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(Stock Exchange Code 6420)
June 12, 2020

To Shareholders with Voting Rights:

Yutaka Fukushima
President
FUKUSHIMA GALILEI CO. LTD.
2-6-18, Takeshima, Nishi Yodogawa-ku,
Osaka

**NOTICE OF CONVOCATION OF
THE 69TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

You are hereby informed that the 69th Annual General Meeting of Shareholders of FUKUSHIMA GALILEI CO. LTD. (the “Company”) will be held for the purposes as described below.

Due to the continued request for self-restraint on large-scale meetings in the wake of the impact of novel coronavirus infection, all shareholders are kindly advised to refrain from attending the meeting as much as possible irrespective of your health condition, and exercise your voting rights in advance in writing or via the Internet, etc.

Please review the attached Reference Documents for the General Meeting of Shareholders, and return to us the Voting Rights Exercise Form or enter your vote on the Internet, etc. by 5:30 p.m. on Friday, June 26, 2020, Japan time.

- 1. Date and Time:** Monday, June 29, 2020 at 10:00 a.m. Japan time
- 2. Place:** 8F, Galilei Group Head Office Building
2-6-18, Takeshima, Nishi Yodogawa-ku, Osaka
* The venue is different from past years. Please make sure of the place referring to the “Guide map to the venue of the General Meeting of Shareholders” at the end of the document.
- 3. Meeting Agenda:**
 - Matters to be reported:**
 1. The Business Report, Consolidated Financial Statements for the Company’s 69th Fiscal Year (April 1, 2019 - March 31, 2020) and results of audits by the Accounting Auditor and the Board of Corporate Auditors of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company’s 69th Fiscal Year (April 1, 2019 - March 31, 2020)
 - Proposals to be resolved:**
 - Proposal 1:** Appropriation of Surplus
 - Proposal 2:** Partial Amendments to the Articles of Incorporation
 - Proposal 3:** Election of Eight (8) Directors (excluding Directors who are Audit and Supervisory Committee Members)
 - Proposal 4:** Election of Three (3) Directors who are Audit and Supervisory Committee Members
 - Proposal 5:** Determination of the Amount of Compensation for Directors (excluding Directors who are Audit and Supervisory Committee Members)
 - Proposal 6:** Determination of the Amount of Compensation for Directors who are Audit and Supervisory Committee Members
 - Proposal 7:** Payment of Retirement Benefits to Two (2) Retiring Corporate Auditors

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

While considering internal reserves to strengthen the Company's corporate structure and to prepare for future business expansion, in order to reward shareholders for their continued support, the Company proposes dividends of 48 yen per share.

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 the total amount thereof
48 yen per common share of the Company
Total of 961,751,664 yen
- (3) Date the distribution of surplus takes effect:
June 30, 2020

Proposal 2: Partial Amendments to the Articles of Incorporation

1. Reasons for the Amendments

The Company will transition to a company with an Audit and Supervisory Committee, which enables to raise the ratio of Outside Directors in the Board of Directors by concentrating independent outside directors/auditors and making them members of the Board of Directors, and to streamline the officers system, while being able to strengthen the supervisory function of the Board of Directors by delegating to Directors a considerable portion of decision-making on important business execution by the Board of Directors.

In line with this transition, it is proposed that necessary amendments be made, including the new establishment of provisions related to the Audit and Supervisory Committee and Audit and Supervisory Committee Members, and deletion of provisions related to the Board of Corporate Auditors and Corporate Auditors.

2. Contents of the Amendments

The contents of the amendments are as follows.

The amendments to the Articles of Incorporation in this Proposal shall take effect at the conclusion of this General Meeting of Shareholders.

(Amendments are underlined.)

Current Articles of Incorporation	Proposed Amendments
CHAPTER 1 General Provisions Articles 1 – 3 (Omitted)	CHAPTER 1 General Provisions Articles 1 – 3 (Unchanged)
(Organs) Article 4 The Company has the following organs in addition to the general meetings of shareholders and Directors: (1) Board of Directors; (2) <u>Corporate Auditors;</u> (3) <u>Board of Corporate Auditors; and</u> (4) <u>Accounting Auditor</u>	(Organs) Article 4 The Company has the following organs in addition to the general meetings of shareholders and Directors: (1) Board of Directors; (2) <u>Audit and Supervisory Committee;</u> <u>and</u> (Deleted) (3) <u>Accounting Auditor</u>
Article 5 (Omitted)	Article 5 (Unchanged)

Current Articles of Incorporation	Proposed Amendments
<p>CHAPTER 2 Shares Articles 6 – 11 (Omitted)</p>	<p>CHAPTER 2 Shares Articles 6 – 11 (Unchanged)</p>
<p>CHAPTER 3 General Meeting of Shareholders Articles 12 – 19 (Omitted)</p>	<p>CHAPTER 3 General Meeting of Shareholders Articles 12 – 19 (Unchanged)</p>
<p>CHAPTER 4 Directors and Board of Directors (Number of Directors) Article 20 The number of Directors of the Company is no more than ten (10).</p>	<p>CHAPTER 4 Directors and Board of Directors (Number of Directors) Article 20 The number of Directors <u>(excluding Directors who are Audit and Supervisory Committee Members)</u> of the Company is no more than ten (10).</p>
<p>(Newly established)</p>	<p>2. <u>The number of Directors who are Audit and Supervisory Committee Members is no more than five (5).</u></p>
<p>(Election of Directors)</p>	<p>(Election of Directors)</p>
<p>Article 21 Directors are elected by a resolution of the general meeting of shareholders.</p>	<p>Article 21 Directors are elected by a resolution of the general meeting of shareholders, <u>by making a distinction between Directors who are Audit and Supervisory Committee Members and other Directors.</u></p>
<p>2. Resolutions for the election of Directors shall be adopted by a majority of the voting rights of the attending shareholders who hold one-third (1/3) or more of the voting rights of shareholders entitled to exercise voting rights.</p>	<p>(Unchanged)</p>
<p>3. The resolution for the election of Directors shall not be by cumulative voting.</p>	<p>(Unchanged)</p>
<p>Article 22 (Omitted)</p>	<p>Article 22 (Unchanged)</p>
<p>(Representative Directors and Directors with Titles)</p>	<p>(Representative Directors and Directors with Titles)</p>
<p>Article 23 The Board of Directors elects Representative Directors by its resolution.</p>	<p>Article 23 The Board of Directors elects Representative Directors by its resolution, <u>from among Directors excluding Directors who are Audit and Supervisory Committee Members.</u></p>
<p>2. The Board of Directors may, by its resolution, elect a Director and Chairperson, a Director and Vice Chairperson, a Director and President, and a few number of Directors and Vice Presidents, Senior Managing Directors and Managing Directors.</p>	<p>2. The Board of Directors may, by its resolution, elect a Director and Chairperson, a Director and Vice Chairperson, a Director and President, and a few number of Directors and Vice Presidents, Senior Managing Directors and Managing Directors, <u>from among Directors excluding Directors who are Audit and Supervisory Committee Members.</u></p>
<p>(Term of Office)</p>	<p>(Term of Office)</p>
<p>Article 24 The term of office of a Director expires at the conclusion of an annual general meeting of shareholders relating to the final fiscal year ending</p>	<p>Article 24 The term of office of a Director <u>(excluding Directors who are Audit and Supervisory Committee Members)</u> expires at the conclusion of</p>

Current Articles of Incorporation	Proposed Amendments
<p>within <u>two (2)</u> years from his/her election.</p> <p>(Newly established)</p> <p><u>2. The term of office of a Director who is elected due to an increase in the number or as a substitute expires at the expiry of the terms of office of incumbent Directors.</u></p> <p>(Compensation, etc.) Article 25 Compensation, bonuses and other property benefits received by Directors from the Company in consideration for the performance of duties are determined by a resolution of a general meeting of shareholders.</p> <p>(Convocation Notice of a Meeting of the Board of Directors) Article 26 Convocation notice of a meeting of the Board of Directors is sent to each <u>Director and each Corporate Auditor</u> at least three (3) days before the meeting; provided, however, in a case of an emergency, the notice period may be shortened. 2. When <u>Directors and Corporate Auditors</u> unanimously agree, meetings of the Board of Directors may be held without the convocation procedures.</p> <p>Article 27 (Omitted) (Newly established)</p>	<p>an annual general meeting of shareholders relating to the final fiscal year ending within <u>one (1)</u> year from his/her election.</p> <p><u>2. The term of office of a Director who is an Audit and Supervisory Committee Member expires at the conclusion of an annual general meeting of shareholders relating to the final fiscal year ending within two (2) years from his/her election.</u></p> <p><u>3. The term of a Director who is an Audit and Supervisory Committee Member elected as a substitute for a Director who is an Audit and Supervisory Committee Member who retired before the expiry of his/her term of office expires at the expiry of the term of office of the retired Director who is an Audit and Supervisory Committee Member.</u></p> <p>(Compensation, etc.) Article 25 Compensation, bonuses and other property benefits received by Directors from the Company in consideration for the performance of duties are determined by a resolution of a general meeting of shareholders, <u>by making a distinction between Directors who are Audit and Supervisory Committee Members and other Directors.</u></p> <p>(Convocation Notice of a Meeting of the Board of Directors) Article 26 Convocation notice of a meeting of the Board of Directors is sent to each Director at least three (3) days before the meeting; provided, however, in a case of an emergency, the notice period may be shortened. 2. When Directors unanimously agree, meetings of the Board of Directors may be held without the convocation procedures.</p> <p>Article 27 (Unchanged)</p> <p><u>(Delegation of Decision-making on Important Business Execution)</u></p>

Current Articles of Incorporation	Proposed Amendments
<p>(Minutes of the Board of Directors Meetings) <u>Article 28</u> The outline of proceedings, results of the Board of Directors meeting and other items required by laws and regulations shall be recorded in the minutes in writing or digitally, and affixed seal and signed, or electrically signed by the Directors and Corporate Auditors attending the meeting.</p> <p>Articles <u>29 – 30</u> (Omitted)</p> <p><u>CHAPTER 5 Corporate Auditors and Board of Corporate Auditors</u></p> <p>(Number of Corporate Auditors) <u>Article 31</u> The number of Corporate Auditors of the Company is no more than four (4).</p> <p>(Election of Corporate Auditors) <u>Article 32</u> Corporate Auditors are elected by a resolution of the general meeting of shareholders. <u>2. Resolutions for the election of Corporate Auditors shall be adopted by a majority of the voting rights of the attending shareholders who hold one-third (1/3) or more of the voting rights of shareholders entitled to exercise voting rights.</u></p> <p>(Term of Office) <u>Article 33</u> The term of office of a Corporate Auditor expires at the conclusion of an annual general meeting of shareholders relating to the final fiscal year ending within four (4) years from his/her election. <u>2. The term of office of a Corporate Auditor who is elected as a substitute for a Corporate Auditor who retired before the expiry of his/her term of office expires at the expiry of the term of office of the retired Corporate Auditor.</u></p> <p>(Full-time Corporate Auditors)</p>	<p><u>Article 28</u> Pursuant to Article 399-13, Paragraph 6 of the Companies Act, the Company may, by a resolution of the Board of Directors, delegate all or part of its decision-making on important business execution (excluding matters stipulated in each item of Article 399-13, Paragraph 5 of the same Act) to Directors.</p> <p>(Minutes of the Board of Directors Meetings) <u>Article 29</u> The outline of proceedings, results of the Board of Directors meeting and other items required by laws and regulations shall be recorded in the minutes in writing or digitally, and affixed seal and signed, or electrically signed by the Directors attending the meeting.</p> <p>Articles <u>30 – 31</u> (Unchanged)</p> <p>(Deleted)</p> <p>(Deleted)</p> <p>(Deleted)</p> <p>(Deleted)</p> <p>(Deleted)</p> <p>(Deleted)</p>

Current Articles of Incorporation	Proposed Amendments
<p><u>Article 34</u> <u>The Board of Corporate Auditors elects Full-time Corporate Auditors by its resolution.</u></p>	
<p>(Compensation, etc.)</p>	(Deleted)
<p><u>Article 35</u> <u>Compensation, bonuses and other property benefits received by Corporate Auditors from the Company in consideration for the performance of duties are determined by a resolution of a general meeting of shareholders.</u></p>	
<p>(Convocation Notice of a Meeting of the Board of Corporate Auditors)</p>	(Deleted)
<p><u>Article 36</u> <u>Convocation notice of a meeting of the Board of Corporate Auditors is sent to each Corporate Auditor at least three (3) days before the meeting; provided, however, in a case of an emergency, the notice period may be shortened.</u></p>	
<p><u>2. When Corporate Auditors unanimously agree, meetings of the Corporate Auditors may be held without the convocation procedures.</u></p>	
<p>(Resolutions of the Board of Corporate Auditors)</p>	(Deleted)
<p><u>Article 37</u> <u>A resolution of the Board of Corporate Auditors is adopted by a majority of Corporate Auditors, unless otherwise provided by laws and regulations.</u></p>	
<p>(Minutes of the Board of Corporate Auditors Meetings)</p>	(Deleted)
<p><u>Article 38</u> <u>The outline of proceedings, results of the Board of Corporate Auditors meeting and other items required by laws and regulations shall be recorded in the minutes in writing or digitally, and affixed seal and signed, or electrically signed by the Corporate Auditors attending the meeting.</u></p>	
<p>(Rules of the Board of Corporate Auditors)</p>	(Deleted)
<p><u>Article 39</u> <u>Matters relating to the Board of Corporate Auditors are governed by laws and regulations, these Articles of Incorporation, and the Rules of the Board of Corporate Auditors stipulated by the Board of Corporate Auditors.</u></p>	

Current Articles of Incorporation	Proposed Amendments
<p data-bbox="188 215 785 271"><u>(Liability Limitation Agreements of Corporate Auditors)</u></p> <p data-bbox="188 275 785 622"><u>Article 40 Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company may conclude liability limitation agreements with Corporate Auditors in order to limit their liability for damages due to the acts stipulated in Article 423, Paragraph 1 of the same Act; provided, however, the limit on liability based on the said agreements is the amount stipulated by laws and regulations.</u></p> <p data-bbox="373 645 600 674">(Newly established)</p> <p data-bbox="373 701 600 730">(Newly established)</p> <p data-bbox="373 1155 600 1184">(Newly established)</p> <p data-bbox="373 1413 600 1442">(Newly established)</p> <p data-bbox="373 1742 600 1771">(Newly established)</p>	<p data-bbox="1050 215 1158 244">(Deleted)</p> <p data-bbox="809 645 1355 674"><u>CHAPTER 5 Audit and Supervisory Committee</u></p> <p data-bbox="809 701 1402 763"><u>(Convocation Notice of a Meeting of the Audit and Supervisory Committee)</u></p> <p data-bbox="809 768 1402 987"><u>Article 32 Convocation notice of a meeting of the Audit and Supervisory Committee is sent to each Audit and Supervisory Committee Member at least three (3) days before the meeting; provided, however, in a case of an emergency, the notice period may be shortened.</u></p> <p data-bbox="951 992 1402 1144"><u>2. When Audit and Supervisory Committee Members unanimously agree, meetings of the Audit and Supervisory Committee may be held without the convocation procedures.</u></p> <p data-bbox="809 1155 1402 1218"><u>(Resolutions of the Audit and Supervisory Committee)</u></p> <p data-bbox="809 1223 1402 1408"><u>Article 33 A resolution of the Audit and Supervisory Committee is adopted by a majority of the Audit and Supervisory Committee Members present who are entitled to participate in the vote.</u></p> <p data-bbox="809 1413 1402 1476"><u>(Minutes of the Audit and Supervisory Committee Meetings)</u></p> <p data-bbox="809 1480 1402 1731"><u>Article 34 The outline of proceedings and results of the Audit and Supervisory Committee meeting shall be recorded in the minutes in writing or digitally, and affixed seal and signed, or electrically signed by the Audit and Supervisory Committee Members attending the meeting.</u></p> <p data-bbox="809 1742 1358 1771"><u>(Rules of the Audit and Supervisory Committee)</u></p> <p data-bbox="809 1776 1402 1995"><u>Article 35 Matters relating to the Audit and Supervisory Committee are governed by laws and regulations, these Articles of Incorporation, and the Rules of the Audit and Supervisory Committee stipulated by the Audit and Supervisory Committee.</u></p>

Current Articles of Incorporation	Proposed Amendments
<p>CHAPTER 6 Accounting</p> <p>Articles <u>41</u> – <u>44</u> (Omitted)</p> <p>(Newly established)</p>	<p>CHAPTER 6 Accounting</p> <p>Articles <u>36</u> – <u>39</u> (Unchanged)</p> <p><u>Supplementary Provision (Transitional Measures for Liability Limitation Agreements with Corporate Auditors)</u></p> <p><u>Agreements to limit the liability for damages under Article 423, Paragraph 1 of the Companies Act pertaining to the acts of Corporate Auditors (including those who were Corporate Auditors) prior to the conclusion of the 69th Annual General Meeting of Shareholders shall be governed by Article 40 of the Articles of Incorporation before amendments are made thereto based on a resolution of the said Annual General Meeting of Shareholders.</u></p>

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
2	<p style="text-align: center;">Reappointment</p> <p>Akira Fukushima (February 6, 1958)</p>	<p>April 1981 Joined the Company December 1984 General Manager, Production Management Department December 1987 Factory Manager, Head Office Factory February 1989 Director; Factory Manager, Head Office Factory, Manufacturing Headquarters April 1994 Managing Director; Factory Manager, Osaka Factory April 2000 Senior Managing Director; Branch Office Manager, Tokyo Branch Office, and General Manager, Sales Strategy Department April 2003 Senior Managing Director; General Manager, Sales Headquarters, and Branch Office Manager, Tokyo Branch Office May 2007 Senior Managing Director; General Manager, Sales Headquarters April 2011 Senior Managing Director; General Manager, Sales Headquarters, and Branch Office Manager, East Japan Branch Office April 2012 Senior Managing Director; General Manager, Sales Headquarters April 2013 Senior Managing Director; General Manager, Sales Headquarters, and in charge of Engineering Business Department April 2014 Director; Vice President, and in charge of Engineering Business Department and Asia Business Department April 2019 Director; Vice-President; in charge of FMS Business Department, Engineering Business Department, and Asian Business Department To the present</p> <p>[Significant concurrent positions] Representative Director, TCSP Ltd. Representative Director, GALILEI PANEL CREATE CO. LTD.</p>	661,048 shares
<p>[Reason for nomination as candidate for Director] Mr. Akira Fukushima has supervised the Company's sales divisions as General Manager of the Sales Headquarters since April 2003 and has abundant operational knowledge and experience, and has contributed to the expansion of the Company's business by factors such as concurrently serving as Representative Director of the Company's group companies since April 2014. He appropriately executes his duties, and therefore the Company has judged that he is qualified as a Director of the Company.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
3	<p><u>Reappointment</u></p> <p>Go Fukushima (May 23, 1977)</p>	<p>January 2005 Joined the Company</p> <p>April 2010 General Manager, Osaka Sales Department I, Kansai Branch Office</p> <p>April 2011 Executive Officer; Deputy Branch Office Manager, East Japan Branch Office</p> <p>April 2012 Managing Executive Officer; Branch Office Manager, East Japan Branch Office (in charge of Tokyo Sales Department II and Yokohama Branch Store), and General Manager, Sales Development Department</p> <p>April 2013 Managing Executive Officer; Branch Office Manager, East Japan Branch Office (in charge of Tohoku Branch Store, Tokyo Sales Department II, Sales Development Department, Tokyo CS Department, Tokyo Technology Department, and SB Business Department), and responsible for ST Marketing</p> <p>June 2013 Managing Director; Branch Office Manager, East Japan Branch Office (in charge of Tohoku Branch Store, Tokyo Sales Department II, Sales Development Department, Tokyo CS Department, Tokyo Technology Department, and SB Business Department), and responsible for ST Marketing</p> <p>April 2014 Senior Managing Director; General Manager, Sales Headquarters; Branch Office Manager, East Japan Branch Office; in charge of Tohoku and Shinetsu Branch Store, Tokyo Sales Department II, Kanto Service Center, and Tokyo Technology Department</p> <p>April 2016 Senior Managing Director; General Manager, Sales Headquarters; Branch Office Manager, East Japan Branch Office; in charge of Hokkaido, Tohoku and Yokohama Branch Store, Kanto Service Center, Tokyo Technology Department and Tokyo Construction Department</p> <p>April 2019 Senior Managing Director; General Manager, Sales Headquarters; in charge of Kanto Service Center, Tokyo Technology Department and Tokyo Construction Department</p> <p>April 2020 Senior Managing Director; General Manager, Sales Headquarters; Branch Officer Manager, East Japan Branch Office; in charge of Information Strategy Department, Kanto Service Center, Tokyo Construction Department and Tokyo Management Department</p> <p>To the present</p>	79,300 shares
<p>[Reason for nomination as candidate for Director]</p> <p>Mr. Go Fukushima has endeavored to expand the showcase business as Executive Officer since April 2011, and appropriately executes his duties with abundant operational knowledge and experience, including supervising the Company's sales division as General Manager of the Sales Headquarters since April 2014, and therefore the Company has judged that he is qualified as a Director of the Company.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
4	<u>Reappointment</u> Mitsuru Katayama (April 29, 1951)	January 1977 Joined the Company April 1992 General Manager, Sales Department I April 1993 Branch Store Manager, Fukuoka Branch Store April 2002 Executive Officer; Branch Office Manager, Kyushu Branch Office April 2003 Executive Officer; Branch Store Manager, Fukuoka Branch Store June 2004 Director; Branch Store Manager, Fukuoka Branch Store April 2006 Director; Branch Office Manager, West Japan Branch Office May 2007 Director; in charge of Kyushu Block April 2009 Director; Block Manager, Kyushu Block April 2010 Managing Director; Block Manager, West Japan Block April 2011 Managing Director; Branch Office Manager, West Japan Branch Office To the present	35,800 shares
		[Reason for nomination as candidate for Director] Mr. Mitsuru Katayama has served as manager of the Company's sales divisions for the Kyushu region since April 2002, and appropriately executes his duties with abundant operational knowledge and expertise, including supervising the West Japan region since 2010, and therefore the Company has judged that he is qualified as a Director of the Company.	
5	<u>Reappointment</u> Kenji Nagao (November 11, 1956)	April 1979 Joined the Company April 2001 General Manager, Sales Department I, Tokyo Branch Office April 2003 Factory Manager and General Manager, Production Department, Shiga Factory April 2007 Executive Officer; General Manager, Manufacturing Headquarters, and Factory Manager, Shiga Factory April 2009 Executive Officer; General Manager, Manufacturing Headquarters, Factory Manager, Okayama Factory, and in charge of Technology June 2009 Director; General Manager, Manufacturing Headquarters and Factory Manager, Okayama Factory, and in charge of Technology April 2011 Director; General Manager, Manufacturing Headquarters and Factory Manager, Okayama Factory, and in charge of No. 1 Technology Capability April 2012 Director; General Manager, Manufacturing Headquarters, and Factory Manager, Okayama Factory April 2015 Director; General Manager, Manufacturing Headquarters June 2016 Managing Director; General Manager, Manufacturing Headquarters; in charge of Group Production Supervision and Technology Development Center April 2019 Managing Director; General Manager, Manufacturing Headquarters; responsible for Group Quality Control; in charge of Group Production Supervision To the present	27,616 shares
		[Reason for nomination as candidate for Director] Mr. Kenji Nagao has a track record of endeavoring to enhance productivity as General Manager of Manufacturing Headquarters since April 2007, and appropriately executes his duties with abundant operational knowledge and experience, and therefore the Company has judged that he is qualified as a Director of the Company.	

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
6	<p style="text-align: center;">Reappointment</p> <p style="text-align: center;">Kozo Mizutani (November 11, 1960)</p>	<p>April 1984 Joined the Company</p> <p>April 2002 General Manager, Sales Strategy Department, Tokyo Branch Office</p> <p>April 2006 Executive Officer; General Manager, Sales Department III, General Manager, Sales Strategy Department, and General Manager, Foods Consultant Office, Tokyo Branch Office</p> <p>April 2009 Executive Officer; Block Manager, Kanto Block III, and in charge of Foods Consultant Office</p> <p>June 2009 Director; Block Manager, Kanto Block III, and in charge of Foods Consultant Office</p> <p>April 2011 Director; in charge of Tokyo Sales Department III and IV, Foods Consultant Office, and H&C Business Department, and responsible for FS Marketing</p> <p>April 2013 Director; Deputy Branch Office Manager, East Japan Branch Office (in charge of Tokyo Sales Department III and IV, Chiba, Yokohama, and West Tokyo Branch Store, Foods Consultant Office, and H&C Business Department), and responsible for FS Marketing</p> <p>April 2015 Director; Deputy Branch Office Manager, East Japan Branch Office; responsible for FS Business; in charge of Tokyo Sales Department III, IV, and V, Kanto, Chiba, and Yokohama Branch Store, Foods Consultant Office, Tokyo Sales Strategy Department and H&C Business Department</p> <p>April 2016 Director; Deputy Branch Office Manager, East Japan Branch Office; responsible for FS Business; in charge of Tokyo Sales Department III, IV, and V, Kanto and Chiba Branch Store, H&C Business Department and Foods Consultant Office</p> <p>April 2019 Director; Branch Office Manager, East Japan Branch Office; responsible for FS Business; in charge of Hokkaido and Yokohama Branch Stores, Tokyo Sales Department V, H&C Business Department and Foods Consultant Office</p> <p>April 2020 Director; Branch Officer Manager, Chubu Branch Office</p> <p>To the present</p>	24,400 shares
<p>[Reason for nomination as candidate for Director] Mr. Kozo Mizutani has endeavored to expand the refrigerator business as Director since June 2009, and has abundant operational knowledge, experience, and achievements. Therefore, the Company has judged that he is qualified as a Director of the Company.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
7	<p><u>Reappointment</u></p> <p>Tatsuo Hino (November 25, 1963)</p>	<p>March 1987 Joined the Company</p> <p>April 2014 Executive Officer; General Manager, Management Headquarters, and General Manager, General Affairs and Human Resources Department</p> <p>April 2015 Executive Officer; General Manager, Management Headquarters, and General Manager, General Affairs Department</p> <p>June 2017 Director; General Manager, Management Headquarters and General Manager, General Affairs Department</p> <p>April 2018 Director; General Manager, Management Headquarters</p> <p>April 2020 Director; General Manager, Management Headquarters, and General Manager, Human Resources Department</p> <p>To the present</p>	12,300 shares
<p>[Reason for nomination as candidate for Director]</p> <p>Mr. Tatsuo Hino has served in the accounting and general affairs divisions, and appropriately executes his duties with abundant operational knowledge and experience, including supervising the Company's management division as General Manager of the Management Headquarters since April 2014. Therefore, the Company has judged that he is qualified as a Director of the Company.</p>			
8	<p><u>Reappointment</u></p> <p>Hiroko Tanaka (April 1, 1965)</p>	<p>October 1999 Established Hiroko Tanaka Office Co., Ltd. (currently Taste One Co., Ltd.)</p> <p>June 2008 Outside Director, MARCHE CORPORATION (scheduled to retire in June 2020)</p> <p>April 2014 Professor, Faculty of Management, Osaka Seikei University</p> <p>April 2016 Professor, Graduate School of Business Administration, Prefectural University of Hiroshima</p> <p>April 2018 Professor, College of Gastronomy Management and in charge of Graduate School of Management, Ritsumeikan University</p> <p>June 2019 Outside Director, the Company (current position)</p> <p>May 2020 Outside Director, Heiwado Co., Ltd. (current position)</p> <p>To the present</p> <p>[Significant concurrent positions]</p> <p>Professor, College of Gastronomy Management and in charge of Graduate School of Management, Ritsumeikan University</p> <p>Outside Director, Heiwado Co., Ltd.</p>	—
<p>[Reasons for nomination as candidate for Outside Director]</p> <p>Ms. Hiroko Tanaka has served successively as a corporate manager and professor at various universities, and possesses extensive knowledge and experience regarding food and management. Furthermore, as she has served as an outside officer of corporations for many years, her insights will be highly valuable to the Company's management, and will lead to the Company's growth. Therefore, the Company has judged that she is qualified as an Outside Director of the Company. Her term of office as Outside Director will be 1 year at the conclusion of this General Meeting of Shareholders.</p>			

- (Notes)
1. There are no special interests between the Company and each candidate.
 2. Ms. Hiroko Tanaka is a candidate for Outside Director. The Company has registered Ms. Hiroko Tanaka as an independent director stipulated by the provisions of the Tokyo Stock Exchange.
 3. To attract highly capable persons as Outside Directors, the Company stipulates in its Articles of Incorporation that it may limit the liability for damages of Outside Directors to the Company to within a certain amount, and such agreement to limit liability has been concluded with Ms. Hiroko Tanaka. If she is reelected, said agreement will continue. The limit for liability damages based on the said agreement is the minimum amount stipulated by laws and regulations.

Proposal 4: Election of Three (3) Directors who are Audit and Supervisory Committee Members

If Proposal 2: “Partial Amendments to the Articles of Incorporation” is approved and resolved as originally proposed, the Company will transition to a company with an Audit and Supervisory Committee.

Accordingly, the election of three (3) Directors who are Audit and Supervisory Committee Members is proposed.

This Proposal shall take effect conditional upon the effectuation of the amendments to the Articles of Incorporation under Proposal 2 “Partial Amendments to the Articles of Incorporation.”

The candidates for Directors who are Audit and Supervisory Committee 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	<div style="border: 1px solid black; padding: 2px;">New appointment</div> Hiroshi Takeuchi (March 28, 1950)	April 1973 Joined Konishiroku Photo Industry Co., Ltd. (currently KONICA MINOLTA, INC.) November 1995 General Manager, Osaka Sales Department, Konica Corporation June 2001 President and Representative Director, Konica Color Imaging Corporation June 2007 Full-time Corporate Auditor, Konica Minolta Opto, Inc. June 2010 Full-time Corporate Auditor, the Company To the present	3,600 shares
		[Reason for nomination as candidate for Outside Director] Mr. Hiroshi Takeuchi has served as a Full-time Corporate Auditor, and possesses abundant knowledge regarding corporate accounting. Therefore, the Company considers him to be an appropriate person to audit business execution, and nominates him as a candidate for Outside Director.	
2	<div style="border: 1px solid black; padding: 2px;">New appointment</div> Takao Fujikawa (March 7, 1950)	April 1973 Joined Mitsui Bank (currently Sumitomo Mitsui Banking Corporation) October 1999 General Manager, Ikebukuro Higashiguchi Corporate Sales Department, Sakura Bank (currently Sumitomo Mitsui Banking Corporation) (Senior General Manager) July 2002 Seconded to SOHGO SECURITY SERVICES CO., LTD. General Manager in charge of assisting Supervisory Department of East Japan Business Headquarters July 2003 Joined SOHGO SECURITY SERVICES CO., LTD. June 2007 Executive Officer In charge of General Affairs, General Manager, General Affairs Department June 2011 Corporate Auditor June 2015 Outside Director, the Company (current position) December 2015 Part-time Corporate Auditor, HORAI Co., Ltd. (retired in December 2019) To the present	—
		[Reason for nomination as candidate for Outside Director] Mr. Takao Fujikawa has participated in management as an Outside Director since June 2015, and has contributed to enhancing the transparency of the Board of Directors with wide knowledge, experience, and an objective perspective. Therefore, the Company has judged that he is qualified to exercise supervision over management. His term of office as Outside Director will be 5 years at the conclusion of this General Meeting of Shareholders.	

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held	
3		May 1979 April 2003	Joined SANYO Electric Co., Ltd General Manager, Technology Development Division and in charge of Staff Department (Intellectual Property)	1,100 shares
	<u>New appointment</u>	July 2006	Officer; Vice President, AV Company, and General Manager, Projector Supervision Business Unit	
	Keiichi Yodoshi (October 25, 1950)	April 2008	Officer; General Manager, Projector Business Division, Digital System Company	
		September 2012	Part-time Lecturer, Faculty of Engineering, OSAKA SANGYO UNIVERSITY	
		June 2016	Outside Director, the Company To the present	
[Reason for nomination as candidate for Outside Director] Mr. Keiichi Yodoshi has participated in management as an Outside Director since June 2016, and has contributed to enhancing the transparency of the Board of Directors with wide knowledge, experience, and an objective perspective. Therefore, the Company has judged that he is qualified to exercise supervision over management. His term of office as Outside Director will be 4 years at the conclusion of this General Meeting of Shareholders.				

- (Notes)
1. There are no special interests between the Company and each candidate.
 2. Mr. Hiroshi Takeuchi, Mr. Takao Fujikawa and Mr. Keiichi Yodoshi are candidates for Outside Director. They are also candidates for independent director stipulated by the provisions of the Tokyo Stock Exchange.
 3. To attract highly capable persons as Outside Directors, the Company stipulates in its Articles of Incorporation that it may limit the liability for damages of Outside Directors and Corporate Auditors to the Company to within a certain amount, and such agreements to limit liability have been concluded with Mr. Hiroshi Takeuchi, Mr. Takao Fujikawa and Mr. Keiichi Yodoshi. If they are elected as Directors who are Audit and Supervisory Committee Members, said agreements that were concluded with Mr. Takao Fujikawa and Mr. Keiichi Yodoshi will continue, and an agreement of the same nature will be concluded with Mr. Hiroshi Takeuchi. The limit for liability damages based on the said agreements is the minimum amount stipulated by laws and regulations.

Proposal 5: Determination of the Amount of Compensation for Directors (excluding Directors who are Audit and Supervisory Committee Members)

The Company will transition to a company with an Audit and Supervisory Committee if Proposal 2 “Partial Amendments to the Articles of Incorporation” is approved and resolved as originally proposed.

At the 65th Annual General Meeting of Shareholders held on June 29, 2016, the amount of compensation for Directors of the Company was approved to be up to 200 million yen per year (of which, up to 30 million yen per year is for Outside Directors) as a portion of fixed compensation, and up to 150 million yen per year as a portion of performance-linked variable compensation, by making a distinction therebetween, and this amount has been adopted to date. In line with the transition to a company with an Audit and Supervisory Committee, it is proposed that these limits be abolished, and a portion of fixed compensation of up to 200 million yen per year (of which, up to 30 million yen per year is for Outside Directors) and a portion of performance-linked variable compensation of up to 150 million yen per year be newly established for Directors (excluding Directors who are Audit and Supervisory Committee Members; hereinafter the same shall apply in this Proposal), in light of the number of Directors as well as the recent economic climate and other circumstances. In addition, as in the past, these amounts of compensation shall not include employee salaries payable to Directors concurrently serving as employees.

The current number of Directors is ten (10) (including three (3) Outside Directors), and the number of Directors (excluding Directors who are Audit and Supervisory Committee Members) subject to this Proposal will be eight (8) (including one (1) Outside Director), if Proposal 2 “Partial Amendments to the Articles of Incorporation” and Proposal 3 “Election of Eight (8) Directors (excluding Directors who are Audit and Supervisory Committee Members)” are approved and resolved as originally proposed.

In addition, this Proposal shall take effect conditional upon the effectuation of the amendments to the Articles of Incorporation under Proposal 2 “Partial Amendments to the Articles of Incorporation.”

The method for calculating the new performance-linked compensation and reasons for deeming the introduction reasonable are as follows:

(Calculation method)

- The index representing profit that serves as the basis shall be operating profit before deducting performance-linked compensation (hereinafter, “non-consolidated operating profit”), and an increase in prepaid pension costs or a decrease in provision for retirement benefits (excluding actuarial differences and other costs recorded as extraordinary income or losses) shall be deducted therefrom.
- Amount of performance-linked compensation by position for each Director shall be as follows (amounts less than 0.1 million yen are omitted):

Director and President:	0.34% of non-consolidated operating profit (Payment rate: 0.34)
Director and Vice President:	0.31% of non-consolidated operating profit (Payment rate: 0.31)
Senior Managing Director:	0.29% of non-consolidated operating profit (Payment rate: 0.29)
Managing Director:	0.25% of non-consolidated operating profit (Payment rate: 0.25)
Director	0.22% of non-consolidated operating profit (Payment rate: 0.22)
- However, Directors who have not been in office for at least three (3) years will receive an amount based on the abovementioned payment rate multiplied by 0.75. This calculation method does not apply to Outside Directors who do not engage in business execution.
- The upper and lower limits of the total amount of compensation shall be 150 million yen and 0 yen, respectively. In the case that a total payment amount is 150 million yen, each payment amount shall be obtained by multiplying by 150 million yen the payment rate by position, which was divided by the total of payment rates for all Directors (amounts less than 0.1 million yen are omitted).
- If a Director retires from the position during a period, performance-linked compensation shall be calculated assuming that he/she has served his/her full term of office, and the obtained amount shall be proportionally divided based on the number of the months in office (amounts less than 0.1 million yen are omitted).

(Reasons for deeming the introduction reasonable)

The performance-linked compensation has been introduced based on the belief that increasing the link between Directors’ compensation and corporate performance, among other factors, will raise their motivation and morale for a better corporate performance through proper corporate management.

Proposal 6: Determination of the Amount of Compensation for Directors who are Audit and Supervisory Committee Members

The Company will transition to a company with an Audit and Supervisory Committee if Proposal 2 “Partial Amendments to the Articles of Incorporation” is approved and resolved as originally proposed.

Accordingly, it is proposed that the amount of compensation for Directors who are Audit and Supervisory Committee Members be set at up to 50 million yen per year, in light of the responsibilities and the number of Directors who are Audit and Supervisory Committee Members as well as the recent economic climate and other circumstances.

The number of Directors who are Audit and Supervisory Committee Members subject to this Proposal will be three (3), if Proposal 2 “Partial Amendments to the Articles of Incorporation” and Proposal 4 “Election of Three (3) Directors who are Audit and Supervisory Committee Members” are approved and resolved as originally proposed.

In addition, this Proposal shall take effect conditional upon the effectuation of the amendments to the Articles of Incorporation under Proposal 2 “Partial Amendments to the Articles of Incorporation.”

Proposal 7: Payment of Retirement Benefits to Two (2) Retiring Corporate Auditors

It is proposed that retirement benefits be paid to Corporate Auditors Mr. Masao Hama and Mr. Hiroaki Nishii, who will retire at the conclusion of this General Meeting of Shareholders, within a reasonable range pursuant to the Company’s certain standards in order to reward their services during their terms of office. In addition, it is proposed that the specific amount, and timing and method of payment, etc. be entrusted to the discussion to be held by Directors who are Audit and Supervisory Committee Members.

Past experience of retiring Corporate Auditors is as follows:

Name	Past experience	
Masao Hama	June 2016	Corporate Auditor, the Company To the present
Hiroaki Nishii	June 2016	Corporate Auditor, the Company To the present