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Stock Code: 4331
June 10, 2020

To Shareholders with Voting Rights:

Kenji Iwase
President and Representative Director
TAKE AND GIVE NEEDS Co., Ltd.
2-3-12 Higashi-Shinagawa, Shinagawa-ku, Tokyo

NOTICE OF THE 22nd 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 22nd Annual General Meeting of Shareholders of TAKE AND GIVE NEEDS Co., Ltd. (the “Company”) will be held for the purposes as described below.

In order to prevent the spread of novel coronavirus (COVID-19) and placing top priority on the safety of our shareholders, the Company has decided to hold this meeting on a smaller scale than previous years by shortening the meeting time and securing a wider space between the seats.

Shareholders are kindly requested to exercise their voting rights in writing or via the Internet for this meeting, wherever possible.

Upon reviewing the attached Reference Documents for the General Meeting of Shareholders, please exercise your voting rights by 7:00 p.m. on Wednesday, June 24, 2020, Japan time.

1. Date and Time: Thursday, June 25, 2020 at 10:00 a.m. (Reception starts at 9:00 a.m.)

2. Venue: Aoyama Geihinkan, 4-9-26 Minami-Aoyama, Minato-ku, Tokyo

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company’s 22nd Fiscal Year (April 1, 2019 - March 31, 2020) and results of audit by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company’s 22nd Fiscal Year (April 1, 2019 - March 31, 2020)

Proposals to be resolved:

- Proposal 1:** Election of 6 Directors
Proposal 2: Election of 4 Audit & Supervisory Board Members

- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception.
- Of the documents to be provided in this Notice, “Systems and Operational Status to Ensure the Appropriateness of Operations” of the Business Report, “Consolidated Balance Sheet,” “Consolidated Statement of Income,” “Consolidated Statement of Changes in Shareholders’ Equity,” “Notes to Consolidated Financial Statements,” “Non-consolidated Balance Sheet,” “Non-consolidated Statement of Income,” “Non-consolidated Statement of Changes in Shareholders’ Equity,” “Notes to Non-consolidated Financial Statements,” “Audit Report by the Accounting Auditor of the Consolidated Financial Statements,” “Audit Report by the Accounting Auditor,” and “Audit Report by the Audit & Supervisory Board” are posted on the Company’s website in accordance with provisions of laws and regulations and Article 17 of the Company’s Articles of Incorporation, and therefore are not provided in this Notice.
- The Audit & Supervisory Board Members and the Accounting Auditor have audited the relevant documents, including the abovementioned items posted on the Company’s website.
- Any updates to the Reference Documents for the General Meeting of Shareholders, the Business Report, the Consolidated Financial Statements and the Non-consolidated Financial Statements will be posted on the Company’s website.

Company Website: (<https://www.tgn.co.jp/company/ir/library/meeting.html>)

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Documents

Proposal 1: Election of 6 Directors

The terms of office of all 6 Directors will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of 6 Directors is proposed.

The candidates for Director are as follows:

No.	Name	Current positions and responsibilities at the Company
1	[Reappointment] Yoshitaka Nojiri	Chairman and Representative Director
2	[Reappointment] Kenji Iwase	President and Representative Director General Manager of Corporate Planning Department General Manager of Hotel Business Department
3	[Reappointment] Masahiro Tanida	Director
4	[Reappointment] Kazunori Hotta	Director
5	[Reappointment] Susumu Akiyama [External] [Independent]	External Director
6	[Reappointment] Komei Sasaki [External] [Independent]	External Director

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company	Number of shares of the Company held
1	Yoshitaka Nojiri (June 4, 1972) [Reappointment] Period of service as Director 21 years 8 months	<p>April 1995 Joined Sumitomo Marine and Fire Insurance Co., Ltd. (currently Mitsui Sumitomo Insurance Co., Ltd.)</p> <p>October 1998 Founder and President and Representative Director of the Company</p> <p>June 2010 Chairman and Representative Director of the Company</p> <p>June 2010 Chairman and Representative Director of GOOD LUCK CORPORATION</p> <p>December 2016 President and Representative Director of TRUNK Co., Ltd. (current position)</p> <p>April 2018 Chairman and Representative Director, and General Manager of Store Development Department of the Company</p> <p>August 2018 Chairman and Representative Director, General Manager of Store Development Department, and General Manager of Hotel Business Department of the Company</p> <p>January 2019 Chairman and Representative Director, and General Manager of Store Development Department of the Company</p> <p>April 2019 Chairman and Representative Director of the Company (current position)</p> <p>Significant concurrent positions President and Representative Director of TRUNK Co., Ltd.</p> <p>Reasons for appointment as a candidate for Director Mr. Yoshitaka Nojiri has demonstrated a strong leadership toward increasing corporate value as President and Representative Director since the Company's founding in October 1998, and then as Chairman and Representative Director since June 2010. The Company decided to reappoint him as a candidate for Director as it deems his track record and capabilities necessary for the management of the Group.</p>	2,460,950 shares

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company	Number of shares of the Company held
2	Kenji Iwase (October 9, 1967) [Reappointment] Period of service as Director 11 years	<p>March 1990 Joined Nagoya Kanko Hotel Co., Ltd.</p> <p>October 2002 Joined the Company</p> <p>January 2007 General Manager of Sales Management Department of the Company</p> <p>June 2009 Director and General Manager of Sales Management Department and General Manager of Operation Management Department, Wedding Business Division of the Company</p> <p>April 2012 Director and General Manager of Business Management Division and Manager of Flower Coordination Management Department of the Company</p> <p>January 2014 Director and General Manager of Business Management Division of the Company</p> <p>June 2015 President and Representative Director of the Company</p> <p>December 2016 President and Representative Director of And Company Co., Ltd. (current position)</p> <p>September 2017 President and Representative Director of Dressmore Co., Ltd. (current position)</p> <p>August 2018 President and Representative Director of GENTLE Co., Ltd. (current position)</p> <p>April 2019 President and Representative Director, General Manager of Corporate Planning Department, and General Manager of Hotel Business Department (current position)</p> <p>Significant concurrent positions</p> <p>President and Representative Director of And Company Co., Ltd.</p> <p>President and Representative Director of Dressmore Co., Ltd.</p> <p>President and Representative Director of GENTLE Co., Ltd.</p> <p>Reasons for appointment as a candidate for Director</p> <p>Mr. Kenji Iwase has long engaged in the business as the person responsible for the wedding business and possesses abundant experience and track record. The Company decided to reappoint him as a candidate for Director as he is currently overseeing the organizational operations of all divisions appropriately as President and Representative Director.</p>	7,295 shares

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company	Number of shares of the Company held
3	Masahiro Tanida (March 10, 1961) [Reappointment] Period of service as Director 9 years	<p>April 1983 Joined Sumitomo Bank Ltd. (currently Sumitomo Mitsui Banking Corporation)</p> <p>January 1999 Joined Schroder Asset Management (Japan) Ltd. (currently Schroder Investment Management (Japan) Ltd.)</p> <p>June 2000 Director and Business Administration Director of TSUTAYA Online Co., Ltd. (currently TSUTAYA Co., Ltd.)</p> <p>June 2001 Director of Culture Convenience Club Co., Ltd.</p> <p>June 2002 Managing Director of Culture Convenience Club Co., Ltd.</p> <p>March 2006 Director and Board Chairman of Business Administration Division of Culture Convenience Club Co., Ltd.</p> <p>March 2011 Joined the Company Executive Manager</p> <p>July 2011 Director and General Manager of Finance-Accounting Department of the Company</p> <p>July 2015 President and Representative Director of LIFE ANGEL Co., Ltd. (current position)</p> <p>November 2015 Director and General Manager of Administration Division and General Manager of Finance-Accounting Department of the Company</p> <p>April 2017 Director and General Manager of Administration Division of the Company</p> <p>April 2018 Director of the Company (current position)</p> <p>Significant concurrent positions President and Representative Director of LIFE ANGEL Co., Ltd.</p> <p>Reasons for appointment as a candidate for Director Mr. Masahiro Tanida has contributed to smooth business operations by establishing a corporate governance system and executing risk management initiatives as a Director in charge of the administrative division since July 2011. The Company decided to reappoint him as a candidate for Director as it deems him necessary for maintaining the sound management of the Group.</p>	9,405 shares
4	Mr. Kazunori Hotta (September 24, 1975) [Reappointment] Period of service as Director 6 years	<p>October 1998 Joined the Company</p> <p>August 2000 Director of the Company</p> <p>June 2002 Resigned from the Company</p> <p>October 2003 Founder and President and Representative Director of GOOD LUCK CORPORATION (current position)</p> <p>June 2014 Director of the Company (current position)</p> <p>June 2019 External Director of ZOZO, Inc. (current position)</p> <p>Significant concurrent positions President and Representative Director of GOOD LUCK CORPORATION External Director of ZOZO, Inc.</p> <p>Reasons for appointment as a candidate for Director Mr. Kazunori Hotta has long engaged in overseas development at GOOD LUCK CORPORATION, a subsidiary of the Company. Overseas business is one of the important growth sectors of the Group, and the Company decided to reappoint him as a candidate for Director as it deems him necessary for achieving that growth.</p>	24,989 shares

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company	Number of shares of the Company held
5	<p>Susumu Akiyama (September 7, 1963)</p> <p>[Reappointment] [External] [Independent]</p> <p>Period of service as Director 6 years</p>	<p>April 1987 Joined Recruit Co., Ltd (currently Recruit Holdings Co., Ltd.)</p> <p>October 2000 Vice President of R-Prometric (currently Prometric)</p> <p>October 2004 Acting Chief Compliance Officer of Kanebo Cosmetics Inc.</p> <p>November 2006 Managing Director of Giuliani Compliance Japan</p> <p>July 2008 President and Representative Director of Principle Consulting Inc. (current position)</p> <p>May 2011 External Audit and Supervisory Board Member of Radish Boya Co., Ltd.</p> <p>May 2012 Director of Daily Top Inc.</p> <p>October 2012 Representative Director of Communication Design Institute, Inc. (currently Kojimachi Academia)</p> <p>June 2014 Director of the Company (current position)</p> <p>June 2015 Auditor of Shibaura Institute of Technology (SIT) (current position)</p> <p>Significant concurrent positions</p> <p>President and Representative Director of Principle Consulting, Inc.</p> <p>Auditor of Shibaura Institute of Technology (SIT)</p> <p>Reasons for appointment as a candidate for External Director</p> <p>Mr. Susumu Akiyama has contributed to the strengthening of corporate governance by providing fair and appropriate supervisory advice as an External Director since June 2014 based on his extensive corporate management experience and track record. The Company decided to reappoint him as a candidate for External Director because of this track record and experience.</p>	8,505 shares

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company	Number of shares of the Company held
6	Komei Sasaki (March 15, 1966) [Reappointment] [External] [Independent] Period of service as Director 4 years	<p>April 1995 Registered as attorney with Tokyo Bar Association</p> <p>August 1999 Partner Attorney of Tokyo Ginza Law Office</p> <p>May 2003 Partner Attorney of Amulech Legal Accounting Office (Kasumigaseki-Sogo Law Offices)</p> <p>June 2004 Audit & Supervisory Board Member of the Company</p> <p>April 2005 Trustee of Japan Association for College Accreditation (current position)</p> <p>March 2015 Senior Partner Attorney of Sakurada Dori Partners (current position)</p> <p>June 2016 Director of the Company (current position)</p> <p>Significant concurrent positions</p> <p>Senior Partner Attorney of Sakurada Dori Partners</p> <p>Trustee of Japan Association for College Accreditation</p> <p>Reasons for appointment as a candidate for External Director</p> <p>Mr. Komei Sasaki has contributed to the proper operation of the Board of Directors by expressing his opinions from a fair and objective standpoint as an External Audit & Supervisory Board Member since June 2004, and as an External Director since June 2016, based on his wealth of experience and deep insight as an attorney. In order to maintain proper corporate governance of the Group, the Company has reappointed him as a candidate for External Director.</p>	2,872 shares

(Notes)

1. The number of shares of the Company held includes shares held in the TAKE AND GIVE NEEDS Officers Stock Ownership Plan.
2. The number of shares of the Company held are as of June 10, 2020.
3. Mr. Kazunori Hotta is Representative Director of GOOD LUCK CORPORATION which has a business transaction relationship and a leasing relationship with the Company. In addition, the Company provides loans to the said company as operating funds.
4. Mr. Kenji Iwase is Representative Director of And Company Co., Ltd., Dressmore Co., Ltd. and GENTLE Co., Ltd. which have leasing relationships with the Company. In addition, the Company provides loans to the said companies as operating funds.
5. There are no special interests between other candidates for Director and the Company.
6. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company entered into agreements with Mr. Susumu Akiyama and Mr. Komei Sasaki to limit their liability as provided in Article 423, Paragraph 1 of the Companies Act. The limit of the liability for damages under the agreement shall be the higher of 1 million yen or the minimum liability amount stipulated by laws and regulations. In the event that Mr. Susumu Akiyama and Mr. Komei Sasaki are reelected, the Company intends to continue the said liability limitation agreements with both of them.
7. Mr. Susumu Akiyama and Mr. Komei Sasaki are candidates for External Director.
8. The number of years the candidates for External Directors have served as External Directors are as follows.
 - (1) Mr. Susumu Akiyama will have served as an External Director of the Company for 6 years at the conclusion of this General Meeting of Shareholders.
 - (2) Mr. Komei Sasaki will have served as an External Director of the Company for 4 years at the conclusion of this General Meeting of Shareholders.
9. The Company has designated Mr. Susumu Akiyama and Mr. Komei Sasaki as Independent Officers as stipulated by the Tokyo Stock Exchange, and has registered them with the said Exchange. Upon the approval of their reelection, the Company intends to reappoint them as Independent Officers.

Proposal 2: Election of 4 Audit & Supervisory Board Members

The terms of office of all 4 Audit & Supervisory Board Members of the Company will expire at the conclusion of this General Meeting of Shareholders. Therefore, the election of 4 Audit & Supervisory Board Members is proposed.

The Audit & Supervisory Board has given its approval to the submission of this proposal.

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

No.	Name (Date of birth)	Past experience and positions at the Company	Number of shares of the Company held
1	Akira Tanaka (August 19, 1946) [New appointment] [External] [Independent]	<p>April 1969 Joined Nikko Securities Investment Trust Sales Co., Ltd.</p> <p>March 1997 Director of Tokyo Securities Co., Ltd. (currently Tokai Tokyo Securities Co., Ltd.)</p> <p>February 2002 Managing Director of Tokai Tokyo Securities Co., Ltd.</p> <p>April 2003 President and Director of Tokai Tokyo Investment Management Co., Ltd. (currently TOKAI TOKYO ASSET MANAGEMENT CO., LTD.)</p> <p>June 2008 President and Director of Utsunomiya Securities Co., Ltd. (currently Tochigin Tokai Tokyo Securities Co., Ltd.)</p> <p>March 2016 Audit & Supervisory Board Member of GOOD LUCK CORPORATION</p> <p>Reasons for appointment as a candidate for External Audit & Supervisory Board Member</p> <p>Mr. Akira Tanaka worked at financial institutions for many years, and has considerable expertise in finance and accounting as well as abundant experience and broad insight as a corporate manager. The Company proposes his election as an External Audit & Supervisory Board Member, expecting him to supervise overall management and provide effective advice, so that his expertise and experience will be reflected in the audit system of the Company.</p>	5,000 shares

No.	Name (Date of birth)	Past experience and positions at the Company	Number of shares of the Company held
2	Takehiko Hirata (September 8, 1952) [Reappointment] Period of service as Audit & Supervisory Board Member 13 years	<p>August 1981 Registered as certified public accountant</p> <p>May 1982 Founder and President of Hirata Accounting Office (current position)</p> <p>May 1982 Founder, President and Representative Director of Efplanning Co., Ltd. (current position)</p> <p>December 1997 Representative Partner of Century Audit Corporation (Ernst & Young ShinNihon LLC)</p> <p>October 2000 Audit & Supervisory Board Member of the Company</p> <p>May 2002 Audit & Supervisory Board Member of Nextech Corporation</p> <p>September 2002 Audit & Supervisory Board Member of AGASTA CO., LTD.</p> <p>October 2003 Audit & Supervisory Board Member of GOOD LUCK CORPORATION (current position)</p> <p>June 2004 Advisor of the Company</p> <p>June 2007 Audit & Supervisory Board Member of the Company (current position)</p> <p>Significant concurrent positions President of Hirata Accounting Office</p> <p>Reasons for appointment as a candidate for Audit & Supervisory Board Member Mr. Takehiko Hirata possesses highly specialized knowledge and experience gained through his career as a certified public accountant. The Company proposes his reelection as an Audit & Supervisory Board Member, so that his knowledge and experience will be reflected in the audit system of the Company.</p>	12,098 shares
3	Mitsuhiro Fukuda (August 21, 1950) [Reappointment] [External] Period of service as Audit & Supervisory Board Member 4 years	<p>April 1973 Joined Fukuda Certified Public Accountant Office</p> <p>March 1982 Registered as certified public accountant</p> <p>March 1982 Registered as certified tax accountant</p> <p>February 1986 Joined Crowe Toyo & Co.</p> <p>May 1989 Partner of Crowe Toyo & Co.</p> <p>November 1996 Senior Partner of Crowe Toyo & Co.</p> <p>May 2001 General Manager, General Affairs Department of Crowe Toyo & Co.</p> <p>May 2003 Deputy Managing Partner of Crowe Toyo & Co.</p> <p>May 2005 Managing Partner of Crowe Toyo & Co.</p> <p>June 2005 Representative Partner of FUKUDA – ANZAI TAX & Co. (current position)</p> <p>September 2009 Chairman of Crowe Toyo & Co.</p> <p>September 2014 Advisor of Crowe Toyo & Co.</p> <p>June 2016 External Audit & Supervisory Board Member of the Company (current position)</p> <p>Significant concurrent positions Representative Partner of FUKUDA – ANZAI TAX & Co.</p> <p>Reasons for appointment as a candidate for External Audit & Supervisory Board Member Although Mr. Mitsuhiro Fukuda has no experience of direct participation in corporate management, the Company proposes his reelection as an External Audit & Supervisory Board Member, so that his highly specialized knowledge and experience gained through his career as a certified public accountant will be reflected in the audit system of the Company.</p>	10,190 shares

No.	Name (Date of birth)	Past experience and positions at the Company	Number of shares of the Company held
4	<p>Akimitsu Takai (June 5, 1968)</p> <p>[Reappointment] [External]</p> <p>Period of service as Audit & Supervisory Board Member 4 years</p>	<p>April 1995 Registered as attorney with Daini Tokyo Bar Association</p> <p>June 1999 Joint founding partner of Sudoh & Takai Law Offices</p> <p>November 2007 Arbitrator candidate of the Arbitration Center, Daini Tokyo Bar Association (current position)</p> <p>January 2009 Judicial commissioner (Tokyo District Court) (current position)</p> <p>September 2011 Extraordinary Member of the Dispute Reconciliation Committee for Nuclear Damage Compensation (Ministry of Education, Culture, Sports, Science and Technology) (current position)</p> <p>February 2014 Member of the Study Group on Business Revitalization Centered on Business Succession (The Small and Medium Enterprise Agency)</p> <p>May 2014 Secretary General of the Small and Medium-sized Enterprise Legal Support Center, Japan Federation of Bar Associations</p> <p>August 2014 Member of the Experts Committee for Handling Legal Affairs of Small and Medium-sized Enterprises, The Tokyo Chamber of Commerce and Industry</p> <p>May 2015 Director of the National Insolvency Attorneys Network (current position)</p> <p>July 2015 Member of the Study Group on Assessment Policies for Business Succession Support Projects (Organization for Small & Medium Enterprises and Regional Innovation) (current position)</p> <p>April 2016 Member of the Study Group on Business Revitalization Centered on Business Succession (The Small and Medium Enterprise Agency)</p> <p>June 2016 Founder and Representative of Takai & Partners Law Offices (current position)</p> <p>June 2016 External Audit & Supervisory Board Member of the Company (current position)</p> <p>June 2017 External Audit & Supervisory Board Member of NEW ART Co., Ltd. (currently NEW ART HOLDINGS Co., Ltd.) (current position)</p> <p>Significant concurrent positions</p> <p>Representative of Takai & Partners Law Offices</p> <p>Extraordinary Member of the Dispute Reconciliation Committee for Nuclear Damage Compensation (Ministry of Education, Culture, Sports, Science and Technology)</p> <p>External Audit & Supervisory Board Member of NEW ART HOLDINGS Co., Ltd.</p> <p>Reasons for appointment as a candidate for External Audit & Supervisory Board Member</p> <p>Although Mr. Akimitsu Takai has no experience of direct participation in corporate management, the Company proposes his reelection as an External Audit & Supervisory Board Member, so that his highly specialized knowledge gain through his career as an attorney will be reflected in the audit system of the Company.</p>	0 shares

(Notes)

1. The number of shares of the Company held includes shares held in the TAKE AND GIVE NEEDS Officers Stock Ownership Plan.
2. The number of shares of the Company held are as of June 10, 2020.
3. There are no special interests between each candidate and the Company.
4. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company entered into agreements with Mr. Takehiko Hirata, Mr. Mitsuhiro Fukuda and Mr. Akimitsu Takai to limit their liability as provided in Article 423, Paragraph 1 of the Companies Act. The limit of the liability for damages under the agreement shall be the higher of 1 million yen or the minimum liability amount stipulated by laws and regulations. In the event that Mr. Takehiko Hirata, Mr. Mitsuhiro Fukuda and Mr. Akimitsu Takai are reelected, the Company intends to continue the said liability limitation agreements with all of them. In addition, in the event that Mr. Akira Tanaka is elected, the Company intends to enter into an agreement of the same kind with him.

5. Mr. Akira Tanaka, Mr. Mitsuhiro Fukuda and Mr. Akimitsu Takai are candidates for External Audit & Supervisory Board Member.
6. Items of special note regarding the candidates for External Audit & Supervisory Board Member are as follows.
The number of years the candidates for External Audit & Supervisory Member have served as Audit & Supervisory Members:
 - (1) Mr. Mitsuhiro Fukuda will have served as an Audit & Supervisory Board Member of the Company for 4 years at the conclusion of this General Meeting of Shareholders.
 - (2) Mr. Akimitsu Takai will have served as an Audit & Supervisory Board Member of the Company for 4 years at the conclusion of this General Meeting of Shareholders.
7. Mr. Akira Tanaka served as an Audit & Supervisory Board Member of GOOD LUCK CORPORATION, a subsidiary of the Company, but retired from the position in March 2020.
8. Upon the approval of the election of Mr. Akira Tanaka, the Company intends to designate him as an Independent Officer as stipulated by the Tokyo Stock Exchange, and register him with the said Exchange.

(Reference) Independence Standards for External Officers

The Company considers External Directors and External Audit & Supervisory Board Members who do not fall under any of the following items to be Independent Officers who are unlikely to have a conflict of interest with regular shareholders.

1. Those for whom the Company is a major business partner or an executive thereof
2. A major business partner of the Company or an executive thereof
3. A consultant or an expert in accounting or legal affairs who receives a large amount of money or other property from the Company, other than compensation for being an Officer.
4. An individual recently falling under any of the items 1 through 3 above
5. A close relative of an individual falling under any of the points (1) through (4) below (excluding those who are insignificant)
 - (1) An individual falling under items 1 through 4 above
 - (2) An executive of a subsidiary of the Company
 - (3) A director of a subsidiary of the Company who is not an executive
 - (4) An individual recently falling under (2) or (3) or was an executive of the Company

(Notes)

1. Executives include Executive Directors, Executive Officers and other employees
2. Close relatives are family members within the second degree of kinship.