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Securities code: 3003
March 2, 2020

To Our Shareholders,

Manabu Yoshidome,
President, Representative Director
Hulic Co., Ltd.
7-3 Nihonbashi Odenmachi, Chuo-ku, Tokyo

Notice of the 90th Annual General Meeting of Shareholders

You are cordially invited to attend the 90th Annual General Meeting of Shareholders of Hulic Co., Ltd. (the “Company”) to be held as described below.

If you are unable to attend the meeting, you may exercise your voting rights in writing or via the Internet, etc. Please review the attached Reference Documents for General Meeting of Shareholders, and exercise your voting rights by 5:15 p.m. on Monday, March 23, 2020.

[Exercising your voting rights in writing]

Please indicate your approval or disapproval for each proposal on the enclosed voting card and return it in time for delivery by the deadline mentioned above.

[Exercising your voting rights via the Internet]

Please access the voting website designated by the Company (<https://soukai.mizuho-tb.co.jp/>) with the voting code and password provided on the enclosed voting card, follow the instructions on the screen and enter your approval or disapproval for each proposal by the deadline mentioned above.

- To ensure that information is furnished in a timely manner, the content of this Notice was disclosed on the Company’s website before it was sent out.
- If you attend the meeting in person, please present the enclosed voting card at the reception desk upon your arrival at the meeting.
Anyone who attends the meeting must be a shareholder. In accordance with the Company’s Articles of Incorporation, if you exercise your voting rights by proxy, the proxy must be a shareholder as well. In this case, in addition to the voting card for exercising voting rights as proxy and a written document certifying the authority of proxy, the proxy should submit the proxy’s own voting card.
- Of the attached documents, “notes to the consolidated financial statements” and “notes to the non-consolidated financial statements” are deemed to be provided to shareholders by means of disclosure through the Internet (on the Company’s website: <https://www.hulic.co.jp>) in accordance with the laws and regulations and the Company’s Articles of Incorporation. The “notes to the consolidated financial statements” and the “notes to the non-consolidated financial statements” posted on the Company’s website, as well as the attached documents, are included in the consolidated financial statements and the non-consolidated financial statements that were audited by Audit & Supervisory Board Members and financial auditor in preparing the audit report.
- Any corrections in the Reference Documents for General Meeting of Shareholders, business report, consolidated financial statements, or non-consolidated financial statements will be posted on the Company’s website.

Details

- 1. Date and time:** Tuesday, March 24, 2020, at 10:00 a.m.
2. Venue: Conference room of the Company's headquarters
7-3 Nihonbashi Odenmachi, Chuo-ku, Tokyo
*The reception desk is on the first floor.

3. Purpose of the Meeting

Items to be reported:

1. Report on the business report, the consolidated financial statements and audit reports of the financial auditor and the Audit & Supervisory Board for the consolidated financial statements for the 90th term (from January 1, 2019 to December 31, 2019)
2. Report on the non-consolidated financial statements for the 90th term (from January 1, 2019 to December 31, 2019)

Items to be resolved

- Proposal No. 1:** Appropriation of surplus
Proposal No. 2: Election of ten (10) Directors
Proposal No. 3: Election of three (3) Audit & Supervisory Board Members
Proposal No. 4: Revision of Remuneration Amount for Directors
Proposal No. 5: Increase in Amount of Performance-linked Share-based Remuneration, Etc. for Directors

4. Matters prescribed for convocation

- 1) Shareholders not attending the Annual General Meeting of Shareholders shall be able to exercise voting rights through a voting card or via the Internet, etc. Note that if there is no indication of approval or disapproval with a proposal, it shall be handled as an indication of approval for that proposal.
- 2) Deadline for exercising voting rights through a voting card or via the Internet, etc.:
As the acceptance deadline is the day preceding the General Meeting of Shareholders (until 5:15 p.m. on Monday, March 23, 2020), please ensure that you exercise voting rights at early stage.
- 3) In the event that you exercise your voting rights, both through a voting card and via the Internet, etc., the vote via the Internet, etc. shall be upheld as the valid exercise of your voting rights. In the event of multiple voting via the Internet, etc., your last vote shall be upheld as the valid exercise of your voting rights.
- 4) When diversely (inconsistently) exercising voting rights, there is a requirement to notify the Company in writing of such intention, stating the reason for this, no later than three (3) days before the General Meeting of Shareholders.

Reference Documents for General Meeting of Shareholders

Proposal No. 1: Appropriation of surplus

We propose that the appropriation of surplus be made as follows.

Matters regarding the year-end dividends

It is proposed that the year-end dividends for the 90th business term be paid in consideration of the fiscal year's operating results, future business development, and other aspects, as follows.

1) Type of dividend property

Cash

2) Matters regarding allocation of dividend property and total amount thereof

It is proposed that regular dividends be 17.5 yen per common share of the Company.

Accordingly, the total amount of dividends would be 11,771,629,013 yen.

3) Effective date of the dividends from surplus

It is proposed to set the effective date to be March 25, 2020.

[Reference] Basic policy for shareholder returns

The Company's basic policy is to continue a stable dividend as a return of profits to shareholders while replenishing internal reserves required to strengthen long-term and stable business platform. Equally important for the Company is to pay dividends reflective of business performance trends.

Proposal No. 2: Election of ten (10) Directors

The term of office of all ten (10) directors will expire at the conclusion of this meeting. Accordingly, the Company proposes the election of ten (10) directors.

The candidates for Director are as follows:

	Name	Positions	Areas of responsibility	Attributes of candidate
1	Saburo Nishiura	Chairman, Representative Director		<input type="checkbox"/> Reelection
2	Manabu Yoshidome	President, Representative Director		<input type="checkbox"/> Reelection
3	Hidehiro Shiga	Representative Director (Senior Executive Managing Officer)		<input type="checkbox"/> Reelection
4	Hajime Kobayashi	Director (Senior Executive Managing Officer)	General Manager of Corporate Planning Department	<input type="checkbox"/> Reelection
5	Takaya Maeda	Director (Executive Managing Officer)	General Manager of Real Estate Development Department 1	<input type="checkbox"/> Reelection
6	Tadashi Nakajima	Executive Managing Officer		<input type="checkbox"/> New election
7	Tsukasa Miyajima	External Director		<input type="checkbox"/> Reelection <input type="checkbox"/> External <input type="checkbox"/> Independent
8	Hideo Yamada	External Director		<input type="checkbox"/> Reelection <input type="checkbox"/> External <input type="checkbox"/> Independent
9	Atsuko Fukushima	External Director		<input type="checkbox"/> Reelection <input type="checkbox"/> External <input type="checkbox"/> Independent
10	Kaoru Takahashi	External Director		<input type="checkbox"/> Reelection <input type="checkbox"/> External <input type="checkbox"/> Independent

* The use of “former Hulic Co., Ltd.” in the Career summary of the candidates for Directors and Notes on the following pages 5 to 14 refers to Hulic Co., Ltd. as it existed before its merger with the former Shoei Co., Ltd. and the term of office as Director is totaled with the term of office in the former Hulic Co., Ltd.

Candidate No. 1

Saburo Nishiura (Born on June 10, 1948)

Reelection

<p>Number of the Company's shares owned: 504,800 shares</p> <p>Term of office as Director: 14 years</p> <p>Attendance at meetings of the Board of Directors for FY2019: 15/15 meetings (100%)</p>	<p>Career summary, positions and areas of responsibility in the Company, and significant concurrent positions outside the Company</p> <p>May 1993 The Fuji Bank, Limited, General Manager of Meguro Branch</p> <p>May 1995 The Fuji Bank, Limited, General Manager of Sukiyabashi Branch</p> <p>Jun. 1998 The Fuji Bank, Limited, Director, General Manager of Corporate Development Division</p> <p>May 1999 The Fuji Bank, Limited, Director, General Manager of Sales Division I</p> <p>Aug. 2000 The Fuji Bank, Limited, Managing Executive Officer, General Manager of Corporate Group and Corporate Development Division</p> <p>Apr. 2002 Mizuho Bank Ltd., Managing Executive Officer</p> <p>Apr. 2004 Mizuho Bank Ltd., Deputy President</p> <p>Mar. 2006 Former Hulic Co., Ltd., President, Representative Director and Chief Executive Officer</p> <p>Jul. 2012 The Company, President, Representative Director and Chief Executive Officer</p> <p>Mar. 2016 The Company, Chairman, Representative Director (to date)</p> <p>Sep. 2019 Nippon View Hotel Co., Ltd., Chairman, Representative Director (to date)</p> <p>Special interest between the candidate and the Company</p> <p>There is no special interest.</p> <p>Reasons for nomination as candidate for Director</p> <p>Saburo Nishiura has contributed to the Hulic Group's growth based on his abundant experience as a corporate manager having assumed the position of Chairman, Representative Director of the Company in 2016 subsequent to serving as its President, Representative Director and Chief Executive Officer from 2006 through 2016. Accordingly, we have nominated him as a candidate to continue serving as Director given expectations that he will contribute to enhancing the corporate value of the Hulic Group, drawing on such experience, achievements and extensive knowledge involving the Group's business.</p>
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Candidate No. **2** **Manabu Yoshidome** (Born on August 28, 1953)

Reelection

<p>Number of the Company's shares owned: 80,000 shares</p> <p>Term of office as Director: 5 years</p> <p>Attendance at meetings of the Board of Directors for FY2019: 15/15 meetings (100%)</p>	<p>Career summary, positions and areas of responsibility in the Company, and significant concurrent positions outside the Company</p> <p>Aug. 2000 The Fuji Bank, Limited, General Manager of Treasury Division</p> <p>May 2001 The Fuji Bank, Limited, General Manager of Development of Derivatives Transaction Division</p> <p>Apr. 2002 Mizuho Bank Ltd., General Manager of Market Sales Division</p> <p>Apr. 2004 Mizuho Bank Ltd., General Manager of Human Resources Division</p> <p>Apr. 2005 Mizuho Bank Ltd., Executive Officer, General Manager of Human Resources Division</p> <p>Mar. 2006 Mizuho Bank Ltd., Managing Executive Officer</p> <p>Apr. 2009 Mizuho Bank Ltd., Deputy President</p> <p>Mar. 2012 Former Hulic Co., Ltd., Full-Time Audit & Supervisory Board Member</p> <p>Jul. 2012 The Company, Full-Time Audit & Supervisory Board Member</p> <p>Mar. 2015 The Company, Representative Director and Executive Vice President</p> <p>Mar. 2016 The Company, President, Representative Director (to date)</p> <p>Special interest between the candidate and the Company</p> <p>There is no special interest.</p> <p>Reasons for nomination as candidate for Director</p> <p>Manabu Yoshidome has helped spearhead management of the Hulic Group, having assumed the position of President, Representative Director of the Company in 2016, subsequent to serving as its Representative Director and Executive Vice President in 2015, prior to which he acted as a Full-Time Audit & Supervisory Board Member. Accordingly, we have nominated him as a candidate to continue serving as Director given expectations that he will contribute to enhancing the corporate value of the Hulic Group.</p>
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Candidate No. 4

Hajime Kobayashi (Born on February 7, 1958)**Reelection**

<p>Number of the Company's shares owned: 122,600 shares</p> <p>Term of office as Director: 7 years</p> <p>Attendance at meetings of the Board of Directors for FY2019: 15/15 meetings (100%)</p>	<p>Career summary, positions and areas of responsibility in the Company, and significant concurrent positions outside the Company</p> <p>May 2003 Mizuho Bank Ltd., General Manager of Hamamatsu Branch</p> <p>Apr. 2004 Mizuho Bank Ltd., General Manager of Gotanda Station Branch</p> <p>Jul. 2005 Mizuho Bank Ltd., General Manager of Gotanda Branch, General Manager of Gotanda Station Branch</p> <p>Oct. 2005 Mizuho Bank Ltd., General Manager of Gotanda Branch</p> <p>Aug. 2006 Former Hulic Co., Ltd., Managing Officer, General Manager of Corporate Planning Department</p> <p>Apr. 2010 Former Hulic Co., Ltd., Executive Managing Officer, General Manager of Corporate Planning Department</p> <p>Jul. 2012 The Company, Executive Managing Officer, General Manager of Corporate Planning Department</p> <p>Feb. 2013 The Company, Senior Executive Managing Officer, General Manager of Corporate Planning Department</p> <p>Mar. 2013 The Company, Director (Senior Executive Managing Officer), General Manager of Corporate Planning Department (to date)</p> <p>Mar. 2019 Teikoku Sen-i Co., Ltd., External Audit & Supervisory Board Member (to date)</p> <p>Special interest between the candidate and the Company</p> <p>There is no special interest.</p> <p>Reasons for nomination as candidate for Director</p> <p>Hajime Kobayashi possesses sophisticated expertise relating to corporate management which, in addition to his abundant experience through his background with financial institutions, also includes taking charge of the corporate planning department and other administrative departments since joining the Company. Accordingly, we have nominated him as a candidate to continue serving as Director as we deem such experience and capabilities will contribute to ensuring the Hulic Group's sustainable growth and enhancing its corporate value over the medium to long term.</p>
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Candidate No. 5

Takaya Maeda (Born on March 15, 1962)

Reelection

<p>Number of the Company's shares owned: 98,000 shares</p> <p>Term of office as Director: 11 years</p> <p>Attendance at meetings of the Board of Directors for FY2019: 15/15 meetings (100%)</p>	<p>Career summary, positions and areas of responsibility in the Company, and significant concurrent positions outside the Company</p> <p>Jul. 2005 Taisei Corporation, Head Office, General Manager in charge of Civil Engineering Division</p> <p>Oct. 2007 Former Hulic Co., Ltd., Deputy General Manager of Real Estate Development Department 2</p> <p>Jun. 2008 Former Hulic Co., Ltd., General Manager of Real Estate Development Department 2</p> <p>Mar. 2009 Former Hulic Co., Ltd., Director (Managing Officer), General Manager of Real Estate Development Department 2</p> <p>Oct. 2010 Former Hulic Co., Ltd., Director (Managing Officer), General Manager of Business Planning Division</p> <p>Jul. 2012 The Company, Director (Managing Officer), General Manager of Business Planning Division</p> <p>Apr. 2013 The Company, Director (Managing Officer), General Manager of Real Estate Planning Department</p> <p>Apr. 2014 The Company, Director (Executive Managing Officer), General Manager of Real Estate Planning Department</p> <p>Jan. 2015 The Company, Director (Executive Managing Officer), General Manager of Real Estate Development Department 1</p> <p>Apr. 2019 The Company, Director (Executive Managing Officer), General Manager of Real Estate Development Department 1 (to date)</p>
	<p>Special interest between the candidate and the Company</p> <p>There is no special interest.</p>
	<p>Reasons for nomination as candidate for Director</p> <p>Takaya Maeda has been involved in the real estate industry over many years, and has also acted as a supervisor in the Company's real estate development and business planning operations. He is currently in charge of core business with respect to the Company's real estate operations acting as Executive Managing Officer of the Company. Accordingly, we have nominated him as a candidate to continue serving as Director given expectations that he will contribute to enhancing the corporate value of the Hulic Group, drawing on such extensive knowledge and abundant experience.</p>

Candidate No. 6

Tadashi Nakajima (Born on June 12, 1956)

New election

<p>Number of the Company's shares owned: 3,400 shares</p> <p>Term of office as Director: –</p> <p>Attendance at meetings of the Board of Directors for FY2019: –/– (–%)</p>	<p>Career summary, positions and areas of responsibility in the Company, and significant concurrent positions outside the Company</p> <p>Apr. 2012 Nomura Real Estate Development Co., Ltd., Director, Managing Executive Officer</p> <p>May 2012 Nomura Real Estate Holdings, Inc., Executive Officer</p> <p>Jun. 2012 Nomura Real Estate Development Co., Ltd., Director, Managing Executive Officer, General Manager of Commercial Property Development & Management Division</p> <p>Apr. 2013 Nomura Real Estate Development Co., Ltd., Director, Senior Managing Executive Officer, General Manager of Commercial Property Development & Management Division</p> <p>Apr. 2014 Nomura Real Estate Development Co., Ltd., Representative Director, Senior Managing Executive Officer, General Manager of Commercial Property Development & Management Division</p> <p>Apr. 2016 Nomura Real Estate Development Co., Ltd., Advisor</p> <p>Aug. 2016 The Company, Executive Managing Officer, General Manager of Real Estate Development Department 3</p> <p>Apr. 2017 The Company, Executive Managing Officer, General Manager of Value-add Business Department, General Manager of Development Solution Department</p> <p>Jan. 2019 The Company, Executive Managing Officer (to date)</p>
	<p>Special interest between the candidate and the Company</p> <p>There is no special interest.</p>
	<p>Reasons for nomination as candidate for Director</p> <p>Tadashi Nakajima has been involved in the real estate industry over many years at Nomura Real Estate Development Co., Ltd. and the Company, notably acting as Director from April 2012 and Representative Director from April 2014 to March 2016 at Nomura Real Estate Development Co., Ltd. He therefore has in-depth insight and experience regarding real estate operations and corporate management. He has also led real estate business in the Company since 2016 as Executive Managing Officer. Accordingly, we have nominated him as a candidate to continue serving as Director given expectations that such abundant expertise and experience will contribute to enhancing the corporate value of the Hulic Group.</p>

Candidate No. 7

Tsukasa Miyajima (Born on August 23, 1950)

Reelection

External

Independent

<p>Number of the Company's shares owned: 24,400 shares</p> <p>Term of office as External Director: 11 years</p> <p>Attendance at meetings of the Board of Directors for FY2019: 15/15 meetings (100%)</p>	<p>Career summary, positions and areas of responsibility in the Company, and significant concurrent positions outside the Company</p> <p>Apr. 1990 Keio University Faculty of Law, Professor and Doctor of Law</p> <p>Apr. 2003 Registered as a lawyer</p> <p>Apr. 2004 General Insurance Rating Organization of Japan, Director</p> <p>May 2005 Keio University Athletic Association, Director</p> <p>Jun. 2007 Meiji Yasuda Life Insurance Company, Councillor</p> <p>Jul. 2008 Former Hulic Co., Ltd., Management Advisory Committee Member</p> <p>Mar. 2009 Former Hulic Co., Ltd., External Director</p> <p>Oct. 2010 Japan Association of Private Law, Director</p> <p>Jul. 2012 The Company, Management Advisory Committee Member (to date) The Company, External Director (to date)</p> <p>Oct. 2013 Japan Railway Construction, Transport and Technology Agency, Asset Disposal Committee Chairman (to date)</p> <p>Jun. 2014 Dai Nippon Printing Co., Ltd., External Director (to date) MIKUNI CORPORATION, External Auditor (to date)</p> <p>Jun. 2015 Mitsui Sumitomo Insurance Company, Limited, External Director (to date)</p> <p>Oct. 2015 Den-en Chofu Gakuen, Councillor (to date)</p> <p>Apr. 2016 Keio University, Emeritus Professor (to date) Asahi University, Professor of School of Law / Graduate School of Law (to date)</p> <p>Jun. 2018 Daifuku Co., Ltd., External Audit & Supervisory Board Member (to date)</p>
	<p>Special interest between the candidate and the Company</p> <p>There is no special interest.</p>
	<p>Reasons for nomination as candidate for External Director</p> <p>Whereas Tsukasa Miyajima has not been involved in corporate management in the past other than as an External Director or External Audit & Supervisory Board Member, he possesses broad-ranging achievements and insight as an academic scholar, which we expect him to incorporate in the management of the Hulic Group. Accordingly, we would like to request his reelection as External Director of the Company as we deem he will appropriately carry out the duties of that position.</p>

Candidate No. 8

Hideo Yamada (Born on January 23, 1952)

Reelection

External

Independent

<p>Number of the Company's shares owned: 24,400 shares</p> <p>Term of office as External Director: 11 years</p> <p>Attendance at meetings of the Board of Directors for FY2019: 15/15 meetings (100%)</p>	<p>Career summary, positions and areas of responsibility in the Company, and significant concurrent positions outside the Company</p> <p>Apr. 1984 Registered as a lawyer</p> <p>May 1998 Taiyo Chemical Industry Co., Ltd., External Auditor (to date)</p> <p>Jun. 2004 SATO CORPORATION, External Director</p> <p>Mar. 2006 Lion Corporation, External Director</p> <p>Jun. 2007 Ishii Food CO., Ltd., External Auditor MIKUNI CORPORATION, External Auditor</p> <p>Jul. 2008 Former Hulic Co., Ltd., Management Advisory Committee Member</p> <p>Mar. 2009 Former Hulic Co., Ltd., External Director</p> <p>Mar. 2011 Seibu Lions, Inc., External Auditor</p> <p>Jul. 2012 The Company, Management Advisory Committee Member (to date) The Company, External Director (to date)</p> <p>Apr. 2014 Daini Tokyo Bar Association, President Japan Federation of Bar Association, Vice President</p> <p>Jun. 2015 SATO HOLDINGS CORPORATION, External Director (to date) Akiko Tachibana Memorial Foundation, President (to date)</p> <p>Jun. 2016 MIKUNI CORPORATION, External Director (to date)</p>
	<p>Special interest between the candidate and the Company</p> <p>There is no special interest.</p>
	<p>Reasons for nomination as candidate for External Director</p> <p>Whereas Hideo Yamada has not been involved in corporate management in the past other than as an External Director or External Audit & Supervisory Board Member, he possesses substantial insight as a legal specialist who has been actively engaged as a lawyer over many years, as well as experience that includes acting as an External Director at other companies. We deem that he will incorporate such insight and experience in management of the Hulic Group, and accordingly would like to request his reelection as External Director of the Company.</p>

Candidate No. 9	Atsuko Fukushima (Born on January 17, 1962) <div style="text-align: right;"> Reelection External Independent </div>
Number of the Company's shares owned: 4,400 shares Term of office as External Director: 8 years Attendance at meetings of the Board of Directors for FY2019: 15/15 meetings (100%)	<p>Career summary, positions and areas of responsibility in the Company, and significant concurrent positions outside the Company</p> <p>Apr. 1985 Joined CHUBU-NIPPON BROADCASTING CO., LTD.</p> <p>Apr. 1988 NHK contract presenter</p> <p>Oct. 1993 TBS contract presenter</p> <p>Apr. 2005 TV Tokyo economics program regular presenter</p> <p>Apr. 2006 Shimane University, Management Council Member (to date)</p> <p>Dec. 2006 Panasonic Corporation, Management Advisor</p> <p>Mar. 2012 Former Hulic Co., Ltd., External Director Former Hulic Co., Ltd., Management Advisory Committee Member</p> <p>Jul. 2012 The Company, External Director (to date) The Company, Management Advisory Committee Member (to date)</p> <p>Jun. 2015 Nagoya Railroad Co., Ltd., External Director (to date) Calbee, Inc., External Director (to date)</p> <p>Oct. 2017 The Resona Foundation for Future, Director (to date)</p> <p>Special interest between the candidate and the Company</p> <p>There is no special interest.</p> <p>Reasons for nomination as candidate for External Director</p> <p>Whereas Atsuko Fukushima has not been involved in corporate management in the past other than as an External Director, she possesses abundant experience having taken an active role in the mass communications industry over many years. We deem that she will incorporate her broad and diverse perspectives on matters including the social economy, the environment, culture, and diversity in management of the Hulic Group, and accordingly would like to request her reelection as External Director of the Company.</p>

Candidate No. 10	Kaoru Takahashi (Born on May 13, 1956)	<div style="border: 1px solid black; padding: 2px; display: inline-block;">Reelection</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">External</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">Independent</div>
<p>Number of the Company's shares owned: 0 shares</p> <p>Term of office as External Director: 4 years</p> <p>Attendance at meetings of the Board of Directors for FY2019: 15/15 meetings (100%)</p>	<p>Career summary, positions and areas of responsibility in the Company, and significant concurrent positions outside the Company</p> <p>Apr. 1979 Joined The Yasuda Fire & Marine Insurance Co., Ltd.</p> <p>Apr. 2008 Sompo Japan Insurance Inc., Executive Officer, General Manager, Human Capital Department</p> <p>Apr. 2010 Sompo Japan Insurance Inc., Managing Executive Officer</p> <p>Jun. 2010 Sompo Japan Insurance Inc., Director, Managing Executive Officer</p> <p>Apr. 2012 Sompo Japan Insurance Inc., Representative Director, Deputy President, Senior Managing Executive Officer</p> <p>Apr. 2013 NIPPONKOA Insurance Company, Limited, Deputy President and Senior Managing Executive Officer</p> <p>Sep. 2014 Sompo Japan Nipponkoa Insurance Inc., Representative Director, Deputy President, Senior Managing Executive Officer</p> <p>Apr. 2015 Sompo Japan Nipponkoa Himawari Life Insurance, Inc., Representative Director, President and Chief Executive Officer</p> <p>Jun. 2015 Sompo Holdings, Inc., Director</p> <p>Mar. 2016 The Company, External Director (to date)</p> <p>Apr. 2018 Sompo Japan Nipponkoa Himawari Life Insurance, Inc., Director, Chairman and Executive Officer</p> <p>Apr. 2019 Sompo Holdings, Inc., Advisor (to date)</p>	
	<p>Special interest between the candidate and the Company</p> <p>There is no special interest.</p>	
	<p>Reasons for nomination as candidate for External Director</p> <p>Kaoru Takahashi possesses abundant experience and extensive insight as a manager of a major insurance company. We deem that he will incorporate such experience and insight in management of the Hulic Group, and accordingly would like to request his reelection as External Director of the Company.</p>	

- Notes:
1. Tsukasa Miyajima, Hideo Yamada, Atsuko Fukushima and Kaoru Takahashi are candidates for External Directors.
 2. Tsukasa Miyajima, Hideo Yamada, Atsuko Fukushima and Kaoru Takahashi are currently serving as External Director at the Company, and their term of office as External Director will be seven years and eight months (11 years when totaled with the term of office at the former Hulic Co., Ltd.) for Tsukasa Miyajima and Hideo Yamada, seven years and eight months (eight years when totaled with the term of office at the former Hulic Co., Ltd.) for Atsuko Fukushima, and four years for Kaoru Takahashi as of the close of this meeting.
 3. The outline of the limited liability agreements concluded with External Directors is presented in note 4 below. The Company has entered into limited liability agreement with Tsukasa Miyajima, Hideo Yamada, Atsuko Fukushima and Kaoru Takahashi, and upon approval of their reelection, the Company will continue the agreement with them.
 4. Limited liability agreement with External Directors
If an External Director causes the Company to suffer damages as a result of negligence in his/her duties, he/she shall be liable for compensating the Company for damages up to the amount stipulated by laws and regulations if the External Director performed his/her duties in good faith and there was no gross negligence, and the Company shall exempt the External Director as a matter of course from the amount exceeding the aforementioned amount stipulated by laws and regulations.
 5. The Company registers Tsukasa Miyajima, Hideo Yamada, Atsuko Fukushima and Kaoru Takahashi as Independent Officers with Tokyo Stock Exchange, Inc.

Criteria for assessing the independence of Independent External Directors

1. The person himself/herself does not, or has not, at present or in the past three years, fall under the following categories:
 - (1) Related parties of the Company
The Company regards persons that fulfill the following requirements to be related parties.
 - (a) An executor of business of a company in which the Company's executor of business (note 1) assumes an executive position
 - (b) A major shareholder or executor of its business that has 10% or more of the voting rights of the Company directly or indirectly
 - (c) A partner of the Company's financial auditor or its employee who performs audits of the Company
 - (2) An executor of business of the Company's major lender (note 2)
 - (3) An executor of business of a major counterparty (note 3) of the Company
 - (4) A person who receives remuneration in an amount exceeding 10 million yen annually besides officer's remuneration from the Hulic Group
 - (5) A person who executes the business of an organization that receives a donation (note 4) exceeding a certain amount from the Company
2. Spouse, relatives within the second degree of kinship or persons living together with person himself/herself do not fall under the following categories at present (except for a person who is not significant)
 - (1) An executor of a business of the Hulic Group
 - (2) Persons who fall under the categories listed above in 1. (1)-(5)

Note that when a person is deemed to be independent, although the above-mentioned requirements are not fulfilled, the Company may acknowledge the person to be independent by disclosing the basis for such decision.

Note 1: Executor of business refers to an important employee.

Note 2: Major lender refers to a lender from which the Company has borrowed funds in an amount exceeding 2% of its consolidated total assets.

Note 3: Major counterparty refers to a counterparty whose transactions with the Hulic Group exceed 2% of annual consolidated net sales of the said counterparty for the most recent fiscal year.

Note 4: Donation exceeding a certain amount refers to a donation to an organization in an amount exceeding the larger of 10 million yen per year or 2% of the most recent total revenue of the said organization.

Proposal No. 3: Election of three (3) Audit & Supervisory Board Members

The term of office of three (3) Audit & Supervisory Board Members, Koichi Nezu, Nobuyuki Kobayashi and Kenichi Sekiguchi, will expire at the conclusion of this meeting. Accordingly, the Company proposes the election of three (3) Audit & Supervisory Board Members.

Consent of the Audit & Supervisory Board has been obtained concerning this proposal.

The candidates for Audit & Supervisory Board Member are as follows:

	Name	Positions	Attributes of candidate
1	Koichi Nezu	External Audit & Supervisory Board Member	Reelection External Independent
2	Nobuyuki Kobayashi	External Audit & Supervisory Board Member	Reelection External Independent
3	Kenichi Sekiguchi	External Audit & Supervisory Board Member	Reelection External Independent

* The use of “former Hulic Co., Ltd.” in the Career summary of the candidates for External Audit & Supervisory Board Member and Notes on the following pages 17 to 19 refers to Hulic Co., Ltd. as it existed before its merger with the former Shoei Co., Ltd. and the term of office as External Audit & Supervisory Board Member is totaled with the term of office in the former Hulic Co., Ltd.

Candidate No. 1	Koichi Nezu (Born on May 16, 1950)	<div style="border: 1px solid black; padding: 2px; display: inline-block;">Reelection</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">External</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">Independent</div>
<p>Number of the Company's shares owned: 0 shares</p> <p>Term of office as External Audit & Supervisory Board Member: 12 years</p> <p>Attendance at meetings of the Board of Directors for FY2019: 13/15 meetings (86%)</p> <p>Attendance at meetings of the Audit & Supervisory Board for FY2019: 13/15 meetings (86%)</p>	<p>Career summary, positions in the Company, and significant concurrent positions outside the Company</p> <p>Jan. 1999 Tobu Department Store, Representative Director and President</p> <p>Apr. 2000 Institute for the Fashion Industry, Vice-Director</p> <p>Apr. 2002 Seiyoken Co., Ltd, Director (to date)</p> <p>May 2002 Nezu Museum, Chairman of the Board and Curator (to date)</p> <p>May 2003 Tobu Utsunomiya Department Store Co., Ltd., Chairman of the Board of Directors and President</p> <p>Apr. 2006 Musashi Academy of the Nezu Foundation, Chairman of the Board of Directors (to date)</p> <p>Oct. 2007 Former Hulic Co., Ltd., External Audit & Supervisory Board Member</p> <p>Jul. 2008 Former Hulic Co., Ltd., Management Advisory Committee Member</p> <p>Jul. 2012 The Company, External Audit & Supervisory Board Member (to date) The Company, Management Advisory Committee Member (to date)</p> <p>Apr. 2013 Tobu Department Store Co., Ltd., Chairman of the Board of Directors Tobu Utsunomiya Department Store Co., Ltd., Chairman of the Board of Directors</p> <p>May 2015 Tobu Department Store Co., Ltd., Chairman Emeritus (to date)</p>	
	<p>Special interest between the candidate and the Company</p> <p>There is no special interest.</p>	
	<p>Reasons for nomination as candidate for External Audit & Supervisory Board Member</p> <p>The reason for nominating Koichi Nezu as a candidate for External Audit & Supervisory Board Member is that we hope he can audit the Company's management from an objective and neutral position as External Audit & Supervisory Board Member of the Company based on his abundant corporate management experience and extensive insight on management overall developed through the management of a major department store, and we would like to request his reelection accordingly.</p>	

Candidate No. 2 **Nobuyuki Kobayashi** (Born on June 12, 1963)

Reelection
External
Independent

<p>Number of the Company's shares owned: 24,400 shares</p> <p>Term of office as External Audit & Supervisory Board Member: 11 years</p> <p>Attendance at meetings of the Board of Directors for FY2019: 15/15 meetings (100%)</p> <p>Attendance at meetings of the Audit & Supervisory Board for FY2019: 15/15 meetings (100%)</p>	<p>Career summary, positions in the Company, and significant concurrent positions outside the Company</p> <p>Mar. 1991 Registered as a certified public accountant</p> <p>Dec. 1995 Established the Kobayashi Certified Public Accountants Office</p> <p>Mar. 2005 Registered as a tax accountant</p> <p>Apr. 2007 National Institute for Environmental Studies, Japan, Auditor</p> <p>Jul. 2008 Former Hulic Co., Ltd., Management Advisory Committee Member</p> <p>Mar. 2009 Former Hulic Co., Ltd., External Audit & Supervisory Board Member</p> <p>Apr. 2010 The NUCB Business School, Professor (to date)</p> <p>Oct. 2011 Japan Arts Council, Auditor</p> <p>Jul. 2012 The Company, External Audit & Supervisory Board Member (to date) The Company, Management Advisory Committee Member (to date)</p> <p>Jul. 2017 The Japan Institute for Labour Policy and Training, Auditor (to date)</p> <p>Oct. 2017 Tokyo District Court, Advisor (to date)</p> <p>Jun. 2019 The Japanese Institute of Certified Public Accountants Tokyo Chapter, Deputy Chairman (to date)</p>
	<p>Special interest between the candidate and the Company</p> <p>There is no special interest.</p> <p>Reasons for nomination as candidate for External Audit & Supervisory Board Member</p> <p>The reason for nominating Nobuyuki Kobayashi as a candidate for External Audit & Supervisory Board Member is that we hope he can audit the Company's management from an objective and neutral position as External Audit & Supervisory Board Member of the Company based on his specialized knowledge regarding accounting and taxes as a certified public accountant and tax accountant, and we would like to request his reelection accordingly.</p> <p>Note that while Nobuyuki Kobayashi has not been involved with corporate management in the past, for the reasons described above it has been judged that he would be able to fulfill the duties of the Company's External Audit & Supervisory Board Member appropriately.</p>

Candidate No. 3	Kenichi Sekiguchi (Born on March 14, 1949)	<div style="border: 1px solid black; padding: 2px; display: inline-block;">Reelection</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">External</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">Independent</div>
<p>Number of the Company's shares owned: 11,900 shares</p> <p>Term of office as External Audit & Supervisory Board Member: 6 years</p> <p>Attendance at meetings of the Board of Directors for FY2019: 15/15 meetings (100%)</p> <p>Attendance at meetings of the Audit & Supervisory Board for FY2019: 15/15 meetings (100%)</p>	<p>Career summary, positions in the Company, and significant concurrent positions outside the Company</p> <p>Jul. 1999 Yasuda Mutual Life Insurance Company, Director, General Manager of Market Investment Division</p> <p>Apr. 2000 Yasuda Mutual Life Insurance Company, Director, General Manager of Operational Policy Division</p> <p>Apr. 2001 Yasuda Mutual Life Insurance Company, Executive Director, Deputy Senior Manager of Asset Management Division and General Manager of Operational Policy Division</p> <p>Apr. 2002 Yasuda Life Direct General Insurance Company, Director and President</p> <p>Jan. 2004 Meiji Yasuda Life Insurance Company, Managing Director, General Manager of New Market Sales Division</p> <p>Dec. 2005 Meiji Yasuda Life Insurance Company, Chairman of the Board</p> <p>Jul. 2006 Meiji Yasuda Life Insurance Company, Chairman of the Board and Executive Officer</p> <p>Jul. 2013 Meiji Yasuda Life Insurance Company, Special Advisor (to date)</p> <p>Mar. 2014 The Company, External Audit & Supervisory Board Member (to date)</p> <p>Oct. 2015 Kyushu Financial Group, Inc., External Company Auditor (to date)</p> <p>Jun. 2018 Okuhiei Sankei Drive Way Co., Ltd., Director (to date)</p> <p>Jun. 2018 Shinjuku Subnade Co., Ltd., Director (to date)</p> <p>Special interest between the candidate and the Company</p> <p>There is no special interest.</p> <p>Reasons for nomination as candidate for External Audit & Supervisory Board Member</p> <p>The reason for nominating Kenichi Sekiguchi as a candidate for External Audit & Supervisory Board Member is that we hope he can audit the Company's management from an objective and neutral position as External Audit & Supervisory Board Member of the Company based on his long-standing, abundant experience and extensive insight in corporate management as director and president and as chairman of the board, and we would like to request his reelection accordingly.</p>	

- Notes: 1. Koichi Nezu, Nobuyuki Kobayashi and Kenichi Sekiguchi are candidates for External Audit & Supervisory Board Member.
2. Koichi Nezu, Nobuyuki Kobayashi and Kenichi Sekiguchi are currently serving as External Audit & Supervisory Board Member at the Company, and their term of office as External Audit & Supervisory Board Member will be seven years and eight months (12 years and five months when totaled with the term of office at the former Hulic Co., Ltd.) for Koichi Nezu, seven years and eight months (11 years when totaled with the term of office at the former Hulic Co., Ltd.) for Nobuyuki Kobayashi, and six years for Kenichi Sekiguchi as of the close of this meeting.
3. The outline of the limited liability agreements concluded with External Audit & Supervisory Board Members is presented in note 4 below.
The Company has entered into limited liability agreement with Koichi Nezu, Nobuyuki Kobayashi and Kenichi Sekiguchi, and upon approval of their reelection, the Company will continue the agreement with them.
4. Limited liability agreement with External Audit & Supervisory Board Member
If an External Audit & Supervisory Board Member causes the Company to suffer damages as a result of negligence in his/her duties, he/she shall be liable for compensating the Company for damages up to the amount stipulated by laws and regulations if the External Audit & Supervisory Board Member performed his/her duties in good faith and there was no gross negligence, and the Company shall exempt the External Audit & Supervisory Board Member as a matter of course from the amount exceeding the aforementioned amount stipulated by laws and regulations.
5. The Company registers Koichi Nezu, Nobuyuki Kobayashi and Kenichi Sekiguchi as Independent Officers with Tokyo Stock Exchange, Inc.

Proposal No. 4: Revision of Remuneration Amount for Directors

The amount of remuneration for Directors of the Company is within 750 million yen annually (of which, the amount for External Directors is within 100 million yen) as approved at the 85th Annual General Meeting of Shareholders held on March 24, 2015, and it has remained unchanged to the present.

Considering various factors such as the progress of the business performance and increased responsibility of the Directors in line with changes in the business environment since the amount of remuneration for Directors was approved at the 85th Annual General Meeting of Shareholders, the Company proposes that the amount of remuneration for Directors, including bonuses, to be revised to within 900 million yen annually (of which, the amount for External Directors is within 120 million yen). The Company also proposes that these amounts, as in the past, do not to include portions for salaries for employees paid to Directors who also serve as employees.

The Company currently has ten Directors (of which, four are External Directors). Even if Proposal No. 2 is approved and adopted as originally proposed, there will be no change in the number of Directors.

Proposal No. 5: Increase in Amount of Performance-linked Share-based Remuneration, Etc. for Directors

1. Reasons for the proposal and rationale for the increase

After obtaining the approval of shareholders at the 86th Annual General Meeting of Shareholders held on March 23, 2016 (hereinafter the “Original Approval”), the Company introduced a performance-linked share-based remuneration plan, Board Benefit Trust (BBT), for the Directors (excluding External Directors; the same is applied hereinafter) and Managing Officers of the Company (collectively, the “Eligible Directors”). Hereinafter, it is called the “Plan.”

The Company has adopted the Plan with the aim of increasing awareness about improving earnings over the medium to long term and contributing to enhancing corporate value by clarifying the link between remuneration for the Eligible Directors, and, the Company’s performance and its stock price, and by having the Eligible Directors share with the shareholders not only the benefits of increases in the stock price, but also the risk of decreases in the stock price.

This time, it is proposed to request approval for the increase in the maximum number of points to be granted to the Directors each business term under the Plan from 150,000 to 250,000, to achieve the purpose stated above by further strengthening the link between remuneration for the Eligible Directors, and, the Company’s performance and its stock price.

This proposal is for the above stated aim and the Company considers the content of the proposal to be rational.

If Proposal No. 2 is approved and adopted, the number of Directors subject to the Plan will be six excluding External Directors.

2. Specific calculation method and details for the amount of remuneration, etc. under the Plan

We would like to revise the Plan previously adopted. (Significant revision from the proposal and reference information in obtaining the Original Approval are underlined.)

(1) Outline of the Plan

The Plan is a performance-linked share-based remuneration plan under which, using the money the Company contributes as funds, the Company’s shares are to be acquired and the Company shares and an amount of money equivalent to the market price of the Company shares (hereinafter the “Company’s Shares, etc.”) are provided to the Eligible Directors through a trust (hereinafter the “Trust”) according to the attainment of the performance targets pursuant to the Regulations for Provision of Shares to Directors and Officers provided by the Board of Directors. The Eligible Directors will receive benefit of the Company’s Shares, etc., in principle, when they retire from their position as Director, etc. and are no longer Director or Managing Officer.

(2) Targets of the Plan

The Eligible Directors

(3) Period of the Trust

From March 24, 2016 until the Trust is terminated. (No specific date will be set for the termination of the Trust and the Trust will continue as long as the Plan itself continues; however, the Plan will terminate if the Company’s shares are delisted or the Regulations for Provision of Shares to Directors and Officers are repealed or otherwise discontinued.)

(4) Calculation method for the number of the Company’s Shares, etc. to be provided to the Eligible Directors and the maximum number thereof

For each business term, the Company shall provide the Eligible Directors with points, the number of which is determined in light of factors such as level of attainment of performance targets in the business term in accordance with the Regulations for Provision of Shares to Directors and Officers.

The maximum number of total points to be granted to the Directors and Managing Officer each business term shall be 250,000 and 400,000, respectively. This has been determined by comprehensively taking into account the factors such as the current level of the Company’s stock price, securing flexibility in operating remuneration plan, the trend and outlook in the number of the Eligible Directors, and the Company judges it is adequate.

Each point granted to the Eligible Directors shall be converted into one common share of the Company at the time of the provision of the Company's Shares, etc. as explained in (7) below. However, in case where the Company's shares become the subject of a share split, allotment of share without contribution, or consolidation of shares, etc., the ratio shall be adjusted in a reasonable manner in proportion to the relevant ratio, etc.

The number of points for the Eligible Directors, which is the basis for the provision of the Company's Shares, etc. shall be calculated by multiplying the total points granted to the relevant Eligible Directors until their retirement by a certain coefficient set by reason for retirement (hereinafter referred to as the "Defined Number of Points" for the points calculated in this manner).

(5) Acquisition method of the Company's share

The Trust shall acquire the Company's shares through stock market, etc. using the money contributed as funds in accordance with (6) below.

During the Trust Period (it is defined in (6) below), the Trust shall acquire up to 200,000 shares each for the Directors and Managing Officers promptly after this Annual General Meeting of Shareholders upon approval for the revision to the Plan as this proposal to provide the Eligible Directors with the Company's shares.

(6) Trust amount and the number of the Company's shares to be acquired

On the condition that this proposal is approved, the Company shall make an additional contribution of the funds, which is necessary for the Trust to acquire in advance of a certain period the number of shares that are reasonably expected to be required to provide the Company's shares, to the Trust in accordance with above (4) and (7) below.

The Trust shall acquire the Company's shares using the money contributed by the Company as funds in accordance with above (5).

Specifically, if the revision to the Plan is approved as this proposal, the Company shall make an additional contribution to the Trust as funds necessary to acquire the Company's shares for the three business terms from the business term ended December 31, 2018 to the business term ending December 31, 2020 (hereinafter the "Trust Period"). Since the maximum number of points granted to the Eligible Directors is 650,000 points each business term as it is stated in (4) above, the funds, reasonably expected to be necessary to acquire 1,750,000 shares in total during the Trust Period considering the regular-trading closing price of common shares of the Company on the Tokyo Stock Exchange, shall be contributed to the Trust. With regard to the Trust Period, pursuant to the Plan previously approved, the Company made an additional contribution of 1,200 million yen on February 13, 2019 and the Trust has acquired 1,171,700 shares of the Company using the additional contribution as the fund. Therefore, promptly after this Annual General Meeting of Shareholders, the Company shall contribute to the fund an amount reasonably expected to be necessary to acquire 400,000 shares, calculated by deducting, from 1,750,000 shares, the sum of 1,171,700 shares mentioned above and 178,300 shares, the latter being the number of the Company's shares remaining in the Trust on the day immediately preceding the starting day of the Trust Period (excluding the Company's shares equivalent to the number of points that have been granted to the Eligible Directors and that have yet to be provided to the Eligible Directors). As a reference, based on 1,326 yen the closing price of the Company's shares on February 19, 2020, the fund necessary to acquire 400,000 shares will be 530 million yen.

Furthermore, after the expiration of the Trust Period, every three business terms in principle, for the three successive business terms (hereinafter the "Next Trust Period"), the Company shall make an additional contribution of the funds, which is necessary for the Trust to acquire in advance of a certain period the number of shares that are reasonably expected to be required to provide the Company's shares, to the Trust pursuant to the Plan.

However, in the case where such additional contribution is made, if the Company's shares (excluding the Company's shares equivalent to the number of points that have been granted to the Eligible Directors and that have yet to be provided to the Eligible Directors) and money (hereinafter the "Remaining Shares, etc.") remain in the Trust on the day immediately preceding the starting day of the Next Trust Period, the Remaining Shares, etc. shall be used to fund for the provision or to acquire the Company's shares under the Plan for the subsequent trust period. Accordingly, the Company shall calculate the amount of an additional contribution for

the Next Trust Period after taking the Remaining Shares, etc. into account.

(7) Provision of shares and calculation method for remunerations, etc.

If the Eligible Director, when he/she retires from his/her position as Director, etc. and is no longer Director or Managing Officer, satisfies the beneficiary requirements stipulated in the Regulations for Provision of Shares to Directors and Officers, such Eligible Director will receive the Company's shares corresponding to the Defined Number of Points in accordance with (4) above by splitting the actual Company's shares and an amount equivalent to the Company's shares in a certain proportion from the Trust after retirement by carrying out certain beneficiary certification procedures. The Trust may sell the Company's shares in order to provide the cash.

The basis for the amount to be received by the Eligible Directors shall be an amount determined by multiplying the total number of points granted to each Eligible Director by per-share book value of the Company's shares held by the Trust at the time points are granted (provided, however that, if a share split, allotment of share without contribution, or consolidation of shares, etc. is conducted for the Company shares, a reasonable adjustment shall be made according to an applicable ratio).

(8) Voting rights pertaining to shares within the Trust

In accordance with instructions from the trust administrator, the voting rights pertaining to the Company's shares held in the Trust's account shall not be exercised without exception. This approach ensures neutrality in the management of the Company with respect to the exercise of voting rights pertaining to the Company's shares held in the Trust's account.

(9) Handling of dividends

The Trust will receive the dividends from the Company's shares held in the Trust's account and use such dividends for the payment of the acquisition price for the Company's shares, the trust fees for the trustee of the Trust and others. If the Trust is terminated, the dividends, etc. remaining in the Trust at that time will be distributed to the Eligible Directors in office at the time in accordance with the provisions of the Regulations for Provision of Shares to Directors and Officers.

(10) Treatment upon termination of the Trust

The Trust will terminate if the Company's shares are delisted or the Regulations for Provision of Shares to Directors and Officers are repealed or otherwise discontinued. The Company's shares in the residual assets of the Trust at the time of the termination of the Trust shall be wholly acquired by the Company without contribution, and canceled by resolution of the Board of Directors. Of the residual assets in the Trust on its termination, the remaining money, excluding the money provided to the Eligible Directors in accordance with (9) above, will be handed to the Company.