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Stock Exchange Code 7780
June 7, 2019

To Shareholders with Voting Rights:

Yoshiyuki Takino
Chairperson of the Board
Menicon Co., Ltd.
21-19, Aoi 3 Naka-ku, Nagoya

NOTICE OF
THE 62ND ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

You are cordially invited to attend the 62nd Annual General Meeting of Shareholders of Menicon Co., Ltd. (the "Company"). The meeting will be held for the purposes described below.

We request that you exercise your voting rights using one of the following methods.

Guide to Exercising Voting Rights

- Shareholders who will be attending the meeting

  Date and time of the meeting: Thursday, June 27, 2019 at 10:00 a.m. (reception desk opens at 9:00 a.m.)

  Please present the enclosed Voting Rights Exercise Form at the reception desk.

- Shareholders who will not be attending the meeting

  1. Exercise of voting rights by postal mail (in writing)

     Deadline: Voting Rights Exercise Forms should arrive no later than 5:40 p.m. on Wednesday, June 26, 2019

     Please indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and return it.

  2. Exercise of voting rights by electronic means (via the Internet)

     Deadline: Voting rights should be exercised no later than 5:40 p.m. on Wednesday, June 26, 2019

     Please access the voting rights exercise website (https://evote.tr.mufg.jp/) via a personal computer, a smartphone or a cellular phone*, enter the "log in ID" and "temporary password," which are indicated on the Voting Rights Exercise Form enclosed herewith, and follow the instructions provided on the screen to indicate your vote for or against the proposals.

     * Firewalls, anti-virus software, proxy servers, lack of support for TLS connection and other aspects of the shareholder's Internet usage environment may prevent the use of the website.

1. **Date and Time:** Thursday, June 27, 2019 at 10:00 a.m. Japan time (reception desk opens at 9:00 a.m.)
2. **Place:** 16-16, Aoi 3 Higashi-ku, Nagoya
   Zuiun no ma Banquet Hall, 2F, HOTEL MIELPARQUE NAGOYA
3. **Meeting Agenda:**
   Matters to be reported: The Business Report, Consolidated Financial Statements, Non-consolidated Financial Statements for the Company's 62nd Fiscal Year (April 1, 2018 - March 31, 2019) and results of audits by the Accounting Auditor and the Audit Committee of the Consolidated Financial Statements
   Proposals to be resolved:
   Proposal 1: Election of ten (10) Directors
   Proposal 2: Granting Stock Options to Domestic Subsidiaries' Directors

- Please present the enclosed Voting Rights Exercise Form at the reception desk when attending the meeting. Please assist us in conserving paper resources by bringing this Notice with you.
- Pursuant to provisions of laws and regulations as well as Article 16 of the Company's Articles of Incorporation the following items are posted on the Company's website (http://www.menicon.co.jp/company/ir/) and are therefore not included in the documents accompanying this Notice.
  - **"Matters Related to Stock Acquisition Rights, etc." and "Necessary Systems to Ensure Appropriate Operations and Operation Status of the Systems" in the Business Report**
  - **"Consolidated Statement of Changes in Net Assets" and "Notes to the Consolidated Financial Statements" in the Consolidated Financial Statements**
  - **"Statement of Changes in Net Assets" and "Notes to the Non-consolidated Financial Statements" in the Non-consolidated Financial Statements**

  The aforementioned documents posted on the Company's website are subject to audits by the Accounting Auditor and the Audit Committee.
- Any updates to the Reference Documents for the General Meeting of Shareholders, the Business Report, the Consolidated Financial Statements and the Non-consolidated Financial Statements will be posted on the Company's website.
- As part of our commitment to conserving energy and saving electricity to prevent global warming, the officers and staff of the Company plan to hold the meeting dressed in polo shirts (the Company's summer Coolbiz dress code).
- There are no souvenirs for shareholders attending the meeting. We ask for your kind understanding.
- A company-wide no-smoking policy is promoted by the Company. While a designated smoking area will be available on the day, we ask for your understanding and cooperation in our no-smoking efforts.

Reference Documents for the General Meeting of Shareholders

Proposal 1: Election of ten (10) Directors

The terms of office of all ten (10) Directors will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the Company proposes that ten (10) Directors be elected. As a Company with a Nomination Committee, etc., in the appointment, etc., of Directors and Outside Directors, selection is made from the viewpoint of enhancing the Company's social value and corporate governance, taking into consideration factors such as abilities and experience necessary for each role. The Nomination Committee deliberates on the eligibility of the appointment, and the appointment is made at the General Meeting of Shareholders after deliberation by the Board of Directors. The majority of the Board of Directors shall be composed of Outside Directors who are independent and neutral.
The candidates for Directors are as follows:

No.	Name	Term of office (at the conclusion of this meeting)	Current Positions and Responsibilities in the Company	Attendance at Board of Directors meetings
1	Reappointment **Hidenari Tanaka**	9 years	Director and Representative Executive Officer, Chief Executive Officer (CEO)	17/17 (100%)
2	Reappointment **Mamoru Fukimbara**	4 years	Director, Chairperson of the Remuneration Committee	17/17 (100%)
3	Reappointment **Yoshiyuki Takino**	1 year	Director, Chairperson of the Board, Member of the Audit Committee, Member of the Nomination Committee	14/14 (100%)
4	New appointment **Tokiyasu Tsuchida**	—	—	—
5	Reappointment **Hiroshi Okada** Outside Independent	9 years	Director, Chairperson of the Nomination Committee, Member of the Remuneration Committee	17/17 (100%)
6	Reappointment **Yoshimi Horinishi** Outside Independent	3 years	Director, Member of the Audit Committee, Member of the Remuneration Committee	17/17 (100%)
7	Reappointment **Hideshi Honda** Outside Independent	2 years	Director, Member of the Audit Committee	17/17 (100%)
8	Reappointment **Shingo Watanabe** Outside Independent	1 year	Director, Member of the Audit Committee	14/14 (100%)
9	New appointment **Yozo Miyake** Outside Independent	—	—	—
10	New appointment **Ryutaro Honda** Outside Independent	—	—	—

(Notes) 1. The term of office shown above for Mr. Hidenari Tanaka is that after the Company transitioned to a Company with a Nomination Committee, etc.
2. The attendance at Board of Directors meetings shown above for Mr. Yoshiyuki Takino and Mr. Shingo Watanabe is for Board of Directors meetings held after their assumption of office on June 26, 2018.
3. Ms. Yoshimi Horinishi's name on her family registry is Yoshimi Oyama.

No. 1 Hidenari Tanaka

Date of birth: October 30, 1959 (59 years old)

Reappointment

Past experience, positions and responsibilities

March 1987	Joined the Company
April 1994	Director
June 1999	Director and Vice President
June 2000	President and Representative Director
June 2010	Director and Representative Executive Officer (to present)

Years served as Director
9 years (at the conclusion of this meeting)
Attendance at Board of Directors meetings
17/17 (100%)
Number of shares of the Company held
1,000,000

Responsibilities

Chief Executive Officer (CEO)

Reasons for the nomination as a candidate for Director

Mr. Hidenari Tanaka assumed office as Director and Representative Executive Officer, after the Company became a Company with Three Committees in 2010 (currently, a Company with a Nomination Committee, etc.). He establishes the Group's management strategies from a broad overview of the entire Group and contributes to enhancement of corporate value and sustainable growth through his strong leadership. The Company nominates him as it believes that he has the necessary qualities to fulfill his roles and responsibilities as a Director.

He also contributes to international exchange and goodwill as the Honorary Consul-General of the Republic of Singapore in Nagoya.

No. 2 Mamoru Fukimbara

Date of birth: October 8, 1954 (64 years old)

Reappointment

Past experience, positions and responsibilities

March 1977	Joined the Company
April 2003	Executive Officer, General Manager of Production Headquarters
April 2006	Executive Officer, General Manager of Management Headquarters
June 2010	Executive Officer, General Manager of Business Management Office
April 2013	Executive Officer, General Manager of Overseas Corporation Administration Headquarters
June 2015	Director (to present)

Years served as Director
4 years (at the conclusion of this meeting)
Attendance at Board of Directors meetings
17/17 (100%)
Number of shares of the Company held
54,000

Responsibilities

Chairperson of the Remuneration Committee

Reasons for the nomination as a candidate for Director

Mr. Mamoru Fukimbara has held the positions of General Manager of Business Management Office and General Manager of Overseas Corporation Administration Headquarters as Executive Officer, and Chairperson of the Board, Member of the Audit Committee, and Chairperson of the Remuneration Committee as Director of the Company, after the Company became a Company with Three Committees in 2010 (currently, a Company with a Nomination Committee, etc.).

He has a wealth of experience in personnel, finance and information systems, overseas corporate governance, production and logistics, and other fields, and therefore has the knowledge and experience to execute business management of the Group fairly and efficiently. The Company nominates him as it believes that he has the necessary qualities to fulfill his roles and responsibilities as a Director.

No. 3 Yoshiyuki Takino

Date of birth: September 8, 1961 (57 years old)

Reappointment

Past experience, positions and responsibilities

March 1984	Joined the Company
April 2010	General Manager of Accounting Division, Business Management Office
April 2015	Deputy General Manager of Business Management Office
April 2016	Executive Officer, General Manager of Business Management Office
April 2017	Executive Officer, General Manager of Business Management Office, Business Administration Headquarters
April 2018	Business Advisor of Business Administration Headquarters
June 2018	Director (to present)

Years served as Director
1 year
Attendance at Board of Directors meetings (Note)
14/14 (100%)
Number of shares of the Company held
14,800

Responsibilities

Chairperson of the Board
Member of the Audit Committee, Member of the Nomination Committee

Reasons for the nomination as a candidate for Director

Mr. Yoshiyuki Takino has held positions of Chairperson of the Board, Member of the Nomination Committee, and Member of the Audit Committee as Director since 2018. He possesses a high degree of expertise in the overall finance and accounting, has promoted the establishment of the Group's business management system, and has contributed to enhancement of the corporate value as Executive Officer, General Manager of Business Management Office. The Company nominates him as it believes that from the abundant experience and expertise he has cultivated, he has the necessary qualities to fulfill his roles and responsibilities as a Director.

(Note) Attendance at Board of Directors meetings held after his assumption of office on June 26, 2018.

No. 4 Tokiyasu Tsuchida

Date of birth: March 3, 1957 (62 years old)

New appointment

Past experience, positions and responsibilities

March 1980	Joined the Company
April 2006	Executive Officer, General Manager of Production Headquarters
April 2009	Executive Officer, General Manager of Global Marketing Strategy Office
April 2010	Director and Vice President, Menicon Nect Co., Ltd.
April 2012	Representative Director and President, Menicon Nect Co., Ltd.
April 2019	Business Advisor, Menicon Nect Co., Ltd. (to present)

Years served as Director
-
Attendance at Board of Directors meetings
-
Number of shares of the Company held
14,000

Reasons for the nomination as a candidate for Director

Mr. Tokiyasu Tsuchida has held positions of General Manager of Production Headquarters and General Manager of Global Marketing Strategy Office as Executive Officer, and subsequently assumed the responsibility of management as President of a subsidiary of the Company, and has contributed to the enhancement of corporate value of the Company.
The Company nominates him as it believes that from the abundant experience and expertise he has cultivated in the production department and the management of subsidiaries, etc., he has the necessary qualities to fulfill his roles and responsibilities as a Director.

No. 5 Hiroshi Okada

Date of birth: July 28, 1944
(74 years old)

Reappointment
Outside Director
Independent Director

Past experience, positions and responsibilities

April 1968	Joined BROTHER INDUSTRIES, LTD.
June 2003	Professor, Graduate School of Economics, Nagoya City University
March 2005	Visiting Professor, Jianghan University
April 2007	Professor, School of Modern Management, Sugiyama Jogakuen University
July 2009	Principal, Yingshan Japanese Language School (Weifang, Shandong, China)
June 2010	Director, the Company (to present)

Years served as Director
9 years (at the conclusion of this meeting)
Attendance at Board of Directors meetings
17/17 (100%)
Number of shares of the Company held
0

Responsibilities

Chairperson of the Nomination Committee, Member of the Remuneration Committee

Significant concurrent position

Professor, Graduate School, Tokyo University of Social Welfare

Reasons for the nomination as a candidate for Outside Director, and independence of the candidate

Mr. Hiroshi Okada has held the positions of Member of the Audit Committee, Member of the Nomination Committee, and Member of the Remuneration Committee as Outside Director since 2010.

Having a track record of engaging in corporate management of a global manufacturer and a career as a university professor, he possesses extensive experience and a high degree of expertise. The Company nominates him as an Outside Director with the expectation that he will provide supervision for the Company's management from an independent and objective standpoint. He meets all requirements for designation as an independent director under the rules of the Tokyo Stock Exchange. He has been judged to pose no risk of giving rise to a conflict of interest with general shareholders and has therefore been designated as an independent director.

No. 6 Yoshimi Horinishi

Date of birth: January 31, 1968
(51 years old)

Reappointment
Outside Director
Independent Director

Past experience, positions and responsibilities

April 2000	Registered as an attorney
April 2000	Joined Nagoya Bar Association
December 2004	Joined Asahikawa Bar Association
April 2007	Rejoined Aichi Bar Association (former Nagoya Bar Association)
April 2014	Member, Nagoya Architectural Dispute Resolution Committee
October 2014	Mediation Officer, Nagoya Summary Court
June 2016	Director, the Company (to present)

Years served as Director
3 years (at the conclusion of this meeting)
Attendance at Board of Directors meetings
17/17 (100%)
Number of shares of the Company held
0

Responsibilities

Member of the Audit Committee, Member of the Remuneration Committee

Reasons for the nomination as a candidate for Outside Director, and independence of the candidate

Ms. Yoshimi Horinishi has held the positions of Member of the Audit Committee and Member of the Remuneration Committee as Outside Director since 2016.

As an attorney, she served concurrently as the Representative of Horinishi Law Office and a member of the Nagoya Architectural Dispute Resolution Committee. She possesses extensive experience and a high degree of expertise in the overall legal affairs cultivated through her career. The Company nominates her as an Outside Director with the expectation that she will leverage her abundant knowledge and experience to provide supervision for the Company's overall management from an independent and objective standpoint. She meets all requirements for designation as an independent director under the rules of the Tokyo Stock Exchange. She has been judged to pose no risk of giving rise to a conflict of interest with general shareholders and has therefore been designated as an independent director.

Horinishi Law Office that she serves as the Representative is not a client or supplier company of Menicon. The name on her family registry is Yoshimi Oyama.

No. 7 Hideshi Honda

Date of birth: October 9, 1954
(64 years old)

Reappointment
Outside Director
Independent Director

Past experience, positions and responsibilities

April 1977	Joined Eisai Co., Ltd.
June 2003	Corporate Officer, Head of International Business Development Department, Eisai Co., Ltd.
June 2007	Senior Vice President, Eisai Co., Ltd. and President, Eisai Japan
June 2008	Executive Vice President, Eisai Co., Ltd. and President, Eisai Japan
June 2011	Representative Corporate Officer and Deputy President, Eisai Co., Ltd.
June 2017	Retired from Eisai Co., Ltd.
June 2017	Director, the Company (to present)

Years served as Director
2 years (at the conclusion of this meeting)
Attendance at Board of Directors meetings
17/17 (100%)
Number of shares of the Company held
0

Responsibilities

Member of the Audit Committee

Reasons for the nomination as a candidate for Outside Director, and independence of the candidate

Mr. Hideshi Honda has held the position of Member of the Audit Committee as Outside Director since 2017.

He served as the Representative Corporate Officer and a project manager for Asian businesses of a global pharmaceutical company. He has extensive international experience, and in particular, he has a remarkable track record of achievements for strategic project developments in China. The Company nominates him as an Outside Director with the expectation that he will leverage his abundant knowledge and experience to provide supervision for the Company's overall management from an independent and objective standpoint. He meets all requirements for designation as an independent director under the rules of the Tokyo Stock Exchange. He has been judged to pose no risk of giving rise to a conflict of interest with general shareholders and has therefore been designated as an independent director.

No. 8 Shingo Watanabe

Date of birth: August 3, 1956
(62 years old)

Reappointment
Outside Director
Independent Director

Past experience, positions and responsibilities

November 1980	Joined Deloitte Haskins and Sells Audit Corporation
October 1984	Registered as a certified public accountant
October 1987	Joined Ernst & Young Düsseldorf Office
September 1990	Joined Ernst & Young Zürich Office
July 1995	Joined Ernst & Young London Office
August 1998	Joined Nagoya Office, Shin Nihon & Co. (currently Ernst & Young ShinNihon LLC)
June 2017	Retired from Ernst & Young ShinNihon LLC
July 2017	Established Shingo Watanabe Certified Public Accountant Office
June 2018	Director, the Company (to present)

Years served as Director
1 year
Attendance at Board of Directors meetings (Note)
14/14 (100%)
Number of shares of the Company held
0

Responsibilities

Member of the Audit Committee

Reasons for the nomination as a candidate for Outside Director, and independence of the candidate

Mr. Shingo Watanabe has held the position of Member of the Audit Committee as Outside Director since 2018.

He possesses extensive overseas experience and a high degree of expertise in the general finance and accounting cultivated as a certified public accountant, and is also well versed in international accounting. The Company nominates him as an Outside Director with an expectation that he will leverage his abundant knowledge and experience to provide supervision for the Company's overall management from an independent and objective standpoint. He meets all requirements for designation as an independent director under the rules of the Tokyo Stock Exchange. He has been judged to pose no risk of giving rise to a conflict of interest with general shareholders and has therefore been designated as an independent director. Shingo Watanabe Certified Public Accountant Office is not a client or supplier company of Menicon.

(Note) Attendance at Board of Directors meetings held after his assumption of office on June 26, 2018.

No. 9 Yozo Miyake

Date of birth: March 31, 1942
(77 years old)

New appointment
Outside Director
Independent Director

Past experience, positions and responsibilities

April 1968	Joined Ophthalmology Laboratory, Nagoya University
July 1982	Head of Ophthalmology, Social Insurance Chukyo Hospital
August 1997	Professor of Ophthalmology, Faculty of Medicine, Nagoya University
April 2005	Emeritus Professor, Nagoya University
May 2005	Director, National Institute of Sensory Organs
April 2007	Professor, Faculty of Medical and Welfare, Aichi Shukutoku University
January 2010	Director, Aichi Medical University
January 2019	Retired from Director, Aichi Medical University (to present)

Years served as Director
-
Attendance at Board of Directors meetings
-
Number of shares of the Company held
0

Reasons for the nomination as a candidate for Outside Director, and independence of the candidate

Mr. Yozo Miyake has led an expansive career as an ophthalmologist and researcher, and has many achievements as an authority in the field of ophthalmology, including as holding positions as a professor and as Director in numerous academic societies.

In addition, he has experience taking on the responsibilities of management as Director, Aichi Medical University. He exhibits excellent character for acting as Director, and the Company nominates him as an Outside Director with an expectation that he will leverage his abundant knowledge and experience to provide supervision for the Company's overall management from an independent and objective standpoint.

He meets all requirements for designation as an independent director under the rules of the Tokyo Stock Exchange. He has been judged to pose no risk of giving rise to a conflict of interest with general shareholders and has therefore been designated as an independent director.

No. 10 Ryutaro Honda

Date of birth: June 3, 1946
(73 years old)

New appointment
Outside Director
Independent Director

Past experience, positions and responsibilities

April 1970	Joined Aichi Music FM Broadcasting Co., Ltd.
June 1996	Director and General Manager of Program Development Office, FM AICHI BROADCASTING Co., Ltd.
June 1998	Managing Director, FM AICHI BROADCASTING Co., Ltd.
June 2004	Representative Director and President, FM AICHI BROADCASTING Co., Ltd.
June 2009	Representative Director and President, NAKANIHON MULTIMEDIA BROADCASTING Co., Ltd. (concurrent post)
June 2017	Chairperson of the Board, FM AICHI BROADCASTING Co., Ltd. (to present)

Years served as Director
-
Attendance at Board of Directors meetings
-
Number of shares of the Company held
6,000

Reasons for the nomination as a candidate for Outside Director, and independence of the candidate

Mr. Ryutaro Honda has expertise in many fields in the media industry, and holds a track record of improving corporate performance and achieving development in the industry by engaging in corporate management.

He exhibits excellent character for acting as Director, and the Company nominates him as an Outside Director with an expectation that he will leverage his abundant knowledge and experience to provide supervision for the Company's overall management from an independent and objective standpoint.

He meets all requirements for designation as an independent director under the rules of the Tokyo Stock Exchange. He has been judged to pose no risk of giving rise to a conflict of interest with general shareholders and has therefore been designated as an independent director.

(Notes) 1. There are no special interests between each candidate for Director and the Company.
2. Pursuant to the provisions of Article 423, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Mr. Mamoru Fukimbara, Mr. Yoshiyuki Takino, Mr. Hiroshi Okada, Ms. Yoshimi Horinishi, Mr. Hideshi Honda, and Mr. Shingo Watanabe to limit their liability for damages. The maximum amount of liability under the said agreement is the minimum liability amount as provided in Article 425, Paragraph 1 of the same Act. If their reappointment is approved, the Company will renew the above agreement with them. Furthermore, if Mr. Tokiyasu Tsuchida, Mr. Yozo Miyake, and Mr. Ryutaro Honda are appointed, the Company will conclude the same agreement with them.

Proposal 2: Granting Stock Options to Domestic Subsidiaries' Directors

The Company requests approval for share acquisition rights to be issued to subsidiaries' directors (excluding those serving concurrently as executive officers or employees of the Company) gratis as stock options as outlined below, based on the provisions of Article 236, Article 238, and Article 239 of the Companies Act, and for the authority to determine the guidelines for subscription to these stock acquisition rights to be delegated to the board of directors.

1. Reason for issuing share acquisition rights with particularly favorable conditions
   The Company has decided to issue stock options (share acquisition rights) to domestic subsidiaries' directors (excluding those serving concurrently as executive officers or employees of the Company) as outlined below, with the goal of further enhancing incentive and motivation to contribute to sustained improvement in business performance of the Company Group, as well as further promoting management that aims to enhance corporate value.

2. Outline for issuing share acquisition rights
   (1) Recipients of share acquisition rights
   Domestic subsidiaries' directors (excluding those serving concurrently as executive officers or employees of the Company)
   (2) Class and number of shares for the purpose of share acquisition rights
   The shares shall be common shares of the Company, with an upper limit of 10,000 shares. However, if the number of granted shares is to be adjusted as described below, the number of shares will be adjusted to equal the number of granted shares after adjustment multiplied by the total number of share acquisition rights.
   The number of shares for the purpose of one unit of share acquisition rights (hereinafter, the "Number of Granted Shares") shall be 100 common shares of the Company. In the event that the Company performs a stock split (including the gratis allotment of common shares of the Company. The same applies below.) or stock consolidation after the date on which the share acquisition rights are allocated (hereinafter, the "Allocation Date"), the Number of Granted Shares shall be adjusted by the following formula. This adjustment shall be applied to the Number of Granted Shares for share acquisition rights which will have not yet been exercised at the relevant point of time, and any fractions less than one share resulting from the adjustment shall be rounded down.

$$\begin{array}{c}\text{Number of Granted}\\ \text{Shares after adjustment}\end{array} = \begin{array}{c}\text{Number of Granted}\\ \text{Shares before adjustment}\end{array} \times \begin{array}{c}\text{Ratio of stock split or stock}\\ \text{consolidation}\end{array}$$

   If a situation arises in addition to the above in which the Number of Granted Shares requires adjustment, the Number of Granted Shares shall be adjusted to an extent considered reasonable.
   (3) Total number of share acquisition rights
   The total number shall be limited to 100 units.
   (4) Cash payment for share acquisition rights
   No cash payment shall be required for stock acquisition rights as the guidelines for subscription thereof may be determined pursuant to authority delegated by this general meeting of shareholders.
   (5) Value of property contributed upon the exercise of share acquisition rights
   The amount of payment per share granted through the exercise of share acquisition rights (hereinafter, the "Exercise Value") shall be 1 yen. The value of property to be contributed upon the exercise of each share subscription right shall be the amount obtained by multiplying 1 yen by the Number of Granted Shares.
   (6) Effective period during which share acquisition rights are exercisable
   Share acquisition rights are exercisable for a period of 30 years from the day after the Allocation Date. However, if the final day of this exercise period falls on a holiday of the Company, the previous business day before the said day shall be considered the final day.

(7) Conditions required to exercise share acquisition rights

1) Even if within the exercise period defined above, the recipients of share acquisition rights (hereinafter, the "Holders of Share Acquisition Rights") may only exercise their share acquisition rights on a lump-sum basis within a limited period of 10 days (if the 10th day falls on a holiday, then the next business day) from the day following the date on which they left their position as subsidiaries' director.
2) Share acquisition rights shall not be inherited.
3) Partial exercise of one unit of a share acquisition right is not allowed.

(8) Increase in capital stock and legal capital surplus through the issuance of shares upon exercise of share acquisition rights

1) The increased amount of capital stock through the issuance of shares upon exercise of share acquisition rights shall be 50% of the maximum amount of capital increase, etc., calculated in accordance with Article 17, Paragraph 1 of the Rules of Corporate Accounting, and any fractional amount of less than 1 yen resulting from this calculation shall be rounded up.
2) The increased amount of legal capital surplus through the issuance of shares upon the exercise of share acquisition rights shall be the maximum amount of capital increase, etc., mentioned in 1) above minus the increased amount of capital prescribed in 1) above.

(9) Restriction on acquisition of share acquisition rights by transfer

The acquisition of share acquisition rights by transfer is subject to approval by the board of directors.

(10) Events and conditions for acquisition of share acquisition rights

In the event that a proposal for the approval of a merger agreement whereby the Company is to be dissolved, a proposal for the approval of an absorption-type company split agreement or an incorporation-type company split plan whereby the Company is to become a splitting company, or a proposal for the approval of a share exchange agreement or share transfer plan whereby the Company is to become a wholly owned subsidiary is approved at a general meeting of shareholders (or resolved by the board of directors should no resolution at a general meeting of shareholders be required), the Company may acquire the share acquisition rights gratis on a date separately determined by the board of directors.

(11) Treatment of share acquisition rights in the event of structural reorganization

If the Company is to engage in a merger (limited to cases where the Company is to be dissolved as a result of the merger), an absorption-type company split or a incorporation-type company split (each limited to cases where the Company is to become a splitting company as a result), or a share exchange or share transfer (each limited to cases where the Company is to become a wholly-owned subsidiary as a result); (hereinafter referred to collectively as "Structural Reorganizations"), share acquisition rights in the new entity specified under Article 236, Paragraph 1, Item 8 (a) through (e) of the Companies Act (hereinafter, the "Reorganized Company") are to be issued to Holders of Share Acquisition Rights who hold share acquisition rights that remain in effect immediately before the effective date of the Structural Reorganizations (the date on which absorption-type merger comes into effect; the date on which a new entity is established as a result of incorporation-type merger; the date on which absorption-type company split comes into effect; the date on which a new entity is established as a result of incorporation-type company split; the date on which share exchange comes into effect; and the date on which an owning parent company is established as a result of share transfer; The same applies below.) (hereinafter, the "Remaining Share Acquisition Rights"). In this case, the Remaining Share Acquisition Rights shall lapse and the Reorganized Company shall issue new share acquisition rights. However, the foregoing shall be limited to cases where it is indicated in an absorption-type merger agreement, incorporation-type merger agreement, absorption-type company split agreement, incorporation-type company split plan, share exchange agreement, or share transfer plan that share acquisition rights of the Reorganized Company are to be provided in accordance with the following conditions.

1) Number of share acquisition rights of the Reorganized Company to be provided
Holders of Share Acquisition Rights are to be provided the same number of share acquisition rights of the Reorganized Company as their Remaining Share Acquisition Rights.
2) Class of shares of the Reorganized Company for the purpose of share acquisition rights
These shares shall be common shares of the Reorganized Company.
3) Number of shares of the Reorganized Company for the purpose of share acquisition rights
The number of shares shall be determined in consideration of the conditions, etc., of the Structural Reorganizations in accordance with (2) above.

4) Value of property contributed upon the exercise of share acquisition rights
The value of property to be contributed upon the exercise of each share acquisition right shall be the amount obtained by multiplying the amount of payment after restructuring by the number of shares of the Reorganized Company to be issued for the purpose of the share acquisition right as determined in accordance with 3) above. The amount of payment after restructuring shall be 1 yen per share of the Reorganized Company to be provided upon the exercise of each share acquisition right.

5) Effective period during which share acquisition rights are exercisable
Share acquisition rights are exercisable over a period that begins on either the first day of the exercise period specified in (6) above or the effective date of the Structural Reorganization, whichever is later, and ends on the last day of the same exercise period specified in (6) above.

6) Increase in capital stock and legal capital surplus from the issuance of shares due to the exercise of share acquisition rights
To be determined in accordance with (8) above.

7) Restriction on acquisition of share acquisition rights by transfer
The acquisition of share acquisition rights by transfer is subject to approval by the board of directors of the Reorganized Company.

8) Events and conditions for acquisition of share acquisition rights
To be determined in accordance with (10) above.

(12) Treatment of fractions of shares resulting from the exercise of share acquisition rights
If the exercise of share acquisition rights results in a fractional share of less than one share, that fractional portion shall be rounded down.