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(Securities Code 9001)
May 30, 2019

To Shareholders with Voting Rights:

Yoshizumi Nezu
President and Representative Director
TOBU RAILWAY CO., LTD.
Registered Office: 1-2 Oshiage 1-chome, Sumida-ku, Tokyo
Head Office: 18-12 Oshiage 2-chome, Sumida-ku, Tokyo

NOTICE OF
THE 199TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

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

You are cordially invited to attend the 199th Annual General Meeting of Shareholders of TOBU RAILWAY CO., LTD. (the "Company"). The Meeting will be held for the purposes as described below.

If you are unable to attend the Meeting in person, you may exercise your voting rights either by mail or via the Internet. Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 6:15 p.m. on Thursday, June 20, 2019 (Japan time).

1. **Date and Time:** Friday, June 21, 2019 at 10:00 a.m. (Japan time)
   (The reception desk will open at 8:45 a.m.)

2. **Place:** Nishiki on the 4th floor of TOBU HOTEL LEVANT TOKYO located at 2-2, Kinshi 1-chome, Sumida-ku, Tokyo, Japan

3. **Purposes:**
   Items to be reported:
   1. The Business Report, Consolidated Financial Statements for the Company's 199th Fiscal Year (from April 1, 2018 to March 31, 2019) and results of audits by the Independent Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements
   2. Non-consolidated Financial Statements for the Company's 199th Fiscal Year (from April 1, 2018 to March 31, 2019)

   Items to be resolved:
   Proposal 1: Appropriation of Surplus
   Proposal 2: Election of Ten (10) Directors
   Proposal 3: Determination of the Amounts and the Details of Stock-based Compensation, etc. for Directors

4. **Predetermined Terms of the Convening:**
   (1) If you exercise your voting rights both by mail and via the Internet, the vote exercised via the Internet will be counted as valid.
   (2) If you exercise your voting rights multiple times via the Internet, the last vote exercised will be counted as valid.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

The Company proposes the appropriation of surplus as follows:
Matters regarding year-end dividend

In order to strengthen the management base over the long-term, the Company pays an ordinary dividend with the basic policy of continuing stable dividend payments by ensuring financial soundness as well as comprehensively taking into consideration its business performance and management environment.

Looking ahead to future business performance and business development, the Company would like to pay a year-end dividend for the fiscal year under review as follows:

(1) Type of dividend property
Cash

(2) Distribution of dividend property to shareholders and total amount
¥17.5 per share of common stock of the Company
Total amount: ¥3,697,094,433
(Accordingly, the annual dividend, including the interim dividend of ¥17.50 per share, amounts to ¥35 per share.)

(3) Effective date of distribution
June 24, 2019

Proposal 2: Election of Ten (10) Directors

All of the nine (9) Directors will complete their respective terms of office at the conclusion of this General Meeting of Shareholders. Accordingly, the election of ten (10) Directors is proposed.

The candidates are as follows:

(Reference) List of Candidates

No.	Name		Position in the Company
1	Yoshizumi Nezu	Reappointment	President and Representative Director
2	Kenichi Tsunoda	Reappointment	Representative Director
3	Hiroaki Miwa	Reappointment	Director
4	Koichi Sekiguchi	Reappointment	Director
5	Toshiaki Onodera	Reappointment	Director
6	Takashi Kobiyama	Reappointment	Director
7	Tsutomu Yamamoto	Reappointment	Director
8	Mitsuyoshi Shibata	Reappointment Outside Director Independent Director	Director
9	Takaharu Ando	Reappointment Outside Director Independent Director	Director
10	Akihiro Ojiro	New Candidate	–

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1	Yoshizumi Nezu (October 26, 1951)	April 1974 Joined the Company April 1988 General Manager with special assignment of Group Administration Office May 1990 General Manager of Group Administration Office June 1990 Director, General Manager of Group Administration Office April 1991 Managing Director June 1993 Representative Director (to present) June 1993 Senior Managing Director June 1995 Vice President and Representative Director June 1999 President and Representative Director April 2018 President & Representative Director and Executive Officer (to present) [Significant concurrent positions] Outside Director, Matsuya Co., Ltd. External Audit & Supervisory Board Member, FUKOKU MUTUAL LIFE INSURANCE COMPANY	400,900 shares
		[Reason for nomination as a candidate for Director] Mr. Yoshizumi Nezu has served in important positions of group administration division, etc., and he is well familiar with general operations of the Group. He also performs his duties by making use of his rich management experience and broad insight as a Director of the Company. From 1999, he has directed management of the Group with strong leadership as President and Representative Director, realizing improved corporate value by enhancing our management foundation. We have determined him to be the proper person for pursuing further improvement of corporate value in the future. Therefore, we nominate him as a candidate for Director again.	

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
2	Kenichi Tsunoda (February 21, 1946)	April 1968 Joined the Company April 1996 General Manager with special assignment of General Planning Office October 1996 General Manager of General Planning Office April 1999 General Manager of Human Resources Department June 1999 Director, General Manager of Human Resources Department June 2001 Managing Director, General Manager of Human Resources Department January 2002 Managing Director, Head of Railway Business Division April 2006 Managing Director June 2007 Representative Director (to present) June 2007 Senior Managing Director June 2014 Vice President and Representative Director April 2018 Vice President & Representative Director and Executive Officer June 2018 Vice President & Representative Director and Executive Officer (to present) [Responsibilities in the Company] Internal Audit Department, General Affairs and Legal Department and Research Office [Reason for nomination as a candidate for Director] Mr. Kenichi Tsunoda has served in important positions in the railway business division, corporate organization and human resources division and corporate planning division, etc., and he is well familiar with general operations of the Group. He also performs his duties by making use of his rich management experience and broad insight as a Director of the Company. Currently he is demonstrating his leadership in oversight of general business from a perspective of optimizing the Group overall, with the aim of improving our corporate value. We have determined him to be the proper person for pursuing further improvement of corporate value in the future. Therefore, we nominate him as a candidate for Director again.	11,900 shares

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
3	Hiroaki Miwa (November 23, 1958)	April 1981 Joined the Company October 2005 General Manager with special assignment of Planning and Administration Department, Railway Business Division April 2006 General Manager of Human Resources Department June 2011 Director, General Manager of Human Resources Department June 2015 Managing Director, Head of Lifestyle Service Creation Division and General Manager of Human Resources Department July 2015 Managing Director, Head of Lifestyle Service Creation Division April 2016 Managing Director June 2017 Representative Director June 2017 Senior Managing Director July 2017 Senior Managing Director, Head of Corporate Planning Division April 2018 Senior Managing Director & Representative Director and Senior Managing Executive Officer, Head of Corporate Planning Division June 2018 Director and Senior Managing Executive Officer, Head of Corporate Planning Division (to present) [Responsibilities in the Company] Corporate Planning Division, Human Resources Department, Lifestyle Service Creation Division, Ikebukuro Area Development Department, Sumida Mizbering Development Promotion Department [Significant concurrent position] President, General Incorporated Foundation Tobu Museum	5,100 shares
		[Reason for nomination as a candidate for Director] Mr. Hiroaki Miwa has served in important positions in the corporate organization and human resources division and the real estate business division, etc., and he is well familiar with general operations of the Group. He also performs his duties by making use of his rich management experience and broad insight as a Director of the Company. Currently he is demonstrating leadership primarily in the planning and realization of the management strategy of the Group, the corporate organization strategy and the real estate business strategy, which are aimed at improving our corporate value. We have determined him to be the proper person for pursuing further improvement of corporate value in the future. Therefore, we nominate him as a candidate for Director again.	

4	Koichi Sekiguchi (December 22, 1955)	April 1978 Joined the Ministry of Transport August 2010 Senior Deputy Director-General of Railway Bureau of Ministry of Land, Infrastructure, Transport and Tourism August 2011 Deputy Director-General of the Japan Meteorological Agency September 2014 Joined the Company Adviser of Corporate Planning Department June 2015 Director, Deputy Head of Railway Business Division June 2017 Managing Director, Deputy Head of Railway Business Division July 2017 Managing Director, Deputy Head of Railway Business Division and Deputy Head of Corporate Planning Division April 2018 Managing Director and Managing Executive Officer, Deputy Head of Railway Business Division and Deputy Head of Corporate Planning Division June 2018 Director and Senior Managing Executive Officer (to present) [Responsibilities in the Company] Railway Business Division, operations related to tourism business [Reason for nomination as a candidate for Director] Mr. Koichi Sekiguchi reflects his rich experience and broad insight in transport policy on management of the Company, and he is well familiar with general operations of the Group. He also performs his duties by making use of his rich management experience and broad insight as a Director of the Company. Currently he is demonstrating leadership primarily in the planning and realization of railway business strategy and tourism business strategy of the Group, which are aimed at improving our corporate value. We have determined him to be the proper person for pursuing further improvement of corporate value in the future. Therefore, we nominate him as a candidate for Director again.	2,900 shares
5	Toshiaki Onodera (September 6, 1959)	April 1982 Joined the Company October 2010 General Manager of General Affairs Department and General Manager of Research Office July 2013 General Manager of Transport Department, Railway Business Division and General Manager of Train Crew Training Center June 2015 General Manager of General Affairs and Legal Department and General Manager of Research Office June 2016 Director, General Manager of General Affairs and Legal Department and General Manager of Research Office April 2018 Director and Executive Officer, General Manager of General Affairs and Legal Department and General Manager of Research Office June 2018 Director and Managing Executive Officer, General Manager of General Affairs and Legal Department and General Manager of Research Office (to present) [Responsibilities in the Company] Public Relations Department [Reason for nomination as a candidate for Director] Mr. Toshiaki Onodera has served in important positions in the general affairs division and the railway business division, etc., and he is well familiar with general operations of the Group. He also performs his duties by making use of his rich management experience as a Director of the Company and broad insight. Currently he is demonstrating leadership primarily in planning and realization of corporate legal strategy and public relations strategy, which are aimed at improving our corporate value. We have determined him to be the proper person for pursuing further improvement of corporate value in the future. Therefore, we nominate him as a candidate for Director again.	5,500 shares

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
6	Takashi Kobiyama (December 10, 1961)	April 1984 Joined the Company July 2009 General Manager of Building Leasing Business Department, Real Estate Leasing Sales Division April 2010 General Manager of Building Leasing Business Department, Real Estate Leasing Business Management Division July 2012 General Manager of Building Leasing Business Department, Lifestyle Service Creation Division October 2015 General Manager with special assignment of Public Relations Department April 2016 General Manager of Public Relations Department June 2017 Director, General Manager of Public Relations Department February 2018 Director, General Manager of Hotel-Business Strategy Department April 2018 Director and Executive Officer, General Manager of Hotel-Business Strategy Department June 2018 Director and Managing Executive Officer, General Manager of Hotel-Business Strategy Department (to present) [Responsibilities in the Company] Hotel-Business Strategy Department, Group Administration Department	3,400 shares
		[Reason for nomination as a candidate for Director] Mr. Takashi Kobiyama has served in important positions in the real estate and leasing business division and public relations division, etc. and he is well familiar with general operations of the Group. He also performs his duties by leveraging his rich management experience and broad insight as a Director of the Company. Currently, he is demonstrating leadership primarily in the planning and realization of hotel business strategy and the business strategy of the Group, which are aimed at improving our corporate value. We have determined him to be the proper person for pursuing further improvement of corporate value in the future. Therefore, we nominate him as a candidate for Director again.	

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
7	Tsutomu Yamamoto (September 9, 1964)	April 1989 Joined the Company June 2015 General Manager of Finance and Accounting Department June 2017 Director, General Manager of Finance and Accounting Department April 2018 Director and Executive Officer, General Manager of Finance and Accounting Department June 2018 Director and Managing Executive Officer, General Manager of Finance and Accounting Department (to present) [Responsibilities in the Company] Information and Communication Technology Promotion Department, Group Administration Department (operations related to the audit of Group companies), Finance and Accounting Department and Asset Management Department [Reason for nomination as a candidate for Director] Mr. Tsutomu Yamamoto has served in important positions in the finance and accounting division, etc., and he is well familiar with general operations of the Group. He also performs his duties by leveraging his rich management experience and broad insight as a Director of the Company. Currently, he is demonstrating leadership primarily by planning and realizing finance strategy, monitoring Group companies and instructing providing guidance for improvement based on the monitoring results, all of which are aimed at improving our corporate value. We have determined him to be the proper person for pursuing further improvement of corporate value in the future. Therefore, we nominate him as a candidate for Director again.	1,900 shares
8	Mitsuyoshi Shibata (November 5, 1953)	April 1977 Joined Furukawa Electric Co., Ltd. June 2008 Corporate Vice President of Furukawa Electric Co., Ltd. June 2009 Corporate Senior Vice President of Furukawa Electric Co., Ltd. June 2010 Director, Corporate Senior Vice President of Furukawa Electric Co., Ltd. April 2012 President and Representative Director of Furukawa Electric Co., Ltd. April 2017 Chairman of the Board of Furukawa Electric Co., Ltd. (to present) June 2018 Director of the Company (to present) [Significant concurrent positions] Chairman of the Board, Furukawa Electric Co., Ltd. Outside Director, Isuzu Motors Limited Outside Statutory Auditor, Asahi Mutual Life Insurance Company [Reason for nomination as a candidate for Outside Director] Mr. Mitsuyoshi Shibata has rich experience and broad insight as a corporate manager. He has been reflecting his experience and insight on management of the Company and playing a supervisory role of business execution from an objective point of view independent from the management of the Company. We have determined that he continues to be an appropriate person for the Company pursuing further improvement of corporate value. Therefore, we renominate him as a candidate for Outside Director. In addition, the Company has determined that he is adequately independent by the “Criteria for Independence of Outside Directors and Outside Audit & Supervisory Board Members,” which objectively determine independence. (The “Criteria for Independence of Outside Directors and Outside Audit & Supervisory Board Members” of the Company are as described on page 16.)	100 shares

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
9	Takaharu Ando (August 31, 1949)	April 1972 Joined National Police Agency August 1999 Director of Public Security Bureau of Tokyo Metropolitan Police Department August 2004 Director General of Commissioner General's Secretariat of National Police Agency June 2009 Commissioner General of National Police Agency June 2018 Director of the Company (to present) [Significant concurrent positions] Outside Director, NITORI Holdings Co., Ltd. External Director, AMUSE INC. Outside Director, ZENSHO HOLDINGS CO., LTD. [Reason for nomination as a candidate for Outside Director] Mr. Takaharu Ando has rich experience of serving in important positions, such as Commissioner General of National Police Agency, and broad insight, as well as experience of serving as outside directors at other companies. He has been reflecting his experience and insight on management of the Company and playing a supervisory role of business execution from an objective point of view, being independent from management of the Company. We have determined he continues to be an appropriate person for the Company pursuing further improvement of corporate value. Therefore, we renominate him as a candidate for Outside Director. Although he has not engaged in corporate management in a role other than as an outside officer, based on the reasons described above, we have deemed that he will provide appropriate supervision and advice for overall management as an Outside Director of the Company. In addition, the Company has determined that he is adequately independent by the “Criteria for Independence of Outside Directors and Outside Audit & Supervisory Board Members,” which objectively determine independence. (The “Criteria for Independence of Outside Directors and Outside Audit & Supervisory Board Members” of the Company are as described on page 16.)	0 shares

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
10	Akihiro Ojiro (June 8, 1958)	April 1982 Joined the Company October 2006 General Manager of Condominium Business Department, Real Estate Subdivision Business Division April 2010 General Manager with special assignment of Railway Area Development Business Division June 2012 Director, General Manager with special assignment of Railway Area Development Business Division July 2012 Director, General Manager of Living Environment Development Department, Lifestyle Service Creation Division June 2015 Director, Deputy Head of Lifestyle Service Creation Division and General Manager of Living Environment Development Department October 2015 Director, Deputy Head of Lifestyle Service Creation Division and General Manager of Building Leasing Business Department April 2016 Director, Head of Lifestyle Service Creation Division and General Manager of Building Leasing Business Department June 2016 Managing Director, Head of Lifestyle Service Creation Division and General Manager of Building Leasing Business Department July 2017 Managing Director, Head of Lifestyle Service Creation Division April 2018 Managing Director and Managing Executive Officer, Head of Lifestyle Service Creation Division June 2018 Senior Managing Executive Officer, Head of Lifestyle Service Creation Division (to present) Mr. Akihiro Ojiro has served in important positions in the real estate business division, etc., and he has performed his duties by making use of his rich business experience and broad insight. Currently, he is demonstrating leadership primarily in the planning and realization of real estate business strategy, which are aimed at improving our corporate value. We have determined that utilizing his experience and his insight as a Director in management in the future will contribute to the further improvement of corporate value of the Group. Therefore, we nominate him as a candidate for Director.	5,600 shares

(Notes)

1. Mr. Hiroaki Miwa is the President of the General Incorporated Foundation Tobu Museum, to which the Company entrusts the business concerning operations of the Tobu Museum.
2. Mr. Mitsuyoshi Shibata serves as Chairman of the Board of Furukawa Electric Co., Ltd. (Furukawa Electric), and there is no business relationship between Furukawa Electric and the Company. The Company is engaged in transactions, which involve the sale and purchase of products with a subsidiary of Furukawa Electric. However, the annual transaction amount from such transactions was less than 1% of the consolidated operating revenue of the Company or less than 1% of the consolidated net sales of Furukawa Electric, respectively, and thus the Company has determined the transactions to have no impact on his independence. Additionally, the Company does not hold any shares of Furukawa Electric as of March 31, 2019.
3. Mr. Mitsuyoshi Shibata serves as Director of Furukawa Electric Co., Ltd. (Furukawa Electric), and in August 2014, Furukawa Electric received a decision imposing a fine of 34.56 million yuan for a violation of the Chinese Antimonopoly Act in China in relation to a cartel on transactions of automobile parts. Mr. Mitsuyoshi Shibata was not aware of the above matter until the time they became clear, and since then, he has been making efforts, recognizing that compliance is essential for all business activities, to further ensure compliance with laws and regulations and spread corporate ethics, based on reports including recommendations on measures to prevent recurrence received from third-party investigation committees, mainly composed of outside experts. Moreover, he has been implementing measures to prevent recurrence, such as establishing and improving internal rules and procedures to prevent the occurrence of such issues, ensuring education on compliance with laws and regulations, and strengthening monitoring by the Internal Audit Department. In addition, by continuing these activities, he is striving to ensure compliance.
4. The terms of office of Mr. Mitsuyoshi Shibata and Mr. Takaharu Ando as Outside Director of the Company will be one year at the conclusion of this General Meeting of Shareholders.
5. The Company has entered into liability limitation agreements with Mr. Mitsuyoshi Shibata and Mr. Takaharu Ando, in

accordance with Article 423 Paragraph 1 of the Companies Act to limit their liabilities to the amount stipulated by laws and regulations when they act in good faith without gross negligence. If their reelection is approved, the Company intends to renew the agreements.

6. The Company has designated Mr. Mitsuyoshi Shibata and Mr. Takaharu Ando as Independent Directors as specified by the Tokyo Stock Exchange and notified the same Exchange to that effect. If they are re-elected, the Company will designate them as Independent Directors again.
7. Mr. Akihiro Ojiro is a new candidate for Director.

(Reference)
Criteria for Independence of Outside Directors and Outside Audit & Supervisory Board Members

The Company deems Outside Directors and Outside Audit & Supervisory Board Members to be independent when they do not fall under any of the following items.

(1) A principal shareholder who holds 10% or more of the total number of voting rights of the Company at the end of the fiscal year, or its executive person
(2) Of the lenders to the Company, a financial institution or other principal creditor that the Company depends upon for funding to the extent that it is not replaceable at the end of the fiscal year, or its executive person
(3) Of the business partners of the Company, a party which receives the payment of 2% or more of the consolidated operating revenue for the fiscal year from the Company at the end of such fiscal year, or its executive person
(4) Of the business partners of the Company, a party which pays to the Company at the end of the fiscal year of the party 2% or more of the consolidated operating revenue for such fiscal year, or its executive person
(5) A person who receives from the Company donations or subsidies of an annual amount exceeding ¥10 million during the fiscal year, or its executive person
(6) An attorney, certified public accountant, tax accountant, consultant or the like who receives from the Company compensation other than the compensation as Director or Audit & Supervisory Board Member of an annual amount exceeding ¥10 million during the fiscal year
(7) A person who belongs to an organization, at the end of the fiscal year, such as a corporation (law firm, audit firm, tax accountant firm, consulting firm, etc.) or a union that receives from the Company money or other financial benefits whose amount exceeds 2% of consolidated operating revenue for the fiscal year of such organization
(8) A person who served as an executive person of the Company or its subsidiaries during the past 10 years
(9) The “fiscal year” mentioned in Items 1 to 7 falls under a year within the past three years.
(10) When a person who falls under any of Items 1 to 8 serves in an important position, his/her spouse or relatives within the second degree of kinship

Proposal 3: Determination of the Amounts and the Details of Stock-based Compensation, etc. for Directors

1. Reasons for the proposal and justification for such compensation

The Company proposes a new stock-based compensation plan (hereinafter the "Plan") for Directors of the Company (excluding Outside Directors; hereinafter the same shall apply) and requests approval for its adoption. The Company also proposes delegating the details of the Plan to the Board of Directors within the scope of Section 2 below.

The objective of the Plan is to clarify the link between Directors' compensation and the Company's stock price, and to have the Directors share the interests and risks of fluctuating stock prices with the shareholders, thereby raising the awareness of Directors to contribute to the improvement of business performance over the medium to long term and to an increase in corporate value. Therefore, the Company believes that this compensation plan is appropriate.

In this proposal, the Company proposes that a new stock-based compensation be paid separately from the maximum amount of Directors' compensation (¥400 million per year (including ¥20 million per year for Outside Directors); however, not including the employee salary portion for Directors who serve concurrently as employees), which was approved by the 189th Annual General Meeting of Shareholders held on June 26, 2009 to Directors in office during the approximately five-year period from the conclusion of this General Meeting of Shareholders to the conclusion of the 204th Annual General Meeting of Shareholders to be held in June 2024 (the "Target Period" and each period from the conclusion of the Annual General Meeting of Shareholders to the conclusion of the Annual General Meeting of Shareholders held in the following year shall be referred to as "Target Term of Office").

If Proposal 2, "Election of Ten (10) Directors," is approved as originally proposed, the number of Directors eligible under the Plan will be eight (8).

* If this proposal is approved as originally proposed, the Company intends to introduce a similar stock-based compensation plan for Executive Officers of the Company (excluding Executive Officers who serve concurrently as Directors).

2. Amounts and details of compensation, etc. under the Plan

(1) Outline of the Plan

The Plan is a stock-based compensation plan, under which a trust that the Company will establish by contributing money (hereinafter the "Trust") will acquire common shares of the Company (hereinafter the "Company Shares"), and the Company Shares will be delivered to each Director through the Trust according to the number of points granted by the Company to each Director.

The Directors shall receive the Company Shares, in principle, at the time of resignation or retirement.

(i)	Persons eligible under the Plan	Directors of the Company (excluding Outside Directors)
(ii)	Target Period	The approximately five-year period from the conclusion of this Annual General Meeting of Shareholders to the conclusion of the 204th Annual General Meeting of Shareholders to be held in June 2024
(iii)	Maximum amount of money to be contributed by the Company as funds to acquire the Company Shares required to deliver to the Directors during the Target Period stated in (ii)	Total of ¥400 million (Equivalent to ¥80 million per one Target Term of Office)
(iv)	Method of acquisition	The Trust will acquire treasury shares that the Company has disposed of, or acquire Company Shares from the stock market (including off-hours trading).

(v)	Maximum number of points to be granted to Directors, as stated in (i)	24,000 points per one Target Term of Office (120,000 points for total Target Terms of Office) *1 point = 1 share
(vi)	Standards for the granting of points	Points will be granted according to position, etc.
(vii)	Timing of the delivery of the Company Shares to Directors stated in (i)	In principle, at the time of resignation or retirement

(2) Maximum amount of money to be contributed by the Company

The initial trust period of the Trust shall be approximately five years from August 2019 (planned) to August 2024 (planned), and the Company shall contribute money, as funds to acquire Company Shares required to deliver to the Directors during the trust period under the Plan, in the maximum amount of ¥400 million in the form of compensation for Directors who are in office during the Target Period, and establish a Trust with Directors who satisfy certain requirements as beneficiaries. The Trust shall use the money entrusted by the Company as funds to acquire treasury shares that the Company has disposed of or acquire Company Shares from the stock market (including off-hours trading).

Note: The money that the Company will actually entrust to the Trust shall be the total of the estimated amount of necessary costs such as trust fees and remuneration for trust administrators as well as the funds for the acquisition of the Company Shares as stated above.

By resolution of the Company's Board of Directors, the Plan may be continued at the expiry of each Target Period by determining an extension period within the period until the conclusion of the Annual General Meeting of Shareholders to be held five years hence and extending the Target Period, and in conjunction, extending the trust period (including cases in which the trust period is substantively extended by transferring the trust assets of the Trust to a trust set up with the same purpose as the Trust established by the Company; hereinafter the same shall apply). In such cases, the Company, during the extended period of the Target Period, shall make additional contribution of money to the Trust of a maximum ¥80 million multiplied by the number of Target Terms of Office included in the extended Target Period, as additional funds to acquire the Company Shares required to deliver to the Directors from the Trust, and continue to grant points and deliver the Company Shares, as stated in paragraph (3) below.

Moreover, even in the event that the Target Period is not extended as stated above and the Trust is not continued, if there is a Director who has been granted points but has not resigned or retired at the expiry of the trust period, the trust period may be extended until such a Director resigns or retires and the delivery of the Company Shares has been completed.

(3) Method of calculating the number of Company Shares to be delivered to Directors and the maximum number thereof

(i) Method, etc. for granting points to Directors

Pursuant to the provisions of the Stock Issuance Regulations to be determined by the Board of Directors of the Company, the Company shall grant points to each Director on the grant date, a date in the trust period designated by the Stock Issuance Regulations, in accordance with the Director's position and other factors.

However, the maximum number of points that can be granted to Directors shall be 24,000 points per Target Term of Office.

(ii) Delivery of Company Shares in accordance with the number of points granted

Following the procedures stated in (iii) below, Directors shall receive Company Shares in accordance with the number of points granted as stated in (i) above

One point shall equal one Company Share. However, if there is a factor that makes it reasonable to adjust the number of Company shares to be delivered, for example, if a share split or a share consolidation has been conducted, a reasonable adjustment shall be made in accordance with the

split ratio or consolidation ratio.

(iii) Delivery of Company Shares to Directors

The Trust shall deliver Company Shares to each Director as stated in (ii) above, if the Director follows the designated procedures for beneficiary determination upon his or her resignation or retirement. However, the Trust may sell a certain percentage of the Company Shares to be delivered and pay the proceeds from the sale, instead of delivering Company Shares, to the Director in order for the Company to collect funds for the payment of taxes such as withholding income taxes, etc. Moreover, in cases such as the death of a Director during the Target Period, the Trust may pay cash, instead of delivering Company Shares, to the Director.

(4) Exercising of voting rights

Based on the instructions of the trust administrator who is independent from the Company and the corporate officers of the Company, none of the voting rights associated with Company Shares held by the Trust shall be exercised. This method ensures the neutrality of the management of the Company with regard to the exercise of voting rights associated with the Company Shares within the Trust.

(5) Handling of dividends

Dividends paid on the Company Shares held by the Trust shall be received by the Trust, and shall be appropriated for the acquisition price of Company Shares or trust fees for trustees of the Trust.