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Securities identification code: 8361
June 4, 2021

To our shareholders:

Toshiyuki Sakai
President
The Ogaki Kyoritsu Bank, Ltd.
98, Kuruwamachi 3-chome, Ogaki, Gifu, Japan

NOTICE OF THE 209TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

The 209th Ordinary General Meeting of Shareholders of the Ogaki Kyoritsu Bank, Ltd. (the “Company”) will be held as described below.

If you are unable to attend the meeting in person, you may exercise your voting rights via the Internet or by postal mail. Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by no later than 5:45 p.m., Monday, June 21, 2021 (Japan Standard Time).

1. Date and Time: Tuesday, June 22, 2021 at 10:00 a.m. (Japan Standard Time)

2. Venue: Unkai-no-ma 3F, Ogaki Forum Hotel
31, Mangoku 2-chome, Ogaki, Gifu, Japan

3. Purposes:

Items to be reported:

1. Business Report and Non-Consolidated Financial Statements for the 209th Term from April 1, 2020 to March 31, 2021
2. Consolidated Financial Statements for the 209th Term from April 1, 2020 to March 31, 2021 and the results of audit of the Consolidated Financial Statements by the Accounting Auditor and Board of Auditors

Items to be resolved:

- Proposal 1:** Appropriation of surplus
- Proposal 2:** Election of eight (8) Directors
- Proposal 3:** Election of one (1) Auditor
- Proposal 4:** Election of one (1) Substitute Auditor
- Proposal 5:** Determination of specific details of share acquisition rights as remuneration-type stock options for Directors

Proposals and Reference Documents for the 209th General Meeting of Shareholders

Proposal 1: Appropriation of surplus

With a view to securing long-term stable revenue base, we plan to enhance our internal reserves in line with our basic policy on continuous and stable dividends and in a manner that reflects performance, business environment, and other such factors. To this end, we propose year-end dividends as set forth below.

1. Matters related to year-end dividends

We plan to provide a year-end dividend of 35 yen per common share. Therefore, the aggregate amount of annual dividend for the fiscal term will be equivalent to 70 yen per share.

(1) Type of dividend property

Cash

(2) Allocation of dividend property and total amount thereof

35 yen per common share of the Company

Total amount of dividends: 1,462,505,030 yen

(3) Effective date of distribution of dividends of surplus

June 23, 2021

2. Matters related to other appropriation of surplus

We plan to strengthen our financial standing in anticipation of robust development and in consideration of the future business environment. To this end, we propose to appropriate surplus as follows.

(1) Item of surplus to be increased and amount thereof

Special reserve fund:	3,000,000,000 yen
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(2) Item of surplus to be decreased and amount thereof

Retained earnings brought forward:	3,000,000,000 yen
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Proposal 2: Election of eight (8) Directors

The tenures of seven (7) incumbent Directors will expire at the conclusion of this General Meeting of Shareholders. Director Takashi Tsuchiya resigned during his term of office as he passed away. Therefore, the Company proposes the election of eight (8) Directors including three (3) External Directors.

The candidates for Directors are as follows:

No.	Name	Current position in the Company	Attendance at the Board of Directors meeting (2020)
1	Toshiyuki Sakai Reelection	President (Representative Director)	100% (12/12)
2	Satoshi Tsuchiya Reelection	Managing Director	100% (12/12)
3	Takaharu Hayashi Reelection	Managing Director	100% (12/12)
4	Masayuki Nogami New candidate	Senior Executive Officer	—
5	Masaki Kakehi New candidate	Senior Executive Officer	—
6	Masaaki Kanda Reelection, External, Independent Officer	External Director	100% (12/12)
7	Yasutake Tango Reelection, External, Independent Officer	External Director	100% (12/12)
8	Yuko Moriguchi Reelection, External, Independent Officer	External Director	100% (10/10)

Note: The number of Board of Directors meetings attended by Yuko Moriguchi is for the Board of Directors meetings held after she assumed her office on June 22, 2020.

No.	Name (Date of birth)	Career summary, position and responsibilities (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Toshiyuki Sakai (December 7, 1956) Reelection	<p>Apr. 1979 Joined the Company</p> <p>May 2006 General Manager of Management Administration Division of the Company</p> <p>Apr. 2009 General Manager of Kakamigahara Branch of the Company</p> <p>May 2011 General Manager of Planning & Coordination Division of the Company</p> <p>June 2011 Director, General Manager of Planning & Coordination Division of the Company</p> <p>June 2017 Managing Director, General Manager of Planning & Coordination Division of the Company</p> <p>May 2018 Managing Director of the Company</p> <p>June 2018 Senior Managing Director of the Company</p> <p>June 2019 President of the Company (present position)</p> <p>(Area of responsibility) Overall management, Audit Division</p>	3,100
	<p>(Reason for election as the candidate for Director)</p> <p>Toshiyuki Sakai became Director in June 2011, Managing Director in June 2017, Senior Managing Director in June 2018, and President in June 2019. Working principally in Planning and Management Administration, he has cultivated an impressive track record and abundant experience, based on which he has duly performed his duties as Director. On this basis, the Company believes that he will duly perform his duties as Director going forward; therefore, it has nominated him as a candidate for Director.</p>		

No.	Name (Date of birth)	Career summary, position and responsibilities (Significant concurrent positions outside the Company)	Number of the Company's shares owned
2	Satoshi Tsuchiya (February 16, 1980) Reelection	<p>Apr. 2003 Joined ORIX Corporation</p> <p>Apr. 2011 Joined Mizuho Financial Group, Inc. (Mizuho Bank, Ltd.; Mizuho Trust & Banking Co., Ltd.)</p> <p>May 2014 Joined the Company Deputy General Manager of Nagoya Branch of the Company</p> <p>May 2016 Corporate Officer, General Manager of Nagoya Branch of the Company</p> <p>June 2017 Director, General Manager of Nagoya Branch of the Company</p> <p>May 2018 Director, General Manager of Aichi Corporate Sales Division of the Company</p> <p>June 2018 Managing Director, General Manager of Aichi Corporate Sales Division of the Company</p> <p>May 2019 Managing Director of the Company (present position)</p> <p>(Area of responsibility) Public Relations Division, Personnel Division, Business Promotion Division, Corporate Business Division, International Business Promotion Division, Consumer Banking Division, Treasury Division, General Affairs Division</p>	3,068
	<p>(Reason for election as the candidate for Director)</p> <p>Satoshi Tsuchiya became Director in June 2017 and Managing Director in June 2018. He acquired professional knowledge at the Keio University Graduate School of Business Administration after working at ORIX Corporation. He has experience working in areas such as loan and credit supervision, consulting, and international services at Mizuho Financial Group as well as deep insights in financial services overall, cultivated by working in business promotion and branch management at the Company. On this basis, the Company believes that he will duly perform his duties as Director going forward; therefore, it has nominated him as a candidate for Director.</p>		

No.	Name (Date of birth)	Career summary, position and responsibilities (Significant concurrent positions outside the Company)	Number of the Company's shares owned
3	Takaharu Hayashi (November 28, 1959) Reelection	<p>Apr. 1982 Joined the Company</p> <p>May 2000 General Manager of Ichinomiya Minami Branch of the Company</p> <p>May 2002 General Manager of Noritake Branch of the Company</p> <p>Mar. 2005 General Manager of Kenchomae Branch of the Company</p> <p>May 2007 General Manager of Operations Development Division of the Company</p> <p>May 2010 General Manager of Hashima Branch of the Company</p> <p>May 2012 General Manager of Gifu Branch of the Company</p> <p>Apr. 2013 Corporate Officer, General Manager of Gifu Branch of the Company</p> <p>June 2014 President of OKB Front Co., Ltd.</p> <p>June 2015 President of Myojo Co., Ltd.</p> <p>June 2019 Managing Director of the Company (present position)</p> <p>(Area of responsibility) Planning & Coordination Division, Management Administration Division, Related Business Division, IT Management Division, Loan & Credit Supervision Division, Operations Administration Division, Operations Support Division, Systems Development Division</p>	2,600
	<p>(Reason for election as the candidate for Director)</p> <p>Takaharu Hayashi became Managing Director in June 2019. He has abundant experience and deep insights cultivated in business administration outside of the banking industry such his work in real estate business and the creation of new business at Myojo Co., Ltd., in addition to working in planning and product development of the Company as well as in Branch Offices. On this basis, the Company believes that he will duly perform his duties as Director going forward; therefore, it has nominated him as a candidate for Director.</p>		

No.	Name (Date of birth)	Career summary, position and responsibilities (Significant concurrent positions outside the Company)		Number of the Company's shares owned
4	Masayuki Nogami (February 12, 1962)	Apr. 1984	Joined the Company	3,350
	New candidate	Oct. 2008	General Manager of Mino Branch of the Company	
		May 2011	Deputy General Manager of Gifu Branch of the Company	
		May 2013	General Manager of Loan & Credit Supervision Division and General Manager of Business Innovation Support Center, Loan & Credit Supervision Division of the Company	
		May 2015	General Manager of Treasury Division of the Company	
		May 2016	Corporate Officer, General Manager of Branch Banking Division of the Company	
		June 2017	Director, General Manager of Branch Banking Division of the Company	
		May 2018	Director, General Manager of Tokyo Branch of the Company	
		May 2020	Director, General Manager of Gifu Branch of the Company	
		June 2020	Senior Executive Officer, General Manager of Gifu Branch of the Company (present position)	
	(Reason for election as the candidate for Director) Masayuki Nogami became Director in June 2017 and Senior Executive Officer in June 2020. He has a high level of expertise cultivated by working in business and treasury marketing divisions and corporate revitalization and has been fulfilling his responsibilities based on an impressive track record and abundant experience. On this basis, the Company believes that he will duly perform his duties as Director; therefore, it has nominated him as a candidate for Director.			
5	Masaki Kakehi (March 24, 1962)	Apr. 1984	Joined the Company	3,000
	New candidate	Apr. 2011	Assistant General Manager of General Affairs Division of the Company	
		Oct. 2012	General Manager of Nakamura Branch of the Company	
		Jan. 2017	General Manager of Audit Division of the Company	
		May 2018	General Manager of Planning & Coordination Division of the Company	
		June 2018	Director, General Manager of Planning & Coordination Division of the Company	
		June 2020	Senior Executive Officer, General Manager of Planning & Coordination Division of the Company	
		May 2021	Senior Executive Officer of the Company (present position)	
	(Reason for election as the candidate for Director) Masaki Kakehi became Director in June 2018 and Senior Executive Officer in June 2020. He has been fulfilling his responsibilities based on an impressive track record and abundant experience cultivated in Branch Offices, as well as the Planning and Management Administration Division and Auditing Division. On this basis, the Company believes that he will duly perform his duties as Director; therefore, it has nominated him as a candidate for Director.			

No.	Name (Date of birth)	Career summary, position and responsibilities (Significant concurrent positions outside the Company)	Number of the Company's shares owned
6	Masaaki Kanda (October 1, 1951) Reelection, External, Independent Officer	<p>Apr. 1976 Registered with Nagoya Bar Association</p> <p>Nov. 1989 Mayor of Ichinomiya City (retired from position in December 1998)</p> <p>Feb. 1999 Governor of Aichi Prefecture (retired from position in February 2011)</p> <p>Jan. 2011 President of Aichi Arts Center</p> <p>June 2014 External Director of the Company</p> <p>June 2019 Outside Auditor, BROTHER INDUSTRIES, LTD. (present position)</p> <p>(Significant concurrent positions outside the Company) President of Aichi Arts Center Chairman of the Aichi International Association Advisor to Tokai Tokyo Research Institute Co., Ltd. Outside Auditor, BROTHER INDUSTRIES, LTD.</p>	2,700
	<p>(Reason for election as the candidate for External Director and overview of expected roles) Masaaki Kanda became External Director of the Company in June 2014. In addition to his experience as a lawyer, Masaaki Kanda has broad insights and abundant experiences in public administration/local government, having served in positions such as Mayor of Ichinomiya City and Governor of Aichi Prefecture. While he has not been involved in company management other than in his capacity as External officer, the Company expects that going forward, he will provide appropriate proposals and advice on the Company's overall management as External Director, and that he will play an important role in ensuring and improving the transparency and fairness of the Company's management; therefore, it has nominated him as a candidate for External Director. It should be noted that Masaaki Kanda will have served as External Director of the Company for seven (7) years as of the conclusion of this General Meeting of Shareholders.</p>		

No.	Name (Date of birth)	Career summary, position and responsibilities (Significant concurrent positions outside the Company)	Number of the Company's shares owned
7	Yasutake Tango (March 21, 1951) Reelection, External, Independent Officer	<p>Apr. 1974 Entered Ministry of Finance</p> <p>Apr. 2001 Executive Secretary to the Prime Minister, Cabinet Secretariat</p> <p>Oct. 2006 Director-General of the Financial Bureau, Ministry of Finance</p> <p>July 2007 Deputy Vice Minister, Ministry of Finance</p> <p>July 2008 Director-General of the Budget Bureau, Ministry of Finance</p> <p>July 2009 Administrative Vice Minister, Ministry of Finance (retired from position in July 2010)</p> <p>Dec. 2010 Corporate Auditor, The Yomiuri Shimbun Holdings (retired from position in December 2012)</p> <p>Dec. 2012 Special Advisor to the Cabinet (resigned from position in April 2014)</p> <p>June 2014 Chairman of the Board, JAPAN TOBACCO INC.</p> <p>June 2015 External Director of the Company (present position)</p> <p>(Significant concurrent positions outside the Company) Chairman of the Board, JAPAN TOBACCO INC. Outside Director (Audit and Supervisory Committee Member), Mitsubishi UFJ Trust and Banking Corporation</p>	0
<p>(Reason for election as the candidate for External Director and overview of expected roles) Yasutake Tango became External Director of the Company in June 2015. Yasutake Tango has broad knowledge and experience in financial administration, having served in positions such as Director-General of the Budget Bureau, Ministry of Finance, and Administrative Vice Minister, Ministry of Finance. The Company expects that going forward, he will provide appropriate advice and guidance backed by his knowledge and experience, on the Company's overall management as External Director, and that he will play an important role in ensuring and improving the transparency and fairness of the Company's management; therefore, it has nominated him as a candidate for External Director. It should be noted that Yasutake Tango will have served as External Director of the Company for six (6) years as of the conclusion of this General Meeting of Shareholders.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities (Significant concurrent positions outside the Company)	Number of the Company's shares owned
8	Yuko Moriguchi (April 13, 1955) Reelection, External, Independent Officer	Dec. 1975 Joined the Japan Ladies Professional Golfers' Association (JLPGA) 1990 Received the Gifu Prefecture Sports Honor Award 1992 Obtained permanent exemption status on the JLPGA Tour 1994 Received the Gifu Prefecture People's Honor Award Mar. 2012 Gifu Prefectural Board of Education (retired from position in December 2020) June 2015 External Director of GOLDWIN INC. Jan. 2019 Enshrined in the Japan Professional Golf Hall of Fame June 2020 External Director of the Company (present position) (Significant concurrent positions outside the Company) External Director of GOLDWIN INC.	330
(Reason for election as the candidate for External Director and overview of expected roles) Yuko Moriguchi became External Director of the Company in June 2020. Yuko Moriguchi has broad insight and abundant experiences fostered for many years as a professional athlete. While she has not been involved in company management other than in her capacity as External officer, the Company expects that going forward, she will provide appropriate proposals and advice on the Company's overall management as External Director, and that she will play an important role in ensuring and improving the transparency and fairness of the Company's management; therefore, it has nominated her as a candidate for External Director. It should be noted that Yuko Moriguchi will have served as External Director of the Company for one (1) year as of the conclusion of this General Meeting of Shareholders.			

- Notes:
1. There is no special interest between the candidates and the Company.
 2. Yuko Moriguchi's name on her family register is Yuko Sekiya.
 3. Masaaki Kanda, Yasutake Tango and Yuko Moriguchi are candidates for the post of External Director.
 4. The Company has registered Masaaki Kanda, Yasutake Tango and Yuko Moriguchi as Independent Officers as stipulated in the regulations of the Tokyo Stock Exchange and the Nagoya Stock Exchange. If reelected, Masaaki Kanda, Yasutake Tango and Yuko Moriguchi will continue to serve as Independent Officers.
 5. Based on Article 26 of the Company's Articles of Incorporation, the Company has concluded a limited liability agreement with Masaaki Kanda, Yasutake Tango and Yuko Moriguchi that limits their liabilities as provided in Article 423, paragraph (1) of the Companies Act to the amount specified by laws and regulations. If Masaaki Kanda, Yasutake Tango and Yuko Moriguchi are reappointed, the Company intends to continue the said limited liability agreement with them, respectively.
 6. The Company has entered into a directors and officers liability insurance agreement with an insurance company, as stipulated in Article 430-3, paragraph (1) of the Companies Act, to cover damages incurred by the officers who are the insured in the event that they are sued for compensation for damages due to their actions in the course of their duties. If elected as Director, he or she will be included as an insured of this insurance agreement. The agreement will be renewed with the same terms and conditions at the next renewal.

Proposal 3: Election of one (1) Auditor

The tenure of Auditor Susumu Hayasaki will expire at the conclusion of this General Meeting of Shareholders. Therefore, the Company proposes the election of one (1) Auditor.

The candidate for Auditor is as follows:

The Board of Auditors has given its consent to this proposal.

Name (Date of birth)	Career summary, position and responsibilities (Significant concurrent positions outside the Company)		Number of the Company's shares owned
Toshio Oshitani (March 12, 1963) New candidate	Apr. 1985	Joined the Company	2,179
	May 2006	General Manager of Seto Branch of the Company	
	May 2008	General Manager of Otobashi Branch of the Company	
	May 2010	General Manager of Osaka Branch of the Company	
	Oct. 2012	General Manager of Secretariat of the Company	
	May 2014	General Manager of Audit Division of the Company	
	May 2015	General Manager of Operations Support Division of the Company	
	Jan. 2017	General Manager of Kachigawa Branch of the Company	
	May 2019	General Manager of Business Promotion Division of the Company	
	May 2021	General Manager of Secretariat of the Company (present position)	
(Reason for election as the candidate for Auditor) Toshio Oshitani has cultivated abundant work experience by working principally in the Marketing Division, Auditing Division, and Branch Offices. On this basis, the Company believes that he will duly perform his duties as Auditor based on his experience; therefore, it has nominated him as a candidate for Auditor.			

- Notes:
1. There is no special interest between the candidate and the Company.
 2. The Company has entered into a directors and officers liability insurance agreement with an insurance company, as stipulated in Article 430-3, paragraph (1) of the Companies Act, to cover damages incurred by the officers who are the insured in the event that they are sued for compensation for damages due to their actions in the course of their duties. If Toshio Oshitani is elected as Auditor, he will be included as an insured of this insurance agreement. The agreement will be renewed with the same terms and conditions at the next renewal.

<Reference> Composition of Board of Auditors After Election (Planned)

No.	Name	Current position in the Company	Attendance at the Board of Directors meeting (2020)	Attendance at the Board of Auditors meeting (2020)
1	Ryuji Tokoro Current	Full-Time Auditor	100% (10/10)	100% (10/10)
2	Toshio Oshitani New candidate	General Manager of Secretariat	—	—
3	Tsuneo Kikuchi Current, External, Independent Officer	External Auditor	100% (12/12)	100% (12/12)
4	Takashi Saei Current, External, Independent Officer	External Auditor	92% (11/12)	100% (12/12)

Note: The number of Board of Directors meetings and Board of Auditors meeting attended by Ryuji Tokoro is for those meetings held after he assumed his office on June 22, 2020.

Proposal 4: Election of one (1) Substitute Auditor

The effective term of the current Substitute Auditor will expire at the beginning of this Ordinary General Meeting of Shareholders. Therefore, the Company proposes that one (1) Substitute External Auditor be elected to prepare for a case where the number of Auditors falls below the number stipulated by laws and regulations.

The candidate for Substitute External Auditor is as follows:

The Board of Auditors has given its consent to this proposal.

Name (Date of birth)	Career summary, position and responsibilities (Significant concurrent positions outside the Company)	Number of the Company's shares owned
Tetsuro Mori (March 6, 1953)	Apr. 1982 Registered with Osaka Bar Association Worked for Professional Corporation, Chuo Sogo Law Office	0
	Apr. 1986 Registered with Gifu Prefecture Bar Association Founded Mori Law Office	
Reelection, External, Independent Officer	Apr. 2005 Chairman of Gifu Prefecture Bar Association (retired from position in March 2006) Governor of Japan Federation of Bar Associations (retired from position in March 2006)	
	June 2010 Substitute Auditor of the Company (present position)	
(Reason for election as the candidate for Substitute External Auditor) As a lawyer, Tetsuro Mori has expert legal insights. He is therefore well-equipped to audit the legality of the Company's business operations in an objective and neutral manner. On this basis, the Company has nominated him as a candidate for Substitute External Auditor. While Tetsuro Mori has not been involved in company management, given that he has performed his duties as a legal expert, the Company believes that he would perform his duties as External Auditor appropriately.		

- Notes:
1. There is no special interest between the candidate and the Company.
 2. Tetsuro Mori is a candidate for Substitute External Auditor who satisfies the requirements for an Independent Officer as stipulated in the regulations of the Tokyo Stock Exchange and the Nagoya Stock Exchange. If Tetsuro Mori is elected as Auditor, the Company plans to register him as Independent Officer.
 3. If Tetsuro Mori is elected as External Auditor, based on Article 39 of the Company's Articles of Incorporation, the Company plans to conclude a limited liability agreement with him that limits his liability as provided in Article 423, paragraph (1) of the Companies Act to the amount specified by laws and regulations.
 4. The Company has entered into a directors and officers liability insurance agreement with an insurance company, as stipulated in Article 430-3, paragraph (1) of the Companies Act, to cover damages incurred by the officers who are the insured in the event that they are sued for compensation for damages due to their actions in the course of their duties. If Tetsuro Mori is elected as External Auditor, he will be included as an insured of this insurance agreement. The agreement will be renewed with the same terms and conditions at the next renewal.

Proposal 5: Determination of specific details of share acquisition rights as remuneration-type stock options for Directors

The Company grants share acquisition rights as remuneration-type stock options to Directors and etc., excluding External Directors by resolution of the Board of Directors within a scope that was resolved through the approval and adoption of “Proposal 8. Determination of amount of remuneration as stock options to Directors and other terms thereof” at the 198th Ordinary General Meeting of Shareholders held on June 24, 2010, and “Proposal 5. Partial amendment to exercise conditions of remuneration-type stock options” at the 208th Ordinary General Meeting of Shareholders held on June 22, 2020.

The Company seeks approval to revise the specific details of share acquisition rights as remuneration-type stock options for Directors, including the provision of additional provisions that are required for the continuation of the current share acquisition rights as remuneration-type stock options for Directors in accordance with the provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019), which took effect on March 1, 2021, and states that approval must be obtained from the General Meeting of Shareholders for the specific details of granting share acquisition rights as remuneration to Directors, and in cases where a stock company may acquire this on the condition that a certain reason arises, it is necessary to obtain approval at the General Meeting of Shareholders regarding that intention and the outline of details of such reason.

The additional provisions have already been established in the share acquisition rights allotment agreement, which is entered into between the Company and each share acquisition right holder, and the current details have not changed.

Their details are as follows;

■ Remuneration-type stock options for Directors (after addition)

(Underlined portions indicated the additional provisions.)

1. Reason for allotment of share acquisition rights as remuneration

Share acquisition rights are allotted to the Company’s Directors (excluding External Directors) to strengthen the linkage between the Company’s business performance and stock value, to increase their motivation and morale to improve the Company’s business performance over the medium to long term, and to contribute to the enhancement of corporate value.

2. Details of share acquisition rights

(1) Total number of share acquisition rights as well as type and number of shares subject thereto

A total of 3,000 units of share acquisition rights shall be the maximum for one (1) year.

A total of 30,000 common shares shall be the maximum for one (1) year.

The number of shares per each unit of share acquisition rights (“Granted Shares”) shall be ten (10) shares.

Furthermore, when it is appropriate to modify the number of Granted Shares due to merger, company split, allotment of shares without contribution, share split or reverse share split, etc., the Company shall make said adjustments as deemed necessary.

(2) Pay-in amount for share acquisition rights

The amount based on the fair value calculated using the Black-Scholes model on the allotment date of the share acquisition rights shall be the pay-in amount. Persons who receive allotment of share acquisition rights shall offset remuneration claims toward the Company in exchange for the payment of the pay-in amount.

(3) Amount of assets to be contributed upon exercise of share acquisition rights

The amount of assets to be contributed upon exercise of share acquisition rights shall be one (1) yen for the pay-in amount per share granted through the exercise of share acquisition rights multiplied by the Granted Shares.

(4) Period for exercising share acquisition rights

Within 50 years from the day after the allotment date of the share acquisition rights.

(5) Main conditions for exercising share acquisition rights

Holders of share acquisition rights shall be able to exercise share acquisition rights all at once only for the period from the day after the date they lose their status either as Director or delegated Corporate Officer to the date ten (10) days thereafter, within the period stated in (4) above.

(6) Restriction on transfer of share acquisition rights

Approval of the Company's Board of Directors shall be required for the acquisition of share acquisition rights through transfer.

(7) Matters concerning the acquisition of share acquisition rights

a. In the event that a share acquisition right holder is unable to exercise his or her share acquisition rights prior to exercising such rights due to the provisions of (5) above or the share acquisition rights allotment agreement entered into between the Company and the share acquisition right holder, the Company may acquire such share acquisition rights without contribution on a date separately determined by the Board of Directors of the Company.

b. In the event that a proposal for approval of a merger agreement in which the Company will be the merged company, an absorption-type company split agreement or incorporation-type company split plan in which the Company will be the splitting company, or a share exchange agreement or share transfer plan in which the Company will be the wholly owned subsidiary is approved at a General Meeting of Shareholders of the Company (or at a meeting of the Board of Directors of the Company if a general meeting of shareholders is not required), the Company may acquire the share acquisition rights that have not been exercised as of the same date without contribution on a date separately determined by the Board of Directors of the Company.

(8) Other details of share acquisition rights, etc.

The details of above and other details of share acquisition rights shall be provided for in subscription matters based on the Board of Directors' resolution as well as items provided for in the share acquisition rights allotment agreement.