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Securities code: 2207
June 10, 2022

To Shareholders with Voting Rights:

Masuo Mitsuya
Representative Director and
President
Meito Sangyo Co., Ltd.
2-41 Sasazukacho, Nishi-ku,
Nagoya, Japan

**NOTICE OF
THE 80th ANNUAL 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 80th Annual General Meeting of Shareholders of Meito Sangyo Co., Ltd. (the "Company") will be held as described below.

If you are unable to attend the meeting, you can exercise your voting rights in writing or via the Internet, etc. Please review the Reference Documents for the General Meeting of Shareholders below and exercise your voting rights by 5:30 p.m. on Monday, June 27, 2022.

- 1. Date and Time:** Tuesday, June 28, 2022 at 10:00 a.m. Japan time
(Reception begins at 9:30 a.m.)
- 2. Place:** Conference Rooms 406 and 407, 4F, Nagoya Convention Hall,
Global Gate, 4-60-12 Hiraikecho, Nakamura-ku, Nagoya, Japan
**Gifts and refreshments shall not be provided.*
- 3. Meeting Agenda:**
 - Matters to be reported:**
 1. Business Report and Consolidated Financial Statements for the Company's 80th Fiscal Year (April 1, 2021 - March 31, 2022) and results of audits by the Accounting Auditor and the Audit and Supervisory Committee of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company's 80th 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 Three (3) Directors (excluding Directors who are Audit and Supervisory Committee Members)
 - Proposal 4:** Election of Three (3) Directors who are Audit and Supervisory Committee Members
 - Proposal 5:** Election of One (1) Substitute Director who is an Audit and Supervisory Committee Member
 - Proposal 6:** Determination of Remuneration for Granting Restricted Stock to Directors (excluding Directors who are Audit and Supervisory Committee Members and Outside Directors)

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

The basis of the Company's policy is to maintain and continuously pay stable dividends to shareholders, while striving for internal reserves that enable the strengthening of the management base in the future. Furthermore, the Company intends to increase dividends in accordance with corporate performance and other factors.

Regarding the appropriation of surplus, the Company's proposal is as follows.

1. Matters regarding the year-end dividend

To reciprocate the support that we regularly receive from shareholders, regarding the year-end dividend, on top of the common dividend of ¥12 per share, we plan to add a special dividend of ¥2 per share, so as to conduct a profit return based on the Company's robust performance in the fiscal year under review. Accordingly, the year-end dividend will total up to ¥14 per share. As a result, the annual dividend for the fiscal year under review will be ¥26 per share, including the interim dividend of ¥12 that has already been paid.

Matters regarding year-end dividends

(1) Type of dividend property

Cash

(2) Matters regarding allocation of dividend property to shareholders and the total amount thereof

¥14.00 per share of the Company's common stock Total amount: ¥236,512,430

(Annual dividend of ¥26.00 per share Total amount: ¥439,240,346)

(3) Effective date of dividends of surplus

June 29, 2022

2. Matters regarding appropriation of other surplus

In order to utilize our internal reserves for future business expansion by allotting them to investments in R&D and manufacturing facilities over the long term, we plan to appropriate surplus as follows.

(1) Item and amount of surplus to be decreased

Retained earnings brought forward: ¥500,000,000

(2) Item and amount of surplus to be increased

General reserve: ¥500,000,000

Proposal 2: Partial Amendments to the Articles of Incorporation

1. Reasons for the amendments

The date of enforcement for the electronic provision system for materials of the General Meeting of Shareholders is September 1, 2022, as stipulated in the proviso of Article 1 of the supplementary provisions of the “Act Partially Amending the Companies Act” (Act No. 70 of 2019). Accordingly, new provisions shall be established, to allow the electronic provision of information contained in the Reference Documents for the General Meeting of Shareholders, etc., and to limit the scope of matters to be included in the paper copy that will be sent to shareholders who have requested it.

The current provisions related to the internet disclosure and deemed provision of Reference Documents for the General Meeting of Shareholders, etc. will become unnecessary and will therefore be deleted. In line with these amendments, supplementary provisions related to the effective date, etc. shall be established.

2. Details of the amendments

The details of the amendments are as follows.

(Amended parts are 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> <u>Article 15 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 stipulated in the Ordinance of the Ministry of Justice.</u></p> <p>(Newly established)</p>	<p>(Deleted)</p> <p>(Measures for Electronic Provision, etc.) <u>Article 15 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>

Current Articles of Incorporation	Proposed Amendments
<p>Supplementary Provisions (Newly established)</p>	<p>Supplementary Provisions</p> <p><u>Article 2 The deletion of Article 15 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, etc.) of the pre-amendment Articles of Incorporation and the establishment of Article 15 (Measures for Electronic Provision, Etc.) of the post-amendment Articles of Incorporation shall come into effect on September 1, 2022.</u></p> <p><u>Article 3 Notwithstanding the provisions of the preceding article, Article 15 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, etc.) of the pre-amendment Articles of Incorporation shall remain in force with respect to a General Meeting of Shareholders that is held on or before February 28, 2023.</u></p> <p><u>Article 4 Articles 2 to 4 of these supplementary provisions shall be deleted on March 1, 2023 or after the lapse of three months from the date of the General Meeting of Shareholders set forth in the preceding Article, whichever is later.</u></p>

Proposal 3: Election of Three (3) Directors (excluding Directors who are Audit and Supervisory Committee Members)

The terms of office of all three (3) Directors (excluding Directors who are Audit and Supervisory Committee Members; hereinafter the same applies in this proposal) will expire at the conclusion of this General Meeting. Accordingly, the Company proposes the election of three (3) Directors.

After evaluating the status of business execution, business performance, etc. of each candidate in the fiscal year under review, the Audit and Supervisory Committee has deemed that all candidates are qualified to be Directors of the Company.

The candidates for Directors are as follows.

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	Masuo Mitsuya (September 3, 1959)	April 1982 Joined the Company June 2011 Executive Officer June 2013 Director June 2018 Managing Director April 2020 Representative Director and Managing Director June 2020 Representative Director and President (current position)	13,100
		[Significant concurrent positions] • Representative Director and Vice President of Meito Adams Co., Ltd. • Representative Director and President of Prince Golf Co., Ltd.	
[Reason for nomination as candidate for Director] Through engaging in operations of the administrative and development departments at the Company, Mr. Mitsuya has accumulated a wealth of experience and developed deep insight into the workings of the Company's businesses. The Company has judged that he is capable of appropriately performing the duties of a Director, and has continued to nominate him as a candidate for Director.			
2	Kiyoshi Yamazaki (September 3, 1957)	April 1982 Joined the Company June 2008 Manager of Accounting Department June 2011 Executive Officer and Manager of Accounting Department June 2015 Director, Manager of General Affairs Department, and Manager of Accounting Department June 2020 Managing Director, General Manager of Administrative Division, and Manager of Accounting Department April 2022 Managing Director and General Manager of Administrative Division; in charge of subsidiaries and associates (current position)	10,500
		[Reason for nomination as candidate for Director] Through engaging in operations of the administrative department at the Company, Mr. Yamazaki has accumulated a wealth of experience and developed deep insight into the workings of the Company's businesses. The Company has judged that he is capable of appropriately performing the duties of a Director, and has continued to nominate 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
3	Hiroyuki Naiki (May 5, 1964)	<p>April 1987 Joined the Company</p> <p>June 2017 Plant Manager of Nagoya Plant</p> <p>June 2018 Executive Officer and Plant Manager of Nagoya Plant</p> <p>August 2018 Executive Officer, Plant Manager of Nagoya Plant, and Plant Manager of Seto Plant</p> <p>June 2019 Director, Plant Manager of Nagoya Plant, and Plant Manager of Seto Plant</p> <p>October 2019 Director, General Manager of Production Division, and Plant Manager of Seto Plant</p> <p>June 2020 Director, General Manager of Production Division, and Manager of Operations Department</p> <p>April 2022 Director, General Manager of Production Division, Manager of Operations Department and Manager of Food Development Department (current position)</p>	2,900
<p>[Reason for nomination as candidate for Director]</p> <p>Through engaging in operations of the administrative, production and development departments at the Company, Mr. Naiki has accumulated a wealth of experience and developed deep insight into the workings of the Company's businesses. The Company has judged that he is capable of appropriately performing the duties of a Director, and has continued to nominate him as a candidate for Director.</p>			

- Notes: 1. Among the candidates for Directors, those who have special interests with the Company are as follows.
- (1) Mr. Masuo Mitsuya concurrently serves as the Representative Director and Vice President of Meito Adams Co., Ltd. The Company conducts transactions such as the sale of products with said company.
 - (2) There are no special interests between the Company and each of the other candidates.
2. The Company has concluded compensation agreements, as stipulated in Article 430-2, Paragraph 1 of the Companies Act, with Messrs. Masuo Mitsuya, Kiyoshi Yamazaki, and Hiroyuki Naiki. The Company plans to continue the agreement with each of them if they are reelected as originally proposed. The agreement states that the Company shall compensate each Director within the range stipulated by laws and regulations for all or part of the expenses set forth in Article 430-2, Paragraph 1, Item 1 of the Companies Act and the losses set forth in Item 2 of the same paragraph.
3. The Company has concluded a directors and officers liability insurance contract (D&O contract), as stipulated in Article 430-3, Paragraph 1 of the Companies Act, with an insurance company. Damages that may arise due to an insured person incurring liability in their execution of duties, or from receiving a claim for the pursuit of such liability, which will be borne by the insured person, will be compensated by the insurance contract. All candidates for Directors will be included as insured persons under the insurance contract, which will be renewed during their terms of office.

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
3	Shoji Miyamoto (February 8, 1956)	<p>October 1985 Joined Ito Accountants Audit Firm</p> <p>March 1989 Registered as a Certified Public Accountant</p> <p>July 2005 Senior Partner of Chuo Aoyama PwC</p> <p>August 2007 Senior Partner of Azusa Audit Firm (today's KPMG AZSA LLC)</p> <p>September 2010 Director of KPMG AZSA LLC</p> <p>September 2014 Auditor of KPMG AZSA LLC</p> <p>July 2018 Opened Shoji Miyamoto CPA Office (current position)</p> <p>June 2019 Outside Audit and Supervisory Board Member of Aica Kogyo Company, Limited</p> <p>June 2020 Outside Director (Audit and Supervisory Committee Member) (current position)</p> <p>June 2020 Outside Director (Audit and Supervisory Committee Member) of the Company (current position)</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> • Outside Director (Audit and Supervisory Committee Member) of Aica Kogyo Company, Limited 	0
<p>[Reason for nomination as candidate for Outside Director and expected role]</p> <p>Although Mr. Miyamoto has never been directly involved in corporate management, as a Certified Public Accountant, he is well versed in corporate financial and legal affairs, has a high level of insight into corporate management, and is expected to strengthen the decision-making and supervisory functions of the Board of Directors. Therefore, the Company has judged that he is capable of appropriately performing the duties of an Outside Director who is an Audit and Supervisory Committee Member, and has continued to nominate him as a candidate for Outside Director who is an Audit and Supervisory Committee Member.</p>			

- Notes:
1. There are no special interests between the Company and any of the candidates.
 2. Messrs. Hironori Miya and Shoji Miyamoto are candidates for Outside Directors. The Company has designated both candidates as independent officers pursuant to the provisions of Tokyo Stock Exchange, Inc. and Nagoya Stock Exchange, Inc., and has registered them with both exchanges.
 3. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has concluded an agreement with Messrs. Satoshi Koiwai, Hironori Miya and Shoji Miyamoto that limits their liability for damages under Article 423, Paragraph 1 of the same Act. The maximum amount of liability for damages based on the agreement is the minimum amount of liability stipulated in Article 425, Paragraph 1 of the Companies Act. If the reelection of each candidate is approved, the Company plans to continue the agreement.
 4. The Company has concluded compensation agreements, as stipulated in Article 430-2, Paragraph 1 of the Companies Act, with Messrs. Satoshi Koiwai, Hironori Miya and Shoji Miyamoto. The Company plans to continue the agreement with each of them if they are reelected as originally proposed. The agreement states that the Company shall compensate each Director within the range stipulated by laws and regulations for all or part of the expenses set forth in Article 430-2, Paragraph 1, Item 1 of the Companies Act and the losses set forth in Item 2 of the same paragraph.
 5. At the conclusion of this General Meeting, Messrs. Hironori Miya and Shoji Miyamoto will have been in office as Outside Directors who are Audit and Supervisory Committee Members for four (4) years and two (2) years, respectively.
 6. The Company has concluded a directors and officers liability insurance contract (D&O contract), as stipulated in Article 430-3, Paragraph 1 of the Companies Act, with an insurance company. Damages that

may arise due to an insured person incurring liability in their execution of duties, or from receiving a claim for the pursuit of such liability, which will be borne by the insured person, will be compensated by the insurance contract. All candidates for Directors who are Audit and Supervisory Committee Members will be included as insured persons under the insurance contract, which will be renewed during their terms of office.

(Reference) Skills Matrix of Directors (If all candidates are elected at this General Meeting)

Name	Position	Expertise and Experience								
		Corporate Management & Strategies	ESG & SDGs	Finance & Accounting	HR & Labor	Compliance & Risk Management	Marketing & Sales	Global Affairs	Research, Production & Logistics	Information Systems
Masuo Mitsuya	Representative Director and President	●	●	●	●	●	●	●	●	
Kiyoshi Yamazaki	Managing Director and General Manager of Administrative Division; in charge of subsidiaries and associates	●	●	●	●	●		●		●
Hiroyuki Naiki	Director, General Manager of Production Division, Manager of Operations Department and Manager of Food Development Department	●	●			●	●	●	●	
Satoshi Koiwai	Director, Full-time Audit and Supervisory Committee Member	●	●			●	●		●	
Hironori Miya	Outside Director, Audit and Supervisory Committee Member	●	●		●	●		●		●
Shoji Miyamoto	Outside Director, Audit and Supervisory Committee Member	●	●	●		●		●		●

Proposal 5: Election of One (1) Substitute Director who is an Audit and Supervisory Committee Member

To prevent the number of Directors who are Audit and Supervisory Committee Members from falling below the number stipulated by laws and regulations, the Company proposes the election of one (1) Substitute Director who is an Audit and Supervisory Committee Member.

The consent of the Audit and Supervisory Committee has been obtained for this proposal.

The candidate for Substitute Director who is an Audit and Supervisory Committee Member is as follows.

Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
Chizuka Inakoshi (June 15, 1949)	<p>March 1975 Joined Ito Accountants Audit Firm</p> <p>September 1980 Registered as a Certified Public Accountant</p> <p>July 1998 Senior Partner of Ito Accountants Audit Firm</p> <p>July 2011 Opened Chizuka Inakoshi CPA Office (current position)</p> <p>June 2012 Audit and Supervisory Board Member of the Company</p> <p>June 2014 Outside Audit and Supervisory Board Member of SEVEN INDUSTRIES Co., Ltd. (current position)</p> <p>June 2018 Outside Director (Audit and Supervisory Committee Member) of the Company (retired in June 2020)</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> • Outside Audit and Supervisory Board Member of SEVEN INDUSTRIES Co., Ltd. 	0
<p>[Reason for nomination as candidate for Substitute Outside Director and expected role]</p> <p>Although Mr. Inakoshi has never been directly involved in corporate management, as a Certified Public Accountant, he is well versed in corporate financial and legal affairs, has a high level of insight into corporate management, and is expected to strengthen the decision-making and supervisory functions of the Board of Directors. Therefore, the Company has judged that he is capable of appropriately performing the duties of an Outside Director who is an Audit and Supervisory Committee Member, and has nominated him as a candidate for Substitute Outside Director who is an Audit and Supervisory Committee Member.</p>		

- Notes:
1. There are no special interests between the Company and the candidate.
 2. Mr. Chizuka Inakoshi is a candidate for Substitute Outside Director. If he is elected as an Outside Director who is an Audit and Supervisory Committee Member, the Company plans to register him as an independent officer with Tokyo Stock Exchange, Inc. and Nagoya Stock Exchange, Inc.
 3. If Mr. Chizuka Inakoshi is elected and assumes office as an Outside Director who is an Audit and Supervisory Committee Member, pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company plans to conclude a liability limitation agreement with him. The maximum amount of liability for damages based on the agreement is the minimum amount of liability stipulated in Article 425, Paragraph 1 of the Companies Act.
 4. If Mr. Chizuka Inakoshi is elected and assumes office as an Outside Director who is an Audit and Supervisory Committee Member, the Company plans to conclude a compensation agreement with him, as stipulated in Article 430-2, Paragraph 1 of the Companies Act, which states that the Company shall compensate him within the range stipulated by laws and regulations for the expenses set forth in Article 430-2, Paragraph 1, Item 1 of the same Act and the losses set forth in Item 2 of the same paragraph.

5. The Company has concluded a directors and officers liability insurance contract (D&O contract), as stipulated in Article 430-3, Paragraph 1 of the Companies Act, with an insurance company. Damages that may arise due to an insured person incurring liability in their execution of duties, or from receiving a claim for the pursuit of such liability, which will be borne by the insured person, will be compensated by the insurance contract. If Mr. Chizuka Inakoshi is elected and assumes office as an Outside Director who is an Audit and Supervisory Committee Member, he shall be included as an insured person under the insurance contract.

Proposal 6: Determination of Remuneration for Granting Restricted Stock to Directors (excluding Directors who are Audit and Supervisory Committee Members and Outside Directors)

At the 76th Annual General Meeting of Shareholders held on June 26, 2018, the amount of remuneration, etc. for Directors (excluding Directors who are Audit and Supervisory Committee Members) was approved to be an amount not exceeding ¥130 million per annum (however, employee salaries are not included).

As part of the review of the officers compensation system, the Company hereby proposes the payment of remuneration in order to newly grant restricted stock to Directors of the Company (excluding Directors who are Audit and Supervisory Committee Members and Outside Directors; hereinafter referred to as “Eligible Directors”) within the range of the above remuneration category. This proposal aims to promote further value sharing with shareholders, in addition to providing incentives for Eligible Directors to sustainably improve the Company’s corporate value.

Based on this proposal, the remuneration to be paid to Eligible Directors for the granting of restricted stock shall be monetary claims, the total amount of which shall not exceed ¥20 million per annum (however, employee salaries are not included for Directors concurrently serving as employees). In addition, the specific timing and allocation of payments to each Eligible Director shall be determined by the Board of Directors. However, no remuneration shall be paid to Outside Directors for the granting of restricted stock.

There are currently three (3) Directors (excluding Directors who are Audit and Supervisory Committee Members). If Proposal 3 “Election of Three (3) Directors (excluding Directors who are Audit and Supervisory Committee Members)” is approved as originally proposed, there will be no change in the number of Directors.

In addition, Eligible Directors shall pay all monetary claims paid to them under this proposal as property contributed in kind, and receive the Company’s common stock through issuance or disposal, pursuant to a resolution of the Board of Directors of the Company. The total number of shares of the Company’s common stock to be issued or disposed of in this manner shall not exceed 15,000 shares per year (however, if on or after the date of approval of this proposal, a share split (including a gratis allotment of the Company’s common stock) or share consolidation is conducted with regard to the Company’s common stock, or if other circumstances arise that necessitate an adjustment to the total number of shares of the Company’s common stock to be issued or disposed of as restricted stock, the Company shall adjust the total number of shares within a reasonable range).

The amount to be paid per share shall be an amount determined by the Board of Directors within a range that will not result in a particularly advantageous amount for Eligible Directors who will receive the common stock, based on the closing price of the Company’s common stock on the Tokyo Stock Exchange on the business day before the date of each resolution by the Board of Directors (if there are no trades on that day, the closing price on the most recent trading day prior to that). Furthermore, such issuance or disposal of the Company’s common stock and the payment of monetary claims as property contributed in kind are subject to the Company and Eligible Directors entering into a restricted stock allotment agreement (hereinafter the “Allotment Agreement”) with the following contents. In addition, the Company has determined the maximum amount of remuneration under this proposal, the total number of shares of the Company’s common stock to be issued or disposed of, and other conditions for granting restricted stock to Eligible Directors based on this proposal, by taking into account the above-mentioned purpose, the Company’s business conditions, the policy for determining the contents of remuneration, etc. for individual Directors (if this proposal is approved, this policy will be changed to the contents described in [Reference] below so that it will be consistent with the approved contents), and various other circumstances. Therefore, the Company believes that such figures and conditions are reasonable.

[Summary of the Allotment Agreement]

(1) Transfer Restriction Period

Regarding the Company's common stock allotted to Eligible Directors under the Allotment Agreement (hereinafter the "Allotted Shares"), during the period from the date they receive the allotment under the Allotment Agreement until the time immediately after their retirement or resignation from the position, predetermined by the Board of Directors, of an officer or employee at the Company or its subsidiaries (hereinafter the "Transfer Restriction Period"), Eligible Directors shall not transfer, create security interests on, or otherwise dispose of the Allotted Shares (hereinafter the "Transfer Restrictions"). However, if the time immediately following such retirement or resignation is earlier than the date after the lapse of three months from the fiscal year to which the date of allotment of the Allotted Shares belongs, the end date of the Transfer Restriction Period may be reasonably adjusted.

(2) Treatment upon retirement or resignation

If an Eligible Director retires or resigns from the position, predetermined by the Board of Directors, of an officer or employee at the Company or its subsidiaries prior to the end of the period predetermined by the Board of Directors (hereinafter the "Service Provision Period"), the Company shall automatically acquire the Allotted Shares without consideration, unless there is a justifiable reason for the retirement or resignation, such as the expiration of their term or death.

(3) Removal of Transfer Restrictions

The Company shall remove Transfer Restrictions on all Allotted Shares when the Transfer Restriction Period ends, subject to the Eligible Director continuously serving the position, predetermined by the Board of Directors, of an officer or employee at the Company or its subsidiaries during the Service Provision Period.

However, if (1) the Eligible Director retires or resigns from the position, predetermined by the Board of Directors, of an officer or employee at the Company or its subsidiaries before the end of the Service Provision Period owing to a justifiable reason, or (2) the Eligible Director retires or resigns from the position predetermined by the Board of Directors for a reason other than a justifiable reason before the end of the Transfer Restriction Period, even after the end of the Service Provision Period, the Company may, as necessary, reasonably adjust the number of Allotted Shares from which Transfer Restrictions are to be removed and the timing of removal of Transfer Restrictions. In addition, the Company shall automatically acquire Allotted Shares for which Transfer Restrictions have not been removed without consideration, immediately after the removal of Transfer Restrictions in accordance with the above provisions.

(4) Treatment during organizational restructuring, etc.

Notwithstanding the provisions of (1) above, during the Transfer Restriction Period, if a merger agreement where the Company will be the disappearing company, a share exchange agreement or share transfer plan where the Company will become a wholly owned subsidiary, or any other matter related to organizational restructuring, etc. is approved at the General Meeting of Shareholders (or at the Board of Directors if the organizational restructuring, etc. does not require approval by the General Meeting of Shareholders), the Company shall, by resolution of the Board of Directors, remove Transfer Restrictions ahead of the effective date of the organizational restructuring, etc. on a reasonably determined number of Allotted Shares, taking into consideration the period from the start date of the Transfer Restriction Period to the approval date of the organizational restructuring, etc. In addition, in cases provided for above, the Company shall automatically acquire any Allotted Shares for which Transfer Restrictions have not been removed without consideration, immediately after the removal of Transfer Restrictions.

(5) Other matters

Other matters related to the Allotment Agreement shall be determined by the Board of Directors.

(Reference)

From the conclusion of this General Meeting of Shareholders, the Company plans to allot the same restricted stock as that mentioned above to employees and Executive Officers who do not concurrently serve as Directors of the Company, and to Directors and Executive Officers who do not concurrently serve as Directors of the Company's subsidiaries.

[Reference] Policy for Determining the Contents of Remuneration, etc. for Individual Directors

At the Board of Directors meeting held on May 13, 2022, the Company resolved the policy for determining the contents of remuneration, etc. for individual Directors (hereinafter the "Determination Policy"). In addition, the Company consulted with the Nomination and Remuneration Committee regarding the contents of the resolution and received a report in advance.

The policy for determining the contents of remuneration, etc. for individual Directors is as follows.

(1) Basic Policy

The basic policy for the remuneration of Directors is to promote the sustainable improvement of corporate value, to focus on acquiring and retaining excellent human resources, and to set an appropriate level when determining the remuneration for individual Directors in consideration of their respective responsibilities, etc.

Specifically, remuneration for Directors (excluding Directors who are Audit and Supervisory Committee Members) in each year consists of fixed remuneration as basic remuneration, and restricted stock remuneration as non-monetary remuneration. For Directors who are Audit and Supervisory Committee Members and Outside Directors, in view of their duties, only fixed remuneration as basic remuneration shall be paid.

Regarding the determination of remuneration, etc. for individual Directors, the Representative Director shall formulate a draft plan in accordance with the basic policy. Subsequently, the Nomination and Remuneration Committee shall deliberate and report on the plan in response to the Board of Directors' consultation, after which resolutions shall be made at a Board of Directors meeting.

In addition, the remuneration of Directors who are Audit and Supervisory Committee Members shall be determined through a discussion among Directors who are Audit and Supervisory Committee Members, within the range of the maximum amount of remuneration resolved at the General Meeting of Shareholders.

(2) Policy for Determining the Method of Calculating Remuneration, etc. for Individual Directors
(Including Policy for Determining the Timing or Conditions for Payment of Remuneration, etc.)

(i) Basic remuneration (Monetary remuneration)

The basic remuneration of Directors (excluding Directors who are Audit and Supervisory Committee Members) shall be allocated to fixed remuneration and bonuses. The basic remuneration shall be determined by comprehensively considering the status of the Company's earnings as well as each Director's performance, position, job responsibilities, and years in office, and by taking into account the survey data of external organizations and the level of employees' annual income.

The ratio of fixed remuneration to bonuses shall be determined in consideration of the market rate and the ratio of employees' salaries to bonuses.

Directors who are Audit and Supervisory Committee Members shall only be paid fixed remuneration as basic remuneration.

Fixed remuneration shall be paid monthly, and bonuses shall be paid in June and December.

(ii) Stock remuneration (Non-monetary remuneration)

In order to provide incentives for Directors (excluding Directors who are Audit and Supervisory Committee Members) to sustainably improve corporate value and to further promote value sharing with shareholders, restricted stock remuneration shall be paid to Directors as non-monetary compensation. The number of shares allotted shall be set according to each Director's position and the payment shall be made at a designated time.

(iii) Policy for Determining the Ratio of the Amount of Monetary Remuneration, etc. to the Amount of Remuneration, etc. for Individual Directors

The ratio of remuneration of Directors (excluding Directors who are Audit and Supervisory Committee Members) by type shall be determined based on factors including survey data of external organizations, and the remuneration level of corporations in industries and business types related to the Company.