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(Stock Code 6513)

June 9, 2023

(Date of commencement of electronic provision measures: June 5, 2023)

To Shareholders with Voting Rights:

Kazuhiro Seo
President
Origin Company, Limited
3-3-27 Sakawa, Sakura-ku, Saitama-shi,
Saitama

**NOTICE OF
THE 122nd ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

Please be informed that the 122nd Annual General Meeting of Shareholders of Origin Company, Limited (the “Company”) will be held for the purposes as described below.

The meeting will be held with preventive measures against the spread of COVID-19. Shareholders are, however, requested to confirm the infection status and their own condition of health on the date of the meeting before attending, and to take appropriate precautions such as wearing a mask when attending.

When convening this general meeting of shareholders, the Company has taken measures for providing information in electronic format (the “electronic provision measures”) and has posted matters subject to the electronic provision measures on the following websites of the Internet under “Notice of the 122nd Annual General Meeting of Shareholders.”

The Company website:

<https://www.origin.co.jp/en/ir/presentation/> 2D Code

The information is also available on the following website.

Tokyo Stock Exchange (TSE) website (Listed Company Search):

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show> 2D Code

To view the information, please access the TSE website above, input the Company’s name “Origin Company” or the securities code “6513” and click “Search,” and then click “Basic information” and “Documents for public inspection/PR information” in this order.

You are encouraged to exercise your voting rights in advance in writing or by the Internet, etc.

Please review the Reference Documents for the General Meeting of Shareholders in the matters subject to the electronic provision measures, and exercise your voting rights no later than 5:00 p.m. on Wednesday, June 28, 2023, Japan time.

1. Date and Time: Thursday, June 29, 2023 at 10:00 a.m. Japan time

2. Place: 4F, TOIRO, Saitama Super Arena located at
8 Shintoshin, Chuo-ku, Saitama-shi, Saitama, Japan

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company's 122nd Fiscal Year (April 1, 2022 - March 31, 2023) and results of audits by the Accounting Auditor and Audit and Supervisory Committee of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company's 122nd Fiscal Year (April 1, 2022 - March 31, 2023)

Proposals to be resolved:

Proposal 1: Appropriation of Surplus

Proposal 2: Election of 5 Directors (excluding Directors who are Audit and Supervisory Committee Members)

Proposal 3: Election of 1 Substitute Director who is an Audit and Supervisory Committee Member

Proposal 4: Extension of Countermeasures against Large-scale Purchases of Shares of the Company (Takeover Defense Measures)

[Matters decided on the convocation of the General Meeting of Shareholders]

- Shareholders who are not physically present at the meeting can exercise their voting rights in writing or via electromagnetic methods (the Internet, etc.).
- If there is no indication of approval or disapproval on the Voting Rights Exercise Form, it shall be considered as an indication of approval.
- If voting rights are exercised multiple times both via the Internet and in writing with the Voting Rights Exercise Form, the voting via the Internet shall prevail. If voting rights are exercised more than once via the Internet, the voting rights last exercised shall be treated as effective.

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- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
 - This Notice does not include the Notes to Consolidated Financial Statements and Notes to Non-consolidated Financial Statements in accordance with provisions of laws and regulations as well as Article 16, Paragraph 2 of the Company's Articles of Incorporation. (Those Notes are posted on the abovementioned websites.)
 - Should the Reference Documents for the General Meeting of Shareholders, Business Report, Non-consolidated Financial Statements and Consolidated Financial Statements require revisions, the revised versions will be posted on the abovementioned websites.
 - Our response mentioned above is subject to change depending on the status of the infection spread until the day of the meeting, government announcements, etc. Please confirm the latest information posted on the Company's website (<https://www.origin.co.jp/>).
 - Alcohol sanitizers will be available for shareholders near the reception desk at the venue.
 - The meeting staff will attend to their duties wearing face masks after going through a health check, including temperature measurement.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

The Company views returns to shareholders as an important managerial issue, with its basic policy of paying stable and continuous dividends in accordance with performance, while striving for the stable growth of internal reserves and funds for the allocation of profit per share.

Considering the above dividend policy as well as the Company's performance and so on, an ordinary dividend of 20 yen per share is proposed for the year-end dividend.

1. Type of dividend property
Cash
2. Matters regarding allotment of dividend property to shareholders and total amount thereof
Amount per common share of the Company: 20 yen
Total amount: 119,187,880 yen
3. Effective date of dividends of surplus
June 30, 2023

Proposal 2: Election of 5 Directors (excluding Directors who are Audit and Supervisory Committee Members)

The terms of office of all 5 Directors (excluding Directors who are Audit and Supervisory Committee Members; the same applies hereinafter in this proposal) will expire at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, the election of 5 Directors is proposed.

The candidates for Director have been determined at a meeting of the Board of Directors following a recommendation by the Nomination and Remuneration Committee. Based on the status of duty execution and performance of each candidate in the current fiscal year, the Audit and Supervisory Committee has expressed the opinion that all candidates are suitable for Directors of the Company.

The candidates are as follows:

No.	Name		Current positions at the Company
1	Kazuhiro Seo	[Reappointment]	President
2	Hideki Inaba	[Reappointment]	Director and Managing Executive Officer
3	Yoshio Sato	[Reappointment]	Director and Senior Executive Officer
4	Yoshihiko Naito	[Reappointment]	Director and Senior Executive Officer
5	Tatsuko Koike	[Reappointment] [Outside] [Independent]	Director (Outside)

No.	Name (Date of birth)	Past experience, positions and responsibilities in the Company, and significant concurrent positions		Number of shares of the Company held	
1	Kazuhiro Seo March 28, 1955 (68 years old) [Reappointment]	April 1978	Joined the Company	26,600	
		May 2002	Head of Technology Department, Equipment Division		
		June 2003	Supervisor, Electronics Division		
		April 2006	Head of General Affairs Department, Administration Division		
		July 2007	Deputy General Manager and Head of General Affairs Department, Administration Division		
		June 2008	Director		
		April 2009	General Manager, Electronics Division		
		May 2010	General Manager, Electronics Division; Head of Eco-Eco Promotion Office		
		June 2010	Executive Officer; General Manager, Electronics Division; Head of Eco-Eco Promotion Office		
		June 2012	President (to present)		
[Significant concurrent positions]					
None					
[Reason for nomination as a candidate for Director who is not an Audit and Supervisory Committee Member] After engaging in operations of the technology development department for power equipment of the Company, Mr. Kazuhiro Seo has served as President of Saitama Origin Co., Ltd. and Head of the General Affairs Department, Administration Division of the Company. With extensive experience in a management position, he has been serving as President of the Company since June 2012. As we deemed that he is qualified to be the leader of the Group’s development, we have nominated him as a candidate for Director.					
2	Hideki Inaba August 4, 1964 (58 years old) [Reappointment]	April 1987	Joined the Company	2,400	
		June 2012	General Manager of Power Device Department, Electronics Division		
		April 2016	General Manager of Control Department, Components Division		
		April 2019	General Manager of Osaka Branch		
		June 2019	Executive Officer; General Manager of Osaka Branch		
		April 2021	Executive Officer; General Manager, Components Division		
		June 2021	Director, Senior Executive Officer, General Manager, Components Division		
		June 2022	Director, Managing Executive Officer, General Manager, Components Division (to present)		
		[Significant concurrent positions]			
		None			
[Reason for nomination as a candidate for Director who is not an Audit and Supervisory Committee Member] Mr. Hideki Inaba had accumulated experience centered in the semiconductor department since he joined the Company, and then took the leadership of the Osaka Branch and Origin Shoji Co., Ltd. to contribute to the development of the components business. Accordingly, he has extensive experience and a track record in the business. As we deemed that he can continue contributing to the Company’s sustainable growth and to enhancing corporate value, we have nominated him as a candidate for Director.					

No.	Name (Date of birth)	Past experience, positions and responsibilities in the Company, and significant concurrent positions		Number of shares of the Company held
3	Yoshio Sato February 19, 1966 (57 years old) [Reappointment]	April 1989 November 2013	Joined the Fuji Bank, Limited General Manager, Ikebukuro-Nishiguchi Branch, Mizuho Bank, Ltd.	1,700
		April 2017 April 2020	General Manager, Osaka Branch General Manager for Global Talent Planning and Management Department	
		June 2020 June 2020 April 2021 June 2021	Joined the Company Executive Officer; In charge of Accounting Executive Officer; Head of Corporate Planning Headquarters Director, Senior Executive Officer, CSO, Head of Corporate Planning Headquarters (to present)	
		[Significant concurrent positions] None		
[Reason for nomination as a candidate for Director who is not an Audit and Supervisory Committee Member] Drawing on his extensive experience in the financial institution, Mr. Yoshio Sato has been in charge of accounting department since he joined the Company. He currently serves as General Manager of the Corporate Planning Division, formulating and promoting management strategies. As we deemed that he would continue to be the right person to enhance the Company’s corporate value, we have nominated him as a candidate for Director.				
4	Yoshihiko Naito August 31, 1964 (58 years old) [Reappointment]	April 1987 June 2012 August 2015	Joined the Company Head of System Sales Department, Mechatronics Division Head of System Production Management Department, Mechatronics Division	900
		June 2018 June 2021	Executive Officer, General Manager, Mechatronics Division, Head of Sales Department Senior Executive Officer, General Manager, Mechatronics Division, Quality Supervisor, Head of Management Department	
		April 2022 June 2022	Senior Executive Officer; General Manager, Mechatronics Division; Quality Supervisor, Mechatronics Division Director and Senior Executive Officer; General Manager, Mechatronics Division; Quality Supervisor, Mechatronics Division; Head of Technical Head Office (to present)	
		[Significant concurrent positions] None		
[Reason for nomination as a candidate for Director who is not an Audit and Supervisory Committee Member] Mr. Yoshihiko Naito had been engaged in technological development for various products as an engineer for many years in the Mechatronics Division of the Company. Afterward, he has accumulated abundant experience and made achievements as a manager of sales and production management. As we deemed that he can continue contributing to the Company’s sustainable growth and to enhancing corporate value, we have nominated him as a candidate for Director.				

No.	Name (Date of birth)	Past experience, positions and responsibilities in the Company, and significant concurrent positions	Number of shares of the Company held
5	Tatsuko Koike November 21, 1957 (65 years old) [Reappointment] [Outside] [Independent]	<p>April 1980 Joined Ehime Broadcasting Corp. (currently Ehime Broadcasting Co., Ltd.)</p> <p>October 1981 Freelance announcer</p> <p>January 2011 Registered as an Attorney-at-law (Daini Tokyo Bar Association)</p> <p>January 2011 Joined Ginza Sogo Law Office (to present)</p> <p>July 2018 Substitute Outside Audit & Supervisory Board Member, AZEARTH Corporation (to present)</p> <p>June 2019 Outside Director, the Company (to present)</p> <p>June 2021 Outside Director who is an Audit and Supervisory Committee Member, MIURA CO., LTD. (to present)</p> <p>June 2022 Outside Audit & Supervisory Board Member, Sumitomo Riko Company Limited (to present)</p> <p>[Significant concurrent positions] Attorney-at-law, Ginza Sogo Law Office Civil Arbitrator, Tokyo District Court Outside Director who is an Audit and Supervisory Committee Member, MIURA CO., LTD. Outside Audit & Supervisory Board Member, Sumitomo Riko Company Limited</p>	900
<p>[Reason for nomination as a candidate for Outside Director who is not an Audit and Supervisory Committee Member and expected role] Ms. Tatsuko Koike has considerable knowledge in legal affairs as an attorney-at-law. As we deemed that she can utilize her experience and extensive insight cultivated as an announcer in the corporate management, we have nominated her as a candidate for Outside Director.</p>			

(Notes) 1. There are no special interests between the candidates for Director and the Company.

2. Ms. Tatsuko Koike is a candidate for Outside Director as stipulated in Article 2, Paragraph 3, Item 7 of the Ordinance for Enforcement of the Companies Act.

3. At the conclusion of this Annual General Meeting, Ms. Tatsuko Koike will have served as Outside Director of the Company for four years.

4. Ms. Tatsuko Koike is a candidate for Part-Time Director.

5. The Company has entered into an agreement with Ms. Tatsuko Koike to limit her liability for damages pursuant to Article 423, Paragraph 1 of the Companies Act. If this proposal is approved, the Company intends to continue the agreement with Ms. Tatsuko Koike regarding liability pursuant to Article 423, Paragraph 1 of the Companies Act, whereby the maximum amount of liability is the amount stipulated by laws and regulations.

6. The Company has registered Outside Director Ms. Tatsuko Koike as an Independent Director at the Tokyo Stock Exchange, Inc., which the Company is listed on. If this proposal is approved and resolved, the Company intends to continue to register her as an Independent Director.

7. Outline of Directors and Officers Liability Insurance Agreement

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, that insures Directors (excluding Directors who are Audit and Supervisory Committee Members) and Directors who are Audit and Supervisory Committee Members. The Company plans to renew the agreement in November 2023.

If the election of each candidate in this proposal is approved and resolved, they will be included in the insured.

(1) Outline of events subject to coverage

The agreement will cover damages that may arise due to the insured officers assuming liability for the execution of his or her duties or receiving a claim related to the pursuit of such liability.

However, measures have been taken so that the properness of the performance of duties by officers is not impaired by excluding the damages of officers themselves who engaged in bribery or other criminal acts or intentionally committed illegal acts from the scope of compensation.

(2) Insurance premiums

The insurance premiums are fully borne by the Company.

(Reference)

Officers' structure and skill matrix in the case of approval of Proposal 2

If Proposal 2 is approved, composition of the Board of Directors and expertise of each officer will be stated below:

[Composition of the Board of Directors] Skill Matrix of Directors of the Company

Name	Position		Committee		General Management		Business skills and experience			Functional skills and experience		
			Audit	Nomination and Remuneration	General Management	Global	Sales/Marketing	R&D/Technology	Production/Quality management	Finance/Accounting/Tax affairs	Legal affairs/Compliance/Governance	Internal control/Audit
Kazuhiro Seo	Director			○	○			○	○	○	○	○
Hideki Inaba	Director				○		○		○	○	○	
Yoshio Sato	Director				○		○			○		○
Yoshihiko Naito	Director				○		○	○	○	○	○	
Tatsuko Koike	Director	Outside									○	○
Kohei Miyauchi	Audit & Supervisory Committee Member		○		○	○	○			○	○	○
Mamoru Irie	Audit & Supervisory Committee Member	Outside	○	○	○		○			○	○	○
Ikuo Chiyonobe	Audit & Supervisory Committee Member	Outside	○	○	○		○			○	○	○

Note) The above table is not an exhaustive account of the knowledge and experience possessed by each candidate for Directors, but just indicates their primary skills.

Proposal 3: Election of 1 Substitute Director Who Is an Audit and Supervisory Committee Member

In order to prepare for cases where the number of Audit and Supervisory Committee Members falls below that required by laws and regulations, the election of 1 substitute Director who is an Audit and Supervisory Committee Member is proposed.

The effect of this election may be rescinded by a resolution of the Board of Directors with the consent of the Audit and Supervisory Committee, only prior to the assumption of office.

The Audit and Supervisory Committee has given its approval to the submission of this proposal.

No.	Name (Date of birth)	Past experience, positions and responsibilities in the Company, and significant concurrent positions	Number of shares of the Company held
1	Kengo Tsuji February 4, 1979 (44 years old) [Outside] [Independent]	December 2010 Registered as an Attorney-at-law (Daini Tokyo Bar Association) December 2010 Joined Ohe Tadashi & Yutaka Tanaka Legal Office March 2021 Attorney-at-law, Ohe/Tanaka/Oya Legal Office (to present) [Significant concurrent positions] Attorney-at-law, Ohe/Tanaka/Oya Legal Office	—
[Reason for nomination as a candidate for Substitute Outside Director who is an Audit and Supervisory Committee Member, and expected roles] Although Mr. Kengo Tsuji has not been directly involved in corporate management, we propose to elect him as a candidate for a substitute Outside Director who is an Audit and Supervisory Committee Member in expectation that he will draw on his experience and expertise cultivated in legal work for an audit system of the Company if assuming office.			

(Notes) 1. There are no special interests between Mr. Kengo Tsuji and the Company.

2. Mr. Kengo Tsuji is a candidate for Substitute Outside Director. If his election is approved and resolved in the proposal and he takes office, the Company will register him as an Independent Director at the Tokyo Stock Exchange, Inc.

3. If Mr. Kengo Tsuji takes office as Outside Director, the Company will enter into an agreement limiting liability stipulated in Article 427, Paragraph 1 of the Companies Act with him. Under this agreement, the maximum amount of liability is the amount stipulated by laws and regulations.

4. Outline of Directors and Officers Liability Insurance Agreement

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, that insures Directors (excluding Directors who are Audit and Supervisory Committee Members) and Directors who are Audit and Supervisory Committee Members. The Company plans to renew the agreement in November 2023.

If the election of Mr. Kengo Tsuji in this proposal is approved and resolved, he will be included in the insured.

(1) Outline of events subject to coverage

The agreement will cover damages that may arise due to the insured officers assuming liability for the execution of his or her duties or receiving a claim related to the pursuit of such liability.

However, measures are taken so that the properness of the performance of duties by officers is not impaired by excluding the damages of officers themselves who engaged in bribery or other criminal acts or intentionally committed illegal acts from the scope of compensation.

(2) Insurance premiums

The insurance premiums are fully borne by the Company.

Proposal 4: Extension of Countermeasures against Large-scale Purchases of Shares of the Company (Takeover Defense Measures)

The Company initially introduced the “Countermeasures against Large-scale Purchases of Shares of the Company (Takeover Defense Measures)” at its Board of Directors meeting held on March 24, 2008, and recently extended the countermeasures (the “Current Plan”) based on the resolution at the 119th Annual General Meeting of Shareholders of the Company held on June 26, 2020. The effective period of the Current Plan shall be up to the conclusion of this year’s Annual General Meeting of Shareholders (this “Meeting”). While making the extension to the Current Plan, the Company has continued to examine how it should be handled, including whether extension is just, as an effort to ensure and enhance the Company’s corporate value and ultimately the common interests of shareholders, based on changes in the social and economic conditions, various trends and development of discussions regarding takeover defense measures, the intent of the Corporate Governance Code of Japan, and other matters.

As a result of the examination, at the Board of Directors meeting held on May 12, 2023, the Company decided to extend the Current Plan (the countermeasures after the extension shall hereinafter be referred to as the “Plan”), subject to the approval of shareholders at this Meeting. Therefore, the Company requests the approval of shareholders for the extension of the Current Plan.

The Company’s 3 Audit and Supervisory Committee Members, including 2 Outside Directors, and 1 Outside Director other than Directors who are Audit and Supervisory Committee Members have all given consent to the extension of the Plan on the condition that the specific operation of the Plan is properly performed. The Company has received no specific proposal for a large-scale purchase, etc. of the Company’s shares, etc. as of today.

I. The Content of the Plan subject to approval

1. Purpose of the Plan

The Plan is an extension of the Current Plan, as an effort to prevent the decision of the Company’s financial and business policies from being controlled by an entity inappropriate in light of the Basic Policy on Control of the Company.

The Company’s Board of Directors believes that, in cases of large-scale purchases of the Company’s shares, etc., it will be in line with corporate value and ultimately the common interests of shareholders to ensure the provision of necessary information and time as well as negotiate with the purchaser, etc. in accordance with certain reasonable rules for the purpose of allowing shareholders to make an appropriate decision. Therefore, it has established certain rules concerning the provision of information and securing the time for examination at the time of large-scale purchases (the “Large-scale Purchase Rules”) with the following details and has decided to extend as the Plan the takeover defense measures, including the policy of countermeasures in cases of large-scale purchases of shares by an entity inappropriate in light of our Basic Policy on Control of the Company, subject to the approval of shareholders at this Meeting.

2. Purchase of the Company’s shares covered by the Plan

Purchases of the Company’s shares covered by the Plan shall be 1) purchases that make a specific shareholder group (Note 1) hold a 20% or more ratio of voting rights (Note 2) by purchasing the Company’s share certificates, etc. (Note 3); 2) purchases of the Company’s share certificates, etc., that result in the ratio of voting rights held by a specific shareholder group of 20% or more (in either case, except for purchases that have been approved by the Company’s Board of Directors in advance, and regardless of whether the method of purchase is a market transaction or tender offer or otherwise. Hereinafter, the purchase shall be referred to as a “Large-scale Purchase,” and an entity who performs the purchase shall be referred to as a “Large-scale Purchaser.”); or 3) regardless of whether the purchases defined in 1) or 2) above have been conducted, acts conducted between a specific shareholder group of the Company and another shareholder of the Company (including cases of multiple shareholders; the same shall apply hereinafter in 3)) that result in an agreement or other act whereby such other shareholder becomes a joint holder with the specific shareholder group, or any acts (Note 4) that establish a relationship (Note 5) in which one of the parties substantially controls the other or the parties act jointly or in concert (provided, however, that the total ratio of voting rights of share certificates, etc. issued by the Company held by the specific shareholder group and the other shareholder is 20% or more).

Note 1: A specific shareholder group means:

- (i) Holders of the Company’s share certificates, etc., (share certificates, etc., as defined in Article 27-23, Paragraph 1 of the Financial Instruments and Exchange Act) (including those who are deemed holders under Article 27-23, Paragraph 3 of the same Act; the same applies hereinafter) and their joint holders (joint holders as defined in Article 27-23, Paragraph 5 of the same Act, including those who are deemed joint holders under Article 27-23, Paragraph 6 of the same Act; the same shall

apply hereinafter);

- (ii) Persons who perform purchases, etc., (purchases, etc., as defined in Article 27-2, Paragraph 1 of the same Act, including those at financial instruments exchange markets) of the Company's share certificates, etc. (share certificates, etc. as defined in Article 27-2, Paragraph 1 of the same Act) and specially related parties of them (specially related parties as defined in Article 27-2, Paragraph 7 of the same Act; the same applies hereinafter);
- (iii) Related parties of the persons specified in (i) and (ii) above (meaning a collective group of parties that the Board of Directors of the Company reasonably deems to be any of the following: financial institutions including investment banks and securities companies that have entered into a financial advisory agreement with the said persons and parties that share a substantial interest with the said persons; and parties including tender offer agents, attorneys, accountants, or other advisors that are substantially controlled by or act jointly or in concert with the said persons); or
- (iv) Parties that have acquired the Company's share certificates, etc. from the persons falling under (i) through (iv) in this Note 1 via off-market direct transactions or by trading during off-trading hours of the Tokyo Stock Exchange (ToSTNeT-1).

Note 2: Ratio of voting rights means:

- (i) In the case that a specific shareholder group falls under (i) of Note 1, the ratio of share certificates, etc. (the holding ratio of share certificates, etc., as defined in Article 27-23, Paragraph 4 of the Financial Instruments and Exchange Act. In this case, the number of share certificates held (the number of share certificates, etc., held as defined in the same Paragraph; the same shall apply hereinafter) by the shareholder's joint holder shall be added) held by the holder; or
- (ii) In the case that a specific shareholder group falls under (ii) of Note 1, the total of ratios of shares certificates, etc. (the holding ratio of share certificates, etc., as defined in Article 27-2, Paragraph 8 of the same Act) held by the Large-scale Purchaser and by its specially related parties.

In calculating each ratio of voting rights, the total number of voting rights (as defined in Article 27-2, Paragraph 8 of the same Act) and the total number of issued shares (as defined in Article 27-23, Paragraph 4 of the same Act) may be determined by referring to the most recently submitted annual securities report, quarterly report or report on repurchase.

Note 3: Share certificates, etc., mean the share certificates, etc., as defined in Article 27-23, Paragraph 1 of the Financial Instruments and Exchange Act or those as defined in Article 27-2, Paragraph 1 of the same Act.

Note 4: The determination of whether the acts given in 3) above have been conducted shall be made reasonably by the Board of Directors (paying the utmost respect to the recommendations from the Independent Panel). The Board of Directors of the Company may request its shareholders to provide necessary information to the extent needed to determine whether the act falls under the conditions stated in 3) above.

Note 5: The determination of whether "a relationship between the specific shareholder group and the other shareholder in which one of the parties substantially controls the other or the parties act jointly or in concert" has been established shall be made mainly based on new investment relationships, business alliances, trading or contractual relationships, concurrent directorships, funding relationships, credit granting relationships, establishment of substantial interests regarding the Company's share certificates, etc., through means including derivatives and lending of shares, or the impact that the specific shareholder group and the other shareholder have on the Company directly or indirectly.

3. Establishment of the Independent Panel

In order to properly operate the Plan, to prevent any arbitrary decisions by the Board of Directors, and to ensure the objectivity and rationality of its decision, the Company will establish an Independent Panel in accordance with the Independent Panel Regulations (please see Appendix 1 for the outline of the regulations) same as under the Current Plan. The Independent Panel shall consist of 3 or more members who shall be selected from either the Outside Directors (including those who are Audit and Supervisory Committee Members) who are independent from the Company's business execution or outside experts (Note 6) to enable fair and neutral decisions. The names and past experiences of candidates for the Independent Panel members who are to be appointed upon the extension to the Plan are stated in Appendix 2.

The Company's Board of Directors, prior to triggering the countermeasures, shall consult the Independent Panel on whether or not to trigger the countermeasures, and the Independent Panel shall make recommendations to the Company's Board of Directors on whether or not the situation allows for the triggering of the countermeasures, upon careful evaluation and examination on the large-scale purchase from the viewpoint of enhancing the Company's corporate value and ultimately the common interests of shareholders. The Company's Board of Directors shall determine whether to trigger the countermeasures (including whether to convene the shareholder referendum referred to hereinafter in 5.) with the utmost respect for recommendations by the Independent Panel. The outline of recommendations by the Independent Panel shall be made public where deemed appropriate.

In order to ensure that the judgment of the Independent Panel is in line with the Company's corporate value

and ultimately the common interests of shareholders, the Independent Panel may seek guidance from external specialists who are independent third parties (financial advisors, certified public accountants, attorneys, consultants, and other specialists), etc. at the Company's expense.

Note 6: Outside experts mean corporate managers, former government officials, attorneys, certified public accountants, academic experts, and persons equivalent thereto with a track record.

4. Outline of the Large-scale Purchase Rules

(1) Prior submission of a letter of intent from the Large-scale Purchaser to the Company

In the case that a Large-scale Purchaser intends a Large-scale Purchase, the Large-scale Purchaser should first submit a letter of intent in Japanese containing the following including a legally binding pledge to follow the Large-scale Purchase Rules, to the Company's Board of Directors prior to performing or proposing the Large-scale Purchase in a format designated by the Company.

- (a) Name and address of the Large-scale Purchaser
- (b) Law governing its incorporation
- (c) Name of representative
- (d) Contact address in Japan
- (e) Outline of the proposed Large-scale Purchase
- (f) Pledge to observe the Large-scale Purchase Rules provided in the Plan

In the case that the Company's Board of Directors receives a letter of intent from a Large-scale Purchaser, the Board of Directors shall promptly make public to that effect and where deemed necessary, its details.

(2) Provision of necessary information from the Large-scale Purchaser

Within 10 business days from the day following the date of receiving the letter of intent that contains all details specified in 4. (1) (a) through (f) above, the Company's Board of Directors will issue to the Large-scale Purchaser a written form (the "List of Necessary Information") that contains information regarding the Large-scale Purchase (the "Necessary Information"). The Large-scale Purchaser shall submit the Necessary Information in writing in accordance with descriptions in the List of Necessary Information to the Company's Board of Directors.

General items of the Necessary Information are as specified below. Specific details of the information may vary depending on the attribute of the Large-scale Purchaser and details of the Large-scale Purchase, but should be limited, in all cases, within the scope necessary and sufficient for our shareholders to make decisions and for the Company's Board of Directors to form an opinion.

- (a) Details of the Large-scale Purchaser and its group (including joint holders, specially related parties and partners (in the case of a fund) and other members) (including names, details of business, background or history, capital composition, financial conditions, and information on experience, etc., in a peer business of the Company's and the Group's business)
- (b) Purpose, method, and details of the Large-scale Purchase (including value and type of consideration for the Large-scale Purchase, timing for the Large-scale Purchase, structure of related transactions, legality of the method of the Large-scale Purchase, feasibility of the Large-scale Purchase and related transactions, etc.)
- (c) Basis for calculating the purchase price of the Company's shares in the Large-scale Purchase (including the facts assumed for calculation, method of calculation, numerical information used in the calculation, and the details of synergies that are expected to arise from the series of transactions pertaining to the Large-scale Purchase)
- (d) Funding for the Large-scale Purchase (including specific name of the provider (including substantial provider) of the fund, procuring method, and details of related transactions)
- (e) Candidates for officers of the Company and the Group companies after the completion of the Large-scale Purchase (including information on their experiences, etc. in a peer business of the Company and the Group companies), management policy, business plan, financial plan, capital policy, dividend policy, asset utilization measures, etc., for the Company and the Group companies
- (f) Whether there will be any changes after the completion of the Large-scale Purchase with regard to the relationship between the Company/the Group companies and their stakeholders, including customers, business partners, and employees, and details of such changes, if any

The Company's Board of Directors may set a deadline for the Large-scale Purchaser to provide information, where deemed necessary from the viewpoint of enabling prompt implementation of the Large-scale Purchase Rules. However, in the case where the Large-scale Purchaser requests an extension of the deadline based on reasonable grounds, the Board of Directors may extend the deadline.

In the case where the initially provided Necessary Information in accordance with the above is found to be

insufficient as information to evaluate and examine the Large-scale Purchase as a result of close examination by the Company's Board of Directors, the Board may request the Large-scale Purchaser to provide additional information until all of the Necessary Information has been provided by setting a reasonable deadline as necessary (however, the upper limit of the deadline shall be 60 days from the date on which the provision of the Necessary Information was initially requested).

When the Company's Board of Directors judges that the Large-scale Purchaser has provided all the Necessary Information that is necessary and sufficient to evaluate and examine the Large-scale Purchase, the Board of Directors shall notify the Large-scale Purchaser and publicly announce to that effect.

Also, in the case the Company's Board of Directors' request to the Large-scale Purchaser to provide additional Necessary Information was met with a reasonable explanation by the Large-scale Purchaser that there is difficulty in providing part of the additional information, the Company's Board of Directors may terminate negotiations, etc., with the Large-scale Purchaser for the provision of information even if all of the Necessary Information requested has not been obtained, and the Board of Directors may commence the evaluation and examination stated to in (3) below.

The Necessary Information provided to the Company's Board of Directors will be submitted to the Independent Panel, and, if deemed necessary for shareholders to make decisions, all or part of the Necessary Information shall be made public at the time deemed appropriate by the Company's Board of Directors.

(3) Evaluation, Examination, etc., of the Necessary Information by the Company's Board of Directors

The Company's Board of Directors will set a period for the evaluation, examination, negotiation, forming an opinion, and formulating an alternative proposal by the Company's Board of Directors (the "Board of Directors Evaluation Period"), which shall be, depending on the difficulty of evaluation, etc. of the Large-scale Purchase, the period after the Large-scale Purchaser has completed the provision of the Necessary Information to the Company's Board of Directors, of up to 60 days in the case of a Large-scale Purchase of all the Company's shares through a tender offer solely in exchange for cash (in Japanese yen); or of up to 90 days in the case of other Large-scale Purchases.

During the Board of Directors Evaluation Period, the Company's Board of Directors will adequately evaluate and examine the Necessary Information provided, seeking guidance from external specialists who are independent third parties (financial advisors, certified public accountants, attorneys, consultants, and other specialists), etc. apart from the Independent Panel as necessary, and with the utmost respect for recommendations by the Independent Panel, carefully compile and make public an opinion as the Company's Board of Directors. In addition, the Company's Board of Directors may negotiate with the Large-scale Purchaser to improve conditions related to the Large-scale Purchase as necessary, and may present the Board's alternative proposal to shareholders.

5. The Company's Response Policy to a Large-scale Purchase

(1) If the Large-scale Purchaser does not observe the Large-scale Purchase Rules

In the case that the Large-scale Purchaser did not observe the Large-scale Purchase Rules, the Company's Board of Directors may take the measures permitted by the Companies Act and other laws, as well as the Company's Articles of Incorporation, regardless of the specific method of purchase, to counter such Large-scale Purchases for the purpose of protecting the Company's corporate value and ultimately the common interests of shareholders.

Also, in judging whether or not the Large-scale Purchase Rules have been observed, the Company's Board of Directors shall fully take into account the circumstances of the Large-scale Purchaser to a reasonable extent, and, at least, shall not judge that the Large-scale Purchase Rules were not observed solely based on the fact that a part of the Necessary Information had not been submitted.

(2) If the Large-scale Purchaser observes the Large-scale Purchase Rules

(A) Triggering or non-triggering of the countermeasures based on the decision of the shareholder referendum

In the case that the Large-scale Purchaser observes the Large-scale Purchase Rules and even if the Company's Board of Directors disagrees with it, the Board shall go as far as try to persuade shareholders by expressing its opposition and presenting an alternative proposal to the Large-scale Purchase, but in principle, shall not take countermeasures against it. Shareholders shall decide whether or not to accept the purchase proposal by the Large-scale Purchaser, after having considered the purchase proposal and the opinions, alternative proposal, etc., for the purchase proposal presented by the Company.

However, upon examining the Large-scale Purchase with the utmost respect to the Independent Panel's advice, in the case that the Company's Board of Directors has judged that the Large-scale Purchase will significantly impair the Company's corporate value and ultimately the common interests of shareholders, such as causing irreparable damage to the Company or otherwise, the Company will

convene a general meeting of shareholders (hereinafter referred to in the Plan as the “Shareholder Referendum”) as set forth in (4) below to confirm shareholders’ intention on whether or not to trigger the countermeasures, except for the cases that fall under any of (a) to (e) in (B) below. The Company’s Board of Directors will decide on triggering or not triggering the countermeasures in accordance with the results of the Shareholder Referendum. The details of the procedures are as stated in (4) below.

(B) Triggering of the countermeasures by the decision of the Board of Directors

Even if the Large-scale Purchase Rules are observed, in the case where the Large-scale Purchase falls under any of (a) to (e) below, and the Company’s Board of Directors judges it is clear that the Large-scale Purchase will significantly impair the Company’s corporate value and ultimately the common interests of shareholders, such as causing irreparable damage to the Company or otherwise, the Company’s Board of Directors may decide to trigger the countermeasures mentioned in (1) above within the scope necessary and appropriate, as an exception, without holding the Shareholder Referendum, for the purpose of protecting the Company’s corporate value and ultimately the common interests of shareholders with the utmost respect for recommendations by the Independent Panel.

- (a) In the case where it is judged that the Company’s shares are acquired, without any intention to truly participate in the management of the Company, for the exclusive purpose of raising the share price and forcing the Company’s related parties to buy back the shares at a premium (the so-called greenmailer);
- (b) In the case where it is judged that the Company’s shares are acquired for the purpose of implementing the so-called scorched-earth management by temporally controlling the Company’s management and forcing the intellectual property, know-how, confidential corporate information, major business partners, customers, etc. that are necessary for the businesses of the Company and the Group companies to be transferred to the Large-scale Purchaser or its group companies, etc.;
- (c) In the case where it is judged that the Company’s shares are acquired with the intention of appropriating the assets of the Company and the Group companies to fund collaterals or repayment of liabilities of the Large-scale Purchaser or its group companies, etc. after having taken control over the Company’s management;
- (d) In the case where it is judged that the Company’s shares are acquired for the purpose of temporarily controlling the Company’s management to force the Company to dispose of real estate, securities and other high-value assets, etc., that are not relevant to the businesses of the Company and the Group companies for the time being, and using the profits of the disposal to force temporary high dividends, or taking advantage of the opportunity afforded by a sudden rise in the share price created by the temporary high dividends to sell the shares at a premium;
- (e) In the case where the method of purchasing the Company’s shares proposed by the Large-scale Purchaser is judged likely to restrict the opportunities or freedom of judgment by shareholders, and to effectively force the shareholders to sell the Company’s shares, as seen in the so-called coercive two-tier purchase (a purchase of shares by tender offer, etc., in which not all the shares are purchased in the first stage of purchase, and the purchasing conditions in the second stage are set unfavorably or not stated clearly).

(3) Outline of the countermeasures

In case the Company’s Board of Directors judges it appropriate to trigger the countermeasures in accordance with the procedures set forth in (1) or (2) above, the Board will make a decision as a governing body under the Companies Act on triggering or not triggering the countermeasures after giving due consideration to the specific details of the countermeasures, their necessity, adequacy, etc. with the utmost respect for recommendations by the Independent Panel.

The Company’s Board of Directors shall select the specific measures deemed most suitable at that point in time. One example of the specific countermeasure to be taken by the Company’s Board of Directors is, in principle, as specified in Appendix 3, the gratis allotment of stock acquisition rights. In the actual gratis allotment of stock acquisition rights, certain terms may be set to maintain its effects as countermeasures, such as creating a condition for exercising the stock acquisition rights that the shareholder does not belong to a specific shareholder group having voting rights exceeding a certain ratio, provided, the Company does not assume the delivery of cash in exchange for acquiring the stock acquisition rights held by the Large-scale Purchaser.

(4) Shareholder Referendum

In the case where the Company's Board of Directors decides to convene the Shareholder Referendum, a period of up to 60 days (the "Shareholders Examination Period") will be provided for shareholders to fully examine whether or not to trigger the countermeasures under the Plan, and the Referendum will be held during the Shareholder Examination Period.

When the Company's Board of Directors resolved to hold the Shareholder Referendum and determined its record date, the Board of Directors Evaluation Period shall end on that date and the Shareholders Examination Period shall commence immediately.

When holding the Shareholder Referendum, the Company's Board of Directors shall provide shareholders in writing the Necessary Information provided by the Large-scale Purchaser, opinions of the Company's Board of Directors concerning the Necessary Information, alternate proposals by the Company's Board of Directors, and other matters deemed appropriate by the Company's Board of Directors, together with the convocation notice of the Referendum, and disclose it in a timely and appropriate manner.

When the Shareholder Referendum makes a resolution to trigger or not trigger the countermeasures, the Company's Board of Directors shall comply with the resolution. Specifically, when a proposal suggesting that the countermeasures be triggered is rejected at the Shareholder Referendum, the Company's Board of Directors will not trigger the countermeasures. In this case, the Shareholders Examination Period shall end at the conclusion of the Shareholder Referendum.

On the other hand, when a proposal suggesting that the countermeasures be triggered is passed at the Shareholder Referendum, the Company's Board of Directors shall pass a resolution that is required to trigger the countermeasures promptly after the conclusion of the Referendum. In this case, the Shareholders Examination Period shall end at the conclusion of the Board of Directors meeting. The results of the Shareholder Referendum will be disclosed in a timely and appropriate manner after the resolution is made.

(5) Large-scale Purchase waiting period

In the case a Shareholders Examination Period is not provided, the period from the submission date of the letter of intent stated in "4. (1) Prior submission of a letter of intent from the Large-scale Purchaser to the Company" above to the Company's Board of Directors up to the end of the Board of Directors Evaluation Period shall be provided as the Large-scale Purchase waiting period. In the case a Shareholders Examination Period is provided, the Large-scale Purchase waiting period shall be from the submission date of the letter of intent specified in "4. (1) Prior submission of a letter of intent from the Large-scale Purchaser to the Company" to the Company's Board of Directors until the end of the Shareholders Examination Period. During the Large-scale Purchase waiting period, a Large-scale Purchase shall not be conducted.

Accordingly, a Large-scale Purchase shall be allowed to be commenced only after the elapse of the Large-scale Purchase waiting period.

(6) Suspending the Triggering of the countermeasure, etc.

In the event the Large-scale Purchaser withdraws or changes the Large-scale Purchase or other events occur that the Company's Board of Directors has judged that the triggering of the countermeasure is not appropriate, after the Company's Board of Directors or the Shareholder Referendum has made a resolution to take a specific countermeasure in accordance with (1) or (2) above, the Company's Board of Directors may suspend the triggering of the countermeasure with the utmost respect for opinions or recommendations of the Independent Panel.

For instance, in the event of gratis allotment of stock acquisition rights as a countermeasure, even after the pertinent resolution was passed by the Company's Board of Directors or after the gratis allotment of stock acquisition rights is performed, when the Company's Board of Directors judges that the triggering of such countermeasure is not appropriate for instance when the Large-scale Purchaser withdraws or changes the Large-scale Purchase, the Company's Board of Directors may suspend the triggering of the countermeasure with the utmost respect for recommendations of the Independent Panel by suspending the gratis allotment of stock acquisition rights for a period up to the day before the effective date of stock acquisition rights, or by the Company acquiring the stock acquisition rights without consideration (as a result, shareholders will lose their stock acquisition rights) during the period after the gratis allotment of stock acquisition rights up to the day before the commencement date of the exercise period.

In the event of the suspension, etc., of the triggering of the countermeasure, the decision will be disclosed at an appropriate time and manner in accordance with applicable laws and regulations and the listing rules of financial instruments exchanges where the Company's shares are listed.

6. Commencement of application, effective period, extension, and abolition of the Plan

The Plan shall take effect upon the resolution of this Proposal and shall remain effective until the conclusion

of the Company's 125th Annual General Meeting of Shareholders to be held by June 30, 2026.

However, the Plan, even after its extension is approved in this Meeting and takes effect, shall be abolished at the time when i) a resolution to abolish the Plan is made at the Company's general meeting of shareholders, or ii) a resolution to abolish the Plan is made by the Company's Board of Directors.

In addition, even during the effective period of the Plan, the Company's Board of Directors will review the Plan from time to time from the viewpoint of enhancing the Company's corporate value and ultimately the common interests of shareholders, and may make changes in the Plan after having obtained approval by the general meeting of shareholders. Thus, in the case the Company's Board of Directors decides to extend, change or abolish, etc. the Plan, the details will be promptly disclosed.

Furthermore, even during the effective period of the Plan, in the case that laws and regulations related to the Plan, rules of financial instruments exchanges where the Company's shares are listed or other rules are newly established, revised, or abolished and such establishment, revision, or abolishment are deemed appropriate to be reflected in the Plan, or in the case of an appropriate need to correct errors or omissions in the words and phrases, etc., and unless any disadvantage is caused to shareholders, the Company's Board of Directors may revise or change the Plan with the consent of the Independent Panel as necessary.

II. Supplemental explanation

In addition to the details of the Plan as stated in I. above, we request our shareholders to approve this Proposal upon taking into consideration i) impact, etc. on shareholders and ii) rationale of the Plan described as follows.

1. Impact, etc. of the Plan on shareholders

(1) Impact, etc. of the Large-scale Purchase Rules on shareholders

The purpose of the Large-scale Purchase Rules is to provide shareholders with information necessary to decide whether or not to accept the Large-scale Purchase, to provide the opinion of the Company's Board of Directors that is currently in charge of the Company's management, and to secure an opportunity for shareholders to be presented with an alternative proposal. We believe that, with these Rules, our shareholders will be able to make an appropriate decision on whether or not to accept the Large-scale Purchase while being provided with sufficient information and proposals, which will lead to the protection of the Company's corporate value and ultimately the common interests of shareholders. Therefore, we believe that providing the Large-scale Purchase Rules is a prerequisite for our shareholders in making an appropriate decision and thereby contribute to the interests of shareholders.

Further, as stated in I. 5. above, as the Company's response policy to a Large-scale Purchase will vary depending on whether the Large-scale Purchaser observes the Large-scale Purchase Rules, shareholders are advised to pay attention to the actions of the Large-scale Purchaser.

(2) Impact on shareholders at the time of triggering the countermeasures

When the Large-scale Purchaser does not observe the Large-scale Purchase Rules, or even when the Large-scale Purchase observes the Large-scale Purchase Rules, in the case where the Large-scale Purchase is judged to significantly impair the Company's corporate value and ultimately the common interests of shareholders in such an event as causing irreparable damage to the Company, the Company's Board of Directors may implement the countermeasures permitted by the Companies Act and other laws, as well as the Company's Articles of Incorporation, such as the gratis allotment of stock acquisition rights in accordance with the procedures in I. 5. (1) and (2) above, for the purpose of protecting the Company's corporate value and ultimately the common interests of shareholders. Given the structure of the countermeasures, we do not assume any event that shareholders (excluding the Large-scale Purchaser who does not observe the Large-scale Purchase Rules and the Large-scale Purchaser who intends a Large-scale Purchase that is deemed to impair the interests of the Company's shareholders as a whole by causing irreparable damage to the Company, etc.) incur any extraordinary loss in legal rights or economic terms.

In the case where the Company's Board of Directors has decided to implement a specific countermeasure, such decision will be disclosed at an appropriate time and manner in accordance with applicable laws and regulations, the listing rules of financial instruments exchanges where the Company's shares are listed, etc.

For instance, in the event of gratis allotment of stock acquisition rights as a countermeasure, shareholders shall be allotted stock acquisition rights without applying for subscription and upon the Company taking the procedure to acquire the stock acquisition rights, shareholders will receive the Company's shares in exchange, without payment of money equivalent to the exercise price of stock acquisition rights, and therefore, they will not be required to take any application, payment, or other procedures. In this case however, the Company may request shareholders receiving allotment of stock acquisition rights to submit a written pledge to the effect that

they are not the Large-scale Purchaser, etc., in a form designated by the Company.

Furthermore, even after the allotment date of stock acquisition rights or after the stock acquisition rights have taken effect, the Company may suspend the allotment of stock acquisition rights, or acquire the stock acquisition rights without consideration and without delivering the Company's shares for the stock acquisition rights by the day before the commencement date of the exercise period of stock acquisition rights, due to circumstances, such as the Large-scale Purchaser withdrew the Large-scale Purchase. In this case, shareholders or investors who disposed of the Company's shares assuming that the per share value of the Company's shares will be diluted after the shareholders receiving gratis allotment of stock acquisition rights are fixed (on or after the ex-rights date) may suffer commensurate loss due to fluctuation in share price.

2. Rationale of the Plan (the Plan is in line with the Basic Policy on Control of the Company and the Company's corporate value and ultimately the common interests of shareholders, and not intended to maintain the positions of the Company's officers)

By designing the Plan in consideration of the following points, the Company believes that the Plan is in line with the Basic Policy on Control of the Company and the Company's corporate value and ultimately the common interests of shareholders, while not construed as intended to maintain the positions of the Company's officers.

(1) The Plan satisfies the requirements concerning the guidelines on takeover defense measures

The Plan satisfies the three principles (namely, principle of protecting and enhancing corporate value and shareholders' common interests; principle of prior disclosure and shareholders' will; and principle of ensuring the necessity and reasonableness), set forth in the "Guidelines Regarding Takeover Defense for the Purposes of Protection and Enhancement of Corporate Value and Shareholders' Common Interests," released by the Ministry of Economy, Trade and Industry (METI) and the Ministry of Justice on May 27, 2005.

Also, the Plan is based on the details of the "Takeover Defense Measures in Light of Recent Environmental Changes," a report released on June 30, 2008 by the Corporate Value Study Group established in the METI and the "Principle 1.5 Anti-Takeover Measures" provided in the Corporate Governance Code of Japan released by Tokyo Stock Exchange, Inc. on June 1, 2015.

(2) The Plan is extended for the purpose of ensuring and enhancing the common interests of shareholders

As stated in I. 1. "Purpose of the Plan" above, the Plan is extended for the purpose of securing information and time necessary for our shareholders to decide whether or not to accept the Large-scale Purchase, for the Company's Board of Directors to present an alternative proposal, or enabling negotiation with purchasers, etc., for our shareholders in the event of a Large-scale Purchase of the Company's shares, and thereby securing and enhancing the Company's corporate value and ultimately the common interests of shareholders.

(3) The Plan reflects Shareholders' Intent

The Plan is subject to the approval of shareholders at this Meeting, and the Company will confirm the intent of shareholders regarding the Plan at this Meeting to reflect shareholders' intent in the Plan.

Also, even during the effective period of the Plan after its extension, if the Company's general meeting of shareholders resolves to abolish the Plan, it will be abolished at that moment, and hence the Plan reflects shareholders' intent.

Furthermore, the countermeasures are triggered, in principle, only if a Large-scale Purchaser does not observe the Large-scale Purchase Rules, or the Shareholder Referendum resolves to trigger the countermeasures, with the exception of the four types of purchases ruled out by the Tokyo High Court and a coercive two-tier purchase, which can trigger the countermeasures by the discretion of the Board of Directors. Accordingly, the Plan is designed to reflect the intents of shareholders as much as possible with respect also to the decision on whether or not to trigger the countermeasures.

(4) Emphasizing decisions by highly independent persons outside the Company

As stated in I. 5. "The Company's Response Policy to a Large-scale Purchase" above, a decision to trigger the countermeasures in the Plan shall be made after the Company has consulted the Independent Panel comprised of members who are independent from the Company's management that executes the Company's business, with the utmost respect for recommendations of the Independent Panel, and procedures to secure transparent operation of the Plan are in place to contribute to the Company's corporate value and ultimately the common interests of shareholders.

(5) The Plan is not a dead-hand type or slow-hand type takeover defense measure

The Plan may be abolished by the Company's Board of Directors, which is comprised of Directors elected at the Company's general meeting of shareholders. Accordingly, the Plan is not a dead-hand type takeover defense measure (a takeover defense measure that cannot be prevented from triggering even if a majority of the members of the Board of Directors are replaced). Also, the Company has set the term of office for the Directors (excluding Directors who are Audit and Supervisory Committee Members) at 1 year. In addition, the Company has not adopted a staggered system for Directors who are Audit and Supervisory Committee Members, and therefore the Plan is not a slow-hand type takeover defense measure (a takeover defense measure which takes time to block triggering because all the members of the Board of Directors cannot be replaced at once). Furthermore, the Company has not added any additional conditions to resolution requirements for the removal of Directors by requiring an extraordinary resolution.

(Appendix 1) Outline of the Independent Panel Regulations

- The Independent Panel shall be established by a resolution of the Company's Board of Directors.
- The Independent Panel shall consist of 3 or more members who shall be elected by resolution of the Company's Board of Directors from among the Outside Directors (including those who are Audit and Supervisory Committee Members) and outside experts (corporate managers, former government officials, attorneys, certified public accountants, academic experts, and persons equivalent thereto with a track record) who are independent from the management executing the Company's business to enable fair and neutral decisions.
- The Independent Panel shall make recommendations to the Company's Board of Directors, in principle, on the details of decisions, along with the reasons and grounds, regarding matters consulted by the Board of Directors, such as a decision on whether the Large-scale Purchaser observed the Large-scale Purchase Rules, a decision on whether a Large-scale Purchase is deemed to significantly impair the Company's corporate value and the common interests of shareholders, a decision on triggering or not triggering the countermeasures, and a decision on suspension of the countermeasures once triggered. Each member of the Independent Panel shall make decisions on such matters from the perspective of whether they will contribute to the Company's corporate value and ultimately the common interests of shareholders.
- The Independent Panel may seek guidance from external specialists who are independent third parties (financial advisers, certified public accountants, attorneys, consultants, and other specialists), etc., as necessary at the Company's expense.
- The resolution of the Independent Panel shall be made by a majority vote of its members.

(Appendix 2) Past Experience of Independent Panel Members

The following 3 persons are expected to continue to be the members of the Independent Panel after the extension of the Plan.

Tatsuko Koike

Date of birth: November 21, 1957

April	1980	Joined Ehime Broadcasting Corp. (currently Ehime Broadcasting Co., Ltd.)
October	1981	Freelance announcer
January	2011	Registered as an Attorney-at-law (Daini Tokyo Bar Association)
January	2011	Joined Ginza Sogo Law Office (to present)
July	2018	Substitute Outside Audit & Supervisory Board Member, AZEARTH Corporation (to present)
June	2019	Outside Director, the Company (to present)
June	2021	Outside Director who is Audit and Supervisory Committee Member, MIURA CO., LTD. (to present)
June	2022	Outside Audit & Supervisory Board Member, Sumitomo Riko Company Limited (to present)

Mamoru Irie

Date of birth: November 9, 1958

April	1982	Joined Yasuda Life Insurance Company
January	2004	Head of General Affairs Department, Yokohama Branch, Meiji Yasuda Life Insurance Company
April	2005	Head of General Affairs and Internal Control Promotion Department, Kagoshima Branch
April	2008	Auditor, Auditing Department
April	2015	Chief Internal Auditor, Internal Audit Department
April	2016	Vice-Head of Human Resources Department
November	2018	Head of Corporate Planning Department, Meiji Yasuda General Insurance Co., Ltd.
November	2018	Operational Manager, Corporate Planning Department (to present)
June	2020	Outside Director who is Audit and Supervisory Committee Member, the Company (to present)

Ikuo Chiyonobe

Date of birth: November 17, 1962

April	1985	Joined Nippon Fire & Marine Insurance Co., Ltd.
August	2009	Director, Executive Officer, General Manager, Office of Group CEO, Sompo 24 Insurance Company Limited
April	2013	Director, Executive Vice President, General Manager, Office of Group CEO, Sompo 24 Insurance Company Limited
April	2014	General Manager, Office of Group CEO, General Manager, Human Capital/General Affairs Department, Sompo 24 Insurance Company Limited
April	2015	Executive Officer, General Manager, Mie Branch, Sompo Japan Nipponkoa Insurance Inc.
June	2021	Outside Director, Chuo-Nittochi Group Co., Ltd. (to present) Outside Director, Chuo-Nittochi Co., Ltd. (to present)
June	2022	Outside Director, Joyo Total Service Co., Ltd. (to present)
June	2022	Outside Director who is Audit and Supervisory Committee Member, the Company (to present)

Note 1: There are no special interests between the Company and any of the independent panel members above.

Note 2: Ms. Tatsuko Koike listed above is currently serving as an Outside Director of the Company, and if the proposal to elect her is approved at this General Meeting of Shareholders, she will be reappointed as an Outside Director of the Company. Furthermore, the Company has registered her as an Independent Director in accordance with the rules of Tokyo Stock Exchange, Inc., and if this proposal to elect her is approved, the Company intends to continue to register her as an Independent Director.

Note 3: The Company has registered Outside Directors Mr. Mamoru Irie and Mr. Ikuo Chiyonobe as Independent Directors at Tokyo Stock Exchange, Inc., on which the Company's shares are listed.

(Appendix 3) Outline of the Gratis Allotment of Stock Acquisition Rights

1. Shareholders eligible for the gratis allotment of stock acquisition rights and the allotment method
Stock acquisition rights shall be allotted to the shareholders who are listed on the latest shareholder registry on the allotment date designated by the Company's Board of Directors without any new payment, at a proportion of 1 stock acquisition right to 1 common share of the Company held by the shareholders (excluding common shares held by the Company).
2. Class and number of shares underlying the stock acquisition rights
The class of shares underlying the stock acquisition rights shall be the Company's common shares, and 1 share shall be delivered for each stock acquisition right. However, in the event of a stock split or reverse stock split of the Company's shares, necessary adjustments shall be made.
3. Total number of stock acquisition rights to be allotted to shareholders
The maximum number of stock acquisition rights to be allotted shall be the total number of authorized shares of the Company on the allotment date designated by the Company's Board of Directors less the total number of the Company's common shares issued and outstanding (excluding the common shares held by the Company). The Company's Board of Directors may divide the allotment of stock acquisition rights into several occasions.
4. Details and amount of property to be contributed upon exercise of each stock acquisition right
Property to be contributed upon the exercise of each stock acquisition right shall be cash and the amount shall be designated by the Company's Board of Directors at 1 yen or more. In the case the Company's Board of Directors decides to acquire the stock acquisition rights, the Company may deliver new shares for shareholders in exchange for acquiring stock acquisition rights without any payment of the amount equivalent to the exercise price.
5. Transfer restrictions on stock acquisition rights
Any acquisition of stock acquisition rights by transfer shall require the approval of the Company's Board of Directors.
6. Exercise conditions for stock acquisition rights
Exercise of the stock acquisition rights shall require that the entity exercising rights shall not belong to a specific shareholder group which holds 20% or more of the total voting rights (excluding those approved by the Company's Board of Directors in advance), etc. The details shall be separately determined by the Company's Board of Directors. The Company will not deliver cash in exchange for acquiring stock acquisition rights from persons who are not allowed to exercise stock acquisition rights.
7. Exercise period, etc., of stock acquisition rights
The Company's Board of Directors shall separately determine the effective date of the allotment of stock acquisition rights, the exercise period, provisions for acquisition and other necessary matters. Provisions for acquisition may be set forth to the effect that the Company may acquire stock acquisition rights held by persons other than those who are not allowed to exercise stock acquisition rights based on the exercise conditions in 6. above and deliver a number of the Company's common shares as separately determined by the Company's Board of Directors for each stock acquisition right; and that the Company acquires stock acquisition rights without consideration and without delivering the Company's shares for the stock acquisition rights.