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Securities Code: 7246

June 4, 2020

Dear Shareholders,

Tetsushi Mino
Representative Director
PRESS KOGYO CO., LTD.
1-1-1 Shiohama, Kawasaki-ku,
Kawasaki-shi, Kanagawa

Notice of the 118th Annual Shareholders' Meeting

We are pleased to announce that the 118th Annual Shareholders' Meeting of Press Kogyo Co., Ltd. (the "Company") will be held on June 26, 2020 as detailed below.

Details

1. Date and Time: Friday, June 26, 2020, at 10:00 a.m. (JST)
2. Place: Conference Room of the Company's Head Office
1-1-1 Shiohama, Kawasaki-ku, Kawasaki-shi, Kanagawa
3. Purpose of the Meeting
Matters to be reported:
 1. Business Report, Consolidated Financial Statements and Audit Reports of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Committee for the 118th Fiscal Year (from April 1, 2019 to March 31, 2020)
 2. Non-Consolidated Financial Statements for the 118th Fiscal Year (from April 1, 2019 to March 31, 2020)

Matters to be resolved:

- Proposal 1: Appropriation of Surplus
- Proposal 2: Election of Seven (7) Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)
- Proposal 3: Election of Five (5) Directors Who Are Audit & Supervisory Committee Members
- Proposal 4: Payment of Bonuses to Officers

If any changes are made to items in the Reference Documents for the Shareholders' Meeting, the Business Report, the Consolidated Financial Statements or the Non-Consolidated Financial Statements, such changes will be posted on the Company's website (<https://www.presskogyo.co.jp/>).

Information About Exercising Your Voting Rights

You may exercise your voting rights using one of the following three methods.

Exercise of voting rights by attending the Meeting

Please present the enclosed voting form at the reception. (No seal is necessary.)

Date and time: Friday, June 26, 2020, at 10:00 a.m. (JST)
(The reception desk will open at 9:00 a.m.)
Place: Conference Room of the Company's Head Office
1-1-1 Shiohama, Kawasaki-ku, Kawasaki-shi, Kanagawa

Exercise of voting rights by mail

Please indicate your approval or disapproval for each proposal on the enclosed voting form and return it without affixing a stamp.

Deadline: To be received by Thursday, June 25, 2020, at 5:00 p.m. (JST)

Exercise of voting rights via the Internet

Access the voting website (<https://evote.tr.mufg.jp/>) through a personal computer, smartphone or mobile phone, and enter the "voting rights exercise code" and "temporary password" which are provided on the enclosed voting form, and indicate your approval or disapproval for each proposal by following the instructions displayed on the screen.

Deadline: No later than Thursday, June 25, 2020, at 5:00 p.m. (JST)

If you exercise your voting rights multiple times, the vote exercised last will be recorded as the effective vote. If you exercise your voting rights in duplicate through a personal computer and a mobile phone, the vote exercised last will be recorded as the effective vote. Also, in case you exercise your voting rights in duplicate in writing and via the Internet, the vote exercised via the Internet will be recorded as the effective vote.

Electronic Voting Platform

Trust banks and other nominee shareholders (including standing proxies) who have applied in advance to use the electronic voting platform operated by ICJ, Inc. may use this platform instead of the exercise of voting rights via the Internet above.

Reference Documents for the Shareholders' Meeting

Proposal 1: Appropriation of Surplus

Regarding the year-end dividends for the 118th fiscal year, after taking into comprehensive consideration the performance for the current fiscal year and future capital demands among other factors, in accordance with the capital policy of the Company, we propose to pay as described below.

- (1) Type of dividend property:

We will pay in cash.

- (2) Item concerning allocation of dividend property and its total amount:

We propose the year-end dividend of 6.5 yen per common share of the Company (total amount of dividends: 704,606,578 yen). Since the interim dividend in the amount of 6.5 yen per share has been distributed, the annual dividend for the current fiscal year would be 13 yen per share.

- (3) Effective date of dividend of surplus:

We propose the effective date of dividend to be June 29, 2020.

(Reference: 1) Capital policy of the Company

The fundamental policy of the Press Kogyo Group is to aim for sustainable growth and to increase corporate value over the medium- to long-term through business activities, while maintaining the necessary level of shareholders' equity and providing sustainable and stable returns to shareholders.

For the medium-term business plan covering the period from the March 2020 fiscal year to the March 2024 fiscal year, the target for total shareholder return is 25% (five-year average).

1. Maintenance of necessary shareholders' equity level

Financial soundness shall be ensured by comprehensively considering investment for growth, the ability to respond to operational risks, maintenance of ratings, etc.

2. Dividend policy

The dividend amount for each period is determined by comprehensively considering performance and capital demands, among other factors. The frequency of dividend payments shall be twice a year, in principle.

3. Acquisition of treasury shares, etc.

Changes in the business environment will be responded to flexibly, and financial measures leading to increased corporate value, such as the acquisition or cancellation of treasury shares, will be implemented.

(Reference: 2) Change in dividends per share

(Unit: yen)

| | 115th fiscal year (Fiscal year ended March 31, 2017) | 116th fiscal year (Fiscal year ended March 31, 2018) | 117th fiscal year (Fiscal year ended March 31, 2019) | 118th fiscal year (current) (Fiscal year ended March 31, 2020) |
|---------------------------------------|--|--|--|---|
| Interim dividends per share | 5.00 | 6.00 | 6.50 | 6.50 |
| Year-end dividends per share | 6.00 | 6.00 | 7.50 | 6.50 (planned) |
| Annual dividends per share | 11.00 | 12.00 | 14.00 | 13.00 (planned) |
| Consolidated dividend payout ratio | 22.7% | 22.3% | 20.3% | 38.0% (planned) |
| Total return ratio | 22.7% | 22.3% | 20.3% | 56.7% (planned) |

Proposal 2: Election of Seven (7) Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)

All seven (7) Directors (excluding Directors who are Audit & Supervisory Committee Members, hereinafter referred to as “Director(s)”) will retire from office due to expiration of their terms of office at the conclusion of this Shareholders’ Meeting.

Accordingly, we propose the election of seven (7) Directors.

Decisions to select the Director candidates are made by the Board of Directors upon consulting with the Nomination & Remuneration Committee, in which half or more of the members are External Directors, and considering the Committee’s submission.

Also, after a review by the Audit & Supervisory Committee, they have expressed the opinion that each candidate in this proposal is qualified.

The candidates for Director are as follows:

| No. | Name | Reelected/ Newly appointed | Current position and areas of responsibility in the Company | Significant concurrent positions outside the Company | Attendance at meetings of the Board of Directors |
|-----|------------------|----------------------------------|--|--|--|
| 1 | Tetsushi Mino | Reelected | Representative Director, President & CEO In charge of Internal Audit Dept. | | 17/17 (100.0%) |
| 2 | Satoru Murayama | Reelected | Representative Director, Executive Vice President & CTO Management of Management Planning Dept. and Business Planning Dept. Overseeing of Engineering & Development Division, Manufacturing Division and Overseas Operations | | 17/17 (100.0%) |
| 3 | Kazuhiko Onami | Reelected | Director, Senior Executive Managing Officer & CFO Overseeing of Accounting Dept., General Affairs Dept., Personnel Dept. and Employee Relations Dept. | | 17/17 (100.0%) |
| 4 | Takashi Nakayama | Reelected | Director, Senior Executive Managing Officer In charge of Business Development and Administration Division | Chairman of PM CABIN MANUFACTURING CO., LTD. Chairman of PK MANUFACTURING (SUZHOU) CO., LTD. Chairman of PRESS KOGYO MINI CABIN (SUZHOU) CO., LTD. | 17/17 (100.0%) |
| 5 | Noriaki Endo | Reelected | Director, Senior Executive Managing Officer In charge of Engineering & Development Division | | 17/17 (100.0%) |
| 6 | Hiroshi Yahara | Newly appointed | Executive Managing Officer In charge of General Affairs Dept., Personnel Dept. and Employee Relations Dept. | | |
| 7 | Noboru Masuda | Reelected | Director, Executive Managing Officer In charge of Manufacturing Division, Tool & Machinery Manufacturing Plant | | 14/14 (100.0%) |

Note: As candidate Mr. Masuda was appointed at the 117th Annual Shareholders’ Meeting held on June 27, 2019, the total number of meetings shown in his attendance at meetings of the Board of Directors reflects the number of meetings held after his appointment.

| No. | Name (Date of birth) | Career summary, position, areas of responsibility in the Company and significant concurrent positions outside the Company | Number of the Company's shares owned |
|-----------------------|---|--|--------------------------------------|
| 1 <u>Reelected</u> | Tetsushi Mino (April 24, 1957) Attendance at meetings of the Board of Directors 17/17 (100.0%) | <p>April 1980 Joined the Company</p> <p>April 2009 Executive Officer of the Company</p> <p>April 2012 Senior Executive Officer of the Company</p> <p>April 2013 Executive Managing Officer of the Company</p> <p>June 2013 Director, Executive Managing Officer of the Company</p> <p>June 2017 Director, Senior Executive Managing Officer of the Company</p> <p>June 2018 Representative Director, President of the Company (to the present)</p> <p><i>Responsibilities</i> In charge of Internal Audit Dept.</p> <p><i>Reasons for nomination as candidate for Director</i> Mr. Mino has experience mainly in the Personnel, Sales and Purchasing Department of the Company and has deep knowledge and achievements in the Company's personnel, sales and purchasing business. Based on such experience and considerable insight, the Company has judged that he is able to make decisions relating to execution of important business and supervise the management, and continues to nominate him as a candidate for Director.</p> | 67,900 |
| 2 <u>Reelected</u> | Satoru Murayama (October 9, 1956) Attendance at meetings of the Board of Directors 17/17 (100.0%) | <p>April 1980 Joined the Company</p> <p>April 2009 Executive Officer of the Company</p> <p>April 2012 Senior Executive Officer of the Company</p> <p>April 2013 Executive Managing Officer of the Company</p> <p>June 2013 Director, Executive Managing Officer of the Company</p> <p>June 2017 Director, Senior Executive Managing Officer of the Company</p> <p>June 2018 Representative Director, Senior Executive Managing Officer of the Company</p> <p>April 2019 Representative Director, Executive Vice President of the Company (to the present)</p> <p><i>Responsibilities</i> Management of Management Planning Dept. and Business Planning Dept. Overseeing of Engineering & Development Division, Manufacturing Division and Overseas Operations</p> <p><i>Reasons for nomination as candidate for Director</i> Mr. Murayama has experience mainly in the Design, Engineering and Factory Department of the Company and has deep knowledge and achievements in the Company's engineering & development and manufacturing business. Based on such experience and considerable insight, the Company has judged that he is able to make decisions relating to execution of important business and supervise the management, and continues to nominate him as a candidate for Director.</p> | 67,700 |

| No. | Name (Date of birth) | Career summary, position, areas of responsibility in the Company and significant concurrent positions outside the Company | Number of the Company's shares owned |
|----------------|---|---|--------------------------------------|
| 3 Reelected | Kazuhiko Onami (September 10, 1955) Attendance at meetings of the Board of Directors 17/17 (100.0%) | <p>April 1982 Joined the Company</p> <p>April 2010 Executive Officer of the Company</p> <p>April 2013 Senior Executive Officer of the Company</p> <p>April 2014 Executive Managing Officer of the Company</p> <p>June 2016 Director, Executive Managing Officer of the Company</p> <p>June 2018 Director, Senior Executive Managing Officer of the Company (to the present)</p> <p><i>Responsibilities</i> Overseeing of Accounting Dept., General Affairs Dept., Personnel Dept. and Employee Relations Dept.</p> <p><i>Reasons for nomination as candidate for Director</i> Mr. Onami has experience mainly in the Sales and Accounting Department of the Company and has deep knowledge and achievements in the Company's sales, accounting business and overall management through his involvement in the management of the Company's subsidiary in the United States. Based on such experience and considerable insight, the Company has judged that he is able to make decisions relating to execution of important business and supervise the management, and continues to nominate him as a candidate for Director.</p> | 55,500 |
| 4 Reelected | Takashi Nakayama (October 30, 1956) Attendance at meetings of the Board of Directors 17/17 (100.0%) | <p>April 1980 Joined the Company</p> <p>April 2009 Executive Officer of the Company</p> <p>April 2012 Senior Executive Officer of the Company</p> <p>April 2013 Executive Managing Officer of the Company</p> <p>June 2018 Director, Executive Managing Officer of the Company</p> <p>April 2020 Director, Senior Executive Managing Officer of the Company (to the present)</p> <p><i>Responsibilities</i> In charge of Business Development and Administration Division</p> <p><i>Significant concurrent positions outside the Company</i> Chairman of PM CABIN MANUFACTURING CO., LTD. Chairman of PK MANUFACTURING (SUZHOU) CO., LTD. Chairman of PRESS KOGYO MINI CABIN (SUZHOU) CO., LTD.</p> <p><i>Reasons for nomination as candidate for Director</i> Mr. Nakayama has experience mainly in the Sales and Purchasing Department of the Company and has deep knowledge and achievements in the Company's sales, purchasing business and overall management through his involvement in the management of a Chinese subsidiary for many years. Based on such experience and considerable insight, the Company has judged that he is able to make decisions relating to execution of important business and supervise the management, and continues to nominate him as a candidate for Director.</p> | 65,000 |
| 5 Reelected | Noriaki Endo (March 4, 1957) Attendance at meetings of the Board of Directors 17/17 (100.0%) | <p>April 1975 Joined the Company</p> <p>April 2010 Executive Officer of the Company</p> <p>April 2012 Senior Executive Officer of the Company</p> <p>April 2014 Executive Managing Officer of the Company</p> <p>June 2016 Director, Executive Managing Officer of the Company</p> <p>April 2020 Director, Senior Executive Managing Officer of the Company (to the present)</p> <p><i>Responsibilities</i> In charge of Engineering & Development Division</p> <p><i>Reasons for nomination as candidate for Director</i> Mr. Endo has experience mainly in the Design and Factory Department of the Company and has deep knowledge and achievements in the Company's development and manufacturing business. Based on such experience and considerable insight, the Company has judged that he is able to make decisions relating to execution of important business and supervise the management, and continues to nominate him as a candidate for Director.</p> | 52,800 |

| No. | Name (Date of birth) | Career summary, position, areas of responsibility in the Company and significant concurrent positions outside the Company | Number of the Company's shares owned |
|-------------------------|--|---|--------------------------------------|
| 6 Newly appointed | Hiroshi Yahara (April 7, 1960) | <p>April 1984 Joined the Company</p> <p>April 2009 General Manager of Sales Dept. 2 of the Company</p> <p>October 2009 General Manager of General Affairs Dept. of the Company</p> <p>April 2014 Executive Officer of the Company</p> <p>April 2016 Senior Executive Officer of the Company</p> <p>April 2018 Executive Managing Officer of the Company (to the present)</p> <p><i>Responsibilities</i></p> <p>In charge of General Affairs Dept., Personnel Dept. and Employee Relations Dept.</p> <p><i>Reasons for nomination as candidate for Director</i></p> <p>Mr. Yahara has experience mainly in the Sales, Purchasing and General Affairs Department of the Company and has deep knowledge and achievements in the Company's sales, purchasing and general affairs business. Based on such experience and considerable insight, the Company has judged that he is able to make decisions relating to execution of important business and supervise the management, and nominates him as a candidate for Director.</p> | 37,500 |
| 7 Reelected | <p>Noboru Masuda (April 13, 1959)</p> <p>Attendance at meetings of the Board of Directors 14/14 (100.0%)</p> | <p>April 1982 Joined the Company</p> <p>April 2015 Executive Officer of the Company</p> <p>April 2017 Senior Executive Officer of the Company</p> <p>April 2018 Executive Managing Officer of the Company</p> <p>June 2019 Director, Executive Managing Officer of the Company (to the present)</p> <p><i>Responsibilities</i></p> <p>In charge of Manufacturing Division, Tool & Machinery Manufacturing Plant</p> <p><i>Reasons for nomination as candidate for Director</i></p> <p>Mr. Masuda has experience mainly in the Tool & Machinery Engineering and Factory Department of the Company and has deep knowledge and achievements in the Company's tool & machinery and manufacturing business. Based on such experience and considerable insight, the Company has judged that he is able to make decisions relating to execution of important business and supervise the management, and continues to nominate him as a candidate for Director.</p> | 24,900 |

Note: Candidate Mr. Nakayama is Chairman of PM CABIN MANUFACTURING CO., LTD., PK MANUFACTURING (SUZHOU) CO., LTD., and PRESS KOGYO MINI CABIN (SUZHOU) CO., LTD. The Company has a business relationship with them regarding sales of parts, lending funds, etc. There are no other special interests between any of the other candidates and the Company.

Proposal 3: Election of Five (5) Directors Who Are Audit & Supervisory Committee Members

All five (5) Directors who are Audit & Supervisory Committee Members will retire from office due to expiration of their terms of office at the conclusion of this Shareholders' Meeting.

Accordingly, we propose the election of five (5) Directors who are Audit & Supervisory Committee Members.

Decisions to select the candidates for Director who is an Audit & Supervisory Committee member are made by the Board of Directors upon consulting with the Nomination & Remuneration Committee, in which half or more of the members are External Directors, and considering the Committee's submission. The Audit & Supervisory Committee has given its prior consent to the submission of this proposal to this Shareholders' Meeting.

The candidates for Director who is an Audit & Supervisory Committee member are as follows:

| No. | Name | Reelected/ Newly appointed Attributes | Current position and areas of responsibility in the Company | Significant concurrent positions outside the Company | Attendance at meetings |
|-----|-----------------|--|--|---|---|
| 1 | Masanori Sakano | Newly appointed | General Manager of Accounting Dept. | | |
| 2 | Yasuo Yamane | Reelected Independent External | External Director (Audit & Supervisory Committee Member) | | Board of Directors 17/17 (100.0%) Audit & Supervisory Committee 13/13 (100.0%) |
| 3 | Osamu Nakagawa | Reelected Independent External | External Director (Audit & Supervisory Committee Member) | Director of Osamu Nakagawa Accounting Office Certified Public Accountant and Certified Tax Accountant Managing Partner of NY Accounting Partners Tax Accountant Corporation Partner of TOKO Audit Corporation Audit & Supervisory Board Member of Medical Data Vision Co., Ltd. External Audit & Supervisory Board Member of ACCESS GROUP HOLDINGS CO., LTD. External Audit & Supervisory Board Member of HOKEN NO MADOGUCHI GROUP INC. | Board of Directors 17/17 (100.0%) Audit & Supervisory Committee 13/13 (100.0%) |
| 4 | Kenji Furusato | Reelected Independent External | External Director (Audit & Supervisory Committee Member) | Attorney of Tokyo Fuji Law Office Professor of Nihon University Law School | Board of Directors 17/17 (100.0%) Audit & Supervisory Committee 13/13 (100.0%) |
| 5 | Tomoko Ando | Reelected Independent External | External Director (Audit & Supervisory Committee Member) | Outside Board Director of Kansai Paint Co., Ltd. | Board of Directors 16/17 (94.1%) Audit & Supervisory Committee 12/13 (92.3%) |

| No. | Name (Date of birth) | Career summary, position, areas of responsibility in the Company and significant concurrent positions outside the Company | Number of the Company's shares owned |
|---|---|--|--|
| 1 Newly appointed | Masanori Sakano (September 4, 1960) | <p>April 1984 Joined The Sumitomo Bank, Limited (currently Sumitomo Mitsui Banking Corporation)</p> <p>May 2006 Deputy General Manager of Kojimachi Corporate Business Office of Sumitomo Mitsui Banking Corporation</p> <p>July 2008 Sumitomo Mitsui Banking Corporation Europe Limited (Chair of Preparatory Committee for Opening of ZAO Sumitomo Mitsui Rus Bank)</p> <p>November 2009 President of ZAO Sumitomo Mitsui Rus Bank</p> <p>December 2012 General Manager of Global Advisory Department of Sumitomo Mitsui Banking Corporation</p> <p>January 2016 Joined the Company General Manager of Financial Dept. of the Company</p> <p>April 2020 General Manager of Accounting Dept. of the Company (to the present)</p> <p><i>Reasons for nomination as candidate for Director</i> Mr. Sakano has abundant and broad-ranging insights regarding finance and accounting as well as corporate management from his many years of experience at financial institutions in Japan and overseas. Based on such experience and knowledge, the Company has judged that he is able to appropriately supervise the management of the Company, and nominates him as candidate for Director who is an Audit & Supervisory Committee member.</p> | 7,000 |
| 2 Reelected Independent External | <p>Yasuo Yamane (October 24, 1948)</p> <p>Attendance at meetings of the Board of Directors 17/17 (100.0%)</p> <p>Attendance at meetings of the Audit & Supervisory Committee 13/13 (100.0%)</p> | <p>April 1975 Joined Toshiba Machine Co., Ltd. (currently SHIBAURA MACHINE CO., LTD.)</p> <p>April 1985 Associate Professor of Faculty of Engineering, Hiroshima University</p> <p>May 1995 Professor of Faculty of Engineering, Hiroshima University</p> <p>April 2001 Professor of Graduate School of Engineering, Hiroshima University</p> <p>July 2005 Dean of Graduate School of Engineering and Faculty of Engineering, Hiroshima University</p> <p>April 2009 Executive and Vice President, Hiroshima University</p> <p>April 2013 Professor (Special Appointment) of Institute of Engineering of Hiroshima University</p> <p>June 2015 External Director of the Company</p> <p>April 2016 Professor (Special Appointment) of Hiroshima University</p> <p>June 2016 External Director of the Company (Audit & Supervisory Committee Member) (to the present)</p> <p>March 2019 Retired as Professor (Special Appointment) of Hiroshima University</p> <p><i>Reasons for nomination as candidate for External Director</i> Although Dr. Yamane has not been directly involved in corporate management in the past, he has a career history that includes Executive and Vice President of a national university, and he possesses extensive specialist knowledge regarding technology and human resource training that he has accumulated over many years as a professor in the faculty of engineering of a national university. Based on such experience and knowledge, the Company has judged that he is able to appropriately advise and supervise the management of the Company, and continues to nominate him as candidate for External Director who is an Audit & Supervisory Committee member. Because Dr. Yamane has no relationship with the Press Kogyo Group other than the election as an External Director and satisfies the requirements for independence criteria set by the Tokyo Stock Exchange, Inc., and for Standards for Electing Independent External Directors set by the Company, the Company has judged that there is no possibility of conflict of interest between Dr. Yamane and general shareholders and has continued to designate him as an Independent Officer.</p> | — |

| No. | Name (Date of birth) | Career summary, position, areas of responsibility in the Company and significant concurrent positions outside the Company | Number of the Company's shares owned |
|---|---|---|--|
| 3 Reelected Independent External | Osamu Nakagawa (July 27, 1968) Attendance at meetings of the Board of Directors 17/17 (100.0%) Attendance at meetings of the Audit & Supervisory Committee 13/13 (100.0%) | <p>October 1993 Joined Junichiro Yamada Accounting Office (currently Yamada & Partners Certified Public Tax Accountants' Co.)</p> <p>September 1998 Established Osamu Nakagawa Accounting Office (to the present)</p> <p>March 2013 Audit & Supervisory Board Member of Medical Data Vision Co., Ltd. (to the present)</p> <p>June 2015 External Audit & Supervisory Board Member of the Company</p> <p>June 2016 External Director of the Company (Audit & Supervisory Committee Member) (to the present)</p> <p>August 2018 External Audit & Supervisory Board Member of ACCESS GROUP HOLDINGS CO., LTD. (to the present)</p> <p><i>Significant concurrent positions outside the Company</i> Director of Osamu Nakagawa Accounting Office Certified Public Accountant and Certified Tax Accountant Managing Partner of NY Accounting Partners Tax Accountant Corporation Partner of TOKO Audit Corporation Audit & Supervisory Board Member of Medical Data Vision Co., Ltd. External Audit & Supervisory Board Member of ACCESS GROUP HOLDINGS CO., LTD. External Audit & Supervisory Board Member of HOKEN NO MADOGUCHI GROUP INC.</p> <p><i>Reasons for nomination as candidate for External Director</i> Mr. Nakagawa has served consecutively as partner in an audit corporation and tax accountant corporation and has expert perspective and abundant experience as a certified public accountant and certified tax accountant. Based on such experience and knowledge, the Company has judged that he is able to appropriately advise and supervise the management of the Company, and continues to nominate him as candidate for External Director who is an Audit & Supervisory Committee member. Because Mr. Nakagawa has no relationship with the Press Kogyo Group other than the election as an External Director and satisfies the requirements for independence criteria set by the Tokyo Stock Exchange, Inc., and for Standards for Electing Independent External Directors set by the Company, the Company has judged that there is no possibility of conflict of interest between Mr. Nakagawa and general shareholders and has continued to designate him as an Independent Officer.</p> | — |

| No. | Name (Date of birth) | Career summary, position, areas of responsibility in the Company and significant concurrent positions outside the Company | Number of the Company's shares owned |
|---|--|---|--|
| 4 Reelected Independent External | Kenji Furusato (August 3, 1968) Attendance at meetings of the Board of Directors 17/17 (100.0%) Attendance at meetings of the Audit & Supervisory Committee 13/13 (100.0%) | <p>April 1996 Joined Toranomon Law Office</p> <p>April 2000 Joined Tokyo Fuji Law Office (to the present)</p> <p>April 2008 Associate Professor of Nihon University Law School</p> <p>April 2013 Professor of Nihon University Law School (to the present)</p> <p>June 2016 External Director of the Company (Audit & Supervisory Committee Member) (to the present)</p> <p><i>Significant concurrent positions outside the Company</i></p> <p>Attorney of Tokyo Fuji Law Office</p> <p>Professor of Nihon University Law School</p> <p><i>Reasons for nomination as candidate for External Director</i></p> <p>Although Mr. Furusato has not been directly involved in corporate management in the past, he has abundant experience in law office and has served consecutively as professor in law school with specialized expertise as a lawyer. Based on such experience and knowledge, the Company has judged that he is able to appropriately advise and supervise the management of the Company, and continues to nominate him as candidate for External Director who is an Audit & Supervisory Committee member. Because Mr. Furusato has no relationship with the Press Kogyo Group other than the election as an External Director and satisfies the requirements for independence criteria set by the Tokyo Stock Exchange, Inc., and for Standards for Electing Independent External Directors set by the Company, the Company has judged that there is no possibility of conflict of interest between Mr. Furusato and general shareholders and has continued to designate him as an Independent Officer.</p> | — |

| No. | Name (Date of birth) | Career summary, position, areas of responsibility in the Company and significant concurrent positions outside the Company | Number of the Company's shares owned |
|---|--|---|--|
| 5 Reelected Independent External | Tomoko Ando (July 18, 1959) Attendance at meetings of the Board of Directors 16/17 (94.1%) Attendance at meetings of the Audit & Supervisory Committee 12/13 (92.3%) | <p>December 1996 Joined Masterfoods Ltd. (currently Mars Japan Limited) Marketing Manager of Shack Food Marketing of Masterfoods Ltd.</p> <p>March 1998 Marketing Manager of Pet Care Marketing of Masterfoods Ltd.</p> <p>June 2001 Communication & Compensation Manager of Personnel & Organization of Masterfoods Ltd.</p> <p>June 2005 Recruiting & Compensation Manager of Personnel & Organization of Masterfoods Ltd.</p> <p>January 2006 People, Pipeline Manager of Personnel & Organization of Masterfoods Ltd.</p> <p>August 2008 Joined NIHON L'ORÉAL K.K. Senior HR Manager of NIHON L'ORÉAL K.K.</p> <p>March 2011 Executive Vice President, General Manager of Personnel Dept. of NIHON L'ORÉAL K.K.</p> <p>May 2016 Retired from Executive Vice President, General Manager of Personnel Dept. of NIHON L'ORÉAL K.K.</p> <p>June 2018 External Director of the Company (Audit & Supervisory Committee Member) (to the present)</p> <p>June 2019 Outside Board Director of Kansai Paint Co., Ltd. (to the present)</p> <p><i>Significant concurrent positions outside the Company</i> Outside Board Director of Kansai Paint Co., Ltd.</p> <p><i>Reasons for nomination as candidate for External Director</i> Ms. Tomoko Ando has abundant experience and extensive insights regarding global corporations gained primarily from her experience regarding brand marketing and strategic personnel affairs at a foreign-owned enterprise and while serving as the Executive Vice President. Based on such experience and knowledge, the Company has judged that she is able to appropriately advise and supervise the management of the Company, and continues to nominate her as candidate for External Director who is an Audit & Supervisory Committee member. On June 27, 2019, Ms. Ando was appointed as an Outside Board Director of Kansai Paint Co., Ltd. Although the Company has a business relationship with Kansai Paint Co., Ltd. regarding purchasing paints, the transaction amount in the current fiscal year was very small at less than 0.2% of the Company's consolidated sales amount and less than 0.1% of the consolidated sales amount of Kansai Paint Co., Ltd. Furthermore, although Kansai Paint Co., Ltd. owns the Company's shares, this constitutes an insignificant amount of less than 0.1% of the total number of shares issued by the Company. Accordingly, these facts are deemed not to affect the independence of Ms. Ando. Because Ms. Ando has no relationship with the Press Kogyo Group other than the election as an External Director and satisfies the requirements for independence criteria set by the Tokyo Stock Exchange, Inc., and for Standards for Electing Independent External Directors set by the Company, the Company has judged that there is no possibility of conflict of interest between Ms. Ando and general shareholders and has continued to designate her as an Independent Officer.</p> | — |

- Notes: 1. There are no special interests between each of the candidates and the Company.
2. Dr. Yamane, Mr. Nakagawa, Mr. Furusato and Ms. Ando are candidates for External Director.
3. 1) Dr. Yamane is currently External Director of the Company and his term of office as External Director will be five years at the conclusion of this Shareholders' Meeting.
2) Mr. Nakagawa and Mr. Furusato are currently External Directors of the Company and their terms of office as External Directors will be four years at the conclusion of this Shareholders' Meeting.
3) Ms. Ando is currently External Director of the Company and her term of office as External Director will be two years at the conclusion of this Shareholders' Meeting.
4. At present, Dr. Yamane, Mr. Nakagawa, Mr. Furusato and Ms. Ando have signed contracts with the Company to limit their liabilities for damages under Paragraph 1 of Article 423 of the Companies Act, pursuant to Paragraph 1 of Article 427 of the said Act. Under the said contract, the limit of liability shall be set at the minimum liability amount prescribed by the relevant laws and regulations. If the four candidates are reelected, the Company plans to again conclude contracts of the same content with them as Directors who are Audit & Supervisory Committee Members.
5. If Mr. Sakano is elected, he will sign a contract as a Director who is an Audit & Supervisory Committee Member with the Company to limit his liability for damages under Paragraph 1 of Article 423 of the Companies Act, pursuant

to Paragraph 1 of Article 427 of the said Act. Under the said contract, the limit of liability shall be set at the minimum liability amount prescribed by the relevant laws and regulations.

6. At present, the Company has designated Dr. Yamane, Mr. Nakagawa, Mr. Furusato and Ms. Ando as Independent Officers as specified in the Tokyo Stock Exchange, Inc. and notified the Exchange of their designation. If they are re-elected, the Company will notify the Tokyo Stock Exchange, Inc. of their designation as Independent Officers again.

(Reference)

Standards for Electing Independent External Directors

Article 1 (Purpose)

The Standards define the standards for electing External Directors independent from the senior management, controlling shareholders, etc., for the purpose of strengthening and enhancing the Company's corporate governance system.

Article 2 (Standards for Independence)

A person who falls under any of the paragraphs below shall not have independency:

1. An executing person (executive director, Executive Officer and equivalents to each of the foregoing, and employee; the same hereinafter) of the Press Kogyo Group
2. An executing person of any company, etc., who falls under any of the subparagraphs:
 - (1) Major business partner of the Press Kogyo Group
If its transaction amount with the Press Kogyo Group for any business year in the latest three (3) fiscal years exceeds 2% of the Company's or the transaction counterparty's consolidated sales amount, provided that, major business partners include all companies which belong to the Association for Business Partner Cooperation of the Company, regardless of the size of the transaction amount
 - (2) Major lender of the Press Kogyo Group
If the outstanding debt of the Press Kogyo Group at the end of any business year in the latest three (3) fiscal years exceeds 2% of the Group's or lenders' total consolidated assets amount
 - (3) Major shareholder of the Company
If it is ranked in the top 10 with respect to shareholdings for any business year in the latest three (3) fiscal years
3. A person who belongs to any audit firm that acts as the Press Kogyo Group's Accounting Auditor
4. A consultant or accounting or legal specialist who receives a substantial amount of money or any other property (i.e., an average payment of JPY 10 million or more in the latest three (3) fiscal years) in addition to compensation to be paid to Officers from the Press Kogyo Group (if an entity including a corporation and association receives such money or property, a person who belongs to such entity)
5. An executing person of any managing securities company of the Press Kogyo Group
6. An executing person of any cross-shareholding company of the Press Kogyo Group
7. When an executing person of the Press Kogyo Group currently assumes or assumed any time in the latest three (3) years the office of external officer in any other company, the executing person of such company
8. A person who fell under any of Paragraphs 2 through 6 above any time in the latest three (3) years
9. A relative within the second degree of relationship of a person who falls under any of Paragraphs 1 through 7 above
10. Notwithstanding Paragraphs 1 through 9 above, a person who is considered to have a special reason for which his/her conflict-of-interest relationship between the Company and general shareholders may be formed.

Article 3 (Organization in Charge of Improvement or Elimination)

The improvement or elimination of the Standards shall be drafted by the department in charge of IR (General Affairs Dept). and determined at the meeting of the Board of Directors.

Proposal 4: Payment of Bonuses to Officers

Taking into consideration the performance of the current fiscal year, among other factors, we propose to pay “Bonuses to officers” at the amount of 75,400 thousand yen to seven (7) Directors (excluding Directors who are Audit & Supervisory Committee Members, hereinafter referred to as “Director(s)”) in office as of the end of the current fiscal year. Note that the Company plans to entrust the decision of individual amounts to be paid to each Director to the discretion of the Board of Directors.

Regarding the amount of remuneration to be paid to Directors, a resolution that this amount should not exceed 400 million yen per year (provided that this amount does not include the employee salary portion) was passed at the 114th Annual Shareholders’ Meeting held on June 29, 2016. We request that shareholders approve this proposal in a separate frame from the aforementioned annual remuneration amount.

This proposal is made by the Board of Directors upon consulting with the Nomination & Remuneration Committee, in which half or more of the members are External Directors, and considering the Committee’s submission.

Also, after a review by the Audit & Supervisory Committee, they have expressed the opinion that this proposal is appropriate.