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Securities Code: 8174
June 6, 2022

To Our Shareholder

Kunihiko Kashiwaya
Representative Director, Chief
Executive Officer
NIPPON GAS CO., LTD.
4-31-8 Yoyogi, Shibuya-ku, Tokyo

NOTICE OF THE 68TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

We are pleased to announce the 68th Ordinary General Meeting of Shareholders of NIPPON GAS CO., LTD. (the “Company”). The meeting will be held as stated below.

To prevent the spread of the COVID-19 coronavirus, **please exercise your voting rights before the meeting by returning the enclosed Voting Rights Exercise Form to the Company or via the Internet and, as much as possible, refrain from attending the meeting in person.** Before exercising your voting rights, please read the Reference Documents for the General Meeting of Shareholders (described hereinafter), and after indicating your approval or disapproval of the proposals on the enclosed Voting Rights Exercise Form, return it to the Company so that it is received **by 5:30 p.m. on Tuesday, June 21, 2022 (JST)**, or exercise your voting rights on the Company’s website for exercising voting rights (<https://evote.tr.mufg.jp/>).

- 1. Date and Time:** Wednesday, June 22, 2022 at 10:00 a.m. (JST)
2. Venue: Sakura, 4th Floor Main Building, Imperial Hotel 1-1-1
Uchisaiwaicho, Chiyoda-ku, Tokyo, Japan

3. Meeting Agenda:

- Matters to be Reported:**
1. The Business Report, Consolidated Financial Statements for the Company’s 68th fiscal year (from April 1, 2021 to March 31, 2022) and results of audits by the Accounting Auditor and the Board of Corporate Auditors of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company’s 68th fiscal year (from April 1, 2021 to March 31, 2022)

Proposals to be Resolved:

- Proposal No. 1:** Appropriation of Surplus
Proposal No. 2: Partial Changes to the Articles of Incorporation
Proposal No. 3: Election of Six (6) Directors
Proposal No. 4: Election of One (1) Corporate Auditor

Disclosure via the Internet

- Any revisions made to the Reference Documents for the General Meeting of Shareholders, the Business Report, the Non-Consolidated Financial Statements or the Consolidated Financial Statements will be posted on the Company's website.
- The following are posted on the Company's website at the following URL pursuant to laws, regulations and the provisions of Article 15 of the Company's Articles of Incorporation. Therefore, they are not attached to this notice.
 - "Systems to Ensure the Appropriate Conduct of Operations" and "Overview of Operating Status of System to Ensure the Appropriate Conduct of Operations" in the Business Report
 - Notes to Consolidated Financial Statements in Consolidated Financial Statements
 - Notes to Non-consolidated Financial Statements in Non-consolidated Financial Statements

The Consolidated Financial Statements and Non-consolidated Financial Statements audited by the Accounting Auditor include the Notes to Consolidated Financial Statements and Notes to Non-consolidated Financial Statements posted on the Company's website as well as the documents mentioned in this Notice. In addition, the Business Report, the Consolidated Financial Statements, and Non-consolidated Financial Statements audited by the Corporate Auditors include the Business Report, the Notes to Consolidated Financial Statements, and the Notes to Non-consolidated Financial Statements posted on the Company's website as well as the documents mentioned in this Notice.

The Company's website: https://www.nichigas.co.jp/en/
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Reference Documents for the General Meeting of Shareholders

Proposal No. 1: Appropriation of Surplus

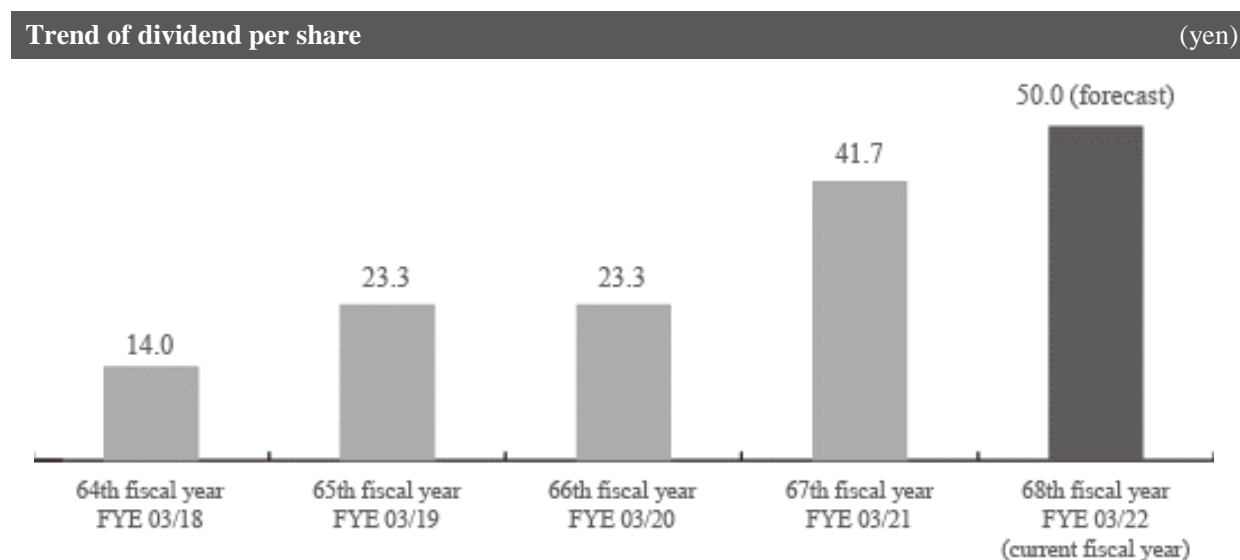
The Company proposes the appropriation of surplus as follows:

The Company focuses on capital efficiency, and maintains shareholders' equity at an appropriate level. Attaching importance to shareholder returns, the Company proposes to pay a year-end dividend of 25.0 yen per share for the fiscal year.

Combined with the interim dividend (25.0 yen per share), the annual dividend will be 50 yen per share, an increase from 41.7 yen of the previous fiscal year.

- 1 Type of dividend
Cash
- 2 Matters related to the allocation of dividend property and the total amount to be distributed
25 yen per share of common stock of the Company
Total 2,912,128,375 yen
- 3 Effective date of distribution of surplus
June 23, 2022

(Reference)



(Note) The Company conducted a three for one stock split of its common stock on April 1, 2021. Dividends are retroactively adjusted to reflect the effect of the share split.

Proposal No. 2: Partial Changes to the Article of Incorporation

1. Reason for proposal

- 1) With the enforcement on September 1, 2022 of the revised 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), the Company proposes amending its Articles of Incorporation to prepare for the adoption of a system for the electronic provision of materials for General Meetings of Shareholders, as follows.
 - (1) The establishment of a system for providing information on the content of General Meetings of Shareholders materials in electronic format will be required to be specified in articles of incorporation. Accordingly, the establishment of Article 15 (Electronic Provision Measure, etc.), Paragraph 1 is proposed.
 - (2) In order to limit the scope of information on documents in writing to the scope determined by the Ministry of Justice ordinance, in the case where shareholders request to receive the delivery of the said documents that describe certain matters which are the content of General Meetings of Shareholders materials in electronic format, the establishment of Article 15 (Electronic Provision Measure, etc.), Paragraph 2 is proposed.
 - (3) With the introduction of a system for providing information on the content of General Meetings of Shareholders materials in electronic format, Article 15 (Internet Disclosure and De Facto Provision of Reference Documents for General Meeting of Shareholders, etc.) of the current Articles of Incorporation will be unnecessary. Accordingly, the said provisions are proposed to be deleted.
 - (4) The establishment of supplementary provisions regarding the effect of the establishment and deletion of the above provisions is proposed.
The said supplementary provisions shall be deleted after the expiration of specified periods.
- 2) With the enactment of the Act for Partially Amending the Industrial Competitiveness Enhancement Act and Other Related Acts (Act No. 70 of 2021), listed companies are allowed to hold shareholders' meetings without specifying a physical venue (so-called virtual-only shareholders' meetings) (enacted June 16, 2021). The Company proposes a revision of the provision in its Articles of Incorporation necessary to allow a shareholders' meeting to be held without a physical venue if the Board of Directors considers that specifying a physical venue to hold a shareholders' meeting is not in the best interests of the Company's shareholders due to the spread of an infectious disease, damage from a natural disaster, etc.

2. Details of amendments

The details of the amendments are shown below.

(The underlined parts show the change.)

Current Articles of Incorporation	Proposed amendments
<p>(Convocation and Convener) Article 13 The Ordinary General Meeting of Shareholders of the Company shall be convened in June of each year. 2) Other than the foregoing, the Company shall convene an Extraordinary General Meeting of Shareholders whenever necessary. (New)</p> <p>3) A General Meeting of Shareholders shall be convened by the Director and Chief Executive Officer. Should the Director and Chief Executive Officer be unable to so act, one of the other Directors shall act in his/her place in the order predetermined by the Board of Directors.</p>	<p>(Convocation and Convener) Article 13 (Unchanged)</p> <p>2) (Unchanged)</p> <p>3) <u>The Company may hold a General Meeting of Shareholders without a physical venue if its Board of Directors determines that specifying a physical venue to hold a shareholders' meeting is not in the best interest of the Company's shareholders due to the spread of an infectious disease, damage from a natural disaster, etc.</u></p> <p>4) A General Meeting of Shareholders shall be convened by the Director and Chief Executive Officer. Should the Director and Chief Executive Officer be unable to so act, one of the other Directors shall act in his/her place in the order predetermined by the Board of Directors.</p>
<p>(Disclosure via Internet of Reference Documents for General Meeting of Shareholders, etc. and Deemed Provision) <u>Article 15 When convening the General Meeting of Shareholders, the Company may consider the information disclosed on the matters that should be specified or displayed in Reference Documents for the General Meeting of Shareholders, business reports, financial statements, and consolidated financial statements via methods that use the internet pursuant to the Ministry of Justice ordinance as having been provided to the shareholders.</u></p>	<p>(Delete)</p>
<p>(New)</p>	<p>(Electronic Provision Measure, etc.) <u>Article 15 The Company shall take the measure which allows shareholders to be provided with information that constitutes the content of reference materials for the meeting of shareholders, etc. by electromagnetic means.</u> 2) <u>The Company shall omit all or part of information specified in the Ordinance of the Ministry of Justice that is subject to the measure under the preceding Article from documents delivered to shareholders who have requested paper-form documents before the record date.</u></p>
<p>(New)</p>	<p>(Supplementary Provisions) <u>Article 1 The deletion of Article 15 (Internet Disclosure and De Facto Provision of Reference Documents for General Meeting of Shareholders, etc.) of the Articles of Incorporation and the establishment of Article 15 (Electronic Provision Measure, etc.) in Articles of Incorporation shall take effect on September 1, 2022.</u> 2) <u>Notwithstanding the provisions of the preceding paragraph, the Article 15 (Internet Disclosure and De Facto Provision of Reference Documents for General Meeting of Shareholders, etc.) of the Articles of Incorporation shall remain in force with respect to a General Meeting of Shareholders to be held within six (6) months from September 1, 2022.</u> 3) <u>These supplementary provisions shall be deleted on the date on which six (6) months have elapsed from September 1, 2022 or the date on which three (3) months have elapsed from the date of the General Meeting of Shareholders under the preceding paragraph, whichever is later.</u></p>

Proposal No. 3: Election of Six (6) Directors

The terms of office of all five Directors expire when this General Meeting ends. To aim for the sustainable growth of the Group and further enhancement of its corporate value, and to seek to further strengthen and bolster the management structure, the Company proposes the election of six Directors.

The candidates for Directors are as follows:

No.	Name		Current positions and responsibilities at the Company	Percentage of attendance at Board of Directors meetings
1	Reappointed	Shinji Wada	Chairman, Executive Officer	83% (10/12 meetings)
2	Reappointed	Kunihiko Kashiwaya	Representative Director, Chief Executive Officer	100% (12/12 meetings)
3	Reappointed	Daijo Watanabe	Representative Director, Senior Managing Executive Officer and Sales Headquarters General Manager In charge of City Gas Group Companies	100% (12/12 meetings)
4	New Appointment	Keiichi Yoshida	Senior Executive Officer Energy Business Headquarters General Manager	–
5	Reappointed	Takashi Ide	Outside Director	100% (12/12 meetings)
	Outside			
	Independent			
6	Reappointed	Tetsuo Kawano	Outside Director	92% (11/12 meetings)
	Outside			
	Independent			

New Appointment: Candidates for Directors to be newly appointed

Reappointed: Candidate for Reappointed Director

Outside: Candidate for Outside Director

Independent: Candidate for Independent Officer Notified to Stock Exchange

1	<p>Shinji Wada (April 3, 1952)</p> <p>Reappointed</p> <p>Common shares currently held 170,265 shares</p> <p>Common shares potentially held 167,799 shares</p> <p>Percentage of attendance at Board of Directors meetings 83% (10/12 meetings)</p>	<p>Career summary, positions and responsibilities at the Company (Significant concurrent positions)</p> <p>March 1977 Joined the Company</p> <p>June 2000 Managing Director of the Company (Branch Manager, West Kanto Branch, Sales Headquarters)</p> <p>April 2001 Managing Director of the Company (Responsible for Sales Management, Sales Headquarters and Branch Manager, West Kanto Branch)</p> <p>April 2002 Managing Director of the Company (Responsible for Sales Management, Sales Headquarters)</p> <p>January 2003 Managing Director of the Company (General Manager, Sales Headquarters)</p> <p>June 2004 Senior Managing Director of the Company (General Manager, Sales Headquarters)</p> <p>June 2005 Representative Director, President of the Company (General Manager, Sales Headquarters)</p> <p>April 2006 Representative Director, President of the Company</p> <p>June 2020 Representative Director, Chief Executive Officer of the Company</p> <p>May 2022 Chairman, Executive Officer of the Company (current position)</p>
<p>Reason for nomination as a candidate for Director Mr. Shinji Wada has extensive experience and a broad range of insight as a management executive, as well as thorough knowledge of the Company's various departments such as management planning and information systems. As he has demonstrated his skills in leading the Company's business management and has a successful track record as President and Representative Director, including the above, the Company has nominated him as a candidate for Director.</p> <p>Significant concurrent positions Not applicable</p>		
2	<p>Kunihiko Kashiwaya (January 6, 1971)</p> <p>Reappointed</p> <p>Common shares currently held 60,200 shares</p> <p>Common shares potentially held 38,808 shares</p> <p>Percentage of attendance at Board of Directors meetings 100% (12/12 meetings)</p>	<p>Career summary, positions and responsibilities at the Company (Significant concurrent positions)</p> <p>September 1999 Joined Ernst & Young LLP</p> <p>March 2003 Joined ORIX Corporation</p> <p>March 2012 Joined the Company</p> <p>February 2017 Managing Director of the Company (General Manager, Overseas Business Department, Sales Headquarters, and General Manager, Financial Strategy Department (IR))</p> <p>April 2018 Representative Director, Senior Managing Director of the Company; General Manager, Corporate Strategy Headquarters (In charge of Overseas Business Department and Corporate Communication Department)</p> <p>April 2020 Representative Director, Senior Managing Director; General Manager, Corporate Headquarters (In charge of Overseas Business Department)</p> <p>June 2020 Representative Director, Senior Managing Executive Officer; General Manager, Corporate Headquarters</p> <p>May 2022 Representative Director, Chief Executive Officer of the Company (current position)</p>
<p>Reason for nomination as a candidate for Director Mr. Kunihiko Kashiwaya has experience and competence needed as a Representative Director, including his handling of alliance promotion with business partners, in addition to management planning, IR and capital strategies of the Company, and his active participation in the management of capital and business alliance partners. Therefore, the Company has again nominated him as a candidate for Director.</p> <p>Significant concurrent positions Not applicable</p>		

3	<p>Daijo Watanabe (November 30, 1958)</p> <p>Reappointed</p> <p>Common shares currently held 84,300 shares</p> <p>Common shares potentially held 52,926 shares</p> <p>Percentage of attendance at Board of Directors meetings 100% (12/12 meetings)</p>	<p>Career summary, positions and responsibilities at the Company (Significant concurrent positions)</p> <p>March 1981 Joined the Company</p> <p>April 2008 Managing Director of the Company (General Manager, Planning Section, Sales Headquarters, and in charge of Gas Business Operation)</p> <p>April 2009 Managing Director of the Company (In charge of Planning Section, Gas Business Operation, TED Department, and Development and Sales Department, Sales Headquarters)</p> <p>April 2011 Managing Director of the Company (In charge of Planning Section, Gas Business Operation, Development and Sales Department and TED Department, Sales Headquarters)</p> <p>April 2014 Managing Director of the Company (General Manager, Energy Planning Department, Sales Headquarters (In charge of TED Department and Life Product Sales Department))</p> <p>April 2015 Managing Director of the Company (General Manager, Energy Planning Department, Sales Headquarters (In charge of Life Product Sales Department))</p> <p>June 2015 Senior Managing Director of the Company (General Manager, Energy Planning Department, Sales Headquarters (In charge of Life Product Sales Department))</p> <p>June 2016 Senior Managing Director of the Company (Deputy General Manager, Sales Headquarters (In charge of Energy Planning Department, Total Energy Business Department and Life Product Sales Department))</p> <p>April 2018 Representative Director, Senior Managing Director of the Company; General Manager, Energy Sales Headquarters (In charge of City Gas Group Companies)</p> <p>April 2020 Representative Director, Senior Managing Director of the Company; General Manager, Sales Headquarters (In charge of City Gas Group Companies)</p> <p>June 2020 Representative Director, Senior Managing Executive Officer of the Company; General Manager, Sales Headquarters (In charge of City Gas Group Companies) (current position)</p>
	<p>Reason for nomination as a candidate for Director</p> <p>Mr. Daijo Watanabe has held responsible positions, including that of a Director in charge of the sales departments, since he joined the Company. He has worked as a manager in all areas of the Company's businesses. He has thorough knowledge of management planning related to the fusion of electric power and gas businesses. His record serves as proof that he has experience and competence needed as a Representative Director, and therefore, the Company has again nominated him as a candidate for Director.</p> <p>Significant concurrent positions</p> <p>Representative Director, President of Nihongasu koji .inc.</p> <p>Vice President and Representative Director of Tokyo Energy Alliance Co., Ltd.</p>	

4	<p>Keiichi Yoshida (December 15, 1964)</p> <p>New Appointment</p> <p>Common shares currently held 200 shares</p> <p>Common shares potentially held 11,079 shares</p> <p>Percentage of attendance at Board of Directors meetings –</p>	<p>Career summary, positions and responsibilities at the Company (Significant concurrent positions)</p> <p>April 1987 Joined Tokyo Electric Power Company, Inc.</p> <p>June 2014 General Manager, Corporate Planning Division, Tokyo Electric Power Company, Inc.</p> <p>June 2017 Executive Officer, General Manager of Organization and Human Resources Department, Corporate Planning Unit, Tokyo Electric Power Company, Inc.</p> <p>April 2018 Managing Director, Chief of Chiba Total Branch Office, TEPCO Power Grid, Inc.</p> <p>April 2020 Joined the Company Senior Executive Officer, Energy Business Headquarters General Manager (current position)</p>
<p>Reason for nomination as a candidate for Director Mr. Keiichi Yoshida has worked for many years at a major power company and has an outstanding track record and extensive knowledge in the power industry. At the same time, he has experience of leveraging his legal and financial knowledge to set up new businesses overseas. Since joining the Company, Mr. Yoshida has taken charge of the Energy Business Division and, whilst strengthening DX, has pushed ahead with the “Space Hotaru” online gas meter business, the LPG consignment business, including LP gas filling plant “Yume no Kizuna Kawasaki,” and the platform business and also played a central role in the Energy Solutions Business and smart city projects. As he has the experience and track record suited to a Director, including the above, the Company has nominated him as a candidate for Director.</p> <p>Significant concurrent positions Representative Director, President of Kumono Ucyusen Co., Ltd.</p>		
5	<p>Takashi Ide (June 19, 1951)</p> <p>Reappointed Outside Independent</p> <p>Number of shares of the Company held – shares</p> <p>Percentage of attendance at Board of Directors meetings 100% (12/12 meetings)</p> <p>Period in office at the close of the General Meeting of Shareholders 7 years</p>	<p>Career summary, positions and responsibilities at the Company (Significant concurrent positions)</p> <p>April 1984 Registered as Certified Public Accountant</p> <p>July 1998 Assumed office of Representative Partner, Chuo Audit Corporation</p> <p>July 2006 Joined Ernst & Young ShinNihon (Senior Partner)</p> <p>June 2013 Retired from Ernst & Young ShinNihon LLC</p> <p>June 2014 Independent Auditor of Japan Third Party Co., Ltd. (currently JTP Co., Ltd.)</p> <p>June 2014 Outside Corporate Auditor of the Company</p> <p>June 2015 Outside Director of the Company (current position)</p> <p>June 2020 Outside Director (Audit & Supervisory Committee Member) of Japan Third Party Co., Ltd. (currently JTP Co., Ltd.) (current position)</p>
<p>Reason for nomination as a candidate for Outside Director and expected roles, etc. Given the deep insights into finance and accounting as a certified public accountant, the Company believes that Mr. Takashi Ide will proactively exercise supervision and give advice on financial policy and the compliance framework the Company develops from a professional perspective, making use of his insights. Therefore, the Company has again nominated him as a candidate for Outside Director. Mr. Ide has not been involved in corporate management, but he has been deemed capable of appropriately executing his duties for the reasons stated above.</p> <p>Significant concurrent positions Outside Director (Audit & Supervisory Committee Member), JTP Co., Ltd.</p>		

6	Tetsuo Kawano (September 4, 1952) Reappointed Outside Independent Number of shares of the Company held – shares Percentage of attendance at Board of Directors meetings 92% (11/12 meetings) Period in office at the close of the General Meeting of Shareholders 7 years	Career summary, positions and responsibilities at the Company (Significant concurrent positions) April 1999 General Manager, U.S. Sales Department; Deputy General Manager, New York Branch, The Sakura Bank, Limited April 2003 Director and General Manager, Corporate Banking, Sumitomo Mitsui Banking Corporation April 2005 Executive Officer and General Manager, Sales Development, Aim Services Co., Ltd. April 2014 Senior Executive Officer and General Manager of Quality Management, Aim Services Co., Ltd. June 2015 Outside Director of the Company (current position)
	Reason for nomination as a candidate for Outside Director and expected roles, etc. Mr. Tetsuo Kawano has extensive knowledge of finance and management accumulated through his many years of service at a major financial institution and his participation in its management subsequently. As the Company believes that he will proactively exercise supervision and give advice on the Company's capital policies and management strategies from a professional perspective, making use of his knowledge, the Company has again nominated him as a candidate for Outside Director. Significant concurrent positions Not applicable	

Notes:

1. Mr. Keiichi Yoshida is a new director candidate. If his election is approved, he will become a Representative Director and Senior Managing Executive Officer by resolution at a meeting of the Board of Directors to be held after the close of the Ordinary General Meeting of Shareholders.
2. The candidates do not have any special interest in the Company.
3. Common shares potentially held are indicated with reference to the number of shares to be delivered in the future which is equivalent to cumulative points granted under the share compensation plan (Directors' Compensation BIP (Board Incentive Plan) Trust).
4. Messrs. Takashi Ide and Tetsuo Kawano are candidates for Outside Directors. Messrs. Takashi Ide and Tetsuo Kawano are candidates for Independent Officer who are unlikely to have any conflict of interest with general shareholders of the Company, as is required by the Tokyo Stock Exchange.
5. Mr. Tetsuo Kawano used to be employed by Sumitomo Mitsui Banking Corporation, from which the Company borrows funds. However, given that more than 10 years have passed since he left the bank, the Company believes that the relationship between the Company and the bank will not impact his execution of duties.
6. Limitation of liability of Outside Directors
 In accordance with Article 427, Paragraph 1 of the Companies Act, Article 35 of the current Articles of Incorporation stipulate that the Company may enter into agreements with Outside Directors to limit their liability for damages due to negligence of their duties, so that Outside Directors may fully exercise their expected roles. Messrs. Takashi Ide and Tetsuo Kawano, the candidates for Outside Directors, have entered into the agreement for limitation of liability with the Company in accordance with this provision. If their reappointment is approved, they plan to continue the agreement for limitation of their liability with the Company. The main contents of the contract are as follows:
 - In cases where Outside Directors are liable for damages to the Company due to negligence of their duties, they shall be liable up to the minimum amount provided in Article 425, paragraph 1 of the Companies Act.
 - The above limitation of liability shall be accepted only when the Outside Director has performed his duties, which caused the liability, in good faith and without gross negligence.
7. Directors and officers liability insurance contract
 The Company will enter into a directors and officers liability insurance contract provided for in Article 430-3, Paragraph 1 of the Companies Act with an insurance company to compensate for legal damages and litigation expenses, etc. to be borne by the insured person in cases where a claim for damages is filed by a shareholder or a third party, etc. The reappointed candidates are included in the insured person of the insurance contract. If the appointment of Mr. Keiichi Yoshida is approved, he will be included in the insured persons under the abovementioned insurance agreement. When the insurance contract is renewed next time, it plans to be renewed with the same content.

Proposal No. 4: Election of One (1) Corporate Auditor

At the close of the Ordinary General Meeting of Shareholders, Corporate Auditor Mr. Katsuhiko Ando will leave office due to resignation. The Company therefore proposes the election of one (1) Corporate Auditor to fill the vacancy.

Since Mr. Kenji Manaka will be elected to fill the vacancy, his terms of office shall be concurrent with the term of office of the resigning Corporate Auditor in accordance with the provisions of the Company's Articles of Incorporation.

The Board of Auditors has previously given its approval to this proposal.

The candidate for the Corporate Auditor is as follows:

<p>Kenji Manaka (July 29, 1969)</p> <p>New Appointment</p> <p>Number of shares of the Company held 12,000 shares</p> <p>Board of Corporate Auditors Meeting Attendance —</p>	<p>Career summary, positions and responsibilities at the Company</p> <p>March 1994 Joined the Company</p> <p>April 2014 Recruitment General Manager, Personnel Department of the Company</p> <p>April 2020 Recruitment and Training General Manager, Personnel Department of the Company</p>
<p>Reasons for nomination as candidate for Corporate Auditor</p> <p>Since joining the Company, Mr. Kenji Manaka has been involved in the Company's administrative operations and security operations and also has experience of being seconded to industry organizations. He has extensive knowledge of the gas business. The Company has nominated him as a Corporate Auditor to have him utilize this experience in audits of the Company.</p> <p>Significant concurrent positions</p> <p>Not applicable</p>	

New Appointment: Candidate for new Corporate Auditor

Notes:

1. Mr. Kenji Manaka is a candidate for new Corporate Auditor.
2. The candidate does not have any special interest in the Company.
3. Directors and officers liability insurance contract
The Company will enter into a directors and officers liability insurance contract provided for in Article 430-3, Paragraph 1 of the Companies Act with an insurance company to compensate for legal damages and litigation expenses, etc. to be born by the insured person in cases where a claim for damages is filed by a shareholder or a third party, etc.
Mr. Kenji Manaka will be the insured under the insurance policy if he is appointed and take office as a Corporate Auditor. When the insurance contract is renewed next time, it plans to be renewed with the same content.

[Reference] The skill matrix of Directors and Corporate Auditors

The Company has determined the skills considered necessary for improvement of its corporate value in the medium and long term and created a skills matrix. The Company appoints human resources with the necessary skills as Directors and Corporate Auditors to flexibly determine companywide strategies, oversee business execution at high level, and improve its corporate value.

If Proposal No.3 and proposal No. 4 are approved as proposed, the skills of each Director and each Corporate Auditor will be as follows.

✓✓ : Main skills, ✓ : Other skills

Five inside members and five outside members	Management strategy	Sales, industry experience and operations	DX strategy, technology and alliances	Finance, accounting, legal affairs and risk management	Environment (decarbonization initiatives)	Society (human resource strategy, work safety, human rights)	Governance
Shinji Wada, Chairman and Executive Officer	✓✓	✓✓	✓✓		✓	✓	✓
Kunihiko Kashiwaya, Representative Director and Chief Executive Officer	✓✓		✓	✓✓	✓	✓	✓✓
Daijo Watanabe, Representative Director and Senior Managing Executive Officer	✓✓	✓✓		✓	✓	✓	
Keiichi Yoshida, Representative Director and Senior Managing Executive Officer	✓✓		✓✓	✓	✓✓	✓	
Takashi Ide, Director (Outside)	✓			✓✓		✓	✓
Tetsuo Kawano, Director (Outside)	✓	✓		✓✓			✓
Kenji Manaka, Corporate Auditor (full-time)		✓		✓		✓✓	✓
Tsuyoshi Yamada, Corporate Auditor (Outside)			✓	✓✓		✓	✓✓
Katsuhisa Nakashima, Corporate Auditor (Outside)	✓✓	✓		✓✓			✓
Yuko Gomi, Corporate Auditor (Outside)				✓✓		✓	✓✓

<Procedures for exercising voting rights via the Internet>

If you intend to exercise your voting rights via the Internet, please confirm the following matters before you do so.

If you will attend the General Meeting in person, you do not need to exercise your voting rights by mail (Voting Rights Exercise Form) or via the Internet.

1. The website for exercising your voting rights
 - (1) Exercising voting rights via the Internet is only possible by accessing <https://evote.tr.mufg.jp/>, the website designated by the Company for the exercise of voting rights from your computer and smartphone (The website cannot be accessed from 2:00 a.m. to 5:00 a.m. each day (JST)).
 - (2) Certain Internet settings — particularly firewall, anti-virus software, communications without TLS encryption, and proxy server settings — may prevent use of the website.
 - (3) Votes will be accepted via the Internet until 5:30 p.m. on Tuesday, June 21, 2022 (JST). However, the Company requests that you exercise your voting rights earlier. Please call the help desk if you have any questions.

2. How to exercise voting rights via the Internet
 - (1) Using a computer
 - On the designated website (<https://evote.tr.mufg.jp/>), enter the login ID and temporary password supplied on your Voting Rights Exercise Form, and then follow the on-screen instructions to exercise your voting rights.
 - To prevent unauthorized access (identity fraud) and/or interference by a third party, the Company requests that you change the temporary password on the website for exercising your voting rights.
 - You will be provided with a new login ID and temporary password prior to each General Meeting of Shareholders.
 - (2) Using a smartphone
 - Exercise your voting rights by scanning the QR code[®] login on your Voting Rights Exercise Form with your smartphone, which will automatically take you to the website for exercising your voting rights. (You will not need to enter your login ID and temporary password.)
 - For security purposes, you can only exercise your voting rights once using the QR code[®]. If you scan the QR code[®] more than once, you will need to enter your login ID and temporary password.
 - Depending on the model of smartphone, it may not be possible for you to log in using the QR code[®]. If you cannot log in using the QR code[®], please use your computer to vote as explained in 2. (1) above.

* QR code is a registered trademark of DENSO WAVE INCORPORATED.

3. Multiple voting
 - (1) If you vote via the internet and also by mailing in your Voting Rights Exercise Form, your votes via the internet shall be deemed as valid.
 - (2) If you exercise your voting rights via the Internet multiple times, only your final vote shall be deemed valid.

4. Expenses incurred in accessing voting sites

All costs (internet access fees, etc.) generated when a shareholder accesses the voting rights exercise site are to be paid by the shareholder.

5. Electronic Voting Platform for Institutional Investors

The nominal shareholders (including the standing proxies) of managing trust banks, etc. may use ICJ, Inc.'s Electronic Voting Platform if they have applied to use it beforehand, to exercise their voting rights at the Company's General Meeting of Shareholders.

Contact for inquiries regarding system environments, etc.
Transfer Agent (help desk), Mitsubishi UFJ Trust and Banking Corporation
Phone: 0120-173-027
(9:00 a.m. to 9:00 p.m. (JST), toll free)