

**CONVOCAATION NOTICE OF  
THE 150TH ORDINARY GENERAL MEETING OF SHAREHOLDERS**

June 3, 2020  
Sumitomo Electric Industries, Ltd.

On June 3, 2020, Sumitomo Electric Industries, Ltd. (the “Company”) has sent a notice convening the 150th Ordinary General Meeting of Shareholders (the “Notice”) to its shareholders on record as of March 31, 2020. This document only provides translations of information contained in the Japanese original text of the Notice (except business report, consolidated financial statements, non-consolidated financial statements, independent auditor's reports, the report of Audit & Supervisory Board, instructions on exercise of voting rights and map) disclosed on the internet in relation to the Convocation Notice of the 150th Ordinary General Meeting of Shareholders, solely for the purpose of identifying the items of information contained in the Notice for reference. Translations of the business report, the consolidated financial statements, and the notes to consolidated financial statements will be disclosed at a later date. The Company does not represent or warrant that the information provided on this document (the “Information”) constitutes a summary of the Notice or provides a complete and accurate record of the material information in the Notice. No warranty is given to any user of the Information as to its accuracy or completeness or timeliness. In the event of a dispute or difference as to meaning or intent of the Information and the Japanese original text of the Notice, the Japanese original text of the Notice shall prevail. In order to accurately and completely understand the information contained in the Notice, it is necessary to read the complete Japanese original text thereof. The shareholders of the Company are therefore requested to refer to the complete text of the Notice. The original Japanese text of the Notice should be available on our Japanese website (<https://sei.co.jp/ir/meeting/>).

Neither the provision of the Information nor any part of the Information shall be deemed to be an offer to purchase or sell, or a solicitation of an offer to purchase or sell, any securities, nor shall it be deemed a recommendation for or an endorsement of investment by the Company. Neither the Company nor any of its Directors, officers, employees, agents, affiliates and assigns shall be liable to any person for any losses, damages, costs or expenses of whatever nature arising out of, or in any way related to, any errors to, delays in, ambiguities of, omissions from or alterations to, the Information or for any reliance by such person on any part of the Information.

(Translation)

Securities Code: 5802

June 3, 2020

To the Shareholders

Sumitomo Electric Industries, Ltd.  
5-33, Kitahama 4-chome  
Chuo-ku, Osaka  
Represented by: Osamu Inoue  
President

### **CONVOCATION NOTICE OF THE 150TH ORDINARY GENERAL MEETING OF SHAREHOLDERS**

We are pleased to hereby inform you that the 150th Ordinary General Meeting of Shareholders (the “Meeting”) will be held as set forth below.

In addition to attending the Meeting, you have an option to exercise your voting rights in writing or by electromagnetic means (the Internet, etc.). We cordially request that you exercise your voting rights (in doing so, please follow the “Instructions Regarding Voting” set forth on page 3 [of the Japanese original text]) by 5:15 p.m. of June 24, 2020 (Wednesday), after examining the Reference Documents regarding the Ordinary General Meeting of Shareholders set out below.

- Date:** June 25, 2020 (Thursday) at 10:00 a.m.
- Place:** “The Grand Ballroom” 2nd floor  
The Ritz-Carlton, Osaka  
5-25, Umeda 2-chome, Kita-ku, Osaka
- Purposes of the Meeting:**

#### Matters to be reported

- Reporting on the Business Report, the Consolidated Financial Statements and the results of the examination of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board for the 150th fiscal year (from April 1, 2019 to March 31, 2020)
- Reporting on the Non-Consolidated Financial Statements for the 150th fiscal year (from April 1, 2019 to March 31, 2020)

#### Matters to be resolved

- First item: Disposition of surplus
- Second item: Partial amendments to the Articles of Incorporation
- Third item: Appointment of twelve (12) Directors due to expiration of the term of office for all of the current Directors
- Fourth item: Appointment of one (1) Audit & Supervisory Board Member
- Fifth item: Payment of bonus to the Directors

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- \* Substitutions are allowed only when the proxy is the Company's shareholder with voting rights, and one person for each shareholder. (The proxy must bring not only the "Voting Instruction Form" of the shareholder but also a certification for his or her authority.)
  - \* The notes to the consolidated financial statements and the notes to non-consolidated financial statements, which are a part of the documents that should be provided together with this Notice, are disclosed through postings on our website (<https://sei.co.jp/ir/>) pursuant to laws and regulations and the provision of Article 15 of the Articles of Incorporation, and are therefore not described in the attachment to this Notice. Accordingly, the consolidated financial statements and the non-consolidated financial statements attached to this Notice are part of the consolidated financial statements and the non-consolidated financial statements that were subject to audit by the Audit & Supervisory Board Members for the purpose of an auditors' report, as well as an audit by the Accounting Auditor for the purpose of an accounting auditor's report.
  - \* When the reference documents regarding the ordinary general meeting of shareholders, the business report, the consolidated financial statements or the non-consolidated financial statements need modification by the day before the Meeting, we will notify the shareholders in writing by mail or by notice on our website (<https://sei.co.jp/ir/>).

(Translation)

**REFERENCE DOCUMENTS  
REGARDING THE ORDINARY GENERAL MEETING OF SHAREHOLDERS**

Agendas and Reference Information

**First item: Disposition of surplus**

Based on maintenance of stable dividends, the Company has the basic policy of making distribution of profits to shareholders after taking into consideration the consolidated business results, the dividend payout ratio, the accumulation level of the retained earnings and other matters.

As for the year-end dividend for the 150th fiscal year, in consideration of the business results for this fiscal year and other matters, the Company proposes to distribute in the amount of sixteen yen (¥16) per share, which is eight yen (¥8) year-end dividend per share less than that of the preceding fiscal year. As a result, the dividend for this fiscal year, including the interim dividend (twenty-four yen (¥24)), is forty yen (¥40) per share, which is eight yen (¥8) per share less than that of the preceding fiscal year.

1. Matters concerning the year-end dividend
  - (1) Type of properties to be distributed:  
Cash
  - (2) Matter concerning the allocation of properties to be distributed and the total amount thereof:  
  
Sixteen yen (¥16) per ordinary share of the Company  
Total amount of dividends: 12,481,293,904 yen
  - (3) Effective date of distribution of surplus:  
  
June 26, 2020
2. Other matters concerning the disposition of surplus  
  
Not applicable.

**Second item: Partial Amendments to the Articles of Incorporation**

1. Reasons for amendments
  - (1) The Company intends to amend, delete, or otherwise change Article 3 of the current Articles of Incorporation, in order to make it consistent with the present state of the Company's businesses as well as to correspond to the amended laws and regulations.
  - (2) The Company intends to shorten the term of office of Directors from two (2) years to one (1) year, and thus to amend Article 20 of the current Articles of Incorporation, for purposes such as further strengthening our corporate governance by, e.g., establishing a management system capable of responding to future changes in the business environment, further clarifying

management responsibilities, and increasing opportunities for shareholders to place their trust in the Company.

2. Substance of the amendments

The substance of the amendments is as follows.

(Underlined are the portions amended.)

Current Articles of Incorporation	Amendment proposal
Article 3 (Purpose)	Article 3 (Purpose)
The Purpose of the Company shall be to operate the following businesses:	The Purpose of the Company shall be to operate the following businesses:
1. Developing, manufacturing, processing and selling the following products and composite products.	1. Developing, manufacturing, processing and selling the following products and composite products.
(1) Electric wires and cables, optical fiber cables and other products and equipment for electric power transmission and distribution or for communication.	(1) Electric wires and cables, optical fiber cables and other products and equipment for electric power transmission and distribution or for communication.
(2) Steel bars, wire rods, metal wires, alloy wires, composite metal and other metal products.	(2) Steel bars, wire rods, metal wires, alloy wires, composite metal and other metal products.
(3) Hard alloy machine tools, machine parts, electrical contacts and other powder alloy products.	(3) Hard alloy machine tools, machine parts, electrical contacts and other powder alloy products.
(4) <u>Disc brakes, friction materials for brakes and other brake-related products.</u>	[Deleted]
(5) Rubber products, synthetic resin products, industrial chemicals (including poisonous substances and dangerous substances) and other products related thereto.	(4) Rubber products, synthetic resin products, industrial chemicals (including poisonous substances and dangerous substances) and other products related thereto.
(6) Crystalline materials, special porcelain and other materials related thereto.	(5) Crystalline materials, special porcelain and other materials related thereto.
(7) Medical devices and supplies, weighing instruments, measuring instruments and other precision machines and instruments.	(6) Medical devices and supplies, weighing instruments, measuring instruments and other precision machines and instruments.
(8) Electric machines and instruments, communication machines and instruments, electronic machines and instruments and other general- use machines and instruments.	(7) Electric machines and instruments, communication machines and instruments, electronic machines and instruments and other general- use machines and instruments.
(9) Accessories, parts, raw materials and software of such aforementioned products.	(8) Accessories, parts, raw materials and software of such aforementioned products.
2. Design, manufacture and sale of application facilities or devices for the products mentioned in the preceding Item.	2. Design, manufacture and sale of application facilities or devices for the products mentioned in the preceding Item.

Current Articles of Incorporation	Amendment proposal
<p>3. Design, supervision and contracting of civil engineering, construction work, electrical work and other works.</p> <p>4. Research and development relating to biotechnology and the undertaking thereof.</p> <p>5. Generation and supply of electricity.</p> <p>6. Transfer of and assistance for technology, know-how and other information related to each of the preceding Items.</p> <p>7. Lease of products listed in Item 1 and lease of application facilities and devices listed in Item 2, and undertaking the maintenance and administration thereof.</p> <p>8. Services related to information processing, information communication and information supply.</p> <p>9. Sale of sports goods, office supplies and kitchenware.</p> <p>10. Management of training facilities.</p> <p>11. Sale, administration, lease and brokerage of real estate.</p> <p>12. Travel agency, printing service, damage insurance agency, <u>general manpower dispatching business and special manpower dispatching business pursuant to Manpower Dispatching Business Law</u>, forwarding business, customs agency, measurement and analysis of environment, and consulting service related to achievement of international environmental standards.</p> <p>13. Investment in other businesses necessary for running the businesses.</p> <p>14. All businesses incidental to, relating to or promoting each of the Items mentioned above.</p>	<p>3. Design, supervision and contracting of civil engineering, construction work, electrical work and other works.</p> <p>4. Research and development relating to biotechnology and the undertaking thereof.</p> <p>5. Generation and supply of electricity.</p> <p>6. Transfer of and assistance for technology, know-how and other information related to each of the preceding Items</p> <p>7. Lease of products listed in Item 1 and lease of application facilities and devices listed in Item 2, and undertaking the maintenance and administration thereof.</p> <p>8. Services related to information processing, information communication and information supply.</p> <p>9. Sale of sports goods, office supplies and kitchenware.</p> <p>10. Management of training facilities.</p> <p>11. Sale, administration, lease and brokerage of real estate.</p> <p>12. Travel agency, printing service, damage insurance agency, <u>manpower dispatching business</u>, forwarding business, customs agency, measurement and analysis of environment, and consulting service related to achievement of international environmental standards.</p> <p>13. Investment in other businesses necessary for running the businesses.</p> <p>14. All businesses incidental to, relating to or promoting each of the Items mentioned above.</p>
<p>Article 20 (Terms of Office of Directors)</p>	<p>Article 20 (Terms of Office of Directors)</p>
<p>1) The terms of office of Directors shall expire with the termination of the Ordinary General Meeting of Shareholders called in respect of the final business year ending within <u>two (2)</u> years after their election.</p> <p>2) <u>The term of office of a Director selected to meet an increase in the number of Directors or to fill a vacancy created by retirement shall be until the expiration of the term of the other Directors then in office.</u></p>	<p>The terms of office of Directors shall expire with the termination of the Ordinary General Meeting of Shareholders called in respect of the final business year ending within <u>one (1)</u> year after their election.</p> <p>[Deleted]</p>

**Third item: Appointment of twelve (12) Directors due to the expiration of the term of office for all of the current Directors**

The term of office for all thirteen (13) current Directors will expire upon the closing of this Meeting. Approval is hereby requested for the appointment of twelve (12) Directors.

The nominees for the offices of Directors are as stated on pages 9 to 21.

[Reference Information] List of Nominees for Directors

Nominee Number	Name		Position and Areas of Responsibility in the Company (as of June 3, 2020)	Number of Times Attending Board of Directors Meetings (FY2019)
1	Masayoshi Matsumoto	Reappt.	Chairman of the Board of Directors	13/13
2	Osamu Inoue	Reappt.	President	13/13
3	Mitsuo Nishida	Reappt.	Executive Vice President General Manager, Manufacturing Management & Engineering Unit General Manager, Automotive Business Unit	13/13
4	Nozomi Ushijima	Reappt.	Executive Vice President General Manager, Advanced Materials Business Unit Electronics Group (Fine Polymer Division, Water Processing Division)	13/13
5	Yoshitomo Kasui	Reappt.	Senior Managing Director Deputy General Manager, Manufacturing Management & Engineering Unit (Safety & Environment) Corporate Staff Group (Compliance & Risk Management, Administration, Tokyo Administration, Secretary, Human Resources, Human Resources Development, Corporate Planning, Internal Auditing, Security Trade Control)	13/13
6	Akira Nishimura	Reappt.	Senior Managing Director General Manager, Infocommunications Business Unit Electronics Group (Flexible Printed Circuits Division, Electronic Wire Division)	13/13

Nominee Number	Name		Position and Areas of Responsibility in the Company (as of June 3, 2020)	Number of Times Attending Board of Directors Meetings (FY2019)
7	Hideo Hato	<u>Reappt.</u>	Senior Managing Director General Manager, New Business Development Unit Deputy General Manager, Automotive Business Unit (Systems & Electronics Division) Corporate Staff Group (Legal, Public Relations, Intellectual Property, Security Trade Control) Environment and Energy Group (Energy System Division)	13/13
8	Masaki Shirayama	<u>Reappt.</u>	Managing Director General Manager, Electric Wire & Cable, Energy Business Unit	13/13
9	Nobuyuki Kobayashi	<u>Reappt.</u>	Managing Director Corporate Staff Group (Accounting, Finance, Information Systems, Procurement, Logistics Management)	9/10
10	Hiroshi Sato	<u>Reappt.</u>	Director <u>O/S</u> <u>Ind. Officer</u>	13/13
11	Michihiro Tsuchiya	<u>Reappt.</u>	Director <u>O/S</u> <u>Ind. Officer</u>	12/13
12	Christina Ahmadjian	<u>Reappt.</u>	Director <u>O/S</u> <u>Ind. Officer</u>	12/13
<p><u>"Reappt."</u> means a reappointed nominee; <u>"O/S"</u> means a nominee for Outside Director; and <u>"Ind. Officer"</u> means a nominee for Independent Officer as defined by Tokyo Stock Exchange, Inc., etc.</p>				



Nominee Number	Name (Birth Date)	Number of the Company Shares Owned
1	Masayoshi Matsumoto (September 18, 1944)	62,800shares
	<b>Career Summary, Position, Areas of Responsibility and Important Concurrent Post</b>	
	<p>Apr. 1967      Joined the Company</p> <p>Jun. 1997      Director</p> <p>Jun. 1999      Managing Director</p> <p>Jun. 2003      Senior Managing Director</p> <p>Jun. 2004      President</p> <p>Jun. 2017      Chairman of the Board of Directors</p> <p>(currently maintained)</p> <p>Important Concurrent Post: Chairman, Kansai Economic Federation</p>	
	<b>Reason Why the Company Nominates the Nominee as a Director</b>	
	<p>The Company has selected him as a nominee for the office of Director because he has been, as a President since June 2004, and as a Chairman of the Board of Directors since June 2017, one of the core members of the Company's management and the Company considers him to be qualified for the office of Director in light of the Company's "Policy to Nominate Candidates for Director and Audit &amp; Supervisory Board Member, etc."</p>	

Nominee Number	Name (Birth Date)	Number of the Company Shares Owned
	Osamu Inoue (August 25, 1952)	33,610 shares
2	<b>Career Summary, Position, Areas of Responsibility and Important Concurrent Post</b>	
	Apr. 1975	Joined the Company
	Jun. 2004	Executive Officer Deputy General Manager, Automotive Business Unit
	Jan. 2006	Executive Officer, Sumitomo Wiring Systems, Ltd.
	Jun. 2006	Director, Managing Executive Officer, Sumitomo Wiring Systems, Ltd.
	Jun. 2007	Director, Senior Managing Executive Officer, Sumitomo Wiring Systems, Ltd.
	Jun. 2008	Managing Director, General Manager, Automotive Business Unit of the Company
	Apr. 2009	Director of the Company President, Sumitomo Electric Bordnetze GmbH (now known as Sumitomo Electric Bordnetze SE)
	Jun. 2012	Deputy General Manager, Automotive Business Unit of the Company Director, President, Sumitomo Wiring Systems, Ltd.
	Apr. 2017	Managing Executive Officer of the Company Director, Sumitomo Wiring Systems, Ltd.
Jun. 2017	President of the Company	
	(currently maintained)	
	<b>Reason Why the Company Nominates the Nominee as a Director</b>	
	The Company has selected him as a nominee for the office of Director because he has been, as a President, one of the core members of the Company's management since June 2017 and the Company considers him to be qualified for the office of Director in light of the Company's "Policy to Nominate Candidates for Director and Audit & Supervisory Board Member, etc."	

Nominee Number	Name (Birth Date)	Number of the Company Shares Owned
3	Mitsuo Nishida (February 11, 1948)	22,890 shares
	<b>Career Summary, Position, Areas of Responsibility and Important Concurrent Post</b>	
	<p>Apr. 1972      Joined the Company</p> <p>Jun. 2005      Director, Senior Managing Executive Officer, Sumitomo Wiring Systems, Ltd.</p> <p>Jun. 2007      Managing Executive Officer, Deputy General Manager, Automotive Business Unit of the Company</p> <p>Apr. 2009      Managing Executive Officer General Manager, Automotive Business Unit</p> <p>Jun. 2009      Managing Director General Manager, Automotive Business Unit</p> <p>Jun. 2010      Senior Managing Director General Manager, Automotive Business Unit</p> <p>Jun. 2014      Executive Vice President General Manager, Automotive Business Unit</p> <p>Apr. 2017      Ditto General Manager, Manufacturing Management &amp; Engineering Unit</p>	
	<p>(currently maintained)</p> <p>Areas of Responsibility:</p> <p style="padding-left: 20px;">General Manager, Manufacturing Management &amp; Engineering Unit General Manager, Automotive Business Unit</p> <p>Important Concurrent Post:</p> <p style="padding-left: 20px;">Chairman of Board of Directors, Sumitomo Wiring Systems, Ltd. Chairman of the Board, Sumitomo Electric Wiring Systems, Inc. Joint Representative Director, Kyungshin Co., Ltd.</p>	
	<b>Reason Why the Company Nominates the Nominee as a Director</b>	
<p>The Company has selected him as a nominee for the office of Director because he has been, as an Executive Vice President, one of the core members of the Company's management since June 2014 and the Company considers him to be qualified for the office of Director in light of the Company's "Policy to Nominate Candidates for Director and Audit &amp; Supervisory Board Member, etc."</p>		

Nominee Number	Name (Birth Date)	Number of the Company Shares Owned
4	Nozomi Ushijima (May 21, 1957)	23,400 shares
	<b>Career Summary, Position, Areas of Responsibility and Important Concurrent Post</b>	
	<p>Apr. 1980      Joined the Company</p> <p>Jun. 2010      Executive Officer President and CEO, Sumitomo Electric Hardmetal Corp.</p> <p>Jun. 2011      Ditto Deputy General Manager, Industrial Materials Business Unit</p> <p>Jun. 2012      Managing Executive Officer General Manager, Advanced Materials Business Unit</p> <p>Jun. 2013      Managing Director General Manager, Advanced Materials Business Unit</p> <p>Jun. 2017      Senior Managing Director General Manager, Advanced Materials Business Unit</p> <p>Jun. 2019      Executive Vice President General Manager, Advanced Materials Business Unit</p> <p>(currently maintained)</p> <p>Areas of Responsibility:  General Manager, Advanced Materials Business Unit  Electronics Group (Fine Polymer Division, Water Processing Division)</p> <p>Important Concurrent Post:  Director, Sumitomo Electric Hardmetal Corp.  Director, Sumitomo Electric Sintered Alloy, Ltd.</p>	
	<b>Reason Why the Company Nominates the Nominee as a Director</b>	
	<p>The Company has selected him as a nominee for the office of Director because he has been, as an Executive Vice President, one of the core members of the Company's management since June 2019 and the Company considers him to be qualified for the office of Director in light of the Company's "Policy to Nominate Candidates for Director and Audit &amp; Supervisory Board Member, etc."</p>	

Nominee Number	Name (Birth Date)	Number of the Company Shares Owned
5	Yoshitomo Kasui (May 15, 1959)	21,700 shares
	<b>Career Summary, Position, Areas of Responsibility and Important Concurrent Post</b>	
	Apr. 1983	Joined the Company
	Jun. 2012	Executive Officer Deputy General Manager, Manufacturing Management & Engineering Unit
	Jun. 2013	Managing Executive Officer Deputy General Manager, Manufacturing Management & Engineering Unit
Jun. 2014	Managing Director Deputy General Manager, Manufacturing Management & Engineering Unit	
Jun. 2018	Senior Managing Director Deputy General Manager, Manufacturing Management & Engineering Unit	
(currently maintained)		
Areas of Responsibility:  Deputy General Manager, Manufacturing Management & Engineering Unit (Safety & Environment) Corporate Staff Group (Compliance & Risk Management, Administration, Tokyo Administration, Secretary, Human Resources, Human Resources Development, Corporate Planning, Internal Auditing, Security Trade Control)		
<b>Reason Why the Company Nominates the Nominee as a Director</b>		
He has abundant business experience at the Administration and Human Resource Division of the Company. The Company has selected him as a nominee for the office of Director because he has served as Senior Managing Director and supervised the Corporate Staff Group including the Administration and Human Resource Division since June 2018, and the Company considers him to be qualified for the office of Director in light of the Company's "Policy to Nominate Candidates for Director and Audit & Supervisory Board Member, etc."		

Nominee Number	Name (Birth Date)	Number of the Company Shares Owned
6	Akira Nishimura (April 7, 1958)	14,000 shares
	<b>Career Summary, Position, Areas of Responsibility and Important Concurrent Post</b>	
	<p>Apr. 1984      Joined the Company</p> <p>Jun. 2013      Executive Officer Deputy General Manager, Infocommunications Business Unit</p> <p>Jun. 2015      Managing Executive Officer Deputy General Manager, Infocommunications Business Unit</p> <p>Jun. 2016      Managing Director General Manger, Infocommunications Business Unit</p> <p>Jun. 2019      Senior Managing Director General Manger, Infocommunications Business Unit</p>	
	<p>(currently maintained)</p> <p>Areas of Responsibility: General Manger, Infocommunications Business Unit Electronics Group (Flexible Printed Circuits Division, Electronic Wire Division)</p> <p>Important Concurrent Post: Director, MIRAIT Technologies Corporation Chairman, Sumitomo Electric Lightwave Corp.</p>	
	<b>Reason Why the Company Nominates the Nominee as a Director</b>	
<p>He has abundant business experience at the Infocommunications Group of the Company and great insight into technical development. The Company has selected him as a nominee for the office of Director because he has served as Senior Managing Director and General Manager of the Infocommunications Group since June 2019, and the Company considers him to be qualified for the office of Director in light of the Company's "Policy to Nominate Candidates for Director and Audit &amp; Supervisory Board Member, etc."</p>		

Nominee Number	Name (Birth Date)	Number of the Company Shares Owned
7	Hideo Hato (September 3, 1957)	10,100shares
	<b>Career Summary, Position, Areas of Responsibility and Important Concurrent Post</b>	
	Apr. 1981	Joined the Ministry of International Trade and Industry
	Jun. 2013	Commissioner, Patent Office
	Jul. 2014	Retired from office
Jun. 2016	Joined the Company Managing Executive Officer	
Jun. 2017	Managing Director	
Apr. 2018	Ditto Deputy General Manager, Automotive Business Unit	
Jun. 2018	Ditto General Manager, New Business Development Unit	
Jun. 2019	Senior Managing Director General Manager, New Business Development Unit Deputy General Manager, Automotive Business Unit	
(currently maintained)		
Areas of Responsibility:		
General Manager, New Business Development Unit		
Deputy General Manager, Automotive Business Unit (Systems & Electronics Division)		
Corporate Staff Group (Legal, Public Relations, Intellectual Property, Security Trade Control)		
Environment and Energy Group (Energy System Division)		
<b>Reason Why the Company Nominates the Nominee as a Director</b>		
He held important posts including as the Commissioner of the Patent Office and has abundant experience. The Company has selected him as a nominee for the office of Director because he has served as Senior Managing Director and General Manager of the New Business Development Unit of the Company since June 2019, and the Company considers him to be qualified for the office of Director in light of the Company's "Policy to Nominate Candidates for Director and Audit & Supervisory Board Member, etc."		

Nominee Number	Name (Birth Date)	Number of the Company Shares Owned
8	Masaki Shirayama (November 29, 1961)	14,000shares
	<b>Career Summary, Position, Areas of Responsibility and Important Concurrent Post</b>	
	<p>Apr. 1985      Joined the Company</p> <p>Jun. 2012      General Manager, Business Development Division</p> <p>Jun. 2013      Executive Officer Deputy General Manager, Network Products Sales &amp; Marketing Unit General Manager, New Business Marketing and Promotion Division General Manager, Marketing &amp; Promotion Department, New Business Development Unit</p> <p>Jun. 2014      Managing Executive Officer General Manager, Social Infrastructure Sales &amp; Marketing Unit</p> <p>Jun. 2017      Managing Director General Manager, Social Infrastructure Sales &amp; Marketing Unit</p> <p>Jun. 2018      Managing Director General Manager, Electric Wire &amp; Cable, Energy Business Unit</p> <p>(currently maintained)</p> <p>Areas of Responsibility: General Manager, Electric Wire &amp; Cable, Energy Business Unit</p>	
	<b>Reason Why the Company Nominates the Nominee as a Director</b>	
	<p>He has abundant business experience and an excellent performance record in sales departments of infrastructure businesses. The Company has selected him as a nominee for the office of Director because he assumed the office of Managing Director in June 2017 and has served as General Manager of the Environment and Energy Group since June 2018, and the Company considers him to be qualified for the office of Director in light of the Company's "Policy to Nominate Candidates for Director and Audit &amp; Supervisory Board Member, etc."</p>	



Nominee Number	Name (Birth Date)	Number of the Company Shares Owned
9	Nobuyuki Kobayashi (May 31, 1961)	6,600 shares
	<b>Career Summary, Position, Areas of Responsibility and Important Concurrent Post</b>	
	<p>Apr. 1985      Joined the Company</p> <p>Jan. 2016      General Manager, Accounting Division</p> <p>Jun. 2016      Executive Officer Ditto</p> <p>Jun. 2019      Managing Director</p> <p>(currently maintained)</p> <p>Areas of Responsibility: Corporate Staff Group (Accounting, Finance, Information Systems, Procurement, Logistics Management)</p> <p>Important Concurrent Post: Director, Sumitomo Rubber Industries, Ltd.</p>	
	<b>Reason Why the Company Nominates the Nominee as a Director</b>	
	<p>He has abundant business experience at the Accounting and Finance Divisions of the Company, and has insight into the global business activities of enterprises. The Company has selected him as a nominee for the office of Director because he has served as Managing Director and supervised the Corporate Staff Group including the Accounting and Finance Divisions since June 2019, and the Company considers him to be qualified for the office of Director in light of the Company's "Policy to Nominate Candidates for Director and Audit &amp; Supervisory Board Member, etc."</p>	

Nominee Number	Name (Birth Date)	Number of the Company Shares Owned																																
10	<p style="text-align: center;"><b>Hiroshi Sato</b> (September 25, 1945)</p> <div style="border: 1px solid black; width: fit-content; margin: 5px auto; padding: 2px;">Nominee for an Outside Director</div> <div style="border: 1px solid black; width: fit-content; margin: 5px auto; padding: 2px;">Nominee for an Independent Officer</div>	5,200 shares																																
	<b>Career Summary, Position, Areas of Responsibility and Important Concurrent Post</b>																																	
	<table border="0" style="width: 100%;"> <tr> <td style="width: 15%; vertical-align: top;">Apr. 1970</td> <td>Joined Kobe Steel, Ltd.</td> </tr> <tr> <td style="vertical-align: top;">Apr. 1992</td> <td>General Manager, Surface Design &amp; Corrosion Research Section, Material Research Laboratory, Technical Development Group, Kobe Steel, Ltd.</td> </tr> <tr> <td style="vertical-align: top;">Apr. 1993</td> <td>General Manager, Material Research Laboratory, Technical Development Group, Kobe Steel, Ltd.</td> </tr> <tr> <td style="vertical-align: top;">Apr. 1995</td> <td>General Manager, Research &amp; Development Planning Department, Technical Development Group, Kobe Steel, Ltd.</td> </tr> <tr> <td style="vertical-align: top;">Jun. 1996</td> <td>Director, Kobe Steel, Ltd.</td> </tr> <tr> <td style="vertical-align: top;">Apr. 1999</td> <td>Ditto, Executive Officer, Kobe Steel, Ltd.</td> </tr> <tr> <td style="vertical-align: top;">Jun. 1999</td> <td>Managing Executive Officer, Kobe Steel, Ltd.</td> </tr> <tr> <td style="vertical-align: top;">Jun. 2000</td> <td>Director, Kobe Steel, Ltd., Ditto</td> </tr> <tr> <td style="vertical-align: top;">Jun. 2002</td> <td>Director, Senior Managing Executive Officer, Kobe Steel, Ltd.</td> </tr> <tr> <td style="vertical-align: top;">Jun. 2003</td> <td>Senior Managing Director, Kobe Steel, Ltd.</td> </tr> <tr> <td style="vertical-align: top;">Apr. 2004</td> <td>Executive Vice President and Director, Kobe Steel, Ltd.</td> </tr> <tr> <td style="vertical-align: top;">Apr. 2009</td> <td>President and Director, Kobe Steel, Ltd.</td> </tr> <tr> <td style="vertical-align: top;">Apr. 2013</td> <td>Chairman of the Board and Director, Kobe Steel, Ltd.</td> </tr> <tr> <td style="vertical-align: top;">Apr. 2016</td> <td>Senior Advisor and Director, Kobe Steel, Ltd.</td> </tr> <tr> <td style="vertical-align: top;">Jun. 2016</td> <td>Senior Advisor, Kobe Steel, Ltd. Director of the Company (Outside Director)</td> </tr> <tr> <td style="vertical-align: top;">Apr 2018</td> <td>Advisor, Kobe Steel Ltd. Director of the Company (Outside Director)</td> </tr> </table> <p>(currently maintained)</p> <p>Important Concurrent Post:</p> <p style="margin-left: 20px;">Advisor, Kobe Steel, Ltd. President &amp; Representative Director, The Kobe International House Inc.</p>		Apr. 1970	Joined Kobe Steel, Ltd.	Apr. 1992	General Manager, Surface Design & Corrosion Research Section, Material Research Laboratory, Technical Development Group, Kobe Steel, Ltd.	Apr. 1993	General Manager, Material Research Laboratory, Technical Development Group, Kobe Steel, Ltd.	Apr. 1995	General Manager, Research & Development Planning Department, Technical Development Group, Kobe Steel, Ltd.	Jun. 1996	Director, Kobe Steel, Ltd.	Apr. 1999	Ditto, Executive Officer, Kobe Steel, Ltd.	Jun. 1999	Managing Executive Officer, Kobe Steel, Ltd.	Jun. 2000	Director, Kobe Steel, Ltd., Ditto	Jun. 2002	Director, Senior Managing Executive Officer, Kobe Steel, Ltd.	Jun. 2003	Senior Managing Director, Kobe Steel, Ltd.	Apr. 2004	Executive Vice President and Director, Kobe Steel, Ltd.	Apr. 2009	President and Director, Kobe Steel, Ltd.	Apr. 2013	Chairman of the Board and Director, Kobe Steel, Ltd.	Apr. 2016	Senior Advisor and Director, Kobe Steel, Ltd.	Jun. 2016	Senior Advisor, Kobe Steel, Ltd. Director of the Company (Outside Director)	Apr 2018	Advisor, Kobe Steel Ltd. Director of the Company (Outside Director)
	Apr. 1970	Joined Kobe Steel, Ltd.																																
	Apr. 1992	General Manager, Surface Design & Corrosion Research Section, Material Research Laboratory, Technical Development Group, Kobe Steel, Ltd.																																
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Apr 2018	Advisor, Kobe Steel Ltd. Director of the Company (Outside Director)																																	
<b>Reason Why the Company Nominates the Nominee as an Outside Director</b>																																		
<p>He has abundant experience and great insight into overall business management, through being involved in the management of a company conducting a wide range of business, such as materials, machinery, and energy, with a central focus on iron and steel. The Company has selected him as a nominee for the office of Outside Director because the Company considers him to be qualified for the office of Outside Director in light of the Company's "Policy to Nominate Candidates for Director and Audit &amp; Supervisory Board Member, etc." While the Company has a business relationship with Kobe Steel, Ltd. regarding buying and selling the products, where he previously served as an executive, the value of each transaction is less than 1% of the total sales of the Company and Kobe Steel, Ltd. respectively. Therefore, that fact above does not influence his independence. The Company has no transactions with The Kobe International House Inc., where he currently holds office as a President &amp; Representative Director.</p>																																		

Nominee Number	Name (Birth Date)	Number of the Company Shares Owned																										
11	<p style="text-align: center;">Michihiro Tsuchiya (July 12, 1947)</p> <div style="border: 1px solid black; width: fit-content; margin: 5px auto; padding: 2px;">Nominee for an Outside Director</div> <div style="border: 1px solid black; width: fit-content; margin: 5px auto; padding: 2px;">Nominee for an Independent Officer</div>	3,300 shares																										
	<b>Career Summary, Position, Areas of Responsibility and Important Concurrent Post</b>																											
	<table border="0" style="width: 100%;"> <tr> <td style="width: 15%; vertical-align: top;">Apr. 1976</td> <td>Joined Tanabe Seiyaku Co., Ltd. (now known as Mitsubishi Tanabe Pharma Corporation)</td> </tr> <tr> <td style="vertical-align: top;">Jun. 2001</td> <td>Board Director, Tanabe Seiyaku Co., Ltd.</td> </tr> <tr> <td style="vertical-align: top;">Jun. 2003</td> <td>Managing Board Director, Tanabe Seiyaku Co., Ltd.</td> </tr> <tr> <td style="vertical-align: top;">Jun. 2005</td> <td>Board Director, Managing Executive Officer, Tanabe Seiyaku Co., Ltd.</td> </tr> <tr> <td style="vertical-align: top;">Jun. 2006</td> <td>Representative Director, Senior Managing Executive Officer, Tanabe Seiyaku Co., Ltd.</td> </tr> <tr> <td style="vertical-align: top;">Oct. 2007</td> <td>Board Director, Vice President, Mitsubishi Tanabe Pharma Corporation</td> </tr> <tr> <td style="vertical-align: top;">Jun. 2008</td> <td>Ditto Director, Mitsubishi Chemical Holdings Corporation</td> </tr> <tr> <td style="vertical-align: top;">Jun. 2009</td> <td>President &amp; Representative Director, Chief Executive Officer, Mitsubishi Tanabe Pharma Corporation Director, Mitsubishi Chemical Holdings Corporation</td> </tr> <tr> <td style="vertical-align: top;">Jun. 2014</td> <td>Chairman of the Board &amp; Representative Director, Mitsubishi Tanabe Pharma Corporation</td> </tr> <tr> <td style="vertical-align: top;">Jun. 2016</td> <td>Chairman of the Board, Mitsubishi Tanabe Pharma Corporation</td> </tr> <tr> <td style="vertical-align: top;">Jun. 2017</td> <td>Senior Advisor, Mitsubishi Tanabe Pharma Corporation</td> </tr> <tr> <td style="vertical-align: top;">Jun. 2018</td> <td>Ditto Director of the Company (Outside Director)</td> </tr> <tr> <td style="vertical-align: top;">Jun. 2019</td> <td>Director of the Company (Outside Director)</td> </tr> </table> <p>(currently maintained)</p> <p>Important Concurrent Post: Director, RaQualia Pharma Inc. (Outside Director)</p>		Apr. 1976	Joined Tanabe Seiyaku Co., Ltd. (now known as Mitsubishi Tanabe Pharma Corporation)	Jun. 2001	Board Director, Tanabe Seiyaku Co., Ltd.	Jun. 2003	Managing Board Director, Tanabe Seiyaku Co., Ltd.	Jun. 2005	Board Director, Managing Executive Officer, Tanabe Seiyaku Co., Ltd.	Jun. 2006	Representative Director, Senior Managing Executive Officer, Tanabe Seiyaku Co., Ltd.	Oct. 2007	Board Director, Vice President, Mitsubishi Tanabe Pharma Corporation	Jun. 2008	Ditto Director, Mitsubishi Chemical Holdings Corporation	Jun. 2009	President & Representative Director, Chief Executive Officer, Mitsubishi Tanabe Pharma Corporation Director, Mitsubishi Chemical Holdings Corporation	Jun. 2014	Chairman of the Board & Representative Director, Mitsubishi Tanabe Pharma Corporation	Jun. 2016	Chairman of the Board, Mitsubishi Tanabe Pharma Corporation	Jun. 2017	Senior Advisor, Mitsubishi Tanabe Pharma Corporation	Jun. 2018	Ditto Director of the Company (Outside Director)	Jun. 2019	Director of the Company (Outside Director)
	Apr. 1976	Joined Tanabe Seiyaku Co., Ltd. (now known as Mitsubishi Tanabe Pharma Corporation)																										
	Jun. 2001	Board Director, Tanabe Seiyaku Co., Ltd.																										
Jun. 2003	Managing Board Director, Tanabe Seiyaku Co., Ltd.																											
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Jun. 2016	Chairman of the Board, Mitsubishi Tanabe Pharma Corporation																											
Jun. 2017	Senior Advisor, Mitsubishi Tanabe Pharma Corporation																											
Jun. 2018	Ditto Director of the Company (Outside Director)																											
Jun. 2019	Director of the Company (Outside Director)																											
<b>Reason Why the Company Nominates the Nominee as an Outside Director</b>																												
<p>He has abundant experience and great insight into overall business management, through being involved in the management of the companies developing global business activities. The Company has selected him as a nominee for the office of Outside Director because the Company considers him to be qualified for the office of Outside Director in light of the Company's "Policy to Nominate Candidates for Director and Audit &amp; Supervisory Board Member, etc." The Company has no transactions with Mitsubishi Tanabe Pharma Corporation, where he previously served as an executive.</p>																												

Nominee Number	Name (Birth Date)	Number of the Company Shares Owned														
12	<p style="text-align: center;">Christina Ahmadjian (March 5, 1959)</p> <div style="border: 1px solid black; width: fit-content; margin: 5px auto; padding: 2px;">Nominee for an Outside Director</div> <div style="border: 1px solid black; width: fit-content; margin: 5px auto; padding: 2px;">Nominee for an Independent Officer</div>	2,800 shares														
	<b>Career Summary, Position, Areas of Responsibility and Important Concurrent Post</b>															
	<table border="0" style="width: 100%;"> <tr> <td style="width: 15%; vertical-align: top;">Jan. 1995</td> <td>Assistant Professor, Graduate School of Business, Columbia University,</td> </tr> <tr> <td style="vertical-align: top;">Oct. 2001</td> <td>Associate Professor, Graduate School of International Corporate Strategy, Hitotsubashi University</td> </tr> <tr> <td style="vertical-align: top;">Jan. 2004</td> <td>Professor, Graduate School of International Corporate Strategy, Hitotsubashi University</td> </tr> <tr> <td style="vertical-align: top;">Apr. 2010</td> <td>Dean of Graduate School, Graduate School of International Corporate Strategy, Hitotsubashi University</td> </tr> <tr> <td style="vertical-align: top;">Apr. 2012</td> <td>Professor, Graduate School of Commerce and Management, Hitotsubashi University</td> </tr> <tr> <td style="vertical-align: top;">Apr. 2018</td> <td>Professor, Graduate School of Business Administration, Hitotsubashi University</td> </tr> <tr> <td style="vertical-align: top;">Jun. 2018</td> <td>Ditto Director of the Company (Outside Director)</td> </tr> </table> <p>(currently maintained)</p> <p>Important Concurrent Post:</p> <p>Professor, Graduate School of Business Administration, Hitotsubashi University  Director, Japan Exchange Group, Inc. (Outside Director)  Director, Mitsubishi Heavy Industries, Ltd. (Outside Director)  Director, Asahi Group Holdings, Ltd. (Outside Director)</p>		Jan. 1995	Assistant Professor, Graduate School of Business, Columbia University,	Oct. 2001	Associate Professor, Graduate School of International Corporate Strategy, Hitotsubashi University	Jan. 2004	Professor, Graduate School of International Corporate Strategy, Hitotsubashi University	Apr. 2010	Dean of Graduate School, Graduate School of International Corporate Strategy, Hitotsubashi University	Apr. 2012	Professor, Graduate School of Commerce and Management, Hitotsubashi University	Apr. 2018	Professor, Graduate School of Business Administration, Hitotsubashi University	Jun. 2018	Ditto Director of the Company (Outside Director)
	Jan. 1995	Assistant Professor, Graduate School of Business, Columbia University,														
	Oct. 2001	Associate Professor, Graduate School of International Corporate Strategy, Hitotsubashi University														
Jan. 2004	Professor, Graduate School of International Corporate Strategy, Hitotsubashi University															
Apr. 2010	Dean of Graduate School, Graduate School of International Corporate Strategy, Hitotsubashi University															
Apr. 2012	Professor, Graduate School of Commerce and Management, Hitotsubashi University															
Apr. 2018	Professor, Graduate School of Business Administration, Hitotsubashi University															
Jun. 2018	Ditto Director of the Company (Outside Director)															
<b>Reason Why the Company Nominates the Nominee as an Outside Director, and Reason Why the Company Has Determined that the Nominee is Capable of Conducting the Duties Appropriately as an Outside Director</b>																
<p>She has great insight and a global perspective as a university professor mainly studying in the fields of business management and corporate governance. The Company has selected her as a nominee for the office of Outside Director because the Company considers her to be qualified for the office of Outside Director in light of the Company's "Policy to Nominate Candidates for Director and Audit &amp; Supervisory Board Member, etc." She has no experience concerning company management other than acting as an Outside Director; however, the Company has determined that she is capable of conducting the duties appropriately as an Outside Director because of the reasons above. The Company has no transactions with and has made no donations to Hitotsubashi University, where she serves as a professor.</p>																

Notes:

- The Director nominee Mr. Mitsuo Nishida is the Joint Representative Director of Kyungshin Co., Ltd., which is a Korean company manufacturing and selling automotive wiring harnesses and their related components, and in which the Company and Sumitomo Wiring Systems, Ltd. invest money equivalent to 30% and 20%, respectively, of the shareholding ratio. The Company and that company do not have direct transaction relationship. Sumitomo Wiring Systems, Ltd. and that company are in a transaction relationship, for example, conducting sales and purchase of automotive wiring harness components and technical assistance to that company. The other nominees for the offices of Directors do not have business connections with the Company.

2. Mr. Hiroshi Sato, Mr. Michihiro Tsuchiya, and Ms. Christina Ahmadjian are nominees for Outside Directors and for Independent Officers as defined by Tokyo Stock Exchange, Inc., etc.

3. Matters to be described specifically regarding the Outside Director nominees (Mr. Hiroshi Sato, Mr. Michihiro Tsuchiya and Ms. Christina Ahmadjian) are as follows:

(1) The fact that the relevant stock company violated laws and regulations or its articles of incorporation, or otherwise unfairly executed business during the term of office at the relevant stock company if a candidate for the office of Outside Director has held office in the past five years as a director, executive officer or auditor & supervisory board member of another stock company  
It was revealed in October 2017 that Kobe Steel, Ltd. (where Mr. Hiroshi Sato served as a Director until June 2016) and its group have been involved in the misconduct concerning the products and services provided by the group, such as the act of falsifying or fabricating inspection data for products falling short of public standards or customer specifications, and shipping or delivering those products to customers as if they conformed to the public standards or customer specifications. In connection with that, regarding some of those acts, that company was convicted of a breach of the Unfair Competition Prevention Act in March 2019.

(2) Number of years since the Outside Director nominees started to hold office as an Outside Director of the Company

Mr. Hiroshi Sato will have held office as an Outside Director for four (4) years upon the closing of this Meeting.

Mr. Michihiro Tsuchiya and Ms. Christina Ahmadjian will have held office as Outside Directors for two (2) years upon the closing of this Meeting.

(3) Outline of the substance of the limited liability contract

The Company has entered into a limited liability contract with Mr. Hiroshi Sato, Mr. Michihiro Tsuchiya, and Ms. Christina Ahmadjian. The contract provides, with respect to the liability provided under Article 423, paragraph 1 of the Companies Act, that each of them owes liability for damages limited to the higher amount of either 10 million yen or the minimum liability amount provided under Article 425, paragraph 1 of the Act, if they act without knowledge and are not grossly negligent in conducting their duties.

**Fourth item: Appointment of one (1) Audit & Supervisory Board Member**

The term of office of Audit & Supervisory Board Member Ms. Michiko Uehara expires upon the closing of this Meeting. Approval is hereby requested for the appointment of one (1) Audit & Supervisory Board Member.

The nominee for the office of Audit & Supervisory Board Member is as follows, and this agenda has already been approved by the Audit & Supervisory Board.

Name (Birth Date)	Number of the Company Shares Owned														
<p style="text-align: center;">Michiko Uehara (December 24, 1949)</p> <div style="border: 1px solid black; padding: 2px; margin: 5px 0; width: fit-content;">Nominee for an Outside Audit &amp; Supervisory Board Member</div> <div style="border: 1px solid black; padding: 2px; margin: 5px 0; width: fit-content;">Nominee for an Independent Officer</div>	3,700 shares														
<b>Career Summary, Position and Important Concurrent Post</b>															
<table style="width: 100%; border-collapse: collapse;"> <tr><td style="width: 15%;">Apr. 1976</td><td>Assistant Judge, Kobe District Court</td></tr> <tr><td>Apr. 1979</td><td>Assistant Judge, Kobe District Court, Amagasaki Branch</td></tr> <tr><td>Apr. 1982</td><td>Assistant Judge, Osaka District Court</td></tr> <tr><td>Apr. 1986</td><td>Judge, Fukuoka District Court</td></tr> <tr><td>Mar. 1989</td><td>Retired from office</td></tr> <tr><td>May. 1989</td><td>Registered as Attorney at law</td></tr> <tr><td>Jun. 2016</td><td>Audit &amp; Supervisory Board Member of the Company (Outside Audit &amp; Supervisory Board Member)</td></tr> </table> <p>(currently maintained)</p> <p>Important Concurrent Post:            Attorney at law            Audit and Supervisory Board Member, The Japan Wool Textile Co., Ltd. (Outside Audit &amp; Supervisory Board Member)</p>		Apr. 1976	Assistant Judge, Kobe District Court	Apr. 1979	Assistant Judge, Kobe District Court, Amagasaki Branch	Apr. 1982	Assistant Judge, Osaka District Court	Apr. 1986	Judge, Fukuoka District Court	Mar. 1989	Retired from office	May. 1989	Registered as Attorney at law	Jun. 2016	Audit & Supervisory Board Member of the Company (Outside Audit & Supervisory Board Member)
Apr. 1976	Assistant Judge, Kobe District Court														
Apr. 1979	Assistant Judge, Kobe District Court, Amagasaki Branch														
Apr. 1982	Assistant Judge, Osaka District Court														
Apr. 1986	Judge, Fukuoka District Court														
Mar. 1989	Retired from office														
May. 1989	Registered as Attorney at law														
Jun. 2016	Audit & Supervisory Board Member of the Company (Outside Audit & Supervisory Board Member)														
<b>Reason Why the Company Nominates the Nominee as an Outside Audit &amp; Supervisory Board Member, and Reason Why the Company Has Determined that the Nominee is Capable of Conducting the Duties Appropriately as an Outside Audit &amp; Supervisory Board Member</b>															
<p>She has great insight and abundant experience in relation to corporate law, including compliance, having been engaged in the judiciary as a judge and an attorney-at-law. The Company has selected her as a nominee for the office of Outside Audit &amp; Supervisory Board Member because the Company considers her to be qualified for an Outside Audit &amp; Supervisory Board Member in light of the Company's "Policy to Nominate Candidates for Director and Audit &amp; Supervisory Board Member, etc." She has no experience directly concerning company management; however, the Company has determined that she is capable of appropriately conducting the duties of an Outside Audit &amp; Supervisory Board Member, due to the reasons mentioned above. The Company has no specific transactional relationship with her, except for payment of remuneration as an Audit &amp; Supervisory Board Member of the Company, etc.</p>															

**Notes:**

1. The nominee for the office of Audit & Supervisory Board Member has no business connections with the Company.
2. Ms. Michiko Uehara is a nominee for an Outside Audit & Supervisory Board Member and for an Independent Officer as defined by Tokyo Stock Exchange, Inc., etc.

3. Matters to be described specifically regarding the Outside Audit & Supervisory Board Member nominee are as follows:

- (1) Number of years since the Outside Audit & Supervisory Board Member nominee started to hold office as an Outside Audit & Supervisory Board Member of the Company

Ms. Michiko Uehara will have held office as an Outside Audit & Supervisory Board Member for four (4) years upon the closing of this Meeting.

- (2) Outline of the substance of the limited liability contract

The Company has entered into a limited liability contract with Ms. Michiko Uehara. The contract provides, with respect to the liability provided under Article 423, paragraph 1 of the Companies Act, that Ms. Michiko Uehara owes liability for damages limited to the higher amount of either 10 million yen or the minimum liability amount provided under Article 425, paragraph 1 of the Act, if she acts without knowledge and is not grossly negligent in conducting her duties.

*[Reference Information]*

The “Policy to Nominate Candidates for Director and Audit & Supervisory Board Member, etc.” of the Company is as follows:

1. Candidates to be nominated as Inside Directors will be individuals who have and have carried out the Sumitomo Spirit – which values doing your sincere best, not only in business but also in every aspect of your life, placing importance on integrity and not acting rashly or carelessly in pursuit of immoral business. These will be individuals who have extensive experience and excellent performance records in connection with our business; who have sound objective judgement concerning management in light of the changing environment surrounding us and future changes; and who have superior character, foresight and insight.
2. Candidates to be nominated as Outside Directors will be individuals with experience in company management, experts of respective fields or academic experts who would be suitable for supervising our management from the viewpoint of encouraging sustainable growth and striving to increase corporate value over the mid-to-long term.
3. If a Director is found to be in material breach of compliance with the laws and regulations or the Articles of Incorporation, or it is otherwise determined that they are not able to appropriately fulfill their role or responsibility as a Director, the submission of an agenda for dismissal to the meeting of shareholders may be deliberated, depending on the circumstances.
4. Candidates to be nominated as Audit & Supervisory Board Members will be individuals with experience in company management and persons with expertise in law, finance or accounting.
5. The Nominating Advisory Committee will deliberate the candidates for Directors and Audit & Supervisory Board Members and the submission of an agenda regarding the dismissal of a Director to the meeting of shareholders, and the Board of Directors will decide them by a resolution based on the report of the committee.

**Fifth item: Payment of bonus to the Directors**

Taking into consideration the business results of this fiscal year, the existing amount of payment and other factors, the Company proposes to declare bonuses totaling 150 million yen (¥150,000,000) for ten (10) Directors other than the three (3) Outside Directors among the thirteen (13) Directors in all, as of the end of this fiscal year.