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Securities Code: 5563

March 10, 2022

To our shareholders:

Yasushi Aoki, President
Nippon Denko Co., Ltd.
4-16, 1-chome, Yaesu, Chuo-ku, Tokyo

Notice of the 122nd Annual General Meeting of Shareholders

1. Date and Time: Wednesday, March 30, 2022 at 10 a.m. (JST)
(Reception will open at 9:30 a.m.)

2. Venue: Yaesu First Financial Building
Room A to C, 2nd floor, Bellesalle Yaesu
3-7, 1-chome, Yaesu, Chuo-ku, Tokyo

3. Purpose

Matters to be reported:

1. The Business Report and the Consolidated Financial Statements for the 122nd fiscal year (from January 1, 2021 to December 31, 2021) and the results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board
2. Non-consolidated Financial Statements for the 122nd fiscal year (from January 1, 2021 to December 31, 2021)

Matters to be resolved:

- | | |
|-----------------------|---|
| Proposal No. 1 | Dividends of Surplus |
| Proposal No. 2 | Partial Amendments to the Articles of Incorporation |
| Proposal No. 3 | Election of Seven Directors |
| Proposal No. 4 | Election of One Substitute Audit & Supervisory Board Member |

Notes on the Exercise of Voting Rights Prior to the Meeting

[Exercise of voting rights in writing (via postal mail)]

Please indicate your approval or disapproval of the proposals on the enclosed voting form, and send the form to the Company so that it arrives by 5:30 p.m. on Tuesday, March 29 2022 (JST).

[Exercise of voting rights via the Internet]

Please exercise your voting rights by 5:30 p.m. on Tuesday, March 29 2022 (JST). Institutional investors may use the electronic voting platform operated by ICJ, Inc.

- Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights in writing or via the Internet. If you exercise your voting rights both in writing and via the Internet, only the vote placed via the Internet will be treated as valid.
 - Also, if you exercise your voting rights multiple times via the Internet, only the last exercise shall be deemed effective.
- When attending the meeting in person, please hand in the enclosed voting form at the reception desk at the meeting venue.
 - Among the documents attached to the Notice, “Notes to Consolidated Financial Statements” and “Notes to Non-consolidated Financial Statements” have been posted on the website of Nippon Denko Co., Ltd. (hereinafter the “Company”) in accordance with the provisions of relevant laws and regulations and Article 17 of the Company’s Articles of Incorporation. In addition, these matters are included in the Consolidated Financial Statements and Non-consolidated Financial Statements audited in preparation of an audit report by the Audit & Supervisory Board Members and of an accounting audit report by the Accounting Auditor, respectively.
 - If there are any amendments to Reference Documents for the General Meeting of Shareholders, the Business Report, the Consolidated Financial Statements and the Non-consolidated Financial Statements, such amendments will be announced on the Company’s website to make them well known.

Company’s website: <http://www.nippondenko.co.jp/en/ir/>

Reference Documents for the General Meeting of Shareholders

Proposal No. 1 Dividends of Surplus

The Company's dividend policy is basically to distribute dividends according to consolidated business performance of each fiscal year. In determining the amount of the dividends, we take into account the trends in business performance, the business development in the future and the amount of the reserves necessary for keeping the financial condition.

The consolidated payout ratio of about 30% is the guideline of the Company.

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

Year-end dividends

- (1) Type of dividend property
Cash
- (2) Allotment of dividend property to shareholders and the total amount
12 yen per share of the common stock of the Company
Total amount: 1,762,143,156 yen
- (3) Effective date of dividends of surplus
March 31, 2022

Proposal No. 2 Partial Amendments to the Articles of Incorporation

1. Reasons for the Amendment

- (1) 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 to make the following changes to its Articles of Incorporation in preparation for the introduction of the system for providing informational materials for the general meeting of shareholders in electronic format.
 - 1) Article 17, 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.
 - 2) Article 17, 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.
 - 3) Since the provisions for Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc. (Article 17 of the current Articles of Incorporation) will no longer be required, they will be deleted.
 - 4) Accompanying the aforementioned new establishment and deletion, supplementary provisions regarding the effective date, etc. will be established.
- (2) In order to prepare for a case in which the number of Audit & Supervisory Board Members falls below the number required by laws and regulations, a new provision regarding Substitute Audit & Supervisory Board Members will be established to set the period for which the resolutions on the elections of substitute Audit & Supervisory Board Members remain effective.

2. Details of the amendment

The details of amendments are as follows:

(Underlined portions indicate the proposed changes)

Current Articles of Incorporation	Proposed Amendments
<p>Article 1. to Article 16. (Omitted)</p> <p><u>(Internet Disclosure and Deemed Provision of Reference Documents of the General Meeting of Shareholders, Etc.)</u></p> <p><u>Article 17. When the Company convenes a general meeting of shareholders, if it discloses information that is to be stated or indicated in the reference documents of the general meeting of shareholders, business report, financial statements and/or consolidated financial statements through the internet in accordance with the provisions prescribed by the Ordinance of the Ministry of Justice, it may be deemed that the Company has provided this information to shareholders.</u></p> <p style="text-align: center;"><Newly established></p>	<p>Article 1. to Article 16. (Unchanged)</p> <p style="text-align: center;"><Deleted></p> <p><u>(Measures for Providing Information in Electronic Format, Etc.)</u></p> <p><u>Article 17.</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>

Current Articles of Incorporation	Proposed Amendments
<p>Article 18. to Article 32. (Omitted)</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>(Method of Election)</p> <p>Article 33. (Omitted)</p> <p>2. (Omitted)</p> <p><Newly established></p> <p><Newly established></p> <p>Article 34. to Article 47. (Omitted)</p> <p><Newly established></p>	<p>Article 18. to Article 32. (Unchanged)</p> <p>(Method of Election)</p> <p>Article 33. (Unchanged)</p> <p>2. (Unchanged)</p> <p><u>3. Pursuant to Article 329, paragraph (3) of the Companies Act, the Company may elect Substitute Audit & Supervisory Board Members at a general meeting of shareholders in order to prepare for a case in which the number of Audit & Supervisory Board Members falls below the number required by laws and regulations.</u></p> <p><u>4. The period during which the resolution pertaining to the election of substitute Audit & Supervisory Board Members set forth in the preceding paragraph shall take effect until the time of commencement of the ordinary general meeting of shareholders for the last business year ending within one year after the said resolution.</u></p> <p>Article 34. to Article 47. (Unchanged)</p>
	<p>(Supplementary Provisions)</p> <p><u>1. The deletion of Article 17 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) of the current Articles of Incorporation and the new establishment of Article 17 (Measures for Providing Information in Electronic Format, Etc.) shall be effective from September 1, 2022, 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 provisions of the preceding paragraph, Article 17 of the current Articles of Incorporation shall remain effective regarding any general meeting of shareholders held on a date within six months from the Date of Enforcement.</u></p>

Current Articles of Incorporation	Proposed Amendments
	<p><u>3. These Supplementary Provisions shall be deleted after 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 Seven Directors

The terms of office of all seven Directors of the Company will expire at the conclusion of this meeting. Therefore, the Company proposes the election of seven Directors including three new Directors. The candidates for Director are as follows:

Candidate No.	Name	Current position	Responsibility, etc.	Attributes
1	Yasushi Aoki	Representative Director and President	–	Reelection
2	Takayuki Koshimura	Director Senior Managing Executive Officer	In charge of matters relating to corporate planning, accounting, general affairs, internal control, and overseas business management	Reelection
3	Yoshimi Yamadera	Senior Managing Executive Officer	In charge of matters relating to production/technology, safety and environment, research and development, information system, and the electric power segment	New election
4	Hideshi Kita	Managing Executive Officer	In charge of matters relating to functional materials segment, environmental segment and overall environmental business	New election
5	Kazutoshi Ohmi	Outside	–	Reelection Outside Independent
6	Hokuto Nakano	Outside	–	Reelection Outside Independent
7	Masahiro Tani	New candidate	–	New election Outside Independent

Candidate No.	Area of expertise the Company expects from candidates for Directors in particular							
	Corporate planning Business strategy	Finance/ accounting Finance/ economics	Personnel/ labor Human resources developme nt	Governan- ce/ risk manage- ment Legal/ compliance	Production/ technology Research and develop- ment	Sales/ purchasing Marketing	Global	Environ- ment Sustain- ability
1	<input type="radio"/>		<input type="radio"/>			<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
2	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>			<input type="radio"/>	
3					<input type="radio"/>		<input type="radio"/>	<input type="radio"/>
4	<input type="radio"/>				<input type="radio"/>	<input type="radio"/>		
5	<input type="radio"/>					<input type="radio"/>	<input type="radio"/>	
6		<input type="radio"/>				<input type="radio"/>	<input type="radio"/>	
7			<input type="radio"/>		<input type="radio"/>		<input type="radio"/>	

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
1	<p data-bbox="357 461 517 517">Yasushi Aoki (March 8, 1960)</p> <p data-bbox="384 557 489 584">Reelection</p> <p data-bbox="288 620 585 710">Number of years in office as a Director 2 years</p>	<p data-bbox="612 264 1236 387">Apr. 1983 Joined Nippon Steel Corporation (the former company of the current Nippon Steel Corporation before business integrations; English name remains the same)</p> <p data-bbox="612 394 1225 454">Apr. 2007 Head of Bangkok Representative Office June 2009 Seconded to Nippon Steel (Thailand) Co., Ltd.</p> <p data-bbox="612 461 1236 613">Apr. 2011 Head of Raw Materials Division I of Nippon Steel Corporation (the former company of the current Nippon Steel Corporation before business integrations; English name remains the same)</p> <p data-bbox="612 620 1236 743">Apr. 2015 Executive Officer, Head of Raw Materials Division-II of Nippon Steel & Sumitomo Metal Corporation (currently Nippon Steel Corporation)</p> <p data-bbox="612 750 1203 810">Apr. 2018 Managing Executive Officer, Raw materials Mar. 2020 Director and Executive Vice President of the Company</p> <p data-bbox="612 817 1225 909">Jan. 2021 Representative Director and President (current position)</p>	28,000 shares
<p data-bbox="276 916 772 943">[Reasons for nomination as candidate for Director]</p> <p data-bbox="276 949 1425 1164">Yasushi Aoki has a high level of discernment in management in general and extensive experience in other companies through his activities such as his involvement in the corporate management of Nippon Steel Corporation as its Managing Executive Officer. He has also been working and leading the Company to achieve sustainable growth of the Company and increase corporate value over the medium and long term after becoming Director and Executive Vice President of the Company in March 2020 and Representative Director and President of the Company in January 2021. The Company judges that he can continue to fulfill his roles and duties appropriately, and thus proposes his election as Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
2	<p style="text-align: center;">Takayuki Koshimura (August 6, 1956)</p> <p style="text-align: center;">Reelection</p> <p style="text-align: center;">Number of years in office as a Director 8 years</p>	<p>Apr. 1980 Joined Sumitomo Metal Industries, Ltd. (currently Nippon Steel Corporation)</p> <p>June 2002 Deputy General Manager of Raw Materials Division</p> <p>June 2004 General Manager of Planning Department of Chuo Denki Kogyo Co., Ltd.</p> <p>June 2009 Executive Officer and General Manager of Planning Department</p> <p>June 2012 Director and Managing Executive Officer, Supervising Companywide Administrative Department, and Supervising Ferroalloys & Environmental Business Department</p> <p>July 2014 Director and Managing Executive Officer of the Company</p> <p>Jan. 2021 Director and Senior Managing Executive Officer; in charge of matters relating to corporate planning, general affairs, accounting, internal control, electric power business, overseas strategy of ferroalloys, and Osaka Office</p> <p>Jan. 2022 Director and Senior Managing Executive Officer; in charge of matters relating to corporate planning, accounting, general affairs, internal control, and overseas business management (current position)</p>	52,998 shares
<p>[Reasons for nomination as candidate for Director]</p> <p>Takayuki Koshimura assumed office as Director in 2014 and is currently in charge of the corporate planning department and general affairs department, and has extensive experience and track records in the administrative department and a high level of discernment in management in general through his activities such as his involvement in the management of the Company. He also has extensive experience in other companies. Therefore, the Company judges that he can continue to fulfill his roles and duties appropriately and thus proposes his election as Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
3	Yoshimi Yamadera (June 30, 1959) New election Number of years in office as a Director —	Apr. 1985	Joined Sumitomo Metal Industries, Ltd. (currently Nippon Steel Corporation)
		July 2008	General Manager of Quality Control & Technical Service Department of Pipe & Tube Company
		Apr. 2014	Executive Counselor, Head of Works, Amagasaki Works, Pipe & Tube Unit of Nippon Steel & Sumitomo Metal Corporation (currently Nippon Steel Corporation)
		May 2015	Executive Officer, Head of Works, Amagasaki Works, Pipe & Tube Unit
		Apr. 2018	Managing Executive Officer, Head of Works, Wakayama Works
		Apr. 2019	Advisor of Nippon Steel Corporation, seconded to Vallourec Soluções Tubulares do Brasil S.A.
		Apr. 2021	Senior Managing Executive Officer and in charge of matters relating to electric power business of the Company
		Jan. 2022	Senior Managing Executive Officer and in charge of matters relating to production/technology, safety and environment, research and development, information system, and the electric power segment (current position)
	[Reasons for nomination as candidate for Director] Yoshimi Yamadera has extensive experience, achievements, and high level of discernment in management in general in the manufacturing department, including serving as the Head of Works at Nippon Steel Corporation, as well as in charge of production/ technology, safety and environment, research and development, etc. as the Company's Senior Managing Executive Officer, and he has extensive experience in other companies. Therefore, the Company judges that he can fulfill his roles and duties appropriately as Director, and thus proposes his election.		
4	Hideshi Kita (August 26, 1959) New election Number of years in office as a Director —	Apr. 1982	Joined Sumitomo Metal Industries, Ltd. (currently Nippon Steel Corporation)
		Apr. 2010	General Manager of Ferroalloy Sales Department of Chuo Denki Kogyo Co., Ltd.
		July 2011	Seconded to Vietnam Rare Earth Company Limited
		July 2014	Executive Officer, Head of Wakayama Plant of Chuo Denki Kogyo Co., Ltd.
		Jan. 2017	Managing Executive Officer, Head of Myoko Plant
		Apr. 2017	Executive Officer of the Company
		Jan. 2019	Executive Officer commissioned as Head of Kashima Plant
		Jan. 2022	Managing Executive Officer and in charge of matters relating to functional materials segment, environmental segment and overall environmental business (current position)
	[Reasons for nomination as candidate for Director] Hideshi Kita has held important positions in plant management in the Group, has extensive experience and achievements including the functional materials business, and a high level of discernment in management in general. Therefore, the Company judges that he can fulfill his roles and duties appropriately as Director, and thus proposes his election.		

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
5	<p>Kazutoshi Ohmi (February 18, 1953)</p> <p>Reelection Outside Director Independent Officer</p> <p>Number of years in office as a Director 1 year</p>	<p>Apr. 1977 Joined Mitsubishi Corporation</p> <p>Dec. 2004 Senior Operating Director of Meiho Facility Works Limited</p> <p>June 2006 Representative Director and CEO</p> <p>Aug. 2011 Representative Director and CEO of Yamagiwa Corporation</p> <p>Mar. 2014 Representative Director and CEO of JSR Life Sciences Corporation</p> <p>Apr. 2015 Representative Director and CEO of JSR Trading Co., Ltd.</p> <p>June 2019 Advisor</p> <p>Jan. 2020 Representative Director and CEO of My Taste Co., Ltd. (current position)</p> <p>May 2020 Part-time Audit & Supervisory Board Member, ATEX Co., Ltd. (current position)</p> <p>Mar. 2021 Outside Director of the Company (current position)</p>	5,000 shares
<p>[Reasons for nomination as candidate for outside Director and summary of expected roles] Kazutoshi Ohmi has a wealth of knowledge cultivated through his involvement in multiple corporate managements. The Company expects he will continue to use this knowledge to supervise and advise directors on the execution of their duties from a professional perspective, and thus proposes his election as outside Director.</p>			
6	<p>Hokuto Nakano (December 22, 1959)</p> <p>Reelection Outside Director Independent Officer</p> <p>Number of years in office as a Director 1 year</p>	<p>Apr. 1983 Joined The Industrial Bank of Japan, Limited (currently Mizuho Bank, Ltd.)</p> <p>Apr. 2002 Senior Vice President, Europe Treasury Department of Mizuho Corporate Bank, Ltd. (currently Mizuho Bank, Ltd.)</p> <p>Apr. 2010 Executive Officer, General Manager of Forex Division</p> <p>July 2013 Executive Officer, General Manager of Forex Division of Mizuho Bank, Ltd.</p> <p>Oct. 2015 Managing Executive Officer, Head of East Asia of Mizuho Financial Group, Inc.</p> <p>Apr. 2016 Managing Executive Officer, Joint Head of Global Markets Division of Mizuho Securities Co., Ltd.</p> <p>Mar. 2018 Director of ASICS Corporation</p> <p>Mar. 2020 Managing Executive Officer</p> <p>Mar. 2021 Outside Director of the Company (current position)</p> <p>June 2021 Outside Member of the Board of Penta-Ocean Construction Co., Ltd. (current position)</p>	0 shares
<p>[Reasons for nomination as candidate for outside Director and summary of expected roles] Hokuto Nakano has extensive knowledge of international finance and treasury. The Company expects he will continue to use this knowledge to supervise and advise directors on the execution of their duties from a professional perspective on financial-related operations, and thus proposes his election as outside Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
7	Masahiro Tani (August 2, 1960) New election Outside Director Independent Officer Number of years in office as a Director –	<p>Apr. 1985 Joined Ajinomoto Co., Inc.</p> <p>July 2006 General Manager of Mojokerto Factory of P.T. Ajinomoto Indonesia</p> <p>July 2008 Vice President</p> <p>July 2012 General Manager of Kyushu Plant of Ajinomoto Co., Inc.</p> <p>June 2013 Corporate Executive Officer, General Manager of Kyushu Plant</p> <p>June 2015 Corporate Executive Officer, General Manager of Food Production & Technology Administration Center</p> <p>June 2017 Corporate Executive Officer, General Manager of Group Procurement Center</p> <p>July 2020 Corporate Executive Officer, General Manager of Digital Transformation Dept.</p> <p>June 2021 Advisor (current position)</p>	0 shares
<p>[Reasons for nomination as candidate for outside Director and summary of expected roles]</p> <p>Masahiro Tani has extensive knowledge of organizational management at manufacturing sites, including overseas, and also has abundant expertise in digital transformation. The Company expects he will use this knowledge and expertise to supervise and advise directors on the execution of their duties from a professional perspective, and thus proposes his election as outside Director.</p>			

- Notes:
1. There is no special interest between any of the candidates for Director and the Company.
 2. Yoshimi Yamadera, Hideshi Kita and Masahiro Tani are candidates for new Directors.
 3. Kazutoshi Ohmi and Hokuto Nakano are currently outside Directors of the Company, and at the conclusion of this meeting, their tenure will have been one year.
 4. The Company has entered into agreements with Kazutoshi Ohmi and Hokuto Nakano to limit their liability for damages as outside Director under Article 423, paragraph (1) of the Companies Act to the minimum liability amount provided for by Article 425, paragraph (1) of the same Act. If their reelection is approved in this meeting, the Company plans to renew the respective agreements with them.
 5. If Masahiro Tani is appointed as an outside Director, the Company plans to enter into an agreement with him, as such, to limit his liability for damages under Article 423, paragraph (1) of the Companies Act to the minimum liability amount provided for by Article 425, paragraph (1) of the same Act.
 6. In accordance with the provisions of Article 430-2, paragraph (1) of the Companies Act, the Company plans to enter into an indemnification agreement in which the Company compensates for expenses incurred under item (i) of the same paragraph, and any losses incurred under item (ii) of the same paragraph, to the extent permitted by laws and regulations. If the reappointment and appointment of each candidate is approved, the Company plans to enter into such agreement with each one of them.
 7. The Company has entered into with an insurance company a directors and officers liability insurance policy which covers losses arising from legal action against the insureds by the shareholders, company, or third parties. Each of the candidates will be included as an insured in the policy. In addition, when the policy is renewed, the Company plans to renew the policy with the same terms.
 8. The Company has submitted notification to the Tokyo Stock Exchange that Kazutoshi Ohmi and Hokuto Nakano have been designated as independent officers as provided for by the aforementioned exchange. If their reelection is approved, the Company plans for their designation as an independent officer to continue. Furthermore, Masahiro Tani satisfies the requirements for an independent officer as provided for the Tokyo Stock Exchange, and the Company plans to submit notification to the aforementioned exchange concerning his designation as an independent officer.

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

The Company requests approval for the election of one substitute Audit & Supervisory Board Member to fill a vacant position should the number of Audit & Supervisory Board Members fall below the number required by laws and regulations.

Kan Nakagaki, the candidate for substitute Audit & Supervisory Board Member, will take office in the event that the number of the Audit & Supervisory Board Members becomes less than that required by laws and regulations, and the term of office to be assumed by him will be the remaining term of office of the retired Audit & Supervisory Board Member. In addition, the election will be effective until the time of commencement of the next ordinary general meeting of shareholders.

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, position in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
Kan Nakagaki (July 28, 1959)	Apr. 1983 Joined Nippon Steel Corporation (the former company of the current Nippon Steel Corporation before business integrations; English name remains the same) July 2006 Nippon Steel Materials Co., Ltd. (currently NIPPON STEEL Chemical & Material Co., Ltd.) Nov. 2013 General Manager of Accounting Department of the Company Mar. 2016 Executive Counselor, General Manager of Accounting Department Mar. 2019 Executive Counselor (current position)	14,610 shares
[Reason for proposing a candidate for substitute Audit & Supervisory Board Member] The Company expect his expertise cultivated as General Manager of Accounting Department of the Company to be reflected in the Company's audit system, and thus proposes his election as substitute Audit & Supervisory Board Member.		

- Notes:
1. There is no special interest between Kan Nakagaki and the Company.
 2. If Kan Nakagaki assumes the office as Audit & Supervisory Board Member, the Company plans to enter into an agreement with him, as such, to limit his liability for damages under Article 423, paragraph (1) of the Companies Act to the minimum liability amount provided for by Article 425, paragraph (1) of the same Act.
 3. In accordance with the provisions of Article 430-2, paragraph (1) of the Companies Act, the Company plans to enter into an indemnification agreement in which the Company compensates for expenses incurred under item (i) of the same paragraph, and any losses incurred under item (ii) of the same paragraph, to the extent permitted by laws and regulations. If Kan Nakagaki assumes the office, the Company plans to enter into such agreement with him.
 4. The Company has entered into with an insurance company a directors and officers liability insurance policy which covers losses arising from legal action against the insureds by the shareholders, company, or third parties. If Kan Nakagaki assumes the office, the candidate will be included as an insured person of the insurance contract.