

(Note) This document has been translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

Securities Code: 4917

June 8, 2020

To our shareholders:

Motonobu Nishimura
President Executive Officer

MANDOM CORPORATION

5-12 Juniken-cho, Chuo-ku, Osaka

NOTICE OF THE 103RD ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 103rd Ordinary General Meeting of Shareholders of MANDOM CORPORATION (the “Company”), which will be held as described below.

If you are unable to attend the meeting, you may exercise your voting rights by postal mail or via the internet. You are requested to exercise your voting rights by 5:35 p.m., Monday, June 22, 2020 (Japan Standard Time), after examining the Reference Documents for the General Meeting of Shareholders, set out below.

- 1. Date and Time:** Tuesday, June 23, 2020 at 10:00 a.m. (Japan Standard Time)
(Reception will start at 9:00 a.m.)
- 2. Venue:** Empire Room, 3rd Floor, IMPERIAL HOTEL, OSAKA
8-50, Temmabashi 1-chome, Kita-ku, Osaka
- 3. Purposes:**

Items to be reported:

1. Business Report and Consolidated Financial Statements for the 103rd Term (from April 1, 2019 to March 31, 2020), as well as the results of audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board
2. Non-consolidated Financial Statements for the 103rd Term (from April 1, 2019 to March 31, 2020)

Items to be resolved:

- Proposal 1:** Appropriation of Surplus
Proposal 2: Election of Eight (8) Directors
Proposal 3: Election of Two (2) Audit & Supervisory Board Members

4. Method for Exercise of Voting Rights

(1) Exercise of voting rights via postal mail

Please indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and return it so that it is received by 5:35 p.m. on Monday, June 22, 2020.

(2) Exercise of voting rights via the internet

When exercising voting rights via the internet, please refer to the “Instructions for Voting via the Internet” (available in Japanese only) and exercise your rights by 5:35 p.m. on Monday, June 22, 2020.

5. Other Items Concerning This Notice

Among the paperwork that should be submitted with this Notice of the Ordinary General Meeting of Shareholders, the following items are posted on the Company’s website (<https://www.mandom.co.jp/ir/meeting.html>) as stipulated by laws and regulations, as well as Article 16 of the Company’s Articles of Incorporation so they are not included in the attached documents to this Notice.

- (1) “System to ensure appropriate business operations and summary of the operating status of the relevant system” in the Business Report
- (2) “Consolidated Statement of Changes in Equity” and “Notes to Consolidated Financial Statements” in the Consolidated Financial Statements
- (3) “Statement of Changes in Equity” and “Notes to Non-consolidated Financial Statements” in the Non-consolidated Financial Statements

Because of this, the material included with this Notice of the Ordinary General Meeting of Shareholders is part of the Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements used by Audit & Supervisory Board Members and Accounting Auditors to make the Auditor’s Report.

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Matters:

Proposal 1: Appropriation of Surplus

Regarding the appropriation of surplus for the 103rd Term, in addition to the basic policy of preferentially returning surplus to shareholders with a dividend, and giving consideration to internal reserves for future development and corporate risk, we declare the following appropriation.

Matters related to year-end dividends

- (1) Type of dividend property

Cash

- (2) Allocation of dividend property to shareholders and total amount thereof

31 yen per common share of the Company

Total amount of dividends: 1,391,353,191 yen

(Since we paid an interim dividend of 31 yen per share on December 2, 2019, the annual dividend for the 103rd Term will be 62 yen per share.)

- (3) Effective date of distribution of dividends of surplus

June 24, 2020


Proposal 2: Election of Eight (8) Directors


The terms of office of all seven (7) Directors will expire at the conclusion of this meeting. The Company has decided to increase the number of Directors by one (1) with the aim of strengthening the management system and therefore requests the election of eight (8) Directors.

Please refer to page 17 for the Company's policy on the selection of the principle members of the managerial team and the nomination of candidates for Directors and Audit & Supervisory Board Members by the Board of Directors.


The candidates for Directors are as follows:


No.	Name	Position in the Company	Number and rate of attendance at the Board of Directors meetings
1	[Reelection] Motonobu Nishimura [Male]	Representative Director and President Executive Officer	12 / 13 (92%)
2	[Reelection] Shinichiro Koshiba [Male]	Director and Senior Managing Executive Officer	13 / 13 (100%)
3	[Reelection] Yasuaki Kameda [Male]	Director and Senior Managing Executive Officer	13 / 13 (100%)
4	[Reelection] Takeshi Hibi [Male]	Director and Managing Executive Officer	13 / 13 (100%)
5	[Reelection] Ken Nishimura [Male]	Director and Managing Executive Officer	10 / 10 (100%) * After assumption of office in June 2019
6	[Reelection] Reiko Nakayama [External] [Independent] [Female]	External Director	9 / 10 (90%) * After assumption of office in June 2019
7	[New election] Shigeki Suzuki [External] [Independent] [Male]		
8	[New election] Hitoshi Tanii [External] [Independent] [Male]		


No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company		Number of the Company's shares owned
1	<p>[Reelection] [Male] Motonobu Nishimura (January 9, 1951)</p>  <p>Number and rate of attendance at the Board of Directors meetings (103rd Term): 12 / 13 (92%)</p>	<p>Apr. 1977 Joined the Company</p> <p>Apr. 1983 General Manager, the East Japan Sales Div.</p> <p>Jun. 1984 Director (current position)</p> <p>Jun. 1987 Managing Director</p> <p>Jun. 1990 Representative Director (current position) Senior Vice President</p> <p>Jun. 1995 President Director</p> <p>May 2000 Audit & Supervisory Board Member, PT Mandom Indonesia Tbk (current position)</p> <p>Jun. 2004 President Executive Officer (current position)</p> <p>Apr. 2008 In charge of the Internal Control Promotion Div. (now the Internal Audit Div.) (until June 2015)</p> <p>Apr. 2019 In charge of the Internal Audit Div.</p>	<p>[Significant concurrent positions outside the Company] Audit & Supervisory Board Member, PT Mandom Indonesia Tbk</p>	1,432,400
<p>[Reasons for nomination as candidate for Director] Since assuming the position of President Director in 1995, Motonobu Nishimura has been at the head of the Group's management team, sufficiently fulfilling his work responsibility by appropriately performing his duties and reliably getting results. Going forward, as well, the Company has decided that he can be expected to contribute to the Group's continued growth and development as the Chief Executive Officer (Representative Director and President Executive Officer). Therefore, the Company has once again nominated him as a candidate for Director.</p>				


No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company	Number of the Company's shares owned
2	<p>[Reelection] [Male]</p> <p>Shinichiro Koshiba (December 24, 1963)</p>  <p>Number and rate of attendance at the Board of Directors meetings (103rd Term): 13 / 13 (100%)</p>	<p>Apr. 1987 Joined the Company</p> <p>Jul. 1993 Senior Managing Director, Sunwa Marketing Co., Ltd.</p> <p>May 1997 General Manager, Zhongshan City Rida Fine Chemical Co., Ltd. (now Zhongshan City Rida Cosmetics Co., Ltd.)</p> <p>Apr. 2002 General Manager, the Sales Planning Div.</p> <p>Jun. 2008 Executive Officer</p> <p>Apr. 2013 Managing Executive Officer In charge of the Marketing Units</p> <p>Jun. 2016 Director (current position)</p> <p>Apr. 2018 Senior Managing Executive Officer (current position) In charge of the International Business Operation Units (current position) Audit & Supervisory Board Member, Chairman, PT Mandom Indonesia Tbk (current position)</p> <p>[Significant concurrent positions outside the Company] Audit & Supervisory Board Member, Chairman, PT Mandom Indonesia Tbk</p>	5,362
<p>[Reasons for nomination as candidate for Director]</p> <p>After having managed overseas Group companies, Shinichiro Koshiba has sufficiently fulfilled his work responsibility by appropriately performing his duties and reliably getting results over many years in the sales and marketing areas he was responsible for at the Company. Going forward, as well, the Company has decided that by using his experience he can be expected to contribute to the Group's continued growth and development as an Operational Executive Director. Therefore, the Company has once again nominated him as a candidate for Director.</p>			

No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company	Number of the Company's shares owned
3	<p>[Reelection] [Male]</p> <p>Yasuaki Kameda (November 1, 1961)</p>  <p>Number and rate of attendance at the Board of Directors meetings (103rd Term): 13 / 13 (100%)</p>	<p>Apr. 1984 Joined the Company</p> <p>Apr. 2008 General Manager, the Product Development Dept. Sec. 1 (now the Brand Marketing Div. 1)</p> <p>Apr. 2009 Executive Officer</p> <p>Apr. 2012 In charge of the Chainstore Sales Div. 1, the Chainstore Sales Div. 2 and the Distribution Channel Development Div.; General Manager, the Chainstore Sales Div. 2</p> <p>Apr. 2014 In charge of the Corporate Planning Div. (now the Corporate Administration Div.) and the Corporate Communications & Investor Relations Div. (now the Investor Relations Div.); General Manager, the Corporate Planning Div.</p> <p>Apr. 2015 Managing Executive Officer In charge of the Corporate Planning Units (current position)</p> <p>Apr. 2017 In charge of the Corporate Planning & the Financial Units and the Human Resources & the General Resources Units (current position)</p> <p>Jun. 2017 Director (current position)</p> <p>Apr. 2018 Senior Managing Executive Officer (current position)</p>	4,800
<p>[Reasons for nomination as candidate for Director]</p> <p>Yasuaki Kameda has held positions of responsibility in the Company's sales and marketing department, where he generated steady results. He has sufficiently fulfilled his work responsibility by appropriately performing his duties in each of areas he was responsible for at the Company. Going forward, as well, the Company has decided that by using his experience he can be expected to contribute to the Group's continued growth and development as an Operational Executive Director. Therefore, the Company has once again nominated him as a candidate for Director.</p>			

No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company	Number of the Company's shares owned
4	<p>[Reelection] [Male]</p> <p>Takeshi Hibi (April 16, 1960)</p>  <p>Number and rate of attendance at the Board of Directors meetings (103rd Term): 13 / 13 (100%)</p>	<p>Apr. 1984 Joined the Company</p> <p>Apr. 1999 Director and President, Mandom (Malaysia) Sdn. Bhd.</p> <p>Apr. 2008 Managing Director, PT Mandom Indonesia Tbk</p> <p>Apr. 2011 Representative Director and President, PT Mandom Indonesia Tbk</p> <p>Apr. 2014 Executive Officer</p> <p>Apr. 2015 Managing Executive Officer (current position)</p> <p>Apr. 2016 In charge of the Sales Units</p> <p>Jun. 2016 Director (current position)</p> <p>Apr. 2017 In charge of the Domestic Sales Units (current position)</p>	5,354
<p>[Reasons for nomination as candidate for Director]</p> <p>After having been the Representative Director and President of PT Mandom Indonesia Tbk and having managed overseas Group companies, Takeshi Hibi has sufficiently fulfilled his work responsibility by appropriately performing his duties and reliably getting results in the sales area of the Company he was responsible for. Going forward, as well, the Company has decided that by using his experience he can be expected to contribute to the Group's continued growth and development as an Operational Executive Director. Therefore, the Company has once again nominated him as a candidate for Director.</p>			

No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company	Number of the Company's shares owned
5	<p>[Reelection] [Male]</p> <p>Ken Nishimura (May 12, 1982)</p>  <p>Number and rate of attendance at the Board of Directors meetings (103rd Term): 10 / 10 (100%) *After assumption of office in June 2019</p>	<p>Apr. 2008 Joined the Company</p> <p>Jan. 2011 Assistant Manager, Mandom Corporation (Singapore) Pte. Ltd.</p> <p>Apr. 2013 The Human Resources Div.</p> <p>Jul. 2015 The Human Resources Div., stationed at Europe IESE Business School (Spain)</p> <p>May 2017 Graduated from IESE Business School (MBA)</p> <p>Jul. 2017 Executive Officer General Manager, the Corporate Strategy Div.</p> <p>Apr. 2018 Managing Executive Officer (current position) In charge of the Marketing Units (current position) In charge of the Marketing Div. 2 (now the Brand Marketing Div. 3) In charge of the New Business Development Div. (now the Direct Marketing Div.), the Group Marketing Strategy Div. and the Public Relations Div. (current position)</p> <p>Jun. 2019 Director (current position)</p>	41,890
<p>[Reasons for nomination as candidate for Director]</p> <p>Ken Nishimura has held positions of responsibility in the Company's corporate strategy planning and marketing areas. After assuming the position of Executive Officer, as well, he has generated steady results, and sufficiently fulfilled his work responsibility by appropriately performing his duties in each of areas he is responsible for. Going forward, as well, the Company has decided that by using his experience he can be expected to contribute to the Group's continued growth and development as an Operational Executive Director. Therefore, the Company has once again nominated him as a candidate for Director.</p>			

No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company	Number of the Company's shares owned
6	<p>[Reelection] [External] [Independent] [Female]</p> <p>Reiko Nakayama (April 2, 1959)</p>  <p>Number and rate of attendance at the Board of Directors meetings (103rd Term): 9 / 10 (90%) *After assumption of office in June 2019</p>	<p>Apr. 1983 Joined Japan Associated Finance Co., Ltd. (now JAFCO Co., Ltd.)</p> <p>Jan. 1997 Joined Marusan Securities Co., Ltd.</p> <p>Mar. 2000 General Manager, Investment information Department, Marusan Securities Co., Ltd.</p> <p>Oct. 2004 General Manager, Underwriting Department, Marusan Securities Co., Ltd.</p> <p>Oct. 2008 Director, LivTech, Inc.</p> <p>Feb. 2009 Director, Head of Administrative H.Q., Division, LivTech, Inc.</p> <p>Mar. 2015 External Director, LUCKLAND CO., LTD.</p> <p>Mar. 2016 External Director (Audit and Supervisory Committee Member), LUCKLAND CO., LTD. (current position)</p> <p>Mar. 2017 Audit & Supervisory Board Member, UcarPAC Co. LTD. (current position)</p> <p>Jun. 2018 External Director, YUSHIN PRECISION EQUIPMENT CO., LTD. (current position)</p> <p>Jun. 2019 External Director of the Company (current position)</p> <p>[Significant concurrent positions outside the Company] External Director (Audit and Supervisory Committee Member), LUCKLAND CO., LTD. Audit & Supervisory Board Member, UcarPAC Co. LTD. External Director, YUSHIN PRECISION EQUIPMENT CO., LTD.</p>	3,000
<p>[Reasons for nomination as candidate for External Director] Since assuming the position of External Director in June 2019, Reiko Nakayama has been sufficiently fulfilling her work responsibility as an External Director. She has held important positions as the General Manager of the Underwriting Department at a securities company, the Director and Head of Administrative H.Q. at an operating company, and as an External Director. As such, the Company feels that having her broad knowledge and superior discernment reflected in the Company's management from an independent perspective can be expected to not only strengthen corporate governance but also help raise the quality of the Group management overall. Therefore, the Company has once again nominated her as a candidate for External Director.</p>			

No.	Name (Date of birth)	Career summary and positions	Number of the Company's shares owned
7	<p>[New election] [External] [Independent] [Male]</p> <p>Shigeki Suzuki (January 2, 1953)</p> 	<p>Apr. 1975 Joined Toyota Motor Corporation</p> <p>Jan. 1999 Project General Manager, Material Engineering Div. No. 2 (High Polymer Materials), Toyota Motor Corporation</p> <p>Jan. 2001 Project General Manager, Material Engineering Div. No. 3 (Advanced Materials Technology Research), Toyota Motor Corporation</p> <p>Jan. 2003 Project General Manager, Material Engineering Div. No. 1 (Metal/Inorganic Materials), Toyota Motor Corporation</p> <p>Jun. 2007 Managing Officer, (Material Technology Field, Intellectual Property Div. Environmental Affairs Div. and Future Project Div.), Toyota Motor Corporation</p> <p>Apr. 2013 Advisor, Primearth EV Energy Co., Ltd.</p> <p>Jun. 2013 Representative Director and Vice President, Primearth EV Energy Co., Ltd.</p> <p>Jun. 2014 Representative Director and President, Primearth EV Energy Co., Ltd.</p>	0
<p>[Reasons for nomination as candidate for External Director]</p> <p>Shigeki Suzuki has been nominated as a new candidate for External Director because he has been holding important positions of a globally operating corporation over many years and successively engaged in corporate management. As such, the Company feels that having his broad knowledge and superior discernment reflected in the Company's management from an independent perspective can be expected to not only strengthen corporate governance but also help raise the quality of the Group management overall.</p>			

No.	Name (Date of birth)	Career summary and positions	Number of the Company's shares owned
8	<p>[New election] [External] [Independent] [Male]</p> <p>Hitoshi Tanii (June 2, 1972)</p> 	<p>Apr. 1996 Joined NIPPON TELEGRAPH AND TELEPHONE CORPORATION</p> <p>Sep. 1997 Established Digital Network Service Limited Partnership Company Representative Partner</p> <p>Jan. 2000 Established Infocast, Inc. Representative Director</p> <p>Sep. 2000 Established Index Digital Co., Ltd. Representative Director and President</p> <p>Jun. 2005 Established Synergy Marketing, Inc. Representative Director</p> <p>Sep. 2016 External Director, Market Enterprise Co., Ltd. (current position)</p> <p>Mar. 2017 External Director, adish Co., Ltd. (current position)</p> <p>May 2017 Representative Director, Pay-forward Inc. (current position)</p> <p>Jan. 2019 External Director, Space Engine Co., Ltd. (current position)</p> <p>Jul. 2019 Chairperson of the Board, Synergy Marketing, Inc. (current position)</p> <p>Aug. 2019 External Director, any Carry Co., Ltd. (current position)</p> <p>Dec. 2019 External Director, ONDECK Co., Ltd. (current position)</p> <p>Jan. 2020 Established Happy PR Co., Ltd. Representative Director (current position)</p> <p>[Significant concurrent positions outside the Company] External Director, Market Enterprise Co., Ltd. External Director, adish Co., Ltd. Representative Director, Pay-forward Inc. External Director, Space Engine Co., Ltd. Chairperson of the Board, Synergy Marketing, Inc. External Director, any Carry Co., Ltd. External Director, ONDECK Co., Ltd. Representative Director, Happy PR Co., Ltd.</p>	0
<p>[Reasons for nomination as candidate for External Director] Hitoshi Tanii has been nominated as a new candidate for External Director because he has been engaged in corporate management at several companies. As such, the Company feels that having his broad knowledge and superior discernment reflected in the Company's management can be expected to not only strengthen corporate governance but also help raise the quality of the Group management overall.</p>			

Notes:

1. There are no special interests between the candidates and the Company.
2. Reiko Nakayama is a candidate for External Director.
The Company has designated the candidate as an Independent Officer according to Securities Listing Regulations of the Tokyo Stock Exchange and has registered her with the same Exchange and, if her election is approved, intends to continue her appointment as an Independent Officer. Reiko Nakayama's term as an External Director will be one (1) year at the conclusion of this meeting.
3. The Company has concluded a limited liability agreement with Reiko Nakayama limiting her liability to the Company as specified in Article 423, Paragraph 1 of the Companies Act, based on Article 427, Paragraph 1 of the Companies Act and Article 24, Paragraph 2 of the Company's Articles of Incorporation. The limit of liability of the concerned liability agreement is the higher of either ten (10) million yen or the minimum liability specified in Article 425, Paragraph 1 of the Companies Act. If Reiko Nakayama's election is approved, the Company intends to continue this agreement.
4. Shigeki Suzuki and Hitoshi Tanii are new candidates for External Director.
If their election is approved, the Company intends to designate the candidates as Independent Officers according to Securities Listing Regulations of the Tokyo Stock Exchange.
5. If Shigeki Suzuki and Hitoshi Tanii's election is approved, the Company intends to conclude a limited liability agreement with them, limiting their liability to the Company as specified in Article 423, Paragraph 1 of the Companies Act, based on Article 427, Paragraph 1 of the Companies Act and Article 24, Paragraph 2 of the Company's Articles of Incorporation. The limit of liability of the concerned liability agreement is the higher of either ten (10) million yen or the minimum liability specified in Article 425, Paragraph 1 of the Companies Act.
6. Reiko Nakayama, Shigeki Suzuki and Hitoshi Tanii, candidates for External Director, meet the Company's "Standards for Independence of Independent External Officers" (Please refer to pages 18 and 19).


Proposal 3: Election of Two (2) Audit & Supervisory Board Members

The terms of office of two (2) Audit & Supervisory Board Members, Ryuichi Terabayashi and Masahiro Nishio, will expire at the conclusion of this meeting. In that regard, the Company requests the election of two (2) Audit & Supervisory Board Members.

This proposal has received the approval of the Audit & Supervisory Board.

Please refer to page 17 for the Company's policy on the selection of the principle members of the managerial team and the nomination of candidates for Directors and Audit & Supervisory Board Members by the Board of Directors.

The candidates for Audit & Supervisory Board Members are as follows:

No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company	Number of the Company's shares owned
1	<p>[New election] [Male]</p> <p>Takehiko Ikehata (February 12, 1959)</p> 	<p>Apr. 2008 Joined the Company</p> <p>Apr. 2009 Manager, the Product Planning Office (now the Group Marketing Strategy Div.)</p> <p>Apr. 2012 Manager, the Corporate Planning Office (now the Corporate Administration Div.)</p> <p>Apr. 2014 Deputy General Manager, the Corporate Planning Div. (now the Corporate Administration Div.)</p> <p>Apr. 2016 General Manager, the Corporate Planning Div. (now the Corporate Administration Div.)</p>	1,500
<p>[Reasons for nomination as candidate for Audit & Supervisory Board Member]</p> <p>Since joining the Company, Takehiko Ikehata has engaged in marketing department and corporate administration department, and has served as a General Manager, Corporate Administration Division, gaining extensive operational experience at the Company. The Company has decided that by using these experiences, he can be expected to sufficiently carry out the work and responsibilities as an Audit & Supervisory Board member. Therefore, the Company has nominated him as a new candidate for full time Audit & Supervisory Board Member.</p>			

No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company	Number of the Company's shares owned
2	<p>[Reelection] [External] [Independent] [Male]</p> <p>Masahiro Nishio (September 9, 1952)</p>  <p>Number and rate of attendance at the Board of Directors meetings (103rd Term): 13 / 13 (100%)</p>	<p>Nov. 1974 Joined Yamato Audit and Accounting Firm (now KPMG AZSA LLC) (until December 2014)</p> <p>Mar. 1978 Registered as a Certified Public Accountant</p> <p>Jul. 2001 Partner, KPMG AZSA LLC</p> <p>Jul. 2008 Director, Kyoto Office, KPMG AZSA LLC</p> <p>Apr. 2012 Professor, Ritsumeikan University Graduate School of Management</p> <p>Jan. 2015 Established Nishio CPA Firm Director, Nishio CPA Firm (current position)</p> <p>Jun. 2015 Outside Audit & Supervisory Board Member, Shimadzu Corporation (current position)</p> <p>Jun. 2016 External Audit & Supervisory Board Member of the Company (current position)</p> <p>Oct. 2016 Outside Auditor, Samco Inc. (current position)</p> <p>[Significant concurrent positions outside the Company] Director, Nishio CPA Firm Outside Audit & Supervisory Board Member, Shimadzu Corporation Outside Auditor, Samco Inc.</p>	0
<p>[Reasons for nomination as candidate for External Audit & Supervisory Board Member] As a Certified Public Accountant, Masahiro Nishio is well-versed in accounting and audit and has great insight into corporate management. The Company feels that having his great insight reflected in the Company's management can be expected to not only strengthen corporate governance but also help raise the quality of the Group management overall. Therefore, the Company has once again nominated him as a candidate for External Audit & Supervisory Board Member.</p>			

Notes:

1. There are no special interests between the candidates and the Company.
2. Takehiko Ikehata is a new candidate for Audit & Supervisory Board Member.
3. Masahiro Nishio is a candidate for External Audit & Supervisory Board Member.
While he does not have direct corporate management experience, he is well-versed in corporate accounting and has great insight into corporate management. Therefore the Company feels he can sufficiently carry out the duties of External Audit & Supervisory Board Member.
The Company has designated the candidate as an Independent Officer according to Securities Listing Regulations of the Tokyo Stock Exchange and has registered him with the same Exchange and, if his election is approved, intends to continue his appointment as an Independent Officer.
Masahiro Nishio's term as an Audit & Supervisory Board Member will be four (4) years at the conclusion of this meeting.
4. The Company has concluded a limited liability agreement with Masahiro Nishio limiting his liability to the Company as specified in Article 423, Paragraph 1 of the Companies Act, based on Article 427, Paragraph 1 of the Companies Act and Article 32, Paragraph 2 of the Company's Articles of Incorporation. The limit of liability of the concerned liability agreement is the higher of either ten (10) million yen or the minimum liability specified in Article 425, Paragraph 1 of the Companies Act. If Masahiro Nishio's election is approved, the Company intends to continue this agreement.
5. Masahiro Nishio, a candidate for External Audit & Supervisory Board Member, meets the Company's "Standards for Independence of Independent External Officers" (Please refer to pages 18 and 19).

<Reference>

Mandom Group Corporate Governance

Corporate Governance Policy

The Mandom Group's mission is co-existence, mutual growth and mutual creation with global society. Consequently, to realize our core philosophy, we are dedicated to generating stable profits by pursuing efficiency, while ensuring soundness and transparency. As a result, we look to achieve sustainable, steady growth together with consumers, society and other stakeholders.

Corporate Governance Guidelines (Excerpts)

(Reference URL: https://www.mandom.co.jp/company/src/g_guideline.pdf; in Japanese only)

[Principle 3-1(iv)]

Policy and procedure on the selection and dismissal of the principle members of the managerial team and the nomination of candidates for Directors and Audit & Supervisory Board Members by the Board of Directors

As a basic policy, the Company selects and nominates candidates for Directors from among those who, regardless of nationality, age and gender, have a strong sense of ethics, work in accordance with the core philosophy of the Company, accept diverse values, demonstrate outstanding personality and insight, and who are able to fulfill the role expected of them when conducting global-scale business. Specific details of the policy are given below.

(1) Supervisory Executive Officer

Policy of selecting candidates who have not only organizational management capabilities and operational execution capabilities based on experience and achievements, but also a healthy appetite for taking on challenges and the ability to respond to changes in the business environment

(2) Operational Executive Director

Policy of nominating candidates with capability of conducting mutual check-and-oversight and supervising required as a member of the Board of Directors, who are able to participate in and conduct decision making with a perspective of Group-wide optimization, in addition to the above policy concerning Supervisory Executive Officer

(3) External Director

Policy of nominating candidates with a wealth of experience of corporate management or theory and knowledge of corporate management, who are able to take on the role of monitoring with objectivity and a shareholder viewpoint, and who are expected to effectively play an advisory role from a global standpoint, in addition to satisfying the Company's Standards for Independence of Independent External Officers

(4) Audit & Supervisory Board Member

Policy of nominating candidates who, in addition to having experience of corporate management and organizational management or knowledge related to the areas of corporate financing and legal affairs, are capable of taking a role of auditing corporate governance with a firm fair and unbiased stance to the corporate management team (Satisfying the Standards for Independence of Independent External Officers is the prerequisite for External Audit and Supervisory Board Members.)

<Reference>

Standards for Independence of Independent External Officers

The Company has formulated the following standards related to independence with respect to its selection of candidates as Independent External Officers (External Directors and External Audit & Supervisory Board Members designated by the Company as Independent External Officers).

Candidates must satisfy various conditions for External Directors and External Audit & Supervisory Board Members based on the Companies Act. Individuals to whom additionally none of the following apply are considered to satisfy the Company's independence standards.

- 1 A person executing the business^(*)2) of the Company or an affiliated company^(*)1) of the Company (hereinafter, referred to collectively as the "Mandom Group")
- 2 An entity that is a major supplier of the Mandom Group^(*)3) or a person executing the business^(*)2) of such an entity
- 3 A major customer of the Mandom Group^(*)4) or a person executing the business^(*)2) of such a partner
- 4 A major shareholder that holds 10% or more of the total voting rights of the Company, either directly or indirectly, or a person executing the business^(*)2) of such a shareholder
- 5 An entity in which the Mandom Group holds 10% or more of the total voting rights, either directly or indirectly, or a person executing the business^(*)2) of such an entity
- 6 An entity that has received annual donations of ten (10) million yen or more from the Mandom Group in the most recent business year or an entity that belongs to such a corporation or other organization
- 7 A consultant, accountant or legal professional who receives a large amount of monetary consideration or other property^(*)5) other than officers' compensation from the Mandom Group (or, if the party receiving such property is a corporation or other organization, a person who belongs to that organization)
- 8 A person who belongs to the audit firm that is Accounting Auditor for the Mandom Group
- 9 If a person executing the business^(*)2) of the Mandom Group serves as an external officer of another company, a person executing the business^(*)2) of that company
- 10 A person to whom item 1 above has applied in the past
- 11 A person to whom any of items 2 to 9 has applied in the past year
- 12 The spouse, second-degree or closer relative, cohabiting relative or person who shares the livelihood of any of those below
 - (1) A Director, Audit & Supervisory Board Member or important person executing the business^(*)6) of a company in the Mandom Group
 - (2) A person to whom the above items 2 to 5 or 9 apply (if said person is a person executing the business, this only applies to important persons executing the business^(*)6))
 - (3) An individual or, if a person who belongs to a company or other organization, an important person executing the business^(*)6), to whom the above item 6 applies
 - (4) An individual or, if a person who belongs to a company or other organization, a qualified person or an important person executing the business^(*)6), to whom the above item 7 applies

(5) A certified public accountant and important person executing the business^(*6) belonging to an audit firm to which the above item 8 applies

- (*1) Affiliated company: An affiliated company as provided in Article 2, Paragraph 3, Item 22 of the Ordinance on Company Accounting
- (*2) Person executing the business: A Director (excluding External Director), trustee (excluding external trustee), operating officer, corporate operating officer or employee executing operations for a company or other organization
- (*3) Entity that is a major supplier of the Mandom Group:
 - (i) A business partner group (business partner or its affiliated company^(*1); hereinafter the same) that provides products or services to the Mandom Group, and whose annual amount for the provision of products or services that said business partner group provided to the Mandom Group in the most recent business year or the current business year accounts for more than 2% of that business partner group's consolidated net sales in the most recent business year
 - (ii) A business partner group whose financing provided to the Mandom Group as of the close of the most recent business year of the Company exceeds 2% of consolidated total assets of the business partner group as of the end of its most recent business year
- (*4) Major customer of the Mandom Group:
 - (i) A business partner group to which the Mandom Group provides products or services and for which the products or services provided by the Mandom Group account for more than 2% of consolidated net sales of the Mandom Group in the most recent business year or the current business year.
 - (ii) A business partner group to which the Mandom Group provides financing that exceeds 2% of consolidated total assets of the Mandom Group as of the close of the most recent business year
- (*5) Large amount of monetary consideration or other property:

For an individual, monetary consideration or other property corresponding to ten (10) million yen or more per year; if a company or other organization, monetary consideration or other property corresponding to 2% or more of that organization's total annual revenue
- (*6) Important person executing the business:

Persons executing the business in item^(*2) who are senior executives (general manager class) or higher