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Securities Code: 5192

June 10, 2022

To Our Shareholders:

Hiroshi Ikeda, President
Mitsuboshi Belting Ltd.
1-21, Hamazoedori 4-chome, Nagata-ku, Kobe-shi

Notice of the 107th Annual General Meeting of Shareholders

We are pleased to notify you that the 107th Annual General Meeting of Shareholders of Mitsuboshi Belting Ltd. (the “Company”) will be held as follows.

If you are unable to attend the Meeting on the day, you may exercise your voting rights in writing (by mail) or via the Internet, etc. Please review the Reference Documents for the General Meeting of Shareholders described below, and exercise your voting rights no later than Tuesday, June 28, 2022, 5:15 p.m. (JST).

In light of the recent impact of COVID-19, we ask that you refrain from attending the meeting at the venue as much as possible, regardless of your health condition, and exercise your voting rights in advance.

- 1. Date & Time** Wednesday, June 29, 2022, at 10:00 a.m. (JST)
- 2. Venue** 1F Hall, the Kobe Head Office General Management Center of the Company
1-35, Karumodori 5-chome, Nagata-ku, Kobe-shi

3. Purpose of the Meeting

Matters to be Reported

1. Report on the Business Report, Consolidated Financial Statements, and Non-consolidated Financial Statements for the 107th Fiscal Year (April 1, 2021 to March 31, 2022)
2. Report on the Results of the Audit of the Consolidated Financial Statements for the 107th Fiscal Year (April 1, 2021 to March 31, 2022) by the Accounting Auditor and the Board of Corporate Auditors

Matters to be Resolved

- | | |
|-----------------------|---|
| Proposal No. 1 | Appropriation of Surplus |
| Proposal No. 2 | Partial Amendments to the Articles of Incorporation |
| Proposal No. 3 | Election of Nine Directors |
| Proposal No. 4 | Election of One Corporate Auditor |

- ◎ When attending the meeting, please submit the enclosed Voting Form to the reception desk.
- ◎ Should the Business Report, Consolidated Financial Statements, Non-consolidated Financial Statements, or Reference Documents for the General Meeting of Shareholders require revisions, the revised versions will be posted on the Company’s website on the Internet (<https://www.mitsuboshi.com/>).

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Information

Proposal No. 1 Appropriation of Surplus

The Company's basic capital policy is to enhance medium and long-term corporate and shareholder values by securing resources for investment in growth and enhancing shareholder returns.

Under the '21 Mid-Term Business Plan (April 1, 2021 to March 31, 2024) formulated in March 2021, the Company set a target of paying dividends of ¥54 or more per share (consolidated payout ratio of 35%). Based on this, the annual dividend forecast for the current fiscal year (ended March 2022) was previously set at ¥66, but in the review of the '21 Mid-Term Business Plan (April 1, 2021 to March 31, 2024) announced on May 13, 2022, the consolidated dividend payout ratio for the fiscal years ending March 2023 and 2024 is targeted at 100%.

Comprehensively considering the above basic policy, the Company's performance for the current fiscal year, and its financial position, the Company proposes a year-end dividend of ¥110 per share as follows (annual dividend of ¥143 per share, an increase of ¥86 from the previous fiscal year).

- (1) Allotment of dividend property to shareholders and their aggregate amount
¥110 per common share of the Company
Total payment: ¥3,166,034,850
- (2) Effective date of dividends of surplus
June 30, 2022

Proposal No. 2 Partial Amendments to the Articles of Incorporation

1. Reason for the Amendments

(1) Purpose of the Company

The Company proposes to partially amend Article 2 (Purpose) of the current Articles of Incorporation in order to add a new business purpose in response to the expansion and diversification of its business activities.

In addition, the item numbers will be partially moved down in line with the establishment of this new item.

(2) Measures to Provide Informational Materials for the General Meeting of Shareholders in Electronic Format

Accompanying the revised provisions provided for in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) to be enforced on September 1, 2022, the system of electronic provision of materials for the General Meeting of Shareholders will be introduced. The Company thereby proposes to make the following amendments to the Articles of Incorporation.

- (i) Paragraph 1 of Article 18 (Measures, etc. for Providing Information in Electronic Format) of the Proposed Amendment shall be newly established, as the Articles of Incorporation will be required to stipulate that the measures shall be taken for electronic provision of information on Reference Documents, etc., for the General Meeting of Shareholders.
- (ii) Regarding matters for which electronic provision measures are taken for information on Reference Documents, etc., for the General Meeting of Shareholders, Paragraph 2 of Article 18 (Measures, etc. for Providing Information in Electronic Format) shall be newly established to allow the Company to limit the scope to be included in the document delivered to shareholders who have requested delivery of the document to the scope specified by the applicable Ministry of Justice Order.
- (iii) Article 18 (Internet Disclosure and Deemed Provision of Reference Documents, etc. for the General Meeting of Shareholders) of the current Articles of Incorporation shall be deleted as it will become unnecessary once the system of electronic provision of documents for the General Meeting of Shareholders is introduced.
- (iv) Supplementary provisions shall be established regarding the effect of the above newly established and deleted provisions. These Supplementary Provisions shall be deleted after the elapse of due date.

(3) Term of Office of Directors

The term of office of Directors provided for in Article 24 (Term of office) of the current Articles of Incorporation will be shortened from two years to one year in order to clarify management responsibility of Directors and to establish a management structure that can promptly respond to changes in the business environment.

(4) Notice of the Board of Directors and Board of Corporate Auditors Meetings

In accordance with the provisions of Article 368 and Article 392 of the Companies Act, the Company proposes to partially amend the provisions of Article 27 (Convocation Notice of Board of Directors Meeting) and Article 36 (Convocation Notice of Board of Corporate Auditors Meetings) of the current Articles of Incorporation.

2. Details of the Amendments

The details of the amendments are as follows:

(Underlines indicate amendments.)

Current Articles of Incorporation	Proposed Amendment
<p>(Purpose) Article 2 The purpose of the Company shall be to engage in the following businesses. (1) to (5) (Omitted) (New) (6) to (20) (Omitted) (21) Planning, designing and consulting related to the businesses in Items (3), (4), (5), (7), (14) and (15) above (22) (Omitted) <u>(Internet Disclosure and Deemed Provision of Reference Documents, etc. for the General Meeting of Shareholders)</u> Article 18 <u>When the Company convenes a general meeting of shareholders, if it discloses information that is to be stated or presented in the reference documents for the general meeting of shareholders, business report, financial statements and consolidated financial statements through the internet in accordance with the provisions prescribed by the Ministry of Justice Order, it may be deemed that the Company has provided this information to shareholders.</u> (New)</p>	<p>(Purpose) Article 2 (Unchanged) (1) to (5) (Unchanged) (6) <u>Planning, development and provision of services for solution businesses using information and communication technology</u> (7) to (21) (Unchanged) (22) Planning, designing, and consulting related to the businesses in Items (3), (4), (5), (8), (15), and (16) above (23) (Unchanged) (Deleted) <u>(Measures, etc. for Providing Information in Electronic Format)</u> Article 18 <u>1. When the Company convenes a general meeting of shareholders, it shall take measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. in electronic format.</u> <u>2. Among items for which the measures for providing information in electronic format will be taken, the Company may exclude all or some of those items designated by the Ministry of Justice Order from statements in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents by the record date of voting rights.</u></p>
<p>(Term of office) Article 24 The term of office of Directors shall expire at the conclusion of the Annual General Meeting of Shareholders relating to the last fiscal year ending within <u>two years</u> after their election. (Convocation Notice of Board of Directors Meetings) Article 27 Convocation notice of the Board of Directors meetings shall be issued to each Director and each Corporate Auditor three days prior to the date of the meeting; provided, however, that this period may be shortened if there is an urgent need to convene the meeting. (New)</p>	<p>(Term of office) Article 24 The term of office of Directors shall expire at the conclusion of the Annual General Meeting of Shareholders relating to the last fiscal year ending within <u>one year</u> after their election. (Convocation Notice of Board of Directors Meetings) Article 27 <u>1. Convocation notice of the Board of Directors meetings shall be issued to each Director and each Corporate Auditor at least three days prior to the date of the meeting; provided, however, that this period may be shortened if there is an urgent need to convene the meeting.</u> <u>2. With unanimous consent of all Directors and Corporate Auditors, a meeting of the Board of Directors may be held without following the convocation procedures.</u></p>

Current Articles of Incorporation	Proposed Amendment
<p data-bbox="145 197 794 257">(Convocation Notice of Board of Corporate Auditors Meetings) Article 36</p> <p data-bbox="145 257 794 414">Convocation notice of the Board of Corporate Auditors meetings shall be issued to each Corporate Auditor three days prior to the date of the meeting; provided, however, that this period may be shortened if there is an urgent need to convene the meeting.</p> <p data-bbox="438 414 794 459">(New)</p> <p data-bbox="438 504 794 548">(New)</p>	<p data-bbox="794 197 1444 257">(Convocation Notice of Board of Corporate Auditors Meetings) Article 36</p> <ol data-bbox="821 257 1444 515" style="list-style-type: none"> <li data-bbox="821 257 1444 414">1. Convocation notice of the Board of Corporate Auditors meetings shall be issued to each Corporate Auditor <u>at least</u> three days prior to the date of the meeting; provided, however, that this period may be shortened if there is an urgent need to convene the meeting. <li data-bbox="821 414 1444 515">2. <u>With unanimous consent of all Corporate Auditors, a meeting of the Board of Corporate Auditors may be held without following the convocation procedures.</u> <p data-bbox="821 515 1444 548"><u>(Supplementary Provisions)</u></p> <ol data-bbox="821 548 1444 1272" style="list-style-type: none"> <li data-bbox="821 548 1444 896">1. <u>The deletion of Article 18 (Internet Disclosure and Deemed Provision of Reference Documents, etc. for the General Meeting of Shareholders) in the Articles of Incorporation and the establishment of the new Article 18 (Measures, etc. for Providing Information in Electronic Format) in the Articles of Incorporation shall be effective from the date of enforcement of the revised provisions provided for in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) (hereinafter referred to as the “Date of Enforcement”).</u> <li data-bbox="821 896 1444 1120">2. <u>Notwithstanding the provision of the preceding paragraph, Article 18 of the Articles of Incorporation (Internet Disclosure and Deemed Provision of Reference Documents, etc. for the General Meeting of Shareholders) shall remain effective regarding any general meeting of shareholders held on a date within six months from the Date of Enforcement.</u> <li data-bbox="821 1120 1444 1272">3. <u>These Supplementary Provisions shall be deleted on the date when six months have elapsed from the Date of Enforcement or three months have elapsed from the date of the general meeting of shareholders in the preceding paragraph, whichever is later.</u>

Proposal No. 3 Election of Nine Directors

If Proposal No. 2, “Partial Amendments to the Articles of Incorporation,” is approved as proposed, the terms of office of eight Directors, Hajime Kakiuchi, Hiroshi Ikeda, Yoshio Yamaguchi, Masayoshi Nakajima, Toshimi Kumazaki, Keiji Mataba, Ryuzo Miyao and Shinya Okuda will expire at the conclusion of this Annual General Meeting of Shareholders. In addition, the Company will increase the number of Outside Directors by one in order to further strengthen and enhance the “effective utilization of independent Outside Directors” and “ensure diversity in the composition of the Board of Directors” in accordance with the “Corporate Governance Code” of the Tokyo Stock Exchange. Therefore, the Company proposes the election of nine Directors (including three Outside Directors).

This Proposal will become effective on condition that the amendments to the Articles of Incorporation in Proposal No. 2, “Partial Amendment to the Articles of Incorporation,” take effect.

Candidates for Directors are resolved by the Board of Directors based on the report by the Nomination and Remuneration Advisory Committee, an advisory body to the Board of Directors.

The candidates for Directors are as follows:

Candidate No.	Name	Position in the Company	
1	Hiroshi Ikeda	President President, Executive Officer	Reelection
2	Yoshio Yamaguchi	Director Senior Managing Executive Officer	Reelection
3	Masayoshi Nakajima	Director Senior Managing Executive Officer	Reelection
4	Toshimi Kumazaki	Director Managing Executive Officer	Reelection
5	Keiji Mataba	Director Managing Executive Officer	Reelection
6	Shinji Kuramoto	Vice-Senior Managing Executive Officer	New election
7	Ryuzo Miyao	Director (Outside)	Reelection Outside Independent
8	Shinya Okuda	Director (Outside)	Reelection Outside Independent
9	Yuka Miyake		New election Outside Independent Woman

Reelection: Candidate for re-election as Director

New election: Candidate for new election as Director

Outside: Candidate for Outside Director

Independent: Independent officer as provided for by the stock exchange

Woman: Candidate for woman Director

Candidate No.	Name (Date of birth)	Biography, Position, Responsibility and Important Concurrent Position	Number of the Company's Shares Owned	Relationship of Special Interest in the Company
1	Hiroshi Ikeda (July 8, 1957) Reelection	<p>Apr. 1981 Joined the Company</p> <p>Dec. 1999 General Manager of Automotive Belts & Parts Sales Department, Industrial Materials Division</p> <p>July 2007 Seconded to Mitsuboshi Overseas Headquarters Private Limited</p> <p>Apr. 2012 Executive Officer of the Company</p> <p>Feb. 2015 General Manager of Office of the President</p> <p>Feb. 2016 General Manager of Corporate Planning Division and General Manager of Tokyo General Affairs Department</p> <p>Apr. 2016 Managing Executive Officer</p> <p>June 2019 Director</p> <p>June 2019 In charge of General Affairs Department</p> <p>June 2021 President and President, Executive Officer (current position)</p>	19,701 shares	None
<p>Reasons for nomination as candidate for Director</p> <p>Hiroshi Ikeda has a wealth of experience and broad insight in the sales field and management operations, including serving as the head of the sales group and the corporate planning group within the Company Group. The Company has determined that he is an appropriate person to strongly promote the further enhancement of the corporate value of the Company Group and achieve the new mid-term business plan based on his broad perspective and his ability to act and lead, and has continued to nominate him as a candidate for Director.</p>				
2	Yoshio Yamaguchi (February 12, 1950) Reelection	<p>Apr. 1975 Joined the Company</p> <p>June 1999 Director (current position)</p> <p>Oct. 2003 Executive Officer</p> <p>Mar. 2007 Director General of Research & Development Division</p> <p>June 2007 Managing Executive Officer</p> <p>June 2007 In charge of Safety & Environmental Department</p> <p>June 2017 Vice-Senior Managing Executive Officer</p> <p>Apr. 2019 In charge of Research & Product Development Group</p> <p>June 2019 Senior Managing Executive Officer (current position)</p> <p>June 2019 In charge of Quality Assurance Division</p> <p>Apr. 2022 In charge of Sustainability Promotion Division, Quality, Safety & Environment Division, Research & Development Department, and Electronic Materials Department (current position)</p>	53,651 shares	None
<p>Reasons for nomination as candidate for Director</p> <p>Yoshio Yamaguchi has a wealth of experience and broad insight in the development of new products, including serving as the head of the research and development group within the Company Group. The Company has determined that he is an appropriate person to promote the research and development of the Company Group and the improvement of the quality of the Company's products and services as well as to supervise the business execution, and has continued to nominate him as a candidate for Director.</p>				

Candidate No.	Name (Date of birth)	Biography, Position, Responsibility and Important Concurrent Position	Number of the Company's Shares Owned	Relationship of Special Interest in the Company	
3	Masayoshi Nakajima (June 25, 1950) Reelection	Apr. 1973 June 1999 Apr. 2002 Oct. 2003 June 2007 Apr. 2013 June 2017 Apr. 2019 June 2019 Apr. 2022	Joined the Company Director (current position) Deputy General Manager of Industrial Materials Division Executive Officer Managing Executive Officer In charge of Belts & System Technical of Industrial Materials Group Vice-Senior Managing Executive Officer In charge of Technology Group of Industrial Materials Group Senior Managing Executive Officer (current position) Director General of Technical Division and in charge of Corporate Information System Department (current position)	46,751 shares	None
		<p>Reasons for nomination as candidate for Director</p> <p>Masayoshi Nakajima has a wealth of experience and broad insight in technology-related operations, including serving as the head of the technology group of power transmission belts, which are mainstay products within the Company Group. The Company has determined that he is an appropriate person for the promotion of technological development in the Company Group and the improvement of the quality of the Company's products and services as well as for supervising the business execution, and has continued to nominate him as a candidate for Director.</p>			

Candidate No.	Name (Date of birth)	Biography, Position, Responsibility and Important Concurrent Position	Number of the Company's Shares Owned	Relationship of Special Interest in the Company
4	Toshimi Kumazaki (November 10, 1957) Reelection	<p>Apr. 1981 Joined the Company</p> <p>Apr. 2010 General Manager of Shikoku Area Production Department of Production Department, Industrial Materials Division</p> <p>Jan. 2012 General Manager of Production Department, Industrial Materials Division and Plant Manager of Shikoku Plant, General Affairs Department, Corporate Administration Division</p> <p>Mar. 2013 President of PT. Seiwa Indonesia</p> <p>Sept. 2015 President of Stars Technologies Industrial Limited</p> <p>Apr. 2017 Executive Officer of the Company</p> <p>Oct. 2019 General Manager of Production Control Center, Industrial Materials Group</p> <p>Apr. 2020 Managing Executive Officer (current position)</p> <p>June 2020 In charge of Finance & Accounting Department (current position)</p> <p>June 2021 Director (current position)</p> <p>Apr. 2022 Director General of Production Division and General Manager of Production Engineering Department of the Division (current position)</p>	14,051 shares	None
<p>Reasons for nomination as candidate for Director</p> <p>Toshimi Kumazaki has a wealth of experience and broad insight in the production field and management operations, including serving as the head of the production group and the finance group, and overseas subsidiaries within the Company Group. The Company has determined that he is an appropriate person to further streamline and improve the production system in the Company Group and to supervise the business execution, and has continued to nominate him as a candidate for Director.</p>				

Candidate No.	Name (Date of birth)	Biography, Position, Responsibility and Important Concurrent Position	Number of the Company's Shares Owned	Relationship of Special Interest in the Company
7	Ryuzo Miyao (July 3, 1964) Reelection Outside Independent	<p>Nov. 1989 Assistant of Research Institute for Economics and Business Administration, Kobe University</p> <p>Apr. 2003 Professor of Research Institute for Economics and Business Administration, Kobe University</p> <p>Mar. 2010 Member of Policy Board, Bank of Japan</p> <p>Mar. 2015 Professor of Graduate School of Economics, The University of Tokyo</p> <p>June 2015 Director of the Company (current position)</p> <p>Apr. 2020 Professor of Graduate School of Economics, Kobe University (current position)</p> <p>[Significant concurrent positions outside the Company] Professor of Graduate School of Economics, Kobe University</p>	2,000 shares	None
<p>Reasons for nomination as candidate for Outside Director and summary of expected roles</p> <p>Ryuzo Miyao is well versed in financial and macroeconomic analysis as an economist and has insight in monetary policy and management from a global perspective, including having served for five years as a member of Policy Board of Bank of Japan. During his tenure as an Outside Director of the Company, he has thoroughly fulfilled his responsibilities, including by actively expressing his opinions and providing advice from an independent and objective standpoint at meetings of the Board of Directors, the Nomination and Remuneration Advisory Committee, and other bodies. In order to continue to utilize this abundant knowledge, experience, etc., in the management of the Company, the Company has continued to nominate him as a candidate for Outside Director.</p> <p>In addition, the Company expects him to continue to advise, supervise, and monitor the Company's management through the Board of Directors, the Nomination and Remuneration Advisory Committee, and other bodies from an independent and objective standpoint, and to provide appropriate evaluation, etc., of the management's business execution.</p> <p>He has never in the past been involved in the management of a company except as an outside officer. However, the Company judges he will appropriately fulfill his duties as an Outside Director based on the above reasons.</p>				

Candidate No.	Name (Date of birth)	Biography, Position, Responsibility and Important Concurrent Position	Number of the Company's Shares Owned	Relationship of Special Interest in the Company
8	Shinya Okuda (July 26, 1952) Reelection Outside Independent	<p>Apr. 1976 Joined Ministry of International Trade and Industry (now Ministry of Economy, Trade and Industry)</p> <p>May 2007 Senior Managing Director, Kansai Economic Federation</p> <p>July 2008 Joined Sumitomo Metal Industries, Ltd.</p> <p>June 2011 Director and Senior Managing Executive Officer</p> <p>Oct. 2012 Managing Executive Officer of Nippon Steel & Sumitomo Metal Corporation (Now Nippon Steel Corporation)</p> <p>June 2015 Senior Managing Director, Petroleum Association of Japan (current position)</p> <p>June 2019 Corporate Auditor of the Company</p> <p>June 2020 Director (current position)</p> <p>June 2020 Director, Institute of Energy Economics, Japan (current position)</p> <p>June 2021 Director, Japan Energy Association (current position)</p> <p>[Significant concurrent positions outside the Company] Senior Managing Director, Petroleum Association of Japan Director, Institute of Energy Economics, Japan Director, Japan Energy Association</p>	800 shares	None
<p>Reasons for nomination as candidate for Outside Director and summary of expected roles</p> <p>Shinya Okuda has served in important positions at the Ministry of Economy, Trade and Industry and the Kansai Economic Federation, and has been involved in management at Sumitomo Metal Industries, Ltd. and other companies, offering a wealth of experience, achievements, and deep insight as a manager. During his tenure as an Outside Corporate Auditor and Outside Director of the Company, he has thoroughly fulfilled his responsibilities, including by actively expressing his opinions and providing advice from an independent and objective standpoint at meetings of the Board of Directors, the Nomination and Remuneration Advisory Committee, and other bodies. In order to continue to utilize this abundant knowledge, experience, etc., in the management of the Company, the Company has continued to nominate him as a candidate for Outside Director.</p> <p>In addition, the Company expects him to continue to advise, supervise, and monitor the Company's management through the Board of Directors, the Nomination and Remuneration Advisory Committee, and other bodies from an independent and objective standpoint, and to provide appropriate evaluation, etc., of the management's business execution.</p>				

Candidate No.	Name (Date of birth)	Biography, Position, Responsibility and Important Concurrent Position	Number of the Company's Shares Owned	Relationship of Special Interest in the Company
9	Yuka Miyake (October 19, 1975) New election Outside Independent Woman	<p>Apr. 1999 Joined the Company</p> <p>Jan. 2002 Joined Asahi Arthur Andersen Ltd.</p> <p>Dec. 2003 Joined Tohmatsu Tax Co.</p> <p>Feb. 2004 Registered as a certified tax accountant (Kinki Certified Public Tax Accountants' Association)</p> <p>Apr. 2006 Director of Yuka Miyake Tax Accountant Office (current position)</p> <p>Oct. 2012 Director of Oval Consulting (current position)</p> <p>Aug. 2016 Director of Kitchen Communications (current position)</p> <p>Apr. 2017 Auditor of Amagasaki City Social Welfare Organization (current position)</p> <p>Dec. 2017 Corporate Auditor of Ambitious Co., Ltd.</p> <p>June 2021 Director of Hyogo Council of Social Welfare (current position)</p> <p>Sept. 2021 Director of Welfare Business Administration Study Group (current position)</p> <p>Apr. 2022 Auditor of Toyonaka City Council of Social Welfare (current position)</p> <p>[Significant concurrent positions outside the Company]</p> <p>Director of Yuka Miyake Tax Accountant Office Director of Oval Consulting Director of Kitchen Communications Auditor of Amagasaki City Social Welfare Organization Director of Hyogo Council of Social Welfare Director of Welfare Business Management Study Group Auditor of Toyonaka City Council of Social Welfare</p>	0 shares	None
<p>Reasons for nomination as candidate for Outside Director and summary of expected roles</p> <p>Yuka Miyake has professional knowledge and experience cultivated as a certified tax accountant. She has also been engaged in management at Oval Consulting and other companies, and has a wealth of experience, achievements, and high-level insight as a management consultant. In order to utilize the wealth of knowledge and experience in the management of the Company, the Company nominates her as a candidate for Outside Director.</p> <p>In addition, the Company expects her to advise, supervise, and monitor the Company's management through the Board of Directors, the Nomination and Remuneration Advisory Committee, and other bodies from an independent and objective standpoint, and to provide appropriate evaluation, etc., of the management's business execution.</p>				

- Notes:
1. Ryuzo Miyao and Shinya Okuda are candidates for Outside Director and the Tokyo Stock Exchange has been notified that they are independent officers as provided for by its rules. If re-election is approved, the Company plans for their designation as independent officers to continue.
 2. Yuka Miyake is a candidate for Outside Director. Ms. Miyake meets the requirements for an independent officer as stipulated by the Tokyo Stock Exchange, and will be notified to the Exchange as an independent officer if elected. She joined the Company as a regular employee in April 1999 and remained with the Company until December 2001. Since her retirement, she has never been a related party of the Company's affiliates or associates, major shareholders, or major business partners, nor has she received any large amount of monies or other assets from the Company. Therefore, the Company has determined that she has sufficient independence as a person who is unlikely to have a conflict of interest with general shareholders.
 3. Ryuzo Miyao and Shinya Okuda are currently serving as Outside Director of the Company, and at the conclusion of this Annual General Meeting of Shareholders, their tenure will have been seven years for Ryuzo Miyao and two years for Shinya Okuda (total term of office, including his time as an Outside Corporate Auditor, will have been three years).
 4. The Company has entered into an agreement with Ryuzo Miyao and Shinya Okuda to limit their liability set forth in Article 423, paragraph (1) of the Companies Act, pursuant to the provisions of the Articles of Incorporation of the Company and Article 427, paragraph (1) of the same Act. The maximum amount of liability under the agreement is set by law, and if their re-election is approved, the Company plans to continue such agreement with them.

5. If Yuka Miyake is elected, the Company plans to enter into an agreement with Ms. Miyake to limit her liability set forth in Article 423, paragraph (1) of the Companies Act, pursuant to the provisions of the Articles of Incorporation of the Company and Article 427, paragraph (1) of the same Act. The maximum amount of liability under such agreement is the amount provided for by laws and regulations.
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, thereby covering losses and costs incurred by an insured person, which includes Directors of the Company, in cases where they are liable for damages arising from their performance of duties (unless a coverage exclusion in the insurance agreement is applied). If each candidate for Director is elected as Director, he/she will become one of the insureds under said insurance agreement.
The insurance agreement will be renewed with the contents unchanged on its next renewal.

[Reference]

Management structure after Proposal No. 3 is approved (tentative)

		Management & Administration	Technology & Development	Procurement & Production	Sales & Service	Global Business
Representative Director President	Hiroshi Ikeda	○			○	○
Director	Yoshio Yamaguchi	○	○			○
Director	Masayoshi Nakajima	○	○			○
Director	Toshimi Kumazaki	○		○	○	○
Director	Keiji Mataba	○			○	○
Director	Shinji Kuramoto	○		○	○	
Director [Independent Outside Director]	Ryuzo Miyao	○				○
Director [Independent Outside Director]	Shinya Okuda	○				○
Director [Independent Outside Director]	Yuka Miyake	○				

Proposal No. 4 Election of One Corporate Auditor

Yoshio Okushima, Corporate Auditor, will retire from the position of Corporate Auditor due to resignation at the conclusion of this Annual General Meeting of Shareholders. Therefore, the Company proposes the election of one Outside Corporate Auditor.

Hiroko Takiguchi, the candidate for Corporate Auditor, is nominated as a substitute for retiring Corporate Auditor Yoshio Okushima, and her term of office will expire at the end of the predecessor's term under the Articles of Incorporation of the Company.

Regarding the matter, consent of the Board of Corporate Auditors has been obtained for the submission of this proposal in advance.

The candidate for Corporate Auditor shall be as follows:

Name (Date of birth)	Biography, Position and Important Concurrent Position	Number of the Company's Shares Owned	Relationship of Special Interest in the Company
Hiroko Takiguchi (December 24, 1963) New election Outside Independent Woman	Apr. 1992 Registered as an attorney (Osaka Bar Association) Apr. 1992 Joined Kitahama Law Office (now Kitahama Partners L.P.C.) Jan. 2003 Partner of Kitahama Partners L.P.C. (current position) May 2005 Outside Director of Medical Ikkou Group Co., Ltd. Apr. 2018 Specially Appointed Professor of Osaka University Law School Aug. 2020 Auditor of Kyoto Institute of Technology (current position) Apr. 2021 Vice Chairperson of Osaka Bar Association Mar. 2022 Outside Audit & Supervisory Board Member of Senshukai Co., Ltd. (current position) [Significant concurrent positions outside the Company] Partner of Kitahama Partners L.P.C. Auditor of Kyoto Institute of Technology Outside Audit & Supervisory Board Member of Senshukai Co., Ltd.	0 shares	None

Reasons for nomination as candidate for Outside Corporate Auditor

Hiroko Takiguchi has expertise and experience as a lawyer, and we nominated her as a candidate for Outside Corporate Auditor so that she can utilize her wealth of knowledge and experience in the management of the Company.

She has never in the past been involved in corporate management except as an outside officer. However, the Company judges that she will appropriately fulfill her duties as an Outside Corporate Auditor based on the above reasons.

- Notes:
- Hiroko Takiguchi's name in the family register is Hiroko Tamaizumi.
 - Hiroko Takiguchi is a candidate for Outside Corporate Auditor. Ms. Takiguchi meets the requirements of an independent officer as stipulated by the Tokyo Stock Exchange, and will be notified to the Exchange as an independent officer if elected.
 - If Hiroko Takiguchi is elected, the Company plans to enter into an agreement with Ms. Takiguchi to limit her liability set forth in Article 423, paragraph (1) of the Companies Act, pursuant to the provisions of the Articles of Incorporation of the Company and Article 427, paragraph (1) of the same Act. The maximum amount of liability under such agreement is the amount provided for by laws and regulations.
 - 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, thereby covering losses and costs incurred by an insured person, which includes Corporate Auditor of the Company, in cases where they are liable for damages arising from their performance of duties (unless a coverage exclusion in the insurance agreement is applied). If the candidate for Corporate Auditor is elected as Corporate Auditor, she will become an insured under said insurance agreement. The insurance agreement will be renewed with the contents unchanged on its next renewal.