Note: This document has been translated from a part of the Japanese original reference purposes only. In the event of any discrepancy between this translation and the Japanese original, the original shall prevail. The Company assumes no responsibility for this translation or for direct, indirect or any other forms of damages arising from the translation.

Security Code: 8897
June 5, 2019

To Our shareholders

Kazuichi Shimada,
President and Representative Director, CEO
Takara Leben CO., LTD.
Tekko Building 16F 1-8-2, Marunouchi,
Chiyoda-Ku, Tokyo, Japan

Notice of the 47th Ordinary General Meeting of Shareholders

You are cordially invited to attend the 47th Ordinary General Meeting of Shareholders of Takara Leben CO., LTD. (hereinafter "the Company"). The meeting will be held as described below.
If you do not expect to attend the Meeting, you may exercise your voting rights in writing or by the Internet, etc. After reviewing the following Reference Documents for General Meeting of Shareholders, please exercise your voting rights according to the instructions described below by no later than 6:00 p.m. on Tuesday, June 25, 2019 (Japan time).

1. **Date and Time:** Wednesday, June 26, 2019 at 10:00 a.m. (Japan time)
2. **Place of the Meeting:** Tekko Conference Room, Tekko Building South Tower 4F, 1-8-2, Marunouchi, Chiyoda-ku, Tokyo
3. **Purpose of the Meeting**

Matters for Reporting:
1. Business report and the Consolidated Financial Statements, for the 47th Fiscal Year (from April 1, 2018 to March 31, 2019), as well as the audit reports of the Accounting Auditor and the Audit & Supervisory Board for Consolidated Financial Statements.
2. Non-Consolidated Financial Statements for the 47th Fiscal Year (from April 1, 2018 to March 31, 2019).

Matters for Resolution:

Proposal 1: Appropriation of Surplus
Proposal 2: Partial Amendments to the Articles of Incorporation
Proposal 3: Election of Thirteen (13) Directors
Proposal 4: Election of One (1) Substitute Auditor

4. Guide to Exercising Voting Rights

(1) If you exercise your voting rights in writing

Please indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and return it so that it is received by 6:00 p.m. on Tuesday, June 25, 2019.

(2) If you exercise your voting rights by Internet, etc.

If you exercise your voting rights on the Internet or by any other similar means, please read "Guidance Notes on the Exercise of Voting Rights via the Internet, etc." in the appendix (pp. 54 to 55) and exercise your voting rights by 6:00 p.m. on Tuesday, June 25, 2019.

(3) Handling of cases where voting rights are exercised in duplicate

If you exercise your voting rights more than once, only the exercise of your voting rights that reaches us last shall be deemed to be valid. If the exercise of your voting rights by Internet, etc. and the form with which you exercise your voting rights reach us on the same day, the exercise of your voting rights by Internet, etc. shall be deemed to be valid.

* If attending the meeting in person, please present the enclosed Voting Rights Exercise Form at the reception desk.

* Pursuant to laws and regulations of Japan and provisions in Article 17 of the Articles of Incorporation, these items are published on the Company's Japanese website
(https://www.leben.co.jp/ir/procedure.html).
(i) Consolidated Financial Statements: Notes to Consolidated Financial Statements
(ii) Non-Consolidated Financial Statements: Notes to Non-Consolidated Financial Statements
These items are included in the Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements audited by the Audit & Supervisory Board members to prepare the Audit Report and by the Accounting Auditor to prepare the Accounting Audit Report.

* If circumstances arise whereby revisions should be made to the contents of the reference documents for the General Meeting of Shareholders, the business report, consolidated financial statements, and nonconsolidated financial statements, such notification shall be published on the following Company's website (https://www.leben.co.jp/).

There will be no souvenirs provided to the shareholders who attend the General Meeting of Shareholders.
Thank you for your understanding.

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Issues

Proposal 1: Appropriation of Surplus

The Company considers that returning its profits to shareholders is one of its most important management issues, and on the basis of maintaining stable dividends, the Company would like to pay the year-end dividend for the fiscal year under review in light of the business development planned for the future.

(1) Type of dividend property: Cash

(2) Allotment of dividend property to shareholders and total amount:
Allotment of dividend property to shareholders: ¥11.0 per share of the Company's common stock
Total amount: ¥1,192,539,623.
The total dividend per share for the fiscal period will be ¥16.0, together with ¥5.0 interim dividend per share.

(3) Effective date of the dividends of surplus:
June 27, 2019

Proposal 2: Partial Amendments to the Articles of Incorporation

1. Reasons for the proposal

(1) To enable the Company to flexibly implement measures for enhancing corporate governance, the alteration or revocation of the system concerning Directors with special titles will be determined by the Board of Directors, as having said system is not mandatory under the Companies Act. Accordingly, the existing provisions concerning Directors with special titles in Article 22, Paragraph 2 of the Articles of Incorporation will be deleted.

(2) In preparation for the case where the number of members of the Audit & Supervisory Board falls short of the number stipulated in laws and ordinances, the Company will add new provisions for specifying the method of electing substitute members of the Audit & Supervisory Board (substitute auditors) and establish provisions concerning a quorum for the Board of Directors' resolution to elect substitute auditors, which will be similar to the provisions concerning the quorum for the Board of Directors' resolution to elect members of the Audit & Supervisory Board.

2. Detail of the amendments

The details of the amendments are as fellows.

(Underlining denotes amendments.)

Current Articles of Incorporation	Proposed Amendments
Articles 1. ~ 21. (Omitted)	Articles 1. ~ 21. (Unchanged)
(Representative Directors and Directors with special titles) Article 22. 1. (Omitted) 2. The Board of Directors may, by its resolution, determine one Director and Chairperson, one Director and Vice Chairperson, one Director and President, a few Director and Vice Presidents, a few Senior Managing Directors and a few Managing Directors.	(Representative Directors and Directors with special titles) Article 22. 1. (Unchanged) 2. (Deleted)
Articles 23. ~ 30. (Omitted)	Articles 23. ~ 30. (Unchanged)
(Method of election) Article 31. 1. (Omitted) 2. The resolution to elect members of the Audit & Supervisory Board shall be made by an affirmative vote of a majority of the voting rights held by shareholders present with exercisable voting rights representing one-third (1/3) or more of the voting rights of all shareholders.	(Method of election) Article 31. 1. (Unchanged) 2. (Unchanged)
(Newly established)	3. In accordance with the provisions of Article 329, Paragraph 3 of the Companies Act, the Company may, in preparation for the case where the number of members of the Audit & Supervisory Board falls short of the number stipulated in laws and ordinances, elect substitute auditors at a General Meeting of Shareholders.
(Newly established)	4. The provisions of Paragraph 2 shall apply mutatis mutandis to the quorum for a resolution to elect substitute auditors.
Articles 32. ~ 47. (Omitted)	Articles 32. ~ 47. (Unchanged)

Proposal 3: Election of Thirteen (13) Directors

The term of office of all the Directors (11 Directors) will expire at the conclusion of this General Meeting of Shareholders. As the Company intends to increase the number by two Directors to enhance the management system, it is required to elect 13 Directors including three Outside Directors.

The candidates for director are as follows.

<table>
<tr><th>No.</th><th>Name
(Date of birth)</th><th colspan="2">Career summary and positions and responsibility in the Company
(Significant concurrent holding of positions)</th><th>Number of the Company’s shares held</th></tr>
<tr><td rowspan="2">1</td><td rowspan="2">Yoshio Murayama
(August 28, 1945)</td><td>September 1972</td><td>Established the Company, Senior Managing Director</td><td rowspan="2">25,633,600</td></tr>
<tr><td colspan="2">March 1973
April 2012
April 2014
June 2016</td><td>Representative Director and President
Representative Director and President and CEO
Representative Director and Chairman
Director and Chairman (incumbent)</td></tr>
<tr><td></td><td colspan="4">[Reasons for nomination of the candidate for Director]
Mr. Yoshio Murayama has been involved in the management of the Company for many years, and assumed the office of Director and Chairman of the Company in June 2016. The Company considers him to be an appropriate human resource for business execution aiming for the sustainable growth and medium- to long-term improvement of corporate value because of his ample experience and wide range of knowledge of company management, and therefore nominates him as a candidate for reappointment as Director.</td></tr>
<tr><td rowspan="2">2</td><td rowspan="2">Kazuichi Shimada
(December 4, 1965)</td><td>May 1987
June 1998
June 2000

June 2006

April 2012

April 2014

April 2019</td><td>Joined the Company
Director, General Manager of Development Division
Managing Director and Executive General Manager of Development Division
General Manager of Development Division and General Manager of Building Division
Representative Director, Vice President and Executive General Manager of Development Division
Representative Director, Vice President and COO and CFO
and Executive General Manager of General Planning Division
Representative Director and President and CEO and COO
and CFO
Representative Director and President and CEO (incumbent)</td><td>672,800</td></tr>
<tr><td colspan="4">[Reasons for nomination of the candidate for Director]
Mr. Kazuichi Shimada has demonstrated strong leadership in the improvement of corporate value since he assumed the office as Representative Director and President in April 2014. The Company considers him to be an appropriate human resource for business execution aiming for the sustainable growth and medium- to long-term improvement of corporate value and therefore nominates him as a candidate for reappointment as Director.</td></tr>
</table>

<table>
<tr><th>No.</th><th>Name
(Date of birth)</th><th>Career summary and positions and responsibility in the Company
(Significant concurrent holding of positions)</th><th>Number of the Company’s shares held</th></tr>
<tr><td rowspan="2">3</td><td>Kazuyuki Shimizu
(August 16, 1963)</td><td>April 1987 Joined Toyota Motor Corporation
October 2004 Joined Leben Community Co., Ltd.
April 2007 Director, Leben Community Co., Ltd.
May 2009 Managing Director, Leben Community Co., Ltd.
May 2014 Senior Managing Director, Leben Community Co., Ltd.
May 2016 Representative Director and Vice President, Leben Community Co., Ltd.
June 2018 Representative Director, Vice President
April 2019 Representative Director, Vice President and COO (incumbent)
[Significant concurrent holding of positions]
- Representative Director, Takara Leben West Japan Co., Ltd.</td><td>31,300</td></tr>
<tr><td colspan="3">[Reasons for nomination of the candidate for Director]
Since his appointment as Representative Director and Vice President of the Company in June 2018, Mr. Kazuyuki Shimizu has been contributing to the enhancement of the Company’s corporate value. The Company continues to nominate him as a candidate for Director because of his performance, talent, experience in the real estate industry for many years and abundant knowledge in corporate management as well as his excellent character and insight.</td></tr>
<tr><td rowspan="2">4</td><td>Yoshitaka Tejima
(May 31, 1974)</td><td>March 1997 Joined the Company
April 2010 Executive Officer and General Manager of Development Division
June 2012 Director,
Executive Officer, Executive General Manager of Development Division,
General Manager of Building Division and
General Manager of Product Planning Division
April 2015 Managing Director,
Executive Officer, Executive General Manager of Development Division,
General Manager of 1st Development Division and
General Manager of Eco-Energy Division
April 2016 Managing Director,
Executive Officer, Executive General Manager of Development Division,
General Manager of Overall Development Group,
General Manager of Development Division,
General Manager of Urban Revitalization Division and General Manager of Yokohama Branch
April 2017 Managing Director
and Executive Officer and Executive General Manager of Development Division
April 2018 Senior Managing Director
and Executive Officer and Executive General Manager of Development Division
October 2018 Senior Managing Director,
Executive Officer and Executive General Manager of Development Division and General Manager of Eco-Energy Division (incumbent)
[Significant concurrent holding of positions]
- Director, Takara Leben West Japan Co., Ltd.
- Director, Sunwood Corporation</td><td>85,200</td></tr>
<tr><td colspan="3">[Reasons for nomination of the candidate for Director]
Mr. Yoshitaka Tejima has extensive experience in development divisions and deep insight about management. The Company considers him to be an appropriate human resource for business execution aiming for the sustainable growth and medium- to long-term improvement of corporate value and therefore nominates him as a candidate for reappointment as Director.</td></tr>
</table>

No.	Name (Date of birth)	Career summary and positions and responsibility in the Company (Significant concurrent holding of positions)		Number of the Company's shares held
*5	Masahiro Yoshida (November 1, 1974)	March 2001	Joined the Company	27,200
		October 2011	General Manager of 2nd Sales Division, Sales Division	
		April 2014	Executive Officer and General Manager of 2nd Group of Sales Division	
		January 2015	Representative Director, Takara Leben Tohoku Co., Ltd.	
	[Reasons for nomination of the candidate for Director] Mr. Masahiro Yoshida has been leading the management of a group company as Representative Director and has been contributing to the enhancement of the corporate value. The Company nominates him as a new candidate for Director because of his performance, talent, experience in the real estate industry for many years and abundant knowledge in corporate management as well as his excellent character and insight.			
6	Masashi Yamamoto (January 11, 1960)	April 2006	General Manager of Ueda Corporate Sales, Sumitomo Mitsui Banking Corporation	27,700
		April 2009	General Manager of Kamata Corporate Sales, Sumitomo Mitsui Banking Corporation	
		April 2011	General Manager of Sapporo Corporate Sales, Sumitomo Mitsui Banking Corporation	
		April 2014	Trustee, Executive General Manager of Central Tokyo Corporate Sales, Executive General Manager of Tokyo-East Corporate Sales, and Executive General Manager of East Japan extended-spectrum Corporate Sales, Sumitomo Mitsui Banking Corporation	
		May 2016	Joined the Company	
			General Manager of General Affairs Division and General Planning Division	
		June 2017	Director, Executive Officer, Executive General Manager of General Planning Division, General Manager of Control Group of Corporate Planning, General Manager of Personnel and General Manager of Corporate Planning	
		April 2018	Director, Executive Officer, Executive General Manager of General Planning Division, General Manager of Control Group of Corporate Planning, and General Manager of Corporate Planning	
		April 2019	Director, CFO, Executive Officer, and Executive General Manager of General Planning Division (incumbent)	
		[Significant concurrent holding of positions] - Director, Leben Community Co., Ltd.		
	[Reasons for nomination of the candidate for Director] Mr. Masashi Yamamoto has extensive experience in financial institutions and deep insight about management. The Company considers him to be an appropriate human resource for business execution aiming for the sustainable growth and medium- to long-term improvement of corporate value and therefore nominates him as a candidate for reappointment as Director.			

<table>
<tr><th>No.</th><th>Name
(Date of birth)</th><th colspan="2">Career summary and positions and responsibility in the Company
(Significant concurrent holding of positions)</th><th>Number of the Company’s shares held</th></tr>
<tr><td rowspan="2">*7</td><td rowspan="2">Shoichi Akisawa
(May 10, 1965)</td><td>April 1988</td><td>Joined Towa Real Estate Development Co., Ltd. (present Mitsubishi Estate Residence Co., Ltd.)</td><td rowspan="2">–</td></tr>
<tr><td>May 1997
January 2002
February 2004
June 2008
January 2011
February 2012
February 2012
December 2014
June 2016</td><td>Representative Director, Atech Co., Ltd.
Director, Intus Co., Ltd.
Corporate Officer, Pacific Management Co., Ltd. (present Pacific Holdings Co., Ltd.)
Representative Director, Pacific Realty Co., Ltd. (present Pacific Properties Investment Co., Ltd.)
General Manager, Strategic Business Department, Star Mica Co., Ltd.
Director and General Manager, Strategic Business Division, Star Mica Co., Ltd.
Representative Director, Fan Investment Co., Ltd.
Representative Director, Star Mica Co., Ltd.
Representative Director, Rising Force Co., Ltd.</td></tr>
<tr><td></td><td colspan="3">[Reasons for nomination of the candidate for Director]
Mr. Shoichi Akisawa has extensive experience in the real estate industry and deep insight into corporate management. The Company nominates him as a new candidate for Director because it considers him to be an appropriate human resource for business execution in light of the Company’s aim to achieve sustained growth and medium- to long-term enhancement of corporate value.</td></tr>
<tr><td rowspan="2">8</td><td rowspan="2">Mika Takaara
(August 8, 1966)</td><td>January 2000
April 2014
April 2015
June 2016
April 2018
April 2019</td><td>Joined the Company
Manager of Control Group of Sales Division, General Manager of Sales Promotion Division and General Manager of Sales Planning Division
Executive Officer, General Manager of Overall Sales Group, Sales Division, General Manager of Sales Promotion Division and General Manager of Operation Division
Director, Executive Officer, General Manager of Overall Sales Group, Sales Division, General Manager of Sales Promotion Division and General Manager of Operation Division
Director, Executive Officer and General Manager of Overall Sales Group, Sales Division
Director, Executive Officer and Vice Executive General Manager of Sales Division (incumbent)</td><td>74,900</td></tr>
<tr><td></td><td colspan="3">[Reasons for nomination of the candidate for Director]
Ms. Mika Takaara has extensive experience in overall sales divisions and deep insight about management. The Company considers him to be an appropriate human resource for business execution aiming for the sustainable growth and medium- to long-term improvement of corporate value and therefore nominates him as a candidate for reappointment as Director.</td></tr>
</table>

No.	Name (Date of birth)	Career summary and positions and responsibility in the Company (Significant concurrent holding of positions)		Number of the Company's shares held
9	Takeshi Okabe (December 29, 1964)	April 1998	Joined the Company	97,500
		June 2006	Director and General Manager of Sales Division	
		March 2009	Director, Executive General Manager of Sales Division, General Manager of Sales Division, General Manager of Detached Housing Division and General Manager of Control Division and General Manager of Customer Consultation Room	
		April 2012	Managing Director, Executive Officer, Executive General Manager of Sales Division, General Manager of Sales Division, General Manager of Sales Promotion Department and General Manager of Sales Planning Division	
		April 2015	Senior Managing Director and Executive Officer and Executive General Manager of Sales Division	
		April 2017	Senior Managing Director and Executive General Manager of Investment Development Division (incumbent)	
	[Reasons for nomination of the candidate for Director] Mr. Takeshi Okabe has extensive experience in sales divisions and in investment development divisions and deep insight about management. The Company considers him to be an appropriate human resource for business execution aiming for the sustainable growth and medium- to long-term improvement of corporate value and therefore nominates him as a candidate for reappointment as Director.			
10	Tadayuki Hara (December 4, 1977)	August 2002	Joined the Company	57,700
		April 2010	General Manager of 1st Sales Division, Sales Division	
		October 2011	Executive Officer, General Manager of 1st Sales Division, Sales Division	
		June 2012	Director, Executive Officer and General Manager of 1st Sales Division, Sales Division	
		April 2014	Director, Executive Officer and General Manager of 1st Group of Sales Division	
		April 2015	Director, Executive Officer and General Manager of 1st Group of Sales Division	
		April 2016	Director, Executive Officer and Vice Executive General Manager of Sales Division	
		April 2017	Managing Director, Executive Officer, Executive General Manager of Sales Division, General Manager of 1st Group of Sales Division, General Manager of 1st Sales Division and General Manager of 2nd Sales Division	
		April 2018	Managing Director, Executive Officer and Executive General Manager of Sales Division (incumbent)	
	[Reasons for nomination of the candidate for Director] Mr. Tadayuki Hara has extensive experience in sales divisions and deep insight about management. The Company considers him to be an appropriate human resource for business execution aiming for the sustainable growth and medium- to long-term improvement of corporate value and therefore nominates him as a candidate for reappointment as Director.			

No.	Name (Date of birth)	Career summary and positions and responsibility in the Company (Significant concurrent holding of positions)		Number of the Company's shares held
11	Hitoshi Sida (May 25, 1937)	April 1961	Joined Nippon-Sogo Bank, Ltd. (now Sumitomo Mitsui Banking Corporation)	248,300
		June 1990	Director and General Manager of Akasaka Branch, The Sakura Bank, Limited (now Sumitomo Mitsui Banking Corporation)	
		June 1992	Managing Director, The Sakura Bank, Limited (now Sumitomo Mitsui Banking Corporation)	
		June 1994	President, The Taiheiyo Bank Ltd. (now Sumitomo Mitsui Banking Corporation)	
		June 1997	Representative Director, Yoei Co., Ltd.	
		June 2014	Outside Director, Takara Leben Co., Ltd. (incumbent)	
	[Reasons for nomination of the candidate for Director] Mr. Hitoshi Shida has been involved in the management of financial institutions and business companies and has extensive experience and achievements in management and a wide range of knowledge and insight. The Company considers that he will make a significant contribution to the management of the Company as Outside Director, and therefore nominates him as a candidate for reappointment as Outside Director.			
12	Katsumi Kasahara (April 21, 1940)	October 1967	Passed the Bar Examination	37,200
		April 1970	Appointed as Assessor for a Judge	
		May 1973	Registered in the Roll of Attorneys (registration no.: 13897); joined the Tokyo Bar Association	
			Joined the Kurata Yasuhira Law Office	
		April 1974	Joined the Ohara Masanobu Law Office	
		May 1974	Vice Chairperson of Library and Bar Association Building Committee, Tokyo Bar Association	
		April 1976	Branch Legal Aid Reviewing Committee Member, Headquarters in Tokyo, Japan Federation of Bar Associations	
		April 1977	Problem Council Member, Traffic Accident Consultation Center, Japan Federation of Bar Associations	
		April 1979	Permanent Member, Tokyo Bar Association	
		May 1979	Established the Lawyer Kasahara Katsumi Law Office (now Lawyer Kasahara Katsumi Limelight Law Office) (incumbent)	
		April 1980	Vice Chairperson of Finance Committee, Tokyo Bar Association	
		April 1986	Vice Chairperson of Bar Association Building Committee, Tokyo Bar Association	
		April 1987	Vice Chairperson of Human Rights Protection Committee, Tokyo Bar Association	
		May 1987	Lawyer in charge of Counselor Services, Japan Credit Counseling Organization	
		May 1999	Counselor, Japan Credit Counseling Organization	
		April 2013	Legal Counsel and Member of the Ethics Committee, The Society for Preservation of Japanese Art Swords (incumbent)	
		July 2013	Auditor of the All Nippon Kyudo Federation	
		June 2015	Outside Director, Takara Leben Co., Ltd. (incumbent)	
	[Reasons for nomination as a candidate for Outside Director] Mr. Katsumi Kasahara does not have any experience of being directly involved in corporate management. Nevertheless, he has abundant experience and achievements as a lawyer and also has extensive knowledge and insight as well as a high spirit of compliance, and the Company considers that he will adequately execute his duties as Outside Director and nominates him as a candidate for reappointment as Outside Director.			

No.	Name (Date of birth)	Career summary and positions and responsibility in the Company (Significant concurrent holding of positions)		Number of the Company's shares held
13	Kenji Kawada (March 29, 1950)	May 2003	Representative Director and President, Resona Holdings, Inc.	–
		June 2003	Director, Representative Executive Officer and President, Resona Holdings, Inc.	
		June 2006	President and Representative Director, Saitama Resona Bank, Limited	
			Executive Officer, Strategy of Corporate Group, Resona Holdings, Inc.	
		June 2009	Chief Director, Resona Research Institute Co., Ltd.	
		April 2011	Standing Director, Fujitsu Research Institute	
		January 2016	Representative of TMA KAWADA OFFICE (incumbent)	
		April 2016	Adviser, Fujitsu Research Institute	
		June 2017	Outside Director, PE&HR Co., Ltd. (incumbent)	
		June 2017	Outside Director, Takara Leben Co., Ltd. (incumbent)	
		June 2018	Outside Auditor, Konishi Co., Ltd. (incumbent)	
	[Reasons for nomination as a candidate for Outside Director] Mr. Kenji Kawada has been involved in the management of financial institutions and business companies and has extensive experience and achievements in management and a wide range of knowledge and insight. The Company considers that he will make a significant contribution to the management of the Company as Outside Director, and therefore nominates him as a candidate for reappointment as Outside Director.			

(Note 1) * indicates a new candidate for Director
(Note 2) There are no special interests between each candidate for Director and the Company.
(Note 3) Mr. Hitoshi Shida, Mr. Katsumi Kasahara and Mr. Kenji Kawada are candidates for Outside Director.
(Note 4) Mr. Hitoshi Shida is currently the Company's Outside Director and will have served as Outside Director for five years upon the conclusion of this Ordinary General Meeting of Shareholders.
(Note 5) Mr. Katsumi Kasahara is currently the Company's Outside Director and will have served as Outside Director for four years upon the conclusion of this Ordinary General Meeting of Shareholders.
(Note 6) Mr. Kenji Kawada is currently the Company's Outside Director and will have served as Outside Director for two years upon the conclusion of this Ordinary General Meeting of Shareholders
(Note 7) Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company concludes a contract with Mr. Hitoshi Shida, Mr. Katsumi Kasahara and Mr. Kenji Kawada to limit their liabilities as stipulated in Article 423, Paragraph 1 of the Companies Act. The limit of their liabilities based on the contract is set to the minimum liability amount stipulated in Article 425, Paragraph 1 of the Companies Act, and if the reappointment of Mr. Hitoshi Shida, Mr. Katsumi Kasahara and Mr. Kenji Kawada is approved, the said contract with them is to be continued.
(Note 8) The Company has registered Mr. Hitoshi Shida, Mr. Katsumi Kasahara and Mr. Kenji Kawada with Tokyo Stock Exchange, Inc. as independent officers based on the regulations thereof. If they are reappointed, the Company will continuously make them independent officers.
(Note 9) Until June 2015 when Mr. Katsumi Kasahara assumed office, the Company had obtained his guidance and advice on legal matters and disputes based on the legal advisory contract concluded with him, but the contract period had already expired. The Company paid him remuneration for the services he provided based on our request made before he assumed office in the Company, but the Company considers that this fact does not affect his independence.
(Note 10) Mr. Kenji Kawada is the former Representative Executive Officer and President of Resona Holdings, Inc., which is the holding company of Resona Bank, Limited, the Company's lender. But the Company's borrowing from Resona Bank, Limited is below 3.7% of its total loans, and ten years have already passed since he resigned as Executive Officer of Resona Holdings, Inc. The Company therefore considers that this fact does not affect his independence.

Proposal 4: Election of One (1) Substitute Auditor

The effective tenure of the substitute auditor, Mr. Masanori Otsubo, who was elected at the 46th Ordinary General Meeting of Shareholders held on June 27, 2018, will expire at the beginning of this General Meeting. In preparation for the case where the number of members of the Audit & Supervisory Board falls short of the number stipulated in laws and ordinances, the Company would like to request the election of one substitute auditor.

The consent of the Audit & Supervisory Board has been obtained regarding this proposal.

The candidate for substitute auditor is as follows.

Name (Date of birth)	Career summary and positions and responsibility in the Company (Significant concurrent holding of positions)		Number of the Company's shares held
Masanori Otsubo (October 24, 1957)	April 1980	Joined Otsubo Haruyuki Accounting Firm	–
	April 1984	Joined Nishio Certified Accountant Firm	
	September 1986	Established Otsubo Masanori Tax Accountant Firm (incumbent)	
	May 2014	Auditor, Leben Community Co Ltd. (incumbent)	
	June 2018	Auditor, Takara Leben West Japan Co., Ltd. (incumbent)	
[Reasons for nomination of the candidate for Substitute Outside Auditor] As tax accountant, Mr. Masanori Otsubo has been involved in the fields of tax affairs and accounting and the fields of general management and internal control for many years, and the Company expects that he will contribute to the Company's audit system with his highly advanced expertise accumulated in his career as a tax accountant.			

(Note 1) There are no special interests between each candidate and the Company.

(Note 2) Mr. Masanori Otsubo is a candidate for substitute outside auditor.

(Note 3) If Masanori Otsubo assumed the office of Auditor, the Company will conclude a contract to limit his liabilities as stipulated in Article 423, Paragraph 1 of the Companies Act with him to set the limit of his liabilities to the minimum liability amount stipulated in Article 425, Paragraph 1 of the said Act pursuant to the provisions of Article 427, Paragraph 1 of the said Act.