

This represents an abridged translation, for reference and convenience only, of the original notice issued in Japanese. In the event of any discrepancies between the Japanese and English versions, the former shall prevail.



Securities Code: 4620
June 3, 2021

FUJIKURA KASEI CO., LTD.
20-7, Hasune 3-chome,
Itabashi-ku, Tokyo, Japan

Notice of Invitation to the 110th Ordinary General Meeting of Shareholders

To our shareholders:

We are pleased to announce the 110th Ordinary General Meeting of Shareholders of FUJIKURA KASEI CO., LTD. (hereinafter “the Company”) which will be held as indicated below.

In light of the spread of the novel coronavirus disease (COVID-19), the Company requests that you exercise your voting rights in writing or via the Internet, etc. prior to the meeting if possible to ensure your safety and prevent the spread of COVID-19.

Furthermore, for shareholders who are planning to attend on the day of the meeting, please look into measures such as wearing a mask.

When exercising your voting rights in writing or via the Internet, etc. prior to the meeting, please review the attached Reference Document for the General Meeting of Shareholders, and exercise your voting rights by June 28, 2021 (Monday), 5:00 p.m. (JST).

[Exercise of voting rights in writing]

Please indicate your approval or disapproval of each proposal on the enclosed voting form, and return it to us to arrive by the voting deadline indicated above.

[Exercise of voting rights via the Internet, etc.]

Please access the dedicated website for exercising voting rights (<https://www.web54.net>) (Japanese Only) and enter your approval or disapproval for each proposal by the voting deadline indicated above.

- 1. Date and time:** June 29, 2021 (Tuesday) at 10:00 a.m. (JST)
- 2. Place:** Mielparque-tokyo 5F “ZUIUN”
5-20, Shibakoen 2-chome, Minato-ku, Tokyo

3. Purpose of the meeting

Matters to be reported:

1. Details of the business report, the consolidated financial statements, and the reports by the accounting auditors and the Audit & Supervisory Committee on the audit results of the consolidated financial statements for the Company’s 110th business year (from April 1, 2020 to March 31, 2021).
2. Details of the non-consolidated financial statements for the Company’s 110th business year (from April 1, 2020 to March 31, 2021).

Matters to be resolved:

- 1st Proposal** Appropriation of surplus
- 2nd Proposal** Election of nine (9) Directors who are not Audit & Supervisory Committee Members
- 3rd Proposal** Election of three (3) Directors who are Audit & Supervisory Committee Members
- 4th Proposal** Election of one (1) Substitute Director who is an Audit & Supervisory Committee Member

Daisuke Kato
President

To shareholders attending the meeting in person

1. If attending the meeting in person, please submit the enclosed voting form to the reception desk at the meeting hall without detaching from the rest of the form.
2. If attending the meeting by proxy, in addition to submitting the voting form, the proxy must submit a letter to certify the right of proxy to the reception desk at the meeting hall.
(The Articles of Incorporation of the Company state that a person who can be appointed as a proxy is limited to one shareholder of the Company who is entitled to exercise voting rights.)
3. **There may be changes to the operation of the meeting, such as date and time or place, due to the status of the spread of the novel coronavirus disease (COVID-19). If there are any changes to its operation, they will be posted on the Company's website (<http://www.fkkasei.co.jp>) (Japanese Only), so please check the website prior to attending.**

To shareholders exercising voting rights in writing

If you choose not to attend the meeting in person and exercise voting rights in writing, please note the following when indicating your approval or disapproval for the proposal.

1. You must use the enclosed voting form.
2. If you do not indicate your approval or disapproval for a proposal, your vote will be treated as an approval for the proposal.

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1. If any circumstance gives rise to the need for alteration to the reference document for the General Meeting of Shareholders, the business report, the consolidated financial statements, and the non-consolidated financial statements, we will post the altered contents on the Company's website (<http://www.fkkasei.co.jp>)(Japanese Only).
 2. If attending the meeting in person, please submit the enclosed voting form to the reception desk at the meeting hall.

Reference Document for the General Meeting of Shareholders

Proposals and Reference

1st Proposal Appropriation of surplus

Concerning the year-end dividend for the current business year, the Company, aiming to continually provide stable payment of dividends, has considered the forecasts of future revenue, the internal reserves necessary to strengthen the financial standing, and future business development such as capital investment, R&D investment, and enhancement of overseas bases. Based on these considerations, we propose the following.

1. Matters concerning allocation of dividend property to shareholders and the total amount thereof
¥8 per share of common stock of the Company Total amount: ¥254,633,312
Including the interim dividend, the annual dividend shall be ¥16 per share.
2. Effective date for dividends from surplus
June 30, 2021

2nd Proposal Election of nine (9) Directors who are not Audit & Supervisory Committee Members

The terms of office of all nine (9) Directors (excluding Directors serving as Audit & Supervisory Committee Members; the same applies in the rest of this Proposal) will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company requests the election of nine (9) Directors.

This proposal was investigated by the Audit & Supervisory Committee, who expressed the opinion that all of the candidates are qualified as Director.

The candidates for Director are as follows.

Candidate No.	Name	Positions and responsibilities at the Company	
1	Daisuke Kato	President	[Reelection]
2	Hiroaki Watanabe	Executive Director and Branch Manager of Sano Plant; In charge of Quality Assurance Department, Environment & Safety Department, Export Administration Office, CSR Promotion Office	[Reelection]
3	Hisashi Kajiwara	Executive Director and Division Director of Coatings for Plastics Division; In charge of Affiliates (Overseas)	[Reelection]
4	Masahiro Takano	Executive Director and Division Director of Architectural Coatings Division; In charge of Affiliates (three sales companies in the architectural coating business)	[Reelection]
5	Satoshi Watanabe	Executive Director and Division Director of Electronics Materials Division	[Reelection]
6	Hitoshi Kawaguchi	Assistant Division Manager of Coatings for Plastics Division and Manager of ASEAN & INDIA Regional Headquarters	[New Candidate]
7	Susumu Kurihara	Assistant Division Manager of Administrative Headquarters and Manager of Administrative Department	[New Candidate]
8	Osamu Tanaka	Outside Director	[Reelection] [Outside Director] [Independent Director]
9	Yoichi Nagahama	Outside Director	[Reelection] [Outside Director] [Independent Director]

[New Candidate]: New candidate for Director

[Reelection]: Candidate to be reelected for Director

[Outside Director]: Candidate for Outside Director

[Independent Director]: Candidate for Independent Director

No.	Name (Date of Birth)	Career Summary, Positions and Areas of Responsibility in the Company (Significant Concurrent Positions)		Ownership of the Company's Shares
1	Daisuke Kato (May 1, 1954) [Reelection]	April 1977 April 2000 June 2005 July 2009 June 2012 April 2013 to present	Joined the Company Manager of Marketing Department, Coatings for Plastics Division of the Company Executive Director and Division Director of Coatings for Plastics Division of the Company Executive Director of the Company President of Red Spot Paint & Varnish Co., Inc. Senior Vice President and Division Director of Electronics Materials Division of the Company President of the Company	41,500
Reasons for nomination as a candidate for Director Mr. Daisuke Kato has led the management of the Group since assuming the position of President of the Company in 2013. We propose that he be elected as Director because, based on his abundant experience, solid track history of performance, and wide-ranging knowledge and insight, we expect he can contribute to the Group's sustainable growth and to boosting corporate value.				
2	Hiroaki Watanabe (December 26, 1954) [Reelection]	April 1981 July 2003 July 2007 October 2010 June 2013 June 2015 to present (Area of Responsibility) Branch Manager of Sano Plant, in charge of Quality Assurance Department, Environment & Safety Department, Export Administration Office, CSR Promotion Office	Joined the Company Manager of Research & Development Department, Electronics Materials Division of the Company Manager of Electronics Materials Production Department, Electronics Materials Division of the Company Assistant Division Manager of Electronics Materials Division and Manager of Electronics Materials Production Department of the Company Executive Director and Division Director of Electronics Materials Division of the Company Executive Director and Branch Manager of Sano Plant of the Company	19,800
Reasons for nomination as a candidate for Director Mr. Hiroaki Watanabe is in charge of production as the Branch Manager of Sano Plant of the Company. We propose that he be elected as Director because, based on his abundant experience, solid track history of performance, and wide-ranging knowledge and insight, we expect he can contribute to the Group's sustainable growth and to boosting corporate value.				

No.	Name (Date of Birth)	Career Summary, Positions and Areas of Responsibility in the Company (Significant Concurrent Positions)		Ownership of the Company's Shares
3	Hisashi Kajiwara (October 7, 1959) [Reelection]	April 1982 April 2004 July 2007 June 2009 to present (Area of Responsibility) Division Director of Coatings for Plastics Division, in charge of Affiliates (Overseas) (Significant Concurrent Positions) President of Chukyo Paint Service Co., Ltd. Board Chairman of Fujikura Kasei Coating (Tianjin) Co., Ltd. Board Chairman of Fujikura Kasei (Foshan) Coating Co., Ltd. Board Chairman of Shanghai Fujikura Kasei Coating Co., Ltd.	Joined the Company Branch Manager of Nagoya Branch, Coatings for Plastics Division of the Company Assistant Division Manager of Coatings for Plastics Division and Branch Manager of Nagoya Branch of the Company Executive Director and Division Director of Coatings for Plastics Division of the Company	28,000
Reasons for nomination as a candidate for Director Mr. Hisashi Kajiwara is in charge of coatings for plastics as the Division Director of the Coatings for Plastics Division of the Company. We propose that he be elected as Director because, based on his abundant experience, solid track history of performance, and wide-ranging knowledge and insight, we expect he can contribute to the Group's sustainable growth and to boosting corporate value.				
4	Masahiro Takano (May 1, 1958) [Reelection]	April 1982 April 2008 July 2010 July 2012 June 2013 to present (Area of Responsibility) Division Director of Architectural Coatings Division, in charge of Affiliates (three sales companies in the architectural coating business)	Joined the Company Manager of Research & Development Department, Architectural Coatings Division of the Company Manager of Production Department, Architectural Coatings Division of the Company Assistant Division Manager of Architectural Coatings Division and Manager of Research & Development Department of the Company Executive Director and Division Director of Architectural Coatings Division of the Company	19,500
Reasons for nomination as a candidate for Director Mr. Masahiro Takano is in charge of architectural coatings as the Division Director of the Architectural Coatings Division of the Company. We propose that he be elected as Director because, based on his abundant experience, solid track history of performance, and wide-ranging knowledge and insight, we expect he can contribute to the Group's sustainable growth and to boosting corporate value.				

No.	Name (Date of Birth)	Career Summary, Positions and Areas of Responsibility in the Company (Significant Concurrent Positions)		Ownership of the Company's Shares
5	Satoshi Watanabe (July 16, 1959) [Reelection]	April 1984 July 2007 July 2013 April 2014 June 2015 to present (Area of Responsibility) Division Director of Electronics Materials Division	Joined the Company Manager of Research & Development Department, Electronics Materials Division of the Company Manager of Research & Development Department, Electronics Materials Division and Manager of Electronics Materials Production Department of the Company Manager of Research & Development Department, Electronics Materials Division of the Company Executive Director and Division Director of Electronics Materials Division of the Company	13,400
Reasons for nomination as a candidate for Director Mr. Satoshi Watanabe is in charge of electronics materials as the Division Director of the Electronics Materials Division of the Company. We propose that he be elected as Director because, based on his abundant experience, solid track history of performance, and wide-ranging knowledge and insight, we expect he can contribute to the Group's sustainable growth and to boosting corporate value.				
6	Hitoshi Kawaguchi (January 30, 1967) [New Candidate]	April 1991 January 2011 April 2012 July 2012 January 2014 July 2016 to present (Area of Responsibility) Assistant Division Manager of Coatings for Plastics Division, Manager of ASEAN & INDIA Regional Headquarters (Significant Concurrent Position) Director of Fujikura Kasei (Thailand) Co., Ltd.	Joined the Company Manager of International Business Strategy Office of the Company Manager of International Business Strategy Department of the Company Assistant Division Manager of Coatings for Plastics Division and Manager of International Business Strategy Department of the Company Assistant Division Manager of Coatings for Plastics Division and Manager of ASEAN Regional Headquarters of the Company Assistant Division Manager of Coatings for Plastics Division and Manager of ASEAN & INDIA Regional Headquarters of the Company	7,500
Reasons for nomination as a candidate for Director Mr. Hitoshi Kawaguchi has been involved in coatings for plastics and overseas business departments of the Company for many years, and he has a wide range of knowledge and extensive experience. We propose that he be elected as Director because, based on his knowledge and experience, we expect he can contribute to the Group's sustainable growth and to boosting corporate value.				

No.	Name (Date of Birth)	Career Summary, Positions and Areas of Responsibility in the Company (Significant Concurrent Positions)		Ownership of the Company's Shares
7	Susumu Kurihara (July 12, 1968) [New Candidate]	April 1991 July 2012	Joined the Company Manager of Accounting Department, Administrative Headquarters, and Manager of Management Accounting Section of the Company	15,000
		April 2015 October 2016 July 2017 to present (Area of Responsibility) Assistant Division Manager of Administrative Headquarters, Manager of Administrative Department	Manager of Administrative Department and Manager of Corporate Planning Section, Administrative Headquarters of the Company Assistant Division Manager of Administrative Headquarters, Manager of Administrative Department and Manager of Corporate Planning Section of the Company Assistant Division Manager of Administrative Headquarters and Manager of Administrative Department of the Company	
<p>Reasons for nomination as a candidate for Director</p> <p>Mr. Susumu Kurihara has been involved in accounting and administration of the Company for many years, and he has a wide range of knowledge and extensive experience. We propose that he be elected as Director because, based on his knowledge and experience, we expect he can contribute to the Group's sustainable growth and to boosting corporate value.</p>				
8	Osamu Tanaka (August 12, 1952) [Reelection] [Outside Director] [Independent Director]	April 1980	Registered as an attorney (Daiichi Tokyo Bar Association)	15,700
		June 2007 June 2015 to present	Outside Audit & Supervisory Board Member of the Company Outside Director of the Company	
<p>Reasons for nomination as a candidate for Outside Director and expected roles</p> <p>Mr. Osamu Tanaka possesses expert knowledge, experience, etc., gained as an attorney. We propose that he be elected as Outside Director because we expect he can strengthen corporate governance at the Group by offering opinions from a compliance perspective concerning the general management of the Group.</p> <p>The Company judges that although Mr. Osamu Tanaka has no experience in participating in the management of companies other than serving as outside officer, he will be able to execute the duties of Outside Director adequately because of the above reasons.</p>				

No.	Name (Date of Birth)	Career Summary, Positions and Areas of Responsibility in the Company (Significant Concurrent Positions)	Ownership of the Company's Shares
9	Yoichi Nagahama (January 1, 1950) [Reelection] [Outside Director] [Independent Director]	<p>April 1973 Joined Fujikura Electric Wire Corporation (present Fujikura Ltd.)</p> <p>July 1999 Manager of Accounting Department of Fujikura Ltd.</p> <p>June 2003 Member of the Board of Fujikura Ltd.</p> <p>April 2005 Member of the Board and Manager of Management Planning Office of Fujikura Ltd.</p> <p>April 2006 Member of the Board and Managing Executive Officer, Manager of Corporate Planning Office of Fujikura Ltd.</p> <p>April 2008 Member of the Board and Managing Executive Officer, Chief of Staff Division, Manager of Corporate Planning Office, and Manager of Export Administration Office of Fujikura Ltd.</p> <p>April 2009 President & CEO & Representative Director of Fujikura Ltd.</p> <p>April 2014 President & CEO & Representative Director and Chief of the Power & Telecommunication Systems Company of Fujikura Ltd.</p> <p>April 2016 Chairman & Representative Director of Fujikura Ltd.</p> <p>June 2018 Advisor of Fujikura Ltd.</p> <p>June 2019 to present Outside Director of the Company (Significant Concurrent Position) Outside Director of FUJIKURA COMPOSITES Inc.</p>	1,000
<p>Reasons for nomination as a candidate for Outside Director and expected roles</p> <p>Mr. Yoichi Nagahama served as President & CEO & Representative Director at Fujikura Ltd. He has abundant experience and a solid track history of performance in corporate management, etc., and he possesses wide-ranging knowledge and insight. We propose that he be elected as Outside Director because we expect he can strengthen corporate governance at the Group by offering opinions concerning the general management of the Group.</p>			

Notes:

1. Mr. Osamu Tanaka and Mr. Yoichi Nagahama are candidates for Outside Directors.
2. Mr. Osamu Tanaka belongs to Abe & Tanaka Law Offices. Although the Company has entered into the legal advisory contracts with Abe & Tanaka Law Offices, the remuneration amount is less than 5 million yen per annum.
Mr. Osamu Tanaka will have served as Outside Director of the Company for six years upon the conclusion of this General Meeting of Shareholders.
3. On August 31, 2018 it was disclosed that cases of impropriety related to the quality control of a portion of products were found to exist at Fujikura Ltd., where Mr. Yoichi Nagahama served as President & CEO & Representative Director and Chairman & Representative Director.
Mr. Yoichi Nagahama will have served as Outside Director of the Company for two years upon the conclusion of this General Meeting of Shareholders.
4. The other candidates do not have any special interest with the Company.
5. The Company entered into agreements with Mr. Osamu Tanaka and Mr. Yoichi Nagahama to limit their liability for damages as prescribed in Article 423, Paragraph 1 of the Companies Act pursuant to Article 427, Paragraph 1 of the same law, and the maximum amount of liability for damages based on these agreements shall be the amount prescribed in laws and regulations. If they are reelected, the Company will continue the said agreements.
6. The Company has concluded a liability insurance contract for officers, etc. with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act, in which all Directors of the Company are included as insured persons, whereby any damages and litigation costs incurred by an insured person in the performance of his or her duties as an officer of the Company due to a claim for damages caused by the insured

person's actions (including omissions) will be compensated under said contract. However, claims for compensation damages caused by the insured person's illegal gain of profit or convenience, criminal acts, corrupt acts, fraudulent acts, or acts while recognizing that they violate laws, regulations or control laws are not covered by said insurance contract. Insured persons will pay an amount equivalent to 10% of the insurance premium. Individual payment amounts of insured persons are calculated according to the ratio of individual remuneration of insured persons to the total remuneration of all insured persons.

If this Proposal is approved as originally proposed and each candidate becomes a Director, each candidate will become an insured person under said insurance contract.

The Company plans to renew said insurance contract with the same details during the term of office.

7. Mr. Osamu Tanaka and Mr. Yoichi Nagahama have been designated as independent directors by the Company in accordance with the provisions of the Tokyo Stock Exchange and notification thereof has been provided to the aforementioned stock exchange.

If they are reelected, the Company will continue to designate them as independent directors.

3rd Proposal Election of three (3) Directors who are Audit & Supervisory Committee Members

The terms of office of all three (3) Directors who are Audit & Supervisory Committee Members will expire at the conclusion of this General Meeting of Shareholders.

Accordingly, the Company requests the election of three (3) Directors who are Audit & Supervisory Committee Members.

This proposal has obtained the consent of the Audit & Supervisory Committee.

The candidates for Directors who are Audit & Supervisory Committee Members are as follows.

No.	Name (Date of Birth)	Career Summary, Positions and Areas of Responsibility in the Company (Significant Concurrent Positions)		Ownership of the Company's Shares
1	Yoshizo Shimoda (September 14, 1954) [New Candidate]	April 1978	Joined the Company	36,000
		May 2002	Manager of Accounting Department of the Company	
July 2007	Assistant Division Manager of Administrative Headquarters and Manager of Accounting Department of the Company			
June 2009	Executive Director and Division Director of Administrative Headquarters of the Company			
June 2013 to present	Senior Vice President and Division Director of Administrative Headquarters of the Company			
<p>Reasons for nomination as a candidate for Director who is an Audit & Supervisory Committee Member</p> <p>Mr. Yoshizo Shimoda has served as the officer in charge of administration in the Company, and he has extensive knowledge and experience regarding management in general of the Group. We propose that he be elected as a Director who is an Audit & Supervisory Committee Member because, based on his abundant experience, solid track history of performance, and wide-ranging knowledge and insight, we expect he can appropriately perform his duties as a Director who is an Audit & Supervisory Committee Member of the Company.</p>				
2	Mitsuyoshi Naka (October 20, 1951) [Reelection] [Outside Director] [Independent Director]	April 1975	Joined Fujikura Rubber Ltd. (present FUJIKURA COMPOSITES Inc.)	0
		June 2002	Director of Fujikura Rubber Ltd.	
		April 2008	Representative Director and President of Fujikura Rubber Ltd.	
		June 2009	Outside Audit & Supervisory Board Member of the Company	
		April 2016	Director and Executive Advisor of Fujikura Rubber Ltd. (present FUJIKURA COMPOSITES Inc.)	
June 2019 to present	Outside Director (Audit & Supervisory Committee Member) of the Company			
<p>Reasons for nomination as a candidate for Outside Director who is an Audit & Supervisory Committee Member and expected roles</p> <p>Mr. Mitsuyoshi Naka served as Representative Director and President of Fujikura Rubber Ltd. (present FUJIKURA COMPOSITES Inc.). He has abundant experience and a solid track history of performance in corporate management, etc., and he possesses wide-ranging knowledge and insight. We propose that he be elected as Outside Director who is an Audit & Supervisory Committee Member because we expect he can strengthen corporate governance at the Group by offering opinions concerning the general management of the Group.</p>				

No.	Name (Date of Birth)	Career Summary, Positions and Areas of Responsibility in the Company (Significant Concurrent Positions)		Ownership of the Company's Shares
3	Takashi Watanabe (August 13, 1948) [Reelection] [Outside Director] [Independent Director]	September 1973 August 1983	Joined Chiyoda Audit Corporation Registered as a certified public accountant	10,700
		October 1984 to present June 2005 June 2019 to present	Head of Takashi Watanabe Certified Public Accountant Office Outside Audit & Supervisory Board Member of the Company Outside Director (Audit & Supervisory Committee Member) of the Company	
<p>Reasons for nomination as a candidate for Outside Director who is an Audit & Supervisory Committee Member and expected roles</p> <p>Mr. Takashi Watanabe is qualified as a certified public accountant and possesses an appreciable extent of insight regarding financial affairs and accounting. We propose that he be elected as Outside Director who is an Audit & Supervisory Committee Member because we expect he can strengthen corporate governance at the Group by offering opinions concerning the general management of the Group.</p>				

Notes:

1. Mr. Mitsuyoshi Naka and Mr. Takashi Watanabe are candidates for Outside Directors.
2. Mr. Mitsuyoshi Naka does not have any special interest with the Company.
Mr. Mitsuyoshi Naka will have served as Outside Director who is an Audit & Supervisory Committee Member of the Company for two years upon the conclusion of this General Meeting of Shareholders.
3. Mr. Takashi Watanabe does not have any special interest with the Company.
Mr. Takashi Watanabe will have served as Outside Director who is an Audit & Supervisory Committee Member of the Company for two years upon the conclusion of this General Meeting of Shareholders.
4. The Company entered into agreements with Mr. Mitsuyoshi Naka and Mr. Takashi Watanabe to limit their liability for damages as prescribed in Article 423, Paragraph 1 of the Companies Act pursuant to Article 427, Paragraph 1 of the same law, and the maximum amount of liability for damages based on these agreements shall be the amount prescribed in laws and regulations. If they are elected, the Company will enter into a similar agreement with them.
5. The Company has concluded a liability insurance contract for officers, etc. with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act, in which all Directors of the Company are included as insured persons, whereby any damages and litigation costs incurred by an insured person in the performance of his or her duties as an officer of the Company due to a claim for damages caused by the insured person's actions (including omissions) will be compensated under said contract. However, claims for compensation damages caused by the insured person's illegal gain of profit or convenience, criminal acts, corrupt acts, fraudulent acts, or acts while recognizing that they violate laws, regulations or control laws are not covered by said insurance contract. Insured persons will pay an amount equivalent to 10% of the insurance premium. Individual payment amounts of insured persons are calculated according to the ratio of individual remuneration of insured persons to the total remuneration of all insured persons.
If this Proposal is approved as originally proposed and each candidate becomes a Director, each candidate will become an insured person under said insurance contract.
The Company plans to renew said insurance contract with the same details during the term of office.
6. Mr. Mitsuyoshi Naka and Mr. Takashi Watanabe have been designated as independent directors by the Company in accordance with the provisions of the Tokyo Stock Exchange and notification thereof has been provided to the aforementioned stock exchange. We intend to designate them as independent directors when they are elected.

4th Proposal Election of one (1) Substitute Director who is an Audit & Supervisory Committee Member

As a provision against the possibility of the number of Audit & Supervisory Committee Members falling below the number prescribed in laws and regulations, the Company proposes one (1) nominee for the post of Substitute Director who is an Audit & Supervisory Committee Member. The appointment of a Director who is a substitute Audit & Supervisory Committee Member will be effective until the start of the Ordinary General Meeting of Shareholders for the last business year ending within two years after the appointment.

This proposal has obtained the consent of the Audit & Supervisory Committee.

The candidate for Substitute Director who is an Audit & Supervisory Committee Member is as follows.

Name (Date of Birth)	Career Summary (Significant Concurrent Positions)		Ownership of the Company's Shares
Hiroshi Miyagawa (November 23, 1953) [Substitute Outside Director] [Independent Director]	October 1976	Joined Chiyoda Audit Corporation	0
	February 1981	Registered as a certified public accountant	
	January 1988	Registered as a certified tax accountant	
	January 1988 to present	President of Miyagawa CPA and CTA Office	
<p>Reasons for nomination as a candidate for Outside Director who is a substitute Audit & Supervisory Committee Member and expected roles</p> <p>Mr. Hiroshi Miyagawa is qualified as a certified public accountant and certified tax accountant. He possesses an appreciable extent of insight regarding financial affairs and accounting. We propose that he be elected as Substitute Outside Director who is an Audit & Supervisory Committee Member because we expect he can strengthen corporate governance at the Company by offering opinions concerning the general management of the Company.</p> <p>Although Mr. Hiroshi Miyagawa has never been involved in corporate management, the Company has judged that he can appropriately perform his duties as an Outside Director for the above reasons.</p>			

Notes:

1. Mr. Hiroshi Miyagawa does not have any special interest with the Company.
2. Mr. Hiroshi Miyagawa is a candidate for Substitute Outside Director who is an Audit & Supervisory Committee Member.
3. If Mr. Hiroshi Miyagawa assumes the position of Outside Director who is an Audit & Supervisory Committee Member, the Company plans to enter into an agreement to limit his liability for damages as prescribed in Article 423, Paragraph 1 of the Companies Act pursuant to Article 427, Paragraph 1 of the same law, and the maximum amount of liability for damages based on this agreement shall be the amount prescribed in laws and regulations.
4. The Company has concluded a liability insurance contract for officers, etc. with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act, in which all Directors of the Company are included as insured persons, whereby any damages and litigation costs incurred by an insured person in the performance of his or her duties as an officer of the Company due to a claim for damages caused by the insured person's actions (including omissions) will be compensated under said contract. However, claims for compensation damages caused by the insured person's illegal gain of profit or convenience, criminal acts, corrupt acts, fraudulent acts, or acts while recognizing that they violate laws, regulations or control laws are not covered by said insurance contract. Insured persons will pay an amount equivalent to 10% of the insurance premium. Individual payment amounts of insured persons are calculated according to the ratio of individual remuneration of insured persons to the total remuneration of all insured persons.
If this Proposal is approved as originally proposed and Mr. Hiroshi Miyagawa becomes a Director, he will become an insured person under said insurance contract.
The Company plans to renew said insurance contract with the same details during the term of office.
5. If the election of Mr. Hiroshi Miyagawa is approved and he assumes office, the Company intends to designate him as an independent director in accordance with the provisions of the Tokyo Stock Exchange, and provide notification thereof to the aforementioned stock exchange.