

Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

May 28, 2021

To our shareholders:

Junichi Kubo
President and Representative Director
MAEZAWA KASEI INDUSTRIES CO., LTD.
2-7-1, Nihonbashi Honcho, Chuo-ku, Tokyo

NOTICE OF THE 67TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are notified of the 67th Ordinary General Meeting of Shareholders of MAEZAWA KASEI INDUSTRIES CO., LTD. (the “Company”), which will be held as described below.

To prevent infections of the novel coronavirus disease (COVID-19), please exercise your voting rights without coming to the venue for this Ordinary General Meeting of Shareholders by using the “Exercise Your Voting Rights in Writing” or the “Exercise Your Voting Rights via the Internet, etc.” Please exercise your voting rights after reviewing the attached Reference Documents for the General Meeting of Shareholders, by no later than 5:15 p.m., Monday, June 21, 2021 (Japan Standard Time).

1. Date and Time: Tuesday, June 22, 2021 at 10:00 a.m. (Reception desk opens at 9:00 a.m.) (Japan Standard Time)

2. Venue: TKP Garden City PREMIUM Kyobashi
22F, Kyobashi Edogrand, 2-2-1, Kyobashi, Chuo-ku, Tokyo

3. Purposes:

Items to be reported:

1. Business Report and Consolidated Financial Statements for the 67th Term (from April 1, 2020 to March 31, 2021), as well as the results of audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board
2. Non-Consolidated Financial Statements for the 67th Term (from April 1, 2020 to March 31, 2021)

Items to be resolved:

- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Election of six (6) Directors
- Proposal 3:** Election of two (2) Audit & Supervisory Board Members
- Proposal 4:** Election of one (1) Substitute Audit & Supervisory Board Member

- In order to prevent COVID-19 infections, please wear a face mask and cooperate with body temperature measurement when you come to the venue. If you do not wear a mask, do not cooperate with body temperature measurement, or have a fever of 37.5 degrees or higher, you will be denied entrance to the venue. Please note that officers and administrative staff attending the General Meeting of Shareholders will, after checking their health status by measuring their body temperatures, etc., participate wearing face masks.

Reference Documents for the General Meeting of Shareholders

Proposal 1: Appropriation of Surplus

The Company proposes the appropriation of surplus as follows:

Matters related to year-end dividend

The Company believes that one of its most important management issues is to proactively return profits to shareholders, while securing the capital needed for the investments that will ensure sustainable growth and gains in medium- and long-term corporate value. The fundamental policy is to pay dividends based on comprehensive consideration of financial results, further business development, and other factors.

The Company proposes a year-end ordinary dividend for this term of 20 yen per share; when combined with the interim dividends of 15 yen, this brings a total dividend of 35 yen per share for the year.

(1) Type of dividend property

Cash

(2) Allocation of dividend property and total amount thereof

20 yen per common share of the Company

Total amount of dividends: 298,720,620 yen

(3) Effective date of distribution of dividends of surplus

June 23, 2021

Proposal 2: Election of six (6) Directors

The term will expire for all seven (7) Directors at the conclusion of this Ordinary General Meeting of Shareholders.

In order to stimulate the Board of Directors' audit and supervisory function and to facilitate an effective business execution framework by the Executive Officer system, the Company proposes the election of six (6) Directors, reducing the number of Directors by one (1).

The candidates for Director are as follows:

| No. | Name | Current position, responsibilities, etc. in the Company | Attendance at the Board of Directors meetings during this fiscal year (Attendance Rate) |
|-----|--|--|---|
| 1 | Masahiro Kubota [Reelection] | Chairperson and Representative Director | 17/17 (100%) |
| 2 | Junichi Kubo [Reelection] | President and Representative Director Chair of the Board | 17/17 (100%) |
| 3 | Tatsuhiro Mogi [Reelection] | Director responsible for Quality Assurance and Senior Executive Officer, Chief of Manufacturing Headquarters and General Manager of Central Laboratory | 16/17 (94%) |
| 4 | Yasunobu Inoue [New election] | Senior Executive Officer, Chief of Administration Headquarters and General Manager of Accounting Department | —/ (—%) |
| 5 | Takashi Oya [Reelection] [Outside Director] [Independent officer] | Outside Director (Independent Director) Chair of the Management Advisory Committee | 17/17 (100%) |
| 6 | Mami Kato [Reelection] [Outside Director] [Independent officer] | Outside Director (Independent Director) Member of the Management Advisory Committee | 17/17 (100%) |

[New election]: New candidate for Director

[Reelection]: Candidate for reelection as Director

[Outside Director]: Candidate for Outside Director

[Independent officer]: Candidate for Independent officer

| No. | Name (Date of birth) | Career summary, position and responsibilities in the Company | Number of the Company's shares owned |
|--|---|--|--------------------------------------|
| 1 | <p>Masahiro Kubota (Date of birth: July 29, 1957, 63 years old)</p> <p>[Reelection]</p> <p>[Term of office] 9 years</p> <p>[Attendance at the Board of Directors meetings] 17/17 (100%)</p> | <p>Mar. 1983 Joined the Company</p> <p>July 2007 Osaka Branch General Manager of Marketing Headquarters of the Company</p> <p>July 2008 Executive Officer, Kansai Branch General Manager of Marketing Headquarters of the Company</p> <p>June 2011 Executive Officer, General Manager of Development Design Department of the Company</p> <p>Apr. 2012 Executive Officer, General Manager of Development Design Department and General Manager of Central Laboratory of the Company</p> <p>June 2012 Director and Executive Officer, General Manager of Development Design Department and General Manager of Central Laboratory of the Company</p> <p>June 2013 Managing Director and Senior Executive Officer, General Manager of Development Design Department and General Manager of Central Laboratory of the Company</p> <p>Oct. 2014 Director of Zhejiang Maezawa Glory Drainage Material Co., Ltd.</p> <p>June 2015 President and Representative Director of the Company</p> <p>Apr. 2021 Chairperson and Representative Director of the Company (present position)</p> <p>Significant concurrent positions outside the Company There is no significant concurrent position outside the Company.</p> | 16,200 |
| <p>Reasons for nomination as candidate for Director Masahiro Kubota has extensive experience in business execution and insight from leading the management of the Company, and has served as Representative Director since 2015. The Board of Directors has nominated him as candidate for Director again in the expectation that when commencing the new medium-term management plan “Look Forward 2023,” he will support the new President as well as play a central role in facilitating the Board of Directors’ audit and supervisory function.</p> | | | |
| <p>Special interests between the candidate and the Company There is no special interest.</p> | | | |

| No. | Name (Date of birth) | Career summary, position and responsibilities in the Company | Number of the Company's shares owned |
|---|---|--|--------------------------------------|
| 2 | <p>Junichi Kubo (Date of birth: September 26, 1958, 62 years old)</p> <p>[Reelection]</p> <p>[Term of office] 8 years</p> <p>[Attendance at the Board of Directors meetings] 17/17 (100%)</p> | <p>Sept. 1991 Joined the Company</p> <p>Apr. 2009 Tokyo Branch General Manager and Deputy General Manager of Marketing Planning Department, Marketing Headquarters of the Company</p> <p>Apr. 2010 Tokyo Branch General Manager and General Manager of Wide-area Special Sales and Marketing Department, Marketing Headquarters of the Company</p> <p>June 2012 Executive Officer, Deputy Chief of Marketing Headquarters, Tokyo Branch General Manager, and General Manager of Wide-area Special Sales and Marketing Department of the Company</p> <p>Apr. 2013 Executive Officer, Deputy Chief of Marketing Headquarters of the Company</p> <p>June 2013 Director and Executive Officer, Chief of Marketing Headquarters of the Company</p> <p>Apr. 2014 Director and Executive Officer, Chief of Marketing Headquarters and General Manager of Marketing Administration Department of the Company</p> <p>June 2016 Director and Managing Executive Officer, Chief of Marketing Headquarters and General Manager of Marketing Administration Department of the Company</p> <p>June 2017 Director responsible for management of NIIGATA MOLDING CO., LTD.</p> <p>Apr. 2018 Director and Managing Executive Officer, Chief of Marketing Headquarters of the Company</p> <p>May 2019 Director responsible for Aquatic Environment and Managing Executive Officer, Chief of Marketing Headquarters of the Company</p> <p>Apr. 2021 President and Representative Director of the Company (present position)</p> <p>Significant concurrent positions outside the Company There is no significant concurrent position outside the Company.</p> | 13,100 |
| <p>Reasons for nomination as candidate for Director Junichi Kubo has extensive experience in charge of the marketing and sales fields, and has worked to strengthen marketing capacity. He has also contributed to the reinforcement of the profit structure through the consolidation of operations and the streamlining of distribution. The Board of Directors has nominated him as candidate for Director again in the expectation that he will play a central role in leading the new medium-term management plan “Look Forward 2023,” in order to achieve sustainable growth and to improve corporate value.</p> | | | |
| <p>Special interests between the candidate and the Company There is no special interest.</p> | | | |

| No. | Name (Date of birth) | Career summary, position and responsibilities in the Company | Number of the Company's shares owned |
|--|--|---|--------------------------------------|
| 3 | <p>Tatsuhiro Mogi (Date of birth: January 19, 1962, 59 years old)</p> <p>[Reelection]</p> <p>[Term of office] 5 years</p> <p>[Attendance at the Board of Directors meetings] 16/17 (94%)</p> | <p>Apr. 1992 Joined the Company</p> <p>Apr. 2009 Deputy General Manager of Materials Department, Manufacturing Headquarters of the Company</p> <p>June 2013 Executive Officer, General Manager of Materials Department, Manufacturing Headquarters and General Manager of Aquatic Environment Engineering Department, Aquatic Environment Division of the Company</p> <p>June 2015 Executive Officer, General Manager of Development Design Department, General Manager of Central Laboratory, General Manager of Materials Department, Manufacturing Headquarters, and General Manager of Aquatic Environment Engineering Department, Aquatic Environment Division of the Company</p> <p>Apr. 2016 Executive Officer, General Manager of Development Design Department, General Manager of Central Laboratory, General Manager of Materials Department, Manufacturing Headquarters, and General Manager of Aquatic Environment Department Aquatic Environment Division of the Company</p> <p>June 2016 Director and Executive Officer, Chief of Aquatic Environment Division, General Manager of Development Design Department and General Manager of Central Laboratory of the Company</p> <p>Apr. 2017 Director and Senior Executive Officer, Chief of Aquatic Environment Division, General Manager of Development Design Department and General Manager of Central Laboratory of the Company</p> <p>May 2019 Director responsible for Development Design and Senior Executive Officer, General Manager of Central Laboratory of the Company</p> <p>June 2019 Director responsible for management of NIIGATA MOLDING CO., LTD. (present position)</p> <p>Apr. 2021 Director responsible for Quality Assurance and Senior Executive Officer, Chief of Manufacturing Headquarters and General Manager of Central Laboratory of the Company (present position)</p> <p>Significant concurrent positions outside the Company Director responsible for management of NIIGATA MOLDING CO., LTD.</p> | 7,900 |
| <p>Reasons for nomination as candidate for Director Tatsuhiro Mogi has extensive experience in the procurement sector, has been responsible for the sales, research, and construction departments in the water treatment sector, has actively engaged in initiatives for the development of urban-type products, which is a new business sector, and disaster response products, etc. in the Research and Development Department, and has realized the advancement into the building equipment field, which has been positioned as a core business for the future. The Board of Directors has nominated him as candidate for Director again in the expectation that under the new medium-term management plan “Look Forward 2023,” he will play a central role in achieving the management plan for the Manufacturing Headquarters through the use of his extensive working experience.</p> | | | |

| No. | Name (Date of birth) | Career summary, position and responsibilities in the Company | Number of the Company's shares owned |
|-----|---|--|--------------------------------------|
| | Special interests between the candidate and the Company There is no special interest. | | |

| No. | Name (Date of birth) | Career summary, position and responsibilities in the Company | Number of the Company's shares owned |
|---|---|--|--------------------------------------|
| 4 | <p>Yasunobu Inoue (Date of birth: April 2, 1964, 57 years old)</p> <p>[New election]</p> <p>[Term of office] –</p> <p>[Attendance at the Board of Directors meetings] –</p> | <p>Oct. 2007 Joined the Company</p> <p>Apr. 2015 General Manager of Internal Auditing Department of the Company</p> <p>Apr. 2017 General Manager of Accounting Department, Administration Headquarters of the Company</p> <p>June 2017 Audit & Supervisory Board Member of NIIGATA MOLDING CO., LTD. (present position)</p> <p>Apr. 2018 Executive Officer, General Manager of Accounting Department, Administration Headquarters of the Company</p> <p>May 2019 Executive Officer, General Manager of Corporate Planning Department of the Company</p> <p>Apr. 2021 Senior Executive Officer, Chief of Administration Headquarters and General Manager of Accounting Department of the Company (present position)</p> <p>Significant concurrent positions outside the Company Audit & Supervisory Board Member of NIIGATA MOLDING CO., LTD.</p> | 8,400 |
| <p>Reasons for nomination as candidate for Director Yasunobu Inoue worked on developing the internal control environment in the internal audit department for many years and contributed to achieving management plans through the use of extensive experience which he gained through the former post in the Accounting Department and the Corporate Planning Department. The Board of Directors has nominated him as candidate for Director in the expectation that under the new medium-term management plan “Look Forward 2023,” he will streamline operations of developing the digitization environment, etc. while maintaining the internal management system and play a central role in building a framework that will allow diverse working practices through the use of insights he has garnered so far.</p> | | | |
| <p>Special interests between the candidate and the Company There is no special interest.</p> | | | |

| No. | Name (Date of birth) | Career summary, position and responsibilities in the Company | Number of the Company's shares owned |
|--|--|---|--------------------------------------|
| 5 | <p>Takashi Oya (Date of birth: November 1, 1946, 74 years old)</p> <p>[Reelection]</p> <p>[Outside Director]</p> <p>[Independent officer]</p> <p>[Term of office] 7 years</p> <p>[Attendance at the Board of Directors meetings] 17/17 (100%)</p> <p>[Attendance at the Management Advisory Committee meetings] 7/7 (100%)</p> | <p>Nov. 1971 Joined Auditing Firm Chuo Accounting Office</p> <p>Mar. 1975 Registered as Certified Public Accountant</p> <p>May 1983 Representative Partner of Chuo Shinko Auditing Firm</p> <p>July 2006 President of Takashi Oya Certified Public Accountant Office (present position)</p> <p>Nov. 2006 Advisor of Clifix Certified Public Tax Accountants' Corporation (present position)</p> <p>June 2011 Auditor of the Okawa Foundation for Information and Telecommunications (present position)</p> <p>July 2013 Councilor of Maritime Disaster Prevention Center (present position)</p> <p>June 2014 Outside Director of the Company (present position)</p> <p>Significant concurrent positions outside the Company President of Takashi Oya Certified Public Accountant Office (Certified Public Accountant) Auditor of the Okawa Foundation for Information and Telecommunications</p> | — |
| <p>Reasons for nomination as candidate for Outside Director and overview of expected roles Takashi Oya has extensive experience as a certified public accountant. He attended all meetings of the Company's Board of Directors and actively participated in Board deliberations from the perspective of an accounting practitioner. He has performed an appropriate role in overseeing decisions on material management matters and the status of business execution and has contributed to fair and reasonable decision-making by the Company, and ensuring transparent and sound management. He has served as Chair of the Management Advisory Committee, launched in August 2015, and works to ensure the transparency and equitability of the Company's management. While he does not have experience with corporate management in any capacity other than as Outside Director, as noted above, the Board of Directors believes that he can appropriately fulfill his responsibilities as Outside Director and accordingly continues to nominate him as a candidate for Outside Director.</p> | | | |
| <p>Special interests between the candidate and the Company There is no special interest.</p> | | | |

| No. | Name (Date of birth) | Career summary, position and responsibilities in the Company | Number of the Company's shares owned |
|--|---|--|--------------------------------------|
| 6 | <p>Mami Kato (Date of birth: May 7, 1963, 58 years old)</p> <p>[Reelection]</p> <p>[Outside Director]</p> <p>[Independent officer]</p> <p>[Term of office] 5 years</p> <p>[Attendance at the Board of Directors meetings] 17/17 (100%)</p> <p>[Attendance at the Management Advisory Committee meetings] 7/7 (100%)</p> | <p>Apr. 1986 Joined IBM Japan, Ltd.</p> <p>Apr. 1997 Admitted to the bar</p> <p>Jan. 1998 Joined Sakuragaoka Law Office (present position)</p> <p>Apr. 2012 Vice President of Daini Tokyo Bar Association</p> <p>Apr. 2013 Deputy Chief, Gender Equality Promotion Headquarters of Daini Tokyo Bar Association (present position)</p> <p>June 2016 Outside Director of the Company (present position)</p> <p>July 2018 Outside Director and Audit & Supervisory Board Member of VISIONARYHOLDINGS CO., LTD. (present position)</p> <p>July 2018 Outside Audit & Supervisory Board Member of VH RETAIL SERVICE CO., LTD (present position)</p> <p>June 2019 Outside Director of Asakuma Co., Ltd. (present position)</p> <p>Significant concurrent positions outside the Company Sakuragaoka Law Office (Attorney at law) Outside Director and Audit & Supervisory Board Member of VISIONARYHOLDINGS CO., LTD. (securities code: 9263) Outside Audit & Supervisory Board Member of VH RETAIL SERVICE CO., LTD Outside Director of Asakuma Co., Ltd. (securities code: 7678)</p> | — |
| <p>Reasons for nomination as candidate for Outside Director and overview of expected roles Mami Kato has extensive experience as an attorney and experience working for companies, which give her both the perspective of an expert in legal affairs and the approach of a corporate employee. We believe that she plays a substantial role in overseeing the execution of operations and deciding important management issues. In addition, she is Deputy Chief of Gender Equity Promotion Headquarters of Daini Tokyo Bar Association, which enables her to give suitable advice as the Company pursues diversity as targeted in its basic policy on corporate governance. While she does not have experience with corporate management in any capacity other than as an outside officer, as noted above, the Board of Directors believes that she can appropriately fulfill her responsibilities as Outside Director and accordingly continues to nominate her as a candidate for Outside Director.</p> | | | |
| <p>Special interests between the candidate and the Company There is no special interest.</p> | | | |

- Notes:
1. “Number of the Company’s shares owned” on the pages of candidates is the number of shares owned as of March 31, 2021.
 2. With regard to age on the pages of candidates, their age as of the conclusion of this Ordinary General Meeting of Shareholders has been stated.
 3. Takashi Oya and Mami Kato are candidates for Outside Director and meet the Company’s own independence requirements for an independent officer based on the independence requirements prescribed by the Tokyo Stock Exchange, and if their reelection is approved and adopted, the Company plans to continue to register them as independent officers as prescribed by the Tokyo Stock Exchange.
 4. The Company entered into an agreement with Takashi Oya and Mami Kato limiting their liabilities under Article 423, Paragraph 1 of the Companies Act in accordance with Article 427, Paragraph 1 of that Act and Article 32 of the Articles of Incorporation. The maximum amount of liability pursuant to that agreement is the minimum amount specified in Article 425, Paragraph 1 of the Companies Act, and if their reelection is approved and adopted, the Company will maintain the agreement.
 5. The Company has not entered into any agreement with each of the Directors, in accordance with Article 430-2, Paragraph 1 of the Companies Act, and has no plans to do so.
 6. The Company entered into a Directors and Officers liability insurance agreement with an insurance company in accordance with Article 430-3, Paragraph 1 of the Companies Act. The outline of said agreement is as provided in “Matters concerning Officers of the Company, (5) Outline, etc. of details of the Directors and Officers liability insurance agreement” in the Business Report (in Japanese only). If the election of any of the candidate for

Director is approved and adopted, he/she will be included in the insured in said insurance agreement. In addition, at the next renewal of said insurance agreement, the Company plans to do so with the same conditions.

Proposal 3: Election of two (2) Audit & Supervisory Board Members

The terms of office of Audit & Supervisory Board Members Takafumi Yamada and Masayuki Satake will expire at the conclusion of this Ordinary General Meeting of Shareholders. Therefore, the Company proposes the election of two (2) Audit & Supervisory Board Members.

The candidates for Audit & Supervisory Board Member are as follows. The consent of the Audit & Supervisory Board has been obtained for this proposal.

| No. | Name | Current position, etc. in the Company | Attendance at the Board of Directors meetings during this fiscal year (Attendance Rate) | Attendance at the Audit & Supervisory Board meetings during this fiscal year (Attendance Rate) |
|-----|--|---|---|--|
| 1 | Masahiro Ito [New election] | Director responsible for Internal Control and Investor Relations | 17/17 (100%) | —/— (—%) |
| 2 | Masayuki Satake [Reelection] [Outside Director] [Independent officer] | Outside Audit & Supervisory Board Member (Independent officer) Member of the Management Advisory Committee | 17/17 (100%) | 16/17 (94%) |

[New election]: New candidate for Audit & Supervisory Board Member

[Reelection]: Candidate for reelection as Audit & Supervisory Board Members

[Outside Audit & Supervisory Board Member]: Candidate for outside Audit & Supervisory Board Member

[Independent officer]: Candidate for Independent officer

| No. | Name (Date of birth) | Career summary and position in the Company | Number of the Company's shares owned |
|--|--|---|--------------------------------------|
| 1 | <p>Masahiro Ito (Date of birth: May 30, 1961, 60 years old)</p> <p>[New election]</p> <p>[Term of office] — (Term of office including that as a Director: 7 years)</p> <p>[Attendance at the Board of Directors meetings] 17/17 (100%)</p> | <p>Apr. 1984 Joined the Company</p> <p>Apr. 2010 Deputy General Manager of General Affairs Department, Administration Headquarters of the Company</p> <p>Apr. 2012 General Manager of General Affairs Department, Administration Headquarters of the Company</p> <p>June 2013 Executive Officer, General Manager of General Affairs Department, Administration Headquarters of the Company</p> <p>June 2014 Director and Executive Officer, Chief of Administration Headquarters responsible for Internal Control and General Manager of General Affairs Department of the Company</p> <p>June 2015 Director and Executive Officer, Chief of Administration Headquarters responsible for Internal Control and Investor Relations, and General Manager of General Affairs Department of the Company</p> <p>Apr. 2016 Director and Executive Officer, Chief of Administration Headquarters responsible for Internal Control and Investor Relations of the Company</p> <p>June 2016 Director responsible for Internal Control and Investor Relations and Executive Officer, Chief of Administration Headquarters and General Manager of Information System Department of the Company</p> <p>Apr. 2017 Director responsible for Internal Control and Investor Relations and Senior Executive Officer, Chief of Administration Headquarters of the Company</p> <p>Apr. 2021 Director responsible for Internal Control and Investor Relations of the Company (present position)</p> <p>Significant concurrent positions outside the Company There is no significant concurrent position outside the Company.</p> | 10,600 |
| <p>Reasons for nomination as candidate for Audit & Supervisory Board Member Masahiro Ito has extensive experience mainly in management departments and plays a leading role in the development of internal control system, such as the development of a human resource strategy and reform in internal educational structures. The Board of Directors has nominated him as candidate for Audit & Supervisory Board Member in the expectation that he will conduct auditing work with proper understanding of the decision-making process through the use of his insight garnered so far, and contribute to smooth execution of each of the Audit & Supervisory Board Member's auditing work while ensuring decision-making transparency of the new medium-term management plan "Look Forward 2023."</p> | | | |
| <p>Special interests between the candidate and the Company There is no special interest.</p> | | | |

| No. | Name (Date of birth) | Career summary and position in the Company | Number of the Company's shares owned |
|---|--|---|--------------------------------------|
| 2 | <p>Masayuki Satake (Date of birth: May 16, 1948, 73 years old)</p> <p>[Reelection]</p> <p>[Outside Director]</p> <p>[Independent officer]</p> <p>[Term of office] 8 years</p> <p>[Attendance at the Board of Directors meetings] 17/17 (100%)</p> <p>[Attendance at the Audit & Supervisory Board meetings] 16/17 (94%)</p> <p>[Attendance at the Management Advisory Committee meetings] 7/7 (100%)</p> | <p>Apr. 1971 Joined Auditing Firm Chuo Accounting Office</p> <p>Sept. 1977 Registered as Certified Public Accountant</p> <p>Apr. 1985 Representative Partner of Auditing Firm Chuo Accounting Office</p> <p>Apr. 2010 President of SATAKE CPA Office (present position)</p> <p>Apr. 2012 Professor of Tohoku University Accounting School</p> <p>June 2012 Outside Auditor of PCA CORPORATION</p> <p>June 2012 Auditor of Japan Institute of Business Law (present position)</p> <p>Apr. 2013 Visiting Professor of Graduate School of Accounting & Finance, MBA Program, Chiba University of Commerce (present position)</p> <p>June 2013 Outside Audit & Supervisory Board Member of the Company (present position)</p> <p>Apr. 2015 Outside Member of the Board of Directors of Mizuho Trust & Banking Co., Ltd.</p> <p>June 2016 Auditor of JAPAN RESEARCH PROMOTION SOCIETY FOR CARDIOVASCULAR DISEASES (present position)</p> <p>June 2017 Outside Member of the Board of Directors (Audit & Supervisory Committee Member) of Mizuho Trust & Banking Co., Ltd.</p> <p>June 2020 Auditor of Public Interest Incorporated Foundation The Tokugawa Museum (present position)</p> <p>June 2020 Outside Audit & Supervisory Board Member of DLE, Inc. (present position)</p> <p>Sept. 2020 Auditor of University of Tsukuba (National University Corporation) (present position)</p> <p>Oct. 2020 Representative Partner of Tatsumi Audit Corporation (present position)</p> <p>Significant concurrent positions outside the Company President of SATAKE CPA Office (Certified Public Accountant and Certified Tax Accountant) Auditor of Japan Institute of Business Law Auditor of JAPAN RESEARCH PROMOTION SOCIETY FOR CARDIOVASCULAR DISEASES Auditor of Public Interest Incorporated Foundation The Tokugawa Museum Outside Audit & Supervisory Board Member of DLE, Inc. (securities code: 3686) Auditor of University of Tsukuba (National University Corporation) Representative Partner of Tatsumi Audit Corporation</p> | |
| <p>Reasons for nomination as candidate for Outside Audit & Supervisory Board Member Masayuki Satake has extensive experience and specialist knowledge as a certified public accountant and tax accountant, performs audits from an objective position as an accounting and tax practitioner, and appropriately performs the work of auditing the decision-making process for key matters and the business execution status. While he does not have experience with corporate management in any capacity other than as an outside officer, as noted above, the Board of Directors believes that he can appropriately fulfill his responsibilities as Outside Audit & Supervisory Board Member and accordingly continues to nominate him as a candidate for Outside Audit & Supervisory Board Member.</p> | | | |

| No. | Name (Date of birth) | Career summary and position in the Company | Number of the Company's shares owned |
|-----|---|--|--------------------------------------|
| | Special interests between the candidate and the Company In addition, although there is a transaction in the form of a book subscription between the Company and the Japan Institute of Business Law, where Masayuki Satake, Audit & Supervisory Board Member of the Company, is concurrently serving at present, the value of the transaction is small and equivalent to less than 1 million yen during this fiscal year, there is no materiality in a special rights relationship arising, and this does not have an effect on his independence. | | |

- Notes:
1. "Number of the Company's shares owned" on the pages of candidates is the number of shares owned as of March 31, 2021.
 2. With regard to age on the pages of candidates, their age as of the conclusion of this Ordinary General Meeting of Shareholders has been stated.
 3. Masayuki Satake is a candidate for Outside Audit & Supervisory Board Member and meets the Company's own independence requirements for an independent officer based on the independence requirements prescribed by the Tokyo Stock Exchange, and if his reelection is approved and adopted, the Company plans to continue to register him as an independent officer as prescribed by the Tokyo Stock Exchange.
 4. The Company entered into an agreement with Masayuki Satake limiting his liability under Article 423, Paragraph 1 of the Companies Act in accordance with Article 427, Paragraph 1 of that Act and Article 42 of the Articles of Incorporation. The maximum amount of liability pursuant to that agreement is the minimum amount specified in Article 425, Paragraph 1 of the Companies Act, and if his reelection is approved and adopted, the Company will maintain the agreement.
 5. The Company has not entered into any agreement with each of the Audit & Supervisory Board Members, in accordance with Article 430-2, Paragraph 1 of the Companies Act, and has no plans to do so.
 6. The Company entered into a Directors and Officers liability insurance agreement with an insurance company in accordance with Article 430-3, Paragraph 1 of the Companies Act. The outline of said agreement is as provided in "Matters concerning Officers of the Company, (5) Outline, etc. of details of the Directors and Officers liability insurance agreement" in the Business Report (in Japanese only). If the election of any of the candidate for Audit & Supervisory Board Members is approved and adopted, he/she will be included in the insured in said insurance agreement. In addition, at the next renewal of said insurance agreement, the Company plans to do so with the same conditions.

Proposal 4: Election of one (1) Substitute Audit & Supervisory Board Member

The Company prior requests approval for the election of one (1) substitute Audit & Supervisory Board Member to be ready to fill a vacant position should the number of Audit & Supervisory Board Members fall below the number required by laws and regulations.

The candidate for substitute Audit & Supervisory Board Member is as follows. The consent of the Audit & Supervisory Board has been obtained for this proposal.

| Name (Date of birth) | Career summary and position in the Company | Number of the Company's shares owned |
|--|---|--------------------------------------|
| Masami Shinozaki (Date of birth: September 29, 1953, 67 years old) [Outside Audit & Supervisory Board Member] [Independent officer] | <div>Apr. 1987 Admitted to the bar</div> <div>Apr. 1987 Joined Hirai Law Office</div> <div>Jan. 2004 President of SHINOZAKI & PARTNERS (present position)</div> <div>Apr. 2008 Vice-president of Daiichi Tokyo BAR Association</div> <div>June 2009 Outside Audit & Supervisory Board Member of INAGEYA CORPORATION (present position)</div> <div>Mar. 2018 Outside Audit & Supervisory Board Member of MarkLines Co., Ltd. (present position)</div> <div>Significant concurrent positions outside the Company President of SHINOZAKI & PARTNERS (Attorney at law) Outside Audit & Supervisory Board Member of INAGEYA CORPORATION (securities code: 8182) Outside Audit & Supervisory Board Member of MarkLines Co., Ltd. (securities code: 3901)</div> | — |
| Reasons for nomination as candidate for substitute Outside Audit & Supervisory Board Member Masami Shinozaki has extensive experience as an attorney. It has been determined that he will be able to contribute to the fair and reasonable decision-making of the Company, management transparency, and the securing of soundness through his perspective as legal expert in the performance of the auditing work of the Company. While he does not have experience with corporate management in any capacity other than as an outside officer, as noted above, the Board of Directors believes that he can appropriately fulfill his responsibilities as Outside Audit & Supervisory Board Member and accordingly nominates him as a candidate for substitute Outside Audit & Supervisory Board Member. | | |
| Special interests between the candidate and the Company There is no special interest. | | |

- Notes:
1. "Number of the Company's shares owned" is the number of shares owned as of March 31, 2021.
 2. The age as of the conclusion of this Ordinary General Meeting of Shareholders has been stated.
 3. Masami Shinozaki is a candidate for Outside Audit & Supervisory Board Member and meets the Company's own independence requirements for an independent officer based on the independence requirements prescribed by the Tokyo Stock Exchange. If he is elected as Outside Audit & Supervisory Board Member, the Company plans to register him as an independent officer with the Tokyo Stock Exchange.
 4. The Company may enter into an agreement with each of Outside Audit & Supervisory Board Members limiting their liabilities under Article 423, Paragraph 1 of the Companies Act in accordance with Article 427, Paragraph 1 of that Act and Article 42 of the Articles of Incorporation. The maximum amount of liability pursuant to that agreement is the minimum amount specified in Article 425, Paragraph 1 of the Companies Act, and if Masami Shinozaki assumes the office of Outside Audit & Supervisory Board Member, the Company plans to enter into the agreement with him.
 5. The Company has not entered into any agreement with each of the Audit & Supervisory Board Members, in accordance with Article 430-2, Paragraph 1 of the Companies Act, and has no plans to do so.
 6. The Company entered into a Directors and Officers liability insurance agreement with an insurance company in accordance with Article 430-3, Paragraph 1 of the Companies Act. The outline of said agreement is as provided in "Matters concerning Officers of the Company, (5) Outline, etc. of details of the Directors and Officers liability insurance agreement" in the Business Report (in Japanese only). If the election of Masami Shinozaki is approved and he assumes the office, he will be included in the insured in said insurance agreement. In addition, at the next renewal of said insurance agreement, the Company plans to do so with the same conditions.

<Reference> Criteria for determining the independence of Outside Officers

The Company has established the original criteria for independence based on the independence requirements stipulated by the Tokyo Stock Exchange. All candidates for Outside Officers must meet all of these criteria to ensure solid corporate governance.

The criteria are laid out below.

[Independence Criteria for Outside Officers]

- (1) The candidate is not a major shareholder of the Company (someone who holds 10% or more of the voting rights in the Company Group directly or indirectly) or its business executor (*1).
- (2) The Company Group does not hold 10% or more of the voting rights for the candidate directly or indirectly, or its business executor.
- (3) The candidate is not a business executor at another company that has a relationship with the Company through an Outside Officer (*2).
- (4) The candidate is not a business executor of an organization that has received a large contribution (*3) from the Company Group.
- (5) None of (1) to (4) above apply to the three-year period prior to the appointment.
- (6) The candidate has never been a business executor of the Company Group in the past.

*1. "Business executor" refers to an executive director or an employee.

*2. This refers to a relationship in which a business executor of the Company Group is an Outside Officer of another company and a business executor of the said another company is an Outside Officer of the Company.

*3. A "large contribution" would amount to 10 million yen a year or an amount exceeding 2% of annual total revenue of the particular organization on average over the past three business years.

<Reference> Officer Election Policy and Procedures

The Company receives the opinions of the Management Advisory Committee, which is composed of only Outside Directors and Outside Audit & Supervisory Board Members, to ensure that the election and dismissal of officers are performed through a transparent and fair process based on objective evaluations.

The officer election policy (summary) is provided below.

- (1) Has the business sense, ability to perform, and judgment skills as an officer that can contribute to the sustainable growth of the Company Group and improve corporate value
- (2) Has the required intent and ability to perform duties as an officer, and can fulfill the social responsibilities to stakeholders
- (3) Has personality and insight, and is able to perform duties faithfully as an officer
- (4) Meets the legal requirements for an officer