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Securities code: 2109

June 3, 2019

To our shareholders:

Daisuke Saiga President and CEO **Mitsui Sugar Co., Ltd.** 36-2, Nihonbashi-Hakozakicho, Chuo-ku, Tokyo

## NOTICE OF THE 95th ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 95th Ordinary General Meeting of Shareholders of Mitsui Sugar Co., Ltd. (the "Company"). The Meeting will be held as described hereunder.

If you are unable to attend the meeting in person, you may exercise your voting rights by using one of the following methods. Please review the "Reference Documents for the Ordinary General Meeting of Shareholders" and exercise your voting rights no later than 5:30 p.m. on Monday, June 24, 2019 as described hereafter.

In the case that voting rights are exercised in duplicate, via both postal mail and the Internet, the voting via the Internet shall be deemed valid.

## [Voting in Writing]

Please indicate your approval or disapproval in respect of the proposals on the enclosed Voting Rights Exercise Form and send the form back so that it reaches us by no later than the above mentioned exercise date.

#### [Voting via the Internet]

Please review the "Guidance of Exercise Voting Rights via the Internet, etc." as described hereafter (Japanese only) and exercise your voting rights no later than the above mentioned exercise date.

#### **Meeting Details**

**1. Date and Time:** Tuesday, June 25, 2019 at 10:00 a.m. (Japan Standard Time)

(The reception desk will open at 9:00 a.m.)

**2. Venue:** Yamabuki (4F)

Palace Hotel Tokyo

1-1-1 Marunouchi, Chiyoda-ku, Tokyo

## 3. Purpose:

#### Items to be reported:

- Business Report and Consolidated Financial Statements for the 95th Fiscal year (from April 1, 2018 to March 31, 2019) as well as audit results of Accounting Auditor and the Audit & Supervisory Board for the Consolidated Financial Statements
- 2. Non-Consolidated Financial Statements for the 95th Fiscal Year (from April 1, 2018 to March 31, 2019)

## Items to be resolved:

Proposal 1: Appropriation of surplus Proposal 2: Election of eight (8) Directors

(Attached materials)

#### **Business Report**

(From April 1, 2018 to March 31, 2019)

#### Overview of the corporate group

1. Business progress and results

#### (1) Operating environment

In fiscal 2018, despite some impact from natural disasters such as earthquakes and heavy rain, the Japanese economy recovered at a moderate pace, supported by an improvement in the employment and income environment. However, the outlook remained uncertain due to lingering concerns about US-China trade tensions and the unstable international situation.

Meanwhile, the overseas food market, particularly in Asia, gained momentum on the back of rapid diversification in consumer tastes, such as growing interest in healthy eating and authentic food.

The Mitsui Sugar Group worked to strengthen the earnings capabilities of existing businesses while also actively reallocating management resources to growth fields to address those changes in the market and build a new business base. During the fiscal year under review, we took a number of long-term strategic steps to tap into the growing Asian market, including making new investments in Singapore, China and Thailand.

#### (2) Summary of the Mitsui Sugar Group

(Sugar Business)

In the overseas raw sugar market, which affects raw material prices in the Sugar Business, the sugar price started the fiscal year at the mid-12 cents per pound level, before falling to around 10 cents at one point amid growing expectations that supply-demand conditions would ease worldwide. The sugar price subsequently recovered to the high-12 cents level, but then fluctuated sharply through August and eventually dropped back to the 9-cents level in late September – the lowest level for around 10 years – amid strong production and an increase in the inventory ratio in Brazil, the world's largest sugar producer. Buoyed by speculative funds flowing into commodities markets, the raw sugar price rose sharply to the 14 cents level at one point, but after a short period, the downward trend intensified, and the sugar price traded closely around the 12-cents mark, ending the fiscal year at the mid-12 cents level. In Japan, retail prices for refined white sugar started the fiscal year at around 189–190 yen per kg, but shipment prices were reduced in July to reflect the decline in overseas raw sugar prices and the retail sugar price ended the fiscal year at around 187–188 yen per kg.

In sales activities, sales volume declined slightly year on year, reflecting weak shipments due to the impact of heavy rain in Western Japan and Typhoon Jebi and a drop in year-end demand for home-use sugar sachets. In production activities, fixed manufacturing costs rose due to higher fuel prices and an increase in depreciation costs related to investment in new equipment and facilities to ensure stable operations. In addition, amid weak overseas raw sugar prices, the cost of raw material inventories carried over from the previous fiscal year was high compared with product sales prices, pushing down profits.

Overseas, the Group significantly expanded its operations. In Thailand, the Group upgraded and expanded facilities at a sugar processing plant operated by Kaset Phol Sugar Ltd. to meet growing demand for sugar from both a volume and quality perspective. The Group also acquired SIS'88 Pte. Ltd., which owns the dominant sugar brand in Singapore. The acquisition gives the Group a base to expand its business in Southeast Asia and the Middle East. In addition, the Group invested in COFCO Sugar Liaoning Co., Ltd., an affiliate of COFCO, a major state-run corporate group in China. The Group faces accounting costs such as amortization of goodwill related to these recent aggressive investments in new business sites. However, leveraging those new sites, we plan to expand the overseas business and ensure a profitable return on the investments as soon as possible.

In domestic consolidated subsidiaries, Hokkaido Sugar Co., Ltd. faced lower sales prices and higher distribution costs due to rising fuel prices. The company was also affected by the Hokkaido Eastern Iburi earthquake. Profits declined at Showa Sugar Co., Ltd. due to low sucrose content in sugar cane caused by unfavorable weather.

As a result, net sales of the Sugar Business amounted to 84,117 million yen (up 0.3% year on year) and operating income was 2,350 million yen (down 46.9% year on year).

#### Sugar market status during period

Domestic market price (listed in Nippon Keizai Shimbun, per kilogram of a large bag of superfine sugar, Tokyo)

Opening price	Highest price	Lowest price	Closing price
189-190 yen	189-190 yen	187-188 yen	187-188 yen

#### Overseas raw sugar price (NY sugar current delivery, per pound)

Opening price	Highest price	Lowest price	Closing price
12.33 cents	14.24 cents	9.83 cents	12.53 cents

#### (Food Science Business)

In the Food Science Business, sales volume increased year on year, supported by a successful campaign promoting the function of isomaltulose to improve stamina during exercise, which led to a major beverage maker using the ingredient for new products. The business also achieved strong sales of isomalt to major users, helping to lift sales and profits year on year.

However, in consolidated subsidiaries, sales and profits declined year on year at Nutri Co., Ltd., reflecting weaker sales and higher personnel and distribution expenses to strengthen the sales structure. TAISHO TECHNOS CO., LTD. reported higher sales, but profits declined due to temporary costs related to the construction of a new factory and R&D center. The Group will combine its experience and expertise in the development and manufacture of food ingredients, which underpin a wide range of processed foods, and use this subsidiary as the center for new value creation.

As a result, net sales in the Food Science Business amounted to 19,200 million yen (down 1.9% year on year), while operating income was 471 million yen (down 55.3% year on year).

#### (Real Estate Business)

The Real Estate Business reported sales of 1,956 million yen (up 5.2% year on year) and operating income of 921 million yen (up 5.1% year on year), both higher year on year, mainly reflecting the start of leasing activities for a new logistics center in Okayama City.

As a result of the above, net sales in fiscal 2018 decreased 0.0% year on year to 105,274 million yen and operating income dropped 41.1% to 3,742 million yen.

In non-operating income and expenses, the Group has received royalty income based on a patent and development and marketing rights agreement for fingolimod (FTY720) between Novartis Pharma AG and Mitsubishi Tanabe Pharma Corporation, which is the joint holder of the fingolimod patent with the Company. However, Novartis Pharma has initiated an arbitration process challenging the enforceability of certain provisions under the agreement. In light of progress with that process, the Group has decided not to recognize profits related to the portion of royalty income subject to the arbitration. Depending on the outcome of the arbitration process, the unrecognized portion of royalty income may be recognized as a lump-sum amount at a later date.

The Group recorded share of losses of entities accounted for using equity method, reflecting a decline in sales prices at affiliates in Thailand due to a drop in the overseas raw sugar price, and a decline in sugar cane sucrose content at affiliates in Okinawa and Kagoshima due to unfavorable weather. As a result, ordinary income declined 24.2% year on year to 10,314 million yen and profit attributable to owners of parent fell 17.5% to 6,862 million yen.

Net sales by business segment

Business segment	Net sales	Component ratio
	Million yen	%
Sugar Business	84,117	79.9
Food Science Business	19,200	18.2
Real Estate Business	1,956	1.9
Total	105,274	100.0

#### 2. Issues to work on

The Group's Sugar Business generates close to 80% of consolidated net sales. Consequently, the Group's business structure is exposed to changes in the operating environment in the Sugar Business and developments in agricultural policy and trade policy. In addition, domestic sugar consumption is projected to gradually decline due to factors such as Japan's aging society and falling population and rising imports of pre-sweetened products. Meanwhile, as noted above, a portion of royalty income paid by Novartis Pharma AG to Mitsubishi Tanabe Pharma Corporation, a joint patent holder with Mitsui Sugar, is being challenged through an arbitration procedure by Novartis Pharma. The Group has not recognized the portion of royalty income subject to the arbitration, which is likely to lead to a steep drop in ordinary income of the fiscal year ending March 31, 2020.

Against that backdrop, the Group needs to urgently ensure investment projects funded by that income become profitable as soon as possible and establish a new earnings structure. The Group will implement the following measures to achieve those goals.

In the domestic Sugar Business, we will further improve efficiency by optimizing all phases of our operations, from production and pricing strategy to the sales network and logistics, while also fulfilling our corporate social responsibility by ensuring stable supplies. In the overseas Sugar Business, we plan to use our accumulated expertise in sugar refining technologies, product development and sales at SIS'88 Pte. Ltd. in Singapore and at COFCO Sugar Liaoning Co., Ltd. in China to increase the value of their businesses. We will also grow earnings by strengthening cooperation with affiliates in Thailand to address rising demand for high-quality sugar.

In the Food Science Business, we will use M&A and other approaches to rapidly make the business profitable, leveraging our scientific knowledge of sugar to create new businesses with a key presence in fields that extend healthy life expectancy, improve performance during exercise and combine health and flavor.

In the Real Estate Business, we aim to generate stable profits by renovating rental properties and pushing ahead with the development of real estate assets in Okayama City and Nagata Ward in Kobe City.

In research and development, we aim to create new businesses that maximize the benefits of sugar cane as an environmentally friendly crop. Specifically, we plan to manufacture and develop applications for polyphenol and other valuable substances extracted from bagasse, a solid residue left after the extraction of liquid from sugar cane, and work on developing technology to improve cultivation techniques to make sugar cane farming more stable and highly profitable.

In addition, we will overhaul our operations and actively develop our personnel to ensure the above measures are implemented rapidly and effectively.

# Reference Documents for the Ordinary General Meeting of Shareholders

**Proposal 1:** Appropriation of surplus

Details pertaining to the appropriation of surplus are as follows:

It is the basic policy of the Company to pay stable and continuous dividends to shareholders. With regard to the amount of dividends, the Company will set the level of dividends, taking into account business development for future growth and sufficient internal reserves essential for strengthening its management base, while considering the operating environment on a case-by-case basis, with the goal of a payout ratio of 35%. The Company will also work to promote its dynamic capital policy in order to further increase corporate value.

Based on the policy above and business results, etc., the Company plans to set the year-end dividend at 55 yen per share, after making a comprehensive consideration of returning profit to shareholders, securing sufficient internal reserves for strengthening the financial condition and management foundation of the Company, and investments to drive reproduction and growth. Since the interim dividend in the amount of 55 yen has been distributed, the annual dividend for the current fiscal year will be 110 yen per share, resulting in the payout ratio of 42.8%.

#### Year-end dividends:

- (1) Type of dividend assets Cash
- (2) Allocation and total amount of the dividend assets 55 yen per share of the Company's common stock Total amount of dividends: 1,468,606,700 yen
- (3) Effective date of dividend payment June 26, 2019

## **Proposal 2:** Election of eight (8) Directors

The terms of office of all eight (8) Directors expire at the conclusion of the Meetings. This proposal requests the election of eight (8) Directors.

The candidates for Directors are as follows:

No.	Nam	e	Current positions in the Company	Attendance at Board of Directors' meetings
1	Daisuke Saiga	Reappointment	President & CEO	11/11
2	Yutaro Tako	Reappointment	Director, Senior Executive Managing Officer	11/11
3	Junichi Nomura	Reappointment	Director, Senior Executive Managing Officer, General Manager of Sugar Production Group	11/11
4	Hideyuki Mikayama	Reappointment	Director, Senior Executive Managing Officer & CFO	11/11
5	Junichi Handa	Reappointment Outside Independent	-	11/11
6	Yusuke Kawamura	Reappointment Outside Independent	_	11/11
7	Yuko Tamai	Reappointment Outside	_	11/11
8	Miki Yoshikawa	Reappointment Outside	_	11/11

No.	Name (Date of birth)	(	Career summary, positions in the Company, and important concurrent positions	Number of the Company's shares held
		April 1977	Joined Mitsui & Co., Ltd.	
		April 2008	Managing Officer, General Manager of Human Resources & General Affairs Division, Mitsui & Co., Ltd.	
	Daisuke Saiga	April 2010	Executive Managing Officer, Chief Compliance Officer, Mitsui & Co., Ltd.	
	(March 16, 1955)	June 2010	Representative Director, Executive Managing Officer, Chief Compliance Officer, Mitsui & Co., Ltd.	3,300
1	Reappointment	April 2012	Representative Director, Senior Executive Managing Officer, Mitsui & Co., Ltd.	
		April 2014	Representative Director, Executive Vice President, Mitsui & Co., Ltd.	
		April 2016	Director, Mitsui & Co., Ltd.	
		June 2016	President and CEO of the Company (to present)	
		hat he can continu	Director) e to make use of his experience and proven track record as a nowledge and oversight capability necessary to faithfully pe	
		April 1979	Joined Mitsui & Co., Ltd.	
		February 2002	Sales Manager of Food Resources Division, Osaka Office, Mitsui & Co., Ltd.	
		April 2004	Manager of Sugar & Starch Products Section, Sugar & Fermented Products Division, Foods & Retail Business Unit, Mitsui & Co., Ltd.	
		December 2006	General Manager of Sugar & Fermented Products Division, Foods & Retail Business Unit, Mitsui & Co., Ltd.	
	Yutaro Tako	June 2007	Outside Director of the Company	
	(June 26, 1956)	May 2011	Director, Executive Managing Officer of the Company	6,400
2	Reappointment	December 2013	Director, Hokkaido Sugar Co., Ltd.	
2		April 2014	Director, Senior Executive Managing Officer of the Company (to present)	
		December 2014	Director, Nutri Co., Ltd. (to present)	
		April 2017	General Manager of Food Science Group of the Company	
		June 2018	General Manager of Sugar Sales Group of the Company	
		(Important concu Director, Nutri C		
		ons as a head of th	Director)  le sales department at a trading firm and the Company, the Cexperience and insight mainly in the sales department to har	

No.	Name (Date of birth)		Career summary, positions in the Company, and important concurrent positions	Number of the Company's shares held
		April 1981	Joined the Company	
		April 2008	General Manager of Chiba Factory, Sugar Production Group of the Company	
		April 2010	Executive Officer, General Manager of Kobe Factory, Sugar Production Group of the Company	
	Junichi Nomura (October 26, 1958)	April 2013	Executive Officer, General Manager of Kobe Factory, Sugar Production Group of the Company	2,260
3	Reappointment	April 2014	Executive Managing Officer, General Manager of Sugar Production Group of the Company	2,200
		June 2014	Director, Executive Managing Officer, General Manager of Sugar Production Group of the Company	
		April 2016	Director, Senior Executive Managing Officer, General Manager of Sugar Production Group of the Company (to present)	
	(Reasons for nominatio The Company expects t Company's production	hat he can conti	nue to make use of his many years of experience and insight in	the
		April 1979	Joined Mitsui & Co., Ltd.	
		April 1999	General Manager of Finance Department, MITSUI & CO. (U.S.A.), INC.	
		April 2007	General Manager of Financial Planning and Administrative Division, Mitsui & Co., Ltd.	
		April 2009	General Manager of Finance Division, Mitsui & Co., Ltd.	
		April 2011	Managing Officer, General Manager of Finance Division, Mitsui & Co., Ltd.	
	Hideyuki Mikayama	April 2012	Managing Officer, General Manager of Nagoya Office, Mitsui & Co., Ltd.	
	(August 21, 1955)	April 2013	Executive Managing Officer, General Manager of Nagoya Office, Mitsui & Co., Ltd.	2,600
4	Reappointment	June 2014	Outside Director, Resona Bank, Limited. (to present)	
		June 2014	Director, Executive Managing Officer & CFO General Manager of Finance & Accounting Division of the Company	
		April 2015	Director, Executive Managing Officer & CFO of the Company	
		April 2017	Director, Senior Executive Managing Officer & CFO of the Company (to present)	
			current positions)	
	(B) (C) : :		or, Resona Bank, Limited.	
	(Reasons for nominatio		or Director) vledge gained through finance-related operations at a trading f	irm. the
			to make use of the experience and knowledge for its managem	

				shares held
		April 1979	Joined Toa Nenryo Kogyo Co., Ltd.	
		February 2002	Representative Director, Booz Allen Hamilton	
		April 2005	President & CEO, Management Wisdom Partners, Japan	
		April 2013	Senior Vice President, Human Resources Department, Takeda Pharmaceutical Co., Ltd.	
	Junichi Handa	June 2013	Corporate Officer, Senior Vice President, Human Resources Department, Takeda Pharmaceutical Co., Ltd	
	(February 13, 1957) Reappointment	October 2014	Global Human Resources, Takeda Pharmaceutical, Co., Ltd.	
_	Outside	June 2015	Outside Director of the Company (to present)	
5	Independent	July 2015	President & CEO, Management Wisdom Partners, Japan (to present)	
		April 2016	Project Professor, Graduate School of Economics, The University of Tokyo (to present)	
			rrent positions) , Graduate School of Economics, The University of Tokyo , Management Wisdom Partners, Japan	
		I knowledge of cor track record, the Co tive perspective.	porate strategy, particularly in the field of formulating huma ompany expects that he can appropriately perform his duties	
		April 1977	Joined Daiwa Securities Co. Ltd.	
		January 1997	General Manager of Syndicate Department, Capital Market Division, Daiwa Securities Co. Ltd.	
		June 2007	Public Board Member, Self-regulation Board, Japan Securities Dealers Association	
		April 2010	Director, Japan Securities Research Institute	
		January 2011	Commissioner, Fiscal System Council, Ministry of Finance (to present)	
		April 2012	Deputy Chairman of the Institute, Daiwa Institute of Research, Ltd.	
		February 2013	Commissioner, Business Accounting Council, Financial Services Agency (to present)	
	Yusuke Kawamura (December 5, 1953)	May 2013	Commissioner, Ministerial Meeting on Promotion of Utilization of Public-Private Funds (to present)	
	Reappointment	November 2013	Outside Director, Cool Japan Fund (to present)	
6	Outside Independent	May 2016	Visiting professor, Nankai University (to present)	
	macpendent	January 2017	Visiting research fellow, Guangdong Academy of Social Sciences (to present)	
		June 2017	Outside Director of the Company (to present)	
		June 2018	Trustee, Japan Securities Research Institute (to present)	
		April 2019	Special Chairman of the Institute, Daiwa Institute of Research, Ltd. (to present)	
			Adviser, Japan Securities Dealers Association (to present)	
			Visiting professor, KYOTO SAGA UNIVERSITY OF ARTS. (to present)	
		(Important concu Special Chairman		

No.	Name (Date of birth)	(	Career summary, positions in the Company, and important concurrent positions	Number of the Company's shares held
		April 1994	Registered as an Attorney at Law Joined Nagashima & Ohno	
		September 2000	Joined Covington & Burling LLP (Washington, D.C.)	
		January 2001	Registered as an Attorney at Law in New York State	
		April 2001	Rejoined Nagashima Ohno & Tsunematsu	
	Yuko Tamai	January 2003	Partner, Nagashima Ohno & Tsunematsu (to present)	
(November 28, 1965)  Reappointment Outside	June 2015	Outside Audit & Supervisory Board Member, Japan Bank for International Cooperation (to present)	0	
	June 2017	Outside Director of the Company (to present)		
		April 2019	Commissioner, Certified Public Accountants and Auditing Oversight Board (to present)	
			rrent positions) na Ohno & Tsunematsu Supervisory Board Member, Japan Bank for International	
		gree of specialized	Outside Director) knowledge and abundant experience as an attorney, the Cories as Outside Director from an objective perspective.	mpany expects
		April 1984	Joined Mitsui & Co., Ltd.	
		April 1984 March 2000	Joined Mitsui & Co., Ltd.  President & CEO, Japan Information Resources Co., Ltd	
		•		
		March 2000	President & CEO, Japan Information Resources Co., Ltd General Manager of Logistics Business Promotion Division, Food & Retail Business Unit, Mitsui & Co., Ltd. General Manager of Retail Logistics Division, Food &	
		March 2000 October 2007	President & CEO, Japan Information Resources Co., Ltd General Manager of Logistics Business Promotion Division, Food & Retail Business Unit, Mitsui & Co., Ltd.	
	Miki Yoshikawa (December 26, 1961)	March 2000 October 2007 April 2008	President & CEO, Japan Information Resources Co., Ltd General Manager of Logistics Business Promotion Division, Food & Retail Business Unit, Mitsui & Co., Ltd. General Manager of Retail Logistics Division, Food & Retail Business Unit, Mitsui & Co., Ltd. General Manager of Retail Business Division, Food &	0
8		March 2000 October 2007 April 2008 October 2010	President & CEO, Japan Information Resources Co., Ltd General Manager of Logistics Business Promotion Division, Food & Retail Business Unit, Mitsui & Co., Ltd. General Manager of Retail Logistics Division, Food & Retail Business Unit, Mitsui & Co., Ltd. General Manager of Retail Business Division, Food & Retail Business Unit, Mitsui & Co., Ltd. Divisional Operating Officer of Foodstuff Business Division, Asia Pacific Business Unit, Mitsui & Co., Ltd.,	0
8	(December 26, 1961)  Reappointment	March 2000 October 2007 April 2008 October 2010 February 2012	President & CEO, Japan Information Resources Co., Ltd General Manager of Logistics Business Promotion Division, Food & Retail Business Unit, Mitsui & Co., Ltd.  General Manager of Retail Logistics Division, Food & Retail Business Unit, Mitsui & Co., Ltd.  General Manager of Retail Business Division, Food & Retail Business Unit, Mitsui & Co., Ltd.  Divisional Operating Officer of Foodstuff Business Division, Asia Pacific Business Unit, Mitsui & Co., Ltd., and S.V.P. of Mitsui & Co. (Asia Pacific) Pte. Ltd.  Managing Officer, Chief Operating Officer of Food	0
8	(December 26, 1961)  Reappointment	March 2000 October 2007 April 2008 October 2010 February 2012 April 2015	President & CEO, Japan Information Resources Co., Ltd General Manager of Logistics Business Promotion Division, Food & Retail Business Unit, Mitsui & Co., Ltd. General Manager of Retail Logistics Division, Food & Retail Business Unit, Mitsui & Co., Ltd. General Manager of Retail Business Division, Food & Retail Business Unit, Mitsui & Co., Ltd. Divisional Operating Officer of Foodstuff Business Division, Asia Pacific Business Unit, Mitsui & Co., Ltd., and S.V.P. of Mitsui & Co. (Asia Pacific) Pte. Ltd. Managing Officer, Chief Operating Officer of Food Resources Business Unit, Mitsui & Co., Ltd. Managing Officer, Chief Operating Officer of Food	0
8	(December 26, 1961)  Reappointment	March 2000 October 2007 April 2008 October 2010 February 2012 April 2015 April 2016	President & CEO, Japan Information Resources Co., Ltd General Manager of Logistics Business Promotion Division, Food & Retail Business Unit, Mitsui & Co., Ltd. General Manager of Retail Logistics Division, Food & Retail Business Unit, Mitsui & Co., Ltd. General Manager of Retail Business Division, Food & Retail Business Unit, Mitsui & Co., Ltd. Divisional Operating Officer of Foodstuff Business Division, Asia Pacific Business Unit, Mitsui & Co., Ltd., and S.V.P. of Mitsui & Co. (Asia Pacific) Pte. Ltd. Managing Officer, Chief Operating Officer of Food Resources Business Unit, Mitsui & Co., Ltd. Managing Officer, Chief Operating Officer of Food Business Unit, Mitsui & Co., Ltd.	0

appropriately perform his duties as Outside Director from an objective perspective.

Notes:

- There are no vested interests between each of the candidates and the Company.
- 2. Mr. Junichi Handa, Mr. Yusuke Kawamura, Ms. Yuko Tamai and Mr. Miki Yoshikawa are candidates for Outside Directors.
- The Company designated Mr. Junichi Handa and Mr. Yusuke Kawamura as independent officers and registered them with the Tokyo Stock Exchange pursuant to the provisions of the Exchange. If the reelection of both of them is approved at this Meeting, the Company plans for their appointment as independent officers to continue.
- Ms. Yuko Tamai is independent according to the Tokyo Stock Exchange's independence criteria and fulfills the qualifications of an independent officer. However, in accordance with the policy of the law office where she is a partner, the Company has no plans to register her as an independent officer with the Tokyo Stock Exchange.

- 5. Although Mr. Yusuke Kawamura and Ms. Yuko Tamai have not been involved in corporate management except for being an Outside Director in the past, the Company has judged that they can perform their duties as Outside Directors appropriately as described in "Reasons for nomination as candidate for Outside Director."
- 6. Mr. Miki Yoshikawa has been serving as a business executive at Mitsui & Co., Ltd., which had specific relations with the Company during the past 5 years. He received salary and other compensation for the last 2 years from the company as well, and is expected to continue to receive salary and other compensation from the company.
- 7. Mr. Junichi Handa is currently the Company's Outside Director. His terms of office will be 4 years at the conclusion of this Meeting.
- 8. Mr. Yusuke Kawamura, Ms. Yuko Tamai and Mr. Miki Yoshikawa are currently the Company's Outside Director. Their terms of office will be 2 years at the conclusion of this Meeting.
- 9. In accordance with Paragraph 1, Article 427 of the Companies Act, the Company has agreements with Mr. Junichi Handa, Mr. Yusuke Kawamura, Ms. Yuko Tamai and Mr. Miki Yoshikawa to limit their liability for damages stipulated in Paragraph 1, Article 423 of the Companies Act to the minimum amount set forth in Paragraph 1, Article 425 of the Companies Act. If the reelection of each of them are approved at this Meeting, the Company will keep the said agreements with each of them.