

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

Securities Code: 3050

May 2, 2022

Dear Shareholders,

Toshihiro Hisada  
Chairman and Representative Director, CEO  
**DCM Holdings Co., Ltd.**  
6-22-7 Minamioi, Shinagawa-ku, Tokyo

## Notice of the 16th Ordinary General Meeting of Shareholders

We are pleased to announce the 16th Ordinary General Meeting of Shareholders of DCM Holdings Co., Ltd. (the “Company”). The meeting will be held as described below.

In order to prevent the spread of the novel coronavirus disease (COVID-19), we would like to advise our shareholders to refrain from attending the General Meeting of Shareholders in person, if at all possible. Instead of attending the meeting in person, you may exercise your voting rights on the Internet or in writing. Please review the attached Reference Documents for the General Meeting of Shareholders and indicate your approval or disapproval for each proposal on the enclosed Voting Card, and post it so as to arrive no later than 5:45 p.m. on Wednesday, May 25, 2022 (JST), or vote via the Exercise of Voting Rights Website designated by the Company (<https://evote.tr.mufg.jp/>).

**1. Date and Time:** Thursday, May 26, 2022, at 10:00 a.m. (JST) (Reception for attendees begins at 9:00 a.m.)

**2. Venue:** Providence Hall (2F), Tokyo Prince Hotel  
3-3-1 Shiba-koen, Minato-ku, Tokyo

### 3. Purpose of the Meeting

#### Matters to be reported:

1. Business Report and Consolidated Financial Statements for the 16th Fiscal Year (from March 1, 2021 to February 28, 2022), as well as the Audit Reports of the Consolidated Financial Statements by the Accounting Auditor and the Audit Board
2. Non-consolidated Financial Statements for the 16th Fiscal Year (from March 1, 2021 to February 28, 2022)

#### Matters to be resolved:

- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Partial Amendments to the Articles of Incorporation (1)
- Proposal 3:** Partial Amendments to the Articles of Incorporation (2)
- Proposal 4:** Election of Seven (7) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
- Proposal 5:** Election of Five (5) Directors Who Are Audit and Supervisory Committee Members
- Proposal 6:** Setting of Amount of Remuneration for Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
- Proposal 7:** Setting of Amount of Remuneration for Directors Who Are Audit and Supervisory Committee Members
- Proposal 8:** Revisions of Details of Performance-Linked Share-Based Remuneration Plan to Directors (Excluding Directors Who Are Audit and Supervisory Committee Members) and Executive Officers

### 4. Matters Decided for Convocation

**(1) If the voting rights are exercised multiple times both in writing and via the Internet:**

Please note that your voting via the Internet shall prevail, if you exercise your voting rights both in writing and via the Internet.

**(2) If the voting rights are exercised multiple times via the Internet:**

If you exercise your voting rights more than once via the Internet, only the last vote shall be deemed effective. In addition, if you exercise your voting rights more than once using a PC, a smartphone and a mobile phone, only the last vote shall be deemed effective.

If you attend the meeting in person, please submit the enclosed Voting Card at the venue's reception. In addition, please assist us in conserving resources by bringing this Notice with you.

At this General Meeting of Shareholders, shareholders who are not able to attend in person will be able to view the proceedings of the meeting on the day via livestreaming over the Internet.

Of the documents that should be provided with this notice of the Meeting, matters to be provided as "Significant basic matters for the preparation of Consolidated Financial Statements and other notes" and "Significant accounting policies and other notes" are posted on the Company's website in accordance with the provisions of laws and regulations and the Company's Articles of Incorporation, and are not provided in the attached documents.

In addition to matters stated in the attached documents, matters to be provided as "Significant basic matters for the preparation of Consolidated Financial Statements and other notes" and "Significant accounting policies and other notes" are also included in the Consolidated and Non-Consolidated Financial Statements audited by the Auditors and the Accounting Auditor in the course of preparing the Audit Report and Accounting Auditor's Report respectively.

If we need to revise the Reference Documents for the General Meeting of Shareholders, the Business Report, the Consolidated Financial Statements, or the Non-consolidated Financial Statements, we will post the revised content on the Company's website (<https://www.dcm-hldgs.co.jp/grp/>).

#### Measures to prevent the spread of COVID-19

In order to prevent the infection risk of COVID-19, we would like to strongly advise our shareholders to refrain from attending the General Meeting of Shareholders in person, instead, exercise your voting rights beforehand via the Internet or in writing.

Shareholders attending the General Meeting of Shareholders are kindly requested to check the status of the spread of infections as well as their physical condition as of the date of the General Meeting of Shareholders, and to take precautions against infection such as wearing a mask at the venue.

We request your cooperation as we may take measures to prevent infection at the venue on the day of the General Meeting of Shareholders.

If there will be changes to the General Meeting of Shareholders due to future circumstance, we will post details on the Company's Internet website (<https://www.dcm-hldgs.co.jp/grp/>).

## **Guidance for Exercising Voting Rights**

Voting rights for a general meeting of shareholders are important rights for our shareholders. Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights.

There are three ways to exercise your voting rights.

### **If you are attending the General Meeting of Shareholders**

Please submit the enclosed Voting Card at the venue's reception.

Date and Time      Thursday, May 26, 2022, at 10:00 a.m. (JST) (Reception for attendees begins at 9:00 a.m.)

### **If you are exercising voting rights in writing (by postal mail)**

Please indicate your approval or disapproval of each proposal in the enclosed Voting Card, and mail it back to the Company without postage.

Deadline for the exercise of voting rights      The Voting Card must arrive no later than 5:45 p.m. on Wednesday, May 25, 2022 (JST)

### **If you are exercising voting rights via the Internet**

Please follow the instructions on the next page to indicate your approval or disapproval of each proposal.

Deadline for the exercise of voting rights      5:45 p.m. on Wednesday, May 25, 2022 (JST)

When voting rights are exercised both in writing (by postal mail) and via the Internet, the vote received via the Internet shall be deemed effective. In addition, when voting rights are exercised via the Internet more than once, the last vote shall be deemed effective.

## **Guidance for Exercising Voting Rights via the Internet**

### How to read QR codes

You may log in to the voting website without entering the log-in ID and temporary password shown on the Voting Card.

1. Please read the QR code on the Voting Card.  
\*“QR Code” is a registered trademark of DENSO WAVE INCORPORATED.
2. Please follow on-screen instructions to indicate your approval or disapproval of each proposal.  
Login using the QR code is valid only once.  
If you wish to exercise your voting rights again or without using the QR code, please see “How to enter log-in ID and temporary password” below.

### How to enter log-in ID and temporary password

Voting website: <https://evote.tr.mufg.jp/>

1. Please access the voting website.
2. Please enter the “log-in ID and temporary password” shown on the Voting Card and click Login.
3. Register a new password.
4. Please follow on-screen instructions to indicate your approval or disapproval of each proposal.

If you have any questions concerning how to operate your PC, smartphone, or mobile phone for exercising your voting rights via the Internet, please address inquiries to the following point of contact.

Help Desk, Stock Transfer Agency, Mitsubishi UFJ Trust and Banking Corporation

Phone: 0120-173-027

(toll free within Japan; 9:00 a.m. to 9:00 p.m. (JST))

Institutional investors may use the Electronic Proxy Voting Platform for Institutional Investors operated by ICJ, Inc.

## Reference Documents for the General Meeting of Shareholders

### Proposal 1: Appropriation of Surplus

The Company proposes the appropriation of surplus as follows.

#### Matters regarding Year-end Dividend

The Company proposes the year-end dividend for the 16th Fiscal Year as follows, after consideration of operating results for the current fiscal year, the future business development and other factors.

- Type of dividend property:  
Cash
- Dividend property allotment to shareholders and total amount thereof  
Dividends per common share of the Company: ¥17  
Total amount of dividends: ¥2,538,687,707
- Date of effectiveness of dividends:  
May 27, 2022

**Proposal 2:** Partial Amendments to the Articles of Incorporation (1)

1. Reasons for the Proposal

- (1) The Company will make a transition to a company with audit and supervisory committee from the perspective of further improving corporate governance. To effect this change, the Company will establish new provisions relating to the Audit and Supervisory Committee and its members and delete the existing provisions relating to the Audit Board and its members, as required for the transition to a company with audit and supervisory committee.
- (2) Furthermore, the Company will newly establish Article 42 (Body for Determining Dividends of Surplus, etc.) of the Articles of Incorporation and delete the existing Article 6 (Acquisition of Treasury Stock) of the Articles of Incorporation containing duplicate content as shown in the proposed amendments. The purpose of these amendments is to adopt flexible capital and dividend policies and enable the payment of dividends of surplus, etc. by a resolution of the Board of Directors pursuant to the provisions of Article 459, Paragraph (1) of the Companies Act.
- (3) In addition to the above, the Company will make changes to the numbering of its Articles of Incorporation following the establishment and deletion of provisions.
- (4) The amendments to the Articles of Incorporation proposed in this proposal shall take effect at the conclusion of this General Meeting of Shareholders.

2. Details of the Proposed Amendments

Details of the amendments are as follows:

(Amendments are underlined.)

Existing Articles of Incorporation	Proposed Amendments
CHAPTER 1 GENERAL PROVISIONS Articles 1 to 3 (Articles Omitted) <New>	CHAPTER 1 GENERAL PROVISIONS Articles 1 to 3 (Not Amended) <u>(Establishment of Bodies)</u> <u>Article 4</u> <u>The Company shall have a general meeting of shareholders and Directors, as well as a Board of Directors, Audit and Supervisory Committee, and Accounting Auditor.</u> <u>Article 5</u> (Not Amended)
CHAPTER 2 SHARES <u>Article 5</u> (Article Omitted) <u>(Acquisition of Treasury Stock)</u> <u>Article 6</u> <u>Pursuant to the provisions of Article 165, Paragraph (2) of the Companies Act, the Company may, by a resolution of the Board of Directors, acquire treasury stock through market transactions, etc. as stipulated in Paragraph (1) of said Act.</u>	CHAPTER 2 SHARES <u>Article 6</u> (Not Amended) <Deleted>
Articles 7 to 18 (Articles Omitted) CHAPTER 4 DIRECTORS AND BOARD OF DIRECTORS (Number and Election Method) Article 19 1. The Company shall not have more than thirteen (13) Directors. <New> 2. Directors shall be elected by a resolution at a general meeting of shareholders. 3. to 4. (Paragraphs Omitted) Article 20 (Article Omitted)	Articles 7 to 18 (Not Amended) CHAPTER 4 DIRECTORS AND BOARD OF DIRECTORS (Number and Election Method) Article 19 1. The Company shall not have more than thirteen (13) Directors <u>(excluding Directors who are Audit and Supervisory Committee Members).</u> 2. <u>The Company shall not have more than seven (7) Directors who are Audit and Supervisory Committee Members.</u> 3. <u>Directors shall be elected by a resolution at a general meeting of shareholders. However, Directors who are Audit and Supervisory Committee Members shall be elected separately from other Directors.</u> 4. to 5. (Not Amended) Article 20 (Not Amended)

Existing Articles of Incorporation	Proposed Amendments
<p>(Term of Office) Article 21</p> <p>1. The term of office of each Director shall expire at the close of the ordinary general meeting of shareholders which will be convened in respect to the last fiscal year ending within <u>two (2) years</u> after their election to the office.</p> <p><u>2. The term of office of any Director elected to increase the number of Directors or fill a vacancy shall expire when the term of office of existing Directors expires.</u> &lt;New&gt;</p> <p>&lt;New&gt;</p>	<p>(Term of Office) Article 21</p> <p>1. The term of office of each Director <u>(excluding Director who is an Audit and Supervisory Committee Member)</u> shall expire at the close of the ordinary general meeting of shareholders which will be convened in respect to the last fiscal year ending within <u>one (1) year</u> after their election to the office. &lt;Deleted&gt;</p> <p><u>2. The term of office of each Director who is an Audit and Supervisory Committee Member shall expire at the close of the ordinary general meeting of shareholders which will be convened in respect to the last fiscal year ending within two (2) years after their election to the office.</u></p> <p><u>3. The term of office of any Director who is an Audit and Supervisory Committee Member, elected to fill a vacancy created by the resignation of a Director who is an Audit and Supervisory Committee Member before the end of his or her term of office, shall expire when the term of office of the resigned Director who is an Audit and Supervisory Committee Member would have expired.</u> &lt;Deleted&gt;</p>
<p><u>(Establishment of the Board of Directors)</u> <u>Article 22</u> <u>The Company shall have a Board of Directors.</u></p>	
<p>(Directors with Specific Titles and Advisors) <u>Article 23</u></p>	<p>(Directors with Specific Titles and Advisors) <u>Article 22</u></p>
<p>1. The Board of Directors shall, by its resolution, appoint one (1) President from among the Directors and may, as necessary, appoint one (1) Chairman, one or a small number of Vice Chairmen, one or a small number of Vice Presidents, one or a small number of Senior Managing Directors and one or a small number of Managing Directors.</p> <p>2. (Paragraph Omitted)</p>	<p>1. The Board of Directors shall, by its resolution, appoint one (1) President from among the Directors <u>(excluding Directors who are Audit and Supervisory Committee Members)</u> and may, as necessary, appoint one (1) Chairman, one or a small number of Vice Chairmen, one or a small number of Vice Presidents, one or a small number of Senior Managing Directors and one or a small number of Managing Directors.</p> <p>2. (Not Amended)</p>
<p>(Representative Directors) <u>Article 24</u></p>	<p>(Representative Directors) <u>Article 23</u></p>
<p>The Board of Directors shall, by its resolution, appoint Representative Director(s).</p>	<p>The Board of Directors shall, by its resolution, appoint Representative Director(s) <u>from among the Directors (excluding Directors who are Audit and Supervisory Committee Members).</u></p>
<p><u>Article 25 (Article Omitted)</u></p>	<p><u>Article 24 (Not Amended)</u></p>
<p>(Notice of Meetings of the Board of Directors) <u>Article 26</u></p>	<p>(Notice of Meetings of the Board of Directors) <u>Article 25</u></p>
<p>1. A notice for convening a meeting of the Board of Directors shall be given to each Director <u>and each Auditor</u> no later than three (3) days prior to the date of the meeting; However, this period may be shortened in the case of an emergency.</p> <p>2. With the consent of all Directors <u>and Auditors</u>, a meeting of the Board of Directors may be held without following the convocation procedure.</p>	<p>1. A notice for convening a meeting of the Board of Directors shall be given to each Director no later than three (3) days prior to the date of the meeting; However, this period may be shortened in the case of an emergency.</p> <p>2. With the consent of all Directors, a meeting of the Board of Directors may be held without following the convocation procedure.</p>
<p><u>Article 27 (Article Omitted)</u></p>	<p><u>Article 26 (Not Amended)</u></p>

Existing Articles of Incorporation	Proposed Amendments
<p style="text-align: center;">&lt;New&gt;</p> <p>(Minutes of Meetings of the Board of Directors) Article 28 The minutes of meetings of the Board of Directors shall document or record an outline of proceedings, meeting results, and other matters stipulated by laws and regulations. The chair of the meeting and attending Directors <u>and Auditors</u> shall write their names and affix their seals on or electronically sign the minutes.</p> <p>(Remuneration of Directors) Article 29 Salaries, bonuses, and other economic benefits Directors receive from the Company as consideration for the execution of their duties (hereinafter, collectively referred to as “remuneration”) shall be determined by a resolution at a general meeting of shareholders.</p> <p>Articles 30 to 31 (Articles Omitted)</p> <p style="text-align: center;"><u>CHAPTER 5</u> <u>AUDITORS AND AUDIT BOARD</u></p> <p><u>(Establishment of Auditors and the Audit Board)</u> <u>Article 32</u> <u>The Company shall have Auditors and an Audit Board.</u></p> <p><u>(Number and Election Method)</u> <u>Article 33</u> <u>1. The Company shall not have more than five (5) Auditors.</u> <u>2. Auditors shall be elected by a resolution at a general meeting of shareholders.</u> <u>3. The resolution for the election of Auditors shall require the presence of shareholders representing at least one-third (1/3) of the voting rights of the shareholders who may exercise voting rights on the issue and a majority vote.</u></p> <p><u>(Term of Office)</u> <u>Article 34</u> <u>1. The term of office of each Auditor shall expire at the close of the ordinary general meeting of shareholders which will be convened in respect to the last fiscal year ending within four (4) years after their election to the office.</u> <u>2. The term of office of any Auditor elected to fill a vacancy created by the resignation of an Auditor before the end of his or her term of office shall expire when the term of office of the resigned Auditor would have expired.</u></p> <p><u>(Full-time Auditors)</u> <u>Article 35</u> <u>The Audit Board shall elect full-time Auditors from among the Auditors.</u></p>	<p><u>(Delegation of Decision-making Authority Regarding the Execution of Important Operations)</u> <u>Article 27</u> <u>Pursuant to the provisions of Article 399-13, Paragraph (6) of the Companies Act, the Company may, by a resolution of the Board of Directors, delegate to its Directors all or part of its decision-making authority regarding the execution of important operations (excluding the matters set forth in Article 399-13, Paragraph (5) of the Companies Act).</u></p> <p>(Minutes of Meetings of the Board of Directors) Article 28 The minutes of meetings of the Board of Directors shall document or record an outline of proceedings, meeting results, and other matters stipulated by laws and regulations. The chair of the meeting and attending Directors shall write their names and affix their seals on or electronically sign the minutes.</p> <p>(Remuneration of Directors) Article 29 Salaries, bonuses, and other economic benefits Directors receive from the Company as consideration for the execution of their duties (hereinafter, collectively referred to as “remuneration”) shall be determined by a resolution at a general meeting of shareholders. <u>Remuneration of Directors who are Audit and Supervisory Committee Members shall be determined separately from that of other Directors by a resolution at a general meeting of shareholders.</u></p> <p>Articles 30 to 31 (Not Amended) &lt;Deleted&gt; &lt;Deleted&gt; &lt;Deleted&gt; &lt;Deleted&gt; &lt;Deleted&gt; &lt;Deleted&gt;</p>



Existing Articles of Incorporation	Proposed Amendments
<p><u>(Notice of Meetings of the Audit Board)</u>  <u>Article 36</u>  1. <u>A notice for convening a meeting of the Audit Board shall be given to each Auditor no later than three (3) days prior to the date of the meeting; However, this period may be shortened in the case of an emergency.</u>  2. <u>With the consent of all Auditors, a meeting of the Audit Board may be held without following the convocation procedure.</u></p>	<p>&lt;Deleted&gt;</p>
<p><u>(Minutes of Meetings of the Audit Board)</u>  <u>Article 37</u>  <u>The minutes of meetings of the Audit Board shall document or record an outline of proceedings, meeting results, and other matters stipulated by laws and regulations. Attending Auditors shall write their names and affix their seals on or electronically sign the minutes.</u></p>	<p>&lt;Deleted&gt;</p>
<p><u>(Remuneration of Auditors)</u>  <u>Article 38</u>  <u>Remuneration of Auditors shall be determined by a resolution at a general meeting of shareholders.</u></p>	<p>&lt;Deleted&gt;</p>
<p><u>(Rules for the Audit Board)</u>  <u>Article 39</u>  <u>Matters concerning the Audit Board shall be governed by the rules for the Audit Board established by the Audit Board, unless otherwise provided by laws and regulations or the Company's Articles of Incorporation.</u></p>	<p>&lt;Deleted&gt;</p>
<p><u>(Exempting Auditors from Liability)</u>  <u>Article 40</u>  1. <u>Pursuant to the provisions of Article 426, Paragraph (1) of the Companies Act, Auditors (including former Auditors) may, by a resolution of the Board of Directors, be exempt from the liability for damages stipulated in Article 423, Paragraph (1) of the Companies Act, to the extent permitted by laws and regulations.</u>  2. <u>Pursuant to the provisions of Article 427, Paragraph (1) of the Companies Act, the Company may conclude agreements for the limitation of liability to compensate for damages prescribed in Article 423, Paragraph (1) of the same Act with Auditors. However, the maximum amount of the liability for damages based on said agreement shall be the amount prescribed in laws and regulations.</u></p>	<p>&lt;Deleted&gt;</p>
<p>&lt;New&gt;</p>	<p><u>CHAPTER 5</u></p>
<p>&lt;New&gt;</p>	<p><u>AUDIT AND SUPERVISORY COMMITTEE</u></p>
<p>&lt;New&gt;</p>	<p><u>(Full-time Audit and Supervisory Committee Members)</u>  <u>Article 32</u>  <u>The Audit and Supervisory Committee may, by its resolution, elect full-time members.</u></p>
<p>&lt;New&gt;</p>	<p><u>(Notice of Meetings of the Audit and Supervisory Committee)</u>  <u>Article 33</u></p>
	<p>1. <u>A notice for convening a meeting of the Audit and Supervisory Committee shall be given to each Audit and Supervisory Committee Member no later than three (3) days prior to the date of the meeting; However, this period may be shortened in the case of an emergency.</u>  2. <u>With the consent of all Audit and Supervisory Committee Members, a meeting of the Audit and Supervisory Committee may be held without following the convocation procedure.</u></p>

Existing Articles of Incorporation	Proposed Amendments
<New>	<u>(Minutes of Meetings of the Audit and Supervisory Committee)</u> <u>Article 34</u>
	<u>The minutes of meetings of the Audit and Supervisory Committee shall document or record an outline of proceedings, meeting results, and other matters stipulated by laws and regulations. Attending Audit and Supervisory Committee Members shall write their names and affix their seals on or electronically sign the minutes.</u>
<New>	<u>(Rules for the Audit and Supervisory Committee)</u> <u>Article 35</u>
	<u>Matters concerning the Audit and Supervisory Committee shall be governed by the rules for the Audit and Supervisory Committee established by the Audit and Supervisory Committee, unless otherwise provided by laws and regulations or the Company's Articles of Incorporation.</u>
CHAPTER 6 ACCOUNTING AUDITOR	CHAPTER 6 ACCOUNTING AUDITOR
<u>(Establishment of Accounting Auditor)</u>	<Deleted>
<u>Article 41</u>	
<u>The Company shall have an Accounting Auditor.</u>	
<u>Articles 42 to 43 (Articles Omitted)</u>	<u>Articles 36 to 37 (Not Amended)</u>
<u>(Remuneration of Accounting Auditor)</u>	<u>(Remuneration of Accounting Auditor)</u>
<u>Article 44</u>	<u>Article 38</u>
Remuneration of Accounting Auditor shall be determined by Representative Directors with the consent of <u>the Audit Board</u> .	Remuneration of Accounting Auditor shall be determined by Representative Directors with the consent of <u>the Audit and Supervisory Committee</u> .
<u>Article 45 (Article Omitted)</u>	<u>Article 39 (Not Amended)</u>
CHAPTER 7 ACCOUNTS	CHAPTER 7 ACCOUNTS
<u>Articles 46 to 47 (Articles Omitted)</u>	<u>Articles 40 to 41 (Not Amended)</u>
<New>	<u>(Body for Determining Dividends of Surplus, Etc.)</u>
	<u>Article 42</u>
	<u>The Company may, by a resolution of the Board of Directors, determine the matters set forth in items of Article 459, Paragraph (1) of the Companies Act, such as dividends of surplus, unless otherwise provided by laws and regulations.</u>
<u>Articles 48 to 49 (Articles Omitted)</u>	<u>Articles 43 to 44 (Not Amended)</u>
<New>	<u>(Supplementary Provisions)</u>
	<u>(Transitional Measures Concerning the Exemption of Auditors from Liability)</u>
	<u>Article 1</u>
	1. Pursuant to the provisions of Article 426, Paragraph (1) of the Companies Act, with respect to the acts undertaken before the partial amendments to the Company's Articles of Incorporation resolved at the 16th Ordinary General Meeting of Shareholders come into effect, the Company may, by a resolution of the Board of Directors, release Auditors under Article 423, Paragraph (1) of the same Act (including former Auditors) from their liability for damages, to the extent permitted by laws and regulations.
	2. With respect to the acts of Auditors (including former Auditors) undertaken prior to the close of the 16th Ordinary General Meeting of Shareholders, the agreement which limits liability for damages as stipulated in Article 423, Paragraph (1) of the Companies Act shall still be in accordance with Article 40, Paragraph 2 of the Articles of Incorporation in place prior to the amendments made by a resolution at the 16th Ordinary General Meeting of Shareholders.

**Proposal 3: Partial Amendments to the Articles of Incorporation (2)**

1. Reasons for the Proposal

The amended provisions stipulated in the proviso of 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 electronic provision of materials for general meetings of shareholders, the Articles of Incorporation of the Company shall be amended as follows.

- (1) The proposed Article 15, Paragraph 1 provides that information contained in the reference documents for the general meeting of shareholders, etc. shall be provided electronically.
- (2) The purpose of the proposed Article 15, 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 who have requested it.
- (3) The provisions related to the Internet disclosure and deemed provision of the reference documents for the general meeting of shareholders (Article 15 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.

2. Details of the Proposed Amendments

The proposed amendments are additional amendments to be made to the Articles of Incorporation after the amendments proposed by Proposal 2: “Partial Amendments to the Articles of Incorporation (1)” are adopted. Details of the amendments are as follows:

(Amendments are underlined.)

Existing Articles of Incorporation	Proposed Amendments
<p><u>(Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.)</u>  <u>Article 15</u>  <u>The Company may, when convening a general meeting of shareholders, deem that it has provided information to shareholders pertaining to matters to be described or indicated in the reference documents for the general meeting of shareholders, business report, non-consolidated financial statements, and consolidated financial statements, by disclosing such information through the Internet in accordance with the provisions provided in the Ministry of Justice Order.</u>                      &lt;New&gt;</p>	<p style="text-align: center;">&lt;Deleted&gt;</p> <p><u>(Measures for Electronic Provision, Etc.)</u>  <u>Article 15</u>                      1. <u>The Company shall, when convening a general meeting of shareholders, provide information contained in the reference documents for the general meeting of shareholders, etc. electronically.</u>                      2. <u>Among the matters to be provided electronically, the Company may choose not to include all or part of the matters stipulated in the Ministry of Justice Order in the paper copy to be sent to shareholders who have requested it by the record date for voting rights.</u></p>

Existing Articles of Incorporation	Proposed Amendments
<p>&lt;New&gt;</p>	<p><u>(Supplementary Provisions)</u>  <u>(Transitional Measures Related to Measures for Electronic Provision, Etc.)</u>  <u>Article 2</u></p> <ol style="list-style-type: none"> <li data-bbox="821 324 1439 539">1. <u>The amendment to the Articles of Incorporation pertaining to Article 15 shall be effective from September 1, 2022, which is the date of enforcement of the amended provisions stipulated in the proviso of 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></li> <li data-bbox="821 548 1439 763">2. <u>Notwithstanding the provision of the preceding paragraph, Article 15 of the Articles of Incorporation (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) shall remain effective regarding any general meeting of shareholders held on a date within six (6) months from the Date of Enforcement.</u></li> <li data-bbox="821 772 1439 922">3. <u>These Supplementary Provisions shall be deleted on the date when six (6) months have elapsed from the Date of Enforcement or three (3) months have elapsed from the date of the general meeting of shareholders in the preceding paragraph, whichever is later.</u></li> </ol>

**Proposal 4:** Election of Seven (7) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all ten (10) Directors will expire upon conclusion of this Ordinary General Meeting of Shareholders.

Accordingly, the Company requests the election of seven (7) Directors (excluding Directors who are Audit and Supervisory Committee Members; the same shall apply hereinafter in this proposal). This proposal, however, can only take effect on condition that the amendments to the Articles of Incorporation in Proposal 2: “Partial Amendments to the Articles of Incorporation (1)” take effect.

The candidates for Directors to be elected are as follows:

No.	Name	Positions and areas of responsibility in the Company	
1	Toshihiro Hisada	Chairman and Representative Director, CEO	Reelection
2	Yasunori Ishiguro	Representative Director and President, COO	Reelection
3	Keizo Honda	Director Executive Officer	Reelection
4	Toshimitsu Shimizu	Director Executive Officer In charge of Internal Control, General Affairs, Stocks, and Public Relations	Reelection
5	Masayuki Nakagawa	Director Executive Officer	Reelection
6	Hiroshi Ogame	Director	Reelection
7	Koji Jitsukawa	–	New candidate

Reelection: Director candidate for reelection

New candidate: Candidate for new Director

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company	Number of the Company's shares held
1	Toshihiro Hisada (December 19, 1946)  Reelection	<p>July 2001      Joined Kahma Co., Ltd. (current DCM Co., Ltd.), Advisor</p> <p>June 2002      Representative Director and Vice President, Kahma Co., Ltd. (current DCM Co., Ltd.)</p> <p>Sept. 2002      Representative Director and President, Kahma Co., Ltd. (current DCM Co., Ltd.)</p> <p>Mar. 2006      Representative Director and President, DCM Japan Co., Ltd.</p> <p>Sept. 2006      Representative Director and Vice President, the Company</p> <p>May 2007      Representative Director and President, the Company</p> <p>Mar. 2012      Representative Director and President Executive Officer, the Company</p> <p>May 2017      Representative Director and President, CEO, the Company</p> <p>Mar. 2020      Chairman and Representative Director, CEO, the Company (current position)</p>	186,126 shares
<p>Reasons for Nomination as Director</p> <p>Mr. Toshihiro Hisada has been Chairman and Representative Director, CEO of the Company and has extensive experience, proven track record and insights as a business manager. We have nominated him as a candidate for Director as we believe he is well qualified to lead the business management of the Group with his strong leadership and determination demonstrated toward the realizing of “Do Create Mystyle,” which is the management philosophy of the Company.</p>			

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company	Number of the Company's shares held
2	<p data-bbox="347 1016 528 1137">Yasunori Ishiguro (January 20, 1963)</p> <p data-bbox="384 1115 491 1137">Reelection</p>	<p data-bbox="612 264 1241 322">Sept. 1991    Joined Ishiguro Homa Corp. (current DCM Co., Ltd.)</p> <p data-bbox="612 331 1193 389">Feb. 2003    Managing Executive Officer, Homac Corp. (current DCM Co., Ltd.)</p> <p data-bbox="612 398 1230 456">Feb. 2006    Director and Senior Managing Executive Officer, Homac Corp. (current DCM Co., Ltd.)</p> <p data-bbox="612 465 1182 524">Dec. 2007    Director and Vice President, Homac Corp. (current DCM Co., Ltd.)</p> <p data-bbox="612 533 995 568">May 2008    Director, the Company</p> <p data-bbox="612 577 1225 636">Mar. 2011    Representative Director and President, Homac Corp. (current DCM Co., Ltd.)</p> <p data-bbox="612 645 1241 725">Mar. 2012    Director Executive Officer in charge of Product Development and New Business Development, the Company</p> <p data-bbox="612 734 1235 815">Mar. 2012    Representative Director and President Executive Officer, Homac Corp. (current DCM Co., Ltd.)</p> <p data-bbox="612 824 1241 904">Sept. 2012    Director Executive Officer in charge of Product Development and New Business Promotion, the Company</p> <p data-bbox="612 913 1155 972">Mar. 2013    Director Executive Officer in charge of Merchandising, the Company</p> <p data-bbox="612 981 1225 1039">May 2014    Director and Vice President Executive Officer in charge of Merchandising, the Company</p> <p data-bbox="612 1048 1225 1128">May 2016    Representative Director and Vice President Executive Officer in charge of Merchandising, the Company</p> <p data-bbox="612 1137 1225 1263">Dec. 2016    Representative Director and Vice President Executive Officer in charge of Merchandising, Executive Manager of Merchandising Headquarters, the Company</p> <p data-bbox="612 1272 1214 1330">May 2017    Representative Director and President, DCM Homac Co., Ltd. (current DCM Co., Ltd.)</p> <p data-bbox="612 1339 1219 1464">May 2017    Representative Director and Vice President, COO in charge of Merchandising, Executive Manager of Merchandising Headquarters, the Company</p> <p data-bbox="612 1473 1225 1599">Mar. 2018    Representative Director and President, Executive Manager of Business Operating Headquarters, DCM Homac Co., Ltd. (current DCM Co., Ltd.)</p> <p data-bbox="612 1608 1214 1666">Mar. 2020    Representative Director and President, COO, the Company (current position)</p> <p data-bbox="612 1675 1145 1756">Mar. 2021    Representative Director and President, Executive Manager of Merchandising Headquarters, DCM Co., Ltd.</p> <p data-bbox="612 1765 1214 1823">Mar. 2022    Representative Director and President, DCM Co., Ltd. (current position)</p> <p data-bbox="612 1832 1145 1890">Important Concurrent Position(s) Representative Director and President, DCM Co., Ltd.</p>	4,193,262 shares
<p data-bbox="277 1901 632 1924">Reasons for Nomination as Director</p> <p data-bbox="277 1933 1437 2049">Mr. Yasunori Ishiguro has been Representative Director and President, COO of the Company and has extensive experience, proven track record and insights as a business manager. We have nominated him as a candidate for Director as we believe he is well qualified to develop and promote the growth strategies of the Group with his strong leadership as a person responsible for business execution of the Company.</p>			

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company	Number of the Company's shares held
3	Keizo Honda (October 21, 1961)  Reelection	<p>Apr. 1985      Joined Oscar Co., Ltd. (current DCM Co., Ltd.)</p> <p>Mar. 2007      General Manager, Store Development Department, Oscar Co., Ltd. (current DCM Co., Ltd.)</p> <p>Mar. 2009      Division Senior Manager, Store Development Division and General Manager, Store Develop Division I, Oscar Co., Ltd. (current DCM Co., Ltd.)</p> <p>Nov. 2009      Division Senior Manager, Store Development Division and General Manager, Store Development Department and Construction Facility and Contract Management Department, the Company</p> <p>Mar. 2012      Executive Officer, Division Senior Manager, Store Development Division, Kahma Co., Ltd. (current DCM Co., Ltd.)</p> <p>Mar. 2013      Division Senior Manager, Store Development Division and General Manager, Store Development and Planning Department, the Company</p> <p>Mar. 2015      General Manager, Hodaka Division, DCM Kahma Co., Ltd. (current DCM Co., Ltd.)</p> <p>May 2015      Executive Officer, General Manager, Hodaka Division and Store Development Department, DCM Kahma Co., Ltd. (current DCM Co., Ltd.)</p> <p>May 2016      Director Executive Officer, General Manager, Hodaka Division and Store Development Department, DCM Kahma Co., Ltd. (current DCM Co., Ltd.)</p> <p>May 2016      Director, Hodaka Co., Ltd.</p> <p>May 2018      Director Executive Officer, Vice General Manager of Sales Headquarters, and General Manager, Hodaka Division, DCM Kahma Co., Ltd. (current DCM Co., Ltd.)</p> <p>Mar. 2019      Representative Director and President, Hodaka Co., Ltd. (current position)</p> <p>May 2019      Representative Director and President, Executive Manager of Business Operating Headquarters, DCM Kahma Co., Ltd. (current DCM Co., Ltd.)</p> <p>May 2019      Director Executive Officer, the Company (current position)</p> <p>Mar. 2021      Director and Vice President, Executive Manager of Sales Headquarters, DCM Co., Ltd.</p> <p>Mar. 2022      Director and Vice President, Executive Manager of Business Operating Headquarters, DCM Co., Ltd. (current position)</p> <p>Important Concurrent Position(s) Director and Vice President, Executive Manager of Business Operating Headquarters, DCM Co., Ltd.</p>	10,830 shares
<p>Reasons for Nomination as Director</p> <p>Mr. Keizo Honda has appropriately fulfilled his role as Director in making decisions over important business matters and overseeing business execution. We have nominated him as a candidate for Director as we believe he is well qualified to formulate and promote strategies to strengthen the management of the Group with his extensive experience, proven track record and insights.</p>			

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company	Number of the Company's shares held
4	Toshimitsu Shimizu (November 1, 1963)  Reelection	<p>Mar. 1986    Joined Ishiguro Store Co., Ltd. (current DCM Co., Ltd.)</p> <p>Feb. 2001    General Manager, Store Operations IV Division, Hokkaido Division, Homac Corp. (current DCM Co., Ltd.)</p> <p>July 2003    General Manager, Sales Planning Promotion Division, Hokkaido Region, Homac Corp. (current DCM Co., Ltd.)</p> <p>Feb. 2005    General Manager in charge of New Business Development Team, Homac Corp. (current DCM Co., Ltd.)</p> <p>Feb. 2006    General Manager in charge of Ben &amp; Lee Business Promotion Division, Homac Corp. (current DCM Co., Ltd.)</p> <p>Mar. 2007    Zone Manager, Hokkaido Zone, 1st Division, Homac Corp. (current DCM Co., Ltd.)</p> <p>Sept. 2008    General Manager, Personnel and Human Resources Development Division, Homac Corp. (current DCM Co., Ltd.)</p> <p>Mar. 2010    Division Senior Manager, Personnel Division, the Company</p> <p>May 2011    Director, Homac Corp. (current DCM Co., Ltd.)</p> <p>Mar. 2012    Executive Officer, Division Senior Manager, Personnel Division, the Company</p> <p>Mar. 2013    Executive Officer, Division Senior Manager, General Affairs and Personnel Division, the Company</p> <p>May 2015    Director (with Managing-Director status), DCM Homac Co., Ltd. (current DCM Co., Ltd.)</p> <p>May 2015    Director Executive Officer in charge of General Affairs and Personnel, Division Senior Manager, General Affairs and Personnel Division, the Company</p> <p>Mar. 2016    Director Executive Officer in charge of General Affairs and Personnel, Division Senior Manager of General Affairs and Personnel Division, General Manager of Personnel Department, the Company</p> <p>May 2016    Director Executive Officer in charge of General Affairs and Personnel, Division Senior Manager of General Affairs and Personnel Division, General Manager of Personnel Department, in charge of Internal Control and Compliance, General Manager, Internal Control Office, the Company</p> <p>Mar. 2017    Director Executive Officer in charge of General Affairs and Personnel, Division Senior Manager of General Affairs and Personnel Division, in charge of Internal Control and Compliance, General Manager, Internal Control Office, the Company</p>	10,140 shares



No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company	Number of the Company's shares held
		<p>Mar. 2018 Director Executive Officer in charge of General Affairs and Personnel, Division Senior Manager of General Affairs and Personnel Division, in charge of Internal Control and Compliance, General Manager, Corporate Strategy Office, the Company</p> <p>Sept. 2019 Director Executive Officer in charge of General Affairs and Personnel, Division Senior Manager of General Affairs and Personnel Division, in charge of Internal Control and Compliance, the Company</p> <p>Mar. 2020 Director (with Senior Managing-Director status), DCM Homac Co., Ltd. (current DCM Co., Ltd.)</p> <p>Mar. 2021 Director Executive Officer in charge of Internal Control, General Affairs, Stocks, and Public Relations, the Company (current position)</p> <p>Mar. 2021 Director and Vice President, Executive Manager of Administration Headquarters, Division Senior Manager of General Affairs and Personnel Division, DCM Co., Ltd.</p> <p>Jan. 2022 Representative Director and President, DCM Advanced Technologies, Co., Ltd. (current position)</p> <p>Mar. 2022 Director and Vice President, Executive Manager of Administration Headquarters, DCM Co., Ltd. (current position)</p> <p>Important Concurrent Position(s) Director and Vice President, Executive Manager of Administration Headquarters, DCM Co., Ltd.</p>	
<p>Reasons for Nomination as Director</p> <p>Mr. Toshimitsu Shimizu has appropriately fulfilled his role as Director in making decisions over important business matters and overseeing business execution. He supervises matters concerning governance system and human resources policy of the Group. We have nominated him as a candidate for Director as we believe he is well qualified to strengthen the management and the corporate governance of the Group.</p>			

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company	Number of the Company's shares held
5	Masayuki Nakagawa (April 15, 1968)  Reelection	<p>Mar. 1991      Joined Daiki Co., Ltd. (current DCM Co., Ltd.)</p> <p>Mar. 2010      General Manager, Personnel Division, Daiki Co., Ltd. (current DCM Co., Ltd.)</p> <p>Sept. 2012     General Manager, Personnel Division, the Company</p> <p>Mar. 2013      General Manager, Personnel Corporate Planning Division, the Company</p> <p>Mar. 2014      General Manager, General Affairs and Personnel Division, Daiki Co., Ltd. (current DCM Co., Ltd.)</p> <p>May 2014      Executive Officer and General Manager, General Affairs and Personnel Division, Daiki Co., Ltd. (current DCM Co., Ltd.)</p> <p>Sept. 2016     Executive Officer, Division Senior Manager, Management Division and General Manager, General Affairs and Personnel Division, DCM Daiki Co., Ltd. (current DCM Co., Ltd.)</p> <p>May 2017      Director and Executive Officer, Division Senior Manager, Management Division and General Manager, General Affairs and Personnel Division, DCM Daiki Co., Ltd. (current DCM Co., Ltd.)</p> <p>Sept. 2017     Director, Executive Officer and Division Senior Manager, Management Division, DCM Daiki Co., Ltd. (current DCM Co., Ltd.)</p> <p>May 2019      Director, Managing Executive Officer and Division Senior Manager, Management Division, DCM Daiki Co., Ltd. (current DCM Co., Ltd.)</p> <p>May 2020      Director Executive Officer, the Company (current position)</p> <p>May 2020      Representative Director and President, Executive Manager of Business Operating Headquarters, DCM Daiki Co., Ltd. (current DCM Co., Ltd.)</p> <p>Mar. 2021      Director, Managing Executive Officer and Division Senior Manager, Western Japan Sales Division, Sales Headquarters, DCM Co., Ltd.</p> <p>Mar. 2022      Director, Managing Executive Officer and Division Senior Manager, Western Japan Sales Division, Business Operating Headquarters, DCM Co., Ltd. (current position)</p> <p>Important Concurrent Position(s) Director, Managing Executive Officer and Division Senior Manager, Western Japan Sales Division, Business Operating Headquarters, DCM Co., Ltd.</p>	3,300 shares
<p>Reasons for Nomination as Director</p> <p>Mr. Masayuki Nakagawa has appropriately fulfilled his role as Director in making decisions over important business matters and overseeing business execution. We have nominated him as a candidate for Director as we believe he is well qualified to formulate and promote strategies to strengthen the management of the Group with his extensive experience, proven track record and insights.</p>			

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company	Number of the Company's shares held
6	<p style="text-align: center;">Hiroshi Ogame (May 26, 1960)</p> <p style="text-align: center;">Reelection</p>	<p>Sept. 1988    Joined DIK Co., Ltd. (current DCM Co., Ltd.)</p> <p>Feb. 1989    General Manager, Corporate Planning Department, Daiki Co., Ltd. (current DCM Co., Ltd.)</p> <p>June 1995    Director, Daiki Co., Ltd. (current DCM Co., Ltd.)</p> <p>Apr. 2004    Representative and Senior Managing Director, Daiki Co., Ltd. (current DCM Co., Ltd.)</p> <p>July 2005    Representative Director and President, Daiki Axis Co., Ltd.</p> <p>Sept. 2006    Director, the Company</p> <p>Dec. 2011    Representative Director and CEO, LEC Industries Co., Ltd.</p> <p>Apr. 2012    Representative Director and President, Sylfid Inc.</p> <p>Oct. 2013    Representative Director and President, PT. BESTINDO AQUATEK SEJAHTERA (current PT. DAIKI AXIS INDONESIA)</p> <p>May 2015    Director, DCM Daiki Co., Ltd. (current DCM Co., Ltd.)</p> <p>May 2016    Director, the Company (current position)</p> <p>Jan. 2017    Chairman and Director, PT. DAIKI AXIS INDONESIA (current position)</p> <p>Mar. 2017    Representative Director and President, Executive Manager, Global Business Division, Daiki Axis Co., Ltd.</p> <p>Mar. 2017    Chairman and Director, Kishimoto Design and Engineering Co., Ltd. (current DAD Co., Ltd.)</p> <p>May 2017    Chairman and Director, Sylfid Inc. (Daiki Axis Sustainable Power Co., Ltd.) (current position)</p> <p>Feb. 2018    Chairman and Director, DA INVENT Co., Ltd.</p> <p>Mar. 2019    Representative Director and President, CEO and CGO, Daiki Axis Co., Ltd.</p> <p>Mar. 2021    Representative Director and President, CEO, Daiki Axis Co., Ltd. (current position)</p> <p>Important Concurrent Position(s) Representative Director and President, CEO, Daiki Axis Co., Ltd.</p>	443,400 shares
<p>Reasons for Nomination as Director</p> <p>Mr. Hiroshi Ogame has appropriately fulfilled his role as Director in making decisions over important business matters and overseeing business execution. We have nominated him as a candidate for Director as we believe he is well qualified to strengthen the management of the Group with his extensive experience, proven track record and insights as a corporate business manager.</p>			

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company	Number of the Company's shares held
7	Koji Jitsukawa (October 1, 1959)  New candidate	<p>Apr. 1984      Joined Keiyo Co., Ltd.</p> <p>Jan. 2009      Executive Officer and General Manager of Development Division, Keiyo Co., Ltd.</p> <p>Jan. 2010      Executive Officer and General Manager of Corporate Planning Department, Keiyo Co., Ltd.</p> <p>May 2010      Director and General Manager of Corporate Planning Department, Keiyo Co., Ltd.</p> <p>June 2011      Director, General Manager of Office of the President, and General Manager of Public Relations Department, Keiyo Co., Ltd.</p> <p>May 2012      Managing Director, General Manager of Office of the President, and General Manager of Public Relations Department, Keiyo Co., Ltd.</p> <p>Aug. 2012      Managing Director and General Manager of Office of the President, Keiyo Co., Ltd.</p> <p>Jan. 2014      Managing Director, General Manager of Office of the President, and in charge of financial affairs, Keiyo Co., Ltd.</p> <p>Feb. 2015      Managing Director, General Manager of Office of the President, and in charge of financial affairs and compliance, Keiyo Co., Ltd.</p> <p>Mar. 2017      Representative Director and Senior Managing Director, General Manager of Office of the President, and in charge of compliance, Keiyo Co., Ltd.</p> <p>Feb. 2018      Representative Director and Senior Managing Director, and General Manager of Sales Division, Keiyo Co., Ltd. (current position)</p> <p>Important Concurrent Position(s) Representative Director and Senior Managing Director, and General Manager of Sales Division, Keiyo Co., Ltd. If Mr. Koji Jitsukawa is elected as Director at the general meeting of shareholders of Keiyo Co., Ltd. to be held on May 24, he will assume the office of President of the company.</p>	– shares
<p>Reasons for Nomination as Director</p> <p>Mr. Koji Jitsukawa manages Keiyo Co., Ltd., which participates in the Group as an affiliated company accounted for using the equity method, as its Representative Director and Senior Managing Director. We have nominated him as a candidate for Director as we believe he is well qualified to strengthen the management of the Group with his extensive experience, proven track record and insights.</p>			

- (Notes)
1. No special interest exists between any of the above candidates for Directors and the Company.
  2. The Company has concluded an agreement with Mr. Hiroshi Ogame to limit his liability to compensate for damages prescribed in Article 423, Paragraph (1) of the Companies Act, pursuant to the provisions of Article 427, Paragraph (1) of the same Act. The maximum amount of the liability for damages based on the said agreement shall be the amount prescribed in laws and regulations. If the reelection of Mr. Hiroshi Ogame is approved, the Company intends to extend this limited liability agreement with him.
  3. If the election of Mr. Koji Jitsukawa is approved, the Company will enter into an agreement with him, to limit his liability to compensate for damages prescribed in Article 423, Paragraph (1) of the Companies Act, pursuant to the provisions of Article 427, Paragraph (1) of the same Act. The maximum amount of the liability for damages based on the said agreement shall be the amount prescribed in laws and regulations.
  4. The Company has concluded a directors and officers liability insurance policy with an insurance company to insure Directors, Auditors, and Executive Officers of the Company and its subsidiaries, as stipulated in the provisions of Article 430-3, Paragraph (1) of the Companies Act. The insurance policy covers damages that may arise when the insured persons become liable in connection with the execution of their duties or receive claims related to the pursuit of such liability (however, those that fall under the exclusions stipulated in the insurance policy are excluded). Insurance premiums for the above insurance policy are fully paid for by the Company. In addition, when the above insurance policy is renewed next time, the Company plans to renew it with the same details.

**Proposal 5:** Election of Five (5) Directors Who Are Audit and Supervisory Committee Members

If Proposal 2: “Partial Amendments to the Articles of Incorporation (1)” is approved and adopted as originally proposed, the Company will make the transition to a company with audit and supervisory committee.

Accordingly, the Company requests the election of five (5) Directors who are Audit and Supervisory Committee Members.

In addition, the consent of the Audit Board has been obtained for this proposal.

This proposal, however, can only take effect on condition that the amendments to the Articles of Incorporation in Proposal 2: “Partial Amendments to the Articles of Incorporation (1)” take effect.

The candidates for Directors who are Audit and Supervisory Committee Members to be elected are as follows:

No.	Name	Positions and areas of responsibility in the Company	
1	Hisato Kumagai	Director Executive Officer in charge of Corporate Strategy, Finance, and IR	New candidate
2	Michio Masukawa	Outside Director	New candidate Outside Independent
3	Naoki Uno	Outside Director	New candidate Outside Independent
4	Hikaru Oguchi	Outside Auditor	New candidate Outside Independent
5	Hitomi Iba	–	New candidate Outside Independent

New candidate: Candidate for new Director

Outside: Candidate for Outside Director

Independent: Independent Officer under the provisions set forth by the stock exchange

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company	Number of the Company's shares held
1	<p data-bbox="347 645 528 703">Hisato Kumagai (August 14, 1960)</p> <p data-bbox="363 741 512 763">New candidate</p>	<p data-bbox="612 264 1222 322">Apr. 1985      Joined The Nippon Credit Bank, Ltd. (current Aozora Bank, Ltd.)</p> <p data-bbox="612 331 1193 389">Apr. 2009      General Manager, Sapporo Branch, Aozora Bank, Ltd.</p> <p data-bbox="612 398 1209 456">Oct. 2011      Joint General Manager, Legal &amp; Compliance Division, Aozora Bank, Ltd.</p> <p data-bbox="612 465 1238 524">Nov. 2012      Joint General Manager, Internal Audit Division, Aozora Bank, Ltd.</p> <p data-bbox="612 533 1158 591">Apr. 2015      Joined the Company; General Manager, Financial Division</p> <p data-bbox="612 600 1214 658">May 2015      Division Senior Manager, Financial Division, the Company</p> <p data-bbox="612 667 1206 725">Mar. 2016      Executive Officer, Division Senior Manager, Financial Division, the Company</p> <p data-bbox="612 734 1190 757">May 2017      Director, Keiyo Co., Ltd. (current position)</p> <p data-bbox="612 766 1209 846">May 2017      Director Executive Officer in charge of Finance, Division Senior Manager, Financial Division, the Company</p> <p data-bbox="612 855 1230 981">Mar. 2020      Director Executive Officer in charge of Finance, Division Senior Manager, Financial Division, General Manager, Corporate Strategy Office, the Company</p> <p data-bbox="612 990 1161 1070">May 2021      Director Executive Officer in charge of Corporate Strategy, Finance, and IR, the Company (current position)</p> <p data-bbox="612 1079 935 1144">Important Concurrent Position(s) Director, Keiyo Co., Ltd.</p>	1,000 shares
<p data-bbox="276 1151 1158 1173">Reasons for Nomination as Director Who Is an Audit and Supervisory Committee Member</p> <p data-bbox="276 1182 1430 1270">Mr. Hisato Kumagai has been a Director in charge of Finance and IR at the Company and has extensive experiences in management in general of the Group. He also has considerable knowledge in finance and accounting. Therefore, we have nominated him as a candidate for Director who is an Audit and Supervisory Committee Member.</p>			

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company	Number of the Company's shares held
2	<p style="text-align: center;">Michio Masukawa (September 16, 1952)</p> <p style="text-align: center;">New candidate</p>	<p>Apr. 1977      Joined the Bank of Japan</p> <p>Apr. 2003      Head of Deposit Insurance Department, Deposit Insurance Corporation of Japan</p> <p>Aug. 2006      Special Advisor, Financial System and Bank Examination Department, the Bank of Japan</p> <p>May 2008      Director-General, Administration Department, the Bank of Japan</p> <p>Apr. 2009      Auditor, the Bank of Japan</p> <p>June 2013      President COO, CRD Association (a general incorporated association)</p> <p>May 2014      Outside Director, the Company (current position)</p> <p>June 2014      Chairman CEO, CRD Association (a general incorporated association) (current position)</p> <p>Feb. 2015      Outside Director, Kanaya Hotel</p> <p>June 2015      Outside Director, The Yamanashi Chuo Bank, Ltd. (current position)</p> <p>Important Concurrent Position(s) Chairman CEO, CRD Association (a general incorporated association) Outside Director, The Yamanashi Chuo Bank, Ltd.</p>	6,800 shares
<p>Reasons for Nomination as Outside Director Who Is an Audit and Supervisory Committee Member and Expected Roles to Be Played</p> <p>Mr. Michio Masukawa has appropriately fulfilled his role as Outside Director in overseeing business execution of the Company, making constructive statements at the meeting of Board of Directors from an independent and fair standpoint by utilizing his extensive experience, proven track record and insights as an Auditor of the Bank of Japan. Further, he has been Chairperson of the Nomination Committee and the Compensation Committee, improving transparency and objectivity in decision-making procedures. For the reasons stated above, the Company believes he is well qualified to act as an Outside Director who is an Audit and Supervisory Committee Member and we have therefore nominated him as a candidate for this position.</p> <p>Note that his tenure as Outside Director at the conclusion of this General Meeting of Shareholders will be eight (8) years.</p>			
3	<p style="text-align: center;">Naoki Uno (June 27, 1953)</p> <p style="text-align: center;">New candidate</p>	<p>Apr. 1977      Joined Tokio Marine and Fire Insurance Co., Ltd.</p> <p>June 2002      General Manager, Service Arrangement Division, Tokio Marine Life Insurance Co., Ltd.</p> <p>June 2009      Managing Director, Tokio Marine &amp; Nichido Fire Insurance Co., Ltd.</p> <p>June 2013      Representative Director, President, Tokio Marine &amp; Nichido Systems Co., Ltd.</p> <p>May 2017      Outside Director, TerraSky Co., Ltd. (current position)</p> <p>May 2020      Outside Director, the Company (current position)</p> <p>Important Concurrent Position(s) Outside Director, TerraSky Co., Ltd.</p>	3,700 shares
<p>Reasons for Nomination as Outside Director Who Is an Audit and Supervisory Committee Member and Expected Roles to Be Played</p> <p>Mr. Naoki Uno has appropriately fulfilled his role as Outside Director in overseeing business execution of the Company, making constructive statements at the meeting of Board of Directors from an independent and fair standpoint by utilizing his extensive experience, proven track record and insights as a company business manager. Further, he has been a member of the Nomination Committee and the Compensation Committee, improving transparency and objectivity in decision-making procedures. For the reasons stated above, the Company believes he is well qualified to act as an Outside Director who is an Audit and Supervisory Committee Member and we have therefore nominated him as a candidate for this position.</p> <p>Note that his tenure as Outside Director at the conclusion of this General Meeting of Shareholders will be two (2) years.</p>			

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company	Number of the Company's shares held
4	<p>Hikaru Oguchi (May 19, 1972)</p> <p>New candidate</p>	<p>Mar. 1998 Registered as an attorney at law with the Dai-Ichi Tokyo Bar Association</p> <p>Dec. 2004 Legal Adviser for the Legal and Judicial Development Project in the Lao PDR, Japan International Cooperation Agency</p> <p>Dec. 2005 Admitted to Practice in New York State</p> <p>May 2006 Legal Adviser for the Technical Assistance Seminar (Competition Law) in Vietnam, Japan International Cooperation Agency</p> <p>July 2006 Deputy Director, The Ministry of Foreign Affairs, Aid Policy Division, International Cooperation Bureau</p> <p>Apr. 2007 Lecturer, The University of Tokyo Faculty of Law</p> <p>Oct. 2010 Nishimura &amp; Asahi Ho Chi Minh City Office Partner</p> <p>Jan. 2011 Partner, Nishimura &amp; Asahi (current position)</p> <p>Sept. 2012 Nishimura &amp; Asahi Hanoi Office Partner</p> <p>June 2015 Outside Audit &amp; Supervisory Board Member, Infoteria Corporation</p> <p>Jan. 2016 Nishimura &amp; Asahi Partner for Vietnam Offices</p> <p>May 2018 Outside Auditor, the Company (current position)</p> <p>Sept. 2018 Part-time Lecturer, Faculty of International Social Sciences, Gakushuin University</p> <p>Important Concurrent Position(s) Partner, Nishimura &amp; Asahi</p>	<p>– shares</p>
<p>Reasons for Nomination as Outside Director Who Is an Audit and Supervisory Committee Member and Expected Roles to Be Played</p> <p>Ms. Hikaru Oguchi has appropriately fulfilled her role in overseeing business execution of the Company from an independent and fair standpoint by utilizing her extensive experience, proven track record and insights related to general legal affairs as an attorney at law. For the reasons stated above, the Company believes she is well qualified to act as an Outside Director who is an Audit and Supervisory Committee Member and we have therefore nominated her as a candidate for this position.</p> <p>Note that her tenure as Outside Auditor at the conclusion of this General Meeting of Shareholders will be four (4) years.</p>			



No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company	Number of the Company's shares held
5	Hitomi Iba (July 15, 1961)  New candidate	1984      Joined Mutsupuro Co., Ltd. 1988      New York Headquarters of JTB (Japan Travel Bureau) International, Inc. Consultant (new project planning) 1993      New York Headquarters of Colgate-Palmolive Company (New project development, marketing, Asia- Pacific strategy) 1995      Joined New York Headquarters of KRAFT FOODS Associate Product Manager of Jell-O (New product development and marketing of refrigerated products) 1997      Manila Office and New York Headquarters of Colgate-Palmolive Company (Senior Product Manager, Asia-Pacific Division) 2000      Director, New York Headquarters of American Express Company (Digital Division and Prepaid Gift Card Development Division) 2005      Managing Director, FILA Japan 2007      Vice President, Marketing Division, Coca-Cola (Japan) Company, Limited (Senior Vice President) (New development project / innovation) Aug. 2009      President, IBA Company (current position) Important Concurrent Position(s) President, IBA Company	– shares
Reasons for Nomination as Outside Director Who Is an Audit and Supervisory Committee Member and Expected Roles to Be Played We have nominated Ms. Hitomi Iba as a candidate for Outside Director who is an Audit and Supervisory Committee Member as we believe she is capable of fulfilling her role in overseeing the Company's business execution, etc., from an independent and fair standpoint through the extensive experience, proven track record and insights in company management and global fields.			

- (Notes)
1. No special interest exists between any of the above candidates for Directors and the Company.
  2. Mr. Michio Masukawa, Mr. Naoki Uno, Ms. Hikaru Oguchi, and Ms. Hitomi Iba are candidates for Outside Directors who are Audit and Supervisory Committee Members.
  3. The Company has concluded agreements with Mr. Michio Masukawa and Mr. Naoki Uno to limit their liability to compensate for damages prescribed in Article 423, Paragraph (1) of the Companies Act, pursuant to the provisions of Article 427, Paragraph (1) of the same Act. The maximum amount of the liability for damages based on said agreements shall be the amount prescribed in laws and regulations. If the election of Mr. Michio Masukawa and Mr. Naoki Uno is approved, the Company intends to extend this limited liability agreement with them.  
The Company has concluded an agreement with Ms. Hikaru Oguchi to limit her liability to compensate for damages prescribed in Article 423, Paragraph (1) of the Companies Act, pursuant to the provisions of Article 427, Paragraph (1) of the same Act. The maximum amount of the liability for damages based on the agreement shall be the amount prescribed in laws and regulations. If her election as Director who is an Audit and Supervisory Committee Member is approved, the Company intends to enter into a new agreement with her that is equivalent in content to the aforementioned agreement.  
If the election of Mr. Hisato Kumagai and Ms. Hitomi Iba is approved, the Company will enter into a similar limited liability agreement with them.
  4. The Company has reported Mr. Michio Masukawa, Mr. Naoki Uno, and Ms. Hikaru Oguchi as Independent Officers under the provisions set forth by the Tokyo Stock Exchange. If the election of the three (3) candidates as Directors who are Audit and Supervisory Committee Members is approved, the Company intends to continuously appoint them as Independent Officers. Ms. Hitomi Iba satisfies the requirements for an Independent Officer under the provisions set forth by the Tokyo Stock Exchange and the Company intends to report her as Independent Officer.
  5. The Company has concluded a directors and officers liability insurance policy with an insurance company to insure Directors, Auditors, and Executive Officers of the Company and its subsidiaries, as stipulated in the provisions of Article

430-3, Paragraph (1) of the Companies Act. The insurance policy covers damages that may arise when the insured persons become liable in connection with the execution of their duties or receive claims related to the pursuit of such liability (however, those that fall under the exclusions stipulated in the insurance policy are excluded). Insurance premiums for the above insurance policy are fully paid for by the Company. In addition, when the above insurance policy is renewed next time, the Company plans to renew it with the same details.

[Reference] Knowledge, experience, and skills to be represented by Directors after this General Meeting of Shareholders (Skill matrix)

The below table shows knowledge, experience, and skills to be represented by Directors after this General Meeting of Shareholders if Proposal 4 and Proposal 5 for this General Meeting of Shareholders are approved and adopted as originally proposed.

Name	Title		Knowledge, experience, and skills held by Directors of the Company							
			General Management	Finance and Accounting	Legal and Compliance	IT / DX	HR / Talent Development	Sales and Marketing	International	ESG
Toshihiro Hisada		Chairman and Representative Director, CEO	○	○						
Yasunori Ishiguro		Representative Director and President, COO	○	○		○		○	○	
Keizo Honda		Director Executive Officer	○				○	○		
Toshimitsu Shimizu		Director Executive Officer	○		○	○	○			
Masayuki Nakagawa		Director Executive Officer	○		○		○	○		
Hiroshi Ogame		Director	○		○				○	○
Koji Jitsukawa		Director	○	○				○		
Hisato Kumagai		Director (Audit and Supervisory Committee Member)		○	○					○
Michio Masukawa	Outside, Independent	Director (Audit and Supervisory Committee Member)	○	○			○	○		
Naoki Uno	Outside, Independent	Director (Audit and Supervisory Committee Member)	○			○		○		
Hikaru Oguchi	Outside, Independent	Director (Audit and Supervisory Committee Member)			○		○		○	○
Hitomi Iba	Outside, Independent	Director (Audit and Supervisory Committee Member)	○			○	○	○	○	

**Proposal 6:** Setting of Amount of Remuneration for Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

If Proposal 2: “Partial Amendments to the Articles of Incorporation (1)” is approved and adopted as originally proposed, the Company will make the transition to a company with audit and supervisory committee.

The annual amount of cash remuneration for Directors of the Company was approved as up to ¥500 million at the 11th Ordinary General Meeting of Shareholders held on May 25, 2017, and this amount has remained unchanged to date. Subject to the approval and adoption of Proposal 2: “Partial Amendments to the Articles of Incorporation (1),” the Company proposes to set the annual amount of cash remuneration for Directors (excluding Directors who are Audit and Supervisory Committee Members) at up to ¥1,000 million (including an annual amount up to ¥100 million for Outside Directors), comprehensively taking into account factors such as a further strengthening of the management system in the future and their responsibilities. As before, the above amount of remuneration for Directors shall not include employee salaries for Directors concurrently serving as employees.

The Company deems this proposal to be appropriate as the decision to make this proposal was made by the Board of Directors following deliberation by the Nomination Committee and the Compensation Committee, comprehensively taking into consideration factors such as the size of the Company’s business, the remuneration system for officers and payment levels, the number of current officers and the future outlook.

The policy on determination of details of remuneration, etc. for Directors of the Company is as described in the Business Report (pages 51 through 52; in Japanese only).

At present, there are ten (10) Directors. If Proposal 2: “Partial Amendments to the Articles of Incorporation (1)” and Proposal 4 “Election of Seven (7) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)” are approved and adopted as originally proposed, there will be seven (7) Directors (excluding Directors who are Audit and Supervisory Committee Members).

This proposal, however, can only take effect on condition that the amendments to the Articles of Incorporation in Proposal 2: “Partial Amendments to the Articles of Incorporation (1)” take effect.

**Proposal 7:**           Setting of Amount of Remuneration for Directors Who Are Audit and Supervisory Committee Members

If Proposal 2: “Partial Amendments to the Articles of Incorporation (1)” is approved and adopted as originally proposed, the Company will make the transition to a company with audit and supervisory committee. With this transition, the Company proposes to set the annual amount of cash remuneration for Directors who are Audit and Supervisory Committee Members at up to ¥200 million, comprehensively taking into account factors such as a further strengthening of the management system in the future and their responsibilities.

The Company deems this proposal to be appropriate as the decision to make this proposal was made by the Board of Directors following deliberation by the Nomination Committee and the Compensation Committee, comprehensively taking into consideration factors such as the size of the Company’s business, the remuneration system for officers and payment levels, and the future outlook.

If Proposal 2: “Partial Amendments to the Articles of Incorporation (1)” and Proposal 5 “Election of Five (5) Directors Who Are Audit and Supervisory Committee Members” are approved and adopted as originally proposed, there will be five (5) Directors who are Audit and Supervisory Committee Members.

This proposal, however, can only take effect on condition that the amendments to the Articles of Incorporation in Proposal 2: “Partial Amendments to the Articles of Incorporation (1)” take effect.

**Proposal 8:** Revisions of Details of Performance-Linked Share-Based Remuneration Plan to Directors (Excluding Directors Who Are Audit and Supervisory Committee Members) and Executive Officers

1. Reasons for the Proposal

The performance-linked share-based remuneration plan (hereinafter referred to as the “Plan”), aimed at providing incentives for achieving the Medium-Term Management Plan, was approved and resolved by shareholders at the 11th Ordinary General Meeting of Shareholders held on May 25, 2017 and the 14th Ordinary General Meeting of Shareholders held on May 28, 2020, and has been in place up until now. Under the Plan, the Company shares are delivered and money is paid in the amount equivalent to the proceeds from cash conversion of the Company shares (hereinafter referred to as the “Company Shares, etc.”; and such delivery and payment shall hereinafter be collectively referred to as the “Delivery, etc.”) to Directors of the Company (excluding Outside Directors, those who are non-residents of Japan, and those who are not executing business in any of the Company and the Company’s consolidated subsidiaries) and Directors of the Company’s main subsidiaries (hereinafter referred to as the “Covered Subsidiaries”; and the Company and the Covered Subsidiaries shall hereinafter be collectively referred to as the “Covered Companies”), based on such metrics as a degree of achievement of performance targets under the Medium-Term Management Plan. If Proposal 2: “Partial Amendments to the Articles of Incorporation (1)” is approved and adopted as originally proposed, the Company will make the transition to a company with an audit and supervisory committee.

With this transition, the Company proposes to reset the remuneration amount in connection to the Plan for Directors of the Company (excluding Outside Directors, Directors who are Audit and Supervisory Committee Members, those who are non-residents of Japan, and those who are not executing business in any of the Company and the Company’s consolidated subsidiaries; hereinafter the same shall apply) and Directors of the Covered Subsidiaries (excluding Outside Directors, those who are non-residents of Japan, and those who are not executing business in any of the Company and the Company’s consolidated subsidiaries; hereinafter the same shall apply; and Directors of the Company and Directors of the Covered Subsidiaries shall hereinafter be collectively referred to as the “Covered Directors”).

This proposal is for the procedures associated with the transition to a company with audit and supervisory committee, and the effective amount and terms of remuneration is the same as what was approved at the 11th Ordinary General Meeting of Shareholders held on May 25, 2017 and the 14th Ordinary General Meeting of Shareholders held on May 28, 2020. Therefore, the Company believes that the proposal is reasonable.

The policy on determination of details of remuneration, etc. for Directors of the Company is as described in the Business Report (pages 51 through 52; in Japanese only).

This proposal, however, can only take effect on condition that the amendments to the Articles of Incorporation in Proposal 2: “Partial Amendments to the Articles of Incorporation (1)” take effect. In addition, if Proposal 4 “Election of Seven (7) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)” is approved and adopted as originally proposed, the number of Directors of the Company covered under the Plan will be five (5) as of the conclusion of this General Meeting of Shareholders.

The Plan also covers Executive Officers who enter into contracts of mandate with the Company or any of the Covered Subsidiaries as persons covered under the Plan (excluding those who are non-residents of Japan and those who are not executing business in any of the Company and the Company’s consolidated subsidiaries; hereinafter the same shall apply; and such Executive Officers shall hereinafter be referred to as the “Covered Executive Officers,” and they and the Covered Directors shall hereinafter be collectively referred to as the “Covered Directors, etc.”), and the remuneration under the Plan includes that for the Covered Executive Officers. Under this proposal, the Company proposes the amount and the terms of remuneration as the entire remuneration under the Plan, in light of the possibility that certain Covered Executive Officers will assume office as new Director of the Company during the covered period of the Plan. At the conclusion of this General Meeting of Shareholders, there will be eight (8) Covered Executive Officers who do not concurrently serve as Directors covered under the Plan.

2. Amount of remuneration, etc. and the details, according to the Plan

(1) Outline of the Plan

The Company has introduced the Plan covering the three-year period from the fiscal year ended February 28, 2021 to the fiscal year ending February 28, 2023 (the period covered under the Plan shall hereinafter

be referred to as the “Covered Period”), where the Delivery, etc. of the Company Shares, etc. will be made as officer remuneration via a trust (hereinafter referred to as the “Trust”) established by the Covered Companies through the contribution of money. The Company will change the scope of persons covered under the Plan to the Covered Directors, etc.

If, upon the expiry of the period of the Trust, the Board of Directors decides to continue the Trust by, in lieu of setting up a new Trust, amending the trust agreement and making additional contributions to the Trust within the scope of the resolution of this General Meeting of Shareholders, the period of the Trust will be extended by three (3) years, and the three (3) fiscal years following the extension will be the new Covered Period.

(2) The maximum amount of money paid by the Company

The maximum amount of trust money that the Company contributes to the Trust as remuneration for Directors and Executive Officers of the Company (hereinafter referred to as the “Covered Directors, etc. of the Company”) shall be a total of ¥240 million (excluding the amount to be contributed by the subsidiaries covered under the Plan) for each Covered Period.

The abovementioned maximum amount of money is the sum of funds used to acquire shares of the Company by the Trust, trust fees, and trust expenses during the Covered Period.

Furthermore, if the Company continues the Trust, and there are any shares, etc. remaining in the trust property (hereinafter referred to as the “residual shares, etc.”) on the last day of the trust period before extension, they shall be transferred to the Trust after the extension. In such case, the sum of the amount of such residual shares, etc. and additional trust money to be contributed by the Company shall be within the maximum amount of trust money approved at this General Meeting of Shareholders.

(3) The calculation method and the maximum number of the Company Shares, etc. acquired by the Covered Directors, etc.

The number of shares to be acquired and delivered to the Covered Directors, etc. of the Company by the Trust will be up to the number of shares equivalent to 78,400 points (excluding the number of points for the subsidiaries covered under the Plan) per fiscal year (the value obtained by multiplying the number of the points granted for each fiscal year according to the amount of basic remuneration of the Covered Directors by 150%, a maximal value for performance-linked coefficient).

The Covered Directors, etc. are granted of the predetermined points according to the amount of basic remuneration during the trust period pursuant to the share delivery regulations. Immediately after the expiration of the Covered Period, the accumulated points awarded fluctuate within a range of 0% to 150% according to the degree of achievement of targets and other factors for the performance indicators (consolidated net sales, consolidated ordinary income, consolidated profit attributable to owners of parent, etc.) specified in the Medium-Term Management Plan during the Covered Period.

One (1) point represents one (1) common share of the Company. In case of a share split, reverse share split or other events in respect of the shares of the Company which make it deem fair to adjust points, the Company shall make adjustments to the number of shares of the Company per point based on the ratio of such stock split, reverse stock split and so forth.

(4) Timing of the Delivery, etc. of the Company Shares, etc. to the Covered Directors, etc.

In principles, the Covered Directors, etc. who meet the beneficiary requirements will receive the delivery of the Company shares in the number equivalent to 50% (the number less than one share unit is rounded down) of the number of shares equivalent to the share delivery points when they retire as the Covered Directors, etc. of the Company and the Covered Subsidiaries as well as Directors who are Audit and Supervisory Committee Members of the Company, and upon conversion of remaining shares into cash made in the Trust, receive money in the amount equivalent to the proceeds from such conversion.

(5) Voting rights regarding the Company shares in the Trust

Voting rights for the Company shares in the Trust shall not be exercised during the trust period so as to ensure the neutrality to the management.

(6) Other details of the Plan

Other details concerning the Plan are determined by the Board of Directors meeting each time of setting up the Trust, amending a trust agreement or additional payment to the Trust.