[Translation: Please note that the following purports to be an excerpt translation from the Japanese original Notice of the 32nd Ordinary General Meeting of Shareholders of Avex Inc. prepared for the convenience of shareholders outside Japan with voting rights. However, in the case of any discrepancy between the translation and the Japanese original, the latter shall prevail.]

Securities Code: 7860

June 3, 2019

To Our Shareholders:

AVEX INC.

NOTICE OF THE 32ND ORDINARY GENERAL MEETING OF SHAREHOLDERS

Notice is hereby given that the 32nd Ordinary General Meeting of Shareholders of Avex Inc. (the "Company") will be held as described below. You are cordially invited to attend the meeting.

If you are unable to attend the meeting, you may exercise your voting rights using the Voting Rights Exercise Form enclosed herewith or via the Internet. Please review the Reference Document for the Ordinary General Meeting of Shareholders below and exercise your voting rights by 6 p.m. on Thursday, June 20, 2019.

As for the method of exercising your voting rights, please refer to the "Information on the Exercise of Voting Rights" shown on pages 4-6 hereof.

Yours very truly,

Masato Matsuura,

Representative Director and Chairman, CEO

Avex Inc.

3-1-30 Minami-Aoyama, Minato-ku, Tokyo

Details

1. Date and Time: 10:00 a.m., June 21, 2019 (Friday)

2. Place: 1-3-61, Koraku, Bunkyo-ku, Tokyo

Tokyo Dome City Hall

3. Agenda of the meeting:

Matters to be reported:

- 1. Business Reports, Consolidated Financial Statements and the audit results of the Consolidated Financial Statements by the Accounting Auditor and the Board of Statutory Auditors for the 32nd fiscal year (April 1, 2018 through March 31, 2019)
- 2. Non-consolidated Financial Statements for the 32nd fiscal year (April 1, 2018 through March 31, 2019)

Matters to be resolved:

Proposal No. 1: Appropriation of Surplus

Proposal No. 2: Appointment of Six (6) Directors

4. Others

- (1) The following materials are not included in the Attachments to this NOTICE as they are posted on the Company's Web site (https://avex.com/jp/ja/) in accordance with the relevant laws and regulations and Article 15 of the Articles of Incorporation.
 - 1) Consolidated Statements of Changes in Shareholders' Equity
 - 2) Non-Consolidated Statements of Changes in Shareholders' Equity
 - 3) "Notes to the Consolidated Financial Statements" of the Consolidated Financial Statements
 - 4) "Notes to the Non-consolidated Financial Statements" of the Non-consolidated Financial Statements

The Attachments to the Ordinary General Meeting of Shareholders are a portion of the Consolidated and Non-consolidated Financial Statements, which were audited by independent auditors accompanied by an Independent Auditors' Report.

(2) Changes, if any, to the Reference Material for the Ordinary General Meeting of Shareholders, the Business Report or the Consolidated and Non-consolidated Financial Statements will be posted on the Company's Web site stated above.

- End -

- The venue will open at 9:00 a.m. on the day of the Meeting.
- This notice of the meeting would not be distributed at the Meeting. Shareholders who will be attending the Meeting in person are requested to bring this notice to the Meeting.
- After the conclusion of this General Meeting of Shareholders, we are planning to hold a mini live concert
 to introduce artists for whom the support of our shareholders would be greatly appreciated for the future.
 If you wish to view the concert, please check the enclosed guide and register in advance.

How to exercise your voting rights via the Internet

Voting rights must be exercised by no later than 6:00 p.m., Thursday, June 20, 2019.

You can exercise your voting rights online by accessing the Web site for the exercise of voting rights on either a smartphone or personal computer and following the guidelines on the screen.

Using a smartphone

You can scan the login QR Code to login without entering your login ID and temporary password. *You may only exercise your voting rights once using the following methods.

1 Scan the QR Code

Scan the login QR Code printed on the enclosed Voting Rights Exercise Form Sub Slip (right side) using your smartphone.

2 Select a voting rights exercise method

When the proposal voting method selection screen is displayed, select your voting rights exercise method.

3 Select approval or disapproval for each proposal

Follow the guidelines on the screen to select approval or disapproval for each proposal.

Follow the guidelines on the screen to finish voting.

When you login for the second time and onwards...

Follow the methods on the **next page** to login using a personal computer.

When you login for the **second time and onwards**, because of the security reason, you are required to enter your login ID and temporary password even if you scan the QR Code.

Depending on the model of your smartphone, you may be unable to login using the QR Code.

If you cannot login using the QR Code, then exercise your voting rights with the method using a personal computer described on the next page.

Using a personal computer

1 Access the designated Web site (https://evote.tr.mufg.jp/)

 Click on the "Next page" button
 If you use a smartphone or a mobile phone with the QR Code Reader function, you can scan the QR Code to access the Web site.

2 Login

- Enter the login ID and the temporary password indicated at the bottom right of the enclosed Voting Rights Exercise Form.
 - (Every time an ordinary general meeting of shareholders is convened, a new login ID and a new temporary password will be provided.)
- 3) Click on the "Login" button

3 Register your password

- 4) Enter your new password into the boxes "New password" and "Confirm password." Please memorize the new password.
- 5) Click on the "Send" button.

From this step onward, please follow the guidelines on the screen.

• Web site for the exercise of voting rights

- (1) The exercise of voting rights is available only on the Web site at https://evote.tr.mufg.jp/, which is accessible from a personal computer, a smartphone or a mobile phone (However, service is suspended from 2:00 a.m. to 5:00 a.m. every day.)
- (2) Certain personal computers, smartphones or mobile phones, or Internet providers' services or types of communication devices may not be able to run the Web site or offer the Internet voting service due to the Internet environment. For more information or inquiries, please contact the Help Desk detailed below.

Costs incurred for accessing the designated Web site

Certain costs, such as internet connection fees and telecommunication charges, incurred by accessing the designated Web site by using a personal computer, a smartphone or a mobile phone shall be borne by the shareholder.

Handling of the redundant exercise of voting rights

- (1) If you have exercised your voting rights by both Internet and post, only the exercise of voting rights via the Internet shall be deemed effective.
- (2) If you have exercised your voting rights several times via the Internet, only the final execution shall be deemed as your effective exercise of voting rights.

For Inquiries with Respect to Systems
Corporate Agency Division (Help Desk)
Mitsubishi UFJ Trust and Banking Corporation
Toll-free service phone number in Japan: 0120-173-027
Operating hours: 9:00 a.m.—9:00 p.m.

Information on the Exercise of Voting Rights

► Shareholders attending the Ordinary General Meeting of Shareholders Date and Time:

10:00 a.m., Friday, June 21, 2019 [Entry is to commence at 9:00 a.m.]

If shareholders are going to attend the Meeting, such shareholders are kindly requested (including shareholders acting as proxy on behalf of other shareholders) to attend in person and submit the attached Voting Rights Exercise Form at the reception desk.

If a person acting as a proxy on behalf of other shareholders is going to attend the Meeting, please submit a written power of attorney along with the Voting Rights Exercise Form at the reception desk (persons allowed to act as a proxy on behalf of other shareholders are restricted to other shareholders of the Company under the Articles of Incorporation).

If you fail to bring the Voting Rights Exercise Form to the Meeting, it may take considerable time before you will be allowed to enter the Forum.

Exercising voting rights by post

Deadline for Exercise of Voting Rights:

Voting Rights Exercise Form must arrive by no later than 6:00 p.m., Thursday, June 20, 2019.

Please indicate your approval or disapproval of each item of business on the attached Voting Rights Exercise Form and return it by the postal service so that it will arrive at the Company no later than deadline of exercise.

Exercising voting rights via the Internet

Deadline for Exercise of Voting Rights:

Voting rights must be exercised by no later than 6:00 p.m., Thursday, June 20, 2019.

Please access the designated Web site for the exercise of voting rights (https://evote.tr.mufg.jp/) and enter your votes by the deadline of the Internet voting period.

For the detailed procedure to exercise your voting rights via the Internet, please read the instructions on the following page.

Message to Institutional Investors

In addition to the above method to exercise voting rights via the Internet, institutional investors can exercise their rights using an electronic voting platform provided by ICJ, Inc. Please note that this service is only available for those who requested it in advance.

[Translation: Please note that the following purports to be an excerpt translation from the Japanese original Notice of the 32nd Ordinary General Meeting of Shareholders of Avex Inc. prepared for the convenience of shareholders outside Japan with voting rights. However, in the case of any discrepancy between the translation and the Japanese original, the latter shall prevail.]

Reference Document for the General Meeting of Shareholders

Agenda and Reference Information

Proposal No. 1: Appropriation of Surplus

The Company proposes to make an appropriation of surplus as stated below:

Matters related to the year-end dividend

The Company views the long-term and comprehensive distribution of profits to shareholders as one of its most important management policies. In determining the amount of dividends, it takes into consideration comprehensive management conditions, such as changes in business performance, cash flows and future capital requirements, setting a target level of performance-based dividends as measured by the payout ratio of 35% or more, with the minimum amount of annual dividend at ¥50 per share.

In accordance with these basic policies, the Company proposes to pay a year-end dividend as follows:

- (1) Type of dividends: Cash
- (2) Allocation and total amount of dividends to be distributed to shareholders:

We propose to pay ¥25 per common stock of the Company. The total amounts of dividends will be ¥1,085,163,050.

With the interim dividend of ¥25 per share already paid, the total annual dividend per share for the fiscal year will be ¥50 per share.

(3) Effective date of dividend payment:

June 24, 2019

Proposal No. 2: Appointment of Six (6) Directors

As the term of office of all six (6) Directors of the Company will expire at the conclusion of this Ordinary General Meeting of Shareholders, the Company proposes the appointment of six (6) Directors.

The nominees for Directors are as follows:

No.	Name		Current Position and Assignments in the Company	Attendance at Board of Directors' Meetings
1	Masato Matsuura	(Reappointment)	Representative Director and Chairman, CEO, in charge of Technology Headquarters	13 out of 13 (100%)
2	Katsumi Kuroiwa	(Reappointment)	Representative Director, COO, Chief of Business Management Headquarters, in charge of New Business Development Headquarters	10 out of 10 (100%)
3	Shinji Hayashi	(Reappointment)	Representative Director, CFO, in charge of Management Administration Headquarters, Personnel and General Affairs Headquarters, Accounting and Legal Affairs Headquarters and Public Relations Office; Chairperson of the Compliance Committee; Member of the Compensation Committee; responsible for Compliance and Risk Management	13 out of 13 (100%)
4	Toru Kenjo	(Reappointment)	Director (part-time)	11 out of 13 (85%)
5	Hiroyuki Ando	(Reappointment) (Outside)	Outside Director, Chairperson of the Compensation Committee	13 out of 13 (100%)
6	Keiichi Okubo	(Reappointment) (Outside)	Outside Director, Member of the Compliance Committee	13 out of 13 (100%)

(Note) Katsumi Kuroiwa's attendance at Board of Directors' Meetings reflects the meetings he attended since he assumed his position of Director.

Apr. 1988 Established the Company, Director Mar. 1991 Senior Executive Director of the Company Chief of Product Business Headquarters of the Company Jun. 2000 Corporate Executive of the Company Corporate Executive Director and Director / Member of the Board of the Company Aug. 2004 Representative Director and President of the Company Aug. 2004 Sep. 2004 Representative Director and President of the Company Apr. 2005 President of Avex Entertainment Inc. (currently Avex Digital Inc.) (Reappointment) Masato Matsuura (Oct. 1, 1964) 1 Masato Matsuura (Oct. 1, 1964) Oct. 2013 Dec. 2014 Nov. 2016 Jun. 2018 President of the Board of Avex Asia Pte. Ltd.) (to present) Chairman of the Board of Avex Asia Pte. Ltd.) (to present) Chairman of the Board of Avex Management Inc. Chairman of the Board of Avex Ventures Inc. Representative Director and Chairman, CEO (to present), in charge of President's Office of the Company Jul. 2018 In charge of Representative Office and CEO Direct HQ of the Company Apr. 2019 In charge of Representative Office and CEO Direct HQ of the Company (to present) (Significant posts concurrently held) None applicable.	No.	Name (Date of Birth)	Brief Pers	onal History, Position, Assignments and Significant Posts Concurrently Held	Number of the Company's Shares Held
	1	Masato Matsuura	Mar. 1991 Mar. 1996 Jun. 2000 Aug. 2002 Aug. 2004 Aug. 2004 Apr. 2005 Apr. 2009 Apr. 2010 Jul. 2013 Oct. 2013 Dec. 2014 Nov. 2016 Jun. 2018 Apr. 2019 (Significant	Senior Executive Director of the Company Chief of Product Business Headquarters of the Company Corporate Executive of the Company Chief of Production and Promotions Headquarters of the Company Resigned as Senior Executive Director and Director / Member of the Board of the Company Corporate Executive of the Company Representative Director and President of the Company President of Avex Entertainment Inc. (currently Avex Digital Inc.) Chairman of the Board of Avex Broadcasting & Communications Inc. Representative Director, CEO, in charge of President's Office of the Company Director of Avex International Holdings Singapore Pte. Ltd. (currently Avex Asia Pte. Ltd.) (to present) Chairman of the Board of AWA Co. Ltd. President of Avex Ventures Inc. Representative Director and Chairman, CEO (to present), in charge of President's Office of the Company In charge of Representative Office and CEO Direct HQ of the Company In charge of Technology Headquarters of the Company (to present) posts concurrently held)	

Since founding our company in 1988, Masato Matsuura has contributed to the development of our corporate group by creating and deciding on management strategies, by fulfilling a central role in contracts with important clients and affiliated artists, and by endeavoring to develop new businesses as the Representative Director and Chairman, CEO since 2018.

Continuing forward, in order for our corporate group to grow, we think that his insight and industry experience will improve company performance and will contribute to the creation of continued company value, which is why he has been nominated for directorial candidacy.

No.	Name (Date of Birth)	Brief Perso	nal History, Position, Assignments and Significant Posts Concurrently Held	Number of the Company's Shares Held
2	(Reappointment) Katsumi Kuroiwa (Jan. 19, 1972)	, -	Joined Axev, Inc. (currently Avex Management Inc.) Director of Avex Live Creative Inc. (currently Avex Entertainment Inc.) Corporate Executive of Avex Live Creative Inc. Director of Avex Taiwan Inc. Representative Director and President of Avex Live Creative Inc. (currently Avex Entertainment Inc.) Corporate Executive of Avex International Holdings Singapore Pte. Ltd. (currently Avex Asia Pte. Ltd.) Corporate Executive of the Company Group Executive of the Company Representative Director and President of Avex Entertainment Inc. (to present) Director of Avex Management Inc. (to present) Director of Avex Classics International Inc. (to present) Representative Director, COO of the Company (to present) Chief of Business Management Headquarters of the Company (to present) In charge of New Business Development Headquarters of the Company (to present) posts concurrently held) tive Director and President of Avex Entertainment	19,500

Katsumi Kuroiwa entered the corporate group in 2001, and has contributed to its development through positions primary in live-related business, has made efforts toward the expansion of operations in the music business, and has endeavored to realize the group's medium- to long-term growth strategy as Representative Director, COO since 2018.

Continuing forward, in order for our corporate group to grow, we think that his insight and industry experience will contribute to the improvement of company performance and to the creation of continued company value, which is why he has been nominated for directorial candidacy.

May 1990 Joined the Company Apr. 1993 Director of the Company Jun. 2000 Corporate Executive of the Company Aug. 2002 Chief of Compiling Headquarters of the Company Director of Avex Management Inc. Feb. 2009 Executive Director of Avex Entertainment Inc. (currently Avex Digital Inc.) Apr. 2010 Representative Director, CBO of the Company Apr. 2010 Responsible for Compliance of the Company (to present) Apr. 2010 President of Avex Marketing Inc. (currently Avex Entertainment Inc.) Jun. 2014 Representative Director, CBO of the Company (to present) Apr. 2010 President of Avex Marketing Inc. (currently Avex Entertainment Inc.) Jun. 2014 Representative Director, CMO of the Company Director, Corporate Executive, COO of the Company Director, Corporate Executive, COO of the Company Director, Corporate Executive, COO of the Company (to present) Jun. 2016 Chairperson of the Compliance Committee, Member of the Compensition Committee, (to present) Jan. 2017 Director, COO of the Company (to present) Jun. 2018 Representative Director, CFO of the Company (to present) Jul. 2018 Representative Director, CFO of the Company (to present) In charge of Management Administration Headquarters, Personnel and General Affairs Headquarters, and Accounting and Legal Affairs Headquarters, and Accounting and Legal Affairs Headquarters of the Company (to present) In charge of Public Relations Office of the Company (to present) (Significant posts concurrently held)	No.	Name (Date of Birth)	Brief Personal History, Position, Assignments and Significant Posts Concurrently Held	Number of the Company's Shares Held
	3	Shinji Hayashi	Apr. 1993 Director of the Company Jun. 1996 Executive Director of the Company Jun. 2000 Corporate Executive of the Company Aug. 2002 Chief of Compiling Headquarters of the Company Director of Avex Management Inc. Executive Director of Avex Entertainment Inc. (currently Avex Digital Inc.) Apr. 2009 Director of Avex Broadcasting & Communication Inc. (to present) Apr. 2010 Representative Director, CBO of the Company Apr. 2010 Responsible for Compliance of the Company (to present) Apr. 2010 President of Avex Marketing Inc. (currently Avex Entertainment Inc.) Jun. 2014 Representative Director, CMO of the Company Jun. 2016 Director, Corporate Executive, COO of the Company Jun. 2016 Chairperson of the Compliance Committee, Member of the Compensation Committee, Member of the Compensation Committee; responsible for Risk Management of the Company (to present) Jan. 2017 Director, COO of the Company Apr. 2017 Director, COO of the Company Jun. 2018 Representative Director, CFO of the Company (to present) Jul. 2018 In charge of Management Administration Headquarters, and Accounting and Legal Affairs Headquarters of the Company (to present) Apr. 2019 In charge of Public Relations Office of the Company (to present)	666,050 o

Shinji Hayashi entered the corporate group in 1990 and has contributed to its development through positions primarily in sales and marketing, as well as working to strengthen the Company's governance system as Officer responsible for Compliance and Risk Management, and overseeing the finance and administration departments as Representative Director, CFO since 2018.

Continuing forward, in order for our corporate group to grow, we think that his insight and industry experience will contribute to the improvement of company performance and to the creation of continued company value, which is why he has been nominated for directorial candidacy.

No.	Name (Date of Birth)	Brief Personal History, Position, Assignments and Significant Posts Concurrently Held	Number of the Company's Shares Held
4	(Reappointment) Toru Kenjo (Dec. 29, 1950)	Sep. 1991 Director and General Manager, Editing Department of Kadokawa Shoten Publishing Co., Ltd. (currently KADOKAWA CORPORATION) Nov. 1993 Established GENTOSHA INC., Representative Director and President (to present) Oct. 2005 Representative Director and President of Touchdown Co., Ltd. (to present) May 2009 Executive Advisor of Avex Broadcasting & Communications Inc. (to present) Jun. 2010 Director (part-time) of the Company (to present) Apr. 2011 Director Chairman of Brangista. inc (Outside) (to present) Mar. 2012 Representative Director and President of Kab, Inc. (to present) (Significant posts concurrently held)	_
		Executive Advisor of Avex Broadcasting & Communications Inc. Representative Director and President of GENTOSHA INC. Representative Director and President of Touchdown Co., Ltd. Representative Director and President of Kab, Inc. Director Chairman of Brangista. inc (Outside)	

After becoming a Director (part-time) in 2010, Toru Kenjo has contributed to the corporate group by utilizing his abundant business management and entertainment industry experience and knowledge.

Continuing forward, we think his advice and opinion from a neutral standpoint will contribute to the improvement of company performance and to the creation of continued company value, which is why he has been nominated for directorial candidacy.

With the expectation that Outside Directors can fully implement their ability in their roles, the Company has entered into a liability limitation agreement with him based on Article 427, Paragraph 1 of the Companies Act, with the limit amount of liability set to be the minimum amount stipulated in Article 425, Paragraph 1 of the Companies Act. If Toru Kenjo is reappointed as Director, the Company plans to continue the liability limitation agreement with him.

No.	Name (Date of Birth)	Brief Personal History, Position, Assignments and Significant Posts Concurrently Held	Number of the Company's Shares Held
5	(Reappointment: Nominee for Outside Director) Hiroyuki Ando (Feb. 4, 1964)	Apr. 1986 Jan. 1992 Joined Sanno Institute of Management as a Researcher of Headquarters for Consulting and Training Apr. 2004 Concurrent faculty staff of Sanno Institute of Management Sep. 2005 Obtained Master of Science from University of Wales, United Kingdom Apr. 2006 Principal Researcher, Headquarters for Consulting and Training of Sanno Institute of Management Apr. 2008 Professor, Headquarters for Consulting and Training (MBA Course) of Graduate School of Sanno Institute of Management Nov. 2009 Senior Consultant of Keio Academic Enterprise. Co., Ltd. (Keio Marunouchi City Campus) May 2013 Retired from Keio Academic Enterprise. Co., Ltd. and was appointed as a full-time consultant of Keio Marunouchi City Campus (to present) Jun. 2016 Jun. 2017 Chairperson of the Company (to present) Chairperson of the Compensation Committee of the Company (to present) (Significant posts concurrently held) Full-time consultant of Keio Marunouchi City Campus	

As a business consultant, Hiroyuki Ando has gained a wealth of experience and knowledge in the fields of organization, human resources management, and strategic decision-making theory. He had been offering proposals and advice to strengthen our corporate group's management and governance ability, which is why he has been re-nominated for outside directorial candidacy.

The Company believes that his independence as Outside Director is considered unquestionable in light of the "Independence Standards for Outside Directors and Outside Auditors" established by the Company on the ground that there is no transaction between him and the Company.

He is a nominee for Outside Director and if he is elected as Director, he will be designated as Independent Director stipulated by the Tokyo Stock Exchange and be registered to the Exchange.

With the expectation that Outside Directors can fully implement their ability in their roles, the Company has entered into a liability limitation agreement with him based on Article 427, Paragraph 1 of the Companies Act, with the limit amount of liability set to be the minimum amount stipulated in Article 425, Paragraph 1 of the Companies Act. If Hiroyuki Ando is reappointed as Outside Director, the Company plans to continue the liability limitation agreement with him.

He will have served as Outside Director of the Company for three (3) years at the conclusion of this Ordinary General Meeting of Shareholders.

No.	Name (Date of Birth)	Brief Personal History, Position, Assignments and Significan Posts Concurrently Held	Number of the Company's Shares Held
6	(Reappointment: Nominee for Outside Director) Keiichi Okubo (Apr. 15, 1944)	Apr. 1972 Prosecutor of Tokyo District Public Prosecutors Office Apr. 1991 Director of the Enforcement Division, Immigration Bureau, Ministry of Justice Apr. 1995 Director-General of the Criminal Affairs Department Chiba District Public Prosecutors Office Oct. 1996 Director-General of the Public Security Department Tokyo District Public Prosecutors Office Aug. 1997 Director-General of the Trial Department, Tokyo High Public Prosecutors Office Sep. 1999 Prosecutor of Supreme Public Prosecutors Office Sep. 2000 Chief Prosecutor of Kochi District Public Prosecutors Office Apr. 2002 Chief Prosecutor of Sapporo District Public Prosecutors Office Apr. 2004 Notary Public belonging to Tokyo Legal Affairs Bureau Jun. 2012 Outside Corporate Auditor of MITSUI-SOKO Co., Ltd. (currently Mitsui-Soko Holdings Co., Ltd.) Oct. 2016 Attorney-at-law (to present) Jun. 2017 Member of the Compliance Committee of the Company (to present) (Significant posts concurrently held) Attorney-at-law	

Keiichi Okubo has been re-nominated for outside directorial candidacy, as he had been providing appropriate advice and oversight over our corporate group's management utilizing his years of experience and insight in the field of justice.

The Company believes that his independence as Outside Director is considered unquestionable in light of the "Independence Standards for Outside Directors and Outside Auditors" established by the Company on the ground that there is no transaction between him and the Company.

He is a nominee for Outside Director and if he is elected as Director, he will be designated as Independent Director stipulated by the Tokyo Stock Exchange and be registered to the Exchange.

With the expectation that Outside Directors can fully implement their ability in their roles, the Company has entered into a liability limitation agreement with him based on Article 427, Paragraph 1 of the Companies Act, with the limit amount of liability set to be the minimum amount stipulated in Article 425, Paragraph 1 of the Companies Act. If Keiichi Okubo is reappointed as Outside Director, the Company plans to continue the liability limitation agreement with him.

He will have served as Outside Director of the Company for two (2) year at the conclusion of this Ordinary General Meeting of Shareholders.

- (Notes) 1. There are no special interests between the Company and the nominees for Directors.
 - 2. The number of the Company's shares held by each nominee for Director is as of March 31, 2019.

[Reference] Independence Standards for Independent Outside Directors and Outside Auditors

The Company has established the "Independence Standards" as follows.

[Independence Standards for Independent Outside Directors and Outside Auditors]

The Company deems that the outside officer (outside director and outside auditor) is independent if he/she does not meet any of the following criteria.

- a. Executive of the Company or its subsidiary (hereinafter the "Group").
- b. Major client or supplier of the Group (client or supplier with annual total amount of transactions exceeding 1% of the Group's consolidated net sales) or an executive thereof, or a party whose major client or supplier is the Group (a party with total amount of transactions exceeding 1% of their consolidated net sales) or an executive thereof.
- c. Consultant, accountant or legal professional who receives a large amount of monetary consideration or other property (annual total amount of transactions exceeding the higher amount of either 10 million yen or 1% of their consolidated net sales) from the Group besides compensation as director/auditor (or a person who belongs to such organization and is directly in charge of the Group if the entity receiving the assets is an organization such as a legal entity or an association).
- d. The major shareholder of the Company (*1) (or an executive of the said major shareholder if the shareholder is a legal entity).
- e. An executive of the Group's major lender (*2)
- Those that correspond to any of the items through a. to e. in recent times.
- g. Relatives (spouse or relatives within the second degree of kinship) of those who correspond to any of the items through a. to f. (excluding insignificant persons).
- *1: A major shareholder is a shareholder who possesses more than 10% of the voting rights held by all shareholders, under his/her name or other's name.
- *2: A major lender is a group of financial institution from which the Group receives loans (those related to the consolidated group to which the actual lender belongs to), where the total amount of loan made by the Group to the said group of financial institution as of the end of the previous fiscal year exceeds 5% of the Group's total consolidated assets.

-End of Reference Document for the General Meeting of Shareholders-