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Securities Code: 4733

June 5, 2019

To our shareholders:

Shigefumi Wada
President and Representative Director
OBIC BUSINESS CONSULTANTS CO., LTD.
6-8-1, Nishi-shinjuku, Shinjuku-ku, Tokyo

Notice of the 40th Annual General Meeting of Shareholders

You are cordially invited to attend the 40th Annual General Meeting of Shareholders of OBIC BUSINESS CONSULTANTS CO., LTD. (the “Company”), which will be held as indicated below.

If you are unable to attend the Meeting in person, you may exercise your voting rights in writing, via the Internet, etc. Please review the attached Reference Documents for General Meeting of Shareholders and exercise your voting rights according to information mentioned later so that your vote is received by 5:45 p.m. on Friday, June 21, 2019 (JST).

- 1. Date and Time:** Monday, June 24, 2019, at 10:00 a.m. (JST)
- 2. Venue:** Ohgi, 4th floor, South Tower, Keio Plaza Hotel,
2-2-1, Nishi-shinjuku, Shinjuku-ku, Tokyo

3. Purpose of the Meeting

Matter to be reported:

The Business Report and the Non-consolidated Financial Statements for the 40th fiscal year (From April 1, 2018 to March 31, 2019)

Matters to be resolved:

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|-----------------------|---|
| Proposal No. 1 | Appropriation of Surplus |
| Proposal No. 2 | Election of Ten Directors |
| Proposal No. 3 | Election of Three Audit & Supervisory Board Members |
| Proposal No. 4 | Final Payment of Retirement Benefits to Directors and Audit & Supervisory Board Members, Fixed Due to Termination of Directors’ Retirement Benefits |
| Proposal No. 5 | Determination of Remuneration and Contents to Grant Transfer Restricted Shares of the Company to Directors (excluding outside Directors) |
| Proposal No. 6 | Payment of Bonuses to Directors |

4. Exercising Your Voting Rights

(1) Voting in Writing

Please indicate your approval or disapproval in the enclosed voting form, and then return the form to the Company so that your vote is received by 5:45 p.m. on Friday, June 21, 2019 (JST).

(2) Voting via the Internet, etc.

For voting via the Internet, etc., please exercise your voting rights by 5:45 p.m. on Friday, June 21, 2019 (JST).

5. Disclosure via the Internet

Pursuant to the relevant laws and regulations and the provision of Article 14 of Articles of Incorporation, the following among documents to be attached, are posted on the Company website (<https://www.obc.co.jp>) and are not attached to this notice. Of the documents to be provided with this notice, the Non-consolidated Financial Statements are a part of the documents that were audited by the Financial Auditor and Audit & Supervisory Board Members in preparing their respective audit reports.

- Notes to Non-consolidated Financial Statements

- If you attend the Meeting in person, please submit the enclosed voting form to our reception desk at the venue on the day of the Meeting.

- Further, if there are any changes in the Reference Documents for General Meeting of Shareholders or Business Report and Non-consolidated Financial Statements, they will be posted on the Company's website (<https://www.obc.co.jp>).

Reference Documents for General Meeting of Shareholders

Proposal No. 1 Appropriation of Surplus

The Company believes that one of its most important duties is to return its profit to its shareholders, and hence sets stable dividends as our basic policy. It has given consideration to the future business development, etc., and proposes the payment of year-end dividends and other appropriation of surplus for the fiscal year as follows:

1. Year-end dividends
 - (1) Type of dividend property
To be paid in cash.
 - (2) Allotment of dividend property and their aggregate amount
The Company proposes to pay a dividend of ¥25 per common share of the Company.
In this event, the total dividends will be ¥1,879,100,350.
(Notes) As of January 1, 2019, the Company executed a share split providing two shares for every one common share. As a result, the above year-end dividend calculated based on the per share dividend amount before the execution of the share split is ¥50 per share. Therefore, the annual dividend, including the ¥40 interim dividend, equals ¥90 per share before the share split and represents a ¥10 increase compared with the previous year.
 - (3) Effective date of dividends of surplus
The effective date of dividends will be June 25, 2019.
2. Other appropriation of surplus
 - (1) Item of surplus to be increased and amount of increase
General reserve: ¥7,000,000,000
 - (2) Item of surplus to be decreased and amount of decrease
Retained earnings brought forward: ¥7,000,000,000

Proposal No. 2 Election of Ten Directors

The terms of office of all ten Directors will expire at the conclusion of this annual general meeting of shareholders. In that regard, the Company proposes the election of ten Directors.

The candidates for Director are as follows:

Candidate no.	Name (Date of birth)	Career summary, position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Masahiro Noda (August 24, 1938) Reelection Outside	Apr. 1968 Established OBIC Co., Ltd. President and Representative Director	406,400 shares
		Nov. 1979 President and Representative Director of OBIC Office Automation Co., Ltd. May 1981 Chairman and Representative Director of the Company Jan. 1996 Chairman and Representative Director of OBIC Office Automation Co., Ltd. (current position) June 1996 Chairman of the Company (current position) Apr. 2003 Chairman and Representative Director of OBIC Co., Ltd. Feb. 2006 Chairman and Representative Director, and President and Representative Director Apr. 2013 Chairman and Representative Director (current position) (Significant concurrent positions outside the Company) Chairman and Representative Director of OBIC Co., Ltd. Chairman and Representative Director of OBIC Office Automation Co., Ltd.	
(Reasons for nomination as candidate for outside Director) The Company proposes the election of Masahiro Noda as outside Director so that his extensive experience and broad discernment as a senior corporate manager who has a grasp of the OBIC group as a whole will be reflected in the management of the Company.			
2	Shigefumi Wada (August 30, 1952) Reelection	Dec. 1980 Established the Company President and Representative Director	23,112,640 shares
		Jan. 1990 General Manager of Sales Headquarters Apr. 2009 President and Representative Director and Manager of Sales Headquarters (current position)	
(Reasons for nomination as candidate for Director) The Company proposes the reelection of Shigefumi Wada as Director because the Company has concluded that he has broad discernment, and enough experience and abilities as Representative Director of the Company; he has served as President and Representative Director over many years, possesses extensive experience as a senior corporate manager, has exerted leadership as the chief superintendent of the Company, and has been familiar with various divisions of the Company, including divisions in the sales field.			
3	Hiroko Wada (May 22, 1953) Reelection	Dec. 1980 Established the Company Director	5,233,600 shares
		Jan. 1983 Managing Director Jan. 1990 General Manager of Administrative Headquarters and Manager of Administration Division (current position) June 1999 Senior Managing Director (current position)	
(Reasons for nomination as candidate for Director) The Company proposes the reelection of Hiroko Wada as Director because the Company has concluded that she has enough experience and abilities as Director of the Company, including extensive experience and broad discernment pertaining to her long-time involvement in the management of the whole administration division, and various divisions of the Company, including divisions in the corporate planning and financial fields, as well as leadership as a senior executive of the Company.			

Candidate no.	Name (Date of birth)	Career summary, position and responsibility in the Company (Significant concurrent positions outside the Company)		Number of the Company's shares owned
4	Shigeru Nakayama (March 11, 1956) Reelection	May 1982	Joined the Company	883,200 shares
		Jan. 1990	General Manager of Product Development Headquarters (current position)	
Feb. 1991	Director			
June 1999	Managing Director (current position)			
Apr. 2005	Manager of Application Development Division			
(Reasons for nomination as candidate for Director) The Company proposes the reelection of Shigeru Nakayama as Director because the Company has concluded that he has enough experience and abilities as Director of the Company, including extensive experience pertaining to his long-time involvement in the management of the whole development division, research and development, and application development, as well as leadership as a senior executive of the Company.				
5	Katsuhiko Karakama (July 29, 1966) Reelection	Apr. 1989	Joined the Company	11,600 shares
		Apr. 2007	Manager of Product Development Headquarters	
June 2013	Vice General Manager of Product Development Headquarters (current position)			
June 2017	Director (current position)			
(Reasons for nomination as candidate for Director) Katsuhiko Karakama has worked in the product development division over many years since joining the Company and has advanced IT knowledge and experience. The Company proposes the election of Mr. Karakama as Director because he has played a central role in planning IT strategies and developing applications as Vice General Manager of Product Development Headquarters.				
6	Toshio Ogino (May 19, 1965) Reelection	Jan. 1993	Joined the Company	20,200 shares
		Apr. 1997	Branch Manager of Sendai Branch	
May 2000	Branch Manager of Osaka Branch			
Apr. 2012	Manager of Sales Headquarters			
June 2013	Vice General Manager of Sales Headquarters (current position)			
		June 2017	Director (current position)	
(Reasons for nomination as candidate for Director) The Company proposes the election of Toshio Ogino as Director because he has worked in the sales division over many years since joining the Company, led the whole sales division, and played a central role in expanding and promoting the Company's business as Vice General Manager of Sales Headquarters.				
7	Shoichi Tachibana (April 26, 1961) Reelection Outside	Apr. 1985	Joined OBIC Co., Ltd.	– shares
		Apr. 2008	Director and Vice President General Manager of Solution Management Headquarters and General Manager of Solution Promotion Headquarters Director of OBIC Office Automation Co., Ltd.	
June 2009	Director of the Company (current position)			
Apr. 2013	President and Representative Director of OBIC Co., Ltd. (current position)			
June 2014	Managing Director of OBIC Office Automation Co., Ltd.			
June 2018	President and Representative Director of OBIC Office Automation Co., Ltd. (current position)			
		(Significant concurrent positions outside the Company) President and Representative Director of OBIC Co., Ltd. President and Representative Director of OBIC Office Automation Co., Ltd.		
(Reasons for nomination as candidate for outside Director) The Company proposes the election of Shoichi Tachibana as outside Director because the Company has concluded that his experience and broad discernment as a senior corporate manager, and his objective standpoint independent of the management team that executes business operations will contribute greatly towards the Company's management.				

Candidate no.	Name (Date of birth)	Career summary, position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
8	<p style="text-align: center;">Chiaki Ito (October 10, 1947)</p> <p style="text-align: center;">Reelection Outside Independent officer</p>	<p>Apr. 1970 Joined FUJITSU LIMITED</p> <p>June 2004 Member of the Board and Corporate Executive Vice President</p> <p>June 2006 Corporate Senior Executive Vice President and Representative Director</p> <p>June 2008 Member of the Board and Vice Chairman</p> <p>Apr. 2010 Chairman and Representative Director of FUJITSU RESEARCH INSTITUTE</p> <p>Apr. 2012 Senior Executive Advisor</p> <p>June 2013 Director of Hitachi Zosen Corporation (current position)</p> <p>June 2015 Director of the Company (current position) Director of ZENSHO HOLDINGS CO., LTD. (current position)</p> <p>(Significant concurrent positions outside the Company) Outside Director of ZENSHO HOLDINGS CO., LTD. Outside Director of Hitachi Zosen Corporation</p>	– shares
<p>(Reasons for nomination as candidate for outside Director)</p> <p>The Company proposes the election of Chiaki Ito as outside Director because the Company has concluded that his extensive experience and broad discernment pertaining to his involvement in the management of Fujitsu Limited over many years will contribute greatly towards the Company's management.</p>			

Candidate no.	Name (Date of birth)	Career summary, position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
9	Takamune Okihara (July 11, 1951) Reelection Outside Independent officer	<p>Apr. 1974 Joined The Sanwa Bank, Ltd.</p> <p>Mar. 2001 Executive Officer and General Manager of Corporate Banking Planning Department</p> <p>Jan. 2002 Executive Officer and Assistant Manager of Corporate Company Unit of UFJ Bank Ltd.</p> <p>May 2003 Senior Executive Officer</p> <p>May 2004 President and CEO</p> <p>June 2004 Director of UFJ Holdings, Inc.</p> <p>Jan. 2006 Deputy President of The Bank of Tokyo-Mitsubishi UFJ, Ltd. (currently MUFG Bank, Ltd.)</p> <p>Apr. 2008 Deputy Chairman</p> <p>June 2010 Chairman of Mitsubishi UFJ Financial Group, Inc.</p> <p>May 2014 Senior Adviser of The Bank of Tokyo-Mitsubishi UFJ, Ltd. (currently MUFG Bank, Ltd.) (current position)</p> <p>June 2014 Director of The Kansai Electric Power Company, Incorporated (current position) Audit & Supervisory Board Member of Sompo Japan Nipponkoa Insurance Inc. (current position)</p> <p>June 2016 Director of the Company (current position) (Significant concurrent positions outside the Company) Outside Director of The Kansai Electric Power Company, Incorporated Outside Audit & Supervisory Board Member of Sompo Japan Nipponkoa Insurance Inc.</p>	– shares
<p>(Reasons for nomination as candidate for outside Director)</p> <p>The Company proposes the election of Takamune Okihara as outside Director because the Company has concluded that his extensive experience and broad discernment pertaining to his involvement in the management of MUFG Bank, Ltd. over many years will contribute greatly towards the Company's management.</p>			

Candidate no.	Name (Date of birth)	Career summary, position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
10	Atsushi Kawanishi (November 29, 1958) Reelection Outside	Apr. 1982 Joined OBIC Co., Ltd. Apr. 2000 Manager of Tokyo Headquarters Administrative Division Apr. 2002 Manager of Administration Supervision Division June 2003 Director General Manager of Administration Supervision Division Apr. 2005 Managing Director (current position) Apr. 2008 General Manager of Human Resources and Administration Supervision Division (current position) June 2018 Director of the Company (current position) (Significant concurrent positions outside the Company) Managing Director of OBIC Co., Ltd.	– shares
(Reasons for nomination as candidate for outside Director) The Company proposes the election of Atsushi Kawanishi as outside Director because the Company has concluded that in addition to currently serving as Managing Director for OBIC Co., Ltd., his extensive experience and broad discernment from serving in various positions related to human resources and administration and his objective standpoint independent of the management team that executes business operations will contribute greatly towards the Company's management.			

- Notes:
1. Masahiro Noda, Shoichi Tachibana, Chiaki Ito, Takamune Okihara, and Atsushi Kawanishi are candidates for outside Director.
 2. Masahiro Noda, Shoichi Tachibana, Chiaki Ito, Takamune Okihara, and Atsushi Kawanishi are currently outside Directors of the Company, and at the conclusion of this general meeting of shareholders, their tenure will have been 38 years, ten years, four years, three years, and one year respectively.
 3. Pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company concluded agreements with Masahiro Noda, Shoichi Tachibana, Chiaki Ito, Takamune Okihara, and Atsushi Kawanishi to limit their liability for damages under Article 423, paragraph 1 of the same Act, and the limit amount for liability for damages pursuant to these agreements is the minimum liability amount prescribed by Article 425, paragraph 1 of the same Act. If the reelection of them is approved, the Company plans to renew the aforementioned agreements with them.
 4. The Company has submitted notification to Tokyo Stock Exchange, Inc. that Chiaki Ito and Takamune Okihara have been designated as independent officers. If Mr. Ito and Mr. Okihara are reelected, the Company plans for their reappointments as independent officers to continue.
 5. The Company has sales relations with OBIC Co., Ltd. and OBIC Office Automation Co., Ltd. for products and merchandise, etc. Masahiro Noda serves concurrently as Chairman and Representative Director of OBIC Co., Ltd. and Chairman and Representative Director of OBIC Office Automation Co., Ltd., Shoichi Tachibana serves concurrently as President and Representative Director of OBIC Co., Ltd. and President and Representative Director of OBIC Office Automation Co., Ltd., and Atsushi Kawanishi serves concurrently as Managing Director of OBIC Co., Ltd.
 6. There is no special interest between any other candidates for Director and the Company.

Proposal No. 3 Election of Three Audit & Supervisory Board Members

The terms of office of all three Audit & Supervisory Board Members will expire at the conclusion of this general meeting of shareholders. In that regard, the Company proposes the election of three Audit & Supervisory Board Members.

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

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

Candidate no.	Name (Date of birth)	Career summary and position in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Shigekazu Kurozu (April 29, 1955) Reelection	Jan. 1982 Joined Showa Audit Corporation (currently Ernst & Young ShinNihon LLC) July 1985 Joined the Company Apr. 1991 General Manager of Product Management of Development Department Apr. 1996 Director July 2003 Manager of Application Development Division June 2004 Audit & Supervisory Board Member (current position)	346,400 shares
(Reasons for nomination as candidate for Audit & Supervisory Board Member) The Company proposes the reelection of Shigekazu Kurozu as Audit & Supervisory Board Member because the Company has concluded that his possession of certified public accountant qualifications and his broad discernment pertaining to R&D and application development based on his experience working at the development department of the Company will contribute greatly towards the Company's auditing structure.			
2	Shinji Isaka (February 26, 1959) Reelection Outside	Apr. 1981 Joined OBIC Co., Ltd. Apr. 2015 Manager of Accounting Headquarters Apr. 2018 Executive Officer (current position) General Manager of Accounting Headquarters (current position) June 2018 Audit & Supervisory Board Member of the Company (current position) June 2018 Audit & Supervisory Board Member of OBIC Office Automation Co., Ltd. (current position) June 2018 Audit & Supervisory Board Member of Niigata OBIC System Engineering Co., Ltd. (current position) (Significant concurrent positions outside the Company) Executive Officer of OBIC Co., Ltd. Audit & Supervisory Board Member of OBIC Office Automation Co., Ltd. Audit & Supervisory Board Member of Niigata OBIC System Engineering Co., Ltd.	– shares
(Reasons for nomination as candidate for outside Audit & Supervisory Board Member) The Company proposes the reelection of Shinji Isaka as outside Audit & Supervisory Board Member because the Company has concluded that in addition to appropriately executing his role as an outside Audit & Supervisory Board Member and currently serving as Executive Officer for OBIC Co., Ltd., he possesses professional perspective regarding finance and accounting through his many years serving in accounting departments of this company.			

Candidate no.	Name (Date of birth)	Career summary and position in the Company (Significant concurrent positions outside the Company)		Number of the Company's shares owned
3	Toshiro Takahashi (October 7, 1971)	Apr. 1998	Registered as an attorney at law (Member of Daini Tokyo Bar Association) Joined Yonezu Law Office	– shares
	New election Outside	Apr. 2001	Joined Nagatacho Law Office as a partner (current position)	
(Reasons for nomination as candidate for outside Audit & Supervisory Board Member) The Company proposes the election of Toshiro Takahashi as outside Audit & Supervisory Board Member because the Company has concluded that his broad discernment as an attorney will allow him to objectively assess the overall Company management from a legal perspective. Mr. Takahashi has never in the past been involved in the management of a company. However, the Company judges he will appropriately fulfill his duties as an outside Audit & Supervisory Board Member based on the above reasons.				

- Notes:
1. Shinji Isaka and Toshiro Takahashi are candidates for outside Audit & Supervisory Board Member.
 2. Shinji Isaka is currently an outside Audit & Supervisory Board Member of the Company, and his tenure will have been one year at the conclusion of this general meeting of shareholders.
 3. Pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company concluded agreement with Shinji Isaka to limit his liability for damages under Article 423, paragraph 1 of the same Act, and the limit amount for liability for damages pursuant to this agreement is the minimum liability amount prescribed by Article 425, paragraph 1 of the same Act. If the reelection of Mr. Isaka is approved, the Company plans to renew the aforementioned agreements with him.
 4. Pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company plans to enter into an agreement with Toshiro Takahashi to limit his liability for damages under Article 423, paragraph 1 of the same Act, if his election is approved. The limit amount for liability for damages pursuant to this agreement is the minimum liability amount prescribed by Article 425, paragraph 1 of the same Act.
 5. The Company has sales relations with OBIC Co., Ltd., OBIC Office Automation Co., Ltd. and Niigata OBIC System Engineering Co., Ltd. for products and merchandise, etc. Shinji Isaka serves concurrently as Executive Officer of OBIC Co., Ltd., Audit & Supervisory Board Member of OBIC Office Automation Co., Ltd. and Audit & Supervisory Board Member of Niigata OBIC System Engineering Co., Ltd.
 6. The Company had signed a legal counsel agreement with Nagatacho Law Office, to which Toshiro Takahashi belongs, effective until March 31, 2019. However, this agreement currently expired.

Proposal No. 4 Final Payment of Retirement Benefits to Directors and Audit & Supervisory Board Members, Fixed Due to Termination of Directors' Retirement Benefits

As part of the revision to Directors' remuneration system, at the Board of Directors meeting held on May 13, 2019, the Company has resolved to abolish the Retirement Benefit Plan for Directors and Audit & Supervisory Board Members, and to fix the amount of their final payments at the conclusion of this general meeting of shareholders.

Due to the revision, if Proposal No. 2 "Election of Ten Directors" and Proposal No. 3 "Election of Three Audit & Supervisory Board Members" are approved as originally proposed, the Company shall abolish directors' retirement benefits as of the end of March, 2019, and fix the amount of their final payments to the five Directors (excluding outside Directors) and one full-time Audit & Supervisory Board Member.

The total final payment for the retirement benefits related to this proposal will be ¥952,000,000.

Further, the Company proposes that the timing of providing thereof shall be set at the time of retirement of each Director and Audit & Supervisory Board Member. Specific amounts and methods of payment to each Director shall be decided by the Board of Directors, while those for Audit & Supervisory Board Members shall be decided by Audit & Supervisory Board.

The career summaries of Directors and Audit & Supervisory Board Members expected to receive final payment due to the termination of the retirement benefits are as follows:

Name	Career summary	
Shigefumi Wada	Dec. 1980	Established the Company President and Representative Director (current position)
Hiroko Wada	Dec. 1980	Established the Company Director
	Jan. 1983	Managing Director
	June 1999	Senior Managing Director (current position)
Shigeru Nakayama	Feb. 1991	Director of the Company
	June 1999	Managing Director (current position)
Katsuhiko Karakama	June 2017	Director of the Company (current position)
Toshio Ogino	June 2017	Director of the Company (current position)
Shigekazu Kurozu	Apr. 1996	Director of the Company
	June 2004	Audit & Supervisory Board Member (current position)

Proposal No. 5 Determination of Remuneration and Contents to Grant Transfer Restricted Shares of the Company to Directors (excluding outside Directors)

The total amount of remuneration for Directors and Audit & Supervisory Board Members of the Company was set as no more than ¥480 million a year (no more than ¥420 million a year for Directors and ¥60 million for Audit & Supervisory Board Members; however, employee salaries of Directors who concurrently serve as employees are paid separately from this remuneration amount) at the 28th General Meeting of Shareholders held on June 26, 2007. As a part of the revision to Director's remuneration system, the Company hereby proposes the payment of remuneration to grant new transaction restricted shares to Directors (excluding outside Directors, hereinafter "Eligible Director") separate from the remuneration described above, in order to provide them with an incentive to sustainably increase the Company's corporate value and to further promote shared value between shareholders and Directors.

Based on this proposal, the remuneration to be paid to Eligible Directors for the purpose of granting them the transaction restricted shares shall be monetary claims (hereinafter, the "monetary remuneration claims") and the total amount of monetary remuneration claims shall be not more than ¥150 million per year, as the amount deemed to be reasonable in light of the aforementioned purposes. Furthermore, the specific timing and the amount of payment to each Eligible Director shall be determined by the Board of Directors. However, the Company shall not pay remuneration to outside Directors, so as to grant the transfer restricted shares. Further, the above remuneration amount does not include employee salaries of Directors who concurrently serve as the employees of the Company. The number of Directors is currently ten (including five outside Directors). Upon the approval and adoption of Proposal No. 2 "Election of Ten Directors" as originally proposed, the number of Directors will be ten and be unchanged.

The Eligible Directors shall pay all monetary remuneration claims under this proposal in the form of property contributed in kind, in accordance with the resolution of the Board of Directors of the Company, and shall, in return, receive common shares of the Company that shall be issued or disposed of by the Company.

The total number of common shares issued or disposed of by the Company under this proposal shall be no more than 40,000 shares in one business year. (However, if, on or after the day on which this proposal is approved and adopted at the General Meeting of Shareholders, the Company performs a share split (including allotment of shares without contribution), a reverse share split of its common shares, or any other reason arises necessitating an adjustment to the total number of common shares of the Company issued or disposed of, so as to grant the transfer restricted shares, the relevant total number shall be reasonably adjusted in accordance with the number of the relevant shares.) In addition, the amount to be paid in per share shall be determined by the Board of Directors based on the closing price of the Company's common shares on the Tokyo Stock Exchange on the business day immediately before each date of resolution by the Board of Directors regarding the allotment of shares (if there is no closing price on such date, the closing price on the closest preceding trading day) within the extent that the amount will not be particularly advantageous to the Eligible Directors who subscribe the Company's common shares.

For such issuance or disposal of the common shares of the Company based on this proposal, the Company and the Eligible Directors shall enter into an agreement regarding allotment of transfer restricted shares of the Company (the "Allotment Agreement") which shall include the following provisions.

1. Transfer restriction period

The restriction period shall be the period (the "Restriction Period") specified in advance by the Board of Directors of the Company, which is a period between three to 30 years from the day on which shares are allotted under the Allotment Agreement. During the Restriction Period, the Eligible Directors shall not transfer, create any security interest on, or otherwise dispose of ("Transfer Restrictions") the common shares (the "Allotted Shares") allotted under the Allotment Agreement.

2. Treatment upon retirement or resignation from the positions

If an Eligible Director of the Company retires or resigns from the position of Director of the Company, Director of the Company's subsidiary, Executive Officer who does not serve concurrently as a Director, Audit & Supervisory Board Member, employee, or other equivalent position before the Restriction Period expires, the Company shall automatically acquire such Allotted Shares from the Eligible Director without contribution, unless the reason for his/her retirement from office is the expiration of the term of his/her office, death, or other reason that the Company's Board of Directors deems justifiable.

3. Lifting of transfer restrictions

Notwithstanding the provision 1 above, the Company shall lift the transfer restrictions of all of the Allotted Shares upon expiration of the Restriction Period, on the condition that the Eligible Director has remained in the position of Director of the Company, Director of the Company's subsidiary, Executive Officer who does not serve concurrently as a Director, Audit & Supervisory Board Member, employee, or other equivalent position throughout the Restriction Period. However, if the Eligible Director retires or resigns from the position designated in 2 above before the expiration of the Restriction Period due to expiration of the term of his/her office, death, or other reason that the Company's Board of Directors deems justifiable, the Company shall rationally adjust the number of the Allotted Shares on which the transfer restrictions are to be lifted, and the timing of lifting as needed. In cases of such adjustments, according to the above provisions, the Company shall automatically acquire without contribution from Eligible Directors the Allotted Shares on which the transfer restrictions have not been lifted as of the time immediately after the transfer restriction is lifted.

4. Treatment during reorganization, etc.

Notwithstanding the provision of 1 above, if, during the Restriction Period, matters relating to a merger agreement in which the Company is the disappearing company, a share exchange agreement or share transfer plan in which the Company becomes a wholly owned subsidiary, or other reorganization, etc. are approved at the Company's general meeting of shareholders (or at a meeting of its Board of Directors in cases where approval at the Company's general meeting of shareholders is not required in relation to the reorganization, etc.), the Company shall lift the transfer restrictions on the Allotted Shares with the number of shares that is reasonably determined considering the period from the start date of the Restriction Period to the effective date of the reorganization, etc. prior to the date on which the reorganization, etc. becomes effective, by resolution of the Board of Directors of the Company. In these cases, the Company shall automatically acquire without contribution the Allotted Shares from Eligible Directors on which the transfer restrictions have not been lifted as of the time immediately after the transfer restrictions were lifted.

5. Other matters

Other matters related to the Allotment Agreement shall be determined at the Board of Directors meeting of the Company.

Proposal No. 6 Payment of Bonuses to Directors

Taking into account the amounts paid in the past and business performance in the fiscal year under review, the Company plans to pay a total bonus of ¥80,000 thousand to five of the ten Directors (excluding five outside Directors) in office as of the end of the fiscal year under review.

Further, the Company proposes that the decision as to the specific amount of bonus to be paid to each Director be decided by the Board of Directors.