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Securities code: 2915
June 8, 2022

To Shareholders with Voting Rights:

Takashi Sumii
President and Representative
Director
KENKO Mayonnaise Co., Ltd.
3-3-16, Miyakodori, Nada-ku,
Kobe City, Hyogo, Japan

**NOTICE OF
THE 65TH ORDINARY GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

We hereby inform you that the 65th Ordinary General Meeting of Shareholders of KENKO Mayonnaise Co., Ltd. (the “Company”) will be held as described below.

As distance between seats will be larger than usual to prevent the spread of COVID-19, the number of seats available will be greatly reduced. Accordingly, we would like you to consider refraining from attending this meeting in person.

Even if you do not attend the meeting, you can exercise your voting rights in advance in writing or via the internet. Please review the following Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 6:20 p.m. on Monday, June 27, 2022 (Japan time).

Among the documents to be attached to the Notice of the 65th Ordinary General Meeting of Shareholders, Notes to Consolidated Financial Statements and Notes to Non-consolidated Financial Statements are posted on the Company’s website (URL: <https://www.kenkomayo.co.jp/en/ir>) in accordance with laws and regulations as well as Article 18 of the Articles of Incorporation. Accordingly, they are not included in the documents attached to this notice.

- 1. Date and Time:** Tuesday, June 28, 2022 at 10:00 a.m. Japan time
(The venue opens at 9:00 a.m.)
- 2. Place:** Nakano Central Park Conference
4-10-2 Nakano, Nakano-ku, Tokyo, Japan
- 3. Meeting Agenda:**
- Matters to be reported:**
1. The Business Report and Consolidated Financial Statements for the Company's 65th Fiscal Year (April 1, 2021 - March 31, 2022) and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Board of Corporate Auditors
 2. Non-consolidated Financial Statements for the Company's 65th Fiscal Year (April 1, 2021 - March 31, 2022)
- Proposals to be resolved:**
- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Partial Amendments to the Articles of Incorporation
- Proposal 3:** Election of Nine (9) Directors
- Proposal 4:** Introduction of Restricted Stock-based Remuneration Plan for Directors Excluding External Directors

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- If you are attending the meeting in person, please submit the enclosed voting rights exercise form at the reception desk of the venue.
 - Should there be any revisions to the Reference Documents for the General Meeting of Shareholders, Business Report, Consolidated Financial Statements and/or Non-consolidated Financial Statements, revised version will be posted on the Company's website (<https://www.kenkomayo.co.jp/en/ir>).
 - Should there be any major changes to how the General Meeting of Shareholders will be run based on future developments, notices will be posted on the Company's website (<https://www.kenkomayo.co.jp/en/ir>).
 - Because the number of seats at the venue will be greatly reduced, we may have to decline entry even if you come to the meeting venue. When entering the venue, please cooperate with a temperature check before reception, disinfection of your hands with alcohol-based disinfectant, and wearing a face mask at all times.

Proposal 2: Partial Amendments to the Articles of Incorporation

1. Reasons for the proposal

- (1) Establishment of the company philosophy (Article 2 of the proposed amendments)
In 2021, the Company disclosed its Sustainability Policy on its corporate website. The Company has revised its company philosophy in line with this policy, and proposes to include the company philosophy in the Articles of Incorporation in order to clarify its raison d'être, mission, and responsibilities to society.
- (2) Repositioning of the provision on the method of acquiring treasury shares (Article 6, Paragraph 2 of the current Articles of Incorporation)
The Company proposes to integrate the provision on the method of acquiring treasury shares into Article 46 to be established.
- (3) Measures for electronic provision, etc. (Article 19 of the proposed amendments)
Because the 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 come into force on September 1, 2022, the Company proposes to make required amendments.
- (4) Increase in the maximum number of Directors (Article 20 of the proposed amendments)
The Company proposes to increase the maximum number of Directors in order to further strengthen and enhance its management structure.
- (5) Shortening of the term of office of Directors (Article 22 of the proposed amendments)
The Company proposes to shorten the term of office of Directors from two years to one year in order to build a management structure that can swiftly respond to changes in the management environment while clarifying management responsibilities.
- (6) Liability limitation agreements with Directors (excluding executive Directors, etc.) (Article 32 of the proposed amendments)
The Company proposes to amend the scope of Directors (excluding executive Directors, etc.) with whom the Company may enter into liability limitation agreements, so that they can fully perform their expected roles. The Company has obtained consent from all Corporate Auditors on the amendment to Article 31 of the current Articles of Incorporation.
- (7) Liability limitation agreements with Corporate Auditors (Article 42 of the proposed amendments)
The Company proposes to amend the scope of Corporate Auditors with whom the Company may enter into liability limitation agreements, so that they can fully perform their expected roles.
- (8) Decision-making body on dividends of surplus, etc. (Article 46 of the proposed amendments)
The Company proposes to establish a provision that enables dividends of surplus and other matters to be decided by resolution of the Board of Directors pursuant to Article 459, paragraph (1) of the Companies Act.
- (9) The Company proposes to make minor amendments such as adjustments to article numbers and wordings in line with the above amendments.

2. Details of amendments

The details of the amendments are as follows.

(Underlines indicate amended parts.)

Current Articles of Incorporation	Proposed Amendments
(Newly established)	<u>Article 2 (Company Philosophy)</u> <u>Management of the Company shall be conducted based on the following company philosophy.</u> (1) <u>Contributing to the world by providing quality foods</u> (2) <u>Body and Mind (mind / body / soul) and Environment</u>
<u>Article 2 (Location of Head Office)</u> <u>The head office of the Company shall be located in Kobe City.</u>	(Moved to Article 4 of the proposed amendments)
Article 3 (Omitted)	Article 3 (Unchanged)
(Moved from Article 2 of the current Articles of Incorporation)	<u>Article 4 (Location of Head Office)</u> <u>The head office of the Company shall be located in Kobe City.</u>
Article <u>4</u> – Article <u>5</u> (Omitted)	Article <u>5</u> – Article <u>6</u> (Unchanged)
Article <u>6</u> (Total Number of Authorized Shares and Acquisition of Treasury Shares) The total number of authorized shares of the Company shall be 33,500,000 shares. <u>2. The Company may acquire its treasury shares by resolution of the board of directors pursuant to the provisions of Article 165, paragraph (2) of the Companies Act.</u>	Article <u>7</u> (Total Number of Authorized Shares) The total number of authorized shares of the Company shall be 33,500,000 shares. (Deleted)

Current Articles of Incorporation	Proposed Amendments
Article <u>7</u> – Article <u>17</u> (Omitted)	Article <u>8</u> – Article <u>18</u> (Unchanged)
<p><u>Article 18 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.)</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 Ordinance of the Ministry of Justice.</u></p>	(Deleted)
(Newly established)	<p><u>Article 19 (Measures for Electronic Provision, Etc.)</u> <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> <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 voting rights.</u></p>
Article <u>19</u> (Number of Directors) The Company shall have no more than <u>ten (10)</u> directors.	Article <u>20</u> (Number of Directors) The Company shall have no more than <u>twelve (12)</u> directors.
Article <u>20</u> (Omitted)	Article <u>21</u> (Unchanged)

Current Articles of Incorporation	Proposed Amendments
<p>Article <u>21</u> (Term of Office of Directors) The term of office of a director shall expire at the conclusion of the ordinary general meeting of shareholders relating to the <u>last</u> fiscal year ending within <u>two (2)</u> years from the time of his/her election.</p> <p><u>2. The term of office of a director elected to fill a vacancy or to increase the number of directors shall be the remaining term of office of other directors at the time of his/her election.</u></p>	<p>Article <u>22</u> (Term of Office of Directors) The term of office of a director shall expire at the conclusion of the ordinary general meeting of shareholders relating to the fiscal year ending within <u>one (1)</u> year from the time of his/her election.</p> <p>(Deleted)</p>
<p>Article <u>22</u> (Omitted)</p>	<p>Article <u>23</u> (Unchanged)</p>
<p>Article <u>23</u> (Convocation and Chairperson of Board of Directors Meetings) Meetings of the board of directors shall be convened and presided over by the president and director. In the event that the president and director is unable to perform the above duty, one of the other directors shall convene and preside over the meeting according to the order prescribed by the board of directors in advance.</p> <p>2. Notice of convocation of a meeting of the board of directors shall be issued to each director and corporate auditor three (3) days prior to the date of such meeting, unless the date has been set in advance, along with a notice of the agenda for the meeting; notwithstanding the above, such notice period may be shortened in case of emergency.</p>	<p>Article <u>24</u> (Convocation and Chairperson of Board of Directors Meetings) Meetings of the board of directors shall be convened and presided over by the president and director. In the event that the president and director is unable to perform the above duty, one of the other directors shall convene and preside over the meeting according to the order prescribed by the board of directors in advance.</p> <p>2. Notice of convocation of a meeting of the board of directors shall be issued to each director and corporate auditor <u>at least</u> three (3) days prior to the date of such meeting, unless the date has been set in advance, along with a notice of the agenda for the meeting; notwithstanding the above, such notice period may be shortened in case of emergency.</p>
<p>Article <u>24</u> – Article <u>28</u> (Omitted)</p>	<p>Article <u>25</u> – Article <u>29</u> (Unchanged)</p>

Current Articles of Incorporation	Proposed Amendments
<p>Article <u>29</u> (Appointment of Advisors <u>or Counselors</u>) The board of directors may, by its resolution, appoint advisors <u>and counselors</u> of the Company.</p>	<p>Article <u>30</u> (Appointment of Advisors) The board of directors may, by its resolution, appoint advisors of the Company.</p>
<p>Article <u>30</u> (Omitted)</p>	<p>Article <u>31</u> (Unchanged)</p>
<p>Article <u>31</u> (Exemption of Directors from Liability) Pursuant to the provisions of Article 426, paragraph (1) of the Companies Act, the Company may, by resolution of the board of directors, exempt directors (including those who were formerly directors) from their liability provided for in Article 423, paragraph (1) of the said Act to the extent permitted by laws and regulations.</p> <p>2. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company may enter into agreements with <u>external</u> directors to limit their liability under Article 423, paragraph (1) of the said Act; provided, however, that the maximum amount of liability under such agreements shall be an amount provided for in laws and regulations.</p>	<p>Article <u>32</u> (Exemption of Directors from Liability) (Unchanged)</p> <p>2. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company may enter into agreements with directors (<u>excluding those who are executive directors, etc.</u>) to limit their liability under Article 423, paragraph (1) of the said Act; provided, however, that the maximum amount of liability under such agreements shall be an amount provided for in laws and regulations.</p>
<p>Article <u>32</u> – Article <u>35</u> (Omitted)</p>	<p>Article <u>33</u> – Article <u>36</u> (Unchanged)</p>

Current Articles of Incorporation	Proposed Amendments
<p>Article <u>36</u> (Convocation Notice of Board of Corporate Auditors Meetings) Notice of convocation of a meeting of the board of corporate auditors shall be issued to each corporate auditor three (3) days prior to the date of such meeting, unless the date has been set in advance, along with a notice of the agenda for the meeting; notwithstanding the above, such notice period may be shortened in case of emergency.</p>	<p>Article <u>37</u> (Convocation Notice of Board of Corporate Auditors Meetings) Notice of convocation of a meeting of the board of corporate auditors shall be issued to each corporate auditor <u>at least</u> three (3) days prior to the date of such meeting, unless the date has been set in advance, along with a notice of the agenda for the meeting; notwithstanding the above, such notice period may be shortened in case of emergency.</p>
<p>Article <u>37</u> – Article <u>40</u> (Omitted)</p>	<p>Article <u>38</u> – Article <u>41</u> (Unchanged)</p>
<p>Article <u>41</u> (Exemption of Corporate Auditors from Liability) Pursuant to the provisions of Article 426, paragraph (1) of the Companies Act, the Company may, by resolution of the board of directors, exempt corporate auditors (including those who were formerly corporate auditors) from their liability provided for in Article 423, paragraph (1) of the said Act to the extent permitted by laws and regulations. 2. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company may enter into agreements with <u>external</u> corporate auditors to limit their liability under Article 423, paragraph (1) of the said Act; provided, however, that the maximum amount of liability under such agreements shall be an amount provided for in laws and regulations.</p>	<p>Article <u>42</u> (Exemption of Corporate Auditors from Liability) (Unchanged) 2. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company may enter into agreements with corporate auditors to limit their liability under Article 423, paragraph (1) of the said Act; provided, however, that the maximum amount of liability under such agreements shall be an amount provided for in laws and regulations.</p>
<p>Article <u>42</u> – Article <u>44</u> (Omitted)</p>	<p>Article <u>43</u> – Article <u>45</u> (Unchanged)</p>

Current Articles of Incorporation	Proposed Amendments
<p>(Newly established)</p>	<p><u>Article 46 (Decision-making Body on Dividends of Surplus, etc.)</u> <u>The Company may decide matters set out in each item of Article 459, paragraph (1) of the Companies Act, including dividends of surplus and acquisition of treasury shares, by resolution of the board of directors, unless otherwise prescribed by laws and regulations.</u></p>
<p>Article <u>45</u> – Article <u>47</u> (Omitted)</p>	<p>Article <u>47</u> – Article <u>49</u> (Unchanged)</p>

Current Articles of Incorporation	Proposed Amendments
(Newly established)	<p data-bbox="831 221 1161 253"><u>(Supplementary provisions)</u></p> <ol style="list-style-type: none"> <li data-bbox="831 259 1406 853">1. <u>The deletion of Article 18 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) of the Articles of Incorporation before amendments and the establishment of Article 19 (Measures for Electronic Provision, Etc.) of the amended Articles of Incorporation shall come into effect on September 1, 2022, which is the day on which 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 come into force.</u> <li data-bbox="831 864 1394 1099">2. <u>Notwithstanding the provision of the preceding paragraph, Article 18 of the Articles of Incorporation before amendments shall remain in force with respect to general meetings of shareholders to be held on or before February 28, 2023.</u> <li data-bbox="831 1111 1401 1294">3. <u>These supplementary provisions shall be deleted on March 1, 2023 or after the lapse of three (3) months from the date of the general meeting of shareholders set forth in the preceding paragraph, whichever is later.</u>

Proposal 3: Election of Nine (9) Directors

If Proposal 2 Partial Amendments to the Articles of Incorporation is approved as originally proposed and the term of office of Directors is shortened accordingly, the term of office of all nine (9) Directors will expire at the conclusion of this meeting. Accordingly, the Company proposes election of nine (9) Directors. The candidates for Director are as follows.

[Reference] List of candidates

No.	Name	New appointment / reappointment / external	Current positions and responsibilities
1	Takashi Sumii	[Reappointment]	President and Representative Director
2	Yoichi Terajima	[Reappointment]	Director and Executive Vice President Production Unit, Quality Assurance Division
3	Manabu Kawakami	[Reappointment]	Director Related Business Division, Product Division
4	Masaki Enya	[Reappointment]	Director Sales Unit, Purchasing Division, Logistics Division
5	Kunikazu Shimamoto	[Reappointment]	Director Product Development Division
6	Kenji Tachibana	[Reappointment]	Director Corporate Planning Division, Overseas Business Division, Administrative Unit
7	Kazumi Sakuramoto	[Reappointment] [External] [Independent]	External Director
8	Takeharu Imashiro	[Reappointment] [External] [Independent]	External Director
9	Tomoko Mita	[Reappointment] [External] [Independent]	External Director

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held by the candidate
1	Takashi Sumii (August 7, 1953) [Reappointment]	June 1978	Joined the Company	140,200
		June 1999	Director of the Company	
		June 2000	President and Representative Director of the Company (current position)	
	[Reason for nomination as candidate for Director] Mr. Takashi Sumii, as Representative Director, has engaged in corporate management with leadership and decisiveness based on a wealth of experience and achievements, steering the Company to its listing on the First Section of the Tokyo Stock Exchange and building a robust management foundation. For the above reasons, the Company believes that he will be able to continue appropriately performing administration and supervision on management, and nominates him as a candidate for Director.			
2	Yoichi Terajima (January 15, 1961) [Reappointment]	April 1983	Joined the Company	7,325
		April 2021	Director and Senior Executive Officer of the Company	
		June 2021	Director and Executive Vice President of the Company (current position) Responsibilities: Production Unit, Quality Assurance Division	
	[Reason for nomination as candidate for Director] Mr. Yoichi Terajima has made significant contribution to the Company's development, proving his capabilities as General Manager of the Quality Assurance Division and demonstrating leadership in a wide range of areas as Head of Production Unit and Head of Administrative Unit. Since assuming the office of Executive Vice President, he has assisted the President and led the business promotion across all areas of corporate management. For the above reasons, the Company nominates him as a candidate for Director.			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held by the candidate
3	Manabu Kawakami (March 29, 1967) [Reappointment]	November 1992 April 2021 June 2021	Joined the Company Executive Officer and General Manager, Salad Cafe/Delicatessen Business Division of the Company Director of the Company (current position) Responsibilities: Related Business Division, Product Division	4,629
	[Reason for nomination as candidate for Director] Mr. Manabu Kawakami, well versed in businesses involving delicatessen, has made significant contribution to the Company's development such as by spearheading the expansion of delicatessen sales at group companies. Since assuming the office of Director, he has powerfully advanced the delicatessen business of the entire group. For the above reasons, the Company nominates him as a candidate for Director.			
4	Masaki Enya (December 6, 1966) [Reappointment]	April 1989 April 2021 June 2021	Joined the Company Executive Officer and General Manager, User Sales Division of the Company Director of the Company (current position) Responsibilities: Sales Unit, Purchasing Division, Logistics Division	11,436
	[Reason for nomination as candidate for Director] Mr. Masaki Enya, having led the creation of a foundation for the Company's globalization and its advancement over the course of his career in positions including General Manager of the Purchasing Division and General Manager of the Global Business Office, has made significant contribution to the Company's development. Since assuming the office of Director, he has advanced management of the Company in a position of overseeing its sales, purchasing, and logistics. For the above reasons, the Company nominates him as a candidate for Director.			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held by the candidate
5	Kunikazu Shimamoto (December 16, 1965) [Reappointment]	April 1988	Joined the Company	21,006
		April 2021	Executive Officer and General Manager, Product Development Division of the Company	
		June 2021	Director of the Company (current position) Responsibilities: Product Development Division	
	[Reason for nomination as candidate for Director] Mr. Kunikazu Shimamoto, playing a leading role in the Company's product development, has made significant contribution to the Company's development by spearheading product development that contributes to increasing sales from customers. Since assuming the office of Director, he has advanced the development of high added-value products and fundamental research on functional performance of food ingredients, supporting the integral core of the Company as a manufacturer. For the above reasons, the Company nominates him as a new candidate for Director.			
6	Kenji Tachibana (May 9, 1966) [Reappointment]	April 1990	Joined the Company	6,005
		July 2020	General Manager, Gotenba Factory of the Company	
		June 2021	Director of the Company (current position) Responsibilities: Corporate Planning Division, Overseas Business Division, Administrative Unit	
	[Reason for nomination as candidate for Director] Mr. Kenji Tachibana has made significant contribution to the Company, ensuring its competitive advantage by leading the area of fundamental research for many years, including devising of proprietary production methods. Since assuming the office of Director, he has utilized his analytical skills and taken on a central role in corporate management in a position of overseeing corporate planning, overall administration, and overseas business. For the above reasons, the Company nominates him as a candidate for Director.			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held by the candidate
7	Kazumi Sakuramoto (May 17, 1952)	February 2002	Professor, the Faculty of Fisheries of Tokyo University of Fisheries (now Tokyo University of Marine Science and Technology)	824
	[Reappointment] [External] [Independent]	April 2018 June 2019	Professor Emeritus of Tokyo University of Marine Science and Technology (current position) External Director of the Company (current position)	
7	[Reason for nomination as candidate for External Director and outline of expected roles] Mr. Kazumi Sakuramoto, having engaged in research and development at Tokyo University of Marine Science and Technology, possesses a wide range of knowledge obtained through years of experience. The Company nominates him as a candidate for External Director in the hope that he will utilize his knowledge in managing the Company. While Mr. Sakuramoto has no previous experience of directly engaging in corporate management, he has appropriately executed his duties as External Director since assuming the office of Director of the Company.			
8	Takeharu Imashiro (February 11, 1960)	April 1983	Joined the Ministry of Agriculture, Forestry and Fisheries	164
	[Reappointment] [External] [Independent]	January 2018 June 2019	Advisor of Tokio Marine & Nichido Fire Insurance Co., Ltd. (current position) External Director of the Company (current position)	
8	[Reason for nomination as candidate for External Director and outline of expected roles] Mr. Takeharu Imashiro, having joined the Ministry of Agriculture, Forestry and Fisheries and served as Director General of the Food Safety and Consumer Affairs Bureau, possesses a wide range of knowledge on subjects including food safety. The Company nominates him as a candidate for External Director in the hope that he will utilize his knowledge in managing the Company. While Mr. Imashiro has no previous experience of directly engaging in corporate management, he has appropriately executed his duties as External Director since assuming the office of Director of the Company.			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held by the candidate
9	Tomoko Mita (March 14, 1960) [Reappointment] [External] [Independent]	April 1982 October 2017 June 2019	Joined the Tokyo Regional Taxation Bureau Established the Tomoko Mita Tax Accountant Office (current position) External Director of the Company (current position)	-
	[Reason for nomination as candidate for External Director and outline of expected roles] Ms. Tomoko Mita possesses a wealth of experience and a wide range of expertise as a tax accountant. The Company nominates her as a candidate for External Director in the hope that she will provide appropriate opinions on management of the Company from a fair and objective standpoint. While Ms. Mita has no previous experience of directly engaging in corporate management, she has appropriately executed her duties as External Director since assuming the office of Director of the Company.			

- Notes:
1. There are no special interests between any of the candidates for Director and the Company.
 2. Mr. Kazumi Sakuramoto, Mr. Takeharu Imashiro, and Ms. Tomoko Mita are candidates for External Director. Mr. Kazumi Sakuramoto was elected External Director of the Company at the 62nd Ordinary General Meeting of Shareholders held on June 26, 2019, and his tenure will be three years at the conclusion of this Ordinary General Meeting of Shareholders. Mr. Takeharu Imashiro was elected External Director of the Company at the 62nd Ordinary General Meeting of Shareholders held on June 26, 2019, and his tenure will be three years at the conclusion of this Ordinary General Meeting of Shareholders. Ms. Tomoko Mita was elected External Director of the Company at the 62nd Ordinary General Meeting of Shareholders held on June 26, 2019, and her tenure will be three years at the conclusion of this Ordinary General Meeting of Shareholders.
 3. The number of shares of the Company held by each candidate indicated above is the sum of the number of shares they hold and their share in the shareholding association (shares less than one are rounded down).
 4. The Company has established the Policies and Procedures for Nominating Candidates for Director and Corporate Auditor, as well as the Independence Standards and Qualifications of Independent External Directors (the Company's website: https://www.kenkomayo.co.jp/cms/pdf/governance/20200713_CG.pdf). All candidates for External Director in this proposal meet these standards.
 5. The Company has designated Mr. Kazumi Sakuramoto, Mr. Takeharu Imashiro, and Ms. Tomoko Mita as independent officers as stipulated by the rules of the Tokyo Stock Exchange, and notified the exchange to that effect. If they are elected as originally proposed and assume office, the Company plans to maintain their status as independent officer.
 6. The Company has entered into a directors and officers liability insurance agreement as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. The insurance agreement covers damages to be borne by insureds that may arise from an insured being liable for execution of their duties as Director and/or officer or receiving a claim pertaining to the pursuit of such liability. Each of the candidates will be included as an insured under this insurance agreement. Furthermore, the Company plans to renew the agreement with equivalent terms and conditions at the time of next renewal.

7. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act and Article 31 of the Company's Articles of Incorporation, the Company has entered into liability limitation agreements with Mr. Kazumi Sakuramoto, Mr. Takeharu Imashiro, and Ms. Tomoko Mita to limit their liability for damages under Article 423, paragraph (1) of the same Act. The maximum amount of liability under these agreements is the minimum amount of liability provided for in laws and regulations. If the candidates are reappointed, the Company plans to maintain these agreements.

Expertise and Experience of Directors (Skills Matrix)

Name	Corporate management	Finance and accounting	Legal affairs, compliance, and risk management	Marketing	Production and technological development	Global business	Sustainability (ESG)	Market trends of products and raw materials
Takashi Sumii	●			●		●	●	●
Yoichi Terajima	●				●		●	●
Manabu Kawakami	●			●				
Masaki Enya	●		●	●		●		●
Kunikazu Shimamoto	●			●	●	●		●
Kenji Tachibana	●	●		●	●	●	●	
Kazumi Sakuramoto						●	●	●
Takeharu Imashiro			●			●	●	●
Tomoko Mita		●					●	

Expertise	Reasons for selecting the item
Corporate management	Leadership and decisiveness for steering an organization toward its goals are required in order to instill and communicate the Company's management vision and execution policies both internally and externally, and to increase its corporate value.
Finance and accounting	Expertise in the areas of finance and accounting is required in order to build a robust financial foundation that can support growth strategies, and to execute precise capital policies.
Legal affairs, compliance, and risk management	Expertise in compliance and risk management skills for maintaining an awareness of crisis even during ordinary times and preventing potential risks from materializing are required in order to ensure soundness and obtain trust from society.
Marketing	Capabilities to accurately analyze markets, customers, products, and information are required in order to fulfill social roles expected of the Company amid an uncertain and complicatedly changing management environment.
Production and technological development	Expertise and experience in production technology and product quality are required in order to further enhance its corporate value as a manufacturer.
Global business	Expertise and experience for actively and prominently approaching overseas markets are required in order to ensure the Group's ongoing survival and development.
Sustainability (ESG)	An attitude and expertise for always maintaining a long-term perspective and harmonizing with various environments both in and outside of the Company are required in order to advance the Sustainability Policy.
Market trends of products and raw materials	Capabilities for ascertaining the market trends of product and raw materials in a timely manner are required in order to adapt to an uncertain and constantly changing environment.

Composition of the Board of Directors, policies and procedures for selecting candidates for Director, and independence standards

1. Composition of the Board of Directors

- (1) The Board of Directors shall have an appropriate number of Directors in light of the business environment and management strategies.
- (2) At least one-third of members of the Board of Directors shall be independent External Directors.
- (3) The Board of Directors shall be made up to ensure both diversity and appropriate size, in consideration of knowledge, experience, capabilities, and other factors for effectively fulfilling their roles and responsibilities, upon selecting skills that are required of the Company's Directors in light of management strategies.

2. Policies and procedures for selecting candidates for Director

The Company selects as candidates for Director those who have the will to realize the Group's company philosophy, as well as ingenuity, decision-making and execution skills, crisis management skills, leadership, and bravery.

When selecting candidates, the Nomination and Remuneration Committee, which is an advisory body to the Board of Directors chaired by an independent External Director and a majority of whose members consists of independent External Directors, deliberates and reports its results to the Board of Directors, which in turn makes a decision respecting such results as much as possible.

3. Independence standards

The Company determines that an External Director or External Corporate Auditor is independent if they do not meet any of the following conditions, in addition to adhering to standards stipulated by financial instruments exchanges.

- (1) [Suppliers] A business partner whose net sales to the Company during the most recent fiscal year exceeded 2% of its annual consolidated net sales, or a person executing the business of such entity
- (2) [Clients] A business partner from which the Company earned net sales exceeding 2% of the Company's annual consolidated net sales during the most recent fiscal year, or a person executing the business of such entity
- (3) [The Company being a major shareholder] A person executing the business of a company in which the Company directly or indirectly held at least 10% of total voting rights as of the end of the most recent fiscal year
- (4) [Major shareholders of the Company] A person executing the business of a company that directly or indirectly held at least 10% of total voting rights in the Company as of the end of the most recent fiscal year
- (5) [Lenders] An entity that was lending an amount exceeding 2% of the Company's consolidated total assets to the Group as of the end of the most recent fiscal year, or a person executing the business of such entity
- (6) [Advisors, etc.] A consultant, accounting expert, legal expert, etc. who received money and/or other properties exceeding 10 million yen that are not officer remuneration during the most recent fiscal year
- (7) A person who had met any of the above conditions (1) through (6) within the past year

Proposal 4: Introduction of Restricted Stock-based Remuneration Plan for Directors excluding External Directors

For the purpose of providing incentives for the Company's Directors (excluding External Directors; hereinafter referred to as "Eligible Directors") to pursue sustained improvement of the Company's corporate value and encouraging further sharing of value between Eligible Directors and shareholders, we propose the introduction of the following remuneration plan (hereinafter referred to as the "Plan") for allocating common stock of the Company to which certain stipulations are attached regarding such matters as periods during which transfer is restricted, and grounds for acquisition by the Company without consideration (hereinafter referred to as "Restricted Stock").

At the 49th Ordinary General Meeting of Shareholders held on June 29, 2006, the remuneration for Directors of the Company was approved at a maximum of 300 million yen per annum (not including employee salaries). In this General Meeting of Shareholders, we would like to request shareholders to approve the introduction of the Plan and establishment of monetary remuneration claims of an amount to be determined as appropriate in light of the abovementioned purpose up to an overall maximum of 60 million yen per annum, payable to Eligible Directors as Restricted Stock-based remuneration separately from the existing amount of Directors' remuneration.

Allocation of Restricted Stock shall be determined within appropriate range taking into account various factors including the level of contribution of the Eligible Directors to the Company.

Currently there are nine (9) Directors (three (3) of whom are External Directors), and if Proposal 3 is approved as originally proposed, six (6) Directors will be eligible for the Plan.

1. Allocation and Payment of Restricted Stock

Under the Plan, Eligible Directors shall be granted monetary remuneration claims up to the per annum amount specified above as remuneration pertaining to Restricted Stock, and shall receive their allocation of Restricted Stock through payment of all of said monetary remuneration claims as in-kind contributions.

The per-share paid-in amount of Restricted Stock shall be resolved by the Company's Board of Directors based on the closing price of the Company's common stock on the Tokyo Stock Exchange on the business day prior to said resolution by the Company's Board of Directors (or, if no trade was executed on such day, the closing price of the most recent trading day), and such that the amount is not particularly advantageous to the Eligible Directors receiving the said Restricted Stock. Moreover, the aforementioned monetary remuneration claims shall be paid on the condition that the Eligible Directors consent to the aforementioned in-kind contribution and that they enter into a Restricted Stock Allocation Agreement including the matters stipulated in item 3 below.

2. Overall number of shares of Restricted Stock

The maximum overall number of shares to be allocated to Eligible Directors as Restricted Stock in any given fiscal year shall be 30,000. However, this overall number of shares of Restricted Stock may be adjusted rationally in the event of a split or reverse split of the Company's common stock on or after the date of resolution of this proposal, or in the event that it otherwise becomes necessary to adjust the overall number of shares to be allocated as Restricted Stock.

3. Content of Restricted Stock Allocation Agreement

The Restricted Stock Allocation Agreement to be entered into between the Company and each Eligible Director to receive an allocation of Restricted Stock shall include the following content.

(1) Details of Transfer Restrictions

An Eligible Director who has received an allocation of Restricted Stock must not assign to a third party, pledge, establish a security over by way of assignment, make an inter vivos gift or bequest of, or otherwise dispose of in any way whatsoever any of the Company's common stock that the said Eligible Director has been allocated under a Restricted Stock Allocation Agreement (hereinafter referred to as "Allocated Shares"), for a period beginning on the day the allocation was received and ending on the day the said Eligible Director resigns or relinquishes the position of Director of the Company or any other position stipulated by the Company's Board of Directors (hereinafter referred to as the "Restricted Period").

(2) Removal of Transfer Restrictions

On the condition that an Eligible Director who has been allocated Restricted Stock has continued to serve in either of the positions specified in (1) above for a period stipulated by the Company's Board of Directors (hereinafter referred to as the "Term of Service"), the Company shall remove the restrictions on all of the said Eligible Director's Allocated Shares upon expiration of the Restricted Period. However, in the event that an Eligible Director resigns or relinquishes all of the positions stated in (1) above prior to expiration of the Term of Service on grounds considered legitimate by the Company's Board of Directors, the number of Allocated Shares subject to removal of restrictions and the timing of the said removal shall be adjusted reasonably as required.

(3) Acquisition of Restricted Stock without Consideration

In the event that, as of the expiration of the Restricted Period provided in (1) above, restrictions have not been removed from some Allocated Shares in accordance with the grounds for removal of restrictions provided in (2) above, the Company shall automatically acquire the said Allocated Shares without consideration.

(4) Treatment in Cases of Organizational Restructuring

In the event that during the Restricted Period a proposal relating to a merger agreement under which the Company becomes an extinct company, a stock-for-stock exchange agreement or share transfer plan under which the Company becomes a wholly owned subsidiary, or any other form of organizational restructuring is approved by a General Meeting of Shareholders of the Company (or by the Company's Board of Directors in the event that the said organizational restructuring does not require the approval of the Company's General Meeting of Shareholders), then pursuant to a resolution of the Company's Board of Directors, and in advance of the effective date of said organizational restructuring, transfer restrictions shall be removed from the number of Allocated Shares reasonably determined taking into account the time elapsed between the start date of the Term of Service provided in (2) above and the date on which the said organizational restructuring was approved. In this event the Company shall automatically acquire, without consideration, all Allocated Shares on which transfer restrictions remain in place immediately following the said removal of transfer restrictions.

(5) Other Matters

Other matters relating to Allocation Agreements shall be determined by the Company's Board of Directors.

4. Reasons why the Granting of Restricted Stock is considered appropriate

The purpose of granting Restricted Stock to Eligible Directors is to provide incentives to pursue sustained improvement of the Company's corporate value, and to encourage further sharing of value between Eligible Directors and shareholders. At the meeting of the Company's Board of Directors held

on March 26, 2021, policies for determining the content of remuneration, etc. to individual Directors was prescribed, and an outline of these policies is provided on page 39 of the Business Report. If this proposal is approved, the policy will be amended to align with the details as approved, and provisions will be established concerning matters such as the content, calculation methods, and timing of payment of stock-based remuneration. Moreover, the amount of Restricted Stock as assessed using the market value as of the day of the Board of Directors resolution pertaining to the allocation is stipulated as not exceeding the maximum annual amount stated at the outset of this proposal (60 million yen), and the Restricted Stock under this proposal accounts for merely 0.18% of the aggregate number of shares issued and outstanding (or 1.8% in the event that the maximum number of shares of Restricted Stock is issued each year over a period of ten years), so the dilution ratio is minimal. For these reasons, the Company considers that the granting of Restricted Stock is appropriate.