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(Stock Exchange Code: 5714)  
June 3, 2019

**To Shareholders:**

DOWA HOLDINGS CO., LTD.  
14-1, Sotokanda 4-chome, Chiyoda-ku,  
Tokyo 101-0021, Japan

Akira Sekiguchi  
President and  
Representative Director

**NOTICE OF  
THE 116TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

You are cordially invited to attend the 116th Annual General Meeting of Shareholders of DOWA HOLDINGS CO., LTD. (the “Company”) to be held as described below.

If you are unable to attend on the day of the meeting, you may exercise your voting rights through one of the following methods. Please review the attached “Reference Documents for the General Meeting of Shareholders” (page 3 to page 11) and exercise your voting rights by 5:00 p.m. (Japan time) on June 24 (Monday), 2019.

**Method of Exercising Voting Rights by Paper Form:**

Please indicate your vote of approval or disapproval on the enclosed Voting Card and return the card so that it arrives before the deadline specified above.

**Method of Exercising Voting Rights Electronically (Internet, etc.):**

Please exercise your voting rights according to the “Guide to Exercising Voting Rights Electronically (Internet, etc.)” on page 12.

If you exercise your voting rights both by Voting Card and electronic methods (Internet, etc.), the Company will deem the last exercise to be the valid exercise.

Sincerely yours,

## Details

**1. Date and Time:** 10:00 a.m. June 25, 2019 (Tuesday)

**2. Place:** Ball Room, Hotel 1F  
Hotel Chinzanso Tokyo  
2-10-8 Sekiguchi, Bunkyo-ku, Tokyo, Japan

### 3. Meeting Agenda:

**Matters to be reported:** (1) Reports on the Business Report, Consolidated Financial Statements for the Company's 116th Fiscal Year (April 1, 2018 - March 31, 2019) and results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements

(2) Reports on Financial Statements for the Company's 116th Fiscal Year (April 1, 2018 - March 31, 2019)

#### **Matters to be resolved:**

**First Item:** Election of Eight (8) Directors

**Second Item:** Election of Two (2) Audit & Supervisory Board Members

**Third Item:** Election of One (1) Substitute Outside Audit & Supervisory Board Member

### 4. Matters Concerning Exercise of Voting Rights

Please submit the enclosed Voting Card at the reception desk on the day of the meeting.

### 5. Items Posted on the Company's Website

(1) Notes on the Consolidated Financial Statements and Notes on the Financial Statements are posted on the Company's website shown below in accordance with laws, regulations and the Articles of Incorporation of the Company. They are not included in the attached documents.

The Audit & Supervisory Board Members and the Accounting Auditors have audited, as the Consolidated Financial Statements and the Financial Statements, not only the respective documents which are stated in the attached documents but also Notes on the Consolidated Financial Statements and Notes on the Financial Statements, which are posted on the Company's website.

(2) If any amendment to the Business Reports, Consolidated Financial Statements, Financial Statements, or to the Reference Documents for the General Meeting of Shareholders is required, the Company will give such notice by posting it on the Company's website below:

<http://www.dowa.co.jp>

(Japanese language only)

## Reference Documents for the General Meeting of Shareholders

### Matters to Be Resolved and References:

#### First Item: Election of Eight (8) Directors

The term of office of all eight (8) Directors will expire at the close of this General Meeting of Shareholders.

It is hereby proposed that eight (8) Directors, including two (2) Outside Directors be elected.

The candidates for Directors are as follows:

| No. | Name  | Position and responsibility of the Company | Number of Attendance at the meetings of the Board of Directors (percentage) |
|-----|---|--|---|
| 1   | <b>Masao Yamada</b><br><span style="border: 1px solid black; padding: 2px;">Reappointed</span>  | Chairman and Representative Director       | 16/16(100%)   |
| 2   | <b>Akira Sekiguchi</b><br><span style="border: 1px solid black; padding: 2px;">Reappointed</span>   | President and Representative Director      | 12/12(100%)   |
| 3   | <b>Yutaka Mitsune</b><br><span style="border: 1px solid black; padding: 2px;">Reappointed</span>  | Director                                   | 16/16(100%)   |
| 4   | <b>Katsuji Matsushita</b><br><span style="border: 1px solid black; padding: 2px;">Reappointed</span>  | Director                                   | 16/16(100%)   |
| 5   | <b>Susumu Kagaya</b><br><span style="border: 1px solid black; padding: 2px;">Reappointed</span>   | Director                                   | 16/16(100%)   |
| 6   | <b>Jun Kawaguchi</b><br><span style="border: 1px solid black; padding: 2px;">Reappointed</span>   | Director                                   | 12/12(100%)   |
| 7   | <b>Eiji Hosoda</b><br><span style="border: 1px solid black; padding: 2px;">Reappointed</span><br><span style="border: 1px solid black; padding: 2px;">Outside</span><br><span style="border: 1px solid black; padding: 2px;">Independent</span>     | Outside Director                           | 16/16(100%)   |
| 8   | <b>Yoshiko Koizumi</b><br><span style="border: 1px solid black; padding: 2px;">Reappointed</span><br><span style="border: 1px solid black; padding: 2px;">Outside</span><br><span style="border: 1px solid black; padding: 2px;">Independent</span> | Outside Director                           | 16/16(100%)   |

\* The notations in the tables are as follows.

Reappointed: candidate for Director (reappointed)

Outside: candidate for Outside Director

Independent: candidate for Independent Director for notification to the Financial Instruments Exchange

|  | Name<br>(Date of birth)   | Profile, Title, Positions and Important Positions<br>Held Concurrently at Other Organizations   | Number of<br>Company's<br>Shares<br>Held |
|--|---|---|--|
| 1  | Masao Yamada<br>(November 15, 1953)<br><br><u>Reappointed</u>   | <p>April 1978      Joined the Company</p> <p>April 2003      Vice President of Environmental Management &amp; Recycling Company</p> <p>June 2003      Officer, Vice President of Environmental Management &amp; Recycling Company</p> <p>April 2005      Officer, President of Environmental Management &amp; Recycling Company</p> <p>October 2006    Officer, President and Representative Director of Dowa Eco-System Co., Ltd.</p> <p>April 2008      President and Representative Director of Kosaka Smelting &amp; Refining Co., Ltd., Director of Dowa Metals &amp; Mining Co., Ltd.</p> <p>February 2009   Senior Officer</p> <p>April 2009      Executive Vice President and Senior Officer</p> <p>June 2009      President and Representative Director</p> <p>April 2012      Chairman of Japan Mining Industry Association (until March 2013)</p> <p>June 2018      Chairman and Representative Director (current position)</p> <p>March 2019     Outside Director of Fujita Kanko Inc. (current position)</p> | 4,572                                    |
| <p>Reasons for his candidacy as Director :</p> <p>Mr. Masao Yamada served as President and Representative Director from 2009 to 2018 and has served as Chairman and Representative Director since 2018. He has been presented as a candidate for Director because he is expected to strengthen the effectiveness of both the decision-making and supervisory functions of the Board of Directors by utilizing his deep knowledge and experience regarding the Company's entire business.</p> |   |   |  |
| 2<br>*   | Akira Sekiguchi<br>(October 18, 1960)<br><br><u>Reappointed</u> | <p>April 1983      Joined the Company</p> <p>August 2004     General Manager of Resource Development &amp; Raw Materials Dept., Metals Company</p> <p>April 2006      General Manager of Strategic Planning Dept., Metals Company</p> <p>October 2006    Director and General Manager of Strategic Planning Dept., Dowa Metals &amp; Mining Co., Ltd.</p> <p>April 2011      President and Representative Director of Kosaka Smelting &amp; Refining Co., Ltd.</p> <p>April 2013      Officer, President and Representative Director of Dowa Metals &amp; Mining Co., Ltd.</p> <p>April 2018      Executive Vice President and Senior Officer</p> <p>April 2018      Chairman of Japan Mining Industry Association (until March 2019)</p> <p>June 2018      President and Representative Director (current position)</p>  | 2,100                                    |
| <p>Reasons for his candidacy as Director :</p> <p>Since 2018, Mr. Akira Sekiguchi has served as President and Representative Director. He has been presented as a candidate for Director because he is expected to strengthen the effectiveness of both the decision-making and supervisory functions of the Board of Directors by utilizing his deep knowledge and experience regarding the Company's entire business including the Nonferrous Metals business.</p>                         |   |   |  |

|  | Name<br>(Date of birth)                                       | Profile, Title, Positions and Important Positions<br>Held Concurrently at Other Organizations   | Number of<br>Company's<br>Shares<br>Held |
|--|---|---|--|
| 3  | Yutaka Mitsune<br>(March 18, 1956)<br><br><u>Reappointed</u>  | <p>April 1980      Joined the Company</p> <p>April 2000      Director of DOWA Cleantex Co., Ltd. (currently Eco-System Akita Co., Ltd.)</p> <p>April 2003      Managing Director of DOWA Cleantex Co., Ltd. (currently Eco-System Akita Co., Ltd.), Chief of Environmental Protection Laboratory, Environmental Management &amp; Recycling Company</p> <p>June 2003      Chief of Environmental Protection Laboratory, Environmental Management &amp; Recycling Company</p> <p>October 2004    General Manager of Smelting &amp; Refining Dept. II, Kosaka Smelting &amp; Refining Co., Ltd.</p> <p>April 2006      Director of Kosaka Smelting &amp; Refining Co., Ltd.</p> <p>April 2010      Managing Director of Kosaka Smelting &amp; Refining Co., Ltd.</p> <p>April 2013      President and Representative Director of Kosaka Smelting &amp; Refining Co., Ltd., Director of Dowa Metals &amp; Mining Co., Ltd.</p> <p>April 2016      Officer, responsible for Technology, Environment, and Safety</p> <p>April 2016      Director of Dowa Metals &amp; Mining Co., Ltd., Director of Dowa Technology Co., Ltd. (current positions)</p> <p>June 2016      Director (current position)</p> <p>June 2016      Director of Dowa Metaltech Co., Ltd. (current position)</p> | 2,079                                    |
| <p>Reasons for his candidacy as Director :</p> <p>Mr. Yutaka Mitsune has been presented as a candidate for Director because he is expected to strengthen the effectiveness of both the decision-making and supervisory functions of the Board of Directors by utilizing his deep knowledge and experience regarding the Nonferrous Metals business, the Environmental Management &amp; Recycling business, technology, environment, safety, and so on.</p>   |   |   |  |
| 4  | Katsuji Matsushita<br>(May 7, 1956)<br><br><u>Reappointed</u> | <p>April 1980      Joined the Company</p> <p>April 2003      General Manager of Strategic Planning Dept., Metals Company</p> <p>April 2006      Director of Akita Zinc Co., Ltd.</p> <p>February 2009    Director and CFO of MODERN ASIA ENVIRONMENTAL HOLDINGS INC.</p> <p>June 2011      President and Representative Director of MODERN ASIA ENVIRONMENTAL HOLDINGS INC.</p> <p>April 2013      Officer, responsible for Accounting, Finance and Labor Relations, President and Representative Director of Dowa Management Service Co., Ltd.</p> <p>April 2013      Director of Dowa Eco-System Co., Ltd.</p> <p>June 2013      Director (current position)</p> <p>June 2013      President and Representative Director of Dowa Management Service Co., Ltd. (current position)</p> <p>July 2013      Audit &amp; Supervisory Board Member of Konoshima Chemical Co., Ltd. (current position)</p> <p>April 2016      Director of Dowa Metals &amp; Mining Co., Ltd. (current position)</p>   | 1,000                                    |
| <p>Reasons for his candidacy as Director :</p> <p>Mr. Katsuji Matsushita has been presented as a candidate for Director because he is expected to strengthen the effectiveness of both the decision-making and supervisory functions of the Board of Directors by utilizing his experience in overseas assignments, and his deep knowledge and experience regarding the Environmental Management &amp; Recycling business, the Nonferrous Metals business, accounting, finance and labor relations, and so on.</p> |   |   |  |

|   | Name<br>(Date of birth)                                     | Profile, Title, Positions and Important Positions<br>Held Concurrently at Other Organizations  | Number of<br>Company's<br>Shares<br>Held |
|---|---|--|--|
| 5   | Susumu Kagaya<br>(September 18, 1955)<br><u>Reappointed</u> | <p>December 1985    Joined the Company</p> <p>June 1997        Director of DOWA Semiconductor Co., Ltd. (currently Dowa Semiconductor Akita Co., Ltd.)</p> <p>April 2001        Managing Director and Representative Director of DOWA Semiconductor Co., Ltd. (currently Dowa Semiconductor Akita Co., Ltd.)</p> <p>April 2002        Senior Managing Director and Representative Director of DOWA Semiconductor Co., Ltd. (currently Dowa Semiconductor Akita Co., Ltd.)</p> <p>April 2003        President and Representative Director of DOWA Semiconductor Co., Ltd. (currently Dowa Semiconductor Akita Co., Ltd.)</p> <p>October 2006     Director of Dowa Electronics Materials Co., Ltd.</p> <p>October 2008     President and Representative Director of Dowa Semiconductor Akita Co., Ltd.</p> <p>April 2009        President and Representative Director of Dowa Semiconductor Akita Co., Ltd., Chief of Semiconductor Materials Laboratory, Semiconductor Business Unit, Dowa Electronics Materials Co., Ltd.</p> <p>April 2013        President and Representative Director of Dowa Electronics Materials Okayama Co., Ltd.</p> <p>April 2016        Officer, responsible for Business Development and Research and Development of the Company</p> <p>April 2016        Director of Dowa Electronics Materials Co., Ltd., Director of Dowa Thermotech Co., Ltd. (current positions)</p> <p>June 2016        Director (current position)</p> | 1,149                                    |
| <p>Reasons for his candidacy as Director :</p> <p>Mr. Susumu Kagaya has been presented as a candidate for Director because he is expected to strengthen the effectiveness of both the decision-making and supervisory functions of the Board of Directors by utilizing his deep knowledge and experience regarding the Electronic Materials business, business development, research and development, and so on.</p>  |   |  |  |
| 6<br>*  | Jun Kawaguchi<br>(June 21, 1956)<br><u>Reappointed</u>      | <p>April 1980        Joined the Company</p> <p>February 2004    General Manager of Environmental &amp; Safety Dept., Kosaka Smelting &amp; Refining Co., Ltd.</p> <p>April 2006        General Manager of Rare Metal Business Unit, Metals Company</p> <p>October 2006     General Manager of Rare Metal Business Unit, Dowa Metals &amp; Mining Co., Ltd.</p> <p>April 2010        President and Representative Director of PT. PRASADHA PAMUNAH LIMBAH INDUSTRI</p> <p>April 2013        Director and General Manager of Rare Metal Business Unit, Dowa Metals &amp; Mining Co., Ltd.</p> <p>April 2016        President and Representative Director of Kosaka Smelting &amp; Refining Co., Ltd.</p> <p>April 2018        Officer, responsible for Strategic Planning and Public Relations, General and Legal Affairs</p> <p>April 2018        Director of Dowa Eco-System Co., Ltd. (current position)</p> <p>June 2018        Director (current position)</p>  | 1,275                                    |
| <p>Reasons for his candidacy as Director :</p> <p>Mr. Jun Kawaguchi has been presented as a candidate for Director because he is expected to strengthen the effectiveness of both the decision-making and supervisory functions of the Board of Directors by utilizing his experience in overseas assignments, and his deep knowledge and experience regarding the Nonferrous Metals business, the Environmental Management &amp; Recycling business, strategic planning, public relations, general and legal affairs, and so on.</p> |   |  |  |

|   | Name<br>(Date of birth)   | Profile, Title, Positions and Important Positions<br>Held Concurrently at Other Organizations   | Number of<br>Company's<br>Shares<br>Held |
|---|---|---|--|
| 7   | Eiji Hosoda<br>(May 21, 1953)<br><br><u>Reappointed</u><br><u>Outside</u><br><u>Independent</u>           | <p>April 1980 Assistant at Faculty of Economics, Keio University</p> <p>April 1987 Assistant Professor at Faculty of Economics, Keio University</p> <p>April 1994 Professor at Faculty of Economics, Keio University (until March 2019)</p> <p>July 2001 Dean of Faculty of Economics, Keio University (until September 2005)</p> <p>January 2009 Special Council member of Central Environment Council, Ministry of the Environment (until January 2011)</p> <p>April 2009 Expert Council member of the Regulatory Reform Council, Cabinet Office (until March 2010)</p> <p>December 2009 Special Council member of Industrial Structure Council, Ministry of Economy, Trade and Industry (until January 2016)</p> <p>June 2010 Director (current position)</p> <p>January 2011 Council member of Central Environmental Council, Ministry of the Environment (current position)</p> <p>March 2017 Representative Director of Japan Foundation for Advanced Auto Recycling (current position)</p> <p>April 2019 Professor at Faculty of Business Administration and Information Science, Chubu University (current position)</p>  | 0  |
| <p>Reasons for his candidacy as Outside Director :</p> <p>Mr. Eiji Hosoda has been presented as a candidate for Outside Director because he has professional knowledge as a scholar of environmental economics, and has much experience and insight through activities such as Central Environmental Council (Ministry of the Environment) and the Industrial Structure Council (Ministry of Economy, Trade and Industry). He has served as Outside Director for nine (9) years since June 2010.</p>  |   |   |  |
| 8   | Yoshiko Koizumi<br>(September 25, 1943)<br><br><u>Reappointed</u><br><u>Outside</u><br><u>Independent</u> | <p>April 1972 Registered as an attorney</p> <p>April 1972 Joined Kikuchi Patent Law Office</p> <p>January 1980 Partner of Masuda and Ejiri Law Office (currently Nishimura &amp; Asahi)</p> <p>May 2000 Chair of Women Business Lawyers Committee, Inter-Pacific Bar Association (until May 2002)</p> <p>August 2003 Expert Member of Planning Committee, Food Safety Commission of Japan (until September 2013)</p> <p>March 2007 Outside Audit &amp; Supervisory Board Member of Bosch Corporation (until March 2009)</p> <p>January 2008 Counsel of Nishimura &amp; Asahi</p> <p>May 2008 Councilor of International Civil and Commercial Law Center (until June 2017)</p> <p>April 2009 Partner of City-Yuwa Partners (current position)</p> <p>October 2012 Deputy Chair of Government Procurement Review Board (until October 2014)</p> <p>April 2013 Director of Japan Bar Association (current position)</p> <p>June 2015 Director (current position)</p> <p>June 2015 Outside Director of Taiheiyo Cement Corporation (current position)</p> <p>June 2016 Outside Audit &amp; Supervisory Board Member of Sumitomo Bakelite Co., Ltd. (until June 2019)</p> <p>September 2017 Outside Audit &amp; Supervisory Board Member of Nippon Koei Co., Ltd. (current position)</p> | 0  |
| <p>Reasons for her candidacy as Outside Director :</p> <p>Ms. Yoshiko Koizumi has been presented as a candidate for Outside Director because she has deep knowledge and experience regarding compliance with laws and ordinances, and so on as an attorney, and also she has much experience and insight through being involved in overseas transactions for many years and through a wide range of activities such as serving as Chair of Women Business Lawyers Committee, and an executive of Inter-Pacific Bar Association. She has served as Outside Director for four (4) year since June 2015.</p> |   |   |  |

(Notes)

1. There are no special interests between any of the candidates and the Company.
2. Mr. Masao Yamada is scheduled to take office as Outside Director of CK San-Etsu Co., Ltd. on General Meeting of

Shareholders to be held on June 21, 2019.

3. CFO stands for Chief Financial Officer.
4. Mr. Eiji Hosoda and Ms. Yoshiko Koizumi are candidates for Outside Directors.
5. Mr. Eiji Hosoda and Ms. Yoshiko Koizumi have been notified as Independent Directors/Auditors to the Financial Instruments Exchange on which the Company is listed.
6. The Company has entered into agreements with Mr. Eiji Hosoda and Ms. Yoshiko Koizumi to limit their liabilities as specified in Article 423, Paragraph 1 of the Companies Act, pursuant to the provisions of Article 427, Paragraph 1 of the Act and the Articles of Incorporation. The maximum amount of liabilities set forth by the agreement shall be the amount stipulated by laws and regulations. If they are elected as Outside Directors, the Company will continue the agreements with each of them.



## Second Item: Election of Two (2) Audit & Supervisory Board Member

At the close of this General Meeting of Shareholders, Outside Audit & Supervisory Board members Jun Takeda and Kazuo Nakasone will retire due to expiration of their term. It is hereby proposed that Two (2) Outside Audit & Supervisory Board members be elected.

The Audit & Supervisory Board's approval of this proposal has already been obtained.

The candidates for Outside Audit & Supervisory Board members are as follows:

| Name<br>(Date of birth)  | Past experience, positions,<br>and significant concurrent positions   | Number of<br>Company's<br>Shares Held |
|--|---|---------------------------------------|
| Jin Takeda<br>(November 7, 1955)<br><br>Reappointed<br>Outside<br>Independent  | April 1986 Registered as an attorney<br>April 1986 Joined Marunouchi Sogo Law Office<br>July 1996 Partner of Marunouchi Sogo Law Office (current position)<br>March 2009 Outside Director of Bellsystem24, Inc. (until December 2009)<br>June 2011 Audit & Supervisory Board member (current)<br>June 2013 Outside Audit & Supervisory Board member of Sanken Electric Co., Ltd. (until June 2017)<br>April 2014 Executive Governor of Japan Federation of Bar Associations (until March 2015)<br>April 2014 Vice Chairman, Daini Tokyo Bar Association (until March 2015)<br>June 2018 Outside Audit & Supervisory Board member of Japan Aviation Electronics Industry Ltd. (current position) | 0                                     |
| Reasons for his candidacy as Outside Audit & Supervisory Board member :<br>Mr. Jin Takeda has been presented as a candidate for Audit & Supervisory Board member because he has deep knowledge and experience regarding compliance with laws and ordinances and so on as an attorney, and he has much experience and insight through activities such as Executive Governor of Japan Federation of Bar Associations. He has served as Outside Audit & Supervisory Board member for eight (8) years since June 2011. |   |                                       |
| Name<br>(Date of birth)  | Past experience, positions,<br>and significant concurrent positions   | Number of<br>Company's<br>Shares Held |
| Shigeru Egawa<br>(June 20, 1958)<br><br>New<br>Outside<br>Independent  | April 1981 Joined Fujita Kanko Inc.<br>April 2001 General Affairs Manager of Tokyo Bay Ariake Washington Hotel<br>April 2004 Leader of Finance Group of Tokyo BPS<br>January 2009 General Manager of Legal and General Affairs Department, Management Division of Fujita Kanko Inc.<br>March 2015 Representative Director and President of Fairton Corporation<br>March 2019 Audit & Supervisory Board Member of Fujita Kanko Inc. (current position)   | 0                                     |
| Reasons for his candidacy as Outside Audit & Supervisory Board member :<br>Mr. Shigeru Egawa has been presented as a candidate for Audit & Supervisory Board member because he has deep knowledge and experience as Audit & Supervisory Board Member of Fujita Kanko Inc., its general manager and managerial positions of its group companies regarding finance, general and legal affairs.   |   |                                       |

(Notes)

1. There are no special interests between any of the candidates and the Company.
2. Mr. Jin Takeda and Mr. Shigeru Egawa are candidates for Outside Audit & Supervisory Board members.
3. Mr. Jin Takeda and Mr. Shigeru Egawa have been notified to the Financial Instruments Exchange on which the Company is listed as an Independent Director/Auditor.
4. The Company has entered into agreements with Mr. Jin Takeda to limit his liabilities as specified in Article 423, Paragraph 1 of the Companies Act, pursuant to the provisions of Article 427, Paragraph 1 of the Act and the Articles of Incorporation. The maximum amount of liabilities set forth by the agreement shall be the amount stipulated by laws and regulations. If he is elected as Outside Audit & Supervisory Board member, the Company will continue the agreements with him.
5. If Mr. Shigeru Egawa is elected as Outside Audit & Supervisory Board member, the Company will enter into an agreement with him to limit his liability as specified in Article 423, Paragraph 1 of the Companies Act, pursuant to the

provisions of Article 427, Paragraph 1 of the Act and the Articles of Incorporation. The maximum amount of liability set forth by the agreement shall be the amount stipulated by laws and regulations.

### Third Item: Election of One (1) Substitute Outside Audit & Supervisory Board Member

At the close of this General Meeting of Shareholders, the resolution for election of Substitute Outside Audit & Supervisory Board member will no longer have effect. It is hereby proposed that One (1) Substitute Outside Audit & Supervisory Board member be elected in case of a shortfall in the number of Audit & Supervisory Board Members required by laws and regulations.

This Substitute Outside Audit & Supervisory Board member is nominated as a substitute for Outside Audit & Supervisory Board members Jin Takeda and Shigeru Egawa, and Hidefumi Kobayashi.

The Audit & Supervisory Board's approval of this proposal has already been obtained.

The candidate for Substitute Outside Audit & Supervisory Board member is as follows:

| Name<br>(Date of birth)  | Past experience, positions,<br>and significant concurrent positions   | Number of<br>Company's<br>Shares Held |
|--|---|---------------------------------------|
| Koichiro Oba<br>(December 23, 1962)<br><u>Outside</u><br><u>Independent</u>  | April 1992 Registered as an attorney<br>April 1992 Joined Marunouchi Sogo Law Office<br>January 2005 Partner of Marunouchi Sogo Law Office (current position)<br>October 2014 Examination Committee Member, Bar Examination (Labor Law) (until October 2017)<br>March 2015 Outside Director of Racing Security Service Co., Ltd. (current position)<br>May 2018 Outside Director of Snow Brand Seed Co.,Ltd. (current position) | 0                                     |
| Reasons for his candidacy as Substitute Outside Audit & Supervisory Board member :<br>Mr. Koichiro Oba has been presented as a candidate for Outside Audit & Supervisory Board members because he has deep knowledge and experience regarding compliance with laws and ordinances, and so on as an attorney. |   |                                       |

(Notes)

1. There are no special interests between Mr. Koichiro Oba and the Company.
2. Mr. Koichiro Oba is a candidate for Substitute Outside Audit & Supervisory Board member.
3. If Mr. Koichiro Oba takes office as Outside Audit & Supervisory Board member, he will be notified as an Independent Director/Auditor to the Financial Instruments Exchange on which the Company is listed.
4. If Mr. Koichiro Oba takes office as Outside Audit & Supervisory Board member, the Company will enter into an agreement with him to limit his liability as specified in Article 423, Paragraph 1 of the Companies Act, pursuant to the provisions of Article 427, Paragraph 1 of the Act and the Articles of Incorporation. The maximum amount of liability set forth by the agreement shall be the amount stipulated by laws and regulations.

-End-

## **Guide to Exercising Voting Rights Electronically (Internet, etc.)**

We kindly ask you to read through the following guidance described below before you proceed to exercise your voting rights electronically (Internet, etc.).

### **1. Website for the exercise of voting rights**

You may exercise your voting rights electronically (Internet, etc.) over the Company's designated website as follows:

URL : <https://www.web54.net>

### **2. Handling of exercise of voting rights**

- (1) In case you exercise your voting rights electronically (Internet, etc.), please register your approval or disapproval for each agenda item, using "the code for the exercise of voting rights" and "password" indicated in the enclosed Voting Card and by following the directions on the screen.
- (2) You may exercise your voting rights until 5:00 p.m. (Japan time) on Monday, June 24, 2019. We kindly ask you to exercise your voting rights at your earliest convenience.
- (3) In case you exercise your voting rights multiple times, the Company will deem the final exercise of voting rights to be the valid one. If your Voting Card and the electronic (Internet, etc.) version arrive on the same day, the Company will deem the electronic (Internet, etc.) version to be the valid one.

### **3. Handling the password and the code for the exercise of voting rights**

- (1) The password is important information and is used to confirm that those votings are actually the shareholders with voting rights. Please be sure to keep your password secured.
- (2) If you enter your password incorrectly more than the specified number of times, your account will be locked and become unusable. If you wish to have another password issued, please follow the instructions on the screen.
- (3) The code for the exercise of the voting rights appearing on the Voting Card will be valid only for the 116th Annual General Meeting of Shareholders.

### **4. Questions regarding personal computer operation, etc.**

If you have any questions regarding the use of the Website, please contact the following unit:

Sumitomo Mitsui Trust Bank Limited, Help Desk for Internet Voting

[Phone number] 0120-652-031

(Available from 9:00 a.m. to 9:00 p.m. (Japan Time))

#### **To institutional investors**

You may exercise your voting rights by using "the platform for the electronic exercise of votes" operated by ICJ, Inc.