

(Attachment 1 to the Corporate Governance Principle)

Independence Standards for Outside Directors and Outside Audit &
Supervisory Board Members

Nippon Sanso Holdings Corporation (the “Company”) shall deem that a candidate for outside director or outside Audit & Supervisory Board member has independence from the Company if none of the following items apply to the candidate based on its investigation conducted to the extent reasonable and possible.

1. A person engaged in business execution of the Company or its subsidiaries (collectively, the “Group”) (Note 1)
2. A person engaged in business execution of the Company’s parent company or its fellow subsidiaries
3. A major shareholder of the Company (shareholder that directly or indirectly owns 10% or more of its total voting rights) or a person engaged in business execution of such shareholder
4. A major business partner of the Group or a person engaged in business execution of such business partner
 - (1) A major supplier (Note 3) of the Company or its significant subsidiaries (Note 2) or a person engaged in business execution of such supplier
 - (2) A major client (Note 4) of the Company or its significant subsidiaries or a person engaged in business execution of such client
 - (3) A major financial institution from which the Group borrows funds or a person engaged in business execution of such financial institution
5. A person engaged in business execution of an audit firm that serves as the Group’s accounting auditor
6. A person engaged in business execution of a company in which a person engaged in business execution of the Group serves as an outside director or outside audit & supervisory board member
7. A consultant, accountant, legal specialist, or other professional who has received an average of 10 million yen or more in money or other property on average over the most recent three fiscal years from the Group in addition to director compensation (Note 6)

8. A person who has received donations of 10 million yen or more on average over the most recent three fiscal years from the Group, or if it is a corporation, association, or other organization, a board member or person engaged in business execution of such organization
9. A spouse or relative within the second degree of kinship of a person who applies to the following (excluding those who are not important):
 - (1) a person who falls under any of 1 through 8 above

Note that 1 and 2 above apply to candidates who fit each description within the previous 10 years, while 3 through 8 above apply to candidates who fit each description within the previous three years.

Supplementary Provision: This document shall become effective on April 1, 2022, for new appointments.

Notes:

1. “Person engaged in business execution” refers to a director, corporate officer, executive officer, partner who executes the business, board member, or other equivalent person or employee of a corporation, association, or other organization.
2. The Company’s “significant subsidiaries” are Taiyo Nippon Sanso Corporation, Matheson Tri-Gas, Inc., Nippon Gases Euro-Holding S.L.U., and Thermos K.K.
3. “Major supplier” refers to a counterparty that has received payment equivalent to 2% or more of its annual consolidated net sales in the most recent fiscal year from the Company or its significant subsidiaries.
4. “Major client” refers to a counterparty to which the Company or its significant subsidiaries has sold goods or services in an amount equivalent to 2% or more of the consolidated net sales of the Company or its significant subsidiaries in the most recent fiscal year.
5. “Major financial institution” refers to a financial institution from which the Group is borrowing funds and the outstanding balance is 2% or more of the consolidated total assets of the Company at the end of the most recent fiscal year.
6. If it is a corporation, association, or other organization that has received such property, this item also applies to a person who belongs to such organization.