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Securities code: 7947

June 4, 2021

To our shareholders:

Morimasa Sato
President
FP CORPORATION
1-13-15 Akebonocho, Fukuyama-shi, Hiroshima, Japan

NOTICE OF THE 59TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are notified that the 59th Ordinary General Meeting of Shareholders of FP CORPORATION (the “Company”) will be held as described below.

You may exercise your voting rights either in writing or by electromagnetic means (the Internet, etc.). Please review the attached Reference Documents for the General Meeting of Shareholders, and exercise your voting rights as described in “Guidance on Methods for Exercise of Voting Rights” (in Japanese only) by 5:45 p.m. on Wednesday, June 23, 2021 (Japan Standard Time).

- 1. Date and Time:** Thursday, June 24, 2021 at 10:00 a.m. (Japan Standard Time) (reception starts at 9:00 a.m.)
- 2. Venue:** Conference Room, 4th Floor, Company’s Comprehensive Research Institute
1-12-17 Akebonocho, Fukuyama-shi, Hiroshima, Japan

3. Purposes:

Items to be reported:

1. Business Report, Consolidated Financial Statements and Non-Consolidated Financial Statements for the 59th Term (from April 1, 2020 to March 31, 2021)
2. The results of audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee for the 59th Term

Items to be resolved:

- Proposal 1:** Election of thirteen (13) Executive Directors (excluding Executive Directors who are Audit and Supervisory Committee Members)
- Proposal 2:** Election of one (1) Executive Director who is an Audit and Supervisory Committee Member
- Proposal 3:** Revision of remuneration for Executive Directors (excluding Executive Directors who are Audit and Supervisory Committee Members)
- Proposal 4:** Revision of remuneration for Executive Directors who are Audit and Supervisory Committee Members

Measures to prevent the spread of infection with the Novel Coronavirus (COVID-19)

- For shareholders who consider attending the General Meeting of Shareholders, please take the condition of your health to the date of the meeting into consideration and do not overexert yourself.
- You may exercise your voting rights either in writing or via the Internet, etc.
- We plan on taking the following measures to organize the General Meeting of Shareholders.
 - *We ask for your cooperation in wearing a face mask, using alcohol hand sanitizer, and measuring body temperature before entering.
 - *Shareholders who are found to be unwell upon their arrival may be asked by the Company's operating staff about their health condition. Thank you for your understanding.
 - *Please note that the Company's operating staff will check their own health condition including measurement of body temperature, and wear a face mask in dealing with shareholders.
- In the event of major adjustments or changes in the operation of the General Meeting of Shareholders, the Company will post notice on its website.

Information published on the Company's website

1. Among documents that should be attached to this Notice of the General Meeting of Shareholders, the following information is not provided in the attached documents because it is published on the Company's website according to the laws and Article 15 of the Articles of Incorporation.
 - “The Situation of the Company's Corporate Governance” in the Business Report
 - The “Consolidated Statement of Changes in Equity” and “Notes to Consolidated Financial Statements”
 - The “Non-Consolidated Statement of Changes in Equity” and “Notes to Non-Consolidated Financial Statements”This information is part of the Consolidated Financial Statements and Non-consolidated Financial Statements, which were audited by the Accounting Auditor in order to create the financial audit report, and part of the Business Report, Consolidated Financial Statements, and Non-consolidated Financial Statements, which were audited by the Audit and Supervisory Committee Members in order to create the audit report.
2. In the event of revisions to the Reference Documents for the General Meeting of Shareholders, Business Report, Consolidated Financial Statements, and Non-Consolidated Financial Statements, the Company will publish the revisions on its website.

The Company's website: https://www.fpc.jp/en/en_ir.html

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Election of thirteen (13) Executive Directors (excluding Executive Directors who are Audit and Supervisory Committee Members)

The terms of office of all thirteen (13) Executive Directors (excluding Executive Directors who are Audit and Supervisory Committee Members; the same applies throughout this proposal) will expire upon the conclusion of the General Meeting of Shareholders.

In that regard, the Company proposes the election of thirteen (13) Executive Directors.

Please note that candidates for Executive Directors are brought up for the meeting after consulting with an arbitrarily held meeting of the Nomination Advisory Committee chaired by an Independent External Director, receiving a recommendation of the committee indicating that the nomination is appropriate, and acquiring approval from the Board of Directors.

In addition, all candidates for Executive Directors in this proposal have been approved by the Audit and Supervisory Committee of the Company.

The candidates for Executive Directors are as follows:

No.	Name	Positions and responsibilities	
1	Morimasa Sato	President	Reelection
2	Masanobu Takahashi	Executive Vice President and Director Executive General Manager, Sales Division, concurrently Integrated General Manager, Integrated Eastern Sales Department	Reelection
3	Nobuyuki Nagai	Executive Vice President and Director Executive General Manager, Manufacturing Division	Reelection
4	Isao Ikegami	Executive Vice President and Director Executive General Manager, Finance and Accounting Division, concurrently Supervisor of Corporate Planning Department, Administrative Assistant Department (Tokyo Headquarters)	Reelection
5	Kazuyuki Yasuda	Executive Vice President and Director Executive General Manager, SCM Division, concurrently Supervisor of Information and Computer System Department	Reelection
6	Koji Oka	Senior Vice President and Director Integrated General Manager of Integrated Special Sales Department, concurrently Supervisor of Product Development Planning Department and Sales Information and Store Sales Department	Reelection
7	Kimiko Nishimura	Senior Vice President and Director Supervisor of General Affairs and Personnel Division, Special Case Subsidiaries and Workplaces Offering Type A Continuous Employment Support, Environment Management Department and Judicial Affairs & Compliance Department	Reelection
8	Kenji Kobayashi	Senior Vice President and Director Integrated General Manager of, Integrated Western Sales Department	Reelection
9	Osamu Sato	Executive Director Integrated General Manager, Integrated National Sales Department	Reelection
10	Hidetoshi Nagao	Executive Director Executive General Manager, General Affairs and Personnel Division, concurrently Supervisor of Administrative Assistant Department	Reelection

No.	Name	Positions and responsibilities	
11	Takehiko Tawara	Executive Director Integrated General Manager, of Integrated Kyushu Sales Department	Reelection
12	Iwao Fukiyama	Executive Director Deputy Executive General Manager in charge of the eastern area, Manufacturing Division	Reelection
13	Hiroshi Ogawa	Executive Director Executive General Manager, Global Trading Division	Reelection

No.	Name (Date of birth)	Career summary, position and responsibilities	Number of the Company's shares owned
1	<p style="text-align: center;">Morimasa Sato (June 2, 1959) Reelection Board of Directors Meeting Attendance 13/13</p>	<p>Apr. 1983 Joined Mitsui & Co., Ltd. June 1998 External Director, the Company Mar. 1999 Retired from Mitsui & Co., Ltd. Apr. 1999 Executive Director, General Manager, Corporate Strategy Office, the Company June 1999 Senior Vice President and Director, Executive General Manager, Corporate Strategy Division, the Company June 2000 Executive Vice President and Director, Executive General Manager, Corporate Strategy Division, the Company June 2001 Deputy President, concurrently Executive General Manager, Corporate Strategy Division, concurrently Supervisor of General Affairs and Personnel Division, Finance and Accounting Division and SCM Division, the Company June 2009 President, the Company (present position) Significant concurrent positions outside the Company Chairman, FP Trading Co., Ltd. Chairman, FP CHUPA Corporation Chairman, FPCO International Package Co., Ltd. Chairman, FPCO Dia Foods Co., Ltd. Chairman, FPCO Miyako Himo Co., Ltd.</p>	153,000
<p>Reasons for nomination as candidate for Director Morimasa Sato has been leading the Company's Group as President. The Company's growth owes to his strong leadership supported by his extensive experience and knowledge of global business management. He is gifted with great management vision, broad horizons, and strong capabilities to drive innovation. The Company believes that he is the right person for achieving continuous growth and improvement of corporate value over medium to long term; therefore, the Company requests his reelection as Executive Director.</p>			
2	<p style="text-align: center;">Masanobu Takahashi (May 25, 1959) Reelection Board of Directors Meeting Attendance 13/13</p>	<p>Apr. 1982 Joined the Company June 2005 Executive Director, Deputy Executive General Manager, Sales Division 1, concurrently General Manager, Sales Department 4, the Company June 2014 Representative Director, FPCO International Package Co., Ltd. Apr. 2018 Operating Officer, Deputy Executive General Manager, Sales Division 1, the Company June 2018 Senior Vice President and Director, Executive General Manager, Sales Division 1, the Company Apr. 2019 Senior Vice President and Director, Executive General Manager, Sales Division, concurrently Integrated General Manager of Integrated Eastern Japan Sales Department, the Company June 2019 Executive Vice President and Director, Executive General Manager, Sales Division, concurrently Integrated General Manager of Integrated Eastern Japan Sales Department, the Company (present position)</p>	17,800
<p>Reasons for nomination as candidate for Director Masanobu Takahashi manages the sales division of the Company as Executive Vice President and Director with his extensive business experience and discernment nurtured through his service as Representative Director of a Group company and his long and proven track record in marketing. The Company believes that he is the right person for achieving continuous growth and improvement of corporate value over medium to long term; therefore, the Company requests his reelection as Executive Director.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities	Number of the Company's shares owned
3	<p style="text-align: center;">Nobuyuki Nagai (February 21, 1959) Reelection Board of Directors Meeting Attendance 13/13</p>	<p>Apr. 1977 Joined the Company</p> <p>June 2007 Executive Director, Deputy Executive General Manager, Manufacturing Division, the Company</p> <p>June 2009 Executive Director, Executive General Manager, Manufacturing Division, the Company</p> <p>June 2014 Senior Vice President and Director, Executive General Manager, Manufacturing Division, the Company</p> <p>June 2016 Executive Vice President and Director, Executive General Manager, Manufacturing Division, the Company (present position)</p>	3,300
<p>Reasons for nomination as candidate for Director</p> <p>Nobuyuki Nagai manages the manufacturing division as Executive Vice President and Director with his extensive experience and discernment nurtured through his long and proven track record in overall manufacturing. The Company believes that he is the right person for achieving continuous growth and improvement of corporate value over medium to long term; therefore, the Company requests his reelection as Executive Director.</p>			
4	<p style="text-align: center;">Isao Ikegami (January 27, 1959) Reelection Board of Directors Meeting Attendance 13/13</p>	<p>Apr. 1982 Joined the Company</p> <p>June 2002 Executive Director, Branch Manager, Tokyo Headquarters, the Company</p> <p>June 2007 Senior Vice President and Director, General Manager, Corporate Planning Department, concurrently Supervisor of Administrative Assistant Department (Tokyo Headquarters), the Company</p> <p>June 2009 Senior Vice President and Director, General Manager, Corporate Planning Department, concurrently Supervisor of Finance and Accounting Division, Administrative Assistant Department (Tokyo Headquarters), the Company</p> <p>June 2012 Senior Vice President and Director, Executive General Manager, Finance and Accounting Division, concurrently General Manager, Corporate Planning Department, concurrently Supervisor of Administrative Assistant Department (Tokyo Headquarters), the Company</p> <p>June 2017 Executive Vice President and Director, Executive General Manager, Finance and Accounting Division, concurrently Supervisor of Corporate Planning Department, Administrative Assistant Department (Tokyo Headquarters), the Company (present position)</p>	13,400
<p>Reasons for nomination as candidate for Director</p> <p>Isao Ikegami manages finance, accounting, and corporate planning divisions as Executive Vice President and Director with his extensive experience and discernment nurtured through his long and proven track record in accounting and finance. The Company believes that he is the right person for achieving continuous growth and improvement of corporate value over medium to long term; therefore, the Company requests his reelection as Executive Director.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities	Number of the Company's shares owned
5	<p style="text-align: center;">Kazuyuki Yasuda (December 9, 1955) Reelection Board of Directors Meeting Attendance 13/13</p>	<p>Sept. 1979 Joined the Company</p> <p>June 2003 Executive Director, General Manager, New Information System Preparation Office, the Company</p> <p>June 2008 Executive Director, Executive General Manager, SCM Division, the Company</p> <p>June 2009 Executive Director, Executive General Manager, SCM Division, concurrently Supervisor of Information and Computer System Department, the Company</p> <p>Apr. 2012 Executive Director, Executive General Manager, SCM Division, concurrently General Manager, Group Company SCM Department, concurrently Supervisor of Information and Computer System Department, the Company</p> <p>June 2014 Senior Vice President and Director, Executive General Manager, SCM Division, concurrently General Manager, Group Company SCM Department, concurrently Supervisor of Information and Computer System Department, the Company</p> <p>Apr. 2015 Senior Vice President and Director, Executive General Manager, SCM Division, concurrently Supervisor of Information and Computer System Department, the Company</p> <p>June 2019 Executive Vice President and Director, Executive General Manager, SCM Division, concurrently Supervisor of Information and Computer System Department, the Company (present position)</p>	15,800
<p>Reasons for nomination as candidate for Director</p> <p>Kazuyuki Yasuda promotes the supply chain management system and manages the SCM and system divisions as Executive Vice President and Director with his extensive experience and discernment nurtured through his long and proven track record in systems and business planning. The Company believes that he is the right person for achieving continuous growth and improvement of corporate value over medium to long term; therefore, the Company requests his reelection as Executive Director.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities	Number of the Company's shares owned
6	<p style="text-align: center;">Koji Oka (January 18, 1964) Reelection Board of Directors Meeting Attendance 13/13</p>	<p>Apr. 1986 Joined the Company</p> <p>June 2007 Executive Director, General Manager, Tokyo Sales Department 1, concurrently General Manager, Product Development Planning Department, the Company</p> <p>Apr. 2011 Executive Director, General Manager, Tokyo Sales Department 1, concurrently General Manager, Sales Information and Store Sales Department, concurrently Supervisor of Product Development Planning Department, the Company</p> <p>Apr. 2014 Executive Director, Supervisor of Tokyo Sales Department 1, Sales Information and Store Sales Department, and Product Development Planning Department, the Company</p> <p>Apr. 2019 Executive Director, Integrated General Manager of Corporate Sales Department, concurrently Supervisor of Product Development Planning Department and Sales Information and Store Sales Department, the Company</p> <p>June 2019 Senior Vice President and Director, Integrated General Manager of Corporate Sales Department, concurrently Supervisor of Product Development Planning Department and Sales Information and Store Sales Department, the Company</p> <p>Apr. 2021 Senior Vice President and Director, Integrated General Manager of Integrated Special Sales Department, concurrently Supervisor of Product Development Planning Department and Sales Information and Store Sales Department (present position)</p>	9,800
<p>Reasons for nomination as candidate for Director</p> <p>Koji Oka manages corporate sales and product development divisions as Senior Vice President and Director with his extensive experience and discernment nurtured through his long and proven track record in marketing. The Company believes that he is the right person for achieving continuous growth and improvement of corporate value over medium to long term; therefore, the Company requests his reelection as Executive Director.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities	Number of the Company's shares owned
7	<p style="text-align: center;">Kimiko Nishimura (July 22, 1955) Reelection Board of Directors Meeting Attendance 13/13</p>	<p>July 2014 Joined the Company</p> <p>June 2017 Executive Director, Deputy Executive General Manager, General Affairs and Personnel Division, concurrently Supervisor of Special Case Subsidiaries and Workplaces Offering Type A Continuous Employment Support, Environment Management Department and Judicial Affairs & Compliance Department, the Company</p> <p>June 2019 Senior Vice President and Director, Supervisor of General Affairs and Personnel Division, Special Case Subsidiaries and Workplaces Offering Type A Continuous Employment Support, Environment Management Department and Judicial Affairs & Compliance Department, the Company (present position)</p>	3,500
<p>Reasons for nomination as candidate for Director Kimiko Nishimura manages divisions concerning general affairs and personnel, environment management, judicial affairs and compliance, and employment of disabled workers as Senior Vice President and Director with her extensive experience and discernment nurtured through her long and proven track record in wide-ranging administrative operations. The Company believes that she is the right person for achieving continuous growth and improvement of corporate value over medium to long term; therefore, the Company requests her reelection as Executive Director.</p>			
8	<p style="text-align: center;">Kenji Kobayashi (October 7, 1964) Reelection Board of Directors Meeting Attendance 13/13</p>	<p>Apr. 1987 Joined the Company</p> <p>Apr. 2014 Operating Officer, Integrated Manager for East Japan, concurrently General Manager, Tokyo Sales Department 4, the Company</p> <p>Apr. 2016 Operating Officer, Integrated Manager for Kinki, concurrently General Manager, Kinki Sales Department 3, the Company</p> <p>June 2016 Executive Director, Integrated Manager for Kinki, concurrently General Manager, Kinki Sales Department 3, the Company</p> <p>Apr. 2017 Executive Director, Integrated Manager for Kinki, the Company</p> <p>Nov. 2017 Executive Director, Integrated Manager for Kinki, concurrently General Manager, Kinki Sales Department 1, the Company</p> <p>Apr. 2018 Executive Director, Integrated Manager for Kinki, the Company</p> <p>Apr. 2019 Executive Director, Integrated General Manager of Integrated Western Sales Department, the Company</p> <p>June 2020 Senior Vice President and Director, Integrated General Manager of Integrated Western Sales Department, the Company (present position)</p>	9,200
<p>Reasons for nomination as candidate for Director Kenji Kobayashi manages the western sales division as Senior Vice President and Director with his extensive experience and discernment nurtured through his service as Director of a Group company and his long and proven track record in marketing. The Company believes that he is the right person for achieving continuous growth and improvement of corporate value over medium to long term; therefore, the Company requests his reelection as Executive Director.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities	Number of the Company's shares owned
9	Osamu Sato (August 7, 1957) Reelection Board of Directors Meeting Attendance 13/13	Nov. 1980 Joined the Company June 2010 Executive Director, General Manager, Tokyo Sales Department 2, the Company Apr. 2012 Executive Director, General Manager, National Sales Department, the Company Apr. 2016 Executive Director, Supervisor of National Sales Department, the Company Apr. 2019 Executive Director, Integrated General Manager of Integrated National Sales Department, the Company (present position)	56,200
Reasons for nomination as candidate for Director Osamu Sato manages the integrated national sales division as Executive Director with his extensive experience and discernment nurtured through his long and proven track record in marketing. The Company believes that he is the right person for achieving continuous growth and improvement of corporate value over medium to long term; therefore, the Company requests his reelection as Executive Director.			
10	Hidetoshi Nagao (June 4, 1961) Reelection Board of Directors Meeting Attendance 13/13	Apr. 1987 Joined the Company Apr. 2014 Operating Officer, General Manager, Personnel Department, the Company July 2014 Operating Officer, General Manager, Personnel Department, concurrently General Manager, Administrative Assistant Department, the Company June 2015 Executive Director, Executive General Manager, General Affairs and Personnel Division, concurrently General Manager, Personnel Department and Administrative Assistant Department, the Company Apr. 2017 Executive Director, Executive General Manager, General Affairs and Personnel Division, concurrently General Manager, Administrative Assistant Department, the Company Oct. 2020 Executive Director, General Manager, General Affairs and Personnel Division, concurrently Supervisor of Administrative Assistant Department, the Company (present position)	24,600
Reasons for nomination as candidate for Director Hidetoshi Nagao manages the general affairs and personnel division as Executive Director with his extensive experience and discernment nurtured through his long and proven track record in administrative departments. The Company believes that he is the right person for achieving continuous growth and improvement of corporate value over medium to long term; therefore, the Company requests his reelection as Executive Director.			

No.	Name (Date of birth)	Career summary, position and responsibilities	Number of the Company's shares owned
11	Takehiko Tawara (October 11, 1957) Reelection Board of Directors Meeting Attendance 9/13	<p>Apr. 1980 Joined the Company</p> <p>Apr. 2014 Operating Officer, Integrated Manager for Chugoku, Shikoku and Kyushu, concurrently General Manager, Kyushu Sales Department, the Company</p> <p>June 2017 Executive Director, Integrated Manager for Chugoku, Shikoku and Kyushu, concurrently General Manager, Kyushu Sales Department, the Company</p> <p>Apr. 2018 Executive Director, Integrated Manager for Chugoku, Shikoku and Kyushu, the Company</p> <p>Apr. 2019 Executive Director, Integrated General Manager of Integrated Kyushu Sales Department, the Company (present position)</p>	24,700
<p>Reasons for nomination as candidate for Director</p> <p>Takehiko Tawara manages the Kyushu sales division as Executive Director with his extensive experience and discernment nurtured through his long and proven track record in marketing. The Company believes that he is the right person for achieving continuous growth and improvement of corporate value over medium to long term; therefore, the Company requests his reelection as Executive Director.</p>			
12	Iwao Fukiyama (November 12, 1958) Reelection Board of Directors Meeting Attendance 13/13	<p>Dec. 1982 Joined the Company</p> <p>Apr. 2014 Operating Officer, Assistant Executive General Manager, Manufacturing Division, the Company</p> <p>July 2014 Operating Officer, Deputy Executive General Manager in charge of the western area, Manufacturing Division, the Company</p> <p>Aug. 2015 Operating Officer, Deputy Executive General Manager in charge of the eastern area, Manufacturing Division, the Company</p> <p>June 2017 Executive Director, Deputy Executive General Manager in charge of the eastern area, Manufacturing Division, the Company (present position)</p>	1,600
<p>Reasons for nomination as candidate for Director</p> <p>Iwao Fukiyama manages the eastern area manufacturing division and has a proven track record in ensuring stable production of products as Executive Director, and rapidly and appropriately responding to various issues and risks, with his experience and discernment nurtured through his long service in the manufacturing division of the Company. He is gifted with the perspectives of both management and the field, as well as excellent leadership and an ability to plan. The Company believes that he is the right person for achieving continuous growth and improvement of corporate value over the medium to long term; therefore, the Company requests his reelection as Executive Director.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities	Number of the Company's shares owned
13	Hiroshi Ogawa (October 4, 1961) Reelection Board of Directors Meeting Attendance 13/13	<p>Apr. 1985 Joined Plastic No.2 Division, Mitsui & Co., Ltd.</p> <p>June 2008 Seconded to Mitsui Plastics, Inc. (New York) as Director & President</p> <p>Oct. 2014 Seconded to Mitsui & Co. Plastics Ltd. as Director and Senior Executive Managing Officer</p> <p>Apr. 2017 Senior Vice President & Divisional Operating Officer of Chemicals Civ. (EMEA), Mitsui & Co. Europe Plc</p> <p>Mar. 2019 Retired from Mitsui & Co. Europe Plc</p> <p>Apr. 2019 Joined the Company Advisor, Global Trading Division</p> <p>June 2019 Executive Director, Executive General Manager, Global Trading Division, the Company (present position)</p>	1,900
<p>Reasons for nomination as candidate for Director</p> <p>Hiroshi Ogawa manages purchasing and overseas management divisions as Executive Director and has a proven track record in the business expansion of the Company with his extensive experience overseas and discernment in general matters related to raw materials including their procurement methods. The Company believes that he is the right person to contribute to new business development and management from his global perspective for achieving continuous growth and improvement of corporate value over the medium to long term; therefore, the Company requests his reelection as Executive Director.</p>			

- (Notes)
1. None of the candidates have any sort of vested interest in the Company.
 2. The Company plans to enter into a liability insurance agreement for Directors with insurers as stipulated by Article 430-3, paragraph 1 of the Companies Act to compensate for any lawsuit cost and the amount of liability for damages in the event that shareholders, the Company, or third parties claim damages caused by an act of the insured during business as Director. The candidates will be included in the insured parties of the said insurance agreement. We also plan to renew the agreement with the same contents at the next renewal.
 3. In addition to the number of meetings of the Board of Directors held, in accordance with Article 370 of the Companies Act and Article 25 of the Articles of Incorporation, one written resolution was made.

Proposal 2: Election of one (1) Executive Director who is an Audit and Supervisory Committee Member

The Company proposes the election of one (1) Executive Director who is an Audit and Supervisory Committee Member, increasing the number of Executive Directors who are Audit and Supervisory Committee Members by one (1) to enhance the audit system.

Please note that candidates for Executive Directors are brought up for the meeting after consulting with an arbitrarily held meeting of the Nomination Consultation Committee chaired by an Independent External Director, receiving a recommendation of the committee indicating that the nomination is appropriate, and acquiring approval from the Board of Directors.

In addition, the consent of the Audit and Supervisory Committee has been obtained for this proposal.

The candidates for Executive Directors who are Audit and Supervisory Committee Members are as follows:

Name (Date of birth)	Career summary, position and responsibilities
<p>Toshinori Iwasawa (June 19, 1966) New election External Independent</p>	<p>Apr. 1990 Joined ITOCHU Corporation Jan. 1996 Joined Pricewaterhouse Consultants Co., Ltd. July 1997 Joined Deloitte Tohmatsu Consulting Co., Ltd. (currently ABeam Consulting Ltd.) Nov. 2003 Executive Officer Principal, ABeam Consulting Ltd. Apr. 2009 President and CEO, ABeam Consulting Ltd. Mar. 2016 Outside Director, Golf Digest Online Inc. (present position) Mar. 2020 Retired from ABeam Consulting Ltd. Nov. 2020 ICT Strategy Coordinator, National Strategy Office of ICT, Cabinet Secretariat (present position)</p> <p>Significant concurrent positions outside the Company Outside Director, Golf Digest Online Inc. ICT Strategy Coordinator, National Strategy Office of ICT, Cabinet Secretariat</p>
<p>Reasons for nomination as candidate for Director and outline of expected roles The Company expects Toshinori Iwasawa to supervise business operations of the Company's senior executives and provide valuable advice on the Company's management, and contribute to reinforcing corporate governance, with his extensive experience in information technology and corporate strategy and discernment as an executive manager; therefore, the Company requests his election as External Director.</p>	

- (Notes)
1. There is no special interest between Toshinori Iwasawa and the Company.
 2. Toshinori Iwasawa is an External Director candidate.
 3. If Toshinori Iwasawa is elected, the Company plans to enter into an agreement with him to limit liability for damages under Article 427, paragraph 1 of the Companies Act to the minimum liability amount provided for in Article 423, paragraph 1 of the same Act.
 4. The Company plans to enter into a liability insurance agreement for Directors with insurers as stipulated by Article 430-3, paragraph 1 of the Companies Act to compensate for any lawsuit cost and the amount of liability for damages in the event that shareholders, the Company, or third parties claim damages caused by an act of the insured during business as Director. The candidates will be included in the insured parties of the said insurance agreement.
 5. Since Toshinori Iwasawa meets the requirements for Independent Director as provided for by the Tokyo Stock Exchange, if his election is approved, the Company intends to register him as Independent Director. Please refer to verify the "Independence Judgment Criteria for Independent External Directors of the Company" on page 20 set forth by the Company.

Proposal 3: Revision of remuneration for Executive Directors (excluding Executive Directors who are Audit and Supervisory Committee Members)

Remuneration for Executive Directors (excluding Executive Directors who are Audit and Supervisory Committee Members) of the Company was last addressed through a resolution made at the 54th Ordinary General Meeting of Shareholders on June 28, 2016. This set the amount of remuneration at no more than five hundred million yen (500,000,000 yen) per annum (note that this does not include the employee component of wages for Executive Directors who concurrently serve as employees).

In this meeting, the Company requests approval for the revision of remuneration for Executive Directors (excluding Executive Directors who are Audit and Supervisory Committee Members) to no more than seven hundred million yen (700,000,000 yen) per annum (excluding the employee component of wages for Executive Directors who concurrently serve as employees). The aim of this is to encourage Directors to contribute to better performance and higher corporate value, in consideration of changes in the future economic climate and other various factors.

This proposal is brought up for the meeting after consulting with an arbitrarily held meeting of the Remuneration Consultation Committee chaired by an Independent External Director, receiving a recommendation of the committee indicating that the nomination is appropriate, and acquiring approval from the Board of Directors. Also, the Audit and Supervisory Committee of the Company deems appropriate.

Currently, the number of Executive Directors (excluding Executive Directors who are Audit and Supervisory Committee Members) is thirteen (13) (of whom none (0) is External Directors). If Proposal 1 “Election of thirteen (13) Executive Directors (excluding Executive Directors who are Audit and Supervisory Committee Members)” is approved as originally proposed, the number of Executive Directors (excluding Executive Directors who are Audit and Supervisory Committee Members) who are applicable to this proposal remains thirteen (13) (of whom none (0) is External Directors).

Proposal 4: Revision of remuneration for Executive Directors who are Audit and Supervisory Committee Members

Remuneration for Executive Directors who are Audit and Supervisory Committee Members of the Company was last addressed through a resolution made at the 54th Ordinary General Meeting of Shareholders on June 28, 2016. This set the amount of remuneration at no more than eighty million yen (80,000,000 yen) per annum. However, the Company requests approval to revise remuneration to no more than one hundred million yen (100,000,000 yen) per annum. The aim of this is to reinforce the auditing and supervisory function under advanced expertise, in consideration of changes in the future economic climate and other various factors, in addition to increasing the number of Executive Directors who are Audit and Supervisory Committee Members.

This proposal is brought up for the meeting after consulting with an arbitrarily held meeting of the Remuneration Consultation Committee chaired by an Independent External Director, receiving a recommendation of the committee indicating that the nomination is appropriate, and acquiring approval from the Board of Directors. Also, the Audit and Supervisory Committee of the Company deems appropriate.

Currently, the number of Executive Directors who are Audit and Supervisory Committee Members is four (4) (of whom four (4) are External Directors). If Proposal 2 “Election of one (1) Executive Director who is an Audit and Supervisory Committee Member” is approved as originally proposed, the number of Executive Directors who are Audit and Supervisory Committee Members who are applicable to this proposal would become five (5) (of whom five (5) would be External Directors).

[For Your Reference]

Independence Judgment Criteria for Independent External Directors of the Company

In cases where External Directors or External Director candidates are found not to fall under any of the following items, the Company will conclude that said Directors or candidates bear independence.

1. Persons involved with business partners
 - (1) Customers, etc.
Persons who served as an executing person at a company that constitutes a main business partner (customer) (Note 1) of the Company group within the last three (3) years
 - (2) Suppliers, etc.
Persons who served as an executing person at a company that constitutes a main business partner (supplier) (Note 1) of the Company group within the last three (3) years
2. Persons involved with financial institutions
Persons who served as an executing person at a financial institution where the average annual liabilities of the Company group exceed one hundred million yen (100,000,000 yen) or three percent (3%) of the Company's total consolidated assets, whichever is higher, within the last three (3) years
3. Consultants, etc. (Note 2)
Persons who have gained monies or other economic benefits from the Company group that averages out to ten million yen (10,000,000 yen) or more over the past three (3) years
4. Major shareholders, etc.
Persons who served as a director, executive officer or corporate auditor at a major shareholder (Note 3) of the Company or at a company of which the Company is a major shareholder (Note 3) within the last three (3) years
5. Others
Persons whose relatives up to the second degree serve as an Executive Director, Corporate Auditor or otherwise important employee (Note 4) of the Company or Company group or fall under 1 through 4 above (limited to those who are Executive Directors)

(Note 1) "Main business partners" refers to business partners whose annual value of transactions with the Company exceeds one hundred million yen (100,000,000 yen) or three percent (3%) of the Company's total consolidated sales, whichever is higher.

(Note 2) Refers to consultants, accounting specialists or legal specialists, etc. (or persons belonging to a corporation, union or another organization if the said organization has been the one to gain economic benefits from the Company group).

(Note 3) "Major shareholders" refers to corporations, etc. that own ten percent (10%) or more of total voting rights.

(Note 4) "Important employees" refer to persons in a position of Executive General Manager or higher.