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(Stock Exchange Code 4463)

## To Shareholders with Voting Rights:

Yasumasa Emori  
President  
NICCA CHEMICAL CO., LTD.  
4-23-1, Bunkyo, Fukui-city, Fukui

## NOTICE OF THE 108TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

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

You are cordially invited to attend the 108th Annual General Meeting of Shareholders of NICCA CHEMICAL CO., LTD. (the “Company”). The meeting will be held for the purposes as described below.

If you are unable to attend the meeting, you can exercise your voting rights either in writing or via the Internet, etc. Please review the attached Reference Documents for the General Meeting of Shareholders, describe later and exercise your voting rights by the close of business hours (5:00 p.m.) on Monday, March 24, 2022.

**1. Date and Time:** 10:00 a.m., March 25, 2022 (Friday)

**2. Place:** 3<sup>rd</sup> Floor, HAPPIRING Hall, HAPPIRING  
1-2-1 Chuo, Fukui City, Fukui prefecture

### 3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company’s 108th 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 108th Fiscal Year (January 1, 2021- December 31, 2021)

### Proposals to be resolved:

- Proposal 1:** Appropriation of Surplus  
**Proposal 2:** Amendment to the Articles of Incorporation  
**Proposal 3:** Election of Eleven (11) Directors  
**Proposal 4:** Election of One(1) Substitute Audit & Supervisory Board Member  
**Proposal 5:** Revision of Remuneration Amount for Directors and Audit & Supervisory Board Members  
**Proposal 6:** Amendment to and Continuation of Performance-Linked and Share-Based Remuneration Plan for Directors

When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.

Pursuant to the relevant laws and Article 19 of the Company’s Articles of Incorporation, among documents to be attached to this notice, “consolidated statements of changes in net assets,” “notes to consolidated financial statements,” “statement of changes in net assets,” “notes to non-consolidated financial statements” are posted on the Company’s website and are not attached to this notice. The Attached Documents to this notice are part of the documents that were audited by the Audit & Supervisory Board and the Accounting Auditor in preparing the Audit Reports.

Should the Reference Documents for the General Meeting of Shareholders, the Business Report, Non-consolidated Financial Statements and Consolidated Financial Statements require revisions, the revised versions will be posted on the Company’s website (<https://www.nicca.co.jp>).

## **Instruction for Exercising Voting Rights**

You may exercise your voting rights at the General Meeting of Shareholders by using of the following three methods:

### **[Attending the General Meeting of Shareholders]**

Present the enclosed voting rights exercise form to the receptionist at the meeting. (No seal is necessary.)

**Date/Time: March 25, 2022 (Friday) 10:00 a.m.**

(Reception desk is scheduled to open at 9:00 a.m.)

**Venue:** 3<sup>rd</sup> Floor, HAPPIRING Hall, HAPPIRING  
1-2-1 Chuo, Fukui City, Fukui prefecture

### **[Mailing the Voting Rights Exercise Form]**

Complete the enclosed voting rights exercising form by indicating your vote for or against each of the proposal items and return it without affixing a stamp.

**Votes to be received by: March 24, 2022 (Thursday) 5:00 p.m.**

### **[Exercising Voting Rights via the Internet]**

Access the Company's designated website for voting :<https://www.web54.net>(Japanese only), enter the "proxy code" and "password," which are provided on the enclosed voting rights exercise form and follow the instructions on the screen to vote on the proposal items.

**Votes to be given by: March 24, 2022 (Thursday) 5:00 p.m.**

For details, please refer to the following page.

<To institutional investors>

We currently male use of the electronic voting platform operated by ICJ Co., Ltd.

## Instructions for Exercising Voting Rights via Internet

Website for exercising voting rights: <https://www.web54.net> (Japanese only)

You may exercise your voting rights via the Internet using only the voting website below designated by the Company.

A site accessible via mobile phone is not available.

### Exercising voting rights

- The deadline for exercising voting rights via Internet is 5:00 p.m. March 24, 2022 (Thursday), however, in consideration of the vote tallying process, we kindly ask that you exercise your voting rights as soon as possible.
- If having cast your vote multiple times, the final vote cast shall be deemed valid. If both the vote cast in writing and the vote cast via the Internet reach us on the same day, the vote cast via the Internet shall prevail.

### How to use the password and proxy code

- The password is important information to identify the individual casting a vote as the actual shareholder. Please keep the password secured as you would your signature seal and PIN number.
- A certain number of erroneous password entries will lock the system down and access will be denied. To issue a new password, please follow the instructions provide on the screen.
- The proxy code provided on the enclosed voting rights exercise form is valid only for this General Meeting of Shareholders.

### Inquiries on PC operation

Please contact the following for assistance on operating your PC to exercise your voting rights via the website.

Sumitomo Mitsui Trust Bank, Limited

Securities Agent Web support Hotline (dedicated line)

Telephone: 0120-652-031 (toll free, available only in Japan)

(Business hours: 9:00 a.m. to 9:00 p.m.)

# Reference Documents for the General Meeting of Shareholders

## Proposals and References

### Proposal 1: Appropriation of Surplus

Along with providing stable dividends to shareholders continuously, the Company determines the dividend amounts by taking into account comprehensively of the business results of each accounting period, investment sufficient for future growth and business development. Going forward, the Company intends to balance “returning the profits to shareholders”, “strengthening the financial standing” and “utilizing the capitals effectively and strategically which aims to improve the earning power”, and dedicates to fulfill each of them further.

Accordingly, we propose the year-end dividend for the Company’s 108th Fiscal Year as follows:

Matters regarding year-end dividend

(1) Type of dividend

Cash

(2) Dividend allocation and total amount

14 yen per share of the Company’s common stock

Total amount: 223,785,618 yen

As an interim dividend of 8 yen per share was provided in September 2021, annual dividend per share will be 22 yen.

(3) Effective date of dividends from surplus

March 28, 2022

### Proposal 1: Amendment to the Articles of Incorporation

#### 1. Reasons for the proposal

(1) To add items under Article 2 (Purpose) of the current Articles of Incorporation for the purpose of flexibly accommodating the increasing diversity of the development and activities of the Company’s businesses, and change the item numbers.

(2) Since the amended 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 enter force 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.

(i) The proposed amendment to Article 19 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. Additionally, it 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.

(ii) Since the provisions for Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc. (Article 19 of the current Articles of Incorporation) will no longer be required, they will be deleted.

(iii) Accompanying the aforementioned new establishment and deletion, supplementary provisions regarding the effective date, etc. will be established.

#### 2. Details of the amendments

The details of the amendments are as follows.

(Amendments are underlined.)

Current Articles of Incorporation	Proposed Amendments
Article 1 (Omitted)	Article 1 (No change)
Article 2 (Purpose) The purpose of the Company shall be to engage in the following business activities: (i)-(xxi) (Omitted) <u>(xxii) All businesses that are related to those mentioned in the preceding items.</u>	Article 2 (Purpose) The purpose of the Company shall be to engage in the following business activities: (i)-(xxi) (No change) <u>(xxii) Business support and consulting for sales, planning, research, development, investigation, etc. related to those mentioned in the preceding items.</u>

<p>(Newly established)</p> <p>(Newly established)</p> <p>(Newly established)</p> <p>Articles 3-18 (Omitted)</p>	<p><u>(xxiii) Provision of technical guidance, intellectual property, skills, etc. related to those mentioned in the preceding items.</u></p> <p><u>(xxiv) Business support, administrative agency services and consulting for business administration, personnel and labor relations, accounting, finance, etc.</u></p> <p><u>(xxv) All businesses that are related to those mentioned in the preceding items.</u></p> <p>Articles 3-18 (No change)</p>
<p><u>Article 19 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.)</u></p> <p><u>When the Company convenes a general meeting of shareholders, if it discloses information that is to be stated or presented in the reference documents for the general meeting of shareholders, business report, financial statements and consolidated financial statements through the Internet in accordance with stipulations in Ordinances of the Ministry of Justice, it may be deemed that the Company has provided this information to shareholders.</u></p>	<p>(Deleted)</p>
<p>(Newly established)</p> <p>Articles 20-45 (Omitted)</p>	<p><u>Article 19 (Measures for Providing Information in Electronic Format, Etc.)</u></p> <p><u>1. When the Company convenes a general meeting of shareholders, it shall take measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. in electronic format.</u></p> <p><u>2. Among items for which the measures for providing information in electronic format will be taken, the Company may exclude all or some of those items stipulated by Ordinances of the Ministry of Justice 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>Articles 20-45 (No change)</p>
<p>(Newly established)</p>	<p><u>(Supplementary Provisions)</u></p> <p><u>Article 1</u></p> <p><u>1. The deletion of Article 19 (Internet Disclosure and Deemed Provision of Reference Documents for General Meeting of Shareholders, Etc.) of the Articles of Incorporation before the amendments and the new establishment of Article 19 (Measures for Providing Information in Electronic Format, Etc.) of the Articles of Incorporation after the amendments shall be effective from September 1, 2022, the date of enforcement of the amended 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) (“Date of Enforcement”).</u></p> <p><u>2. Notwithstanding the provisions of the preceding paragraph, Article 19 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) of the Articles of Incorporation before the amendments shall remain effective regarding any general meeting of shareholders held on a date within six months from the Date of Enforcement.</u></p> <p><u>3. These Supplementary Provisions shall be deleted on the</u></p>

	<u>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>
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**Proposal 3: Election of Eleven (11) Directors**

The terms of office of all Ten (10) Directors, Members of the Board will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the election of Eleven (11) Directors, Members of the Board is proposed.

The candidates are as follows:

No.	Name (Date of birth)	Past experience, positions, assignment and significant concurrent positions	Number of shares of the Company held
1	Reappointed Yasumasa Emori (February 2, 1962)	<p>April 1985 Joined Mitsubishi Kasei Corporation (currently Mitsubishi Chemical Corporation)</p> <p>September 1989 Joined the Company</p> <p>June 1993 Director, Member of the Board of the Company</p> <p>June 1995 Senior Managing Director, Member of the Board of the Company</p> <p>April 1997 Director of Corporate Management Administration Division and President of Cosmetics Company of the Company</p> <p>June 1997 Senior Managing Director, Member of the Board and Representative Director of the Company</p> <p>June 1998 Executive Vice-President, Member of the Board and Representative Director of the Company</p> <p>March 1999 In charge of Sales Chemical Unit of the Company</p> <p>January 2001 President of Textile Chemical Company of the Company</p> <p>June 2001 President of the Company</p> <p>June 2006 Representative Director and President of the Company (present post)</p> <p>December 2007 Director of Research &amp; Development Division of the Company</p> <p>January 2009 Director of Chemicals Unit of the Company</p> <p>November 2017 Director of Innovation Promotion Division of the Company</p> <p>March 2021 Chief Executive Officer of the Company (present post)</p>	528,917
<p>[Reasons for appointment as a candidate for Director, Member of the Board]</p> <p>Mr. Yasumasa Emori assumed the position of President of the Company in 2001, and Representative Director and President in 2006, and he has been appropriately carrying out the management and supervision of the Company. The Company has determined that Mr. Emori will continue to appropriately contribute to sustainable enhancement of the Company's corporate value by utilizing his abundant experience and achievements in the overall management of the Company. Accordingly, the Company has recommended him for the position of Director, Member of the Board.</p> <p>[Special interest between the candidate and the Company]</p> <p>There is no special interest.</p> <p>Years served as Director : 28 years Attendance at meetings of the Board of Directors during current fiscal year: 13 of 13 (100%)</p>			
2	Reappointed Kazuhisa Tatsumura (September 1, 1971)	<p>April 1995 Joined Oracle Corporation Japan</p> <p>December 2004 Joined the Company</p> <p>June 2005 Executive Officer of the Company President of DEMI Cosmetics Company Division of the Company (present post)</p> <p>January 2009 Director of Cosmetics Unit of the Company (present post)</p> <p>April 2009 Managing Executive Officer of the Company</p> <p>June 2009 Director, Member of the Board of the Company</p> <p>February 2012 In charge of Chemicals Unit of the Company</p> <p>June 2012 Senior Managing Director, Member of the Board and Representative Director of the Company (present post)</p> <p>March 2021 Executive Vice President of the Company (present post) Chief Operating Officer of the Company (present post)</p>	55,800
<p>[Reasons for appointment as a candidate for Director, Member of the Board]</p> <p>Mr. Kazuhisa Tatsumura, based on his abundant experience in corporate management, has been serving as the Senior Managing Director, Member of the Board and Representative Director of the Company since 2012 and fulfilling his duties in the overall management of the Company. The Company has determined that Mr. Tatsumura will continue to appropriately fulfill his role in the management of the Company by utilizing his experience and achievements. Accordingly, the Company has recommended him for the position of Director, Member of the Board.</p> <p>[Special interest between the candidate and the Company]</p> <p>There is no special interest.</p> <p>Years served as Director : 12 years Attendance at meetings of the Board of Directors during current fiscal year: 13 of 13 (100%)</p>			

No.	Name (Date of birth)	Past experience, positions, assignment and significant concurrent positions		Number of shares of the Company held	
3	Reappointed Susumu Katagiri (February 25, 1956)	April	1979	Joined MITSUI & CO., LTD.	13,720
		June	2006	General Manager of Chemicals Division First Chemicals Business Unit of MITSUI & CO., LTD.	
		April	2009	Divisional Operating Officer of ORGANIC CHEMICALS DIVISION, Americas Business Unit of MITSUI & CO., LTD and MITSUI&CO.(U.S.A),INC., Senior Vice President	
		July	2012	Deputy Chief Operating Officer, Americas Business Unit and MITSUI&CO.(U.S.A),INC., Executive Vice President	
		January	2014	Representative Director, Executive Vice President of Mitsui & Co. Plastics Ltd.	
		June	2014	Representative Director, Executive President of Mitsui & Co. Plastics Ltd.	
		January	2018	Joined the Company Executive Officer of the Company (present post) Assistant Director of Chemicals Unit of the Company	
		March	2018	Director, Member of the Board of the Company (present post)	
		March	2019	Managing Executive Officer, Director of Chemicals Unit of the Company (present post)	
		January	2020	General Manager of Chemical Strategy Planning Division of the Company(present post)	
March	2021	Chief Operating Officer to Chemicals of the Company (present post)			
<p>[Reasons for appointment as a candidate for Director, Member of the Board] Mr. Susumu Katagiri has a broad knowledge of functional chemicals such as synthetic resin. And currently he is engaged in business execution as the head of the Chemicals Division while he has extensive experience and achievements in all aspects of corporate management including global company. The Company has determined that Mr. Katagiri will continue to appropriately fulfill his role in the management of the Company by utilizing his knowledge and achievements. Accordingly, the Company has recommended him for the position of Director, Member of the Board.</p> <p>[Special interest between the candidate and the Company] There is no special interest.</p> <p>Years served as Director : 4 years Attendance at meetings of the Board of Directors during current fiscal year: 13 of 13 (100%)</p>					
4	Reappointed Shoya Sawasaki (November 16, 1967)	April	1992	Joined the Company	4,368
		January	2009	Assistant General Manager, Accounting & Finance Department, Corporate Management Administration Division of the Company	
		January	2010	General Manager, Financial Planning Department, Corporate Management Administration Division, Administration Unit of the Company	
		February	2011	General Manager, Corporate Planning Department of the Company	
		January	2013	Assistant Director of Administration Unit and General Manager, Corporate Planning Department of the Company (present post)	
		March	2014	Executive Officer of the Company (present post)	
		March	2016	Director, Member of the Board of the Company (present post) Director of Administration Unit and General Manager of Corporate Planning Department	
		January	2017	Director of Administration Unit and General Manager of the President's Office	
		June	2018	Director of Administration Unit and General Manager of the Corporate HR& General Affairs Division	
		May	2019	Director of Administration Unit (present post)	
March	2021	Chief Financial Officer (Administration) of the Company (present post)			



No.	Name (Date of birth)	Past experience, positions, assignment and significant concurrent positions	Number of shares of the Company held
		<p>[Reasons for appointment as a candidate for Director, Member of the Board] Mr. Shoya Sawasaki has abundant experience in corporate planning and accounting and finance in the Company, and he is currently engaged in the management as Director of Administration Unit. The Company has determined that Mr. Sawasaki will continue to appropriately fulfill his role in the management of the Company by utilizing his knowledge and achievements. Accordingly, the Company has recommended him for the position of Director, Member of the Board.</p> <p>[Special interest between the candidate and the Company] There is no special interest.</p> <p>Years served as Director: 6 years Attendance at meetings of the Board of Directors during current fiscal year: 13 of 13 (100%)</p>	
	Reappointed Jing - Ri Li (November 9, 1964)	<p>April 1993 Joined the Company</p> <p>December 2000 General Manager of Sales Department of ZHEJIANG NICCA CHEMICAL CO., LTD.</p> <p>March 2008 Vice President of ZHEJIANG NICCA CHEMICAL CO., LTD.</p> <p>March 2013 President of ZHEJIANG NICCA CHEMICAL CO., LTD. (present post)</p> <p>June 2013 Executive Officer of the Company (present post)</p> <p>July 2014 Director of Textile Business Department, Chemicals Unit of the Company</p> <p>January 2017 Director of the China business of the Company (present post)</p> <p>March 2017 Director, Member of the Board of the Company (present post)</p>	2,788
5		<p>[Reasons for appointment as a candidate for Director, Member of the Board] Mr. Jing-Ri Li has gained extensive experience in global business development as executive manager of the Company's consolidated subsidiary, and he is currently engaged in the execution of operations as Director of the Company's China business. The Company has determined that Mr. Li will be capable of appropriately executing the management of the Company by utilizing his knowledge and achievements. Accordingly, the Company has recommended him for the position of Director, Member of the Board.</p> <p>[Special interest between the candidate and the Company] There is no special interest.</p> <p>Years served as Director: 5 years Attendance at meetings of the Board of Directors during current fiscal year: 13 of 13(100%)</p>	
6	Reappointed Takahiro Inatsugi (March 2, 1971)	<p>April 1997 Joined the Company</p> <p>July 2008 Senior Researcher, Rhodia NICCA, Ltd. (currently Solvay NICCA, Ltd.)</p> <p>July 2009 Chief Researcher, Rhodia NICCA, Ltd.</p> <p>July 2012 General Manager, Research and Development Department, Specialty Chemicals Division, New Business Development Unit</p> <p>October 2016 Deputy Director of Specialty Chemicals Division (in charge of R&amp;D), New Business Development Unit, and General Manager of Business Planning Department</p> <p>January 2017 Deputy Director of Specialty Chemicals Division (in charge of R&amp;D) and General Manager of Business Planning Department</p> <p>March 2017 Executive Officer of the Company</p> <p>November 2017 Director of Institute of Surface Science &amp;Technology and Innovation Promotion Division(in charge of Chemical Unit) (present post)</p> <p>March 2019 Director, Member of the Board of the Company (present post)</p> <p>March 2021 Chief Technology Officer of the Company (present post)</p>	3,578

No.	Name (Date of birth)	Past experience, positions, assignment and significant concurrent positions	Number of shares of the Company held																																				
		<p>[Reasons for appointment as a candidate for Director, Member of the Board] Mr. Takahiro Inatsugi has engaged in R&amp;D for many years and has deep knowledge of our group's products and basic technologies in general. He is engaging as a director of the Institute of Surface Science &amp; Technology and oversees the whole R&amp;D activities of Chemicals Unit to formulate technological strategies from medium-to long-term management perspective and to strengthen our global R&amp;D. The Company has determined that Mr. Inatsugi will continue to appropriately fulfill his role in the management of the Company by utilizing his knowledge and achievements. Accordingly, the Company has recommended him for the position of Director, Member of the Board.</p> <p>[Special interest between the candidate and the Company] There is no special interest.</p> <p>Years served as Director: 3 years Attendance at meetings of the Board of Directors during current fiscal year: 13 of 13 (100%)</p>																																					
7	Reappointed Daisuke Fujimori (November 12, 1976)	<table border="0"> <tr> <td>April</td> <td>1999</td> <td>Joined Sumitomo Bank (currently Sumitomo Mitsui Banking Corporation)</td> </tr> <tr> <td>February</td> <td>2001</td> <td>Joined Oracle Corporation Japan</td> </tr> <tr> <td>June</td> <td>2009</td> <td>Joined the Company</td> </tr> <tr> <td>January</td> <td>2010</td> <td>Assistant General Manager, Corporate Planning Department, Demi Cosmetics Company Division</td> </tr> <tr> <td>October</td> <td>2010</td> <td>General Manager, Corporate Planning Division, Demi Cosmetics Company Division</td> </tr> <tr> <td>February</td> <td>2012</td> <td>Vice President, Demi Cosmetics Company Division</td> </tr> <tr> <td>July</td> <td>2014</td> <td>General Manager, Quality Assurance Department, Demi Cosmetics Division</td> </tr> <tr> <td>March</td> <td>2016</td> <td>Executive Officer of the Company (present post)</td> </tr> <tr> <td>January</td> <td>2017</td> <td>Executive Vice President, Yamada Pharmaceutical Company</td> </tr> <tr> <td>April</td> <td>2018</td> <td>President, Yamada Pharmaceutical Company</td> </tr> <tr> <td>January</td> <td>2020</td> <td>General Manager, General Planning Department, Demi Cosmetics Company Division</td> </tr> <tr> <td>March</td> <td>2021</td> <td>Assistant Director of Cosmetics Unit of the Company (present post) Chief Operating Officer to Cosmetics of the Company (present post) Director, Member of the Board of the Company (present post)</td> </tr> </table>	April	1999	Joined Sumitomo Bank (currently Sumitomo Mitsui Banking Corporation)	February	2001	Joined Oracle Corporation Japan	June	2009	Joined the Company	January	2010	Assistant General Manager, Corporate Planning Department, Demi Cosmetics Company Division	October	2010	General Manager, Corporate Planning Division, Demi Cosmetics Company Division	February	2012	Vice President, Demi Cosmetics Company Division	July	2014	General Manager, Quality Assurance Department, Demi Cosmetics Division	March	2016	Executive Officer of the Company (present post)	January	2017	Executive Vice President, Yamada Pharmaceutical Company	April	2018	President, Yamada Pharmaceutical Company	January	2020	General Manager, General Planning Department, Demi Cosmetics Company Division	March	2021	Assistant Director of Cosmetics Unit of the Company (present post) Chief Operating Officer to Cosmetics of the Company (present post) Director, Member of the Board of the Company (present post)	1,368
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		<p>[Reasons for appointment as a candidate for Director, Member of the Board] Mr. Daisuke Fujimori has mainly engaged in corporate planning and sales operations of the Cosmetics Unit since having joined the Company, and has abundant experience in the Cosmetics Unit overall having served for many years as Vice President of the DEMI Cosmetics Company Division. He also has experience as an executive manager in serving as Director and Representative Director of Yamada Pharmaceutical Co., Ltd., an important consolidated subsidiary of the Company.</p> <p>[Special interest between the candidate and the Company] There is no special interest.</p> <p>Years served as Director: 1 year Attendance at meetings of the Board of Directors during current fiscal year: 10 of 10 (100%)</p>																																					
8	Reappointed, Outside, Independent Kyoichi Zushi (April 9, 1948)	<table border="0"> <tr> <td>April</td> <td>1971</td> <td>Joined NAGASE &amp; CO., LTD.</td> </tr> <tr> <td>June</td> <td>2001</td> <td>Executive Officer of NAGASE &amp; CO., LTD.</td> </tr> <tr> <td>June</td> <td>2003</td> <td>Director and Executive Officer of NAGASE &amp; CO., LTD.</td> </tr> <tr> <td>April</td> <td>2006</td> <td>Director and Managing Executive Officer of NAGASE &amp; CO., LTD.</td> </tr> <tr> <td>June</td> <td>2008</td> <td>Representative Director and Managing Executive Officer of NAGASE &amp; CO., LTD.</td> </tr> <tr> <td>April</td> <td>2009</td> <td>Representative Director and Senior Managing Executive Officer of NAGASE &amp; CO., LTD.</td> </tr> <tr> <td>March</td> <td>2012</td> <td>Retired from NAGASE &amp; CO., LTD.</td> </tr> <tr> <td>March</td> <td>2014</td> <td>Outside Director, Member of the Board of the Company (present post)</td> </tr> </table>	April	1971	Joined NAGASE & CO., LTD.	June	2001	Executive Officer of NAGASE & CO., LTD.	June	2003	Director and Executive Officer of NAGASE & CO., LTD.	April	2006	Director and Managing Executive Officer of NAGASE & CO., LTD.	June	2008	Representative Director and Managing Executive Officer of NAGASE & CO., LTD.	April	2009	Representative Director and Senior Managing Executive Officer of NAGASE & CO., LTD.	March	2012	Retired from NAGASE & CO., LTD.	March	2014	Outside Director, Member of the Board of the Company (present post)	0												
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No.	Name (Date of birth)	Past experience, positions, assignment and significant concurrent positions	Number of shares of the Company held
		<p>[Reasons for appointment as a candidate for Outside Director, Member of the Board] Mr. Kyoichi Zushi has held important positions such as Representative Director and Senior Managing Executive Officer in NAGASE &amp; CO., LTD. Mr. Zushi has broad insight into general corporate management as well as abundant experience and knowledge gained over the years, and the Company has determined that he will utilize his experience for the management of the Company. Accordingly, the Company has recommended him for the position of Outside Director, Member of the Board.</p> <p>[Special interest between the candidate and the Company] There is no special interest.</p> <p>Years served as Director: 8 years Attendance at meetings of the Board of Directors during current fiscal year: 13 of 13 (100%)</p>	
9	Reappointed, Outside, Independent Kaoru Aizawa (August 25, 1952)	<p>April 1977 Joined Nitto Denko Corporation</p> <p>April 2003 Executive Officer of Nitto Denko Corporation</p> <p>June 2006 Managing Executive Officer of Nitto Denko Corporation</p> <p>June 2007 Managing Director, Member of the Board of Nitto Denko Corporation</p> <p>June 2010 Senior Managing Director, Member of the Board of Nitto Denko Corporation</p> <p>June 2011 Senior Managing Director, Member of the Board and Representative Director of Nitto Denko Corporation</p> <p>June 2014 Retired from Nitto Denko Corporation</p> <p>September 2014 Corporate Advisor of the Company</p> <p>March 2016 Outside Director, Member of the Board of the Company (Present Post)</p> <p>June 2016 Outside Director, Member of the Board of the METAWATER Co., Ltd. (present post)</p>	2,051
		<p>[Reasons for appointment as a candidate for Outside Director, Member of the Board] Mr. Kaoru Aizawa has held important positions such as Senior Managing Director, Member of the Board and Representative Director of Nitto Denko Corporation. The Company believes that Mr. Aizawa, with his abundant experience and broad insight, will provide the Company with objective and effective advice on the overall management of the Company as well as enhancing corporate governance. Accordingly, the Company has recommended him for the position of Outside Director, Member of the Board.</p> <p>[Special interest between the candidate and the Company] There is no special interest.</p> <p>Years served as Director: 6 years Attendance at meetings of the Board of Directors during current fiscal year: 13 of 13 (100%)</p>	
10	Reappointed, Outside, Independent Masahiro Shimotani (October 26, 1944)	<p>April 1974 Lecturer of Faculty of Business Administration, Osaka University of Economics</p> <p>April 1977 Assistant Professor of Department of Business Administration, Osaka University of Economics</p> <p>April 1980 Assistant Professor of Faculty of Economics, Kyoto University</p> <p>April 1987 Professor of Faculty of Economics, Kyoto University</p> <p>April 1997 Professor of Graduate School of Economics, Kyoto University</p> <p>April 2002 Dean of the Graduate School of Economics and the Faculty of Economics, Kyoto University</p> <p>April 2008 Professor of Faculty of Economics, Fukui Prefecture University. Honorary Professor of Kyoto University</p> <p>April 2010 President of Fukui Prefecture University</p> <p>March 2016 Retired as President of Fukui Prefecture University</p> <p>June 2016 Outside Director, Member of the Board of Sinfonia Technology Co., Ltd. (present post) Advisor of Fukui International Association (present post)</p> <p>September 2016 Advisor of Sumitomo Historical Archives</p> <p>February 2017 Director of Sumitomo Historical Archives (present post)</p> <p>March 2017 Outside Director, Member of the Board of the Company (present post)</p>	5,571

No.	Name (Date of birth)	Past experience, positions, assignment and significant concurrent positions	Number of shares of the Company held																														
		<p>[Reasons for appointment as a candidate for Outside Director, Member of the Board] The Company believes that Mr. Masahiro Shimotani, based on his professional knowledge gained as an economist, will provide the Company with effective advice for the enhancement of corporate governance. Accordingly, the Company has recommended him for the position of Outside Director, Member of the Board. Mr. Shimotani has had no direct involvement in corporate management except for assuming the position of Outside Audit &amp; Supervisory Board Member, but he has experiences of running an organization as a president of the university.</p> <p>[Special interest between the candidate and the Company] There is no special interest.</p> <p>Years served as Director: 5 years Attendance at meetings of the Board of Directors during current fiscal year: 13 of 13 (100%)</p>																															
11	Reappointed, Outside, Independent Minako Yamaoka (April 7, 1959)	<table border="0"> <tr><td>April</td><td>1995</td><td>Joined FANCL CORPORATION</td></tr> <tr><td>April</td><td>2007</td><td>Executive Officer of FANCL CORPORATION</td></tr> <tr><td>June</td><td>2008</td><td>Director, Executive Officer of FANCL CORPORATION</td></tr> <tr><td>March</td><td>2013</td><td>Director, Senior Executive Officer of FANCL CORPORATION</td></tr> <tr><td>April</td><td>2014</td><td>Director, Senior Executive Officer of FANCL CORPORATION And Representative Director and President of FANCL Cosmetics</td></tr> <tr><td>July</td><td>2018</td><td>Adviser of FANCL CORPORATION</td></tr> <tr><td>January</td><td>2019</td><td>Retirement of FANCL CORPORATION</td></tr> <tr><td>June</td><td>2020</td><td>Director of Ands Corporation</td></tr> <tr><td>March</td><td>2021</td><td>Outside Director, Member of the Board of the Company (present post)</td></tr> <tr><td>June</td><td>2021</td><td>Outside Director (Audit &amp; Supervisory Committee member) of KONDOTEC INC. (present post)</td></tr> </table>	April	1995	Joined FANCL CORPORATION	April	2007	Executive Officer of FANCL CORPORATION	June	2008	Director, Executive Officer of FANCL CORPORATION	March	2013	Director, Senior Executive Officer of FANCL CORPORATION	April	2014	Director, Senior Executive Officer of FANCL CORPORATION And Representative Director and President of FANCL Cosmetics	July	2018	Adviser of FANCL CORPORATION	January	2019	Retirement of FANCL CORPORATION	June	2020	Director of Ands Corporation	March	2021	Outside Director, Member of the Board of the Company (present post)	June	2021	Outside Director (Audit & Supervisory Committee member) of KONDOTEC INC. (present post)	226
April	1995	Joined FANCL CORPORATION																															
April	2007	Executive Officer of FANCL CORPORATION																															
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June	2020	Director of Ands Corporation																															
March	2021	Outside Director, Member of the Board of the Company (present post)																															
June	2021	Outside Director (Audit & Supervisory Committee member) of KONDOTEC INC. (present post)																															
		<p>[Reasons for appointment as a candidate for Outside Director, Member of the Board] The Company believes that Ms. Minako Yamaoka will provide objective and effective advice drawing on her diverse sense of values regarding the overall management of the Company given her broad insight such as marketing through her abundant management experience mainly in the cosmetics industry, which includes having held the position of Senior Managing Director of FANCL CORPORATION.</p> <p>[Special interest between the candidate and the Company] There is no special interest.</p> <p>Years served as Director: 1 year Attendance at meetings of the Board of Directors during current fiscal year: 8 of 10 (80%)</p>																															

(Notes)

- Number of shares of the Company held by each candidate includes shares in the name of Nicca Chemical Executives' Shareholding Association.
- Mr. Kyoichi Zushi, Mr. Kaoru Aizawa, Mr. Masahiro Shimotani and Ms. Minako Yamaoka are candidates for Outside Director, Member of the Board.
- The Company has designated Mr. Kyoichi Zushi, Mr. Kaoru Aizawa and Mr. Masahiro Shimotani as independent directors prescribed by Tokyo Stock Exchange and Nagoya Stock Exchange and reported them as such to both stock exchanges. If they are reelected, the Company intends to continue to report them as independent directors to both stock exchanges. Also Ms. Minako Yamaoka is elected, the Company intends to report her as independent directors to both stock exchanges.
- Regarding Directors and officers liability insurance contract  
The Company has entered into a contract of Directors and officers liability insurance, pursuant to Article 430-3, Paragraph (1) of the Companies Act, thereto listing all of its Directors as the insured parties and accordingly providing coverage for damages should an insured Director incur liability regarding execution of his or her professional duties or otherwise become subject to a legal claim in pursuit of such liability. If each candidate assumes the office of director, the Company will make each candidate an insured party under the insurance contract and furthermore intends to renew the contract with its content unchanged in April 2021. Moreover, the Company shall assume the full cost of insurance premiums associated with the insurance contract.

## Skill and specialization of candidates for Director

Candidate No.	Name	Corporate management	internationality	Finance/ accounting	Sales/ marketing	Research and development	Personnel affairs	ESG	Governance
1	Yasumasa Emori	●	●		●				
2	Kazuhisa Tatsumura	●	●		●		●		
3	Susumu Katagiri	●	●		●				●
4	Shoya Sawasaki	●		●			●		●
5	Jing-Ri Li	●	●		●				
6	Takahiro Inatsugi	●			●			●	
7	Daisuke Fujimori	●			●				●
8	Kyoichi Zushi	●	●		●	●			
9	Kaoru Aizawa	●			●	●			●
10	Masahiro Shimotani	●		●			●		●
11	Minako Yamaoka	●			●		●	●	

**Proposal 4:** Election of One (1) substitute Audit & Supervisory Board Member

The Company proposes the election of one (1) Outside Audit & Supervisory Board Member to serve as a substitute in the event that the number of Audit & Supervisory Board Members falls below that stipulated by law.

Under this proposal, the Company seeks election of a substitute Audit & Supervisory Board Member. If the candidate assumes the office of Audit & Supervisory Board Member, his term of office shall extend until the expiration of his predecessor's term of office, as stipulated in the Company's Articles of Incorporation. The Audit & Supervisory Board has previously given its approval with respect to submission of this proposal.

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

No.	Name (Date of birth)	Past experience, positions, assignment and significant concurrent positions	Number of shares of the Company held
1	Reappointed Toshimitsu Nonami (February 16, 1970)	April 1992 Joined CPA Taira Yoshikazu Office October 1999 Joined Osaka branch, CPA Tomatsu Audit Corporation July 2003 Joined Tomatsu Consulting Services (currently Deloitte & Tomatsu consulting) July 2005 Joined Nonami CPA office (present post) October 2009 Member of External Evaluation Committee of Fukui Prefecture Credit Guarantee Association (present post) April 2016 Member of Fukui Prefecture Comprehensive External Auditor July 2016 Secretary of the Hokuriku Association of Japan Certified Accountants Association (present post) August 2019 Representative of Breakthrough consulting company (present post) April 2020 Member of Fukui Prefecture Public Interest Certification Committee (present post)	0
[Reasons for appointment as a candidate for Audit & Supervisory Board Member] The Company believes that he is capable of strengthening its auditing system, utilizing his experience derived from his advanced expertise and extensive experience in finance and accounting as a certified public accountant. Accordingly, the Company has recommended him for the position of substitute Audit & Supervisory Board Member. [Special interest between the candidate and the Company] There is no special interest.			

(Notes)

1. Mr. Toshimitsu Nonami is a candidate for Outside Audit & Supervisory Board Member.
2. The Company has designated Mr. Toshimitsu Nonami as independent director prescribed by Tokyo Stock Exchange and Nagoya Stock Exchange and reported him as such to both stock exchanges.
3. Regarding Directors and officers liability insurance contract.

The Company has entered into a contract of Directors and officers liability insurance, pursuant to Article 430-3, Paragraph (1) of the Companies Act, thereto listing all of its Auditors as the insured parties and accordingly providing coverage for damages should an insured Auditor incur liability regarding execution of his professional duties or otherwise become subject to a legal claim in pursuit of such liability. If Mr. Nonami assumes the office of Auditor, the Company will make him an insured party under the insurance contract. Moreover, the Company shall assume the full cost of insurance premiums associated with the insurance contract.

**Proposal 5:** Revision of Remuneration Amount for Directors and Audit & Supervisory Board Members

At the 85th Annual General Meeting of Shareholders held on June 29, 1999, it was resolved that the limits on the remuneration amounts for Directors and Audit & Supervisory Board Members of the Company is no more than a monthly amount of 25,000 thousand yen (Note that this amount does not include the portion of employee salaries of Directors concurrently serving as employees) and a monthly amount of 2,500 thousand yen, respectively.

However, given the shifts in the economic climate and business environment, going forward, with a wish to adopt a remuneration system through which officer remuneration can be flexibly administered, the Company seeks to alter remuneration amounts from stipulations based on monthly amounts to those based on annual amounts after setting a fixed annual limit on remuneration amounts, and also, to revise the limits on the remuneration amounts for Directors and Audit & Supervisory Board Members of the Company as being no more than an annual amount of 300 million yen (out of which the amount for Outside Directors is no more than an annual amount of 30 million yen) and an annual amount of 30 million yen, respectively. Furthermore, the amount of remuneration to Directors shall not include the portion of employee salaries paid to those Directors concurrently serving as employees.

The Company has determined that the content of this proposal is in line with its "Determination Policy for Remuneration, Etc. for Directors, Etc." (stated in "(2) Amounts of remuneration, etc. for Directors and Audit & Supervisory Board Members" under "4. Matters regarding corporate officers" on page 36) and is therefore appropriate.

The Company currently has 11 Directors (out of which four are Outside Directors) and three Audit & Supervisory Board Members. If Proposal 3 be approved and adopted in accordance with the original proposal, the Company will have 11 Directors (out of which four are Outside Directors) and three Audit & Supervisory Board Members

## Proposal 6: Amendment to and Continuation of Performance-Linked and Share-Based Remuneration Plan for Directors

### 1. Reason for the proposal and reason why the remuneration has been determined to be appropriate

Remuneration for Directors of the Company consists of “monetary remuneration” and “share-based remuneration.” With regard to “share-based remuneration,” a performance-linked and share-based remuneration plan utilizing a trust (the “Plan”) that was approved by the shareholders at the 102nd Annual General Meeting of Shareholders held on March 25, 2016 has been implemented. The Company seeks shareholder approval for amendment to the content of the Plan as a means of reviewing it in line with the increase in the number of Directors, including Outside Directors, and the change in officer composition, and continuing the Plan after said amendment. The Company also proposes the details be entrusted to the discretion of the Board of Directors within the limits as mentioned in 2 below.

The Plan is intended to increase the motivation of Directors to contribute to improving corporate value over the medium to long term by further clarifying the linkage between remuneration for Directors and the business performance and share value of the Company and having Directors share not only the benefits of rising share prices but also the risks resulting from falling share prices with shareholders. The Company therefore believes that the amendment to and continuation of the Plan are appropriate.

Under this proposal, share-based remuneration based on the Plan after the amendment will be paid to Directors (including Outside Directors; same applies hereinafter) in service during the three fiscal years from the fiscal year ending December 31, 2022 to the fiscal year ending December 31, 2024 (the “Applicable Period”) separately from the limit of the remuneration amount for Directors (annual amount of 300 million yen; does not include the portion of employee salaries), for which the Company seeks shareholder approval under Proposal 5. The Plan after the amendment will be applied to the upper limit on points that forms the basis for calculating the number of shares to be delivered for Directors in service during the fiscal year ended December 31, 2021 as well.

The purpose of the amendment to the Plan is as stated above. As the determination policy pertaining to the content of remuneration for individual Directors was set forth at the meeting of the Board of Directors held on March 26, 2021, the overview of the policy is as stated on page 36 of the Business Report. The Plan is in line with the said policy, and the Company has no plans to change the policy even if this proposal is approved.

If Proposal 3 “Election of Eleven (11) Directors” be approved and adopted in accordance with the original proposal, the number of Directors eligible for the Plan will be 11 (out of which four are Outside Directors). Additionally, the number of Directors in service during the fiscal year ended December 31, 2021 is 11 (out of which four are Outside Directors).

\*The content of this proposal has also been implemented for Executive Officers who have entered an employment agreement with the Company. If this proposal be approved and adopted in accordance with the original proposal, the Company intends to continue the Plan following the amendment for Executive Officers as well through a resolution of the Board of Directors.

### 2. Amount, content, etc. of remuneration, etc. under the Plan

#### (1) Overview of the Plan

The Plan is a share-based remuneration plan under which a trust established through contributions of money by the Company (already established; the “Trust”) acquires the Company’s shares that are then delivered to each Director through the Trust in a number equivalent to the number of points granted to the Director by the Company. In continuing the Plan, the Company will change the upper limit of amount that it contributes to the Trust as acquisition funds for the Company’s shares and the upper limit of the numbers of points that it grants to Directors in the below manner.

Company’s shares shall be delivered to Directors at the time of their retirement, in principle.

(i) Persons eligible for the Plan	The Company’s Directors (including Outside Directors)
(ii) Applicable Period	From the fiscal year ending December 31, 2022 to the fiscal year ending December 31, 2024
(iii) Upper limit of money contributed by the Company as acquisition funds for the Company’s shares needed for delivery to the eligible persons as defined in (i) during the Applicable Period as defined in (ii)	(Before change) Total amount of 160 million yen (Out of which the amount for Outside Directors is 10 million yen) (After change) Total amount of 360 million yen (Out of which the amount for Outside Directors is 36 million yen)
(iv) Method of acquiring the Company’s shares	Either by acquiring treasury shares disposed of or purchasing shares on the exchange market (including after-hours trading)

(v) Upper limit on the total points granted to eligible persons as defined in (i)	(Before change) 40,000 points per fiscal year (Out of which the amount for Outside Directors is 2,500 points) (After change) 60,000 points per fiscal year (Out of which the amount for Outside Directors is 6,000 points) However, the Company may grant points to Directors in service during the fiscal year ended December 31, 2021 as well to the extent of the upper limit on the total points after the above change.
(vi) Criteria for the granting points	Points are granted in accordance with position, degree of achievement of performance targets, etc.
(vii) Timing of the delivery of the Company's shares to eligible persons as defined in (i)	At the time of retirement, in principle

## (2) Upper limit of money contributed by the Company

In addition to extending the period of the already-established Trust, during the Applicable Period, the Company shall make additional contributions (additional entrustments) of money with an upper limit of a total amount of 360 million yen (out of which the amount for Outside Directors is 36 million yen) as remuneration for Directors in service during the Applicable Period to serve as acquisition funds for the Company's shares needed for delivery as share-based remuneration to be paid to Directors under the Plan. The Trust acquires the Company's shares either by acquiring treasury shares of the Company or purchasing shares from the exchange market (including after-hours trading) using money entrusted to it by the Company (including money additionally entrusted by the Company as well as any money remaining in the Trust prior to the additional entrustment).

Note: Money that the Company actually additionally entrusts to the Trust consists of the estimated amount of necessary expenses for trust fees, trust administrator fees, etc., combined with the abovementioned acquisition funds for the Company's shares.

Also, in addition to establishing a new applicable period through a decision by the Company's Board of Directors as the occasion demands (with said period to be no more than five fiscal years), the Company may further extend the period of the Trust in line with that establishment (this includes the extension of the trust period essentially made to accompany the transfer of the property in the Trust to another trust established by the Company with an identical purpose. Same applies hereinafter.) and continue the Plan. Also, in addition to establishing a new applicable period through a decision by the Company's Board of Directors as the occasion demands (with said period to be no more than five fiscal years), the Company may further extend the period of the Trust in line with that establishment (this includes the extension of the trust period essentially made to accompany the transfer of the property in the Trust to another trust established by the Company with an identical purpose. Same applies hereinafter.) and continue the Plan.

Additionally, even if the Company does not establish a new applicable period and continue the Plan in the manner described above, in cases where a Director who has already been granted points but has yet to retire is present upon the expiration of the trust period, the Company may extend the period of the Trust until the Director retires and the delivery of the Company's shares has been completed.

## (3) Method of calculation for and the upper limit of the Company's shares to be delivered to Directors

### (i) Method of granting points, etc. to Directors

Based on the Share Delivery Regulations set forth by the Board of Directors, the Company shall grant points to each Director in accordance with their position, degree of achievement of performance targets, etc. upon the point granting date stipulated in the Share Delivery Regulations during the trust period.

However, the upper limit on total points to be granted to Directors by the Company shall be 60,000 points per fiscal year (out of which the point for Outside Directors is 6,000 points).

Also, because of their high degree of achievement of performance targets for the fiscal year ended December 31, 2021, the Company may grant points to Directors in service during the fiscal year as well to the extent of the upper limit on the total points after the above change.

### (ii) Delivery of the Company's shares in accordance with the number of points granted

The Company's shares are delivered to Directors based on the procedures under (iii) below in accordance with the number of points granted to them under (i) above.

One point shall be equivalent to one share of the Company. However, in cases where an event arises in which the adjustment of the Company's shares that should be delivered through means such as share split, consolidation of shares, etc., is deemed to be rational, the number of the Company's shares per point shall be adjusted in accordance with the pertinent share split ratio, share consolidation ratio, etc.



(iii) Delivery of the Company's shares to Directors

The delivery of the Company's shares under (ii) above to each Director shall be conducted from the Trust through the performance of designated beneficiary vesting procedures by each Director at the time of his/her retirement, in principle. However, a certain percentage of the Company's shares may be delivered as money in place of the Company's shares after they have been sold/ realized in the Trust. Additionally, in cases where the Company's shares in the Trust have been converted into cash, such as cases where said shares were settled following a subscription to a tender offer, the Company may deliver money in the place of the Company's shares.

(4) Exercise of voting rights

The voting rights pertaining to the Company's shares in the Trust shall not be exercised without exception pursuant to the instruction of the trust administrator who is independent from the Company or its officers. The intention of this method is to ensure neutrality in the management of the Company with respect to the exercise of voting rights pertaining to the Company's shares in the Trust.

(5) Handling of dividends

The dividends pertaining to the Company's shares in the Trust shall be received by the Trust and allocated to the cost of acquisition for the Company's shares, trust fees to the trustee pertaining to the Trust, etc.