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(Stock Exchange Code 4619)

June 2, 2025

(Date of commencement of electronic provision measures: May 30, 2025)

To Shareholders with Voting Rights:

Hiroshi Onda President, COO NIHON TOKUSHU TORYO CO., LTD. 3-23-2, Oji, Kita-ku, Tokyo

NOTICE OF THE 119th ORDINARY GENERAL SHAREHOLDERS MEETING

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

We are pleased to announce that the 119th Ordinary General Shareholders Meeting of NIHON TOKUSHU TORYO CO., LTD. (the "Company" or "Nittoku") will be held for the purposes as described below.

For the convocation of this general meeting of shareholders, the Company has taken measures for providing information in electronic format (the "electronic provision measures") and has posted matters subject to the electronic provision measures as "Notice of the 119th Ordinary General Shareholders Meeting" on the following Company's website.

The Company website: https://www.nttoryo.co.jp/en/company/Investorrelations.html

In addition to the website shown above, the Company also has posted this information on the website below.

Tokyo Stock Exchange website:

https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show

To view the information, please access the above website, input the Issue name (Company name) or Code, and click "Search," and then click "Basic information" and select "Documents for public inspection/PR information."

In lieu of attending the meeting, you can exercise your voting rights in writing or via the Internet. Please review Reference Documents for the General Shareholders Meeting posted on the matters subject to the electronic provision measures, and exercise your voting rights by following the Instructions for the Exercise of Voting Rights on pages 4 and 5 of the Japanese version of this document, no later than 5:20 p.m. on Monday, June 23, 2025, Japan time.

1. Date and Time: June 24 (Tuesday), 2025 at 10:00 a.m. Japan time

2. Place: HOTEL BELLCLASSIC Tokyo Figaro on the 4th floor located at

3-33-6, Minami-otsuka, Toshima-ku, Tokyo

* Please refer to the map to the venue for the meeting provided at the end of the Japanese version of this document. Note that venue has changed from last year.

3. Meeting Agenda:

- Matters to be reported: 1. The business report, consolidated financial statements for the Company's 119th fiscal term (the fiscal year from April 1, 2024 to March 31, 2025), and results of audits by the Accounting Auditor and the Board of Auditors of the consolidated financial statements
 - 2. Non-consolidated financial statements for the Company's 119th fiscal term (the fiscal year from April 1, 2024 to March 31, 2025)

Proposals to be resolved:

Proposal 1: Appropriation of Retained Earnings

Proposal 2: Partial Amendments to the Articles of Incorporation

Proposal 3: Appointment of Seven Directors
Proposal 4: Appointment of One Reserve Auditor

<Matters Decided in Connection with this Convocation>

- If voting rights are exercised both in writing (by mail) and via the Internet, the exercise of voting rights via the Internet shall be deemed valid.
- If voting rights are exercised via the Internet multiple times, the last exercise of voting rights shall be deemed valid.
- If voting rights are exercised in writing (by mail) and neither approval nor disapproval of a proposal is indicated in Voting Rights Exercise Form, it shall be deemed a vote of approval.

When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk. In the documents sent to shareholders, the following matters are not described in accordance with provisions of laws and regulations and the Articles of Incorporation of the Company. Thus, they are part of documents audited by Auditors and Accounting Auditors when creating Audit Report.

- Consolidated Statements of Changes in Net Assets and Notes to Consolidated Financial Statements of consolidated financial statements
- Statements of Changes in Net Assets and Notes to Non-consolidated Financial Statements of non-consolidated financial statements

Should the matters subject to the electronic provision measures require revisions, the revised versions will be posted on each website where they are posted.

No gifts will be provided to shareholders attending the meeting. Also, no drinks will be served before the start of the meeting this year and no products will be displayed at the venue. We appreciate your understanding.

Reference Documents for the General Shareholders Meeting

Proposals and References

Proposal 1: Appropriation of Retained Earnings

We pursue the substantial return of profit to our shareholders by strengthening profitability and maintaining a sound financial condition focused on cash flow, which has been positioned as an important management task of the Company.

On the other hand, the business environment surrounding the Nittoku Group is rapidly changing, and we are also required to address diverse and complicated social issues. Under such an environment, in order to maintain competitiveness and improve profitability in the future, we must continue investing in R&D, tangible and intangible assets, and human resources who will support the Nittoku Group's sustainable growth.

Accordingly, the distribution of profits is decided in comprehensive consideration of factors such as financial condition, profit levels, and the payout ratio set forth in the medium- to long-term management plan and under the performance-based distribution policy.

Based on the above policy, the year-end dividend for this fiscal year is proposed to be as described below.

Items Related to the Year-end Dividend

- (1) Type of dividend property Cash
- (2) Items related to the allocation of dividend property to shareholders and its total amount 68 yen per ordinary share total 1,486,025,148 yen

 Therefore, the annual dividend will be a total of 90 yen per share including the interim dividend.
- (3) Date the distribution of retained earnings comes into effect: June 25, 2025

Proposal 2: Partial Amendments to the Articles of Incorporation

1. Reasons for amendments

The Company hereby proposes to change the term of office of Directors from the current term of two (2) years to one (1) year in order to establish a management structure that can promptly respond to changes in the management environment by further clarifying the management responsibility of Directors and to further strengthen its corporate governance by increasing opportunities to seek shareholders' confidence.

2. Details of amendments

The details of the amendments are as follows.

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	(rimenaea paris are unaerimea.)		
Current Articles of Incorporation	Proposed Amendments		
Article 22 (Term of Office of Directors)	Article 22 (Term of Office of Directors)		
1. The term of office of Directors shall expire at the closing of the ordinary general meeting of shareholders for the last business year that ends within two (2) years after their election.	1. The term of office of Directors shall expire at the closing of the ordinary general meeting of shareholders for the last business year that ends within one (1) year after their election.		
2. The term of office of Directors elected, as additional or as substitute Directors, shall be the remaining term of office of the incumbent Directors.	2. (Unchanged)		

Proposal 3: Appointment of Seven Directors

Terms of office of all six Directors will expire at the closure of this General Shareholders Meeting. Accordingly, the Company proposes the appointment of seven Directors (including three Outside Directors).

The candidates are as follows:

No.	Name	Position and responsibility in the Company	Candidate attributes
1	Jun Taya	Chairman CEO	[Reappointment]
2	Hiroshi Onda	President COO	[Reappointment]
3	Hiroshi Suzuki	Director, Member of the Board, Senior Managing Executive Officer Chief Officer of Paints & Coatings Group Head of Sales Management of Paints & Coatings Group	[Reappointment]
4	Shin Nakamura	Director, Member of the Board, Senior Managing Executive Officer Chief Officer of Automotive Products Group Head of Production Management of Automotive Products Group	[Reappointment]
5	Michihiro Nara	Director	[Reappointment] [Outside] [Independent]
6	Kozo Yabe	Director	[Reappointment] [Outside] [Independent]
7	Kinuyo Asaka	_	[New appointment] [Outside] [Independent]

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions		Number of shares of the Company held
		April 1976 January 2005	Entered in the Mitsubishi Bank, Ltd. Entered in Nittoku General Manager of Nittoku Financial &	
			Accounting Division, Operation Planning & Coordination Group	
		April 2005	Deputy Chief Officer of Nittoku Operation Planning & Coordination Group	
		June 2005	Director of Nittoku	
		April 2007	Chief Officer of Nittoku Operation Planning & Coordination Group	
		April 2007	General Manager of Nittoku Legal Compliance Office	
	[Reappointment]	June 2009 June 2013	Managing Director of Nittoku CFO of Nittoku	46.005
	Jun Taya	June 2015	Senior Managing Director of Nittoku	46,085
	(March 3, 1953)	June 2019	President and COO of Nittoku	
1	(March 3, 1733)	June 2021	Vice Chairman of Nittoku	
1		June 2023	Chairman and CEO of Nittoku (in-service)	
		[Significant cor	ncurrent positions]	
		• President of N	ittoku Shokoh Co., Ltd.	
		• President of N	ittoku Insurance Center Co., Ltd.	
		• President of F	ıji Sangyo Co., Ltd.	
		· Chairman of U	JGN, Inc.	
		• Chairman of A	Autoneum Nittoku (Guangzhou) Automotive Sound-	
		Proof Co., Ltd		
		· Chairman of T	ianjin Autoneum Nittoku Sound-Proof Co., Ltd.	
		· Chairman of V	Vuhan Nittoku Autoneum Sound-Proof Co., Ltd.	

[Reason for nomination as candidate for Director]

Based on his high level of expertise, he has been involved in overall management issues. He has played an important role in improving the corporate value of the Nittoku Group as Chairman since 2023. The Company believes that by leveraging his deep insight in finance and accounting and detailed knowledge of corporate governance, he is suitable for Director of the Company. The Company therefore renominated him as a candidate for Director.

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions		Number of shares of the Company held
No. 2		April 1983 April 2000 April 2008 March 2009 July 2009 April 2010 June 2012 April 2017 April 2018 June 2018 April 2019	Entered in Nittoku General Manager of Nittoku Design Division, Automotive Products Group Deputy Chief Officer of Nittoku Automotive Products Group General Manager of Nittoku Cost Management Division Executive Officer of Nittoku General Manager of Nittoku Purchasing Division Director of Nittoku Chief Officer of Nittoku Automotive Products Group General Manager of Nittoku Design Division, Automotive Products Group Managing Director of Nittoku General Manager of Nittoku Production Engineering Division, Automotive Products Group Head of Technology Management of Nittoku Automotive Products Group	shares of the
		June 2021 [Significant conc	President and COO of Nittoku (in-service) urrent positions]	
		-	aiwa Tokushu Kohki Co., Ltd.	
			ittoku CK Co., Ltd.	

[Reason for nomination as candidate for Director]

He has held important positions mainly in the Automotive Products Group and has been in charge of the Purchasing and Cost Management Divisions. He has made significant contributions to long-term business expansion and improvement of profitability based on his wide range of knowledge and experience. The Company believes that by leveraging his deep understanding of the core of the business and broad insight including financial aspects based on cost management, he is suitable for Director of the Company. The Company therefore renominated him as a candidate for Director.

No.	Name (Date of birth)		Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
		April 1985	Entered in Nittoku	
		April 2006	General Manager of Nittoku Technical Division 1, R&D Group	
	[Reappointment] Hiroshi Suzuki	April 2016	Deputy Chief Officer of Nittoku Paints & Coatings Group and Plant Manager of Nittoku Hiratsuka Plant	
		April 2017 April 2017	Executive Officer of Nittoku Head of Plant Operation, Nittoku Paints & Coatings Group and Plant Manager of Nittoku Hiratsuka Plant	14,125
3	(September 16, 1962)	June 2019 June 2019	Director of Nittoku (in-service) Chief Officer of Nittoku Paints & Coatings Group (in-service)	
		June 2023	Senior Managing Executive Officer of Nittoku (inservice)	
	[Reason for nomination	April 2024	Head of Sales Management of Nittoku Paints & Coatings Group (in-service)	

[Reason for nomination as candidate for Director]

Based on the experience of leading the development of paint products in the development division, he has made contributions to profit growth in the paints & coatings business from the position of controlling the production division and the entire paints & coatings business. The Company believes that by leveraging his abundant work experience and insight, he is suitable for Director of the Company. The Company therefore renominated him as a candidate for Director. Entared in Nittelau April 1097

		April 1987	Entered in Nittoku	
		July 2010	General Manager belonging to Nittoku China	
			ASEAN Planning Office	
			Temporarily transferred to Wuhan Nittoku	
			Autoneum Sound-Proof Co., Ltd.	
		April 2015	General Manager belonging to Nittoku Overseas	
			Planning Division	
			Temporarily transferred to Wuhan Nittoku	
			Autoneum Sound-Proof Co., Ltd.	
		April 2017	Executive Officer of Nittoku	
	DD 1 4 41	April 2018	Plant Manager of Nittoku Aichi Plant	
	[Reappointment]	April 2019	Head of Plant Production, Nittoku Automotive	
			Products Group	10.625
	Shin Nakamura	June 2019	Director of Nittoku (in-service)	10,625
	(March 9, 1964)	April 2021	Head of Production Management, Nittoku	
4			Automotive Products Group (in-service)	
		April 2023	Chief Officer of Nittoku Automotive Products	
			Group (in-service)	
		June 2023	Senior Managing Executive Officer of Nittoku	
			(in-service)	
		October 2024	Plant Manager of Nittoku Aichi Plant	
		[Significant concu	urrent positions]	
		President of Ni	kko Kogyo Co., Ltd.	
		• President of Ta	kahiro Co., Ltd.	
		· CEO of Wuhan	Nittoku Autoneum Sound-Proof Co., Ltd.	
		· Chairman of W	uhan Nittoku Autoneum Auto Parts Co., Ltd.	

[Reason for nomination as candidate for Director]

Based on the experience of increasing profits of subsidiaries in China, he has led profit growth of the automotive product business from the position of generally controlling the plant production division of automotive products. The Company believes that by leveraging his abundant work experience and insight accumulated through working abroad, etc., he is suitable for Director of the Company. The Company therefore renominated him as a candidate for Director.

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions		Number of shares of the Company held		
		April 1974 June 2003	Registered as lawyer Partner of Hanzomon Sogo Law Office (inservice)			
	[Reappointment] [Outside] [Independent] Michihiro Nara (May 17, 1946)	[Reappointment] June 2004 Outside Auditor of Nittoku April 2006 Vice President of Japan Federation Associations		Outside Auditor of Nittoku Vice President of Japan Federation of Bar		
		June 2014	Outside Director of Oji Holdings Corporation (inservice)	25,300		
5		June 2015 June 2016	Outside Director of Nittoku (in-service) Outside Director (Audit & Supervisory Committee Member) of CHORI CO., LTD.			
		June 2016	Outside Director (Audit & Supervisory Committee Member) of SEIKO EPSON CORPORATION			
	[Reason for nomination as candidate for Outside Director and outline of expected roles]					
	Although he has not been involved in corporate management other than having served as an outside officer, he provides timely and appropriate advice and suggestions based on his abundant experience cultivated through working as outside officer in listed companies and professional expertise as a lawyer. The Company believes					

Although he has not been involved in corporate management other than having served as an outside officer, he provides timely and appropriate advice and suggestions based on his abundant experience cultivated through working as outside officer in listed companies and professional expertise as a lawyer. The Company believes that, based on his experience, he will provide appropriate supervision and objective advice on the management of the Company and contribute to the enhancement of corporate governance of the Company. Therefore, he has been renominated as a candidate for Outside Director.

		April 1991	Registered as lawyer	
		August 2000	Adjunct professor of University of Illinois	
	[Reappointment]		College of Law (in-service)	
	[Outside]	April 2002	Registered as patent attorney	
	[Independent]	September 2005	Guest instructor of Chuo Law School	
		December 2008	Patent attorney examination commissioner	3,800
		June 2012	Executive board member of International	·
	Kozo Yabe		Association for the Protection of Intellectual	
	(January 22, 1962)		Property (in-service)	
6	(validary 22, 1902)	June 2017	Outside Director of Nittoku (in-service)	
		January 2022	Partner of Midosuji Legal Profession Corporation	
			(in-service)	

[Reason for nomination as candidate for Outside Director and outline of expected roles]

Although he has not been involved in corporate management other than having served as an outside officer, he provides timely and appropriate advice and suggestions on the management of the Company based on a wide range of experience and high level of expertise as a lawyer and patent attorney. The Company believes that, based on his experience, he will provide appropriate supervision and objective advice on the management of the Company and contribute to the enhancement of corporate governance of the Company. Therefore, he has been renominated as a candidate for Outside Director.

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions		Number of shares of the Company held
		August 2002	Representative Director of Paramount Home Entertainment (Japan) Ltd. (currently Paramount Japan G.K.)	
		January 2007	President and Representative Director of Lands' End Japan KK	
	[New appointment] [Outside] [Independent]	October 2010 May 2011	Founded Asaka Club Corporation CEO of Kadokawa Intercontinental Group Holdings Limited (currently Intercontinental Group Holdings Limited)	0
7	Kinuyo Asaka (October 13, 1962)	June 2017	Vice President and General Manager, International Sales Department I of Nidec-Shimpo Corporation (currently NIDEC DRIVE TECHNOLOGY CORPORATION)	•
		September 2018 April 2019	Director of New Chemical Trading Co., Ltd. Managing Director of New Chemical Trading Co., Ltd.	
		October 2019	Ltd. Director of Asaka Club Corporation (in-service)	

[Reason for nomination as candidate for Outside Director and outline of expected roles]

She has a wide range of experience in corporate management in both Japan and overseas, particularly in developing and executing marketing strategies, and possesses a high level of expertise. The Company believes that she will provide appropriate advice and suggestions on overall management of the Company as an Outside Director, and therefore proposes her appointment to the position.

(Notes)

- 1. Matters regarding special interests are as follows.
 - (1) Candidate Mr. Jun Taya is concurrently serving as President of Nittoku Shokoh Co., Ltd., Nittoku Insurance Center Co., Ltd., and Fuji Sangyo Co., Ltd. as well as Chairman of UGN, Inc., Autoneum Nittoku (Guangzhou) Automotive Sound-Proof Co., Ltd., Tianjin Autoneum Nittoku Sound-Proof Co., Ltd., and Wuhan Nittoku Autoneum Sound-Proof Co., Ltd. The Company has a business relationship involving products, etc. with each of these companies.
 - (2) Candidate Mr. Hiroshi Onda is concurrently serving as President of Daiwa Tokushu Kohki Co., Ltd. and Nittoku CK Co., Ltd. The Company has a business relationship involving products, etc. with the said companies.
 - (3) Candidate Mr. Shin Nakamura is concurrently serving as President of Nikko Kogyo Co., Ltd. and Takahiro Co., Ltd. and Chairman of Wuhan Nittoku Autoneum Auto Parts Co., Ltd. The Company has a business relationship involving products, etc. with the said companies.
 - (4) There are no special interests between other candidates and the Company.
- 2. Matters regarding the liability limitation agreement are as follows.
 - (1) The Company has entered into a liability limitation agreement with Mr. Michihiro Nara and Mr. Kozo Yabe to limit their liability to the minimum amount provided for by laws and regulations according to Article 427, Paragraph 1 of the Companies Act. If their reappointment is approved, the Company plans to continue the said agreement with them.
 - (2) If Ms. Kinuyo Asaka's appointment is approved, the Company plans to enter into a liability limitation agreement with her to limit her liability to the minimum amount provided for by laws and regulations.
- 3. Matters regarding candidates for Outside Directors are as follows.
 - (1) Mr. Michihiro Nara, Mr. Kozo Yabe, and Ms. Kinuyo Asaka are candidates for Outside Directors.
 - (2) The Company registered Mr. Michihiro Nara and Mr. Kozo Yabe with the Tokyo Stock Exchange as Independent Directors based on the rules of Tokyo Stock Exchange. If their reappointment is approved, they will continue to be Independent Directors. If Ms. Kinuyo Asaka's appointment is approved, the Company intends to designate her as an Independent Director and register her with the Tokyo Stok Exchange.
 - (3) Mr. Michihiro Nara and Mr. Kozo Yabe are currently Outside Directors of the Company and it will have been ten years since the appointment of Mr. Michihiro Nara and eight years since the appointment of Mr. Kozo Yabe at the conclusion of this General Shareholders Meeting. Mr. Michihiro Nara was Outside Auditor of the Company for ten years from June 2004 to June 2014.
- 4. Matters regarding the directors and officers liability insurance agreement are as follows.

The Company has concluded with an insurance company a directors and officers liability insurance (hereinafter referred to as "D&O Insurance") agreement provided for in Article 430-3, Paragraph 1 of the Companies Act. The insurance covers damages, etc. that may result from the Directors and Auditors being liable for the performance of their duties (However, excluding the case that falls under indemnity conditions stipulated in the insurance agreement). The premiums of D&O Insurance are fully borne by the Company.

If each of candidates assumes office as Director, he/she will be insured under the D&O Insurance. The term of the D&O Insurance is one year. Before expiration of this term, the Company plans to renew the said insurance agreement upon a resolution of the Board of Directors.

(Reference) The expertise and experience of the Directors and Auditors (Skills Matrix)

* If Proposal 3 is approved as originally proposed, the Skills Matrix of the Directors and Auditors will be as shown in the table below.

The Company recognizes the importance of ensuring a balance and diversity in knowledge, experience, and abilities of the Board of Directors and Board of Auditors in order to achieve sustainable growth and enhance corporate value in the medium- and long-term. The skills matrix below shows the skills that the Company considers particularly important and the items (•) in which the Company expects each Director and Auditor to fully demonstrate their abilities, based on their expertise and experience. Please note that it does not represent all the expertise or experience possessed by each Director and Auditor.

Position (Plan)	Name	Corporate management	Technology/ Development/ Production	Sales/ Marketing	Finance/ Accounting	Legal affairs/ Compli- ance	Intellectual property	HR/Labor manage- ment	Inter- nationality	ESG
Chairman	Jun Taya	•			•	•		•	•	•
President	Hiroshi Onda	•	•	•	•		•	•		•
Director	Hiroshi Suzuki		•	•				•		•
Director	Shin Nakamura	•	•	•				•	•	•
Director (Outside)	Michihiro Nara					•	•			•
Director (Outside)	Kozo Yabe					•	•		•	•
Director (Outside)	Kinuyo Asaka	•		•					•	
Auditor (Full-time)	Hirokazu Kawana		•	•	•				•	•
Auditor (Outside)	Yoshiki Takahashi				•	•	•			•
Auditor (Outside)	Hitoshi Matsufuji				•	•			•	•

Proposal 4: Appointment of One Reserve Auditor

In order to prevent from lacking necessary numbers of Auditors defined by the laws and regulations, the Board of Directors proposes appointment of one reserve Auditor.

This proposal has been approved by the Board of Auditors.

The candidate is as follows:

Name (Date of birth)	1	Past experience, positions and significant concurrent positions	Number of shares of the Company held
Koichiro Tanaka (July 6, 1965)	October 1987 March 1991 December 2003 February 2005 July 2014 March 2017 June 2018 June 2020 June 2023	Entered in Tohmatsu Awoki & Sanwa (Current Deloitte Touche Tohmatsu LLC) Registered as certified public accountant Partner/Executive Officer of Tohmatsu & Co., Corporate Finance Division (Current Deloitte Tohmatsu Financial Advisory LLC) Registered as certified tax accountant President of Tanaka Accounting Firm (in-service) Outside Auditor of Odawara Engineering Co., Ltd. (in-service) Auditor of Japan Automobile Research Institute (in-service) Outside Corporate Auditor of Arisawa Mfg. Co., Ltd. (in-service) Outside Audit & Supervisory Board Member of TEN ALLIED CO., LTD. (in-service)	1,000

[Reason for nomination as candidate for Reserve Outside Auditor]

He possesses a wide range of knowledge in finance and accounting as a certified public accountant and certified tax accountant, and abundant experience in major auditing firms, listed companies, and other organizations. The Company believes that, reflecting his experience in the audit systems of the Company, he is capable of appropriately fulfilling his duties as an Outside Auditor from an independent and fair position. Therefore, he has been renominated as a candidate for Reserve Outside Auditor.

(Notes)

- 1. There are no special interests between the candidate and the Company.
- 2. The candidate is a candidate for Reserve Outside Auditor.
- 3. If Mr. Koichiro Tanaka assumes office as Auditor of the Company, the Company plans to enter into a liability limitation agreement with him to limit his liability provided in Article 427, Paragraph 1 of the Companies Act to the minimum amount provided for by laws and regulations.
- 4. If Mr. Koichiro Tanaka assumes office as Auditor, the Company intends to register him with the Tokyo Stock Exchange as Independent Auditor based on the rules of Tokyo Stock Exchange.
- 5. The Company has concluded with an insurance company a directors and officers liability insurance (hereinafter referred to as "D&O Insurance") agreement provided for in Article 430-3, Paragraph 1 of the Companies Act. The insurance covers damages, etc. that may result from the Directors and Auditors being liable for the performance of their duties (However, excluding the case that falls under indemnity conditions stipulated in the insurance agreement). The premiums of D&O Insurance are fully borne by the Company. If Mr. Koichiro Tanaka assumes office as Auditor, he will be insured under the D&O Insurance. The term of the D&O Insurance is one year. Before expiration of this term, the Company plans to renew the said insurance agreement upon a resolution of the Board of Directors.