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(Stock Exchange Code 4045)
March 1, 2019

To Shareholders with Voting Rights:

Mikishi Takamura
President and Representative Director
Toagosei Co., Ltd.
1-14-1 Nishi-Shimbashi, Minato-ku, Tokyo

**NOTICE OF
THE 106TH ORDINARY GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

You are cordially invited to attend the 106th Ordinary General Meeting of Shareholders of Toagosei Co., Ltd. (the “Company”). The meeting will be held for the purposes as described below.

If you are unable to attend the meeting, you may exercise your voting rights by either of the methods below. We request you to review the Reference Document for the General Meeting of Shareholders below and exercise your voting rights no later than 5:00 p.m. (Japan time) on Wednesday, March 27, 2019.

[Exercise of your voting rights in written form]

Please indicate your approval or disapproval of each of our proposals on the enclosed Voting Rights Exercise Form and return it to us by post so that it can reach us by the above exercise deadline.

[Exercise of your voting rights by electronic method (via the Internet)]

Please access our website for exercising voting rights (<https://www.web54.net>). Then enter your approval or disapproval of each of our proposals by the above exercise deadline, by using your “voting right exercise code” and “password” given on the enclosed Voting Rights Exercise Form and by following the on-screen instructions.

- 1. Date and Time:** Thursday, March 28, 2019 at 10:00 a.m. (Japan time)
- 2. Place:** 2F Large conference room at the Head Office of the Company located at 1-14-1 Nishi-Shimbashi, Minato-ku, Tokyo
- 3. Meeting Agenda:**
 - Matters to be reported:**
 1. Business Report, Consolidated Financial Statements for the Company’s 106th Fiscal Year (January 1, 2018 - December 31, 2018) and results of audits of the Consolidated Financial Statements by the Accounting Auditors and the Audit and Supervisory Committee
 2. Non-consolidated Financial Statements for the Company’s 106th Fiscal Year (January 1, 2018 - December 31, 2018)
 - Proposals to be resolved:**
 - Proposal 1:** Appropriation of Surplus
 - Proposal 2:** Partial Amendment to the Articles of Incorporation
 - Proposal 3:** Election of Ten (10) Directors (excluding Directors who act as Audit and Supervisory Committee Members)
 - Proposal 4:** Election of Two (2) Directors who act as Audit and Supervisory Committee Members

4. Decisions upon Convocation

- (1) When you exercise your voting rights by a proxy, you must delegate your voting rights to another shareholder of the Company, who has voting rights. The delegation of your voting rights is limited to only one proxy.
- (2) If you exercise your voting rights more than once by an electronic method, the last exercise of your voting rights shall be treated as the valid vote.
- (3) If you exercise your voting rights both in written form and by an electronic method, your vote that we receive later shall be treated as the valid vote. In such case, if we receive your votes on the same day, your voting right exercised by an electronic method shall be treated as valid.

- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- Among the documents that we should provide together with this Notice, Notes to the Consolidated and Non-consolidated Financial Statements are posted on the Company's website in accordance with applicable laws and regulations and the Articles of Incorporation of the Company. Therefore, we do not include such information in the attachments. Thus, the Consolidated Financial Statements and Non-consolidated Financial Statements audited by the Company's Accounting Auditors and the Audit and Supervisory Committee consist of the attached documents of this Notice and Notes to the Consolidated and Non-consolidated Financial Statements posted on the Company's website.
- Should the Reference Documents for the General Meeting of Shareholders, Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements be revised, the revised versions will be posted on the Company's website.
The Company's website: <http://www.toagosei.co.jp/>

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

Regarding the appropriation of surplus of the Company, we hereby propose as follows:

■ Year-end Dividend

The Company's basic dividend policy is to strive to distribute stable profits to our shareholders with its standard of stable dividends of ¥20 per share, considering the business performance for the current fiscal year, future business developments and the progress of its business performance, etc. in a comprehensive perspective.

Regarding a year-end dividend for the 106th fiscal year, we propose as follows:

(1) Type of dividend assets:
Cash

(2) Matters concerning the allotment of dividend assets and the amount thereof:
We propose paying a dividend of ¥14 per share of the Company's common stock. The total amount of the dividends will be ¥1,842,815,604.
We paid an interim dividend of ¥14 per share in the current fiscal year. Consequently, an annual dividend per share amounts to ¥28 per share.

(3) Date when dividends of surplus become effective:
March 29, 2019

In addition, the Company revised the "Toagosei Group Basic Policy on Corporate Governance" to establish that the basic dividend policy for returns to our shareholders on and after the fiscal year ending December 31, 2019 is to continue stable dividends with a target of a consolidated dividend payout ratio of 30% or more, and that the shareholder return shall be decided through a comprehensive consideration of the strengthening of our management structure and enhancement of internal reserves, as well as future developments and the progress of business, etc.

Proposal 2: Partial Amendment to the Articles of Incorporation

1. Reason for the amendments

- (1) In order to prepare for the flexible development of an optimal management structure, the Company will amend Article 23 in the current Articles of Incorporation to elect the President from among not only Directors but also Executive Officers. Furthermore, in line with this change, the Company will amend Article 13 in the current Articles of Incorporation regarding the convener of the General Meeting of Shareholders, as well as Article 15 in the current Articles of Incorporation regarding the chairperson of the General Meeting of Shareholders, as necessary.
- (2) The Company introduced an executive officer system in April 2001 in order to separate management functions from business execution, and, in line with the abovementioned amendments, the Company will newly establish a provision to clarify the appointment of Executive Officers and the distribution of their duties.
- (3) Following the new establishment of the abovementioned provisions of the Articles of Incorporation, the Company will change the numbering of the Articles, alter the wording, change the year notation from the Japanese to the Western calendar, and make other required changes.

2. Details of the amendments

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed Amendments
<p>CHAPTER III. GENERAL MEETING OF SHAREHOLDERS (Convocation of the General Meeting of Shareholders) Article 13. (Provision omitted)</p> <p>2. The General Meeting of Shareholders shall, unless otherwise provided by laws and regulations or these Articles of Incorporation, be convened by the President and Representative Director by a resolution of the Board of Directors, and <u>in the case where the President and Representative Director is unable to act</u>, it shall be convened by another Director according to the order of precedence determined in advance by a resolution of the Board of Directors.</p> <p>(Chairperson) Article 15. The General Meeting of Shareholders shall be chaired by the President and Representative Director, and <u>in the case where the President and Representative Director is unable to act</u>, it shall be chaired by another Director according to the order of precedence determined in advance by a resolution of the Board of Directors.</p> <p>CHAPTER IV. DIRECTORS AND THE BOARD OF DIRECTORS (Executive Directors and Representative Directors) Article 23. The Board of Directors shall elect by resolution one (1) <u>President and Representative Director</u> from among Directors (excluding Directors who act as Audit and Supervisory Committee Members); provided, however, that the Board of Directors may elect by resolution one (1) Chairman of the Board of Directors, as well as several Vice Presidents and Directors, Senior Managing Directors, Managing Directors and Senior Advisers and Directors as necessary.</p>	<p>CHAPTER III. GENERAL MEETING OF SHAREHOLDERS (Convocation of the General Meeting of Shareholders) Article 13. (Unchanged)</p> <p>2. The General Meeting of Shareholders shall, unless otherwise provided by laws and regulations or these Articles of Incorporation, be convened by the President and Representative Director by a resolution of the Board of Directors, and <u>in the case where there is a vacancy or other difficulty</u> with regard to the President and Representative Director, it shall be convened by another Director according to the order of precedence determined in advance by a resolution of the Board of Directors.</p> <p>(Chairperson) Article 15. The General Meeting of Shareholders shall be chaired by the President and Representative Director, and <u>in the case where there is a vacancy or other difficulty</u> with regard to the President and Representative Director, it shall be chaired by another Director according to the order of precedence determined in advance by a resolution of the Board of Directors.</p> <p>CHAPTER IV. DIRECTORS AND THE BOARD OF DIRECTORS (Executive Directors and Representative Directors) Article 23. The Board of Directors shall elect by resolution one (1) <u>President</u> from among Directors (excluding Directors who act as Audit and Supervisory Committee Members) <u>or Executive Officers</u>; provided, however, that the Board of Directors may elect by resolution one (1) Chairman of the Board of Directors, as well as several Vice Presidents and Directors, Senior Managing Directors, Managing Directors and Senior Advisers and Directors, as necessary.</p>

Current Articles of Incorporation	Proposed Amendments
<p>2. (Provision omitted)</p> <p>3. The Chairman of the Board of Directors shall preside over <u>the business operations</u> of the Company, and <u>the President and Representative Director</u> shall <u>govern</u> the business operations of the Company.</p> <p>4. <u>In the case where a Chairman of the Board of Directors is not elected or is unable to act</u>, the President and Representative Director shall perform the duties of the Chairman of the Board of Directors. <u>In the case where the President and Representative Director is unable to act</u>, another Director (excluding Directors who act as Audit and Supervisory Committee Members) shall perform the duties of the Chairman of the Board of Directors according to the order of precedence determined in advance by a resolution of the Board of Directors.</p> <p>(New)</p>	<p>2. (Unchanged)</p> <p>3. The Chairman of the Board of Directors shall preside over <u>the management</u> of the Company, and <u>the President</u> shall <u>oversee and execute</u> the business operations of the Company <u>by a resolution of the Board of Directors</u>.</p> <p>4. <u>In the case where a Chairman of the Board of Directors is not elected or there is a vacancy or other difficulty</u>, the President and Representative Director shall perform the duties of the Chairman of the Board of Directors. <u>In the case where there is a vacancy or other difficulty</u> with regard to the President and Representative Director, another Director (excluding Directors who act as Audit and Supervisory Committee Members) shall perform the duties of the Chairman of the Board of Directors according to the order of precedence determined in advance by a resolution of the Board of Directors.</p> <p><u>(Executive Officers)</u> <u>Article 24. The Board of Directors may, by its resolution, appoint Executive Officers and have them share execution of the business operations of the Company.</u></p>
<p>Article <u>24</u>. to Article <u>40</u>. (Provision omitted)</p>	<p>Article <u>25</u>. to Article <u>41</u>. (Unchanged)</p>
<p>SUPPLEMENTARY PROVISIONS</p> <p>1. The exemption from liabilities for damages of Corporate Auditors (including former Corporate Auditors) under Article 423, Paragraph 1 of the Companies Act, in relation to the acts conducted prior to the close of the 103rd Ordinary General Meeting of Shareholders which was held in March <u>2016(Heisei 28)</u>, by a resolution of the Board of Directors shall remain subject to the provisions of the previous Article 38, Paragraph 1 of the Articles of Incorporation of the Company prior to the amendment that took effect at the close of the Ordinary General Meeting of Shareholders.</p> <p>2. The agreements that limit liabilities for damages of Outside Corporate Auditors (including former Outside Corporate Auditors) under Article 423, Paragraph 1 of the Companies Act, in relation to the acts conducted prior to the close of the 103rd Ordinary General Meeting of Shareholders which was held in March <u>2016(Heisei 28)</u> shall remain subject to the provisions of the previous Article 38, Paragraph 2 of the Articles of Incorporation of the Company prior to the amendment that took effect at the close of the Ordinary General Meeting of Shareholders.</p>	<p>SUPPLEMENTARY PROVISIONS</p> <p>1. The exemption from liabilities for damages of Corporate Auditors (including former Corporate Auditors) under Article 423, Paragraph 1 of the Companies Act, in relation to the acts conducted prior to the close of the 103rd Ordinary General Meeting of Shareholders which was held in March <u>2016</u>, by a resolution of the Board of Directors shall remain subject to the provisions of the previous Article 38, Paragraph 1 of the Articles of Incorporation of the Company prior to the amendment that took effect at the close of the Ordinary General Meeting of Shareholders.</p> <p>2. The agreements that limit liabilities for damages of Outside Corporate Auditors (including former Outside Corporate Auditors) under Article 423, Paragraph 1 of the Companies Act, in relation to the acts conducted prior to the close of the 103rd Ordinary General Meeting of Shareholders which was held in March <u>2016</u> shall remain subject to the provisions of the previous Article 38, Paragraph 2 of the Articles of Incorporation of the Company prior to the amendment that took effect at the close of the Ordinary General Meeting of Shareholders.</p>

Proposal 3: Election of Ten (10) Directors (excluding Directors who act as Audit and Supervisory Committee Members)

The terms of office for all of the nine (9) incumbent Directors will expire at the conclusion of the meeting. Accordingly, the Company proposes the election of ten (10) Directors (excluding Directors who act as Audit and Supervisory Committee Members), increasing the number of Independent Outside Directors by one (1) to further strengthen the management oversight functions of the Company.

The candidates are as follows:

No.	Name		Position and Responsibility at the Company	Attendance Rate at the Board of Directors meetings (for the current fiscal year)	Term of office (at the conclusion of this meeting)
1	Mikishi Takamura	[Reappointment]	President and Representative Director	13/13 (100%)	9 years
2	Nobuhiro Ishikawa	[Reappointment]	Vice President and Representative Director and General Manager, Corporate Strategy Division	13/13 (100%)	5 years
3	Katsuyuki Ito	[Reappointment]	Director, General Manager, Group Management Division and General Manager, Human Resource Development Department, Group Management Division	13/13 (100%)	4 years
4	Yoshitaka Suzuki	[Reappointment]	Director, General Manager, Group Administrative Division	13/13 (100%)	2 years
5	Moriyuki Kenjo	[Reappointment]	Director, General Manager, Supply Chain Management Division and General Manager, Tokyo Sales Department	10/10 (100%)	1 year
6	Susumu Miho	[Reappointment]	Director, General Manager, Technology & Production Administrative Division and General Manager, Research & Development Administrative Division	10/10 (100%)	1 year
7	Shinichi Sugiura	[Reappointment]	Director of the Company President and Representative Director, Aron Kasei Co., Ltd.	13/13 (100%)	6 years
8	Satoru Nakanishi	[Reappointment] [Outside] [Independent]	Director	13/13 (100%)	2 years
9	Yasuhiro Koike	[Reappointment] [Outside] [Independent]	Director	10/10 (100%)	1 year
10	Yasuo Kitamura	[New appointment] [Outside] [Independent]	Director who acts as Audit and Supervisory Committee Member	13/13 (100%)	3 years

(Note) Mr. Yasuo Kitamura has served as Director who acts as Audit and Supervisory Committee Member since March 2016, and his attendance rate at the Board of Directors meetings and term of office are during his tenure as Director who acts as Audit and Supervisory Committee Member.

No.	Name (Date of birth)	Summary of Career, Position and Responsibility at the Company (Important Concurrent Positions Held)	Number of shares of the Company held
1	Mikishi Takamura (March 28, 1956) [Reappointment]	<p>April 1980 Joined the Company</p> <p>April 2002 General Manager, Finance Group, Administrative Department</p> <p>April 2005 General Manager, Human Resources & General Affairs Group, Administrative Department</p> <p>April 2006 General Manager, Human Resources & General Affairs Group and General Manager, Investor Relations & Public Relations Section, Administrative Department</p> <p>April 2008 Deputy Plant Manager, Nagoya Plant</p> <p>March 2010 Director, General Manager, Administrative Department</p> <p>April 2012 Director, General Manager, Administrative Division</p> <p>March 2013 Director, General Manager, Corporate Strategy Department</p> <p>March 2015 Vice President and Representative Director and General Manager, Corporate Strategy Division</p> <p>November 2015 President and Representative Director (to present)</p> <p>[Reason for selecting him/her as a candidate for Director] The Company selected Mr. Mikishi Takamura as a candidate for Director because he has mainly been involved in the management of the corporate strategy division and the administrative division of the Company and is expected to enhance the decision-making function of the Board of Directors by overseeing the management of the Group based on his extensive experience and business track records.</p>	70,977
2	Nobuhiro Ishikawa (January 8, 1955) [Reappointment]	<p>April 1977 Joined the Company</p> <p>April 2001 General Manager, Productive Technology Group, Manufacturing Department, Nagoya Plant</p> <p>April 2002 General Manager, Manufacturing Department II, Nagoya Plant</p> <p>April 2005 General Manager, Acrylic Products Group, Acrylic Products Department</p> <p>April 2007 General Manager, UV-curable Resins Group, Functional Materials Department</p> <p>March 2008 Executive Officer, General Manager, Acrylic Products Department</p> <p>March 2010 Executive Officer, Plant Manager, Nagoya Plant</p> <p>March 2014 Director, General Manager, Technology & Production Administrative Division</p> <p>January 2016 Vice President and Representative Director and General Manager, Corporate Strategy Division (to present)</p> <p>[Reason for selecting him/her as a candidate for Director] The Company selected Mr. Nobuhiro Ishikawa as a candidate for Director because he has mainly been involved in the management of the technology and production division and the operating division of the Company and is expected to enhance the decision-making function of the Board of Directors by overseeing the management of the Group based on his extensive experience and business track records.</p>	41,443

No.	Name (Date of birth)	Summary of Career, Position and Responsibility at the Company (Important Concurrent Positions Held)	Number of shares of the Company held
3	Katsuyuki Ito (August 27, 1957) [Reappointment]	<p>April 1981 Joined the Company</p> <p>April 2007 General Manager, Business Support Department, Aron Kasei Co., Ltd.</p> <p>June 2007 General Manager, Corporate Strategy Department, Aron Kasei Co., Ltd.</p> <p>June 2008 Resigned from the Company</p> <p> Director, Aron Kasei Co., Ltd.</p> <p>March 2015 Director, General Manager, Administrative Division of the Company</p> <p>January 2017 Director, General Manager, Group Management Division and General Manager, Human Resource Development Department, Group Management Division (to present)</p> <p>[Reason for selecting him/her as a candidate for Director] The Company selected Mr. Katsuyuki Ito as a candidate for Director because he has mainly been involved in the management of the Group company and is expected to fully perform his duty of business execution and enhance the decision-making function of the Board of Directors by reflecting his extensive experience and business track records on the management of the Company.</p>	31,463
4	Yoshitaka Suzuki (September 14, 1958) [Reappointment]	<p>April 1982 Joined the Company</p> <p>April 2012 Deputy Plant Manager, Nagoya Plant</p> <p>April 2014 General Manager, General Affairs and Legal Department, Administrative Division; General Manager, Human Resources Department, Administrative Division; and General Manager, Investor Relations & Public Relations Section, Administrative Division</p> <p>September 2014 General Manager, General Affairs and Legal Department, Administrative Division and General Manager, Human Resources Department, Administrative Division</p> <p>March 2017 Director, General Manager, Administrative Division</p> <p>January 2019 Director, General Manager, Group Administrative Division (to present)</p> <p>[Reason for selecting him/her as a candidate for Director] The Company selected Mr. Yoshitaka Suzuki as a candidate for Director because he has mainly been involved in the management of the administrative division of the Company and is expected to fully perform his duty of business execution and enhance the decision-making function of the Board of Directors by reflecting his extensive experience and business track records on the management of the Company.</p>	19,696
5	Moriyuki Kenjo (April 18, 1957) [Reappointment]	<p>April 1982 Joined the Company</p> <p>April 2007 General Manager, Sales Administrative Group, Supply Chain Management Department</p> <p>March 2012 Executive Officer, General Manager, Tokyo Sales Department</p> <p>January 2016 Executive Officer, Branch Manager, Osaka Branch</p> <p>March 2018 Director, General Manager, Supply Chain Management Division and General Manager, Logistics Department, Supply Chain Management Division</p> <p>January 2019 Director, General Manager, Supply Chain Management Division and General Manager, Tokyo Sales Department (to present)</p> <p>[Reason for selecting him/her as a candidate for Director] The Company selected Mr. Moriyuki Kenjo as a candidate for Director because he has mainly been involved in the management of the sales division of the Company and is expected to fully perform his duty of business execution and enhance the decision-making function of the Board of Directors by reflecting his extensive experience and business track records on the management of the Company.</p>	17,372

No.	Name (Date of birth)	Summary of Career, Position and Responsibility at the Company (Important Concurrent Positions Held)	Number of shares of the Company held
6	Susumu Miho (November 12, 1959) [Reappointment]	<p>April 1984 Joined the Company</p> <p>April 2006 Research Manager, Productive Technology Laboratory, Technology Administrative Department</p> <p>December 2006 Chief Executive Officer, TOA-DIC Zhangjiagang Chemical Co., Ltd.</p> <p>February 2012 Deputy Plant Manager, Nagoya Plant of the Company</p> <p>April 2013 General Manager, Monomer & Oligomer Group, Acrylic Products Department</p> <p>March 2016 Executive Officer, General Manager, Acrylic Products Department</p> <p>January 2017 Executive Officer, General Manager, Polymer & Oligomer Division and General Manager, New Product Development Department, Polymer & Oligomer Division</p> <p>March 2018 Director, General Manager, Technology & Production Administrative Division and General Manager, Research & Development Administrative Division (to present)</p> <p>[Reason for selecting him/her as a candidate for Director] The Company selected Mr. Susumu Miho as a candidate for Director because he has mainly been involved in the management of the technology and production division and the operating division of the Company and is expected to fully perform his duty of business execution and enhance the decision-making function of the Board of Directors by reflecting his extensive experience and business track records on the management of the Company.</p>	29,569
7	Shinichi Sugiura (August 4, 1955) [Reappointment]	<p>April 1978 Joined the Company</p> <p>April 2005 General Manager, UV-curable Resins Group, Functional Materials Department</p> <p>April 2007 General Manager, Chlorine & Alkali Products Group, Commodity Chemicals Department</p> <p>March 2008 Executive Officer, General Manager, Commodity Chemicals Department</p> <p>March 2013 Director, General Manager, Supply Chain Management Division</p> <p>March 2015 Director of the Company and President and Representative Director, Aron Kasei Co., Ltd. (to present)</p> <p>[Reason for selecting him/her as a candidate for Director] The Company selected Mr. Shinichi Sugiura as a candidate for Director because he has mainly been involved in the management of the operating division of the Company and the management of the Group companies and is expected to fully perform his duty of business execution and enhance the decision-making function of the Board of Directors by reflecting his extensive experience and business track records on the management of the Company.</p>	38,409

No.	Name (Date of birth)	Summary of Career, Position and Responsibility at the Company (Important Concurrent Positions Held)	Number of shares of the Company held
8	Satoru Nakanishi (August 31, 1953) [Reappointment] [Outside] [Independent]	<p>April 1976 Joined Mitsui Bank</p> <p>April 2004 Executive Officer, Sumitomo Mitsui Banking Corporation</p> <p>April 2006 Managing Executive Officer, Sumitomo Mitsui Banking Corporation</p> <p>April 2009 Senior Managing Executive Officer, Sumitomo Mitsui Financial Group, Inc. Director and Senior Managing Executive Officer, Sumitomo Mitsui Banking Corporation</p> <p>June 2009 Director, Sumitomo Mitsui Financial Group, Inc.</p> <p>April 2011 Representative Director, Sumitomo Mitsui Financial Group, Inc. Representative Director and Deputy President, Sumitomo Mitsui Banking Corporation</p> <p>April 2013 Director, SMFG Card & Credit, Inc. (to present)</p> <p>June 2013 President and Representative Director, Cedyne Financial Corporation (to present) Director, SMBC Finance Service Co., Ltd. (to present)</p> <p>March 2017 Director of the Company (to present)</p> <p>[Reason for selecting him/her as a candidate for Outside Director] The Company selected Mr. Satoru Nakanishi as a candidate for Outside Director because it is judged that he has broad insight that he has developed through his business background at the financial institutions and extensive experience as an officer and he can further enhance the management system of the Company by reflecting such insight on the management of the Company.</p>	585
9	Yasuhiro Koike (April 7, 1954) [Reappointment] [Outside] [Independent]	<p>April 1983 Research Associate, Faculty of Science and Technology, Keio University</p> <p>April 1992 Associate Professor, Faculty of Science and Technology, Keio University</p> <p>April 1997 Professor, Faculty of Science and Technology, Keio University (to present)</p> <p>April 2004 Director, Keio Leading-edge Laboratory of Science and Technology</p> <p>April 2010 Director, Keio Photonics Research Institute (to present)</p> <p>November 2010 Councillor, Keio University (to present)</p> <p>March 2018 Director of the Company (to present)</p> <p>[Reason for selecting him/her as a candidate for Outside Director] The Company selected Mr. Yasuhiro Koike as a candidate for Outside Director because it is judged that he has expert knowledge and experience, etc. that he has acquired as a professor of the Faculty of Science and Technology and he can further enhance the management system of the Company by reflecting such expert knowledge and experience on the management of the Company.</p>	192

No.	Name (Date of birth)	Summary of Career, Position and Responsibility at the Company (Important Concurrent Positions Held)	Number of shares of the Company held
10	Yasuo Kitamura (March 8, 1965) [New appointment] [Outside] [Independent]	<p>April 1988 Joined The Industrial Bank of Japan, Limited</p> <p>April 1996 Registered as a lawyer</p> <p>February 2001 Registered as a lawyer in New York State, the United States</p> <p>October 2007 Partner, Kitamura & Hiraga Law Office (to present)</p> <p>November 2013 Director, Zakkaya Bulldog Co., Ltd.</p> <p>March 2015 Corporate Auditor of the Company</p> <p>March 2016 Director who acts as Audit and Supervisory Committee Member of the Company (to present)</p> <p>December 2018 Corporate Auditor, AIMECHATEC, Ltd. (to present)</p> <p>[Reason for selecting him/her as a candidate for Outside Director] The Company selected Mr. Yasuo Kitamura as a candidate for Outside Director because it is judged that he has expert knowledge and experience, etc. as a lawyer and he can further enhance the management system of the Company by reflecting such expert knowledge and experience on the management of the Company. He has not been involved in corporate management other than his experience as an outside officer. However, the Company considers he will perform his duty properly as an Outside Director for the above reasons.</p>	3,635

(Notes)

1. There are no special interests between each candidate for Director and the Company.
2. The number of shares of the Company held by each candidate includes the candidate's equity interest in the Officer Shareholders' Committee.
3. Messrs. Satoru Nakanishi, Yasuhiro Koike, and Yasuo Kitamura are candidates for Outside Directors, and the Company designates them as independent officers as stipulated under the regulations of Tokyo Stock Exchange and submitted a notification of the designation to the same Exchange.
4. Mr. Satoru Nakanishi is currently Outside Director of the Company. His term of office as Outside Director will have been two years at the conclusion of the meeting.
5. Mr. Satoru Nakanishi previously served as Representative Director and Deputy President of Sumitomo Mitsui Banking Corporation, which is the main bank of the Company. In April 2013, he retired from his position, after which five years and 11 months will have passed at the conclusion of the meeting.
6. Mr. Yasuhiro Koike is currently Outside Director of the Company. His term of office as Outside Director will have been one year at the conclusion of the meeting.
7. Mr. Yasuo Kitamura is currently Outside Director who acts as Audit and Supervisory Committee Member of the Company, and his term of office in his position will have been three years at the conclusion of the meeting. However, he will retire from his position as Director who acts as Audit and Supervisory Committee Member at the conclusion of the meeting.
8. The Company has provided in its Articles of Incorporation that it may enter into a liability limitation agreement with a Director (excluding executive directors, etc.), under the provisions of Article 427, Paragraph 1 of the Companies Act, to limit his/her liability under Article 423, Paragraph 1 of the Companies Act to the greater of ¥10 million or the amount specified by applicable laws and regulations. The Company has entered into the liability limitation agreement mentioned above with Messrs. Satoru Nakanishi, Yasuhiro Koike, and Yasuo Kitamura. If the election of Messrs. Satoru Nakanishi, Yasuhiro Koike, and Yasuo Kitamura is approved at the meeting, the Company intends to enter into the liability limitation agreements with them.

Proposal 4: Election of Two (2) Directors who act as Audit and Supervisory Committee Members

Mr. Yasuo Kitamura, who is currently serving as Director who acts as Audit and Supervisory Committee Member, will retire from his position by resignation at the conclusion of the meeting in order to become Director (excluding Director who acts as Audit and Supervisory Committee Member). Accordingly, the Company proposes the election of two (2) Directors who act as Audit and Supervisory Committee Members, increasing the number of Independent Outside Directors by one (1) to further strengthen the audit and oversight functions of the Company.

The Audit and Supervisory Committee has given its prior consent to this proposal.

The candidates are as follows:

No.	Name (Date of birth)	Summary of Career, Position and Responsibility at the Company (Important Concurrent Positions Held)	Number of shares of the Company held
1	Kiyoko Ishiguro (February 21, 1960) [New appointment] [Outside] [Independent]	<p>April 1991 Registered as a lawyer</p> <p>April 1995 Partner, Noda, Aibara & Ishiguro Law Office (currently Noda Memorial Law Office) (to present)</p> <p>April 2000 General Manager, Research Department, Tokyo Bar Association</p> <p>April 2006 Chairperson, Public Relations Committee, Tokyo Bar Association</p> <p>April 2010 Civil Defense Instructor, Legal Training and Research Institute, The Supreme Court</p> <p>June 2010 Director, SATO HOLDINGS CORPORATION</p> <p>September 2017 Corporate Auditor, TORAJI CORPORATION (to present)</p> <p>[Reason for selecting him/her as a candidate for Outside Director who acts as Audit and Supervisory Committee Member] The Company selected Ms. Kiyoko Ishiguro as a candidate for Outside Director who acts as Audit and Supervisory Committee Member because it is judged that she has expert knowledge and experience, etc. as a lawyer and she can further enhance the audit and oversight functions of the Company by reflecting such expert knowledge and experience on the management of the Company. She has not been involved in corporate management other than her experience as an outside officer. However, the Company considers she will perform her duty properly as an Outside Director for the above reasons.</p>	0
2	Masahiko Yasuda (September 15, 1963) [New appointment] [Outside] [Independent]	<p>November 1988 Joined Aoyama Audit Corporation</p> <p>May 1993 Registered as a certified public accountant</p> <p>October 2006 Managing Director, PwC Advisory Co., Ltd.</p> <p>July 2008 Partner, PwC Advisory Co., Ltd. and Representative Partner, PwC Aarata</p> <p>March 2012 President and Representative Director, Benedi Consulting Co., Ltd. (to present)</p> <p>August 2012 Chief, Yasuda Masahiko Certified Public Accountant Office (to present)</p> <p>[Reason for selecting him/her as a candidate for Outside Director who acts as Audit and Supervisory Committee Member] The Company selected Mr. Masahiko Yasuda as a candidate for Outside Director who acts as Audit and Supervisory Committee Member because it is judged that he has expert knowledge and experience, etc. regarding accounting developed through his experience as a certified public accountant and he can further enhance the audit and oversight functions of the Company by reflecting such expert knowledge and experience on the management of the Company.</p>	0

(Notes)

1. There are no special interests between each candidate for Director and the Company.
2. Ms. Kiyoko Ishiguro and Mr. Masahiko Yasuda are candidates for Outside Directors. The Company will designate them as independent officers as stipulated under the regulations of Tokyo Stock Exchange and submit a notification of the designation to the same Exchange.
3. The Company has provided in its Articles of Incorporation that it may enter into a liability limitation agreement with a Director (excluding executive directors, etc.), under the provisions of Article 427, Paragraph 1 of the Companies Act, to limit his/her liability under Article 423, Paragraph 1 of the Companies Act to the greater of ¥10 million or the amount specified by applicable laws and regulations. If the election of Ms. Kiyoko Ishiguro and Mr. Masahiko Yasuda is approved at the meeting, the Company intends to enter into the liability limitation agreements with them.

(Reference) Independence Criteria for Independent Outside Directors

The Company has adopted the following independence criteria for Outside Directors. Candidates are considered insufficiently independent from the Company if any of the following applies.

1. (1) A person who currently executes business for the Company or a subsidiary of the Company (executive director, corporate officer, executive officer, or other employee in a senior management position) or has done so within the past 10 years
 - (2) A party for which the Company is a major client, or if the party is a company, a person who executes business for the company (executive director, corporate officer, executive officer, or other employee in a senior management position)
 - (3) A party that is a major client of the Company, or if the party is a company, a person who executes business for the company (executive director, corporate officer, executive officer, or other employee in a senior management position)
 - (4) A legal specialist such as a lawyer, or an accounting specialist such as a certified public accountant, or a consultant, etc., who has received a significant amount of money or other assets from the Company, other than executive remuneration (or if the recipient of the assets is a corporation, association, or some other organization, a member of such organization).
 - (5) A major shareholder of the Company, or if the shareholder is a company, a person who executes business for the company
 - (6) A recipient of a significant amount of donations from the Company (or if the recipient of the financial asset is a corporation, association, or other organization, a member of such organization)
 - (7) A spouse or a relative within the second degree of someone to whom any of the above (1) to (6) applies
 - (8) A person to whom any of the above (2) to (7) have applied within the past three years
2. A person who has been an Outside Director of the Company for more than eight years.