. (India) (Retired in March 2004)

1/2004 Chairman, Microsoft India Pvt. Ltd. (India) (Retired in September 2011)

4/2011 Independent Director, Infosys Ltd. (India) (Retired in May 2018, served as Co-Chairman from April 2017

to August 2017)

4/2013 Venture Partner, Unitus Ventures LLC. (India) (currently in office)

8/2015 Chairman (Non-Executive), Bank of Baroda (India) (Retired in August 2018)

9/2018 Special Representative for Young People & Innovation, UNICEF (Retired in September 2022)

7/2020 Director, Hitachi, Ltd. (currently in office)

#### Other Principal Positions Held

Chairman, Global Energy Alliance for People and Planet, LLC (USA)

Trustee, The Rockefeller Foundation (USA)

Venture Partner, Unitus Ventures LLC. (India)

#### Reason for selection as Independent Director nominee and his expected roles

Mr. Venkatesan has rich experience and insight in the area of global corporate management, digital business and emerging markets. He was selected as an independent director nominee, since he was expected to leverage such experience and insight to reinforce the supervisory and decision making functional aspects of the Company's Board of Directors by offering opinions and proposals regarding the general management of the Company from a global viewpoint and supervising the execution of duties by Executive Officers and others from an independent perspective.

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Attendance for Fiscal 2022 **Board of Directors meetings** 9 out of 9 days (100%) **Nominating Committee** 

9 out of 10 days (90%)

# **Cynthia Carroll**

(Date of Birth: Nov. 13, 1956)

RE

1,600

OD

Independent Director Ten vears Member of Nominating Committee

Share Ownership

#### **Brief Biography**

10/1991 General Manager, Foil Products, Alcan Inc. (Canada) 1/1996 Managing Director, Aughinish Alumina Ltd., Alcan Inc.

10/1998 President, Bauxite, Alumina and Specialty Chemicals, Alcan Inc.

President & CEO, Primary Metal Group, Alcan Inc. 1/2002 3/2007 CEO, Anglo American plc. (UK) (Retired in April 2013)

Director, Hitachi, Ltd. (currently in office) 6/2013

## **Other Principal Positions Held**

Director, Baker Hughes Company (USA)\*

Director, Pembina Pipeline Corporation (Canada)\*

Director, Glencore plc (Switzerland)\*

#### Reason for selection as Independent Director nominee and her expected roles

Ms. Carroll has rich experience and insight as the top executive of major global companies in the mining industry. She was selected as an independent director nominee, since she was expected to leverage such experience and insight to reinforce the supervisory and decision making functional aspects of the Company's Board of Directors by offering opinions and proposals regarding the general management of the Company from a global viewpoint and supervising the execution of duties by Executive Officers and others from an independent perspective.



Attendance for Fiscal 2022 **Board of Directors meetings** 7 out of 7 days (100%)

**Audit Committee** 9 out of 9 days (100%)

# Ikuro Sugawara

Position and Responsibilities at the Company

Independent Director

Member of Audit Committee

(Date of Birth: Mar. 6, 1957)

RE

Share Ownership

OD

Term of office as Independent Director

One vear

400

#### **Brief Biography**

4/1981 Joined Ministry of International Trade and Industry of Japan

Director-General of the Industrial Science and Technology Policy and 7/2010

Environment Bureau, Ministry of Economy, Trade and Industry of Japan ("METI")

9/2012 Director-General of the Manufacturing Industries Bureau, METI 6/2013 Director-General of the Economic and Industrial Policy Bureau, METI

7/2015 Vice-Minister of Economy, Trade and Industry of Japan

8/2017 Special Advisor to the Cabinet of Japan (Retired in June 2018)

6/2022 Director, Hitachi, Ltd. (currently in office)

## **Other Principal Positions Held**

Outside Director, Toyota Motor Corporation

Outside Director, FUJIFILM Holdings Corporation

## Reason for selection as Independent Director nominee and his expected roles

Mr. Sugawara has rich experience and insight in the area of public administration, etc. gained through leading positions at government agencies. He was selected as an independent director nominee, since he was expected to leverage such experience and insight to reinforce the supervisory and decision making functional aspects of the Company's Board of Directors by offering opinions and proposals regarding the general management of the Company and supervising the execution of duties by Executive Officers and others from an independent perspective.

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Attendance for Fiscal 2022 **Board of Directors meetings** 9 out of 9 days (100%) **Compensation Committee** 8 out of 8 days (100%)

## Joe Harlan

(Date of Birth: May 5, 1959)

RE

OD

Share Ownership

Position and Responsibilities at the Company Term of office as Independent Director Independent Director Member of Compensation Committee

Five years

1.300

#### **Brief Biography**

9/1999 Vice President and Chief Financial Officer, Lighting Business, General Electric Company (USA)

Vice President, Corporate Financial Planning and Analysis, 3M Company (USA) 9/2001

President and Chief Executive Officer, Sumitomo 3M Ltd. 11/2002

Executive Vice President, Electro and Communications Business, 3M Company (USA) 10/2004

10/2009 Executive Vice President, Consumer and Office Business, 3M Company (USA)

9/2011 Executive Vice President, Performance Materials, The Dow Chemical Company (USA)

9/2012 Executive Vice President, Chemicals, Energy and Performance Materials, The Dow Chemical Company

10/2014 Chief Commercial Officer and Vice Chairman, Market Business, The Dow Chemical Company (USA)

10/2015 Vice Chairman and Chief Commercial Officer, The Dow Chemical Company (USA) (Retired in August

2017)

Director, Hitachi, Ltd. (currently in office) 6/2018

#### Reason for selection as Independent Director nominee and his expected roles

Mr. Harlan has rich experience and insight in the area of global corporate management gained through the involvement in management at major companies conducting diversified businesses globally. He was selected as an independent director nominee, since he was expected to leverage such experience and insight to reinforce the supervisory and decision making functional aspects of the Company's Board of Directors by offering opinions and proposals regarding the general management of the Company from a global viewpoint and supervising the execution of duties by Executive Officers and others from an independent perspective.



Attendance for Fiscal 2022 **Board of Directors meetings** 9 out of 9 days (100%)

## Louise Pentland

(Date of Birth: Apr. 11, 1972)

RE

OD ID

Independent Director

Share Ownership

1,200 Eight years

## **Brief Biography**

8/1997 Admitted as a Solicitor (UK)

Senior Legal Counsel, Nokia Networks, Nokia Corporation (Finland) 7/2001

9/2007 Vice President, Acting Chief Legal Officer and Head of IP Legal, Nokia Corporation (Finland)

7/2008 Senior Vice President and Chief Legal Officer, Nokia Corporation (Finland)

6/2009 Admitted to New York State Bar Association

2/2011 Executive Vice President and Chief Legal Officer, Nokia Corporation (Finland) (Retired in May 2014)

4/2015 General Counsel, PayPal, eBay Inc. (USA)

Director, Hitachi, Ltd. (currently in office) 6/2015

Senior Vice President and Chief Legal Officer, PayPal Holdings, Inc. (USA) 7/2015

9/2016 Executive Vice President, Chief Business Affairs and Legal Officer, PayPal Holdings, Inc. (USA)

Executive Vice President and Senior Advisor, PayPal Holdings, Inc. (USA) (Retired in July 2022) 1/2022

## **Other Principal Positions Held**

Director, Experian plc (Ireland/UK)\*

## Reason for selection as Independent Director nominee and her expected roles

Ms. Pentland has deep insight into corporate legal matters and corporate governance gained through her rich experience as the chief legal officer of major global companies. She was selected as an independent director nominee, since she was expected to leverage such experience and insight to reinforce the supervisory and decision making functional aspects of the Company's Board of Directors by offering opinions and proposals regarding the general management of the Company from a global viewpoint and supervising the execution of duties by Executive Officers and others from an independent perspective as well as reflecting her global viewpoint.

# Takatoshi Yamamoto

Independent Director

Compensation Committee (Chair)

(Date of Birth: Oct. 20, 1952)

RE

OD



Attendance for Fiscal 2022 **Board of Directors meetings** 9 out of 9 days (100%)

**Audit Committee** 6 out of 6 days (100%) **Compensation Committee** 

8 out of 8 days (100%)

Seven years

Share Ownership 14,000

#### **Brief Biography**

4/1975 Joined Nomura Research Institute, Ltd. 4/1989 Joined Morgan Stanley Japan Limited

12/1995 Managing Director, Morgan Stanley Japan Limited

Managing Director and Vice Chairman, Tokyo Branch, Morgan Stanley Japan Limited 6/1999

7/2005 Managing Director and Vice Chairman, UBS Securities Japan Co., Ltd.

6/2009 Managing Director, CASIO COMPUTER CO., LTD.

6/2011 Advisor, CASIO COMPUTER CO., LTD. (Retired in June 2012)

6/2016 Director, Hitachi, Ltd. (currently in office)

#### **Other Principal Positions Held**

Outside Director, Murata Manufacturing Co., Ltd.

#### Reason for selection as Independent Director nominee and his expected roles

Mr. Yamamoto has broad range of insight in business and management gained through his experience in the area of corporate analysis and global corporate management. He was selected as an independent director nominee, since he was expected to leverage such experience and insight to reinforce the supervisory and decision making functional aspects of the Company's Board of Directors by offering opinions and proposals regarding the general management of the Company and supervising the execution of duties by Executive Officers and others from an independent perspective.

# Hiroaki Yoshihara

(Date of Birth: Feb. 9, 1957)

RE OD



Attendance for Fiscal 2022 **Board of Directors meetings** 

9 out of 9 days (100%) **Nominating Committee** 10 out of 10 days (100%)

**Audit Committee** 15 out of 15 days (100%)

# Position and Responsibilities at the Company

Independent Director Member of Nominating Committee

Audit Committee (Chair)

Term of office as Independent Director

Share Ownership

Nine years

3.300

## **Brief Biography**

11/1978 Joined Peat Marwick Mitchell & Co.

7/1996 National Managing Partner, the Pacific Rim Practice, KPMG LLP

The Board Member, KPMG LLP 10/1997

10/2003 Vice Chairman and Global Managing Partner, KPMG International (Retired in April 2007)

6/2014 Director, Hitachi, Ltd. (currently in office)

## **Other Principal Positions Held**

Outside Director, HOYA CORPORATION

#### Reason for selection as Independent Director nominee and his expected roles

Mr. Yoshihara has rich experience and insight in the area of global corporate management and accounting. He was selected as an independent director nominee, since he was expected to leverage such experience and insight to reinforce the supervisory and decision making functional aspects of the Company's Board of Directors by offering opinions and proposals regarding the general management of the Company from a global viewpoint and supervising the execution of duties by Executive Officers and others from an independent perspective.

Attendance for Fiscal 2022

Board of Directors meetings
9 out of 9 days (100%)

Audit Committee

15 out of 15 days (100%)

# **Helmuth Ludwig**

Independent Director

Member of Audit Committee

(Date of Birth: Sept. 19, 1962)

RE

OD

10

RE

rm of office as Independent Director

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Two years 11 months

Share Ownership 4,200

#### **Brief Biography**

6/2001 President, Software and System House Division, Siemens AG (Germany)

8/2002 President, Systems Engineering Division, Automation and Drives Group, Siemens AG (Germany)

8/2007 President, Siemens PLM Software, Inc. (USA)

10/2010 Global Head of Communications, Industry Automation, Siemens Corp. (USA)

10/2011 President and CEO, Industry Sector, North America, Siemens Industry, Inc. (USA)

10/2014 Executive Vice President and Chief Digital Officer, Digital Factory Division, Product Lifecycle

Management, Siemens Corp. (USA)

10/2016 Chief Information Officer, Siemens AG (Germany) (Retired in December 2019)

1/2020 Professor of Practice in Strategy and Entrepreneurship, Cox School of Business, Southern Methodist

University (USA) (currently in office)

7/2020 Director, Hitachi, Ltd. (currently in office)

#### **Other Principal Positions Held**

Chairperson of the Board, Circor International, Inc. (USA)\*

Professor of Practice in Strategy and Entrepreneurship, Cox School of Business, Southern Methodist University (USA)

Senior Advisor, Bridgepoint, LLC (USA)

#### Reason for selection as Independent Director nominee and his expected roles

Mr. Ludwig has rich experience and insight in the area of global corporate management and digital business. He was selected as an independent director nominee, since he was expected to leverage such experience and insight to reinforce the supervisory and decision making functional aspects of the Company's Board of Directors by offering opinions and proposals regarding the general management of the Company from a global viewpoint and supervising the execution of duties by Executive Officers and others from an independent perspective.

No 10



Attendance for Fiscal 2022

Board of Directors meetings
9 out of 9 days (100%)

Compensation Committee 8 out of 8 days (100%)

# Keiji Kojima

(Date of Birth: Oct. 9, 1956)

Share Ownership

Representative Executive Officer, President & CEO and Director Member of Compensation Committee

Position and Responsibilities at the Company

101,100

#### Brief Biography

4/1982 Joined Hitachi, Ltd.

4/2011 General Manager, Hitachi Research Laboratory

4/2012 Vice President and Executive Officer

4/2016 Senior Vice President and Executive Officer

4/2018 Representative Executive Officer, Executive Vice President

6/2021 Representative Executive Officer, President & COO and Director, Hitachi, Ltd.

4/2022 Representative Executive Officer, President & CEO and Director, Hitachi, Ltd. (currently in office)

#### Reason for selection as Director nominee and his expected roles

Mr. Kojima has rich experience and a proven performance record, having been engaged in R&D and business management in the digital business both at the Company and at Group companies as well as in global promotion of Lumada business. He has been engaged in the management of the Company as President & COO since June 2021 and as President & CEO since April 2022. Mr. Kojima was selected as a director nominee, since he was expected to continue to promote information sharing and draw on his rich experience and performance record to reinforce the decision-making function of the Board of Directors as a member of the Board.



(Date of Birth: Sep. 25, 1956)

Position and Responsibilities at the Company

Associate

Share Ownership 26,660

## **Brief Biography**

4/1979	Joined	Hitachi,	Ltd.

4/2008 General Manager, Finance Department I4/2011 Executive Officer, Hitachi Cable, Ltd.

6/2012 Executive Officer, Board Director, Hitachi Cable, Ltd.

4/2013 Vice President and Executive Officer, Board Director, Hitachi Cable, Ltd.

7/2013 Vice President and Managing Officer, Hitachi Metals, Ltd. (currently Proterial, Ltd.)
 4/2014 Vice President and Executive Officer, Hitachi Metals, Ltd. (Retired in March 2015)

4/2015 Vice President and Executive Officer, Hitachi, Ltd.

4/2016 Representative Executive Officer, Senior Vice President and Executive Officer, Hitachi, Ltd.

4/2020 Representative Executive Officer, Chairperson and CEO, Hitachi Metals, Ltd.

6/2020 Representative Executive Officer, Chairperson, President and CEO, Hitachi Metals, Ltd.

Representative Executive Officer, Chairperson, President and CEO, and Director, Hitachi Metals, Ltd.

1/2023 Representative Director, Executive Chairman, Proterial, Ltd. (Retired in March 2023)

4/2023 Associate, Hitachi, Ltd. (currently in office)

## Reason for selection as Director nominee and his expected roles

Mr. Nishiyama has rich experience and a proven performance record, having been engaged in operations in such areas as accounting and financial affairs and management at the Company and Group companies, etc. Mr. Nishiyama was selected as a director nominee, since he was expected to reinforce the supervisory functions of the Company's Board of Directors by supervising the execution of duties by Executive Officers and others based on his rich experience and a proven performance record.

No

12

# Toshiaki Higashihara

(Date of Birth: Feb. 16, 1955)

RE

**NEW** 



Attendance for Fiscal 2022

Board of Directors meetings
9 out of 9 days (100%)

Nominating Committee 10 out of 10 days (100%)

Position and Responsibilities at the Company

Executive Chairman, Representative
Executive Officer and Director
Member of Nominating Committee

#### **Brief Biography**

4/1977 Joined Hitachi, Ltd.

4/2007 Vice President and Executive Officer

4/2008 President, Hitachi Power Europe GmbH

4/2010 Representative Executive Officer, President and Chief Executive Officer, Hitachi Plant Technologies, Ltd.

6/2010 President and Representative Director, Hitachi Plant Technologies, Ltd.

4/2011 Vice President and Executive Officer, Hitachi, Ltd.

4/2013 Senior Vice President and Executive Officer, Hitachi, Ltd.

4/2014 Representative Executive Officer and President & COO, Hitachi, Ltd.

6/2014 Representative Executive Officer, President & COO and Director, Hitachi, Ltd.

4/2016 Representative Executive Officer, President & CEO and Director, Hitachi, Ltd.

5/2021 Representative Executive Officer, Executive Chairman, President & CEO and Director, Hitachi, Ltd.

6/2021 Representative Executive Officer, Executive Chairman & CEO and Director, Hitachi, Ltd.

4/2022 Executive Chairman, Representative Executive Officer and Director, Hitachi, Ltd. (currently in office)

#### Reason for selection as Director nominee and his expected roles

Mr. Higashihara has rich experience and a proven performance record, having been engaged in business management in a broad range of fields, including social infrastructure business and power systems business, both at the Company and at Group companies, as well as in the promotion of the Group's global business development. He has been engaged in the management of the Company as President since April 2014, as Executive Chairman and President since May 2021 and as Executive Chairman since June 2021. He has been serving as Executive Chairman and Director since April 2022. Mr. Higashihara was selected as a director nominee, since he was expected to continue to promote information sharing and draw on his rich experience and performance record to reinforce the decision-making function of the Board of Directors as a member of the Board.

#### Notes:

- 1. "Attendance" at Board of Directors meetings and the committees meetings is based on the days held each meetings during each member's term of office.
- 2. Messrs. Katsumi Ihara, Ravi Venkatesan, Ikuro Sugawara, Joe Harlan, Takatoshi Yamamoto, Hiroaki Yoshihara and Helmuth Ludwig and Mses. Cynthia Carroll and Louise Pentland are nominees who fulfill the qualification requirements to be outside director nominees as provided for in Article 2, Paragraph 3, Item 7 of the Enforcement Regulations of the Companies Act. The Company has reported all of them as independent directors to the Japanese stock exchanges where the Company is listed.
- 3. The Company maintains a limited liability agreement (hereinafter referred to as "Agreement") with Messrs. Katsumi Ihara, Ravi Venkatesan, Ikuro Sugawara, Joe Harlan, Takatoshi Yamamoto, Hiroaki Yoshihara and Helmuth Ludwig and Mses. Cynthia Carroll and Louise Pentland. The general intent of the Agreement is to limit the liability of Directors provided for in Article 423, Paragraph 1 of the Companies Act to the aggregate amount of each item stipulated under Article 425, Paragraph 1 of the Companies Act. The Agreement will be renewed should the aforementioned individuals be re-elected at this Meeting. In the event Mr. Mitsuaki Nishiyama is elected as a director, the Company will newly enter into the same agreement with him.
- 4. The Company currently has a Directors' and Officers' Liability Insurance Agreement, which is stipulated in Article 430-3, Paragraph 1 of Companies Act, nominating each of its director candidates other than Mr. Mitsuaki Nishiyama as an insured person with an insurance company. The content of the Insurance Agreement is stated in "(6) Directors and Executive Officers 3) Contents of Directors' and Officers' Liability Insurance Agreement" in the Business Report. Upon the approval of director election, each director other than Mr. Mitsuaki Nishiyama will continue to be and he will be newly an insured person of the insurance agreement. The Company plans to renew the agreement with the same terms and conditions during the tenure of each director.
- 5. Mr. Hiroaki Yoshihara served as Non-Executive Director (a similar position to outside director under the Companies Act) at the Company's overseas subsidiaries from September 2008 to March 2012.
- 6. In the event this agenda is approved, the members and the chair of the committees are expected to be as follows:

  Nominating Committee

  Audit Committee

  Audit Committee

  Compensation Committee: Takatoshi Yamamoto (Chair), Katsumi Ihara, Joe Harlan, Keiji Kojima
- 7. The Company has no transactions with Unitus Ventures LLC., where Mr. Ravi Venkatesan is currently serving as Venture Partner, with Southern Methodist University, where Mr. Helmuth Ludwig is currently serving as Professor of Practice and with Bridgepoint, LLC, where Mr. Helmuth Ludwig is currently serving as Senior Advisor.
- The Company has no transactions whose volume is more than 1% of the Company's consolidated revenues or each company's
  respective consolidated revenues with Siemens AG, where Mr. Helmuth Ludwig had served as Chief Information Officer (retired
  in December 2019).
- 9. Mr. Hiroaki Yoshihara served as Vice Chairman of KPMG International until April 2007. However, the Accounting Auditors of the Company do not belong to the KPMG Group. In addition, there is no contractual relationship between Mr. Yoshihara and the Company in relation to accounting and other professional services or consulting services, etc.
- 10. The positions with \* in "Other Principal Positions Held" of each nominee are similar positions in each of the foreign corporations to outside director under the Companies Act.