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(Stock Exchange Code 2127)
June 8, 2020

To Shareholders with Voting Rights:

Suguru Miyake
President and Representative Director
Nihon M&A Center Inc.
1-8-2, Marunouchi, Chiyoda-ku, Tokyo

NOTICE OF THE 29TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

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

Please be informed that the 29th Annual General Meeting of Shareholders of Nihon M&A Center Inc. (the “Company”) will be held for the purposes as described below.

In view of the situation where people are strongly urged to stay at home, we would like to ask our shareholders to exercise your voting rights in advance in writing or via the Internet, etc. as much as possible, and refrain from attending the General Meeting of Shareholders regardless of your physical conditions, from the perspective of preventing the spread of the infection.

In addition, we may take measures to prevent the infection at the venue of the meeting. Thank you very much for your cooperation.

You may exercise your voting rights via either of the following methods. Please review the Reference Documents for the General Meeting of Shareholders below and exercise your voting rights by 5:30 p.m. on Wednesday, June 24, 2020.

Exercise of Voting Rights in Writing:

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 the above exercise deadline.

Exercise of Voting Rights via the Internet:

Please exercise your voting rights by the above exercise deadline upon review of the “Instructions for Exercise of Voting Rights via the Internet” (Japanese version only) below.

Discontinuation of Souvenir Distribution

Based on a consideration of various factors, including fairness between shareholders attending the Annual General Meeting of Shareholders and those who are unable to attend, we discontinued the distribution of souvenirs for shareholders who attend the meeting from previous Annual General Meeting of Shareholders.

We ask for your kind understanding.

Please note that the place of the meeting for this year is different from last year. Please refer to the “Guide to the Venue of the General Meeting of Shareholders” at the last page (of the Japanese original).

1. Date and Time: Thursday, June 25, 2020 at 10:00 a.m. Japan time

2. Place: 22F Conference room at TEKKO BUILDING,
1-8-2, Marunouchi, Chiyoda-ku, Tokyo, Japan

In order to prevent the spread of infection, we will widen the space between seats at this General Meeting of Shareholders. Accordingly, the seats available to our shareholders will be substantially less. Therefore, we may ask you not to enter the venue. We ask for your kind understanding in advance.

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company's 29th Fiscal Year (April 1, 2019 - March 31, 2020) and results of audits by the Accounting Auditor and the Audit and Supervisory Committee of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company's 29th Fiscal Year (April 1, 2019 - March 31, 2020)

Proposals to be resolved:

- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Election of 10 Directors (Excluding Directors Serving as Audit and Supervisory Committee Members)
- Proposal 3:** Election of 3 Directors Serving as Audit and Supervisory Committee Members
- Proposal 4:** Election of 1 Substitute Director Serving as Audit and Supervisory Committee Member

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- ◎ When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
 - ◎ Should the Reference Documents for the General Meeting of Shareholders, Business Report, Non-consolidated Financial Statements and Consolidated Financial Statements require revisions, the revised versions will be posted on the Company's website (<https://www.nihon-ma.co.jp/>). Even if you are attending, please check the Company's website in advance.
 - ◎ Notes to Consolidated Financial Statements from Consolidated Financial Statements and Notes to Non-consolidated Financial Statements from Non-consolidated Financial Statements are posted on the Company's website (<https://www.nihon-ma.co.jp/>) in accordance with laws and regulations and Article 13 of the Articles of Incorporation. Therefore, they are not included in this Notice.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

Regarding the appropriation of surplus as a year-end dividend, the Company hereby proposes as follows.

The Company recognizes working toward strengthening its financial standing and management foundation alongside providing long-term return of profits to shareholders as its most important management issues, and it has continued to implement stable profit dividends from the 2nd fiscal year after establishment up to the previous 28th fiscal year.

Moving forward, with stable return of profits to shareholders at the core, the Company will seek to provide shareholders with continuous dividends.

Based on the above dividend policy, the Company proposes the following as year-end dividends.

- (1) Type of dividend property
Cash
- (2) Matters concerning the allotment of dividend property to shareholders and the total amount
15 yen per share of common stock, for a total of 2,445,941,940 yen
The annual dividend for the fiscal year under review will be 26 yen, including the interim dividend of 11 yen and the year-end dividend of 15 yen.
- (3) Effective date of distribution of surplus
June 26, 2020

Proposal 2: Election of 10 Directors (Excluding Directors Serving as Audit and Supervisory Committee Members)

The term of office of all (6) Directors (excluding Directors serving as Audit and Supervisory Committee Members) will expire at the end of this General Meeting. For future business expansion, the Company proposes to increase 4 Directors and elect 10 Directors (excluding Directors serving as Audit and Supervisory Committee Members). The candidates for Directors for this Proposal are determined at the Board of Directors meeting after deliberation at the Nomination Committee.

No.	Name	Current position and responsibilities at the Company	Attendance at the Board of Directors meeting
1	Yasuhiro Wakebayashi (Reappointment)	Chairman and Representative Director	17/17 (100%)
2	Suguru Miyake (Reappointment)	President and Representative Director	17/17 (100%)
3	Takamaro Naraki (Reappointment)	Executive Vice President and Director, General Manager, Administration Division	17/17 (100%)
4	Masahiko Otsuki (Reappointment)	Managing Director, in charge of Related Businesses	16/17 (94%)
5	Naoki Takeuchi (Reappointment)	Director, General Manager, Sales Division and General Manager, Strategy Control Business Department	17/17 (100%)
6	Tsuneo Watanabe (New Appointment)	Senior Executive Officer and General Manager, Industry Specific Business Department	-
7	Hideyuki Kumagai (New Appointment)	Senior Executive Officer and General Manager, Corporate Advisor Control Department	-
8	Tokihiko Mori (Reappointment) (Outside) (Independent)		17/17 (100%)
9	Anna Dingley (New Appointment) (Outside) (Independent)		-
10	Minako Takeuchi (New Appointment) (Outside) (Independent)		-

(Reappointment) Candidate for reappointed Director
 (New Appointment) Candidate for newly appointed Director
 (Outside) Candidate for Outside Director
 (Independent) Independent Director in accordance with the provision of the stock exchange

The candidates for Directors are as follows:

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
1	Yasuhiro Wakebayashi (August 28, 1943) (Reappointment)	April 1966 April 1991 June 1992 October 2000 June 2008	Joined Olivetti Corporation of Japan Establishing Director, the Company President and Representative Director Director, Japan Private Equity Co., Ltd. (current position) Chairman and Representative Director (current position)	7,540,500
	<p>Reason for selection as a candidate for Director</p> <p>As founder of the Company, Mr. Yasuhiro Wakebayashi formulated and established the corporate principles, has undertaken educational activities regarding M&A of small and medium firms, and has significant achievements in business expansion, and as he currently fulfills an important role in management, in order to continue to utilize this experience and insight in the management of the Group, his election as Director is requested.</p>			
2	Suguru Miyake (January 18, 1952) (Reappointment)	April 1977 September 1991 June 1992 June 1993 May 1995 October 2000 June 2002 January 2005 June 2006 December 2007 June 2008 July 2016 January 2018 July 2019	Joined Olivetti Corporation of Japan Joined the Company Director Managing Director Senior Managing Director Executive Vice President and Representative Director, Japan Private Equity Co., Ltd. Executive Vice President, Director, and General Manager, Sales Division, the Company Executive Vice President and Director, Japan Private Equity Co., Ltd. Executive Vice President, Representative Director, and General Manager, Sales Division, the Company Director, Yano Research Institute Ltd. (current position) President and Representative Director, the Company (current position) Director, Business Succession Navigator Inc. (current position) President and Representative Director, Japan Investment Fund Inc. (current position) Representative Director, ZUUM-A Co., Ltd. (current position)	11,549,500
	<p>Reason for selection as a candidate for Director</p> <p>As Director of the Company, Mr. Suguru Miyake has been involved in the management of the Company for an extended period of time and has led growth of business results until this point as Representative Director of the Company, and as he fulfills a significant role in determining important management matters and supervising business execution, in order to continue to utilize this experience and insight in the management of the Group, his election as Director is requested.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
3	Takamaro Naraki (October 15, 1962) (Reappointment)	April 1985	Joined DAIO PAPER CORPORATION	509,300
		January 1993	Joined the Company	
		June 2000	Joined Daiwa Securities SMBC Co. Ltd.	
		March 2005	Joined the Company	
		June 2005	Director and General Manager, Administration Division	
		June 2008	Managing Director and General Manager, Administration Division	
		June 2013	Audit & Supervisory Board Member, Japan Private Equity Co., Ltd. (current position)	
		June 2013	Senior Managing Director and General Manager, Administration Division, the Company	
		April 2017	Executive Vice President and Director, General Manager, Administration Division (current position)	
October 2019	Audit & Supervisory Board Member, PMI-J Consulting Co., Ltd. (current position)			
Reason for selection as a candidate for Director Mr. Takamaro Naraki has a wealth of achievements and insights in the overall administration division and has management experience as Director of the Company, and as he currently fulfills an important role in management, in order to continue to utilize this experience and insight in the management of the Group, his election as Director is requested.				
4	Masahiko Otsuki (July 23, 1970) (Reappointment)	April 1995	Joined Sumitomo Bank	21,500
		February 2006	Joined the Company	
		April 2009	Executive Officer and General Manager, Industrial Enterprise Business Department	
		April 2010	Executive Officer and General Manager, Enterprise Business Division and Industrial Enterprise Business Department	
		June 2010	Director and General Manager, Enterprise Business Division and Industrial Enterprise Business Department	
		April 2013	Director and General Manager, Enterprise Business Division	
		June 2013	Managing Director and General Manager, Enterprise Business Division	
		April 2014	Managing Director, General Manager, Enterprise Business Division, in charge of West Japan and General Manager, Osaka Branch	
		April 2015	Managing Director and General Manager, Sales Division and Osaka Branch	
		April 2016	Managing Director and General Manager, Sales Division	
		April 2017	Senior Managing Director and General Manager, Sales Division	
		January 2018	Director, Japan Investment Fund Inc. (current position)	
		December 2019	Managing Director, in charge of Related Businesses, the Company (current position)	
		April 2020	Director, PMI-J Consulting Co., Ltd. (current position)	
Reason for selection as a candidate for Director Mr. Masahiko Otsuki has a wealth of achievements and insights in the overall sales division and has management experience as Director of the Company, and as he currently fulfills an important role in management, in order to continue to utilize this experience and insight in the management of the Group, his election as Director is requested.				

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
5	Naoki Takeuchi (February 11, 1978) (Reappointment)	April 2007	Joined the Company	83,300
		April 2013	General Manager, Industrial Enterprise Business Department	
		April 2014	Executive Officer and General Manager, Industrial Enterprise Business Department	
		July 2016	Director, Business Succession Navigator Inc. (current position)	
		April 2017	Senior Executive Officer and General Manager, Direct Business Department and Industrial Enterprise Business Department	
		January 2018	Director, Japan Investment Fund Inc. (current position)	
		April 2018	Senior Executive Officer and General Manager, Strategy Control Business Department	
		June 2018	Director and General Manager, Strategy Control Business Department	
		April 2019	Director and Deputy General Manager, Sales Division; General Manager, Strategy Control Business Department	
		July 2019	Audit & Supervisory Board Member, ZUUM-A Co., Ltd. (current position)	
		December 2019	Director and General Manager, Sales Division; General Manager, Strategy Control Business Department of the Company (current position)	
Reason for selection as a candidate for Director Mr. Naoki Takeuchi has achievements and a wealth of experience in developing customers from an approach of solving corporate growth issues through M&A (growth strategy type M&A). As he currently fulfills an important role as General Manager of Sales Division, in order to utilize his experience and insight in the management of the Group, his election as Director is requested.				
6	Tsuneo Watanabe (September 22, 1983) (New Appointment)	April 2008	Joined the Company	4,200
		April 2016	General Manager, Industry Reorganization Department	
		April 2017	Executive Officer and General Manager, Industry Reorganization Department	
		April 2018	Senior Executive Officer and General Manager, Industry Specific Business Department (current position)	
		Reason for selection as a candidate for Director At the Sales Division of the Company, Mr. Tsuneo Watanabe has insights and a wealth of M&A operational experience on various industries, including completing approach to specific industries based on expert insights (industry-specific M&A). As he currently fulfills an important role as Senior Executive Officer, in order to utilize his experience and insight in the management of the Group, his election as Director is requested.		

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
7	Hideyuki Kumagai (October 24, 1973) (New Appointment)	October 1996 Joined Chuo Audit Corporation August 2007 Joined the Company April 2008 General Manager, Internal Audit Office April 2015 General Manager, Corporate Advisor Tokyo Office April 2016 President and Representative Director, Corporate Value Laboratory Inc. April 2017 Executive Officer and General Manager, Corporate Advisor Office, the Company April 2018 Senior Executive Officer and General Manager, Project Support Business Department July 2019 Director, Corporate Value Laboratory Inc. April 2020 Senior Executive Officer and General Manager, Corporate Advisor Control Department, the Company (current position)		3,500
Reason for selection as a candidate for Director As a Certified Public Accountant, Mr. Hideyuki Kumagai has broad experience on advisory businesses regarding IPO and M&A, etc. As he currently fulfills an important role as Senior Executive Officer, in order to utilize his experience and insight in the management of the Group, his election as Director is requested.				
8	Tokihiko Mori (July 17, 1952) (Reappointment) (Candidate for Outside Director) (Candidate for Independent Director)	January 1996 Director, GE Japan Corporation December 1999 Director, Asia Pacific Technology, General Electric Company November 2003 Representative Director, Teradyne K.K. July 2006 Representative Director, Change Management Consulting Co., Ltd. (current position) July 2007 Representative Director, Riverside Partners Co., Ltd. March 2015 Representative Director, Y. International, Inc. April 2018 Outside Director, CAC Holdings Corporation (current position) June 2018 Outside Director, the Company (current position) (Significant concurrent positions) Representative Director, Change Management Consulting Co., Ltd.		2,700
Reason for selection as a candidate for Outside Director Mr. Tokihiko Mori has a wealth of M&A experience, including serving as Representative Director of an investment advisory company in addition to serving as a corporate manager in various fields. As the Company expects him to give advice on the overall management of the Company based on his wealth of experience and broad insight as a corporate manager, his election as Outside Director is requested. Mr. Tokihiko Mori's term of office as Outside Director will be 2 years at the close of this General Meeting.				

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
9	Anna Dingley (September 11, 1974) (New Appointment) (Candidate for Outside Director) (Candidate for Independent Director)	<p>August 1996 Joined The Association for Japan Exchange and Teaching (AJET)</p> <p>August 1997 Joined Kyoto Research Park Corp.</p> <p>October 1998 Established Ingia (U.K.)</p> <p>October 2004 U.K. Pavilion Operating Manager, EXPO 2005 AICHI JAPAN</p> <p>December 2006 Joined Bloomberg L.P</p> <p>December 2007 Joined London Stock Exchange Group plc TOKYO AIM Business Development Director</p> <p>April 2010 Joined JPMorgan Securities Japan Co., Ltd. Vice President, Japan Equities Division</p> <p>April 2011 Executive Director, Japan Equities Division</p> <p>August 2013 Established Japan Connect.LTD Managing Director (current position)</p> <p>November 2016 Joined SparkCognition U.K. Representative</p> <p>(Significant concurrent positions) Managing Director, Japan Connect.LTD</p>	-
<p>Reason for selection as a candidate for Outside Director</p> <p>Ms. Anna Dingley was deeply involved in the launch of TOKYO AIM, a predecessor of TOKYO PRO Market, and also has sufficient insights on overseas business. As the Company expects her to give advice on the overall management of the Company based on her wealth of experience and broad insight she has fostered, her election as Outside Director is requested.</p>			
10	Minako Takeuchi (January 17, 1961) (New Appointment) (Candidate for Outside Director) (Candidate for Independent Director)	<p>April 1983 Joined NEC Corporation</p> <p>January 2003 Joined Stanton Chase International, Co., Ltd.</p> <p>August 2007 Representative Director and Vice President</p> <p>August 2013 Representative Director, TM Future Corporation (current position)</p> <p>September 2015 Director, JAPAN PROFESSIONAL BASKETBALL LEAGUE</p> <p>June 2019 Outside Director, THE SHIGA BANK, LTD. (current position)</p> <p>August 2019 Commissioner, Japan Wheelchair Basketball Federation (current position)</p> <p>(Significant concurrent positions) Representative Director, TM Future CO LTD.</p>	-
<p>Reason for selection as a candidate for Outside Director</p> <p>Ms. Minako Takeuchi has a wealth of knowledge and experience primarily on talent management. In addition, she also has sufficient experience as a corporate manager. As the Company expects her to give advice on the overall management of the Company based on her wealth of experience and broad insight she has fostered, her election as Outside Director is requested.</p>			

(Notes)

1. There are no special interests between each candidate and the Company.
2. Mr. Tokihiko Mori, Ms. Anna Dingley and Ms. Minako Takeuchi are candidates for Outside Directors (Independent Directors).
3. Independence as Outside Director and liability limitation agreements with Outside Director

(1) Independence of a candidate for Outside Director

- 1) Mr. Tokihiko Mori, Ms. Anna Dingley and Ms. Minako Takeuchi are not business executors or executives of a designated related company of the Company, and were not business executors or executives of a designated related company of the Company within the past five years.
- 2) Mr. Tokihiko Mori, Ms. Anna Dingley and Ms. Minako Takeuchi do not plan to receive a significant amount of cash or other property from the Company or a designated related company of the Company, and have not received any within the past two years.
- 3) Mr. Tokihiko Mori, Ms. Anna Dingley and Ms. Minako Takeuchi are not spouses, relatives to within the third degree, or equivalent persons of a business executor or executive of the Company or a designated related company of the Company.
- 4) Mr. Tokihiko Mori, Ms. Anna Dingley and Ms. Minako Takeuchi were not business executors at a stock company for which the Company succeeded the rights and obligations due to a merger, absorption-type demerger, incorporation-type demerger, or business transfer immediately before said merger, etc., within the past two years.

(2) Liability limitation agreements

The Company defines in its Articles of Incorporation the ability to make agreements with Directors (excluding those who are Executive Directors, etc.) to limit the liability for damages to the Company to within a certain range. Regarding the liability of Article 423, Paragraph 1 of the Companies Act, the Company has concluded a liability limitation agreement with Mr. Tokihiko Mori under Article 30, Paragraph 2 of the Articles of Incorporation to set the limit for liability to a predetermined amount of 3 million yen or more, or the amount defined by laws and regulations, whichever is greater. If the election of Mr. Tokihiko Mori is approved, the Company plans to continue this agreement with him. If the elections of Ms. Anna Dingley and Ms. Minako Takeuchi are approved, the Company plans to conclude this agreement with each of them.

Proposal 3: Election of 3 Directors Serving as Audit and Supervisory Committee Members

The term of office of all (3) Directors serving as Audit and Supervisory Committee Members will expire at the end of this General Meeting. Accordingly, the Company proposes to elect 3 Directors serving as Audit and Supervisory Committee Members.

The submission of this Proposal has been approved by the Audit and Supervisory Committee.

The candidates for Director serving as Audit and Supervisory Committee Members are as follows:

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
1	Iwao Hirayama (January 7, 1961) (New Appointment)	April 1984 February 1998 July 2004 March 2007 April 2010 April 2012 April 2017 April 2018	Joined Yamaichi Securities Co., Ltd. Joined Nikko Cordial Securities Inc. Joined Ichiyoshi Securities Co., Ltd. Joined the Company General Manager, Corporate Development Department General Manager, Corporate Strategy Department Executive Officer and General Manager, Corporate Strategy Department Executive Officer and General Manager, Employee Education Support Office Representative Director, CG-J Partners Co., Ltd. (currently JAPAN PMI Consulting Inc.)	800
Reason for selection as a candidate for Director Mr. Iwao Hirayama has a wealth of achievements and insights from being engaged in a number of M&A deals at securities firms and at the Company. As he possesses knowledge and insight regarding the Group's business, in order to utilize his experience and ability, etc. in the management of the Group, his election as Director serving as Audit and Supervisory Committee Member is requested.				
2	Naoki Takeuchi (January 20, 1965) (Reappointment) (Candidate for Outside Director) (Candidate for Independent Director)	April 1994 February 2004 June 2006 June 2006 June 2016 (Significant concurrent positions) Director, Kinoshita Sogo Law Office	Registered as an attorney-at-law (TOKYO BAR ASSOCIATION) Establishing Director, Kinoshita Sogo Law Office (current position) Audit & Supervisory Board Member, the Company Outside Audit & Supervisory Board Member, Media Links Co., Ltd. (current position) Director (Audit and Supervisory Committee Member), the Company (current position)	24,000
Reason for selection as a candidate for Outside Director Mr. Naoki Kinoshita has a wealth of knowledge and experience fostered as an attorney-at-law centered primarily in the corporate legal field, and also has audit experience as Audit & Supervisory Board Member and Director (Audit and Supervisory Committee Member) of the Company. Until this point, he has continuously provided recommendations regarding specialized matters from the viewpoint of an attorney. While his ability and experience are indispensable for the continuous development of the Group, being independent from his duty as an attorney. Therefore, his election as Director (Outside Director) serving as Audit & Supervisory Committee Member is requested. Mr. Naoki Kinoshita's term of office as Outside Director will be 4 years at the close of this General Meeting.				

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
3	Yoshinori Yamada (May 22, 1946) (Reappointment) (Candidate for Outside Director) (Candidate for Independent Director)	<p>April 1969 Joined Meiji Yasuda Life Insurance Company</p> <p>April 1999 Managing Director, Meiji Yasuda Life Insurance Company</p> <p>April 2003 Representative Director, Japan Confirm Co., Ltd.</p> <p>June 2008 Full-time Audit & Supervisory Board Member, Mizuho Trust & Banking Co., Ltd.</p> <p>October 2012 Chairman of the Board of Directors, Nihon AP Center Co., Ltd.</p> <p>June 2013 Audit & Supervisory Board Member, the Company</p> <p>November 2014 Outside Director, TETSUJIN Inc.</p> <p>June 2016 Director (Audit and Supervisory Committee Member), the Company (current position)</p> <p>July 2018 Director (Audit and Supervisory Committee Member), Fit Corporation (current position)</p>	-
<p>Reason for selection as a candidate for Outside Director</p> <p>Mr. Yoshinori Yamada has experience as a Director and Audit & Supervisory Board Member of a large-scale financial institution, and also has audit experience as Audit & Supervisory Board Member and Director (Audit and Supervisory Committee Member) of the Company. Until this point, he has provided recommendations from knowledge and viewpoints acquired during his time of service. In order to utilize this experience and ability, etc., in the management and audit of the Group, his election as Director (Outside Director) serving as Audit and Supervisory Committee Member is requested. Mr. Yoshinori Yamada's term of office as Outside Director will be 4 years at the close of this General Meeting.</p>			

(Notes)

1. There are no special interests between each candidate and the Company.
2. Mr. Naoki Kinoshita and Mr. Yoshinori Yamada are candidates for Outside Directors (Independent Directors).
3. Independence as Outside Director and liability limitation agreements with Outside Director
 - (1) Independence of a candidate for Outside Director
 - 1) Mr. Naoki Kinoshita and Mr. Yoshinori Yamada are not business executors or executives of a designated related company of the Company, and were not business executors or executives of a designated related company of the Company within the past five years.
 - 2) Mr. Naoki Kinoshita and Mr. Yoshinori Yamada do not plan to receive a significant amount of cash or other property from the Company or a designated related company of the Company, and have not received any within the past two years.
 - 3) Mr. Naoki Kinoshita and Mr. Yoshinori Yamada are not spouses, relatives to within the third degree, or equivalent persons of a business executor or executive of the Company or a designated related company of the Company.
 - 4) Mr. Naoki Kinoshita and Mr. Yoshinori Yamada were not business executors at a stock company for which the Company succeeded the rights and obligations due to a merger, absorption-type demerger, incorporation-type demerger, or business transfer immediately before said merger, etc., within the past two years.
 - (2) Liability limitation agreements

The Company defines in its Articles of Incorporation the ability to make agreements with Directors (excluding those who are Executive Directors, etc.) to limit the liability for damages to the Company to within a certain range. Regarding the liability of Article 423, Paragraph 1 of the Companies Act, the Company has concluded a liability limitation agreement with Mr. Naoki Kinoshita and Mr. Yoshinori Yamada under Article 30, Paragraph 2 of the Articles of Incorporation to set the limit for liability to a predetermined amount of 3 million yen or more, or the amount defined by laws and regulations, whichever is greater. If the election of Mr. Naoki Kinoshita and Mr. Yoshinori Yamada are approved, the Company plans to continue this agreement with each of them. In addition, if the election of Mr. Iwao Hirayama is approved, the Company plans to conclude this agreement with him.
4. Director serving as Audit and Supervisory Committee Member Mr. Nobutsugi Tamura will retire from his position as Director due to expiration of his term of office at the conclusion of this General Meeting of Shareholders.

Proposal 4: Election of 1 Substitute Director Serving as Audit and Supervisory Committee Member

The effectiveness of the election of the current Substitute Director serving as Audit and Supervisory Committee Member will expire at the opening of this Annual General Meeting of Shareholders. Accordingly, to prepare for the case where the number of Audit and Supervisory Committee Member falls below the number required by laws and regulations, the Company proposes to elect 1 Substitute Director serving as Audit and Supervisory Committee Member.

This Proposal has been approved by the Audit and Supervisory Committee.

The candidate for Substitute Director serving as Audit and Supervisory Committee Members is as follows:

Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
Katsumasa Shiga (November 23, 1943)	April 1966 April 1994	-
	Joined MOCHIDA PHARMACEUTICAL CO., LTD.	
	General Manager, Legal Affairs Department, MOCHIDA PHARMACEUTICAL CO., LTD.	
	September 1997 July 2000	
	Director, Tokai Services Co., Ltd.	
	General Manager, General Affairs Department, MOCHIDA PHARMACEUTICAL CO., LTD.	
	June 2009 December 2012	
	Substitute Audit & Supervisory Board Member, the Company Audit & Supervisory Board Member, the Company	
	June 2013 June 2013 June 2016	
	Retired from Audit & Supervisory Board Member due to expiration of term of office Substitute Audit & Supervisory Board Member, the Company Substitute Director (Audit and Supervisory Committee Member), the Company	

Reason for selection as a candidate for Substitute Outside Director

In addition to experience as Outside Audit & Supervisory Board Member of the Company, Mr. Katsumasa Shiga has experience and knowledge as an administrative manager of the administrative division of a listed company, and as the Company has judged that he will appropriately fulfill the responsibilities of Director Serving as Audit and Supervisory Committee Member of the Company, his election as Substitute Director Serving as Audit and Supervisory Committee Member is requested.

(Notes)

1. There are no special interests between the candidate and the Company.
2. Mr. Katsumasa Shiga is a candidate for Substitute Outside Director (Independent Director).
3. In the case that Mr. Katsumasa Shiga assumes office as Outside Director, regarding the liability of Article 423, Paragraph 1 of the Companies Act, the Company plans to conclude an agreement with him to set the limit for liability to a predetermined amount of 3 million yen or more, or the amount defined by laws and regulations, whichever is greater.