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Securities Code: 6463

June 9, 2020

To our shareholders:

Hiroshi Suehiro
Representative Director, Chairman & CEO
TPR Co., Ltd.
1-6-2, Marunouchi, Chiyoda-ku, Tokyo

Notice of the 87th Annual General Meeting of Shareholders

We are pleased to announce the 87th Annual General Meeting of Shareholders (the “Meeting”) of TPR Co., Ltd. (the “Company”), which will be held as indicated below.

This year, to prevent the spread of the novel coronavirus disease (COVID-19) and with the safety and security of shareholders as our top priority, the Company recommends that you refrain from attending the Meeting in person, if at all possible, and exercise your voting rights by postal mail or via the internet. Please review the attached Reference Documents for General Meeting of Shareholders, and exercise your voting rights no later than 5:00 p.m. Thursday, June 25, 2020 (Japan Standard Time).

- 1. Date and Time:** Friday, June 26, 2020, at 10:00 a.m. (JST) (Reception will open at 9:00 a.m.)
- 2. Venue:** Conference room of the Company’s headquarters, shin-Marunouchi Center Building 10F
1-6-2, Marunouchi, Chiyoda-ku, Tokyo

3. Purpose of the Meeting

Matters to be reported:

1. The Business Report and the Consolidated Financial Statements for the 87th fiscal year (from April 1, 2019 to March 31, 2020), and the results of audits of the Consolidated Financial Statements by the financial auditor and the Audit & Supervisory Board
2. The Non-Consolidated Financial Statements for the 87th fiscal year (from April 1, 2019 to March 31, 2020)

Matters to be resolved:

- Proposal No. 1** Appropriation of Surplus
Proposal No. 2 Partial Amendments to the Articles of Incorporation
Proposal No. 3 Election of Nine Directors
Proposal No. 4 Election of Two Audit & Supervisory Board Members

- When you attend the Meeting in person, you are kindly requested to present the enclosed voting form at the reception.
- Any amendment to the Company’s Reference Documents for General Meeting of Shareholders, the Business Report, and the Non-Consolidated and Consolidated Financial Statements will be published on the Company’s website (Japanese only).

The Company’s website (<https://www.tpr.co.jp>)

Reference Documents for General Meeting of Shareholders

Proposal No. 1 Appropriation of Surplus

The Company proposes the appropriation of surplus as follows:

Year-end dividends

The Company has given consideration to matters including the business performance of the fiscal year and future business development, and it proposes to pay year-end dividends for the 87th fiscal year as follows:

Type of dividend property

Cash

Allotment of dividend property and their aggregate amount

¥30 per common share of the Company
Total dividends ¥1,067,410,260

As the Company has already paid an interim dividend of ¥30 per share, the annual dividend for the fiscal year will total ¥60 per share.

Effective date of dividends of surplus

June 29, 2020

Proposal No. 2 Partial Amendments to the Articles of Incorporation

1. Reasons for the proposal

For the following reasons, the Company proposes to make partial amendments to the Articles of Incorporation.

(1) Organization to decide dividends of surplus, etc.

In order to enable flexible implementation of capital policy and dividend policy, the Company will newly establish Article 36 (Organization to Decide Dividends of Surplus, etc.) of the proposed amendments to the Articles of Incorporation, which stipulates that the payment of dividends of surplus and other matters provided for in Article 459, paragraph (1) of the Companies Act could be provided for by a resolution of the Board of Directors. Accordingly, the Company will delete Article 7 (Acquisition of Own Shares) and Article 38 (Interim Dividend) of the current Articles of Incorporation because they contain some duplicative content, and amend Article 37 (Record Date for the Dividends of Surplus) of the current Articles of Incorporation.

(2) Revision to convener and chairperson of Board of Directors’ meetings

Article 22 of the current Articles of Incorporation will be amended to enable flexibility in the selection of the convener and chairperson of the Board of Directors’ meetings.

2. Details of the amendments

Details of the amendments are as follows:

(Underlined portions indicate amendments.)

Current Articles of Incorporation	Proposed amendments
Article 1 through Article 6 (Omitted)	Article 1 through Article 6 (Unchanged)
<u>(Acquisition of Own Shares)</u> <u>Article 7</u> The Company may acquire its own shares by resolution of the Board of Directors based on Article 165, paragraph (2) of the Companies Act.	(Deleted)
Article <u>8</u> through Article <u>21</u> (Omitted)	Article <u>7</u> through Article <u>20</u> (Unchanged)
(Convener and Chairperson of Board of Directors’ Meetings)	(Convener and Chairperson of Board of Directors’ Meetings)
Article <u>22</u>	Article <u>21</u>
1 A meeting of the Board of Directors <u>shall be convened by the Representative Director</u> , who will preside over the meeting, except as otherwise provided by laws and regulations.	1 A meeting of the Board of Directors <u>shall be convened by the Director predetermined by the Board of Directors</u> , who will preside over the meeting, except as otherwise provided by laws and regulations.
2 <u>In the event that there is more than one Representative Director, the Representative Directors shall convene a meeting of the Board of Directors and preside over the meeting in accordance with the order predetermined by the Board of Directors.</u>	2 <u>In the event that the Director determined according to the preceding item is prevented from so acting, another Director shall convene a meeting of the Board of Directors and preside over the meeting in accordance with the order predetermined by the Board of Directors.</u>
3 In the event that the <u>Representative Director</u> is prevented from so acting, another Director shall convene a meeting of the Board of Directors and preside over the meeting in accordance with the order predetermined by the Board of Directors.	

Current Articles of Incorporation	Proposed amendments
<p>Article <u>23</u> through Article <u>36</u></p> <p style="text-align: center;">(Omitted)</p> <p style="text-align: center;">(Newly established)</p> <p>(Record Date for the Dividends of Surplus)</p> <p>Article 37</p> <p>The record date for the year-end dividend of the Company shall be March 31 of every year.</p> <p>2 The Company may set a record date for a dividend of surplus other than the record date set out in the foregoing paragraph.</p> <p><u>(Interim Dividend)</u></p> <p><u>Article 38</u></p> <p><u>1 The Company may, by resolution of the Board of Directors, pay an interim dividend with a record date of September 30 every year.</u></p> <p>Article <u>39</u></p> <p style="text-align: center;">(Omitted)</p>	<p>Article <u>22</u> through Article <u>35</u></p> <p style="text-align: center;">(Unchanged)</p> <p><u>(Organization to Determine Dividends of Surplus, etc.)</u></p> <p><u>Article 36</u></p> <p><u>1 The Company may determine matters, including dividends of surplus, set forth in each item of Article 459, paragraph (1) of the Companies Act by resolution of the Board of Directors, except as otherwise provided by laws and regulations.</u></p> <p>(Record Date for the Dividends of Surplus)</p> <p>Article 37</p> <p>The record date for the year-end dividend of the Company shall be March 31 of every year, <u>and the record date for the interim dividend shall be September 30 of every year.</u></p> <p>2 The Company may set a record date for a dividend of surplus other than the record date set out in the foregoing paragraphs.</p> <p style="text-align: center;">(Deleted)</p> <p>Article <u>38</u></p> <p style="text-align: center;">(Unchanged)</p>

(Note) Some underlining does not coincide with the Japanese version because of translation adjustments.

Proposal No. 3 Election of Nine Directors

At the conclusion of the Meeting, the terms of office of all nine Directors will expire. Therefore, the Company proposes the election of nine Directors.

The candidates for Director are as follows:

Candidate No.	Name	Position in the Company	Responsibility in the Company, and significant concurrent positions outside the Company	
1	Hiroshi Suehiro	Representative Director, Chairman & CEO	Chairman of the Board of FALTEC Co., Ltd.	Reelection
2	Masanobu Kishi	Representative Director, President & COO	Board of Director of FALTEC Co., Ltd.	Reelection
3	Kenichi Tomita	Representative Director Chairman of the Board of Directors	—	Reelection
4	Kazumi Yano	Director Senior Managing Executive Officer	In charge of Production (Piston rings, Sintered alloyed products)	Reelection
5	Takehiko Karasawa	Director Managing Executive Officer	In charge of Overseas Operations	Reelection
6	Akihiko Ii	Director Managing Executive Officer	In charge of Sales	Reelection
7	Rokuro Tsuruta	Director	Attorney at law Member of the Board of Directors of KYB Corporation	Reelection Outside Independent
8	Masataka Honke	Director	—	Reelection Outside Independent
9	Toshihisa Kato	Director	—	Reelection Outside Independent

Candidate No.	Name	Career summary, position and responsibility in the Company	
1	<p style="text-align: center;">Hiroshi Suehiro</p> <p style="text-align: center;"><u>Reelection</u></p> <p>Date of birth: September 11, 1958</p> <p>Number of shares of the Company held: 1,000</p> <p>Number of years in office: 2 years</p> <p>Attendance at Board of Directors meetings: 15/15</p>	Apr. 1981	Joined The Fuji Bank, Limited (Currently Mizuho Bank, Ltd.)
		May 2003	General Manager of Mito Branch of Mizuho Bank, Ltd.
		Sept. 2004	General Manager of Europe Corporate Banking Division No. 1 of Mizuho Corporate Bank, Ltd.
		Apr. 2006	General Manager of Europe Division
		Apr. 2008	Executive Officer, General Manager of Corporate Banking Division No. 7
		Apr. 2011	Managing Executive Officer, Head of Asia & Oceania
		Apr. 2014	Managing Executive Officer, Head of the Americas, Mizuho Bank, Ltd.
		Apr. 2015	Senior Managing Executive Officer, Head of the Americas
		Apr. 2017	Deputy President & Executive Officer, Head of the Americas
		May 2018	Vice President and Executive Officer of the Company
June 2018	Director, Vice President and Executive Officer		
June 2019	Chairman of the Board of FALTEC Co., Ltd. (current position)		
June 2019	Representative Director, Chairman & CEO of the Company (current position)		
<p>Significant concurrent positions outside the Company</p> <p>Chairman of the Board of FALTEC Co., Ltd.</p>			
<p>Reasons for nomination as candidate for Director</p> <p>Hiroshi Suehiro has abundant management experience and broad knowledge in various areas such as banking and finance due to having served as Vice President, then Representative Director, Chairman & CEO of the Company after holding the executive positions in other companies over the long term. Accordingly, the Company proposes to nominate him as a candidate to continue serving as Director.</p>			

Candidate No.	Name	Career summary, position and responsibility in the Company
2	<p data-bbox="400 405 612 434">Masanobu Kishi</p> <p data-bbox="453 463 560 492"><u>Reelection</u></p> <p data-bbox="435 521 577 575">Date of birth: March 1, 1953</p> <p data-bbox="384 604 632 680">Number of shares of the Company held: 33,900</p> <p data-bbox="371 710 643 763">Number of years in office: 9 years</p> <p data-bbox="387 792 632 875">Attendance at Board of Directors meetings: 15/15</p>	<p data-bbox="691 259 1082 288">Apr. 1976 Joined the Company</p> <p data-bbox="691 295 1283 349">June 2000 General Manager of Quality Engineering Department</p> <p data-bbox="691 356 1318 409">Oct. 2001 General Manager of Production Engineering Department</p> <p data-bbox="691 416 1361 470">Oct. 2004 General Manager of Engineering Development Department</p> <p data-bbox="691 477 1393 506">June 2006 General Manager of Technical Planning Department</p> <p data-bbox="691 512 1369 566">June 2007 Managing Executive Officer, General Manager of Technical Planning Department</p> <p data-bbox="691 573 1369 656">Aug. 2009 Managing Executive Officer, General Manager of Technical Planning Department, and General Manager of Product Development Department</p> <p data-bbox="691 663 1382 716">June 2011 Director, Managing Executive Officer, and General Manager of Technical Planning Department</p> <p data-bbox="691 723 1385 777">June 2012 Director, Managing Executive Officer, and General Manager of Sintered Metal Engineering Department</p> <p data-bbox="691 784 1321 813">June 2014 Director, Senior Managing Executive Officer</p> <p data-bbox="691 819 1393 873">June 2016 Director, Senior Managing Executive Officer, and General Manager of Corporate Planning Department</p> <p data-bbox="691 880 1326 934">June 2017 Representative Director, President & COO (current position)</p> <p data-bbox="691 940 1289 994">June 2018 Board of Director of FALTEC Co., Ltd. (current position)</p>
<p data-bbox="336 1032 890 1061">Significant concurrent positions outside the Company</p> <p data-bbox="336 1068 719 1097">Board of Director of FALTEC Co., Ltd.</p>		
<p data-bbox="336 1104 847 1133">Reasons for nomination as candidate for Director</p> <p data-bbox="336 1140 1396 1249">Masanobu Kishi has broad experience and knowledge in the products and business of the TPR Group due to serving as Representative Director, President & COO after holding positions in the Company's technology departments over many years. Accordingly, the Company proposes to nominate him as a candidate to continue serving as Director.</p>		

Candidate No.	Name	Career summary, position and responsibility in the Company			
3	<p style="text-align: center;">Kenichi Tomita</p> <p style="text-align: center;">[Reelection]</p> <p>Date of birth: June 28, 1949</p> <p>Number of shares of the Company held: 50,400</p> <p>Number of years in office: 9 years</p> <p>Attendance at Board of Directors meetings: 15/15</p>	Apr. 1973	Joined The Fuji Bank, Limited (Currently Mizuho Bank, Ltd.)		
		June 2001	Executive Officer, General Manager of London Branch		
		Apr. 2002	Managing Executive Officer of Mizuho Corporate Bank, Ltd.		
		June 2002	Advisor		
		Oct. 2002	Administrative Officer of Sompo Japan Insurance Inc.		
		Apr. 2003	Executive Officer		
		Apr. 2004	Managing Executive Officer		
		June 2008	Director, Senior Managing Executive Officer		
		Apr. 2010	Director		
		June 2010	Full-Time Audit & Supervisory Board Member of the Company		
June 2011	Director, Vice President and Executive Officer				
June 2015	Representative Director, Chairman & CEO				
	June 2018	Representative Director, Chairman of the Board of Directors (current position)			
Significant concurrent positions outside the Company					
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Reasons for nomination as candidate for Director					
Kenichi Tomita has abundant management experience and broad knowledge in the business of the Company due to having served as Representative Director, Chairman & CEO after holding the executive positions in other companies over the long term. Accordingly, the Company has deemed that he will promote the strengthening of the TPR Group's corporate governance and will be suitable to supervise the execution of business, and therefore proposes to nominate him as a candidate to continue serving as Director.					
Candidate No.	Name	Career summary, position and responsibility in the Company			
4	<p style="text-align: center;">Kazumi Yano</p> <p style="text-align: center;">[Reelection]</p> <p>Date of birth: February 8, 1957</p> <p>Number of shares of the Company held: 7,600</p> <p>Number of years in office: 3 years</p> <p>Attendance at Board of Directors meetings: 15/15</p>	Aug. 1982	Joined the Company		
		June 2006	General Manager of Production Engineering Department of Nagano Plant		
		June 2009	General Manager of Engineering Development Department		
		June 2011	General Manager of Production Engineering Department of Nagano Plant		
		June 2012	Executive Officer, Plant Manager of Nagano Plant, and General Manager of Production Planning Department		
		Dec. 2013	Executive Officer, Plant Manager of Nagano Plant		
		June 2017	Director, Managing Executive Officer of the Company Representative Director and President of TPR INDUSTRY CO., LTD.		
		June 2019	Director, Senior Managing Executive Officer (current position) In charge of Production (Piston rings, Sintered alloyed products)		
		Significant concurrent positions outside the Company			
		—			
Reasons for nomination as candidate for Director					
Kazumi Yano has broad experience and knowledge in the products and business of the TPR Group due to having held positions in the Company's production departments over many years. Accordingly, the Company proposes to nominate him as a candidate to continue serving as Director.					

Candidate No.	Name	Career summary, position and responsibility in the Company	
5	<p style="text-align: center;">Takehiko Karasawa</p> <p style="text-align: center;"><u>Reelection</u></p> <p>Date of birth: April 15, 1959</p> <p>Number of shares of the Company held: 3,200</p> <p>Number of years in office: 3 years</p> <p>Attendance at Board of Directors meetings: 13/15</p>	Apr. 1983	Joined The Fuji Bank, Limited (Currently Mizuho Bank, Ltd.)
		July 2007	General Manager of Tianjin Branch of Mizuho Corporate Bank (China), Ltd.
		July 2010	Seconded to the Company (Assigned to Senior Manager of General Affairs Department)
		Sept. 2011	Assigned to Senior Manager of Overseas Operations Department Seconded to TP ARN INTERNATIONAL TRADING (SHANGHAI) CO., LTD. (General Manager)
		July 2012	Assigned to Senior Manager of Overseas Operations Department Seconded to TPR (Tianjin) Co., Ltd. (General Manager)
		June 2014	Executive Officer, General Manager of Overseas Operations Department No. 2
		June 2017	Director, Executive Officer
June 2018	Director, Managing Executive Officer (current position) In charge of Overseas Operations		
Significant concurrent positions outside the Company —			
Reasons for nomination as candidate for Director Takehiko Karasawa has abundant experience and broad knowledge mainly in banking and finance due to having held important positions in the overseas operations departments. Accordingly, the Company proposes to nominate him as a candidate to continue serving as Director.			

Candidate No.	Name	Career summary, position and responsibility in the Company	
6	<p>Akihiko Ii</p> <p><u>Reelection</u></p> <p>Date of birth: September 11, 1960</p> <p>Number of shares of the Company held: 4,400</p> <p>Number of years in office: 1 year</p> <p>Attendance at Board of Directors meetings: 10/12</p>	Nov. 1990	Joined the Company
		June 2009	General Manager of Nagoya Sales Office
		June 2014	General Manager of Marketing & Business Planning Department
		June 2015	Executive Officer in charge of Sales for Japanese firms
		Sept. 2017	Executive Officer in charge of Sales for Japanese firms, General Manager of Marketing & Business Planning Department
		Apr. 2018	Executive Officer in charge of Sales for Japanese firms
		June 2019	Director, Managing Executive Officer (current position) In charge of Sales
	Significant concurrent positions outside the Company —		
	Reasons for nomination as candidate for Director Akihiko Ii has broad experience and knowledge in the products and business of the TPR Group due to his long-standing experience in the Company's sales departments. Accordingly, the Company proposes to nominate him to continue as a candidate for Director.		
Candidate No.	Name	Career summary, position and responsibility in the Company	
7	<p>Rokuro Tsuruta</p> <p><u>Reelection</u> <u>Outside</u> <u>Independent</u></p> <p>Date of birth: June 16, 1943</p> <p>Number of shares of the Company held: 3,600</p> <p>Number of years in office: 13 years</p> <p>Attendance at Board of Directors meetings: 15/15</p>	Apr. 1970	Prosecutor of Tokyo District Public Prosecutors Office
		Apr. 2005	Superintending Prosecutor of Nagoya High Public Prosecutors Office
		June 2006	Retired as Superintending Prosecutor
		July 2006	Registered as an attorney at law
		June 2007	Director of the Company (current position)
		Sept. 2007	Audit & Supervisory Board Member of J. FRONT RETAILING Co., Ltd.
		June 2012	Corporate Auditor of Sumitomo Mitsui Financial Group, Inc. Corporate Auditor of Sumitomo Mitsui Banking Corporation
		June 2015	Member of the Board of Directors of KYB Corporation (current position)
		May 2017	Director of J. FRONT RETAILING Co., Ltd.
		June 2017	Audit & Supervisory Board Member of Sumitomo Mitsui Banking Corporation
	Significant concurrent positions outside the Company Attorney at law Member of the Board of Directors of KYB Corporation		
	Reasons for nomination as candidate for outside Director Rokuro Tsuruta has experience carrying out important positions in the judicial field and a record of achievement as outside Director for the Company, and therefore the Company has deemed that he will appropriately execute his duties as outside Director of the Company. Accordingly, the Company proposes to nominate him to continue as a candidate for Director.		

Candidate No.	Name	Career summary, position and responsibility in the Company	
8	Masataka Honke	Apr. 1968	Joined Bank of Japan
		May 1990	General Manager of Matsuyama Branch
	Reelection	Apr. 1992	Deputy General Manager of Osaka Branch
	Outside	Oct. 1994	Deputy General Manager of Bank Examination Department
	Independent		
	Date of birth:	May 1996	Director-General of Currency Issue Department
	June 9, 1945	Aug. 1997	Senior Managing Director of YAMANE TANSHI CO., LTD.
	Number of shares of the Company held:	Aug. 1998	Representative Director and President
	800	Apr. 2001	Representative Director and President of CENTRAL TANSHI CO., LTD.
	Number of years in office:	June 2007	Representative Director and Chairman
4 years	Mar. 2013	Chairman of The Central Council for Financial Services Information	
Attendance at Board of Directors meetings:	June 2016	Director of the Company (current position)	
13/15			
Significant concurrent positions outside the Company —			
Reasons for nomination as candidate for outside Director Masataka Honke has experience carrying out important positions in the Bank of Japan and the financial industry, and has experience as a corporate manager, and therefore the Company has deemed that he will appropriately execute his duties as outside Director of the Company. Accordingly, the Company proposes to nominate him to continue as a candidate for Director.			

Candidate No.	Name	Career summary, position and responsibility in the Company	
9	<p style="text-align: center;">Toshihisa Kato</p> <p style="text-align: center;"> <input type="checkbox"/> Reelection <input type="checkbox"/> Outside <input type="checkbox"/> Independent </p> <p>Date of birth: November 25, 1953</p> <p>Number of shares of the Company held: 0</p> <p>Number of years in office: 1 year</p> <p>Attendance at Board of Directors meetings: 12/12</p>	Apr. 1978	Joined Ajinomoto Co., Inc.
		July 1996	Associate General Manager of Central Research Laboratories
		July 1998	Associate General Manager of Research and Development Department
		July 2000	General Manager of Production Division No. 1 of Tokai Plant
		Apr. 2005	General Manager of Fine Chemical & Pharmaceutical Industrialization Center
		July 2006	General Manager of Tokai Plant
		July 2007	Corporate Executive Officer, General Manager of Tokai Plant
		July 2009	Corporate Executive Officer, General Manager of AOC Department of Amino Acids Company
		Oct. 2010	Corporate Executive Officer, General Manager of Material Development & Application Labs. Bioscience Products & Fine Chemicals Division
		July 2011	Corporate Vice President, Deputy Chief Technology Officer
July 2013	Corporate Vice President, General Manager of Institute For Innovation		
July 2017	Advisor		
June 2019	Director of the Company (current position)		
Significant concurrent positions outside the Company			
—			
Reasons for nomination as candidate for outside Director			
Toshihisa Kato has long-standing experience carrying out positions in operating companies, and has experience in corporate management, and therefore the Company has deemed that he will appropriately execute his duties as outside Director of the Company. Accordingly, the Company proposes to nominate him to continue as a candidate for Director.			

- Notes:
1. There is no special interest between any of the candidates and the Company.
 2. Rokuro Tsuruta, Masataka Honke and Toshihisa Kato are candidates for outside Director. The Company has notified them as independent officers to the Tokyo Stock Exchange.
 3. The Company has entered into an agreement to limit the liability of damages with Rokuro Tsuruta, Masataka Honke and Toshihisa Kato in order to enable them to adequately perform the expected role as outside Director, and plans to continue this agreement with all three of them if their election is approved. The outline of the agreement is as follows:
 - If the Company incurs damage as a result of the failure of the outside Director to perform his/her duties, as long as the outside Director performed his/her duties in good faith and without gross negligence, the liability for damage that the outside Director shall owe to the Company shall be limited to the minimum amount of liability specified in Article 425, paragraph (1) of the Companies Act.

Proposal No. 4 Election of Two Audit & Supervisory Board Members

The Company stipulates in its Articles of Incorporation that the upper limit of Audit & Supervisory Board Members is five. At the conclusion of the Meeting, the terms of office of Hiroshi Kato and Shinji Ozaki will expire. Therefore, the Company proposes the election of two Audit & Supervisory Board Members.

In addition, the consent of the Audit & Supervisory Board has been obtained for this proposal.

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

Candidate No.	Name	Career summary, position in the Company	
1	<p>Hiroshi Kato</p> <p><u>Reelection</u></p> <p>Date of birth: October 26, 1958</p> <p>Number of shares of the Company held: 1,000</p> <p>Number of years in office: 4 years</p> <p>Attendance at Board of Directors meetings: 15/15</p> <p>Attendance at Audit & Supervisory Board meetings: 17/17</p>	Apr. 1981	Joined The Fuji Bank, Limited (Currently Mizuho Bank, Ltd.)
		Apr. 2005	General Manager of Sapporo Corporate Banking Department of Mizuho Corporate Bank, Ltd.
		Apr. 2007	Senior Corporate Officer Assigned to Head of Financial Control & Accounting Group and Deputy Director-General of Human Resources Management Department of Mizuho Corporate Bank, Ltd.
		Apr. 2009	General Manager of Bangkok Branch of Mizuho Corporate Bank, Ltd.
		June 2011	Outside Audit & Supervisory Board Member of FALTEC Co., Ltd.
		June 2012	Director, Managing Executive Officer and Head of Management Control Center of FALTEC Co., Ltd.
		Apr. 2014	Director, Managing Executive Officer, Head of Management Control Center and Head of Purchasing Center
		June 2016	Full-Time Audit & Supervisory Board Member of the Company (current position)
	Significant concurrent positions outside the Company		
	—		
	Reasons for nomination as Audit & Supervisory Board Member		
	Hiroshi Kato has a record of achievement as an Audit & Supervisory Board Member of the Company as well as in corporate management at group companies. Accordingly, the Company proposes to nominate him as a candidate to continue serving as Audit & Supervisory Board Member.		

Candidate No.	Name	Career summary, position in the Company	
2	<p>*Takashi Yonekawa</p> <p>New election Outside Independent</p> <p>Date of birth: June 5, 1958</p> <p>Number of shares of the Company held: 1,000</p>	Apr. 1982	Joined The Yasuda Fire & Marine Insurance Co., Ltd. (currently Sompo Japan Insurance Inc.)
		Apr. 2007	General Manager of Development Financial Institution Department of Sompo Japan Insurance Inc.
		June 2009	General Manager of Financial Institutions Department
		Apr. 2012	Executive Officer, General Manager of Financial Institutions Department
		Apr. 2013	Executive Officer, General Manager of Corporate Product Department Executive Officer, General Manager of Corporate Product Department of NIPPONKOA Insurance Company, Limited
		Apr. 2014	Managing Executive Officer of Sompo Japan Insurance Inc. Managing Executive Officer of NIPPONKOA Insurance Company, Limited
		Sept. 2014	Managing Executive Officer of Sompo Japan Nipponkoa Insurance Inc.
		Apr. 2016	Director, Managing Executive Officer, and General Manager of Kansai Regional Headquarters I
		Apr. 2018	Senior Managing Executive Officer, General Manager of Kansai Regional Headquarters I
		Apr. 2020	Deputy President and Executive Officer of Sompo Japan Insurance Inc. (current position)
Significant concurrent positions outside the Company			
Deputy President and Executive Officer of Sompo Japan Insurance Inc.			
Reasons for nomination as outside Audit & Supervisory Board Member			
Takashi Yonekawa has a record of achievement and experience as a corporate manager at other companies and therefore the Company has deemed that he will appropriately execute his duties as an outside Audit & Supervisory Board Member. Accordingly, the Company proposes to nominate him as a candidate for Audit & Supervisory Board Member.			

- Notes:
1. There is no special interest between any of the candidates and the Company.
 2. New candidates are indicated by an asterisk (*).
 3. Takashi Yonekawa is a candidate for outside Audit & Supervisory Board Member. If his election is approved, the Company plans to submit notification to Tokyo Stock Exchange, Inc. that he has been designated as an independent officer of the Company.
 4. On April 1, 2020, Sompo Japan Nipponkoa Insurance Inc. changed its name to Sompo Japan Insurance Inc.
 5. The Company plans to enter into an agreement to limit the liability of damages with Takashi Yonekawa in order to enable him to adequately perform the expected role as outside Audit & Supervisory Board Member if his election is approved. The outline of the agreement is as follows:
 - If the Company incurs damage as a result of the failure of the outside Audit & Supervisory Board Member to perform his/her duties, as long as the outside Audit & Supervisory Board Member performed his/her duties in good faith and without gross negligence, the liability for damage that the outside Audit & Supervisory Board Member shall owe to the Company shall be limited to the minimum amount of liability specified in Article 425, paragraph (1) of the Companies Act.

(Reference) Management structure after the Proposals No. 3 and No. 4 are approved (planned)

Name	Position in the Company	Fields of expertise						Nominating and Remuneration Committee	
		Corporate Management	Finance	Production, Engineering and/or IT	Sales	Global	Legal Affairs and/or Risk Management		
Hiroshi Suehiro	Representative Director, Chairman & CEO	●	●			●		●	Reelection
Masanobu Kishi	Representative Director, President & COO	●		●	●				Reelection
Kenichi Tomita	Representative Director Chairman of the Board of Directors	●	●			●	●		Reelection
Kazumi Yano	Director Senior Managing Executive Officer	●		●					Reelection
Takehiko Karasawa	Director Managing Executive Officer		●			●			Reelection
Akihiko Ii	Director Managing Executive Officer				●	●			Reelection
Rokuro Tsuruta	Director						●	●	Reelection Outside Independent
Masataka Honke	Director	●	●				●	●	Reelection Outside Independent
Toshihisa Kato	Director			●		●	●	●	Reelection Outside Independent
Hiroshi Kato	Full-Time Audit & Supervisory Board Member		●			●	●		Reelection
Yutaka Sukegawa	Full-Time Audit & Supervisory Board Member		●	●			●		Outside Independent
Yoshikazu Aruga	Full-Time Audit & Supervisory Board Member				●	●	●		
Kinya Ninagawa	Audit & Supervisory Board Member	●	●				●		Outside Independent
Takashi Yonekawa	Audit & Supervisory Board Member		●		●		●		New election Outside Independent