

(English Translation)

This English translation is an abridged version of the original document in Japanese.
In the event of any discrepancy, the Japanese version prevails.

Securities Code 4187
February 1, 2023

To Our Shareholders:

1-8-15 Azuchi-machi, Chuo-ku, Osaka City
OSAKA ORGANIC CHEMICAL INDUSTRY LTD.
Representative Director and CEO Masayuki Ando

Notice of Convocation of the 76th Ordinary General Meeting of Shareholders

Notice is hereby given that the 76th Ordinary General Meeting of Shareholders of OSAKA ORGANIC CHEMICAL INDUSTRY LTD. (the Company) will be held as described below.

To prevent the spread of the new Corona virus, we ask you to refrain from visiting the site as much as possible on the day of the shareholders' meeting. Instead of voting at the meeting, we ask you to submit your votes in writing or online. Please read the following Reference Materials for the General Meeting of Shareholders and submit your votes concerning the proposals by completing and returning the enclosed voting form or entering your votes using the designated website (<https://evote.tr.mufg.jp/>). Votes must be received by no later than 6:00 p.m. on Tuesday, February 21, 2023.

1. Date and Time Wednesday, February 22, 2023, 10:00 a.m.

2. Place 3-1-3, Azuchi-machi, Chuo-ku, Osaka
Viale Hall, Viale Osaka 4F
(Please refer to the map at the end of this material.)

3. Agenda for the meeting

- Matters to be reported:**
1. Report on the business report and the consolidated financial statements for the 76th fiscal period (from December 1, 2021 to November 30, 2022), and audit results on the consolidated financial statements by the Accounting Auditor and the Board of Auditors
 2. Report on the non-consolidated financial statements for the 76th fiscal period (from December 1, 2021 to November 30, 2022)

Matters to be resolved

Proposal 1: Appropriation of Retained Earnings

Proposal 2: Partial Amendments to the Articles of Incorporation

Proposal 3: Election of Six (6) Directors

Proposal 4: Election of One (1) Auditor

Proposal 5: Election of One (1) Substitute Auditor

4. Matters Decided for Convocation

Please refer to "Information on Exercising Voting Rights" on page 4.

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- (1) Please present the enclosed voting form to the receptionist when attending the meeting in person.
 - (2) As “Notes to consolidated financial statements” and “Notes to non-consolidated financial statements” of the documents to be attached to this notice of convocation are posted on our website (<https://www.ooc.co.jp/>) pursuant to the laws and regulations and the provisions in Article 16 of the Company’s Articles of Incorporation, they are not included in this notice.
 - (3) Please note that if any amendment is made to the Reference Materials for the General Meeting of Shareholders, the business report and the consolidated and/or the non-consolidated financial statements, it will be posted on our website (<https://www.ooc.co.jp/>.)

Reference Materials for the General Meeting of Shareholders

Proposal 1: Appropriation of Retained Earnings

We propose the appropriation of retained earnings as follows:

Matters concerning year-end dividends

In consideration of the current performance, we plan to pay dividends from retained earnings for the 76th fiscal year as follows.

1. Type of dividend

Cash

2. Matters relevant to allotment of dividends and total amount to be distributed

The Company proposes a dividend of 27 yen per share of its common shares. Total dividends will be 582,189,120 yen.

(NOTE) The annual dividend for the fiscal year, including the interim dividend, will be ¥54 per share.

3. Effective date of the distribution of retained earnings

February 24, 2023

Proposal 2: Partial Amendment to the Articles of Incorporation

1. Reason for the Proposal

The Company proposes to make the following changes to its Articles of Incorporation as the revised provisions provided for in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) come into effect on September 1, 2022, and a system for providing informational materials for the general meeting of shareholders in electronic format is introduced.

- (1) Article 16, Paragraph 1 of the proposed changes stipulates that information constituting the content of Reference Materials for the General Meeting of Shareholders will be provided in electronic format.
- (2) Article 16, Paragraph 2 of the proposed changes sets forth provisions for limiting the scope of items stated in documents issued in paper format to shareholders who request issuance in paper format.
- (3) The provisions on internet disclosure and deemed provision of Reference Materials for the General Meeting of Shareholders (Article 16 of the current Articles of Incorporation) will be deleted since they will no longer be required.
- (4) Supplementary provisions regarding the enforcement of the abovementioned newly established and deleted provisions will be established.

2. Details of the Amendments

The details of the amendments are as follows.

(The underlined parts indicate the amendments.)

Current Articles of Incorporation	Proposed changes
<u>(Internet Disclosure and Deemed Provision of Reference Materials for the General Meeting of Shareholders)</u> <u>Article 16 When convening a general meeting of shareholders, the Company may be deemed to have provided to shareholders information pertaining to items to be stated or presented in the Reference Materials for the General Meeting of Shareholders, business report, and consolidated and/or non-consolidated financial statements by disclosing such information through the internet in accordance with the provisions prescribed by the Ministry of Justice Ordinance.</u>	(Deleted)

Current Articles of Incorporation	Proposed changes
<p>(Newly established)</p> <p>(Newly established)</p>	<p><u>(Measures, etc. for Providing Information in Electronic Format)</u> <u>Article 16</u> <u>1. When convening a general meeting of shareholders, the Company shall take measures for providing information constituting the content of Reference Materials for the General Meeting of Shareholders in electronic format.</u> <u>2. Among the items for which the measures for providing information in electronic format will be taken, the Company may decide not to state all or some of those items designated by the Ministry of Justice Ordinance in the documents issued in paper format to shareholders who request issuance in paper format by the record date of voting rights.</u></p> <p style="text-align: center;"><u>Supplementary Provisions</u></p> <p><u>1. Article 16 (Internet Disclosure and Deemed Provision of Reference Materials for the General Meeting of Shareholders) of the Articles of Incorporation before the amendment shall remain effective for any general meeting of shareholders held on a date by February 28, 2023.</u> <u>2. These supplementary provisions shall be deleted after March 1, 2023, or the date when three months have elapsed from the date of the general meeting of shareholders in the preceding paragraph, whichever is later.</u></p>

Proposal 3: Election of Six (6) Directors

The terms of office of all six (6) directors will expire upon the conclusion of this General Meeting. Accordingly, we request the election of six directors.

The candidates for Directors are as follows.

Candidate No.	Name		Current position and responsibilities at the Company	The attendance rate at the Board (Number of Attendances/Number of Meetings)			
1	Masayuki Ando	Male Reelection	Representative Director and CEO	100% (16 times/16 times)			
2	Soichi Honda	Male Reelection	Director Executive Officer General Manager of Administration Division	100% (16 times/16 times)			
3	Motomi Ogasawara	Male Reelection	Director Executive Officer General Manager of Business Operation Division and Manager of International Business Department	100% (16 times/16 times)			
4	Tetsuya Watanabe	Male Reelection	Director Executive Officer General Manager of Corporate Planning Division	100% (13 times/13 times)			
5	Takayuki Hamanaka	Male Reelection	<table border="1" style="margin: auto;"> <tr> <td style="background-color: #c8e6c9;">Outside Director</td> </tr> <tr> <td style="border: 1px solid black;">Independent director</td> </tr> </table>	Outside Director	Independent director	Director	100% (16 times/16 times)
Outside Director							
Independent director							
6	Naoki Enomoto	Male Reelection	<table border="1" style="margin: auto;"> <tr> <td style="background-color: #c8e6c9;">Outside Director</td> </tr> <tr> <td style="border: 1px solid black;">Independent director</td> </tr> </table>	Outside Director	Independent director	Director	100% (13 times/13 times)
Outside Director							
Independent director							

(Note) The attendance rates at the Board for candidates Tetsuya Watanabe and Naoki Enomoto are for the Board meetings held during the fiscal term under review after their election as Director in February 2022.

(Reference)

Professional Skills and Experience of Director Candidates (Skill Matrix)

The professional skills and experience of the director candidates are as follows.

Candidate No.	Name	Knowledge/Experience/Professional Skills								Brief Personal Record/ Experience/ Qualifications
		Management	ESG	Sales	Technologies	Overseas	Finance/ Accounting	Risk/Internal Control	Legal Affairs/Laws and Regulations/ Public Sector	
1	Masayuki Ando	●		●	●					R&D/Overseas/ Corporate Planning
2	Soichi Honda		●	●			●	●		Sales/Overseas/ Administration
3	Motomi Ogasawara			●	●	●				Sales/Overseas
4	Tetsuya Watanabe		●	●	●					R&D/Sales/ Corporate Planning
5	Takayuki Hamanaka	●	●			●		●	●	Lawyer/ Overseas
6	Naoki Enomoto	●	●				●	●	●	Ministry of Finance/ Ministry of Economy, Trade and Industry/ Regional Taxation Bureau



Brief personal record, positions, responsibilities and significant concurrent positions

April 1986	Joined the Company
February 2013	General Manager of R&D Division and Research Institute
February 2014	Director, General Manager of R&D Division
February 2016	Director, General Manager of R&D Division and Advanced Technology Research Institute Head
December 2017	Managing Director, General Manager of R&D Division
February 2018	Managing Director, Executive Officer, General Manager of R&D Division
December 2018	Managing Director Executive Officer, General Manager of Corporate Planning Division and R&D Division/in charge of Research & Business Development Office
December 2019	Director (R&D Division/in charge of Research & Business Development Office) Senior Managing Executive Officer, General Manager of Corporate Planning Division
July 2020	Representative Director and CEO (current)

Date of birth

June 27, 1962

Number of shares of the Company owned

12,200 shares

Reason for nomination as a candidate for director

Since he was elected as a director in 2014, Masayuki Ando has been working to strengthen the new businesses developments by leveraging his experience involving sales, research, and corporate planning divisions. We nominate him as a candidate for director, expecting that he continues to take advantage of these experiences and accomplishments to make management decisions and carry out oversight.

Outline of directors and officers liability insurance policy

The Company has entered into a directors and officers liability insurance policy as set forth in Paragraph 1 of Article 430-3 of the Companies Act with the insurance company and shall indemnify the directors and officers who are the insured from any damage that may be caused by the directors and officers taking responsibility for the execution of their duties or receiving a claim on the pursuit of such liability. Provided, however, that there are certain immunity reasons, such as the damages caused by actions taken recognizing that they violate laws, shall not be covered. Masayuki Ando is currently a director of the Company and is included in the insured of such insurance policy. When his reelection is approved, he will continue to be included in the insured of the insurance policy, and we plan to renew it with the same terms during his term of office.



Brief personal record, positions, responsibilities and significant concurrent positions

April 1990	Joined the Company
December 2015	General Manager of Administration Division
February 2016	Director, General Manager of Administration Division
April 2016	Director, General Manager of Administration Division and Manager of Human Resources Department
December 2017	Director, General Manager of Administration Division
February 2018	Director, Executive Officer, General Manager of Administration Division (current)
February 2022	Director, Shinko Organic Chemical Industry Ltd. (current)

Date of birth

July 12, 1966

Number of shares of the Company
owned

10,861 shares

Reason for nomination as a candidate for director

Since he was elected as a director in 2016, Soichi Honda has been working to strengthen the administrative division by leveraging his wealth of experience at the Company. We nominate him as a candidate for director, expecting that he continues to take advantage of these experiences and accomplishments to make management decisions and carry out oversight.

Outline of directors and officers liability insurance policy

The Company has entered into a directors and officers liability insurance policy as set forth in Paragraph 1 of Article 430-3 of the Companies Act with the insurance company and shall indemnify the directors and officers who are the insured from any damage that may be caused by the directors and officers taking responsibility for the execution of their duties or receiving a claim on the pursuit of such liability. Provided, however, that there are certain immunity reasons, such as the damages caused by actions taken recognizing that they violate laws, shall not be covered. Soichi Honda is currently a director of the Company and is included in the insured of such insurance policy. When his reelection is approved, he will continue to be included in the insured of the insurance policy, and we plan to renew it with the same terms during his term of office.



Brief personal record, positions, responsibilities and significant concurrent positions

April 1988	Joined the Company
December 2017	Director, General Manager of Business Operation Division and Manager of Chemical Sales Department
January 2018	Representative Director of Osaka Organic Chemical (Shanghai) Trading Ltd. (current)
February 2018	Director, Executive Officer, General Manager of Business Operation Division and Manager of Chemicals Sales Department and in charge of Affiliated Companies
December 2018	Director, Executive Officer, General Manager of Business Operation Division and in charge of Affiliated Companies
December 2021	Director, Executive Officer, General Manager of Business Operation Division and General Manager of Overseas Business Division of the Company (current)

Date of birth

February 8, 1964

Number of shares of the Company owned

9,000 shares

Reason for nomination as a candidate for director

Since he was elected as a director in 2018, Motomi Ogasawara has been working to strengthen the sales division by leveraging his wealth of experience in the division. We nominate him as a candidate for director, expecting that he continues to take advantage of these experiences and accomplishments to make management decisions and carry out oversight.

Outline of directors and officers liability insurance policy

The Company has entered into a directors and officers liability insurance policy as set forth in Paragraph 1 of Article 430-3 of the Companies Act with the insurance company and shall indemnify the directors and officers who are the insured from any damage that may be caused by the directors and officers taking responsibility for the execution of their duties or receiving a claim on the pursuit of such liability. Provided, however, that there are certain immunity reasons, such as the damages caused by actions taken recognizing that they violate laws, shall not be covered. Motomi Ogasawara is currently a director of the Company and is included in the insured of such insurance policy. When his reelection is approved, he will continue to be included in the insured of the insurance policy, and we plan to renew it with the same terms during his term of office.



Brief personal record, positions, responsibilities and significant concurrent positions

April 1995	Joined the Company
July 2020	Executive Officer, General Manager of Corporate Planning Division
February 2022	Director, Executive Officer, General Manager of Corporate Planning Division (current)

Date of birth

June 3, 1970

Number of shares of the Company owned

12,500 shares

Reason for nomination as a candidate for director

Tetsuya Watanabe has been working to strengthen the Corporate Planning Division by leveraging his wealth of experience in the R&D division. We nominate him as a candidate for director, expecting that he takes advantage of these experiences and accomplishments to make management decisions and carry out oversight.

Outline of directors and officers liability insurance policy

The Company has entered into a directors and officers liability insurance policy as set forth in Paragraph 1 of Article 430-3 of the Companies Act with the insurance company and shall indemnify the directors and officers who are the insured from any damage that may be caused by the directors and officers taking responsibility for the execution of their duties or receiving a claim on the pursuit of such liability. Provided, however, that there are certain immunity reasons, such as the damages caused by actions taken recognizing that they violate laws, shall not be covered. Tetsuya Watanabe is currently a director of the Company and is included in the insured of such insurance policy. When his reelection is approved, he will continue to be included in the insured under such insurance policy, and we plan to renew it with the same terms during his term of office.



Brief personal record, positions, responsibilities and significant concurrent positions

April 1998	Registered as an attorney-at-law (Osaka Bar Association), Admitted to Showa Law Office (current Habataki Law Office)
July 2005	Earned EU Law LL.M. at Faculty of Law, Catholic University of Leuven Law School in Belgium
July 2005	Joined Linklaters in EU Brussels Office, Competition Law Department
December 2007	Partner of Habataki Law Office (current)
February 2016	Director of the Company (current)

Date of birth

June 9, 1970

Number of shares of the Company owned

— Shares

Reasons for nomination as a candidate for outside director and expected roles

We nominate Takayuki Hamanaka as a candidate for an outside director as we determined that he could offer useful comments regarding the Company's management from an objective and neutral standpoint, given his wealth of experience and deep insight as an attorney.

Registration as an independent director

The Company has notified the Tokyo Stock Exchange of Takayuki Hamanaka as an independent director.

No. of years since assuming office as an outside director of the Company

Takayuki Hamanaka's term of office as an outside director of the Company will be seven years upon the conclusion of this General Meeting of the Shareholders.

Terms of limited liability agreement

We have entered into a limited liability agreement with Takayuki Hamanaka as stipulated in Article 427, Paragraph 1 of the Companies Act based on the provisions of the Company's Articles of Incorporation. We plan to extend the agreement when he is reelected.

The limit amount of liability for damages under the relevant agreement is stipulated by law.

Outline of directors and officers liability insurance policy

The Company has entered into a directors and officers liability insurance policy as set forth in Paragraph 1 of Article 430-3 of the Companies Act with the insurance company and shall indemnify the directors and officers who are the insured from any damage that may be caused by the directors and officers taking responsibility for the execution of their duties or receiving a claim on the pursuit of such liability. Provided, however, that there are certain immunity reasons, such as the damages caused by actions taken recognizing that they violate laws, shall not be covered. Takayuki Hamanaka is currently a director of the Company and is included in the insured of such insurance policy. When his reelection is approved, he will continue to be included in the insured of the insurance policy, and we plan to renew it with the same terms during his term of office.



Date of birth

October 29, 1962

Number of shares of the Company
owned

— Shares

Brief personal record, positions, responsibilities and significant concurrent positions

April 1985	Joined the Ministry of Finance (currently the Ministry of Finance)
July 1991	Customs district tax office director
May 1999	Counselor, Japanese Embassy in Malaysia
July 2002	Director for the Minister's Secretariat (Minister's Secretariat Accounts Division)
July 2003	Director of Collection Department, Tokyo Regional Taxation Bureau
July 2004	Director for Defense Industry, Aerospace and Defense Industry Division, Manufacturing Industry Bureau, Ministry of Economy, Trade and Industry
July 2006	Director, Balance of Payments, Foreign Exchange Markets Division, International Bureau
July 2008	Director for Fiscal Investment and Loan Appropriation, Finance Bureau (Cabinet/Finance, Agriculture, Forestry and Fisheries/Environment, Economy, Trade and Industry, in charge of Land, Infrastructure and Transportation)
July 2009	Director, Finance Division, Bureau of Finance and Equipment, Ministry of Defense
July 2011	Director, Policy Planning and Research Division, Minister's Secretariat
September 2012	Counselor, Office in Charge of the Nuclear Damage Compensation Facilitation Corporation, Cabinet Office
July 2014	Director-General, Tohoku Local Finance Bureau
June 2015	Member of the Board of Directors, Managing Executive Officer, Development Bank of Japan Inc.
July 2017	Director-General, Fukuoka Regional Taxation Bureau
July 2018	Director-General, Osaka Regional Taxation Bureau
August 2020	Director-General, Tokyo Custom-House
November 2021	Adviser, Sompo Japan Insurance Inc. (current)
February 2022	Director of the Company (current)
August 2022	Adviser, The Nanto Bank, Ltd. (current)

Reasons for nomination as a candidate for outside director and expected roles

We nominate Naoki Enomoto as a candidate for an outside director as we determined that he could offer useful comments regarding the Company's management from an objective and neutral standpoint since he has a wealth of experience and deep insight based on his operational experience at the Ministry of Finance, the Ministry of Economy, Trade and Industry, and other organizations.

Registration as an independent director

The Company has notified the Tokyo Stock Exchange of Naoki Enomoto as an independent director.

No. of years since assuming office as an outside director of the Company

Naoki Enomoto's term of office as an outside director of the Company will be one year upon the conclusion of this General Meeting of the Shareholders.

Terms of limited liability agreement

We have entered into a limited liability agreement with Naoki Enomoto as stipulated in Article 427, Paragraph 1 of the Companies Act based on the provisions of the Company's Articles of Incorporation. We plan to extend the agreement when he is reelected. The limit amount of liability for damages under the relevant agreement is stipulated by law.

Outline of directors and officers liability insurance policy

The Company has entered into a directors and officers liability insurance policy as set forth in Paragraph 1 of Article 430-3 of the Companies Act with the insurance company and shall indemnify the directors and officers who are the insured from any damage that may be caused by the directors and officers taking responsibility for the execution of their duties or receiving a claim on the pursuit of such liability. Provided, however, that there are certain immunity reasons, such as the damages caused by actions taken recognizing that they violate laws, shall not be covered. Naoki Enomoto is currently a director of the Company and is included in the insured of such insurance policy. When his reelection is approved, he will continue to be included in the insured of the insurance policy, and we plan to renew it with the same terms during his term of office.

(Note) There is no special interest between any of the candidates and the Company.

Proposal 4: Election of One (1) Auditor

The terms of office of Yasuko Yoshida, auditor, will expire upon conclusion of this General Meeting. Accordingly, we would like to request the election of one auditor.

We have obtained consent from the Board of Auditors on this proposal.

The candidate for an auditor is as follows.

Yasuko Yoshida

Reelection

Outside Director

Independent



Brief history, position, and status of important concurrent positions

October 2000	Admitted to Asahi & Co. (current KPMG AZSA LLC)
May 2004	Registered as a certified public accountant
July 2005	Registered as a certified tax accountant
July 2005	Launched Yoshida Certified Public Accountant Office (current)
February 2019	Auditor of the Company (current)
May 2021	Registered as a U.S. Certified Public Accountant (State of Washington)
June 2021	Outside Audit & Supervisory Board Member, Espec Corp.
June 2022	Outside Director (Audit & Supervisory Committee member), Espec Corp. (current)

Date of birth

November 26, 1976

Number of shares of the Company owned

— Shares

Reasons for nomination as a candidate for an outside auditor

We would like to request you to elect Yasuko Yoshida as an outside auditor so that she can take advantage of her expertise and experience cultivated as a certified public accountant in the Company's audit system.

Registration as an independent director

The Company has notified the Tokyo Stock Exchange of Yasuko Yoshida as an independent director.

No. of years since assuming office as an outside auditor of the Company

Yasuko Yoshida's term of office as an outside auditor of the Company will be four years upon the conclusion of this General Meeting of the Shareholders.

Terms of limited liability agreement

We have entered into a limited liability agreement with Yasuko Yoshida as stipulated in Article 427, Paragraph 1 of the Companies Act based on the provisions of the Company's Articles of Incorporation. We plan to extend the agreement when she is reelected. The limit amount of liability for damages under the relevant agreement is stipulated by law.

Outline of directors and officers liability insurance policy

The Company has entered into a directors and officers liability insurance policy as set forth in Paragraph 1 of Article 430-3 of the Companies Act with the insurance company and shall indemnify the directors and officers who are the insured from any damage that may be caused by the directors and officers taking responsibility for the execution of their duties or receiving a claim on the pursuit of such liability. Provided, however, that there are certain immunity reasons, such as the damages caused by actions taken recognizing that they violate laws, shall not be covered. Yasuko Yoshida is currently an auditor of the Company and is included in the insured of such insurance policy. When her reelection is approved, she will continue to be included in the insured of the insurance policy, and we plan to renew it with the same terms during her term of office.

(Note) There is no special interest between the candidate and the Company.

Proposal 5: Election of One (1) Substitute Auditor

We would like to request you to elect one substitute auditor in advance in case the auditors may fall short of the number stipulated by law.

This proposal requests you to elect Masaki Yoshimura as a substitute auditor for Yasuko Yoshida, outside auditor subject to the approval of Proposal 4 “Election of One (1) Auditor” as originally proposed.

The effectiveness of the election proposal may be invalidated only before he assumes the office with the consent of the Board of Auditors and by the resolution of the Board of Directors.

We have obtained consent from the Board of Auditors on this proposal.

The candidate for substitute auditor is as follows.

Masaki Yoshimura

Reelection

Outside Director

Independent



Brief history, position, and status of important concurrent positions

October 2003	Admitted to AZSA & Co. (current KPMG AZSA LLC)
October 2008	Joined KPMG FAS Co., Ltd.
January 2013	Launched Masaki Yoshimura Certified Public Accountant Office (current)
January 2013	Representative Director, Business Athletes Co., Ltd. (current)
October 2016	Representative Director, Fulgente Co., Ltd. (current)
July 2017	Outside Auditor, Naito Securities Co., Ltd. (current)
March 2019	Director, Smart Scan Co., Ltd. (current)
June 2019	Outside Auditor, Furubayashi Shiko Co., Ltd. (current)

Date of birth

March 18, 1977

Number of shares of the Company owned

— Shares

Reasons for nomination as a candidate for substitute outside auditor

We would like to request you to elect Masaki Yoshimura as a candidate for substitute outside auditor as we expect that he will oversee our management from the perspective of a certified public accountant taking advantage of his expertise and experience cultivated as a certified public accountant when he assumes a position as an auditor.

Registration as an independent director

We plan to notify the Tokyo Stock Exchange of Masaki Yoshimura, a candidate for substitute outside auditor, as an independent director if elected and assumes the office of auditor.

Terms of limited liability agreement

We plan to enter into a limited liability agreement with Masaki Yoshimura, candidate for substitute outside auditor, as stipulated in Article 427, Paragraph 1 of the Companies Act based on the provisions of the Company’s Articles of Incorporation if he is elected and assumes the office of auditor. The limit amount of liability for damages under the relevant agreement is stipulated by law.

Outline of directors and officers liability insurance policy

The Company has entered into a directors and officers liability insurance policy as set forth in Paragraph 1 of Article 430-3 of the Companies Act with the insurance company and shall indemnify the directors and officers who are the insured from any damage that may be caused by the directors and officers taking responsibility for the execution of their duties or receiving a claim on the pursuit of such liability. Provided, however, that there are certain immunity reasons, such as the damages caused by actions taken recognizing that they violate laws, shall not be covered. When Masaki Yoshimura assumes the office of auditor, he will be included in the insured under such insurance policy, and we plan to renew it with the same terms during his term of office.

(Note) There is no special interest between the candidate and the Company.

End of Note