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Securities Code: 9861
April 30, 2021

To All Shareholders

Yasutaka Kawamura, President
YOSHINOYA HOLDINGS CO., LTD.
36-2 Nihombashi Hakozaiki-cho, Chuo-ku, Tokyo

Notice of Convocation of the 64th Ordinary General Meeting of Shareholders

You are hereby informed that the 64th Ordinary General Meeting of Shareholders of YOSHINOYA HOLDINGS CO., LTD. (the “Company”) (the “Meeting”) will be held as described below.

In the event that you exercise your voting rights in writing or through electromagnetic means (the Internet), please review the “Reference Documents for the General Meeting of Shareholders” provided below, and exercise your voting rights no later than 5:30 p.m. JST, Wednesday, May 26, 2021.

From the viewpoint of preventing the spread of the coronavirus disease 2019 (COVID-19) and ensuring shareholders’ safety, shareholders are kindly advised to refrain from attending the Meeting in person, and exercise their voting rights in advance.

1. Date & Time: 10:00 a.m., Thursday, May 27, 2021
2. Place of the Meeting: Sunplaza Hall, Nakano Sunplaza,
4-1-1, Nakano, Nakano-ku, Tokyo
 - When you attend the Meeting, please present the enclosed Voting Rights Exercise Form at the reception desk upon arrival at the Meeting.
 - There is no distribution of a meal coupon to shareholders attending the Meeting. We would appreciate your understanding.
3. Meeting Agenda Items:
Matters to be Reported:
 1. The Business Report, the Consolidated Financial Statements and the Audit Reports of the Independent Auditor and the Board of Corporate Auditors for the Consolidated Financial Statements for the 64th Term (From March 1, 2020, to February 28, 2021)
 2. The Non-Consolidated Financial Statements for the 64th Term (From March 1, 2020, to February 28, 2021)

Matters to be Resolved:

- Proposal 1:** Election of Five (5) Directors
- Proposal 2:** Election of One (1) Corporate Auditor
- Proposal 3:** Election of One (1) Substitute Corporate Auditor
- Proposal 4:** Partial Revision of the Restricted Stock Remuneration System to the Company’s Directors
- Proposal 5:** Abolition of the Restricted Stock Remuneration System to the Company’s Corporate Auditors

Notes:

1. Should revisions be made to any of the Reference Documents for the General Meeting of Shareholders, the Business Report, the Consolidated Financial Statements or the Non-Consolidated Financial Statements, such changes will be posted on the Company's website.
2. Pursuant to the provisions of the relevant laws and regulations and Article 15 of the Company's Articles of Incorporation, the following matters are presented in the Company's website on the Internet and thus not provided in the documents attached to this Notice of Convocation.
 - 1) Consolidated Statements of Changes in Net Assets
 - 2) Non-Consolidated Statements of Changes in Net Assets
 - 3) Notes to the Consolidated Financial Statements
 - 4) Notes to the Non-Consolidated Financial Statements

The Consolidated and Non-Consolidated Financial Statements attached to this Notice of Convocation are provided as part of the Consolidated and Non-Consolidated Financial Statements audited in preparing audit reports by the Independent Auditors and Corporate Auditors.

The Company's website: <https://www.yoshinoya-holdings.com>

<Notice Regarding Prevention of the Coronavirus Disease 2019 (COVID-19) Infection>

To prevent the infection and spread of the coronavirus disease 2019 (COVID-19), shareholders are kindly advised to refrain from attending the General Meeting of Shareholders in person regardless of their physical condition, and exercise their voting rights in writing or through the Internet.

Shareholders planning to attend the Meeting in person are requested to check the infection spread status and the condition of their own health before attending the Meeting, and take appropriate precautions such as wearing masks to prevent infection. In addition, at the venue of the General Meeting of Shareholders, officers and operating staff will be wearing masks, and other necessary measures will be taken to prevent the spread of infection. We may restrict admission in order to limit the number of participants and allow sufficient spacing between the seat of each shareholder, conduct temperature check of shareholders before entering the venue, restrict the admission of shareholders with symptoms of cough or fever and ask them to leave the venue, request shareholders to disinfect their hands using the sanitizer to be placed near the reception desk, or shorten the Meeting time, as part of the measures. We would ask for your kind understanding and cooperation in advance.

In the event of any significant changes in the operation of the General Meeting of Shareholders due to future circumstances, the Company will post a notice at the website below:

The Company's website: <https://www.yoshinoya-holdings.com>

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Election of Five (5) Directors

The terms of office of the six (6) current Directors will expire at the conclusion of the Meeting. Accordingly, we propose to elect five (5) Directors, a decrease of one (1) Director due to the review of the management system. The candidates for Directors are described below.

Candidates for Directors

No.	Name (Date of birth)	Brief personal history, position, responsibilities and status of significant concurrent position(s) * Current position	Number of the Company's shares held
1	<div style="border: 1px solid black; display: inline-block; padding: 2px;">Reappointment</div> Yasutaka Kawamura (November 18, 1968)	April 1993 Joined the Company March 2003 In charge of Business Development, Corporate Planning Office, the Company July 2004 Director, Hanamaru, Inc. April 2007 Representative Director, President, Hanamaru, Inc. May 2010 Director, the Company September 2012 Representative Director, President, the Company* August 2013 Director, YOSHINOYA AMERICA, INC.* September 2013 Director, YOSHINOYA CO., LTD. March 2014 Director, KYOTARU CO., LTD. September 2014 Representative Director, President, YOSHINOYA CO., LTD.* Representative Director, President, YOSHINOYA ASSET MANAGEMENT CO., LTD. January 2015 Director, ASIA YOSHINOYA INTERNATIONAL SDN. BHD.* June 2015 Director, YOSHINOYA China Holdings Co., Ltd.* (Significant concurrent position) Representative Director, President, YOSHINOYA CO., LTD.	27,385

No.	Name (Date of birth)	Brief personal history, position, responsibilities and status of significant concurrent position(s) * Current position	Number of the Company's shares held
2	<div data-bbox="231 562 408 600" style="border: 1px solid black; padding: 2px;">Reappointment</div> <p data-bbox="231 633 448 696">Norihiro Ozawa (January 22, 1970)</p>	<p data-bbox="496 264 1193 869"> April 1992 Joined OBAYASHI CORPORATION September 2005 Joined Seiyo Food Systems, Inc. (currently Compass Group Japan Inc.) January 2010 Seconded to Compass Group USA, Inc.; Finance Director, Contract Food Service Division June 2015 Director and Senior Executive Officer, Seiyo Food-Compass Group, Inc. (currently Compass Group Japan Inc.) September 2015 Group COO, Seiyo Food-Compass Group, Inc. October 2017 Chief Executive Officer and Group CEO, Seiyo Food-Compass Group, Inc. September 2019 Executive Officer, General Manager, Group Planning Office, the Company May 2020 Managing Director, General Manager, Group Planning Office, the Company * January 2021 Chairman, President & CEO, Director, YOSHINOYA AMERICA, INC.* (Significant concurrent position) Chairman, President & CEO, Director, YOSHINOYA AMERICA, INC. </p>	2,037

No.	Name (Date of birth)	Brief personal history, position, responsibilities and status of significant concurrent position(s) * Current position	Number of the Company's shares held
3	<div style="border: 1px solid black; display: inline-block; padding: 2px;">Reappointment</div> Tetsuya Naruse (July 25, 1967)	June 1988 Joined the Company March 2001 Project General Manager, Sales Management, Sales Dept., POT & POT CO., LTD. (currently STARTING OVER CO., LTD.) October 2007 Executive Officer, the Company and Representative Director, President, SENKICHI CO., LTD. (currently STARTING OVER CO., LTD.) January 2012 Managing Director, Director, Future Creation Laboratory, YOSHINOYA CO., LTD. and Representative Director, President, SENKICHI CO., LTD. September 2012 Representative Director, President, Hanamaru, Inc. May 2014 Director, the Company* January 2015 Director, YOSHINOYA HANAMARU MALAYSIA SDN. BHD. June 2015 Director, YOSHINOYA China Holdings Co., Ltd. January 2018 CEO, ASIA YOSHINOYA INTERNATIONAL SDN. BHD.* Chairman, YOSHINOYA HANAMARU MALAYSIA SDN. BHD.* January 2021 Chairman, YOSHINOYA China Holdings Co., Ltd.* (Significant concurrent positions) CEO, ASIA YOSHINOYA INTERNATIONAL SDN. BHD. Chairman, YOSHINOYA China Holdings Co., Ltd. Chairman, YOSHINOYA HANAMARU MALAYSIA SDN. BHD.	11,209

No.	Name (Date of birth)	Brief personal history, position, responsibilities and status of significant concurrent position(s) * Current position	Number of the Company's shares held
4	<p>Reappointment</p> <p>Outside Director</p> <p>Eizo Uchikura (December 14, 1958)</p>	<p>April 1982 Joined Yamashita-Shinnihon Steamship Co., Ltd. (currently Mitsui O.S.K. Lines, Ltd.)</p> <p>September 1989 Joined Nomura Research Institute, Ltd.</p> <p>July 1994 Joined Goldman Sachs (Japan) Ltd. (currently Goldman Sachs Japan Co., Ltd.)</p> <p>June 2004 Director, Eizo Uchikura Office*</p> <p>September 2005 Corporate Auditor, AGASTA CO., LTD.</p> <p>September 2008 Representative Director, YUME Capital Co., Ltd.*</p> <p>May 2011 Director, the Company*</p> <p>(Significant concurrent position) Representative Director, YUME Capital Co., Ltd.</p>	6,089
5	<p>Reappointment</p> <p>Outside Director</p> <p>Nobuko Akashi (April 24, 1956)</p>	<p>August 1979 Joined Japan Airlines Co., Ltd. (Cabin Attendant)</p> <p>April 1988 Joined Temporary Center Inc. (currently Pasona Inc.)</p> <p>December 1989 Joined Image Plan Co., Ltd.</p> <p>November 1996 Representative Director, Buraiton Y.K.*</p> <p>March 2003 Founded NPO Japan Manners & Protocol Association</p> <p>December 2012 Board Chairman, NPO Japan Manners & Protocol Association*</p> <p>September 2013 Expert Member, Liaison Conference for the Promotion of Gender Equality, Cabinet Office, Government of Japan</p> <p>June 2015 Outside Director, JAPAN POST BANK Co., Ltd.*</p> <p>April 2019 Member, Committee for Promotion of Development and Support for Children and Young People, Cabinet Office, Government of Japan*</p> <p>May 2019 Director, the Company*</p> <p>June 2019 Management Committee Member, Japan Broadcasting Corporation*</p> <p>(Significant concurrent positions) Board Chairman, NPO Japan Manners & Protocol Association Representative Director, Buraiton Y.K. Outside Director, JAPAN POST BANK Co., Ltd. Management Committee Member, Japan Broadcasting Corporation</p>	476

Notes:

1. The candidates Mr. Eizo Uchikura and Ms. Nobuko Akashi are candidates for Outside Directors.
2. The Company has entered into a Directors and Officers liability insurance contract to insure all Directors. If insured Directors receive a claim for damages arising from the execution of their duties, the resulting damage and litigation expenses will be covered by the contract. The insurance premium for the contract is fully borne by the Company. In the event each Director candidate assumes the office of Director, they will be insured by the said insurance contract. The Company intends to renew the liability insurance contract with the same terms and conditions during their terms of office.
3. Limited liability agreements with each candidate for Outside Director
The Company has entered into a limited liability agreement in accordance with Article 427, Paragraph 1 of the Companies Act with both Mr. Eizo Uchikura and Ms. Nobuko Akashi to limit the liability for damages as provided in Article 423, Paragraph 1 of the same act. Upon the approval of election of the candidates Mr.

Eizo Uchikura and Ms. Nobuko Akashi, the Company intends to enter into the same agreements with them. The amount of liability for damages under such agreements shall be limited to the amount provided for in laws and regulations, if each of them has acted in good faith and without gross negligence in performing his or her duties.

4. Reason for appointment of each Director candidate
 - (1) Mr. Yasutaka Kawamura has been serving as Representative Director, President at the Company since September 2012. He has extensive knowledge and experience with all aspects of management as a business manager, demonstrates his strong leadership across the Group and strives to achieve medium- and long-term growth strategy of the Group. Therefore, the Company judged that he is qualified to be a Director and nominated him as a candidate for Director.
 - (2) Mr. Norihiro Ozawa has been engaged in the management of the restaurant business both in Japan and abroad over the years. Serving as General Manager of the Group Planning Office at the Company since September 2019, he has been in charge of the Group's business strategies, finance, capital policy, public relations and IR activities for stakeholders. He has broad expertise in corporate management in addition to profound experience and achievements. Therefore, the Company judged that his abilities are necessary for the Group to further enhance its corporate value, and nominated him as a candidate for Director.
 - (3) Mr. Tetsuya Naruse is serving as CEO of ASIA YOSHINOYA INTERNATIONAL SDN. BHD., the company with specific responsibility for all operations of the ASEAN region from January 2018. From January 2021 onward, he has been concurrently serving as Chairman of YOSHINOYA China Holdings Co., Ltd., the company with specific responsibility for all operations of China. The Company judged that his expertise and experience are essential for the Group's overseas strategies, and nominated him as a candidate for Director.
5. Reasons for appointment of Mr. Eizo Uchikura and Ms. Nobuko Akashi as candidates for Outside Directors and outline of expected roles
 - (1) Mr. Eizo Uchikura has long-accumulated experience as a securities analyst at financial institutions and expertise in investment banking operation. He has actively provided the Company with opinions from an objective standpoint at the Board of Directors meetings and other Management Council meetings. In addition, as Chairperson of the Remuneration Advisory Committee, he has actively offered opinions on the remuneration system for officers from an objective standpoint. The management of the Company believes that he is a qualified person to supervise and give advice on the execution of business for continuous improvement of corporate value. Accordingly, the Company nominated him as a candidate for Independent Outside Director. The Company expects him to continue providing suggestions on management from an objective standpoint, independent of the management personnel that execute business, and to further enhance the governance of the Company as Member of the Remuneration Advisory Committee and Nomination Advisory Committee.
 - (2) Ms. Nobuko Akashi has abundant experience over the years in marketing of products and services for women, consulting services for customer survey, customer satisfaction improvement and other topics. Furthermore, she has been serving as Board Chairman of a non-profit organization, an expert member of Cabinet Office related conferences, and other positions. She has deep insights with respect to corporate management environment, centered on the promotion of a wider role for women such as gender equality. The Company judged that she would properly perform the duties of an Outside Director based on her considerable experience and expertise. Accordingly, the Company nominated her as a candidate for Independent Outside Director. The Company expects her to continue providing suggestions on management based on her profound expertise and supervise management, as well as to further enhance the governance of the Company as Member of the Remuneration Advisory Committee and Nomination Advisory Committee.
6. The Company has designated the candidates Mr. Eizo Uchikura and Ms. Nobuko Akashi as Independent Directors pursuant to the relevant provisions of Tokyo Stock Exchange, Inc. and has submitted relevant notification to the said stock exchange. Upon the approval of election of the candidates Mr. Eizo Uchikura and Ms. Nobuko Akashi, they will continue to be Independent Directors.
7. The candidate Mr. Eizo Uchikura is currently Outside Director of the Company, and his tenure will be 10 years as of the conclusion of the Meeting.
8. The candidate Ms. Nobuko Akashi is currently Outside Director of the Company, and her tenure will be 2 years as of the conclusion of the Meeting.
9. There is no special relationship of interests between each of the candidates for Directors and the Company.

Proposal 2: Election of One (1) Corporate Auditor

This proposal is to request the increase of one (1) Corporate Auditor to further enhance the audit system of the Company.

The submission of the proposal at the Meeting has already been agreed upon by the Board of Corporate Auditors. The candidate for Corporate Auditor is as follows.

Candidate for Corporate Auditor

Name (Date of birth)	Brief personal history and position in the Company [Status of significant concurrent position(s)] * Current position	Number of the Company's shares held
<div style="border: 1px solid black; display: inline-block; padding: 2px;">New Appointment</div> Akihiro Yasui (September 4, 1965)	March 1985 Joined the Company September 2002 General Manager, Management Planning Dept., the Company October 2007 General Manager, Management Strategy Office, the Company May 2009 Representative Director, President, Peterpan Comoco Co., Ltd. (currently Green's Planet Co., Ltd.) June 2009 Executive Officer, the Company and Representative Director, President, Peterpan Comoco Co., Ltd. April 2013 Executive Officer, General Manager, China Joint Venture Preparation Office, the Company July 2013 Executive Officer, the Company and Director, YOSHINOYA INTERNATIONAL CO., LTD. Executive Director, Yoshinoya Restaurant Management (Shanghai) Co., Ltd. June 2015 Executive Officer, the Company and Chairman, YOSHINOYA China Holdings Co., Ltd. January 2021 Executive Officer in charge of special assignment, the Company*	3,343

Notes:

1. Mr. Akihiro Yasui is a newly appointed candidate for Corporate Auditor.
2. The Company has entered into a Directors and Officers liability insurance contract to insure all Corporate Auditors. If insured Corporate Auditors receive a claim for damages arising from the execution of their duties, the resulting damage and litigation expenses will be covered by the contract. The insurance premium for the contract is fully borne by the Company. In the event the Corporate Auditor candidate assumes the office of Corporate Auditor, he will be insured by the said insurance contract. The Company intends to renew the liability insurance contract with the same terms and conditions during his term of office.
3. Limited liability agreements with the candidate for Corporate Auditor
If this proposal is approved and resolved, the Company will enter into a limited liability agreement in accordance with Article 427, Paragraph 1 of the Companies Act with the candidate for Corporate Auditor to limit the liability for damages as provided in Article 423, Paragraph 1 of the same act. The amount of liability for damages under such agreement shall be limited to the amount provided for in laws and regulations.
4. Reason for appointment of Corporate Auditor candidate
Mr. Akihiro Yasui has profound experience gained through his engagement in the management of operating companies both in Japan and abroad, and is well-versed in the Company's business lines. He has broad knowledge and profound insights necessary for performing appropriate audits on the managerial decision-making and business execution of the Company. Therefore, the Company judged that he is qualified to be a Corporate Auditor and nominated him as a candidate for Corporate Auditor.
5. There is no special relationship of interests between the candidate for Corporate Auditor and the Company.

Reference: Skills and experiences possessed by Directors and Corporate Auditors after this Meeting (Planned)

Name	Position	Skills and experiences						
		Corporate management and management strategies	Sales and marketing	Legal affairs and governance	Accounting, finance and M&A	Personnel development	Internationality	Diversity
Yasutaka Kawamura	President	●	●			●		
Norihiro Ozawa	Managing Director	●			●		●	●
Tetsuya Naruse	Director	●	●				●	
Eizo Uchikura	Outside Director	●			●			●
Nobuko Akashi	Outside Director	●				●		●
Ryusuke Tanaka	Full-time Corporate Auditor		●	●		●		
Akihiro Yasui	Full-time Corporate Auditor		●				●	
Kensuke Masuoka	Outside Corporate Auditor			●				●
Osamu Ohashi	Outside Corporate Auditor				●			●

Proposal 3: Election of One (1) Substitute Corporate Auditor

This proposal is to request in advance the election of one (1) Substitute Corporate Auditor to provide for the case in which the number of Corporate Auditors is insufficient of the number stipulated in laws and regulations. The effectiveness of the election under the proposal may be cancelled based on resolution of the Board of Directors, provided such cancellation is done prior to the assumption of office and with the consent of the Board of Corporate Auditors. The submission of the proposal at the Meeting has already been agreed upon by the Board of Corporate Auditors. The candidate for Substitute Corporate Auditor is as follows.

Candidate for Substitute Corporate Auditor

Name (Date of birth)	Brief personal history and position in the Company [Status of significant concurrent position(s)] * Current position	Number of the Company's shares held
Tomoo Nomura (May 7, 1955)	April 1980 Joined Nisshin Auditing Firm (currently Ernst & Young ShinNihon LLC) April 1983 Registered as certified public accountant October 1985 Joined Sanwa & Co. (currently Deloitte Touche Tohmatsu LLC) July 1992 Opened Nomura-Takemata Accounting Firm (currently ReEx Accounting Firm) July 2005 Representative Partner, ReEx Accounting Firm* June 2012 Outside Corporate Auditor, ASAHI RUBBER INC.	0

Notes:

1. There is no special relationship of interests between the candidate for Substitute Corporate Auditor and the Company.
2. Mr. Tomoo Nomura is a candidate for Substitute Outside Corporate Auditor.
3. The Company has entered into a Directors and Officers liability insurance contract to insure all Corporate Auditors. If insured Corporate Auditors receive a claim for damages arising from the execution of their duties, the resulting damage and litigation expenses will be covered by the contract. The insurance premium for the contract is fully borne by the Company. In the event the Substitute Corporate Auditor candidate assumes the office of Corporate Auditor, he will be insured by the said insurance contract from the time of assumption of office.
4. Limited liability agreements with the candidate for Substitute Corporate Auditor
If Mr. Tomoo Nomura assumes the office of Outside Corporate Auditor, the Company will enter into a limited liability agreement in accordance with Article 427, Paragraph 1 of the Companies Act with him to limit the liability for damages as provided in Article 423, Paragraph 1 of the same act. The amount of liability for damages under such agreement shall be limited to the amount provided for in laws and regulations, if he has acted in good faith and without gross negligence in performing his duties.
5. Reason for appointment of Substitute Outside Corporate Auditor candidate
As for the reason for appointing Mr. Tomoo Nomura as a candidate for Substitute Outside Corporate Auditor, the management of the Company believes that he would give accurate advice and perform audits based on his expertise, since he has engaged in audit operations at auditing firms as well as services at tax accounting firms as a certified public accountant. Although he has no experience in directly taking part in corporate management, the management of the Company judges that he would properly perform the duties of an Outside Corporate Auditor, since he is well versed in financial affairs and corporate accounting as a certified public accountant.
6. Mr. Tomoo Nomura satisfies the requirements for Independent Directors/Auditors stipulated by Tokyo Stock Exchange. If he assumes the office of Outside Corporate Auditor, the Company intends to designate him as Independent Auditor and submit relevant notification to the said stock exchange.

Proposal 4: Partial Revision of the Restricted Stock Remuneration System to the Company's Directors

This proposal is to request approval for the partial revision of the content of the restricted stock remuneration system to the Company's Directors (hereinafter referred to as the "System") approved at the 60th Ordinary General Meeting of Shareholders held on May 25, 2017.

The amount of remuneration, etc. for the Company's Directors resolved at the 50th Ordinary General Meeting of Shareholders held on May 25, 2007 is no more than ¥300 million per year (excluding a salary portion payable to those who are concurrently serving as employees of the Company). In addition, at the 60th Ordinary General Meeting of Shareholders held on May 25, 2017, it was resolved to provide Directors with monetary compensation receivables for granting restricted stock separately from the aforementioned remuneration at no more than ¥30 million per year (of which the amount paid to Outside Directors will be no more than ¥2 million per year, excluding a salary portion payable to those who are concurrently serving as employees of the Company).

Under the System, it was approved that, according to a restricted stock allotment agreement (hereinafter referred to as the "Allotment Agreement") concluded individually between the Company and each eligible Director, eligible Directors shall not transfer, create a security interest on, or otherwise dispose of the common share of the Company allotted under the Allotment Agreement (hereinafter referred to as the "Allotted Shares") during a time period set out preliminarily by the Board of Directors of the Company (hereinafter referred to as the "Transfer Restriction Period"), which shall be between three (3) and five (5) years from the date of the allotment. Effective from the conclusion of this Meeting, with an aim to achieve the objective of introducing the System for as long a time as possible, that is, giving Directors greater motivation to make contributions to the improvement of the Company's corporate value over the medium to long term and having them share the interests with shareholders further, it is proposed that the Transfer Restriction Period set forth in the Allotment Agreement concluded with eligible Directors be revised, so that the Transfer Restriction Period may continue until the date on which each eligible Director retires from his or her position as Director, Corporate Auditor, Executive Officer or employee of the Company or its subsidiary. Also, it is proposed that necessary amendments be made to the removal of the transfer restriction and treatment of the Allotted Shares in the event of retirement of Directors, in accordance with the said change to the Transfer Restriction Period.

In addition, under the System, all Directors were required to make in-kind contribution of all the monetary compensation receivables granted by the Company to receive, in turn, the allotment of the Company's restricted stock. As we place greater emphasis on independence from the management, it is proposed that Outside Directors be excluded from the scope of the System effective from the conclusion of this Meeting.

The aforementioned revisions shall be applicable to the restricted stock to be granted in the future, not to the restricted stock remuneration already granted.

The Company's Board of Directors' has adopted its resolution on the aforementioned revisions based on the proposal made by the Remuneration Advisory Committee mainly composed of Independent Outside Directors, a voluntary advisory body to the Board of Directors. Therefore, the Company deems the contents of the revisions to be rational.

[Reference]

Outline of the details to be set forth in the Allotment Agreement subject to the approval of this proposal

(1) Transfer Restriction Period

The eligible Directors shall not transfer, create a security interest on, or otherwise dispose of the Allotted Shares allotted under the Allotment Agreement during a time period until the date on which each eligible Director retires from his or her position as Director, Corporate Auditor, Executive Officer or employee of the Company or its subsidiary (This restriction shall be hereinafter referred to as the "Transfer Restriction.").

(2) Removal of the Transfer Restriction

The Company shall remove the Transfer Restriction with respect to all of the Allotted Shares at the expiry of the Transfer Restriction Period on the condition that the eligible Director has served as Director, Corporate Auditor, Executive Officer or employee of the Company or its subsidiary continuously during the Transfer Restriction Period.

(3) Acquisition of the Allotted Shares free of charge

If an eligible Director retires due to reasons other than those deemed justifiable by the Board of Directors of the Company or in cases that fall under certain events specified in the Allotment Agreement, the Company shall rightfully acquire the Allotted Shares free of charge.

(4) Treatment of the Allotted Shares in the event of organizational restructuring, etc.

Notwithstanding the provision in (1) above, if a merger agreement to make the Company a non-surviving party of a merger, or a share exchange agreement or a share transfer plan to make the Company a wholly-owned subsidiary of another party, or any other form of organizational restructuring, etc. are approved at the General Meeting of Shareholders (or by the Board of Directors of the Company if such organizational restructuring, etc. does not require the approval of the General Meeting of Shareholders of the Company) during the Transfer Restriction Period, the Company, prior to the effective date of such organizational restructuring, etc., shall remove, based on the resolution of the Board of Directors of the Company, the Transfer Restriction of the Allotted Shares for the time period from the date of the beginning of the Transfer Restriction Period to the date of the approval of such organizational restructuring, etc. In this case, as of the time immediately after the removal of the Transfer Restriction, the Company shall rightfully acquire free of charge the Allotted Shares for which the Transfer Restriction is not removed.

(5) Other matters to be determined by the Board of Directors

Apart from the aforementioned matters, the Allotment Agreement shall prescribe matters to be determined by the Board of Directors, including the methods of declaring intention and sending notification under the Allotment Agreement and procedures to revise the Allotment Agreement.

Proposal 5: Abolition of the Restricted Stock Remuneration System to the Company's Corporate Auditors

This proposal is to request approval for the abolition of the restricted stock remuneration system to the Company's Corporate Auditors (hereinafter referred to as the "System") approved at the 60th Ordinary General Meeting of Shareholders held on May 25, 2017.

The amount of remuneration, etc. for the Company's Corporate Auditors resolved at the 50th Ordinary General Meeting of Shareholders held on May 25, 2007 is no more than ¥100 million per year. In addition, at the 60th Ordinary General Meeting of Shareholders held on May 25, 2017, it was resolved to provide Corporate Auditors with monetary compensation receivables for granting restricted stock separately from the aforementioned remuneration at no more than ¥3 million per year.

Under the System, Corporate Auditors were required to make in-kind contribution of all the monetary compensation receivables granted by the Company to receive, in turn, the allotment of the Company's restricted stock. As we place greater emphasis on their responsibility for auditing legal compliance, it is proposed that the System to Corporate Auditors be abolished effective from the conclusion of this Meeting.