

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.

Securities Code: 4611

June 4, 2020

To our shareholders:

Takayuki Sato President
Dai Nippon Toryo Co., Ltd.
18-11 Minamisemba 1-chome, Chuo-ku, Osaka

NOTICE OF THE 137TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

Dai Nippon Toryo Co., Ltd. (the “Company”) would hereby like to inform you that the 137th Ordinary General Meeting of Shareholders will be held as described below.

If you are unable to attend the meeting in person, you may exercise your voting rights by postal mail or by the Internet. In this case, after reviewing the attached Reference Documents for the General Meeting of Shareholders, please indicate your approval or disapproval of the proposals on the enclosed voting form and return it by postal mail to reach us no later than 5:00 p.m., Thursday, June 25, 2020 (Japan Standard Time), or enter your approval or disapproval of the proposals on the voting website designated by the Company (<https://evote.tr.mufg.jp/>) no later than the above-mentioned deadline.

- 1. Date and Time:** Friday, June 26, 2020 at 10:00 a.m. (Japan Standard Time) (Reception scheduled to open at 9:00 a.m.)
- 2. Venue:** SR Building Nagahori, 9th Floor Conference Room
18-11 Minamisemba 1-chome, Chuo-ku, Osaka
* Please note that the venue has been changed from last year due to relocation of the headquarters. Please make sure not to go to the wrong venue.

3. Purposes:

Items to be reported:

1. Business Report and Consolidated Financial Statements for the 137th Term (from April 1, 2019 to March 31, 2020), as well as the results of audit of the Consolidated Financial Statements by the Accounting Auditor and the Board of Corporate Auditors.
2. Non-Consolidated Financial Statements for the 137th Term (from April 1, 2019 to March 31, 2020)

Items to be resolved:

- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Election of Nine (9) Directors
- Proposal 3:** Election of One (1) Corporate Auditor
- Proposal 4:** Election of One (1) Substitute Corporate Auditor
- Proposal 5:** Continuation of the Measures to Respond to a Large-Scale Purchase of the Company’s Shares, etc. (Takeover Defense Measures)

- If you attend the meeting in person, please submit the enclosed voting form at the reception.
- Of documents to be attached to this notice, the Notes to Consolidated Financial Statements and Notes to Non-Consolidated Financial Statements are not included in the attached documents of this notice because they are posted on the Company’s website (<https://www.dnt.co.jp/>) in accordance with laws and regulations and Article 14 of the Articles of Incorporation. The Notes to Consolidated Financial Statements and Notes to Non-Consolidated Financial Statements are a portion of the Consolidated Financial Statements and Non-Consolidated Financial Statements that were audited by Corporate Auditors and the Accounting Auditor, in producing the audit reports.
- In case any changes are made to the Business Report, the Consolidated Financial Statements, the Non-Consolidated Financial Statements and Reference Documents for the General Meeting of Shareholders, the Company will post such changes on the Company’s website (<https://www.dnt.co.jp/>).

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Matters

Proposal 1: Appropriation of Surplus

Returning profits stably to our shareholders is one of the important management issues, and the Company aims to maintain consistent and stable payment of dividends as our basic policy, while striving to strengthen corporate structure and maintaining financial soundness of the Company.

Based on the business performance for the current fiscal year and future business development of the Company, we plan to pay a year-end dividend of ¥25 per share, the same as the previous year-end dividend.

1. Type of dividend property
Cash
2. Allocation of dividend property to shareholders and total amount thereof
¥25 per common share of the Company
Total amount of dividends: ¥707,560,075
3. Effective date of distribution of dividends of surplus
June 29, 2020

(Reference) Basic Strategy for Capital Policy

The Company recognizes its priority challenges in achieving a medium- and long-term increase in its share value in three columns: improving financial health; effective utilization of the investors' equity to boost its earnings power; and amplified returns to shareholders. The Company makes it a basic principle that underlies its capital policies, based on which it takes into overall consideration the optimal balance between these three challenges, to attain continued growth.

Note: The Company conducted a five-to-one consolidation of common shares on October 1, 2017. Dividend amounts for the 134th term and earlier have been recalculated on the assumption that the share consolidation was conducted prior to that term.

Proposal 2: Election of Nine (9) Directors

The term of office of all nine (9) Directors will expire at the conclusion of this meeting.

Therefore, we propose the election of nine (9) Directors (of whom three (3) are Outside Directors).

Candidates for Directors have been determined by the Board of Directors based on the recommendation of the Nominating Committee, a majority of which consists of Outside Directors.

The candidates for Directors are as follows:

No.	Name		Position and responsibilities in the Company	Attendance to the Board of Directors
1	Toshijiro Iwasa	Reelection	Representative Director and Chairman	100% (11/11)
2	Takayuki Sato	Reelection	Representative Director and President	100% (11/11)
3	Naoyuki Kimura	Reelection	Director, Managing Executive Officer General Manager, Overseas Operations Division in charge of Procurement	100% (11/11)
4	Tatsuhiko Nagano	Reelection	Director, Managing Executive Officer General Manager, Administrative Division	100% (11/11)
5	Hideyoshi Noda	Reelection	Director, Executive Officer General Manager, Production Division	100% (11/11)
6	Motohiro Yamamoto	Reelection	Director, Executive Officer General Manager, Coating Business Division	100% (11/11)
7	Kyoichi Haizaki	Reelection Outside Independent	Director	100% (11/11)
8	Michitaka Mukohara	Reelection Outside Independent	Director	100% (11/11)
9	Kimiyo Hayashi	Reelection Outside Independent	Director	100% (9/9)

Note: The attendance status for Kimiyo Hayashi is of the Board of Directors meetings since her assignment on June 27, 2019.

No.	Name (Date of birth)	Career summary, position and responsibilities [Significant concurrent positions outside the Company]	Number of the Company's shares owned
1	Toshijiro Iwasa (September 27, 1947) Reelection	Apr. 1971 Joined the Company Apr. 2002 General Manager, Planning Department, Corporate Planning Department of the Company June 2004 Executive Officer, General Manager, Corporate Planning Department, Administrative Division of the Company Apr. 2005 Deputy General Manager, Administrative Division of the Company Apr. 2006 Deputy General Manager, Production Division of the Company June 2006 Director of the Company Apr. 2007 Managing Executive Officer of the Company Apr. 2010 Senior Managing Executive Officer in charge of Sales & Marketing of the Company June 2010 Representative Director and President of the Company June 2018 Representative Director and Chairman of the Company (present position)	37,700 shares
<p>[Reasons for nomination as candidate for Director] Toshijiro Iwasa has been leading the Company over many years as the Representative Director and President and as the Representative Director and Chairman. He has been administering the Board of Directors appropriately as the chairperson and focusing his efforts on reinforcing corporate governance. Considering his wealth of experience and achievements, the Company requests his reelection as a Director in the belief that he will strengthen the decision-making and supervisory functions of the Board of Directors, and will contribute towards continuous growth and further improvement of corporate value of the Company's Group.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities [Significant concurrent positions outside the Company]	Number of the Company's shares owned
2	Takayuki Sato (January 15, 1961) Reelection	<p>Apr. 1984 Joined the Company</p> <p>Apr. 2009 Deputy General Manager, Protective Coating Department, General Coating Business Division of the Company</p> <p>Apr. 2010 General Manager, Development Department, Technical Development Division of the Company</p> <p>Apr. 2011 Executive Officer, Deputy General Manager, General Coating Business Division (Head of Technology), and Deputy General Manager, Industrial Coating Business Division (Head of Technology) of the Company</p> <p>Apr. 2012 General Manager, Technical Development Division and Deputy General Manager, Coating Business Division (Head of Technology) of the Company</p> <p>June 2012 Director of the Company</p> <p>Apr. 2014 General Manager, Coating Business Division, and General Manager, Marketing & Sales Department of the Company</p> <p>Apr. 2016 Managing Executive Officer, General Manager, Protective & Decorative Coatings Department, Coating Business Division of the Company</p> <p>Apr. 2018 Senior Managing Executive Officer, Overall management of the Company</p> <p>June 2018 Representative Director and President of the Company (present position)</p>	9,400 shares
<p>[Reasons for nomination as candidate for Director]</p> <p>Takayuki Sato has a long and proven track record in the technical and marketing divisions of the Company, and is currently leading management of the Company's Group as the Representative Director and President, making important decisions in the Board of Directors and supervising business operations. Because of this wealth of experience and achievements, in addition to having strong leadership, the Company requests his reelection as a Director as it has judged that he will contribute to strengthening the decision-making and supervisory functions of the Board of Directors and the sustainable growth and the increase of the corporate value of the Group.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities [Significant concurrent positions outside the Company]	Number of the Company's shares owned
3	Naoyuki Kimura (May 28, 1959) Reelection	<p>Apr. 1982 Joined Mitsubishi Corporation</p> <p>Mar. 2003 CEO of Miteni S.p.A (Italy)</p> <p>July 2006 Manager, Fine Chemicals Unit, Head Office, Mitsubishi Corporation</p> <p>Mar. 2010 President of PT.Kaltim Parna Industri (Indonesia)</p> <p>Apr. 2013 General Manager, Warsaw Branch, Mitsubishi Corporation</p> <p>Apr. 2016 Executive Officer, Deputy General Manager, Overseas Operations Division; General Manager, Overseas Business Planning Department; and Deputy General Manager, Procurement Division of the Company</p> <p>Apr. 2017 General Manager, Overseas Operations Division (present position) in charge of Procurement (present position) of the Company</p> <p>June 2017 Director (present position), Managing Executive Officer of the Company (present position)</p> <p>[Responsibilities] Overseas Operations Division, Procurement Division</p>	800 shares
<p>[Reasons for nomination as candidate for Director]</p> <p>Naoyuki Kimura has an ample expertise gained through his experience in international business and material procurement in a general trading company. In the Company, he is responsible for the Overseas Operations Division and the Procurement Division, and manages overseas subsidiaries. Considering this wealth of experience and achievements, the Company requests his reelection as a Director as it has judged that he will contribute to the sustainable growth and the further increase of the corporate value of the Group.</p>			
4	Tatsuhiko Nagano (September 22, 1963) Reelection	<p>Apr. 1987 Joined The Mitsubishi Bank, Ltd. (currently MUFG Bank, Ltd.)</p> <p>May 2012 General Manager, Corporate Banking Division No. 5, Corporate Banking Group No. 2, The Mitsubishi Bank, Ltd.</p> <p>June 2014 General Manager, Marunouchi Branch, The Mitsubishi Bank, Ltd.</p> <p>June 2017 Executive Officer, Deputy General Manager, Administrative Division, and in charge of Finance of the Company</p> <p>Apr. 2018 General Manager, Administrative Division of the Company (present position)</p> <p>June 2018 Director (present position), Managing Executive Officer of the Company (present position)</p> <p>[Responsibilities] Administrative Division</p>	400 shares
<p>[Reasons for nomination as candidate for Director]</p> <p>Tatsuhiko Nagano has an ample expertise gained through his experience in finance and management strategies in a financial organization. He is leading the Administrative Division, while chairing the Compliance Committee and Risk Management Committee, thereby contributing towards sound management of the Company's Group. Considering this wealth of experience and achievements, the Company requests his reelection as a Director as it has judged that he will contribute to the sustainable growth and the further increase of the corporate value of the Group.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities [Significant concurrent positions outside the Company]	Number of the Company's shares owned
5	Hideyoshi Noda (September 28, 1962) Reelection	<p>Apr. 1985 Joined Nippon Paint Co., Ltd.</p> <p>Apr. 1991 Joined Nippon Steel Chemical Co., Ltd. (currently NIPPON STEEL Chemical & Material Co., Ltd.)</p> <p>Apr. 2007 Joined NITTO CHEMICAL CO., LTD.</p> <p>Apr. 2010 Joined the Company as Deputy General Manager, Production Engineering Department, Production Division</p> <p>Oct. 2010 General Manager, Production Engineering Department, Production Division of the Company</p> <p>Apr. 2013 Executive Officer of the Company (present position)</p> <p>May 2013 Deputy General Manager, Coating Business Division and General Manager, Coating Business Planning Department of the Company</p> <p>Apr. 2015 General Manager, Production Division of the Company (present position)</p> <p>June 2015 Director (present position), General Manager, Production Engineering Department, Production Division of the Company</p> <p>[Responsibilities] Production Division</p> <p>[Significant concurrent position outside the Company] Representative Director and President, NITTO CHEMICAL CO., LTD. Representative Director and President, BO CHEMICAL CO., LTD.</p>	10,700 shares
<p>[Reasons for nomination as candidate for Director] Hideyoshi Noda has an ample expertise gained through his experience in the coating and other industries. In the Company, in addition to having experience in the Sales & Marketing Department, he is responsible for the Production Division. He is also responsible for production subsidiaries, and manages the production of the Group. Considering his wealth of experience and achievements, the Company requests his reelection as a Director in the belief that he will strengthen the decision-making and supervisory functions of the Board of Directors, and will contribute towards continuous growth and further improvement of corporate value of the Company's Group.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities [Significant concurrent positions outside the Company]	Number of the Company's shares owned
6	Motohiro Yamamoto (January 18, 1964) Reelection	Apr. 1986 Joined the Company Apr. 2014 Deputy General Manager, Technical Development Division, General Manager, Development Department, Head of First Technical Development Group, and Deputy General Manager, Protective & Decorative Coatings Department of the Company Apr. 2015 Executive Officer of the Company (present position) Apr. 2016 General Manager, Technical Development Division and Deputy General Manager, Coating Business Division (Head of Technology) of the Company June 2017 Director of the Company (present position) Apr. 2018 General Manager, Coating Business Division of the Company (present position) [Responsibilities] Coating Business Division, Specialty Business Division	3,100 shares
[Reasons for nomination as candidate for Director] Motohiro Yamamoto has an ample expertise gained through his long-year experience in coating development and market development in the technical divisions of the Company. Currently he is leading the marketing division by applying these skills. The Company requests his reelection as a Director in the belief that he will strengthen the decision-making and supervisory functions of the Board of Directors, and will contribute towards continuous growth and further improvement of corporate value of the Company's Group.			
7	Kyoichi Haizaki (December 22, 1948) Reelection Outside Independent	Mar. 1971 Joined Nippon Yusoki Co., Ltd. (currently Mitsubishi Logisnext Co., Ltd.) Sept. 2005 General Manager, Domestic Sales Planning Department, Domestic Sales Division, Nippon Yusoki Co., Ltd. June 2006 Executive Officer, Nippon Yusoki Co., Ltd. June 2007 Director, Nippon Yusoki Co., Ltd. June 2008 Managing Director, Nippon Yusoki Co., Ltd. Apr. 2009 Director, Nippon Yusoki Co., Ltd. Representative Director and President, Nichiyu MHI Forklift Co., Ltd. June 2010 Managing Director, Nippon Yusoki Co., Ltd. June 2011 Senior Managing Director, Nippon Yusoki Co., Ltd. Apr. 2013 Director, Senior Managing Executive Officer, Mitsubishi Nichiyu Forklift Co., Ltd. (Currently Mitsubishi Logisnext Co., Ltd.) June 2015 Senior Advisor, Mitsubishi Nichiyu Forklift Co., Ltd. June 2016 Advisor, Mitsubishi Nichiyu Forklift Co., Ltd. (retired in June 2017) Director of the Company (present position)	500 shares
[Reasons for nomination as candidate for Outside Director] Kyoichi Haizaki has an ample expertise gained through his long-year experience as a senior corporate executive of listed enterprises. The Company requests his reelection as an Outside Director in the belief that his advice on the Company's overall management will contribute towards reinforcement of corporate governance of the Company, which leads to accomplishing continuous growth and further improvement of corporate value of the Company's Group.			

No.	Name (Date of birth)	Career summary, position and responsibilities [Significant concurrent positions outside the Company]	Number of the Company's shares owned
8	Michitaka Mukohara (November 3, 1954) Reelection Outside Independent	<p>Apr. 1977 Joined The Mitsubishi Bank, Ltd. (currently MUFG Bank, Ltd.)</p> <p>Jan. 1997 General Manager, Tamachi Higashi-guchi Branch, The Bank of Tokyo-Mitsubishi, Ltd. (currently MUFG Bank, Ltd.)</p> <p>Oct. 2000 General Manager, Media Relations Office, The Bank of Tokyo-Mitsubishi, Ltd.</p> <p>June 2004 Executive Officer, General Manager of Credit Department, The Bank of Tokyo-Mitsubishi, Ltd. (retired in June 2006)</p> <p>June 2006 Representative Director and President, Marunouchi Yorozu Co., Ltd. (retired in June 2007)</p> <p>June 2007 Representative Director and Deputy President, Mitsubishi UFJ Capital Co., Ltd.</p> <p>June 2008 President, Mitsubishi UFJ Capital Co., Ltd. (retired in June 2011)</p> <p>June 2011 Full-time Audit & Supervisory Board Member, MARUI GROUP CO., LTD. (retired in June 2015)</p> <p>Dec. 2015 Representative Director and Deputy President, MST Insurance Service Co., Ltd. (retired in June 2018)</p> <p>June 2018 Corporate Auditor, Marunouchi Yorozu Co., Ltd. (retired in June 2019)</p> <p> Director of the Company (present position)</p> <p>June 2019 Representative Director and President, Ryoka Sangyo Co., Ltd. (present position)</p> <p>[Significant concurrent position outside the Company] Representative Director and President, Ryoka Sangyo Co., Ltd.</p>	1,000 shares
<p>[Reasons for nomination as candidate for Outside Director] Michitaka Mukohara has an ample expertise gained through his experience as the full-time corporate auditor of listed enterprises and a senior corporate executive of business companies, in addition to long-year experience in financial institutions. The Company requests his reelection as an Outside Director in the belief that his advice on the Company's overall management will contribute towards reinforcement of corporate governance of the Company, which leads to accomplishing continuous growth and further improvement of corporate value of the Company's Group.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities [Significant concurrent positions outside the Company]	Number of the Company's shares owned
9	Kimiyo Hayashi (April 29, 1958) Reelection Outside Independent	<p>Oct. 1982 Joined Asahi & Co. (currently KPMG AZSA LLC)</p> <p>Mar. 1986 Registered as a certified public accountant (to the present)</p> <p>Oct. 1995 Senior Manager, Asahi & Co. (retired in September 2009)</p> <p>Oct. 2009 Founded Hayashi Kimiyo Certified Public Accountant Office</p> <p>Oct. 2010 Corporate Auditor, Iwatani Direct Co., Ltd. (currently IWATANI-I-COLLECT Co., Ltd.) (present position)</p> <p>Jan. 2016 Corporate Auditor, Lotus Thermal Solution Inc. (present position)</p> <p>Dec. 2017 Corporate Auditor, TAKUTO Holdings Co., Ltd. (retired in September 2019)</p> <p>June 2019 Director of the Company (present position) [Significant concurrent position outside the Company] Certified public accountant</p>	500 shares
<p>[Reasons for nomination as candidate for Outside Director]</p> <p>In addition to her wealth of insight in finance and accounting as a certified public accountant, Kimiyo Hayashi has ample experience as an auditor of business corporations. Although she has never been involved in the management of a company except as an outside officer, the Company requests reelection of her as an Outside Director in the belief that, in addition to the above reason, she will contribute towards reinforcement of corporate governance of the Company by providing advice on the Company's overall management as well as enhancing diversity in the organization, which leads to accomplishing continuous growth and further improvement of corporate value of the Company's Group.</p>			

- Notes:
1. Hideyoshi Noda, a candidate for Director, serves concurrently as Representative Director and President of NITTO CHEMICAL CO., LTD. and BO CHEMICAL CO., LTD. The Company outsources the production of paints to both companies.
 2. There are no special interests between the other candidates and the Company.
 3. Matters pertaining to candidates for Outside Director are as follows.
 - (1) Kyoichi Haizaki, Michitaka Mukohara and Kimiyo Hayashi are candidates for Outside Director. The Company has designated Kyoichi Haizaki, Michitaka Mukohara and Kimiyo Hayashi as Independent Officers and notified such designations to the Tokyo Stock Exchange in accordance with the rules of Tokyo Stock Exchange, Inc.
 - (2) Kyoichi Haizaki, Michitaka Mukohara, and Kimiyo Hayashi are currently Outside Directors of the Company, and their tenure as Outside Directors at the conclusion of this meeting is shown below.

Kyoichi Haizaki	Four (4) years
Michitaka Mukohara	Two (2) years
Kimiyo Hayashi	One (1) year
 - (3) The Company has entered into limited liability agreements with Kyoichi Haizaki, Michitaka Mukohara, and Kimiyo Hayashi under Article 423, paragraph (1) of the Companies Act. Limitation on liability of Outside Director to compensate damages under such agreements is set out to be the minimum amounts set forth in the relevant laws and regulations. If the reappointments of Kyoichi Haizaki, Michitaka Mukohara, and Kimiyo Hayashi are approved, the Company intends to continue the above limited liability agreements.
 - (4) There are business transactions such as providing coatings, etc., between the Company and Mitsubishi Logisnext Co., Ltd., where Kyoichi Haizaki served as a business executive, but the amount of these transactions in the most recent fiscal year is negligible (less than 0.2%) for the consolidated net sales of the Company. Accordingly, the Company has determined that the independence of Kyoichi Haizaki is secured.
 - (5) There are business transactions such as borrowings, etc., between the Company and MUFG Bank, Ltd., where Michitaka Mukohara served as a business executive; however, the amount of these borrowings at the end of the most recent fiscal year is small (less than 3.5%) for the consolidated total assets of the Company. Also, a significant period of time (fourteen (14) years) has passed since he left the said bank. There are business transactions such as purchasing of insurance, etc., between the Company and MST Insurance Service Co., Ltd., where Michitaka Mukohara served as a business executive, but the amount of these transactions in the most recent fiscal year is negligible (less than 1%) for the consolidated net sales of MST Insurance Service Co., Ltd. Accordingly, the Company has determined that the independence of Michitaka Mukohara is secured.

There has been no transaction in the most recent fiscal year between the Company and other companies where Michitaka Mukohara served as a business executive or where he concurrently holds positions at present.

- (6) Although Kimiyo Hayashi was formerly a member of KPMG AZSA & Co. (currently KPMG AZSA LLC), the accounting auditor of the Company, a significant period of time has passed since she left the said firm (ten (10) years). Accordingly, the Company has determined that the independence of Kimiyo Hayashi is secured.

Proposal 3: Election of One (1) Corporate Auditor

The term of office of Corporate Auditor Masato Murouchi will expire at the conclusion of this meeting. Therefore, we propose the election of one (1) Corporate Auditor.

The candidate for Corporate Auditor has been determined by the Board of Directors based on the recommendation of the Nominating Committee, a majority of which consists of Outside Directors.

The Board of Corporate Auditors has given its consent to this proposal.

The candidate for Corporate Auditor is as follows:

Name (Date of birth)	Career summary, position and responsibilities [significant concurrent positions outside the Company]	Number of the Company's shares owned
Masaki Kobayashi (August 20, 1956) New candidate	Apr. 1979 Joined The Mitsubishi Bank, Ltd. (currently MUFG Bank, Ltd.) Mar. 2003 General Manager, Higashi Osaka Branch, The Mitsubishi Bank, Ltd. May 2005 General Manager, Osaka Nishi Branch, The Mitsubishi Bank, Ltd. Dec. 2006 General Manager, Uehonmachi Branch, The Mitsubishi Bank, Ltd. June 2008 Joined the Company as Senior Manager, Corporate Planning Department, Administrative Division Apr. 2009 General Manager, Corporate Planning Department, Administrative Division of the Company Apr. 2011 Executive Officer of the Company Apr. 2020 Head, Corporate Planning Department of the Company (present position)	3,500 shares
<p>Reasons for nomination as candidate for Corporate Auditor</p> <p>Masaki Kobayashi has an ample expertise in finance and accounting gained through his long-year experience in a financial institution. After joining the Company, he has gained in-depth knowledge of the real state of the Company's Group through his involvement in developing management strategies of the Company and management of the Group companies. The Company requests his election as a Corporate Auditor in the belief that he is the right person to reinforce the audit system of the Company's Group.</p>		

Note: There is no special interest between Masaki Kobayashi, a candidate for Corporate Auditor, and the Company.

Proposal 4: Election of One (1) Substitute Corporate Auditor

The effect of assignment of substitute Corporate Auditor Hiroshi Maeshima will expire at the commencement of this meeting. Therefore, we propose the election of one (1) substitute Corporate Auditor, to prepare for a situation where the number of Corporate Auditor does not satisfy the number prescribed by laws and regulations.

The candidate for substitute Corporate Auditor has been determined by the Board of Directors based on the recommendation of the Nominating Committee, a majority of which consists of Outside Directors.

The Board of Corporate Auditors has given its consent to this proposal.

The candidate for substitute Corporate Auditor is as follows:

Name (Date of birth)	Career summary [Significant concurrent positions outside the Company]	Number of the Company's shares owned
Hiroshi Maeshima (November 25, 1951)	Mar. 1970 Joined Nippon Yusoki Co., Ltd. (currently Mitsubishi Logisnext Co., Ltd.) June 2004 Deputy General Manager, Corporate Planning Department, Nippon Yusoki Co., Ltd. Sept. 2005 General Manager, Corporate Planning Department, Nippon Yusoki Co., Ltd. Jan. 2006 Deputy General Manager, Corporate Planning Office, Nippon Yusoki Co., Ltd. June 2010 General Manager, Internal Audit Office, Administrative Division, Nippon Yusoki Co., Ltd. Oct. 2010 Corporate Auditor, Nichiyu MHI Forklift Co., Ltd. June 2011 Senior Corporate Auditor, Nippon Yusoki Co., Ltd. (present position) [Significant concurrent positions outside the Company] Audit and Supervisory Board Member, Mitsubishi Logisnext Co., Ltd.	0 shares
[Reasons for nomination as candidate for substitute Outside Corporate Auditor] The Company requests election of Hiroshi Maeshima as a substitute Outside Corporate Auditor in the belief that he will be able to execute his duties as Corporate Auditor from his expert perspective by leveraging his ample knowledge of the corporate planning office and internal control, etc. gained through his many years of experience including his current position as an Audit and Supervisory Board Member at a listed company.		

- Notes:
1. There is no special interest between Hiroshi Maeshima, a candidate for substitute Outside Corporate Auditor, and the Company.
 2. Hiroshi Maeshima is a candidate for substitute Outside Corporate Auditor. If he is appointed Corporate Auditor, the Company plans to designate Hiroshi Maeshima as an Independent Officer and notify such designation to the Tokyo Stock Exchange in accordance with the rules of Tokyo Stock Exchange.
 3. If he is appointed Corporate Auditor, the Company intends to enter into a liability limitation agreement with Hiroshi Maeshima per Article 423, paragraph (1) of the Companies Act. Based on this agreement, the limitation of liability for compensation for damages is set to be the minimum amount specified in the relevant laws and regulations.
 4. There are business transactions such as providing coatings, etc. between the Company and Mitsubishi Logisnext Co., Ltd., where Hiroshi Maeshima serves as an Audit and Supervisory Board Member, but the amount of these transactions in the most recent fiscal year is negligible (less than 0.2%) for the consolidated net sales of the Company. Accordingly, the Company has determined that the independence of Hiroshi Maeshima is secured.

Proposal 5: Continuation of the Measures to Respond to a Large-Scale Purchase of the Company's Shares, etc. (Takeover Defense Measures)

The Company has passed a resolution approving the continuation of the "Measures to Respond to a Large-Scale Purchase of the Company's Shares, etc." (hereinafter the "Existing Plan") at a meeting of its Board of Directors held on April 26, 2017, and it was also approved by the shareholders at the Ordinary General Meeting of Shareholders of the Company held on June 29, 2017.

As the effective period of the Existing Plan will expire at the conclusion of this Ordinary General Meeting of Shareholders, the Company has conducted further examination in consideration of factors such as the business environment surrounding the Company, changes in circumstances, and institutional investment trends from the perspective of protecting and enhancing the common interest of shareholders and corporate value. As a result, it was resolved at the meeting of the Board of Directors of the Company held on April 24, 2020 to continue the "Measures to Respond to a Large-Scale Purchase of the Company's Shares, etc." with some revisions of the Existing Plan, subject to the approval of shareholders at this Ordinary General Meeting of Shareholders (hereinafter, the "Measures to Respond to a Large-Scale Purchase of the Company's Shares, etc." to be continued is referred to as "this Plan").

This proposal requests the approval of shareholders for this Plan based on the provisions of Article 46 of the Articles of Incorporation of the Company (Implementation of Takeover Defense Measures). If this proposal is approved, the effective period of this Plan is to expire at the conclusion of the Ordinary General Meeting of Shareholders of the Company to be held in June 2023.

The following is the content of this Plan.

I. Basic Policy on Persons Who Control Decisions on Financial and Business Policies of the Company (hereinafter the "Basic Policy")

The Company, as a party whose shares are listed on a financial instruments exchange, respects free trading of shares of the Company in the market and does not unconditionally deny a large-scale purchase of shares of the Company by a particular party as long as it contributes to the protection and enhancement of the corporate value of the Company and its group companies (the "Group") and eventually the common interest of shareholders. The Company also believes that whether to accept a proposal for a large-scale purchase of shares should ultimately be decided by its shareholders.

However, there may be a proposal for a large-scale purchase of shares that could undermine the corporate value of the Group and eventually the common interest of shareholders by, for example, potentially preventing the Company from maintaining a good relationship with its stakeholders, that does not sufficiently reflect the value of the Group, or that does not provide sufficient information that is necessary for shareholders to make a final decision.

The Board of Directors of the Company believes that when such a proposal is made, it is the responsibility of the board as a body mandated by its shareholders to secure necessary time and information and to negotiate with the party who engages in the large-scale purchase on behalf of its shareholders.

II. Special Measures to Help the Achievement of the Basic Policy

The Company was established in 1929 as a joint venture of Shimadzu, Mitsubishi and Okura, and has continued operations to date with manufacture of coatings as its core business.

Today, the main business sectors of the Group are the manufacture and sale of coatings, fluorescent materials and lighting fixtures. The Company believes that the main sources of the Group's corporate value are the power of its brands and relationships with customers based on trust, which were established by the quality and performance of various products and services the Group has been providing for many years under the founding spirit of "aiming at a company with potential to contribute to the prosperity of Japan and the society." In particular in the core coating business, the Company is proud of having widely contributed to the achievement of prosperity of society and affluent life with its original coating technologies that protect the global environment and resources, which includes Suboid, a rust prevention coating that triggered the establishment of the Company, and corrosion prevention coatings that have earned strong support from the market. The accumulation of efforts by the Group since the establishment underpin the corporate culture and the DNT brand and are at the nucleus of today's corporate value. The Company believes that heightening its

social profile through continuing and promoting this corporate culture will ultimately lead to the maximization of the corporate value and the common interest of shareholders.

The primary objective of the Group's management strategy is to establish consistent growth of the core coating business. To achieve the objective, it was necessary to build even more robust corporate structure to cope with the surrounding business environment such as changes in domestic and overseas markets and the surge in prices of raw materials for coatings caused by fluctuations in the crude oil price, naphtha price, and exchange rates.

The Company has worked on organizing the business foundation in preparation for consistent growth according to the previous medium-term management plan (FY2017 to 2019). The Company will aim at the following based on this business foundation:

1. Increasing the value of products and services
2. Improving the price competitiveness
3. Increasing the labor productivity
4. Reinforcing the overseas business

The Company positions the above as the critical strategies and will enhance the corporate value in the medium to long term and contribute towards establishing the sustainable society.

The Company also understands that improvement and reinforcement of corporate governance is one of its highest management priorities in order to earn recognition from shareholders, customers, employees and the entire society as a corporation with existence value. Therefore, the Company established the "Basic Policy on Corporate Governance" and has been working to enhance and strengthen its corporate governance by setting the basic concept, framework, and policy of operations.

To improve the supervisory function over the management, the Company's Board of Directors includes three Outside Directors in the total of nine Directors. Also, the Company established the Nominating Committee and Remuneration Advisory Committee (a majority of both consisting of independent Outside Directors) in order to ensure fairness, transparency, and objectivity in decision making processes of nomination and remuneration of Directors and Corporate Auditors.

Moreover, the Company invites external consultants every year to analyze and evaluate the overall effectiveness of the Board of Directors based on the self assessment, etc. of Directors and Corporate Auditors, in an effort to further improve the effectiveness of the Board of Directors. The Company aims to conduct further transparent business operations by enhancing these functions as well as disclosing information appropriately in a timely manner.

Under its management philosophy of "aiming at a company that can protect the global environment and resources and widely contribute to the society's prosperity and affluent life through the creation of new values," the Company will protect and enhance the corporate value and common interest of shareholders by group-wide efforts of executing the management strategy and reinforcing the corporate governance.

III. Measures to Prevent Decisions on Financial and Business Policies of the Company from Being Controlled by Inappropriate Parties in the Context of Its Basic Policy

1. Outline and purpose of this Plan

The Board of Directors of the Company decided to continue this Plan for the purpose of clarifying the rules to be adhered to by a party intending to carry out a large-scale purchase of shares, etc. of the Company and securing information and time that are necessary and sufficient for shareholders to make an appropriate decision as well as the opportunity to negotiate with the party intending to carry out such a large-scale purchase.

As outlined below, this Plan establishes rules to be adhered to by a party intending to carry out a large-scale purchase of shares, etc. of the Company, clarifies that in certain cases, the party intending to carry out a large-scale purchase may sustain a loss as the Company takes countermeasures, and warns the party intending to carry out a large-scale purchase of shares, etc. of the Company that will not contribute to the Company's corporate value and eventually the common interest of shareholders by appropriately disclosing such rules and clarifications.

In exercising countermeasures under this Plan and taking other similar actions, the Company will, in accordance with the Independent Committee Regulations (for the outline of the Regulations, see Appendix 1), observe the recommendations of an independent committee solely consisting of Outside Directors of the Company, Outside Corporate Auditors of the Company or outside experts (senior

corporate executives with proven track record, ex-government officials, attorneys at law, certified public accountants, persons with academic experience or persons equivalent thereto) who are independent from the senior executives in charge of business execution of the Company (hereinafter the “Independent Committee”) in order to preclude any arbitrary decision by its Board of Directors, and ensure transparency through timely and appropriate information disclosure including the recommendations of the Independent Committee and the outline of countermeasures. The three individuals stated in Appendix 2 are to assume the positions as the Independent Committee members when this Plan continues.

The status of major shareholders of the Company as of March 31, 2020 is as shown in Appendix 3 “Status of Major Shareholders of the Company.” As of the date of this document, the Company has not received any proposal for a large-scale purchase of shares, etc. of the Company.

2. Content of this Plan

(1) Procedures for this Plan

1) Large-scale purchases subject to this Plan

This Plan applies to purchases of shares, etc. of the Company that fall under either (i) or (ii) below or acts similar thereto (excluding those that are approved by the Board of Directors of the Company; hereinafter such acts are referred to as “Large-Scale Purchases”). A party who carries out or intends to carry out a Large-Scale Purchase (hereinafter “Purchaser”) shall be required to follow the procedures preliminarily prescribed in this Plan.

- (i) A purchase as a result of which the ownership ratio of shares, etc. ⁽¹⁾ of the holder ⁽²⁾ would become 20% or more with regard to the shares, etc. issued by the Company ⁽³⁾.
- (ii) A tender offer ⁽⁴⁾ as a result of which the aggregate sum of the ownership ratio of shares, etc. ⁽⁵⁾ pertaining to the tender offer and the ownership ratio of shares, etc. of their specially related parties ⁽⁶⁾ would become 20% or more with regard to the shares, etc. ⁽⁷⁾ issued by the Company.

2) Prior submission of a Letter of Intent to the Company

A Purchaser is required to submit to the Board of Directors of the Company a document containing, among others, a written pledge to the effect that the Purchaser will comply with the procedures prescribed in this Plan in relation to the proposed Large-Scale Purchase (hereinafter “Letter of Intent”) in a form prescribed by the Company before the execution of the Large-Scale Purchase. The language to be used in the Letter of Intent must be Japanese. More specifically, the Purchaser is required to state the following matters in the “Letter of Intent.”

- (i) Summary description of the Purchaser
 - (a) Name and address or location
 - (b) Title and name of the representative
 - (c) Purpose and business description of the company, etc.
 - (d) Summary description of major shareholders or equity holders (10 largest holders in terms of ownership ratio of shares or equity holding ratio)
 - (e) Contact address in Japan
 - (f) Law governing the incorporation
- (ii) The number of shares, etc. of the Company currently held by the Purchaser and the trading status of the Purchaser regarding the shares, etc. of the Company during the period of 60 days immediately preceding the date of submission of the Letter of Intent
- (iii) The outline of the Large-Scale Purchase proposed by the Purchaser (including the classes and the number of shares, etc. of the Company planned to be purchased by the Purchaser through the Large-Scale Purchase and the purpose of the Large-Scale Purchase [if the Purchaser’s purposes include: the acquisition of control or the participation in management; pure investment or strategic investment, any transfer of shares, etc. of the Company to a third party after the completion of the Large-Scale Purchase; making a material proposal⁽⁸⁾; or other purposes, the Purchaser must describe that fact and specific description of them; if there are more than one purposes, the Purchaser is required to state all of them])

3) Provision of the “Necessary Information”

In cases where the Purchaser has submitted the “Letter of Intent” referred to in 2) above, the Purchaser is required to submit to the Company information that is necessary and sufficient for shareholders to make a decision and for the evaluation, examination, etc., by the Board of Directors of the Company regarding the Large-Scale Purchase (hereinafter the “Necessary Information”) in accordance with the following procedure:

First, the Company will send to the Purchaser at the contact address in Japan specified in 2) (i) (e) above an information list (hereinafter “Initial Information List”) specifying information to be initially submitted within 10 business days⁽⁹⁾ (the first day not included) from the date of submission of the “Letter of Intent.” The Purchaser is required to submit sufficient information to the Company in accordance with the “Initial Information List.”

If the information provided by the Purchaser in accordance with the “Initial Information List” mentioned above is reasonably determined by the Board of Directors of the Company to be insufficient for shareholders to make a decision and for the evaluation, examination, etc., by the board in view of the details and the form of the Large-Scale Purchase, the Company will set out a reasonable period for additional information and require the Purchaser to provide additional information that is separately requested by the Board.

The Board of Directors of the Company may set the closing date for the reply from the Purchaser as necessary in order to ensure the appropriate and swift operation of this Plan. In addition, up to 60 days starting from the day following the posting date of the “Initial Information List” is set as the maximum length of the period (hereinafter the “Information Provision Period”) for the Company’s Board of Directors to request information from the Purchaser and the Purchaser to reply. Dealings with the Purchaser concerning information provision is broken off when the Information Provision Period reaches its maximum limit even if the Necessary Information is not sufficiently provided, and the Company’s Board of Directors commence evaluation and review (process 4) below) using the information provided up to this point.

Regardless of the details and the form of the Large-Scale Purchase, the information listed in the following items shall, in principle, be included as part of the “Initial Information List.”

In addition, the language to be used for the provision of Necessary Information and other notices and communications with the Company must be Japanese.

- (i) Details (including history, specific name, capital structure, business description, description of financial conditions, and names and career summary of officers) of the Purchaser and its group (including joint holders (10), specially related parties and, in the case of a fund, partners and other members)
- (ii) The purpose of the Large-Scale Purchase (details of the purpose disclosed in the “Letter of Intent”), the method and other details of the Large-Scale Purchase (including whether the Purchaser intends to participate in management of the Company, types and amounts of consideration for the Large-Scale Purchase, the timing of the Large-Scale Purchase, the structure of any related transactions, the number of shares, etc. planned to be purchased, the ownership ratio of shares, etc. after the execution of the purchase, and the legality of the method of the Large-Scale Purchase. The Purchaser is also required to provide a written opinion from an attorney concerning the legality of the method of the Large-Scale Purchase.)
- (iii) The basis of calculation of the consideration for the Large-Scale Purchase (including the assumptions and facts of the calculation; the method of calculation; numerical information used in the calculation; the details of the synergy expected to arise from a series of transactions related to the Large-Scale Purchase; the name of a third party, if any, from whom an opinion is obtained in performing the calculation; the outline of such an opinion and; the process through which the amount is determined based on such an opinion)
- (iv) Supporting documents explaining the source of funds for the Large-Scale Purchase (including the specific name of the provider of the funds [including substantial providers of funds], funding methods and the details of any related transactions)

- (v) Presence or absence of communication with a third party in conducting the Large-Scale Purchase and the details of the communication and the outline of the third party if such communication exists
- (vi) If, with regard to shares, etc. of the Company already held by the Purchaser, there are any lending agreement, hypothecation agreement, sell-back agreement, sales reservation agreement or other important contracts or arrangements (hereinafter “Hypothecation Agreements, etc.”), the type of the agreement, the other party to the agreement, and the specific terms and conditions of the Hypothecation Agreements, etc. such as the quantity, etc. of the shares, etc. that are the subject of the agreement
- (vii) If the Purchaser plans to enter into a Hypothecation Agreement, etc. or any other agreements with a third party with regard to the shares, etc. of the Company planned to be purchased by the Purchaser through the Large-Scale Purchase, the type of the agreement planned to be concluded, the other party to the agreement, and the specific terms and conditions of the agreement such as the quantity, etc. of the shares, etc. that are the subject of the agreement
- (viii) The management policy, business plan, capital policy, and dividend policy of the Company and the Group after the Large-Scale Purchase
- (ix) The policy on the treatment, etc. of the Company and the Group’s employees, labor union, business partners, customers, local communities, and other stakeholders of the Company and the Group after the Large-Scale Purchase
- (x) Specific measures to avoid any conflict of interest with other shareholders of the Company
- (xi) Information regarding any relationship with an anti-social force
- (xii) Any other information that the Independent Committee reasonably considers necessary.

When a Purchaser has proposed a Large-Scale Purchase, the Board of Directors of the Company promptly discloses that fact. The board also discloses the outline of the proposal, the outline of the Necessary Information, and any other information that is deemed necessary for shareholders to make a decision, when it is considered appropriate.

The Board of Directors of the Company promptly submits all information received from the Purchaser to the Independent Committee. If the Independent Committee determines that the provided information is insufficient as the Necessary Information, the Independent Committee, through the Board of Directors, may request the Purchaser an additional submission of the Necessary Information.

When the Board of Directors and the Independent Committee of the Company determine that the Necessary Information has been sufficiently provided by the Purchaser, they notify the Purchaser to that effect (hereinafter “Information Provision Completion Notice”) and promptly disclose that fact.

The Information Provision Period ends on the day when the Board of Directors of the Company issues the Information Provision Completion Notice, or when the maximum limit of the Information Provision Period is reached, whichever comes first.

4) Establishment of the Board of Directors’ Evaluation Period

The Board of Directors of the Company sets either of the periods listed in (i) or (ii) below (in either cases, the first day not included) starting on the following day of the end of the Information Provision Period, depending on such factors as the difficulty of evaluation of the Large-Scale Purchase, as a period for evaluation, examination, negotiation, opinion formation, and development of an alternative proposal by the board (hereinafter the “Board of Directors’ Evaluation Period”) and promptly disclose it.

- (i) In the case of a tender offer of all shares, etc. of the Company, the consideration for which consists only of cash (in Japanese yen): a period of up to 60 days; or
- (ii) in the case of other Large-Scale Purchases: a period of up to 90 days.

However, in either of the above cases (i) and (ii), the Board of Directors’ Evaluation Period may be extended if the Board of Directors finds it necessary. In such a case, the Company notifies the Purchaser of the specific length of the extension and the reasons for the necessity of the extension and promptly discloses that fact. The extension may be up to 30 days.

During the Board of Directors' Evaluation Period, the Board of Directors of the Company shall sufficiently evaluate and examine the Necessary Information provided by the Purchaser while obtaining the advice of external experts from time to time as necessary and shall thereby examine the details of the Large-Scale Purchase proposed by the Purchaser from the perspective of protecting and enhancing the corporate value of the Company and the common interest of shareholders. The Board of Directors of the Company will carefully form its opinion on the proposed Large-Scale Purchase through these examinations, etc., and notify the Purchaser of it. It will also disclose its opinion in a timely and appropriate manner. The Board of Directors of the Company will also negotiate the terms and conditions and the method of the Large-Scale Purchase with the Purchaser as necessary and may present an alternative proposal to its shareholders.

- 5) Recommendations of the Independent Committee concerning the exercise of countermeasures
During the Board of Directors' Evaluation Period, the Independent Committee shall, in parallel with the evaluation, examination, negotiation, opinion formation and development of an alternative proposal by the Board of Directors of the Company outlined in 4) above, make recommendations to the board on whether any countermeasures should be exercised, in accordance with the procedure outlined below. In doing so, the Independent Committee may, at the cost of the Company, obtain advice of third parties that are independent from the senior executives in charge of business execution of the Company (including investment banks, securities companies, financial advisors, certified public accountants, attorneys at law, consultants, and other experts) in order to ensure that the judgment of the Independent Committee is made in a manner to contribute to the protection and enhancement of the corporate value of the Company and the common interest of shareholders. When the Independent Committee has made the following recommendations listed in (i) or (ii) below to the Board of Directors of the Company, the board promptly discloses the fact that such recommendations have been made and the outline of the recommendations together with information about any other matters deemed appropriate by the board.
 - (i) In cases where the Purchaser has not complied with the procedures prescribed in this Plan
In cases where the Purchaser has not complied with the procedures prescribed in 2) through 4) above, the Independent Committee will, in principle, recommend the exercise of countermeasures to the Board of Directors of the Company.
 - (ii) In cases where the Purchaser has complied with the procedures prescribed in this Plan
In cases where the Purchaser has complied with the procedures prescribed in this Plan, the Independent Committee will recommend the non-exercise of countermeasures to the Board of Directors of the Company.
However, even in cases where the Purchaser has complied with the procedures prescribed in this Plan, the Independent Committee may still exceptionally recommend the exercise of countermeasures to the Board of Directors of the Company if the Independent Committee has concluded that the proposed Large-Scale Purchase is one that would significantly undermine the corporate value of the Company and the common interest of shareholders and the exercise of countermeasures is appropriate. In cases where the proposed Large-Scale Purchase is found to fall under any of types of proposals listed in Appendix 4, in principle, the Large-Scale Purchase will be deemed to be one that would significantly undermine the corporate value of the Company and the common interest of shareholders.
Also, the Independent Committee may recommend that the board obtain the consent of the shareholders prior to the exercise of the countermeasures.
- 6) Resolution of the Board of Directors and consent of the shareholders
The Board of Directors of the Company shall observe the recommendations of the Independent Committee prescribed in 5) above and, taking into account the recommendation, promptly pass a resolution approving the exercise or non-exercise of countermeasures from the perspective of protecting and enhancing the corporate value of the Company and the common interest of shareholders.

In cases where the Independent Committee recommended that the Board of Directors of the Company obtain the consent of the shareholders prior to the exercise of the countermeasures, the board shall call a General Meeting of Shareholders to obtain the consent of shareholders (hereinafter the “General Meeting of Shareholders for Obtaining the Consent”) within the practically shortest time, unless it is operationally too difficult to do so. The General Meeting of Shareholders for Obtaining the Consent may take place with an Ordinary General Meeting of Shareholders or an Extraordinary General Meeting of Shareholders. In cases where the Board of Directors of the Company determines to hold the General Meeting of Shareholders for Obtaining the Consent, the Board of Directors’ Evaluation Period ends at that point. If the exercise of countermeasures is approved in the given General Meeting of Shareholders for Obtaining the Consent, the Board of Directors of the Company observes the decision made in the meeting, resolves to exercise the countermeasures, and follows the necessary procedure. However, if the exercise of countermeasures is rejected in the given General Meeting of Shareholders for Obtaining the Consent, the Board of Directors of the Company resolves not to exercise the countermeasures.

When the Board of Directors of the Company has passed such a resolution, whether the content of the resolution is exercise or non-exercise of countermeasures, it shall promptly disclose the outline of the resolution together with information about any other matters deemed appropriate by the board and the Independent Committee.

- 7) Discontinuation of countermeasures or revocation of the decision to exercise countermeasures
Even after the Board of Directors of the Company has passed a resolution approving the exercise of countermeasures in accordance with the procedure prescribed in 6) above or has started exercising countermeasures, if (i) the Purchaser has withdrawn the proposal for a Large-Scale Purchase or (ii) there have been changes in the facts on which the judgment as to whether countermeasures should be exercised and it is no longer deemed appropriate to maintain the countermeasures that have been exercised from the perspective of protecting and enhancing the corporate value of the Company and the common interest of shareholders, the board shall discontinue countermeasures or revoke the decision to exercise countermeasures according to the recommendations of the Independent Committee.

When the Board of Directors of the Company has passed such a resolution, it shall promptly disclose the outline of the resolution together with information about any other matters deemed appropriate by the board.

- 8) Commencement of a Large-Scale Purchase
The Purchaser shall comply with the procedures prescribed in 1) through 6) above and cannot commence the Large-Scale Purchase unless the Board of Directors of the Company passes a resolution approving the non-exercise of countermeasures.

- (2) Specific countermeasures to be exercised under this Plan

The countermeasures to be exercised by the Board of Directors of the Company based on its resolution as described in (1) 6) above shall be the allotment of share acquisition rights (hereinafter the “Share Acquisition Rights”) without contribution.

The outline of the allotment of the Share Acquisition Rights without contribution shall be as prescribed in Appendix 5 “Outline of the Allotment of the Share Acquisition Rights Without Contribution.”

As described in (1) 7) above, the Board of Directors of the Company may discontinue countermeasures or revoke the decision to exercise countermeasures even after it has passed a resolution approving the exercise of countermeasures or has started exercising countermeasures. For example, in the case where the Board of Directors of the Company had passed a resolution approving the allotment of the Share Acquisition Rights without contribution as countermeasures, if the Purchaser has discontinued the Large-Scale Purchase and the board has passed a resolution described in (1) 7) above, the board may revoke the decision to exercise countermeasures by such way as aborting the allotment of the Share Acquisition Rights without contribution during the period until the day immediately preceding the ex-rights date pertaining to the record date set for the allotment of the Share Acquisition Rights without contribution and as the Company’s acquiring the Share Acquisition Rights without contribution during the period from the effective date of the

allotment of the Share Acquisition Rights without contribution to the day immediately preceding the start date of the exercise period of the Share Acquisition Rights.

(3) Effective period, abolition, and change of this Plan

The effective period of this Plan shall be three years until the conclusion of the Ordinary General Meeting of Shareholders scheduled to be held in June 2023 subject to the approval of this Ordinary General Meeting of Shareholders scheduled to be held on June 26, 2020.

However, if a resolution approving the change or abolition of this Plan is passed at a General Meeting of Shareholders of the Company anytime before the expiration of the said effective period, this Plan shall be changed or abolished at that time pursuant to the resolution. In addition, if a resolution approving the abolition of this Plan is passed by the Board of Directors consisting of Directors elected at a General Meeting of Shareholders of the Company, this Plan shall be abolished at that time.

The Board of Directors of the Company may, upon approval of the Independent Committee, revise or change this Plan in a range that is judged reasonably necessary due to: a change in the Companies Act, Financial Instruments and Exchange Act, other laws or regulations or rules of the financial instruments exchange; a change in the interpretation or operation thereof; or a change in the taxation system, judicial precedents, etc.

In cases where this Plan is abolished or changed, the Company shall disclose such a fact of abolition or change and (in the case of a change) the detail of the change together with information about any other matters deemed appropriate by the Board of Directors of the Company.

3. Rationale of this Plan

(1) This Plan satisfies all the requirements of the guidelines on takeover defense measures.

This Plan satisfies all three principles (principle of protecting and enhancing corporate value and shareholders' common interests, principle of prior disclosure and shareholders' will and principle of ensuring the necessity and reasonableness of defensive measures) prescribed in the "Guidelines Regarding Takeover Defense for the Purposes of Protection and Enhancement of Corporate Value and Shareholders' Common Interest" jointly published by the Ministry of Economy, Trade and Industry and the Ministry of Justice on May 27, 2005 and is also based on the "Takeover Defense Measures in Light of Recent Environmental Changes" published by the Corporate Value Study Group on June 30, 2008.

(2) This Plan is being continued for the purpose of protecting and enhancing corporate value of the Company and the common interest of shareholders.

As noted in the 1. above, the continuation of this Plan is proposed for the purpose of protecting and enhancing the corporate value of the Company and the common interest of shareholders in the case where a Large-Scale Purchase of shares, etc. of the Company is proposed by securing information and time necessary for the shareholders to decide whether to accept the proposal for the Large-Scale Purchase or for the Board of Directors of the Company to present an alternative proposal, as well as by enabling the Company to negotiate with the Purchaser on behalf of its shareholders or to take similar actions.

(3) This Plan respects shareholders' intention.

This Plan is to be continued subject to the consent of shareholders at this Ordinary General Meeting of Shareholders. As stated in 2. (3) above, if a resolution approving the change or abolition of this Plan is passed at a General Meeting of Shareholders of the Company anytime after it is approved at this Ordinary General Meeting of Shareholders, this Plan will be changed or abolished pursuant to that resolution. Therefore, the intention of shareholders will adequately be reflected on this Plan's continuation, change and abolition through the procedure mentioned above.

(4) This Plan respects the judgment of highly independent outside parties and discloses information.

In order to eliminate any arbitrary decision by the Board of Directors of the Company, the Company has established the Independent Committee under this Plan as an advisory body to the board that is in charge of making objective decisions and recommendations concerning the operation of this Plan including the exercise of countermeasures.

The Independent Committee consists of three or more members who are to be appointed from among Outside Directors of the Company, Outside Corporate Auditors of the Company, or outside experts (senior corporate executives with proven track record, ex-government officials, attorneys at

law, certified public accountants, persons with academic experience, or the like) who are independent from the senior executives in charge of business execution of the Company.

The Company will appropriately disclose information about the outline of the judgment made by the Independent Committee as necessary and has put in place a mechanism to ensure the transparent administration of this Plan in a manner to contribute to the corporate value of the Company and the common interest of shareholders.

(5) Reasonable and objective requirements for the exercise of this Plan

As stated in 2. (1) above, the Company has structured this Plan in a manner that it will not be exercised unless reasonable and objective requirements for exercise are satisfied and has put in place a mechanism to prevent the Board of Directors of the Company from arbitrarily exercising it.

(6) This Plan is not a dead-hand type or slow-hand type takeover defense plan.

As stated in 2. (3) above, this Plan may be abolished anytime by the Board of Directors consisting of Directors who are elected at the General Meeting of Shareholders of the Company. Therefore, this Plan is not a dead-hand type takeover defense plan (a takeover defense plan whose exercise cannot be prevented even after replacing a majority of the members of the Board of Directors).

The term of office of Directors of the Company is one year and the Company does not use staggered terms. Consequently, this Plan is not a slow-hand type takeover defense plan (a takeover defense plan that requires time to prevent exercise of the plan because the members of the Board of Directors cannot be replaced at once).

4. Impact on shareholders and investors

(1) Impact of the continuation of this Plan on shareholders and investors upon its taking effect

When the continuation of this Plan takes effect, none of the Share Acquisition Rights will be issued. Therefore, upon its taking effect, this Plan will not directly have any specific impact on the legal rights and economic benefits pertaining to shares of the Company held by shareholders.

As stated in 2. (1) above, depending on whether the Purchaser complies with this Plan, the response policy of the Company to the proposed Large-Scale Purchase will be different. Therefore, shareholders and investors are advised to pay attention to any action that the Purchaser may or may not take.

(2) Impact on shareholders and investors at the time of allotment of the Share Acquisition Rights without contribution

In the case where the Board of Directors of the Company decides to exercise countermeasures and carry out allotment of the Share Acquisition Rights without contribution, the Share Acquisition Rights will be allotted without contribution to shareholders whose names are recorded in the shareholder register as of the allotment date to be specified separately at the rate of up to two Share Acquisition Rights per share held. Due to the nature of such a structure, while the allotment of the Share Acquisition Rights without contribution causes dilution of the value per share of the Company held by each shareholder, it does not cause dilution of the total value of the shares of the Company held by each shareholder. As such, the allotment of the Share Acquisition Rights without contribution is not expected to directly have a specific impact on the legal rights and economic benefits pertaining to shares of the Company held by shareholders.

However, as a result of the exercise of these countermeasures, the Purchaser may eventually be subject to certain impact on its legal rights and economic benefits.

In cases where the Board of Directors passes a resolution approving the allotment of the Share Acquisition Rights without contribution, but subsequently decides to discontinue countermeasures that it has exercised or revoke the decision to exercise countermeasures in accordance with the procedure described in 2. (1) 7) above, the price of shares of the Company may fluctuate accordingly. For example, in cases where the Company revokes the exercise of countermeasures after the shareholders to receive the allotment of the Share Acquisition Rights without contribution are determined and thereby it acquires the Share Acquisition Rights without contribution and does not deliver new shares, no dilution of economic value per share of the Company held by each shareholder occurs. Accordingly, shareholders and investors who have traded shares of the Company based on the assumption that dilution of economic value per share of the Company would occur may be exposed to a loss due to share price fluctuation.

In cases where discriminatory conditions are attached in relation to the exercise or acquisition of the Share Acquisition Rights, while the legal rights and economic benefits of the Purchaser are expected to be affected with regard to the said exercise or acquisition, such conditions are not expected to directly have a specific impact on the legal rights and economic benefits pertaining to shares of the Company held by shareholders other than the Purchaser.

(3) Procedures to be followed by shareholders in conjunction with the allotment of the Share Acquisition Rights without contribution

As those shareholders whose names are recorded in the last shareholder register as of the date of the allotment of the Share Acquisition Rights without contribution would naturally become holders of share options as of the effective date of the allotment of the Share Acquisition Rights without contribution, no application procedure needs to be followed by these shareholders.

Shareholders may need to exercise the Share Acquisition Rights within a prescribed period for the acquisition of new shares. (In such cases, shareholders are required to pay a certain amount of money.)

In addition to the above, after the Board of Directors passes a resolution approving the allotment of the Share Acquisition Rights without contribution, the allotment method, the exercise method, the method of acquisition by the Company and other details of the required procedures will be, based on the applicable laws and regulations and rules of the financial instruments exchange, disclosed or notified by the Company to shareholders in a timely and appropriate manner for their confirmation.

-
- 1 This term means “Holding Ratio of Share Certificates, etc.” as defined in Article 27-23, paragraph (4) of the Financial Instruments and Exchange Act. The same shall apply hereinafter.
 - 2 This term means holders as defined in Article 27-23, paragraph (1) of the Financial Instruments and Exchange Act and includes parties who are included in the category of holders pursuant to the provisions of paragraph (3) of that Article.
 - 3 This term means “Share Certificates, etc.” as defined in Article 27-23, paragraph (1) of the Financial Instruments and Exchange Act. The same shall apply hereinafter unless otherwise prescribed. In the case of an amendment to any of the laws and regulations, etc. referred to in this Plan (including changes in the names of laws and regulations and the establishment of new laws and regulations, etc. that succeed old laws and regulations, etc.), any reference to the provisions of such laws and regulations, etc. in this Plan shall be deemed to be replaced with a reference to the provisions of amended laws and regulations, etc. that substantively succeed the old provisions unless otherwise prescribed by the Board of Directors of the Company.
 - 4 This term is as defined in Article 27-2, paragraph (6) of the Financial Instruments and Exchange Act. The same shall apply hereinafter.
 - 5 This term means “Share Certificates, etc. Holding Rate” as defined in Article 27-2, paragraph (8) of the Financial Instruments and Exchange Act. The same shall apply hereinafter.
 - 6 This term means specially related parties as defined in Article 27-2, paragraph (7) of the Financial Instruments and Exchange Act (including any party who is deemed to fall under the above by the Company’s Board of Directors.) However, the parties set forth in item (i) of that paragraph shall exclude those who are prescribed in Article 3, paragraph (2) of the Cabinet Office Ordinance on Disclosure Required for Tender Offer for Share Certificates, etc. by Person Other than Issuer. The same shall apply hereinafter.
 - 7 This term means “Share Certificates, etc.” as defined in Article 27-2, paragraph (1) of the Financial Instruments and Exchange Act. The same shall apply hereinafter in (ii).
 - 8 This term means material proposal as defined in Article 27-26, paragraph (1) of the Financial Instruments and Exchange Act, Article 14-8-2, paragraph (1) of the Order for Enforcement of the Financial Instruments and Exchange Act, and Article 16 of the Cabinet Office Ordinance on Disclosure of the Status of Large Volume Holding of Share Certificates, etc. The same shall apply hereinafter unless otherwise prescribed.
 - 9 A business day means a day other than the days set forth in the items of Article 1, paragraph (1) of the Act on Holidays of Administrative Organs. The same shall apply hereinafter.
 - 10 This term means joint holder as defined in Article 27-23, paragraph (5) of the Financial Instruments and Exchange Act and includes parties who are deemed as joint holder pursuant to the provisions of paragraph (6) of that Article (including any party who is deemed to fall under the above by the Board of Directors of the Company). The same shall apply hereinafter.

Outline of the Independent Committee Regulations

1. The Independent Committee is established by a resolution of the Board of Directors of the Company as an advisory body to the board for the purpose of precluding any arbitrary decision of the board concerning, among others, the exercise of countermeasures against a Large-Scale Purchase and securing the objectivity and reasonableness of the decisions and responses of the board.
2. The Independent Committee shall consist of three or more members. The Independent Committee members shall be appointed by resolution of the Board of Directors of the Company from among persons who are either of (1) Outside Directors of the Company, (2) Outside Corporate Auditors of the Company, and (3) outside experts (senior corporate executives with proven track record, ex-government officials, attorneys at law, certified public accountants, persons with academic experience or persons equivalent thereto) and who are independent from the senior executives in charge of business execution of the Company. The Company shall enter into an agreement concerning the duty of due care of a prudent manager and confidentiality obligations with the Independent Committee members.
3. The term of office of an Independent Committee member shall be the period from the day on which he or she is appointed to the day of the conclusion of the Ordinary General Meeting of Shareholders for the last fiscal year that ends within three years or another day separately agreed between the Company and the said member, unless otherwise prescribed by a resolution of the Board of Directors of the Company.
4. The Independent Committee shall be convened by a Representative Director of the Company or any of the Independent Committee members.
5. The chairperson of the Independent Committee shall be elected among the Independent Committee member by a vote of the members.
6. In principle, a resolution of the Independent Committee shall be passed by a majority of the votes of the Independent Committee members present at the meeting (including attendance by TV or telephone conference or a similar method), provided that all Independent Committee members are present. However, in the case of an accident or any other special circumstances that prevent an Independent Committee member from voting on a resolution, a resolution of the Independent Committee shall be passed by a majority of the votes of the Independent Committee members present at meetings at which a majority of the Independent Committee members are present.
7. The Independent Committee shall deliberate and pass resolutions on the matters listed in the following items and recommend its decisions to the Board of Directors of the Company clarifying the basis of the decisions:
 - (1) whether countermeasures under this Plan should be exercised (including whether to obtain the consent of the shareholders prior to the exercise);
 - (2) whether countermeasures under this Plan should be discontinued or the decision to exercise the countermeasures should be revoked;
 - (3) whether this Plan should be abolished and changed; and
 - (4) any other matters on which the Board of Directors of the Company from time to time seeks advice from the Independent Committee in relation to this Plan.In deliberating and passing resolutions at the Independent Committee, each Independent Committee member shall do so solely from the perspective of whether the matter in question contributes to the corporate value of the Company and the common interest of shareholders and shall not do so for the purpose of seeking personal benefits for themselves or senior executives of the Company.
8. The Independent Committee may have a Director, Corporate Auditor and employee of the Company or any other persons deemed necessary attend its meeting and request their opinion or explanation about matters specified by the Independent Committee as necessary.
9. In performing its duties, the Independent Committee may, at the cost of the Company, obtain advice of external experts that are independent from the senior executives who are in charge of business execution of the Company (including investment banks, securities companies, financial advisors, certified public accountants, attorneys at law, consultants, and other experts).

Career Summary of the Candidates for the Independent Committee Members

Yasuyuki Fukuoka

- Apr. 1984 Joined The Mitsubishi Trust and Banking Corporation (currently Mitsubishi UFJ Trust and Banking Corporation)
- Feb. 2005 General Manager of Okayama Branch, The Mitsubishi Trust and Banking Corporation
- Feb. 2007 Seconded to The Bank of Tokyo-Mitsubishi UFJ, Ltd. (Currently MUFG Bank, Ltd.)
- June 2009 Deputy General Manager of Kyoto Branch and Kyoto Chuo Branch of Mitsubishi UFJ Trust and Banking Corporation
- Oct. 2011 General Manager of Sendai Branch of Mitsubishi UFJ Trust and Banking Corporation
- June 2013 Full-time Corporate Auditor of the Company (present position)

Note: Yasuyuki Fukuoka is an Outside Corporate Auditor of the Company as defined in Article 2, paragraph (16) of the Companies Act. The Company has designated him as an Independent Officer and notified such designation to the Tokyo Stock Exchange in accordance with the rules of Tokyo Stock Exchange, Inc.

Hisao Tatsuno

- Apr. 1980 Registered as a member of the Osaka Bar Association
- Apr. 1991 Established Tatsuno, Ozaki & Fujii Law Office (present position)
- Apr. 2005 Vice President of the Osaka Bar Association
- Apr. 2009 Member of 2nd Research Ethics Committee, Kobe branch of RIKEN, National Research and Development Institute
- Apr. 2013 Executive Governor of the Japan Federation of Bar Associations
- Nov. 2013 Member of the Ethics Committee of Osaka City University, Center for Health Science Innovation
- Jan. 2020 Chairman, Nishinomiya City Equity Commission, Hyogo Prefecture (present position)

Yasuo Himeiwa

- Aug. 1983 Joined the accounting firm of Peat Marwick Mitchell & Co. (currently KPMG)
- Aug. 1990 Registered as a certified public accountant of Japan
- Sept. 2003 Partner at KPMG AZSA & Co.
- July 2009 Head of Global Japanese Practice Osaka Office of KPMG AZSA & Co.
- May 2015 Chairman of National Employee Association of KPMG AZSA LLC
- June 2016 Resigned from KPMG AZSA LLC
- Himeiwa Certified Public Accountant Office (present position)
- Outside Corporate Auditor, Takara Bio Inc. (present position)
- June 2017 Outside Director (Audit & Supervisory Committee Member), Sharp Corporation (present position)

There are no special interests between above candidates and the Company.

Status of Major Shareholders of the Company

As of March 31, 2020

Rank	Shareholder name	Contribution in the Company	
		Number of shares held (Thousands of shares)	Shareholding ratio (%)
1	Meiji Yasuda Life Insurance Company	1,400	4.94
2	DNT Business Connectors' Stockhold	1,233	4.35
3	MUFG Bank, Ltd.	1,228	4.33
4	Mitsubishi Corporation	1,188	4.19
5	Tokio Marine & Nichido Fire Insurance Co., Ltd.	1,013	3.58
6	Fukoku Mutual Life Insurance Company	1,000	3.53
7	Shimadzu Corporation	1,000	3.53
8	The Master Trust Bank of Japan, Ltd. (Trust Account)	878	3.10
9	Yasuhide Tanabe	829	2.93
10	Japan Trustee Services Bank, Ltd. (Trust Account)	760	2.68

- Notes:
1. Number of shares less than one thousand has been omitted.
 2. Treasury shares (1,408,275 shares) are omitted.
 3. Shareholding ratios are calculated without treasury shares (1,408,275 shares).

Types of Large-Scale Purchase Proposals That Are Considered to Significantly Undermine the Corporate Value of the Company and the Common Interest of Shareholders

1. Cases where the Purchaser is found to be a party who does not have any intention to participate in corporate management and is acquiring or intends to acquire shares, etc. of the Company only for the purpose of selling the shares, etc. of the Company to the Company or a related party of the Company at a high price after driving the share price higher (so-called greenmailer)
2. Cases where the Purchaser is found to be acquiring shares, etc. of the Company for the purpose of transferring such assets of the Company or the Group companies as intellectual property rights, know-how, corporate secrets, major business partners or customers that are necessary for the business operation of the Company or the Group companies to the Purchaser or its group companies, etc. by temporarily acquiring control over the corporate management of the Company
3. Cases where the Purchaser is found to be acquiring shares, etc. of the Company for the purpose of using the assets of the Company or the Group companies as collateral for or the source of funds to repay, debts of the Purchaser or its group companies, etc. after acquiring the control over the corporate management of the Company
4. Cases where the Purchaser is found to be acquiring shares, etc. of the Company for the purpose of temporarily acquiring the control over the corporate management of the Company and disposing high-value assets, etc. such as real estate, securities, etc., that are not currently related to the business of the Company or the Group companies by sale, etc. and temporarily paying higher dividends from the disposition proceeds or deliberately selling the shares, etc. of the Company at a high price as the share price surges during the period of the said temporarily higher dividends
5. Cases where the method of purchase of shares, etc. of the Company proposed by the Purchaser is found to impose restrictions on the opportunity or freedom of shareholders to make a decision by way of so-called coercive two-tier tender offer (the method of carrying out a tender offer in two steps where the Purchaser does not solicit the sale of all shares, etc. of the Company in the first stage while specifying unfavorable terms and conditions for purchase in the second stage or not clarifying the terms and conditions for purchase in the second stage) and shareholders could be effectively forced to sell the shares, etc. of the Company

Outline of the Allotment of the Share Acquisition Rights Without Contribution

1. Total number of the Share Acquisition Rights to be allotted
The total number of the Share Acquisition Rights to be allotted shall be the number separately specified by the Board of Directors of the Company in the resolution approving the allotment of the Share Acquisition Rights without contribution (hereinafter “Resolution Approving the Allotment of the Share Acquisition Rights Without Contribution”) and this number shall not exceed the number equivalent to two times the final total number of issued shares of the Company as of a certain day separately specified by the board in the Resolution Approving the Allotment of the Share Acquisition Rights Without Contribution (hereinafter “Allotment Date”) (excluding the number of shares of the Company held by the Company as of the said date).
2. Shareholders eligible for allotment
The Share Acquisition Rights shall be allotted without contribution to shareholders whose names are recorded in the last shareholder register as of the Allotment Date at the rate of up to two Share Acquisition Rights per common share of the Company held by the said shareholders (excluding shares of the Company held by the Company as of the said date) that is separately specified by the Board of Directors of the Company in the Resolution Approving the Allotment of the Share Acquisition Rights Without Contribution.
3. Effective date of the allotment of the Share Acquisition Rights without contribution
The effective date shall be the day separately specified by the Board of Directors of the Company in the Resolution Approving the Allotment of the Share Acquisition Rights Without Contribution.
4. Class and number of shares that are the subject of the Share Acquisition Rights
The class of the shares that are the subject of the Share Acquisition Rights shall be common shares of the Company and the number of shares that are the subject of a Share Acquisition Right (hereinafter “Number of Subject Shares”) shall be the number separately specified by the Board of Directors of the Company in the Resolution Approving the Allotment of the Share Acquisition Rights Without Contribution provided that the Number of Subject Shares shall not exceed one. However, in cases where the Company carries out a share split or share consolidation, the Number of Subject Shares shall be subject to required adjustment.
5. Type and amount of assets to be contributed upon exercise of the Share Acquisition Rights
The type of assets to be contributed upon exercise of the Share Acquisition Rights shall be money and the amount of assets to be contributed upon exercise of the Share Acquisition Rights per common share of the Company shall be the amount separately specified by the Board of Directors of the Company in the Resolution Approving the Allotment of the Share Acquisition Rights Without Contribution provided that this amount shall not be less than ¥1.
6. Restrictions on the transfer of the Share Acquisition Rights
Any transfer of the Share Acquisition Rights shall be subject to the approval of the Board of Directors of the Company.
7. Exercise conditions of the Share Acquisition Rights
A party falling under any of the following categories (hereinafter collectively referred to as “non-qualified parties”) are not entitled to exercise the Share Acquisition Rights: (1) specified large volume holder⁽¹¹⁾, (2) joint holder of a specified large volume holder, (3) specified large volume purchaser⁽¹²⁾, (4) specially related party of a specified large volume purchaser, (5) party who has received or succeeded the Share Acquisition Rights from any of the parties listed in (1) through (4) without obtaining the approval of the Board of Directors of the Company, or (6) related party of any of the parties falling under (1) through (5)⁽¹³⁾.
8. Acquisition of the Share Acquisition Rights by the Company
The Company may acquire the Share Acquisition Rights held by parties other than non-qualified parties and deliver common shares of the Company in the Number of Subject Shares per Share Acquisition Right in exchange for them on the day separately specified by the Board of Directors of the Company. Economic benefits such as money are not paid in compensation for acquisition of Share Acquisition Rights held by non-qualified parties. The details of the acquisition conditions of the Share Acquisition Rights shall be separately specified in the Resolution Approving the Allotment of the Share Acquisition Rights Without Contribution.
9. Acquisition without contribution in the case of revocation, etc. of the decision to exercise countermeasures
In cases where the Board of Directors of the Company has revoked the exercise of countermeasures or other cases separately specified by the board in the Resolution Approving the Allotment of the Share Acquisition

Rights Without Contribution, the Company may acquire all of the Share Acquisition Rights without contribution.

10. Exercise period, etc. of the Share Acquisition Rights

The exercise period of the Share Acquisition Rights and other necessary matters shall be separately specified by the Board of Directors of the Company in the Resolution Approving the Allotment of the Share Acquisition Rights Without Contribution.

-
- 11 Specified large volume holder refers to a holder of shares, etc. issued by the Company whose ownership ratio of shares, etc. pertaining to the said shares, etc. is 20% or more or a party who falls under the category of specified large volume holder as determined by the Board of Directors of the Company. However, such a party shall not fall under the category of specified large volume holder if the board has determined that said party's acquiring or holding shares, etc. of the Company is not against the corporate value of the Company and the common interest of shareholders or if the said party is a party separately specified as such by the board in the Resolution Approving the Allotment of the Share Acquisition Rights Without Contribution.
- 12 Specified large volume purchaser refers to a party who has given a public notice to the effect that it will carry out a purchase, etc. (meaning purchase, etc. as defined in Article 27-2, paragraph (1) of the Financial Instruments and Exchange Act; the same shall apply hereinafter in this note) of shares, etc. (meaning share certificates, etc. as defined in Article 27-2, paragraph (1) of the Financial Instruments and Exchange Act; the same shall apply hereinafter in this note) issued by the Company through a tender offer and the aggregate sum of whose ownership ratio of shares, etc. pertaining to its ownership after the said purchase, etc. (including those prescribed by Article 7, paragraph (1) of the Order for Enforcement of the Financial Instruments and Exchange Act as to be equivalent thereto) as combined with the ownership ratio of shares, etc. of its specially related parties is 20% or more, or a party who falls under the category of specified large volume purchaser as determined by the Board of Directors of the Company. However, such a party shall not fall under the category of specified large volume purchaser if the board has determined that said party's acquiring or holding shares, etc. of the Company is not against the corporate value of the Company and the common interest of shareholders or if the said party is a party separately specified as such by the board in the Resolution Approving the Allotment of the Share Acquisition Rights Without Contribution.
- 13 "Related party" of a given party means a party who substantively controls or is controlled by or is under the common control with the other party (including those who are determined by the Board of Directors of the Company to fall under the said definition) or a party who is determined by the board to act in cooperation with the other party. "Control" means the "cases where a party controls decisions on financial and business policies" of other companies, etc. (meaning the cases defined in Article 3, paragraph (3) of the Ordinance for Enforcement of the Companies Act).