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Securities Code: 8142
March 29, 2019

To our shareholders,

Hiroyuki Koga,
President and Representative Director
TOHO Co., Ltd.
9, 5-chome, Koyocho-nishi,
Higashinada-ku, Kobe, Hyogo, Japan

Notice of the 66th Ordinary General Meeting of Shareholders

You are cordially invited to attend the 66th Ordinary General Meeting of Shareholders of TOHO Co., Ltd. (the "Company"), which will be held as described below.

If you are unable to attend the meeting in person, you may exercise your voting rights in writing. After reviewing the attached Reference Documents for the General Meeting of Shareholders, please indicate your approval or disapproval to proposals on the enclosed voting card and return it so that it will be received no later than 6:00 p.m. on Tuesday, April 16, 2019 (JST).

1. Date and time: Wednesday, April 17, 2019, at 10:00 a.m. (doors open from 9:15 a.m.)

2. Place: Banquet Hall Kairaku,
B1, Main Building, Kobe Portopia Hotel
10-1, 6-chome, Minatojima Nakamachi, Chuo-ku, Kobe, Hyogo, Japan

3. Agenda:

Matters to be reported:

1. Business Report and Consolidated Financial Statements for the 66th fiscal year (from February 1, 2018 to January 31, 2019) and reports of audit on the Consolidated Financial Statements by Accounting Auditor and Audit & Supervisory Board
2. Non-consolidated Financial Statements for the 66th fiscal year (from February 1, 2018 to January 31, 2019)

Matters to be resolved:

Proposal 1: Appropriation of Surplus

Proposal 2: Election of Eight (8) Directors

Proposal 3: Election of Two (2) Audit & Supervisory Board Members

- You are kindly requested to present the enclosed voting card to the receptionist when you attend the meeting in person. In addition, please bring this notice for the purpose of saving resources.
- Please be informed that any persons other than a shareholder entitled to exercise the voting right, such as a proxy who is not a shareholder of the Company, may not attend the meeting.
- The documents listed below are posted via the Internet on the Company website pursuant to the provisions of laws and regulations and Article 16 of the Company's Articles of Incorporation. Accordingly, these documents are omitted from the reference documents in this notice.
  - Consolidated Statements of Changes in Equity and Notes to Consolidated Financial Statements
  - Non-consolidated Statements of Changes in Equity and Notes to Non-consolidated Financial Statements

  The scope of documentation of the Consolidated Financial Statements and Non-consolidated Financial Statements that have been audited by the Accounting Auditor and the Audit & Supervisory Board Members includes not only the reference documents in this notice, but also the Consolidated Statements of Changes in Equity, Notes to Consolidated Financial Statements, Non-consolidated Statements of Changes in Equity and Notes to Non-consolidated Financial Statements that are posted on the Company website below.
- This notice (Notice of the 66th Ordinary General Meeting of Shareholders) is posted on the Company website before it is mailed, with the intention of providing information in a timely manner.
- If any amendments are made to the Reference Documents for the General Meeting of Shareholders, the Business Report, Consolidated Financial Statements or Non-consolidated Financial Statements, such amendments will be posted on the Company website.
  <Company website: https://www.to-ho.co.jp>

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

In consideration of the business performance during the fiscal year under review, future business development and other factors based on the dividend policy, the year-end dividend for the 66th fiscal year is proposed as follows:

Year-end dividend

1. Type of dividend property
   Cash

2. Allotment of dividend property and total amount thereof
   Dividend per common share of the Company: ¥25
   Total amount of dividends: ¥268,933,350

3. Effective date of the dividend of surplus
   April 18, 2019

Proposal 2: Election of Eight (8) Directors

Of the nine (9) Directors making up the Board of Directors, one (1) Director resigned on January 31, 2019, and the terms of office of eight (8) Directors will expire at the conclusion of this meeting. In that regard, the Company proposes the election of eight (8) Directors, including four (4) Outside Directors.

The candidates for Director are as follows:

Candidate No.	Name	Current position in the Company	Attendance at meetings of the Board of Directors
1	Yuichi Ueno [Reelection]	Chairman and Representative Director	100% (19/19)
2	Hiroyuki Koga [Reelection]	President and Representative Director	100% (19/19)
3	Toshiaki Sato [Reelection]	Director	100% (19/19)
4	Toshihiro Awada [New candidate]	Standing Adviser	–
5	Kiyoshi Maenaka [Reelection] [Outside] [Independent]	Director	100% (19/19)
6	Shinichi Omori [Reelection] [Outside] [Independent]	Director	100% (19/19)
7	Yasuyuki Nakai [Reelection] [Outside] [Independent]	Director	100% (19/19)
8	Yoshitaka Oshima [New candidate] [Outside] [Independent]	–	–

<table>
<tr><th>Candidate No.</th><th>Name
(Date of birth)</th><th colspan="2">Career summary, position and responsibility, and important concurrent posts</th></tr>
<tr><td rowspan="2">1</td><td>Yuichi Ueno
(December 19, 1949)

Reelection

Number of the Company's shares held:
12,000 shares

Attendance at meetings of the Board of Directors:
19/19

Years served as Director:
20 years
(at the conclusion of this general meeting of shareholders)</td><td colspan="2">Mar. 1984 Joined the Company
Apr. 1989 General Manager of Information System Office, Kyushu Branch, the Company
Feb. 1996 General Manager of Management Planning Office and General Manager of Information System Department, the Company
Apr. 1999 Director, General Manager of Management Planning Office and General Manager of Information System Department, the Company
Apr. 2003 Director, Managing Executive Officer, General Manager of Management Planning Office and General Manager of Information System Department, the Company
Apr. 2007 President and Representative Director, the Company
Apr. 2017 Chairman and Representative Director, the Company (incumbent)</td></tr>
<tr><td colspan="3">[Reasons for nomination as candidate for Director]
Yuichi Ueno has served as representative director of the Company since 2007. He has a track record of driving the entire group with strong leadership, and has extensive experience, achievements, and insights gained as a corporate manager. The Company judges that he is qualified to enhance the management of the Company group and strengthen corporate governance, and accordingly proposes his reelection as a Director.</td></tr>
<tr><td rowspan="2">2</td><td>Hiroyuki Koga
(May 5, 1957)

Reelection

Number of the Company's shares held:
1,520 shares

Attendance at meetings of the Board of Directors:
19/19

Years served as Director:
2 years
(at the conclusion of this general meeting of shareholders)</td><td colspan="2">Apr. 1976 Joined the Company
Feb. 1995 General Manager of Okayama Branch, Distributor Division, the Company
Sep. 2001 Senior Manager of Branches in Chugoku Region and General Manager of Okayama Branch, Distributor Division, the Company
Feb. 2008 Executive Officer in charge of Shikoku Region, Senior Manager of Branches in Chugoku Region and General Manager of Hiroshima Branch, Distributor Division, the Company
Aug. 2008 Executive Officer, General Manager of Chugoku and Shikoku Sales Department, Senior Manager of Branches in Chugoku Region and General Manager of Hiroshima Branch, TOHO Food Service Co., Ltd.
Mar. 2011 President and Representative Director, TOHO Gunma Co., Ltd.
Mar. 2015 President and Representative Director, Showa Shokuhin Co., Ltd.
Oct. 2015 President and Representative Director, TOHO Kita Kanto Co., Ltd.
Mar. 2017 Executive Officer, the Company
Apr. 2017 President and Representative Director, the Company (incumbent)</td></tr>
<tr><td colspan="3">[Reasons for nomination as candidate for Director]
Hiroyuki Koga has extensive insight and experience in corporate management and sales from his broad experience gained in the sales department of a group company, and from engaging in the management of the group since 2011 as representative director of group companies. The Company judges that he is qualified to make decisions regarding important management matters and execute business fully utilizing his strong experience-based leadership, and accordingly proposes his reelection as a Director.</td></tr>
</table>

Candidate No.	Name (Date of birth)	Career summary, position and responsibility, and important concurrent posts	
3	Toshiaki Sato (September 23, 1959) Reelection Number of the Company's shares held: 3,200 shares Attendance at meetings of the Board of Directors: 19/19 Years served as Director: 6 years (at the conclusion of this general meeting of shareholders)	Apr. 1982	Joined the Company
		Jul. 2004	General Manager of Affiliates Management Department, the Company
		Apr. 2007	General Manager of Management Planning Office and General Manager of Affiliates Management Department, the Company
		Aug. 2008	General Manager of Group Strategy Department, the Company
		Mar. 2011	President and Representative Director, TOHO Business Service Co., Ltd.
		Apr. 2013	Director, General Manager of Finance & Accounting Department, the Company
		Mar. 2015	Audit & Supervisory Board Member, TOHO Cash & Carry Co., Ltd.
			Audit & Supervisory Board Member, TOHO Store Co., Ltd.
		Mar. 2016	Audit & Supervisory Board Member, TOHO Food Service Co., Ltd. (incumbent)
		May 2016	Audit & Supervisory Board Member, TOHO Kita Kanto Co., Ltd.
		Feb. 2018	Director in charge of Finance & Accounting Department, Group Strategy Department, Human Resources Department, and Public & Investor Relations Office, the Company (incumbent)
		Mar. 2018	Director, TOHO Business Service Co., Ltd.
		Mar. 2019	Audit & Supervisory Board Member, TOHO Business Service Co., Ltd. (incumbent)
	[Reasons for nomination as candidate for Director] Toshiaki Sato has extensive experience, achievements, and insights related to management, M&A strategy, as well as accounting and finance gained while serving as the person responsible for corporate administration as well as accounting and finance for the Company and its group companies. The Company judges that he is qualified to promote the improvement of operational efficiency at each group company, and accordingly proposes his reelection as a Director.		

Candidate No.	Name (Date of birth)	Career summary, position and responsibility, and important concurrent posts	
4	Toshihiro Awada (April 25, 1960) New candidate Number of the Company's shares held: 2,300 shares	Apr. 1983	Joined the Company
		Apr. 2003	General Manager of Sales Planning Office, Distributor Division, the Company
		Apr. 2007	Executive Officer, General Manager of Nationwide Chainstores Sales Department and in charge of System Sales Department, Distributor Division, the Company
		Aug. 2008	Director, General Manager of Nationwide Chainstores Sales Department and General Manager of System Sales Department, TOHO Food Service Co., Ltd.
		Feb. 2009	Director, Executive Officer, General Manager of Metropolitan Area Chainstores Sales Department and General Manager of Tokyo Branch, TOHO Food Service Co., Ltd.
		Feb. 2010	Director, Executive Officer, in charge of East Japan and Nationwide Chainstores Sales Department and General Manager of Okinawa Sales Department, TOHO Food Service Co., Ltd.
		Feb. 2012	President and Representative Director, TOHO Food Service Co., Ltd.
		Mar. 2019	Standing Adviser, the Company (incumbent)
			Audit & Supervisory Board Member, TOHO Cash & Carry Co., Ltd. (incumbent)
			Audit & Supervisory Board Member, TOHO Store Co., Ltd. (incumbent)
			Audit & Supervisory Board Member, TOHO Kita Kanto Co., Ltd. (incumbent)
	[Reasons for nomination as candidate for Director] Toshihiro Awada has gained wide-ranging experience in the sales departments and planning departments of a group company, and since 2012, he has engaged in the management of the group as representative director of a group company that plays a central role in the distributor (commercial-use food wholesaler) business division, from which he possesses extensive experience and achievements in the business and management of the Company. The Company judges that he is qualified to promote the Company group's product development and quality improvement, and accordingly proposes his election as a Director.		

<table>
<tr><th>Candidate No.</th><th>Name
(Date of birth)</th><th colspan="2">Career summary, position and responsibility, and important concurrent posts</th></tr>
<tr><td rowspan="2">5</td><td>Kiyoshi Maenaka
(July 19, 1950)

Reelection
Outside
Independent

Number of the Company's shares held:
1,700 shares

Attendance at meetings of the Board of Directors:
19/19

Years served as Outside Director:
4 years
(at the conclusion of this general meeting of shareholders)</td><td colspan="2">Apr. 1974 Joined The Daiwa Bank, Ltd. (currently Resona Bank, Limited)
Jan. 1991 General Manager of the Minoh Branch and Sakurai Sub-Branch, The Daiwa Bank, Ltd.
Jan. 1993 General Manager of the Ichioka Branch, The Daiwa Bank, Ltd.
Jan. 1995 Deputy General Manager of System Division and Head of System Planning Office, The Daiwa Bank, Ltd.
Nov. 1999 General Manager of System Planning Division, The Daiwa Bank, Ltd.
Apr. 2002 Executive Officer and General Manager of System Planning Division, The Daiwa Bank, Ltd.
Jun. 2003 Executive Officer and General Manager of System Division, Resona Bank, Limited
Mar. 2004 Joined NTT Communications Corporation
Jun. 2005 President and Representative Director, DACS Co., Ltd.
Apr. 2013 Adviser, DACS Co., Ltd.
Apr. 2014 Associate, DACS Co., Ltd. (incumbent)
Apr. 2015 Director, the Company (incumbent)</td></tr>
<tr><td colspan="3">[Reasons for nomination as candidate for Outside Director]
The Company proposes the reelection of Kiyoshi Maenaka as an Outside Director because he has extensive knowledge, experience, etc., gained as a corporate manager in the financial sector and at business companies, and the Company would like to make the most of his abilities in the management of the Company.</td></tr>
<tr><td rowspan="2">6</td><td>Shinichi Omori
(May 9, 1951)

Reelection
Outside
Independent

Number of the Company's shares held:
1,400 shares

Attendance at meetings of the Board of Directors:
19/19

Years served as Outside Director:
4 years
(at the conclusion of this general meeting of shareholders)</td><td colspan="2">Apr. 1974 Joined Kobe City Government
Apr. 1990 Head of Industrial Measure Office, Economic Affairs Bureau, Kobe City Government
Apr. 1993 Director of Welfare Institution Division, Welfare for the Elderly Department, Public Health & Welfare Bureau, Kobe City Government
Apr. 1997 Director of Housing Environment Division, Building Department, Housing Bureau, Kobe City Government
Apr. 2000 Counselor of Directorate General for Port, Kobe City Government
Apr. 2003 Director of Civil Life Department, Citizen Participation Promotion Bureau, Kobe City Government
Apr. 2007 Manager in charge of Tourism and Director General of International Cultural Tourism Bureau, Kobe City Government
Apr. 2010 Chief Executive of Water Supply Business, Kobe City Government
Jun. 2012 Auditor of CREDIT GUARANTEE CORPORATION OF HYOGO-KEN
Jun. 2013 Standing Audit & Supervisory Board Member, Kobe Urban Promotion Service Co., Ltd.
Apr. 2015 Director, the Company (incumbent)</td></tr>
<tr><td colspan="3">[Reasons for nomination as candidate for Outside Director]
The Company proposes the reelection of Shinichi Omori as an Outside Director because he has diverse knowledge, experience, etc., related to government and public welfare undertakings, and the Company would like to make the most of his abilities in the management of the Company.</td></tr>
</table>

<table>
<tr><th>Candidate No.</th><th>Name
(Date of birth)</th><th colspan="2">Career summary, position and responsibility, and important concurrent posts</th></tr>
<tr><td rowspan="2">7</td><td>Yasuyuki Nakai
(June 7, 1954)

Reelection
Outside
Independent

Number of the Company's shares held:
– shares

Attendance at meetings of the Board of Directors:
19/19

Years served as Outside Director:
2 years
(at the conclusion of this general meeting of shareholders)</td><td colspan="2">Apr. 1978 Joined The Mitsui Bank, Limited (currently Sumitomo Mitsui Banking Corporation)
Oct. 2000 General Manager, Kyoto Corporate Business Office-II, Sumitomo Mitsui Banking Corporation
Oct. 2002 General Manager, Kyoto Corporate Business Office-IV, Sumitomo Mitsui Banking Corporation
Jun. 2003 Senior Assistant General Manager of Head Office, Sumitomo Mitsui Banking Corporation
Seconded to Mitsui Mutual Life Insurance Company (currently MITSUI LIFE INSURANCE COMPANY LIMITED)
Oct. 2007 Seconded to Nitta Gelatin Inc.
Jun. 2008 Transferred to Nitta Gelatin Inc.; Executive Officer and General Manager of Corporate Planning Division, Nitta Gelatin Inc.
Jun. 2013 Standing Audit & Supervisory Board Member, Nitta Gelatin Inc.
Apr. 2017 Director, the Company (incumbent)
Feb. 2018 Adviser, LASERCK CORPORATION (incumbent)</td></tr>
<tr><td colspan="2">[Reasons for nomination as candidate for Outside Director]
The Company proposes the reelection of Yasuyuki Nakai as an Outside Director because he has held various important positions at financial institutions and at a business company over the course of many years, has extensive experience and exceptional insight, and the Company would like to make the most of his abilities in the management of the Company.</td></tr>
<tr><td rowspan="2">8</td><td>Yoshitaka Oshima
(February 22, 1952)

New candidate
Outside
Independent

Number of the Company's shares held:
– shares</td><td colspan="2">Apr. 1975 Joined Kawasaki Heavy Industries, Ltd.
Apr. 2005 Joined Bando Chemical Industries, Ltd.
Apr. 2008 Executive Officer, General Manager, Management Information System Division, Bando Chemical Industries, Ltd.
Apr. 2009 Executive Officer, Chief Financial Officer, Bando Chemical Industries, Ltd.
Apr. 2016 Adviser, Bando Chemical Industries, Ltd.
Aug. 2018 President, Consulting Oshima Co., Ltd. (incumbent)</td></tr>
<tr><td colspan="2">[Reasons for nomination as candidate for Outside Director]
Although Yoshitaka Oshima has not been involved in the management of a company as a director or audit & supervisory board member, he holds wide-ranging knowledge in corporate management and corporate finance, which he gained through extensive practical experience as an executive officer and a chief financial officer at a heavy and chemical industry corporation. The Company would like to make the most of such experience and knowledge in the management of the Company, and accordingly proposes his election as an Outside Director.</td></tr>
</table>

Notes:
1. There are no special interests between the candidates and the Company.
2. Kiyoshi Maenaka, Shinichi Omori, Yasuyuki Nakai and Yoshitaka Oshima are candidates for Outside Director.
3. The Company has entered into agreements with Outside Directors Kiyoshi Maenaka and Shinichi Omori as of April 15, 2015, and with Outside Director Yasuyuki Nakai as of April 18, 2017, to limit their liability for damages under Article 423, paragraph 1 of the Companies Act, pursuant to Article 427, paragraph 1 of the same Act, and if they are reelected as Directors as proposed, the Company plans to renew the aforementioned agreements with them. The maximum amount of liability for damages under this agreement is the amount provided for under laws and regulations. If Yoshitaka Oshima is elected as Director as proposed, the Company plans to enter into the same limited liability agreement with him.
4. The Company has submitted notification to the Tokyo Stock Exchange and the Fukuoka Stock Exchange that Kiyoshi Maenaka, Shinichi Omori, and Yasuyuki Nakai have been appointed as independent officers as provided for by the aforementioned Exchanges, and the Company plans to submit notification for another term, if they are reelected as Directors as proposed. If Yoshitaka Oshima is elected as Director as proposed, the Company plans to submit notification to the Tokyo Stock Exchange and the Fukuoka Stock Exchange concerning his appointment as an independent officer as provided for by the aforementioned Exchanges.

Proposal 3: Election of Two (2) Audit & Supervisory Board Members

The terms of office of Audit & Supervisory Board Members Yoshiro Nobe and Yoko Utsumi will expire at the conclusion of this meeting. In that regard, the Company proposes the election of two (2) Audit & Supervisory Board Members.

The Audit & Supervisory Board has consented to this proposal.

The candidates for Audit & Supervisory Board Member are as follows:

Candidate No.	Name	Current position in the Company	Attendance at meetings of the Audit & Supervisory Board
1	Yoko Utsumi Reelection Outside Independent	Audit & Supervisory Board Member	100% (14/14)
2	Kazuyuki Nakagawa New candidate Outside Independent	–	–

Candidate No.	Name (Date of birth)	Career summary, position and important concurrent posts
1	Yoko Utsumi (December 13, 1972) Reelection Outside Independent Number of the Company's shares held: 300 shares Attendance at meetings of the Audit & Supervisory Board: 14/14 Years served as Audit & Supervisory Board Member: 4 years (at the conclusion of this general meeting of shareholders)	Apr. 2000 Registered as attorney at law Partner, Kobe Godo Law Office (incumbent) Apr. 2015 Audit & Supervisory Board Member, the Company (incumbent)
	[Reasons for nomination as candidate for Outside Audit & Supervisory Board Member] The Company proposes the reelection of Yoko Utsumi as an Outside Audit & Supervisory Board Member because, although she has not been directly involved in the management of a company, the Company would like to make the most of her abilities, such as her specialist knowledge and experience as a lawyer, for strengthening the auditing system of the Company.	

<table>
<tr><th>Candidate No.</th><th>Name
(Date of birth)</th><th colspan="2">Career summary, position and important concurrent posts</th></tr>
<tr><td rowspan="2">2</td><td>Kazuyuki Nakagawa
(March 30, 1957)

New candidate
Outside
Independent

Number of the Company's shares held:
– shares</td><td>Oct. 1980
May 2002
Jul. 2017
Jan. 2018
Jun. 2018</td><td>Joined Showa Audit Corporation (currently Ernst & Young ShinNihon LLC)
Representative Partner, Shin Nihon & Co. (currently Ernst & Young ShinNihon LLC)
President, Kazuyuki Nakagawa Public Accountant Office (incumbent)
Auditor, LONGLIFE HOLDING Co., Ltd. (incumbent)
Auditor, ICHINEN HOLDINGS CO., LTD. (incumbent)</td></tr>
<tr><td colspan="3">[Reasons for nomination as candidate for Outside Audit & Supervisory Board Member]
Although Kazuyuki Nakagawa does not have experience of being involved in the management of a company other than as an outside officer, the Company proposes his election as an Outside Audit & Supervisory Board Member as it believes it can make use of his abundant experience as a certified public accountant, notably as a representative partner of an auditing firm, and his advanced insight relating to finance and accounting for strengthening the auditing system of the Company.</td></tr>
</table>

Notes:
1. There are no special interests between the candidates and the Company.
2. Yoko Utsumi and Kazuyuki Nakagawa are candidates for Outside Audit & Supervisory Board Member.
3. The Company has entered into an agreement with Outside Audit & Supervisory Board Member Yoko Utsumi as of April 15, 2015 to limit her liability for damages under Article 423, paragraph 1 of the Companies Act, pursuant to Article 427, paragraph 1 of the same Act, and if she is reelected as Audit & Supervisory Board Member as proposed, the Company plans to renew the aforementioned agreement with her. The maximum amount of liability for damages under this agreement is the amount provided for under laws and regulations. If Kazuyuki Nakagawa is elected as Audit & Supervisory Board Member as proposed, the Company plans to enter into the same limited liability agreement with him.
4. The Company has submitted notification to the Tokyo Stock Exchange and the Fukuoka Stock Exchange that Yoko Utsumi has been appointed as an independent officer as provided for by the aforementioned Exchanges, and the Company plans to submit notification for another term, if she is reelected as Audit & Supervisory Board Member as proposed. If Kazuyuki Nakagawa is elected as Audit & Supervisory Board Member as proposed, the Company plans to submit notification to the Tokyo Stock Exchange and the Fukuoka Stock Exchange concerning his appointment as an independent officer as provided for by the aforementioned Exchanges.
5. Yoko Utsumi's name is recorded as Yoko Kakinuma on the official family register.

[Reference] Criteria for Independence of Outside Directors and Outside Audit & Supervisory Board Members

The Company's Nomination Advisory Committee has outlined the Criteria for Independence of Outside Directors and Outside Audit & Supervisory Board Members as follows, and designates outside officers that do not fall under any of the items below as independent Outside Directors or independent Outside Audit & Supervisory Board Members. Also, to avoid any concerns regarding independence after an individual assumes office that are caused by a prolonged term of office, the number of consecutive years in office is, in principle, ten years.

(1) An officer or employee of a group company

- A person from the Company group
- A person whose first- to second-degree relative was a Director, Audit & Supervisory Board Member, Senior Officer, Executive Officer, or an Official of a group company in the previous five years

(2) A person with connections to a major customer

- A Director, Audit & Supervisory Board Member, Officer, Executive Officer, or employee of a customer group whose transaction amount accounts for 2% or more of the most recent year-end consolidated sales of the Company. Or a person who held any of the aforementioned positions in the previous three years
- A Director, Audit & Supervisory Board Member, Officer, Executive Officer, or employee of a financial institution group from which borrowings account for 1% or more of the most recent year-end consolidated total assets of the Company. Or a person who held any of the aforementioned positions in the previous three years

(3) A person who provides specialist services (attorney at law, certified public accountant, certified public tax accountant, patent attorney, judicial scrivener, consultant, etc.)

- A person who has received ¥5 million or more per year in remuneration from a group company in the previous two years

(4) A person employed by an audit firm that conducts statutory audits of the Company, or a person who was in charge of the auditing services of a group company in the previous three years

(5) Major Shareholder, etc.

- A major shareholder (in the event that the shareholder is a corporation, a Director, Audit & Supervisory Board Member, Officer, Executive Officer, or employee of said corporation) with 5% or more of the voting rights in the Company (in the event that the shareholder is a corporation, the total voting rights of the corporate group that said corporation belongs to)
- A Director, Audit & Supervisory Board Member, Officer, Executive Officer, or employee of a corporation with which the Company has a relationship of mutually exchanging Directors, Audit & Supervisory Board Members, and Executive Officers. Or a person who held any of the aforementioned positions in the previous three years
- A Director, Audit & Supervisory Board Member, Officer, Executive Officer, or employee of a corporation that is in competition with a group company. Or a person who holds 3% or more of the shares in a competing corporation (in the event that the shareholder is a corporation, a Director, Audit & Supervisory Board Member, Officer, Executive Officer, or employee of said corporation)
- A person with any other significant interest in a group company (in the event that the entity with a significant interest is a corporation, a Director, Audit & Supervisory Board Member, Officer, Executive Officer, or employee of said corporation)