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Securities Code: 6920

September 6, 2022

To Our Shareholders:

Osamu Okabayashi
President & Representative Director
Lasertec Corporation
2-10-1 Shin-yokohama, Kohoku-ku,
Yokohama, Kanagawa

Notice of the 60th Ordinary General Meeting of Shareholders

The 60th Ordinary General Meeting of Shareholders of Lasertec Corporation (the "Company") will be held as indicated below.

In order to prevent the spread of the novel coronavirus (COVID-19), we ask you to refrain from attending the meeting in person. Please exercise your voting rights in writing or via the Internet.

After reviewing the following Reference Documents for the General Meeting of Shareholders, please exercise your voting rights either by indicating your approval or disapproval in the enclosed voting form and returning it or by entering your approval or disapproval using the voting website designated by the Company (<https://evote.tr.mufg.jp/>) so that the Company receives your vote by 5:30 p.m. on Tuesday, September 27, 2022.

- 1. Date and Time** Wednesday, September 28, 2022, at 3:00 p.m. (Reception desk opens at 2:00 p.m.)
- 2. Venue** Shin Yokohama Prince Hotel, 3rd floor, Nocturne room
3-4 Shin-yokohama, Kohoku-ku, Yokohama, Kanagawa, Japan

3. Purpose of the Meeting

Matters to be reported

1. The Business Report and the Consolidated Financial Statements for the 60th fiscal year (from July 1, 2021, to June 30, 2022), and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit & Supervisory Board
2. The Non-consolidated Financial Statements for the 60th fiscal year (from July 1, 2021, to June 30, 2022)

Matters to be resolved

- Proposal No. 1** Appropriation of Surplus
- Proposal No. 2** Partial Amendment of Articles of Incorporation
- Proposal No. 3** Election of Six (6) Directors
- Proposal No. 4** Election of One (1) Substitute Audit & Supervisory Board Member
- Proposal No. 5** Payment of Bonuses to Directors

Reference Documents for the General Meeting of Shareholders

Proposal No. 1 Appropriation of Surplus

The Company proposes the appropriation of surplus as follows.

Year-end dividends

The Company's basic policy concerning dividends is to flexibly pay dividends based on performance, with a dividend payout ratio of 35% being the guideline on a consolidated basis.

Following this basic policy, the Company proposes to pay year-end dividends for the fiscal year under review as follows:

(1) Type of dividend property

Cash

(2) Allotment of dividend property and total amount thereof

¥65 per common share of the Company

Total amount: ¥5,861,745,760

(3) The effective date of dividends of surplus

September 29, 2022

Proposal No. 2 Partial Amendment of Articles of Incorporation

1. Reason for Proposal

- (1) Changes to the Company's regulations in relation to the introduction of the office of executive officers (Articles 14, 22, and 24 of the proposed amendment)

The Company proposes these changes be made to amend the relevant provisions because, with the introduction of the office of executive officers, the Company will no longer have executive directors and will instead assign the execution of duties to executive officers.

- (2) Introduction of the system of providing documents electronically (Article 15 of the proposed amendment)

The Company proposes amending the articles of incorporation to reflect the introduction of the system of providing shareholders' meeting documents electronically because the revised regulation based on the proviso in Article 1 of the ordinance concerning the Act Partially Amending the Companies Act (Act No. 70 of 2019) took effect on September 1, 2022.

- ① A new provision, Article 15 Section 1 of the proposed amendment, will be added because it has become mandatory for the articles of incorporation to stipulate that the Company provides the content of supplementary materials for its shareholders' meetings electronically.
 - ② A new provision, Article 15 Section 2 of the proposed amendment, will be added to allow the Company to limit the information provided in hardcopy pursuant to the ordinance of the Ministry of Justice when shareholders request a hardcopy of the content of supplementary materials for shareholders' meetings which we have designated as the information provided electronically.
 - ③ Once the system of providing documents electronically is introduced, Article 15 (Disclosure of supplementary materials for the General Meeting of Shareholders on the Internet deemed as submittal to shareholders) of the current articles of incorporation will become unnecessary. Therefore, the Article will be deleted.
- (3) Extension of the term of the office of a substitute member of the Audit and Supervisory Board (Article 36 Section 3 of the proposed amendment)

The Company proposes extending the term of the office of a substitute member of the Audit and Supervisory Board and making it in line with the term of the members of the Audit and Supervisory Board to reduce the administrative burden of election, which is currently subject to approval at the shareholders' meeting every fiscal year.

- (4) Article numbers will be changed to reflect the additions and deletions described in (1) through (3) above. Supplementary provision will be updated entirely as well.

2. Amendment

The proposed amendments are as follows.

Current	Proposed amendment
<p>(Convenor and chairperson)</p> <p>Art. 14 <u>President Director</u> shall convene the General Meeting of Shareholders based on the resolution of the Board of Directors and shall serve as its chairperson.</p> <p>2. In the event an accident occurs to <u>President Director</u>, another Director shall act in his/her place based on the succession order provided for by the Board of Directors.</p>	<p>(Convenor and chairperson)</p> <p>Art. 14 <u>Representative Director</u> shall convene the General Meeting of Shareholders based on the resolution of the Board of Directors and shall serve as its chairperson.</p> <p>2. In the event an accident occurs to <u>Representative Director</u>, another Director shall act in his/her place based on the succession order provided for by the Board of Directors.</p>
<p>(Disclosure of supplementary materials for the General Meeting of Shareholders on the Internet deemed as submittal to shareholders)</p> <p>Art. 15 <u>The Company may disclose the content of supplementary materials, business reports, and non-consolidated and consolidated financial statements on the Internet as provided for by the ordinance of the Ministry of Justice and deem it as submittal to shareholders.</u></p>	<p>(Deleted)</p>

Current	Proposed amendment
<p>(New provision)</p>	<p><u>(Providing documents electronically)</u></p> <p><u>Art. 15</u> The Company shall provide the content of supplementary materials and others electronically upon convocation of the General Meeting of Shareholders.</p> <p>2. The Company may exclude all or part of the information it has designated as the information provided electronically pursuant to the ordinance of the Ministry of Justice from the information written on the documents submitted to shareholders who request a hardcopy of information by the record date of voting shares.</p>
<p><u>(Executive Directors)</u></p> <p><u>Art. 22</u> The Board of Directors may pass a resolution to elect a President Director and, if necessary, one or several each of Chairman Director, Vice President Director, Senior Managing Director, and/or Managing Director.</p>	<p>(Deleted)</p>
<p><u>(Representative Director)</u></p> <p><u>Art. 23</u> President Director shall serve as the representative of the Company.</p> <p>2. The Board of Directors may pass a resolution, if necessary, to designate one of the Directors as a representative of the Company in addition to the representative in the preceding section.</p>	<p><u>(Representative Director)</u></p> <p><u>Art. 22</u> The Board of Directors shall pass a resolution to elect a Representative Director among the Directors.</p> <p>(Deleted)</p>

Current	Proposed amendment
<p><u>(Execution of duties)</u></p> <p>Art. 24 <u>President Director shall oversee the Company's execution of duties. Chairman Director, Vice President Director, Senior Managing Director, Managing Director, and the other Directors shall assist President Director and execute their assigned duties.</u></p> <p>2. <u>In the event an accident occurs to President Director, another Director shall act in his/her place based on the succession order provided for by the Board of Directors.</u></p>	<p>(Deleted)</p>
<p><u>(Advisors)</u></p> <p>Art. 25 (Omitted)</p> <p>2. Advisors shall give advice on the Company's duties when consulted by <u>President Director.</u></p>	<p><u>(Advisors)</u></p> <p>Art. 23 (Unchanged)</p> <p>2. Advisors shall give advice on the Company's duties when consulted by <u>Representative Director.</u></p>
<p><u>(Convenor and chairperson)</u></p> <p>Art. 26 <u>President Director shall convene and serve as the chairperson of the Board of Directors, unless otherwise set forth by laws and regulations.</u></p> <p>2. In the event an accident occurs to <u>President Director</u>, another Director shall act in his/her place based on the succession order provided for by the Board of Directors.</p>	<p><u>(Convenor and chairperson)</u></p> <p>Art. 24 <u>Representative Director shall convene and serve as the chairperson of the Board of Directors, unless otherwise set forth by laws and regulations.</u></p> <p>2. In the event an accident occurs to <u>Representative Director</u>, another Director shall act in his/her place based on the succession order provided for by the Board of Directors.</p>

Current	Proposed amendment
Art. <u>27</u> – Art. <u>37</u> (Omitted)	Art. <u>25</u> – Art. <u>35</u> (Unchanged)
(New Provision)	<p data-bbox="850 324 1249 385"><u>(Substitute Member of the Audit and Supervisory Board)</u></p> <p data-bbox="850 403 1374 768">Art. 36 Pursuant to Article 329, Section 3 of the Companies Act of Japan, the Company may, with a resolution at the General Meeting of Shareholders, elect a Substitute Member of the Audit and Supervisory Board who will fill a vacancy in the Audit and Supervisory Board to avoid a situation where the Board has fewer members than the minimum required by laws and regulations or by the Company's articles of incorporation.</p> <p data-bbox="922 784 1358 931">2. The provision of Article 33, Section 2 shall apply mutatis mutandis to the resolution of the election of a Substitute Member of the Audit and Supervisory Board.</p> <p data-bbox="922 947 1353 1400">3. The resolution of the election of a Substitute Member of the Audit and Supervisory Board shall be effective until the opening of the Ordinary General Meeting of Shareholders held in the fiscal year that ends within 4 years from the resolution, unless a shorter effective period is set by the resolution. However, the Board of Directors may pass a resolution to cancel the election of a Substitute Member, with consent from the Audit and Supervisory Board, prior to the Substitute Member's assumption of office.</p> <p data-bbox="922 1415 1362 1776">4. Once a Substitute Member becomes a Member of the Audit and Supervisory Board, his/her term shall expire upon the expiry of the term of the Member he/she has replaced, provided, however, that the term shall not exceed the closing of the Ordinary General Meeting of Shareholders held in the fiscal year that ends within 4 years from the resolution of his/her election described in the preceding section.</p>

Current	Proposed amendment
(New provision)	<p data-bbox="836 282 1126 309">(Supplementary provision)</p> <p data-bbox="884 327 1347 658"> <u>26. These articles of incorporation shall be made effective as amended as of September 28, 2022. The provision of Article 15 existing prior to this amendment, shall remain effective, notwithstanding its deletion after amendment, for the General Meeting of Shareholders held within 6 months from September 1, 2022.</u> </p> <p data-bbox="960 667 1327 904"> <u>The supplementary provision herein shall be deleted either with the elapse of 6 months from September 1, 2022, or with the elapse of 3 months from the date of the General Meeting of Shareholders in the preceding sentence, whichever comes later.</u> </p> <p data-bbox="890 922 1315 1070"> <u>27. Except for the preceding section, this supplementary provision for the articles of incorporation, including this section, shall be deleted.</u> </p>

Proposal No. 3 Election of Six (6) Directors

The terms of office of all nine Directors will expire at the conclusion of this meeting. Because the number of directors serving at the Company will be reduced following the introduction of the Office of Executive Officers, the Company proposes to elect six members of the Board of Directors, including three outside directors.

The candidates for Director are as follows:

#	Name	Current Position in the Company	
1	Haruhiko Kusunose	Chairman of the Board of Directors	Reappointment
2	Osamu Okabayashi	President & Representative Director	Reappointment
3	Koichi Moriizumi	Senior Managing Director	Reappointment
4	Koji Mihara	Outside Director	Reappointment Outside Independent
5	Kunio Kamide	Outside Director	Reappointment Outside Independent
6	Yoshiko Iwata		New Outside Independent

Reappointment Candidate for Reappointed Director

New Candidate for New Director

Outside Candidate for Outside Director

Independent To be appointed as Independent Officer as provided for by the Stock Exchange

Candidate No.	Name (Date of Birth)	Career Summary, and Positions and Responsibilities in the Company (Significant Concurrent Positions outside the Company)	Number of the Company's Shares Owned
1	Haruhiko Kusunose (October 26, 1958)	Apr. 1995 Joined the Company	80,558
		Jan. 1998 General Manager, Technology Department II, the Company	
		Mar. 2001 General Manager, Engineering Department II, the Company	
		Sept. 2001 Director, the Company	
		Sept. 2003 Managing Director, the Company	
		Sept. 2003 General Manager, R&D Department, the Company	
		July 2005 General Manager, Technical Activities Promotion Office, the Company	
		July 2006 General Manager, Operation Division I and General Manager, Semiconductor Group I, the Company	
		Sept. 2007 Director and Managing Executive Officer, the Company	
		July 2009 Chief Technology Officer, the Company (current position)	
		Sept. 2009 Executive Vice President & Representative Director, the Company	
		July 2014 General Manager, Marketing Department, the Company	
		Dec. 2014 General Manager, Advanced Technology Development Office, the Company	
		Aug. 2021 Chairman of the Board of Directors (current position)	
		(Areas of Responsibility) Technology Division, General Affairs Department, Advanced Development Office, Production Administration Department, Information Security	
		(Significant Concurrent Positions outside the Company) Director, Lasertec U.S.A., Inc. Director, Lasertec Korea Corporation Director, Lasertec Taiwan, Inc. Director, Lasertec China Co., Ltd. Director, Lasertec Singapore Service Pte. Ltd.	
(Reason for Nomination) Since joining the Company, Haruhiko Kusunose has engaged in technology development and managed departments before assuming the office of Director in September 2001. Since becoming a Director, he has broadened his knowledge of management, assumed the office of Executive Vice President & Representative Director in September 2009, and became Chairman of the Board of Directors in August 2021. He is engaged in the effort to strengthen the Company's technology development and production infrastructure. He is nominated for Director again because his abundant experience and knowledge are instrumental in the further sustainable growth of the Company and its subsidiaries (collectively the "Group").			

Candidate No.	Name (Date of Birth)	Career Summary, and Positions and Responsibilities in the Company (Significant Concurrent Positions outside the Company)	Number of the Company's Shares Owned
2	Osamu Okabayashi (May 16, 1958)	July 2001 Joined the Company	80,558
		Jan. 2002 General Manager, Sales Department, the Company	
		Sept. 2003 Director, the Company	
		Mar. 2005 President, Lasertec U.S.A., Inc.	
		Sept. 2005 Managing Director, the Company	
		Sept. 2005 President, Lasertec Korea Corporation	
		July 2006 Chief Sales Officer, the Company	
		Sept. 2007 Representative Director and Managing Executive Officer, the Company	
		Jan. 2008 Executive Vice President & Representative Director, the Company	
		July 2009 President & Representative Director, the Company (current position)	
(Areas of Responsibility)	Corporate Planning Department, the Company's Subsidiaries	80,558	
(Significant Concurrent Positions outside the Company)	Director, Lasertec U.S.A., Inc. Director, Lasertec Korea Corporation Director, Lasertec Taiwan, Inc. Director, Lasertec China Co., Ltd. Director, Lasertec Singapore Service Pte. Ltd.		
(Reason for Nomination)	Since joining the Company, Osamu Okabayashi has engaged in sales promotion and managed a department before assuming the office of Director in September 2003. Since becoming a Director, he has broadened his knowledge of management, assumed the office of President & Representative Director in 2009, and executed management reform with strong leadership. He is nominated for Director again because his abundant experience and knowledge are instrumental in the further sustainable growth of the Group.		

Candidate No.	Name (Date of Birth)	Career Summary, and Positions and Responsibilities in the Company (Significant Concurrent Positions outside the Company)	Number of the Company's Shares Owned
3	Koichi Moriizumi (February 13, 1960)	May 2004 Joined the Company	9,958
		July 2006 General Manager, FPD Department 2, Operation Division III, the Company	
		Sept. 2007 Senior Engineer, Department 2, Operation Division II, the Company	
		Feb. 2009 General Manager, Semiconductor Group II, Operation Division I, the Company	
		July 2009 General Manager, Technology Department 2, the Company	
		July 2012 General Manager, Sales Department 3, the Company	
		Sept. 2012 Director, the Company	
		July 2013 General Manager, Solution Sales Department 3, the Company	
		July 2016 Chief Sales Officer, the Company (current position)	
		July 2019 General Manager, Solution Sales Department 2, the Company	
		Jan. 2020 Chairman, Lasertec Taiwan, Inc. (current position) Chairman, Lasertec China Co., Ltd. (current position)	
		July 2020 Managing Director, the Company	
		Aug. 2021 Senior Managing Director, the Company (current position)	
		(Areas of Responsibility) Sales Division, Technology Department 2, Technology Department 4	
(Significant Concurrent Positions outside the Company) Director, Lasertec Korea Corporation Chairman, Lasertec Taiwan, Inc. Chairman, Lasertec China Co., Ltd.			
(Reason for Nomination) Since joining the Company, Koichi Moriizumi has engaged in technology development and managed technology and sales departments before assuming the office of Director in September 2012. Since becoming a Director, he has broadened his knowledge of management and engaged in the effort to strengthen the Company's technology development and sales force. He is nominated for Director again because his experience and knowledge of the semiconductor-related equipment business and FPD-related equipment business is instrumental in the further sustainable growth of the Group.			

Candidate No.	Name (Date of Birth)	Career Summary, and Positions and Responsibilities in the Company (Significant Concurrent Positions outside the Company)	Number of the Company's Shares Owned
4	Koji Mihara (December 4, 1958) Candidate for Outside Director	Apr. 1985 Joined Sony Corporation	0
		June 2005 Representative Director, MYNUAGES Co., Ltd. (current position)	
		Apr. 2012 Associate Professor, Faculty of Informatics, Shizuoka Institute of Science and Technology Visiting Professor, the Nagoya University of Commerce and Business Graduate School	
		Apr. 2017 Professor, Department of Management Information Science, Faculty of Social Systems Science, Chiba Institute of Technology	
		Apr. 2020 Professor, School of Creative Science and Engineering, Waseda University (current position)	
		Sept. 2020 Outside Director, the Company (current position)	
		(Reason for Nomination and Outline of Expected Role) Koji Mihara has years of experience in planning management, factory operation, and other fields at business enterprises. Mr. Mihara is currently engaged in education in the field of management system engineering. He is nominated for Outside Director again because the Company expects his experience and wide-ranging knowledge to be reflected in its management. His expected role is to give beneficial opinions based on his professional knowledge in academia and experience in business enterprises to enhance the management oversight function of the Board and to vitalize the Board.	

Candidate No.	Name (Date of Birth)	Career Summary, and Positions and Responsibilities in the Company (Significant Concurrent Positions outside the Company)	Number of the Company's Shares Owned
5	Kunio Kamide (June 28, 1949) Candidate for Outside Director	Apr. 1973 Joined JEOL Ltd.	0
		Dec. 1998 Department Manager, Semiconductor & Electronics Sales Division, Semiconductor Operation, JEOL Ltd.	
		Apr. 2001 Division Manager, Semiconductor & Electronics Sales Division, Semiconductor Operation, JEOL Ltd.	
		June 2006 Corporate Officer, JEOL Ltd.	
		June 2011 Advisor (semiconductor-related), JEOL Ltd. Chairman, JEOL Taiwan Semiconductors Ltd. Chairman, JEOL Shanghai Semiconductors Ltd.	
		June 2019 Advisor (semiconductor-related), JEOL Ltd. Advisor, JEOL Taiwan Semiconductors Ltd. (current position)	
		Sept. 2021 Outside Director, the Company (current position)	
		(Reason for Nomination and Outline of Expected Role) Kunio Kamide has years of experience in the semiconductor business at business enterprises. He is highly knowledgeable and well versed in the industry and has experience in managing overseas business entities in Taiwan and China. He is nominated for Outside Director again because the Company expects his expert knowledge and abundant experience to be reflected in its management. His expected role is to give beneficial advice and proposals based on his abundant knowledge and experience accumulated in the semiconductor business to enhance the management oversight function of the Board and to strengthen the Company's business operation.	

Candidate No.	Name (Date of Birth)	Career Summary, and Positions and Responsibilities in the Company (Significant Concurrent Positions outside the Company)	Number of the Company's Shares Owned	
6	Yoshiko Iwata (July 15, 1956) Candidate for Outside Director	Apr. 1979	Joined Bank of America, Tokyo Branch	0
		June 1989	Joined Visa International	
		Jan. 1992	Joined Dewe Rogerson Japan	
		Nov. 1994	Joined Technimetrics (currently Thomson Financial), Tokyo Subsidiary	
		Feb. 2001	Joined J-Eurus IR Co., Ltd.	
		May 2001	Representative Director, J-Eurus IR Co., Ltd. (current position)	
		Nov. 2014	Outside Director, Yamato International Inc. (current position)	
		June 2021	Outside Director, SMC Corporation (current position)	
		June 2021	Outside Director, Fund Corporation for the Overseas Development of Japan's ICT and Postal Services Inc.	
		(Significant Concurrent Positions outside the Company)		
(Reason for Nomination and Outline of Expected Role)		Yoshiko Iwata has years of experience in corporate governance and IR consulting, abundant international experience, and management experience and knowledge. She is nominated for Outside Director because the Company expects her expert knowledge and abundant experience to be reflected in its management. She is expected to offer beneficial advice and insights from a neutral, objective perspective based on her experience in corporate governance and her knowledge accumulated through dialogues with investors in Japan and abroad to enhance the management oversight function of the Board and to improve management transparency.		

(Notes)

- The "Number of the Company's Shares Owned" is the number of the Company's shares owned as of June 30, 2022.
- No special interests exist between any of the candidates and the Company.
- Koji Mihara, Kunio Kamide, and Yoshiko Iwata are candidates for Outside Director.
Special notes concerning the candidates for Outside Director are as follows:
 - In the last three fiscal years, the Company has had no business with the current Sony Group, for which Koji Mihara once worked, nor with the Bank of America Tokyo Branch, Visa International, Dewe Rogerson Japan, or the current Thomson Financial, for which Yoshiko Iwata worked before. The Company has no business with MYNUAGES Co., Ltd., where Mr. Mihara serves as a representative director. The Company has business with JEOL Ltd., and Kunio Kamide serves as an advisor to one of its subsidiaries, but the percentage of sales to JEOL Ltd. over the total sales of the Company is no more than 0.03% in the fiscal year ended June 2021, and no more than 0.66% in the fiscal year ended June 2022. The Company has had no business in the past three fiscal years with J-Eurus IR Co., Ltd., for which Yoshiko Iwata serves as the representative director, nor with Yamato International Inc. or SMC Corporation, for which she currently serves as an outside director.
 - Koji Mihara and Kunio Kamide are currently Outside Directors of the Company. At the conclusion of this meeting, the tenure of Koji Mihara will have been two years, and that of Kunio Kamide will have been one year.
 - The Company has submitted notification to the Tokyo Stock Exchange that Koji Mihara and Kunio Kamide have been appointed as independent officers as provided for by the Exchange. If this proposal is approved and adopted and they are reelected, the Company intends for the said notification to remain in effect. If this proposal is approved and adopted and Yoshiko Iwata is elected, the Company intends to submit a notification to the Tokyo Stock Exchange that Yoshiko Iwata has been appointed as an independent officer as provided for by the Exchange.
 - Pursuant to the provisions of Article 427, paragraph 1 of the Companies Act and the provision of the Company's Articles of Incorporation, the Company has entered into agreements with Koji Mihara and Kunio Kamide to limit their liability for damages under Article 423, paragraph 1 of the same Act. If they have acted in good faith and without gross negligence in performing their duties, the maximum amount of liability for damages under these agreements is the minimum liability amount provided for by the laws and regulations. If this proposal is approved and adopted and they are reelected, the said agreements to limit their liability shall continue to remain in effect. If this proposal is approved and adopted and Yoshiko Iwata is elected, the Company intends to enter into the same agreement with her to limit her liability.
- The Company has entered into an executive liability insurance contract with an insurance company in accordance with the provision of Article 430-3, paragraph 1 of the Companies Act to cover losses incurred by the insured, including the

executives of the Company, if a liability claim is filed by a shareholder or third party against them for their action or inaction during the performance of duties as the Company's executives (damages under law and litigation expenses) and to cover losses incurred by them to prepare for a liability claim if there is a risk that such a claim will be filed against them (except for a liability claim arising from certain action that is contrary to public order and good morals). If the candidates assume the office of Director, they will become the insured under the insurance contract. The Company intends to renew the insurance contract with the same terms and conditions at the next renewal.

(Reference) The Company's skill matrix at the conclusion of this meeting, if Proposal No. 3 is approved

In light of our corporate strategies, we believe our directors and audit and supervisory board members should possess knowledge, experience, and skills in the areas of “corporate management”, “R&D and production”, “sales”, “global business”, “finance and accounting”, and “legal affairs and risk management”. The specific areas of knowledge, experience, and skills we expect from each of the directors and the audit and supervisory board members are summarized in the matrix below. Please note, however, that these are not necessarily all the areas in which they possess knowledge, experience, and skills.

		Corporate management	R&D and production	Sales	Global business	Finance and accounting	Legal affairs and risk management
Directors	Haruhiko Kusunose	●	●		●		
	Osamu Okabayashi	●		●	●	●	
	Koichi Moriizumi		●	●	●		
	Koji Mihara ¹	●	●		●		
	Kunio Kamide ¹			●	●		
	Yoshiko Iwata ¹	●			●	●	
Audit and Supervisory Board Members	Koichi Asami	●		●			●
	Miyuki Ishiguro ²						●
	Eiichi Izumo ³					●	●

1. Independent outside director

2. Outside member of the audit and supervisory board

3. Independent outside member of the audit and supervisory board

Proposal No. 4 Election of One (1) Substitute Audit & Supervisory Board Member

At the commencement of this meeting, the effect of the election of Substitute Audit & Supervisory Board Member Yuji Saito, who was elected at the 59th Ordinary General Meeting of Shareholders held on September 28, 2021, will expire. Therefore, the Company once again proposes to elect one Substitute Audit & Supervisory Board Member to be ready to fill a vacant position should the number of Audit & Supervisory Board Members fall below the number required by the laws and regulations.

The consent of the Audit & Supervisory Board has been obtained for this proposal.

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

Name (Date of Birth)	Career Summary (Significant Concurrent Positions outside the Company)	Number of the Company's Shares Owned
Ayumi Michi (January 16, 1966) Candidate for Substitute Audit & Supervisory Board Member	Apr. 1988 Joined Nippon Telegraph and Telephone Corporation	0
	Apr. 1995 Registered to the Tokyo Bar Association Attorney at Law, Matsuo & Kosugi	
	May 2001 Received Master of Laws (LLM) from New York University School of Law	
	Apr. 2005 Visiting Professor, Graduate School of Law, Ryukoku University Attorney at Law, Shibuya Public Law Office	
	Apr. 2009 Professor, Graduate School of Law, Waseda University (fixed term) Attorney at Law, LPC Waseda University Legal Clinic (current position)	
	Oct. 2015 Deputy Secretary-General, Japan Federation of Bar Associations	
	Apr. 2018 Vice President, Tokyo Bar Association	
	Apr. 2019 Secretary General, Japan Legal Support Center	
	Feb. 2022 Outside Director, Shinsei Bank, Limited (current position)	
	(Significant Concurrent Positions outside the Company) Outside Director, Shinsei Bank, Limited Attorney at Law, LPC Waseda University Legal Clinic	
(Reason for Nomination) Ayumi Michi has abundant professional knowledge and experience as an attorney at law and from holding several senior positions in the Bar Association and others, although her involvement in corporate management is limited to outside directorship. The Company expects that she will execute objective and impartial audits from a broad perspective based on such knowledge and experience and, therefore, nominates her as a candidate for Substitute Audit & Supervisory Board Member.		

(Notes)

- The "Number of the Company's Shares Owned" is the number of the Company's shares owned as of June 30, 2022.
- No special interests exist between the candidate and the Company.
- Ayumi Michi is a candidate for Substitute Audit & Supervisory Board Member.
Special notes concerning the candidate for Substitute Outside Audit & Supervisory Board Member are as follows:
 - In the last three fiscal years, the Company has had no business, including borrowings, with Shinsei Bank, Limited, for which Ms. Michi is currently serving as an outside director.
 - If Ms. Michi assumes the office of Outside Audit & Supervisory Board Member, the Company intends to appoint her as an independent officer as provided for by the Tokyo Stock Exchange and submit a notification of the appointment to the Exchange.
 - If Ms. Michi assumes the office of Outside Audit & Supervisory Board Member, the Company intends to enter into an agreement with her to limit the maximum amount of her liability for damages under Article 423, paragraph 1 of the Companies Act to the minimum liability amount provided for by the laws and regulations, pursuant to the provisions of Article 427, paragraph 1 of the same Act and the provision of the Company's Articles of Incorporation.
- The Company has entered into an executive liability insurance contract with an insurance company in accordance with the provision of Article 430-3, paragraph 1 of the Companies Act to cover losses incurred by the insured, including the executives of the Company, if a liability claim is filed by a shareholder or third party against them for their action or inaction during the performance of duties as the Company's executives (damages under law and litigation expenses) and to cover losses incurred by them to prepare for a liability claim if there is a risk that such a claim will be filed against them (except for a liability claim arising from certain action that is contrary to public order and good morals). If the

candidate assumes the office of Outside Audit and Supervisory Board Member, she will become the insured under the insurance contract. The Company intends to renew the insurance contract with the same terms and conditions at the next renewal.

Proposal No. 5 Payment of Bonuses to Directors

The Company proposes to pay bonuses in the total amount of ¥800,878,000 to the five Directors (excluding Outside Directors) in office as of the end of the fiscal year under review, taking into consideration the performance of the fiscal year and other factors.

This proposal was adopted by the Board of Directors based on the recommendation of the Nomination and Compensation Committee after a comprehensive review of the Company's performance, the performance of departments for which each Director is responsible, and other factors. The Company, therefore, finds it appropriate.