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Securities Code: 6266

March 8, 2023

To our shareholders:

Toshio Ikeda  
Director and President  
**TAZMO Co., Ltd.**  
5311, Haga, Kita-ku, Okayama-shi, Okayama

## Notice of the 51st Annual General Meeting of Shareholders

We are pleased to announce the 51st Annual General Meeting of Shareholders of TAZMO Co., Ltd. (the “Company”), which will be held as indicated below.

When convening this general meeting of shareholders, the Company takes measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (except for the voting form) in electronic format, and posts this information (matters for which measures for providing information in electronic format are to be taken) on each of the website below. Please access any of the Company’s websites to review the information.

Reference documents for the general meeting of shareholders/Website

<https://d.sokai.jp/6266/teiji/> (in Japanese only)

The Company’s website

<https://tazmo.co.jp> (in Japanese only)

(Please access the above website and from the menu, select “IR TOPICS,” “Stock and Shareholder Return” and “Shareholders’ Meeting” in this order to view the information.)

The Tokyo Stock Exchange website

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese only)

(Please access the above Tokyo Stock Exchange website, input “TAZMO Co., Ltd.” in “Issue name (company name)” or securities code “6266” in “Code” to search for the Company, and then, click “Basic company information,” “Documents for public inspection/PR information” in this order, and access “Documents for public inspection” to find the “Notice of General Shareholders Meeting/Informational Materials for a General Shareholders Meeting.”)

If you are unable to attend the meeting in person, you may exercise your voting rights by using one of the following methods. Please review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:30 p.m. on Monday, March 27, 2023 (JST).

[Voting via the Internet]

Please access to the Website for Exercising Voting Rights designated by the Company

(<https://evote.tr.mufg.jp/>) (in Japanese only) and enter your approval or disapproval for each proposal to exercise your voting rights no later than the deadline identified above.

[Voting in Writing (by postal mail)]

You are kindly requested to indicate your approval or disapproval on the enclosed voting form, and return the form to the Company by postal mail so that your vote is received no later than the deadline identified above.

- 1. Date and Time:** Tuesday, March 28, 2023, at 10:00 a.m. (JST)
- 2. Venue:** Large Conference Room, Techno Support Okayama  
5301, Haga, Kita-ku, Okayama-shi, Okayama

**3. Purpose of the Meeting:**

**Matters to be reported:**

1. Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements for the 51st fiscal year (from January 1, 2022 to December 31, 2022)
2. Audit reports of the Financial Auditor and the Audit and Supervisory Committee on Consolidated Financial Statements for the 51st fiscal year

**Matters to be resolved:**

- Proposal No. 1:** Dividends of Surplus
- Proposal No. 2:** Election of Five Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
- Proposal No. 3:** Revision of Amount of Compensation for Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
- Proposal No. 4:** Determination of Compensation for Granting Restricted Stock to Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

**4. Matters Resolved for Convocation**

- (1) For the voting form in the case of voting in writing (by postal mail), in the event that your approval or disapproval of each proposal is not indicated in writing, it will be considered as an indication of approval.
  - (2) When voting rights are exercised via the internet more than once, the last vote shall be deemed effective.
  - (3) When voting rights are exercised in duplicate, both via the internet and in writing (by postal mail), the vote via the internet shall be deemed effective.
- For those attending the meeting on the day, please submit the voting form at the reception desk.
- In case revisions are made to the matters concerning measures for providing information in electronic format, such information together with the details of before and after the revisions will be posted on each of the Company's aforementioned websites.

**Notice Concerning the Novel Coronavirus Disease (COVID-19)**

From the perspective of preventing the spread of COVID-19, you are encouraged to refrain from attending the meeting in person and exercise your voting rights via the Internet or in writing (by postal mail) in advance if possible.

Shareholders attending this general meeting of shareholders in person are requested to check the situation concerning the spread of infections on the date of the meeting and take note of their own health condition. Please take measures to protect yourself from infection, such as wearing a face mask, if you attend.

In addition, shareholders who attend this general meeting of shareholders in person will have their temperature checked at the venue and shareholders who have a high temperature or appear to be unwell may be denied entry.

We ask for the cooperation and understanding of all shareholders.

## Reference Documents for the General Meeting of Shareholders

### Proposal No. 1: Dividends of Surplus

The Company considers return of profits to shareholders as one of its important management issues.

On February 26, 2022, the Company celebrated its 50th anniversary. Therefore, in order to express our gratitude for the continued support of our shareholders, we intend to add a commemorative dividend of ¥2 to the common dividend of ¥19, making a year-end dividend of ¥21 per share.

#### Matters concerning year-end dividends

- (1) Type of dividend property  
To be paid in cash.
- (2) Allotment of dividend property and their aggregate amount  
¥21 per common share of the Company  
(Of which, common dividend of ¥19 yen and 50th anniversary commemorative dividend of ¥2)  
Total payment ¥311,041,878
- (3) Effective date of dividends of surplus  
March 29, 2023

**Proposal No. 2:** Election of Five Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all six Directors (excluding Directors who are Audit and Supervisory Committee Members; applicable to the rest of this proposal) will expire at the conclusion of this meeting.

In that regard, the Company proposes the election of five Directors, lowering the number of Directors by one to enable strategic, quicker and more flexible decision making in the Board of Directors.

In regard to this proposal, the Company's Audit and Supervisory Committee verified and examined the ideal approach to supervision and execution of duties by the Board of Directors, the nomination criteria of candidates for Director and other factors. As a result, the Committee concluded that all candidates are well-qualified for their positions in consideration of the business execution, performance, etc. by each candidate during the current fiscal year.

The candidates for Director are as follows:

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Toshio Ikeda (January 3, 1956)	Feb. 1986      Joined the Company Mar. 1999      Director, General Manager of Sales Department Sept. 2000     Director, General Manager of LCD Equipment Department Mar. 2001      Managing Director, General Manager of LCD Equipment Department Jan. 2003      Managing Director, General Manager of Electronic Equipment Business Division, and General Manager of LCD Equipment Department Mar. 2004      Managing Director, General Manager of Process Equipment Business Division, and General Manager of LCD Equipment Department June 2005      Managing Director, General Manager of Business Division Mar. 2007      Representative Director and Senior Managing Director, General Manager of Business Division Jan. 2011      President & CEO, General Manager of Business Division Mar. 2011      President & CEO (current position) (Significant concurrent positions outside the Company) Chairman of TAZMO Apprecia Formosa Inc. Chairman of TAZMO VIETNAM CO., LTD. Representative Director and Chairman of Facility Co., Ltd. Chairman of TAZMO Semitec Shaoxing Technology Co., Ltd.	117,800
[Reasons for nomination] Toshio Ikeda has served as President & CEO of the Company since January 2011 and has led the management of the Company group (the "Group") with his strong leadership and decisiveness. The Company has determined that he will continue to contribute to the Group's sustainable growth and improvement of its corporate value. Therefore, the Company has nominated him as a candidate for Director.			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
2	Yasuyuki Sato (December 13, 1965)	Apr. 1988      Joined the Company Jan. 2013      Supervising Process I Business Mar. 2016      Director, Deputy General Manager of Business Division, and supervising Process I Business Mar. 2019      Managing Director, General Manager of Business Division Mar. 2021      Director and Vice President (current position) (Significant concurrent positions outside the Company) Director and President of TAZMO INC. Director of Facility Co., Ltd.	12,200
		[Reasons for nomination] Yasuyuki Sato has a wealth of experience in the area of semiconductor manufacturing equipment over many years. Based on this experience, the Company has determined that he will realize group strategies for business growth and improvement of corporate performance, and is capable of appropriately supervising the entire Group. Therefore, the Company has nominated him as a candidate for Director.	
3	Yasuhiro Sone (August 13, 1968)	Oct. 2002      Joined the Company Jan. 2013      Supervising Process II Business Mar. 2017      Director, supervising Process II Business Mar. 2019      Director, Deputy General Manager of Business Division, and supervising Process I Business Jan. 2021      Director, Deputy General Manager of Business Division Mar. 2021      Managing Director, General Manager of Business Division (current position) (Significant concurrent positions outside the Company) Director of TAZMO Semitec Shaoxing Technology Co., Ltd.	1,400
		[Reasons for nomination] Yasuhiro Sone has a wealth of experience in the area of LCD manufacturing equipment over many years. Based on this experience, the Company has determined that he will realize group strategies for business growth and improvement of corporate performance, and is capable of appropriately supervising the entire Group. Therefore, the Company has nominated him as a candidate for Director.	
4	Yoshiaki Taga (February 4, 1959)	Oct. 1990      Joined the Company Mar. 2013      General Manager of Accounting Department Mar. 2019      Director, General Manager of Accounting Department (current position) (Significant concurrent positions outside the Company) Audit & Supervisory Board Member of PRETEC Co., Ltd. Auditor of Shanghai TAZMO Precision Machinery Co., Ltd. Audit & Supervisory Board Member of TAZMO VIETNAM CO., LTD. Audit & Supervisory Board Member of Facility Co., Ltd.	4,100
		[Reasons for nomination] Yoshiaki Taga has a wealth of experience in the Accounting Department. Based on this experience, the Company has determined that he will promote business plans, etc. for business growth and improvement of corporate performance and realize business strategies, etc., and is capable of appropriately supervising the entire Group. Therefore, the Company has nominated him as a candidate for Director.	

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
5	Hisao Yoshikuni (May 23, 1965)	May 2020      Joined the Company General Manager of General Affairs Department	400
		Mar. 2021      Director, General Manager of General Affairs Department (current position)  (Significant concurrent positions outside the Company) Auditor of TAZMO Semitec Shaoxing Technology Co., Ltd.	
[Reasons for nomination] Hisao Yoshikuni has a wealth of experience and knowledge gained at financial institutions and, since joining the Company he has worked to strengthen the management functions of legal affairs, human resources, general affairs, etc. The Company has determined that he will utilize his experience and achievements in these areas, and is capable of appropriately supervising the entire Group. Therefore, the Company has nominated him as a candidate for Director.			

- Notes: 1. There is no special interest between any of the candidates and the Company.  
2. The number of the Company's shares owned by each candidate for Director is the number of shares owned as of December 31, 2022.

**(For your reference)**

**Skills Matrix for the candidates for Directors and Directors who are Audit and Supervisory Committee Members**

The composition, expertise and experience of the Board of Directors and Audit and Supervisory Committee in the event that Proposal No. 2 is approved is as follows. The below table does not indicate all of the skills and areas of expertise possessed by each Director.

Name	Corporate Management	Semiconductor and FPD Related Technology	Research and Development	Sales and Marketing	Personnel and HR Development	Accounting and Finance	Legal and Compliance
Toshio Ikeda	●	●	●	●	●		
Yasuyuki Sato	●	●	●	●	●		
Yasuhiro Sone		●	●	●			
Yoshiaki Taga						●	●
Hisao Yoshikuni					●	●	●
Tomokazu Oka						●	
Junzo Fujiwara						●	
Katsunori Ishii							●

**Proposal No. 3:** Revision of Amount of Compensation for Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

At the 48th Annual General Meeting of Shareholders held on March 25, 2020, the amount of compensation for the Company's Directors (excluding directors who are Audit and Supervisory Committee members) was approved to be no more than ¥200,000,000 per year (including no more than ¥10,000,000 for the outside directors) which has continued to this day. However, we would like to increase this amount to be no more than ¥300,000,000 per year (including no more than ¥10,000,000 for the outside directors), taking into consideration the amount of compensations for Directors to date and various circumstances such as the recent economic situation. As in the past, the compensation to Directors will not include the salaries of Directors who are also employees.

This proposal was decided by the resolution of the Board of Directors after deliberation by the Nomination and Compensation Committee by comprehensively taking into consideration the Company's business scale, Directors' compensation system and payment levels, the current number of Directors and future trends, therefore, we believe this proposal is appropriate.

Also, when this proposal is approved, based on this proposal, we plan to review the details of the policy for determining the details of compensation for individual directors, which is described under 2.-(3)-(ii)-b), "Policy for determining the details of compensation, etc. of officers," of the business report.

Although the current number of Directors (excluding directors who are Audit and Supervisory Committee members) is six, when the Proposal No. 2, "Election of Five Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)" is approved as originally proposed, the number of Directors (excluding directors who are Audit and Supervisory Committee members) will be five.



**Proposal No. 4:** Determination of Compensation for Granting Restricted Stock to Directors  
(Excluding Directors Who Are Audit and Supervisory Committee Members)

At the 48th Annual General Meeting of Shareholders held on March 25, 2020, the amount of compensation for the Company's Directors (excluding directors who are Audit and Supervisory Committee members) was approved to be no more than ¥200,000,000 per year (including no more than ¥10,000,000 for the outside directors, but excluding the portion of employee salaries for Directors who are also employees). When Proposal No. 3 "Revision of Amount of Compensation for Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)" is approved as proposed, the amount of compensation for the Company's Directors will be no more than ¥300,000,000 per year (including no more than ¥10,000,000 for the outside directors, but excluding the portion of employee salaries for Directors who are also employees). Also, at the 48th Annual General Meeting of Shareholders held on March 25, 2020, it was approved that, in addition to the amount of compensation for Directors above, as Performance-Linked Stock Compensation Plan "Board Benefit Trust (BBT) system" (hereinafter referred to as the "BBT System") for Directors (excluding outside directors, part-time directors and directors who are Audit and Supervisory Committee members), additional contribution within the limit of ¥100,000,000 for each target period (three consecutive fiscal years) will be made to a trust established based on the BBT System. And also, it was approved that a compensation limit will be set, in which, 67,000 points (one point will be converted to one common share of the Company (however, if there is a stock split, gratis allotment of shares, consolidation of shares and the like, reasonable adjustment will be made for the maximum number of points, and granted points or the conversion ratio according to the relevant ratio, etc.)) will be a total number of points per one fiscal year to be granted based on the Director's Stock Benefit Regulations as an upper limit and this continues to date.

As part of the review of the Directors' compensation system, instead of the current BBT System, for the Company's Directors (excluding directors who are Audit and Supervisory Committee members and outside directors, hereinafter referred to as the "Eligible Director/Eligible Directors") the Company will introduce the Restricted Share Unit Plan (hereinafter referred to as "the Plan" and the common shares of the Company to be granted to the Eligible Directors under the Plan are hereinafter referred to as the "Restricted Shares"). The purpose of this plan is to increase the awareness of Directors that they are contributing to increasing the Company's value and improving its business performance over the medium to long term by clarifying the relationship between compensation and the Company's business performance and share value and by sharing with shareholders not only the benefits of rising share prices but also the risks of falling share prices. Therefore, in addition to the amount of compensation for Directors above, we would like to newly pay compensation for granting restricted shares.

Although the current number of Eligible Directors is six, when the Proposal No. 2, "Election of Five Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)" is approved as originally proposed, the number of Eligible Directors will be five.

1. Number of restricted shares to be granted to the Eligible Directors

- (1) Amount other than this transitional measure (as defined in (2) below; the same shall apply hereinafter)

Based on this proposal, the compensation to be paid to the Eligible Directors for granting the restricted shares excluding the amount other than this transitional measure shall be monetary claims, and the total amount shall be no more than ¥50,000,000 per year (however, the portion of employee salaries for Directors who are also employees shall be excluded). In addition, the Board of Directors will determine the specific payment timing and distribution to each Eligible Director.

Based on the resolution of the Board of Directors of the Company, the Eligible Directors shall pay in all of the monetary claims to be paid under this proposal as property contributed in kind, and common shares of the Company shall be issued or disposed of in return, thereby, the total number of common shares of the Company to be issued or disposed of pursuant to this shall be within 50,000 shares per year (however, after the date of approval of this proposal, if there is a stock split (including gratis allotment of common shares of the Company), consolidation of shares or any other event which requires adjustment of the total number of common shares of the Company to be issued or disposed of as restricted shares, such total number of common shares may be adjusted within reasonable limits.)

(2) Amount for this transitional measure

That the current BBT System will be abolished, and no new points will be granted based on the provisions for the compensation amount of this system is subject to the approval to this proposal. In addition, out of the number of points granted to the Eligible Directors (including the number of points for the 51st fiscal year; the same shall apply hereinafter) based on the provisions for the compensation amount related to the BBT System, all of the points for which payment of common shares of the Company to the Eligible Directors has not been completed (hereinafter referred to as “Granted Points”) shall be abandoned by the Eligible Directors assuming that this proposal is approved.

For this reason, limited to the Company’s 52nd fiscal year (January 1, 2023 to December 31, 2023), as a transitional measure related to the allotment of the restricted shares (hereinafter referred to as “the Transitional Measure”) instead of the BBT System, apart from the compensation limit for the Directors (excluding directors who are Audit and Supervisory Committee members) approved at the 48th Annual General Meeting of Shareholders held on March 25, 2020, and the compensation limit for the BBT System, as well as the compensation limit described above (1), monetary claims shall be paid for the grant of the restricted shares in connection with the Transitional Measure, and the total amount shall be no more than ¥200,000,000. In addition, the Board of Directors will determine the specific payment timing and distribution to each Eligible Director.

Based on the resolution of the Board of Directors of the Company, the Eligible Directors will pay in all of the monetary claims to be given as the amount for the Transitional Measure under this proposal as property contributed in kind, and common shares of the Company shall be issued or disposed of in return, thereby, the total number of common shares of the Company to be issued or disposed of shall be limited to the number of common shares of the Company equivalent to the Granted Points (68,000 shares). However, after the date of approval of this proposal, if there is a stock split (including gratis allotment of common shares of the Company), consolidation of shares or any other event which requires adjustment of the total number of common shares of the Company to be issued or disposed of as restricted shares, such total number of common shares may be adjusted within reasonable limits.

As for the restricted shares related to the Transitional Measure, out of the number of points granted to the Eligible Directors based on the provisions for the compensation amount related to the BBT System, abandoning all the points for which payment of common shares of the Company to the Eligible Directors has not been completed shall be the condition for allotment to the relevant Eligible Directors.

As described above, allotment of the restricted shares related to the Transitional Measure shall be done with the abandonment of the points related to the BBT System granted to the Eligible Directors in previous years, and actually, no new compensation is added.

2. Matters related to the payment associated with the issuance or disposal of the restricted shares, the contract for the allotment of the restricted shares, etc.

Based on the resolution of the Board of Directors of the Company, the Eligible Directors will pay in all of the monetary claims to be given under this proposal as property contributed in kind, and common shares of the Company shall be issued or disposed of in return, and the amount to be paid in per share of common shares of the Company to be issued or disposed of as a result shall be determined by the Board of Directors using the closing price of the Company’s common share on the Tokyo Stock Exchange on the previous business day of a resolution of the Board of Directors as a basis (if there is no transaction on that day, the immediately preceding day’s closing price) within the range that is not particularly advantageous to the Eligible Directors who undertake such common shares. In addition, for the issuance or disposal of common shares of the Company and the payment of monetary claims as its property contributed in kind, the contract for the allotment of the restricted shares (hereinafter referred to as the “Allotment Agreement”) that includes the following details shall be concluded between the Company and the Eligible Directors.

In addition, the upper limit of the compensations, the total number of common shares of the Company to be issued or disposed of under this proposal, other conditions for granting restricted shares to the Eligible Directors based on this proposal have been determined in consideration of the above purposes,

the business conditions of the Company, the Company's policy for determining details of compensation for individual directors (although the content of this policy is as described in 2.-(3)-(ii)-b), "Policy for determining the details of compensation, etc. of officers," of the business report, when this proposal is approved, we will revise it so that there will be no discrepancy with the approved content) as well as various other circumstances, and therefore, we believe that they are appropriate.

[Outline of the Allotment Agreement details]

(1) Restricted transfer period

During the period from the day the shares are allocated to Eligible Directors under the Allotment Agreement to the point of time immediately after resignation or retirement from either of the positions of officers or employees at the Company or the Company's subsidiary, as determined in advance by the Board of Directors of the Company (hereafter referred to as the "Restricted Transfer Period"), for the common shares allocated under the Allotment Agreement during such period (hereafter referred to as the "Allotted Shares"), the Eligible Directors shall not transfer them, use them to create a security interest, or otherwise dispose of them (hereafter referred to as the "Restriction on Transfer"). However, if the relevant point of time immediately after the resignation or retirement is earlier than the date on which three months have elapsed from the fiscal year which includes the date of the allotment of shares, the end of the Restricted Transfer Period can be adjusted within a reasonable range.

(2) Treatment at the time of resignation or retirement

If the Eligible Director resigns or retires from either of the positions of officers or employees at the Company or the Company's subsidiary, as determined in advance by the Board of Directors of the Company, before the expiration of the period predetermined by the Board of Directors of the Company (hereafter referred to as the "Service Period"), the Company shall, as a matter of course, acquire the Allotted Shares without compensation, except in the case of resignation or retirement due to expiry of the term of office, death or any other justifiable reason for resignation or retirement.

(3) Lifting of Restriction on Transfer

The Restriction on Transfer shall be lifted with respect to all the Allotted Shares at the end of the Restricted Transfer Period, provided that the Eligible Director continues to serve as an officer or employee of the Company or the Company's subsidiary, as determined in advance by the Board of Directors of the Company, during the Service Period and that the achievement of the performance conditions set forth in (5) below in the case the following (5) "Treatment when performance conditions are not achieved" is included in the Allotment Agreement. However, (1) if the relevant Eligible Director resigns or retires for good cause from one of the positions of an officer or employee of the Company or the Company's subsidiary, as determined in advance by the Board of Directors of the Company, before the expiration of the Service Period, or (2) if the relevant Eligible Director resigns or retires from one of the positions of an officer or employee of the Company or the Company's subsidiary, as determined in advance by the Board of Directors of the Company, after the expiration of the Service Period but before the expiration of the Restricted Transfer Period for any reason other than justifiable reasons, the number of the Allotted Shares for which the Restriction on Transfer will be lifted and the timing for the lifting shall be reasonably adjusted as necessary, and if the performance conditions predetermined by the Board of Directors of the Company are not achieved, the Company shall, as a matter of course, acquire the Allotted Shares without compensation. In addition, the Company shall, as a matter of course, acquire the Allotted Shares without compensation for which the Restriction on Transfer has not yet been lifted at the time immediately following the lifting of the Restriction on Transfer in accordance with the above provision.

(4) Treatment of the organizational restructuring, etc.

Notwithstanding the provisions of (1) above, in the event that the matters relating to a merger agreement under which the Company becomes a defunct company, a share exchange agreement or share transfer plan under which the Company becomes a wholly owned subsidiary, or other matters relating to organizational restructuring, etc., are approved at a General Meeting of Shareholders of the Company (however, if the organizational restructuring, etc. does not require the approval of the

Company's General Meeting of Shareholders, the approval of the Company's Board of Directors) during the Restricted Transfer Period, the Company shall, by resolution of the Board of Directors, lift the Restriction on Transfer of the Allotted Shares, the number of which shall be reasonably determined based on the period from the beginning of the Restricted Transfer Period to the date of approval of such organizational restructuring, etc., as well as the achievement status of performance conditions, prior to the effective date of such organizational restructuring, etc. In addition, in the case set forth above, the Company shall, as a matter of course, acquire the Allotted Shares without compensation for which the Restriction on Transfer has not yet been lifted at the time immediately following the lifting of the Restriction on Transfer.

(5) Treatment when performance conditions are not achieved

In the event that performance conditions are established by the Board of Directors of the Company and such performance conditions are not met, the Company will not lift the Restriction on Transfer on all or any portion of the Allotted Shares, and upon determination that such performance conditions have not been achieved, the Company shall acquire such shares without compensation at a time determined in advance by the Board of Directors.

(6) Other matters

Other matters concerning the Allotment Agreement shall be determined by the Board of Directors of the Company.