

Securities Code: 9602
May 7, 2021

To our shareholders:

Yoshishige Shimatani
President
TOHO CO., LTD.
1-2-2 Yurakucho, Chiyoda-ku, Tokyo

Notice of the 132nd Annual General Meeting of Shareholders

TOHO CO., LTD. (the “Company”) would hereby like to inform you that the 132nd Annual General Meeting of Shareholders will be held as indicated below.

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 6:30 p.m. on Wednesday, May 26, 2021 (JST).

1 Date and Time: Thursday, May 27, 2021, at 10:00 a.m. (The reception desk opens at 9:00 a.m.) (JST)

2 Venue: Hulin Hall Tokyo, 11th floor, Yurakucho Mullion
2-5-1 Yurakucho, Chiyoda-ku, Tokyo

3 Purpose of the Meeting

Matters to be reported:

1. The Business Report and the Consolidated Financial Statements for the 132nd fiscal year (from March 1, 2020 to February 28, 2021), and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit & Supervisory Committee
2. The Non-consolidated Financial Statements for the 132nd fiscal year (from March 1, 2020 to February 28, 2021)

Matters to be resolved:

- Proposal No. 1** Appropriation of Surplus
- Proposal No. 2** Partial Changes to Articles of Incorporation
- Proposal No. 3** Election of Five Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)
- Proposal No. 4** Election of One Director Who Is an Audit & Supervisory Committee Member

4 Exercise of Voting Rights

(1) Voting by Mail

Please indicate your approval or disapproval of the proposals on the enclosed voting form then return the form to the Company by postal mail so that your vote is received by 6:30 p.m. on Wednesday, May 26, 2021.

(2) Voting via the Internet, etc.

Please refer to “Guide to Exercising Voting Rights via the Internet, etc.” (in Japanese only) and exercise your voting rights by 6:30 p.m. on Wednesday, May 26, 2021 (JST).

- If you attend the Meeting in person, please present the enclosed voting form at the reception desk. Also, you are requested to bring this notice to the Meeting.
- Pursuant to laws and regulations and the provision of Article 16 of the Articles of Incorporation, the following items are posted on the Company's website (<https://www.toho.co.jp/>, in Japanese only) and are not included in this notice:
 - (i) "Company structure and policy" in the Business Report
 - (ii) "Consolidated Statement of Changes in Equity" and "Notes to Consolidated Financial Statements" in the Consolidated Financial Statements
 - (iii) "Statement of Changes in Equity" and "Notes to Non-consolidated Financial Statements" in the Non-consolidated Financial Statements

Accordingly, (i) to (iii) above are part of the Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements that were audited by the Audit & Supervisory Committee in preparing their audit reports. (ii) and (iii) are part of the Consolidated Financial Statements and Non-consolidated Financial Statements that were audited by the Financial Auditor in preparing their audit reports.

- If any changes are made to items in the Reference Documents for General Meeting of Shareholders, Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements, such changes will be posted on the Company's website as mentioned above.

Reference Documents for General Meeting of Shareholders

Proposal No. 1 Appropriation of Surplus

Our basic dividend distribution policy is to distribute annual dividend payments of ¥35 as a base, and consider additional performance-linked dividend payments if the business performance exceeds the forecast or target. However, considering the impact of the COVID-19 pandemic on business performance, the Company proposes to pay a year-end dividend for the fiscal year of ¥17.5 per share. Accordingly, including the interim dividend that has already been paid (¥17.5 per share), the annual dividend will total ¥35 per share.

1. Year-end dividends

- (1) Type of dividend property
Cash
- (2) Allotment of dividend property and their aggregate amount
¥17.5 per common share of the Company
Total payment: ¥3,114,645,958
- (3) Effective date of dividends of surplus
May 28, 2021

Proposal No. 2 Partial Changes to Articles of Incorporation

1. Reasons for the proposal

The Company will strengthen the supervisory function of the Board of Directors and introduce an executive officer system in order to enhance corporate governance. Furthermore, the Company will add business purposes in order to respond to the diversification of the real estate business.

As such, the Company will change related matters.

2. Details of changes

The details of changes are as follows.

(The underlined sections indicate changes.)

Current Articles of Incorporation	Proposed changes
<p>Article 2 [Purpose]</p> <p>The purpose of the Company shall be to engage in the following business activities:</p> <p>(1) - (6) (Omitted)</p> <p>(Newly established)</p> <p>(Newly established)</p> <p>(7) - (16) (Omitted)</p> <p>Chapter IV</p> <p>Directors and Board of Directors</p> <p>Article 19 [Number of Directors]</p> <p>1 The Company shall have not more than <u>23</u> Directors.</p> <p>2 (Omitted)</p> <p>Article 22 [Representative Director, Director with Special Titles, Senior Advisors, and Corporate Advisors]</p> <p>1 (Omitted)</p> <p>2 The Board of Directors may appoint, by its resolution, one Director and Chairman, one Director and President, <u>one or a small number of Directors and Vice Presidents, one or a small number of Senior Managing Directors, and one or a small number of Managing Directors</u> from among the Directors (excluding Audit & Supervisory Committee Members).</p> <p>3 (Omitted)</p> <p>Article 23 - 31 (Omitted)</p> <p>(Newly established)</p> <p>Chapter V</p> <p>Audit & Supervisory Committee</p> <p>Article <u>32</u> - <u>35</u> (Omitted)</p>	<p>Article 2 [Purpose]</p> <p>The purpose of the Company shall be to engage in the following business activities:</p> <p>(1) - (6) (Unchanged)</p> <p>(7) <u>Business based on the Act on Specified Joint Real Estate Ventures</u></p> <p>(8) <u>Investment in specified purpose companies, special purpose companies (companies stipulated in rules regarding terms, formats, and preparation methods of financial statements, etc.) and real estate investment trusts, as well as sales and purchase, brokerage and management of equity interests.</u></p> <p>(9) - (18) (Unchanged)</p> <p>Chapter IV</p> <p>Directors, Board of Directors, and Executive Officers</p> <p>Article 19 [Number of Directors]</p> <p>1 The Company shall have not more than <u>20</u> Directors.</p> <p>2 (Unchanged)</p> <p>Article 22 [Representative Director, Director with Special Titles, Senior Advisors, and Corporate Advisors]</p> <p>1 (Unchanged)</p> <p>2 The Board of Directors may appoint, by its resolution, one Director and Chairman, and one Director and President from among the Directors (excluding Audit & Supervisory Committee Members).</p> <p>3 (Unchanged)</p> <p>Article 23 - 31 (Unchanged)</p> <p>Article <u>32</u> <u>[Executive Officers]</u></p> <p><u>1 The Board of Directors shall appoint Executive Officers by its resolution.</u></p> <p><u>2 Executive Officers have the responsibility and authority to carry out the duties of the Company under the supervision of the Board of Directors.</u></p> <p><u>3 Executive Officers may also serve as Directors.</u></p> <p><u>4 The Board of Directors may appoint, by its resolution, one Chairman, one President, one or a small number of Vice-Presidents, Senior Managing Executive Officers, Managing Executive Officers, and Executive Officers from among the Executive Officers.</u></p> <p>Chapter V</p> <p>Audit & Supervisory Committee</p> <p>Article <u>33</u> - <u>36</u> (Unchanged)</p>

Current Articles of Incorporation		Proposed changes	
Article <u>36</u> - <u>38</u>	Chapter VI Financial Auditor (Omitted)	Article <u>37</u> - <u>39</u>	Chapter VI Financial Auditor (Unchanged)
Article <u>39</u> - <u>41</u>	Chapter VII Accounts (Omitted)	Article <u>40</u> - <u>42</u>	Chapter VII Accounts (Unchanged)

Proposal No. 3 Election of Five Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)

The term of office of all 12 Directors (excluding Directors who are Audit & Supervisory Committee Members; applicable to the rest of this proposal) will expire at the conclusion of this meeting. The Company will introduce an executive officer system in order to enhance corporate governance. As such, the Company proposes reducing the number of Directors by seven and the election of five Directors.

Please note that the Audit & Supervisory Committee has given its opinion that all of the candidates for Director in this proposal are qualified.

The candidates for Director are as follows.

Candidate No.	Attributes of the candidates	Name	Expertise & experience					
			Corporate management	Planning, marketing	Global	Human resource management	Legal affairs & risk management	Finance & accounting Business management
1	Reelection	Yoshishige Shimatani	○	○			○	
2	Reelection	Nobuyuki Tako	○			○	○	○
3	Reelection	Minami Ichikawa	○	○				
4	Reelection	Hiroyasu Matsuoka	○	○	○			
5	Reelection	Kazuo Sumi	○					

- (Notes)
1. There is no special interest between any of the candidates and the Company.
 2. All the candidates have agreed to assume the position of Director on the condition that this proposal is approved.

Candidate No.	Name (Date of birth)	Career summary and position in the Company	Number of the Company's shares owned
1	<p>Yoshishige Shimatani March 5, 1952 (Age: 69)</p> <p>Reelection</p> <p>Attendance to the Board of Directors meeting: 9 of 9 (100%)</p>	<p>Apr. 1975 Joined the Company</p> <p>Apr. 1999 General Manager of Production & Acquisitions Department, Motion Picture Group</p> <p>May 2001 Director</p> <p>May 2005 Managing Director</p> <p>May 2007 Senior Managing Director</p> <p>May 2011 President (current position)</p> <p>[Responsibility in the Company and significant concurrent positions outside the Company]</p> <p>General Manager of Motion Picture Group, and direct supervision of Internal Control Audit Department</p> <p>Director of Tokyo Rakutenchi Co., Ltd.</p> <p>Director of Hankyu Hanshin Holdings, Inc.</p> <p>Outside Director of Fuji Media Holdings, Inc.</p> <p>Outside Director of TOKYO KAIKAN CO., LTD.</p>	10,200 shares
<p>[Reasons for nomination as candidate for Director]</p> <p>Mr. Shimatani has long been engaged in the operation of the Motion Picture Group, a major line of business of the Company group (the "TOHO Group") since he joined the Company. Ever since he took office as President of the Company, he has exercised great leadership in promoting the Company's mid-term management strategy and supervised the overall management of the Company in an appropriate manner. The Company judges that, with his rich experience, achievements, and discernment earned throughout his career, he is well suited for Director to enhance corporate value of the TOHO Group. Therefore, the Company proposes his reelection as Director of the Company.</p>			
2	<p>Nobuyuki Tako December 4, 1965 (Age: 55)</p> <p>Reelection</p> <p>Attendance to the Board of Directors meeting: 9 of 9 (100%)</p>	<p>Apr. 1988 Joined the Company</p> <p>Apr. 2005 General Manager of Group Planning Department (currently Corporate Planning Department)</p> <p>May 2008 Director</p> <p>May 2014 Managing Director</p> <p>May 2017 Senior Managing Director</p> <p>May 2020 Vice President (current position)</p> <p>[Responsibility in the Company and significant concurrent positions outside the Company]</p> <p>General Manager of Corporate Management Group</p> <p>In charge of Corporate Planning, General Affairs, Legal Affairs, Information Technology & System, Corporate Management Group and supervision of Corporate Real Estate</p> <p>Director of Subaru Enterprise Co., Ltd.</p> <p>Outside Director of OS Co., Ltd. (Audit & Supervisory Committee Member)</p> <p>Director of Tokyo Rakutenchi Co., Ltd. (Audit & Supervisory Committee Member)</p>	10,100 shares
<p>[Reasons for nomination as candidate for Director]</p> <p>Mr. Tako has long been engaged in the operation of the Human Resources and Corporate Planning Departments since he joined the Company. He possesses rich experience and expertise and now serves as General Manager of Corporate Management Group, which is the person responsible for the overall Corporate Management Department, playing the role in the management of the Company. The Company judges that, with his achievements and discernment earned throughout his career, he is well suited for Director of the Company. Therefore, the Company proposes his reelection as Director of the Company.</p>			

3	Minami Ichikawa July 22, 1966 (Age: 54) Reelection Attendance to the Board of Directors meeting: 9 of 9 (100%)	Apr. 1989 Joined the Company Apr. 2006 General Manager of Production & Acquisitions Department, Motion Picture Group May 2011 Director May 2017 Managing Director (current position) [Position in the Company] In charge of Domestic Distribution and Marketing, Motion Picture Group	4,700 shares
	[Reasons for nomination as candidate for Director] Mr. Ichikawa has long been engaged in the operation of various departments in the Motion Picture Group since he joined the Company. He possesses rich experience and expertise with respect to the business of motion pictures and has been playing the role in the management of the Company as a responsible person for the Domestic Distribution and Marketing Departments. The Company judges that, with his achievements and discernment earned throughout his career, he is well suited for Director of the Company. Therefore, the Company proposes his reelection as Director of the Company.		
4	Hiroyasu Matsuoka April 18, 1966 (Age: 55) Reelection Attendance to the Board of Directors meeting: 9 of 9 (100%)	Jan. 1994 Joined TOHO-TOWA Company, Limited Apr. 1998 Director of TOHO-TOWA Company, Limited Apr. 2001 Managing Director of TOHO-TOWA Company, Limited Apr. 2008 COO, President of TOHO-TOWA Company, Limited May 2014 Director of the Company May 2015 CEO, Chairperson of TOHO-TOWA Company, Limited May 2018 Managing Director of the Company (current position) Apr. 2020 Director, Chairperson of TOHO-TOWA Company, Limited (current position) [Position in the Company] In charge of Production & Acquisitions, Planning & Production, and International Business, Motion Picture Group	11,400 shares
	[Reasons for nomination as candidate for Director] Mr. Matsuoka has long been engaged in the operation of distributing foreign motion pictures since he joined the TOHO Group company, TOHO-TOWA Company, Limited. He has served as President of TOHO-TOWA Company, Limited since 2008, and as its Chairperson since 2015. In addition, he has been engaged in global business related to motion pictures since he joined the Company, and has been playing the role in the management of the Company as a responsible person for the Production & Acquisitions, Planning & Production, and International Business Departments. The Company judges that, with his achievements and discernment earned throughout his career, he is well suited for Director of the Company. Therefore, the Company proposes his reelection as Director of the Company.		

5	<p>Kazuo Sumi April 19, 1949 (Age: 72)</p> <p>Reelection</p> <p>Attendance to the Board of Directors meeting: 9 of 9 (100%)</p>	<p>June 2000 Director of Hankyu Corporation</p> <p>June 2002 Managing Director of Hankyu Corporation</p> <p>June 2003 President and Representative Director of Hankyu Corporation</p> <p>(The trade name of Hankyu Corporation was changed to Hankyu Holdings, Inc. in April 2005 and then to Hankyu Hanshin Holdings, Inc. in October 2006.)</p> <p>Apr. 2005 President and Representative Director of Hankyu Corporation (new company)</p> <p>May 2009 Outside Director of the Company</p> <p>Mar. 2014 Chairman and Representative Director of Hankyu Corporation (current position)</p> <p>May 2016 Outside Director (Audit & Supervisory Committee Member) of the Company</p> <p>June 2017 Chairman and Representative Director, Group CEO of Hankyu Hanshin Holdings, Inc. (current position)</p> <p>May 2018 Outside Director of the Company</p> <p>May 2019 Director (current position)</p> <p>[Significant concurrent positions outside the Company]</p> <p>Chairman and Representative Director, Group CEO of Hankyu Hanshin Holdings, Inc.</p> <p>Director of H2O Retailing Corporation</p> <p>Director of Tokyo Rakutenchi Co., Ltd.</p> <p>Outside Director of ASICS Corporation</p>	15,000 shares
		<p>[Reasons for nomination as candidate for Director]</p> <p>Mr. Sumi is a management expert who has long been engaged in corporate management, and can be expected to give valuable advice and guidance for overall management and check from an objective viewpoint, based on his rich experience and excellent insight. Therefore, the Company judges that he is well suited for Director of the Company and it proposes his reelection.</p> <p>(Note) The Company has entered into an agreement with Kazuo Sumi to limit his liability for damages under Article 423, paragraph (1) of the Companies Act, in which his liability amount is specified to be the sum total of the amount calculated by multiplying the amount calculated by the method prescribed by Article 113 of the Ordinance for Enforcement of the Companies Act (which is the amount of property benefits that he receives from the Company as remuneration for performance of duties during his tenure of office) by 2 and the amount calculated by the method prescribed by Article 114 of the Ordinance for Enforcement of the Companies Act (which is the amount equivalent to the amount of the property benefits regarding share acquisition rights of the Company, in cases where such share acquisition rights are received under especially favorable conditions). If his reelection is approved, the Company plans to continue to assign him as a nonexecutive director, and the Company will renew the aforementioned limited liability agreement with him so that he can fulfill his expected role.</p>	

Regarding liability insurance contracts for officers, etc.

- The Company has concluded a Directors and Officers insurance (hereinafter, D&O insurance) contract with an insurance company as stipulated in Article 430-3, paragraph (1) of the Companies Act. Accordingly, we will compensate for damages in the event that the Directors, etc. are liable for damages due to their work (excluding those that fall under the reasons for exemption stipulated in the insurance contract).
- The Company shall bear all premiums for the D&O insurance.
- In the event that each candidate is appointed as Director and takes office, we plan to cover all Directors with the D&O insurance.
- The contract period for the D&O insurance is one year, and we plan to renew the contract before that period ends based on a resolution of the Board of Directors.

Proposal No. 4 Election of One Director Who Is an Audit & Supervisory Committee Member

The Company would like to increase the number of Directors who are Audit & Supervisory Committee Members in order to enhance corporate governance and strengthen the supervisory function of the Board of Directors, and proposes the election of one new Director.

The candidates for Director who are Audit & Supervisory Committee Members are as follows.

Attributes of the candidates	Name	Expertise & experience					
		Corporate management	Planning, marketing	Global	Human resource management	Legal affairs & risk management	Finance & accounting Business management
New election Outside Independent	Masako Orii	○	○		○		

Name (Date of birth)	Career summary and significant concurrent positions outside the Company	Number of the Company's shares owned
<p>Masako Orii October 10, 1960 (Age: 60)</p> <p>New election Outside Independent</p>	<p>Apr. 1983 Joined Suntory Limited</p> <p>Apr. 2012 Executive Officer of Suntory Holdings Limited</p> <p>Apr. 2016 Senior Managing Director of Suntory Wellness Limited</p> <p>Apr. 2019 Corporate Advisor of Suntory Holdings Limited (current position)</p> <p> Executive Director of Suntory Hall, Suntory Foundation for the Arts (current position)</p> <p>June 2020 Independent Director of Obayashi Corporation (current position)</p>	0 shares

[Reasons for nomination as candidate for outside Director]

Ms. Orii has been involved in marketing, CSR, diversity promotion, and other activities in the Suntory Group, and has served as an Officer and in other roles displaying excellent ability and character. As the Executive Director of Suntory Hall, she has deep knowledge of culture and the arts and the Company expects that her rich experience and discernment in these areas will contribute to appropriate decision making and oversight of the Board of Directors. Therefore, the Company proposes that she is elected as an outside Director who is an Audit & Supervisory Committee Member.

- (Notes)
1. There is no special interest between Masako Orii and the Company.
 2. Ms. Orii has agreed to assume the position of outside Director on the condition that this proposal is approved.
 3. She is a candidate for outside Director.
 4. If the proposal to appoint her as outside Director is approved, the Company plans to submit notification to Tokyo Stock Exchange and Fukuoka Stock Exchange concerning her appointment as an independent officer as provided for by the aforementioned exchanges. As for the independence criteria for outside Directors of the Company, please refer to page 13.
 5. If the proposal to appoint her as outside Director is approved, the Company plans to enter into an agreement with her to limit her liability for damages under Article 423, paragraph (1) of the Companies Act, in which her liability amount is specified to be the sum total of the amount calculated by multiplying the amount calculated by the method prescribed by Article 113 of the Ordinance for Enforcement of the Companies Act (which is the amount of property benefits that she receives from the Company as remuneration for performance of duties during her tenure of office) by 2 and the amount calculated by the method prescribed by Article 114 of the Ordinance for Enforcement of the Companies Act (which is the amount equivalent to the amount of the property benefits regarding share acquisition rights of the Company, in cases where such share acquisition rights are received under especially favorable conditions).
 6. There is no business relationship between Suntory Hall, the Suntory Foundation for the Arts, to which she belongs, and the Company. We have concluded that this candidate is sufficiently independent from the management of the Company.

Regarding liability insurance contracts for officers, etc.

- The Company has concluded a Directors and Officers insurance (hereinafter, D&O insurance) contract with an insurance company as stipulated in Article 430-3, paragraph (1) of the Companies Act. Accordingly, we will compensate for damages in the event that the Directors, etc. are liable for damages due to their work (excluding those that fall under the reasons for exemption stipulated in the insurance contract).
- The Company shall bear all premiums for the D&O insurance.
- In the event that the candidate is appointed as Director and takes office, we plan to cover the Director with the D&O insurance.
- The contract period for the D&O insurance is one year, and we plan to renew the contract before that period ends based on a resolution of the Board of Directors.

<<Reference>>

Independence Criteria for Outside Directors

The Company judges that an outside Director who falls under any of the following items 1. to 6. is not independent of the Company.

1. An entity where the TOHO Group is a major business partner (Note 1) or a business executive thereof
2. A major business partner with the TOHO Group (Note 2) or a business executive thereof
3. A consultant, accounting expert, or legal expert who receives a considerable amount of cash or other assets from the TOHO Group (Note 3) other than compensation received from the Company as an officer (or a person who belongs to an incorporated entity or other organization that receives such assets)
4. A person who is a major shareholder of the Company (Note 4) (or a business executive of an incorporated entity that is such a shareholder)
5. A person who fell under any of the above items 1. to 4. in the most recent three fiscal years
6. A person who is a relative within the second degree of kinship to a person who falls under any of the above items 1. to 5. or a business executive of the TOHO Group

(Note 1) “An entity where the TOHO Group is a major business partner” refers to an entity that has a business relationship with the TOHO Group and receives payment from the TOHO Group that exceeds 2% of consolidated sales of the entity per year based on such relationship.

(Note 2) “A major business partner with the TOHO Group” refers to an entity that has a business relationship with the TOHO Group and whose annual payment to the TOHO Group based on such relationship exceeds 2% of consolidated sales of the Company.

(Note 3) “Considerable amount of cash or other assets” refers to the case in which regular remuneration exceeds ¥10,000,000 per year.

(Note 4) “A major shareholder” refers to an entity who owns at least 10% of the total of voting rights of the Company directly or indirectly.

Policy and Procedure for Nominating Candidates for Directors

The Officers’ Rules provide the criteria for nominating Director candidates (excluding outside Directors) who are recommended in a general meeting of shareholders as follows:

1. The candidate must have expert knowledge on the business and services of the TOHO Group.
2. The candidate must have an excellent management sense that can meet the demands of the times.
3. The candidate must have excellent managerial judgment ability with a company-wide perspective and ability to execute duties.
4. The candidate must have character, discernment, and high ethical standards appropriate as Director.

The procedure thereof is that the President shall prepare a draft list of candidates, and the Governance Committee, consisting of the President and independent Outside Directors, discusses the reasons and appropriateness of the appointment. The Board of Directors decides candidates based on the details of deliberations by the Governance Committee.

Please note that the consent of the Audit & Supervisory Committee is required for nominating a Director who is an Audit & Supervisory Committee Member. As for outside Directors among Directors who are Audit & Supervisory Committee Members, the President shall prepare a draft of appropriate candidates based on the experience, discernment, expertise, and other aspects of each candidate in terms of “corporate management,” “finance and accounting” and “law and corporate ethics,” respectively.

Policy and Procedure for Determining Remuneration Amount for Directors

The basic policy for the remuneration amount for Directors of the Company ensures a level of remuneration appropriate to position and responsibilities within the framework resolved at the general meeting of shareholders, and provides an appropriate incentive to enhance the corporate value and business performance of the TOHO Group.

The procedure thereof is that deliberations are conducted by the Governance Committee, which consists of the President and independent outside Directors. The Board of Directors shall determine the amount of remuneration within the limits decided at the General Meeting of Shareholders, based on the results of Governance Committee deliberations. As for the remuneration amount for Directors who are Audit & Supervisory Committee Members including outside Directors, it shall be determined by consultation with Directors who are Audit & Supervisory Committee Members and shall not exceed the remuneration amount resolved in a general meeting of shareholders.

Remuneration System for Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)

(i) Basic remuneration (Cash)	[Shall not exceed ¥500 million per year] With establishment of the remuneration table for each position, monthly fixed remuneration shall be decided by the Board of Directors upon deliberation by the Governance Committee after taking individual performance into consideration.
(ii) Share-based remuneration (Restricted shares)	[Shall not exceed ¥100 million per year] * Only applicable to executive Directors. Allot a specified amount of restricted shares according to position. The number of shares allotted to each executive officer shall be determined by the Board of Directors following deliberation with the Governance Committee.
(iii) Performance achievement bonuses (Cash)	[Shall not exceed ¥100 million per year] * Received by executive Directors only. Cash bonuses to be paid if single-fiscal-year performance targets are reached. The payment base for bonuses shall be decided by the Board of Directors upon deliberation and approval by the Governance Committee, and shall be paid within a range of 0-200% of the basic monthly remuneration based on performance results.

[Image]

Basic remuneration (Cash)	Determined annually based on a remuneration table and considering positions and personal achievements.
Share-based remuneration (Restricted shares)	A specified amount of the Company's shares to be granted annually based on position. (Transfer restrictions to be lifted upon retirement)
+	
Only paid if performance targets are met Performance achievement bonuses (Cash)	To be paid within a range of 0-200% of basic monthly remuneration depending on single-fiscal-year performance

*1 The figure above does not indicate the percentage weighting of each type of remuneration.

*2 Non-executive Directors are not eligible for share-based remuneration or performance achievement bonuses.