

Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

Securities Code: 8095

February 9, 2022

To our shareholders:

Keitaro Iwaki, President
Astena Holdings Co., Ltd.
8-2, Nihombashi Honcho 4-chome, chuo-ku, Tokyo
103-8403, Japan

Notice of the 82nd Annual General Meeting of Shareholders

We are pleased to announce the 82nd Annual General Meeting of Shareholders (the “Meeting”) of Astena Holdings Co., Ltd. (the “Company”), which will be held as indicated below. The Company carefully considered how the Meeting should be held given that the uncertainty due to the impact of COVID-19 may continue. As a result, in an aim to avoid an infection risk to shareholders, the Meeting will be held at the following venue with the addition of a virtual shareholder meeting that shareholders can attend via the internet while viewing a live broadcast of the Meeting.

We kindly ask you to attend the Meeting via the internet and not to attend the Meeting in person regardless of your health condition as you may vote in writing, via the internet, etc. Your understanding and cooperation would be greatly appreciated.

*** No complimentary gift will be offered at the Meeting venue.**

As stated in the following, we will take questions from our shareholders in advance and answer popular questions at the Meeting. The details of the answers will be posted on the website of the Astena Group (the “Group”).

- 1. Date and Time:** Friday, February 25, 2022, at 10:00 a.m. (JST)
2. Venue: The meeting room on the 8th floor of the head office
8-2, Nihombashi Honcho 4-chome, chuo-ku, Tokyo 103-8403 Japan

* The venue is different from that of the previous year, but we ask you not to come to this meeting venue.

3. Purposes of the Meeting

Matters to be reported:

1. Report on the Business Report, the Consolidated Financial Statements, and the Non-consolidated Financial Statements for the 82nd term (from December 1, 2020 to November 30, 2021)
2. Report on the results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board

Matters to be resolved:

- Proposal No. 1: Appropriation of Surplus
Proposal No. 2: Amendment to the Articles of Incorporation
Proposal No. 3: Election of Eight Directors
Proposal No. 4: Election of One Substitute Audit & Supervisory Board Member
Proposal No. 5: Revision of Restricted Share-Based Remuneration Payment System for Directors (Excluding Outside Directors and Overseas Residents)

- For those attending the Meeting on the day, please submit the enclosed voting form at the reception desk.
- If there are any amendments to Reference Documents for the General Meeting of Shareholders, the Business Report, the Consolidated Financial Statements and/or the Non-consolidated Financial Statements, such amendments will be posted on the Group's website.
- Of the matters to be included in this notice, the following matters are disclosed on the Group's website on the internet in accordance with applicable laws and regulations and the provisions of Article 15 of the Articles of Incorporation.
 - (1) System to ensure the appropriate operations included in the Business Report
 - (2) "Consolidated Statement of Changes in Equity" and "Notes" included in the Consolidated Financial Statements
 - (3) "Non-consolidated Statement of Changes in Equity" and "Notes" included in the Non-consolidated Financial Statements

Matter (1) above is included in the Business Report audited by Audit & Supervisory Board Members. Matters (2) and (3) are included in the Consolidated Financial Statements and the Non-consolidated Financial Statements audited by the Accounting Auditor and the Audit & Supervisory Board Members.

The Group's website: <https://www.astena-hd.com/>

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Information

Proposal No. 1: Appropriation of Surplus

The basic dividend policy of the Company is to strive for stable, performance-based dividend distribution measures to provide sufficient profit returns to our shareholders. To this end, the Company considers various matters such as capital management that takes into account shareholder value. At the same time, the Company works to further develop its businesses and improve its corporate value.

In accordance with this policy, the Company proposes to pay a year-end dividend for the fiscal year as follows:

Year-end dividends

Type of dividend property	Cash
Allotment of dividend property and the aggregate amount thereof	¥9.00 per common share of the Company (Annual dividend is ¥18.00 per share.) Total dividends: ¥365,574,294
Effective date of dividends of surplus	February 28, 2022

Proposal No. 2: Amendment to the Articles of Incorporation

1. Reasons for the amendment

(1) Regarding convocation of general meeting of shareholders

In order to revitalize general meetings of shareholders and make the proceedings more efficient and smoother by facilitating the attendance of many shareholders, including those in distant locations, and for the purpose of protecting the interests of shareholders by providing countermeasures against infectious diseases such as COVID-19, the Company proposes to amend the Articles of Incorporation to allow electronic-only general meetings of shareholders (online-only general meeting of shareholders).

This amendment shall be, in accordance with the “Act for Partially Amending the Act on Strengthening Industrial Competitiveness and Other Related Laws and Regulations,” which was enforced on June 16, 2021, effective from the date of obtaining the below-mentioned confirmation from the Minister of Economy, Trade and Industry as well as the Minister of Justice, subject to (1) the resolution at this Annual General Meeting of Shareholders and (2) the obtaining of the confirmation, pursuant to the Orders of the Ministry of Economy, Trade and Industry and the Ministry of Justice, that the Company’s shareholders meetings held without a designated location for the meeting satisfy the requirements specified by those Orders as cases that contribute to strengthening industrial competitiveness while giving consideration to securing interests of shareholders.

(2) Regarding the system for providing informational materials for general meeting of shareholders in electronic format

Since the revised provisions provided for in a proviso to Article 1 of the Supplementary Provisions of the “Act Partially Amending the Companies Act” (Act No. 70 of 2019) are to be enforced on September 1, 2022, the Company proposes the following amendments to the Articles of Incorporation of the Company in preparation for the introduction of the system for providing informational materials for the general meeting of shareholders in electronic format.

- (i) Article 15, paragraph 1 in “Proposed amendments” below will stipulate that the Company shall take measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. in electronic format.
- (ii) Article 15, paragraph 2 in “Proposed amendments” below will establish the provision to limit the scope of the items to be stated in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents.
- (iii) Since the provisions for Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc. (Article 15 of the current Articles of Incorporation) will no longer be required, they will be deleted.
- (iv) Accompanying the aforementioned new establishment and deletion, a supplementary provision regarding the effective date, etc. will be established.

2. Details of the amendment

The details of the amendment are as follows:

(Underlines indicate amendments.)

Current Articles of Incorporation	Proposed amendments
<p>(Convocation) Article 13 An annual general meeting of shareholders shall be convened in February each year, and an extraordinary general meeting of shareholders shall be convened whenever necessary.</p>	<p>(Convocation) Article 13 <u>1.</u> An annual general meeting of shareholders shall be convened in February each year, and an extraordinary general meeting of shareholders shall be convened whenever necessary.</p>

Current Articles of Incorporation	Proposed amendments
<p>(Newly established)</p> <p>(Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.)</p> <p>Article 15</p> <p>When the Company convenes a general meeting of shareholders, if it discloses information that is to be stated or presented in the reference documents for the general meeting of shareholders, business report, financial statements and consolidated financial statements through the internet in accordance with the provisions prescribed by the Ministry of Justice Order, it may be deemed that the Company has provided this information to shareholders.</p>	<p><u>2. The Company may hold its general meeting of shareholders without a designated location for the meeting.</u></p> <p>(Deleted)</p>
<p>(Newly established)</p>	<p><u>(Measures for Providing Information in Electronic Format, Etc.)</u></p> <p><u>Article 15</u></p> <p><u>1. When the Company convenes a general meeting of shareholders, it shall take measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. in electronic format.</u></p> <p><u>2. Among items for which the measures for providing information in electronic format will be taken, the Company may exclude all or some of those items designated by the Ministry of Justice Order from statements in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents by the record date of voting rights.</u></p>
<p>(Newly established)</p>	<p><u>Supplementary Provisions</u></p> <p><u>(Effective Date, Etc.)</u></p> <p><u>1. The deletion of Article 15 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) of the current Articles of Incorporation and the proposed revision of Article 15 (Measures for Providing Information in Electronic Format, Etc.) shall be effective from the date of enforcement of the revised provisions provided for in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) (hereinafter referred to as the “Date of Enforcement”).</u></p> <p><u>2. Notwithstanding the provision of the preceding paragraph, Article 15 (Measures for Providing Information in Electronic Format, Etc.) of the current Articles of Incorporation shall remain effective</u></p>

Current Articles of Incorporation	Proposed amendments
	<p data-bbox="879 248 1385 344"><u>regarding any general meeting of shareholders held on a date within six months from the Date of Enforcement.</u></p> <p data-bbox="834 365 1398 533">3. <u>These Supplementary Provisions shall be deleted on the date when six months have elapsed from the Date of Enforcement or three months have elapsed from the date of the general meeting of shareholders in the preceding paragraph, whichever is later.</u></p>

Proposal No. 3: Election of Eight Directors

At the conclusion of the Meeting, the terms of office of eight current Directors will expire. Therefore, the Company proposes the election of eight Directors. There are four candidates for Outside Director.

The candidates for Director are as follows:

Candidate no.	Name	Current positions and responsibilities	Attribute
1	Keitaro Iwaki	President	Reelection
2	Shinji Omori	Executive Managing Director	Reelection
3	Masaaki Atsumi	Board Director	Reelection
4	Katsuhiko Hatazawa	Board Director	Reelection
5	Taizo Ochi	Outside Director	Reelection Outside Independent
6	Takeshi Kawano	Outside Director	Reelection Outside Independent
7	Yoshiyasu Ninomiya	Outside Director	Reelection Outside Independent
8	Yukiko Nakagawa	Outside Director	Reelection Outside Independent

Candidate no.	Name (Date of birth)	Career summary, and positions and responsibilities in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	<p style="text-align: center;">Keitaro Iwaki (November 17, 1977)</p> <p style="text-align: center;">Reelection</p> <p style="text-align: center;">Number of years in office as a Director 15 years</p> <p style="text-align: center;">Attendance at Board of Directors meetings 19/19</p>	<p>May 2002 Joined Accenture Japan Ltd.</p> <p>April 2005 Joined the Company</p> <p>February 2007 Board Director and General Manager of Medical Department, the Company</p> <p>February 2009 Board Director, the Company</p> <p>March 2009 Vice President, Meltex Inc.</p> <p>August 2009 President, Meltex Inc.</p> <p>February 2015 Chairperson, Meltex Inc.</p> <p>February 2015 Board Director and Vice President, the Company</p> <p>December 2015 Board Director and Vice President and General Manager, Food Business Department; General Manager, Corporate Administration Department; the Company</p> <p>February 2016 Vice President and General Manager, Food Business Department, the Company</p> <p>June 2016 Outside Director, Taiyo Holdings Co., Ltd.</p> <p>January 2017 Chairperson of Board of Directors, Iwaki Seiyaku Co., Ltd. (current position)</p> <p>February 2017 President and General Manager, Food Business Department, the Company</p> <p>December 2017 President and General Manager, Corporate Administration Department, the Company</p> <p>February 2020 President, the Company</p> <p>February 2021 President & CEO, the Company</p> <p>January 2022 President, the Company (current position)</p> <p>[Significant concurrent positions outside the Company] Chairperson of Board of Directors, Iwaki Seiyaku Co., Ltd.</p>	508,030 shares
<p>[Reasons for nomination as candidate for Director]</p> <p>Mr. Keitaro Iwaki has extensive knowledge of the overall sales operations of the Company and management experience with the Group. Based on his abundant experience and broad knowledge, he has been demonstrating strong leadership in developing and implementing the mid-term business plan, the core of company management, and appropriately executing management decisions and supervision over the Company. Accordingly, the Company has renominated him as a candidate for Director.</p>			

Candidate no.	Name (Date of birth)	Career summary, and positions and responsibilities in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
2	<p>Shinji Omori (March 14, 1963)</p> <p>Reelection</p> <p>Number of years in office as a Director 10 years</p> <p>Attendance at Board of Directors meetings 19/19</p>	<p>April 1981 Joined the Company</p> <p>October 2006 General Manager, Fukuoka Branch, the Company</p> <p>March 2009 General Manager, Corporate Management Office, the Company</p> <p>March 2011 Executive Officer and General Manager, Corporate Planning Department, the Company</p> <p>February 2012 Board Director and General Manager, Corporate Planning Department, the Company</p> <p>February 2015 Executive Managing Director and General Manager, Medical Department, the Company</p> <p>December 2015 Executive Managing Director and General Manager, HBC Business Department; General Manager, Product Planning Department; the Company</p> <p>June 2016 Executive Managing Director and General Manager, HBC Business Department, the Company</p> <p>December 2016 Director, APROS Co., Ltd.</p> <p>December 2017 Executive Managing Director and General Manager, HBC Business Department; General Manager, Food Business Department; the Company</p> <p>December 2019 Executive Managing Director and General Manager, HBC & Food Business Department; General Manager, Cosmetic Ingredients Department; the Company</p> <p>February 2020 Executive Managing Director & CHRO; in charge of Corporate Management; the Company</p> <p>February 2021 Executive Managing Director & CHRO, the Company</p> <p>June 2021 Director, IWAKI & CO., LTD. (current position)</p> <p>January 2022 Executive Managing Director, the Company (current position)</p> <p>[Significant concurrent positions outside the Company] Director, IWAKI & CO., LTD.</p>	125,162 shares
<p>[Reasons for nomination as candidate for Director] Mr. Shinji Omori has been engaged in a wide range of fields, including sales and administrative divisions, since he joined the Company and has been appropriately executing management decisions and supervision based on his abundant experience and track record. Accordingly, the Company has renominated him as a candidate for Director.</p>			

Candidate no.	Name (Date of birth)	Career summary, and positions and responsibilities in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
3	Masaaki Atsumi (February 2, 1960) Reelection Number of years in office as a Director 10 years Attendance at Board of Directors meetings 19/19	<p>April 1982 Joined the Company</p> <p>December 2004 General Manager, Accounting Department, the Company</p> <p>March 2011 Executive Officer and General Manager, Accounting Department, the Company</p> <p>February 2012 Board Director and General Manager, Accounting Department, the Company</p> <p>December 2015 Board Director and General Manager, Accounting and Finance Department, the Company</p> <p>February 2017 Auditor, Meltex Inc. (current position)</p> <p>February 2020 Board Director in charge of Accounting and Finance; General Manager, Accounting and Finance Department; the Company</p> <p>July 2020 Director, IWAKI SEIYAKU SAKURA FACTORY CO., LTD.</p> <p>February 2021 Board Director & CFO, the Company</p> <p>January 2022 Board Director and General Manager, Accounting Department, the Company (current position)</p> <p>[Significant concurrent positions outside the Company] Auditor, Meltex Inc.</p>	52,007 shares
<p>[Reasons for nomination as candidate for Director] Mr. Masaaki Atsumi has been appropriately executing management decisions and supervision based on his high level of expertise in finance and accounting cultivated through his many years of experience in the accounting department. Accordingly, the Company has renominated him as a candidate for Director.</p>			

Candidate no.	Name (Date of birth)	Career summary, and positions and responsibilities in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
4	<p>Katsuhiko Hatazawa (February 15, 1968)</p> <p>Reelection</p> <p>Number of years in office as a Director 2 years</p> <p>Attendance at Board of Directors meetings 19/19</p>	<p>April 1992 Joined Marubeni Corporation</p> <p>July 2001 Joined JP Morgan Securities Japan Co., Ltd.</p> <p>May 2011 Director to lead Healthcare and Chemical coverage effort, Barclays Capital Japan Limited</p> <p>November 2015 Senior Vice President and General Manager, Business Strategy Division, Bushu Pharmaceuticals Ltd.</p> <p>July 2017 Vice President, SPERA PHARMA, Inc.</p> <p>December 2018 Executive Officer and Deputy General Manager, Medical & FC Business Department, the Company</p> <p>February 2019 Senior Executive Officer and General Manager, Medical & FC Business Department, the Company</p> <p>December 2019 Senior Executive Officer and General Manager, Fine Chemicals Business Department; General Manager, Medical Business Department; the Company</p> <p>February 2020 Board Director and Managing Executive Officer and General Manager, Fine Chemicals Business Department, the Company</p> <p>March 2020 Director, SPERA PHARMA, Inc.</p> <p>April 2020 Board Director & CSO, the Company</p> <p>February 2021 Director, Iwaki Seiyaku Co., Ltd. (current position)</p> <p>April 2021 Board Director, Jitsubo CO., LTD. (current position)</p> <p>October 2021 Chairperson & Representative Director, SPERA PHARMA, Inc. (current position)</p> <p>December 2021 Director, IWAKI SEIYAKU SAKURA FACTORY CO., LTD. (current position)</p> <p>January 2022 Board Director, the Company (current position)</p> <p>[Significant concurrent positions outside the Company] Director, Iwaki Seiyaku Co., Ltd. Board Director, Jitsubo CO., LTD. Chairperson & Representative Director, SPERA PHARMA, Inc. Director, IWAKI SEIYAKU SAKURA FACTORY CO., LTD.</p>	18,093 shares
<p>[Reasons for nomination as candidate for Director] Mr. Katsuhiko Hatazawa has experience working at a general trading company and has also long been engaged in the financial and pharmaceutical industries. Based on his abundant experience and broad knowledge, he has been appropriately executing management decisions and supervision. Accordingly, the Company has renominated him as a candidate for Director.</p>			

Candidate no.	Name (Date of birth)	Career summary, and positions and responsibilities in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
5	<p style="text-align: center;">Taizo Ochi (February 26, 1946)</p> <p style="text-align: center;">Reelection Outside Independent</p> <p>Number of years in office as an Outside Director 7 years</p> <p>Attendance at Board of Directors meetings 19/19</p>	<p>April 1970 Joined Sony Shoji Co., Ltd.</p> <p>March 1980 Transferred to Sony Corporation</p> <p>October 1981 Representative, Corporate Financial Communications, Sony Corporation of America (U.S. entity)</p> <p>August 1986 Joined Boehringer Mannheim Yamanouchi Co., Ltd.</p> <p>August 1989 Executive Vice President, IR Japan, Inc.</p> <p>September 1997 President, Financial Media Inc.</p> <p>June 2009 Outside Audit & Supervisory Board Member, Advanex Inc.</p> <p>June 2009 Outside Auditor, River Eletec Corporation</p> <p>March 2013 Audit & Supervisory Board Member, Kyodo Public Relations Co., Ltd.</p> <p>February 2015 Outside Director, the Company (current position)</p> <p>[Significant concurrent positions outside the Company] None</p>	11,900 shares
<p>[Reasons for nomination as candidate for Outside Director and outline of expected roles] Mr. Taizo Ochi has been providing valuable opinions for the management of the Company as an Outside Director based on his abundant experience in and broad knowledge of company management and IR consulting. Accordingly, the Company has renominated him as a candidate for Outside Director. If he is elected, he will be in charge of the supervisory function in developing and implementing an appropriate corporate governance system of the Company from an objective and neutral perspective as the chairperson of the Corporate Governance Advisory Committee.</p>			

Candidate no.	Name (Date of birth)	Career summary, and positions and responsibilities in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
6	<p>Takeshi Kawano (February 27, 1953)</p> <p>Reelection Outside Independent</p> <p>Number of years in office as an Outside Director 6 years</p> <p>Attendance at Board of Directors meetings 19/19</p>	<p>April 1976 Joined The Industrial Bank of Japan, Limited (current Mizuho Bank, Ltd.)</p> <p>September 1999 Loaned to New Otani Co., Ltd.</p> <p>June 2000 Director and Head, Corporate Administration Office, New Otani Co., Ltd.</p> <p>April 2001 Resigned from The Industrial Bank of Japan, Limited (current Mizuho Bank, Ltd.)</p> <p>April 2001 Transferred to New Otani Co., Ltd.</p> <p>June 2008 Representative Director and Head, Corporate Administration Office, New Otani Co., Ltd.</p> <p>June 2008 Director, Otani Kogyo Co., Ltd.</p> <p>June 2012 Audit & Supervisory Board Member, New Otani Co., Ltd.</p> <p>June 2012 Vice Chairperson, Otani Kogyo Co., Ltd.</p> <p>July 2014 Outside Director, Hit Co., Ltd. (current position)</p> <p>February 2016 Outside Director, the Company (current position)</p> <p>July 2017 Outside Director, Miyake Architects and Associates, Co., Ltd. (current position)</p> <p>February 2018 Outside Audit & Supervisory Board Member, Megakaryon Corporation</p> <p>October 2020 Director and Audit & Supervisory Committee Member, Megakaryon Corporation (current position)</p> <p>[Significant concurrent positions outside the Company] Outside Director, Hit Co., Ltd. Outside Director, Miyake Architects and Associates, Co., Ltd. Director and Audit & Supervisory Committee Member, Megakaryon Corporation</p>	9,200 shares
<p>[Reasons for nomination as candidate for Outside Director and outline of expected roles] Mr. Takeshi Kawano has many years of experience in the financial industry as well as experience as a corporate manager. Based on his abundant experience and broad knowledge, he has been providing valuable opinions for the management of the Company as an Outside Director. Accordingly, the Company has renominated him as a candidate for Outside Director. If he is elected, he will be in charge of the supervisory function in selecting candidates for officers of the Company from an objective and neutral perspective as the chairperson of the Nomination Advisory Committee.</p>			

Candidate no.	Name (Date of birth)	Career summary, and positions and responsibilities in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
7	Yoshiyasu Ninomiya (December 15, 1957) Reelection Outside Independent Number of years in office as an Outside Director 3 years Attendance at Board of Directors meetings 19/19	<p>April 1980 Joined Fujisawa Pharmaceutical Co., Ltd. (current Astellas Pharma Inc.)</p> <p>February 1993 Assistant to the CEO, Fujisawa USA, Inc.</p> <p>June 1998 General Manager, Fujisawa Canada, Inc.</p> <p>March 2002 Senior Advisor to Executive Vice President, International Sales & Marketing, AstraZeneca Global Headquarters (U.K.)</p> <p>January 2005 Vice President and General Manager, Primary Care Division, AstraZeneca K.K.</p> <p>October 2008 General Manager, Commercial Operations, Abbott Japan K.K.</p> <p>November 2009 President, AMO Japan K.K. (Abbott Medical Optics)</p> <p>April 2013 President, Novartis Pharma Japan K.K.</p> <p>January 2015 President, Dynamic Consulting (current position)</p> <p>November 2017 President, INNOMEDICS Medical Instruments, Inc. (current position)</p> <p>November 2017 Outside Director, Star Product Limited (current position)</p> <p>February 2019 Outside Director, the Company (current position)</p> <p>March 2021 Outside Director, DOJIN IYAKU-KAKO CO., LTD. (current position)</p> <p>[Significant concurrent positions outside the Company] President, Dynamic Consulting President, INNOMEDICS Medical Instruments, Inc. Outside Director, Star Product Limited Outside Director, DOJIN IYAKU-KAKO CO., LTD.</p>	9,200 shares
<p>[Reasons for nomination as candidate for Outside Director and outline of expected roles] Mr. Yoshiyasu Ninomiya has long experience in the pharmaceutical industry as well as a corporate manager. He has been providing valuable opinions for the management of the Company as an Outside Director based on his abundant experience and broad knowledge. Accordingly, the Company has renominated him as a candidate for Outside Director. If he is elected, he will be in charge of the supervisory function concerning the Company's business strategies from an objective and neutral perspective as the chairperson of the Business Strategy Advisory Committee.</p>			

Candidate no.	Name (Date of birth)	Career summary, and positions and responsibilities in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
8	Yukiko Nakagawa (June 3, 1964) Reelection Outside Independent Number of years in office as an Outside Director 1 year Attendance at Board of Directors meetings 16/16	<p>April 1988 Joined Mitsui Trust Bank, Limited (current Sumitomo Mitsui Trust Bank, Limited)</p> <p>July 1994 Resigned from Mitsui Trust Bank, Limited (current Sumitomo Mitsui Trust Bank, Limited)</p> <p>October 2006 Personnel Director, Toshiba-GE Turbine Services Co., Ltd.</p> <p>April 2010 Co-researcher, Keio Economic Observatory, Keio University (current position)</p> <p>April 2011 Visiting researcher, Institute for Transnational Human Resource Management, Waseda University (current position)</p> <p>September 2014 Personnel Director, Mizkan Holdings Co., Ltd.</p> <p>April 2016 Professor, Graduate School of Business Administration, Rikkyo University</p> <p>June 2018 Independent Director, EDION Corporation</p> <p>March 2019 Outside Director, Renesas Electronics Corporation</p> <p>June 2019 Outside Director, Nissin Foods Holdings Co., Ltd. (current position)</p> <p>February 2021 Outside Director, the Company (current position)</p> <p>February 2021 Outside Director, Macromill, Inc. (current position)</p> <p>June 2021 Outside Director, Toho Zinc Co., Ltd. (current position)</p> <p>[Significant concurrent positions outside the Company] Outside Director, Nissin Foods Holdings Co., Ltd. Outside Director, Macromill, Inc. Outside Director, Toho Zinc Co., Ltd.</p>	1,900 shares
<p>[Reasons for nomination as candidate for Outside Director and outline of expected roles] Ms. Yukiko Nakagawa teaches at educational institutions both inside and outside Japan and has long years of business experience and a track record as a pundit based on her expertise in human resources management and global human resources development. She has been providing valuable opinions for the management of the Company as an Outside Director based on her abundant experience and broad knowledge. Accordingly, the Company has renominated her as a candidate for Outside Director. If she is elected, she will be engaged in the supervisory function in the process of determining remuneration for officers of the Company and other matters from an objective and neutral perspective as the chairperson of the Remuneration Advisory Committee.</p>			

- Notes:
1. The officially registered name of Ms. Yukiko Nakagawa is Ms. Yukiko Schreiber.
 2. There is no special interest between any of the candidates for Director and the Company.
 3. Candidates for Director Mr. Taizo Ochi, Mr. Takeshi Kawano, Mr. Yoshiyasu Ninomiya and Ms. Yukiko Nakagawa are the candidates for Outside Director. The Company has registered Mr. Taizo Ochi, Mr. Takeshi Kawano, Mr. Yoshiyasu Ninomiya and Ms. Yukiko Nakagawa as Independent Officers pursuant to the provisions of the Tokyo Stock Exchange.
 4. The Company has entered into a limited liability agreement with each of its Directors, Mr. Taizo Ochi, Mr. Takeshi Kawano, Mr. Yoshiyasu Ninomiya and Ms. Yukiko Nakagawa, pursuant to Article 427, paragraph (1) of the Companies Act. The agreement limits their liability for damages to the extent stipulated by applicable laws and regulations if they perform their duties in good faith and without gross negligence. If any of the candidates is elected as a Director and assumes the position, the Company plans to renew the aforementioned agreement with them.

5. The Company has entered into a directors and officers liability insurance policy with an insurance company as provided for in Article 430-3, paragraph (1) of the Companies Act. The policy covers losses incurred from claims for damages in cases where they are liable for damages arising from their performance of duties. The full amount of the insurance premiums is borne by the Company. If any of the candidates is elected as a Director and assumes the position, he or she will be included as an insured under the insurance policy. In addition, when the policy is renewed, the Company plans to renew the policy under the same terms and conditions.
6. The attendance at Board of Directors meetings for Ms. Yukiko Nakagawa is shown out of 16 meetings, which is the total number of meetings held since her assumption of office.

Areas of expertise expected of Directors (management structure after approval of this proposal)

Name	Positions and responsibilities after approval	Corporate Management	Finance/Accounting	Human Resources Development	Diversity	Legal Affairs/Risk Management	Sustainability of Industries	Sustainability of Technologies	Sustainability of Society
Keitaro Iwaki	President	○			○		○	○	○
Shinji Omori	Executive Managing Director			○		○			
Masaaki Atsumi	Board Director		○			○			
Katsuhiko Hatazawa	Board Director	○	○		○		○	○	
Taizo Ochi	Outside Director (independent officer)	○	○		○	○			
Takeshi Kawano	Outside Director (independent officer)	○	○	○					○
Yoshiyasu Ninomiya	Outside Director (independent officer)	○		○	○		○	○	○
Yukiko Nakagawa	Outside Director (independent officer)			○	○				○

Proposal No. 4: Election of One Substitute Audit & Supervisory Board Member

The Company proposes the approval of the election of one Substitute Audit & Supervisory Board Member in order to be prepared to fill a vacancy should the number of Audit & Supervisory Board Members fall below the number required by applicable laws and regulations. In addition, the consent of the Audit & Supervisory Board has been obtained for this proposal.

The candidate for Substitute Audit & Supervisory Board Member is as follows:

Name (Date of birth)	Career summary and positions (Significant concurrent positions outside the Company)	Number of the Company's shares owned
Kazunori Furukawa (April 9, 1965)	<p>April 1989 Joined The Mitsubishi Trust and Banking Corporation (current Mitsubishi UFJ Trust and Banking Corporation)</p> <p>October 1995 Passed the second-stage examination of the Certified Public Accountant Examination</p> <p>October 2002 Passed the National Bar Examination and joined the Legal Training and Research Institute of Japan</p> <p>March 2003 Resigned from The Mitsubishi Trust and Banking Corporation (current Mitsubishi UFJ Trust and Banking Corporation)</p> <p>August 2004 Passed the third-stage examination of the Certified Public Accountant Examination</p> <p>December 2004 Registered as an attorney-at-law (Tokyo Bar Association) Joined City-Yuwa Partners</p> <p>January 2016 Partner, City-Yuwa Partners (current position)</p> <p>May 2017 Substitute Supervisory Director, SIA REIT, Inc. (current One REIT, Inc.) (current position)</p> <p>[Significant concurrent positions outside the Company] Partner, City-Yuwa Partners Substitute Supervisory Director, One REIT, Inc.</p>	0 shares
<p>[Reasons for nomination as candidate for Substitute Outside Audit & Supervisory Board Member] The Company deems that Mr. Kazunori Furukawa will supervise and audit the Company's management from a neutral and objective perspective based on his long years of experience and expertise as a certified public accountant and a lawyer although he has never been engaged in corporate management other than as an outside officer. Accordingly, the Company has nominated him as a candidate for Substitute Outside Audit & Supervisory Board Member.</p>		

- Notes:
1. There is no special interest between the candidate for Substitute Audit & Supervisory Board Member and the Company.
 2. The candidate for Substitute Audit & Supervisory Board Member is the candidate for Outside Audit & Supervisory Board Member.
 3. If Mr. Kazunori Furukawa assumes the position of Outside Audit & Supervisory Board Member, the Company will enter into a limited liability agreement with him pursuant to Article 427, paragraph (1) of the Companies Act. The agreement limits his liability for damages to the extent stipulated by applicable laws and regulations if he performs his duties in good faith and without gross negligence.
 4. The Company has entered into a directors and officers liability insurance policy with an insurance company as provided for in Article 430-3, paragraph (1) of the Companies Act. The policy covers losses incurred from claims for damages in cases where they are liable for damages arising from their performance of duties. The full amount of the insurance premiums is borne by the Company. If Mr. Kazunori Furukawa assumes office as an Audit & Supervisory Board Member, he will be an insured under the insurance policy. In addition, when the policy is renewed, the Company plans to renew the policy under the same terms and conditions.
 5. If Mr. Kazunori Furukawa assumes the position of Outside Audit & Supervisory Board Member, the Company plans to designate him as an Independent Officer pursuant to the provisions of the Tokyo Stock Exchange, and register him with the aforementioned exchange.

Proposal No. 5: Revision of Restricted Share-Based Remuneration Payment System for Directors (Excluding Outside Directors and Overseas Residents)

Concerning the amount of remuneration, etc. for Directors of the Company, the Company received approval at the 77th Annual General Meeting of Shareholders held on February 24, 2017, to set the amount of basic remuneration at ¥250 million or less per year (excluding the employee salary portion paid to Directors who serve concurrently as employees), and, separately from this amount of remuneration, etc., to set the total amount of trust-type share-based remuneration for three fiscal years at ¥234 million or less and the amount of restricted share-based remuneration at ¥70 million or less per year (excluding the employee-portion salaries for Directors who concurrently serve as employees) for Directors (excluding Outside Directors and overseas residents; hereinafter referred to as “Eligible Director(s)”). In addition, continuation and partial revision of the trust-type share-based remuneration plan were resolved at the 80th Annual General Meeting of Shareholders held on February 26, 2020 and the 81st Annual General Meeting of Shareholders held on February 24, 2021, and the total amount was set at ¥100 million or less per fiscal year.

Each Eligible Director strives to improve the Group’s corporate value from the same long-term perspective as shareholders. For the purpose of ensuring the equality of shareholders and further increasing the transparency of corporate governance, the Company requests that shareholders approve the partial revisions to the details of this system.

The Company requests approval for changing the transfer restriction period for restricted shares granted to Eligible Directors from the current “period predetermined by the Board of Directors of the Company for a period between three to ten years” to a “period from the day when an Eligible Director receives shares allotted under the Allotment Agreement to the time immediately after he/she retires from the position predetermined by the Board of Directors of the Company among posts of officers and employees of the Company or its subsidiaries,” and making other necessary revisions.

In addition, as part of this revision to the transfer restriction period, the Company will change the total number of common shares to be issued or disposed of through this system from 450,000 shares or less per year to 146,000 shares or less per year, and the total amount of monetary claims to be paid for the allotment of restricted shares through this system from ¥70 million or less per year to ¥76 million or less per year based on fluctuations of the Company’s stock price and other matters.

The maximum limit on the remuneration amount under this proposal, the total number of the Company’s common shares to be issued or disposed of, and other conditions for granting restricted shares to Eligible Directors under this proposal were decided taking into account the above mentioned purposes, the business conditions of the Company, the Company’s policies on decisions regarding the details of individual Director’s remuneration etc. (please refer to [page 45 of the Company’s 82nd Business Report] for the details of this policy), and various other circumstances, and we consider these decisions to be appropriate.

Furthermore, if this proposal is approved as originally proposed, the Company proposes to also change the transfer restriction period in the same manner for restricted shares that have already been granted.

The number of Directors is currently eight (including four Outside Directors). Subject to the approval and adoption of Proposal No. 3, “Election of Eight Directors” as originally proposed, the number of Directors will be eight (including four Outside Directors).

If this proposal is approved and adopted as originally proposed, the overview of the Company’s restricted share-based remuneration system will be as follows.

1. Payment associated with issuance of restricted shares

The Eligible Directors shall pay, every fiscal year in principle, all monetary remuneration claims to be provided in the form of property contributed in kind, in accordance with the resolution of the Board of Directors of the Company, and shall, in return, receive common shares of the Company that shall be issued or disposed of by the Company.

2. Number of restricted shares allotted to the Eligible Directors

The total number of common shares issued or disposed of by the Company to the Eligible Directors under this system shall be up to a maximum of 146,000 shares per year (however, if, on or after the day on which this proposal is approved and adopted, the Company performs a share split (including allotment of its common shares without contribution) or a reverse share split of its common shares, or any other reason arises necessitating an adjustment to the total number of the common shares of the Company to be issued or disposed of as restricted shares, the relevant total number shall be reasonably adjusted), and the total amount of monetary remuneration claims to be paid for the allotment of the restricted shares shall be ¥76 million or less per year (excluding the employee salary portion paid to Directors who serve concurrently as employees).

The amount to be paid in per share shall be determined by the Board of Directors based on the closing price of the Company's common shares on the Tokyo Stock Exchange on the business day immediately before each date of relevant resolution by the Board of Directors (if there is no closing price on such date, the closing price on the closest preceding trading day) within the extent that the amount will not be particularly advantageous to Eligible Directors who subscribe these common shares.

3. Restricted shares allotted to the Eligible Directors

The allotment shall be conditional that an agreement on allotment of shares with transfer restrictions including the following provisions (hereinafter referred to as the "Allotment Agreement") shall be entered into between the Company and the Eligible Directors.

(1) Transfer restriction period

Eligible Directors shall not transfer, put up as collateral, or otherwise, dispose of (hereinafter referred to as the "Transfer Restrictions") the Company's common shares allotted under the Allotment Agreement (hereinafter referred as the "Allotted Shares") for a period from the day on which shares are allotted under the Allotment Agreement to the time immediately after March 1 which comes first after the Eligible Director retires from the position predetermined by the Board of Directors of the Company among posts of officers and employees of the Company or its subsidiaries (hereinafter referred to as the "Transfer Restriction Period").

(2) Treatment on retirement from the position

If an Eligible Director retires from the position predetermined by the Board of Directors of the Company among posts of officers and employees of the Company or its subsidiaries before the expiration of a period predetermined by the Board of Directors of the Company (hereinafter referred to as the "Service Period"), the Company shall acquire, by rights, the Allotted Shares without contribution, unless the reason for his/her retirement from office is the expiration of the term, death, or any other justifiable reason.

(3) Lifting of the Transfer Restrictions

The Company shall lift the Transfer Restrictions of all of the Allotted Shares upon expiration of the Transfer Restriction Period, on the condition that the Eligible Director has remained in the position predetermined by the Board of Directors of the Company among posts of officers and employees of the Company or its subsidiaries throughout the Service Period. However, (1) if the Eligible Director retires from the position predetermined by the Board of Directors of the Company among posts of officers and employees of the Company or its subsidiaries before the expiration of the Service Period due to any justifiable reason, or (2) even after the expiration of the Service Period, the Eligible Director retires from the position predetermined by the Board of Directors due to any reason other than justifiable reasons before the expiration of the Transfer Restriction Period, the Company shall rationally adjust the number of the Allotted Shares on which the Transfer Restrictions are to be lifted, and the timing of lifting as needed. In addition, the Company shall acquire, by rights, without contribution the Allotted Shares on which the Transfer Restrictions have not been lifted as of the time immediately after the Transfer Restrictions were lifted in accordance with the above provisions.

(4) Treatment during reorganization, etc.

Notwithstanding the provision of (1) above, if, during the Transfer Restriction Period, matters relating to a merger agreement in which the Company is the disappearing company, a share exchange agreement or share transfer plan in which the Company becomes a wholly owned subsidiary, or other reorganization, etc. are approved at the Company's General Meeting of Shareholders (or at a meeting of its Board of Directors in cases where approval at the Company's General Meeting of Shareholders is not required in relation to the reorganization, etc.), the Company shall lift the Transfer Restrictions on the Allotted Shares with the number of shares that is reasonably determined considering the period from the start date of the Transfer Restriction Period to the date of approval of the reorganization, etc. prior to the date on which the reorganization, etc. becomes effective, by resolution of the Board of Directors of the Company. In addition, in cases where it is provided above, the Company shall acquire, by rights, without contribution the Allotted Shares on which the Transfer Restrictions have not been lifted as of the time immediately after the Transfer Restrictions were lifted.

(5) Other matters

Other matters on the Allotment Agreement shall be stipulated by the Board of Directors of the Company.

(Reference)

The Company is planning to allot restricted shares similar to the above restricted shares to Managing Executive Officers of the Company and Directors of its subsidiaries at or after the conclusion of this General Meeting of Shareholders.

End