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Stock Exchange Code 7780
June 7, 2022

To Shareholders with Voting Rights:

Yoshiyuki Takino
Chairperson of the Board
Menicon Co., Ltd.
21-19, Aoi 3 Naka-ku, Nagoya

NOTICE OF THE 65TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

We cordially notify you of the 65th Annual General Meeting of Shareholders of Menicon Co., Ltd. (the “Company”), to be held as described below.

To prevent the spread of COVID-19, we ask our shareholders to take into account their health condition and the status of the pandemic on the day of the meeting, when deciding whether to physically attend. If you decide not to attend the meeting, please exercise your voting rights in advance. In line with this, to ensure the safety of shareholders and to prevent further spread of infection at this General Meeting of Shareholders, the Company has decided to take the following measures. We ask for your understanding and cooperation.

<Measures by the Company>

- All Officers and staff attending this General Meeting of Shareholders will check their body temperature on the day of the meeting and any of them with body temperature at 37.0 degrees centigrade or higher will not be attending this General Meeting of Shareholders.
- All Officers and staff attending this General Meeting of Shareholders will be wearing masks.
- There will be alcohol disinfectant solution available at several locations at the venue.
- The exhibition and the beverage corner have been cancelled.

<Requests for Shareholders>

- Please be well aware of your physical condition by checking your body temperature, etc., before attending the meeting, do not overlook any discomfort, and exercise caution when deciding whether to attend the meeting.
- We ask for your cooperation in wearing masks and using alcohol disinfectant solution to prevent infections.
- We will take your body temperature at the reception. If your body temperature is at 37.0 degrees centigrade or higher, you will not be admitted to the venue.

Please exercise your voting rights using one of the methods described in the following page.

Guide to Exercising Voting Rights

▶ Shareholders who will not be attending the meeting

1. Exercise of voting rights by postal mail (in writing)

Deadline: Voting Rights Exercise Forms should arrive no later than 5:40 p.m. on Wednesday, June 22, 2022

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

2. Exercise of voting rights by electronic means (via the Internet)

Deadline: Voting rights should be exercised no later than 5:40 p.m. on Wednesday, June 22, 2022

Please access the voting rights exercise website (<https://evote.tr.mufg.jp/>) via a personal computer, a smartphone, etc.*, enter the “log in ID” and “temporary password,” which are indicated on the Voting Rights Exercise Form enclosed herewith, and follow the instructions provided on the screen to indicate your vote for or against the proposals.

* Firewalls, anti-virus software, proxy servers, lack of support for TLS connection and other aspects of the shareholder’s Internet usage environment may prevent the use of the website.

▶ Shareholders who will be attending the meeting

Date and time of the meeting: Thursday, June 23, 2022 at 10:00 a.m. (reception desk opens at 9:30 a.m.)

Please present the enclosed Voting Rights Exercise Form at the reception desk.

1. Date and Time: Thursday, June 23, 2022 at 10:00 a.m. Japan time (reception desk opens at 9:30

a.m.)

2. Place: 21-19, Aoi 3 Naka-ku, Nagoya

HITOMI Hall, 5th floor, Menicon ANNEX, Menicon Co., Ltd.

3. Meeting Agenda:

Matters to be reported: The Business Report, Consolidated Financial Statements, Non-consolidated Financial Statements for the Company's 65th Fiscal Year (April 1, 2021 - March 31, 2022) and results of audits by the Accounting Auditor and the Audit Committee of the Consolidated Financial Statements

Proposals to be resolved:

Proposal 1: Partial Amendments to the Articles of Incorporation

Proposal 2: Election of Nine (9) Directors

Proposal 3: Granting Stock Options to Subsidiaries' Directors (Domestic Residents)

Proposal 4: Granting Stock Options to Subsidiaries' Directors and Subsidiaries' Employees (Nonresidents)

- Please present the enclosed Voting Rights Exercise Form at the reception desk when attending the meeting. Please assist us in conserving paper resources by bringing this Notice with you.
- Pursuant to provisions of laws and regulations as well as Article 16 of the Company's Articles of Incorporation the following items are posted on the Company's website (<https://www.menicon.co.jp/company/ir/>) and are therefore not included in the documents accompanying this Notice.
 - **“Matters Related to Stock Acquisition Rights, etc.” and “Necessary Systems to Ensure Appropriate Operations and Operation Status of the Systems” in the Business Report**
 - **“Consolidated Statement of Changes in Net Assets” and “Notes to the Consolidated Financial Statements” in the Consolidated Financial Statements**
 - **“Statement of Changes in Net Assets” and “Notes to the Non-consolidated Financial Statements” in the Non-consolidated Financial Statements**

The aforementioned documents posted on the Company's website are subject to audits by the Accounting Auditor and the Audit Committee.

- Any updates to the Reference Documents for the General Meeting of Shareholders, the Business Report, the Consolidated Financial Statements and the Non-consolidated Financial Statements will be posted on the Company's website.
- As part of our commitment to conserving energy and saving electricity to prevent global warming, the officers and staff of the Company plan to hold the meeting dressed in polo shirts (the Company's summer Coolbiz dress code).
- There are no souvenirs for shareholders attending the meeting. We ask for your kind understanding.
- A company-wide no-smoking policy is promoted by the Company. Please note that there is no smoking area in or around the venue. We ask for your understanding and cooperation in our no-smoking efforts.

Reference Documents for the General Meeting of Shareholders

Proposal 1: Partial Amendments to the Articles of Incorporation

The Company proposes to partially amend the current Articles of Incorporation as follows.

1. Reasons for proposal

The amended provisions stipulated in the proviso to Article 1 of the supplementary provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) will take effect on September 1, 2022. Accordingly, in order to prepare for the introduction of the system for the electronic provision of materials for general meetings of shareholders, the Company proposes to make the following amendments to the Articles of Incorporation.

- (1) The proposed Article 16, Paragraph 1 provides that information contained in the Reference Documents for the General Meeting of Shareholders and other material will be provided electronically.
- (2) The purpose of the proposed Article 16, Paragraph 2 is to establish a provision to limit the scope of matters to be included in the paper copy to be sent to shareholders who have requested it.
- (3) The provisions related to internet disclosure and deemed provision of the Reference Documents for the General Meeting of Shareholders, etc. (Article 16 of the current Articles of Incorporation) will become unnecessary and will therefore be deleted.
- (4) In line with the establishment and deletion of the provisions stated above, supplementary provisions related to the effective date and other matters will be established.

2. Details of amendments

The details of the proposed amendments are as follows:

(Amended text shown underlined.)

Current Articles of Incorporation	Proposed Amendments
<p><u>(Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.)</u></p> <p><u>Article 16 The Company may, in convening a general meeting of shareholders, deem that it has provided information to shareholders pertaining to matters to be stated or presented in the Reference Documents for the General Meeting of Shareholders, the Business Report, Non-consolidated Financial Statements, and Consolidated Financial Statements, by disclosing them through the internet in accordance with provisions in the Ordinance of the Ministry of Justice.</u></p> <p>(Newly established)</p>	<p>(Deleted)</p> <p><u>(Measures for Electronic Provision of Information, Etc.)</u></p> <p><u>Article 16 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></p> <p><u>2. Among the matters to be provided electronically, the Company may choose not to include all or part of the matters stipulated in the Ordinance of the Ministry of Justice in the paper copy to be sent to shareholders who have requested it by the record date for vesting voting rights.</u></p>

Current Articles of Incorporation	Proposed Amendments
(Newly established)	<p data-bbox="805 199 1125 232"><u>(Supplementary Provisions)</u></p> <ol style="list-style-type: none"> <li data-bbox="805 253 1380 472">1. <u>The amendment of Article 16 shall come into effect on September 1, 2022, which is the date of enforcement of the amended provisions stipulated in the proviso to Article 1 of the supplementary provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) (the “Effective Date”).</u> <li data-bbox="805 479 1380 730">2. <u>Notwithstanding the provisions of the preceding paragraph, Article 16 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) shall remain in force with respect to a general meeting of shareholders to be held on a date within six months from the Effective Date.</u> <li data-bbox="805 736 1380 920">3. <u>These supplementary provisions shall be deleted after the lapse of six months from the Effective Date or three months from the date of the general meeting of shareholders set forth in the preceding paragraph, whichever is later.</u>

Proposal 2: Election of Nine (9) Directors

The terms of office of all ten (10) Directors will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the Company proposes that nine (9) Directors be elected. As a Company with a Nomination Committee, etc., in the appointment, etc., of Directors and Outside Directors, selection is made from the viewpoint of enhancing the Company's social value and corporate governance, taking into consideration factors such as abilities and experience necessary for each role. The Nomination Committee deliberates on the eligibility of the appointment, and the appointment is made at the General Meeting of Shareholders after deliberation by the Board of Directors. The majority of the Board of Directors shall be composed of Outside Directors who are independent and neutral.

The candidates for Directors are as follows:

No.	Name	Term of office (at the conclusion of this meeting)	Current Positions and Responsibilities in the Company	Attendance at Board of Directors meetings
1	Reappointment Hidenari Tanaka	12 years	Director and Representative Executive Officer, Chief Executive Officer (CEO)	17/17 (100%)
2	Reappointment Yoshiyuki Takino	4 years	Director, Chairperson of the Board, Member of the Audit Committee, Member of the Nomination Committee	17/17 (100%)
3	Reappointment Hisashi Moriyama	1 year	Director, Member of the Audit Committee	14/14 (100%)
4	Reappointment Yoshimi Horinishi Outside Independent	6 years	Director, Chairperson of the Remuneration Committee, Member of the Audit Committee	17/17 (100%)
5	Reappointment Shingo Watanabe Outside Independent	4 years	Director, Member of the Audit Committee	17/17 (100%)
6	Reappointment Yozo Miyake Outside Independent	3 years	Director, Member of the Audit Committee	17/17 (100%)
7	Reappointment Ryutaro Honda Outside Independent	3 years	Director, Chairperson of the Nomination Committee, Member of the Remuneration Committee	17/17 (100%)
8	Reappointment Katsuhiko Yanagawa Outside Independent	1 year	Director, Member of the Audit Committee, Member of the Nomination Committee	14/14 (100%)
9	Reappointment Kazushige Takehana Outside Independent	1 year	Director, Member of the Audit Committee	14/14 (100%)

- (Notes)
1. The term of office shown above for Mr. Hidenari Tanaka is that after the Company transitioned to a Company with a Nomination Committee, etc.
 2. The attendance at Board of Directors meetings shown above for Mr. Hisashi Moriyama, Mr. Katsuhiko Yanagawa, and Mr. Kazushige Takehana is for Board of Directors meetings held after their assumption of office on June 24, 2021.
 3. Ms. Yoshimi Horinishi's name on her family registry is Yoshimi Oyama.

No. 1 Hidenari TanakaDate of birth: October 30, 1959
(62 years old)

Reappointment

Past experience, positions and responsibilities

March 1987	Joined the Company
April 1994	Director
June 1999	Director and Vice President
June 2000	President and Representative Director
June 2010	Director and Representative Executive Officer (to present)

Years served as Director
12 years (at the conclusion of this meeting; the same applies hereunder)
Attendance at Board of Directors meetings
17/17 (100%)
Number of shares of the Company held
1,640,000

Responsibilities

Chief Executive Officer (CEO)

Reasons for the nomination as a candidate for Director

Mr. Hidenari Tanaka assumed office as Director and Representative Executive Officer, after the Company became a Company with Three Committees in 2010 (currently, a Company with a Nomination Committee, etc.). He establishes the Group's management strategies from a broad overview of the Group and contributes to enhancement of corporate value and sustainable growth. In view of these achievements and his insight, the Company believes that he has the necessary qualities to fulfill his roles and responsibilities as a Director, and nominates him as a candidate for Director.

No. 2 Yoshiyuki TakinoDate of birth: September 8, 1961
(60 years old)

Reappointment

Past experience, positions and responsibilities

March 1984	Joined the Company
April 2010	General Manager of Accounting Division, Business Management Office
April 2015	Deputy General Manager of Business Management Office
April 2016	Executive Officer, General Manager of Business Management Office
April 2017	Executive Officer, General Manager of Business Management Office, Business Administration Headquarters
April 2018	Business Advisor of Business Administration Headquarters
June 2018	Director (to present)

Years served as Director
4 years
Attendance at Board of Directors meetings
17/17 (100%)
Number of shares of the Company held
28,700

Responsibilities

Chairperson of the Board

Member of the Audit Committee, Member of the Nomination Committee

Reasons for the nomination as a candidate for Director

Mr. Yoshiyuki Takino has held positions of Chairperson of the Board, Member of the Nomination Committee, and Member of the Audit Committee as Director since 2018.

He possesses a high degree of expertise in the overall finance and accounting, has promoted the establishment of the Group's business management system, and has contributed to enhancement of the corporate value. In view of the abundant experience and expertise he has cultivated, the Company believes that he has the necessary qualities to fulfill his roles and responsibilities as a Director, and nominates him as a candidate for Director.

No. 3 Hisashi Moriyama Date of birth: August 12, 1960 Reappointment
(61 years old)

Past experience, positions and responsibilities		Years served as Director
February 1988	Joined the Company	1 year
April 2006	General Manager of Kansai Business Department	Attendance at Board of Directors meetings (Note)
April 2013	Head of Lens Care West Block, Domestic Special Sales Department	
April 2015	Vice-Director of 1st Domestic Business Department	14/14 (100%)
April 2016	Executive Officer, Director of 1st Domestic Business Department	Number of shares of the Company held
April 2018	Executive Officer, Vice-Director of Domestic Business Control Department	
April 2021	Domestic Business Control Advisor	31,800
June 2021	Director (to present)	

Responsibilities

Member of the Audit Committee

Reasons for the nomination as a candidate for Director

Mr. Hisashi Moriyama has held the position of Member of the Audit Committee as Director since 2021. He has been responsible for the Domestic Business Department and has contributed to the improvement of the Group's business performance by enhancing the Company's domestic sales capabilities while also launching and expanding MELS PLAN, the Company's major business. In view of the abundant experience and expertise he has cultivated, the Company believes that he has the necessary qualities to fulfill his roles and responsibilities as a Director, and nominates him as a candidate for Director.

(Note) Attendance at Board of Directors meetings held after his assumption of office on June 24, 2021.

No. 4 Yoshimi Horinishi Date of birth: January 31, 1968 Reappointment
(54 years old) Outside Director
Independent Director

Past experience, positions and responsibilities		Years served as Director
April 2000	Registered as an attorney	6 years
April 2000	Joined Nagoya Bar Association	Attendance at Board of Directors meetings
December 2004	Joined Asahikawa Bar Association	
April 2007	Rejoined Aichi Bar Association (former Nagoya Bar Association)	17/17 (100%)
April 2014	Member, Nagoya Architectural Dispute Resolution Committee	Number of shares of the Company held
October 2014	Mediation Officer, Nagoya Summary Court	
June 2016	Director, the Company (to present)	

Responsibilities

Chairperson of the Remuneration Committee, Member of the Audit Committee

Reasons for the nomination as a candidate for Outside Director, expected roles and independence of the candidate

Ms. Yoshimi Horinishi has held the positions of Member of the Audit Committee and Chairperson of the Remuneration Committee as Outside Director since 2016, and has provided appropriate advice and oversight with regard to the management of the Company. As an attorney, she possesses extensive experience and a high degree of expertise in legal affairs in general. The Company expects that, by leveraging these achievements and her abundant knowledge and experience, she will be able to perform objective supervision of the Company's management, and nominates her as a candidate for Outside Director.

She meets all requirements for designation as an independent director under the rules of the Tokyo Stock Exchange. She has been judged to pose no risk of giving rise to a conflict of interest with general shareholders and has therefore been designated as an independent director.

Horinishi Law Office where she serves as Representative is not a client or supplier of Menicon.

No. 5 Shingo WatanabeDate of birth: August 3, 1956
(65 years old)Reappointment
Outside Director
Independent Director**Past experience, positions and responsibilities**

November 1980	Joined Deloitte Haskins and Sells Audit Corporation
October 1984	Registered as a certified public accountant
October 1987	Joined Ernst & Young Düsseldorf Office
September 1990	Joined Ernst & Young Zürich Office
July 1995	Joined Ernst & Young London Office
August 1998	Joined Nagoya Office, Shin Nihon & Co. (currently Ernst & Young ShinNihon LLC)
June 2017	Retired from Ernst & Young ShinNihon LLC
July 2017	Established Shingo Watanabe Certified Public Accountant Office
June 2018	Director, the Company (to present)

Years served as Director

4 years

Attendance at Board of Directors meetings

17/17 (100%)

Number of shares of the Company held

0

Responsibilities

Member of the Audit Committee

Reasons for the nomination as a candidate for Outside Director, expected roles and independence of the candidate

Mr. Shingo Watanabe has held the position of Member of the Audit Committee as Outside Director since 2018, and has provided appropriate advice and oversight with regard to the management of the Company. He possesses extensive overseas experience as a certified public accountant and is well versed in international accounting. He also has a high degree of expertise in finance and accounting in general. The Company expects that, by leveraging these achievements and his abundant knowledge and experience, he will be able to perform objective supervision of the Company's management, and nominates him as a candidate for Outside Director.

He meets all requirements for designation as an independent director under the rules of the Tokyo Stock Exchange. He has been judged to pose no risk of giving rise to a conflict of interest with general shareholders and has therefore been designated as an independent director.

Shingo Watanabe Certified Public Accountant Office is not a client or supplier of Menicon.

No. 6 Yozo Miyake	Date of birth: March 31, 1942 (80 years old)	Reappointment Outside Director Independent Director
Past experience, positions and responsibilities		Years served as Director
April 1968	Joined Ophthalmology Laboratory, Nagoya University	3 years
July 1982	Head of Ophthalmology, Social Insurance Chukyo Hospital	Attendance at Board of Directors meetings
August 1997	Professor of Ophthalmology, Faculty of Medicine, Nagoya University	
April 2005	Emeritus Professor, Nagoya University	17/17 (100%)
May 2005	Director, National Institute of Sensory Organs	Number of shares of the Company held
April 2007	Professor, Faculty of Medical and Welfare, Aichi Shukutoku University	
January 2010	Director, Aichi Medical University	0
January 2019	Retired as Director, Aichi Medical University	
June 2019	Director, the Company (to present)	

Responsibilities

Member of the Audit Committee

Reasons for the nomination as a candidate for Outside Director, expected roles and independence of the candidate

Mr. Yozo Miyake has held the position of Member of the Audit Committee as Outside Director since 2019, and has provided appropriate advice and oversight with regard to the management of the Company. He has many achievements as a medical doctor and a scientist in the field of ophthalmology and had also engaged in management as Director of Aichi Medical University. The Company expects that, by leveraging these achievements and his abundant knowledge and experience, he will be able to perform objective supervision of the Company's management, and nominates him as a candidate for Outside Director.

He meets all requirements for designation as an independent director under the rules of the Tokyo Stock Exchange. He has been judged to pose no risk of giving rise to a conflict of interest with general shareholders and has therefore been designated as an independent director.

No. 7 Ryutaro Honda	Date of birth: June 3, 1946 (76 years old)	Reappointment Outside Director Independent Director
Past experience, positions and responsibilities		Years served as Director
April 1970	Joined Aichi Music FM Broadcasting Co., Ltd.	3 years
June 1996	Director and General Manager of Program Development Office, FM AICHI BROADCASTING Co., Ltd.	Attendance at Board of Directors meetings
June 1998	Managing Director, FM AICHI BROADCASTING Co., Ltd.	
June 2004	Representative Director and President, FM AICHI BROADCASTING Co., Ltd.	17/17 (100%)
June 2009	Representative Director and President, NAKANIHON MULTIMEDIA BROADCASTING Co., Ltd. (concurrent post)	Number of shares of the Company held
June 2017	Chairperson of the Board, FM AICHI BROADCASTING Co., Ltd.	
June 2019	Retired from Chairperson of the Board, FM AICHI BROADCASTING Co., Ltd.	12,000
June 2019	Director, the Company (to present)	

Responsibilities

Chairperson of the Nomination Committee, Member of the Remuneration Committee

Reasons for the nomination as a candidate for Outside Director, expected roles and independence of the candidate

Mr. Ryutaro Honda has held the positions of Member of the Audit Committee, Chairperson of the Nomination Committee, and Member of the Remuneration Committee as Outside Director since 2019, and has provided appropriate advice and oversight with regard to the management of the Company. He has broad expertise in the media industry and has major achievements as a corporate executive. The Company expects that, by leveraging these achievements and his abundant knowledge and experience, he will be able to perform objective supervision of the Company's management, and nominates him as a candidate for Outside Director.

He meets all requirements for designation as an independent director under the rules of the Tokyo Stock Exchange. He has been judged to pose no risk of giving rise to a conflict of interest with general shareholders and has therefore been designated as an independent director.

No. 8 **Katsuhiko
Yanagawa**

Date of birth: December 19, 1955
(66 years old)

Reappointment
Outside Director
Independent Director

Past experience, positions and responsibilities		Years served as Director
April 1979	Joined Fuji Xerox Co., Ltd.	1 year
April 2005	Vice President, Marketing, Fuji Xerox China Co., Ltd. (Shanghai)	Attendance at Board of Directors meetings (Note)
April 2006	Chairman and President, Representative Director, Fuji Xerox Taiwan Co., Ltd. (Taipei)	14/14 (100%)
July 2007	Corporate Officer, Executive General Manager of Asia Pacific Business Operations, Fuji Xerox Co., Ltd. (Singapore)	Number of shares of the Company held
April 2008	President & CEO, Fuji Xerox Asia Pacific Pte Ltd. (Singapore)	0
June 2009	Senior Vice President and Director, responsible for Asia and China business operations, Fuji Xerox Co., Ltd.	
June 2012	Senior Vice President and Director, overseeing Asia and China business operations and overall Fuji Xerox headquarters operations, Fuji Xerox Co., Ltd.	
June 2014	Executive Vice President and Director, overseeing overall Fuji Xerox headquarters operations, Fuji Xerox Co., Ltd.	
June 2017	Retired from Fuji Xerox Co., Ltd.	
June 2021	Director, the Company (to present)	

Responsibilities

Member of the Audit Committee, Member of the Nomination Committee

Reasons for the nomination as a candidate for Outside Director, expected roles and independence of the candidate

Mr. Katsuhiko Yanagawa has held the positions of Member of the Audit Committee and Member of the Nomination Committee as Outside Director since 2021, and has provided appropriate advice and oversight with regard to the management of the Company. He served as a corporate executive at a globally operating company and possesses a high degree of expertise in corporate management and outstanding oversight capabilities. The Company expects that, by leveraging his abundant knowledge and experience especially with regard to corporate management and marketing in Asia and China, he will be able to perform objective supervision of the Company's management, and nominates him as a candidate for Outside Director.

He meets all requirements for designation as an independent director under the rules of the Tokyo Stock Exchange. He has been judged to pose no risk of giving rise to a conflict of interest with general shareholders and has therefore been designated as an independent director.

(Note) Attendance at Board of Directors meetings held after his assumption of office on June 24, 2021.

No. 9 **Kazushige
Takehana**

Date of birth: February 27, 1956
(66 years old)

Reappointment
Outside Director
Independent Director

Past experience, positions and responsibilities

		Years served as Director
April 1980	Assistant, Rakuno Gakuen University	1 year
April 2000	Professor, Rakuno Gakuen University	Attendance at Board of Directors meetings (Note)
April 2000	Director, The Japanese Association of Veterinary Anatomists	
April 2009	Head of Hokkaido Branch, The Japanese Society of Microscopy	14/14 (100%)
June 2015	Secretary General, Japanese Association of Private Veterinary Medical Schools	Number of shares of the Company held
August 2015	Director, Rakuno Gakuen Incorporated Educational Institution (Dean, Rakuno Gakuen University)	
August 2020	Retired as Director, Rakuno Gakuen Incorporated Educational Institution	0
April 2021	Professor Emeritus, Rakuno Gakuen University	
June 2021	Director, the Company (to present)	

Responsibilities

Member of the Audit Committee

Reasons for the nomination as a candidate for Outside Director, expected roles and independence of the candidate

Mr. Kazushige Takehana has held the position of Member of the Audit Committee as Outside Director since 2021, and has provided appropriate advice and oversight with regard to the management of the Company. He has made many achievements as a doctor of veterinary science in the societies of veterinary science, anatomy and microscopy. As Dean of Rakuno Gakuen University, he has also engaged in management of the educational institution and the establishment of its governance system. The Company expects that, by leveraging these achievements and his abundant knowledge and experience, he will be able to perform objective supervision of the Company's management, and nominates him as a candidate for Outside Director.

He meets all requirements for designation as an independent director under the rules of the Tokyo Stock Exchange. He has been judged to pose no risk of giving rise to a conflict of interest with general shareholders and has therefore been designated as an independent director.

(Note) Attendance at Board of Directors meetings held after his assumption of office on June 24, 2021.

- (Notes)
1. There are no special interests between each candidate for Director and the Company.
 2. Pursuant to the provisions of Article 423, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Mr. Yoshiyuki Takino, Mr. Hisashi Moriyama, Ms. Yoshimi Horinishi, Mr. Shingo Watanabe, Mr. Yozo Miyake, Mr. Ryutaro Honda, Mr. Katsuhiko Yanagawa, and Mr. Kazushige Takehana to limit their liability for damages. The maximum amount of liability under the said agreement is the minimum liability amount as provided in Article 425, Paragraph 1 of the same Act. If their reappointment is approved, the Company will renew the above agreement with them.
 3. The Company has concluded a directors and officers liability insurance agreement with an insurance company that insures all Directors and covers any damage that may result from the insured Directors being liable for the performance of their duties or being subject to a claim for the pursuit of such liability. If the candidates take office as Directors, they will be insured by the insurance agreement, and the Company will renew the insurance agreement during their terms of office.

<Reference>

Diversity of Candidates for Directors

The Board of Directors of the Company consists of diverse members who have expertise and experience in different areas.

The nine (9) candidates for Directors have the following backgrounds (expertise, experience, etc.):

No.	Name	Overall management	Global experience	Sales/ Marketing	Manufacturing /R&D	Law	Finance/ Accounting	Academic
1	Hidenari Tanaka	○						
2	Yoshiyuki Takino	○			○		○	
3	Hisashi Moriyama	○		○				
4	Yoshimi Horinishi	Outside				○		
5	Shingo Watanabe	Outside	○				○	
6	Yozo Miyake	Outside						○
7	Ryutaro Honda	Outside	○					
8	Katsuhiko Yanagawa	Outside	○	○				
9	Kazushige Takehana	Outside			○			○

Proposal 3: Granting Stock Options to Subsidiaries’ Directors (Domestic Residents)

The Company requests approval for share acquisition rights to be issued to subsidiaries’ directors (domestic residents, excluding those serving concurrently as executive officers or employees of the Company) gratis as stock options as outlined below, based on the provisions of Article 236, Article 238, and Article 239 of the Companies Act, and for the authority to determine the guidelines for subscription to these stock acquisition rights to be delegated to the board of directors.

1. Reason for issuing share acquisition rights with particularly favorable conditions

The Company has decided to issue stock options (share acquisition rights) to subsidiaries’ directors (domestic residents, excluding those serving concurrently as executive officers or employees of the Company) as outlined below, with the goal of further enhancing incentive and motivation to contribute to sustained improvement in business performance of the Company Group, as well as further promoting management that aims to enhance corporate value.

2. Outline for issuing share acquisition rights

(1) Recipients of share acquisition rights

Subsidiaries’ directors (domestic residents)

(2) Class and number of shares for the purpose of share acquisition rights

The shares shall be common shares of the Company, with an upper limit of 27,000 shares. However, if the number of granted shares is to be adjusted as described below, the number of shares will be adjusted to equal the number of granted shares after adjustment multiplied by the total number of share acquisition rights.

The number of shares for the purpose of one unit of share acquisition rights (hereinafter, the “Number of Granted Shares”) shall be 100 common shares of the Company. In the event that the Company performs a stock split (including the gratis allotment of common shares of the Company. The same applies below.) or stock consolidation after the date on which the share acquisition rights are allocated (hereinafter, the “Allocation Date”), the Number of Granted Shares shall be adjusted by the following formula. This adjustment shall be applied to the Number of Granted Shares for share acquisition rights which will have not yet been exercised at the relevant point of time, and any fractions less than one share resulting from the adjustment shall be rounded down.

$$\text{Number of Granted Shares after adjustment} = \text{Number of Granted Shares before adjustment} \times \text{Ratio of stock split or stock consolidation}$$

If a situation arises in addition to the above in which the Number of Granted Shares requires adjustment, the Number of Granted Shares shall be adjusted to an extent considered reasonable.

(3) Total number of share acquisition rights

The total number shall be limited to 270 units.

(4) Cash payment for share acquisition rights

No cash payment shall be required for stock acquisition rights as the guidelines for subscription thereof

may be determined pursuant to authority delegated by this general meeting of shareholders.

(5) Value of property contributed upon the exercise of share acquisition rights

The amount of payment per share granted through the exercise of share acquisition rights (hereinafter, the “Exercise Value”) shall be 1 yen. The value of property to be contributed upon the exercise of each share subscription right shall be the amount obtained by multiplying 1 yen by the Number of Granted Shares.

(6) Effective period of share acquisition rights

Share acquisition rights are exercisable from March 31, 2023 to March 30, 2073. (hereinafter, the “Exercise Period”)

However, if the final day of the Exercise Period falls on a holiday of the Company, the previous business day before the said day shall be considered the final day.

(7) Conditions required to exercise share acquisition rights

- 1) The recipients of share acquisition rights (hereinafter, the “Holders of Share Acquisition Rights”) shall continually hold the position of executive officer, director, employee, subsidiaries’ (the subsidiary company as provided under Article 8, Paragraph 3 of the Ordinance on the Terminology, Forms, and Preparation Methods of Financial Statements, etc.; The same applies below.) director, or subsidiaries’ employee from the Allocation Date until the first day of the Exercise Period.
- 2) Holders of Share Acquisition Rights may only exercise their share acquisition rights on a lump-sum basis within a limited period of 10 days (if the 10th day falls on a holiday, then the next business day) from the day following the date on which they left their position as executive officer, director, employee, subsidiaries’ director, or subsidiaries’ employee.
- 3) Share acquisition rights shall not be inherited.
- 4) Partial exercise of one unit of a share acquisition right is not allowed.

(8) Increase in capital stock and legal capital surplus through the issuance of shares upon exercise of share acquisition rights

- 1) The increased amount of capital stock through the issuance of shares upon exercise of share acquisition rights shall be 50% of the maximum amount of capital increase, etc., calculated in accordance with Article 17, Paragraph 1 of the Rules of Corporate Accounting, and any fractional amount of less than 1 yen resulting from this calculation shall be rounded up.
- 2) The increased amount of legal capital surplus through the issuance of shares upon the exercise of share acquisition rights shall be the maximum amount of capital increase, etc., mentioned in 1) above minus the increased amount of capital prescribed in 1) above.

(9) Restriction on acquisition of share acquisition rights by transfer

The acquisition of share acquisition rights by transfer is subject to approval by the board of directors.

(10) Events and conditions for acquisition of share acquisition rights

In the event that a proposal for the approval of a merger agreement whereby the Company is to be dissolved, a proposal for the approval of an absorption-type company split agreement or an incorporation-type company split plan whereby the Company is to become a splitting company, or a proposal for the approval of a share exchange agreement or share transfer plan whereby the Company is to become a wholly owned subsidiary is approved at a general meeting of shareholders (or resolved by

the board of directors should no resolution at a general meeting of shareholders be required), the Company may acquire the share acquisition rights gratis on a date separately determined by the board of directors.

(11) Treatment of share acquisition rights in the event of structural reorganization

If the Company is to engage in a merger (limited to cases where the Company is to be dissolved as a result of the merger), an absorption-type company split or a incorporation-type company split (each limited to cases where the Company is to become a splitting company as a result), or a share exchange or share transfer (each limited to cases where the Company is to become a wholly-owned subsidiary as a result); (hereinafter referred to collectively as “Structural Reorganizations”), share acquisition rights in the new entity specified under Article 236, Paragraph 1, Item 8 (a) through (e) of the Companies Act (hereinafter, the “Reorganized Company”) are to be issued to Holders of Share Acquisition Rights who hold share acquisition rights that remain in effect immediately before the effective date of the Structural Reorganizations (the date on which absorption-type merger comes into effect; the date on which a new entity is established as a result of incorporation-type merger; the date on which absorption-type company split comes into effect; the date on which a new entity is established as a result of incorporation-type company split; the date on which share exchange comes into effect; and the date on which an owning parent company is established as a result of share transfer; The same applies below.) (hereinafter, the “Remaining Share Acquisition Rights”). In this case, the Remaining Share Acquisition Rights shall lapse and the Reorganized Company shall issue new share acquisition rights. However, the foregoing shall be limited to cases where it is indicated in an absorption-type merger agreement, incorporation-type merger agreement, absorption-type company split agreement, incorporation-type company split plan, share exchange agreement, or share transfer plan that share acquisition rights of the Reorganized Company are to be provided in accordance with the following conditions.

1) Number of share acquisition rights of the Reorganized Company to be provided

Holders of Share Acquisition Rights are to be provided the same number of share acquisition rights of the Reorganized Company as their Remaining Share Acquisition Rights.

2) Class of shares of the Reorganized Company for the purpose of share acquisition rights

These shares shall be common shares of the Reorganized Company.

3) Number of shares of the Reorganized Company for the purpose of share acquisition rights

The number of shares shall be determined in consideration of the conditions, etc., of the Structural Reorganizations in accordance with (2) above.

4) The method for calculating the value of property contributed upon the exercise of share acquisition rights

The value of property to be contributed upon the exercise of each share acquisition right shall be the amount obtained by multiplying the amount of payment after restructuring by the number of shares of the Reorganized Company to be issued for the purpose of the share acquisition right as determined in accordance with 3) above. The amount of payment after restructuring shall be 1 yen per share of the Reorganized Company to be provided upon the exercise of each share acquisition right.

5) Effective period of share acquisition rights

Share acquisition rights are exercisable over a period that begins on either the first day of the Exercise

Period specified in (6) above or the effective date of the Structural Reorganization, whichever is later, and ends on the last day of the same Exercise Period specified in (6) above.

- 6) Conditions for the exercise of share acquisition rights
To be determined in accordance with (7) above.
- 7) Increase in capital stock and legal capital surplus from the issuance of shares due to the exercise of share acquisition rights
To be determined in accordance with (8) above.
- 8) Restriction on acquisition of share acquisition rights by transfer
The acquisition of share acquisition rights by transfer is subject to approval by the board of directors of the Reorganized Company.
- 9) Events and conditions for acquisition of share acquisition rights
To be determined in accordance with (10) above.
- (12) Treatment of fractions of shares resulting from the exercise of share acquisition rights
If the exercise of share acquisition rights results in a fractional share of less than one share, that fractional portion shall be rounded down.

Proposal 4: Granting Stock Options to Subsidiaries’ Directors and Subsidiaries’ Employees (Nonresidents)

The Company requests approval for share acquisition rights to be issued to subsidiaries’ directors and subsidiaries’ employees (nonresidents, excluding those serving concurrently as executive officers or employees of the Company) gratis as stock options as outlined below, based on the provisions of Article 236, Article 238, and Article 239 of the Companies Act, and for the authority to determine the guidelines for subscription to these stock acquisition rights to be delegated to the board of directors.

1. Reason for issuing share acquisition rights with particularly favorable conditions

The Company has decided to issue stock options (share acquisition rights) to subsidiaries’ directors and subsidiaries’ employees (nonresidents, excluding those serving concurrently as executive officers or employees of the Company) as outlined below, with the goal of further enhancing incentive and motivation to contribute to sustained improvement in business performance of the Company Group, as well as further promoting management that aims to enhance corporate value.

2. Outline for issuing share acquisition rights

(1) Recipients of share acquisition rights

Subsidiaries’ directors and subsidiaries’ employees (nonresidents)

(2) Class and number of shares for the purpose of share acquisition rights

The shares shall be common shares of the Company, with an upper limit of 42,000 shares. However, if the number of granted shares is to be adjusted as described below, the number of shares will be adjusted to equal the number of granted shares after adjustment multiplied by the total number of share acquisition rights.

The number of shares for the purpose of one unit of share acquisition rights (hereinafter, the “Number of Granted Shares”) shall be 100 common shares of the Company. In the event that the Company performs a stock split (including the gratis allotment of common shares of the Company. The same applies below.) or stock consolidation after the date on which the share acquisition rights are allocated (hereinafter, the “Allocation Date”), the Number of Granted Shares shall be adjusted by the following formula. This adjustment shall be applied to the Number of Granted Shares for share acquisition rights which will have not yet been exercised at the relevant point of time, and any fractions less than one share resulting from the adjustment shall be rounded down.

$$\text{Number of Granted Shares after adjustment} = \text{Number of Granted Shares before adjustment} \times \text{Ratio of stock split or stock consolidation}$$

If a situation arises in addition to the above in which the Number of Granted Shares requires adjustment after the Allocation Date, due to the Company’s merger, company split, share exchange, share transfer and other structural reorganizations, or in any other event equivalent thereto requiring the Number of Granted Shares to be adjusted, the Number of Granted Shares shall be adjusted to an extent considered reasonable.

- (3) Total number of share acquisition rights
The total number shall be limited to 420 units.
- (4) Cash payment for share acquisition rights
No cash payment shall be required for stock acquisition rights as the guidelines for subscription thereof may be determined pursuant to authority delegated by this general meeting of shareholders.
- (5) Value of property contributed upon the exercise of share acquisition rights
The amount of payment per share granted through the exercise of share acquisition rights (hereinafter, the “Exercise Value”) shall be 1 yen. The value of property to be contributed upon the exercise of each share subscription right shall be the amount obtained by multiplying 1 yen by the Number of Granted Shares.
- (6) Exercise period of share acquisition rights
Share acquisition rights are exercisable from March 31, 2024 to March 30, 2074. (hereinafter, the “Exercise Period”)
However, if the final day of the Exercise Period falls on a holiday of the Company, the previous business day before the said day shall be considered the final day.
- (7) Conditions required to exercise share acquisition rights
- 1) The recipients of share acquisition rights (hereinafter, the “Holders of Share Acquisition Rights”) shall continually hold the position of executive officer, director, employee, subsidiaries’ (the subsidiary company as provided under Article 8, Paragraph 3 of the Ordinance on the Terminology, Forms, and Preparation Methods of Financial Statements, etc.; The same applies below.) director, or subsidiaries’ employee from the Allocation Date until the first day of the Exercise Period. However, this shall not apply in the event of retirement due to expiration of term of office, mandatory retirement age, or other justifiable reasons recognized by the board of directors.
 - 2) Holders of Share Acquisition Rights may only exercise their share acquisition rights on a lump-sum basis within 30 days (if the 30th day falls on a holiday, then the next business day) from the date when one year has passed from the date on which they left their position as executive officer, directors, employee, subsidiaries’ director, or subsidiaries’ employee.
 - 3) Share acquisition rights shall not be inherited.
 - 4) Partial exercise of one unit of a share acquisition right is not allowed.
- (8) Increase in capital stock and legal capital surplus through the issuance of shares upon exercise of share acquisition rights
- 1) The increased amount of capital stock through the issuance of shares upon exercise of share acquisition rights shall be 50% of the maximum amount of capital increase, etc., calculated in accordance with Article 17, Paragraph 1 of the Rules of Corporate Accounting, and any fractional amount of less than 1 yen resulting from this calculation shall be rounded up.
 - 2) The increased amount of legal capital surplus through the issuance of shares upon the exercise of share acquisition rights shall be the maximum amount of capital increase, etc., mentioned in 1) above minus the increased amount of capital prescribed in 1) above.
- (9) Restriction on acquisition of share acquisition rights by transfer
The acquisition of share acquisition rights by transfer is subject to approval by the board of directors.

(10) Events and conditions for acquisition of share acquisition rights

In the event that a proposal for the approval of a merger agreement whereby the Company is to be dissolved, a proposal for the approval of an absorption-type company split agreement or an incorporation-type company split plan whereby the Company is to become a splitting company, or a proposal for the approval of a share exchange agreement or share transfer plan whereby the Company is to become a wholly owned subsidiary is approved at a general meeting of shareholders (or resolved by the board of directors of the Company should no resolution at a general meeting of shareholders be required), or the majority of the total voting rights of the Company is to be held by a person other than the Company as a result of the acquisition of common shares of the Company by the person, the Company may acquire the share acquisition rights gratis on a date separately determined by the board of directors.

(11) Treatment of share acquisition rights in the event of structural reorganization

If the Company is to engage in a merger (limited to cases where the Company is to be dissolved as a result of the merger), an absorption-type company split or a incorporation-type company split (each limited to cases where the Company is to become a splitting company as a result), or a share exchange or share transfer (each limited to cases where the Company is to become a wholly-owned subsidiary as a result); (hereinafter referred to collectively as “Structural Reorganizations”), share acquisition rights in the new entity specified under Article 236, Paragraph 1, Item 8 (a) through (e) of the Companies Act (hereinafter, the “Reorganized Company”) are to be issued to Holders of Share Acquisition Rights who hold share acquisition rights that remain in effect immediately before the effective date of the Structural Reorganizations (the date on which absorption-type merger comes into effect; the date on which a new entity is established as a result of incorporation-type merger; the date on which absorption-type company split comes into effect; the date on which a new entity is established as a result of incorporation-type company split; the date on which share exchange comes into effect; and the date on which an owning parent company is established as a result of share transfer; The same applies below.) (hereinafter, the “Remaining Share Acquisition Rights”). In this case, the Remaining Share Acquisition Rights shall lapse and the Reorganized Company shall issue new share acquisition rights. However, the foregoing shall be limited to cases where it is indicated in an absorption-type merger agreement, incorporation-type merger agreement, absorption-type company split agreement, incorporation-type company split plan, share exchange agreement, or share transfer plan that share acquisition rights of the Reorganized Company are to be provided in accordance with the following conditions.

1) Number of share acquisition rights of the Reorganized Company to be provided

Holders of Share Acquisition Rights are to be provided the same number of share acquisition rights of the Reorganized Company as their Remaining Share Acquisition Rights.

2) Class of shares of the Reorganized Company for the purpose of share acquisition rights

These shares shall be common shares of the Reorganized Company.

3) Number of shares of the Reorganized Company for the purpose of share acquisition rights

The number of shares shall be determined in consideration of the conditions, etc., of the Structural Reorganizations in accordance with (2) above.

- 4) The method for calculating the value of property contributed upon the exercise of share acquisition rights
The value of property to be contributed upon the exercise of each share acquisition right shall be the amount obtained by multiplying the amount of payment after restructuring by the number of shares of the Reorganized Company to be issued for the purpose of the share acquisition right as determined in accordance with 3) above. The amount of payment after restructuring shall be 1 yen per share of the Reorganized Company to be provided upon the exercise of each share acquisition right.
- 5) Exercise period of share acquisition rights
Share acquisition rights are exercisable over a period that begins on either the first day of the Exercise Period specified in (6) above or the effective date of the Structural Reorganization, whichever is later, and ends on the last day of the same Exercise Period specified in (6)
- 6) Conditions for the exercise of share acquisition rights
To be determined in accordance with (7) above.
- 7) Increase in capital stock and legal capital surplus from the issuance of shares due to the exercise of share acquisition rights
To be determined in accordance with (8) above.
- 8) Restriction on acquisition of share acquisition rights by transfer
The acquisition of share acquisition rights by transfer is subject to approval by the board of directors of the Reorganized Company.
- 9) Events and conditions for acquisition of share acquisition rights
To be determined in accordance with (10) above.
- (12) Treatment of fractions of shares resulting from the exercise of share acquisition rights
If the exercise of share acquisition rights results in a fractional share of less than one share, that fractional portion shall be rounded down.