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Securities Code: 2875

June 8, 2018

To Shareholders:

Masanari Imamura  
Representative Director and President  
**Toyo Suisan Kaisha, Ltd.**  
13-40, Konan 2-chome, Minato-ku, Tokyo

## Convocation Notice of the 70th Ordinary General Meeting of Shareholders

You are cordially invited to attend the 70th ordinary general meeting of shareholders of Toyo Suisan Kaisha, Ltd. (the "Company"). The meeting will be held as described below.

**If you are unable to attend the meeting in person, you may exercise your voting rights in writing or via the Internet etc. Please refer to the following Reference Documents for General Meeting of Shareholders and exercise your voting rights by 5:30 p.m. on Wednesday, June 27, 2018 in the manner described below.**

1. **Date and Time** 10:00 a.m., Thursday, June 28, 2018  
(The reception desk will open at 9:00 a.m.)
2. **Venue** New Pier TAKESHIBA North Tower  
1st Floor, New Pier Hall  
11-1, Kaigan 1-chome, Minato-ku, Tokyo
3. **Meeting Agenda**  
**Matters to be reported:**
  1. Business Report and Consolidated Financial Statements for the 70th Fiscal Term (from April 1, 2017 to March 31, 2018), and Audit Reports on Consolidated Financial Statements by the Accounting Auditor and the Board of Corporate Auditors
  2. Non-Consolidated Financial Statements for the 70th Fiscal Term (from April 1, 2017 to March 31, 2018)**Matters to be resolved:**

<b>Agenda item 1</b>	Appropriation of Surplus
<b>Agenda item 2</b>	Election of Fifteen (15) Directors
<b>Agenda item 3</b>	Election of One (1) Corporate Auditor
<b>Agenda item 4</b>	Election of One (1) Substitute Corporate Auditor
<b>Agenda item 5</b>	Provision of Directors' Bonuses

### 4. Matters Related to the Exercise of Voting Rights

- (1) Exercise of voting rights in writing  
Please indicate whether you approve or disapprove of each Agenda item on the Voting Form enclosed herewith and return it to us by 5:30 p.m. on Wednesday, June 27, 2018.
- (2) Exercise of voting rights via the Internet etc.  
If you prefer to exercise your voting rights via the Internet etc., please access the voting website (<https://www.web54.net>), which is designated by the Company, and exercise your voting rights by 5:30 p.m. on Wednesday, June 27, 2018.
- (3) If you have exercised your voting rights more than once, the last exercise which arrives at the Company shall be deemed to be valid. If the results of exercise via the Internet etc. and in writing happen to arrive on the same day, the one exercised via the Internet etc. shall be deemed to be valid.

<To institutional investors>

You may use the Electronic Voting Platform operated by ICJ, Inc. as a method of exercising voting rights by an electronic or magnetic means if you apply for the use of such platform in advance.

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### **Requests for when attending the General Meeting of Shareholders**

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- For those attending, please present the enclosed Voting Form at the reception desk on arrival at the meeting.  
Note that only one person per shareholder with voting rights shall be allowed entry to the General Meeting of Shareholders. Such person may be the actual shareholder or a proxy (who also must be a shareholder who owns voting rights).
- Photography, video recording, and audio recording with any devices including cameras, smartphones and mobile phones are prohibited while inside the meeting venue.

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### **Information to be provided via the Company's website**

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- The following items among documents required to be provided with this Notice of the Ordinary General Meeting of Shareholders, are posted on the Company's website in accordance with the provisions of laws and regulations and Article 15 of the Articles of Incorporation of the Company, and they are not provided in the original Japanese version of the attached documents to this Notice of the Ordinary General Meeting of Shareholders.  
Consequently, the original Japanese version of the documents attached to this Notice of the Ordinary General Meeting of Shareholders consist of part of the Consolidated Financial Statements and the Non-Consolidated Financial Statements that were audited by the Corporate Auditors and the Accounting Auditor in preparing their audit reports.
  - (i) System to ensure that the Directors' execution of their duties complied with applicable laws and regulations and the Company's Articles of Incorporation, and other systems to ensure appropriate business activities
  - (ii) Overview of Operation Status of Systems for Ensuring Appropriate Business Operations
  - (iii) Consolidated statements of changes in equity
  - (iv) Notes to Consolidated Financial Statements
  - (v) Statements of changes in equity
  - (vi) Notes to Non-Consolidated Financial Statements
- Whenever amendments occur to the original Japanese version of the Reference Documents for General Meeting of Shareholders, the Business Report, the Consolidated Financial Statements and the Non-Consolidated Financial Statements, they will be published on the Company's website (in Japanese only).

The Company's website: <https://www.maruchan.co.jp/>

## Reference Documents for General Meeting of Shareholders

### Agenda items and Reference Information

#### Agenda item 1 Appropriation of Surplus

The Company proposes to appropriate surplus as follows.

Matters related to year-end dividend

Based on its basic policy to make reserves aimed at enhancing its corporate structure and for its future business development, while maintaining stable dividend payments, the Company proposes to set the year-end dividends for the 70th fiscal term as follows.

- (1) Type of dividend property

Cash payment

- (2) Matters related to the allocation of dividend property to shareholders and total amount thereof

The Company proposes to distribute a dividend of 30 yen per common share of the Company.

In this case, the total dividends shall be 3,065,344,950 yen.

Consequently, the annual dividend for the fiscal year under review including the interim dividend (30 yen per share) would be 60 yen per share.

- (3) Effective date of the dividends of surplus

June 29, 2018

## Agenda item 2 Election of Fifteen (15) Directors

The terms of office of all fifteen (15) Directors expire at the conclusion of this Ordinary General Meeting of Shareholders. Therefore, the Company requests the election of fifteen (15) Directors.

### Policy for Appointment of Directors

Candidates for directors are chosen primarily by the representative directors and decided by the Board of Directors, after comprehensive consideration of their work experience, knowledge and aptitude. Inside directors are appointed broadly from the various business departments, including sales, manufacturing and administration. Outside directors are appointed from persons who have deep knowledge and insight into the environments surrounding corporate management.

The candidates for Directors are as follows:

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility at the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Tadasu Tsutsumi (January 25, 1945) <u>Reappointment</u>	April 1968 Joined the Company	39,916 shares
		June 1989 Director of the Company	
		June 1993 Managing Director of the Company	
		April 1999 Representative Senior Managing Director of the Company	
		June 2003 Representative Director and President of the Company	
		June 2012 Representative Director and Chairman of the Company (incumbent)	
	[Reasons for nomination] Mr. Tadasu Tsutsumi has a performance record and experience in corporate management amassed over many years as President of the Company. In addition, he is currently fulfilling an appropriate role as Chairman by supervising the execution of duties and the like. Having judged that he therefore satisfies the Company's appointment policies, the Company nominates him as a candidate for Director.		
2	Masanari Imamura (July 19, 1957) <u>Reappointment</u>	April 1981 Joined the Company	16,329 shares
		June 2011 Director of the Company	
		June 2012 Managing Director of the Company	
		June 2013 Senior Managing Director of the Company	
		June 2014 Representative Director and President of the Company (incumbent)	
	[Reasons for nomination] Mr. Masanari Imamura has experience and a performance record covering a wide range of areas, such as overseeing the manufacturing and sales departments. Since his appointment as President, he has been striving to improve corporate value by such means as formulating the medium-term management plan. Having judged that he therefore satisfies the Company's appointment policies, the Company nominates him as a candidate for Director.		

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility at the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
3	Noritaka Sumimoto (February 7, 1966) <u>Reappointment</u>	April 1988 Joined the Company	13,662 shares
		June 2011 Director of the Company	
June 2014 Managing Director of the Company (incumbent)			
June 2014 Director and President of Maruchan, Inc. (incumbent)			
June 2014 Director and President of Maruchan Virginia, Inc. (incumbent)			
June 2014 Director and President of Maruchan Texas, Inc. (incumbent)			
June 2015 Director and Chairman of Maruchan de Mexico, S.A. de C.V. (incumbent)			
[Reasons for nomination] Mr. Noritaka Sumimoto was for many years driving business operations relating to overseas business and is currently serving as directors and others of overseas subsidiaries and associates such as Director and President of Maruchan, Inc. Having judged that this experience and performance record satisfy the Company's appointment policies, the Company nominates him as a candidate for Director.			
4	Hitoshi Oki (September 3, 1959) <u>Reappointment</u>	April 1983 Joined the Company	3,079 shares
		March 2009 General Manager of Osaka Branch of Kansai Business Department of the Company	
February 2011 General Manager of Tokyo Branch of the Company			
June 2012 Director of the Company			
June 2015 Managing Director of the Company (incumbent)			
[Reasons for nomination] Mr. Hitoshi Oki was for many years involved in business operations relating to sales, driving the Company's sales activities. He is currently serving as the person in charge of the Sales Management Department, the Tokyo Branch, etc. Having judged that he therefore satisfies the Company's appointment policies, the Company nominates him as a candidate for Director.			
5	Kiyoshi Takahashi (July 6, 1955) <u>Reappointment</u>	April 1978 Joined the Company	7,732 shares
		June 2013 Executive Manager of Frozen and Refrigerated Foods Division of the Company	
April 2014 Executive Manager of Hokkaido Business Department of the Company			
June 2014 Director of the Company			
June 2016 Managing Director of the Company (incumbent)			
June 2017 Executive Manager of Chukyo Business Department of the Company (incumbent)			
[Reasons for nomination] Mr. Kiyoshi Takahashi was for many years involved in business operations relating to sales, driving the Company's sales activities. He is currently serving as the person in charge of the Seafood and Cold-Storage Department, the Tohoku Branch, etc., and as Executive Manager of Chukyo Business Department. Having judged that this experience and performance record satisfy the Company's appointment policies, the Company nominates him as a candidate for Director.			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility at the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
6	Rieko Makiya (April 27, 1961) <u>Reappointment</u>	April 1985 Joined the Company	5,408 shares
		June 2013 Director of the Company (incumbent)	
	[Reasons for nomination] Ms. Rieko Makiya was for many years involved in business operations relating to research and development and quality assurance. She is currently serving as the person in charge of the Legal Affairs Department, the CSR and Corporate Communications Department, the Quality Assurance Department, in addition to being Executive Manager of General Research Institute. Having judged that this experience and performance record satisfy the Company's appointment policies, the Company nominates her as a candidate for Director.		
7	Hiroshige Tsubaki (September 18, 1959) <u>Reappointment</u>	April 1982 Joined the Company	4,512 shares
		July 2013 General Manager of Accounting Department of the Company	
	[Reasons for nomination] Mr. Hiroshige Tsubaki was for many years involved in business operations relating to administration departments and he is currently serving as the person in charge of the Accounting Department and the Internal Control Department, and as the General Manager of the Internal Audit Department. Having judged that this experience and performance record satisfy the Company's appointment policies, the Company nominates him as a candidate for Director.		
8	Satoru Kusunoki (August 26, 1959) <u>Reappointment</u>	June 1985 Joined the Company	5,755 shares
		February 2010 General Manager of Tohoku Branch of the Company	
	[Reasons for nomination] Mr. Satoru Kusunoki was for many years involved in business operations relating to sales. He is currently serving as Executive Manager of the Hokkaido Business Department. Having judged that this experience and performance record satisfy the Company's appointment policies, the Company nominates him as a candidate for Director.		

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility at the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
9	Masahisa Mochizuki (February 22, 1961) <u>Reappointment</u>	April 1986 Joined the Company	9,267 shares
		April 2012 General Manager of Production Control Department of the Company	
June 2014 General Manager of Kobe Plant of Kansai Business Department of the Company			
April 2015 Executive Manager of Kansai Business Department of the Company			
June 2016 Director of the Company (incumbent)			
April 2017 General Manager of General Affairs Department of the Company (incumbent)			
[Reasons for nomination] Mr. Masahisa Mochizuki was for many years involved in business operations relating to manufacturing and administration departments. He is currently serving as General Manager of General Affairs Department, as the person in charge of the Information Systems Department, and as General Manager of Diversity Promotion Office. Having judged that this experience and performance record satisfy the Company's appointment policies, the Company nominates him as a candidate for Director.			
10	Yoshiji Murakami (April 18, 1959) <u>Reappointment</u>	April 1978 Joined the Company	2,168 shares
		April 2012 General Manager of Kobe Plant of Kansai Business Department of the Company	
June 2014 General Manager of Saitama Plant of the Company (incumbent)			
June 2017 Director of the Company (incumbent)			
[Reasons for nomination] Mr. Yoshiji Murakami was for many years involved in business operations relating to manufacturing departments. He is currently serving as General Manager of Saitama Plant. Having judged that this experience and performance record satisfy the Company's appointment policies, the Company nominates him as a candidate for Director.			
11	Osamu Murakami (February 20, 1959) <u>Reappointment</u>	April 1982 Joined the Company	4,529 shares
		April 2007 General Manager of Frozen Food Sales for Foodservice Department of the Company	
February 2014 General Manager of Fukuoka Branch of Kyushu Business Department of the Company			
March 2016 Executive Manager of Kyushu Business Department of the Company (incumbent)			
June 2017 Director of the Company (incumbent)			
[Reasons for nomination] Mr. Osamu Murakami was for many years involved in business operations relating to sales. He is currently serving as the person in charge of Kansai Business Department, and as Executive Manager of Kyushu Business Department. Having judged that this experience and performance record satisfy the Company's appointment policies, the Company nominates him as a candidate for Director.			
12*	Ichiro Murayama (July 15, 1962) <u>New appointment</u>	April 1987 Joined the Company	4,001 shares
		April 2006 Manager of General Research Institute of the Company	
April 2011 Deputy Head of General Research Institute of the Company			
February 2014 General Manager of Sagami Plant of the Company (incumbent)			
[Reasons for nomination] Mr. Ichiro Murayama was for many years involved in business operations relating to research and development and manufacturing departments. He is currently serving as General Manager of Sagami Plant. Having judged that this experience and performance record satisfy the Company's appointment policies, the Company nominates him as a candidate for Director.			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility at the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned	
13*	Yasuo Ishikawa (January 26, 1954) <u>New appointment</u>	April 1976	Joined Hachinohe Toyo Co., Ltd.	1,033 shares
		June 1999	Director of Hachinohe Toyo Co., Ltd.	
June 2005	Managing Director of Hachinohe Toyo Co., Ltd.			
June 2012	Representative Director and President of Hachinohe Toyo Co., Ltd.			
June 2015	Representative Director and President of Miyagi Toyo Kaisha, Ltd. (incumbent)			
June 2017	Director of Kofu Toyo Co., Ltd. (incumbent)			
[Reasons for nomination] Mr. Yasuo Ishikawa was for many years involved in business operations relating to manufacturing departments. He is currently serving as Representative Director and President of Miyagi Toyo Kaisha, Ltd. Having judged that this experience and performance record satisfy the Company's appointment policies, the Company nominates him as a candidate for Director.				
14	Tomoko Hamada (January 11, 1949) <u>Reappointment</u> <u>Independent Officer</u>	August 1985	Director of Asian Studies, Rose-Hulman Institute of Technology	— shares
		August 1988	Assistant Professor of Anthropology, College of William and Mary	
August 1993	Chairperson of Department of Anthropology, College of William and Mary			
August 1997	Professor of Anthropology, College of William and Mary (incumbent)			
August 2002	Chairperson of Department of Anthropology, College of William and Mary			
June 2013	Director of the Company (incumbent)			
[Reasons for nomination] Ms. Tomoko Hamada is a professor at the College of William and Mary. She has extensive insight into the environments surrounding corporate management and is in a position independent from the Company's executive management team. The Company proposes that she be elected with the expectation that she will be able to apply her professional knowledge and experience, etc. to the Company's management and fulfill her supervising role. The Company judges that she will adequately perform her duties as Outside Director based on the above reasons.				
15	Susumu Ogawa (November 28, 1964) <u>Reappointment</u> <u>Independent Officer</u>	April 1989	Assistant of School of Business Administration, Kobe University	— shares
		April 1992	Lecturer of School of Business Administration, Kobe University	
August 1994	Assistant Professor of School of Business Administration, Kobe University			
April 1999	Assistant Professor of Graduate School of Business Administration, Kobe University			
April 2003	Professor of Graduate School of Business Administration, Kobe University (incumbent)			
June 2015	Director of the Company (incumbent)			
[Reasons for nomination] Mr. Susumu Ogawa is a Professor of the Graduate School of Business Administration in Kobe University. He has extensive insight into the environments surrounding corporate management and is in a position independent from the Company's executive management team. The Company proposes that he be elected with the expectation that he will be able to apply his professional knowledge and experience, etc. to the Company's management and fulfill his supervising role. The Company judges that he will adequately perform his duties as Outside Director based on the above reasons.				

Notes:

1. There are no special interests between any of the candidates for Director and the Company.
2. The number of the Company's shares owned by each candidate for Director includes the shares held under the names of the officer stock ownership association and the employee stock ownership association.
3. The candidates marked with asterisk are new candidates for Director.
4. The registered name of the candidate for Director, Ms. Rieko Makiya, is Rieko Isobe.
5. Ms. Tomoko Hamada and Mr. Susumu Ogawa are candidates for Outside Director.
6. Listed below are special notes on Outside Director candidates:
  - (1) There is no special relation between the Company and the College of William and Mary, where Ms. Tomoko Hamada holds a significant concurrent position.
  - (2) There is no special relation between the Company and the Graduate School of Kobe University, where Mr. Susumu Ogawa holds a significant concurrent position.
  - (3) Ms. Tomoko Hamada and Mr. Susumu Ogawa are currently serving as Outside Directors of the Company. At the conclusion of this Ordinary General Meeting of Shareholders, their terms of office will be five (5) years and three (3) years, respectively.
  - (4) The Company has registered Ms. Tomoko Hamada and Mr. Susumu Ogawa as Independent Officer under the regulations of Tokyo Stock Exchange, Inc.
  - (5) Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into agreements with each of Ms. Tomoko Hamada and Mr. Susumu Ogawa to limit their liability for damages under Article 423, Paragraph 1 of the same Act; provided, however, that the maximum liability amount under the said agreements shall be an amount provided for by laws and regulations. If Ms. Tomoko Hamada and Mr. Susumu Ogawa are re-elected, the Company will renew the agreements with them.

<Independence Criteria for Outside Officers>

1. The Company judges outside officers to be independent when they are persons who do not fall under any of the criteria set forth below.
  - (i) A party who is a major shareholder of the Company (a shareholder included in the top 10 shareholders by percentage of shares held in the Company at the end of the fiscal year), or a person who executes business of the party
  - (ii) A party who is a major business partner of the Company and whose annual transaction amounts with the Company in the most recent fiscal year exceeded 2% of the consolidated net sales of the Company or the party, or a person who executes business of the party
  - (iii) A party who is a lender to the Group, or a person who executes business of the party
  - (iv) A person who belongs to a lead managing underwriter of the Company
  - (v) A director, corporate auditor or executive officer of the Group
  - (vi) A person who belongs to an auditing firm that conducts statutory audits of the Company
  - (vii) A person who executes business of an organization that received donations or grants from the Group in the most recent fiscal year
  - (viii) A lawyer, certified public accountant, tax accountant or other consultant who receives a large amount of money or other property from the Group other than officer's remuneration
  - (ix) A person who fell under any of items (i) to (viii) above at any time in the last three years
  - (x) A relative within the second degree of kinship of a person falling under any of items (i) to (viii) above
  
2. The Company judges that a person who has been an outside officer of the Company for an extended period of time is not independent.

### Agenda item 3 Election of One (1) Corporate Auditor

The term of office of Corporate Auditor, Mr. Isamu Mori expires at the conclusion of this Ordinary General Meeting of Shareholders. Therefore, the Company requests the election of one (1) Corporate Auditor.

The Board of Corporate Auditors has consented to the submission of this proposal.

The candidate for Corporate Auditor is as follows:

Name (Date of birth)	Career summary, and position at the Company (Significant concurrent positions)	Number of the Company's shares owned
<p style="text-align: center;">Isamu Mori (February 23, 1948) <u>Reappointment</u> <u>Independent Officer</u></p>	August 1978 Research Assistant, Faculty of Law, University of Regensburg, Germany	— shares
	April 1989 Professor, Faculty of Law, Dokkyo University	
	February 1999 Registered as lawyer (Tokyo Bar Association) (incumbent) Joined Commons Law Office (incumbent)	
	April 2004 Professor, Chuo Law School, Chuo University	
	June 2006 Corporate Auditor of the Company (incumbent)	
	June 2010 Outside Corporate Auditor, Yutaka Foods Corporation	
	June 2011 Outside Corporate Auditor, SAIKAYA Co., Ltd. (incumbent)	
<p>[Reasons for nomination]</p> <p>Mr. Isamu Mori has accumulated professional expertise over many years as a lawyer. He has extensive insight into the environments surrounding corporate management. Although he has never been involved in corporate management other than through his service as an outside officer, the Company proposes that he be elected as Outside Corporate Auditor with the expectation that he will be able to appropriately perform auditing of the Company with his high level of expertise.</p>		

Notes:

1. There are no special interests between the candidate for Corporate Auditor and the Company.
2. Mr. Isamu Mori is a candidate for Outside Corporate Auditor.
3. Listed below are special notes on Outside Corporate Auditor candidate:
  - (1) There are no special relations between the Company and Commons Law Office, or SAIKAYA Co., Ltd. where Mr. Isamu Mori holds significant concurrent positions.
  - (2) At the conclusion of this Ordinary General Meeting of Shareholders, Mr. Isamu Mori's term of office will be twelve (12) years.
  - (3) The Company has registered Mr. Isamu Mori as Independent Officer under the regulations of Tokyo Stock Exchange, Inc.
  - (4) Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Mr. Isamu Mori to limit his liability for damages under Article 423, Paragraph 1 of the same Act; provided, however, that the maximum liability amount under the said agreement shall be an amount provided for by laws and regulations. If Mr. Isamu Mori is re-elected, the Company will renew the agreement with him.

#### Agenda item 4 Election of One (1) Substitute Corporate Auditor

To prepare for the event in which the Company does not have the number of Corporate Auditors required by laws and regulations, the Company requests the election of one (1) Substitute Corporate Auditor pursuant to the provision in Article 329, Paragraph 3 of the Companies Act.

The Board of Corporate Auditors has consented to the submission of this proposal.

The candidate for Substitute Corporate Auditor is as follows:

Name (Date of birth)	Career summary (Significant concurrent positions)			Number of the Company's shares owned
Tsutomu Ushijima (July 16, 1950)	April	1976	Registered as a lawyer (Daiichi Tokyo Bar Association)	— shares
	June	1982	Registered as a tax accountant (Tokyo Certified Public Tax Accountants' Association)	
	July	2003	Outside Corporate Auditor of Kobunsha Co., Ltd. (incumbent)	
	May	2005	Ushijima, Teramae and Wada Law Firm (incumbent)	
	April	2015	Inspector of Kenseikai Medical Corporation (incumbent)	
[Reasons for nomination] Mr. Tsutomu Ushijima has accumulated professional expertise over many years as a lawyer and a tax accountant. The Company proposes that he be elected as Substitute Outside Corporate Auditor with the expectation that he will be able to apply his professional knowledge to the auditing system of the Company in the event he assumes the position of Corporate Auditor.				

Notes:

1. There are no special interests between the candidate for Substitute Corporate Auditor and the Company.
2. Mr. Tsutomu Ushijima is a candidate for Substitute Outside Corporate Auditor.
3. Listed below are special notes on the Substitute Outside Corporate Auditor candidate:
  - (1) Reasons for judging the candidate to be capable of appropriately performing his duties as Outside Corporate Auditor  
Mr. Tsutomu Ushijima is conversant with corporate legal affairs as a lawyer and a tax accountant, and has adequate insights for controlling corporate management; hence, the Company judges that he will adequately perform his duties as Outside Corporate Auditor.
  - (2) There are no special relations between the Company and Ushijima, Teramae and Wada Law Firm, Kobunsha Co., Ltd., or Kenseikai Medical Corporation where Mr. Tsutomu Ushijima holds significant concurrent positions.
  - (3) Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company will enter into an agreement with Mr. Tsutomu Ushijima to limit the liability for damages under Article 423, Paragraph 1 of the Act in the event he assumes the position of Corporate Auditor; provided, however, that the maximum liability amount under the said agreement shall be an amount provided for by laws and regulations.

#### Agenda item 5 Provision of Directors' Bonuses

To reward the services rendered by Directors during the current fiscal term, the Company proposes to provide bonuses totaling 28,850,000 yen to sixteen (16) Directors who were at the office of Directors during the current fiscal term, in consideration of the Company's profit for the current fiscal term, the amount of bonuses previously paid to Directors, and various other factors.

It is also proposed that the amount of bonus payable to each Director be left to the discretion of the Board of Directors.