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(Stock Exchange Code: 4634)
March 1, 2022

To Shareholders with Voting Rights:

Satoru Takashima
President, Representative Director
TOYO INK SC HOLDINGS CO., LTD.
2-2-1 Kyobashi, Chuo-ku, Tokyo

NOTICE OF THE 184th ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

Please be informed that the 184th Annual General Meeting of Shareholders of TOYO INK SC HOLDINGS CO., LTD. (the “Company”) will be held as follows.

We have decided to hold this year’s Annual General Meeting of Shareholders while taking appropriate measures to prevent the spread of the COVID-19.

In order to prevent the spread of the infection, shareholders are requested to refrain from attending the General Meeting of Shareholders as much as possible and exercise their voting rights in advance in writing or via the Internet, etc.

Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by following the instructions below by 5:00 p.m. on Tuesday, March 22, 2022, Japan time.

[Exercise of Voting Rights in Writing]

Please indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and return it by the above deadline.

[Exercise of Voting Rights via electromagnetic means (the Internet)]

Upon reviewing the “Instructions for Exercise of Voting Rights” (Japanese version only), please access the “Smart Exercise” website for smartphones or the voting rights exercise website (<https://www.web54.net>) designated by the Company and vote for or against the proposals by the above deadline.

- 1. Date and Time:** Wednesday, March 23, 2022 at 10:00 a.m. Japan time
2. Place: Conference room on the 29th floor of the Company located at
2-2-1 Kyobashi, Chuo-ku, Tokyo, Japan

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company’s 184th Fiscal Year (January 1, 2021 - December 31, 2021) and results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company’s 184th Fiscal Year (January 1, 2021 - December 31, 2021)

Proposals to be resolved:

- Proposal 1:** Appropriation of Surplus
Proposal 2: Partial Amendments to the Articles of Incorporation
Proposal 3: Election of 7 Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)
Proposal 4: Election of 4 Directors Who Are Audit & Supervisory Committee Members
Proposal 5: Setting of Amount of Compensation for Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)
Proposal 6: Setting of Amount of Compensation for Directors Who Are Audit & Supervisory Committee Members
Proposal 7: Determination of Matters concerning Compensation, etc. related to Restricted Stock for Directors, etc. (Excluding Directors Who Are Audit & Supervisory Committee Members and Outside Directors)

1. When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
2. If you exercise your voting rights both by mailing the Voting Rights Exercise Form and via the Internet, only the vote placed via the Internet is deemed valid.
3. Should the Reference Documents for the General Meeting of Shareholders, Business Report, Notes to Consolidated Financial Statements and Notes to Non-Consolidated Financial Statements require revisions, the revised versions will be posted on the Company's website (<https://scho.toyoinkgroup.com/ja/ir/archives/mtg.html>).

<Requests to Shareholders> - Measures to Prevent the Spread of COVID-19 -

- The number of available seats will be limited as we plan to offer more space between seats compared with previous years to reduce the risk of infection. Please be advised that you may not be able to enter the venue depending on the circumstances of the day. We appreciate your understanding.
- Shareholders attending the meeting are asked to bring and wear a mask.
- We will provide alcohol-based hand sanitizers near the reception desk. Please disinfect your hands and fingers before entering the venue.
- All attendees are asked to check their body temperature at the entrance of the venue. We may ask those who have a fever or appear to be in poor health to refrain from entering the venue.
- The Company's officers attending the meeting and operation staff of the meeting will wear a mask.
- If there is a major change in the operation of the meeting due to the status of the spread of infection or announcements by the government or other institutions up to the day of the meeting, the Company will post a notification on its website.
- We will not prepare souvenirs. We appreciate your understanding.

<Live Video Streaming of the Annual General Meeting of Shareholders>

Live video streaming of the meeting will be available on the Internet.
Please refer to page 3 for details on how to view the video.

<Video Streaming of the Annual General Meeting of Shareholders at a later date>

The video of the meeting will be available on the Newsroom section of the Company's website at a later date.

<Internet Live Video Streaming of the 184th Annual General Meeting of Shareholders>

From the perspective of preventing the spread of COVID-19, we kindly request shareholders to refrain from attending this year's meeting in person. However, since we recognize the Annual General Meetings of Shareholders are important contact events with our shareholders, the Company will live stream the meeting to allow as many shareholders as possible to view the meeting.

The live streaming will be a hybrid virtual shareholder meeting (participation type) wherein shareholders are able to view only. Therefore, voting rights cannot be exercised by live streaming. Shareholders viewing the live streaming are requested to exercise their voting rights in advance. In addition, shareholders are not able to propose any motions, vote on any motions, or ask questions. We appreciate your understanding.

Instead, shareholders are able to ask questions beforehand via our live streaming website. Each shareholder can submit up to two questions (200 characters maximum each). We will do our best to try to answer as many questions that we receive as possible in the meeting. However, we may not be able to answer every question due to operational circumstances. We appreciate your understanding.

<Live Streaming Website>

<https://sanka55.jp/toyoinkgroupl84>

How to Login: Please enter (1) Shareholder Reference Number and (2) postal code (seven-figure number, no hyphen) to view the live streaming.

- * **When mailing the Voting Rights Exercise Form, please write down your Shareholder Reference Number for future reference before mailing the form.**

Live Streaming Start Date and Time:

Wednesday, March 23, 2022 at 10 a.m. Japan Time (Viewing is available 30 minutes before the start time.)

Submission Period for Advance Questions:

From Wednesday, March 2, 2022 at 9 a.m. Japan Time to Wednesday, March 16, 2022 at 5 p.m. Japan Time

<Notes for the Hybrid Virtual Shareholder Meeting (Participation Type)>

- * Since the meeting is a hybrid virtual shareholder meeting (participation type), the exercising of voting rights cannot be conducted on the live streaming website during live streaming.
- * We will take all possible measures to ensure a proper connection environment. However, the live streaming may be cut off due to the connection situation, etc. The Company is not responsible for disadvantages incurred to shareholders due to disconnection. We appreciate your understanding.
- * Shareholders are asked to bear the communication cost for viewing the live streaming.
- * The Company will do its best to not record shareholders who attend the meeting in person in consideration of their portrait rights, privacy, etc. However, the shareholders may be recorded unavoidably. We appreciate your understanding.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

Based on the Basic Shareholder Return Policy below, the year-end dividend for the fiscal year is proposed as follows by considering the business results for the fiscal year, enhancement of financial structure and future business development.

- (1) Type of dividend property
Cash
- (2) Matters concerning the allotment of dividend property and the total amount thereof
¥45 per share of common stock of the Company
Total amount: ¥2,513,078,370
- (3) Effective date of distribution of surplus
March 24, 2022

<Basic Shareholder Return Policy>

The Group aims to realize sustainable growth by continuously increasing the satisfaction of all stakeholders including shareholders in the long-term perspective through enriching the lives and cultures of people throughout the world.

The Company's basic policy for dividends is to maintain stable dividend, while also taking into account ensuring a solid business foundation over the long term.

Therefore, in the period covered by the current medium-term management plan (2021 to 2023), the Company sets the current dividend (annual dividend is ¥90) at the lowest price. However, the dividend may be reviewed according to business results. While the basic policy is providing stable dividends, the Company will work on shareholder returns through measures such as the agile purchase of treasury shares in comprehensive consideration of various factors such as cash flow and internal reserves.

The Company's policy for internal reserves is to use them for capital expenditure in our flagship businesses and prospective business fields as well as research and development that can contribute to future profit growth.

(Reference) Transition of Dividends



Proposal 2: Partial Amendments to the Articles of Incorporation

1. Reasons for the proposal

- (1) In order to prepare for the expansion of the business of the Company and its subsidiaries and the diversification of our business line in the future, necessary amendments shall be made to the objects of business within Article 2.
- (2) The amended provisions stipulated in the proviso to Article 1 of the supplementary provisions of the “Act Partially Amending the Companies Act” (Act No. 70 of 2019) will be enforced on September 1, 2022. Accordingly, in order to prepare for the introduction of the system for providing general shareholder meeting materials in electronic format, the Articles of Incorporation of the Company shall be amended as follows.
 - 1) The proposed Article 16, Paragraph 1 provides that information contained in the reference materials for the general meeting of shareholders, etc. shall be provided in electronic format.
 - 2) The purpose of the proposed Article 16, Paragraph 2 is to establish a provision to limit the scope of matters to be included in the paper copy to be sent to shareholders upon request.
 - 3) The provisions related to the disclosure via internet of reference document for general meeting of shareholders, etc., and deemed provision (Article 16 of the current Articles of Incorporation) will become unnecessary and will therefore be deleted.
 - 4) In line with the above establishment and deletion of the provisions, supplementary provisions related to the effective date, etc. shall be established.
- (3) In order to improve corporate value, the Company intends to speed up and streamline management decisions and business execution by having the Board of Directors delegate authority to make decisions on business execution to the Directors. Having Audit & Supervisory Committee Members who are directors exercise voting rights at the Board of Directors will enhance the fairness and transparency of management and strengthen the supervisory function of the Board of Directors from the perspective of further strengthening corporate governance. Accordingly, the Company proposes to shift to a Company with an Audit & Supervisory Committee. The amendments include the establishment of new provisions regarding Audit & Supervisory Committee Members and the Audit & Supervisory Committee, which are necessary for shifting to a Company with an Audit & Supervisory Committee, new provisions regarding delegation of authority to Directors for decisions regarding the execution of important businesses, and deletion of provisions regarding Audit & Supervisory Board Members and Audit & Supervisory Board.
- (4) In addition, amendments will be made to article numbers, wording and others required in line with the above-mentioned amendments.

2. Details of amendments

The details of the amendments are as follows.

The amendments to the Articles of Incorporation in this Proposal shall become effective at the conclusion of this General Meeting of Shareholders.

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed Amendments
CHAPTER I. GENERAL PROVISIONS (Objects)	CHAPTER I. GENERAL PROVISIONS (Objects)
Article 2 The objects of the Company shall be to engage in the following businesses and to control and manage the business activities of companies (including foreign companies) and partnerships engaged in the following businesses by holding shares or equity in such companies and partnerships:	Article 2 The objects of the Company shall be to engage in the following businesses and to control and manage the business activities of companies (including foreign companies,) and partnerships engaged in the following businesses by holding shares or equity in such companies and partnerships:
1. - 19. (Omitted)	1. - 19. (Unchanged)
(Newly established)	<u>20. The following businesses that utilize IT incidental or related to the foregoing items</u>
	<u>(1) Telecommunications business and service business related to various forms of information provision, information collection, information processing, and information communication;</u>
	<u>(2) Planning, designing, development,</u>

Current Articles of Incorporation	Proposed Amendments
<p>20. - 23. (Omitted) (2) (Omitted) (3) (Omitted) (Organs) Article 4 The Company shall have the following organs in addition to the General Meeting of Shareholders and Directors:</p> <ol style="list-style-type: none"> 1. Board of Directors 2. <u>Audit & Supervisory Board Members</u> 3. <u>Audit & Supervisory Board</u> 4. Accounting Auditor <p style="text-align: center;">CHAPTER III. GENERAL MEETING OF SHAREHOLDERS</p> <p><u>(Disclosure via Internet of Reference Document for General Meeting of Shareholders, etc., and Deemed Provision)</u></p> <p>Article 16 <u>In convening a general meeting of shareholders, the Company may deem to have provided the shareholders with information pertaining to matters to be specified or displayed in the reference document for shareholders meeting, business reports, financial statements, and consolidated financial statements by disclosing it by a method using the Internet in accordance with the applicable Ordinance of the Ministry of Justice.</u> (Newly established)</p> <p style="text-align: center;">CHAPTER IV. DIRECTORS AND BOARD OF DIRECTORS</p> <p>(Number of Directors) Article 21 The Company shall have not more than <u>twenty-two (22)</u> Directors. (Newly established)</p>	<p><u>manufacturing, sales, maintenance, operation and management of application system software and digital content; and</u> (3) <u>Sales of various products utilizing IT and establishment and operation of EC (electronic commerce) websites</u> 21. - 24. (Unchanged) (2) (Unchanged) (3) (Unchanged) (Organs) Article 4 The Company shall have the following organs in addition to the General Meeting of Shareholders and Directors:</p> <ol style="list-style-type: none"> 1. Board of Directors 2. <u>Audit & Supervisory Committee</u> (Deleted) 3. Accounting Auditor <p style="text-align: center;">CHAPTER III. GENERAL MEETING OF SHAREHOLDERS (Deleted)</p> <p><u>(Arrangement of Electronic Provision, etc.)</u> Article 16 <u>In convening a general meeting of shareholders, the Company shall provide information contained in the reference materials for the general meeting of shareholders, etc. in electronic format.</u> (2) <u>Among the matters to be provided in electronic format, the Company may choose not to include all or part of the matters stipulated in the Ordinance of the Ministry of Justice in the paper copy to be sent to shareholders who have requested it by the record date for voting rights.</u> CHAPTER IV. DIRECTORS AND BOARD OF DIRECTORS</p> <p>(Number of Directors) Article 21 The Company shall have not more than <u>fifteen (15) Directors (excluding Directors who are Audit & Supervisory Committee Members).</u> (2) <u>The Company shall have not more than five (5) Directors who are Audit & Supervisory Committee Members.</u></p>

Current Articles of Incorporation	Proposed Amendments
<p>(Method of Election) Article 22 Directors shall be elected at a general meeting of shareholders.</p> <p>(2) (Omitted) (3) (Omitted) (Representative Director and Directors with Specific Titles) Article 23 The Board of Directors shall elect a representative director by its resolution.</p> <p>(2) The Board of Directors may, by a resolution of the Board of Directors, elect one (1) President-Director, one (1) Chairman of the Board of Directors, one (1) or more Vice-President Director(s), Senior Managing Director(s) (Senmu-torishimariyaku) and Managing Director(s) (Jomu-torishimariyaku).</p> <p>(Term of Office) Article 24 The term of office of Directors shall expire at the conclusion of the ordinary general meeting of shareholders held for the last closing of accounts within one (1) year from their assumption of office.</p> <p>(Newly established)</p> <p>(Convocation of the Board of Directors) Article 25 The President shall convene the Board of Directors. Should the President be unable to so act, one of the other Directors shall act in his/her place in the order predetermined by the Board of Directors.</p> <p>(Notice of Convocation of Meetings of the Board of Directors) Article 26 A notice of convocation of a meeting of the Board of Directors shall be sent to each Director <u>and each Audit & Supervisory Board Member</u> no later than three (3) days prior to the date of the meeting. Provided, however, in the case of emergency, the notice period thereof may be shortened.</p>	<p>(Method of Election) Article 22 Directors shall be elected at a general meeting of shareholders <u>by distinguishing between Directors who are Audit & Supervisory Committee Members and other Directors.</u></p> <p>(2) (Unchanged) (3) (Unchanged) (Representative Director and Directors with Specific Titles) Article 23 The Board of Directors shall elect a representative director <u>from among the Directors (excluding Directors who are Audit & Supervisory Committee Members)</u> by its resolution.</p> <p>(2) The Board of Directors may, by a resolution of the Board of Directors, elect one (1) President-Director, one (1) Chairman of the Board of Directors, one (1) or more Vice-President Director(s), Senior Managing Director(s) (Senmu-torishimariyaku) and Managing Director(s) (Jomu-torishimariyaku) <u>from among the Directors (excluding Directors who are Audit & Supervisory Committee Members).</u></p> <p>(Term of Office) Article 24 The term of office of Directors <u>(excluding Directors who are Audit & Supervisory Committee Members)</u> shall expire at the conclusion of the ordinary general meeting of shareholders held for the last closing of accounts within one (1) year from their assumption of office.</p> <p><u>(2) The term of office of Directors who are Audit & Supervisory Committee Members shall expire at the conclusion of the ordinary general meeting of shareholders held for the last closing of accounts within two (2) year from their assumption of office.</u></p> <p>(Convocation of the Board of Directors) Article 25 The President-Director shall convene the Board of Directors <u>unless otherwise stipulated in laws and regulations.</u> Should the President-Director be unable to so act, one of the other Directors shall act in his/her place in the order predetermined by the Board of Directors.</p> <p>(Notice of Convocation of Meetings of the Board of Directors) Article 26 A notice of convocation of a meeting of the Board of Directors shall be sent to each Director no later than three (3) days prior to the date of the meeting. Provided, however, in the case of emergency, the notice period thereof may be shortened.</p>

Current Articles of Incorporation (Newly established)	Proposed Amendments
	<p><u>(Delegation of the Decision on the Execution of Important Businesses)</u> <u>Article 28</u>The Company may, pursuant to the provisions of <u>Article 399-13, Paragraph 6 of the Companies Act</u>, delegate all or some of the decisions on the execution of important businesses (excluding the matters listed in each item of <u>Paragraph 5 of the same Article</u>) to Directors by a resolution of the Board of Directors.</p>
(General Counsel) Article <u>28</u> (Omitted)	(General Counsel) Article <u>29</u> (Unchanged)
(Rules of the Board of Directors) Article <u>29</u> (Omitted)	(Rules of the Board of Directors) Article <u>30</u> (Unchanged)
(Remuneration, etc.) Article <u>30</u> Financial benefits received by directors as a consideration for execution of duties, including, but not limited to, remuneration and bonus for directors, <u>(hereinafter referred to as “remuneration, etc.”)</u> shall be fixed by a resolution of a general meeting of shareholders.	(Remuneration, etc.) Article <u>31</u> Financial benefits received by directors as a consideration for execution of duties, including, but not limited to, remuneration and bonus for directors shall be fixed by a resolution of a general meeting of shareholders <u>distinguishing between Directors who are Audit & Supervisory Committee Members and other Directors.</u>
(Exemption from Liability of Directors) Article <u>31</u> (Omitted)	(Exemption from Liability of Directors) Article <u>32</u> (Unchanged)
<u>CHAPTER V. AUDIT & SUPERVISORY BOARD MEMBERS AND AUDIT & SUPERVISORY BOARD</u>	(Deleted)
<u>(Number of Audit & Supervisory Board Members)</u>	(Deleted)
Article <u>32</u> The Company shall have not more than <u>five (5) Audit & Supervisory Board Members.</u>	
<u>(Method of Election)</u>	(Deleted)
Article <u>33</u> <u>Audit & Supervisory Board Members shall be elected at a general meeting of shareholders.</u> <u>(2) Resolutions for election of the Audit & Supervisory Board Members shall be adopted by a majority of votes cast at a general meeting of shareholders at which shareholders representing one third (1/3) or more of the shareholders who are entitled to exercise their votes are present.</u>	
<u>(Term of Office)</u>	(Deleted)
Article <u>34</u> The term of office of <u>Audit & Supervisory Board Members shall expire at the conclusion of the ordinary general meeting of shareholders held for the last closing of accounts within four (4) years from their assumption of office.</u>	
<u>(Full-Time Audit & Supervisory Board Member(s))</u>	(Deleted)

Current Articles of Incorporation	Proposed Amendments
<u>Article 35 Audit & Supervisory Board shall elect a full-time Audit & Supervisory Board Member(s) by its resolution.</u>	

Current Articles of Incorporation	Proposed Amendments
<u>(Notice of Convocation of Audit & Supervisory Board)</u>	(Deleted)
<u>Article 36</u> A notice of convocation of Audit & Supervisory Board shall be sent to each Audit & Supervisory Board Member no later than three (3) days prior to the date of the meeting. Provided, however, in the case of emergency, the notice period thereof may be shortened.	(Deleted)
<u>(Resolutions of Audit & Supervisory Board)</u>	(Deleted)
<u>Article 37</u> Except as otherwise required by the applicable laws and regulations, resolutions of Audit & Supervisory Board shall be adopted by a majority of the votes of Statutory Auditors.	(Deleted)
<u>(Rules of Audit & Supervisory Board)</u>	(Deleted)
<u>Article 38</u> Matters concerning Audit & Supervisory Board shall be as provided by the applicable laws and regulations and these Articles of Incorporation and otherwise by the Rules of Audit & Supervisory Board prescribed by Audit & Supervisory Board.	(Deleted)
<u>(Remuneration, etc.)</u>	(Deleted)
<u>Article 39</u> Remuneration, etc., of Audit & Supervisory Board Members shall be fixed by a resolution of a general meeting of shareholders.	(Deleted)
<u>(Exemption from Liability of Audit & Supervisory Board Members)</u>	(Deleted)
<u>Article 40</u> Pursuant to provisions of Article 426, Paragraph 1 of the Companies Act, the Company may exempt, by a resolution of the Board of Directors, Audit & Supervisory Board Members (including former Audit & Supervisory Board Members) from liability for damages caused by neglecting their duties to the extent permitted by the applicable laws and regulations.	
<u>(2)</u> Pursuant to provisions of Article 427, Paragraph 1 of the Companies Act, the Company may enter into a contract with Audit & Supervisory Board Members to limit the liability for damages caused by neglecting duties; provided, however, that the limit of liability under such a contract shall be the amount provided by applicable laws and regulations.	
(Newly established)	
(Newly established)	<p style="text-align: center;"><u>CHAPTER V. AUDIT & SUPERVISORY COMMITTEE</u></p>
	<u>(Full-Time Audit & Supervisory Committee Member(s))</u>
	<u>Article 33</u> The Audit & Supervisory Committee may elect one or more full-time Audit & Supervisory Committee Member(s) by its resolution.

Current Articles of Incorporation	Proposed Amendments
(Newly established)	<u>(Notice of Convocation of the Audit & Supervisory Committee)</u>
(Newly established)	<u>Article 34</u> notice of convocation of a meeting of the <u>Audit & Supervisory Committee shall be sent to each Audit & Supervisory Committee Member no later than three (3) days prior to the date of the meeting. Provided, however, in the case of emergency, the notice period thereof may be shortened.</u>
(Newly established)	<u>(Resolutions of the Audit & Supervisory Committee)</u> <u>Article 35</u> Resolutions of the Audit & Supervisory Committee shall be adopted by a majority of the votes of the Audit & Supervisory Committee Members present at a meeting of the Audit & Supervisory Committee at which a majority of the Audit & Supervisory Committee Members entitled to participate in the vote is present.
(Newly established)	<u>(Rules of the Audit & Supervisory Committee)</u> <u>Article 36</u> Matters concerning the Audit & Supervisory Committee shall be as provided by the applicable laws and regulations and these Articles of Incorporation and otherwise by the Rules of the Audit & Supervisory Committee prescribed by the Audit & Supervisory Committee.
CHAPTER VI. ACCOUNTING AUDITORS	CHAPTER VI. ACCOUNTING AUDITORS
(Method of Election)	(Method of Election)
Article <u>41</u> (Omitted)	Article <u>37</u> (Unchanged)
(Term of Office)	(Term of Office)
Article <u>42</u> (Omitted)	Article <u>38</u> (Unchanged)
CHAPTER VII. ACCOUNTING	CHAPTER VII. ACCOUNTING
(Fiscal Year)	(Fiscal Year)
Article <u>43</u> (Omitted)	Article <u>39</u> (Unchanged)
(Record Date for Distribution of Dividends of Surplus)	(Record Date for Distribution of Dividends of Surplus)
Article <u>44</u> (Omitted)	Article <u>40</u> (Unchanged)
(Interim Dividends)	(Interim Dividends)
Article <u>45</u> (Omitted)	Article <u>41</u> (Unchanged)
(Exclusion Period for Payment of Dividends)	(Exclusion Period for Payment of Dividends)
Article <u>46</u> (Omitted)	Article <u>42</u> (Unchanged)
(Newly established)	<u>SUPPLEMENTARY PROVISIONS</u>
(Newly established)	<u>(Transitional Measures for Exemption from Liability of Audit & Supervisory Board Members)</u> <u>Article 1</u> The Company may exempt, by a resolution of the Board of Directors, Audit & Supervisory Board Members (including former Audit & Supervisory Board Members) from liability for damages prescribed in Article 423, Paragraph 1 of the Companies Act concerning acts before the conclusion of the 184th Ordinary General Meeting of Shareholders to

Current Articles of Incorporation	Proposed Amendments
(Newly established)	<p><u>the extent permitted by the applicable laws and regulations.</u></p> <p><u>(Transitional Arrangements for Electronic Provision, etc.)</u></p> <p><u>Article 2 The deletion of Article 16 (Disclosure via Internet of Reference Document for General Meeting of Shareholders, etc., and Deemed Provision) of the Articles of Incorporation before the amendments by the resolution of the 184th Ordinary General Meeting of Shareholders and new establishment of the amended Article 16 (Arrangement of Electronic Provision, etc.) of these Articles of Incorporation shall come into effect on the date of enforcement of the amended provisions stipulated in the proviso to Article 1 of the supplementary provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) (the “Effective Date”).</u></p> <p><u>(2) Notwithstanding the provisions of the preceding paragraph, Article 16 of the Articles of Incorporation before the amendments by the resolution of the 184th Ordinary General Meeting of Shareholders shall remain in force with respect to a general meeting of shareholders to be held on a date within six months from the Effective Date.</u></p> <p><u>3) This Article shall be deleted after the lapse of six months from the Effective Date or the lapse of three months from the date of the general meeting of shareholders set forth in the preceding paragraph, whichever is later.</u></p>

Proposal 3: Election of 7 Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)

The Company will shift to a Company with an Audit & Supervisory Committee, subject to the approval of Proposal 2 “Partial Amendments to the Articles of Incorporation.” The terms of office of all current 10 Directors will expire at the conclusion of this year’s Annual General Meeting of Shareholders. Accordingly, the Company proposes the election of 7 Directors (excluding Directors who are Audit & Supervisory Committee Members).

The resolution under this proposal shall take effect on the condition that amendments to the Articles of Incorporation related to the shift to a Company with an Audit & Supervisory Committee in Proposal 2 “Partial Amendments to the Articles of Incorporation” become effective.

The candidates for Directors (excluding Directors who are Audit & Supervisory Committee Members) are as follows:

No.	Name	Term of office	Current positions at the Company	Attendance at meetings of the Board of Directors
1	Katsumi Kitagawa <u>Reappointment</u>	16 years and 9 months	Chairman, Representative Director	100% (17/17 meetings)
2	Satoru Takashima <u>Reappointment</u>	8 years and 9 months	President, Representative Director	100% (17/17 meetings)
3	Hiroya Aoyama <u>Reappointment</u>	12 years and 9 months	Senior Managing Director	100% (17/17 meetings)
4	Hiroyuki Hamada <u>Reappointment</u>	5 years and 9 months	Managing Director	100% (17/17 meetings)
5	Shingo Kaneko <u>Reappointment</u> <u>Outside Director</u>	2 years	Director	88% (15/17 meetings)
6	Chise Onodera <u>Reappointment</u> <u>Outside Director</u> <u>Independent</u>	1 year	Director	100% (17/17 meetings)
7	Jusuke Ikegami <u>New appointment</u> <u>Outside Director</u> <u>Independent</u>	-	Audit & Supervisory Board Member	100% (17/17 meetings)

No.	Name (Date of birth)	Past experience, positions, and responsibilities	Number of shares of the Company held
1	<p>Katsumi Kitagawa (September 26, 1953)</p> <p>Attendance at meetings of the Board of Directors 100% (17/17 meetings)</p> <p><u>Reappointment</u></p>	<p>April 1977 Joined the Company May 2000 General Manager of Corporate Planning Division of the Company</p> <p>March 2002 Factory Manager of Kawagoe Factory, Polymer Business Administration Department, Chemical Business HQ of the Company</p> <p>June 2004 Operating Officer of the Company June 2005 Director of the Company June 2008 Executive Operating Officer of the Company April 2009 Vice President, Director of the Company June 2009 Vice President, Representative Director of the Company</p> <p>April 2011 President, Representative Director of the Company April 2014 Group CEO of the Company (to present) March 2020 Chairman, Representative Director of the Company (to present)</p>	44,499
<p>Reasons for nomination as a candidate for Director (excluding Directors who are Audit & Supervisory Committee Members):</p> <p>Since assuming the office of President, Representative Director of the Company in 2011, Mr. Katsumi Kitagawa has demonstrated strong leadership and has been undertaking the business execution and supervising function on the Company's overall management. In addition, he has been undertaking the business execution and supervising function on the Group's overall management as Group CEO from 2014. The Company requests his election as Director with the expectation that he will fulfill his duties as Director who is not an Audit & Supervisory Committee Member of the Company and undertake the supervising function on the Company's overall management, while taking the initiative in enhancing the corporate value of the Group.</p>			
2	<p>Satoru Takashima (April 18, 1960)</p> <p>Attendance at meetings of the Board of Directors 100% (17/17 meetings)</p> <p><u>Reappointment</u></p>	<p>April 1984 Joined the Company December 2004 President & Representative Director of Toyo Ink (Thailand) Co., Ltd.</p> <p>April 2011 General Manager of Corporate Planning Division of the Company</p> <p>June 2012 Operating Officer of the Company June 2013 Director of the Company April 2014 President & Representative Director of TOYOCHEM CO., LTD.</p> <p>June 2016 Managing Director of the Company March 2019 Senior Managing Director of the Company March 2020 President, Representative Director of the Company (to present) March 2020 Group COO of the Company (to present)</p>	21,825
<p>Reasons for nomination as a candidate for Director (excluding Directors who are Audit & Supervisory Committee Members):</p> <p>After assuming key positions mainly in the corporate planning division and at major domestic and overseas affiliate companies, Mr. Satoru Takashima assumed the office of President, Representative Director and Group COO of the Company in 2020. Since then, he has demonstrated strong leadership and has been undertaking the business execution and supervising function on the Company's overall management as well as the Group's overall management. The Company requests his election as Director who is not an Audit & Supervisory Committee Member with the expectation that he will fulfill his duties as Director of the Company and undertake the supervising function on the Company's overall management, while taking the initiative in enhancing the corporate value of the Group.</p>			

No.	Name (Date of birth)	Past experience, positions, and responsibilities	Number of shares of the Company held
3	<p>Hiroya Aoyama (April 2, 1956)</p> <p>Attendance at meetings of the Board of Directors 100% (17/17 meetings)</p> <p><u>Reappointment</u></p>	<p>April 1979 Joined the Company</p> <p>February 2001 General Manager of Human Resources Department of the Company</p> <p>June 2007 Operating Officer of the Company</p> <p>June 2009 Director of the Company</p> <p>July 2011 Supervisor of Human Resources Department, Finance & Accounting Department, General Affairs Department, Corporate Communication Department and Internal Audit Department of the Company (to present)</p> <p>June 2013 Managing Director of the Company</p> <p>June 2015 Senior Managing Director of the Company (to present)</p>	21,720
<p>Reasons for nomination as a candidate for Director (excluding Directors who are Audit & Supervisory Committee Members):</p> <p>After assuming key positions mainly in the human resources division, Mr. Hiroya Aoyama assumed office of Director of the Company in 2009. Since then, he has been executing business with his high capabilities and expertise regarding human resource strategy and financial strategy, while supervising the Company's management. The Company requests his election as Director who is not an Audit & Supervisory Committee Member with the expectation that he will appropriately fulfill his duties as Director of the Company and utilize his knowledge in such fields for supervising the Company's management.</p>			
4	<p>Hiroyuki Hamada (July 19, 1958)</p> <p>Attendance at meetings of the Board of Directors 100% (17/17 meetings)</p> <p><u>Reappointment</u></p>	<p>April 1981 Joined the Company</p> <p>September 2005 General Manager of Corporate Administration Department of the Company</p> <p>July 2012 President, Representative Director of TOYO INK EUROPE S. A.S.</p> <p>June 2013 Operating Officer of the Company</p> <p>June 2015 Executive Operating Officer of the Company</p> <p>June 2016 Director of the Company</p> <p>June 2016 General Manager of Corporate Planning Division of the Company (to present)</p> <p>March 2019 Managing Director of the Company (to present)</p> <p>March 2021 Supervisor of Legal Affairs of the Company (to present)</p>	6,403
<p>Reasons for nomination as a candidate for Director (excluding Directors who are Audit & Supervisory Committee Members):</p> <p>After assuming key positions mainly in the corporate administration division and overseas affiliate company, Mr. Hiroyuki Hamada assumed the office of Director of the Company in 2016. Since then, he has been executing business with his high capabilities and expertise in the management strategy, while supervising the Company's management. The Company requests his election as Director who is not an Audit & Supervisory Committee Member with the expectation that he will appropriately fulfill his duties as Director of the Company and utilize his knowledge in such fields for supervising the Company's management.</p>			

No.	Name (Date of birth)	Past experience, positions, and responsibilities	Number of shares of the Company held
5	<p>Shingo Kaneko (November 25, 1950)</p> <p>Attendance at meetings of the Board of Directors 88% (15/17 meetings)</p> <p><u>Reappointment</u> <u>Outside Director</u></p>	<p>April 1973 Joined TOPPAN PRINTING CO., LTD. June 2003 Director of TOPPAN PRINTING CO., LTD. June 2006 Managing Director of TOPPAN PRINTING CO., LTD. June 2008 Senior Managing Director of TOPPAN PRINTING CO., LTD. June 2009 Vice President & Representative Director of TOPPAN PRINTING CO., LTD. June 2010 President & Representative Director of TOPPAN PRINTING CO., LTD. June 2019 Chairman & Representative Director of TOPPAN PRINTING CO., LTD. (to present) March 2020 Outside Director of the Company (to present)</p> <p>Significant concurrent positions: Chairman & Representative Director of TOPPAN PRINTING CO., LTD.</p>	2,000
	<p>Reasons for nomination as a candidate for Outside Director (excluding Directors who are Audit & Supervisory Committee Members) and outline of the expected role: Mr. Shingo Kaneko has served as Director of TOPPAN PRINTING CO., LTD. for many years and assumed the office of President & Representative Director of the company in June 2010, thereby possessing a wealth of experience in and broad insight into such field as corporate management. Although he does not satisfy the criteria of independence for outside officers set forth by the Company, he has provided advice and instruction since assuming the office of Director of the Company in 2020 from an objective perspective for its overall management as a management professional well-versed in the industry, in consideration of the business environment surrounding the Group. The Company requests his election as Outside Director who is not an Audit & Supervisory Committee Member with the expectation that he will continue to provide useful advice and input for management of the Group based on his experience and knowledge.</p>		
6	<p>Chise Onodera (January 2, 1966)</p> <p>Attendance at meetings of the Board of Directors 100% (17/17 meetings)</p> <p><u>Reappointment</u> <u>Outside Director</u> <u>Independent</u></p>	<p>April 1997 Assistant Professor, Faculty of Management Policy, J. F. Oberlin University April 2005 Professor, School of Law, Tokai University April 2018 Professor, College of Law, Nihon University (to present) March 2019 Outside Audit & Supervisory Board Member of the Company March 2021 Outside Director of the Company (to present)</p> <p>Significant concurrent positions: Professor, College of Law, Nihon University</p>	1,500
	<p>Reasons for nomination as a candidate for Outside Director (excluding Directors who are Audit & Supervisory Committee Members) and outline of the expected role: Although Ms. Chise Onodera has no direct experience in corporate management other than as outside auditor or outside director, she possesses highly professional knowledge in the Insurance Act and the Companies Act along with distinguished insight as a jurist. Since assuming the office of Audit & Supervisory Board Member of the Company in 2019 and Director of the Company in 2021, she has been monitoring its management from an objective and neutral perspective. The Company requests her election as Outside Director who is not an Audit & Supervisory Committee Member with the expectation that she will continue to fulfill the role of supervising its management from a fair standpoint based on her experience and knowledge.</p>		

No.	Name (Date of birth)	Past experience, positions, and responsibilities	Number of shares of the Company held
7	<p>Jusuke Ikegami (August 4, 1966)</p> <p>Attendance at meetings of the Board of Directors 100% (17/17 meetings)</p> <p><u>New appointment</u> <u>Outside Director</u> <u>Independent</u></p>	<p>April 1993 Joined Boston Consulting Group</p> <p>June 2000 Director and COO of VerticalNet Japan Corp.</p> <p>June 2004 External Director of Pharma Network Co., Ltd.</p> <p>June 2006 Associate Professor of the Graduate School of Commerce, Waseda University</p> <p>June 2015 Outside Audit & Supervisory Board Member of the Company (to present)</p> <p>April 2017 Professor of the Graduate School of Business and Finance, Waseda University (to present)</p> <p>Significant concurrent positions: Professor of the Graduate School of Business and Finance, Waseda University</p>	3,200
<p>Reasons for nomination as a candidate for Outside Director (excluding Directors who are Audit & Supervisory Committee Members) and outline of the expected role:</p> <p>In addition to a specialist knowledge as a researcher in corporate strategies and marketing, Mr. Jusuke Ikegami possesses management experience in other companies outside the Group. Since assuming the office of Audit & Supervisory Board Member in 2015, he has been monitoring the Company from an objective and neutral perspective. The Company requests his election as Outside Director who is not an Audit & Supervisory Committee Member with the expectation that he will fulfill the role of supervising its management from a fair standpoint based on his experience and knowledge.</p>			

- (Notes) 1. The Candidate for Director, Mr. Shingo Kaneko concurrently serves as Representative Director of TOPPAN PRINTING CO., LTD. Although there are no special interests between TOPPAN PRINTING CO., LTD. and the Company, there are sales transactions of merchandise and products between TOPPAN PRINTING CO., LTD. group and the Group.
2. There are no special interests between other candidates and the Company and between other candidates and the subsidiaries of the Company.
3. Mr. Shingo Kaneko, Ms. Chise Onodera and Mr. Jusuke Ikegami are candidates for Outside Directors.
4. Mr. Shingo Kaneko will have served as Outside Director of the Company for two years at the conclusion of this year's Annual General Meeting of Shareholders. Ms. Chise Onodera will have served as Outside Director of the Company for one year at the conclusion of this year's Annual General Meeting of Shareholders. Mr. Jusuke Ikegami is currently an Outside Audit & Supervisory Board Member of the Company, and his term of office will be 6 years and 9 months at the conclusion of this year's Annual General Meeting of Shareholders.
5. According to stipulations of Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement (Contracts for Limitation of Liability) with each of Mr. Shingo Kaneko, Ms. Chise Onodera and Mr. Jusuke Ikegami to limit their liability pursuant to Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability for damages pursuant to the agreement is the amount stipulated by laws and regulations. Subject to the approval of the appointment of Mr. Shingo Kaneko, Ms. Chise Onodera and Mr. Jusuke Ikegami for Directors, the Company intends to continue the above-mentioned agreement with Mr. Shingo Kaneko and Ms. Chise Onodera and to enter into an agreement with the same contents with Mr. Jusuke Ikegami as Director.
6. The Company has entered into a directors and officers liability insurance contract set forth in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. The policy covers damage to an insured person caused by derivative lawsuits, corporate litigation, and third party litigation. If Proposal 3 is approved and passed, each candidate will be an insured person of the said insurance. The Company intends to renew the agreements with similar contents in the middle of their terms of office.
7. The Company has registered Ms. Chise Onodera and Mr. Jusuke Ikegami as independent officers with Tokyo Stock Exchange pursuant to the stipulations of the Exchange. They also satisfy the criteria for independence for outside directors set forth by the Company. Subject to the approval of their appointment, they will continue to serve as independent officers.
8. Ms. Chise Onodera's name under her family register is Chise Sakai.

Proposal 4: Election of 4 Directors Who Are Audit & Supervisory Committee Members

The Company will shift to a Company with an Audit & Supervisory Committee, subject to the approval of Proposal 2 “Partial Amendments to the Articles of Incorporation.” Accordingly, the Company proposes the election of 4 Directors who are Audit & Supervisory Committee Members.

Submission of this proposal has obtained the approval of the Audit & Supervisory Board beforehand.

The resolution under this proposal shall take effect on the condition that amendments to the Articles of Incorporation related to the shift to a Company with an Audit & Supervisory Committee in Proposal 2 “Partial Amendments to the Articles of Incorporation” become effective.

The candidates for Directors who are Audit & Supervisory Committee Members are as follows:

No.	Name	Current positions at the Company	Attendance at meetings of the Board of Directors
1	Toshiaki Hirakawa <input type="text" value="New appointment"/>	Full-time Audit & Supervisory Board Member	100% (17/17 meetings)
2	Minoru Matsumoto <input type="text" value="New appointment"/> <input type="text" value="Outside Director Independent"/>	Audit & Supervisory Board Member	100% (13/13 meetings)
3	Keiko Kimura <input type="text" value="New appointment"/> <input type="text" value="Outside Director Independent"/>	Director	100% (17/17 meetings)
4	Yutaka Yokoi <input type="text" value="New appointment"/> <input type="text" value="Outside Director Independent"/>	Director	100% (13/13 meetings)

(Note) Since Mr. Minoru Matsumoto was appointed as an Audit & Supervisory Board Member and Mr. Yutaka Yokoi was appointed as a Director in the 183rd Annual General Meeting of Shareholders held on March 24, 2021, the number of meetings of the Board of Directors they attended is different from other candidates.

No.	Name (Date of birth)	Past experience, positions, and responsibilities	Number of shares of the Company held
1	<p>Toshiaki Hirakawa (September 13, 1958)</p> <p>Attendance at meetings of the Board of Directors 100% (17/17 meetings)</p> <p><u>New appointment</u></p>	<p>April 1982 Joined the Company</p> <p>September 2005 General Manager of Finance & Accounting Department of the Company</p> <p>June 2010 Operating Officer of the Company</p> <p>April 2011 General Manager of Finance & Accounting Department of the Company</p> <p>June 2013 Director of the Company</p> <p>March 2020 Supervisor of Finance of the Company</p> <p>March 2021 Full-time Audit & Supervisory Board Member of the Company (to present)</p>	12,800
<p>Reasons for nomination as a candidate for Director who is an Audit & Supervisory Committee Member:</p> <p>Mr. Toshiaki Hirakawa has long been engaged in finance and accounting operations, and subsequently served as Director and General Manager of Finance & Accounting Department, etc. Accordingly, he possesses considerable knowledge of finance and accounting. In consideration of his professional knowledge and broad insight in this field, the Company requests his election as Director who is an Audit & Supervisory Committee Member with the expectation that he will appropriately fulfill his duties.</p>			
2	<p>Minoru Matsumoto (February 16, 1957)</p> <p>Attendance at meetings of the Board of Directors 100% (13/13 meetings)</p> <p><u>New appointment</u> <u>Outside Director</u> <u>Independent</u></p>	<p>October 1983 Joined Tohmatsu Awoki & Co. (current Deloitte Touche Tohmatsu LLC)</p> <p>March 1987 Registered as a certified public accountant</p> <p>September 2012 Resigned from Deloitte Touche Tohmatsu LLC</p> <p>October 2013 Established Minoru Matsumoto CPA Office (to present)</p> <p>June 2014 External Audit & Supervisory Board Member of Sanshin Electronics Co., Ltd.</p> <p>June 2015 Outside Director of Foster Electric Company, Limited (to present)</p> <p>February 2016 Outside Director (Audit & Supervisory Committee Member) of JASTEC Co., Ltd. (to present)</p> <p>March 2021 Outside Audit & Supervisory Board Member of the Company (to present)</p> <p>Significant concurrent positions: Head of Office of Minoru Matsumoto CPA Office Outside Director of Foster Electric Company, Limited Outside Director (Audit & Supervisory Committee Member) of JASTEC Co., Ltd.</p>	0
<p>Reasons for nomination as a candidate for Outside Director who is an Audit & Supervisory Committee Member and outline of the expected role:</p> <p>Although Mr. Minoru Matsumoto has no direct experience in corporate management other than as outside auditor or outside director, he possesses a wealth of experience in accounting audit along with considerable knowledge of finance and accounting as a certified public accountant. Since assuming the office of Outside Audit & Supervisory Board Member of the Company in 2021, he has been monitoring its management from an objective and neutral perspective. The Company requests his election as Outside Director who is an Audit & Supervisory Committee Member with the expectation that he will fulfill the role of supervising its management from a fair standpoint based on his experience and knowledge.</p>			

No.	Name (Date of birth)	Past experience, positions, and responsibilities	Number of shares of the Company held
3	<p>Keiko Kimura (October 13, 1959)</p> <p>Attendance at meetings of the Board of Directors 100% (17/17 meetings)</p> <p><u>New appointment</u> <u>Outside Director</u> <u>Independent</u></p>	<p>April 1980 Joined ITOCHU Corporation</p> <p>October 1989 Joined Citibank, N. A.</p> <p>October 2002 Registered with Dai-Ichi Tokyo Bar Association (to present)</p> <p>October 2002 Joined Anzai & Sotoi Law Office (current Anzai Law Office) (to present)</p> <p>June 2016 Outside Director of the Company (to present)</p> <p>June 2017 Outside Director (Audit and Supervisory Committee Member) of Yashima & Co., Ltd. (to present)</p> <p>Significant concurrent positions: Lawyer, Anzai Law Office Outside Director (Audit and Supervisory Committee Member) of Yashima & Co., Ltd.</p>	1,300
<p>Reasons for nomination as a candidate for Outside Director who is an Audit & Supervisory Committee Member and outline of the expected role:</p> <p>Although Ms. Keiko Kimura has no direct experience in corporate management other than as outside director, with the certification as lawyer, she possesses highly professional knowledge of and broad insight especially into the Labor Act and human resource and labor related affairs. Since assuming the office of Director of the Company in 2016, she has been monitoring its management from an objective and neutral perspective. The Company requests her election as Outside Director who is an Audit & Supervisory Committee Member with the expectation that she will continue to fulfill the role of supervising its management from a fair standpoint based on her experience and knowledge.</p>			
4	<p>Yutaka Yokoi (January 10, 1955)</p> <p>Attendance at meetings of the Board of Directors 100% (13/13 meetings)</p> <p><u>New appointment</u> <u>Outside Director</u> <u>Independent</u></p>	<p>April 1979 Joined the Ministry of Foreign Affairs of Japan</p> <p>September 2006 Minister, Embassy of Japan in the United States of America</p> <p>July 2008 Consul-General of Japan in Shanghai</p> <p>August 2010 Envoy Extraordinary and Minister Plenipotentiary of Japan to the People's Republic of China</p> <p>August 2013 Ambassador Extraordinary and Plenipotentiary of Japan to Turkey</p> <p>March 2016 Ambassador Extraordinary and Plenipotentiary of Japan to the People's Republic of China</p> <p>December 2020 Resigned from the Ministry of Foreign Affairs of Japan</p> <p>March 2021 Outside Director of the Company (to present)</p>	200
<p>Reasons for nomination as a candidate for Outside Director who is an Audit & Supervisory Committee Member and outline of the expected role:</p> <p>Although Mr. Yutaka Yokoi has no direct experience in corporate management other than as outside director, he has long served in key positions at the Ministry of Foreign Affairs of Japan, and possesses international sensibility and wide-ranging insight on global affairs cultivated through his career in diplomacy. Since assuming the office of Director of the Company in 2021, he has been monitoring its management from an objective and neutral perspective. The Company requests his election as Outside Director who is an Audit & Supervisory Committee Member with the expectation that he will continue to fulfill the role of supervising its management from a fair standpoint based on his experience and knowledge.</p>			

- (Notes) 1. There are no special interests between each candidate and the Company and between each candidate and the subsidiaries of the Company.
2. Mr. Minoru Matsumoto, Ms. Keiko Kimura and Mr. Yutaka Yokoi are candidates for Outside Directors who are Audit & Supervisory Committee Members.
3. Mr. Minoru Matsumoto is currently an Outside Audit & Supervisory Board Member of the Company, and he will have served as Outside Audit & Supervisory Board Member for one year at the conclusion of this year's Annual General Meeting of Shareholders. Ms. Keiko Kimura and Mr. Yutaka Yokoi are currently Outside Directors. Ms. Keiko Kimura will have served as Outside Director of the Company for five years and nine months at the conclusion of this year's Annual General Meeting of Shareholders. Mr. Yutaka Yokoi will have served as Outside Director of the Company for one

- year at the conclusion of this year's Annual General Meeting of Shareholders.
4. According to stipulations of Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement (Contracts for Limitation of Liability) with each of Mr. Minoru Matsumoto, Ms. Keiko Kimura and Mr. Yutaka Yokoi to limit their liability pursuant to Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability for damages pursuant to the agreement is the amount stipulated by laws and regulations. Subject to the approval of the appointment of Mr. Minoru Matsumoto, Ms. Keiko Kimura and Mr. Yutaka Yokoi for Directors who are Audit & Supervisory Committee Members, the Company intends to continue the above-mentioned agreement with Ms. Keiko Kimura and Mr. Yutaka Yokoi and to enter into an agreement with the same contents with Mr. Minoru Matsumoto as Director.
 5. The Company has entered into a directors and officers liability insurance contract set forth in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. The policy covers damage arising from derivative lawsuits, corporate litigation, and third party litigation. If Proposal 4 is approved and passed, each candidate will be an insured person of the said insurance. The Company intends to renew the agreements with similar contents in the middle of their terms of office.
 6. The Company has registered Mr. Minoru Matsumoto, Ms. Keiko Kimura and Mr. Yutaka Yokoi as independent officers with Tokyo Stock Exchange pursuant to the stipulations of the Exchange. They also satisfy the criteria for independence for outside directors set forth by the Company. Subject to the approval of their appointment, they will continue to serve as independent officers.

(Reference 1)

Configuration of the Board of Directors after This Year's Annual General Meeting of Shareholders

Expertise and experience particularly expected for each Director when candidates listed herein are elected as proposed

Name	Main expertise/Experience						
	Corporate management	Technical/Research & development Production	Sales Business Strategy Marketing	Global	Finance/Accounting	Human resource and labor related affairs	Compliance Risk management Governance
Katsumi Kitagawa	•	•	•				
Satoru Takashima	•		•	•			
Hiroya Aoyama					•	•	•
Hiroyuki Hamada			•	•	•		•
Shingo Kaneko	•		•				
Chise Onodera							•
Jusuke Ikegami	•		•	•			•
Toshiaki Hirakawa					•		•
Yutaka Yokoi				•			•
Keiko Kimura						•	•
Minoru Matsumoto					•		•

*The above table does not indicate all expertise and experiences of the candidates.

(Reference 2)

Criteria of Independence for Outside Directors

The Board of Directors of the Company does not certify Outside Directors as independent officers if they fall under any of the following categories.

- (1) A business executive¹ of the Company or its affiliated company (hereinafter collectively “the Group”)
- (2) A major business partner of the Group² or a business executive of such business partner
- (3) A major client of the Group³ or a business executive of such client
- (4) A major shareholder of the Company⁴ or a business executive of a major subsidiary⁵ of such shareholder
- (5) An entity or a business executive of such entity that receives a large amount of donations⁶ from the Group
- (6) A consultant, accountant, or legal specialist who receives a large amount of monetary or other assets from the Group aside from executive compensation⁷ (in case of corporation, association or other organization, an individual who belongs to such organization)
- (7) A certified public accountant, an employee, partner or staff of an audit firm that provides accounting audit of the Group
- (8) In case of a law firm, audit firm, tax accounting firm or consulting firm, or other professional advisory firm that do not fall under above (6) or (7), an employee, partner, associate or staff of a firm whose major client is the Group⁸
- (9) A business executive of a company whereat a business executive of the Group is an outside officer
- (10) A business executive of a company whose major shareholder is the Company
- (11) An individual who has fallen under criteria (1) above in the past ten years prior to his/her assumption of office (in case of an individual who was a non-executive Director or an Audit & Supervisory Board Member of the Company in the past ten years prior to his/her assumption of office, another ten years prior to such assumption)
- (12) An individual who has fallen under criteria (2) or (3) in the past three business years
- (13) An individual who has fallen under criteria (4) through (8) in the past three years (with regard to (7), this shall apply only to an individual who was actually in charge of handling the audit (excluding ancillary duty) of the Group (including an individual who is retired or resigned at present))
- (14) A close relative⁹ to an individual that would fall under the following
 - a. An important business executive¹⁰ of the Group
 - b. An individual who has fallen under above a. in the past five years
 - c. An individual defined as above (2) through (10) (with regard to “a business executive” in (2) through (5), and (9) and (10), an important business executive, with regard to “an individual who belongs to such organization” in (6), an important business executive and, in case of an audit firm or a law firm, etc., an individual who possesses professional qualification, and with regard to “an employee, partner or staff of an audit firm” in (7), an important business executive and certified public accountant and other professional experts)
 - d. An individual who has fallen under above c. in the past three years

Notes: 1. “A business executive” is defined as executive director, executive officer or employee.

2. “A major business partner of the Group” is defined as any of the following:

- 1) A business partner group that provides products or services to the Group (a party that belongs to a consolidated group to which the direct business partner belongs; the same applies hereafter.), a business partner group whose transactions with the Group exceeds 2% of the consolidated net sales or total income of the business partner group for the most recent fiscal year
- 2) The counterparty group to which the Group is indebted and the aggregate amount of indebtedness of the Group exceeds 2% of consolidated total assets of the counterparty at the end of the most recent fiscal year

3. “A major client of the Group” is defined as any of the following:

- 1) The business partner group to which the Group provides products or services and the transactions with the business partner group exceed 2% of the consolidated net sales of the Group for the most recent fiscal year
- 2) The counterparty group that is indebted to the Group and the aggregate amount of indebtedness of the counterparty group exceeds 2% of the consolidated total assets of the Group at the end of the most recent fiscal year

- 3) The financial institution group from which the Group is borrowing (defined as an individual who belongs to a consolidated group to which the financial institution from which the Group is directly borrowing belongs) and the aggregate borrowing amount of the Group from the financial institution group exceeds 2% of the consolidated total assets of the Group at the end of the most recent fiscal year.
4. “Major shareholder” is defined as a shareholder who owns 10% or more of the total voting rights either directly or indirectly.
5. “Major subsidiary” is defined as a subsidiary that is presented as a major subsidiary in the “Status of the parent company or major subsidiaries” (Article 120, Paragraph 1, Item 7 of the Ordinance for Enforcement of the Companies Act) in the Business Report of the Company pertaining to the most recent fiscal year, or in other disclosure documents made public by the Company.
6. “Entity that receives a large amount of donations” is defined as an entity who received from the Group a donation amounting to 10 million yen or more, a year taken in average of the three most recent fiscal years, or an amount equivalent to 30% or more of the average total annual cost of such entity, whichever is higher.
7. “A consultant, accountant, or legal specialist who receives a large amount of monetary or other assets from the Group aside from executive compensation” is defined as an individual who receives from the Group, a financial benefit of 10 million yen or more a year taken in average of the three most recent fiscal years aside from executive compensation.
8. “A firm whose major client is the Group” is defined as a firm that received a payment from the Group in an amount equivalent to 2% or more of the consolidated net sales of the firm taken in average of the three most recent fiscal years.
9. “A close relative” is defined as a spouse or relative within the second degree, or a relative living together.
10. Of business executives, “an important business executive” is defined as an individual who executes significant business operations, including executive director, executive officer or general manager.

Proposal 5: Setting of Amount of Compensation for Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)

The amount of compensation for Directors was approved to be not more than ¥500 million per year at the 183rd Annual General Meeting of Shareholders of the Company held on March 24, 2021. Meanwhile, the Company will shift to a Company with an Audit & Supervisory Committee if Proposal 2 “Partial Amendments to the Articles of Incorporation” is approved as originally proposed. Accordingly, taking into consideration various circumstances such as recent economic trends, the Company requests approval once again for the amount of compensation for Directors (excluding Directors who are Audit & Supervisory Committee Members) to be not more than ¥500 million (including ¥100 million for Outside Directors) per year after the shift to a Company with an Audit & Supervisory Committee.

As a remuneration framework for monetary compensation in line with the policy for determining details of the compensation for individual Directors described on pages 47 to 49 of the Japanese version of this convocation notice, this proposal features details that are necessary and reasonable. In addition, it has been deliberated by the Advisory Committee on Nomination and Remuneration, the majority of which consists of Outside Directors and is chaired by an independent Outside Director. Therefore, the Company believes that the details are appropriate.

The Company currently has 10 Directors, while the number of Directors (excluding Directors who are Audit & Supervisory Committee Members) will be 7 (including 3 Outside Directors) if Proposal 2 “Partial Amendments to the Articles of Incorporation” and Proposal 3 “Election of 7 Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)” are approved as proposed.

The resolution under this proposal shall take effect on the condition that amendments to the Articles of Incorporation related to the shift to a Company with an Audit & Supervisory Committee in Proposal 2 “Partial Amendments to the Articles of Incorporation” become effective.

Proposal 6: Setting of Amount of Compensation for Directors Who Are Audit & Supervisory Committee Members

The Company will shift to a Company with an Audit & Supervisory Committee if Proposal 2 “Partial Amendments to the Articles of Incorporation” is approved as proposed. Taking into consideration various circumstances such as recent economic trends, the Company requests approval for the amount of compensation for Directors who are Audit & Supervisory Committee Members to be not more than ¥100 million per year after the shift to a Company with an Audit & Supervisory Committee.

The amount of compensation, etc. in this proposal reflects the duties and responsibilities of the Directors who are Audit & Supervisory Committee Members and has been deliberated by the Advisory Committee on Nomination and Remuneration, the majority of which consists of Outside Directors and is chaired by an independent Outside Director. Therefore, the Company believes that the details are appropriate.

The number of Directors who are Audit & Supervisory Committee Members will be 4 (including 3 Outside Directors) if Proposal 2 “Partial Amendments to the Articles of Incorporation” and Proposal 4 “Election of 4 Directors Who Are Audit & Supervisory Committee Members” are approved as proposed.

The resolution under this proposal shall take effect on the condition that amendments to the Articles of Incorporation related to the shift to a Company with an Audit & Supervisory Committee in Proposal 2 “Partial Amendments to the Articles of Incorporation” become effective.

Proposal 7: Determination of Matters concerning Compensation, etc. related to Restricted Stock for Directors, etc. (Excluding Directors Who Are Audit & Supervisory Committee Members and Outside Directors)

The introduction of compensation, etc. for granting restricted stock to Directors, etc. (excluding Outside Directors) has been approved by the 183rd Annual General Meeting of Shareholders held on March 24, 2021 (hereinafter, the resolution at the said General Meeting of Shareholders is referred to as the “Original Resolution”) and remains effective to date. The Original Resolution stipulates the total amount of monetary claims to be paid as compensation for granting restricted stock to Directors (excluding Outside Directors) to be not more than ¥100 million per year, separately from the limit amount of compensation for Directors (not more than ¥500 million per year). The Company will shift to a Company with an Audit & Supervisory Committee if Proposal 2 “Partial Amendments to the Articles of Incorporation” is approved as proposed. Accordingly, the Company requests approval once again to limit the total amount of monetary claims to be paid as compensation for granting restricted stock to Directors (excluding Directors who are Audit & Supervisory Committee Members and Outside Directors, hereinafter referred to as the “Eligible Directors”) to not more than ¥100 million per year, separately from the compensation limit of ¥500 million per year for Directors (excluding Directors who are Audit & Supervisory Committee Members), which is submitted for approval in Proposal 5 “Setting of Amount of Compensation for Directors (Excluding Directors Who Are Audit & Supervisory Committee Members).”

As a remuneration framework for compensation for granting restricted stock in line with the policy for determining details of the compensation for individual Directors described on pages 47 to 49 of the Japanese version of this convocation notice, this proposal features details that are necessary and reasonable. In addition, it has been deliberated by the Advisory Committee on Nomination and Remuneration, the majority of which consists of Outside Directors and is chaired by an independent Outside Director. Therefore, the Company believes that the details are appropriate.

While the Company currently has 5 Directors (excluding Outside Directors), the number of the Eligible Directors will be 4 if Proposal 2 “Partial Amendments to the Articles of Incorporation” and Proposal 3 “Election of 7 Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)” are approved as proposed.

The resolution under this proposal shall take effect on the condition that amendments to the Articles of Incorporation related to the shift to a Company with an Audit & Supervisory Committee in Proposal 2 “Partial Amendments to the Articles of Incorporation” become effective.

The details of the said restricted stock to be allotted to the Eligible Directors are the same as those in the Original Resolution, which are as follows:

1. Allotment of and Payment for Restricted Stock

Based on the resolution of the Board of Directors of the Company, the Company shall pay monetary compensation claims to the Eligible Directors as compensation for granting restricted stock, and each Eligible Director shall be granted restricted stock by making in-kind contributions of all such monetary compensation claims.

Furthermore, the amount to be paid for restricted stock shall be determined by the Board of Directors of the Company within a range that is not particularly advantageous to the Eligible Directors receiving such restricted stock, based on the closing price of the Company's common stock on Tokyo Stock Exchange on the business day prior to the date of the resolution of the Board of Directors of the Company pertaining to the issuance or disposal of the restricted stock (if no transaction is made on that day, the closing price on the most recent transaction day prior thereto).

In addition, the said monetary compensation claims shall be paid on the conditions that the Eligible Directors have consented to the above in-kind contribution and have entered into a Restricted Stock Allotment Agreement that includes the terms set forth in 3. below.

2. Total Number of Restricted Stock

The maximum number of restricted stock to be allotted to the Eligible Directors in each fiscal year shall be 100,000.

However, in the event of a stock split (including gratis allotment of shares of common stock of the Company) or reverse stock split of the Company's common stock on or after the resolution date of this proposal, or in other cases similar thereto that necessitate an adjustment of the total number of restricted stock to be allotted, the total number of restricted stock may be adjusted to a reasonable extent.

3. Details of Restricted Stock Allotment Agreement

When granting restricted stock, the Company and the Eligible Directors receiving the allotment of restricted stock shall, pursuant to the resolution of the Board of Directors of the Company, enter into a Restricted Stock Allotment Agreement that includes following details.

(1) Details of Transfer Restriction

The Eligible Director who has received an allotment of restricted stock may not transfer, pledge, mortgage, make a gift during lifetime, bequeath or otherwise dispose the allotted restricted stock (hereinafter "Allotted Shares") to a third party during the period (hereinafter "Transfer Restriction Period") from the date of delivery of the restricted stock to the date on which the Director resigns from all positions of director, executive officer and advisor (including positions with a different name equivalent to advisor, such as counselor) of the Company or its subsidiaries (hereinafter "Transfer Restriction").

(2) Gratis Acquisition of Restricted Stock

If the Eligible Director who has received an allotment of restricted stock resigns from all positions of director, executive officer and advisor (including positions with a different name equivalent to advisor, such as counselor) of the Company or its subsidiaries, the Company shall acquire the Allotted Shares without consideration as a matter of course, unless there are reasons deemed justifiable by the Board of Directors of the Company.

In addition, if there are Allotted Shares for which the Transfer Restriction have not been removed at the expiration of the Transfer Restriction Period stipulated in (1) above in accordance with the provisions for removal of the Transfer Restriction stipulated in (3) below, the Company shall acquire such Allotted Shares without consideration as a matter of course.

(3) Removal of Transfer Restriction

The Company shall remove Transfer Restriction on all of the Allotted Shares at the time of expiration of the Transfer Restriction Period, on the condition that the Eligible Director who has received the allotment of restricted stock has continuously been in a position of director, executive officer or advisor (including positions with a different name equivalent to advisor, such as counselor) of the Company or its subsidiaries from the commencement date of the Transfer Restriction Period to the date of the first subsequent Annual General Meeting of Shareholders of the Company.

However, if the Eligible Director resigns from all positions of director, executive officer and advisor (including positions with a different name equivalent to advisor, such as counselor) of the Company or its subsidiaries after the commencement date of the Transfer Restriction Period and before the date of the first subsequent Annual General Meeting of Shareholders of the Company for reasons deemed justifiable by the Board of Directors of the Company, the number of Allotted Shares for which the Transfer Restriction is to be removed and the timing thereof shall be adjusted reasonably as necessary.

(4) Treatment in the Event of Organizational Restructuring, etc.

If, during the Transfer Restriction Period, a proposal for a merger agreement in which the Company will be the disappearing company, a share exchange agreement or share transfer plan in which the Company will be a wholly-owned subsidiary of another company, or any other organizational restructuring, etc. is approved at the General Meeting of Shareholders of the Company (or at a meeting of the Board of Directors of the Company if approval at the General Meeting of Shareholders of the Company is not required for the said organizational restructuring, etc.), and the Eligible Director who has received an allotment of restricted stock as a result of the said organizational restructuring, etc. resigns from all positions of director, executive officer and advisor (including positions with a different name equivalent to advisor, such as counselor) of the Company or its subsidiaries, the Company shall, by a resolution of the Board of Directors of the Company, remove the Transfer Restriction on a reasonably determined number of the Allotted Shares based on the period from the commencement date of the Transfer Restriction Period to the approval date of the organizational restructuring, etc. prior to the effective date of the said organizational restructuring, etc.

In this case, the Company shall acquire the Allotted Shares for which the Transfer Restriction has not been removed immediately after the removal of the Transfer Restriction (or at a time prior to the effective date of the organizational restructuring, etc. reasonably determined by the Board of Directors of the Company, if the removal of the Transfer Restriction based on the above provisions does not occur) in accordance with the above provisions without consideration as a matter of course.

(Reference)

After the conclusion of this year's Annual General Meeting of Shareholders, the Company plans to allot restricted stock similar to the restricted stock noted above to Operating Officers of the Company as well as Advisors (including positions with a different name equivalent to advisor) of the Company who concurrently serve as Directors of its subsidiaries.