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Securities code: 8043  
June 10, 2022

**To Shareholders with Voting Rights:**

Kazuhiko Yokota  
Representative Director,  
President & CEO  
Starzen Co., Ltd.  
2-5-7 Konan, Minato-ku,  
Tokyo, Japan

**NOTICE OF  
THE 83rd 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 83rd Annual General Meeting of Shareholders of Starzen Co., Ltd. (the “Company”) will be held as described below.

**If you are unable to attend the meeting in person, you may exercise your voting rights in writing or by electromagnetic means (via the internet, etc.). Please review the “Reference Documents for the General Meeting of Shareholders” attached below, and exercise your voting rights no later than 5:00 p.m. on Tuesday, June 28, 2022.**

- 1. Date and Time:** Wednesday, June 29, 2022 at 10:00 a.m. Japan time  
(Reception desk will be open at 9:00 a.m.)
- 2. Place:** Tokyo Marriott Hotel B1 Ballroom  
4-7-36 Kitashinagawa, Shinagawa-ku, Tokyo, Japan
- 3. Meeting Agenda:**  
**Matters to be reported:**
  1. The Business Report and Consolidated Financial Statements for the 83rd fiscal year (from April 1, 2021 to March 31, 2022) and results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements
  2. Non-Consolidated Financial Statements for the 83rd fiscal year (from April 1, 2021 to 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:** Election of One (1) Substitute Audit & Supervisory Board Member
- Proposal 5:** Continuation of Countermeasures against Large-Scale Purchase of the Company’s Shares (Takeover Defense Measures)

- If you attend the meeting in person, please submit the enclosed voting form at the reception.
- In the interest of saving resources, please bring this convocation notice with you.
- Of the documents to be attached to this convocation notice, the following items (available in Japanese only) are posted on the Company’s website (<https://www.starzen.co.jp/>) in accordance with the provisions of applicable laws and regulations, as well as Article 15 of the Company’s Articles of Incorporation and therefore are not attached hereto:
  - Share Acquisition Rights of the Company in the Business Report
  - Basic Policy on the Control of the Company
  - Systems to Ensure the Appropriateness of Business Operations and the Operational Status thereof
  - Policy on Determination of Dividends from Surplus, etc.
  - Consolidated Statement of Changes in Equity
  - Notes to Consolidated Financial Statements
  - Non-Consolidated Statement of Changes in Equity
  - Notes to Non-Consolidated Financial Statements
- Any revisions to the Reference Documents for the General Meeting of Shareholders, the Business Report, the Consolidated Financial Statements, and the Non-Consolidated Financial Statements will be posted on the Company’s website (<https://www.starzen.co.jp/>).
- If changes are made to the operation of this General Meeting of Shareholders, details will be posted on the Company’s website (<https://www.starzen.co.jp/>).

# Reference Documents for the General Meeting of Shareholders

## Proposals and References

### Proposal 1: Appropriation of Surplus

The Company proposes to appropriate the surplus as follows:

Matters concerning the year-end dividend:

The Company regards the payment of dividends to shareholders as one of its most important policies. Under such recognition, our basic policy is to continue paying stable dividends.

Taking comprehensively into account the business performance and financial position for the fiscal year under review, the Company proposes to pay a year-end dividend for the 83rd fiscal year as follows:

- (1) Type of dividend property:

Cash

- (2) Matters concerning the allotment of dividend property and the total amount thereof:

65 yen per share of the Company's common stock

Note: The Company split its stock two for one effective April 1, 2021.

The year-end dividend for the 83rd fiscal year described above is presented as the amount after the stock split.

The dividend per share of 65 yen is equivalent to 130 yen per share, the same as the previous fiscal year, if calculated on a pre-stock-split basis.

Total amount of dividend: 1,265,900,415 yen

- (3) Effective date of distribution of surplus:

June 30, 2022

## **Proposal 2: Partial Amendments to the Articles of Incorporation**

### (1) Reasons for amendments

- (i) With the enforcement of the “Act for Partially Amending the Industrial Competitiveness Enhancement Act and Other Related Acts” (Act No. 70 of 2021), listed companies are allowed to hold a general meeting of shareholders without a designated location for the meeting (so-called “virtual-only general meeting of shareholders”). To prepare for a large-scale disaster, such as a pandemic or natural disaster, the Company proposes to amend Article 13 of the Articles of Incorporation to enable the Company to hold a general meeting of shareholders without a designated location. The proposed amendments shall be effective, subject to the resolution at the 83rd Annual General Meeting of Shareholders as well as the confirmation by the Minister of Economy, Trade and Industry and the Minister of Justice regarding the legitimacy of instituting the Company’s general meeting of shareholders without a designated location, pursuant to the Industrial Competitiveness Enhancement Act.
- (ii) 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 be enforced on September 1, 2022. Following this enforcement, the Company proposes to establish new provisions that stipulate that information contained in the reference materials for the general meeting of shareholders, etc. shall be provided electronically and that allow the Company to limit the scope of the matters to be included in the paper copy to be sent to shareholders who have requested it. Also, as the provisions related to the internet disclosure and deemed provision of reference documents for the general meeting of shareholders, etc. will become unnecessary, the Company proposes to delete these provisions, and to establish supplementary provisions related to the effective date, etc., in line with the aforementioned establishment and deletion of the provisions.
- (iii) To prepare for a contingency in which the Company does not have the number of Audit & Supervisory Board Members required by laws and regulations or the Articles of Incorporation, the Company proposes to newly establish provisions related to a substitute Audit & Supervisory Board Member that stipulate the effective term of a resolution for the election of a substitute Audit & Supervisory Board Member, as well as that clarify the term of office in cases where a substitute Audit & Supervisory Board Member assumes office as an Audit & Supervisory Board Member.

(2) Details of amendments

The specific amendments are as set forth below.

(Changes are indicated by underline.)

Current Articles of Incorporation	Proposed Amendments
<p data-bbox="229 371 517 405">Article 13 (Convocation)</p> <p data-bbox="229 412 767 517">2. A general meeting of shareholders shall be convened at the place where the head office locates or in the Wards of Tokyo.</p> <p data-bbox="405 680 632 714">(Newly established)</p> <p data-bbox="229 835 804 940"><u>Article 15 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.)</u></p> <p data-bbox="229 947 804 1361"><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> <p data-bbox="405 1413 632 1447">(Newly established)</p>	<p data-bbox="831 371 1118 405">Article 13 (Convocation)</p> <p data-bbox="831 412 1406 674">2. A general meeting of shareholders shall be convened at the place where the head office locates or in the Wards of Tokyo. <u>However, this shall not apply to cases where the general meeting of shareholders is to be held without a designated location for the meeting under the following paragraph.</u></p> <p data-bbox="831 680 1406 786">3. <u>The Company may hold a general meeting of shareholders without a designated location for the meeting.</u></p> <p data-bbox="1062 835 1174 869">(Deleted)</p> <p data-bbox="831 1413 1366 1476"><u>Article 15 (Measures for Electronic Provision, Etc.)</u></p> <p data-bbox="831 1482 1366 1671"><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></p>

Current Articles of Incorporation	Proposed Amendments
<p data-bbox="403 219 632 248">(Newly established)</p> <p data-bbox="229 528 708 633">Article 32 (Method of Election of Audit &amp; Supervisory Board Members) (Newly established)</p> <p data-bbox="229 987 802 1055">Article 33 (Term of Office of Audit &amp; Supervisory Board Members)</p> <p data-bbox="229 1066 791 1245">2. The term of office of an Audit &amp; Supervisory Board Member elected as a substitute Audit &amp; Supervisory Board Member shall be until the expiry of the term of office of the retiring Audit &amp; Supervisory Board Member.</p>	<p data-bbox="831 219 1406 477">2. <u>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> <p data-bbox="831 528 1310 595">Article 32 (Method of Election of Audit &amp; Supervisory Board Members)</p> <p data-bbox="831 607 1406 943">3. <u>The effective term of a resolution for the election of a substitute Audit &amp; Supervisory Board Member at a general meeting of shareholders in preparation for the vacancy of an Audit &amp; Supervisory Board Member shall expire upon the commencement of the annual general meeting of shareholders to be held for the last fiscal year ending within four (4) years after such resolution.</u></p> <p data-bbox="831 987 1406 1055">Article 33 (Term of Office of Audit &amp; Supervisory Board Members)</p> <p data-bbox="831 1066 1406 1637">2. The term of office of an Audit &amp; Supervisory Board Member elected as a substitute Audit &amp; Supervisory Board Member shall be until the expiry of the term of office of the retiring Audit &amp; Supervisory Board Member. <u>However, if the substitute Audit &amp; Supervisory Board Member elected under the provisions of Paragraph 3 of the preceding Article assumes office as an Audit &amp; Supervisory Board Member, the term of office may not extend beyond the conclusion of the annual general meeting of shareholders to be held for the last fiscal year ending within four (4) years after the election as the substitute Audit &amp; Supervisory Board Member.</u></p>

Current Articles of Incorporation	Proposed Amendments
(Newly established)	<p data-bbox="831 219 1139 248"><u>(Supplementary Provision)</u></p> <p data-bbox="831 255 1406 707">1. <u>The deletion of Article 15 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) of the current Articles of Incorporation and the new establishment of the proposed Article 15 (Measures for Electronic Provision, Etc.) shall come into effect on the date of enforcement of the amended provisions stipulated in the proviso to Article 1 of the supplementary provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) (the “Effective Date”).</u></p> <p data-bbox="831 719 1398 938">2. <u>Notwithstanding the provisions of the preceding paragraph, Article 15 of the current Articles of Incorporation shall remain in force with respect to a general meeting of shareholders to be held on a date within six months from the Effective Date.</u></p> <p data-bbox="831 949 1390 1169">3. <u>These supplementary provisions shall be deleted after the lapse of six months from the Effective Date or the lapse of three months from the date of the general meeting of shareholders set forth in the preceding paragraph, whichever is later.</u></p>

**Proposal 3: Election of Nine (9) Directors**

The terms of office of all fifteen (15) directors will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the Company proposes to reduce the number of directors by five (5) and external directors by one (1) to make decisions strategically and flexibly and elect nine (9) directors.

The candidates for directors are as follows:

No.	Name		Current positions and responsibilities at the Company
1	Reappointment	Kazuhiko Yokota	Representative Director, President & CEO
2	Reappointment	Masao Uzurahashi	Managing Director General Manager of Overseas Division
3	Reappointment	Masamichi Takahashi	Director
4	Reappointment	Ryuso Sadanobu	Director General Manager of Finance and Group Controller Division
5	New Appointment	Tsunehiro Sana	Executive Officer General Manager of Administrative Division
6	Reappointment	Wataru Ohara [External] [Independent]	Director
7	Reappointment	Kaku Yoshisato [External]	Director
8	Reappointment	Masanori Matsuishi [External] [Independent]	Director
9	New Appointment	Mariko Eto [External] [Independent]	Audit & Supervisory Board Member

Note: The positions and responsibilities at the Company described are as of April 1, 2022.

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
1	Kazuhiko Yokota (March 18, 1964)  [Reappointment]  [Attendance at the Board of Directors meetings] 17/17	April 1986	Joined the Company	17,083
		February 2006	General Manager of Mass Retailer Business Department	
October 2010	President & CEO, Starzen Broad Area Sales Co., Ltd.			
April 2013	Executive Officer, the Company			
April 2015	Managing Executive Officer			
June 2016	Director			
April 2017	President & CEO, Starzen Sales Co., Ltd.			
April 2018	Managing Director, the Company			
April 2019	Managing Director, General Manager of Sales Division			
April 2020	Senior Managing Director, General Manager of Sales Division			
April 2021	Representative Director, President & CEO (current position)			
[Reason for nomination as candidate for director] Mr. Kazuhiko Yokota has many years of experience as an officer of the Company and the Starzen Group companies. Since last April, he has been responsible for the overall management of the Group as Representative Director, President & CEO of the Company. He leads the Group with leadership based on his extensive knowledge and experience. The Company proposes his reappointment as he is indispensable for facilitating group management and further increasing the corporate value.				
2	Masao Uzurahashi (April 20, 1976)  [Reappointment]  [Attendance at the Board of Directors meetings] 17/17	September 2008	Joined the Company	11,795
		October 2011	President & CEO, STARZEN EUROPE ApS (Denmark)	
January 2014	General Manager of Broad Area Sales Department, Starzen Broad Area Sales Co., Ltd.			
April 2014	Director, General Manager of Broad Area Sales Department, Starzen Broad Area Sales Co., Ltd.			
April 2015	Managing Director, Starzen International Co., Ltd.			
April 2016	Executive Officer, the Company Executive Vice President, Starzen International Co., Ltd.			
June 2017	Director, the Company			
April 2018	President & CEO, Starzen International Co., Ltd.			
April 2019	Director, General Manager of Overseas Division, the Company			
April 2021	Managing Director, General Manager of Overseas Division (current position)			
[Reason for nomination as candidate for director] Mr. Masao Uzurahashi is responsible for the Starzen Group's overseas business and import and export operations in general as Managing Director and General Manager of Overseas Division. The Company proposes his reappointment as, in response to the rising overseas demand for meat, he is indispensable for further strengthening our overseas transactions and increasing the corporate value.				



No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
3	Masamichi Takahashi (November 18, 1963)  [Reappointment]  [Attendance at the Board of Directors meetings] 17/17	April 1986      Joined the Company April 2009      General Manager of Domestic Pork and Broiler Department, Starzen Meat Group Co., Ltd. (currently STARZEN MEAT PROCESSOR Co., Ltd.) April 2010      Director, General Manager of Domestic Pork and Broiler Department, Starzen Meat Group Co., Ltd. April 2013      Director, General Manager of Plants in Northern Japan, STARZEN MEAT PROCESSOR Co., Ltd. April 2014      Director, Plant Manager of Aomori Plant, STARZEN MEAT PROCESSOR Co., Ltd. April 2016      Managing Director, Plant Manager of Aomori Plant, STARZEN MEAT PROCESSOR Co., Ltd. April 2017      Executive Officer, the Company April 2018      Senior Managing Director, STARZEN MEAT PROCESSOR Co., Ltd. June 2019      Director, the Company (current position) April 2020      President & CEO, STARZEN MEAT PROCESSOR Co., Ltd. (current position)  [Significant concurrent positions] • President & CEO, STARZEN MEAT PROCESSOR Co., Ltd.	7,047
	[Reason for nomination as candidate for director] Mr. Masamichi Takahashi is responsible for overall meat processing in the Starzen Group as President & CEO of STARZEN MEAT PROCESSOR Co., Ltd. He is also in charge of the production business, which manages the Group's farms. The Company proposes his reappointment as he is indispensable for further increasing the corporate value by leveraging his many years of experience in the field.		

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
4	Ryuso Sadanobu (March 17, 1959)  [Reappointment]  [Attendance at the Board of Directors meetings] 13/13	April 1981      Joined The Mitsui Bank, Limited (currently Sumitomo Mitsui Banking Corporation) April 1995      Credit Officer, Global Credit Department, The Sakura Bank, Limited (currently Sumitomo Mitsui Banking Corporation) December 2006    Senior Vice President, Head Office, Sumitomo Mitsui Banking Corporation June 2008        Joined the Company October 2008     General Manager of Credit and Legal Department July 2009        General Manager of Finance Department April 2013        Executive Officer, General Manager of Finance Department April 2015        Executive Officer, General Manager of Finance and Accounting Division February 2018    Executive Officer, General Manager of Finance Division April 2020        Senior Executive Officer, General Manager of Finance Division June 2021        Director, General Manager of Finance Division October 2021     Director, General Manager of Finance and Accounting Division (current position)	7,921
[Reason for nomination as candidate for director] Mr. Ryuso Sadanobu has served in a number of key positions, including General Manager of Finance Department and Finance and Accounting Division. Currently, he is responsible for the Starzen Group's Finance and Group Controller Division as General Manager. The Company proposes his reappointment as he is indispensable for further increasing the corporate value by leveraging his many years of experience in financial institutions.			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
5	<p>Tsunehiro Sana (October 6, 1962)</p> <p>[New appointment]</p>	<p>April 1985      Joined The Mitsubishi Bank, Ltd. (currently MUFG Bank, Ltd.)</p> <p>December 2000    Director of Investment Planning Division, The Mitsubishi Bank, Ltd.</p> <p>March 2002      Deputy General Manager of President Office, Mitsubishi Tokyo Wealth Management Securities, Ltd.</p> <p>June 2003        Senior Executive Officer, Mitsubishi UFJ Wealth Management Bank (Switzerland), Ltd.</p> <p>February 2009    Deputy Head of Private Banking Division, The Bank of Tokyo-Mitsubishi UFJ, Ltd.</p> <p>April 2011        General Manager of Asagaya Branch, The Bank of Tokyo-Mitsubishi UFJ, Ltd.</p> <p>January 2013     Kamakura Area Director and General Manager of Kamakura Branch, The Bank of Tokyo-Mitsubishi UFJ, Ltd.</p> <p>November 2015    Joined the Company</p> <p>November 2015    General Manager of Group Human Resources Department, Planning and Administrative Division</p> <p>October 2017     General Manager of Planning and Administrative Division</p> <p>April 2020        Executive Officer, General Manager of Administrative Division (current position)</p>	7,156
<p>[Reason for nomination as candidate for director]</p> <p>Since joining the Company, Mr. Tsunehiro Sana has served in a number of key positions, including General Manager of Human Resources Department and Administrative Division. He plays an important role in strengthening the Company's governance based on his extensive knowledge and experience. The Company proposes his appointment as he is essential for further increasing the corporate value.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
6	<p>Wataru Ohara (August 17, 1952)</p> <p>[Reappointment] [External] [Independent]</p> <p>[Attendance at the Board of Directors meetings] 17/17</p>	<p>April 1975      Joined The Mitsui Bank Limited (currently Sumitomo Mitsui Banking Corporation)</p> <p>April 2007      Managing Executive Officer, Sumitomo Mitsui Banking Corporation Managing Executive Officer, Sumitomo Mitsui Financial Group, Inc.</p> <p>June 2010      Representative Director, Deputy President, Sumitomo Mitsui Financial Group, Inc.</p> <p>June 2011      Advisor, Sumitomo Mitsui Banking Corporation</p> <p>June 2012      Director, Teisoh Co., Ltd. (currently Teikoku-Soko Co., Ltd.)</p> <p>April 2013      President, Representative Director, Teisoh Co., Ltd.</p> <p>June 2017      Director (External), the Company (current position)</p> <p>June 2020      Representative Director, Chairman, Teikoku-Soko Co., Ltd.</p> <p>June 2021      Director, Chairman, Teikoku-Soko Co., Ltd. (current position)</p> <p>[Significant concurrent positions] • Director, Chairman, Teikoku-Soko Co., Ltd.</p>	1,000
<p>[Reason for nomination as candidate for external director and expected roles] Mr. Wataru Ohara has many years of experience as a senior executive of both a financial institution and non-financial company. He possesses extensive experience in and keen insight into all aspects of corporate management. The Company proposes his reappointment as an external director to benefit from his oversight of the Starzen Group's decision-making processes and ability to offer appropriate advice from the standpoint of shareholders' common interests.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
7	<p>Kaku Yoshisato (April 28, 1967)</p> <p>[Reappointment] [External]</p> <p>[Attendance at the Board of Directors meetings] 17/17</p>	<p>April 1991      Joined Mitsui &amp; Co., Ltd.</p> <p>July 2012      General Manager of Feed, Livestock &amp; Aquaculture Department, Grains Division, Food Business Unit, Mitsui &amp; Co., Ltd.</p> <p>January 2013    Assistant to CEO, Management Company Sodrugestvo Ltd.</p> <p>January 2018    President &amp; CEO, Multigrain S.A.</p> <p>April 2019      General Manager of Oils &amp; Fats, Staple Food Project Division, Food Business Unit, Mitsui &amp; Co., Ltd.</p> <p>June 2020      Director (External), the Company (current position)</p> <p>April 2021      General Manager, Livestock &amp; Fisheries Project Division, Food Business Unit, Mitsui &amp; Co., Ltd. (current position)</p> <p>June 2021      Director (External), Prifoods Co., LTD. (current position)</p> <p>June 2021      Director (External), TOHO BUSSAN KAISHA, LTD. (current position)</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> <li>• General Manager, Livestock &amp; Fisheries Project Division, Food Business Unit, Mitsui &amp; Co., Ltd.</li> <li>• Director (External), Prifoods Co., LTD.</li> <li>• Director (External), TOHO BUSSAN KAISHA, LTD.</li> </ul>	0
<p>[Reason for nomination as candidate for external director and expected roles]</p> <p>Mr. Kaku Yoshisato has served in a number of key positions in Food Business Unit, etc. at Mitsui &amp; Co., Ltd. He possesses keen insight and an extensive network in the food industry. The Company proposes his reappointment as an external director to benefit from his oversight of the Starzen Group's decision-making processes and ability to offer appropriate advice from the standpoint of shareholders' common interests.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
8	<p>Masanori Matsuishi (December 6, 1960)</p> <p>[Reappointment] [External] [Independent]</p> <p>[Attendance at the Board of Directors meetings] 12/13</p>	<p>April 1986      Research Associate, Nippon Veterinary and Zootechnical College (currently, Nippon Veterinary and Life Science University)</p> <p>April 2002      Associate Professor, Nippon Veterinary and Animal Science University (currently, Nippon Veterinary and Life Science University)</p> <p>April 2008      Professor, Nippon Veterinary and Life Science University</p> <p>October 2014    Member, Agriculture, Forestry and Fisheries Research Council Evaluation Working Group</p> <p>April 2015      Vice Chairman, Japan Society for Meat Research (currently, Japan Society for Meat Science and Technology) (current position)</p> <p>April 2021      Professor, Head of School of Food Science and Technology, Nippon Veterinary and Life Science University (current position)</p> <p>June 2021      Director (External), the Company (current position)</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> <li>• Vice Chairman, Japan Society for Meat Science and Technology</li> <li>• Professor, Head of School of Food Science and Technology, Nippon Veterinary and Life Science University</li> </ul>	0
<p>[Reason for nomination as candidate for external director and expected roles]</p> <p>Mr. Masanori Matsuishi has no experience of being directly involved in corporate management. However, he served in a number of key positions at the university and the society for meat science and technology, and possesses extensive experience and keen insight in meat science. He can oversee the Starzen Group's decision-making processes from a professional and objective perspective and offer appropriate advice from the standpoint of shareholders' common interests. The Company proposes his reappointment as we believe that he is capable of performing his duties as an external director appropriately and expect him to perform such role.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
9	<p>Mariko Eto (May 24, 1971)</p> <p>[New appointment]</p> <p>[External] [Independent]</p> <p>[Attendance at the Board of Directors meetings] 17/17</p> <p>[Attendance at the Audit &amp; Supervisory Board meetings] 13/13</p>	<p>April 1994      Joined Mitsui &amp; Co., Ltd.</p> <p>April 2002      Enrolled in the Legal Training and Research Institute of Japan</p> <p>October 2003    Registered as attorney with Daini Tokyo Bar Association</p> <p>                      Joined New Tokyo International Law Office (formerly Bingham Sakai Mimura Aizawa (Foreign Law Joint Enterprise))</p> <p>April 2015      Joined TMI Associates</p> <p>July 2017        Partner, TMI Associates (current position)</p> <p>March 2019      Outside Audit &amp; Supervisory Board Member, Otsuka Kagu, Ltd. (currently, YAMADA DENKI CO., LTD.)</p> <p>June 2020        Audit &amp; Supervisory Board Member (External), the Company (current position)</p> <p>[Significant concurrent positions] ▪Partner, TMI Associates</p>	0
<p>[Reason for nomination as candidate for external director and expected roles]</p> <p>Ms. Mariko Eto possesses expertise and extensive experience as an attorney at law handling corporate law and labor issues. She has contributed to the execution of sound and highly transparent auditing duties as an external Audit &amp; Supervisory Board Member of the Company since June 2020. She has no experience being directly involved in corporate management. However, she can oversee the Starzen Group's decision-making processes as an attorney at law with expertise in corporate law and offer appropriate advice from the standpoint of shareholders' common interests. The Company proposes her appointment as we believe that she is capable of performing her duties as an external director appropriately and expect her to perform such role.</p>			

- Notes: 1. Among the candidates for directors, the candidates who have special interests in the Company are as follows:
- (1) Mr. Wataru Ohara is a director of Teikoku-Soko Co., Ltd. There are business transactions related to document storage and disposal, etc. between Teikoku-Soko Co., Ltd. and the Company.
  - (2) Mr. Kaku Yoshisato is an executive (employee) of Mitsui & Co., Ltd., the largest shareholder of the Company, with which the Company has a capital alliance agreement. There are business transactions related to purchase and sale of meat, etc. between Mitsui & Co., Ltd. and the Company.
  - (3) Other than Mr. Wataru Ohara and Mr. Kaku Yoshisato, there are no special interests between the above candidates for directors and the Company.
2. Mr. Wataru Ohara, Mr. Kaku Yoshisato, Mr. Masanori Matsuishi and Ms. Mariko Eto are the candidates for external directors. Mr. Wataru Ohara, Mr. Masanori Matsuishi and Ms. Mariko Eto have been registered as independent officers prescribed by Tokyo Stock Exchange, Inc. If Mr. Wataru Ohara and Mr. Masanori Matsuishi are reappointed and Ms. Mariko Eto is appointed, they will continue to be independent officers.
  3. Mr. Wataru Ohara, Mr. Kaku Yoshisato, Mr. Masanori Matsuishi will have served as external directors for five (5) years, two (2) years and one (1) year, respectively, at the conclusion of this Annual General Meeting of Shareholders. Ms. Mariko Eto will have served as an external Audit & Supervisory Board Member for two (2) years at the conclusion of this Annual General Meeting of Shareholders.
  4. The Company has entered into liability limitation agreements, pursuant to Article 427, Paragraph 1 of the Companies Act, with Mr. Wataru Ohara, Mr. Kaku Yoshisato, and Mr. Masanori Matsuishi, to limit their liability for damages under Article 423, Paragraph 1 of the Companies Act. The liability for damages under said agreements is limited to the minimum liability amount under Article 425, Paragraph 1 of the said Act. The Company plans to continue said liability limitation agreements if the candidates are reappointed. The Company also plans to enter into similar liability limitation agreements if Ms. Mariko Eto is appointed.
  5. The Company has entered into a directors and officers liability insurance agreement prescribed in Article 430-3, Paragraph 1 of the Companies Act with an insurance company under which all the directors are insured. This

agreement covers damages that may arise due to the insured directors and officers assuming liability for their execution of duties, or receiving a claim for the pursuit of such liability. The Company plans to renew said insurance agreement in December 2022. If each new candidate is appointed, he/she will be included as an insured person under said insurance agreement upon assuming office.

6. Attendance at the Board of Directors meetings of Mr. Ryuso Sadanobu and Mr. Masanori Matsuishi, is their attendance at meetings held after they assumed the office of director in June 2021.
7. Mr. Tsuyoshi Nakatsuhama, Mr. Akira Nagano, Mr. Yasuaki Irie, Mr. Motoyasu Hasebe, Mr. Ryoichi Takahama, Mr. Takeo Wakamatsu, Mr. Hideo Nakamura and Mr. Takashi Sekigawa will retire due to the expiration of their terms of office at the conclusion of this Annual General Meeting of Shareholders.
8. The “Number of shares of the Company held” above is as of March 31, 2022, after the stock split.
9. Ms. Mariko Eto is recorded under the name of Ms. Mariko Morokawa in the family register.



(Reference) Skills Matrix for each Candidate for Director (expertise, knowledge, experience, etc.)

No.	Name	Corporate management	Sales/ Marketing	Manufacturing / Production	Global business	Financial/ Accounting	Legal / Risk management
1	Kazuhiko Yokota	•	•	•			
2	Masao Uzurahashi	•	•		•		
3	Masamichi Takahashi	•		•			
4	Ryuso Sadanobu					•	
5	Tsunehiro Sana					•	•
6	Wataru Ohara	•				•	•
7	Kaku Yoshisato	•			•		
8	Masanori Matsuishi			•			
9	Mariko Eto						•

\* The table does not represent all the knowledge, etc. each candidate possesses.

**Proposal 4: Election of One (1) Substitute Audit & Supervisory Board Member**

The election of one (1) substitute Audit & Supervisory Board Member is proposed for the case where the number of Audit & Supervisory Board Member falls below the number specified by laws and regulations or the Articles of Incorporation.

The appointment may be revoked by a resolution of the Board of Directors with the consent of the Audit & Supervisory Board only prior to his assumption of office.

The Audit & Supervisory Board has approved submitting this proposal to the Annual General Meeting of Shareholders.

The candidate for substitute Audit & Supervisory Board Member is as follows:

Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
Toshiaki Tada (July 28, 1968)  [New appointment]  [External] [Independent]	April 1996 Registered as attorney December 1996 Joined HIBIYA SOGO LAW OFFICES July 2001 New York office, Weil, Gotshal & Manges LLP September 2002 HIBIYA SOGO LAW OFFICES (current position) June 2008 Outside Corporate Auditor, DENKI KAGAKU KOGYO KABUSHIKI KAISHA (currently, Denka Company Limited) June 2012 Outside Audit & Supervisory Board, ITOCHU Techno-Solutions Corporation (current position) June 2020 External Member of the Audit & Supervisory Board, Kurita Water Industries Ltd. (current position)  [Significant concurrent positions] • Attorney, HIBIYA SOGO LAW OFFICES • Outside Audit & Supervisory Board, ITOCHU Techno-Solutions Corporation • External Member of the Audit & Supervisory Board, Kurita Water Industries Ltd.	0
[Reason for nomination as candidate for substitute external Audit & Supervisory Board Member] Mr. Toshiaki Tada possesses extensive experience and a high level of expertise, playing an active role as an attorney at law mainly in corporate legal affairs for many years, including the Antimonopoly Act and compliance. The Company proposes his appointment as a substitute external Audit & Supervisory Board Member as we believe that he is capable of performing his duties appropriately as an external Audit & Supervisory Board Member.		

1. Mr. Toshiaki Tada has no special interest in the Company.
2. Mr. Toshiaki Tada is the candidate for a substitute external Audit & Supervisory Board Member. He will be registered as an independent officer prescribed by Tokyo Stock Exchange, Inc. if he assumes office as an external Audit & Supervisory Board Member.
3. If Mr. Toshiaki Tada is appointed as an external Audit & Supervisory Board Member, the Company plans to enter into liability limitation agreements, pursuant to Article 427, Paragraph 1 of the Companies Act with him to limit his liability for damages under Article 423, Paragraph 1 of the Companies Act. The liability for damages under said agreements is limited to the minimum liability amount under Article 425, Paragraph 1 of the said Act.
4. The Company has entered into a directors and officers liability insurance agreement prescribed in Article 430-3, Paragraph 1 of the Companies Act with an insurance company under which all the Audit & Supervisory Board Members are insured. This agreement covers damages that may arise due to the insured directors and officers assuming liability for their execution of duties, or receiving a claim for the pursuit of such liability. The Company plans to renew said insurance agreement in December 2022. If Mr. Toshiaki Tada is appointed as an external Audit & Supervisory Board Member, he will be included as an insured person under said insurance agreement upon assuming office.

**Proposal 5: Continuation of Countermeasures against Large-Scale Purchase of the Company's Shares (Takeover Defense Measures)**

The Company initially introduced the “Countermeasures against Large-scale Purchase of the Company's Shares (Takeover Defense Measures)” with the approval of shareholders at the 68th Annual General Meeting of Shareholders held on June 28, 2007, and most recently, it was continued by a resolution at the 80th Annual General Meeting of Shareholders of the Company held on June 27, 2019 (the continued plan hereinafter referred to as the “Current Plan”). The effective period of the Current Plan will expire at the conclusion of the 83rd Annual General Meeting of Shareholders to be held by June 30, 2022. Since the continuation of the Current Plan, the Company has considered how to defend against takeovers as one of its measures to protect or enhance its corporate value and ultimately the common interests of shareholders, and whether the Current Plan should be continued or not, considering the changes in social and economic conditions and trends and arguments regarding takeover defense.

As a result, the Board of Directors, at a meeting held on May 12, 2022, resolved to continue the Current Plan with partial amendments (the amended countermeasures hereinafter referred to as the “Plan”) and to propose the Plan as an agenda item at the 83rd Annual General Meeting of Shareholders (hereinafter, the “General Meeting of Shareholders”).

The amendments to the Current Plan are only minor, such as changes in wordings and reorganizations of phrases and sentences, and there are no major changes to the basic content of the Current Plan.

All of the four Audit & Supervisory Board Members of the Company have expressed their opinion in favor of the Plan, provided that the specific operation of the Plan is properly carried out.

Note that no specific proposal for a large-scale purchase of the Company's shares has been made as of today. Please refer to Appendix 1 for status of the Company's shares as of March 31, 2022.

**I. Basic Policy Concerning Persons Who Control Decisions on the Company's Financial and Business Policies**

The Company believes that the final decision as to whether or not to allow a large-scale purchase of the Company's shares should be left to the judgment of the Company's shareholders, and recognizes the need to provide sufficient information and a consideration period so that the shareholders can make an appropriate judgment on the circumstances.

The Company does not generally hold a negative view of a large-scale purchase of the Company's shares. However, some large-scale purchases of the Company's shares that actually occur in the capital market may not protect or enhance its corporate value and ultimately the common interests of shareholders. The following is a list of such examples.

- (i) It is obvious that a large-scale purchase of the Company's shares is implemented not for the purpose of sincerely aiming at rational corporate management.
- (ii) A large-scale purchaser may effectively force the sale of shares to general shareholders on disadvantageous terms.
- (iii) A large-scale purchaser does not provide information or consideration period necessary for general shareholders to make an appropriate judgment.
- (iv) A large-scale purchaser does not provide the Board of Directors of the Company with a proposal on the large-scale purchase of the Company's shares and a business plan, etc., as well as opportunities for negotiation and the consideration period.

The Company believes that any person who conducts such a purchase is not appropriate in light of the Basic Policy Concerning Persons Who Control Decisions on the Company's Financial and Business Policies (hereinafter referred to as the "Basic Policy Concerning Control of the Company"). In order to protect corporate value and ultimately the common interests of shareholders, the Company believes that it is necessary to take some countermeasures to prevent a large-scale purchase by such an inappropriate party.

## **II. Special efforts to contribute to effective use of the Company's assets, formation of an appropriate corporate group and realization of the Basic Policy Concerning Control of the Company**

Our management vision is "to become a global company that delivers everyday happiness through our food value chain." In accordance with this management vision, the Company is working on the following six themes as priority measures in its three-year Medium-Term Management Plan starting from the fiscal year ended March 31, 2021.

(i) Maintain and strengthen core businesses' foundations

- Upgrade livestock production operations and increase their independence on partners
  - Develop meat products insulated from market price volatility
  - Strengthen export operations
  - Mitigate labor shortages and reduce workloads at meat processing plants (mechanization / labor savings)
- We will strengthen our fundamental earnings power through the above measures.

(ii) Strengthen foundation as a processed meat manufacturer

- Strengthen processed food manufacturing functions
  - Upgrade meat processing centers
  - Rebuild hamburger steak business
- We will enhance and expand our new earnings foundation through the above measures.

(iii) Develop into a global company and branch into meat alternatives

- Establish overseas sites with logistics/processing functions and strengthen local product sales overseas
  - Augment imported processed food product line
  - Secure more overseas suppliers
  - Challenge to enter meat alternatives market
- We will strengthen our initiatives targeted at prospective growth markets through the above measures.

(iv) Reform business processes

- Reconfigure facilities in alignment with sales and logistics strategies
  - Build efficient sales force and logistics operations
  - Promote operational visibility
- We will pursue more effective and efficient operations through the above measures.

(v) Strengthen corporate functions

- Strengthen investment screening function
  - Strengthen financial condition through strategic sourcing of capital
  - Upgrade administrative departments' human resources
- We will seek to boost the Group's competitiveness through the above measures.

(vi) Step up sustainability initiatives

- Be cognizant of the SDGs in managing operations
- Develop human resources capable of shouldering the future

We will seek to reinforce our purpose as a member of community through the above measures.

We believe that these efforts will protect and enhance the corporate value of the Company and ultimately the common interests of its shareholders and, as a result, reduce the risk of a large-scale purchase by a person deemed inappropriate in light of the Basic Policy Concerning Control of the Company, and will also be in line with the Basic Policy Concerning Control of the Company.

### **III. Details of the Plan (Efforts to prevent decisions on the Company's financial and business policies from being controlled by a party deemed inappropriate in light of the Basic Policy Concerning Control of the Company)**

#### **1. Purpose of continuing the Plan**

The Plan will replace the Current Plan, which was introduced and continued as a means of preventing decisions on the Company's financial and business policies from being controlled by a party deemed inappropriate in light of the Basic Policy Concerning Control of the Company as described in Item I above.

If it is determined that the purpose of a large-scale purchase of the Company's shares is to protect or enhance the Company's corporate value and ultimately the common interests of its shareholders, the Board of Directors will not regard the purchaser as an inappropriate party for controlling the Company's financial and business policies. The Board of Directors believes that the decision regarding whether the Company should accept a proposal on large scale purchase of the Company's shares, which will be accompanied by the transfer of control of the Company, should also ultimately be determined by shareholders.

Nevertheless, not a few large-scale purchases of shares will be detrimental to the corporate value of the Company subject to the purchase or ultimately the common interests of its shareholders, such as those that, judging by their purpose, would obviously be counter to the corporate value and ultimately the common interests of shareholders, those that would effectively force shareholders to sell their shares, and those that do not allow a reasonable amount of time or information for the Board of Directors and shareholders to consider their details or for the Board of Directors to offer an alternative proposal.

The Company's Board of Directors believes that when a large amount of the Company's shares are purchased, providing shareholders with the information and time necessary to make an appropriate decision and negotiating with the purchaser in accordance with a certain reasonable set of rules will benefit the Company's corporate value and ultimately the common interests of its shareholders. The Board of Directors has therefore established a certain set of rules regarding the provision of information and the time to consider large-scale purchases (hereinafter referred to as the "Large-scale Purchase Rules"), which is described below, and has decided to propose the Plan as an agenda item of the General Meeting of Shareholders as a takeover defense measure that includes countermeasures against large-scale purchases by parties deemed inappropriate in light of the Basic Policy Concerning Control of the Company.

#### **2. Purchase of the Company's shares subject to the Plan**

Purchases of the Company's shares subject to the Plan shall be the purchase of stock certificates and other securities (Note 3) of the Company for the purpose of increasing the ratio of voting rights (Note 2) of a specific shareholder group (Note 1) to 20% or more, or actions to purchase stock certificates or other securities of the Company that will increase the ratio of voting rights of a specific shareholder group to 20% or more (for both actions, except for those actions already approved by the Board of Directors of the Company, irrespective of the specific method of purchase, such as a market transaction or tender offer. Such action shall hereinafter be referred to as the "Large-scale Purchase," and the party conducting the Large-scale Purchase shall hereinafter be referred to as the "Large-scale Purchaser").

Note 1: A "specific shareholder group" means:

- (i) A holder (including those considered holders under Article 27-23, Paragraph 3 of the Financial Instruments and

Exchange Act (“the Act”); the same shall apply hereinafter) of stock certificates and other securities (meaning the stock certificates and other securities provided in Article 27-23, Paragraph 1 of the Act) of the Company and its joint holder(s) (meaning the joint holder provided in Article 27-23, Paragraph 5 of the Act and including those who are deemed joint holders under Paragraph 6 thereof; the same shall apply hereinafter); or

- (ii) A person who conducts the purchase, etc. (meaning the purchase, etc. provided in Article 27-2, Paragraph 1 of the Act and including purchases conducted in a financial instruments market formed by a stock exchange) of stock certificates or other securities (meaning the stock certificates and other securities provided in Article 27-2, Paragraph 1 of the Act) of the Company and its special related party(s) (meaning the special related party provided in Article 27-2, Paragraph 7 of the Act).

Note 2: The “ratio of voting rights” means:

- (i) The ratio of stock certificates and other securities owned by the holder (meaning the ratio of stock certificates and other securities owned as provided in Article 27-23, Paragraph 4 of the Financial Instruments and Exchange Act (“the Act”); in this case, the number of stock certificates and other securities (meaning the number of stock certificates and other securities stipulated in this paragraph; the same shall apply hereinafter) owned by joint holders of the holder shall be added) when the specific shareholder group falls under (i) of Note 1; or
- (ii) The sum of the ratios of stock certificates owned by the Large-scale Purchaser and its special related parties (meaning the ratio of stock certificates owned as provided in Article 27-2, Paragraph 8 of the Act) when the specific shareholder group falls under (ii) of Note 1. With regard to the total number of voting rights (as stipulated in Article 27-2, Paragraph 8 of the Act) and the total number of shares issued (as provided in Article 27-23, Paragraph 4 of the Act) used to calculate each ratio of voting rights, those included in an annual securities report, quarterly report or status report on the purchases of the Company’s own shares that was most recently submitted may be referred to.

Note 3: “Stock certificates and other securities” means the stock certificates and other securities defined in either Article 27-23, Paragraph 1 or Article 27-2, Paragraph 1 of the Financial Instruments and Exchange Act.

### **3. Establishment of Independent Committee**

The Board of Directors will make the final decision as to whether or not the Large-scale Purchase Rules are complied with, or even if the Large-scale Purchase Rules are complied with, whether or not to take countermeasures on the grounds that the Large-scale Purchase would materially damage the corporate value of the Company and ultimately the common interests of shareholders. However, in order to operate the Plan properly, prevent the Board of Directors from making an arbitrary decision, and ensure that the judgment of the Board of Directors is reasonable and fair, the Company will establish the Independent Committee based on the Independent Committee Rules (please refer to Appendix 2 for an overview of the rules) in the same manner as the Current Plan. The Independent Committee will have at least three (3) members, and in order to enable fair and neutral judgments, the members will be appointed from among external directors, external Audit & Supervisory Board Members or outside experts (see Note below) who are independent of the management team that executes the Company’s business operations. The Company plans to appoint Mr. Wataru Ohara, external Director; Mr. Shingo Ogoshi, external Audit & Supervisory Board Member; and Mr. Toshiaki Tada, Attorney-at-law, as members of the Independent Committee under the Plan. (Please refer to Appendix 3 for their career summaries.)

The Board of Directors of the Company shall, prior to the triggering of countermeasures, make an inquiry to the Independent Committee as to whether or not the countermeasures should be triggered, and the Independent Committee shall, after carefully evaluating and examining the Large-scale Purchase from the perspective of enhancing the corporate value of the Company and ultimately the common interests of its shareholders, recommend to the Board of Directors of the Company whether or not the Company is in a position to trigger the countermeasures. The Board of Directors of the Company shall decide on the triggering of countermeasures after respecting the recommendations of the Independent Committee to the maximum extent possible. A summary of the recommendations of the Independent Committee shall be disclosed as appropriate.

To ensure that the judgment of the Independent Committee is made in a manner that contributes to the corporate value of the Company and ultimately the common interests of its shareholders, the Independent

Committee may, at the expense of the Company, obtain advice from independent third party experts (financial advisors, certified public accountants, lawyers, consultants and other experts), etc.

Note: “Outside experts” means experienced corporate executives, people who have detailed knowledge of the investment banking business, lawyers, certified public accountants, and academic experts whose main area of study is the Companies Act, etc., and any other similarly qualified persons.

#### **4. Outline of the Large-scale Purchase Rules**

##### **(1) Submission of a statement of intention to the Company by the Large-scale Purchaser**

When a Large-scale Purchaser intends to conduct a Large-scale Purchase, the Large-scale Purchaser shall first submit to the Board of Directors of the Company a statement of intention in a form prescribed by the Company prior to conducting the Large-scale Purchase or proposing the Large-scale Purchase. The statement of intention shall include the following contents in Japanese, including a legally binding pledge that the Large-scale Purchaser will comply with the Large-scale Purchase Rules.

- (i) Name and address of the Large-scale Purchaser
- (ii) Governing law for establishment
- (iii) Name of representative
- (iv) Contact in Japan
- (v) Overview of the proposed Large-scale Purchase
- (vi) Pledge to comply with the Large-scale Purchase Rules prescribed in the Plan

If the Board of Directors receives a statement of intention from a Large-scale Purchaser, it shall promptly disclose its receipt and shall also disclose the detail of the statement as necessary.

##### **(2) Provision of information necessary for assessment by the Large-scale Purchaser to the Company**

The Board of Directors of the Company shall, within ten (10) business days from the day following the day on which the Board of Directors receives a statement of intention containing all of Item (1), (i) through (vi) above, deliver to the Large-scale Purchaser a document stating the matters that the Large-scale Purchaser is requested to submit to the Board of Directors as information regarding the Large-scale Purchase (hereinafter referred to as the “Information Necessary for Assessment”) in accordance with the said document.

The general items of the Information Necessary for Assessment are as follows. The specific nature of the said information will vary depending on the attributes of the Large-scale Purchaser and the purpose and details of the Large-scale Purchase, but in any case the scope of the said information shall be limited to the information necessary and sufficient for shareholders of the Company to make a decision and for the Board of Directors to form opinions.

- (i) Outline of the Large-scale Purchaser and its group (including joint holders, special related parties, partners (in case of funds) and other members) (including the name, lines of business, biography or history, capital structure, and information regarding experience in the same type of business as that of the Company and the Group)
- (ii) Purpose, method and details of the Large-scale Purchase (including the amount and type of consideration of the Large-scale Purchase, the timing of the Large-scale Purchase, the scheme of related transactions, legality of the Large-scale Purchase method, feasibility of the Large-scale Purchase and related transactions)
- (iii) Basis for calculation of the purchase price of the Large-scale Purchase (including facts as the basis for the calculation, the calculation method, quantitative information used for the calculation, and the details of any synergy expected to arise as a result of a series of transactions related to the Large-scale Purchase)

- (iv) Information about the funds to be used for the Large-scale Purchase (including the name of the fund provider (including any substantial provider), the financing method, and the details of related transactions)
- (v) Candidates for officers of the Company and the Group that the Large-scale Purchaser is considering nominating after the Large-scale Purchaser begins participating in the management of the Company and the Group (including information on their experience in businesses similar to those of the Company and the Group), the management policy, business plan, financial plan, capital policy, dividend policy, asset utilization, etc.
- (vi) Whether the Large-scale Purchaser plans to change the relationship between trading partners, customers, employees, and other stakeholders of the Company and the Group and the Company and the Group, after the Large-scale Purchaser begins participating in the management of the Company and the Group, and if there are any changes planned, those changes

To apply the Large-scale Purchase Rules promptly, the Board of Directors of the Company may, as necessary, set a deadline for the Large-scale Purchaser to provide information. However, the Board of Directors may extend the deadline if the Large-scale Purchaser requests an extension of the deadline based on reasonable grounds.

In addition, if, as a result of the Board of Directors' careful examination of the Information Necessary for Assessment submitted in accordance with the above, the Board of Directors considers that such Information Necessary for Assessment is insufficient to assess and examine the Large-scale Purchase, the Board of Directors may, after setting a reasonable time limit as appropriate, request the Large-scale Purchaser to provide additional information until the Information Necessary for Assessment is fully provided.

If the Board of Directors of the Company determines that the Information Necessary for Assessment to assess and examine the Large-scale Purchase has been fully provided by the Large-scale Purchaser, it shall notify the Large-scale Purchaser and the public to that effect.

Following the Board of Directors' request for additional information in order to obtain the Information Necessary for Assessment, if the Large-scale Purchaser gives a rational explanation why providing some of the said information is difficult, the Board of Directors may end its negotiations with the Large-scale Purchaser regarding the provision of information, publicize that, and start the assessment and examination as described in (3) below, even if the Board of Directors has not obtained all of the Information Necessary for Assessment it seeks to obtain.

The Information Necessary for Assessment provided to the Board of Directors of the Company shall be submitted to the Independent Committee. If the Board of Directors believes that publication is necessary in order for the shareholders to make a decision, it shall publish all or part of the said information at the time the Board of Directors considers appropriate.

### (3) Assessment and examination, etc. of Information Necessary for Assessment by the Board of Directors of the Company

The Board of Directors of the Company shall set, depending on the complexity of assessing the Large-scale Purchase, a maximum of 60 days after the Large-scale Purchaser has finished providing the Information Necessary for Assessment to the Board of Directors in the case of purchasing all the Company's shares by way of a tender offer with the consideration being cash (in Japanese yen) alone, or a maximum of 90 days in the case of other Large-scale Purchases, as the period for the Board of Directors to evaluate and consider the proposal, negotiate with the purchaser, form opinions, and prepare an alternative plan (hereinafter referred to as the "Board of Directors Assessment Period"). A Large-scale Purchase shall therefore begin only after the Board of Directors Assessment Period has ended.

During the Board of Directors Assessment Period, the Board of Directors of the Company will fully assess and examine the Information Necessary for Assessment provided while receiving recommendations from independent, third-party experts (financial advisors, certified public accountants, lawyers, consultants, and other



experts) as needed, and will carefully prepare and publish an opinion, respecting recommendations from the Independent Committee to the maximum extent possible. The Board of Directors may negotiate with the Large-scale Purchaser to improve the terms and conditions of the Large-scale Purchase as necessary and present its own alternative plan to shareholders

## **5. Policy on responses when the Large-scale Purchase is conducted**

### **(1) When the Large-scale Purchaser does not comply with the Large-scale Purchase Rules**

When the Large-scale Purchaser does not comply with the Large-scale Purchase Rules, the Board of Directors of the Company may oppose the Large-scale Purchase by taking a countermeasure permitted under the Companies Act and other laws and the Articles of Incorporation of the Company, including allotment of stock acquisition rights without consideration, to protect the corporate value of the Company and ultimately the common interests of the shareholders, irrespective of the specific purchase method. The Board of Directors of the Company shall decide whether a countermeasure should be triggered by respecting the recommendations of the Independent Committee to the maximum extent possible and fully examining the necessity and appropriateness of the countermeasure. In determining whether or not the Large-scale Purchaser has complied with the Large-scale Purchase Rules, the Board of Directors shall fully consider the circumstances of the Large-scale Purchaser to a reasonable extent and shall not recognize that the Large-scale Purchaser has not complied with the Large-scale Purchase Rules solely because at least some of the Information Necessary for Assessment has not been submitted.

The Board of Directors of the Company will select the specific countermeasure that it deems most appropriate at the time. If the Board of Directors of the Company takes a specific countermeasure, such as allotment of stock acquisition rights without consideration, an outline of such countermeasure is, in principle, as provided in Appendix 4. However, in the case that stock acquisition rights are actually allotted without consideration, the exercise period and exercise conditions may be set in consideration of the effect as a countermeasure, such as making it a condition for the exercise of stock acquisition rights that the shareholder does not belong to a specific shareholder group whose ratio of voting rights exceeds a certain percentage.

### **(2) When the Large-scale Purchaser complies with the Large-scale Purchase Rules**

When the Large-scale Purchaser complies with the Large-scale Purchase Rules, the Board of Directors of the Company will only try to persuade shareholders not to accept the Large-scale Purchase, even if it opposes the Large-scale Purchase, by expressing a counter opinion and presenting an alternative plan and, in principle, will not take action against the Large-scale Purchase. Shareholders will be required to decide whether they should accept the purchase proposal of the Large-scale Purchaser, taking into consideration its proposal, the opinion of the Company and the alternative plan presented by the Company, etc.

However, even if the Large-scale Purchaser complies with the Large-scale Purchase Rules, the Company may decide to trigger countermeasures as described in (1) above as an exceptional move to the extent necessary and reasonable to protect the corporate value of the Company and ultimately the common interests of the shareholders, if the Board of Directors believes that the Large-scale Purchase falls into, for example, any of the conditions described in items (i) to (ix) below and as a result is likely to significantly damage the corporate value of the Company and ultimately the common interests of the shareholders, such as by causing irreparable damage to the Company.

- (i) When the Large-scale Purchase is conducted solely for the purpose of driving up the share price of the Company to force related parties of the Company to purchase the shares at a higher price, even though the purchaser does not have a true intention of participating in the management of the Group (when the purchaser is so-called a greenmailer).
- (ii) When the Large-scale Purchase is conducted for the purpose of conducting so-called scorched-earth management, such as temporarily controlling the management of the Group to transfer intellectual property, know-how, secret corporate information, principal trading partners and customers, etc.

necessary for the business operations of the Group to the Large-scale Purchaser or its group companies, etc.

- (iii) When the Large-scale Purchase is conducted with the intention of diverting the assets of the Group as collateral or as a source for the repayment of debts of the Large-scale Purchaser or its group companies, etc. after controlling the management of the Group.
- (iv) When the Large-scale Purchase is conducted for the purpose of temporarily controlling the management of the Group to pay high dividends in the short term using the proceeds from the sale of high-priced assets such as real estate and securities that are not presently related to the business of the Group, or for the purpose of selling shares at a higher price, taking advantage of a sharp rise in the share price caused by a spike in dividends.
- (v) When the method of purchasing the Company's shares proposed by the Large-scale Purchaser is deemed to potentially limit the opportunities or freedom of shareholders to make a decision and effectively force the shareholders to sell stock certificates and other securities of the Company. This includes a so-called coercive two-tier takeover bid (meaning the purchase of stock certificates and other securities of the Company such as takeover bids that coerce shareholders into selling their shares by setting disadvantageous purchase terms or without clarifying purchase terms in the second stage, without soliciting the purchase of all stock certificates and other securities in the first stage).
- (vi) If the terms and conditions of the purchase of the Company's shares proposed by the Large-scale Purchaser (including, but not limited to, the type and amount of consideration for the purchase, the basis for calculation of such amount, specific details of other conditions, existence or non-existence of illegality, feasibility, etc.) are judged to be significantly insufficient or inappropriate in light of the corporate value of the Company and ultimately the common interests of shareholders.
- (vii) Where it is judged that the acquisition of control by the Large-scale Purchaser will significantly damage the corporate value of the Company and ultimately the common interests of its shareholders by, for example, destroying relationships not only with the Company's shareholders but also with customers, employees, local communities and other stakeholders.
- (viii) Where it is judged that the growth and stability of the Company's business will be impeded due to an inadequate or inappropriate post-purchase management policy by the Large-scale Purchaser and that there is a risk of significant hindrance to the protection and enhancement of the corporate value of the Company and ultimately the common interests of its shareholders.
- (ix) Where the Large-scale Purchaser is judged on reasonable grounds to be extremely inappropriate as the controlling shareholder of the Company from the viewpoint of public order and morals, such as cases where the management or major shareholders of the Large-scale Purchaser include persons who have relationships with antisocial forces.

If the Board of Directors of the Company makes a decision about triggering a countermeasure as an exceptional move as described above, the Board of Directors shall consult the Independent Committee on the propriety of triggering the countermeasure before it triggers the countermeasure to ensure that its judgment is objective and reasonable. The Independent Committee shall make recommendations within the Board of Directors Assessment Period described in 4 (3) above, after carefully examining the necessity and appropriateness of triggering the countermeasure. To decide whether a countermeasure should be triggered, the Board of Directors of the Company shall respect the recommendations of the Independent Committee to the maximum extent possible.

In addition, depending on the content of the countermeasure selected, the Company may seek a resolution at a general meeting of shareholders in accordance with laws and regulations and the Articles of Incorporation, or may seek shareholder approval at a general meeting of shareholders based on the recommendation of the Independent Committee. In cases where the procedures for confirming the shareholders' will are taken in this manner, the Large-scale Purchase may not be commenced until the procedures for triggering or not triggering the countermeasures are completed after confirming the will of the shareholders.

### (3) Suspension, etc. of triggering of countermeasures

If the Board of Directors of the Company judges that triggering a countermeasure is inappropriate—for example, if the Large-scale Purchaser withdraws or alters the nature of the Large-scale Purchase after the Board of Directors decides to take a specific countermeasure, as mentioned in (1) or (2) above—the Board of Directors may suspend or change the triggering of its countermeasure upon receiving the advice, opinions, or recommendations of the Independent Committee.

For example, when conducting the allotment of stock subscription rights without consideration as a countermeasure, if the Board of Directors of the Company deems it inappropriate to trigger the countermeasure after the allotment without consideration has been resolved or conducted because the Large-scale Purchaser has withdrawn or changed its Large-scale Purchase, the Board of Directors may cancel the allotment of stock subscription rights without consideration at any time after it receives the recommendations of the Independent Committee Panel, up to the day preceding the effective date for the stock acquisition rights, or it may suspend the triggering of the countermeasure by acquiring the stock subscription rights without consideration at any time up to the date preceding the start date of the execution period if the stock subscription rights have already been allotted.

If it decides to suspend the triggering of countermeasure, the Company will publish its decision, along with any matters the Independent Committee deems necessary, in a timely and appropriate manner in accordance with relevant laws and regulations, as well as the listing rules, etc. of the financial instruments exchanges on which the Company's shares are listed.

## **6. Impact of the Plan on Shareholders, etc.**

### (1) Impact of the Large-scale Purchase Rules on shareholders, etc.

The purpose of the Large-scale Purchase Rules is to provide information necessary for the shareholders to make a decision as to whether they should accept the purchase proposal of the large-scale purchaser and to provide the opinions of the Board of Directors of the Company that is actually responsible for the management of the Company to ensure opportunities for the shareholders to be presented with alternative plans. This enables the shareholders to make an appropriate decision on whether they should accept the purchase proposal of the Large-scale Purchaser with sufficient information, which we believe will protect the corporate value of the Company and ultimately the common interests of the shareholders. We therefore believe that the establishment of the Large-scale Purchase Rules will be the basis for the shareholders to make an appropriate investment decision and contribute to the interests of the shareholders.

As we mentioned in 5. above, since the response of the Company to the Large-scale Purchase will vary depending on whether the Large-scale Purchaser complies with the Large-scale Purchase Rules or not, the shareholders should pay attention to the actions of the Large-scale Purchaser.

### (2) Impact on Shareholders at the time of triggering countermeasures

In cases where the Large-scale Purchaser does not comply with the Large-scale Purchase Rules, or even if the Large-scale Purchaser complies with the Large-scale Purchase Rules, if the Large-scale Purchase is judged to significantly damage the corporate value of the Company and ultimately the common interests of its shareholders by causing irreparable damage to the Company, the Board of Directors of the Company may take countermeasures permitted under the Companies Act, other laws and the Articles of Incorporation of the Company for the purpose of protecting the corporate value of the Company and ultimately the common interests of its shareholders. However, due to the scheme of the said countermeasure, the Company does not assume that the said countermeasure will result in a situation where shareholders (excluding the Large-scale Purchaser who does not comply with the Large-scale Purchase Rules and the Large-scale Purchaser who conducts the Large-scale Purchase that is deemed to damage the interests of the Company's shareholders as a whole by causing irreparable damage to the Company) incur an extraordinary loss in terms of legal rights or economic aspects. In

the event that the Board of Directors of the Company decides to take a specific countermeasure, it will make timely and appropriate disclosure in accordance with laws and regulations and the rules of the financial instruments exchanges on which the Company's shares are listed.

When an allotment of stock subscription rights without consideration is, for example, conducted as one of the countermeasures, the shareholders will receive the allotment of stock acquisition rights without the need to make an application for subscription and will receive the Company's shares as consideration for the acquisition of the stock acquisition rights by the Company without paying cash corresponding to the exercise price of the stock acquisition rights, as the Company takes the procedures for the acquisition of the stock acquisition rights. Therefore, no procedures for the application and payment, etc. will be necessary for shareholders. In this case, however, the Company may ask those shareholders who will receive the allotment of stock acquisition rights to separately submit a document pledging that they are not the Large-scale Purchaser, etc. in a form predetermined by the Company.

Even after the allotment date of the stock acquisition rights or the effective date of the stock acquisition rights, the Company may cancel the allotment of stock acquisition rights by the day before the commencement date of the exercise period of the stock acquisition rights or acquire the stock acquisition rights without consideration without delivering the Company's shares to the stock acquisition rights due, for example, to circumstances such as the withdrawal of the Large-scale Purchase by the Large-scale Purchaser. In these cases, shareholders or inventors who sold shares or entered into other transactions on the assumption that the value per share will be diluted may suffer commensurate losses due to fluctuations in the share price.

#### **7. Commencement, effective period, abolishment, and amendment or modification of the Plan**

The Plan shall go into effect on the date of approval by the shareholders at the General Meeting of Shareholders. It will expire at the conclusion of the 86th Annual General Meeting of Shareholders of the Company to be held no later than June 30, 2025. Even if it is approved at the General Meeting of Shareholders and goes into effect, the Plan can be abolished (i) through a resolution to abolish the Plan to be made at a general meeting of shareholders of the Company, or (ii) through a resolution to abolish the Plan by the Board of Directors of the Company.

In addition, even before the Plan expires, the Board of Directors of the Company will review it as necessary from the perspective of enhancing the corporate value and ultimately the common interests of shareholders, and may change the Plan with the approval of a general meeting of shareholders. If the Board of Directors decides to continue, change, or abolish the Plan, it will promptly disclose the details of the decision.

Note that even before the Plan expires, the Board of Directors of the Company may amend or modify the Plan with the approval of the Independent Committee as needed if such amendment does not cause any disadvantages to shareholders. The Plan may be amended or modified, for example, if laws, regulations, or the rules of the financial instruments exchanges relevant to the Plan are established, revised, or abolished and if it is appropriate to change the Plan to reflect such establishment, revision, or abolition, or if it is appropriate to correct typographical errors or omissions.

#### **IV. Reasonableness of the Plan (Regarding the Plan being in line with the Basic Policy Concerning Control of the Company, consistent with the corporate value of the Company and ultimately the common interests of shareholders, and not being intended to maintain the status of the Company's officers)**

##### **1. Fulfillment of the requirements of the Guidelines Regarding Takeover Defense**

The Plan fulfills the three principles (of protecting and enhancing corporate value and shareholders' common interests, prior disclosure and shareholders' will, and ensuring the necessity and reasonableness of defensive measures) stipulated in the "Guidelines Regarding Takeover Defense for the Purposes of Protection and Enhancement of Corporate Value and Shareholders' Common Interests" published on May 27, 2005 by the Ministry of Economy, Trade and Industry and the Ministry of Justice.

The Plan also reflects the contents of "Takeover Defense Measures in Light of Recent Environmental

Changes” published on June 30, 2008 by Corporate Value Study Group of the Ministry of Economy, Trade and Industry and “Principle 1.5 Anti-Takeover Measures” of the “Corporate Governance Code (as amended on June 11, 2021)” issued on June 1, 2015 by the Tokyo Stock Exchange.

## **2. Continuation of the Plan for the purpose of protecting and enhancing the common interests of shareholders**

As described in III. 1. “Purpose of continuing the Plan” above, the Plan is continued for the purpose of protecting and enhancing the corporate value of the Company and ultimately the common interests of its shareholders by enabling the shareholders to decide whether or not to accept the Large-scale Purchase of the Company’s shares, by ensuring necessary information and time for the Board of Directors to present an alternative proposal, or by enabling the Board of Directors to negotiate with a takeover bidder, etc. on behalf of the shareholders.

## **3. Reflection of the shareholders’ will**

The Plan shall go into effect through the approval of the General Meeting of Shareholders by confirming the opinions of the shareholders on the Plan at the General Meeting of Shareholders. The Plan is thus designed to reflect the shareholders’ opinions on the continuation of the Plan.

In addition, even before the Plan expires, it may be abolished through a resolution of abolishing the Plan at a general meeting of shareholders. In this way, the Plan is designed to reflect the opinions of shareholders.

## **4. Emphasis on judgment by highly independent outsiders and information disclosure**

As described in III. 5. “Policy on responses when the Large-scale Purchase is conducted” above, the triggering of countermeasures under the Plan is subject to consultation with the Independent Committee, which consists of members who are independent of the management team that executes the Company’s business operations, and the recommendations of the Committee are to be respected to the maximum extent possible. In addition, the outline of the Committee’s decision will be disclosed to the shareholders as appropriate, and the Company has secured procedures to ensure the transparent operation of the Plan in a manner that serves the protection and enhancement of corporate value of the Company and ultimately the common interests of its shareholders.

## **5. No dead-hand or slow-hand takeover defense**

The Plan may be abolished through a resolution by the Board of Directors consisting of directors elected at a general meeting of shareholders. The Plan is therefore not a dead-hand takeover defense (a takeover defense that can’t be blocked even if the majority of members of the Board of Directors are replaced).

In addition, the Company does not adopt staggered terms. The Plan is therefore not a slow-hand takeover defense (a takeover defense that takes a considerable amount of time to block because all Board of Directors’ members can’t be replaced at the same time).

End of Document

(Appendix 1)

**Status of Shareholders of the Company (as of March 31, 2022)**

1. Total number of shares authorized: 44,000,000 shares
2. Total number of shares issued: 19,522,552 shares (including 47,161 shares of treasury stock)
3. Major shareholders (Top 10)

Name of shareholders	Status of capital contribution to the Company	
	Number of shares held (Thousands of shares)	Shareholding ratio (%)
Mitsui & Co., Ltd.	3,109	15.96
The Master Trust Bank of Japan, Ltd. (trust account)	1,766	9.07
Custody Bank of Japan, Ltd. (trust account)	734	3.76
Sumitomo Mitsui Banking Corporation	649	3.33
The Norinchukin Bank	608	3.12
MUFG Bank, Ltd.	559	2.87
Starzen Employee Shareholding Association	477	2.45
Uzurahashi Kosan Co., Ltd.	469	2.41
Mizuho Bank, Ltd.	320	1.64
Yokohama Reito Co., Ltd.	306	1.57

- (Notes) 1. Shareholding ratio is calculated after subtracting treasury shares from the number of shares issued and outstanding.  
2. The number of shares held is rounded off to the nearest one thousand.  
3. Following the resolution of the Board of Directors meeting held on March 3, 2021, the Company split its common stock two for one on April 1, 2021. Due to the stock split, Article 5 of the Company's Articles of Incorporation was amended on the same date pursuant to Article 184, Paragraph 2 of the Companies Act. The total number of authorized shares increased by 22,000,000 shares to 44,000,000 shares.

End of Appendix 1

### **Summary of Independent Committee Rules**

- The Independent Committee shall be established by a resolution of the Board of Directors of the Company.
- The Independent Committee shall have at least three (3) members, and in order to enable fair and neutral judgments, the members shall be appointed by the Board of Directors of the Company from among external directors, external Audit & Supervisory Board Members or outside experts who are independent of the management team that executes the Company's business. Outside experts shall be appointed from among corporate executives with a wealth of management experience, persons familiar with investment banking, lawyers, certified public accountants, academic experts whose main research interests include the Companies Act, or persons with similar qualifications.
- The Independent Committee shall, in principle, make recommendations to the Board of Directors of the Company on matters on which it has been consulted by the Board of Directors of the Company with the reasons and grounds for the recommendations. The members of the Independent Committee shall make such recommendations from the perspective of whether such matters contribute to the corporate value of the Company and ultimately the common interests of shareholders.
- The Independent Committee may, at the expense of the Company, obtain advice from independent third party experts (financial advisors, certified public accountants, lawyers, consultants and other experts), etc.
- A resolution of the Independent Committee shall be adopted by a majority of the members.

End of Appendix 2

(Appendix 3)

### Career Summary of Members of the Independent Committee

The following three individuals are expected to become members of the Independent Committee after the continuation of the Plan.

Name (Date of birth)	Career summary	
Wataru Ohara (August 17, 1952)	April 1975	Joined The Mitsui Bank Limited (currently Sumitomo Mitsui Banking Corporation)
	April 2007	Managing Executive Officer, Sumitomo Mitsui Banking Corporation Managing Executive Officer, Sumitomo Mitsui Financial Group, Inc.
	June 2010	Representative Director, Deputy President, Sumitomo Mitsui Financial Group, Inc.
	June 2011	Advisor, Sumitomo Mitsui Banking Corporation
	June 2012	Director, Teisoh Co., Ltd. (currently Teikoku-Soko Co., Ltd.)
	April 2013	President, Representative Director, Teisoh Co., Ltd.
	June 2017	Director (External), the Company (current position)
	June 2020	Representative Director, Chairman, Teikoku-Soko Co., Ltd.
	June 2021	Director, Chairman, Teikoku-Soko Co., Ltd. (current position)
Mr. Wataru Ohara is a director of Teikoku-Soko Co., Ltd. There are business transactions related to document storage and disposal, etc. between Teikoku-Soko Co., Ltd. and the Company.		

Director, Chairman,

Name (Date of birth)	Career summary	
Shingo Ogoshi (May16, 1982)	April 2005	Joined ChuoAoyama PwC
	July 2007	ShinNihon LLC (currently Ernst & Young ShinNihon LLC)
	November 2015	Ogoshi Nobuyoshi Accounting & Tax Corporation (currently Ogoshi Accounting & Tax Corporation)
	November 2015	Senior Partner, Ogoshi Accounting & Tax Corporation (current position)
	June 2016	Audit & Supervisory Board Member (External), the Company (current position)
Mr. Shingo Ogoshi has no special interest in the Company.		

Name (Date of birth)	Career summary	
Toshiaki Tada (July 28, 1968)	April 1996	Registered as attorney
	December 1996	Joined HIBIYA SOGO LAW OFFICES
	July 2001	New York office, Weil, Gotshal & Manges LLP
	September 2002	HIBIYA SOGO LAW OFFICES (current position)
Mr. Toshiaki Tada has no special interest in the Company.		

End of Appendix 3



## **Outline of the Allotment of Stock Acquisition Rights without Consideration**

### **1. Shareholders eligible for allotment of stock acquisition rights without consideration and method of the allotment**

Stock acquisition rights shall be allotted to those shareholders who are recorded on the final shareholder registry on the date of allotment determined by the Board of Directors of the Company without any new payment obligation at a proportion of one stock acquisition right to one common share of the Company owned by the shareholder (excluding common shares owned by the Company).

### **2. Type and number of shares to be issued upon exercise of stock acquisition rights**

The type of shares to be issued upon the exercise of stock acquisition rights shall be common shares of the Company, and the number of common shares to be so issued shall be one (1) share for each stock acquisition right. However, if the Company conducts a stock split or a stock consolidation, the necessary adjustments shall be made.

### **3. Total number of stock acquisition rights to be allotted to shareholders**

The total number of stock acquisition rights to be allotted to shareholders shall not exceed the total number of shares of the Company authorized less the total number of common shares of the Company issued (excluding the common shares held by the Company) at the date of allotment determined by the Board of Directors of the Company. The Board of Directors of the Company may make more than one allotment of stock subscription rights.

### **4. Asset to be invested upon the exercise of each stock subscription right and its value**

The asset to be contributed upon the exercise of each stock subscription right shall be cash, and its value shall be determined by the Board of Directors of the Company as one yen or more. If the Board of Directors of the Company determines to acquire stock acquisition rights, the Company may deliver new shares to the shareholders as consideration for the acquisition of the stock acquisition rights by the Company without requiring the shareholders to pay the amount equivalent to the exercise price.

### **5. Restriction of transfer of stock acquisition rights**

Any acquisition of stock acquisition rights through the transfer of stock acquisition rights requires the approval by the Board of Directors of the Company.

### **6. Conditions for the exercise of stock acquisition rights**

The shareholders who belong to a specific shareholder group holding 20% or more of the total voting rights (except for those who have been approved by the Board of Directors of the Company in advance) shall not be able to exercise the stock acquisition rights.

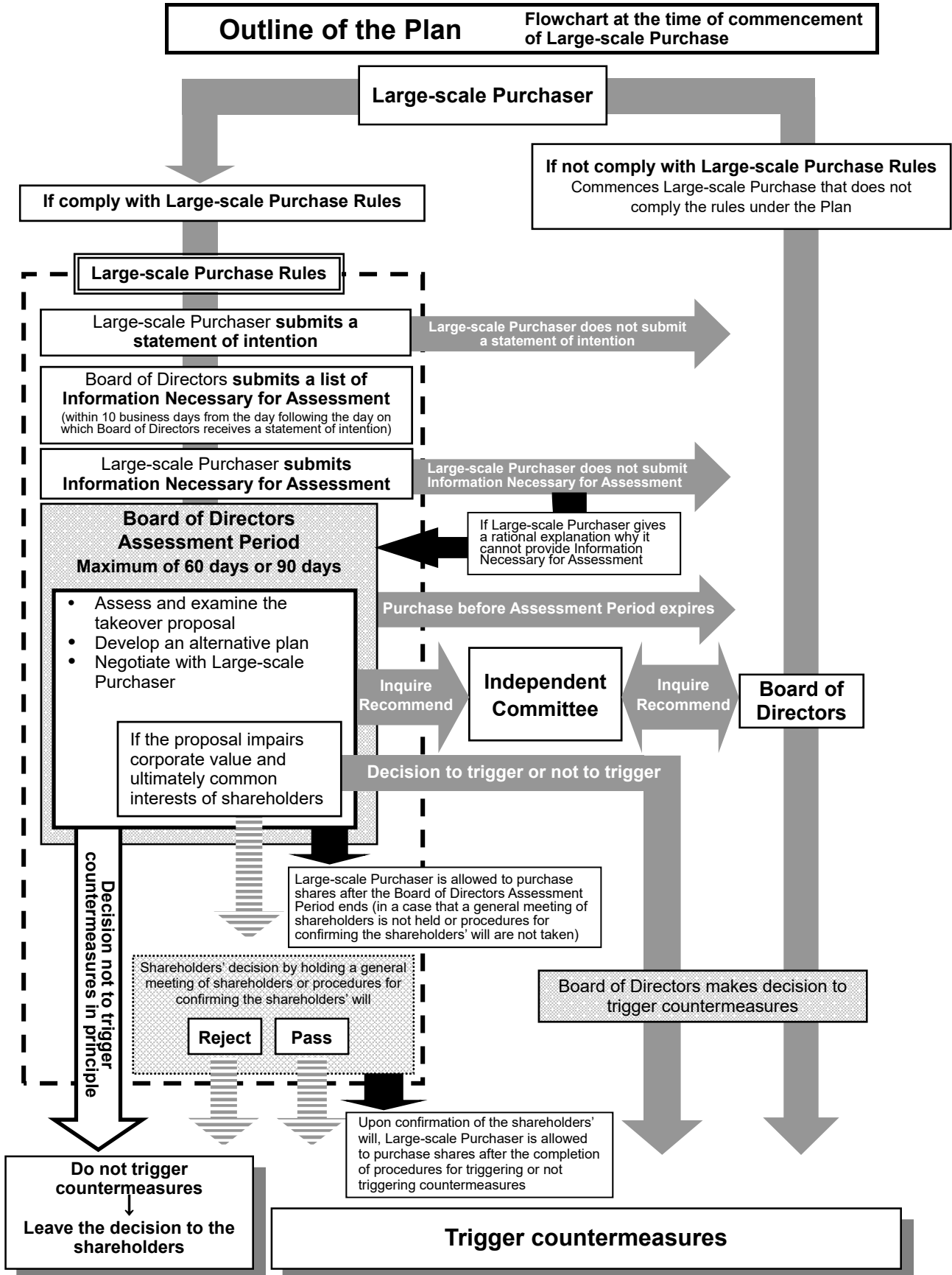
### **7. Period of exercising stock acquisition rights, etc.**

The date on which the allotment of stock acquisition rights takes effect, the period for exercising stock acquisition rights, the provisions on the acquisition of stock acquisition rights and other necessary matters shall be separately provided for by the Board of Directors. As for the provisions on the acquisition, a provision may be set forth that the Company may acquire the stock acquisition rights owned by persons other than those who are not allowed to exercise the stock acquisition rights due to the exercise conditions as specified in Item 6 above, and may deliver such number of common shares of the Company as separately provided for by the Board of Directors for every one stock acquisition right. In addition, a provision may also be set forth that the Company

may acquire stock acquisition rights without consideration without delivering the Company's shares to stock acquisition rights.

End of Appendix 4

(Reference)



(Note) This flowchart illustrates the typical procedural flows to help understand the Plan and does not necessarily show all the procedures. For details, please refer to the main text.