

APPENDIX A DEFINITION OF SUBSIDIARY COMPANY

"The following are considered subsidiary companies:

- 1) companies in which another company possesses a majority of the voting rights that can be exercised at the stockholders' meeting;*
- 2) companies in which another company possesses enough votes to exercise a dominant influence on the ordinary stockholders' meeting;*
- 3) companies that are under the dominant influence of another company by virtue of special contractual restrictions with it.*

For the purposes of enforcing numbers 1) and 2) of paragraph 1, the voting rights of subsidiary companies, fiduciary companies, and "straw men" are also counted; the voting rights of third parties are not counted..."

"... in any event, the following are considered subsidiary companies:

- a) companies in which another has the right, by virtue of a contract or a clause in the articles of association, to exercise a dominant influence when the applicable law permits such contracts or clauses;*
- b) companies in which another, on the basis of agreements with other stockholders, has sole control of a majority of the voting rights.*

Enforcement of the preceding paragraph also takes into account the rights of subsidiary companies, fiduciary companies, and "straw men"; the voting rights of third parties are not considered"