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(Stock Code 6513)
June 11, 2020

To Shareholders with Voting Rights:

Kazuhiro Seo
President
Origin Company, Limited
3-3-27 Sakawa, Sakura-ku, Saitama-shi,
Saitama

NOTICE OF THE 119th 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 119th Annual General Meeting of Shareholders of Origin Company, Limited (the “Company”) will be held for the purposes as described below.

Although the declaration of a state of emergency intended for prevention of the spread of novel coronavirus disease (COVID-19) has been recently lifted, we are in a situation where adaptation to a new way of living is necessary, such as social distancing and wearing face masks. In light of this situation and after careful deliberation, the Company has decided to hold this General Meeting of Shareholders after implementing appropriate measures to prevent the spread of infection.

In view of the current situation and from the perspective of preventing further spread of infection, you are kindly requested to exercise your voting rights in advance in writing or by the Internet, etc., wherever possible. If you are planning to attend the meeting, please pay attention to your physical conditions until the day of the meeting and to make careful decisions.

Please review the attached Reference Documents for the General Meeting of Shareholders, and exercise your voting rights no later than 5:00 p.m. on Thursday, June 25, 2020, Japan time.

1. Date and Time: Friday, June 26, 2020 at 10:00 a.m. Japan time

2. Place: 4F, TOIRO, Saitama Super Arena located at
8 Shintoshin, Chuo-ku, Saitama-shi, Saitama, Japan

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company’s 119th Fiscal Year (April 1, 2019 - March 31, 2020) and results of audits by the Accounting Auditor and Audit and Supervisory Committee of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company’s 119th Fiscal Year (April 1, 2019 - March 31, 2020)

Proposals to be resolved:

- Proposal 1:** Appropriation of Surplus
Proposal 2: Election of 6 Directors (excluding Directors who are Audit and Supervisory Committee Members)
Proposal 3: Election of 4 Directors who are Audit and Supervisory Committee Members
Proposal 4: Continuation of the Countermeasure against Large-Scale Purchase of the Company’s Shares (Takeover Defense Measure)

- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- Among the documents that should be provided with this Notice, the Notes to Consolidated Financial Statements and Notes to Non-consolidated Financial Statements are posted on the Company's website (<https://www.origin.co.jp/>) in accordance with provisions of laws and regulations as well as Article 16 of the Company's Articles of Incorporation and therefore are not attached to this Notice.
- 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.origin.co.jp/>).

<Requests to shareholders>

- Our response mentioned above is subject to change depending on the status of the infection spread until the day of the meeting and government announcements, etc. Please confirm the latest information posted on the Company's website (<https://www.origin.co.jp/>).
- Exercising your voting rights by Voting Rights Exercise Form is subject to the risk of infection during the process of returning and counting. Therefore, if you exercise your voting rights in advance, it is recommended that you exercise via the Internet, etc. wherever possible.
- Alcohol sanitizers will be available for shareholders near the reception desk at the venue. (Shareholders coming to the venue are kindly requested to bring face masks to wear.)
- We will measure your body temperature near the reception desk of the venue. Those who have a fever or are considered unwell, or those who have returned from overseas within the past 14 days may not be granted entry to the venue and requested to leave the site. If 14 days have not elapsed since your return from overseas, please notify the staff at the reception desk to that effect.
- The meeting staff will attend to their duties wearing face masks after going through a health check, including temperature measurement.
- At the general meeting, detailed explanation of the matters to be reported (including audit reports) and the agenda items will be omitted from the perspective of shortening the meeting time to prevent the spread of COVID-19 infection. Shareholders are requested to read through this convocation notice in advance.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

The Company views returns to shareholders as an important managerial issue, with its basic policy of paying stable and continuous dividends in accordance with performance, while striving for the stable growth of internal reserves and funds for the allocation of profit per share.

Comprehensively considering the above dividend policy and the Company's performance, etc., an ordinary dividend of 20 yen per share is proposed for the year-end dividend.

1. Type of dividend property
Cash
2. Matters regarding allotment of dividend property to shareholders and total amount thereof
Amount per common share of the Company: 20 yen
Total amount: 128,180,740 yen
3. Effective date of dividends of surplus
June 29, 2020

Proposal 2: Election of 6 Directors (excluding Directors who are Audit and Supervisory Committee Members)

The terms of office of all 9 Directors (excluding Directors who are Audit and Supervisory Committee Members; the same applies hereinafter in this proposal) will expire at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, the election of 6 Directors is proposed.

The candidates for Director have been determined at a meeting of the Board of Directors following a recommendation by the Nomination and Remuneration Committee. Based on the status of duty execution and performance of each candidate in the current fiscal year, the Audit and Supervisory Committee has expressed the opinion that all candidates are suitable for Directors of the Company.

The candidates are as follows:

No.	Name		Current positions at the Company
1	Kazuhiro Seo	[Reappointment]	President
2	Shinichi Shinohara	[Reappointment]	Director and Managing Executive Officer
3	Yasuhiro Genjima	[Reappointment]	Director and Managing Executive Officer
4	Takeo Ishida	[Reappointment]	Director and Executive Officer
5	Masahiko Kotoyori	[Reappointment]	Director and Executive Officer
6	Tatsuko Koike	[Reappointment] [Outside] [Independent]	Director (Outside)

No.	Name (Date of birth)	Past experience, positions and responsibilities in the Company, and significant concurrent positions		Number of shares of the Company held
1	Kazuhiro Seo March 28, 1955 (65 years old) [Reappointment]	April 1978	Joined the Company	18,500
		May 2002	Head of Technology Department, Equipment Division	
		June 2003	Supervisor, Electronics Division	
		April 2006	Head of General Affairs Department, Administration Division	
		July 2007	Deputy General Manager and Head of General Affairs Department, Administration Division	
		June 2008	Director	
		April 2009	General Manager, Electronics Division	
		May 2010	General Manager, Electronics Division; Head of Eco-Eco Promotion Office	
		June 2010	Executive Officer; General Manager, Electronics Division; Head of Eco-Eco Promotion Office	
		June 2012	President (to present)	
[Significant concurrent positions] None				
[Reason for nomination as a candidate for Director who is not an Audit and Supervisory Committee Member] After engaging in operations of the technology development department for power equipment of the Company, Mr. Kazuhiro Seo has served as President of Saitama Origin Co., Ltd. and Head of the General Affairs Department, Administration Division of the Company. With extensive experience in a management position, he has been serving as President of the Company since June 2012. As we deemed that he is qualified to be the leader of the Group’s development, we have nominated him as a candidate for Director.				
2	Shinichi Shinohara December 17, 1956 (63 years old) [Reappointment]	April 1979	Joined the Company	10,800
		April 2003	Head of R&D Office, R&D Division	
		June 2005	General Manager, R&D Division	
		June 2007	Director (to present)	
		June 2007	General Manager, R&D Division	
		June 2009	General Manager, Mechatronics Division	
		June 2010	Executive Officer; General Manager, Mechatronics Division	
		January 2012	Executive Officer; General Manager, Mechatronics Division; Head of System Sales Department; Head of Quality Control Office	
		June 2012	Senior Executive Officer; General Manager, Mechatronics Division; In charge of Quality Control Office	
		June 2013	Senior Executive Officer; General Manager, R&D Division; General Manager, Mechatronics Division	
June 2014	Managing Executive Officer; General Manager, R&D Division; General Manager, Mechatronics Division			
June 2015	Managing Executive Officer; General Manager, R&D Division; Supervisor of Displays Business			
June 2017	Managing Executive Officer; General Manager, R&D Division			
April 2018	Managing Executive Officer; Chief of R&D; In charge of New Business Planning Promotion (to present)			
[Significant concurrent positions] None				
[Reason for nomination as a candidate for Director who is not an Audit and Supervisory Committee Member] After engaging in operations of the R&D department and Mechatronics Division of the Company, Mr. Shinichi Shinohara has made various contributions. As we deemed that he can continue contributing to raising R&D productivity, corporate value, and quality in the Company, as well as to new business development, we have nominated him as a candidate for Director.				

No.	Name (Date of birth)	Past experience, positions and responsibilities in the Company, and significant concurrent positions	Number of shares of the Company held
3	Yasuhiro Genjima May 12, 1957 (63 years old) [Reappointment]	<p>April 1983 Joined the Company</p> <p>April 2001 Head of Technology Department, Paints Division</p> <p>October 2005 Supervisor, Technology Department, Paints Division</p> <p>May 2009 Deputy General Manager, R&D Division</p> <p>June 2009 Director (to present)</p> <p>June 2009 General Manager, R&D Division</p> <p>September 2009 General Manager, R&D Division; Head of Intellectual Property Office</p> <p>April 2010 General Manager, R&D Division</p> <p>June 2010 Executive Officer; General Manager, R&D Division</p> <p>June 2013 Executive Officer; General Manager, Electronics Division</p> <p>April 2014 Executive Officer; General Manager, Electronics Division; Head of New Business Planning Promotion Office</p> <p>June 2014 Executive Officer; General Manager, Electronics Division</p> <p>June 2015 Senior Executive Officer; General Manager, Components Division</p> <p>April 2018 Senior Executive Officer; Chief of Technology</p> <p>June 2018 Managing Executive Officer; Chief of Technology Development (to present)</p> <p>[Significant concurrent positions] None</p>	10,100
<p>[Reason for nomination as a candidate for Director who is not an Audit and Supervisory Committee Member]</p> <p>In the R&D Division, Mr. Yasuhiro Genjima deepened his extensive knowledge and experience—cultivated from engaging in product R&D and global development of the Company—which he then displayed as managerial capabilities in the Electronics Division and the Components Division. As we deemed that he can continue contributing to the Company based on his extensive knowledge and track record as Chief of Technology, we have nominated him as a candidate for Director.</p>			

No.	Name (Date of birth)	Past experience, positions and responsibilities in the Company, and significant concurrent positions	Number of shares of the Company held
4	Takeo Ishida April 17, 1958 (62 years old) [Reappointment]	<p>March 1979 Joined Victor Company of Japan, Limited</p> <p>July 2002 Joined the Company</p> <p>April 2007 Head of PS Production Management Department, Electronics Division</p> <p>April 2010 Head of Production Management Department, Electronics Division</p> <p>June 2012 Head of Production Technology Department, Electronics Division; Head of Eco-Eco Promotion Office</p> <p>June 2014 Executive Officer; General Manager (Chief of Production), Electronics Division; Head of New Business Planning Promotion Office; Head of Eco-Eco Promotion Office</p> <p>April 2016 Executive Officer; Deputy General Manager, Electronics Division; Chief of New Business Development and Sales; Head of Environmental Enhancement Promotion Office</p> <p>December 2016 Executive Officer; Deputy General Manager, Electronics Division; Head of Sales Department; Head of Environmental Enhancement Promotion Office</p> <p>June 2017 Director (to present)</p> <p>January 2018 Executive Officer; Deputy General Manager, Electronics Division; Head of Sales Department</p> <p>April 2018 Executive Officer; General Manager, Components Division (to present)</p> <p>[Significant concurrent positions] None</p>	3,000
<p>[Reason for nomination as a candidate for Director who is not an Audit and Supervisory Committee Member]</p> <p>Utilizing his track record built from engaging in the electronic devices business, Mr. Takeo Ishida has accumulated experience across a wide range of areas in the Company, including production, technology, sales, new market development, and environment-related fields. We deemed that he can continue contributing to the improvement of the Company's performance, based on his extensive knowledge and track record in the Components Division, and have nominated him as a candidate for Director.</p>			

No.	Name (Date of birth)	Past experience, positions and responsibilities in the Company, and significant concurrent positions	Number of shares of the Company held
5	Masahiko Kotoyori December 8, 1959 (60 years old) [Reappointment]	<p>April 1982 Joined the Company</p> <p>October 2005 Head of System Technology Department, Mechatronics Division</p> <p>April 2010 Head of Intellectual Property Office, R&D Division</p> <p>February 2012 Head of General Affairs Department, Administration Division</p> <p>August 2014 Head of General Affairs Department, Administration Division; Head of Legal Affairs and Intellectual Property Office</p> <p>June 2015 Executive Officer; Head of General Affairs Department, Administration Division; Head of Legal Affairs and Intellectual Property Office</p> <p>October 2015 Executive Officer; Head of General Affairs Department, Administration Division; Head of Technical Head Office</p> <p>April 2017 Executive Officer; Head of Quality Control Office; Head of Technical Head Office (to present)</p> <p>June 2018 Director (to present)</p> <p>[Significant concurrent positions] None</p>	2,400
<p>[Reason for nomination as a candidate for Director who is not an Audit and Supervisory Committee Member]</p> <p>Mr. Masahiko Kotoyori has accumulated a variety of experience in the Company's Mechatronics Division, R&D Division, Legal Affairs and Intellectual Property Office, General Affairs Department, etc., accumulating a track record of supporting the Company's development in all aspects. As we deemed that he can continue contributing to corporate management from the perspective of quality control, we have nominated him as a candidate for Director.</p>			
6	Tatsuko Koike November 21, 1957 (62 years old) [Reappointment] [Outside] [Independent]	<p>April 1980 Joined Ehime Broadcasting Corp. (currently Ehime Broadcasting Co., Ltd.)</p> <p>October 1981 Freelance announcer</p> <p>January 2011 Registered as an Attorney-at-law (Daini Tokyo Bar Association)</p> <p>January 2011 Joined Ginza Sogo Law Office (to present)</p> <p>July 2018 Substitute Audit & Supervisory Board Member (Outside), AZEARTH Corporation (to present)</p> <p>June 2019 Director (Outside), the Company (to present)</p> <p>[Significant concurrent positions] Attorney-at-law, Ginza Sogo Law Office Civil Arbitrator, Tokyo District Court Councilor, Komazawa University</p>	100
<p>[Reason for nomination as a candidate for Outside Director who is not an Audit and Supervisory Committee Member]</p> <p>Ms. Tatsuko Koike has considerable knowledge in legal affairs as an attorney-at-law. As we deemed that she can utilize her experience and extensive insight cultivated as an announcer in the corporate management, we have nominated her as a candidate for Outside Director.</p>			

- (Notes)
1. There are no special interests between the candidates for Director and the Company.
 2. Ms. Tatsuko Koike is a candidate for Outside Director as stipulated in Article 2, Paragraph 3, Item 7 of the Ordinance for Enforcement of the Companies Act.
 3. At the conclusion of this Annual General Meeting, Ms. Tatsuko Koike will have served as Outside Director of the Company for one year.
 4. Ms. Tatsuko Koike is a candidate for Part-Time Audit and Supervisory Committee Member.
 5. The Company has entered into an agreement with Ms. Tatsuko Koike to limit her liability for damages pursuant to Article 423, Paragraph 1 of the Companies Act. If this proposal is approved, the Company intends to continue the agreement with Ms. Tatsuko Koike regarding liability pursuant to Article 423, Paragraph 1 of the Companies Act, whereby the maximum amount of liability is the amount stipulated by laws and regulations.
 6. The Company has registered Outside Director Ms. Tatsuko Koike as an Independent Director at the Tokyo Stock Exchange, which the Company is listed on. If this proposal is approved and resolved, the Company intends to continue to register her as an Independent Director.

Proposal 3: Election of 4 Directors who are Audit and Supervisory Committee Members

The terms of office of all 3 Directors who are Audit and Supervisory Committee Members will expire at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, the election of 4 Directors who are Audit and Supervisory Committee Members is proposed.

The Audit and Supervisory Committee has given its approval to the submission of this proposal.

The candidates are as follows:

No.	Name		Current positions at the Company
1	Junichi Higuchi	[New appointment]	Director and Executive Officer
2	Katsuhiko Obinata	[Reappointment] [Outside] [Independent]	Director (Full-Time Audit and Supervisory Committee Member) (Outside)
3	Masaki Hanawa	[New appointment] [Outside] [Independent]	
4	Mamoru Irie	[New appointment] [Outside] [Independent]	

No.	Name (Date of birth)	Past experience, positions and responsibilities in the Company, and significant concurrent positions		Number of shares of the Company held			
1	Junichi Higuchi March 27, 1959 (61 years old) [New appointment]	April 1982	Joined the Company	5,500			
		April 2006	Head of Sales Department (In charge of New Market Development), Paints Division				
		August 2007	Head of Sales Department, Paints Division				
		July 2009	General Manager, Paints Division				
		June 2012	Executive Officer; Deputy General Manager (China Chief), Paints Division				
		June 2013	Director (to present)				
		June 2013	Executive Officer; General Manager, Paints Division				
		July 2013	Executive Officer; General Manager, Chemitronics Division				
		June 2017	Executive Officer; General Manager, Administration Division				
		April 2019	Executive Officer; In charge of General Affairs and Accounting				
		June 2019	Executive Officer; In charge of Accounting (to present)				
			[Significant concurrent positions]				
	None						
[Reason for nomination as a candidate for Director who is an Audit and Supervisory Committee Member] Mr. Junichi Higuchi has accumulated abundant experience at the Chemitronics Division since joining the Company, and has a track record of contributing significantly to the Company’s globalization. After that, he has taken on the important role in the area of administration as an officer in charge of general affairs and accounting. As we deemed that he can contribute to corporate management through auditing and supervision by utilizing his experience, we have nominated him as a candidate for Director who is an Audit and Supervisory Committee Member.							
2	Katsuhiko Obinata May 21, 1955 (65 years old) [Reappointment] [Outside] [Independent]	April 1979	Joined Yasuda Life Insurance Company	1,800			
		August 2003	Managing Executive Officer; General Manager, Operations Division, Yasuda Toshin Toshikomom				
		December 2005	Head of Securities Investment Department, Meiji Yasuda Life Insurance Company				
		April 2009	Managing Executive Officer; General Manager, Investment Trust Operations Division, Yasuda Toshin Toshikomom				
		October 2010	Director and Managing Executive Officer, Meiji Yasuda Asset Management Company Ltd.				
		April 2014	Full-Time Corporate Auditor				
		June 2016	Director (Full-Time Audit and Supervisory Committee Member) (Outside), the Company (to present)				
			[Significant concurrent positions]				
			None				
		[Reason for nomination as a candidate for Outside Director who is an Audit and Supervisory Committee Member] Mr. Katsuhiko Obinata has considerable knowledge and extensive insight regarding finance and accounting from years of experience of working for investment departments at life insurance companies. As we deemed that he can continue reflecting his knowledge and experience in the auditing of the Company, we have nominated him as a candidate for Director who is an Audit and Supervisory Committee Member (Outside).					

No.	Name (Date of birth)	Past experience, positions and responsibilities in the Company, and significant concurrent positions	Number of shares of the Company held
3	Masaki Hanawa February 16, 1958 (62 years old) [New appointment] [Outside] [Independent]	<p>April 1981 Joined Yasuda Fire and Marine Insurance Company, Limited</p> <p>April 2006 Director; Executive Officer; General Manager, Corporate Planning Department, Sompo Japan Himawari Life Insurance Co., Ltd.</p> <p>April 2009 General Manager, Corporate Planning Department; General Manager, Integration Preparation Office, Sompo Japan Insurance Inc.</p> <p>April 2010 Executive Officer; General Manager, Corporate Planning Department, Sompo Japan Insurance Inc.</p> <p>April 2012 Managing Executive Officer, Sompo Japan Insurance Inc.</p> <p>April 2014 Director; Managing Executive Officer, Sompo Japan Insurance Inc.</p> <p>September 2014 Director; Managing Executive Officer, Sompo Japan Nipponkoa Insurance Inc.</p> <p>April 2016 Advisor, Sompo Japan Nipponkoa Insurance Inc.</p> <p>June 2016 Audit and Supervisory Board Member, Sompo Japan Nipponkoa Holdings, Inc. (currently Sompo Holdings, Inc.)</p> <p>June 2019 Director (Member of the Audit Committee), Sompo Holdings, Inc. (to present)</p> <p>[Significant concurrent positions] None</p>	0
<p>[Reason for nomination as a candidate for Outside Director who is an Audit and Supervisory Committee Member] After experiencing the finance department of non-life insurance companies for many years, Mr. Masaki Hanawa has achieved an operational track record in corporate planning and investor relations departments, and has been also involved in the establishment of corporate management and governance systems through serving as Director, Audit and Supervisory Board Member and Member of the Audit Committee. As we deemed that he can demonstrate his abilities for auditing and supervision of the Company, we have nominated him as a candidate for Director who is an Audit and Supervisory Committee Member (Outside).</p>			
4	Mamoru Irie November 9, 1958 (61 years old) [New appointment] [Outside] [Independent]	<p>April 1982 Joined Yasuda Life Insurance Company</p> <p>January 2004 General Manager, General Affairs Department, Yokohama Branch, Meiji Yasuda Life Insurance Company</p> <p>April 2005 General Manager, General Affairs and Internal Control Promotion Department, Kagoshima Branch, Meiji Yasuda Life Insurance Company</p> <p>April 2008 Inspector, Inspection Department, Meiji Yasuda Life Insurance Company</p> <p>April 2015 Chief Internal Auditor, Internal Audit Department, Meiji Yasuda Life Insurance Company</p> <p>April 2016 Deputy General Manager, Human Resources Department, Meiji Yasuda Life Insurance Company</p> <p>April 2018 General Manager, Planning Department, Meiji Yasuda General Insurance Co., Ltd.</p> <p>November 2018 Operating Manager, Planning Department, Meiji Yasuda General Insurance Co., Ltd. (to present)</p> <p>[Significant concurrent positions] None</p>	0
<p>[Reason for nomination as a candidate for Outside Director who is an Audit and Supervisory Committee Member] Mr. Mamoru Irie has experienced operations of General Affairs Department, Inspection Department, Internal Audit Department and Human Resources Department, etc. at life insurance companies, and has extensive knowledge and reliable skills. As we deemed that he can utilize them in auditing and supervision of all aspects of the Company's management, we have nominated him as a candidate for Director who is an Audit and Supervisory Committee Member (Outside).</p>			

- (Notes) 1. There are no special interests between the candidates for Directors who are Audit and Supervisory Committee Members and the Company.
2. Mr. Katsuhiko Obinata, Mr. Masaki Hanawa and Mr. Mamoru Irie are candidates for Outside Director.
3. The term of office of Mr. Katsuhiko Obinata as Outside Director who is an Audit and Supervisory Committee Member will be four years at the conclusion of this year's Annual General Meeting of Shareholders.
4. The Company has entered into an agreement with Mr. Katsuhiko Obinata to limit his liability for damages pursuant to Article 423, Paragraph 1 of the Companies Act. If this proposal is approved, the Company intends to continue

- the agreement regarding liability pursuant to Article 423, Paragraph 1 of the Companies Act, whereby the maximum amount of liability is the amount stipulated by laws and regulations, with Mr. Katsuhiko Obinata. Furthermore, if the election of Mr. Junichi Higuchi, Mr. Masaki Hanawa and Mr. Mamoru Irie is approved, the Company intends to enter into agreements with the same contents as the above mentioned agreement, with them.
5. The Company has registered Outside Director Mr. Katsuhiko Obinata as an Independent Director at the Tokyo Stock Exchange, which the Company is listed on. If this proposal is approved and resolved, the Company intends to continue to register him as an Independent Director.
- Mr. Masaki Hanawa and Mr. Mamoru Irie are candidates for Independent Director as stipulated by the Tokyo Stock Exchange.

Proposal 4: Extension of Countermeasures against Large-scale Purchases of Shares of the Company (Takeover Defense Measures)

The Company initially introduced the “Countermeasures against Large-scale Purchases of Shares of the Company (Takeover Defense Measures)” at its Board of Directors meeting held on March 24, 2008, and recently extended the countermeasures (the “Current Plan”) based on the resolution at the 116th Annual General Meeting of Shareholders of the Company held on June 29, 2017. The effective period of the Current Plan shall be up to the conclusion of this year’s Annual General Meeting of Shareholders (this “Meeting”). While making the extension to the Current Plan, the Company has continued to examine how it should be handled, including whether extension is just, as an effort to ensure and enhance the Company’s corporate value and ultimately the common interests of shareholders, based on changes in the social and economic conditions, various trends and development of discussions regarding takeover defense measures, the intent of the Corporate Governance Code of Japan, and other matters.

As a result of the examination, at the Board of Directors meeting held on May 25, 2020, the Company decided to extend the Current Plan (the countermeasures after the extension shall hereinafter be referred to as the “Plan”), subject to the approval of shareholders at this Meeting. Therefore, the Company requests the approval of shareholders for the extension of the Current Plan.

The Company’s 3 Audit and Supervisory Committee Members, including 2 Outside Directors, and 2 Outside Directors other than Directors who are Audit and Supervisory Committee Members have all given consent to the extension of the Plan on the condition that the specific operation of the Plan is properly performed. The Company has received no specific proposal for a large-scale purchase, etc. of the Company’s shares, etc. as of today.

The major changes in the Plan from the Current Plan are as follows:

- 1) The triggering of the countermeasures is, in principle, limited to cases in which a large-scale purchaser does not observe the Large-scale Purchase Rules and cases in which the triggering of the countermeasures has been resolved at a shareholder referendum, excluding the four types of takeovers that are ruled out by the Tokyo High Court as “cases of exploiting a company” and coercive two-tier purchases, which can trigger the countermeasures at the discretion of the Board of Directors.
- 2) In addition to the above, minor changes, such as corrections to wording and adjustments to the text, were made.

I. The Content of the Plan subject to approval

1. Purpose of the Plan

The Plan is an extension of the Current Plan, as an effort to prevent the decision of the Company’s financial and business policies from being controlled by an entity inappropriate in light of the Basic Policy on Control of the Company.

The Company’s Board of Directors believes that, in cases of large-scale purchases of the Company’s shares, etc., it will be in line with corporate value and ultimately the common interests of shareholders to ensure the provision of necessary information and time as well as negotiate with the purchaser, etc. in accordance with certain reasonable rules for the purpose of allowing shareholders to make an appropriate decision. Therefore, it has established certain rules concerning the provision of information and securing the time for examination at the time of large-scale purchases (the “Large-scale Purchase Rules”) with the following details and has decided to extend as the Plan the takeover defense measures, including the policy of countermeasures in cases of large-scale purchases of shares by an entity inappropriate in light of our Basic Policy on Control of the Company, subject to the approval of shareholders at this Meeting.

2. Purchase of the Company’s shares covered by the Plan

Purchases of the Company’s shares covered by the Plan shall be those that make a specific shareholder group (Note 1) hold a 20% or more ratio of voting rights (Note 2) by purchasing the Company’s share certificates, etc. (Note 3), or purchases of the Company’s share certificates, etc., that result in the ratio of voting rights held by a specific shareholder group of 20% or more (in either case, except for purchases that have been approved by the Company’s Board of Directors in advance, and regardless of whether the method of purchase is a market transaction or tender offer or otherwise. Hereinafter, the purchase shall be referred to as a “Large-scale Purchase,” and an entity who performs the purchase shall be referred to as a “Large-scale Purchaser.”).

Note 1: A specific shareholder group means:

- (i) Holders of the Company’s share certificates, etc., (share certificates, etc., as defined in Article 27-23, Paragraph 1 of the Financial Instruments and Exchange Act) (including those who are deemed holders under Article 27-23, Paragraph 3 of

the same Act; the same applies hereinafter) and their joint holders (joint holders as defined in Article 27-23, Paragraph 5 of the same Act, including those who are deemed joint holders under Article 27-23, Paragraph 6 of the same Act; the same shall apply hereinafter); or

- (ii) Persons who perform purchases, etc., (purchases, etc., as defined in Article 27-2, Paragraph 1 of the same Act, including those at financial instruments exchange markets) of the Company's share certificates, etc. (share certificates, etc. as defined in Article 27-2, Paragraph 1 of the same Act) and specially related parties of them (specially related parties as defined in Article 27-2, Paragraph 7 of the same Act; the same applies hereinafter).

Note 2: Ratio of voting rights means:

- (i) In the case that a specific shareholder group falls under (i) of Note 1, the ratio of share certificates, etc. (the holding ratio of share certificates, etc., as defined in Article 27-23, Paragraph 4 of the Financial Instruments and Exchange Act. In this case, the number of share certificates held (the number of share certificates, etc., held as defined in the same Paragraph; the same shall apply hereinafter) by the shareholder's joint holder shall be added) held by the holder; or
- (ii) In the case that a specific shareholder group falls under (ii) of Note 1, the total of ratios of shares certificates, etc. (the holding ratio of share certificates, etc., as defined in Article 27-2, Paragraph 8 of the same Act) held by the Large-scale Purchaser and by its specially related parties.

In calculating each ratio of voting rights, the total number of voting rights (as defined in Article 27-2, Paragraph 8 of the same Act) and the total number of issued shares (as defined in Article 27-23, Paragraph 4 of the same Act) may be determined by referring to the most recently submitted annual securities report, quarterly report or report on repurchase.

Note 3: Share certificates, etc., mean the share certificates, etc., as defined in Article 27-23, Paragraph 1 of the Financial Instruments and Exchange Act or those as defined in Article 27-2, Paragraph 1 of the same Act.

3. Establishment of the Independent Panel

In order to properly operate the Plan, to prevent any arbitrary decisions by the Board of Directors, and to ensure the objectivity and rationality of its decision, the Company will establish an Independent Panel in accordance with the Independent Panel Regulations (please see Appendix 1 for the outline of the regulations) same as under the Current Plan. The Independent Panel shall consist of 3 or more members who shall be selected from either the Outside Directors (including those who are Audit and Supervisory Committee Members) who are independent from the Company's business execution or outside experts (Note 4) to enable fair and neutral decisions. The names and past experiences of candidates for the Independent Panel members who are to be appointed upon the extension to the Plan are stated in Appendix 2.

The Company's Board of Directors, prior to triggering the countermeasures, shall consult the Independent Panel on whether or not to trigger the countermeasures, and the Independent Panel shall make recommendations to the Company's Board of Directors on whether or not the situation allows for the triggering of the countermeasures, upon careful evaluation and examination on the large-scale purchase from the viewpoint of enhancing the Company's corporate value and ultimately the common interests of shareholders. The Company's Board of Directors shall determine whether to trigger the countermeasures (including whether to convene the shareholder referendum referred to hereinafter in 5.) with the utmost respect for recommendations by the Independent Panel. The outline of recommendations by the Independent Panel shall be made public where deemed appropriate.

In order to ensure that the judgment of the Independent Panel are in line with the Company's corporate value and ultimately the common interests of shareholders, the Independent Panel may seek guidance from external specialists who are independent third parties (financial advisors, certified public accountants, attorneys, consultants, and other specialists), etc. at the Company's expense.

Note 4: Outside experts mean corporate managers, former government officials, attorneys, certified public accountants, academic experts, and persons equivalent thereto with a track record.

4. Outline of the Large-scale Purchase Rules

(1) Prior submission of a letter of intent from the Large-scale Purchaser to the Company

In the case that a Large-scale Purchaser intends a Large-scale Purchase, the Large-scale Purchaser should first submit a letter of intent in Japanese containing the following including a legally binding pledge to follow the Large-scale Purchase Rules, to the Company's Board of Directors prior to performing or proposing the Large-scale Purchase in a format designated by the Company.

- (a) Name and address of the Large-scale Purchaser
- (b) Law governing its incorporation
- (c) Name of representative
- (d) Contact address in Japan

- (e) Outline of the proposed Large-scale Purchase
- (f) Pledge to observe the Large-scale Purchase Rules provided in the Plan

In the case that the Company's Board of Directors receives a letter of intent from a Large-scale Purchaser, the Board of Directors shall promptly make public to that effect and where deemed necessary, its details.

(2) Provision of necessary information from the Large-scale Purchaser

Within 10 business days from the day following the date of receiving the letter of intent that contains all details specified in 4. (1) (a) through (f) above, the Company's Board of Directors will issue to the Large-scale Purchaser a written form (the "List of Necessary Information") that contains information regarding the Large-scale Purchase (the "Necessary Information"). The Large-scale Purchaser shall submit the Necessary Information in writing in accordance with descriptions in the List of Necessary Information to the Company's Board of Directors.

General items of the Necessary Information are as specified below. Specific details of the information may vary depending on the attribute of the Large-scale Purchaser and details of the Large-scale Purchase, but should be limited, in all cases, within the scope necessary and sufficient for our shareholders to make decisions and for the Company's Board of Directors to form an opinion.

- (a) Details of the Large-scale Purchaser and its group (including joint holders, specially related parties and partners (in the case of a fund) and other members) (including names, details of business, background or history, capital composition, financial conditions, and information on experience, etc., in a peer business of the Company's and the Group's business)
- (b) Purpose, method, and details of the Large-scale Purchase (including value and type of consideration for the Large-scale Purchase, timing for the Large-scale Purchase, structure of related transactions, legality of the method of the Large-scale Purchase, feasibility of the Large-scale Purchase and related transactions, etc.)
- (c) Basis for calculating the purchase price of the Company's shares in the Large-scale Purchase (including the facts assumed for calculation, method of calculation, numerical information used in the calculation, and the details of synergies that are expected to arise from the series of transactions pertaining to the Large-scale Purchase)
- (d) Funding for the Large-scale Purchase (including specific name of the provider (including substantial provider) of the fund, procuring method, and details of related transactions)
- (e) Candidates for officers of the Company and the Group companies after the completion of the Large-scale Purchase (including information on their experiences, etc. in a peer business of the Company and the Group companies), management policy, business plan, financial plan, capital policy, dividend policy, asset utilization measures, etc., for the Company and the Group companies
- (f) Whether there will be any changes after the completion of the Large-scale Purchase with regard to the relationship between the Company/the Group companies and their stakeholders, including customers, business partners, and employees, and details of such changes, if any

The Company's Board of Directors may set a deadline for the Large-scale Purchaser to provide information, where deemed necessary from the viewpoint of enabling prompt implementation of the Large-scale Purchase Rules. However, in the case where the Large-scale Purchaser requests an extension of the deadline based on reasonable grounds, the Board of Directors may extend the deadline.

In the case where the initially provided Necessary Information in accordance with the above is found to be insufficient as information to evaluate and examine the Large-scale Purchase as a result of close examination by the Company's Board of Directors, the Board may request the Large-scale Purchaser to provide additional information until all of the Necessary Information has been provided by setting a reasonable deadline as necessary (however, the upper limit of the deadline shall be 60 days from the date on which the provision of the Necessary Information was initially requested).

When the Company's Board of Directors judges that the Large-scale Purchaser has provided all the Necessary Information that is necessary and sufficient to evaluate and examine the Large-scale Purchase, the Board of Directors shall send notify the Large-scale Purchaser and publicly announce to that effect.

Also, in the case the Company's Board of Directors' request to the Large-scale Purchaser to provide additional Necessary Information was met with a reasonable explanation by the Large-scale Purchaser that there is difficulty in providing part of the additional information, the Company's Board of Directors may terminate negotiations, etc., with the Large-scale Purchaser for the provision of information even if all of the Necessary Information requested has not been obtained, and the Board of Directors may commence the evaluation and examination stated to in (3) below.

The Necessary Information provided to the Company's Board of Directors will be submitted to the Independent Panel, and, if deemed necessary for shareholders to make decisions, all or part of the Necessary Information shall be made public at the time deemed appropriate by the Company's Board of Directors.

(3) Evaluation, Examination, etc., of the Necessary Information by the Company's Board of Directors

The Company's Board of Directors will set a period for the evaluation, examination, negotiation, forming an opinion, and formulating an alternative proposal by the Company's Board of Directors (the "Board of Directors Evaluation Period"), which shall be, depending on the difficulty of evaluation, etc. of the Large-scale Purchase, the period after the Large-scale Purchaser has completed the provision of the Necessary Information to the Company's Board of Directors, of up to 60 days in the case of a Large-scale Purchase of all the Company's shares through a tender offer solely in exchange for cash (in Japanese yen); or of up to 90 days in the case of other Large-scale Purchases.

During the Board of Directors Evaluation Period, the Company's Board of Directors will adequately evaluate and examine the Necessary Information provided, seeking guidance from external specialists who are independent third parties (financial advisors, certified public accountants, attorneys, consultants, and other specialists), etc. apart from the Independent Panel as necessary, and with the utmost respect for recommendations by the Independent Panel, carefully compile and make public an opinion as the Company's Board of Directors. In addition, the Company's Board of Directors may negotiate with the Large-scale Purchaser to improve conditions related to the Large-scale Purchase as necessary, and may present the Board's alternative proposal to shareholders.

5. The Company's Response Policy to a Large-scale Purchase

(1) If the Large-scale Purchaser does not observe the Large-scale Purchase Rules

In the case that the Large-scale Purchaser did not observe the Large-scale Purchase Rules, the Company's Board of Directors may take the measures permitted by the Companies Act and other laws, as well as the Company's Articles of Incorporation, regardless of the specific method of purchase, to counter such Large-scale Purchases for the purpose of protecting the Company's corporate value and ultimately the common interests of shareholders.

Also, in judging whether or not the Large-scale Purchase Rules have been observed, the Company's Board of Directors shall fully take into account the circumstances of the Large-scale Purchaser to a reasonable extent, and, at least, shall not judge that the Large-scale Purchase Rules were not observed solely based on the fact that a part of the Necessary Information had not been submitted.

(2) If the Large-scale Purchaser observes the Large-scale Purchase Rules

(A) Triggering or non-triggering of the countermeasures based on the decision of the shareholder referendum

In the case that the Large-scale Purchaser observes the Large-scale Purchase Rules and even if the Company's Board of Directors disagrees with it, the Board shall go as far as try to persuade shareholders by expressing its opposition and presenting an alternative proposal to the Large-scale Purchase, but in principle, shall not take countermeasures against it. Shareholders shall decide whether or not to accept the purchase proposal by the Large-scale Purchaser, after having considered the purchase proposal and the opinions, alternative proposal, etc., for the purchase proposal presented by the Company.

However, upon examining the Large-scale Purchase with the utmost respect to the Independent Panel's advice, in the case that the Company's Board of Directors has judged that the Large-scale Purchase will significantly impair the Company's corporate value and ultimately the common interests of shareholders, such as causing irreparable damage to the Company or otherwise, the Company will convene a general meeting of shareholders (hereinafter referred to in the Plan as the "Shareholder Referendum") as set forth in (4) below to confirm shareholders' intention on whether or not to trigger the countermeasures, except for the cases that fall under any of (a) to (e) in (B) below. The Company's Board of Directors will decide on triggering or not triggering the countermeasures in accordance with the results of the Shareholder Referendum. The details of the procedures are as stated in (4) below.

(B) Triggering of the countermeasures by the decision of the Board of Directors

Even if the Large-scale Purchase Rules are observed, in the case where the Large-scale Purchase falls under any of (a) to (e) below, and the Company's Board of Directors judges that it will significantly impair the Company's corporate value and ultimately the common interests of shareholders, such as causing irreparable damage to the Company or otherwise, the Company's Board of Directors may decide to trigger the countermeasures mentioned in (1) above within the scope necessary and appropriate, as an exception, without holding the Shareholder Referendum, for the purpose of protecting the Company's corporate value and ultimately the common interests of shareholders with the utmost respect for recommendations by the Independent Panel.

- (a) In the case where it is judged that the Company's shares are acquired, without any intention to truly participate in the management of the Company, for the exclusive purpose of raising the share price and forcing the Company's related parties to buy back the shares at a premium (the so-called greenmailer);
- (b) In the case where it is judged that the Company's shares are acquired for the purpose of implementing the so-called scorched-earth management by temporally controlling the Company's management and forcing the intellectual property, know-how, confidential corporate information, major business partners, customers, etc. that are necessary for the businesses of the Company and the Group companies to be transferred to the Large-scale Purchaser or its group companies, etc.;
- (c) In the case where it is judged that the Company's shares are acquired with the intention of appropriating the assets of the Company and the Group companies to fund collaterals or repayment of liabilities of the Large-scale Purchaser or its group companies, etc. after having taken control over the Company's management;
- (d) In the case where it is judged that the Company's shares are acquired for the purpose of temporarily controlling the Company's management to force the Company to dispose of real estate, securities and other high-value assets, etc., that are not relevant to the businesses of the Company and the Group companies for the time being, and using the profits of the disposal to force temporary high dividends, or taking advantage of the opportunity afforded by a sudden rise in the share price created by the temporary high dividends to sell the shares at a premium;
- (e) In the case where the method of purchasing the Company's shares proposed by the Large-scale Purchaser is judged likely to restrict the opportunities or freedom of judgment by shareholders, and to effectively force the shareholders to sell the Company's shares, as seen in the so-called coercive two-tier purchase (a purchase of shares by tender offer, etc., in which not all the shares are purchased in the first stage of purchase, and the purchasing conditions in the second stage are set unfavorably or not stated clearly).

(3) Outline of the countermeasures

In case the Company's Board of Directors judges it appropriate to trigger the countermeasures in accordance with the procedures set forth in (1) or (2) above, the Board will make a decision as a governing body under the Companies Act on triggering or not triggering the countermeasures after giving due consideration to the specific details of the countermeasures, their necessity, adequacy, etc. with the utmost respect for recommendations by the Independent Panel.

The Company's Board of Directors shall select the specific measures deemed most suitable at that point in time. One example of the specific countermeasure to be taken by the Company's Board of Directors is, in principle, as specified in Appendix 3, the gratis allotment of stock acquisition rights. In the actual gratis allotment of stock acquisition rights, certain terms may be set to maintain its effects as countermeasures, such as creating a condition for exercising the stock acquisition rights that the shareholder does not belong to a specific shareholder group having voting rights exceeding a certain ratio, provided, the Company does not assume the delivery of cash in exchange for acquiring the stock acquisition rights held by the Large-scale Purchaser.

(4) Shareholder Referendum

In the case where the Company's Board of Directors decides to convene the Shareholder Referendum, a period of up to 60 days (the "Shareholders Examination Period") will be provided for shareholders to fully examine whether or not to trigger the countermeasures under the Plan, and the Referendum will be held during the Shareholder Examination Period.

When the Company's Board of Directors resolved to hold the Shareholder Referendum and determined its record date, the Board of Directors Evaluation Period shall end on that date and the Shareholders Examination Period shall commence immediately.

When holding the Shareholder Referendum, the Company's Board of Directors shall provide shareholders in writing the Necessary Information provided by the Large-scale Purchaser, opinions of the Company's Board of Directors concerning the Necessary Information, alternate proposals by the Company's Board of Directors, and other matters deemed appropriate by the Company's Board of Directors, together with the convocation notice of the Referendum, and disclose it in a timely and appropriate manner.

When the Shareholder Referendum makes a resolution to trigger or not trigger the countermeasures, the Company's Board of Directors shall comply with the resolution. Specifically, when a proposal suggesting that the countermeasures be triggered is rejected at the Shareholder Referendum, the Company's Board of Directors will not trigger the countermeasures. In this case, the Shareholders Examination Period shall end at the conclusion of the Shareholder Referendum.

On the other hand, when a proposal suggesting that the countermeasures be triggered is passed at the Shareholder Referendum, the Company's Board of Directors shall pass a resolution that is required to trigger the countermeasures promptly after the conclusion of the Referendum. In this case, the Shareholders Examination Period shall end at the conclusion of the Board of Directors meeting. The results of the Shareholder Referendum will be disclosed in a timely and appropriate manner after the resolution is made.

(5) Large-scale Purchase waiting period

In the case a Shareholders Examination Period is not provided, the period from the submission date of the letter of intent stated in "4. (1) Prior submission of a letter of intent from the Large-scale Purchaser to the Company" above to the Company's Board of Directors up to the end of the Board of Directors Evaluation Period shall be provided as the Large-scale Purchase waiting period. In the case a Shareholders Examination Period is provided, the Large-scale Purchase waiting period shall be from the submission date of the letter of intent specified in "4. (1) Prior submission of a letter of intent from the Large-scale Purchaser to the Company" to the Company's Board of Directors until the end of the Shareholders Examination Period. During the Large-scale Purchase waiting period, a Large-scale Purchase shall not be conducted.

Accordingly, a Large-scale Purchase shall be allowed to be commenced only after the elapse of the Large-scale Purchase waiting period.

(6) Suspending the Triggering of the countermeasure, etc.

In the event the Large-scale Purchaser withdraws or changes the Large-scale Purchase or other events occur that the Company's Board of Directors has judged that the triggering of the countermeasure is not appropriate, after the Company's Board of Directors or the Shareholder Referendum has made a resolution to take a specific countermeasure in accordance with (1) or (2) above, the Company's Board of Directors may suspend the triggering of the countermeasure with the utmost respect for opinions or recommendations of the Independent Panel.

For instance, in the event of gratis allotment of stock acquisition rights as a countermeasure, even after the pertinent resolution was passed by the Company's Board of Directors or after the gratis allotment of stock acquisition rights is performed, when the Company's Board of Directors judges that the triggering of such countermeasure is not appropriate for instance when the Large-scale Purchaser withdraws or changes the Large-scale Purchase, the Company's Board of Directors may suspend the triggering of the countermeasure with the utmost respect for recommendations of the Independent Panel by suspending the gratis allotment of stock acquisition rights for a period up to the day before the effective date of stock acquisition rights, or by the Company acquiring the stock acquisition rights without consideration (as a result, shareholders will lose their stock acquisition rights) during the period after the gratis allotment of stock acquisition rights up to the day before the commencement date of the exercise period.

In the event of the suspension, etc., of the triggering of the countermeasure, the decision will be disclosed at an appropriate time and manner in accordance with applicable laws and regulations and the listing rules of financial instruments exchanges where the Company's shares are listed.

6. Commencement of application, effective period, extension, and abolition of the Plan

The Plan shall take effect upon the resolution of this Proposal and shall remain effective until the conclusion of the Company's 122nd Annual General Meeting of Shareholders to be held by June 30, 2023.

However, the Plan, even after its extension is approved in this Meeting and takes effect, shall be abolished at the time when i) a resolution to abolish the Plan is made at the Company's general meeting of shareholders, or ii) a resolution to abolish the Plan is made by the Company's Board of Directors.

In addition, even during the effective period of the Plan, the Company's Board of Directors will review the Plan from time to time from the viewpoint of enhancing the Company's corporate value and ultimately the common interests of shareholders, and may make changes in the Plan after having obtained approval by the general meeting of shareholders. Thus, in the case the Company's Board of Directors decides to extend, change or abolish, etc. the Plan, the details will be promptly disclosed.

Furthermore, even during the effective period of the Plan, in the case that laws and regulations related to the Plan, rules of financial instruments exchanges where the Company's shares are listed or other rules are newly established, revised, or abolished and such establishment, revision, or abolishment are deemed appropriate to be reflected in the Plan, or in the case of an appropriate need to correct errors or omissions in the words and phrases, etc., and unless any disadvantage is caused to shareholders, the Company's Board of Directors may revise or change the Plan with the consent of the Independent Panel as necessary.

II. Supplemental explanation

In addition to the details of the Plan as stated in I. above, we request our shareholders to approve this Proposal upon taking into consideration i) impact, etc. on shareholders and ii) rationale of the Plan described as follows.

1. Impact, etc. of the Plan on shareholders

(1) Impact, etc. of the Large-scale Purchase Rules on shareholders

The purpose of the Large-scale Purchase Rules is to provide shareholders with information necessary to decide whether or not to accept the Large-scale Purchase, to provide the opinion of the Company's Board of Directors that is currently in charge of the Company's management, and to secure an opportunity for shareholders to be presented with an alternative proposal. We believe that, with these Rules, our shareholders will be able to make an appropriate decision on whether or not to accept the Large-scale Purchase while being provided with sufficient information and proposals, which will lead to the protection of the Company's corporate value and ultimately the common interests of shareholders. Therefore, we believe that providing the Large-scale Purchase Rules is a prerequisite for our shareholders in making an appropriate decision and thereby contribute to the interests of shareholders.

Further, as stated in I. 5. above, as the Company's response policy to a Large-scale Purchase will vary depending on whether the Large-scale Purchaser observes the Large-scale Purchase Rules, shareholders are advised to pay attention to the actions of the Large-scale Purchaser.

(2) Impact on shareholders at the time of triggering the countermeasures

When the Large-scale Purchaser does not observe the Large-scale Purchase Rules, or even when the Large-scale Purchaser observes the Large-scale Purchase Rules, in the case where the Large-scale Purchase is judged to significantly impair the Company's corporate value and ultimately the common interests of shareholders in such an event as causing irreparable damage to the Company, the Company's Board of Directors may implement the countermeasures permitted by the Companies Act and other laws, as well as the Company's Articles of Incorporation, such as the gratis allotment of stock acquisition rights in accordance with the procedures in I. 5. (1) and (2) above, for the purpose of protecting the Company's corporate value and ultimately the common interests of shareholders. Given the structure of the countermeasures, we do not assume any event that shareholders (excluding the Large-scale Purchaser who does not observe the Large-scale Purchase Rules and the Large-scale Purchaser who intends a Large-scale Purchase that is deemed to impair the interests of the Company's shareholders as a whole by causing irreparable damage to the Company, etc.) incur any extraordinary loss in legal rights or economic terms.

In the case where the Company's Board of Directors has decided to implement a specific countermeasure, such decision will be disclosed at an appropriate time and manner in accordance with applicable laws and regulations, the listing rules of financial instruments exchanges where the Company's shares are listed, etc.

For instance, in the event of gratis allotment of stock acquisition rights as a countermeasure, shareholders shall be allotted stock acquisition rights without applying for subscription and upon the Company taking the procedure to acquire the stock acquisition rights, shareholders will receive the Company's shares in exchange, without payment of money equivalent to the exercise price of stock acquisition rights, and therefore, they will not be required to take any application, payment, or other procedures. In this case however, the Company may request shareholders receiving allotment of stock acquisition rights to submit a written pledge to the effect that they are not the Large-scale Purchaser, etc., in a form designated by the Company.

Furthermore, even after the allotment date of stock acquisition rights or after the stock acquisition rights have taken effect, the Company may suspend the allotment of stock acquisition rights, or acquire the stock acquisition rights without consideration and without delivering the Company's shares for the stock acquisition rights by the day before the commencement date of the exercise period of stock acquisition rights, due to circumstances, such as the Large-scale Purchaser withdrew the Large-scale Purchase. In this case, shareholders or investors who disposed of the Company's shares assuming that the per share value of the Company's shares will be diluted after the shareholders receiving gratis allotment of stock acquisition rights are fixed (on or after the ex-rights date) may suffer commensurate loss due to fluctuation in share price.

2. Rationale of the Plan (the Plan is in line with the Basic Policy on Control of the Company and the Company's corporate value and ultimately the common interests of shareholders, and not intended to maintain the positions of the Company's officers)

By designing the Plan in consideration of the following points, the Company believes that the Plan is in line with the Basic Policy on Control of the Company and the Company's corporate value and ultimately the common interests of shareholders, while not construed as intended to maintain the positions of the

Company's officers.

(1) The Plan satisfies the requirements concerning the guidelines on takeover defense measures

The Plan satisfies the three principles (namely, principle of protecting and enhancing corporate value and shareholders' common interests; principle of prior disclosure and shareholders' will; and principle of ensuring the necessity and reasonableness), set forth in the "Guidelines Regarding Takeover Defense for the Purposes of Protection and Enhancement of Corporate Value and Shareholders' Common Interests," released by the Ministry of Economy, Trade and Industry (METI) and the Ministry of Justice on May 27, 2005.

Also, the Plan is based on the details of the "Takeover Defense Measures in Light of Recent Environmental Changes," a report released on June 30, 2008 by the Corporate Value Study Group established in the METI and the "Principle 1.5 Anti-Takeover Measures" provided in the Corporate Governance Code of Japan released by the Tokyo Stock Exchange on June 1, 2015.

(2) The Plan is extended for the purpose of ensuring and enhancing the common interests of shareholders

As stated in I. 1. "Purpose of the Plan" above, the Plan is extended for the purpose of securing information and time necessary for our shareholders to decide whether or not to accept the Large-scale Purchase, for the Company's Board of Directors to present an alternative proposal, or enabling negotiation with purchasers, etc., for our shareholders in the event of a Large-scale Purchase of the Company's shares, and thereby securing and enhancing the Company's corporate value and ultimately the common interests of shareholders.

(3) The Plan reflects Shareholders' Intent

The Plan is subject to the approval of shareholders at this Meeting, and the Company will confirm the intent of shareholders regarding the Plan at this Meeting to reflect shareholders' intent in the Plan.

Also, even during the effective period of the Plan after its extension, if the Company's general meeting of shareholders resolves to abolish the Plan, it will be abolished at that moment, and hence the Plan reflects shareholders' intent.

Furthermore, the countermeasures are triggered, in principle, only if a Large-scale Purchaser does not observe the Large-scale Purchase Rules, or the Shareholder Referendum resolves to trigger the countermeasures, with the exception of the four types of purchases ruled out by the Tokyo High Court and a coercive two-tier purchase, which can trigger the countermeasures by the discretion of the Board of Directors. Accordingly, the Plan is designed to reflect the intents of shareholders as much as possible with respect also to the decision on whether or not to trigger the countermeasures.

(4) Emphasizing decisions by highly independent persons outside the Company

As stated in I. 5. "The Company's Response Policy to a Large-scale Purchase" above, a decision to trigger the countermeasures in the Plan shall be made after the Company has consulted the Independent Panel comprised of members who are independent from the Company's management that executes the Company's business, with the utmost respect for recommendations of the Independent Panel, and procedures to secure transparent operation of the Plan are in place to contribute to the Company's corporate value and ultimately the common interests of shareholders.

(5) The Plan is not a dead-hand type or slow-hand type takeover defense measure

The Plan may be abolished by the Company's Board of Directors, which is comprised of Directors elected at the Company's general meeting of shareholders. Accordingly, the Plan is not a dead-hand type takeover defense measure (a takeover defense measure that cannot be prevented from triggering even if a majority of the members of the Board of Directors are replaced). Also, the Company has set the term of office for the Directors (excluding Directors who are Audit and Supervisory Committee Members) at 1 year. In addition, the Company has not adopted a staggered system for Directors who are Audit and Supervisory Committee Members, and therefore the Plan is not a slow-hand type takeover defense measure (a takeover defense measure which takes time to block triggering because all the members of the Board of Directors cannot be replaced at once). Furthermore, the Company has not added any additional conditions to resolution requirements for the removal of Directors by requiring an extraordinary resolution.

(Appendix 1) Outline of the Independent Panel Regulations

- The Independent Panel shall be established by a resolution of the Company's Board of Directors.
- The Independent Panel shall consist of 3 or more members who shall be elected by resolution of the Company's Board of Directors from among the Outside Directors (including those who are Audit and Supervisory Committee Members) and outside experts (corporate managers, former government officials, attorneys, certified public accountants, academic experts, and persons equivalent thereto with a track record) who are independent from the management executing the Company's business to enable fair and neutral decisions.
- The Independent Panel shall make recommendations to the Company's Board of Directors, in principle, on the details of decisions, along with the reasons and grounds, regarding matters consulted by the Board of Directors, such as a decision on whether the Large-scale Purchaser observed the Large-scale Purchase Rules, a decision on whether a Large-scale Purchase is deemed to significantly impair the Company's corporate value and the common interests of shareholders, a decision on triggering or not triggering the countermeasures, and a decision on suspension of the countermeasures once triggered. Each member of the Independent Panel shall make decisions on such matters from the perspective of whether they will contribute to the Company's corporate value and ultimately the common interests of shareholders.
- The Independent Panel may seek guidance from external specialists who are independent third parties (financial advisers, certified public accountants, attorneys, consultants, and other specialists), etc., as necessary at the Company's expense.
- The resolution of the Independent Panel shall be made by a majority vote of its members.

(Appendix 2) Past Experience of Independent Panel Members

The following 4 persons are expected to be the members of the Independent Panel after the extension of the Plan.

Tatsuko Koike

Date of birth: November 21, 1957

April	1980	Joined Ehime Broadcasting Corp. (currently Ehime Broadcasting Co., Ltd.)
October	1981	Freelance announcer
January	2011	Registered as an Attorney-at-law (Daini Tokyo Bar Association)
January	2011	Joined Ginza Sogo Law Office (to present)
July	2018	Substitute Outside Audit & Supervisory Board Member, AZEARTH Corporation (to present)
June	2019	Outside Director, the Company (to present)

Katsuhiko Obinata

Date of birth: May 21, 1955

April	1979	Joined Yasuda Life Insurance Company
August	2003	Managing Executive Officer; General Manager, Operations Division, Yasuda Toshin Toshikomom
December	2005	Head of Securities Investment Department, Meiji Yasuda Life Insurance Company
April	2009	Managing Executive Officer; General Manager, Investment Trust Operations Division, Yasuda Toshin Toshikomom
October	2010	Director and Managing Executive Officer, Meiji Yasuda Asset Management Company Ltd.
April	2014	Full-Time Corporate Auditor
June	2016	Director (Full-Time Audit and Supervisory Committee Member) (Outside), the Company (to present)

Masaki Hanawa

Date of birth: February 16, 1958

April	1981	Joined Yasuda Fire and Marine Insurance Company, Limited
April	2006	Director; Executive Officer; General Manager, Corporate Planning Department, Sompo Japan Himawari Life Insurance Co., Ltd.
April	2009	General Manager, Corporate Planning Department; General Manager, Integration Preparation Office, Sompo Japan Insurance Inc.
April	2010	Executive Officer; General Manager, Corporate Planning Department, Sompo Japan Insurance Inc.
April	2012	Managing Executive Officer, Sompo Japan Insurance Inc.
April	2014	Director; Managing Executive Officer, Sompo Japan Insurance Inc.
September	2014	Director; Managing Executive Officer, Sompo Japan Nipponkoa Insurance Inc.
April	2016	Advisor, Sompo Japan Nipponkoa Insurance Inc.
June	2016	Audit and Supervisory Board Member, Sompo Japan Nipponkoa Holdings, Inc. (currently Sompo Holdings, Inc.)
June	2019	Director (Member of the Audit Committee), Sompo Holdings, Inc. (to present)

Mamoru Irie

Date of birth: November 9, 1958

April	1982	Joined Yasuda Life Insurance Company
January	2004	Head of General Affairs Department, Yokohama Branch, Meiji Yasuda Life Insurance Company
April	2005	Head of General Affairs and Internal Control Promotion Department, Kagoshima Branch
April	2008	Auditor, Auditing Department
April	2015	Chief Internal Auditor, Internal Audit Department
April	2016	Vice-Head of Human Resources Department
April	2018	Head of Corporate Planning Department, Meiji Yasuda General Insurance Co., Ltd.
November	2018	Operational Manager, Corporate Planning Department (to present)

- (Notes)
1. There are no special interests, etc. between the above 4 persons and the Company.
 2. Ms. Tatsuko Koike and Mr. Katsuhiko Obinata are currently serving as Outside Directors of the Company, and if the proposal to elect them is approved at this General Meeting of Shareholders, they will be reappointed as Outside Directors of the Company. Furthermore, the Company has registered them as Independent Directors in accordance with the rules of the Tokyo Stock Exchange, and if this proposal to elect them is approved, the Company intends to continue to register them as Independent Directors.
 3. The Company intends to submit a proposal to elect Messrs. Masaki Hanawa and Mamoru Irie as Outside Directors (Audit and Supervisory Committee Members) of the Company at this General Meeting of Shareholders.
Furthermore, if this proposal to elect them is approved, the Company intends to register Messrs. Masaki Hanawa and Mamoru Irie as Independent Directors in accordance with the rules of the Tokyo Stock Exchange.

(Appendix 3) Outline of the Gratis Allotment of Stock Acquisition Rights

1. Shareholders eligible for the gratis allotment of stock acquisition rights and the allotment method

Stock acquisition rights shall be allotted to the shareholders who are listed on the latest shareholder registry on the allotment date designated by the Company's Board of Directors without any new payment, at a proportion of 1 stock acquisition right to 1 common share of the Company held by the shareholders (excluding common shares held by the Company).

2. Class and number of shares underlying the stock acquisition rights

The class of shares underlying the stock acquisition rights shall be the Company's common shares, and 1 share shall be delivered for each stock acquisition right. However, in the event of a stock split or reverse stock split of the Company's shares, necessary adjustments shall be made.

3. Total number of stock acquisition rights to be allotted to shareholders

The maximum number of stock acquisition rights to be allotted shall be the total number of authorized shares of the Company on the allotment date designated by the Company's Board of Directors less the total number of the Company's common shares issued and outstanding (excluding the common shares held by the Company). The Company's Board of Directors may divide the allotment of stock acquisition rights into several occasions.

4. Details and amount of property to be contributed upon exercise of each stock acquisition right

Property to be contributed upon the exercise of each stock acquisition right shall be cash and the amount shall be designated by the Company's Board of Directors at 1 yen or more. In the case the Company's Board of Directors decides to acquire the stock acquisition rights, the Company may deliver new shares for shareholders in exchange for acquiring stock acquisition rights without any payment of the amount equivalent to the exercise price.

5. Transfer restrictions on stock acquisition rights

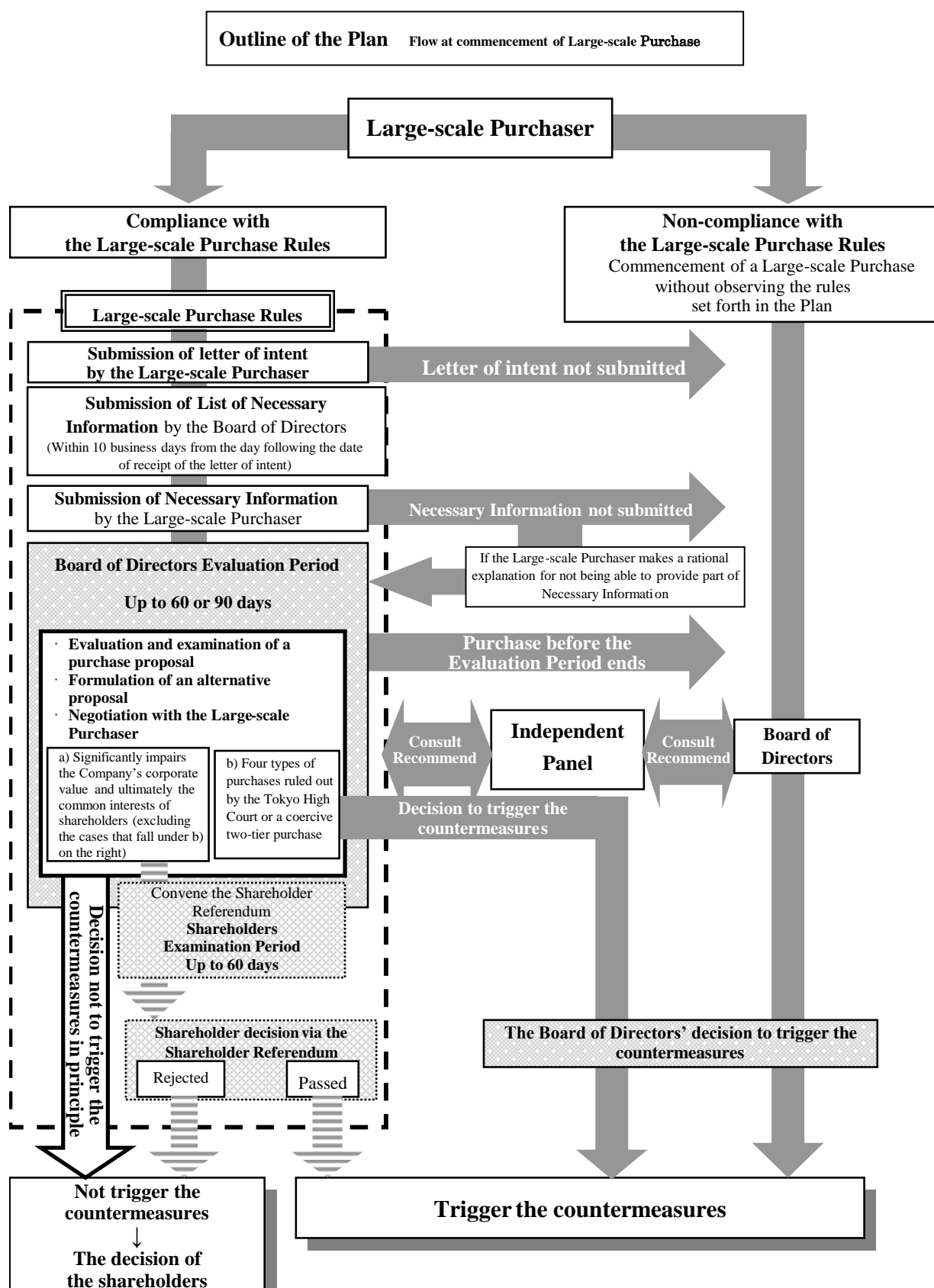
Any acquisition of stock acquisition rights by transfer shall require the approval of the Company's Board of Directors.

6. Exercise conditions for stock acquisition rights

Exercise of the stock acquisition rights shall require that the entity exercising rights shall not belong to a specific shareholder group which holds 20% or more of the total voting rights (excluding those approved by the Company's Board of Directors in advance), etc. The details shall be separately determined by the Company's Board of Directors. The Company will not deliver cash in exchange for acquiring stock acquisition rights from persons who are not allowed to exercise stock acquisition rights.

7. Exercise period, etc., of stock acquisition rights

The Company's Board of Directors shall separately determine the effective date of the allotment of stock acquisition rights, the exercise period, provisions for acquisition and other necessary matters. Provisions for acquisition may be set forth to the effect that the Company may acquire stock acquisition rights held by persons other than those who are not allowed to exercise stock acquisition rights based on the exercise conditions in 6. above and deliver a number of the Company's common shares as separately determined by the Company's Board of Directors for each stock acquisition right; and that the Company acquires stock acquisition rights without consideration and without delivering the Company's shares for the stock acquisition rights.



(Note) This chart depicts a typical flow of procedures for the purpose of facilitating the understanding of the Plan, and does not necessarily indicate all procedures. For further details, please refer to the main text of this document.