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Securities code: 4966

June 2, 2023

To our shareholders:

Hiroya Uyemura
President
C. Uyemura & Co., Ltd.
3-2-6, Dosho-machi, Chuo-ku, Osaka, Japan

NOTICE OF THE 95TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

We would like to express our appreciation for your continued support and patronage. You are hereby notified of the convocation of the 95th Annual General Meeting of Shareholders of C. Uyemura & Co., Ltd. (the “Company”), which will be held as described below.

In convening this General Meeting of Shareholders, the Company has taken measures for the electronic provision of information that constitutes the content of the Reference Documents for the General Meeting of Shareholders (Electronic Provision Measures Matters), and has posted the information as “NOTICE OF THE 95TH ANNUAL GENERAL MEETING OF SHAREHOLDERS” on each of the following websites. Please access any of the websites to view the information.

The Company’s website:

https://uyemura.co.jp/ir/shareholder_meeting/ (in Japanese)

(Access the website above and select “NOTICE OF THE 95TH ANNUAL GENERAL MEETING OF SHAREHOLDERS” file to view the information.)

Website for posted informational materials for the general meeting of shareholders:

<https://d.sokai.jp/4966/teiji/> (in Japanese)

Tokyo Stock Exchange website (Listed Company Search):

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese)

(Access the Tokyo Stock Exchange website above, enter “Uyemura & Co.” in “Issue name (company name)” or the Company’s securities code “4966” in “Code,” and click “Search.” Then, click “Basic information” and select “Documents for public inspection/PR information.” Under “Filed information available for public inspection,” click “Click here for access” under “[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].”)

The Company leaves the judgment of whether to attend the meeting in person to the shareholders. On making this decision please consider the situation concerning the prevalence of COVID-19 infections up until the day of the meeting along with the state of your own health.

If you are unable to attend the meeting on the day, please indicate your approval or disapproval of the proposals on the enclosed voting rights exercise form after reviewing the Reference Documents for the General Meeting of Shareholders, and return it by postal mail to reach us no later than 5:15 p.m., Wednesday, June 28, 2023 (Japan Standard Time).

1. Date and Time: Thursday, June 29, 2023 at 10:00 a.m. (Japan Standard Time)

2. Venue: Assembly Hall, 8th floor of the Company Head Office
3-2-6, Dosho-machi, Chuo-ku, Osaka, Japan

3. Agenda:

Matters to be reported:

1. Business Report and Consolidated Financial Statements for the 95th Fiscal Term (from April 1, 2022 to March 31, 2023), as well as the results of an audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board
2. Non-Consolidated Financial Statements for the 95th Fiscal Term (from April 1, 2022 to March 31, 2023)

Matters to be resolved:

- | | |
|-----------------------|--|
| Proposal No. 1 | Appropriation of Surplus |
| Proposal No. 2 | Election of Nine Directors |
| Proposal No. 3 | Election of One Audit & Supervisory Board Member |
| Proposal No. 4 | Revision of the Restricted Stock Compensation Scheme for Directors (excluding Outside Directors) |

Please be sure to read the enclosed note, “Measures to prevent the novel coronavirus for the 95th Annual General Meeting of Shareholders” (in Japanese only).

- When attending the meeting on the day, please submit the enclosed voting rights exercise form at the reception desk.
- If no indication of approval or disapproval is made on the voting rights exercise form, it will be treated as an indication of approval.
- If there are any changes to the Electronic Provision Measures Matters, a notice of the changes and the details of the matters before and after the changes will be posted on the respective websites.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal No. 1 Appropriation of Surplus

1. Matters related to year-end dividends

With consideration to the actual results for the 95th Fiscal Term (from April 1, 2022 to March 31, 2023) and to creating a sustainable business foundation for the future, the Company proposes the year-end dividends for the 95th Fiscal Term as follows:

(1) Type of dividend property

Cash

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

¥180 per common share of the Company

Total amount of dividends: ¥2,963,036,880

(3) Effective date of distribution of dividends of surplus

June 30, 2023

2. Matters related to other appropriation of surplus

To utilize the internal reserve to further strengthen operating systems, for facility expansion and reinforcement, for research and development activities, and to expand the business in the future, an appropriation of internal reserves is proposed as indicated below:

(1) Item of surplus to be decreased and amount of decrease thereof

Retained earnings brought forward: ¥6,200,000,000

(2) Item of surplus to be increased and amount of increase thereof

General reserve: ¥6,200,000,000

Proposal No. 2 Election of Nine Directors

The terms of office of all nine Directors will expire at the conclusion of this meeting.
In that regard, the Company proposes the election of nine Directors including three outside Directors.
The candidates for Director are as follows:

List and skill matrix of candidates

Candi- -date No.	Name	Candidate's Expertise						
		Corporate Management	Sales	Legal	Accounting	Human Resources Development	Technology and Research	Global
1	Hiroya Uyemura	●	●		●	●		●
2	Shigeo Hashimoto	●	●				●	●
3	Shigeo Sakabe	●		●	●	●		●
4	Koji Shimada	●	●				●	●
5	Tsutomu Sekiya	●	●				●	●
6	Hiroshi Otake	●	●				●	●
7	Akihiko Takahashi	●			●			
8	Yoshiki Aketa	●			●			
9	Kaori Nishimoto	●		●		●		

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
1	Hiroya Uyemura (March 2, 1956)	Apr. 1980 Joined the Company Feb. 1988 Director, Head of Osaka Headquarters, and General Manager of Osaka Sales Department Oct. 1991 Representative Director and Senior Managing Director Jun. 1995 Representative Director and Vice President Jan. 1997 Representative Director and President (current position) (Significant concurrent positions outside the Company) Chairman of Taiwan Uyemura Co., Ltd.	235,336
		<p>[Reasons for the nomination]</p> <p>Hiroya Uyemura has a wealth of experience and a proven record of accomplishments gained from many years of engagement in the management of group companies, both domestic and overseas. He also has been engaged in the management of the Company as Representative Director and President from 1997. He has a high level of competence to properly supervise the entire group for the purpose of sustainable growth of the Company and improvement of corporate value over the medium to long term. The Company therefore proposes that he should continue to be elected as Director.</p>	
2	Shigeo Hashimoto (August 5, 1952)	Mar. 1973 Joined the Company Nov. 1993 Deputy Head of Central Research Laboratory Dec. 2000 Deputy Head of Central Research Laboratory and Deputy Head of Sales Division Jun. 2001 Director, Deputy Head of Central Research Laboratory, and Deputy Head of Sales Division Apr. 2005 Managing Director and Head of Sales Division Dec. 2005 Managing Director, Head of Sales Division, and Head of Tokyo Office Oct. 2010 Managing Director, Head of Sales Division, Head of Tokyo Office, and Head of Development Division Jan. 2011 Senior Managing Director, Head of Sales Division, Head of Tokyo Office, and Head of Development Division Jan. 2012 Senior Managing Director, Head of Sales Division, and Head of Development Division (current position)	14,043
		<p>[Reasons for the nomination]</p> <p>Shigeo Hashimoto has a wealth of experience and a proven record of accomplishments gained from many years of engagement in the operation of the sales division and development division of the Company, and also has experience in the management of group companies. He has a high level of competence to properly supervise the entire group for the purpose of sustainable growth of the Company and improvement of corporate value over the medium to long term. The Company therefore proposes that he should continue to be elected as Director.</p>	

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
3	Shigeo Sakabe (August 24, 1964)	<p>Mar. 1987 Joined the Company</p> <p>Apr. 2005 General Manager of General Affairs Department</p> <p>Apr. 2007 Head of Corporate Management Division and General Manager of General Affairs Department</p> <p>Apr. 2011 Deputy Head of Corporate Management Division and General Manager of General Affairs Department</p> <p>Jun. 2011 Director, Deputy Head of Corporate Management Division, and General Manager of General Affairs Department</p> <p>Aug. 2012 Director, Deputy Head of Corporate Management Division, Deputy Head of Information System Division, and General Manager of General Affairs Department</p> <p>Oct. 2018 Director, Head of Corporate Management Division, Head of Information System Division, General Manager of General Affairs Department, and General Manager of Corporate Planning Department</p> <p>Jun. 2019 Managing Director, Head of Corporate Management Division, Head of Information System Division, General Manager of General Affairs Department, and General Manager of Corporate Planning Department</p> <p>Apr. 2020 Managing Director, Head of Corporate Management Division, Head of Information System Division, and General Manager of Corporate Planning Department (current position)</p>	3,382
<p>[Reasons for the nomination]</p> <p>Shigeo Sakabe has a wealth of experience and a proven record of accomplishments gained from many years of engagement in the operation of the manufacturing division, sales division and corporate management division of the Company. He has a high level of competence to properly supervise the entire group for the purpose of sustainable growth of the Company and improvement of corporate value over the medium to long term. The Company therefore proposes that he should continue to be elected as Director.</p>			
4	Koji Shimada (December 16, 1959)	<p>Apr. 1982 Joined the Company</p> <p>Apr. 2006 General Manager of Tokyo Sales Department of Sales Division</p> <p>Apr. 2011 General Manager of Osaka Sales Department of Sales Division and Head of Osaka Headquarters</p> <p>Jun. 2013 Director, Deputy Head of Sales Division, Head of Osaka Headquarters, and General Manager of Osaka Sales Department</p> <p>Sept. 2014 Director, Head of Manufacturing Division, and Head of Hirakata Plant (current position)</p> <p>(Significant concurrent positions outside the Company) Director and President of Sumix Corporation</p>	4,737
<p>[Reasons for the nomination]</p> <p>Koji Shimada has a wealth of experience and a proven record of accomplishments gained from many years of engagement in the operation of the sales division and manufacturing division of the Company. He has a high level of competence to properly supervise the entire group for the purpose of sustainable growth of the Company and improvement of corporate value over the medium to long term. The Company therefore proposes that he should continue to be elected as Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned	
5	Tsutomu Sekiya (July 13, 1960)	Jan. 1986	Joined the Company	3,037
		Apr. 2011	General Manager of Tokyo Sales Department of Sales Division	
Jan. 2012	Head of Tokyo Office of Sales Division and General Manager of Tokyo Sales Department			
Jun. 2013	Director, Deputy Head of Sales Division, Head of Tokyo Office, and General Manager of Tokyo Sales Department			
Sept. 2014	Director, Deputy Head of Sales Division, Head of Tokyo Office, General Manager of Tokyo Sales Department, and Head of Osaka Headquarters			
Apr. 2018	Director, Deputy Head of Sales Division, Head of Tokyo Office, and General Manager of Tokyo Sales Department (current position)			
<p>[Reasons for the nomination] Tsutomu Sekiya has a wealth of experience and a proven record of accomplishments gained from many years of engagement in the operation of the sales division of the Company. He has a high level of competence to properly supervise the entire group for the purpose of sustainable growth of the Company and improvement of corporate value over the medium to long term. The Company therefore proposes that he should continue to be elected as Director.</p>				
6	Hiroshi Otake (June 10, 1970)	Sept. 1996	Joined the Company	5,637
		Jan. 2011	COO of Uyemura-Solar Co., Ltd. (currently, Uyemura International (Hong Kong) Co., Ltd.) COO of Uyemura-Solar (Shenzhen) Co., Ltd. (currently, Uyemura (Shenzhen) Co., Ltd.)	
		Apr. 2014	President & CEO of Uyemura International (Hong Kong) Co., Ltd. President and CEO of Uyemura (Shenzhen) Co., Ltd.	
		Apr. 2018	Deputy Head of Sales Division, Head of Osaka Headquarters, and General Manager of Osaka Sales Department of the Company	
		Jun. 2018	Director, Deputy Head of Sales Division, Head of Osaka Headquarters, and General Manager of Osaka Sales Department	
		Apr. 2021	Director, Deputy Head of Manufacturing Division, and Head of Hirakata Machinery Plant (current position)	
<p>[Reasons for the nomination] Hiroshi Otake has a wealth of experience and a proven record of accomplishments gained from many years of engagement in the operation of the sales division of the Company, and also has experience in the management of group companies. He has a high level of competence to properly supervise the entire group for the purpose of sustainable growth of the Company and improvement of corporate value over the medium to long term. The Company therefore proposes that he should continue to be elected as Director.</p>				

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
7	Akihiko Takahashi (December 11, 1979)	<p>Apr. 2004 Joined Kameoka Combination General Laboratory Ltd.</p> <p>Mar. 2008 Registered as a certified public tax accountant</p> <p>Apr. 2008 Joined Kameoka Licensed Tax Accountant's Corporation</p> <p>May 2014 Established Takahashi Akihiko Certified Public Tax Accountant Office Assumed the position of Representative of the office (current position)</p> <p>Jun. 2015 Outside Director of the Company (current position)</p> <p>(Significant concurrent positions outside the Company) Representative of Takahashi Akihiko Certified Public Tax Accountant Office</p>	-
<p>[Reasons for the nomination and summary of expected role]</p> <p>Akihiko Takahashi has a high level of expertise in company management gained through acting as a management consultant. He is expected to supervise the execution of duties by the Directors of the Company from an independent perspective. Although Akihiko Takahashi has not been involved in the management of companies except as an outside officer, he is expected to enhance the functions of the Board of Directors. The Company therefore proposes that he should continue to be elected as outside Director.</p>			
8	Yoshiki Aketa (September 30, 1979)	<p>Oct. 2003 Joined Tohmatsu & Co. (currently, Deloitte Touche Tohmatsu LLC)</p> <p>Jun. 2007 Registered as a certified public accountant</p> <p>Aug. 2014 Registered as a certified public tax accountant</p> <p>Sept. 2014 Retired from Deloitte Touche Tohmatsu LLC</p> <p>Oct. 2014 Established Aketa Certified Public Accountant Office Assumed the position of Representative of the office (current position)</p> <p>Jun. 2017 Outside Director of the Company (current position)</p> <p>(Significant concurrent positions outside the Company) Representative of Aketa Certified Public Accountant Office</p>	-
<p>[Reasons for the nomination and summary of expected role]</p> <p>As a certified public accountant, Yoshiki Aketa is well-versed in corporate finance and legal affairs and has a deep insight in supervising corporate management. Therefore, he is expected to supervise the execution of duties by the Directors of the Company from an independent perspective. Although Yoshiki Aketa has not been involved in the management of companies except as an outside officer, he is expected to enhance the functions of the Board of Directors. The Company therefore proposes that he should continue to be elected as outside Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
9	Kaori Nishimoto (April 5, 1967)	<p>Apr. 1990 Joined Osaka Nissan Co., Ltd.</p> <p>Apr. 1991 Joined Beacon Information Technology Inc.</p> <p>May 2003 Joined Komoto Labor and Social Security Attorney Office (currently, Labor and Social Security Attorney Corporation Idea)</p> <p>Sept. 2003 Registered as labor and social security attorney</p> <p>Apr. 2007 Established Nishimoto Labor and Social Security Attorney Office (currently, Labor and Social Security Attorney Corporation Nishimoto Consulting Office)</p> <p>Assumed the position of Representative of the office (current position)</p> <p>May 2007 Registered as certified labor and social security attorney</p> <p>Jun. 2020 Outside Director of the Company (current position)</p> <p>(Significant concurrent positions outside the Company)</p> <p>Representative of Labor and Social Security Attorney Corporation Nishimoto Consulting Office</p>	—
<p>[Reasons for the nomination and summary of expected role]</p> <p>Kaori Nishimoto has expert knowledge and experience related to labor and social security gained through acting as a labor and social security attorney. She is also expected to utilize her perspective and sensitivities as a professional career woman in the group management of the Company. Although Kaori Nishimoto has not been involved in the management of companies except as an outside officer, she is expected to enhance the functions of the Board of Directors. The Company therefore proposes that she should continue to be elected as outside Director.</p>			

- Notes:
1. There is no special interest between any of the candidates and the Company.
 2. Akihiko Takahashi, Yoshiki Aketa and Kaori Nishimoto are candidates for outside Directors.
 3. The Company has submitted a notification to the Tokyo Stock Exchange, Inc. that Akihiko Takahashi, Yoshiki Aketa and Kaori Nishimoto have been appointed as independent officers as required by the aforementioned exchange. If this proposal is passed and their reelections are approved, the Company plans for their appointment as independent officers to continue.
 4. Akihiko Takahashi, Yoshiki Aketa and Kaori Nishimoto are currently outside Directors of the Company, and at the conclusion of this meeting, the tenures of Akihiko Takahashi, Yoshiki Aketa and Kaori Nishimoto as outside Directors will have been eight years, six years and three years, respectively.
 5. Pursuant to Article 427, paragraph 1 of the Companies Act, the Company has entered into agreements with Akihiko Takahashi, Yoshiki Aketa and Kaori Nishimoto to limit their liability for damages arising from their neglect of duty. If this proposal is passed and their reelections are approved, the Company plans to renew these agreements with them. The maximum amount of liability under the agreements is the minimum liability amount provided for under laws and regulations.
 6. The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph 1 of the Companies Act with an insurance company. The summary of the said insurance policy is described in “3. (3) Summary of the details of directors and officers liability insurance policy” of the Business Report (in Japanese only). If the election of each candidate for Director is approved, the candidate will continue to be included as an insured person in the said insurance policy. In addition, when the insurance policy is renewed the next time, the Company plans to renew the policy with the same terms and conditions.

Proposal No. 3 Election of One Audit & Supervisory Board Member

As Audit & Supervisory Board Member Shinji Inose will resign at the conclusion of this meeting, the Company proposes the election of one Audit & Supervisory Board Member as a replacement.

In addition, as provided for in the Company's Articles of Incorporation, the term of office of the Audit & Supervisory Board Member elected as the replacement at this meeting will be until the expiration of the term of the resigning Audit & Supervisory Board Member.

In addition, the consent of the Audit & Supervisory Board has been obtained for this proposal.

The candidate for Audit & Supervisory Board Member is as follows:

Name (Date of birth)	Career summary, position in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
Hiroshi Nishimura (January 19, 1958)	Apr. 1981 Joined the Company Apr. 2006 General Manager of Information Management Department Oct. 2022 Advisor to the Corporate Management Division (in charge of information management and internal audits) (current position)	–
[Reasons for the nomination] Hiroshi Nishimura has extensive knowledge and expertise gained from his many years of experience engaging in the Company's operations, particularly in the Information Management Department. The Company believes he will conduct fair audits from an independent perspective as an Audit & Supervisory Board Member. The Company therefore proposes that he should be elected as an Audit & Supervisory Board Member.		

- Notes:
1. There is no special interest between the candidate and the Company.
 2. If the election of Hiroshi Nishimura is approved, the Company plans to enter into an agreement to limit his liability for damages arising from his neglect of duty, as pursuant to Article 427, paragraph 1 of the Companies Act.
The maximum amount of liability under the agreement is the minimum liability amount provided for under laws and regulations.
 3. The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph 1 of the Companies Act with an insurance company. The summary of the said insurance policy is described in "3. (3) Summary of the details of directors and officers liability insurance policy" of the Business Report (in Japanese only). If the election of Hiroshi Nishimura is approved, the candidate will continue to be included as an insured person in the said insurance policy.
In addition, when the insurance policy is renewed the next time, the Company plans to renew the policy with the same terms and conditions.

Proposal No. 4 Revision of the Restricted Stock Compensation Scheme for Directors (excluding Outside Directors)

The total amount of compensation for the Directors of the Company shall not exceed 600 million yen per year (including the total amount for Outside Directors, which shall not exceed 30 million yen per year; provided that this does not apply to the employee salary portion of Directors who serve concurrently as employees), as approved at the 93rd Annual General Meeting of the Shareholders held on June 29, 2021. In addition, the above General Meeting approved that the total amount of monetary compensation claims to be paid to the Company's directors (excluding Outside Directors; hereinafter, "Eligible Directors") for granting restricted shares shall not exceed 30 million yen per year (however, this does not apply to the employee salary portion of directors who serve concurrently as employees), and the total number of the Company's common shares to be issued or disposed of under the Scheme shall not exceed 10,000 shares per year. (However, in association with a share split of the Company's common shares at the ratio of 1:2 as of July 1, 2021, with June 30, 2021, as the record date, currently, the total number of shares to be issued or disposed of shall not exceed 20,000 shares per year.), aside from the above maximum amount of compensation.

The Company decided to revise its Officers' Compensation Scheme and to revise the Restricted Stock Compensation Scheme (hereinafter the "Scheme"), as follows, for the purpose of further increasing the incentives for Eligible Directors in order to work toward the sustainable enhancement of corporate value and to further promote value sharing with the Company's shareholders.

Specifically, in addition to the existing "Service Period-linked Restricted Stock Compensation," which requires a certain period of continuous service at the Company as a condition to lift the transfer restrictions, in order to increase the link between the compensation of Eligible Directors and the performance of the Company, "Performance-linked Restricted Stock Compensation," for which the achievement of performance goals set in advance by the Board of Directors is the condition to lift the transfer restrictions, will be adopted.

Further, with respect to the method of granting restricted shares under the Scheme, instead of the previous method where all of the monetary compensation claims provided to Eligible Directors as their compensation are paid in the form of property contributed in kind and the issuance or disposition of the Company's common shares are received, the method will be changed to one where the issuance or disposition of the Company's common shares can be received without paying money or property contributed in kind property in exchange for the Company's common shares as compensation of Eligible Directors. Further, the above revisions will apply to restricted shares that are granted in the future and will not change the restricted shares that have already been granted.

The number of Directors, which is currently nine (including three Outside Directors), will be nine (including three Outside Directors) if Proposal No. 2 "Election of Nine Directors" is approved and adopted as originally proposed.

The compensation to be paid to Eligible Directors for the grant of the restricted shares under this proposal shall be the Company's common shares, and Eligible Directors shall receive common shares of the Company that shall be issued or disposed of by the Company based on the resolution by the Board of Directors of the Company. The total amount of the compensation shall not exceed 30 million yen per year for "Service Period-linked Restricted Stock Compensation," and shall not exceed 70 million yen per year for "Performance-linked Restricted Stock Compensation," and in total, the amount shall not exceed 100 million yen per year (however, this does not apply to the employee salary portion of Directors who serve concurrently as employees.).

The Company's common shares to be issued or disposed of to Eligible Directors in accordance with this proposal will be issued or disposed of as compensation for the Directors of the Company without paying money or property contributed in kind in exchange for such shares. The amount of the above compensation to be paid to Eligible Directors shall be calculated based on the closing price of the Company's common shares on the Tokyo Stock Exchange on the business day immediately before each date of resolution by the Board of Directors (if there is no closing price on such date, the closing price on the closest preceding trading day) as the amount per such common shares of the Company to be issued or disposed of.

The total number of Company's common shares to be issued or disposed of to Eligible Directors under this proposal shall not exceed 20,000 shares per year for "Service Period-linked Restricted Stock Compensation," and 46,000 shares per year for "Performance-linked Restricted Stock Compensation," and in total, the amount shall not exceed 66,000 shares per year (However, regarding any of the total numbers, in the event of a split of the Company's common shares (including a gratis allotment of the Company's common shares), a consolidation of shares, or any other event where an adjustment to the total number of the Company's common shares to be issued or disposed of as restricted shares is necessary after the date of approval of this proposal, the total number of shares to be issued or disposed of will be adjusted proportionately, to a reasonable extent.).

The specific timing of payment and distribution to the Eligible Directors shall be determined by the Board of Directors.

For the issuance or disposal of the common shares of the Company under this proposal, a restricted stock allotment agreement containing the following details (hereinafter, the “Allotment Agreement”) shall be concluded between the Company and each Eligible Director. In addition, the maximum amount of compensation, the total number of shares of the Company's common shares to be issued or disposed of, and other conditions for granting the restricted shares to Eligible Directors under this proposal have been determined by considering the aforementioned purposes, the Company's business conditions and the policies on determining the details of compensation for each Director, along with other circumstances (if this proposal is approved and adopted, the Company plans to update the corresponding policies to those described under the [Reference] section in order to make them consistent with the approved details.), and we believe they are reasonable.

[Summary of the Allotment Agreement]

(1) Transfer restriction period

Eligible Directors shall not transfer, create a security interest on, or otherwise dispose of the common shares of the Company allotted under the Allotment Agreement (the “Allotted Shares”) for a certain period (the “Restriction Period”) specified by the Company’s Board of Directors, starting from the payment date of the Allotted Shares through the time immediately following their resignation or retirement from any position at the Company or any of its subsidiaries, which are designated in advance by the said Board of Directors; provided, however, that if the time immediately following such retirement or resignation is before the date three (3) months after the end of the fiscal year that includes the date on which the Allotted Shares are to be allotted, the end of the Restriction Period shall be adjusted as necessary to a reasonable extent.

(2) Treatment of the resignation or retirement from the position

If an Eligible Director resigns or retires from any position of the Company or any of its subsidiaries, which are designated in advance by the Company’s Board of Directors, during the period set forth by the Company’s Board of Directors (the “Service Period”) or the Restriction Period, the Company shall automatically acquire such Allotted Shares without contribution, unless the reason for their resignation or retirement from such position is the expiration of the term of office, death, or other reasons deemed justifiable.

(3) Lifting of the transfer restriction(s)

i. Service Period-linked Restricted Stock Compensation

Notwithstanding the provision of (1) above, the Company shall lift the restrictions on transfer of all of the Allotted Shares upon expiration of the Restriction Period, on the condition that the Eligible Director has continuously remained in any of their positions at the Company or any of its subsidiaries, which are designated in advance by the Company’s Board of Directors, throughout the Service Period.

However, if such Eligible Director resigns or retires from any position at the Company or any of its subsidiaries that are designated in advance by the Company’s Board of Directors, during the Service Period, due to the expiration of the term of their office, death, or other reasons deemed justifiable as defined in (2) above, the Company shall reasonably adjust the number of the Allotted Shares on which the restrictions on transfer are to be lifted, and the timing of lifting the restrictions on transfer, as necessary. Under the provisions stated above, the Company shall automatically acquire the Allotted Shares on which the restrictions on transfer have not been lifted, without contribution, as of the time immediately after the restrictions on transfer are lifted.

ii. Performance-linked Restricted Stock Compensation

Notwithstanding the provision of (1) above, the Company shall lift the restrictions on transfer of all of the Allotted Shares upon expiration of the Restriction Period (provided, however, that if the Eligible Director resigns or retires from any position at the Company or any of its subsidiaries that are designated in advance by the Company’s Board of Directors, after the expiration of the Service Period, the transfer restriction shall be lifted at the earlier of the time immediately following such resignation or retirement or the time of the arrival of the following day of the date when the achievement of performance goals below is determined), on the condition that such Eligible Director has continuously remained in any of their positions at the Company or any of its subsidiaries that are designated in advance by the Company’s Board of Directors, throughout the Service Period, and achieves the performance goals set in advance by the Company’s Board of Directors among consolidated return on equity and other performance indicators.

However, if the Eligible Director resigns or retires from any position at the Company or any of its subsidiaries, which are designated in advance by the Company’s Board of Directors, during the Service Period, due to the expiration of the term of their office, death, or other reasons deemed justifiable as defined

in (2) above, the Company shall reasonably adjust the number of the Allotted Shares on which the restrictions on transfer are to be lifted, and the timing of lifting the restrictions on transfer as necessary. Under the provisions stated above, the Company shall automatically acquire the Allotted Shares on which the restrictions on transfer have not been lifted, without contribution, as of the time immediately after the restrictions on transfer are lifted.

In the event that the Company fails to achieve the performance goals set in advance by the Company's Board of Directors, the Company shall automatically acquire all of the Allotted Shares, without consideration, at the time when such failure is determined.

(4) Treatment during reorganization, etc.

Notwithstanding the provision of (1) above, if, during the Restriction Period, matters relating to a merger agreement in which the Company is the disappearing company, a share exchange agreement or share transfer plan in which the Company becomes a wholly owned subsidiary, or other reorganization, etc. are approved at the Company's General Meeting of Shareholders (or at a meeting of its Board of Directors in cases where approval at the Company's General Meeting of Shareholders is not required in relation to the reorganization, etc.), the Company shall lift the restrictions on transfer on the Allotted Shares with the number of shares that is reasonably determined, by considering the period from the start date of the Restriction Period to the date of approval of the reorganization, etc., prior to the effective date of the reorganization, etc., by resolution of the Company's Board of Directors.

In the cases specified above, the Company shall automatically acquire the Allotted Shares on which the restrictions on transfer have not been lifted, without contribution, as of the time immediately after the restrictions on transfer are lifted.

(5) Other matters

The other matters relating to the Allotment Agreement shall be determined by the Board of Directors.

[Reference]

Policies on determining the details of compensation, etc. for each Director

The Board of Directors has decided to revise the policies on determining the details of the individual compensation for each Director of the Company at the meeting of the Board of Directors held on May 12, 2023.

1. Basic policy

As a basic policy, the compensation for the Company's Directors shall be based on a compensation system enabling sustainable enhancement of the corporate value and ensuring talented personnel, with due consideration given to the balance with the management details, employee salaries, and relevant factors. The amount of compensation, etc. for Directors shall be determined by the Board of Directors, based on the deliberations and report of the Nomination and Compensation Committee, within the limit of the total compensation amount approved at a General Meeting of Shareholders.

2. Policies on determining the individual amount of compensation, etc. for the basic compensation (monetary compensation) and its calculation method (including policies related to the timing of granting the compensation, etc. of determining its conditions)

The basic compensation for the Company's Director shall be provided as a fixed monthly compensation, with due consideration given to the balance with the management details defined in the Company rules, employee salaries, and relevant factors. The amount of compensation, etc. for Directors and the basic compensation amount for each Director shall be determined by the Board of Directors, based on the deliberations and report of the Nomination and Compensation Committee, within the limit of the total compensation amount approved at a General Meeting of Shareholders.

3. Policies on determining the details and calculation method for the amount or value of performance-linked compensation, etc. and non-monetary compensation, etc. (Policies on determining the details and calculation method for the amount of performance indicators relating to granting compensation, etc.)

The performance-linked compensation, etc. (bonuses) shall be paid at a certain time each year, with due consideration given to the balance with the management details defined in the Company's rules, employee salaries, and relevant factors. The amount of compensation, etc. for Directors shall be determined by the Board of Directors, based on the deliberations and report of the Nomination and Compensation Committee, within the limit of the total compensation amount approved at a General Meeting of Shareholders. In calculating the amount of bonuses to be paid to each Director, comprehensive consideration is given not only to the amount of consolidated ordinary profits of the Group, but also the degree of contribution of that Director to the Group and the balance with employee salaries, etc.

Non-monetary compensation, etc. shall be provided to the Directors (excluding outside Directors) in the form of restricted share-based compensation designed to give them an incentive for the sustained enhancement of the corporate value of the Company and to further promote value sharing with shareholders. In principle, the compensation shall be provided at a certain time each year. The restricted share-based compensation consists of the "Service Period-linked Restricted Stock Compensation," which requires a certain service period at the Company as a condition to lift the transfer restrictions and the "Performance-linked Restricted Stock Compensation," which requires the achievement of performance goals set by the Company, along with a certain service period at the Company, as the conditions to lift the transfer restrictions. Within the scope of the total compensation amount and its content approved by a General Meeting of Shareholders and based on the deliberations and report of the Nomination and Compensation Committee, the Board of Directors shall determine the amount and content of compensation to be paid according to their roles, responsibilities, and years of service, while considering other factors in a comprehensive manner, such as the Group's performance and business environment, and the degree of contribution made by each Director. Any provision of restricted share-based compensation shall be subject to the conclusion of an agreement on allotment of shares with restrictions on transfer defining the certain Restricted Period approved by a General Meeting of Shareholders, along with the reasons for acquisition without contribution with Eligible Directors. Consolidated returns on equity shall be adopted as a performance indicator with respect to the performance goals for Performance-linked Restricted Stock Compensation, based on the establishment of a stable management base and enhancement of returns on equity. The performance goals shall be determined by a comprehensive consideration of the Group's performance for the target fiscal year and the business environment, etc.

4. Policies on determining the proportion of the amounts of basic compensation (monetary compensation), performance-linked compensation, etc., or non-monetary compensation in the individual compensation, etc. for Directors

The proportion of the amounts of basic compensation, performance-linked compensation, etc., or non-monetary compensation shall be the most appropriate provision of such proportion for contributing to the enhancement of the sustainable corporate values.

5. Matters relating to determining details of individual compensation, etc. for Directors
The Board of Directors shall determine each amount of basic compensation for each Director and the amounts of performance-linked compensation, etc. (bonuses), and non-monetary compensation, etc. (restricted share-based compensation) for each Director, based on the deliberations and report of the Nomination and Compensation Committee.