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(Stock Exchange Code 9755)
March 10, 2021

To Shareholders with Voting Rights:

Masaru Narita
President
OYO Corporation
7 Kanda-Mitoshiro-cho,
Chiyoda-ku, Tokyo, Japan

**NOTICE OF
THE 64TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

We are pleased to announce that the 64th Annual General Meeting of Shareholders of OYO Corporation (the “Company”) will be held for the purposes described below.

Instead of attending the meeting in person, you can exercise your voting rights in writing or via the Internet. Please review the Reference Documents for the General Meeting of Shareholders in the subsequent pages, and exercise your voting rights via one of the methods below.

[Exercising your voting rights by mail (in writing)]

Please indicate your vote for or against each proposal on the enclosed Voting Rights Exercise Form, and have it delivered to the Company by 5:00 p.m. Japan time on Thursday, March 25, 2021.

[Exercising your voting rights via the Internet, etc.]

Please refer to the “Guide to Exercising Voting Rights via the Internet, etc.” on page 6 and enter your vote for or against each proposal by 5:00 p.m. Japan time on Thursday, March 25, 2021.

- 1. Date and Time:** Friday, March 26, 2021 at 10:00 a.m. Japan time
- 2. Place:** 1-4-1 Otemachi, Chiyoda-ku, Tokyo
Banquet Room “Kujaku,” 11th Floor, KKR Hotel Tokyo
(Please see the map at the end of the document.)
- 3. Meeting Agenda:**
Matters to be reported:
 1. The Business Report, Consolidated Financial Statements and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Board of Corporate Auditors for the Company’s 64th Fiscal Year (January 1, 2020 - December 31, 2020)
 2. Non-consolidated Financial Statements for the Company’s 64th Fiscal Year (January 1, 2020 - December 31, 2020)

Proposals to be resolved:

Proposal 1:	Appropriation of Surplus
Proposal 2:	Election of 9 Directors
Proposal 3:	Election of 2 Substitute Corporate Auditors
Proposal 4:	Continuation of and Partial Changes to the Performance-Based Stock Remuneration for Directors

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- ◎ When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk of the meeting venue.
 - ◎ Of the documents needed to be attached to this notice of convocation, the items listed below are posted on the Company's website (<https://www.oyo.co.jp/>) and are therefore not included in this document in accordance with laws and regulations as well as Article 16 of the Articles of Incorporation of the Company.
 - A System to Ensure Appropriate Corporate Actions and the State of the Operations of the System in the Business Report
 - The Consolidated Statement of Changes in Net Assets in the Consolidated Financial Statements and the Notes to the Consolidated Financial Statements
 - The Statement of Changes in Net Assets in the Non-consolidated Financial Statements and the Notes to the Non-consolidated Financial StatementsFurthermore, the Consolidated Financial Statements and Non-consolidated Financial Statements audited by the Accounting Auditor comprise documents attached to this notice of convocation and the Notes to the Consolidated Financial Statements, the Notes to the Non-consolidated Financial Statements, the Consolidated Statement of Changes in Net Assets and the Statement of Changes in Net Assets posted on the Company's website.
 - ◎ Any updates to the Reference Documents, the Business Report, the Consolidated Financial Statements and the Non-consolidated Financial Statements for the General Meeting of Shareholders will be posted on the Company's website (<https://www.oyo.co.jp/>).

Measures to Prevent the Spread of COVID-19 at the General Meeting of Shareholders

The Company will have the following measures in place at the General Meeting of Shareholders in order to prevent the spread of COVID-19. We sincerely ask you for your understanding and cooperation.

1. Requests to shareholders

- In order to prevent the spread of COVID-19, please exercise your voting rights in advance as much as possible either in writing or via the Internet, and refrain from attending the General Meeting of Shareholders in person on the day of the meeting.
- Please read pages 5 and 6 for details on how to exercise your voting rights either in writing or via the Internet.
- There will be a significantly fewer number of seats at the meeting venue than in previous years, as seats will be arranged with wider spaces. For this reason, you may be requested to watch the meeting on a monitor in another room even if you arrive at the venue on the day of the meeting.
- Some parts of the General Meeting of Shareholders are scheduled to be streamed on the Company's website from Wednesday, April 7, 2021 to Wednesday, June 30, 2021.
- If you are planning to attend the General Meeting of Shareholders, please monitor your own health conditions up to the day of the meeting, and make sure that you are in sufficiently good health to attend the meeting.

2. The Company's response

- Disinfectants will be placed at the entrance and other places in the venue.
- The Company's Officers and Executive Officers who speak at the podium, and staff at the venue will wear masks.
- Proceedings of the General Meeting of Shareholders are scheduled to proceed in a shorter time than previous years.

3. Requests to shareholders who attend the meeting in person

- When you arrive at the venue, please cooperate by wearing a mask and using disinfectants.
- At the entrance of the venue, we will measure your body temperature with thermography. Please note that our staff may ask you to attend in another room if you have a fever or appear to be unwell.

The Company will notify shareholders any major changes in the operation of the General Meeting of Shareholders due to changes in future circumstances on its website (<https://www.oyo.co.jp/>).

Guide to On-demand Streaming

For shareholders who do not attend the General Meeting of Shareholders on the day of the meeting, the Company will stream video and audio of part of the General Meeting of Shareholders on demand. In the unlikely event that there are any unforeseen problems with the on-demand streaming, the Company will post a notice on its website.

Period
Wednesday, April 7, 2021 – Wednesday, June 30, 2021

If you wish to watch the stream, please access the URL below.

OYO Corporation / Investor Relations / Annual General Meeting of Shareholders

<https://www.oyo.co.jp/investor-relations/stock/annual-meeting-of-shareholders/>

Or enter the following words in a search engine.

OYO Corporation General Meeting of Shareholders

Search

You can also access the stream by scanning the QR code below using your smartphone.



Guide to Exercising Voting Rights

You can exercise your voting rights in the General Meeting of Shareholders via one of the following methods.

I If you are attending the General Meeting of Shareholders



Please bring the enclosed Voting Rights Exercise Form and submit it at the reception desk of the meeting venue.

(If you are attending the meeting, you do not have to carry out the procedures for exercising your voting rights by mail (sending the Voting Rights Exercise Form) or via the Internet, etc.)

Date and
Time of the
Meeting

March 26, 2021 (Friday) 10:00 a.m. Japan time

I If you are unable to attend the General Meeting of Shareholders



- Exercising your voting rights by mail (in writing)

Please indicate your vote for or against each proposal with a circle on the enclosed Voting Rights Exercise Form, and return the Form by mailing it to the shareholder registry administrator of the Company.

Deadline for
Exercising Voting
Rights

March 25, 2021 (Thursday) 5:00 p.m. Japan time



- Exercising your voting rights via the Internet, etc.

Please refer the next page and access either “Smart Exercise” by reading QR code or the website for exercising voting rights (<https://www.tosyodai54.net>), and enter the “Voting Rights Exercise Code” and “Password” printed on the Voting Rights Exercise Form, then input your vote for or against each proposal by following the on-screen instructions.

Deadline for
Exercising Voting
Rights

March 25, 2021 (Thursday) 5:00 p.m. Japan time

For more details, please refer to “Guide to Exercising Voting Rights via the Internet, etc.” on the next page. >>>

Contact Information

If you have any inquiries, please contact the shareholder registry administrator Tokyo Securities Transfer Agent Co., Ltd. using the information below.

- (1) For inquiries regarding how to exercise voting rights via the Internet, etc.
Toll-free telephone number 0120-88-0768 (9:00 a.m. to 9:00 p.m.)
- (2) For all other inquiries regarding the administration of shares
Toll-free telephone number 0120-49-7009 (9:00 a.m. to 5:00 p.m.)

For Institutional Investors

In addition to the abovementioned method of exercising voting rights via the Internet, etc., if an application has been made in advance, it is also possible to use the electronic platform for exercising voting rights operated by ICJ Inc.

Guide to Exercising Voting Rights via the Internet, etc.

Entering “Voting Rights Exercise Code” and “Password”

Website for exercising voting rights:
<https://www.tosyodai54.net>

1. Access the website for exercising voting rights.
Click “Proceed.”
2. Enter the “Voting Rights Exercise Code” indicated on the Voting Rights Exercise Form.
Enter your “Voting Rights Exercise Code.”
Click “Login.”
3. Enter the “Password” indicated on the Voting Rights Exercise Form.
Enter your “Password.”
Click “Next.”
4. Once logged in, follow the on-screen instructions to indicate your vote for or against each proposal.

“Smart Exercise” by reading the QR code with a smartphone

You may log into the website for exercising voting rights without entering a “Voting Rights Exercise Code” and “Password.”

1. Read the QR code printed on the lower right of the enclosed Voting Rights Exercise Form using a smartphone.
* QR Code is a registered trademark of DENSO WAVE INCORPORATED.
2. Once logged in, follow the on-screen instructions to indicate your vote for or against each proposal.

Voting rights may be exercised only once via “Smart Exercise.”

To change your vote after exercising your voting rights via “Smart Exercise,” please access the computer version of the website and log in by entering your “Voting Rights Exercise Code” and “Password,” and exercise your vote again.

* Reading the QR code again will transfer you to the computer version of the website.

(Notes on exercising Voting Rights via the Internet, etc.)

- If voting rights are exercised both in writing and via the Internet, etc., the vote exercised via the Internet, etc., will be deemed valid. If voting rights are exercised multiple times, the vote cast last will be deemed valid.
- Any costs arising from telecommunicating and connecting with the service providers to access the website for exercising voting rights will be borne by the shareholder.
- Depending on the Internet user environment, you may not be able to exercise your voting rights from your computer or smartphone. Additionally, depending on the type of the device, etc., you may not be able to exercise your voting rights with your mobile phone.
- The password (including the password changed by the shareholder) is only valid for this Annual General Meeting of Shareholders. A new password will be issued for the next General Meeting of Shareholders.
- The password is a security measure to verify the identity of the shareholder casting the vote. The Company does not request for your password in any case.
- If the wrong password is entered for a certain number of times, the account will be locked and become unavailable for use. In the event that your account is locked, please follow the on-screen instructions to resolve the issue.

Reference Documents for the General Meeting of Shareholders

Proposal 1: Appropriation of Surplus

With respect to the appropriation of surplus, it is proposed that the payment of the year-end dividend for the current fiscal year be appropriated as follows.

We position the return of profits to shareholders as a key issue for management, and make it our basic policy to pay out stable dividends maintaining a consolidated dividend payout ratio in the range of 30-50%, while enhancing our profitability and strengthening our financial base.

In this regard, the Company will pay a year-end dividend of 16.00 yen per share for the current fiscal year. Including the interim dividend of 16.00 yen per share, this will make the full-year dividend of 32.00 yen per share.

(1) Type of dividend property

Cash

(2) Matters concerning the allotment of dividend property and the total amount

16.00 yen per share of common stock of the Company, for a total of 423,410,528 yen

(3) Effective date of distribution of surplus

Monday, March 29, 2021

Proposal 2: Election of 9 Directors

The terms of office of all 9 Directors (including 3 Outside Directors) will expire at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, the election of 9 Directors (including 3 Outside Directors) is proposed.

The candidates are as follows:

No.		Name		Current position at the Company	Attendance at the Board of Directors meetings
1	Reappointment	Masaru NARITA		President	100% 13/13
2	Reappointment	Yuichi HIRASHIMA		Deputy President	100% 13/13
3	Reappointment	Jun SHIGENOBU		Director	100% 13/13
4	Reappointment	Kenji SATO		Director	100% 13/13
5	Reappointment	Hirofumi AMANO		Director	100% 13/13
6	Reappointment	Wataru NAKAGAWA		Director	100% 10/10
7	Reappointment	Michihiko OTA	Outside Independent	Director	100% 13/13
8	Reappointment	Shoji OSAKI	Outside Independent	Director	100% 13/13
9	New candidate	Takeshi MIYAMOTO	Outside Independent	—	—

(Notes)

- The selection of the candidates above is based on the deliberations of the Nomination and Compensation Advisory Committee, the voluntary advisory body of the Board of Directors of the Company.
The Nomination and Compensation Advisory Committee, which is chaired by President, comprises one Representative Director, three Outside Directors, and two Outside Corporate Auditors as observers.
- There are no special interests between the candidates and the Company.
- The numbers of shares of the Company held by the candidates above are as of January 31, 2021.
- Attendance of Mr. Wataru NAKAGAWA includes the Board of Directors meetings held after his assumption of office as Director on March 27, 2020.
- The Company has a directors and officers liability insurance policy which provides insurance cover for all Directors of the Company against damages that may arise from their responsibilities associated with the execution of their duties or claims taken against them for the pursuit of such responsibilities. If each of the candidates assumes office as Director, they will be insured under this insurance policy, and the Company will renew the insurance policy during their terms of office.

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
1	Masaru NARITA (November 15, 1953) [Reappointment]	April 1979	Joined the Company	19,599
		March 2002	Executive Officer	
		March 2004	Director	
		April 2004	Senior Executive Officer	
		January 2005	Head of Operations Management Headquarters	
		April 2005	Senior Managing Executive Officer	
		September 2005	Head of New Business Planning Office	
		March 2007	Deputy President	
		March 2009	President (Current position)	
	[Attendance at the Board of Directors meetings] 13 out of 13 meetings (100%) [Reason for Selection] Mr. Masaru NARITA has extensive experience and proven track records in areas such as the operational department and the business management department of the Company. Since he was appointed as President of the Company, he has focused on reforming the structure and creating a foundation for the Group’s sustainable growth and has been committed to increasing the Group’s corporate value. Accordingly, he has been selected as a candidate for Director.			
2	Yuichi HIRASHIMA (November 27, 1959) [Reappointment]	April 1983	Joined Fuji Bank, Limited (present Mizuho Bank, Ltd.)	3,297
		April 2009	Head of Americas Credit Division, Mizuho Corporate Bank, Ltd. (present Mizuho Bank, Ltd.)	
		April 2011	Head of Internal Audit Division, Mizuho Corporate Bank, Ltd. (present Mizuho Bank, Ltd.)	
		August 2013	Joined the Company	
		August 2014	Executive Officer	
		April 2015	Senior Executive Officer	
		April 2015	Director of OYO RMS Corporation (Current position)	
		November 2015	Director of OYO Corporation, Pacific (Current position)	
		March 2016	Director of the Company	
		April 2016	Head of Administration Headquarters (Current position)	
		April 2017	Senior Managing Executive Officer	
		June 2018	Outside Director of Engineering and Risk Services Corporation (Current position)	
		March 2019	Director of OYO Resources Management Corporation (Current position)	
		March 2020	Deputy President of the Company (Current position)	
	[Attendance at the Board of Directors meetings] 13 out of 13 meetings (100%) [Reason for Selection] Mr. Yuichi HIRASHIMA has extensive experience and proven track records in the overseas department and credit department of a bank, and the finance department of the Company. He has been committed to increasing the Group’s corporate value by promoting the enhancement of the Company’s social credibility including updating the enterprise system and enhancing corporate governance. Accordingly, he has been selected as a candidate for Director.			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
3	Jun SHIGENOBU (August 22, 1958) [Reappointment]	April 1983	Joined the Company	4,069
		April 2005	Executive Officer	
		April 2005	President of Shikoku Regional Office	
		April 2010	Head of Logistics Headquarters	
		March 2014	Director of KCS Co., Ltd. (Current position)	
		April 2014	Director of KOEI Consultant Co., Ltd. (Current position)	
		April 2014	Senior Executive Officer of the Company (Current position)	
		March 2016	Director of the Company (Current position)	
		March 2017	Director of NS Environmental Science Consultant Corporation (Current position)	
		January 2020	Head of Business Domain Coordination Headquarters (Current position)	
[Attendance at the Board of Directors meetings] 13 out of 13 meetings (100%) [Reason for Selection] Mr. Jun SHIGENOBU has extensive experience and proven track records in areas such as the operational department and production management department of the Company. He has been committed to increasing the Group’s corporate value such as by promoting productivity enhancement through a work-style reform and enhancing collaboration among operational departments. Accordingly, he has been selected as a candidate for Director.				
4	Kenji SATO (August 17, 1958) [Reappointment]	April 1983	Joined the Company	3,061
		April 2007	Executive Officer	
		April 2007	President of Sapporo Regional Office	
		April 2010	Deputy Head of Engineering Headquarters	
		April 2014	President of Tokyo Regional Office	
		April 2015	Senior Executive Officer (Current position)	
		April 2015	Head of Business Promotion Headquarters (Current position)	
		April 2015	Director of OYO GEO Technical Service, Inc. (Current position)	
		March 2016	Director of the Company (Current position)	
		November 2016	Outside Director of Sanyo Techno Marine, Inc. (Current position)	
		June 2017	Outside Director of Engineering and Risk Services Corporation	
		March 2020	Director of OYO International Corporation (Current position)	
[Attendance at the Board of Directors meetings] 13 out of 13 meetings (100%) [Reason for Selection] Mr. Kenji SATO has extensive experience and proven track records in the operational department and sales department of the Company. He has been committed to increasing the Group’s corporate value such as by promoting the improvement of the Company's marketing style. Accordingly, he has been selected as a candidate for Director.				

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
5	Hirofumi AMANO (January 4, 1966) [Reappointment]	April 1990	Joined Tamano Consultants Co., Ltd.	1,997
		September 2003	Joined KCS Co., Ltd.	
		August 2005	Director of KCS Co., Ltd.	
		October 2005	President of KCS Co., Ltd.	
		March 2017	Director of the Company (Current position)	
		April 2017	Senior Executive Officer (Current position)	
		April 2017	Head of IT Innovation Planning Office (Present IT Innovation Planning Headquarters) (Current position)	
		March 2019	Director of OYO Seismic Instrumentation Corporation (Current position)	
		March 2020	Director of KCS Co., Ltd (Current position)	
[Attendance at the Board of Directors meetings] 13 out of 13 meetings (100%) [Reason for Selection] Mr. Hirofumi AMANO has extensive experience and proven track records in areas of the operational department and management of Group companies. He has been committed to increasing the Group’s corporate value such as by promoting the business expansion of the Company’s information field through digital transformation (DX) strategy. Accordingly, he has been selected as a candidate for Director.				
6	Wataru NAKAGAWA (August 27, 1959) [Reappointment]	April 1984	Joined the Company	4,274
		April 2011	Executive Officer	
		April 2011	President of Kansai Regional Office	
		April 2015	Senior Executive Officer (Current position)	
		April 2015	President of Tokyo Regional Office	
		April 2018	Head of Infrastructure Maintenance Business Division	
		January 2019	Head of Corporate Planning Headquarters (Current position)	
		March 2019	Director of Fong Consult Pte. Ltd. (Current position)	
		March 2019	Director of FC Inspection Pte. Ltd (Current position)	
		March 2020	Director of the Company (Current position)	
		June 2020	Outside Director of Engineering and Risk Services Corporation (Current position)	
[Attendance at the Board of Directors meetings] 10 out of 10 meetings (100%) [Reason for Selection] Mr. Wataru NAKAGAWA has extensive experience and proven track records in the operational department and corporate planning department of the Company. He has been committed to increasing the Group’s corporate value such as by promoting the internal reform of the Company including the promotion of a new work style and a review of the human resource system so as to correspond with the changes in the external environment caused by the COVID-19 pandemic. Accordingly, he has been selected as a candidate for Director.				

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
7	Michihiko OTA (December 8, 1952) [Reappointment] [Candidate for Outside Director] [Candidate for Independent Director]	<p>April 1975 Joined Marubeni Corporation</p> <p>April 2008 Managing Executive Officer and Head of Lifestyle Division, Marubeni Corporation</p> <p>June 2009 Managing Executive Officer of Marubeni Corporation</p> <p>April 2010 Senior Managing Executive Officer of Marubeni Corporation</p> <p>April 2012 Senior Executive Vice President of Marubeni Corporation</p> <p>April 2013 Senior Executive Vice President, Regional CEO for ASEAN, Regional CEO for East Asia, Regional CEO for Southwest Asia, Marubeni Corporation</p> <p>June 2014 Senior Executive Vice President of Marubeni Corporation</p> <p>April 2015 Vice Chairman of Marubeni Corporation</p> <p>June 2016 Outside Director of Xebio Holdings Co., Ltd. (Current position)</p> <p>June 2017 Outside Corporate Auditor of Saison Automobile & Fire Insurance Co., Ltd (Current position)</p> <p>March 2018 Outside Director of the Company (Current position)</p> <p>June 2019 Outside Director of Unitika Ltd. (Current position)</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> • Outside Director of Xebio Holdings Co., Ltd. • Outside Corporate Auditor of Saison Automobile & Fire Insurance Co., Ltd • Outside Director of Unitika Ltd. 	-
<p>[Attendance at the Board of Directors meetings] 13 out of 13 meetings (100%)</p> <p>[Reason for Selection] Mr. Michihiko OTA has held leadership positions at Marubeni Corporation and has proven track records as an outside director and an outside corporate auditor of other companies. The Company deems his external perspective as well as his knowledge of the domestic and overseas business of a trading company and his experience in business management to be effective in further strengthening the Company's management structure and contributing to the enhancement of the Company's corporate governance. Accordingly, he has been selected as a candidate for Outside Director. Mr. Michihiko OTA will have served as Outside Director of the Company for a period of three years as of the conclusion of this General Meeting of Shareholders.</p>			

(Notes) Matters concerning Mr. Michihiko OTA as a candidate for Outside Director are as follows.

1. Mr. Michihiko OTA is a candidate for Outside Director stipulated in Article 2, Paragraph 3, Item (vii) of the Ordinance for Enforcement of the Companies Act, and fulfills the Independence Criteria for Outside Officers of the Company.
2. In accordance with Article 27 of the Articles of Incorporation of the Company and Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Mr. Michihiko OTA, which limits the liability for damages as stipulated in Article 423, Paragraph 1 of the Companies Act. If the appointment of Mr. Michihiko OTA is approved, the Company will continue the agreement with him. The maximum amount of liability for damages of an Outside Director pursuant to the agreement is the amount set forth in Article 425, Paragraph 1 of the Companies Act.
3. The Company has registered Mr. Michihiko OTA as an Independent Director as stipulated by Rule 436-2 of the Securities Listing Regulations of the Tokyo Stock Exchange (TSE). If this proposal is approved, the Company will continue to register him for the position.
4. There are no special interests between the Company and Xebio Holdings Co., Ltd., Saison Automobile & Fire Insurance Co., Ltd, or Unitika Ltd. where Mr. Michihiko OTA holds significant concurrent positions.

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
8	Shoji OSAKI (August 17, 1955) [Reappointment] [Candidate for Outside Director] [Candidate for Independent Director]	<p>April 1979 Joined SAPPORO Breweries Limited</p> <p>March 2005 Director of Wine and Liquor Division, SAPPORO Breweries Limited; Director of SAPPORO Wines Limited</p> <p>March 2006 Director of Wine and Liquor Division, SAPPORO Breweries Limited; Director of SAPPORO Wines Limited; President and Representative Director of YEBISU Winemart Co., Ltd.</p> <p>October 2007 Director of Naka-Shikoku District Headquarters, SAPPORO Breweries Limited</p> <p>March 2010 Executive Officer and Director of Tokai Hokuriku District Headquarters, SAPPORO Breweries Limited</p> <p>March 2012 Statutory Corporate Auditor of SAPPORO Beverage Co., Ltd.; Corporate Auditor of SAPPORO Breweries Limited; Corporate Auditor of SAPPORO Group Management Co., Ltd.; Corporate Auditor of SAPPORO International Inc.</p> <p>March 2013 Statutory Corporate Auditor of POKKA SAPPORO Food & Beverage Ltd.</p> <p>March 2015 Statutory Corporate Auditor of SAPPORO Holding Limited</p> <p>March 2019 Outside Director of the Company (Current position)</p> <p>June 2020 Auditor (External) of Haruna Beverage Inc. (Current position)</p> <p>[Significant concurrent positions] • Auditor (External) of Haruna Beverage Inc.</p>	-
<p>[Attendance at the Board of Directors meetings] 13 out of 13 meetings (100%)</p> <p>[Reason for Selection] Mr. Shoji OSAKI has held leadership positions at SAPPORO Breweries Limited and has proven track records as a director and a corporate auditor of group companies of SAPPORO Holding Limited and as an outside corporate auditor of another company. The Company deems his external perspective based on his career in an industry that is different from the construction-related industry to which the Company belongs to be effective in further strengthening the Company's management structure, securing diversity, and contributing to the enhancement of the Company's corporate governance. Accordingly, he has been selected as a candidate for Outside Director. Mr. Shoji OSAKI will have served as Outside Director of the Company for a period of two years as of the conclusion of this General Meeting of Shareholders.</p>			

(Notes) Matters concerning Mr. Shoji OSAKI as a candidate for Outside Director are as follows.

1. Mr. Shoji OSAKI is a candidate for Outside Director stipulated in Article 2, Paragraph 3, Item (vii) of the Ordinance for Enforcement of the Companies Act, and fulfills the Independence Criteria for Outside Officers of the Company.
2. In accordance with Article 27 of the Articles of Incorporation of the Company and Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Mr. Shoji OSAKI, which limits the liability for damages as stipulated in Article 423, Paragraph 1 of the Companies Act. If the appointment of Mr. Shoji OSAKI is approved, the Company will continue the agreement with him. The maximum amount of liability for damages of an Outside Director pursuant to the agreement is the amount set forth in Article 425, Paragraph 1 of the Companies Act.
3. The Company has registered Mr. Shoji OSAKI as an Independent Director as stipulated by Rule 436-2 of the Securities Listing Regulations of the Tokyo Stock Exchange (TSE). If this proposal is approved, the Company will continue to register him for the position.
4. There are no special interests between the Company and Haruna Beverage Inc. where Mr. Shoji OSAKI holds a significant concurrent position.

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
9	Takeshi MIYAMOTO (May 11, 1954) [New candidate] [Candidate for Outside Director] [Candidate for Independent Director]	<p>April 1978 Joined Ministry of International Trade and Industry (present Ministry of Economy, Trade and Industry)</p> <p>April 1988 First Secretary of Embassy of Japan in Spain, Ministry of Foreign Affairs</p> <p>July 1994 Director-General of Industry and Commerce Department, Kanto Bureau of International Trade and Industry, Ministry of International Trade and Industry (present Ministry of Economy, Trade and Industry)</p> <p>July 1996 Director of Cooperative Division, Guidance Department, The Small and Medium Enterprise Agency</p> <p>June 1998 Director-General of Planning and Research Division, Commissioner's Secretariat, Agency for Natural Resources and Energy</p> <p>February 2000 Director-General of Personnel Division, Policy Planning and Coordination Department, Japan Patent Office</p> <p>April 2001 General Manager of Industry & Labor Department, Aichi Prefecture</p> <p>July 2003 Director-General of Minister's Secretariat (in charge of International Expositions), Ministry of Economy, Trade and Industry</p> <p>September 2008 Managing Director of The Japan Iron and Steel Federation</p> <p>July 2014 Executive Director of Business Policy Forum, Japan</p> <p>September 2019 Executive Director of Central Federation of Societies of Commerce and Industry</p> <p>July 2020 Advisor of SMBC Nikko Securities Inc. (Current position)</p> <p>[Significant concurrent positions] None</p>	-
<p>[Attendance at the Board of Directors meetings] -</p> <p>[Reason for Selection] Mr. Takeshi MIYAMOTO has held leadership positions primarily in the Ministry of Economy, Trade and Industry, and has proven track records as a director, etc. of various organizations, in addition to extensive knowledge in fields such as resources and energy. The Company deems his external perspective based on his experience in public administration and management to be effective in further strengthening the Company's management structure and contributing to the enhancement of the Company's corporate governance. Accordingly, he has been selected as a candidate for Outside Director.</p>			

(Notes) Matters concerning Mr. Takeshi MIYAMOTO as a candidate for Outside Director are as follows.

1. Mr. Takeshi MIYAMOTO is a candidate for Outside Director stipulated in Article 2, Paragraph 3, Item (vii) of the Ordinance for Enforcement of the Companies Act, and fulfills the Independence Criteria for Outside Officers of the Company.
2. If the appointment of Mr. Takeshi MIYAMOTO is approved, in accordance with Article 27 of the Articles of Incorporation of the Company and Article 427, Paragraph 1 of the Companies Act, the Company will enter into an agreement with Mr. Takeshi MIYAMOTO, which limits the liability for damages as stipulated in Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability for damages of an Outside Director pursuant to the agreement is the amount set forth in Article 425, Paragraph 1 of the Companies Act.
3. If the appointment of Mr. Takeshi MIYAMOTO as an Outside Director is approved, the Company will register him as an Independent Director as stipulated by Rule 436-2 of the Securities Listing Regulations of the Tokyo Stock Exchange (TSE).

(Reference) Independence Criteria for Outside Officers of the Company

The Company has formulated a basic policy on corporate governance (<https://www.oyo.co.jp/>), and defined its criteria on the independence of Outside Officers (Outside Directors and Outside Corporate Auditors) as follows.

If an Outside Officer fulfills the requirements below, the Outside Officer is deemed to have sufficient independence from the Company.

1. He/she is not a former employee or business executor (Note 1) of the Company, the Company's consolidated subsidiaries or the Company's equity-method affiliates (hereinafter the "Group"). Also, none of his/her relatives (Note 2) has been a business executor of the Group in the past five years.
2. He/she does not currently or has not in the past 10 years fit into the following categories:
 - (1) A major shareholder (Note 3) of the Company, or a relative thereof; if the major shareholder is a corporation, a business executor thereof
 - (2) A business executor of a major trading partner (Note 4) of the Company, or a business executor of a corporation where the Company is a major trading partner
 - (3) A business executor of a major lender (Note 5) of the Company
 - (4) A business executor of a lead managing securities corporation of the Company
 - (5) An employee of an audit corporation that conducts the statutory audit of the Company
 - (6) An employee of a legal firm or a consulting firm with which the Company has concluded an advisory agreement
 - (7) A person who receives a large amount (Note 6) of money, etc. aside from compensation for executives from the Company
 - (8) A business executor of a corporation when an executive of the Company holds a concurrent position in the corporation, and also an executive of the corporation holds a concurrent position in the Company
 - (9) A business executor of an entity that receives a large amount of donations or assistance from the Company (Note 7)
3. None of his/her relatives fit into any of the categories from (1) to (9) above.
4. At the time of election, the period that he/she has served as an Outside Officer has not exceeded 10 years in total.

(Notes)

1. A business executor refers to an executive director, executive officer, corporate officer, or a manager and other employee.
2. A relative refers to a spouse or a relative within the second degree of kinship.
3. A major shareholder refers to a shareholder who owns more than 10% of the Company's voting rights at the end of the fiscal year.
4. A major trading partner refers to a trading partner of the Company, whereby the amount of transactions with the Company exceeds 2% of the average amount of the Company's consolidated net sales or the trading partner's consolidated net sales over the past three fiscal years.
5. A major lender refers to a financial institution that the Group conducts borrowing from, whereby the total amount of outstanding loans at the end of the fiscal year exceeds 2% of the Company's or the financial institution's consolidated total assets.
6. A large amount refers to an amount of compensation received that exceeds 10 million yen per year on average over the past three years.
7. An entity that receives a large amount of donations or assistance refers to an entity that has received donations or assistance from the Company exceeding 10 million yen per year on average over the past three years.

Proposal 3: Election of 2 Substitute Corporate Auditors

The effectiveness of appointment of Substitute Corporate Auditors Mr. Tatsuro MATSUSHITA and Mr. Hisashi ITO, appointed at the 63rd Annual General Meeting of Shareholders held on March 27, 2020, will expire at the start of this year's Annual General Meeting of Shareholders. To prepare for a contingency in which the Company does not have the number of Corporate Auditors required by laws and regulations, the Company proposes to elect 2 Substitute Corporate Auditors.

The Board of Corporate Auditors has already given its approval to this proposal.

The candidates are as follows:

No.	Name (Date of birth)	Career summary, positions, and significant concurrent positions	Number of shares of the Company held
1	Tatsuro MATSUSHITA (June 19, 1963) [Reappointment] [Substitute for Statutory Corporate Auditor]	<p>April 1986 Joined Nippon Life Insurance Company</p> <p>March 1999 Deputy General Manager in charge of International Finance Dept., Nippon Life Insurance Company</p> <p>March 2002 Deputy General Manager in charge of 3rd Corporate Finance Dept., Nippon Life Insurance Company</p> <p>June 2005 Deputy General Manager in charge of Internal Audit Dept., Nippon Life Insurance Company</p> <p>March 2011 Manager of Real Estate Investment Dept., Nippon Life Insurance Company</p> <p>March 2013 Deputy General Manager of Real Estate Investment Dept., Nippon Life Insurance Company</p> <p>April 2015 Joined the Company General Manager of Legal Department, Administration Headquarters</p> <p>April 2018 Executive Officer (Current position)</p> <p>April 2018 Head of Compliance Office (Current position)</p>	903
<p>[Reason for Selection]</p> <p>Mr. Tatsuro MATSUSHITA has served in the fields of finance and real estate at an insurance company and has experience in areas of legal practice and compliance at the Company. Therefore, the Company deems that he will accurately conduct audits with his expertise of finance and corporate legal practice and knowledge, which will contribute to the enhancement of the Company's corporate governance. Accordingly, he has been selected as a candidate for Substitute Corporate Auditor for Statutory Corporate Auditor of the Company.</p>			

(Notes)

- The selection of Mr. Tatsuro MATSUSHITA is based on the deliberations of the Nomination and Compensation Advisory Committee, the voluntary advisory body of the Board of Directors of the Company.
- There are no special interests between Mr. Tatsuro MATSUSHITA and the Company.
- The number of shares of the Company held by Mr. Tatsuro MATSUSHITA is as of January 31, 2021.
- Matters concerning Mr. Tatsuro MATSUSHITA as a candidate for Substitute Corporate Auditor are as follows.
 - Mr. Tatsuro MATSUSHITA is selected as a Substitute Corporate Auditor for Statutory Corporate Auditor.
 - If Mr. Tatsuro MATSUSHITA resigns from the Company and assumes office as a Statutory Corporate Auditor of the Company, in accordance with Article 36 of the Articles of Incorporation of the Company and Article 427, Paragraph 1 of the Companies Act, the Company will enter into an agreement with him that limits the liability for damages as stipulated in Article 423, Paragraph 1. The maximum amount of liability for damages of the Corporate Auditor pursuant to the agreement is the amount set forth in Article 425, Paragraph 1 of the Companies Act.
 - The Company has a directors and officers liability insurance policy which provides insurance cover for Corporate Auditors of the Company against damages that may arise from their responsibilities associated with the execution of their duties or claims taken against them for the pursuit of such responsibilities. If Mr. Tatsuro MATSUSHITA assumes office as Corporate Auditor, he will be insured under this insurance policy, and the Company will renew the insurance policy during his term of office.

No.	Name (Date of birth)	Career summary, positions, and significant concurrent positions	Number of shares of the Company held
2	Hirokazu HONDA (May 5, 1970) [New candidate] [Substitute for Outside Corporate Auditor]	<p>April 1997 Registered as Attorney Joined Abe, Ikubo & Katayama</p> <p>February 2004 Registered as Attorney in the State of New York, United States</p> <p>August 2004 Partner of Abe, Ikubo & Katayama (Current position)</p> <p>June 2007 Outside Corporate Auditor of Uoriki Co., Ltd.</p> <p>February 2009 Director and Attorney of Cedyna Servicer Co., Ltd.</p> <p>June 2015 Outside Director of Uoriki Co., Ltd.</p> <p>June 2015 Senior Director of International Association for the Protection of Intellectual Property of Japan (Current position)</p> <p>March 2017 Outside Auditor of CAC Holdings Corporation (Current position)</p> <p>October 2018 Outside Director (Audit and Supervisory Committee Member) of United precision technologies Co., Ltd. (Current position)</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> • Partner of Abe, Ikubo & Katayama • Senior Director of International Association for the Protection of Intellectual Property of Japan • Outside Auditor of CAC Holdings Corporation • Outside Director (Audit and Supervisory Committee Member) of United precision technologies Co., Ltd. 	-
<p>[Reason for Selection]</p> <p>Mr. Hirokazu HONDA has long experience as a lawyer and as a partner of a law firm, and a proven track record in providing advice to and serving as an outside corporate auditor and an outside director of other companies. Therefore, the Company deems that he will accurately conduct audits with his expertise and wealth of knowledge on corporate legal practice, which will contribute to the enhancement of the Company's corporate governance. Accordingly, he has been selected as a candidate for Substitute Corporate Auditor for Outside Corporate Auditor of the Company.</p>			

(Notes)

1. The selection of Mr. Hirokazu HONDA is based on the deliberations of the Nomination and Compensation Advisory Committee, the voluntary advisory body of the Board of Directors of the Company.
2. There are no special interests between Mr. Hirokazu HONDA and the Company.
3. The number of shares of the Company held by Mr. Hirokazu HONDA is as of January 31, 2021.
4. Matters concerning Mr. Hirokazu HONDA as a candidate for Substitute Corporate Auditor are as follows.
 - (1) There are no special interests between the Company and Abe, Ikubo & Katayama, International Association for the Protection of Intellectual Property of Japan, CAC Holdings Corporation, and United precision technologies Co., Ltd, where Mr. Hirokazu HONDA holds significant concurrent positions.
 - (2) Mr. Hirokazu HONDA is selected as a candidate for Substitute Corporate Auditor for Outside Corporate Auditor. If he assumes office as an Outside Corporate Auditor, the Company will register him as an Independent Auditor as stipulated by Rule 436-2 of the Securities Listing Regulations of the Tokyo Stock Exchange (TSE).
 - (3) If Mr. Hirokazu HONDA assumes office as Outside Corporate Auditor, in accordance with Article 36 of the Articles of Incorporation of the Company and Article 427, Paragraph 1 of the Companies Act, the Company will enter into an agreement with him that limits the liability for damages as stipulated in Article 423, Paragraph 1. The maximum amount of liability for damages of the Corporate Auditor pursuant to the agreement is the amount set forth in Article 425, Paragraph 1 of the Companies Act.
 - (4) The Company has a directors and officers liability insurance policy which provides insurance cover for Corporate Auditors of the Company against damages that may arise from their responsibilities associated with the execution of their duties or claims taken against them for the pursuit of such responsibilities. If Mr. Hirokazu HONDA assumes office as Outside Corporate Auditor, he will be insured under this insurance policy, and the Company will renew the insurance policy during his term of office.

Proposal 4: Continuation of and Partial Changes to the Performance-Based Stock Remuneration for Directors

1. Reason for Proposal and Rationale Thereof

The Company established the OYO Advance 2023, medium-term business plan leading up to the fiscal year ending December 31, 2023, and started the plan in January 2021. In the medium-term business plan OYO Advance 2023, the Company aims to pursue the new value-creation process that will contribute to achieving ESG management as well as SDGs targets, while linking the results of activities that were pursued in the “OYO 2020 (Long-term Management Plan of OYO Group)” up to the fiscal year ended December 31, 2020 with business revenues.

The Company has introduced a Performance-Based Stock Remuneration Plan, the “Board Benefit Trust (BBT)” (hereinafter the “Plan”) as Directors’ remuneration based on a resolution approved at the 57th General Meeting of Shareholders held on March 26, 2014. The Plan was introduced with the objective of clearly linking remuneration of Directors (excluding Outside Directors; the same applies hereinafter unless otherwise stated) to the Company’s results of operations and share value and thereby increasing Directors’ motivation to make contributions to achieve the medium-term business plan and increase the Company’s mid-term and long-term corporate value as the Directors share risks of fluctuations in stock price with shareholders. The Company has since then obtained the approval of a resolution to partially change and continue the Plan at the 61st Annual General Meeting of Shareholders held on March 27, 2018 (hereinafter the “Resolution”).

This proposal is to partially change and continue the Plan in order to further enhance the motivation to make contributions to increase corporate value by strengthening the link between the remuneration of Directors and the Company’s results of operations and share value. The Company believes that this proposal is reasonable and appropriate in consideration of the aforementioned objective.

Currently, there are six Directors who are subject to the Plan.

2. Amount of Remuneration, etc., under the Plan and Details

In continuation of the Plan, the Company proposes partial changes to the current Plan. The major changes from the original plan introduced by this proposal are underlined.

(1) Outline of the Plan

The Plan is a performance-based stock remuneration plan under which the Company’s shares will be acquired through a trust (the trust set up based on the Plan shall be hereinafter referred to as the “Trust”) using funds contributed by the Company (the maximum amount is as described in (2) below) as the source and the Company’s shares will be delivered to Directors through the Trust based on the degree of attainment of target performance. Directors will receive the Company’s shares, in principle, upon their retirement from office. For further details of the Plan, please refer to information disclosed through Tokyo Stock Exchange on February 12, 2021, the “Notice Regarding the Continuation of and Partial Changes to the Board Benefit Trust (BBT),” from page 20 of this document.

(2) Maximum Amount of Money the Company Will Contribute (the amount of remuneration, etc.)

The Company will continue the Plan to cover the three fiscal years which fall into the target phase of medium-term business plan OYO Advance 2023, from the fiscal year ending December 31, 2021 to the fiscal year ending December 31, 2023 (hereinafter, such three fiscal years shall be referred to as the “Preliminary Applicable Period,” while the number of fiscal years (minimum two fiscal years and maximum five fiscal years) following the elapse of the Preliminary Applicable Period that is predetermined each time by the Board of Directors shall each be referred to as the “Applicable Period”), as well as each subsequent Applicable Period. The Company shall make additional contribution of funds to the Trust to acquire the Company’s shares, the amount of which would be deemed reasonably necessary to ensure the delivery of such shares to Directors under the Plan, as described in (3) below.

The maximum amount of funds the Company can additionally contribute to the Trust for a given Applicable Period shall be an amount calculated by multiplying the number of fiscal years covered under the corresponding Applicable Period by 40 million yen. Thus, 120 million yen shall be the maximum amount of funds the Company can contribute to the Trust for the Preliminary Applicable Period.

During the Applicable Period, the Company may make contributions to the Trust multiple times to the extent that the amount of additional contributions is within the maximum amount set out above. The information will be appropriately disclosed in a timely manner when the Company decides on additional contributions.

Further, as the Company’s shares (excluding any undelivered portion of the Company’s shares corresponding to the number of points granted to Directors with regard to the fiscal years up to the fiscal

year ended December 31, 2020; approximately 22,000 shares) and money (approximately 1.5 million yen) have remained within the trust assets as of December 31, 2020, the Company will allocate these remaining shares and money to the source of benefits during the Preliminary Applicable Period under the Plan.

The Trust will acquire the Company's shares through the stock markets or disposal of treasury stock using the additional contribution by the Company as the source and will not issue new shares. Detailed information concerning the acquisition of the Company's shares by the Trust will be appropriately disclosed in a timely manner.

The maximum number of shares to be additionally acquired by the Trust during the Preliminary Applicable Period will be 20,000 shares.

(3) Calculation Method of the Number of the Company's Shares to Be Delivered to Directors

In each fiscal year, points are awarded to each Director based on the Officer Stock Benefit Procedure. The calculation formula for points is as follows.

(The calculation formula for points)

Basic points for each position x Performance-linked coefficient

Basic points for each position shall be determined based on position of each Director in the fiscal year. The performance-linked coefficient shall be determined within a range of 0 to 135% based on the degree of attainment of the target performance of the Company set for a relevant fiscal year and the medium-term business plan OYO Advance 2023. The maximum number of points awarded to Directors in a fiscal year shall be 20,000 points. This was determined based on the overall consideration of the current level and expected future trend of Directors' remuneration and the number of Directors, etc., and is believed to be appropriate.

As for the points awarded according to the calculation formula above and within the aforementioned maximum number, one point equates to one share of the Company's common stock on the granting of shares, as described in (4) below. Note that when the number of shares changes after this proposal is approved due to stock split, gratis allotment or reverse stock split, etc., the Company shall reasonably adjust the maximum number of points, the number of points already awarded, or the exchange ratio to reflect the change.

The number of points of each Director, which is the criteria for calculation of the number of shares to grant, in principle, is calculated by multiplying the total points granted to a Director by the time of his retirement by the coefficient (not to exceed 1) determined depending on reasons for retirement. As an exception, if the Trust is terminated, the number of points used for the calculation shall be the total points granted by the time of the Trust's termination to a Director who is in his term of office at the time of the Trust's termination (hereinafter, the points calculated as described above shall be referred to as the "Determined Points").

(4) Grant of Shares to Directors

If a Director of the Company retires, he may receive the Company's shares in proportion to the Determined Points by taking the prescribed procedures to confirm the beneficiary.

As an exception, if the Trust is terminated, a number of the Company's shares corresponding to the Determined Points shall be granted by the Trust upon termination of the Trust to a Director who is in his term of office at the time of the Trust's termination, based on the Officer Stock Benefit Procedure. However, even in cases where a Director has been awarded with points, he/she shall not be entitled to the delivery of the Company's shares if a resolution for his/her dismissal is passed at the General Meeting of Shareholders, or if he/she retires due to violation of duties as Director.

(5) Dividends

Dividends related to the Company's shares held by the Trust shall be received by the Trust to acquire the Company's shares or pay for the trustee's compensation, etc. Any remaining dividends, etc., upon termination of the Trust will be amortized and paid to the then current Directors according to the points they respectively possess based on the Officer Stock Benefit Procedure.

[Reference] Disclosed by the Company through Tokyo Stock Exchange (TSE) on February 12, 2021

February 12, 2021

To whom it may concern:

Company Name	OYO Corporation
Representative	Masaru Narita, President (Stock Exchange Code 9755, TSE First Section)
Contact	Senior Executive Officer Head of Corporate Planning Headquarters Wataru Nakagawa (TEL: +81-3-5577-4501)

Notice Regarding the Continuation of and Partial Changes to the Board Benefit Trust (BBT)

At the Meeting of the Board of Directors held today, the Company resolved the submission of a proposal (hereinafter the “Proposal”) regarding the continuation of and partial changes to the stock remuneration plan for Directors of the Company, the “Board Benefit Trust (BBT)” (hereinafter the “Plan”) at the 64th Annual General Meeting of Shareholders on March 26, 2021 (hereinafter the “Meeting”), as shown below.

In addition, the Company has introduced the “Employee Stock Ownership Plan (J-ESOP),” an incentive plan for Executive Officers and employees of the Company and directors and employees of its subsidiaries. The Company will change partially and continue the plan and make additional contribution to the trust set up under J-ESOP. Further information regarding additional contribution to J-ESOP shall be disclosed as soon as they are determined.

1. Continuation of the Plan

The Company established the OYO Advance 2023, medium-term business plan leading up to 2023, and started the plan in January 2021. In the medium-term business plan OYO Advance 2023, the Company aims to pursue the new value-creation process that will contribute to achieving ESG management as well as SDGs targets, while translating the results of activities that were pursued in the “OYO 2020 (Long-term Management Plan of OYO Group)” up to the fiscal year ended December 31, 2020 into business revenues.

Subject to the approval of the shareholders at the Meeting, the Board of Directors of the Company resolved to partially change and continue the Plan which has been implemented with the objective of clearly linking remuneration of Directors (excluding Outside Directors; the same applies hereinafter unless otherwise stated) to the Company’s results of operations and share value and thereby increasing Directors’ motivation to make contributions to achieve the medium-term business plan and increase the Company’s mid-term and long-term corporate value as the Directors share risks of fluctuations in stock price with shareholders. Accordingly, the Board of Directors of the Company has resolved the submission of the proposal at the Meeting regarding the continuation of and partial changes to the Plan.

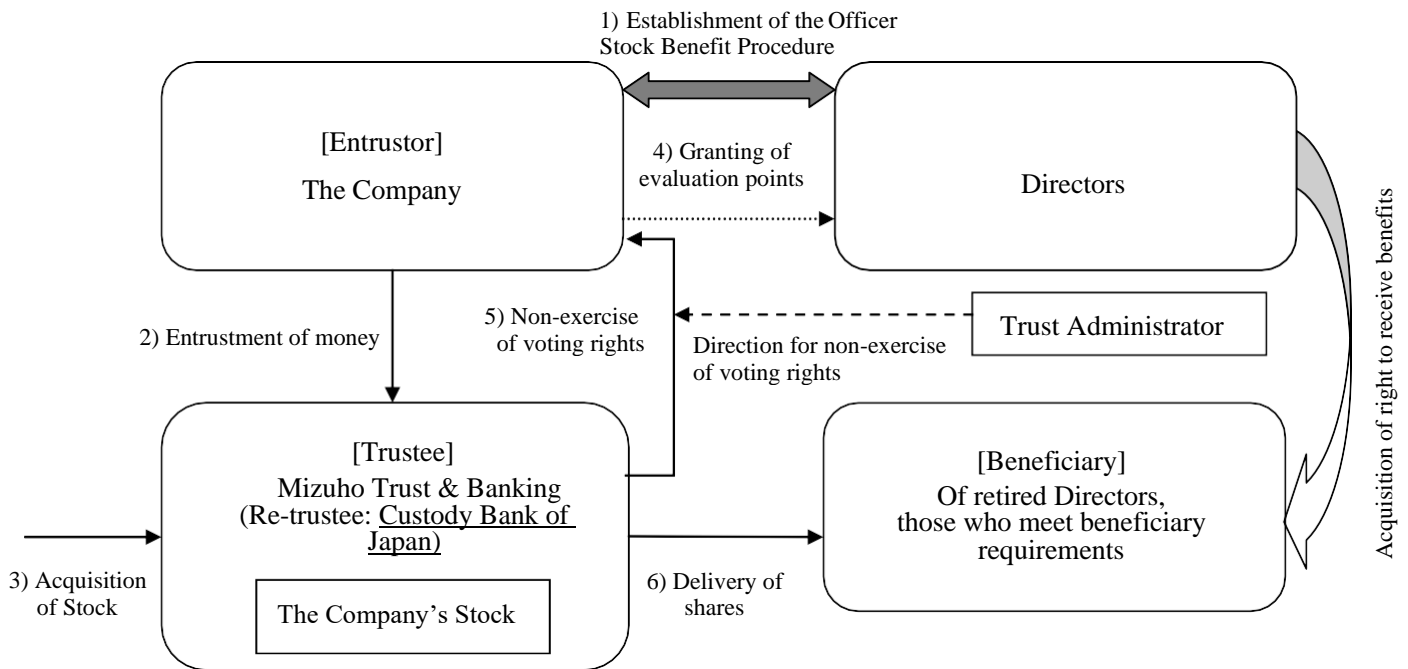
2. Outline of the Plan

In continuation of the Plan, the Company proposes partial changes to the current Plan. (The major changes from the original plan are underlined. For the current Plan, please refer to “Notice Regarding the Introduction of the Board Benefit Trust (BBT)” announced on February 13, 2014, “Notice Regarding the Introduction of the Board Benefit Trust (BBT) (Detailed Information)” announced on May 9, 2014, and “Notice Regarding the Continuation of and Partial Changes to the Board Benefit Trust (BBT)” announced on February 14, 2018.).

(1) Outline of the Plan

The Plan is a performance-based stock remuneration plan under which the Company’s shares will be acquired through a trust (the trust set up based on the Plan shall be hereinafter referred to as the “Trust”) using funds contributed by the Company as the source and the Company’s shares will be delivered to Directors through the Trust based on the degree of attainment of target performance according to the Officer Stock Benefit Procedure. Directors will receive the Company’s shares, in principle, upon their retirement from office.

<Structure of the Plan>



- 1) The Officer Stock Benefit Procedure shall be established within the framework of approval at the General Meeting of Shareholders.
- 2) The Company entrusts money in the range of the amount approved at the General Meeting of Shareholders as outlined in 1) above.
- 3) The Trust uses the funded amount as outlined in 2) above to acquire the Company's shares through the stock markets or disposals of treasury stock.
- 4) The Company awards points to Directors based on the Officer Stock Benefit Procedure.
- 5) Voting rights for the Company's shares held by the Trust account will not be exercised based on direction from the trust administrator, who is independent from the Company.
- 6) The Trust grants the Company's shares to retired Directors who also meet the beneficiary requirements set under the "Officer Stock Benefit Procedure" (hereinafter the "Beneficiaries") based on the number of points they have been granted.

- (2) Individuals Subject to the Plan
Directors of the Company (excluding Outside Directors).

- (3) Period of the Trust

The period from June 2, 2014 until the end of the Trust (The Trust shall continue without determining a specific timeline as long as the Plan exists. The Plan shall be terminated when the Company's stock is delisted or the Officer Stock Benefit Procedure is abolished, etc.).

- (4) Amount of the Trust and the Number of Shares Acquired

Subject to the approval of the shareholders at the Meeting of the continuation of and partial changes to the Plan, the Company will continue the Plan to cover the three fiscal years which fall into the target phase of medium-term business plan OYO Advance 2023, from the fiscal year ending December 31, 2021 to the fiscal year ending December 31, 2023 (hereinafter, such three fiscal years shall be referred to as the "Preliminary Applicable Period," while the number of fiscal years (minimum two fiscal years and maximum five fiscal years) following the elapse of the Preliminary Applicable Period that is predetermined each time by the Board of Directors shall each be referred to as the "Applicable Period"), as well as each subsequent Applicable Period. The Company will make additional contribution of funds to the Trust to acquire the Company's shares, the amount of which would be deemed reasonably necessary to ensure the delivery of such shares to Directors under the Plan, as described in (6) below.

The maximum amount of funds the Company can additionally contribute to the Trust for a given Applicable Period shall be an amount calculated by multiplying the number of fiscal years covered under the corresponding Applicable Period by 40 million yen. Thus, 120 million yen shall be the maximum amount of funds the Company can contribute to the Trust for the Preliminary Applicable Period.

During the Applicable Period, the Company may make contributions to the Trust multiple times to

the extent that the amount of additional contributions is within the maximum amount set out above. The information will be appropriately disclosed in a timely manner when the Company decides on additional contributions.

Further, as the Company's shares (excluding any undelivered portion of the Company's shares corresponding to the number of points granted to Directors with regard to the fiscal years up to the fiscal year ended December 31, 2020; approximately 22,000 shares) and money (approximately 1.5 million yen) have remained within the trust assets as of December 31, 2020, the Company will allocate these remaining shares and money to the source of benefits during the Preliminary Applicable Period under the Plan.

The maximum number of shares additionally acquired by the Trust during the Preliminary Applicable Period will be 20,000 shares.

(5) Method of Acquiring the Company's Shares by the Trust

The Trust will acquire the Company's shares through the stock markets or disposal of treasury stock within the funding range specified in (4) above and will not issue new shares.

Detailed information concerning the acquisition of the Company's shares by the Trust will be appropriately disclosed in a timely manner.

(6) Calculation Method of the Number of the Company's Shares to Be Delivered to Directors

In each fiscal year, points are awarded to each Director based on the Officer Stock Benefit Procedure. The calculation formula for points is as follows.

(The calculation formula for points)

Basic points for each position x Performance-linked coefficient

Basic points for each position shall be determined based on position of each Director in the fiscal year. The performance-linked coefficient shall be determined within a range of 0 to 135% based on the degree of attainment of the target performance of the Company set for a relevant fiscal year and the medium-term business plan OYO Advance 2023. The maximum number of points awarded to Directors in a fiscal year shall be 20,000 points. This was determined based on the overall consideration of the current level and expected future trend of Directors' remuneration and the number of Directors, etc., and is believed to be appropriate.

As for the points awarded to Directors according to the calculation formula above and within the aforementioned maximum number, one point equates to one share of the Company's common stock on the granting of shares, as described in (7) below. Note that when the number of shares changes after the resolution for approval by shareholders of the proposal due to stock split, gratis allotment, reverse stock split, etc., the Company shall reasonably adjust the maximum number of points, the number of points already awarded, or the exchange ratio to reflect the change.

The number of points of each Director, which is the criteria for calculation of the number of shares to grant, in principle, is calculated by multiplying the total points granted to a Director by the time of his retirement by the coefficient (not to exceed 1) determined depending on reasons for retirement. As an exception, if the Trust is terminated the number of points used for the calculation shall be the total points granted by the time of the Trust's termination to a Director who is in his term of office at the time of the Trust's termination as specified in (10) below (hereinafter, the points calculated as described above shall be referred to as the "Determined Points").

(7) Grant of Shares to Directors

If a Director of the Company retires and meets the beneficiary requirements prescribed in the Officer Stock Benefit Procedure, he may receive after retirement the Company's shares in proportion to the "Determined Points" calculated through the method described in (6) above, in principle, by taking the prescribed procedures to confirm the beneficiary.

As an exception, if the Trust is terminated as described in (10) below, a number of the Company's shares corresponding to the "Determined Points" calculated through the method described in (6) above shall be granted by the Trust upon termination of the Trust to a Director who is in his term of office at the time of the Trust's termination, based on the Officer Stock Benefit Procedure. However, even in cases where a Director has been awarded with points, he/she shall not be entitled to the delivery of the Company's shares if a resolution for his/her dismissal is passed at the General Meeting of Shareholders, or if he/she retires due to violation of duties as Director.

(8) Exercise of Voting Rights

Voting rights related to the Company's shares held by the Trust shall not be exercised pursuant to the instructions of the trust administrator. In this way, the Trust will be able to ensure its neutrality in the Company's management.

(9) Dividends

Dividends related to the Company's shares held by the Trust shall be received by the Trust to acquire the Company's shares or pay for the trustee's compensation, etc. Any remaining dividends, etc., upon termination of the Trust will be amortized and paid to the then current Directors who meet the beneficiary requirements according to the points they respectively possess based on the Officer Stock Benefit Procedure.

(10) Termination of the Trust

The Plan shall be terminated when the Company's stock is delisted or the Officer Stock Benefit Procedure is abolished, etc. Of the residual assets in the Trust upon its termination, the Company's shares (excluding the shares granted to Directors as described in (7) above) will be entirely acquired by the Company free of charge and be canceled pursuant to resolution of the Board of Directors; money excluding the portion paid to Directors as described in (9) above will be received by the Company.

[Overview of the Trust]

- 1) Name of trust: Board Benefit Trust (BBT)
- 2) Entrustor: The Company
- 3) Trustee: Mizuho Trust & Banking Co., Ltd.
- 4) Beneficiaries: Retired Directors who meet the beneficiary requirements based on the Officer Stock Benefit -Procedure
- 5) Trust administrator: A third party having no conflicts of interest with the Company
- 6) Type of trust: Trust of money other than money trust (i.e., third-party benefit trust)
- 7) Date of trust agreement: June 2, 2014
- 8) Initial date of entrusting money: June 2, 2014
- 9) Time of trust: May 2021 (planned)
- 10) Period of trust: From June 2, 2014 until the end of the Trust
(The Trust shall continue without determining a specific timeline as long as the Plan exists.)