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> (Securities Code 2811) March 6, 2019

To Shareholders with Voting Rights:

Naoyuki Terada President & Representative Director Kagome Co., Ltd. 3-14-15 Nishiki, Naka-ku, Nagoya, Aichi 460-0003 Japan

# NOTICE OF THE 75TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

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

You are cordially invited to attend the 75th Annual General Meeting of Shareholders of Kagome Co., Ltd. (the "Company"). The meeting will be held for the purposes as described below. Please also see the Annual Securities Report, which will be disclosed on Friday, March 15th, prior to the General Meeting of Shareholders.

If you are unable to attend the meeting, you may exercise your voting rights via the Internet, or by sending the Voting Rights Exercise Form enclosed herewith by postal mail. Please review the attached Reference Documents for the General Meeting of Shareholders starting from page 5, and exercise your voting rights in accordance with the Guide to Exercising Voting Rights on page 3.

1. Date and Time: Wednesday, March 27, 2019 at 10:00 a.m. Japan time

(Reception starts at 9:00 a.m.)

2. Place: Century Hall, Nagoya Congress Center, located at

1-1 Atsuta-nishimachi, Atsuta-ku, Nagoya, Aichi Prefecture, Japan

Please be advised that attendees will be guided to the second venue once all of

the seats in Century Hall are taken.

\*In the second venue, a video coverage of the meeting is available for viewing.

3. Meeting Agenda:

Matters to be reported: 1. The Business Report, Consolidated Financial Statements and

Non-consolidated Financial Statements for the Company's 75th Fiscal Year (January 1, 2018 - December 31, 2018)

2. Results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee

Proposals to be resolved:

**Proposal 1:** Election of eight (8) Directors (excluding Directors who are Audit and

Supervisory Committee Members)

**Proposal 2: Election of Accounting Auditor** 

### Disclosure via the Internet

- 1. "Status of Employees," "Matters related to Stock Acquisition Rights, etc.," "Status of Accounting Auditor" and "Structure and Policy of the Company" in the [Business Report], "Consolidated Statements of Changes in Net Assets," "(For Reference) Consolidated Statements of Cash Flows" and "Notes to the Consolidated Financial Statements" in the [Consolidated Financial Statements] and "Statements of Changes in Net Assets" and "Notes to the Non-consolidated Financial Statements" in the [Non-consolidated Financial Statements] are available online via the Company's website, indicated below, pursuant to provisions of laws and regulations as well as the Articles of Incorporation of the Company, and are therefore not included in this Notice. The aforementioned documents (available in Japanese only) posted on the Company's website are subject to audits by the Accounting Auditor and the Audit and Supervisory Committee.
- 2. Any updates to the Reference Documents for the General Meeting of Shareholders, the Business Report, the Consolidated Financial Statements and the Non-consolidated Financial Statements will be posted on the Company's website.

The Company's website: <a href="https://www.kagome.co.jp/company/ir/">https://www.kagome.co.jp/company/ir/</a>

Guide to Exercising Voting Rights

Please exercise your "voting rights," which are rights that allow you to be involved in the management of the Company.

The following methods are available for exercising your voting rights.

Please exercise your voting rights after reviewing the **Reference Documents for the General Meeting of Shareholders** starting from page 5.

## Shareholders who will be attending the meeting

Please present the enclosed Voting Rights Exercise Form at the reception desk. Souvenirs will be given to the attending shareholders after the meeting. Also, attendees will be asked to present this Notice upon arrival.

\*Please note that person who are not shareholders with voting rights, such as non-shareholder proxies or persons accompanying shareholders, are not allowed to attend the meeting (except accompanying person, etc. who will assist a shareholder with a disability.)

Date and time of the meeting

Wednesday, March 27, 2019 at 10 a.m. (Doors open at 9 a.m.)

## Shareholders who will not be attending the meeting

If you are unable to attend the meeting, you may exercise your voting rights by postal mail or electronic means.

## Exercise of voting rights by postal mail

Please indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and return it. If there is no indication of approval or disapproval for a proposal on the Voting Rights Exercise Form, it will be deemed that approval has been indicated for that proposal made by the Company.

#### Deadline

Voting Rights Exercise Forms should arrive no later than 5:30 p.m. on Tuesday, March 26,

## **Exercise of voting rights via the Internet**

For details, please see page 4.

Please access the voting rights exercise website (<a href="https://evote.tr.mufg.jp/">https://evote.tr.mufg.jp/</a>) via a personal computer, a smartphone or a cellular phone, enter the "log in ID" and "temporary password," which are indicated on the Voting Rights Exercise Form enclosed herewith, and follow the instructions on the voting rights exercise website to indicate your vote for or against the proposals.

#### Deadline

Voting rights should be exercised no later than 5:30 p.m. on Tuesday, March 26, 2019.

## Procedures for Exercising Voting Rights via the Internet

You can exercise your voting rights via the Internet only by accessing the Company's designated **voting rights exercise website** (https://evote.tr.mufg.jp/) via a personal computer, a smartphone or a cellular phone.

You may access the website via smartphone without entering the "log in ID" and "temporary password." You may login to the website by scanning the "QR code for log in" provided on the right-hand side of the voting stub of the Voting Rights Exercise Form enclosed herewith.

\*You may exercise your voting rights only once by using smartphone.

If you log in to the website for more than once, please follow the instructions below.

Please confirm the "log in ID" and "temporary password," which are indicated on the Voting Rights Exercise Form enclosed herewith. You will need to enter them when you exercise your voting rights via the Internet.

#### Points to note

- Votes via the Internet will be accepted until 5:30 p.m. on the day before the general meeting of shareholders (Tuesday, March 26, 2019).
- If you exercise your voting rights both by postal mail and via the Internet, only the Internet vote shall be considered valid.
- If you exercise your voting rights multiple times via the Internet, only the last vote cast shall be considered valid.

### Inquiries about the system, etc. (Help Desk)

Securities Agency Division, Mitsubishi UFJ Trust and Banking Corporation

Telephone: **0120-173-027** (operating hours: 9:00 a.m. - 9:00 p.m.; toll free within Japan)

# **Reference Documents for the General Meeting of Shareholders**

**Proposal 1:** Election of eight (8) Directors (excluding Directors who are Audit and Supervisory Committee Members)

The terms of office of all seven (7) Directors (excluding Directors who are Audit and Supervisory Committee Members; the same shall apply throughout this proposal), will expire at the conclusion of this year's Annual General Meeting of Shareholders.

Accordingly, the election of eight (8) Directors, including three (3) External Directors, is proposed.

The candidates for Directors are as follows:

		nectors are as ronov	Positions and responsibilities at the	Attendance at the Board of
No.	Nai	me	Company	Directors meetings
1	Naoyuki Terada [Reappointment]		President & Representative Director	100 %
	,	- **	•	(14 out of 14 meetings)
2	Yoshihide Watanabe	[Reappointment]	Director & Senior Managing Executive	100 %
			Officer	(14 out of 14 meetings)
			Assistant to President and responsible	
			for Special Assignment Projects and	
			Global Industrial and Institutional	
3	Katsuyuki Miwa	[Reappointment]	Director & Senior Managing Executive	100 %
			Officer	(14 out of 14 meetings)
			Assistant to President and responsible	
			for Special Assignment Projects	
4	Hirohisa Kobayashi	[New appointment]	Managing Executive Officer	_
			Director, Sales Division	
5	Satoshi Yamaguchi	[New appointment]	Executive Officer	_
			Director, Vegetable Business Division	
			and General Manager, Vegetable	
			Solution Department	
6	Seiichi Kondo	[Reappointment]	External Director	100 %
		[External Director]		(14 out of 14 meetings)
7	Takayuki Hashimoto	[Reappointment]	External Director	100 %
		[External Director]		(14 out of 14 meetings)
8	Hidemi Sato	[Reappointment]	External Director	100 %
		[External Director]		(14 out of 14 meetings)

	No.	Name (Date of birth)		Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
Ī			April 1978	Joined the Company	
			April 2004	General Manager, Sales Promotion Department	
			June 2005	Director & Executive Officer	
		Naoyuki Terada	April 2006	General Manager, Tokyo Sales Office	
		(February 5, 1955)	June 2008	Director & Managing Executive Officer	12 400
			June 2008	Director, Consumer Business Division	12,400
		[Reappointment]	April 2010	Director & Senior Managing Executive Officer	
			April 2010	Sales Division Director	
	1		November 2013	Representative Director & Senior Managing Executive Officer	
	1		January 2014	President & Representative Director (to present)	
		[Reason for nomination as candidate for Director]			

As President & Representative Director, Mr. Naoyuki Terada is responsible for managing the Group and has established the long-term vision and the medium-term management plan, and is leading its business through his strong leadership. In addition, he is advocating the slogan "work style reform is lifestyle reform" and actively working for promotion of women's participation and reform of corporate culture. In light of this track record and his extensive experience in the product development, marketing and sales departments, etc., the Company proposes his reappointment as Director in the belief that he is suitable for realizing sustainable growth and medium- and long-term improvement of corporate value of the Company.

		April 1982	Joined The Nippon Credit Bank, Ltd.	
			(currently Aozora Bank, Ltd.)	
		May 1998	Joined Cerberus Japan K.K.	
		May 2003	Joined Industrial Revitalization Corporation of Japan	
		April 2007	Joined the Company; Special Adviser	
		June 2008	Executive Officer	
	Yoshihide Watanabe	June 2008	General Manager, Corporate Planning Department, Corporate	
	(March 4, 1958)		Planning Division	
	(March 4, 1936)	April 2009	Director, Corporate Planning Division	18,500
	[Doonnointment]	June 2009	Director & Executive Officer	
	[Reappointment]	June 2011	Director & Managing Executive Officer	
		March 2016	Director & Senior Managing Executive Officer of the Company	
2			(to present)	
2		October 2017	Assistant to President and responsible for Special Assignment	
			Projects	
		October 2018	Assistant to President and responsible for Special Assignment	
			Projects and Global Industrial and Institutional (to present)	

[Reason for nomination as candidate for Director]

As Director & Senior Managing Executive Officer, Mr. Yoshihide Watanabe is responsible for managing the Group. He is pushing forward with optimizing the allocation of management resources and reforming working styles through supervising initiatives to quantify all the operational standards and results (Kagome Process Innovation) and conducting review and visualization of tasks. In light of this track record and his extensive experience at a financial institution, the Industrial Revitalization Corporation of Japan and the corporate planning department, etc. of the Company, the Company proposes his reappointment as Director in the belief that he is suitable for realizing sustainable growth and medium- and long-term improvement of corporate value of the Company.

Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions		Number of shares of the Company held	
Katsuyuki Miwa (August 5, 1955) [Reappointment]	April 1979 April 2005 March 2009  April 2010 April 2010 April 2012  April 2013 April 2013 June 2013 March 2016 October 2017	Joined the Company President & Representative Director of Kagome Labio Co., Ltd. General Manager, Komaki Plant, Production & Purchasing Division of the Company Executive Officer General Manager, Production Department, Production & Purchasing Division General Manager, Purchasing Department, Production & Purchasing Division Managing Executive Officer Director, Production & Purchasing Division Director & Managing Executive Officer Director & Senior Managing Executive Officer (to present) Assistant to President and responsible for Special Assignment Projects (to present)	16,800	
[Reason for nomination as candidate for Director] As Director & Senior Managing Executive Officer, Mr. Katsuyuki Miwa is responsible for managing the Group. He supervises the Company's Vegetable Processing Business Project, and is promoting identification of issues and business development toward achieving the Company's long-term vision of "Transform from a 'tomato company' to a 'vegetable company'." In light of this track record and his extensive experience in the production and procurement department, management of subsidiaries, etc., the Company proposes his reappointment as Director in the belief that he is suitable for				
Hirohisa Kobayashi (July 16, 1961) [New appointment]	April 1984 November 2005 October 2006 April 2009 January 2014 January 2014 October 2015 October 2018	Joined the Company General Manager, Taiwan Kagome Co., Ltd. General Manager, Probiotics Business Unit (responsible for marketing) General Manager, Consumer Sales Department, Osaka Branch Executive Officer Director, Consumer Business Division Managing Executive Officer (to present) Director, Marketing Division Director, Sales Division (to present)	1,600	
	(Date of birth)  Katsuyuki Miwa (August 5, 1955)  [Reappointment]  [Reason for nomination of the company of the	(Date of birth)  April 1979 April 2005 March 2009  April 2010 April 2010 April 2010 April 2012  [Reappointment]  April 2013 April 2013 April 2013 June 2013 March 2016 October 2017  [Reason for nomination as candidate for As Director & Senior Managing Executive supervises the Company's Vegetable Prodevelopment toward achieving the Company company'." In light of this track record a management of subsidiaries, etc., the Correalizing sustainable growth and medium  April 1984 November 2005 October 2006  Hirohisa Kobayashi (July 16, 1961) April 2009 January 2014 January 2014 October 2015 October 2015 October 2015 October 2018	(Date of birth)  April 1979 April 2005 April 2005 March 2009 April 2010 Executive Officer April 2010 April 2012 April 2012 April 2010 April 2012 April 2012 April 2013 April 2014 April 2016 April 2017 April 2017 April 2018 April 2018 April 2019 April 2019 April 2010 April 2010 April 2013 April 2013 April 2013 April 2013 April 2013 April 2013 April 2014 April 2015 April 2016 April 2017 Assistant to President and responsible for Special Assignment Projects (to present)  [Reason for nomination as candidate for Director As Director & Senior Managing Executive Officer (to present) As Director & Senior Managing Executive Officer, Mr. Katsuyuki Miwa is responsible for managing the Gr supervises the Company's Vegetable Processing Business Project, and is promoting identification of issues development toward achieving the Company's long-term vision of "Transform from a 'tomato company' to company'." In light of this track record and his extensive experience in the production and procurement dep management of subsidiaries, etc., the Company proposes his reappointment as Director in the belief that he realizing sustainable growth and medium- and long-term improvement of corporate value of the Company.  April 1984 November 2005 October 2006 General Manager, Probiotics Business Unit (responsible for marketing) April 2009 January 2014 Executive Officer Inway 2014 Director, Consumer Business Division October 2015 Managing Executive Officer (to present) October 2015 Director, Marketing Division	

As Managing Executive Officer and Director of Sales Division, Mr. Hirohisa Kobayashi is responsible for managing the Company. He supervises the Company's Sales Division, and is realizing enhancement of the value of business activities through the evolution of cooperation and expansion and increasing productivity through the improvement of sales management system. In light of this track record and his extensive experience in the product development and marketing departments, the Company proposes his appointment as Director in the belief that he is suitable for realizing sustainable growth and medium- and long-term improvement of corporate value of the Company.

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions		Number of shares of the Company held	
5	Satoshi Yamaguchi (December 29, 1960) [New appointment]	April 1983 April 2003 April 2010 April 2010 October 2015 October 2018	Joined the Company General Manager, Institutional & Industrial Business Unit Executive Officer (to present) Director, Institutional & Industrial Business Division Director, Innovation Division Director, Vegetable Business Division and General Manager, Vegetable Solution Department (to present) Managing Executive Officer (scheduled)	3,800	
	[Reason for nomination as candidate for Director]  As Executive Officer and Director of Vegetable Business Division, Mr. Satoshi Yamaguchi is responsible for managing the Company. He supervises the Company's vegetable business, and is developing business model for the vegetable processing business and promoting reforms in earnings structure of the fresh vegetable business. In light of this track record and his extensive experience in the institutional & industrial business and research departments, the Company proposes his appointment as Director in the belief that he is suitable for realizing sustainable growth and medium- and long-term improvement of corporate value of the Company				
	Seiichi Kondo (March 24, 1946)	April 1972 July 1988 September 1999 July 2003	Joined the Ministry of Foreign Affairs of Japan Director, International Press Division, Ministry of Foreign Affairs Deputy Secretary-General, Organization for Economic Co-operation and Development Director-General, Cultural Affairs Department, Ministry of		

August 2014 Outside Director
[Reason for nomination as candidate for External Director]

With his rich experience in overseas assignments of central government ministries and agencies and knowledge of economy, as exemplified by his participation in the formulation of the OECD Principles of Corporate Governance, Mr. Seiichi Kondo, as an External Director, gives proper advice on and supervises management of the Company, which aims to expand business overseas. In addition, as a member of the Remuneration and Nomination Advisory Committee, he is contributing to the improvement of transparency and fairness of management. Although he has never been involved in corporate management other than by serving as an External Director, the Company proposes his reappointment as External Director based on the above.

Outside Director of Pasona Group Inc.

Inc.) (to present)

No.	Name (Date of birth)		Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held	
7	Takayuki Hashimoto (July 9, 1954)  [Reappointment] [External Director]  [Term of office as External Director: four years and nine months]	April 1978 April 2000 April 2003 January 2007 April 2008 January 2009 May 2012 June 2014 January 2015 June 2016 June 2016 May 2017	Joined IBM Japan, Ltd. Vice President, Small & Medium Business, Japan Vice President, Business Partner & Personal Computing & System Group General Manager, Global Technology Services, Japan General Manager, Sales, Japan General Manager, IBM Japan Chairman, IBM Japan External Director of the Company (to present) Vice Chairman, IBM Japan Outside Auditor of IHI Corporation (to present) Outside Member of the Board of Mitsubishi Chemical Holdings Corporation (to present) Outside Director of CHUBU Electric Power Co., Inc. (to present) Honorary Advisor, IBM Japan (to present)	1,800	
	[Reason for nomination as candidate for External Director] With his extensive experience and knowledge as a manager of a highly diversified global company, Mr. Takayuki Hashimoto, as an External Director, gives proper advice on and supervises management of the Company, which is pushing forward with diversity and business globalization. In addition, as a member of the Remuneration and Nomination Advisory Committee, he is contributing to the improvement of transparency and fairness of management. The Company proposes his reappointment as External Director based on the above.				
8	Hidemi Sato (February 17, 1959)  [Reappointment] [External Director]  [Term of office as External Director: two year]	April 1981 March 1996 April 1997 April 1999 April 2015 March 2017	Joined Mitsubishi Electric Corporation Completed Doctoral Program at Graduate School of Ochanomizu University; took a doctorate (Doctor of Philosophy in Food Science) Part-time lecturer at Fukushima University, The Open University of Japan, Nippon Veterinary and Animal Science University (currently Nippon Veterinary and Life Science University) Part-time lecturer at Mejiro University College Visiting professor at Nippon Veterinary and Life Science University (to present) External Director of the Company (to present)	-	
	[Reason for nomination as candidate for External Director] With her extensive experience and knowledge pertaining to food and nutrition education, cultivated from considerable research activities regarding food and many years of nutrition education activities, Dr. Hidemi Sato, as an External Director, gives proper advice on and supervises management of the Company, with the aim of realizing its medium- and long-term vision of helping solve social problems through food. Although she has never been involved in corporate management in the past except for serving as External Director, the Company proposes her reappointment as External				

#### Notes:

Director based on the above.

- 1. There are no special interests between the Company and any of the above candidates for Directors.
- 2. Messrs. Seiichi Kondo and Takayuki Hashimoto and Dr. Hidemi Sato are candidates for External Directors.
- 3. Messrs. Seiichi Kondo and Takayuki Hashimoto and Dr. Hidemi Sato satisfy the Standards for Judging the Independence of Independent External Directors of the Company, and they have been or will be notified as Independent Directors/Auditors, as required by the Tokyo Stock Exchange, Inc. for the purpose of protecting the general shareholders. For details about the Standards for Judging the Independence of Independent External Directors of the Company, please refer to page 10.
- 4. Pursuant to provisions of its Articles of Incorporation, the Company entered into agreements with Messrs. Seiichi Kondo and Takayuki Hashimoto and Dr. Hidemi Sato when they took office as External Directors to limit their liability for compensation for damages, which is stipulated in Article 423, Paragraph 1 of the Companies Act, to the amount specified by the laws and regulations. If each candidate is reappointed, the Company plans to continue the aforementioned liability limitation agreements with them.

#### **Opinion of the Audit and Supervisory Committee**

The Audit and Supervisory Committee has carefully examined the appointment of the Company's Directors and the remuneration of Directors, excluding Directors who are Audit and Supervisory Committee Members, which also involved the checking of discussions made at the Remuneration and Nomination Advisory Committee.

With regard to the appointment of Directors, the Committee determined that the nomination procedures were appropriate, and has judged that each candidate is suitable as a Director of the Company after evaluating him/her in terms of the status of the performance of duties and achievements during the fiscal year under review, remarks made at the Board of Directors meetings, career background and experience, etc. In addition, with regard to the remuneration of Directors, excluding Directors who are Audit and Supervisory Committee Members, the Committee has judged that the decision-making procedures are appropriate, and that the remuneration packages etc. are reasonable based on the concept of the remuneration system and the calculation method used to compute the specific remuneration amount etc.

#### (For Reference)

### The Company's Policy on Appointing Directors

To realize enhancement of the corporate value of the Company over the medium- to long-term through exercising the advisory and monitoring functions of the Board of Directors to the fullest extent, the Company believes it is desirable to have an optimal size of the Board of Directors to enable high-quality deliberation while ensuring diversity and balance in the composition of the Board of Directors in terms of age, gender, knowledge, capability and experience. Procedure for appointing candidates is determined at the Board of Directors after deliberation at the Remuneration and Nomination Advisory Committee consisting of a majority of external directors.

The Board of Directors currently consists of 10 members, including seven (7) Directors (excluding Directors who are Audit and Supervisory Committee Members) and three (3) Directors who are Audit and Supervisory Committee Members, of which five (5) are independent external directors. Our external directors come from a variety of backgrounds such as a company owner, diplomat, academic, certified public accountant and attorney, etc. and have extensive experience and knowledge that contribute to the diversity management and business globalization included in our medium- to long-term vision and the achievement of longer, healthier lives through food.

#### The Company's Procedures for Appointing Directors

With regard to nomination of Directors, the Company has established the Remuneration and Nomination Advisory Committee, in which Independent External Directors account for one half or more of its members, to ensure fairness and appropriateness in nomination of Directors, by respecting the advice of the committee to the fullest extent at the Board of Directors meetings.

#### Standards for Judging the Independence of Independent External Directors of the Company

The Company deems an External Director to have sufficient independence in the event that he/she meets the Standards for Judging Independence as described below:

- 1) A person who is not or was not in the past a Director, Audit & Supervisory Board Member (excluding Outside Officer), Executive Officer or employee of the Kagome Group
- 2) A person who is not or has not been a major shareholder of the Kagome Group in the past five business years (pertains to a shareholder who holds 10% or more of the total voting rights of the shares of the Kagome Group), or a person who is not Director, Corporate Auditor, Executive, Executive Officer or employee of an entity for which the Kagome Group is a major shareholder
- 3) A person who is not Director, Corporate Auditor (excluding Outside Officer), Executive, Executive Officer or employee of a major business partner of the Kagome Group (pertains to a business partner whose amount of transactions with the Kagome Group is 2% or more of the consolidated net sales of the Kagome Group in any of the past three business years)
- 4) A person who is not Director, Corporate Auditor (excluding Outside Officer), Executive, Executive Officer or employee of an entity for which the Kagome Group is a major business partner (pertains to a business partner whose amount of transactions with the Kagome Group accounts for 2% or more of the consolidated net sales of the business partner in any of the past three business years)

- 5) A person who is not officer or employee of corporations or organizations that receive a large amount of donations\* from the Kagome Group
  - \* An average of 10 million yen or more annually in the past three business years, or an amount that is 2% or more of net sales or total revenue of the recipient
- 6) A person who is not Director, Corporate Auditor (excluding Outside Officer), Executive, Executive Officer or employee of a corporation which mutually exchanges Directors, Corporate Auditors or Executive Officers with the Kagome Group
- 7) A person who has not been representative partner, partner or employee of the accounting auditor of the Kagome Group in any of the past five years
- 8) A person who is not an attorney-at-law, a certified public accountant, a certified tax accountant, consultant or other professional who receives a large amount of remuneration\* from the Kagome Group, other than compensation as an officer
  - On the average in the past three business years, 10 million yen or more in the case of an individual and 2% or more of consolidated net sales in the case of a corporation
- 9) A person who is not the spouse, a relative within the second degree of kinship or a relative living together of any person described in 1) through 8) above
- 10) A person whose total term of tenure as External Director is within eight years

Note: The Kagome Group refers to Kagome Co., Ltd. and its subsidiaries.

## **Proposal 2:** Election of Accounting Auditor

The term of office of Nagoya Audit Corporation, the Accounting Auditor of the Company, will expire at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, the Company seeks shareholders' approval with respect the appointment of PricewaterhouseCoopers Aarata LLC as the new Accounting Auditor based on the decision of the Audit and Supervisory Committee.

Reason for appointing PricewaterhouseCoopers Aarata LLC as a candidate for Accounting Auditor
Taking the Company's voluntary adoption of the International Financial Reporting Standards (IFRS) as
an opportunity, in order to appoint an Accounting Auditor who has a more global audit implementation
system, the Audit and Supervisory Committee determined to reconsider the Accounting Auditor based on the
Company's "Accounting Auditor Assessment Standards."

After comprehensively taking into account the facts that PricewaterhouseCoopers Aarata LLC has expertise, independence and quality control system required for an Accounting Auditor and that it is a member of the global network of PricewaterhouseCoopers that provides accounting audit services internationally, the Audit and Supervisory Committee has determined that PricewaterhouseCoopers Aarata LLC is qualified to be the Company's Accounting Auditor and appointed it as a candidate for the Accounting Auditor.

2. The candidate for Accounting Auditor

The candidate for Accounting Auditor is as follows:

Name	PricewaterhouseCoopers Aarata LLC		
Address of office	Otemachi Park Building, 1-1-1 Otemachi, Chiyoda-ku, Tokyo		
	June 2006	Establishment of Aarata Kansa PricewaterhouseCoopers (PwC	Hojin (as a member firm in Japan of ))
	July 2006	Commencement of operations	
Firm history	July 2015	Changed corporate name to "PwC Aarata Kansa Hojin"	
	July 2016	Converted to a "limited liability audit corporation"	
		Changed corporate name to "Pv	wC Aarata Yugen Sekinin Kansa Hojin"
		(English name: PricewaterhouseCoopers Aarata LLC)	
	Capital	JPY 1 billion	
	Staffing	Partners	149
		CPAs	925
Profile		Assistant CPAs and those who 478 passed all parts of the CPA Exam	
		U.S.CPAs and other professionals 1,057	
		Clerks	579
		Total	3,188
			(as of December 31, 2018)

The candidate for the Accounting Auditor received remuneration from the Company and its subsidiaries for the advisory services for the introduction of IFRS and the establishment of internal control in the past two years, and may receive remuneration from the Company and its subsidiaries in the future.