

Translation: Please note that the following purports to be an accurate and complete translation of the original Japanese version prepared for the convenience of investors. However, in the case of any discrepancy between the translation and the Japanese original, the latter shall prevail.

TSE Code: 9697 ISIN: JP3218900003 SEDOL: 6173694 JP

May 26, 2020

To: Shareholders

Notice of Convocation of the 41st Ordinary General Meeting of Shareholders

We would like to hereby inform you that the 41st Ordinary General Meeting of Shareholders of the Company will be held as described below.

We would like to express our deepest compassion for the people and regions suffering from COVID-19. We extend our genuine condolences to those closest to the victims who lost their lives, and sincerely wish the people under severe treatment for the disease an early recovery.

As for exercising your voting rights to our proposals as described below, it is possible to exercise your voting rights by either the methods stated below. To exercise voting rights, please review the Reference Document Concerning the General Meeting of Shareholders below and exercise your rights by 5:30 PM on June 16, 2020 (Tuesday), JST.

[In case of exercising voting rights by mail]

Please indicate on the Voting Right Exercise Form enclosed herewith your approval or disapproval of each proposal listed thereon and return the form to the Company before the deadline stated above.

[In case of exercising voting rights via the Internet]

Note: Voting via the Internet other than ICJ platform is only available for registered shareholders in Japan with Japanese language only. The ICJ platform is an electronic voting platform for institutional investors via ProxyEdge® system of Broadridge. For further details, please consult with your custodian(s), nominee(s) and/or broker(s).

Exercising a voting right can only be made by accessing the website of Mitsubishi UFJ Trust and Banking Corporation, the administrator of shareholders' register (<https://evote.tr.mufg.jp/>). Please use the log-in ID and temporary password which are shown on the Voting Right Exercise Form. After logging in, please indicate your approval or disapproval of each proposal by following the instructions on the display screen before the deadline stated above.

Please see the Guidance for the Exercise of Voting Rights via the Internet attached below (p.*-p.* *note: intentionally omitted*).

The Company has participated in the electronic voting right execution platform for institutional investors operated by ICJ, Inc.

In case that a voting right is exercised both by the Voting Right Exercise Form and via the Internet, only the vote registered via the Internet will be recognized as valid.

(Note)

Your vote is important. We will appreciate your participation in the Meeting through providing instruction to your custodian(s), broker(s), nominee(s), voting agent(s) or other authorized intermediaries to process your vote as soon as possible. We look forward to receiving your vote.

Yours faithfully,

CAPCOM Co., Ltd.

1-3, Uchihirano-machi 3-chome, Chuo-ku,
Osaka, Japan

By: Haruhiro Tsujimoto
President and COO
Representative Director

Particulars

1. Date & Time: June 17, 2020 (Wednesday) at 10:00 a.m.
(Reception is scheduled to open at 9:00 a.m.)
2. Place: Osaka Castle Hotel, 6F Hall
1-1, Tenmabashikyomachi Chuo-ku, Osaka
3. Agenda:

Matters to be reported:

- 1 Report on the Business Report, Consolidated Financial Statements and Non-Consolidated Financial Statements for the 41st Fiscal Year (from April 1, 2019 to March 31, 2020); and
- 2 Report on the Results of Audit for Consolidated Financial Statements for the 41st Fiscal Year (from April 1, 2019 to March 31, 2020) by Accounting Auditor and the Audit and Supervisory Committee.

Matters to be resolved:

- First proposal: Proposed Appropriation of Retained Earnings**
- Second proposal: Election of Seven (7) Directors (excluding Directors who are members of the Audit and Supervisory Committee)**
- Third proposal: Election of Three (3) Directors who are members of the Audit and Supervisory Committee**
- Forth proposal: Election of One Director who is a substitute member of the Audit and Supervisory Committee**
-

◎ Countermeasure to secure safety in light of COVID-19

Your due consideration to exercise the voting right is sincerely requested to avoid infection by physically attending to the Ordinary General Meeting of Shareholders as the case may be, although every precautions measures and devices are to be provided with our utmost efforts on the site of the Meeting by the Company.

When you actually decide to attend to the Meeting in person, please wear your own mask and put some hand sanitizer on your hand and rub it in well before entering to the Meeting site.

◎ Introduction of Hybrid Participation-Type General Meeting of Shareholders

We would like to introduce so-called the hybrid participation-type general meeting of shareholders since this year in line with current regulatory guidance, although exercising voting rights to our proposals remains unchanged as described in Notice of Convocation of 41st Ordinary General Meeting of Shareholders.

The shareholders will be able to virtually participate into the general meeting through video streaming services while sending comments on the meeting (note: This service is only available in Japanese language)

◎ When you attend the Meeting in person, please submit the Voting Right Exercise Form enclosed herewith to the receptionist at the place of the Meeting.

◎ For saving natural resources, please take this notice of convocation with you to the Meeting.

Reference Document Concerning the General Meeting of Shareholders

Proposals and reference matters:

First proposal: Proposed Appropriation of Retained Earnings

The Company considers returning profits to the shareholders to be one of the most important management issues. The Company, taking into account the future business development and changes in operating circumstances, makes best efforts to pay stable and continued dividends on the basis of fundamental policy under which consolidated payout ratio is 30%.

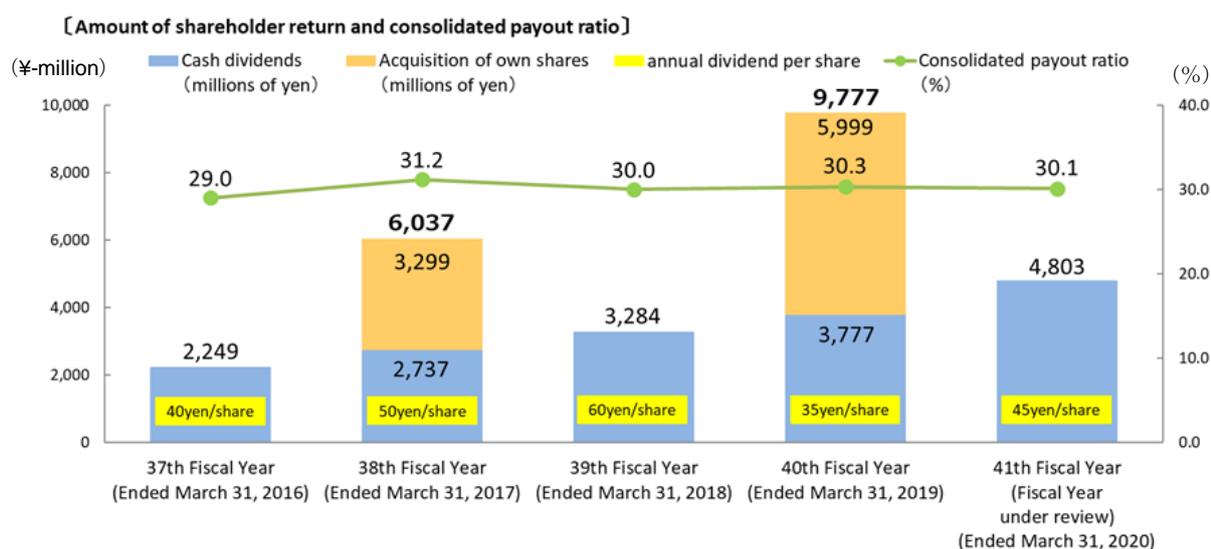
The Company, taking into account the policy set forth above, and with net income attributable to owners of the parent having renewed a record high, proposes to distribute ¥25 per share, as the year-end dividend for the fiscal year under review, an increase in ¥5 per share from previous fiscal year end as follows:

1. Type of dividend property: Cash
2. Matters concerning the allotment of dividend property and the total amount paid to shareholders:

¥25 per share of common stock of the Company; the total amount to be ¥2,668,765,350

Note: For interim dividend the Company paid ¥20 per share, thus the annual dividend for the fiscal year under review is ¥45 per share and the consolidated payout ratio is 30.1%.

3. Date when dividends of retained earnings take effect: June 18, 2020(Thursday)



Note: A stock split took place as at April 1st, 2018, whereby one ordinary share was split into two shares.

Second proposal: Election of Seven (7) Directors (excluding Directors who are members of the Audit and Supervisory Committee)

Mr. Kunio Neo, the Director of the Company resigned from his office as at March 31st, 2020. The term of office for the other seven (7) Directors (excluding Directors who are members of the Audit and Supervisory Committee) shall expire at the closing of this Ordinary General Meeting of Shareholders.

Therefore, the Company proposes to elect seven (7) Directors to stream management efficiency.

For the purpose of selecting Candidates for Directors, the Nomination and Remuneration Committee, the majority of which consists of Independent Directors and of which the Chairman is an Independent External Director so as to enhance transparency and objectivity, was referred to and the Board of Directors decided Candidates for Directors upon consideration of the recommendation of the Nomination and Remuneration Committee.

Furthermore, it was reported that the Audit and Supervisory Committee expressed its opinion that this proposal is appropriate upon deliberation.

Candidates for Directors are as follows:

Candidate No.	Name	Career position and assignment in the Company	Term of office as a Director*	Attendance of the Board of Directors meetings	Number of positions at other listed companies
1	Kenzo Tsujimoto Internal Re-election	Chairman and Representative Director Chief Executive Officer (CEO)	37 years	9/10 times (90%)	—
2	Haruhiro Tsujimoto Internal Re-election	Representative Director President and Chief Operating Officer (COO), in charge of Sales Operations Business and Arcade Operations Business	23 years	10/10 times (100%)	—
3	Yoichi Egawa Internal Re-election	Director Executive Corporate Officer, in charge of Development Divisions and Pachinko & Pachislo Business Divisions	7 years	10/10 times (100%)	—
4	Kenkichi Nomura Internal Re-election	Director Executive Corporate Officer, Chief Financial Officer (CFO) in charge of Corporate Management, Planning and Strategy Divisions	4 years	10/10 times (100%)	—
5	Masao Sato External Re-election Independent Director	Director	4 years	10/10 times (100%)	—
6	Toru Muranaka External Re-election Independent Director	Director	4 years	10/10 times (100%)	2 companies

7	Yutaka Mizukoshi External Re-election Independent Director	Director	2 year	10/10 times (100%)	2 companies
---	------------------------------------------------------------------	----------	--------	-----------------------	-------------

*The term of office as Director represents the period from assumption at the closing of this General Meeting of Shareholders.

For your reference:

【Criteria of Independence of External Director】

The Company established judgment criteria of independence of External Director by which the Company makes judgment that he/she should be independent External Director if he/she does not fall under any of the following events:

- (i) A business executer of the Company group (“the Company and its consolidated subsidiaries” and the same applicable hereinafter) currently or in the past ten (10) years;
- (ii) A main business partner or a business executer of such business partner (enterprise and the like), “main” meaning that consolidated net sales or trading value between the Company group and the business partner accounts for not less than one (1) % of the Company group and the business partner (as the case may be) on an annual basis;
- (iii) A person or enterprise having main business relationship with the Company group or a business executer of such enterprise, “main” meaning that consolidated net sales or trading value between the Company group and such enterprise accounts for not less than one (1) % of the Company group and such enterprise (as the case may be) on an annual basis;
- (iv) The principle shareholders of the Company (holding not less than 10% of the total voting rights) or a business executer of such shareholder or corporation of which the Company group is principle shareholder;
- (v) A business executer of organization or corporation to which the Company group donated, financed or guaranteed in a large amount;
- (vi) A business executer of corporation with which the Company group has cross directorship;
- (vii) Lawyer, certified public accountant, consultant and the like who received ¥10 million or more in cash or assets per annum (in case of corporation or association who receives such assets, person belonging to such corporation or association that an amount involved in transactions between the Company group accounts for not less than one (1) % of the consolidated net sales or trading value of the Company group (as the case may be) on an annual basis) and ¥10 million or more.
- (viii) In case of (ii) to (vii) above, person falling under any of business year in the past five (5) years; and
- (ix) Spouse or relative within the second degree of kinship of the person falling under any of (i) to (viii) above.

Candi- date No.	Name (Date of birth, Term of office as Director, Attendance of the Board of Directors meetings, Number of shares of the Company held)	Resume, position, responsibility, important concurrent office of other organizations
1	<p data-bbox="316 434 539 465">Kenzo Tsujimoto</p>  <p data-bbox="387 779 651 815">Internal Re-election</p> <ul data-bbox="323 837 715 1234" style="list-style-type: none"> • Date of birth: December 15, 1940 • Term of office as Director: 37 years (At the closing of this Ordinary General Meeting of Shareholders) • Attendance of the Board of Directors meetings: 9/10 times (90%) • Number of shares of the Company held: 4,019,580 shares 	<p data-bbox="738 465 1385 517">July 1985: President and Representative Director of the Company</p> <p data-bbox="738 517 1385 622">Apr. 1997: Head of The Association of Copyright for Computer Software (Currently The General Incorporated Association of Copyright for Computer Software) (to present)</p> <p data-bbox="738 622 1426 674">Apr. 2001: Chief Executive Officer (CEO) of the Company (to present)</p> <p data-bbox="738 674 1390 725">July 2007: Chairman and Representative Director of the Company (to present)</p> <p data-bbox="738 725 1431 777">Feb. 2010: Representative Director of Kenzo Estate Winery Japan Co., Ltd. (to present)</p> <p data-bbox="738 808 1422 943">[Important concurrent office of other organizations] Representative Director of Kenzo Estate Winery Japan Co., Ltd. Head of The General Incorporated Association of Copyright for Computer Software</p>

【Reasons for nomination】

Mr. Kenzo Tsujimoto has promoted the Company with his strong leadership as a top of management, in addition to exceeded ability to grasp future development and abundant experiences, by virtue of his power for swift determination and execution. His existence as a charismatic founder of the Company is mental pole as well as centripetal force of the Company's officers, and employees.

Taking into consideration the results of the Company until today, the Company continues to ask shareholders to elect him as Director since the Company could expect him to contribute to the enhancement of the corporate value of the Company hereafter.

【Special Interests between the candidate and the Company】

He is concurrently the representative director of Kenzo Estate Winery Japan Co., Ltd., with which the Company has a trading relationship including purchase of its products, etc.

Candi- date No.	Name (Date of birth, Term of office as Director, Attendance of the Board of Directors meetings, Number of shares of the Company held)	Resume, position, responsibility, important concurrent office of other organizations
2	<p data-bbox="312 394 568 427">Haruhiro Tsujimoto</p>  <p data-bbox="387 736 651 779">Internal Re-election</p> <ul data-bbox="323 792 722 1169" style="list-style-type: none"> • Date of birth: October 19, 1964 • Term of office as Director: 23 years (At the closing of this Ordinary General Meeting of Shareholders) • Attendance of the Board of Directors meetings: 10/10 times (100%) • Number of shares of the Company held: 3,099,300 shares 	<p data-bbox="738 427 1177 456">Apr. 1987: Entered into the Company</p> <p data-bbox="738 456 1161 486">June 1997: Director of the Company</p> <p data-bbox="738 486 1286 515">Feb. 1999: Managing Director of the Company</p> <p data-bbox="738 515 1366 544">Apr. 2001: Senior Managing Director of the Company</p> <p data-bbox="738 544 1425 589">July 2004: Director and Executive Corporate Officer of the Company</p> <p data-bbox="738 589 1390 633">Apr. 2006: Director and Executive Vice President of the Company</p> <p data-bbox="738 633 1394 719">July 2007: President and Representative Director, Chief Operating Officer (COO) of the Company (to present)</p> <p data-bbox="738 719 1439 804">Aug. 2016: President and Representative Director, and Director in charge of Global Marketing Business and Arcade Operations Business of the Company</p> <p data-bbox="738 804 1366 889">June 2018: President and Representative Director, and Director in charge of Arcade Operations Business of the Company</p> <p data-bbox="738 889 1439 987">Apr. 2020: President and Representative Director, and Director in charge of Sales Operations Business and Arcade Operations Business of the Company (to present)</p>

【Reasons for nomination】

Mr. Haruhiro Tsujimoto has, since assumption of the office of President, been engaged in deep plowing of the existing business and diversifying business fields such as strengthening software development, the core business of the Company, promoting one contents multi-use development and eSports business. He contributed to strengthening steadily management base by agile management suited for environment changes and steady management method.

The Company continues to ask shareholders to elect him as Director since the Company could expect him to contribute to the development of the Company hereafter.

【Special Interests between the candidate and the Company】

There is no special interest relationship between Mr. Tsujimoto and the Company.

Candi- date No.	Name (Date of birth, Term of office as Director, Attendance of the Board of Directors meetings, Number of shares of the Company held)	Resume, position, responsibility, important concurrent office of other organizations
3	<p data-bbox="308 392 491 425">Yoichi Egawa</p>  <p data-bbox="379 734 643 779">Internal Re-election</p> <ul data-bbox="319 795 719 1180" style="list-style-type: none"> • Date of birth: November 15, 1963 • Term of office as Director: 7 years (At the closing of this Ordinary General Meeting of Shareholders) • Attendance of the Board of Directors meetings: 10/10 times (100%) • Number of shares of the Company held: 3,900 shares 	<p data-bbox="738 421 1177 454">Apr. 1985: Entered into the Company</p> <p data-bbox="738 454 1316 510">Apr. 1999: General Manager of Creative Division 5 of the Company</p> <p data-bbox="738 510 1326 566">Aug. 1999: Corporate Officer, General Manager of Creative Division 5 of the Company</p> <p data-bbox="738 566 1278 622">Apr. 2011: Managing Corporate Officer of the Company</p> <p data-bbox="738 622 1273 678">Apr. 2013: Executive Corporate Officer of the Company (to present)</p> <p data-bbox="738 678 1369 745">June 2013: Director, in charge of Arcade Business and Pachinko & Pachislo Business of the Company</p> <p data-bbox="738 745 1342 857">July 2016: Director, in charge of Amusement Equipment Business, Arcade Operations Business and Consumer Games Development of the Company</p> <p data-bbox="738 857 1332 925">Apr. 2019: Director, in charge of Consumer Games Development and Pachinko & Pachislo Business Divisions of the Company</p> <p data-bbox="738 925 1326 1037">Apr.2020: Director, in charge of Development Divisions and Pachinko & Pachislo Business Divisions of the Company (to present)</p>

【Reasons for nomination】

Mr. Yoichi Egawa has, since his entrance into the Company, been engaged in development, manufacture, sales and operation of amusement facilities for many years so that he owns high profession, abundant experiences and know-how. He is fully acquainted with a wide range of knowledge and practice with respect to overall games and it is expected for him to contribute to expansion of the Company's overall business hereafter so that the Company asks shareholders to continue to elect him as Director.

【Special interests between the candidate and the Company】

There is no special interested relationship between Mr. Egawa and the Company.

Candi -date No.	Name (Date of birth, Term of office as Director, Attendance of the Board of Directors meetings, Number of shares of the Company held)	Resume, position, responsibility, important concurrent office of other organizations
4	<p data-bbox="312 434 544 465">Kenkichi Nomura</p>  <p data-bbox="389 779 651 815">Internal Re-election</p> <ul data-bbox="325 837 715 1178" style="list-style-type: none"> • Date of birth: May 18, 1955 • Term of office as Director: 4 years (At the closing of this Ordinary General Meeting of Shareholders) • Attendance of the Board of Directors meetings: 10/10 times (100%) • Number of shares of the Company held: 4,100 shares 	<p data-bbox="740 465 1410 517">Apr. 2009: Corporate Officer in charge of Internal Control of the Company</p> <p data-bbox="740 517 1347 595">July 2010: Managing Corporate Officer in charge of Financial and Accounting Division of the Company</p> <p data-bbox="740 595 1394 703">Jun. 2015: Managing Corporate Officer in charge of Financial and Accounting Division and Secretarial Affairs, PR and IR Division of the Company</p> <p data-bbox="740 703 1347 786">Apr. 2016: Executive Corporate Officer (to present) Head of Finance, Accounting and Public Relations Divisions</p> <p data-bbox="740 786 1439 882">June 2016: Director, Chief Financial Officer (CFO) (to present) and in charge of Corporate Management of the Company</p> <p data-bbox="740 882 1439 972">Apr. 2020: Director, in charge of Corporate Management, Planning and Strategy Divisions of the Company (to present)</p>

【Reasons for nomination】

Mr. Kenkichi Nomura has expertise on a wide range of business fields including finance, accounting, IR and public relations and the like so that Mr. Nomura oversees overall management and duly discharges his duties. The Company asks shareholders to continue to elect him as Director since he is expected to hereafter contribute to development of the Company.

【Special Interests between the candidate and the Company】

There is no special interested relationship between Mr. Nomura and the Company.

Candi- date No.	Name (Date of birth, Term of office as Director, Attendance of the Board of Directors meetings, Number of shares of the Company held)	Resume, position, responsibility, important concurrent office of other organizations
5	<p data-bbox="316 434 459 465">Masao Sato</p>  <p data-bbox="384 779 655 869"> External Re-election Independent Director </p> <ul style="list-style-type: none"> <li data-bbox="323 882 667 913">• Date of birth: Feb 25, 1951 <li data-bbox="323 913 715 1070">• Term of office as Director: 4 years (At the closing of this Ordinary General Meeting of Shareholders) <li data-bbox="323 1070 671 1167">• Attendance of the Board of Directors meetings: 10/10 times (100%) <li data-bbox="323 1167 667 1225">• Number of shares of the Company held: 700 shares 	<p data-bbox="738 465 1342 497">Apr. 1975: Entered into the National Police Agency</p> <p data-bbox="738 497 1422 528">Nov. 1995: Chief of Ehime Prefectural Police Headquarters</p> <p data-bbox="738 528 1422 560">Jan. 2001: Chief of Miyagi Prefectural Police Headquarters</p> <p data-bbox="738 560 1417 591">Aug. 2005: Chief of Chiba Prefectural Police Headquarters</p> <p data-bbox="738 591 1366 622">Jan. 2007: Director General of Kanto Regional Police Bureau</p> <p data-bbox="738 622 1366 654">Mar. 2008: Resigned from the National Police Agency</p> <p data-bbox="738 654 1374 703">June 2008: External Corporate Auditor of the Chugoku Electric Power Co., Inc.</p> <p data-bbox="738 703 1401 734">June 2016: External Director of the Company (to present)</p> <p data-bbox="738 734 1406 784">June 2017: Director, Public Interest Corporation, Furuoka Scholarship Foundation (to present)</p>

【Reasons for nomination】

Mr. Masao Sato has no direct management experiences for private companies other than acting as an External Director or an External member of Corporate Auditors, but he had been engaged in administration of the National Police Agency for many years so that he is acquainted with a wide range of professional knowledges and abundant experiences on overall laws, and he makes presentations from the standpoint of neutral and objective views.

Since it is expected that he will contribute to strengthen audit and supervision of the Board of Directors from the viewpoint of risk management and securing legitimacy, the Company asks shareholders to continue to elect him as External Director.

【Special interests between the candidate and the Company】

There is no special interested relationship between Mr. Sato and the Company.

【Independence】

The Company filed him to the Tokyo Stock Exchange, Inc., as an independent director so defined therein. In the event that he is re-elected, the Company plans to continue filing him to the Tokyo Stock Exchange, Inc., to be an independent director.

For Criteria of Independence of External Director, please refer to P.8

【Liability limit agreement】

The Company has entered into a liability limit agreement pursuant to Article 427, Paragraph 1 of the Companies Act, limiting compensation liability for damages provided for in Article 423, Paragraph 1 of the Companies Act. The limit of compensation liability for damages under the aforesaid agreement is the minimum amount provided for in the laws and ordinances. When he is re-elected, the Company is scheduled to continue the subject liability limit agreement.

Candi- date No.	Name (Date of birth, Term of office as Director, Attendance of the Board of Directors meetings, Number of shares of the Company held)	Resume, position, responsibility, important concurrent office of other organizations
6	<p data-bbox="312 439 512 465">Toru Muranaka</p>  <p data-bbox="384 779 655 869"> External Re-election Independent Director </p> <ul style="list-style-type: none"> <li data-bbox="323 887 663 913">• Date of birth: June 3, 1965 <li data-bbox="323 920 715 1070">• Term of office as Director: 4 years (At the closing of this Ordinary General Meeting of Shareholders) <li data-bbox="323 1077 715 1167">• Attendance of the Board of Directors meetings: 10/10times (100%) <li data-bbox="323 1173 715 1227">• Number of shares of the Company held: 700 shares 	<p data-bbox="738 465 1382 544">Apr. 1995: Registered Lawyer (Osaka Bar Association) Entered into Daiichi Law Office (Currently Daiichi Law Office, P.C.)</p> <p data-bbox="738 551 1422 577">Dec. 2007: Partner of Daiichi Law Office, P.C. (to present)</p> <p data-bbox="738 584 1406 629">May 2014: External Corporate Auditor of Furuno Electric Co., Ltd. (to present)</p> <p data-bbox="738 636 1433 680">Jun. 2015: External Corporate Auditor of Suzuken Co., Ltd. (to present)</p> <p data-bbox="738 687 1401 714">June 2016: External Director of the Company (to present)</p> <p data-bbox="738 734 1374 842"> [Important concurrent office of other organizations] Partner of Daiichi Law Office, P.C. External Corporate Auditor of Furuno Electric Co., Ltd. External Corporate Auditor of Suzuken Co., Ltd. </p>

【Reasons for nomination】

Mr. Toru Muranaka has not participated in management of companies other than in the way as an External Director or an External Corporate Auditor. He is a lawyer specialized in the field of the Companies Act, Financial Instruments and Exchange Act and others, and in addition to holding a high level of professional knowledge and wide ranging insight and expertise, he makes suggestions and gives advice to the Company on legitimacy and appropriateness from a professional viewpoint.

It is expected that he will contribute to strengthen audit and supervision of the Board of Directors from the legal viewpoint. Accordingly, the Company asks shareholders to elect him as External Director.

Furthermore, he is a member of Legal Professional Corporation (LPC) Daiichi Law Office, P.C. with which the Company has entered into legal counsel agreement. Since the total amount involved in transactions between the two parties on an annual basis accounts for less than one (1) % of consolidated net sales of the Company and the P.C. and less than ¥10 million, the Company made judgment that such agreement does not affect the independence of External Director as he meets the criteria laid down by the Company.

【Special interests between the candidate and the Company】

There is no special interested relationship between Mr. Muranaka and the Company.

【Independence】

The Company filed him to the Tokyo Stock Exchange, Inc., as an independent director so defined therein. In the event that he is re-elected, the Company plans to continue filing him to the Tokyo Stock Exchange, Inc., to be an independent director.

For Criteria of Independence of External Director, please refer to P.8.

【Liability limit agreement】

The Company has entered into a liability limit agreement pursuant to Article 427, Paragraph 1 of the Companies Act, limiting compensation liability for damages provided for in Article 423, Paragraph 1 of the Companies Act. The limit of compensation liability for damages under the aforesaid agreement is the minimum amount provided for in the laws and ordinances. When he is re-elected, the Company is scheduled to continue the subject liability limit agreement.

Candi- date No.	Name (Date of birth, Term of office as Director, Attendance of the Board of Directors meetings, Number of shares of the Company held)	Resume, position, responsibility, important concurrent office of other organizations
7	<p data-bbox="316 394 552 421">Yutaka Mizukoshi</p>  <p data-bbox="384 741 655 824"> External Re-election Independent Director </p> <ul style="list-style-type: none"> <li data-bbox="323 846 715 873">• Date of birth: August 29, 1956 <li data-bbox="323 878 715 1025">• Term of office as Director: 2 years (At the closing of this Ordinary General Meeting of Shareholders) <li data-bbox="323 1030 715 1124">• Attendance of the Board of Directors meetings: 10/10 times (100%) <li data-bbox="323 1128 715 1187">• Number of shares of the Company held: 700 shares 	<p data-bbox="738 427 1321 454">Apr. 1980: Entered into Nippon Steel Corporation</p> <p data-bbox="738 459 1430 508">May 2004: Senior Vice President of The Boston Consulting Group</p> <p data-bbox="738 512 1430 539">Jan. 2005: Japan Co-chair of The Boston Consulting Group</p> <p data-bbox="738 544 1398 593">Jan. 2016: Senior Partner and Managing Director of The Boston Consulting Group</p> <p data-bbox="738 598 1430 692">June 2016: External Director of Lifenet Insurance Company (to present) External Director of Asagami Corporation (to present)</p> <p data-bbox="738 696 1441 745">Jan. 2018: Senior Advisor of The Boston Consulting Group, Tokyo (to present)</p> <p data-bbox="738 750 1398 777">June 2018: External Director of the Company (to present)</p> <p data-bbox="738 781 1353 831">June 2019: Director, Japan Rugby Football Union (to present)</p> <p data-bbox="738 853 1377 960"> [Important concurrent office of other organizations] Senior Advisor of The Boston Consulting Group, Tokyo External Director of Lifenet Insurance Company External Director of Asagami Corporation </p>

【Reasons for nomination】

In addition to possessing expertise in management analysis and the formulation of management strategy, acquired through years of experience in, and insights from, the consultancy industry, Mr. Yutaka Mizukoshi proactively provides opinions and proposals from an independent standpoint, based on a high level of insight and a developed international sensibility.

Going forward, it is expected that he will contribute to stronger audit and supervision of the Board of Directors from an outside viewpoint. Accordingly, the Company asks shareholders to re-elect him as External Director.

【Special interests between the candidate and the Company】

There is no special interested relationship between Mr. Mizukoshi and the Company.

【Independence】

The Company filed him to the Tokyo Stock Exchange, Inc., as an independent director so defined therein. In the event that he is re-elected, the Company plans to continue filing him to the Tokyo Stock Exchange, Inc., to be an independent director.

For Criteria of Independence of External Director, please refer to P.8.

【Liability limit agreement】

The Company has entered into a liability limit agreement pursuant to Article 427, Paragraph 1

of the Companies Act, limiting compensation liability for damages provided for in Article 423, Paragraph 1 of the Companies Act. The limit of compensation liability for damages under the aforesaid agreement is the minimum amount provided for in the laws and ordinances. When he is re-elected, the Company is scheduled to continue the subject liability limit agreement.

Third proposal: Election of Three (3) Directors who are members of the Audit and Supervisory Committee

The term of office for all three (3) Directors who are members of the Audit and Supervisory Committee shall expire at the closing of this Ordinary General Meeting of Shareholders.

Therefore, the Company proposes to elect three (3) Directors who are members of the Audit and Supervisory Committee.

For the purpose of selecting Candidates for Directors who are members of the Audit and Supervisory Committee, the Nomination and Remuneration Committee, majority of which consists of Independent Directors and of which the Chairman is an Independent External Director so as to enhance transparency and objectivity, was referred to and the Board of Directors decided Candidates for Directors upon consideration of the recommendation of the Nomination and Remuneration Committee.

The Audit and Supervisory Committee has given consent to this proposal.

Candidates for Directors who are members of the Audit and Supervisory Committee are as follows:

Candidate No.	Name	Career position and assignment in the Company	Term of office as a Director ¹	Attendance of the Board of Directors meetings	Attendance of the Audit and Supervisory Committee meeting	Number of positions at other listed companies
1	Kazushi Hirao Internal Re-election	Director (Full-time member of the Audit and Supervisory Committee)	4 years	9/10 times (90%)	9/10 times (90%)	—
2	Yoshihiko Iwasaki External Re-election Independent Director	Director (Full-time member of the Audit and Supervisory Committee)	4 years	10/10 times (100%)	10/10times (100%)	—
3	Makoto Matsuo External Re-election Independent Director	Director (Member of the Audit and Supervisory Committee)	13years	10/10 times (100%)	10/10 times (100%)	3 companies

Notes :

1. The term of office as Director represents the period from assumption at the closing of this General Meeting of Shareholders.
2. Mr. Yoshihiko Iwasaki was an External Corporate Auditor for four (4) years before being elected as an External Director who is a member of the Audit and Supervisory Committee.

3. Mr. Makoto Matsuo was an External Director for nine (9) years before being elected as an External Director who is a member of the Audit and Supervisory Committee. He has been an External Director who is a member of the Audit and Supervisory committee for four (4) years.

Candi- date No.	Name (Date of birth, Term of office as Director, Attendance of the Board of Directors meetings, Attendance of the Audit and Supervisory Committee meeting, Number of shares of the Company held)	Resume, position, responsibility, important concurrent office of other organizations
1	<p data-bbox="316 533 483 562">Kazushi Hirao</p>  <p data-bbox="389 875 651 913">Internal Re-election</p> <ul data-bbox="323 931 715 1404" style="list-style-type: none"> • Date of birth: September 25, 1951 • Term of office as Director: 4 years (At the closing of this Ordinary General Meeting of Shareholders) • Attendance of the Board of Directors meetings: 9/10 times (90%) • Attendance of the Audit and Supervisory Committee meeting: 9/10 times (90%) • Number of shares of the Company held: 10,500 shares 	<p data-bbox="738 562 1177 591">June 1988: Entered into the Company</p> <p data-bbox="738 591 1426 642">Apr. 1997: General Manager of Overseas Business Dept. of the Company</p> <p data-bbox="738 642 1426 694">July 1999: Corporate Officer, General Manager of Overseas Business Dept. of the Company</p> <p data-bbox="738 694 1426 745">Oct. 2002: General Manager of General Affairs Dept. of the Company</p> <p data-bbox="738 745 1426 797">Apr. 2004: Senior Manager of Investor Relations Section of the Company</p> <p data-bbox="738 797 1401 826">June 2004: Corporate Auditor of the Company (full-time)</p> <p data-bbox="738 826 1385 907">June 2016: Director (Full-time member of the Audit and Supervisory Committee) of the Company (to present)</p>

【Reasons for nomination】

Mr. Kazushi Hirao has been enriched with international sense based on experience of engagement in overseas affiliates for a long period as well as having affluent experiences on treasury and accounting, and has audited the Company and domestic and overseas subsidiaries of the Company from the global viewpoints.

As it is expected that he will hereafter contribute to strengthen audit and supervision of the Board of Directors based on professional knowledges and experiences cultivated through activities as Corporate Auditor and Director who is a member of the Audit and Supervisory Committee. Accordingly the Company asks shareholders to re-elect him as a member of the Audit and Supervisory Committee.

【Special Interests between the candidate and the Company】

There is no special interested relationship between Mr. Hirao and the Company.

【Liability Limit Agreement】

The Company has entered into a liability limit agreement pursuant to Article 427, Paragraph 1 of the Companies Act, limiting compensation liability for damages provided for in Article 423, Paragraph 1 of the Companies Act. The limit of compensation liability for damages under the aforesaid agreement is the minimum amount provided for in the laws and ordinances. When he is re-elected, the Company is scheduled to continue the subject liability limit agreement.

Candi-date No.	Name (Date of birth, Term of office as Director, Attendance of the Board of Directors meetings, Attendance of the Audit and Supervisory Committee meeting, Number of shares of the Company held)	Resume, position, responsibility, important concurrent office of other organizations
2	<p data-bbox="316 533 534 562">Yoshihiko Iwasaki</p>  <p data-bbox="384 875 655 958"> External Re-election Independent Director </p> <ul style="list-style-type: none"> <li data-bbox="323 981 678 1010">• Date of birth: May 19, 1952 <li data-bbox="323 1012 687 1070">• Term of office as Director: 4 years (At the closing of this Ordinary General Meeting of Shareholders) <li data-bbox="323 1171 671 1261">• Attendance of the Board of Directors meetings: 10/10 times (100%) <li data-bbox="323 1263 691 1352">• Attendance of the Audit and Supervisory Committee meeting: 10/10 times (100%) <li data-bbox="323 1355 683 1413">• Number of shares of the Company held: 7,300 shares 	<p data-bbox="738 562 1270 591">Apr. 1979: Entered into National Tax Agency</p> <p data-bbox="738 593 1289 622">July 1986: District Director of Ijuin Tax Office</p> <p data-bbox="738 624 1374 683">July 1999: Deputy Commissioner (Large Enterprise Examination and Criminal Investigation) of Hiroshima Regional Taxation Bureau</p> <p data-bbox="738 685 1433 775">July 2007: Assistant Regional Commissioner (Management and Co-ordination) of Nagoya Regional Taxation Bureau</p> <p data-bbox="738 777 1390 835">July 2009: Director-General of Kanazawa Regional Tax Tribunal</p> <p data-bbox="738 837 1366 873">July 2010: Director-General of Sapporo Regional Tax Tribunal</p> <p data-bbox="738 875 1326 904">July 2011: Vice President of National Tax College</p> <p data-bbox="738 907 1378 965">June 2012: External Corporate Auditor of the Company (full-time)</p> <p data-bbox="738 967 1369 1048">June 2016: External Director (Full-time member of the Audit and Supervisory Committee) of the Company (to present)</p>

【Reasons for nomination】

Though Mr. Yoshihiko Iwasaki has no direct management experiences for the private companies other than acting as an External Director and External Corporate Auditor, he holds knowledge on finance and accounting in addition to professional knowledge and abundant experience on tax administration, he delivers advice and assistance from the viewpoint of external officer to the extent of External Corporate Auditor's duties.

In the light of tax matters, finance and accounting, as it is expected that he will contribute to strengthen audit and supervision of the Board of Directors, the Company asks shareholders to re-elect him as External Director who is a member of the Audit and Supervisory Committee.

【Special Interests between the candidate and the Company】

There is no special interested relationship between Mr. Iwasaki and the Company.

【Independence】

The Company filed him to the Tokyo Stock Exchange, Inc., as an independent director so defined therein. In the event that he is re-elected, the Company plans to continue filing him to the Tokyo Stock Exchange, Inc., to be an independent director.

For Criteria of Independence of External Director, please refer to P.8.

【Liability Limit Agreement】

The Company has entered into a liability limit agreement pursuant to Article 427, Paragraph 1 of the Companies Act, limiting compensation liability for damages provided for in Article 423, Paragraph 1 of the Companies Act. The limit of compensation liability for damages under the aforesaid agreement is the minimum amount provided for in the laws and ordinances. When he is re-elected, the Company is scheduled to continue the subject liability limit agreement.

Candi- -date No.	Name (Date of birth, Term of office as Director, Attendance of the Board of Directors meetings, Attendance of the Audit and Supervisory Committee meeting, Number of shares of the Company held)	Resume, position, responsibility, important concurrent office of other organizations
3	<p data-bbox="308 533 518 566">Makoto Matsuo</p>  <p data-bbox="384 880 659 958">External Re-election Independent Director</p> <ul data-bbox="323 981 707 1420" style="list-style-type: none"> • Date of birth: May 28, 1949 • Term of office as Director: 13 years (At the closing of this Ordinary General Meeting of Shareholders) • Attendance of the Board of Directors meetings: 10/10 times (100%) • Attendance of the Audit and Supervisory Committee meeting: 10/10 times (100%) • Number of shares of the Company held: 8,900 shares 	<p data-bbox="738 533 1417 589">Apr. 1975: Admitted to Japanese Bar (The Dai-ichi Tokyo Bar Association) Ozaki & Momo-o</p> <p data-bbox="738 589 1321 622">Aug. 1978: Weil, Gotshal & Manges in New York</p> <p data-bbox="738 622 1193 656">Mar. 1979: Admitted to New York Bar</p> <p data-bbox="738 656 1361 701">Apr. 1989: Partner of Momo-o, Matsuo & Namba (to present)</p> <p data-bbox="738 701 1409 745">Apr. 1997: Lecturer of Nihon University, Faculty of Law: International Transaction Law</p> <p data-bbox="738 745 1425 790">Apr. 2005: Lecturer of Hitotsubashi University Faculty and Graduate School of Law: World Business Law</p> <p data-bbox="738 790 1265 824">June 2007: External Director of the Company</p> <p data-bbox="738 824 1409 880">Mar. 2014: External Corporate Auditor of Solasia Pharma K.K. (to present)</p> <p data-bbox="738 880 1393 958">June 2016: External Director (Member of the Audit and Supervisory Committee) of the Company (to present)</p> <p data-bbox="738 958 1433 1014">June 2018: Outside Statutory Auditor of Sumitomo Forestry Co., Ltd (to present)</p> <p data-bbox="738 1014 1441 1126">Apr. 2020: Temporary Outside Audit & Supervisory Board Member of Taisho Pharmaceutical Holdings Co., Ltd. designated by Tokyo District Court (to present)</p> <p data-bbox="738 1149 1417 1305">[Important concurrent office of other organizations] Partner of Momo-o, Matsuo & Namba External Corporate Auditor of Solasia Pharma K.K. Outside Statutory Auditor of Sumitomo Forestry Co., Ltd. Temporary Outside Audit & Supervisory Board Member of Taisho Pharmaceutical Holdings Co., Ltd.</p>

【Reasons for nomination】

Although Mr. Makoto Matsuo has no direct management experiences for the private companies other than acting as External Directors and/or External Corporate Auditors, he actively engages in the legal community based on a high level of professional knowledges and a wide range of insight and thought as a lawyer as well as is acquainted with the business world through abundant experience accumulated by a lot of career as external officer of many number of listed companies, he delivers guidance and advices from legal and other viewpoints at the Board of Directors and the like.

Therefore, the Company asks shareholders to elect him as External Director who is a member of the Audit and Supervisory Committee.

Furthermore, he is a partner lawyer of Momo-o, Matsuo & Namba with which the Company has entered into legal counsel agreement. Since the total amount involved in transactions between the two parties on an annual basis accounts for less than one (1) % of consolidated net sales of

the Company and less than ¥10 million, the Company made judgment that such agreement does not affect the independence of External Director as he meets to the criteria laid down by the Criteria of Independence of External Director.

【Special Interests between the candidate and the Company】

There is no special interested relationship between Mr. Matsuo and the Company.

【Independence】

The Company filed him to the Tokyo Stock Exchange, Inc., as an independent director so defined therein. In the event that he is re-elected, the Company plans to continue filing him to the Tokyo Stock Exchange, Inc., to be an independent director.

For Criteria of Independence of External Director, please refer to P.8.

【Liability Limit Agreement】

The Company has entered into a liability limit agreement pursuant to Article 427, Paragraph 1 of the Companies Act, limiting compensation liability for damages provided for in Article 423, Paragraph 1 of the Companies Act. The limit of compensation liability for damages under the aforesaid agreement is the minimum amount provided for in the laws and ordinances. When he is re-elected, the Company is scheduled to continue the subject liability limit agreement.

(For your reference)

1. If 2nd and 3rd proposals are approved in their current form, five (5) directors out of ten (10) shall be external directors in total.

All of the five external directors shall be filed to the Tokyo Stock Exchange as the Independent Directors.

2. At the meetings of Board of Directors and/or Audit and Supervisory Committee after this Ordinary General Meeting of Shareholders, following committee members shall be elected and approved.

(1) Audit and Supervisory Committee

Makoto Matsuo (Chairman, Audit & Supervisory Committee member, External Director)

Kazushi Hirao (Full-time Audit & Supervisory Committee member, Internal Director)

Yoshihiko Iwasaki (Full-time Audit & Supervisory Committee member, External Director)

(2) Nomination and Remuneration Committee

Yoshihiko Iwasaki (Chairman, Full-time Audit & Supervisory Committee member, External Director)

Kenkichi Nomura (Internal Director)

Yutaka Mizukoshi (External Director)

Kazushi Hirao (Full-time Audit & Supervisory Committee member, Internal Director)

Makoto Matsuo (Audit & Supervisory Committee member, External Director)

Fourth proposal: Election of One (1) Substitute Director who shall be a member of the Audit and Supervisory Committee

At the 39th Ordinary General Meeting of Shareholders held on June 11th, 2018, Mr. Hitoshi Kanamori was elected as a Substitute Director who shall be a member of the Audit and Supervisory Committee and its effectiveness shall be expired before the commencement of this Ordinary General Meeting of Shareholders.

Therefore, in preparation of the case in which the number of Directors who are Audit and Supervisory Committee members falls below the number legally required, the Company asks shareholders to elect one (1) substitute Director who shall be member of the Audit and Supervisory Committee in advance.

For the purpose of selecting Candidate for Substitute Director who is member of the Audit and Supervisory Committee, the Nomination and Remuneration Committee, majority of which consists of Independent Directors and of which the Chairman is an Independent External Director so as to enhance transparency and objectivity, was referred to and the Board of Directors decided Candidate for Director upon consideration of the recommendation of the Nomination and Remuneration Committee.

The Audit and Supervisory Committee has given consent to this proposal.

The following is candidate for substitute Director who shall be a member of the Audit and Supervisory Committee:

Name (Date of birth, Term of office as Director, Attendance of the Board of Directors meetings, Attendance of the Audit and Supervisory Committee meeting, Number of shares of the Company held)	Resume, position, responsibility, important concurrent office of other organizations
<p>Hitoshi Kanamori</p>  <div style="border: 1px solid black; padding: 5px; width: fit-content; margin: 10px auto;"> Substitute External Director who is a member of the Audit and Supervisory Committee </div> <ul style="list-style-type: none"> • Date of birth: August 1, 1954 • Number of shares of the Company held: 0 shares 	<p>Apr. 1984: Public Prosecutor of Tokyo District Public Prosecutors Office</p> <p>Apr. 1985: Public Prosecutor of Yamagata District Public Prosecutors Office</p> <p>Apr. 1988: Public Prosecutor of Niigata District Public Prosecutors Office</p> <p>Apr. 1992: Registered Lawyer (Tokyo Bar Association)</p> <p>Feb. 1996: Director of the Board, Social Welfare Corporation Musashinokai (to present)</p> <p>Apr. 2002: Trustee of the Association for International Manpower Development of Medium and Small Enterprises, Japan (Currently International Manpower Development Organization, Japan)</p> <p>June 2012: Substitute Corporate Auditor of the Company</p> <p>June 2016: Substitute Director who shall be a member of the Audit and Supervisory Committee of the Company (to present)</p> <p>Oct. 2018: Lawyer, Kanamori Law Office (to present)</p> <p>Mar. 2020: Representative Director, Chairman of the Board, of International Manpower Development Organization, (full-time) (to present)</p> <p>Apr. 2020: Director of the Board, Global Medical Exchange & Support Institution (to present)</p> <p>[Important concurrent office of other organizations] Lawyer, Kanamori Law Office Representative Director, Chairman of the Board, of International Manpower Development Organization</p>

【Reasons for nomination as a Candidate of External Substitute Director as a member of the audit and supervisory committee】

Although Mr. Hitoshi Kanamori has no direct management experiences for the private companies other than being external director and external corporate auditor, he holds knowledges and abundant experiences as a lawyer. Since it is expected that he will contribute to the enhancement of audit and supervision of the Board of Directors by virtue of adequate and due guidance and advice as legal profession, the Company asks shareholders to elect him as External Substitute Director as a member of the Audit and Supervisory Committee. He is scheduled to be notified to Tokyo Stock Exchange, Inc. as an independent officer when assigned for External Director who is a member of the Audit and Supervisory Committee.

【Special Interested Relationship between the candidate and the Company】

There is no special interested relationship between Mr. Kanamori and the Company.

【Liability Limit Agreement】

When his election is approved, pursuant to Article 427, Paragraph 1 of the Companies Act, the Company is scheduled to enter into a liability limit agreement limiting compensation liability provided for in Article 423, Paragraph 1 of the Companies Act with him.

Furthermore, the limited amount of compensation liability is the minimum liability limit provided for in laws and ordinances.

-End-