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(Stock Exchange Code 2613)

June 10, 2020

J-OIL MILLS, Inc.

Notice of Convocation the 18th Annual General Meeting

1. Date and Time: Thursday, June 25, 2020 at 10:00 a.m. Japan time

*The reception desk will open at 9:00 a.m.

2. Place: Banquet room West Tsuru, Banquet Floor, Main building, Hotel New Otani
Tokyo located at

4-1 Kioi-cho, Chiyoda-ku, Tokyo, Japan

3. Meeting Agenda:

Matters to be reported: The Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements for the Company's 18th Fiscal Year (April 1, 2019 - March 31, 2020) and results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements

Proposals to be resolved:

Proposal 1: Distribution of Surplus

Proposal 2: Election of 9 Directors

Proposal 3: Election of 2 Audit & Supervisory Board Members

Proposal 4: Revision of Amount of Remuneration to Directors

- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- "Structures to ensure the appropriateness of business" and "Basic policies regarding the Company's control" in the Business Report, the "Consolidated Statement of Changes in Equity" and "Notes to Consolidated Financial Statements" in the Consolidated Financial Statements, and the "Statement of Changes in Equity" and "Notes to Non-consolidated Financial Statements" in the Non-consolidated Financial Statements are posted on the website (https://www.j-oil.com/ir/Stock_index/StockholderMtg.html) of J-OIL MILLS, Inc. (the "Company") in accordance with provisions of laws and regulations as well as Article 16 of the Company's Articles of Incorporation and therefore are not provided in the Appendix of this Notice.
The Business Report audited by Auditors consists of the Appendix of this Notice and the above "Structures to ensure the appropriateness of business" and "Basic policies regarding the Company's control" in the Business Report. The Consolidated Financial Statements and Non-consolidated Financial Statements audited by Accounting Auditor and Auditors consists of the Appendix of this Notice, the above "Consolidated Statement of Changes in Equity" and "Notes to Consolidated Financial Statements" in the Consolidated Financial Statements, and "Statement of Changes in Equity" and "Notes to Non-consolidated Financial Statements" in the Non-consolidated Financial Statements.
- Any revisions to the Business Report, Consolidated Financial Statements, Non-consolidated Financial Statements, or Reference Documents for the General Meeting of Shareholders will be posted on the Company's website (https://www.j-oil.com/ir/Stock_index/StockholderMtg.html).

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Distribution of Surplus

For distribution of surplus, the Company plans to pay the year-end dividend as follows.

Items related to the year-end dividend

The year-end dividend is proposed to be 50 yen per share, taking into consideration factors such as maintaining the stable return of profits to shareholders and securing necessary internal reserves for corporate structure enhancement and proactive business development in the future.

As a result, the annual dividend for this fiscal year will be 100 yen per share, including the interim dividend of 50 yen per share.

(1) Type of dividend property
Cash

(2) Items related to the allocation of dividend property to shareholders and its total amount
- 50 yen per common stock of the Company
- Total amount of dividends: 833,595,050 yen

(3) Date the distribution of surplus comes into effect
Friday, June 26, 2020

Proposal 2: Election of 9 Directors

The terms of office of all 9 Directors will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the election of 9 Directors is proposed, including 5 Outside Directors..

The candidates for Directors are as follows:

No.	Name	Current positions at the Company	Attendance at the Board of Directors meetings
1	Fuminao Hachiuma [Reappointment]	Representative Director, President	18 out of 18 meetings (100%)
2	Katsuo Zento [Reappointment]	Director Senior Managing Executive Officer	18 out of 18 meetings (100%)
3	Hiroshi Hattori [New appointment]	Managing Executive Officer	-
4	Eizo Matsumoto [Reappointment]	Director Managing Executive Officer	18 out of 18 meetings (100%)
5	Kaoru Kurashima [New appointment] [Outside]	-	-
6	Yoichiro Endo [Reappointment] [Outside]	Outside Director	18 out of 18 meetings (100%)
7	Yutaro Shintaku [Reappointment] [Outside] [Independent]	Outside Director	17 out of 18 meetings (94%)
8	Yugo Ishida [Reappointment] [Outside] [Independent]	Outside Director	13 out of 13 meetings (100%) * after assuming office as Director
9	Hiroko Koide [Reappointment] [Outside] [Independent]	Outside Director	13 out of 13 meetings (100%) * after assuming office as Director

- (Notes)
1. There are no special interests between each candidate and the Company.
 2. Five candidates, Mr. Kaoru Kurashima, Mr. Yoichiro Endo, Mr. Yutaro Shintaku, Mr. Yugo Ishida, and Ms. Hiroko Koide, are candidates for Outside Directors as stipulated in Article 2, Paragraph 3, Item 7 of Ordinance for Enforcement of the Companies Act.
 3. Three candidates, Mr. Yutaro Shintaku, Mr. Yugo Ishida, and Ms. Hiroko Koide, are candidates for Independent Directors under the provisions of the Tokyo Stock Exchange.
 4. Pursuant to the stipulations in Article 427, Paragraph 1 of the Companies Act and Article 29 of the Company's Articles of Incorporation, the Company has entered into limited liability agreements with four candidates, Mr. Yoichiro Endo, Mr. Yutaro Shintaku, Mr. Yugo Ishida and Ms. Hiroko Koide to limit their liability under Article 423, Paragraph 1 of the Companies Act to the minimum amount stipulated by laws and regulations. If the election of these four candidates is approved, the Company plans to extend these agreements with them.
If the election of Mr. Kaoru Kurashima is approved, pursuant to the stipulations in Article 427, Paragraph 1 of the Companies Act and Article 29 of the Company's Articles of Incorporation, the Company plans to enter into a limited liability agreement with him to limit his liability under Article 423, Paragraph 1 of the Companies Act to the minimum amount stipulated by laws and regulations.

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions		Number of shares of the Company held
1	Fuminao Hachiuma (December 8, 1959) [Reappointment] [Tenure as Director (at the conclusion of this General Meeting of Shareholders)] 5 years	April 1983 July 1998 July 2008 July 2009 July 2011 June 2013 June 2015 June 2015 June 2016	Joined Ajinomoto Co., Inc. President, PT AJINOMOTO SALES INDONESIA Director and Vice President, America Ajinomoto, Inc. General Manager, Processed Food Products Dept., Food Products Company, Ajinomoto Co., Inc. General Manager, Restaurant-use Delicatessen Dept., Food Products Division, Ajinomoto Co., Inc. Corporate Executive Officer, Ajinomoto Co., Inc. Corporate Vice President, Ajinomoto Co., Inc. Representative Director, President, J-OIL MILLS, Inc. Representative Director, President, J-OIL MILLS, Inc. (to present)	5,500
	[Reason for nomination as candidate for Director] Having been involved in management in broad fields including overseas business at Ajinomoto Co., Inc. and its group companies, he has abundant experience and track record. After being appointed as Representative Director, President of the Company, he has implemented the Board of Directors reform aiming for enhancement of corporate governance and management reform aiming for improvement of corporate value, under his strong leadership. Accordingly, the Company judged that he will be able to take a role of making important decisions and supervising business execution continuously as Director, and nominated him as a candidate for Director.			
2	Katsuo Zento (November 29, 1957) [Reappointment] [Tenure as Director (at the conclusion of this General Meeting of Shareholders)] 9 years	April 1981 July 2000 June 2003 June 2005 June 2007 June 2011 June 2015 July 2018	Joined Ajinomoto Co., Inc. General Manager, Oils & Fats Dept., Ajinomoto Co., Inc. Director, Ajinomoto Oil Mills Co., Inc. Executive Officer, J-OIL MILLS, Inc. Managing Executive Officer, J-OIL MILLS, Inc. Director, J-OIL MILLS, Inc. (to present) Senior Managing Executive Officer, J-OIL MILLS, Inc. (to present) In charge of Sales, J-OIL MILLS, Inc. (to present)	3,100
	[Reason for nomination as candidate for Director] He has been involved in sales of oils and fats for many years at Ajinomoto Co., Inc. and the Company, and has led the Company's distribution division as General Manager of Sales Division. Accordingly, the Company judged that he will be able to take a role of making important decisions and supervising business execution continuously as Director, based on his abundant experience and insights mainly in sales, and nominated him as a candidate for Director.			
3	Hiroshi Hattori (January 15, 1959) [New appointment] [Tenure as Director (at the conclusion of this General Meeting of Shareholders)] -	June 1981 July 2009 June 2012 July 2016 July 2018	Joined Yoshihara Oil Mill, Ltd. Manager, Processing and Foodstuff Sales Department, Oils and Fats Sales Division, J-OIL MILLS, Inc. Executive Officer, J-OIL MILLS, Inc. Managing Executive Officer, J-OIL MILLS, Inc. (to present) In charge of Oils and Fats Business, J-OIL MILLS, Inc. (to present)	965
	[Reason for nomination as candidate for Director] He has been involved in sales of oils and fats for many years at the Company, and has abundant experience and deep insight in the oils and fats business overall. Accordingly, the Company judged that he will be able to take a role of making important decisions and supervising business execution as Director, and nominated 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
4	Eizo Matsumoto (January 25, 1961) [Reappointment] [Tenure as Director (at the conclusion of this General Meeting of Shareholders)] 3 years	April 1986 July 2011 April 2015 June 2017 June 2017 June 2017 July 2018	Joined Ajinomoto Co., Inc. Head, Process Industrialization Laboratory, Research Institute for Bioscience Products & Fine Chemicals, Ajinomoto Co., Inc. Deputy Director General for Science, Technology and Innovation, Cabinet Office Advisor, J-OIL MILLS, Inc. Director, J-OIL MILLS, Inc. (to present) Managing Executive Officer, J-OIL MILLS, Inc. (to present) In charge of Production & Technology, J-OIL MILLS, Inc. (to present)	700
	[Reason for nomination as candidate for Director] He has been involved in researches including for industrialization of food ingredients and pharmaceutical ingredients at Ajinomoto Co., Inc. For around two years since 2015, he performed his duties as Deputy Director General of Cabinet Office. Thus, he has abundant experience and profound insights related to researches in general for industrialization of various ingredients. Accordingly, the Company judged that he will be able to take a role of making important decisions and supervising business execution continuously as Director, and nominated him as a candidate for Director.			
5	Kaoru Kurashima (May 5, 1960) [New appointment] [Outside] [Tenure as Director (at the conclusion of this General Meeting of Shareholders)] -	April 1984 July 2011 July 2013 June 2015 June 2016 June 2019 September 2019	Joined Ajinomoto Co., Inc. President, AJINOMOTO DEL PERU S.A. President, PT AJINOMOTO INDONESIA Corporate Executive Officer, Ajinomoto Co., Inc. Corporate Vice President, Food Products Division, General Manager, ASEAN Division, Ajinomoto Co., Inc. Corporate Senior Vice President, General Manager, Food Products Division, Ajinomoto Co., Inc. (to present) Outside Director, Tokai Denpun Co.,Ltd. (to present) Significant concurrent positions: Corporate Senior Vice President, General Manager, Food Products Division, Ajinomoto Co., Inc. Outside Director, TOKAI DENPUN CO.,LTD.	-
	[Reason for nomination as candidate for Outside Director] He has been involved in food business both in Japan and overseas at Ajinomoto Co., Inc. and has abundant experience and insights related broadly to food business and corporate management in general. Accordingly, the Company judged that he will be able to take a role of making important decisions and supervising business execution as Director, and nominated him as a candidate for Outside Director.			
6	Yoichiro Endo (May 25, 1965) [Reappointment] [Outside] [Tenure as Director (at the conclusion of this General Meeting of Shareholders)] 2 years	April 1988 July 1996 April 2001 July 2004 September 2007 April 2017 June 2018 April 2020	Joined MITSUI & CO., LTD. General Manager, Corporate Development Dept., MITSUI & CO. (U.S.A.), INC., New York Headquarters CEO & Managing Partner, Mitsui & Co. Venture Partners General Manager, Investment Business Office, Corporate Investment Development Dept., MITSUI & CO., LTD. Representative Director, President and CEO, MITSUI & CO., Principal Investments LTD. General Manager of Oils & Fats and Staple Foods Dept., Food Business Unit, MITSUI & CO., LTD. Outside Director, J-OIL MILLS, Inc. (to present) Managing Officer, Chief Operating Officer of Food Business Unit, MITSUI & CO., LTD. (to present) Significant concurrent positions: Managing Officer, Chief Operating Officer of Food Business Unit, MITSUI & CO., LTD.	-
	[Reason for nomination as candidate for Outside Director] He has been involved in businesses including overseas business and food business at MITSUI & CO., LTD., and has abundant experience and insights related broadly to food business and overseas business. Accordingly, the Company judged that he will be able to take a role of making important decisions and supervising business execution continuously as Director, and nominated him 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
7	Yutaro Shintaku (September 19, 1955) [Reappointment] [Outside] [Independent] [Tenure as Director (at the conclusion of this General Meeting of Shareholders)] 3 years	<p>January 1999 Joined TERUMO CORPORATION</p> <p>June 2010 Representative Director, President and CEO, TERUMO CORPORATION (Retired in March 2017)</p> <p>June 2017 Advisor, TERUMO CORPORATION</p> <p>June 2017 Outside Director, Santen Pharmaceutical Co., Ltd. (to present)</p> <p>June 2017 Outside Director, J-OIL MILLS, Inc. (to present)</p> <p>March 2018 Outside Director, Kubota Corporation (to present)</p> <p>April 2018 Visiting Professor of Hitotsubashi University Business School</p> <p>April 2019 Specially-appointed Professor of Hitotsubashi University Business School (to present)</p> <p>September 2019 Outside Director, KOZO KEIKAKU ENGINEERING Inc. (to present)</p> <p>Significant concurrent positions: Outside Director, Santen Pharmaceutical Co., Ltd. Outside Director, Kubota Corporation Outside Director, KOZO KEIKAKU ENGINEERING Inc. Specially-appointed Professor of Hitotsubashi University Business School</p>	-
[Reason for nomination as candidate for Outside Director] He has been engaged in management of TERUMO CORPORATION for many years as Representative Director, President and CEO and has abundant experience and insights related to corporate management. Accordingly, the Company judged that he will be able to take a role of making important decisions and supervising business execution continuously as Director, and nominated him as a candidate for Outside Director.			
(Note) Kubota Corporation, where Mr. Yutaro Shintaku serves as Outside Director, announced in September 2018 the inappropriate conduct related to the inspection reports on expandable components (rolling mill rolls). Mr. Shintaku had not recognized such inappropriate conduct until it came to light. However he regularly made suggestions from the perspective of compliance and legal compliance at the meetings of the Board of Directors. After this conduct was recognized, he has fulfilled his responsibilities by giving directions regarding thorough investigations into the cause, recurrence prevention, and review of inspection system.			
8	Yugo Ishida (January 1, 1957) [Reappointment] [Outside] [Independent] [Tenure as Director (at the conclusion of this General Meeting of Shareholders)] 1 year	<p>April 1979 Joined Nomura Securities Co., Ltd.</p> <p>November 1997 Representative Director and President, Nomura Italy S.I.M.p.A</p> <p>April 2004 Executive Officer, Nomura Holdings, Inc.</p> <p>April 2005 Director, President and CEO, Nomura Europe Holdings plc</p> <p>April 2008 Managing Executive Officer, Nomura Holdings, Inc.</p> <p>April 2009 Executive Vice President, Nomura Asset Management Co., Ltd.</p> <p>June 2011 Director, COO and President, Nomura Asset Management Co., Ltd. (Retired in August 2012)</p> <p>January 2014 Representative Director and President, LAZARD JAPAN ASSET MANAGEMENT K.K. (to present)</p> <p>June 2019 Outside Director, J-OIL MILLS, Inc. (to present)</p> <p>Significant concurrent positions: Representative Director and President, LAZARD JAPAN ASSET MANAGEMENT K.K.</p>	-
[Reason for nomination as candidate for Outside Director] He has been engaged in corporate management as well as involved in finance in Japan and overseas at security companies and asset management companies, and has abundant experience and insights related to capital market and corporate management. Accordingly, the Company judged that he will be able to take a role of making important decisions and supervising business execution continuously as Director, and nominated him 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
9	<p>Hiroko Koide (August 10, 1957)</p> <p>[Reappointment] [Outside] [Independent]</p> <p>[Tenure as Director (at the conclusion of this General Meeting of Shareholders)] 1 year</p>	<p>September 1986 Joined J. Walter Thompson Japan K.K. (currently J. Walter Thompson Japan)</p> <p>May 1993 Joined Nippon Lever K.K. (currently Unilever Japan K.K.)</p> <p>April 2001 Director, Nippon Lever K.K. (currently Unilever Japan K.K.) (Retired in March 2006)</p> <p>April 2006 General Manager, Marketing Management Unit, Masterfoods Ltd. (currently Mars Japan Limited)</p> <p>April 2008 Chief Operating Officer, Masterfoods Ltd. (currently Mars Japan Limited) (Retired in August 2010)</p> <p>November 2010 Representative Director and President, Parfums Christian Dior Japon K.K. (Retired in January 2012)</p> <p>April 2013 Senior Vice President, Global Marketing, Newell Rubbermaid Inc. (U.S.) (currently Newell Brands Inc. (U.S.)) (Retired in February 2018)</p> <p>June 2016 Outside Director, Mitsubishi Electric Corporation (to present)</p> <p>April 2018 Director, Vicela Japan Co., Ltd. (Retired in March 2019)</p> <p>June 2019 Outside Director, Honda Motor Co., Ltd. (to present)</p> <p>June 2019 Outside Director, J-OIL MILLS, Inc. (to present)</p> <p>Significant concurrent positions: Outside Director, Mitsubishi Electric Corporation Outside Director, Honda Motor Co., Ltd.</p>	-
<p>[Reason for nomination as candidate for Outside Director] She has been engaged in corporate management as well as involved in marketing at a variety of global companies, and has abundant experience and insights related to global business, marketing and corporate management. Accordingly, the Company judged that she will be able to take a role of making important decisions and supervising business execution continuously as Director, and nominated her as a candidate for Outside Director.</p>			

Proposal 3: Election of 2 Audit & Supervisory Board Members

The terms of office of 2 Audit & Supervisory Board Members, Mr. Yoshiharu Shiota and Mr. Satoshi Yoshida will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the election of 2 Audit & Supervisory Board Members is proposed.

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

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1	Shunichi Komatsu (October 14, 1958) [New appointment] [Tenure as Audit & Supervisory Board Member (at the conclusion of this General Meeting of Shareholders)] -	April 1981 Joined Ajinomoto Co., Inc. July 2005 Managing Director, Ajinomoto (Malaysia) Berhad July 2007 President, PT AJINOMOTO INDONESIA July 2009 General Manager, Sweeteners Dept., Amino Acid Company, Ajinomoto Co., Inc. June 2011 Corporate Executive Officer, Ajinomoto Co., Inc. June 2015 Corporate Vice President, AminoScience Division, General Manager, Europe & Africa Division, Ajinomoto Co., Inc. June 2019 Advisor, J-OIL MILLS, Inc. (to present)	-
[Reason for nomination as candidate for Audit & Supervisory Board Member] He has been involved in food business both in Japan and overseas at Ajinomoto Co., Inc. and has abundant experience and insights related broadly to food business and corporate management in general. Accordingly, he is expected to provide objective monitoring and supervision of the execution of duties by management, and therefore the Company nominated him as a candidate for Audit & Supervisory Board Member.			
2	Akira Muto (March 8, 1958) [New appointment] [Outside] [Independent] [Tenure as Audit & Supervisory Board Member (at the conclusion of this General Meeting of Shareholders)] -	December 1988 Joined ASAHI BREWERIES, LTD. April 2007 General Manager, Accounting Department, Wakodo Co., Ltd. (currently Asahi Group Foods, Ltd.) March 2008 Executive Officer, General Manager, Accounting Department, Wakodo Co., Ltd. (currently Asahi Group Foods, Ltd.) April 2009 Senior Officer, Asahi Breweries, Ltd. September 2012 Executive Officer, Deputy Manager, Planning Division, General Manager, Finance Department, Asahi Food & Healthcare Co., Ltd. (currently Asahi Group Foods, Ltd.) March 2014 Director, Executive Officer, General Manager, Planning Division, Asahi Food & Healthcare Co., Ltd. (currently Asahi Group Foods, Ltd.) (Retired in March 2015) March 2015 Standing Audit & Supervisory Board Member, Asahi Group Holdings, Ltd. (Retired in March 2019) March 2020 Outside Auditor, Ghelia Inc. (to present) Significant concurrent position Outside Auditor, Ghelia Inc.	-
[Reason for nomination as candidate for outside Audit & Supervisory Board Member] He has been involved in the food related business and accounting operations at Asahi Breweries, Ltd. He has abundant experience and insights related broadly to food related businesses and corporate management in general as he served as a Standing Audit & Supervisory Board Member of Asahi Group Holdings, Ltd. Accordingly, he is expected to provide objective monitoring and supervision of the execution of duties by management, and therefore the Company nominated him as a candidate for outside Audit & Supervisory Board Member.			

(Note)

- There are no special interests between each candidate and the Company.
- Mr. Akira Muto is a candidate for Outside Audit & Supervisory Board Member as stipulated in Article 2, Paragraph 3, Item 8 of Ordinance for Enforcement of the Companies Act.
Mr. Akira Muto is a candidate for an Independent Auditor under the provisions of the Tokyo Stock Exchange.
- If the election of Mr. Shunichi Komatsu and Mr. Akira Muto is approved, pursuant to the stipulations in Article 427, Paragraph 1 of the Companies Act and Article 38 of the Company's Articles of Incorporation, the Company plans to enter into limited liability agreements with them to limit their liability under Article 423, Paragraph 1 of the Companies Act to the minimum amount stipulated by laws and regulations.

(Reference) Independence Criteria for Outside Officers

The Company assesses the independence of Outside Directors and Outside Audit & Supervisory Board Members after confirming whether any of the following categories apply:

1. A business executive of the Company Group or person who previously served at the Company Group
 - *1 The “Company Group” refers to the Company and its consolidated subsidiaries.
 - *2 A “business executive” refers to an Executive Director, Executive Officer, Corporate Officer, other employee, etc.
 - *3 A “person who previously served” refers to an employee with experience of serving at the Company Group.
2. A major shareholder of the Company or a business executive thereof
 - *4 A “major shareholder” refers to a party that holds 10% or more of voting rights.
3. A business executive of a company, etc. of which the Company is a major shareholder
4. A party for which the Company Group is a major business partner or a business executive thereof
 - *5 A “party for which the Company Group is a major business partner” refers to a business partner for which net sales to the Company Group account for 2% or more of total net sales.
5. A major business partner of the Company Group or a business executive thereof
 - *6 A “major business partner of the Company Group” refers to a business partner that accounts for 2% or more of the Company Group’s consolidated net sales.
6. A major lender to the Company Group or a business executive thereof
 - *7 A “major lender to the Company Group” refers to a lender (financial institution) to whom the Company’s outstanding borrowings at the end of the fiscal year are 2% or more of consolidated total assets.
7. The Accounting Auditor of the Company or a person belonging thereto
8. A consultant, accounting professional, or legal professional receiving 10 million yen or more per annum in cash or other proprietary benefits from the Company, excluding officer remuneration (if the party receiving this property is a corporation, partnership, or other organization, a person belonging to that organization)
9. A party receiving donations of 10 million yen or more per annum from the Company Group or a business executive thereof
10. A business executive of a party with a relationship with the Company Group whereby outside officers are mutually appointed
11. A person who fell under the above category 1. in the past or a person who fell under any of the categories 2. through 10. in the past three (3) years
12. A spouse or relative within the second degree of kinship of a person who falls under any of the above categories 1. through 11.
13. When there are any reasons other than those in each of the above items by which it is reasonably judged that the person will not be able to fulfill his or her duties as an independent outside officer, such as cases when a conflict of interest may arise with the Company.

Proposal 4: Revision of Amount of Remuneration to Directors

The maximum amount of remuneration to Directors of the Company was determined by resolutions of the 15th Annual General Meeting of Shareholders held on June 22, 2017 and the 17th Annual General Meeting of Shareholders held on June 26, 2019 to be ¥330 million annually (including ¥50 million annually for Outside Directors), but after considering various factors, including subsequent changes in economic trends, the fact that the responsibilities of Directors may be expected to increase further in future in line with expansion in the Company's fields of business and strengthening of corporate governance systems, and the fact that appropriate levels of remuneration are required to secure superior personnel who will contribute to the enhancement of the corporate value of the Company, the Company proposes the revision of the maximum amount of remuneration to Directors to ¥450 million annually (including ¥50 million annually for Outside Directors).

In addition, the current number of Directors is 9 including 5 Outside Directors. If Proposal 2 is approved as originally proposed, the number of Directors will remain 9, including 5 Outside Directors.