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Securities Code: 8051

June 3, 2019

To our shareholders:

Yuji NAGAO
Representative Director and President
YAMAZEN CORPORATION
2-3-16 Itachibori, Nishi-ku, Osaka

Notice of the 73rd Annual General Meeting of Shareholders

You are cordially invited to attend the 73rd Annual General Meeting of Shareholders of YAMAZEN CORPORATION (the “Company”), which will be held as stated below.

If you are unable to attend the meeting, you can exercise your voting rights in writing or on the internet. Please consider the Reference Documents for General Meeting of Shareholders below and exercise your voting rights no later than 5:30 p.m. on Tuesday, June 25, 2019 (JST).

- 1. Date and Time:** Wednesday, June 26, 2019 at 10:00 a.m. (JST)
- 2. Venue:** 7th floor conference room in the Head Office of YAMAZEN CORPORATION
2-3-16 Itachibori, Nishi-ku, Osaka

3. Purpose of the Meeting

Matters to be reported:

1. Business Report, Consolidated Financial Statements for the 73rd fiscal year (April 1, 2018 to March 31, 2019) and results of audits by the Accounting Auditor and the Audit and Supervisory Committee of the Consolidated Financial Statements.
2. Non-consolidated Financial Statements for the 73rd fiscal year (April 1, 2018 to March 31, 2019)

Matters to be resolved:

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| Proposal No. 1 | Election of Six Directors (Excluding Directors Who Are Audit and Supervisory Committee Members) |
| Proposal No. 2 | Election of One Director Who Is Audit and Supervisory Committee Member |
| Proposal No. 3 | Introduction of Share-based Remuneration Plan for Directors (Excluding Directors Who Are Audit and Supervisory Committee Members and Outside Directors) |

Reference Documents for General Meeting of Shareholders

Proposals and Reference Information

Proposal No. 1 Election of Six Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

At the conclusion of this meeting, the terms of office of all ten Directors (excluding Directors who are Audit and Supervisory Committee Members; applicable to the rest of this proposal) will expire. The Company proposes the election of six Directors including one outside Director, a reduction of four Directors, to establish a clear separation in the roles and responsibilities between the supervision of business administration (monitoring) and the execution of duties (management), and further enhance the corporate governance system.

In addition, as a result of an examination, the Audit and Supervisory Committee judged that the candidate in this proposal is qualified.

The candidates for Director are as follows:

Candidate No.	Name	Candidate Attributes	Position and Responsibility in the Company	Years as Director (As of the Conclusion of this Meeting)	Attendance at Meetings of the Board of Directors in FY2018
1	Yuji NAGAO	Reelection	Representative Director, President, CEO & COO	5 years	13/13 (100%)
2	Toshiyasu NOUMI	Reelection	Representative Director, Executive Officer in charge of Sales & Marketing	4 years	13/13 (100%)
3	Kenji GOSHI	Reelection	Director and Executive Officer; CIO, President of Corporate Planning H.Q.	2 years	12/13 (92%)
4	Masamichi YAMAZOE	Reelection	Director and Executive Officer; CFO, President of Administration H.Q.	1 year	9/10 (90%)
5	Koji KISHIDA	Reelection	Director and Executive Officer; President of Production Equipment Business H.Q.	1 year	10/10 (100%)
6	Hirofumi ISEKI	Reelection Outside Independent Officer	Outside Director	1 year	10/10 (100%)

- Notes:
1. There is no special interest between any of the candidates and the Company.
 2. Hirofumi ISEKI is a candidate for outside Director. Furthermore, he satisfies the requirements for an independent officer as provided for by Tokyo Stock Exchange, and the Company has submitted notification to the aforementioned exchange concerning his appointment as an independent officer.
 3. Hirofumi ISEKI served as Representative Director and President of OKK Corporation until March 2015, and as Director and Chairman until June 2016. The Company and OKK Corporation have supply transactions for machine tools, with the transaction amount for such accounting for less than 1% of the consolidated net sales of the Company for the most recent fiscal year.
 4. Hirofumi ISEKI is currently an outside Director of the Company, and at the conclusion of this meeting, his tenure will have been one year.
 5. The Company has entered into an agreement with Hirofumi ISEKI to limit his liability for damages provided under Article 423, paragraph 1 of the Companies Act to the amount provided by laws and regulations. If his reelection is approved, the Company plans to maintain the aforementioned agreements with him.
 6. The number of meetings of the Board of Directors does not include written resolutions. The attendance at meetings of the Board of Directors for Masamichi YAMAZOE, Koji KISHIDA and Hirofumi ISEKI only takes into account meetings of the Board of Directors held in Fiscal 2018 following their election as Directors on June 26, 2018.

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
1	<p>Reelection</p> <p>Yuji NAGAO (December 25, 1954)</p> <p>[Attendance at Board of Directors meetings] 13/13 (100%)</p>	<p>Apr. 1977 Joined the Company</p> <p>Apr. 2011 Vice President; Vice President of Housing Equipment & Materials Division H.Q.</p> <p>Apr. 2012 Vice President; Vice President of Housing Equipment & Materials Division H.Q. and General Manager in charge of Higashi Nippon Region</p> <p>Apr. 2013 Senior Vice President; President of Housing Equipment & Materials Division H.Q. and General Manager in charge of Nishi Nippon Region</p> <p>Apr. 2014 Senior Vice President; President of Housing Equipment & Materials Division H.Q.</p> <p>June 2014 Director and Senior Vice President</p> <p>Apr. 2015 Managing Director and Senior Vice President</p> <p>Apr. 2016 Director and Executive Officer; President of Production Equipment</p> <p>Apr. 2017 Representative Director, President, CEO & COO (to present)</p>	27,300 shares
<p>[Reasons for nomination as candidate for Director]</p> <p>Currently, Yuji NAGAO governs the Company and the Group as Representative Director and President of the Company, and exhibits strong leadership in executing the medium-term management plan, which is at the core of the Group's management based on his abundant experience.</p> <p>Taking into account the above facts, the Company determined that he is capable of contributing to the future enhancement of the Group's corporate value, and proposes that he again be elected as Director.</p>			
2	<p>Reelection</p> <p>Toshiyasu NOUMI (April 10, 1951)</p> <p>[Attendance at Board of Directors meetings] 13/13 (100%)</p>	<p>Mar. 1970 Joined the Company</p> <p>Apr. 2011 Vice President; Vice President of Industrial Tools & Equipment Division H.Q. and General Manager of Industrial Tools Department of Higashi Nippon Regional H.Q.</p> <p>Apr. 2012 Vice President; General Manager of Industrial Tools & Equipment Division H.Q. in charge of Higashi Nippon Region</p> <p>July 2012 Vice President; Vice President of Higashi Nippon Regional H.Q., and General Manager of Industrial Tools & Equipment Division H.Q. in charge of Higashi Nippon Region</p> <p>Apr. 2013 Senior Vice President</p> <p>Apr. 2014 Senior Vice President; President of Industrial Tools & Equipment Division H.Q.</p> <p>June 2015 Director and Senior Vice President</p> <p>Apr. 2016 Director and Executive Officer; Vice President of Production Equipment, and President of Industrial Tools & Equipment Division H.Q.</p> <p>Apr. 2017 Director and Executive Officer; President of Production Equipment, and President of Industrial Tools & Equipment Division H.Q.</p> <p>Apr. 2018 Representative Director and Executive Officer</p> <p>Apr. 2019 Representative Director, Executive Officer in charge of Sales & Marketing (to present)</p>	22,900 shares
<p>[Reasons for nomination as candidate for Director]</p> <p>Toshiyasu NOUMI possesses abundant experience and insight into the Production Equipment business as well as a proven track record for greatly contributing to enhancing revenues of said business, and currently serves as Representative Director of the Company.</p> <p>Taking into account the above facts, the Company determined that he is capable of contributing to the future enhancement of the Group's corporate value, and proposes that he again be elected as Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
3	<p>Reelection</p> <p>Kenji GOSHI (August 23, 1958)</p> <p>[Attendance at Board of Directors meetings] 12/13 (92%)</p>	<p>Apr. 1982 Joined the Company</p> <p>Apr. 2013 Vice President; General Manager of Planning Department, Marketing Administrative Division of Industrial Tools & Equipment Division H.Q.</p> <p>Apr. 2014 Vice President; Vice President of Industrial Tools & Equipment Division H.Q., President of Marketing Administrative Division and General Manager of Planning Department</p> <p>Apr. 2016 Corporate Officer; Vice President of Industrial Tools & Equipment Division H.Q. (in charge of Japan), General Manager of Strategy Administrative Division of Production Equipment and General Manager of Business Promotion Department</p> <p>Apr. 2017 Executive Officer; CIO, President of Corporate Planning H.Q. and General Manager of Strategy Administrative Division of Production Equipment</p> <p>June 2017 Director and Executive Officer</p> <p>Apr. 2018 Director and Executive Officer; CIO, President of Corporate Planning H.Q. (to present)</p>	13,600 shares
<p>[Reasons for nomination as candidate for Director]</p> <p>Kenji GOSHI possesses abundant experience and a broad insight gained through his services as a supervisor for planning areas of the Production Equipment business and current responsibility as a supervisor of the Corporate Planning H.Q.</p> <p>Taking into account the above facts, the Company determined that he is capable of the formulation and promotion of future management strategies for the Group, and proposes that he again be elected as Director.</p>			
4	<p>Reelection</p> <p>Masamichi YAMAZOE (March 10, 1960)</p> <p>[Attendance at Board of Directors meetings] 9/10 (90%)</p>	<p>Apr. 1982 Joined the Company</p> <p>Apr. 2015 Vice President; General Manager of Legal & Credit Department of Administration H.Q.</p> <p>Apr. 2016 Corporate Officer; General Manager of International Administration Department of Administration H.Q.</p> <p>Apr. 2017 Corporate Officer; Vice President of Administration H.Q. and General Manager of International Administration Department</p> <p>Nov. 2017 Corporate Officer; President of Administration H.Q.</p> <p>Apr. 2018 Executive Officer; CFO</p> <p>June 2018 Director and Executive Officer; CFO, President of Administration H.Q. (to present)</p>	12,700 shares
<p>[Reasons for nomination as candidate for Director]</p> <p>Masamichi YAMAZOE possesses abundant experience and insight gained through his services as a supervisor of domestic and overseas legal affairs sections and current responsibility as a supervisor of the Administration H.Q.</p> <p>Taking into account the above facts, the Company determined that he is capable of contributing to the future enhancement of the Group's corporate value, and proposes that he again be elected as Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
5	<p>Reelection</p> <p>Koji KISHIDA (September 2, 1960)</p> <p>[Attendance at Board of Directors meetings] 10/10 (100%)</p>	<p>Apr. 1983 Joined the Company</p> <p>Apr. 2016 Corporate Officer; Vice President of Machine Tools Division H.Q. (in charge of overseas business), General Manager of International Department and President of YAMAZEN (KOREA) LTD.</p> <p>Oct. 2016 Corporate Officer; Vice President of Machine Tools Division H.Q. (in charge of overseas business) and President of YAMAZEN (KOREA) LTD.</p> <p>Apr. 2018 Executive Officer; President of Production Equipment Business H.Q.</p> <p>June 2018 Director and Executive Officer; President of Production Equipment Business H.Q. (to present)</p>	13,700 shares
<p>[Reasons for nomination as candidate for Director]</p> <p>Koji KISHIDA currently serves as supervisor of the Production Equipment business and possesses abundant experience and a proven track record in relation to overseas businesses.</p> <p>Taking into account the above facts, the Company determined that he is capable of contributing to the Production Equipment business and bolstering global functions, and proposes that he again be elected as Director.</p>			
6	<p>Reelection Outside Independent Officer</p> <p>Hirofumi ISEKI (September 30, 1947)</p> <p>[Attendance at Board of Directors meetings] 10/10 (100%)</p>	<p>Apr. 1972 Joined The Daiwa Bank, Ltd. (currently Resona Bank, Limited)</p> <p>June 2002 Full-time Audit & Supervisory Board Member (resigned in June 2006)</p> <p>June 2006 Full-time Audit & Supervisory Board Member of Osaka Kiko Co., Ltd. (currently OKK Corporation)</p> <p>June 2010 Director and Senior Managing Executive Officer</p> <p>Jan. 2011 Representative Director and President</p> <p>Apr. 2015 Director and Chairman</p> <p>June 2016 Advisor (resigned in June 2017)</p> <p>June 2018 Outside Director of the Company (to present)</p> <p>(Significant concurrent positions outside the Company)</p> <p>Not applicable</p>	0 shares
<p>[Reasons for nomination as candidate for outside Director]</p> <p>Hirofumi ISEKI possesses keen insight and abundant experience gained through his service as a representative director and president at another company. The Company determines that it can be expected that his pertinent advice on matters concerning the overall management of the Company will improve the effectiveness of the decision-making and supervisory functions of the Board of Directors, and further enhance corporate governance for the Group, and propose that he again be elected as Outside Director of the Company.</p>			

Proposal No. 2 Election of One Director Who Is Audit and Supervisory Committee Member

Yoshikazu MATSUMURA, a Director who is an Audit and Supervisory Committee member, will resign at the conclusion of this meeting. Therefore, the Company proposes the election of one Director who is an Audit and Supervisory Committee member as his substitute.

Further, as Satoshi MURAI, a candidate for Director who is an Audit and Supervisory Committee member, shall be elected as a substitute for Yoshikazu MATSUMURA, his term of appointment shall be for the remaining term of the resigning person as prescribed in the Company's Articles of Incorporation.

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

The candidate for Director who is an Audit and Supervisory Committee Member is as follows:

Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
New election Satoshi MURAI (January 5, 1958)	Apr. 1981 Joined the Company Apr. 2014 Vice President; General Manager of Tokyo Administration Department of Administration H.Q. Apr. 2017 Corporate Officer; Vice President of Administration H.Q. (stationed in Tokyo) and General Manager of Tokyo Administration Department Oct. 2017 Corporate Officer; Vice President of Administration H.Q. and General Manager of Human Resource Department Apr. 2019 Corporate Officer; Vice President of Administration H.Q. (to present)	8,700 shares

[Reasons for nomination as candidate for Director who is an Audit and Supervisory Committee Member]
 Satoshi MURAI possesses abundant experience and insight gained through his services as a supervisor of the Human Resource Department, etc. and current responsibility as Vice President of the Administration H.Q.
 The Company determined that he is capable of applying such experience and insight in the role of Director who is an Audit and Supervisory Committee Member to contribute to the bolstering of the audit and supervisory functions of the Company, and proposes that he be newly elected as Director who is an Audit and Supervisory Committee Member.

- Notes:
1. There is no special interest between the candidate and the Company.
 2. If the election of Satoshi MURAI is approved, the Company plans to enter into an agreement with him to limit his liability for damages provided under Article 423, paragraph 1 of the Companies Act to the amount provided by laws and regulations.

Reference Information Pertaining to Both Proposals 1 and 2

- Composition of the Board of Directors Following Election

If Proposals 1 and 2 are approved as proposed, the Board of Directors shall be composed as follows

Name	Position and Responsibility in the Company	Outside Director	Independent Officer	New election
Yuji NAGAO	Representative Director, President, CEO & COO			
Toshiyasu NOUMI	Representative Director, Executive Officer in charge of Sales & Marketing			
Kenji GOSHI	Director and Executive Officer; CIO, President of Corporate Planning H.Q.			
Masamichi YAMAZOE	Director and Executive Officer; CFO, President of Administration H.Q.			
Koji KISHIDA	Director and Executive Officer; President of Production Equipment Business H.Q.			
Hirofumi ISEKI	Outside Director	○	○	
Satoshi MURAI	Director; Full-time Audit and Supervisory Committee Member			○
Sachie KATO	Outside Director; Audit and Supervisory Committee Member	○	○	
Yoshinori TSUDA	Outside Director; Audit and Supervisory Committee Member	○	○	

Proposal No. 3 Introduction of Share-based Remuneration Plan for Directors (Excluding Directors Who Are Audit and Supervisory Committee Members and Outside Directors)

1. Reasons for the proposal

The Company hereby requests the approval of shareholders concerning the introduction of a new performance-linked share-based remuneration plan called “Board Benefit Trust (BBT)” (the “Plan”) for Directors (excluding Directors who are Audit and Supervisory Committee Members and outside Directors; unless otherwise provided, the same applies hereinafter in this proposal) and Corporate Officers of the Company (collectively, the “Directors and Other Officers”).

The purpose of considering the introduction of the Plan is to further clarify the linkage of the remuneration for Directors and Other Officers and the Company’s business performance and its share value, and to enhance their motivation to contribute to the improvement of the Company’s business performance in the medium to long term and the enhancement of its corporate value by sharing not only the benefit of the rise in share prices but also the risks of a decline in share prices with the Company’s shareholders. The Company finds the contents of this proposal to be appropriate in relation to such purposes.

As share-based remuneration payments shall be made to Directors separate to the remuneration amount (annual amount of JPY720 million or less) for Directors (excluding Directors who are Audit and Supervisory Committee Members) approved at the 70th Annual General Meeting of Shareholders held on June 24, 2016, the Company hereby requests shareholders’ approval concerning the amounts of compensation, etc. put forth in this proposal. It is proposed that the details of the Plan be left entirely to the discretion of the Board of Directors within the framework of 2. below.

If Proposal No. 1 “Election of Six Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)” is approved as proposed, the Plan shall apply to five Directors, excluding one outside Director.

Further, the Audit and Supervisory Committee of the Company has expressed the opinion that, after the discussions with outside Directors, the Committee approve the introduction of the Plan based on the purposes and contents, etc. of the Plan.

As the Plan prescribes remuneration for Corporate Officers in addition to remuneration for Directors (excluding Directors who are Audit and Supervisory Committee Members and outside Directors), the following explanations provided in “2. Amounts of remuneration, etc. and Reference Information Pertaining to the Plan” shall apply to both of them.

2. Amounts of remuneration, etc. and Reference Information Pertaining to the Plan

(1) Overview of the Plan

The Plan is a performance-linked share-based remuneration plan under which the Company’s shares are acquired through a trust (hereinafter the trust that is established based on the Plan is referred to as the “Trust”) using money contributed by the Company as the financial funds, and the Directors and Other Officers are provided with the Company’s shares and an amount of money equivalent to the market value of the Company’s shares (the “Company’s Shares, etc.”) through the Trust, pursuant to the Share Benefit Regulations for Directors and Officers established by the Company. The Directors and Other Officers shall receive the Company’s shares, etc. upon their retirement, in principle.

(2) Persons eligible for the Plan

Directors (the Plan shall not apply to Directors who are Audit and Supervisory Committee Members and outside Directors) and Corporate Officers

(3) Trust period

From August 2019 (planned) until the termination of the Trust (Regarding the trust period of the Trust, the date of termination of the Trust shall not be specified and the Trust will continue as long as the Plan is not terminated. The Plan shall be terminated upon the delisting of the Company’s shares or abolition of the Share Benefit Regulations for Directors and Officers, or in certain other cases.)

(4) Trust amount (amounts of remuneration, etc.)

Subject to approval of this proposal, the Company will introduce the Plan for the three business years from the year ending March 31, 2020 to the year ending March 31, 2022 (hereinafter, such three-

business-year period is referred to as the “Initial Period,” and the Initial Period and each three consecutive business years following the Initial Period are respectively referred to as “Applicable Period”), as well as each Applicable Period that follows, and contribute money as defined below to the Trust as the financial funds for the Trust to acquire the Company’s shares for the purpose of providing the Company’s Shares, etc. to Directors and Other Officers.

First, the Company will contribute funds of up to JPY300 million (including JPY130 million for Directors) as necessary funds for the Initial Period upon establishing the Trust (August 2019 (planned)).

Furthermore, after the expiration of the Initial Period, in principle, the Company will make additional contributions to the Trust, of up to JPY300 million (including JPY130 million for Directors) for each Applicable Period until the termination of the Plan. However, in the case of making such additional contributions, if the Company’s shares (excluding a number of the Company’s shares that have not yet been provided to Directors and Other Officers equivalent to points granted to them for each Applicable Period up to the immediately preceding Applicable Period) and money remain in the Trust (such shares and money are collectively referred to as the “Remaining Shares, etc.”), the total amount of the Remaining Shares, etc. (the amount for the Company’s shares shall be the market value on the final day of the immediately preceding Applicable Period) and additionally contributed money shall not exceed JPY300 million (including JPY130 million for Directors).

The Company may contribute funds to the Trust in multiple installments during the Applicable Period including the Initial Period; provided, however, that the cumulative total of contributions for the Applicable Period does not exceed each abovementioned maximum amount. When the Company decides to make additional contributions, it shall make a disclosure in a timely and appropriate manner.

(5) Acquisition method of the Company’s shares and number of shares to be acquired

The Trust shall acquire the Company’s shares through the stock market on which the Company’s shares are listed or by way of subscribing to the disposition of the Company’s treasury shares, using the money contributed in accordance with (4) above as the funds.

For your reference, a maximum of 282,220 shares shall be acquired to secure funding up to the maximum amount of JPY300 million, to be contributed to secure funds for the purchasing of shares to be provided by the Company to Directors and Other Officers over the Initial Period, assuming that said shares are acquired at the closing price of JPY1,063 as of May 13, 2019. The details of the acquisition of the Company’s shares by the Trust shall be disclosed in a timely and appropriate manner.

(6) Calculation method of the number of the Company’s Shares, etc. to be provided to Directors and Other Officers

For each business year, Directors and Other Officers shall be granted the number of points determined by taking into consideration the title, the degree of achievements in performance and other factors in accordance with the Share Benefit Regulations for Directors and Officers.

Each point granted to the Directors and Other Officers shall be converted into one common share of the Company at the time of the provision of the Company’s Shares, etc. as explained in (7) below (provided, however, in case where the Company’s shares become the subject of a share split, allotment of share without contribution, or consolidation of shares, etc. after this proposal is approved, the accumulated number of points granted, or the conversion rate shall be adjusted in a reasonable manner in proportion to the relevant ratio, etc.).

The number of points for Directors and Other Officers used as the basis for the provision of the Company’s Shares, etc. described in (7) below shall be the accumulated points granted to Directors and Other Officers by the time of their retirement, multiplied by a prescribed value (that shall not exceed 1) set based on reason for retirement, in principle (hereinafter referred to as the “Defined Number of Points” for the points calculated in this manner).

(7) Provision of the Company’s Shares, etc.

If a Director or Other Officer retires and fulfills the beneficiary requirements stipulated in the Share Benefit Regulations for Directors and Officers, the Director or Other Officer may receive the Company’s shares from the Trust after his/her retirement in accordance with the Defined Number of Points as explained in (6) above, in principle, by completion of the prescribed procedures to become a beneficiary.

However, if an incumbent Director or Other Officer fulfills the requirements stipulated in the Share Benefit Regulations for Directors and Officers, he/she will receive monetary provisions equivalent to the market value of the Company's shares instead of the provision of the Company's shares for a certain percentage of the points. For this case, the Trust may sell the Company's shares in order to make the monetary provisions.

(8) Exercise of voting rights

The voting rights of the Company's shares within the Trust account shall not be exercised without exception in accordance with the instruction of the trust administrator. This is intended to ensure the neutrality in the Company's management in relation to the exercise of voting rights of the Company's shares within the Trust account.

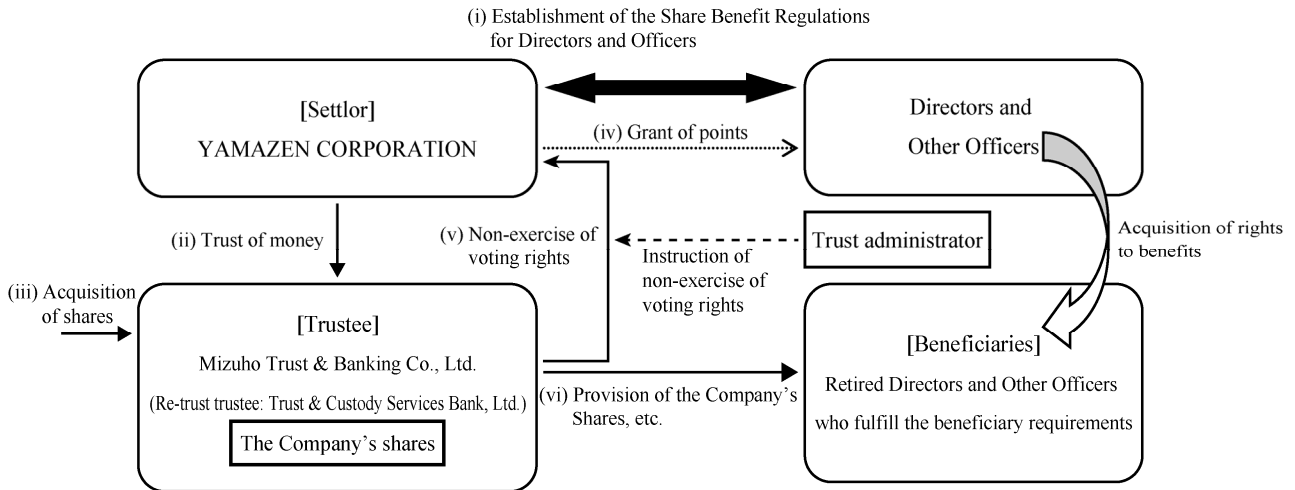
(9) Handling of dividends

The dividends of the Company's shares within the Trust account shall be received by the Trust and mainly used for the acquisition of the Company's shares or trust fees to the trustee pertaining to the Trust. In case the Trust is terminated, dividends etc. remaining in the Trust shall be provided to the Directors and Other Officers then in office in proportion to the number of points that each of them holds, pursuant to the provisions of the Share Benefit Regulations for Directors and Officers.

(10) Handling the termination of the Trust

The Trust shall be terminated with the occurrence of an event such as delisting of the Company's shares or abolition of the Share Benefit Regulations for Directors and Officers. The Company's shares in the residual assets of the Trust at the time of the termination of the Trust shall be wholly acquired by the Company without contribution, and canceled by resolution of the Board of Directors. As for the monetary portion of the residual assets of the Trust at the time of the termination of the Trust, the amount remaining after deducting the amount to be paid to Directors and Other Officers according to (9) above shall be provided to the Company.

<Reference: Structure of the Plan>



- (i) The Company will establish the “Share Benefit Regulations for Directors and Officers” within the scope of the framework approved regarding this proposal.
- (ii) The Company will entrust the money within the limit of the approval of this proposal.
- (iii) The money entrusted as described in (ii) is used by the Trust as financial funds for acquisition of the Company’s shares through the stock market on which the Company’s shares are listed or by subscribing to the Company’s treasury shares disposed.
- (iv) The Company will grant points to Directors and Other Officers based on the “Share Benefit Regulations for Directors and Officers.”
- (v) In accordance with the instruction of the trust administrator independent of the Company, the Trust shall not exercise the voting rights for the Company’s shares within the Trust account.
- (vi) The Trust will provide the retired Directors and Other Officers who fulfill the beneficiary requirements stipulated in the “Share Benefit Regulations for Directors and Officers” (the “Beneficiaries”) with the Company’s shares in proportion to the number of points that each of the Beneficiaries have been respectively granted. However, if the Directors and Other Officers fulfill the requirements stipulated in the “Share Benefit Regulations for Directors and Officers,” the Trust will provide them with an amount of money equivalent to the market value of the Company’s shares for a certain proportion of their points.