

Securities Code: 6457

June 3, 2022

To our shareholders,

Motozumi Miwa

President

GLORY LTD.

3-1, Shimoteno 1-chome,

Himeji City, Hyogo

Notice of the 76th Ordinary General Meeting of Shareholders

You are cordially invited to attend the 76th Ordinary General Meeting of Shareholders of GLORY LTD. (the “Company”) to be held as detailed below (the “Shareholders Meeting”).

If you are unable to attend the Shareholders Meeting in person, you are kindly requested to review the attached Reference Materials for the Shareholders Meeting, and exercise your voting rights by stating your approval or disapproval for each of the proposals on the enclosed Voting Card. Please return the Voting Card to the Company, or vote via the Company’s voting site* at <<https://evote.tr.mufg.jp/>>. Whichever method you use, we ask that you please exercise your voting rights no later than 5:15 p.m., Thursday, June 23, 2022 (Tokyo time).

*Available only in the Japanese language.

1. Date & Time Friday, June 24, 2022, 10:00 a.m.

2. Place Conference Room (5th Floor),
GLORY LTD. Headquarters
3-1 Shimoteno 1-chome,
Himeji City, Hyogo

3. Agenda

Reporting Matters:

1. The Business Report, the Consolidated Financial Statements and the Reports of Independent Accounting Auditors and the Audit & Supervisory Committee regarding the Consolidated Financial Statements for the 76th term (from April 1, 2021 to March 31, 2022)
2. The Financial Statements for the 76th term (from April 1, 2021 to March 31, 2022)

Voting Matters:

- | | |
|------------|--|
| Proposal 1 | Distribution of Dividends of Surplus |
| Proposal 2 | Partial Amendments to the Articles of Incorporation |
| Proposal 3 | Election of Nine (9) Directors who are not Audit & Supervisory Committee Members |
| Proposal 4 | Election of Three (3) Directors who are Audit & Supervisory Committee Members |

This is a partial translation of the original Japanese text of the “Notice of the 76th Ordinary General Meeting of Shareholders” prepared for the convenience of shareholders. Should there be any discrepancy between any part of this translation and the original Japanese text, the latter shall prevail.

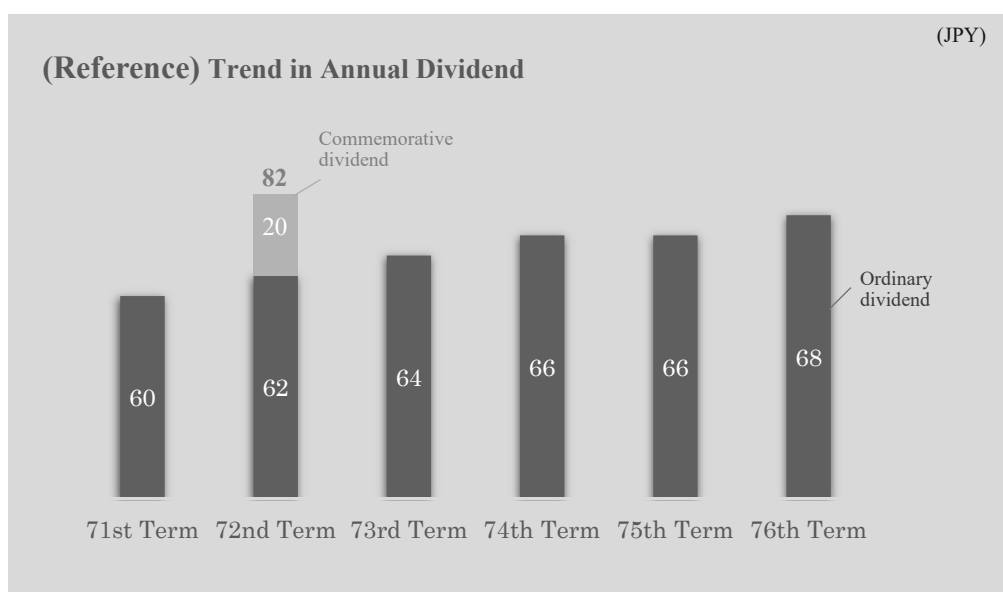
REFERENCE MATERIALS FOR THE SHAREHOLDERS MEETING

Proposal 1 **Distribution of Dividends of Surplus**

Considering the return of profits to shareholders to be an important management task, the Company's policy in regard to the distribution of profits is to continue stable dividends while striving to maintain and enhance sound financial standing for future business growth. The Company has set a target of attaining a dividend payout ratio before goodwill amortization of 30% or higher on consolidated basis (three years average during the "2023 Medium-Term Management Plan" period)..

In accordance with the above policy, the Company is proposing to pay a year-end dividend of ¥34 per share. As the Company previously paid out ¥34 per share as an interim-period dividend, the total dividend before goodwill amortization for the 76th term will be ¥68 per share, which brings the payout ratio to 35.0%.

1. Type of dividend property
Cash
2. Allocation of dividend property and a total amount of allocation
¥34 per share of common stock
Total amount of payout: ¥2,066,252,488
3. Effective date of dividend payment
June 27, 2022



Proposal 2 Partial Amendments to the Articles of Incorporation**1. Reason for the proposed amendments**

In accordance with the amended provisions stipulated in Article 1, proviso, of the Supplementary Provisions of the "Act for Partial Amendment of the Companies Act" (Act No. 70 of 2019), which are to be enforced on September 1, 2022, providing materials for general meetings of shareholders in electronic format is to be required. Therefore, the Company proposes the following necessary amendments to its Articles of Incorporation.

- (1) Proposed amended Article 17 (Measures for Electronic provision of information, etc.) stipulates that measures for provision of the information contained in reference documents for general meetings of shareholders, etc., in electronic format shall be taken, and limits the scope of the matters to be stated in the documents to be delivered to shareholders who have requested the delivery of documents in paper-based format.
- (2) Article 17 (The provision of Deemed Disclosure of Reference Materials for the General Meeting of Shareholders through the Internet) of the current Articles of Incorporation is to be deleted, since the provision will become unnecessary.
- (3) In line with the above amendments, supplementary provisions concerning the effective date and other related matters are to be established.

2. Details of amendments Details of the proposed amendments are as follows:

| <i>Current Articles of Incorporation</i> | <i>Proposed Amendment</i> |
|---|---|
| <p><u>Article 17 (Deemed Disclosure of Reference Materials for the General Meeting of Shareholders through the Internet)</u></p> <p><u>In convening a General Meeting of Shareholders, information pertaining to the particulars to be stated in the reference documents for Shareholders Meeting, business reports, non-consolidated financial statements and consolidated financial statements, may be deemed to have been provided by the Company to its shareholders by disclosing them through the Internet in accordance with the relevant provisions of the Ministry of Justice Ordinance.</u></p> <p>(Newly established)</p> | <p>(Deleted)</p> <p><u>Article 17 (Measures for Electronic provision of information, etc.)</u></p> <p><u>1. In convening a general meeting of shareholders, the Company shall take measures for provision of information contained in reference documents for the general meeting of shareholders, etc., in electronic format.</u></p> <p><u>2. Among matters for which the measures for provision of information in electronic format are to be taken, the Company may exclude all or some of those matters set forth by the Ministry of Justice Ordinance from the documents to be delivered to shareholders who have requested the delivery of paper based documents by the record date of voting rights.</u></p> |

| <i>Current Articles of Incorporation</i> | <i>Proposed Amendment</i> |
|--|--|
| (Newly established) | <p><u>Supplementary provisions</u></p> <p>1. <u>The amendment to Article 17 shall be effective from September 1, 2022, the date of enforcement of the provisions stipulated in Article 1, proviso, of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) (hereinafter referred to as the “Date of Enforcement”).</u></p> <p>2. <u>Notwithstanding the provision of the preceding paragraph, Article 17 (Deemed Disclosure of Reference Materials for the General Meeting of Shareholders through the Internet) of the Articles of Incorporation shall remain effective regarding any general meeting of shareholders held on a date within six months from the Date of Enforcement.</u></p> <p>3. <u>The supplementary provisions of this Article shall be deleted after six months have elapsed from Date of Enforcement, or three months have elapsed from the date of the general meeting of shareholders specified in the preceding paragraph, whichever is later.</u></p> |

Proposal 3 Election of Nine (9) Directors who are not Audit & Supervisory Committee Members


At the close of the Shareholders Meeting, the term of office will expire for all nine (9) Directors who are not Audit & Supervisory Committee Members. Therefore, we would like shareholders to elect nine (9) Directors who are not Audit & Supervisory Committee Members.

This proposal has been considered by the Audit & Supervisory Committee, which expressed its opinion that there are no particular matters to be stated.

The candidates for the position of Directors who are not Audit & Supervisory Committee Members are as follows:

| <i>No</i> | <i>Name (Age*)</i> | <i>Positions and responsibilities</i> | <i>Attendance at Board of Directors meetings (FY 2021)</i> |
|-----------|---|--|--|
| 1 | Reappointment Hirokazu Onoe (74) | Chairman of the Board & Representative Director | 17/17 |
| 2 | Reappointment Motozumi Miwa (68) | President & Representative Director | 17/17 |
| 3 | Reappointment Hideo Onoe (54) | Director & Senior Managing Executive Officer; Company President, Domestic Business Company | 17/17 |
| 4 | Reappointment Kaname Kotani (62) | Director & Senior Managing Executive Officer; Executive General Manager, Development Headquarters Chief Information Security Officer Responsible for digital solution technology Responsible for Intellectual Property Dept. | 17/17 |
| 5 | Reappointment Akihiro Harada (59) | Director & Senior Managing Executive Officer; Company President, International Business Company | 17/17 |
| 6 | Reappointment Tomoko Fujita (59) | Director; Responsible for the corporate governance of non-Japanese subsidiaries | 14/14 (Since assumption of office) |
| 7 | Reappointment Joji Iki (70) Candidate for Outside Director Candidate for Independent Director | Outside Director (Length of service at the conclusion of the Shareholders Meeting: 5 years) | 17/17 |
| 8 | Reappointment Junji Uchida(72) Candidate for Outside Director Candidate for Independent Director | Outside Director (Length of service at the conclusion of the Shareholders Meeting: 3 years) | 17/17 |
| 9 | New appointment Ian Jordan (63) Candidate for Outside Director Candidate for Independent Director | — | — |

* As of the date of the Shareholders Meeting.


| No | Name | | Reappointment |  |
|---|--|--|---------------|---|
| | Date of birth (Age) | | | |
| 1 | Hirokazu Onoe | Number of shares owned: | 33,520 | |
| | March 19, 1948 (74) | Attendance at Board of Directors meetings: | 17/17 | |
| | | | | |
| <i>Career summary, positions and areas of responsibility:</i> | | | | |
| | Sep. 1970 | Joined the Company | | |
| | Apr. 2000 | General Manager, Vending Machine & Amusement Systems Business Div. | | |
| | Jun. 2001 | Director | | |
| | Jun. 2004 | Managing Director | | |
| | Jun. 2006 | Director & Managing Executive Officer | | |
| | Apr. 2009 | General Manager, Corporate Strategy Div. | | |
| | Jun. 2010 | Director & Executive Vice President | | |
| | Apr. 2011 | President & Representative Director | | |
| | Apr. 2019 | Chairman of the Board & Representative Director (to present) | | |
| | Mar. 2021 | Director (Outside) of Noritz Corporation (to present) | | |
| <i>Significant concurrent position(s):</i> | | | | |
| | Director (Outside) of Noritz Corporation | | | |
| <i>Special interest between the candidate and the Company:</i> None | | | | |
| <i>Reasons for recommending the candidate as Director:</i> | | | | |
| Mr. Hirokazu Onoe has accumulated considerable experience and achievements in various business sectors of the Company, including the main domestic business divisions and management planning division. Mr. Onoe has also held the key positions such as the Company’s Vice President and President and Chairman of the Board, in which he played an important role in increasing the corporate value of the Company and its group companies (the “Group”) as the top executive of the Group. It is our judgment that Mr. Onoe has sufficient experience and ability for the role of Director and we thus recommend his election as a Director. | | | | |


| No | Name | | Reappointment |  |
|--|----------------------|--|---------------|---|
| | Date of birth (age) | | | |
| 2 | Motozumi Miwa | Number of shares owned: | 20,110 | |
| | June 9, 1954 (68) | Attendance at Board of Directors meetings: | 17/17 | |
| <i>Career summary, positions and areas of responsibility:</i> | | | | |
| | Jun. 2009 | Joined the Company | | |
| | Mar. 2010 | General Manager, Legal Affairs Dept., General Affairs Div. | | |
| | Jun. 2010 | Executive Officer | | |
| | Apr. 2012 | Senior Executive Officer; Executive General Manager, General Affairs Headquarters | | |
| | Jun. 2012 | Director & Senior Executive Officer | | |
| | Apr. 2013 | Responsible for CSR, brand strategy, investor relations and legal compliance functions | | |
| | Apr. 2014 | Director & Managing Executive Officer; Executive General Manager, Business Management Headquarters, Responsible for General Affairs Headquarters | | |
| | Apr. 2015 | Director & Senior Managing Executive Officer | | |
| | Apr. 2016 | Representative Director & Senior Managing Executive Officer | | |
| | Apr. 2017 | Executive Vice President & Representative Director; Responsible for Business Management Headquarters | | |
| | Apr. 2019 | President & Representative Director (to present) | | |
| <i>Significant concurrent position(s):</i> None | | | | |
| <i>Special interest between the candidate and the Company:</i> None | | | | |
| <i>Reasons for recommending the candidate as Director:</i> | | | | |
| Besides the considerable experience and knowledge gained in the financial industry, Mr. Motozumi Miwa has accumulated abundant experience and achievements as a head of the Company’s corporate affairs divisions and as Executive Vice President. Since assuming the position of President, Mr. Miwa has played an important role in increasing the Group’s corporate value as the top executive of the Group. It is our judgment that Mr. Miwa has sufficient experience and ability to fulfill the role of Director and we thus recommend his election as a Director. | | | | |


(TRANSLATION OF AN EXCERPT FOR REFERENCE ONLY)

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|--|-----------------------|--|---------------|---|
| No 3 | Name | | Reappointment |  |
| | Date of birth (age) | | | |
| | Hideo Onoe | Number of shares owned: | 377,444 | |
| | October 17, 1967 (54) | Attendance at Board of Directors meetings: | 17/17 | |
| <i>Career summary, positions and areas of responsibility:</i> | | | | |
| Jan. 1999 Joined the Company | | | | |
| Oct. 2005 General Manager, Supply Chain Management Dept., Production Management Div., Money Handling Systems Business Headquarters | | | | |
| Oct. 2006 Executive Officer | | | | |
| Jul. 2009 President of GLORY (U.S.A.) INC. (now Glory Global Solutions Inc.) | | | | |
| Apr. 2012 Senior Executive Officer of the Company; Executive General Manager, Production Headquarters | | | | |
| Apr. 2013 Chairman of the Board of GLORY Denshi Kogyo (Suzhou) Ltd. | | | | |
| Apr. 2014 Managing Executive Officer of the Company; Executive General Manager, Production Headquarters & Senior General Manager, Purchasing Div. | | | | |
| Jun. 2014 Director & Managing Executive Officer | | | | |
| Apr. 2015 Executive General Manager, Domestic Business Headquarters | | | | |
| Apr. 2017 Director & Senior Managing Executive Officer (to present) | | | | |
| Apr. 2021 Company President, Domestic Business Company (to present) | | | | |
| <i>Significant concurrent position(s):</i> None | | | | |
| <i>Special interest between the candidate and the Company:</i> None | | | | |
| <i>Reasons for recommending the candidate as Director:</i> | | | | |
| Having acquired a wealth of experience and knowledge in the fields of production operations of the Group as well as the major domestic business divisions, Mr. Hideo Onoe has a rich experience in the management of the Company's overseas subsidiaries. It is our judgment that Mr. Onoe has sufficient experience and ability to fulfill the role of Director and we thus recommend his election as a Director. | | | | |

(TRANSLATION OF AN EXCERPT FOR REFERENCE ONLY)

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|--|----------------------|--|-------------------------|-------|---|
| No | Name | | Reappointment | |  |
| | Date of birth (age) | | | | |
| | 4 | Kaname Kotani | Number of shares owned: | 9,420 | |
| | August 23, 1959 (62) | Attendance at Board of Directors meetings: | 17/17 | | |
| <i>Career summary, positions and areas of responsibility:</i> | | | | | |
| | Jun. 1987 | Joined the Company | | | |
| | Jun. 2010 | Senior General Manager, Development Div., Money Handling System Business Headquarters | | | |
| | Apr. 2011 | Deputy Executive General Manager, Development Headquarters | | | |
| | Apr. 2012 | Executive Officer | | | |
| | Apr. 2013 | Senior Executive Officer; Executive General Manager, Development Headquarters (to present), Responsible for Intellectual Property Dept. (to present) | | | |
| | Jun. 2014 | Director & Senior Executive Officer | | | |
| | Apr. 2015 | Director & Managing Executive Officer | | | |
| | Apr. 2016 | Chief Information Security Officer (to present) Director (Member of the Board) of Glory Global Solutions Ltd. (to present) | | | |
| | Apr. 2017 | Director & Senior Managing Executive Officer (to present) | | | |
| | Apr. 2018 | Responsible for new businesses | | | |
| | May 2021 | Responsible for digital solution technology (to present) | | | |
| <i>Significant concurrent position(s):</i> None | | | | | |
| <i>Special interest between the candidate and the Company:</i> None | | | | | |
| <i>Reasons for recommending the candidate as Director:</i> | | | | | |
| Mr. Kaname Kotani has accumulated considerable experience and achievements in the fields of product and service development for domestic and overseas markets, as well as in the application of digital transformation (DX) technologies, and intellectual property management. and has fully demonstrated his ability in strengthening product competitiveness and improving the efficiency of development activities. It is our judgment that Mr. Kotani has sufficient experience and ability to fulfill the role of Director and we thus recommend his election as a Director. | | | | | |

| No | Name | Date of birth (age) | Reappointment | |
|--|-----------------------|--|---|---|
| 5 | Akihiro Harada | March 10, 1963 (59) | Number of shares owned: 5,710 Attendance at Board of Directors meetings: 17/17 |  |
| Career summary, positions and areas of responsibility in the Company: | | | | |
| Mar. | 1985 | Joined the Company | | |
| Apr. | 2003 | General Manager, Production Engineering Dept., Himeji Factory, Banking System & Equipment Div. | | |
| Jan. | 2006 | President of GLORY (PHILIPPINES), INC. | | |
| Apr. | 2009 | General Manager, Management Planning Dept., Corporate Strategy Div. of the Company | | |
| Apr. | 2012 | Executive Officer; Project Leader, International Business Integration Project Management Office | | |
| Jul. | 2012 | Director (Member of the Board) of Glory Global Solutions Ltd. | | |
| Apr. | 2014 | Senior Executive Officer of the Company; Responsible for manufacturing, procurement and quality assurance at group companies of Glory Global Solutions Ltd. | | |
| Apr. | 2015 | Executive General Manager, International Business Headquarters | | |
| Jun. | 2015 | Director & Senior Executive Officer | | |
| Jan. | 2016 | Chairman of the Board of Sitrade Italia S. p. A. (to present) | | |
| Apr. | 2016 | Chairman of the Board & Chief Executive Officer of Glory Global Solutions Ltd. (to present) | | |
| Apr. | 2017 | Director & Managing Executive Officer | | |
| Apr. | 2018 | Company President, International Business Company (to present) | | |
| Apr. | 2020 | Director & Senior Managing Executive Officer (to present) | | |
| Significant concurrent position(s): | | | | |
| Chairman of the Board & Chief Executive Officer of Glory Global Solutions Ltd. | | | | |
| Chairman of the Board of Sitrade Italia S.p.A. | | | | |
| Special interest between the candidate and the Company: None | | | | |
| Reasons for recommending the candidate as Director: | | | | |
| Along with a wealth of experience and achievements in the production operations of the Group and the management planning division, Mr. Akihiro Harada has fully demonstrated strong leadership as a top executive of in our international business divisions and the Company’s overseas subsidiaries. It is our judgment that Mr. Harada has sufficient experience and ability to fulfill the role of Director and we thus recommend his election as a Director. | | | | |

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|---------|-------------------------|--|--------|---|
| No 6 | Name | Reappointment | |  |
| | Date of birth (age) | Number of shares owned: | 0 | |
| | Tomoko Fujita | Attendance at Board of Directors meetings: | 14/14* | |
| | September 13, 1962 (59) | *Since assumption of office | | |

Career summary, positions and areas of responsibility:

| | | |
|------|------|---|
| Apr. | 1985 | Joined The Nikko Securities Co., Ltd. (now SMBC Nikko Securities Inc.) |
| May | 1991 | Nikko Europe Plc. |
| Dec. | 1998 | Nikko Principal Investments Limited |
| | | *Name changed to Citigroup Capital UK Limited in 2009 |
| May | 2012 | Joined the Company |
| Dec. | 2012 | Transferred to Glory Global Solutions Ltd. ("GGS") |
| Apr. | 2014 | Director, Business Coordination of GGS |
| Apr. | 2015 | Director, Corporate Development & Business Planning of GGS (to present) |
| Apr. | 2018 | Director (Member of the Board) of GGS (to present) |
| Jun. | 2021 | Director of the Company (to present); Responsible for the corporate governance of non-Japanese subsidiaries (to present) |


Significant concurrent position(s):


Director (Member of the Board) of GGS

Special interest between the candidate and the Company: None

Reasons for recommending the candidate as Director:

Having acquired considerable experience in the global financial business field, Ms. Tomoko Fujita has continued to perform her duties strongly in promoting M&As in overseas market and in strengthening governance of acquired companies. It is our judgment that Ms. Fujita has sufficient experience and ability to fulfill the role of Director in supporting the Group to expand its international business and enhance its corporate governance, and we thus recommend her election as a Director.

| No | Name | Reappointment | | | | | | | | | | | | | | | | | | | | |
|--|---|--|------------------------------------|---|-----------|--|-----------|--|-----------|--|-----------|---|-----------|---|-----------|---|-----------|---|-----------|-----------------|-----------|--|
| | | Candidate for Outside Director | Candidate for Independent Director | | | | | | | | | | | | | | | | | | | |
| 7 | Joji Iki September 5, 1951 (70) | Number of shares owned: Length of service as Director: Attendance at Board of Directors meetings: Currently Chairman of the Nomination Advisory Committee | 1,000 5 years 17/17 |  | | | | | | | | | | | | | | | | | | |
| <i>Career summary, positions and areas of responsibility:</i> <table><tr><td>Apr. 1977</td><td>Joined Kawasaki Heavy Industries, Ltd. (“KHI”)</td></tr><tr><td>Nov. 2002</td><td>Senior Manager, Aero-Dynamic Machinery Department, Machinery Division, Gas Turbine & Machinery Company</td></tr><tr><td>Apr. 2009</td><td>Executive Officer; General Manager, Machinery Division, Gas Turbine & Machinery Company</td></tr><tr><td>Apr. 2012</td><td>Managing Executive Officer; President, Gas Turbine & Machinery Company</td></tr><tr><td>Jun. 2012</td><td>Representative Director & Senior Vice President</td></tr><tr><td>Apr. 2015</td><td>Representative Director & Senior Executive Vice President; Assistant to the President, in charge of Technology, Sales and Procurement department</td></tr><tr><td>Apr. 2016</td><td>Representative Director & Senior Executive Vice President; Assistant to the President, in charge of Technology and Sales department and in charge of Ship & Offshore Structure Company</td></tr><tr><td>Apr. 2017</td><td>Director of KHI</td></tr><tr><td>Jun. 2017</td><td>Outside Director of the Company (to present)</td></tr></table> <i>Significant concurrent position(s):</i> None <i>Special interest between the candidate and the Company:</i> None <i>Matters concerning “Independent Directors”:</i> The Company has notified Tokyo Stock Exchange (“TSE”) of Mr. Joji Iki’s appointment as “Independent Director”. <i>Reasons for recommending the candidate as Outside Director and expected roles:</i> Mr. Joji Iki possesses considerable knowledge and executive management experience gained from his involvement with another global company focused on the technical development field. To date, he has played an important role as an Outside Director in strengthening supervisory function, ensuring transparency and enhancing fairness in the Company’s management. It is our judgment that Mr. Iki has sufficient ability and insight to fulfill the role of Outside Director and we thus recommend his election as such. After his appointment is approved at the Shareholders Meeting, Mr. Iki is expected to continue to fulfill the abovementioned roles. <i>Regarding agreements for limitation of liability:</i> To enable him to fully perform his expected role as an Outside Director, the Company has concluded an agreement with Mr. Joji Iki to the effect that liability of Directors be limited. Under the terms of this agreement, the amount of liability for damages is up to the minimum amount stipulated in Paragraph 1 of Article 425 of the Companies Act. The Company will maintain the existing agreement with Mr. Iki if he is re-elected as an Outside Director as proposed. | | | | | Apr. 1977 | Joined Kawasaki Heavy Industries, Ltd. (“KHI”) | Nov. 2002 | Senior Manager, Aero-Dynamic Machinery Department, Machinery Division, Gas Turbine & Machinery Company | Apr. 2009 | Executive Officer; General Manager, Machinery Division, Gas Turbine & Machinery Company | Apr. 2012 | Managing Executive Officer; President, Gas Turbine & Machinery Company | Jun. 2012 | Representative Director & Senior Vice President | Apr. 2015 | Representative Director & Senior Executive Vice President; Assistant to the President, in charge of Technology, Sales and Procurement department | Apr. 2016 | Representative Director & Senior Executive Vice President; Assistant to the President, in charge of Technology and Sales department and in charge of Ship & Offshore Structure Company | Apr. 2017 | Director of KHI | Jun. 2017 | Outside Director of the Company (to present) |
| Apr. 1977 | Joined Kawasaki Heavy Industries, Ltd. (“KHI”) | | | | | | | | | | | | | | | | | | | | | |
| Nov. 2002 | Senior Manager, Aero-Dynamic Machinery Department, Machinery Division, Gas Turbine & Machinery Company | | | | | | | | | | | | | | | | | | | | | |
| Apr. 2009 | Executive Officer; General Manager, Machinery Division, Gas Turbine & Machinery Company | | | | | | | | | | | | | | | | | | | | | |
| Apr. 2012 | Managing Executive Officer; President, Gas Turbine & Machinery Company | | | | | | | | | | | | | | | | | | | | | |
| Jun. 2012 | Representative Director & Senior Vice President | | | | | | | | | | | | | | | | | | | | | |
| Apr. 2015 | Representative Director & Senior Executive Vice President; Assistant to the President, in charge of Technology, Sales and Procurement department | | | | | | | | | | | | | | | | | | | | | |
| Apr. 2016 | Representative Director & Senior Executive Vice President; Assistant to the President, in charge of Technology and Sales department and in charge of Ship & Offshore Structure Company | | | | | | | | | | | | | | | | | | | | | |
| Apr. 2017 | Director of KHI | | | | | | | | | | | | | | | | | | | | | |
| Jun. 2017 | Outside Director of the Company (to present) | | | | | | | | | | | | | | | | | | | | | |

| | | | | |
|---|---------------------|--|------------------------------------|---|
| No 8 | Name | Reappointment | |  |
| | Date of birth (age) | Candidate for Outside Director | Candidate for Independent Director | |
| | Junji Uchida | Number of shares owned: | 1,300 | |
| | April 30, 1950 (72) | Length of service as Director: | 3 years | |
| | | Attendance at Board of Directors meetings: | 17/17 | |
| Currently Chairman of the Compensation Advisory Committee | | | | |

Career summary, positions and areas of responsibility:

| | | |
|------|------|--|
| Apr. | 1974 | Joined NIPPON STEEL CORPORATION (“NSC”) |
| Jun. | 2005 | Director (Member of the Board); Director, Construction Products Division Director, Pipe & Tube Division |
| Jun. | 2006 | Director (under the Executive Management system); Director, Construction Products Division Director, Pipe & Tube Division |
| Apr. | 2007 | Director (under the Executive Management system); Director, Plate Division |
| Apr. | 2009 | Managing Director (under the Executive Management system); Director, Flat Products Division |
| Jun. | 2009 | Managing Director (Member of the Board); Director, Flat Products Division |
| Jul. | 2010 | Managing Director (Member of the Board); Director, Flat Products Division Project Leader, India Continuous Annealing and Processing Line Project |
| Apr. | 2011 | Managing Director (Member of the Board); Project Leader, Shanghai-Baoshan Cold-rolled & Coated Sheet Products Project |
| Apr. | 2012 | Director (Member of the Board) of NSC Adviser of OSAKA STEEL CO., LTD. (“OSAKA STEEL”) |
| Jun. | 2012 | Representative Director and President of OSAKA STEEL |
| Jun. | 2017 | Director and Senior Advisor of OSAKA STEEL |
| Jun. | 2018 | Senior Advisor of OSAKA STEEL |
| Jun | 2019 | Outside Director of the Company (to present) |

Significant concurrent position(s): None

Special interest between the candidate and the Company: None

Matters concerning “Independent Directors”:


The Company has notified TSE of Mr. Junji Uchida’s appointment as “Independent Director”.

Reasons for recommending the candidate as Outside Director and expected roles:

Mr. Junji Uchida possesses considerable experience and knowledge as a management executive at major global steel manufacturing companies. Based on such experience and knowledge, Mr. Uchida has played an important role as an Outside Director in strengthening supervisory functions, ensuring transparency and enhancing fairness in the Company’s management. It is our judgment that Mr. Uchida has sufficient ability and insight to fulfill the role of Outside Director and we thus recommend his election as an Outside Director. After his appointment is approved at the Shareholders Meeting, Mr. Uchida is expected to continue to fulfill the abovementioned roles.

Regarding agreements for limitation of liability:

To enable him to fully perform his expected role as an Outside Director, the Company has concluded an agreement with Mr. Junji Uchida to the effect that liability of Directors be limited. Under the terms of this agreement, the amount of liability for damages is up to the minimum amount stipulated in Paragraph 1 of Article 425 of the Companies Act. The Company will maintain the existing agreement with Mr. Uchida if he is re-elected as a Outside Director as proposed.

| | | | | |
|---------|------------------------|--------------------------------|------------------------------------|---|
| No 9 | Name | New appointment | |  |
| | Date of birth (age) | Candidate for Outside Director | Candidate for Independent Director | |
| | Ian Jordan | Number of shares owned: | | 0 |
| | November 14, 1958 (63) | | | |

Career summary:

| | | |
|------|------|---|
| Jun. | 1987 | Joined Hoskyns Group Plc (now Capgemini Inc.) Senior Analyst |
| Jan. | 1993 | Vice President; General Manager in Dallas and Atlanta |
| Jan. | 1997 | Executive Officer; CEO, Southeast Region of the US |
| Jan. | 2000 | Senior Vice President; Responsible for Retail sector (UK & Ireland) |
| Jan. | 2002 | Senior Vice President; Head of sales and marketing (UK & Ireland) |
| Jan. | 2004 | Executive Officer; CEO, Management Consulting in UK & Ireland |
| Nov. | 2005 | Executive Officer; Group Management Board, Head of Global Transformation (Paris, France) |
| Oct. | 2007 | Joined Avanade Inc. Executive Officer; CEO, Avanade UK & Ireland |
| Jan. | 2010 | Executive Officer; Member of the Executive Board, Head of Global Sales, Marketing, Alliances & Innovation (Seattle, US) |
| Sep. | 2013 | CEO & Area President, Responsible for Growth Markets (Asia, Australasia, Africa and Latam) |
| Dec. | 2016 | Executive Officer; CEO, Avanade Global Management consulting |
| Jun. | 2017 | Outside Director of Glory Global Solutions Ltd. (to present) |

Significant concurrent position(s):
Outside Director of Glory Global Solutions Ltd.

Special interest between the candidate and the Company: None

Matters concerning "Independent Directors":
The Company plans to notify TSE of Mr. Ian Jordan's appointment as "Independent Director".

Reasons for recommending the candidate as Outside Director and expected roles:
Mr. Ian Jordan possesses considerable experience and knowledge in the world of software and technology services as a management executive at two large multi-national consulting and technology companies (Capgemini and Avanade). Mr. Jordan has significant experience of global markets including Japan and has lived and worked in Asia, United States and Europe, advising a large number of international organizations in the fields of growth strategy and business transformation while showing strong leadership as heads of his own global organizations.
Since 2017, Mr. Jordan has been a member of the Board of Directors of Glory Global Solutions Ltd. ("GGS") and has played an important role as an Outside Director in supporting the supervisory function of the GGS Board and advising especially in the development of new business domain and M&As. He currently serves as chairman of the Remuneration Committee and a member of the Nomination Committee of GGS.

(TRANSLATION OF AN EXCERPT FOR REFERENCE ONLY)

It is our judgment that Mr. Jordan has sufficient ability and insight for the role of Outside Director in supporting the Group to expand its international business and develop new business domain and promote DX, hence further enhance its corporate value. We thus recommend his election as an Outside Director.

After his appointment is approved at the Shareholders Meeting, Mr. Jordan is expected to fulfill his role in contributing to the strategy development for software and technology services, and in strengthening the supervisory functions, ensuring transparency and fairness in the Company's management.

Regarding agreements for limitation of liability:

To enable him to fully perform his expected role as an Outside Director, the Company plans to conclude an agreement with Mr. Ian Jordan to the effect that liability of Directors be limited if he is elected as Director as proposed. Under the terms of this agreement, the amount of liability for damages is up to the minimum amount stipulated in Paragraph 1 of Article 425 of the Companies Act.

Note:

In February 2022, the Company discovered the incident of embezzlement by a former employee of its domestic consolidated subsidiary. Mr. Joji Iki and Junji Uchida fulfilled their responsibilities as Outside Director to support the Company by making recommendations to the Board of Directors on the importance of legal compliance in corporate management, the investigations of the cause of the incident, and measures to prevent its recurrence.

Summary of Directors and Officers Liability Insurance Policy

- The Company has concluded a directors and officers liability insurance policy with an insurance company, under which all directors, audit & supervisory board members, executive officers, and management-level employees, etc. of the Company and its subsidiaries are the insured. The insurance covers damages and legal fees, etc. in the event claims for damages are made against the insured arising from any action taken by the insured perform their duties. However, by providing certain exclusions such as damages arising from criminal act or intentional breach of laws and regulations, measures have been taken to prevent the appropriateness of the insureds' execution of duties from being impaired. The premium for the insurance is fully borne by the Company and its subsidiaries.
- The Company plans to renew the aforementioned insurance with the same terms and conditions by resolution of the Board to be made prior to the expiration of the insurance period.
- All candidates for Directors are already covered by this insurance, and will continue to be covered after the approval of this proposal.

Proposal 4 Election of Three (3) Directors who are Audit & Supervisory Committee Members

At the close of the Shareholders Meeting, the term of office will expire for all three (3) Directors who are Audit & Supervisory Committee Members. Therefore, we would like shareholders to elect three (3) Directors who are Audit & Supervisory Committee Members.

The Company has obtained the consent of Audit & Supervisory Committee for this proposal.


The candidates for the position of Director who are Audit & Supervisory Committee Members are as follows:


| No | Name (Age [*]) | Position | Attendance at Board of Directors meetings (FY 2021) | Attendance at Audit & Supervisory Committee meetings (FY2021) |
|----|--|---|---|---|
| 1 | Reappointment Toru Fujita (65) | Full-Time Audit & Supervisory Committee Member | 17/17 | 14/14 |
| 2 | Reappointment Satoshi Hamada (69) <div>Candidate for Outside Director</div> <div>Candidate for Independent Director</div> | Outside Audit & Supervisory Committee Member (Length of service at the conclusion of the Shareholders Meeting **: 2 years) | 16/17 | 14/14 |
| 3 | Reappointment Keiichi Kato (46) <div>Candidate for Outside Director</div> <div>Candidate for Independent Director</div> | Outside Audit & Supervisory Committee Member (Length of service at the conclusion of the Shareholders Meeting **: 2 years) | 17/17 | 14/14 |

Notes

* Age as of the date of the Shareholders Meeting


** Refers to the length of service as Director who is Audit & Supervisory Committee Member.

| No | Name | | Reappointment | |  |
|---|--|--|-------------------------|--|---|
| | Date of birth (age) | | | | |
| 1 | Toru Fujita May 5, 1957 (65) | Number of shares owned: Attendance at Board of Directors meetings: Attendance at Audit & Supervisory Committee meetings: | 4,100 17/17 14/14 | | |
| <p><i>Career summary and positions in the Company:</i></p> <p>Sep. 1988 Joined the Company</p> <p>Apr. 2011 General Manager, Accounting Dept., Business Managing Div.</p> <p>Apr. 2012 General Manager, Accounting Dept., Business Managing Headquarters</p> <p>Jun. 2014 Corporate Auditor, GLORY Products Ltd.</p> <p>Jun. 2017 Full-Time Audit & Supervisory Board Member of the Company (to present)</p> <p>Jun. 2020 Director (Full-time Audit & Supervisory Committee Member) (to present)</p> <p>Corporate Auditor, GLORY NASCA Ltd. (to present)</p> <p>Corporate Auditor, Hokkaido GLORY Co., Ltd. (to present)</p> <p><i>Significant concurrent position(s):</i></p> <p>Corporate Auditor, GLORY NASCA Ltd.</p> <p>Corporate Auditor, Hokkaido GLORY Co., Ltd.</p> <p><i>Special interest between the candidate and the Company:</i> None</p> <p><i>Reasons for recommending the candidate as Director who is an Audit & Supervisory Committee Member:</i></p> <p>Mr. Toru Fujita has accumulated considerable knowledge in the fields of finance and accounting through his experiences as General Manager of Accounting Department etc. and has abundant experience and achievements as corporate auditor of the Group domestically and globally. Recently, Mr. Fujita has played an important role in ensuring legitimacy and adequacy in the Company's business management functions. It is our judgment that Mr. Fujita has sufficient experience and ability for Director who is an Audit & Supervisory Committee Member, whose role is supervising and auditing of the management, and we thus recommend his election as a Director who is an Audit & Supervisory Committee Member.</p> | | | | | |

| | | | | |
|--|---|--|------------------------------------|---|
| No 2 | Name | Reappointment | |  |
| | Date of birth (age) | Candidate for Outside Director | Candidate for Independent Director | |
| | Satoshi Hamada October 3, 1952 (69) | Number of shares owned: | 3,200 | |
| | | Length of service as Audit & Supervisory Committee Member: | 2 years | |
| | | Attendance at Board of Directors meetings: | 15/16 | |
| | Attendance at Audit & Supervisory Committee meetings: | 13/14 | | |
| Career summary and positions: | | | | |
| Apr. 1976 Joined Chuo Audit Corporation | | | | |
| Aug. 1981 Joined Asahi & Co. (now KPMG AZSA LLC) | | | | |
| Nov. 1981 Registered as certified public accountant | | | | |
| Sep. 1984 President, Satoshi Hamada Accounting Office (to present) | | | | |
| May 1994 Audit & Supervisory Board Member, NISHIMATSUYA CHAIN Co., Ltd. | | | | |
| Jun. 2005 External Statutory Auditor, WDB Co., Ltd. (now WDB Holdings Co., Ltd.) | | | | |
| Sep. 2014 Representative, Hamada Certified Tax Accountant Office (to present) | | | | |
| Jun. 2015 Outside Audit & Supervisory Board Member of the Company | | | | |
| May. 2016 Outside Director, NISHIMATSUYA CHAIN Co., Ltd. | | | | |
| Jun. 2018 External Director (Audit and Supervisory Committee Member), WDB Holdings Co., Ltd. (to present) | | | | |
| Jun. 2020 Outside Director (Audit & Supervisory Committee Member) of the Company (to present) | | | | |
| May 2021 Outside Director Serving as Audit & Supervisory Committee Member, NISHIMATSUYA CHAIN Co., Ltd (to present) | | | | |
| Significant concurrent position(s): | | | | |
| President, Satoshi Hamada Accounting Office | | | | |
| Representative, Hamada Certified Tax Accountant Office | | | | |
| Outside Director Serving as Audit & Supervisory Committee Member, NISHIMATSUYA CHAIN Co., Ltd. | | | | |
| External Director (Audit and Supervisory Committee Member), WDB Holdings Co., Ltd. | | | | |
| Special interest between the candidate and the Company: None | | | | |
| Matters concerning “Independent Directors”: | | | | |
| The Company has notified TSE of Mr. Hamada’s appointment as “Independent Director”. | | | | |
| Reasons for recommending the candidate as Outside Director who is an Audit & Supervisory Committee Member: | | | | |
| Mr. Satoshi Hamada is a certified public accountant and possesses considerable knowledge regarding finance and accounting as well as corporate management expertise, although he has never engaged in corporate management other than by assuming the position of outside director or outside <i>kansayaku</i> (audit & supervisory board member) of any company. Recently Mr. Hamada has played an important role as Outside Director who is an Audit & Supervisory Committee Member in ensuring legitimacy and adequacy in the Company’s business management. It is our judgment that Mr. Hamada has sufficient experience and ability for Outside Director who is an Audit & Supervisory Committee Member, whose role is supervising and auditing from an independent standpoint, and we thus recommend his election as an Outside Director who is an Audit & Supervisory Committee Member. After his appointment is approved at the Shareholders Meeting, Mr. Hamada is expected to continue to fulfil the abovementioned roles. | | | | |

Regarding agreements for limitation of liability:

To enable him to fully perform his expected role as an Outside Director, the Company has concluded an agreement with Mr. Satoshi Hamada to the effect that liability of Directors be limited. Under the terms of this agreement, the amount of liability for damages is up to the minimum amount stipulated in Paragraph 1 of Article 425 of the Companies Act. The Company will maintain the existing agreement with Mr. Hamada if he is re-elected as Outside Director who is an Audit & Supervisory Committee Member as proposed.

| No | Name | Reappointment | | |
|---|--|---|------------------------------------|---|
| | | Candidate for Outside Director | Candidate for Independent Director | |
| 3 | Date of birth (age) | | | |
| | Keiichi Kato | Number of shares in the Company owned by the candidate: 2,300 | |  |
| | December 23, 1975 (46) | Length of service as Audit & Supervisory Committee Member: 2 years | | |
| | | Attendance at Board of Directors meetings: 17/17 | | |
| | | Attendance at Audit & Supervisory Committee meetings: 14/14 | | |
| Career summary and positions: | | | | |
| | Oct. 2003 | Registered as Attorney-at-law Joined Harima Law Office | | |
| | Jan. 2009 | Attorney-at-law and Partner, Harima Law Office (to present) | | |
| | Jun. 2018 | Outside Corporate Auditor, Sanyo Color Works Ltd. (to present) | | |
| | Jun. 2019 | Outside Audit & Supervisory Board Member of the Company | | |
| | Jun. 2020 | Outside Director (Audit & Supervisory Committee Member) (to present) | | |
| Significant concurrent position(s): | | | | |
| | | Attorney-at-law and Partner, Harima Law Office Outside Corporate Auditor, Sanyo Color Works Ltd. | | |
| Special interest between the candidate and the Company: None | | | | |
| Matters concerning “Independent Directors”: | | | | |
| | The Company has notified TSE of Mr. Kato’s appointment as “Independent Director”. | | | |
| Reasons for recommending the candidate as Outside Director who is an Audit & Supervisory Committee Member: | | | | |
| | Mr. Keiichi Kato possesses highly specialized knowledge as an attorney-at-law and experience as outside corporate auditor at another company, although he has never engaged in corporate management other than by assuming the position of outside director or outside <i>kansayaku</i> (audit & supervisory board member) of any company. Mr. Kato has played an important role as Outside Director who is an Audit & Supervisory Committee Member in ensuring legitimacy and adequacy in the Company’s business management. It is our judgment that Mr. Kato has sufficient experience and ability for Outside Director who is an Audit & Supervisory Committee Member, whose role is supervising and auditing from an independent standpoint, and we thus recommend his election as an Outside Director who is an Audit & Supervisory Committee Member. After his appointment is approved at the Shareholders Meeting, Mr. Kato is expected to continue to fulfil the abovementioned roles. | | | |
| Regarding agreements for limitation of liability: | | | | |
| | To enable Mr. Kato to fully perform his expected role as an Outside Director, the Company has concluded an agreement with Mr. Keiichi Kato to the effect that liability of Directors be limited. Under the terms of this agreement, the amount of liability for damages is up to the minimum amount stipulated in Paragraph 1 of Article 425 of the Companies Act. The Company will maintain the existing agreement with Mr. Kato if he is re-elected as Outside Director who is an Audit & Supervisory Committee Member as proposed. | | | |

Note:

In February 2022, the Company discovered the incident of embezzlement by a former employee of its domestic consolidated subsidiary. Mr. Satoshi Hamada and Keiichi Kato fulfilled their responsibilities as Outside Director to support the Company by making recommendations to the Board of Directors on the importance of legal compliance in corporate management, the investigations of the cause of the incident, and measures to prevent its recurrence.

Summary of Directors and Officers Liability Insurance Policy

- The Company has concluded a directors and officers liability insurance policy with an insurance company, under which all directors, audit & supervisory board members, executive officers, and management-level employees, etc. of the Company and its subsidiaries are the insured. The insurance covers damages and legal fees, etc. in the event claims for damages are made against the insured arising from any action taken by the insured perform their duties. However, by providing certain exclusions such as damages arising from criminal act or intentional breach of laws and regulations, measures have been taken to prevent the appropriateness of the insureds' execution of duties from being impaired. The premium for the insurance is fully borne by the Company and its subsidiaries.
- The Company plans to renew the aforementioned insurance with the same terms and conditions by resolution of the Board to be made prior to the expiration of the insurance period.
- All candidates for Directors are already covered by this insurance, and will continue to be covered after the approval of this proposal.

(Reference for Proposal 3 and 4)

Independence Standards for Independent Outside Directors

Independent outside directors must not fall under any of the following.

1. Any person who is currently, or at any point in the past ten years has been, an executive of the Company or any of its subsidiaries.
2. Any person who is a major client or supplier*¹ of the Company or for whom the Company is a major client or supplier (or any executing person of the said major client or supplier if the client or supplier is a legal entity).
3. Any consultant, accounting or legal professional who receives a large amount*² of monetary consideration or any other property from the Company besides compensation as a director (or a person belonging thereto if the consultant, accounting or legal professional is a legal entity).
4. Any person who receives a large amount*² of financial contributions or support from the Company (or a person belonging thereto if the person is a legal entity).
5. Any person who is a major shareholder of the Company (or any executive of the said major shareholder if the shareholder is a legal entity).
6. Any person who has fallen under any of 2. through 5. above in the past three years.
7. A spouse or any family member within the second degree of kinship of any person (excluding those not in material positions*³) listed in 1. through 5. above.

| | | |
|----|------|--|
| *1 | (i) | A client or supplier with whom the Company's average transaction value for the past three business years exceeds 2% of the consolidated net sales of the most recent business year of the Company or the client or supplier; or |
| | (ii) | A financial institution from which the Company is borrowing money and from which the average of the amount borrowed by the Company as of the last day of the past three business years exceeds 2% of the consolidated total assets as of the last day of the most recent business year of GLORY. |
| *2 | | The average amount received during the past three business years exceeds (i) 10 million yen in the case of individuals or (ii) 2% of the gross revenue of the most recent business year of the said legal entity in case of a legal entity. |
| *3 | | "Material positions" means directors, audit & supervisory board members, executive officers or employees with senior management positions (such as division heads). |

(Reference for Proposal 3 and 4)**Skills matrix of the Company's Board of Directors after the Shareholders Meeting**

The table below shows the overall composition of the Board and major skills (e.g. experience, knowledge and expertise) offered by the Directors after Proposal 3 and 4 are approved. Given the rapid changes in business environment around the globe, the Company believes that it is important to ensure a balance of knowledge, experience and abilities, as well as diversity of the Board as a whole.

Under such belief, by maintaining a proper balance of Directors' skills and abilities as shown below, the Board is well equipped to ensure the sustainable growth of the Company group and the improvement of corporate value over the medium to long term, while remaining adaptable and flexible to changes.

- Executive Directors who have extensive knowledge of the Company group business activities in Japan and overseas
- Outside Directors who are able to make pertinent proposals and offer sound advice to management based on a wide range of perspectives
- Directors who are Audit & Supervisory Committee Members and are responsible for auditing and supervising the execution of duties by Directors, etc.

| Name | Position | Independent Director | Corporate Management | Domestic Business | Development & Production | Technology & DX | Human Resource | Legal & Risk Management | Accounting & Finance | Sustainability | International Experience & Overseas Business |
|-----------------------|---|----------------------|----------------------|-------------------|--------------------------|-----------------|----------------|-------------------------|----------------------|----------------|--|
| Hirokazu Onoe | Chairman of the Board & Representative Director | | ● | ● | ● | | | | | | ● |
| Motozumi Miwa | President & Representative Director | | ● | ● | | | ● | ● | ● | ● | ● |
| Hideo Onoe | Director | | ● | ● | ● | ● | | | | | ● |
| Kaname Kotani | Director | | ● | ● | ● | ● | | | | | ● |
| Akihiro Harada | Director | | ● | ● | ● | ● | ● | | | | ● |
| Tomoko Fujita | Director | | ● | | | | ● | ● | ● | | ● |
| Joji Iki | Outside Director | ● | ● | | ● | ● | ● | | | ● | ● |
| Junji Uchida | Outside Director | ● | ● | | ● | | ● | ● | | ● | ● |
| Ian Jordan | Outside Director | ● | ● | | | ● | ● | | ● | ● | ● |
| Toru Fujita | Director (Full-time A&SC* Member) | | | | | | | ● | ● | | |
| Satoshi Hamada | Outside Director (A&SC* Member) | ● | | | | | | | ● | | |
| Keiichi Kato | Outside Director (A&SC* Member) | ● | | | | | | ● | | | |

* Audit & Supervisory Committee

--End--