

Securities code: 2659

May 7, 2021

To our shareholders:

Tessei Uechi  
President, Chief Executive Officer  
**SAN-A CO., LTD.**  
7-2-10, Oyama, Ginowan-City, Okinawa

## **Notice of the 51st Ordinary General Meeting of Shareholders**

We are pleased to announce the 51st Ordinary General Meeting of Shareholders of SAN-A CO., LTD. (the “Company”), which will be held as indicated below.

This year, to prevent the spread of the novel coronavirus, the Company asks shareholders to exercise voting rights in writing or via the internet, and regardless of individual health conditions, to avoid attending the General Meeting of Shareholders in person.

Please review the attached Reference Documents for the General Meeting of Shareholders described hereinafter, and exercise your voting rights in accordance with the Guide to Exercising Your Voting Rights (available only in Japanese), no later than Monday, May 24, 2021, at 6:00 p.m. (JST).

- 1. Date and Time:** Tuesday, May 25, 2021, at 10:00 a.m. (JST)  
(Doors open at 9:00 a.m.)
- 2. Venue:** Large Banquet Hall “Hagoromo,” 2nd floor, Laguna Garden Hotel  
4-1-1, Mashiki, Ginowan-City, Okinawa

**3. Purpose of the Meeting:**

**Matters to be reported:**

1. The Business Report and the Consolidated Financial Statements for the 51st fiscal year (from March 1, 2020 to February 28, 2021), and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit and Supervisory Committee
2. The Non-consolidated Financial Statements for the 51st fiscal year (from March 1, 2020 to February 28, 2021)

**Matters to be resolved:**

- Proposal No. 1:** Appropriation of Surplus
- Proposal No. 2:** Partial Amendments to the Articles of Incorporation
- Proposal No. 3:** Election of Seven (7) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
- Proposal No. 4:** Election of Three (3) Directors Who Are Audit and Supervisory Committee Members
- Proposal No. 5:** Determination of Remuneration to Grant Restricted Shares to Directors (Excluding Directors Who Are Audit and Supervisory Committee Members and Outside Directors)

< Notice regarding the novel coronavirus >

Below, please find a guide to our measures to prevent the spread of the novel coronavirus. We ask for the understanding and cooperation of our shareholders.

1. The Company asks shareholders to exercise voting rights in writing or via the internet to avoid attending the Meeting this year.
2. Because we are implementing appropriate measures to prevent infection at the General Meeting of Shareholders, we have spaced out seats and greatly reduced the number of seats compared to normal years. Please understand that even if you come to the venue on the day of the Meeting, you may be refused entry.
3. There may also be specific measures put in place for infection prevention, such as putting in alcohol disinfectant and taking attending shareholders' temperature, by the venue hosting the meeting, and your cooperation is appreciated.
4. Organizing staff members may reach out to any attending shareholders who look unwell, and they may disallow those shareholders from attending. Your understanding on this matter is appreciated.
5. If you attend the General Meeting of Shareholders in person, we request that you consider the condition of your health on that day and take precautions to prevent the spread of infection by wearing a mask, etc.

< Suspension of gifts >

As it is important to put the safety of shareholders first, the Company has decided to forgo the gifts normally distributed to shareholders who attend the General Meeting of Shareholders as part of the measures to prevent the spread of the novel coronavirus. Your understanding on this matter is appreciated.

- When you attend the Meeting, you are kindly requested to present the enclosed voting form at the reception. We would appreciate it if you could arrive at the meeting venue a little early as the reception will be extremely crowded immediately before the opening of the Meeting.
- Of the attached documents to this Notice, the “Notes to the Consolidated Financial Statements” and the “Notes to the Non-consolidated Financial Statements” are posted via the internet on the Company’s website (<https://www.san-a.co.jp/>) pursuant to the provisions of laws and regulations and Article 14 of the Company’s Articles of Incorporation. Accordingly, they are not provided in the attached documents to this Notice.  
Also, the Consolidated Financial Statements and Non-consolidated Financial Statements, which were audited by the Audit and Supervisory Committee when preparing the audit report and by the Financial Auditor when preparing the financial audit report, contain not only the information provided in the attached documents to this Notice, but also the matters that require disclosure in the “Notes to the Consolidated Financial Statements” and the “Notes to the Non-consolidated Financial Statements.”
- If any changes are made to the Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements or to the Reference Documents for the General Meeting of Shareholders, such changes will be posted on the Company’s website (<https://www.san-a.co.jp/>).  
(The above-mentioned information is only available in Japanese.)

# Reference Documents for the General Meeting of Shareholders

## Proposal No. 1: Appropriation of Surplus

The Company recognizes the appropriate return of profit to shareholders as an important management priority. The Company's basic policy is to provide a stable return of profit, in accordance with the economic conditions, industry trends, progress of business performance and other factors, while taking into account the enhancement of profitability of the Company's business and its financial standing over the medium to long term. Based on such policy, and in consideration of the future business development and other factors, the Company proposes the payment of year-end dividends and other appropriation of surplus as follows:

### 1. Matters regarding the year-end dividends

#### (1) Type of dividend property

To be paid in cash.

#### (2) Allotment of dividend property and total amount thereof

The Company proposes a dividend of ¥55 per common share of the Company.

The total amount of dividends will be ¥1,757,974,680

#### (3) Effective date of dividends of surplus

May 26, 2021

### 2. Matters regarding the other appropriation of surplus

#### (1) Item of surplus to be decreased and amount of decrease

Retained earnings brought forward: ¥4,200,000,000

#### (2) Item of surplus to be increased and amount of increase

General reserve: ¥4,200,000,000

**Proposal No. 2:** Partial Amendments to the Articles of Incorporation

1. Reasons for the proposal

In line with the current state of the Company's business activities, to clarify the details of the Company's business, we are adding the purpose of the Company's business to Article 2. (Purpose) of our current Articles of Incorporation.

2. Details of the amendments

Details of the amendments are as follows:

(Underlined portions indicate the parts that are to be amended.)

Current Articles of Incorporation	Proposed Amendments
Article 1. (Text omitted)	Article 1. (Unchanged)
Article 2. (Purpose) The purpose of the Company shall be to engage in the following business activities: 1 to 7 (Text omitted) (Newly established)	Article 2. (Purpose) The purpose of the Company shall be to engage in the following business activities: 1 to 7 (Unchanged) <u>8 Sales, construction and incidental work of household electrical appliances, petroleum appliances, gas appliances, kitchen equipment, household equipment and devices, solar-power charging equipment, electrical charging equipment, water supply and drainage equipment, climate control equipment and devices, sanitary devices, agricultural equipment, and disaster-prevention and safety-related equipment and devices</u>
<u>8 to 12</u> (Text omitted)	<u>9 to 13</u> (Unchanged)

**Proposal No. 3:** Election of Seven (7) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

At the conclusion of the General Meeting of Shareholders, the terms of office of all seven (7) Directors (excluding Directors who are Audit and Supervisory Committee Members) will expire. Therefore, the Company proposes the election of seven (7) Directors (excluding Directors who are Audit and Supervisory Committee Members). Also, the Audit and Supervisory Committee has expressed the opinion that, in regard to this proposal, there are no matters that need to be stated at the General Meeting of Shareholders.

The candidates for Directors (excluding Directors who are Audit and Supervisory Committee Members) are as follows:

Candidate No.	Name	Current Position in the Company	
1	Joji Orita	Chairman, Chief Executive Officer	<input type="button" value="Reelection"/>
2	Tessei Uechi	President, Chief Executive Officer	<input type="button" value="Reelection"/>
3	Kentaro Arashiro	Senior Managing Director in charge of marketing	<input type="button" value="Reelection"/>
4	Masahito Tasaki	Executive Director in charge of marketing	<input type="button" value="Reelection"/>
5	Tamotsu Goya	Director in charge of marketing	<input type="button" value="Reelection"/>
6	Taku Toyoda	Director in charge of management, compliance and risk management	<input type="button" value="Reelection"/>
7	Hisashi Takeda	Director in charge of management	<input type="button" value="Reelection"/>

Candidate No.	Name (Date of Birth)	Career Summary, Position and Responsibility in the Company, and Significant Concurrent Positions Outside the Company	Number of the Company's Shares Owned
1	Joji Orita (Oct. 14, 1948)	June 1983      Joined the Company Jan. 1984      Director, Manager of President Office Feb. 1987      Senior Managing Director Aug. 1994      Vice President and Director Feb. 1995      Chairman, Chief Executive Officer (current position) (Significant Concurrent Positions Outside the Company) Vice President, Nihon Ryutsu Sangyo Co., Ltd.	2,033,240 shares
Reelection			
	[Reasons for nomination as candidate for Director] Joji Orita has been involved in the Company's management for many years and possesses abundant experience and extensive knowledge gained as a corporate manager, which has included serving as the Chairman and Chief Executive Officer of the Company since February 1995. Accordingly, the Company has once again nominated him as a candidate for Director.		
2	Tessei Uechi (Dec. 30, 1949)	Dec. 1970      Joined the Company June 1977      General Manager in charge of Clothing Dept Apr. 1978      Director, General Manager of Clothing Dept May 1984      Director, General Manager of Foodstuffs & Groceries Dept Feb. 1987      Executive Director May 1992      Senior Managing Director May 1994      Vice President and Director Feb. 1995      President, Chief Executive Officer (current position) (Significant Concurrent Positions Outside the Company) President, Chief Executive Officer, SAN-A Urasoe West Coast Development Co., Ltd.	230,004 shares
Reelection			
	[Reasons for nomination as candidate for Director] Tessei Uechi has been involved in the Company's management for many years and possesses abundant experience and extensive knowledge gained as a corporate manager, which has included serving as the President and Chief Executive Officer of the Company, since February 1995, and concurrently serving as the Chief Executive Officer of a Group subsidiary. Accordingly, the Company has once again nominated him as a candidate for Director.		

Candidate No.	Name (Date of Birth)	Career Summary, Position and Responsibility in the Company, and Significant Concurrent Positions Outside the Company		Number of the Company's Shares Owned
3	Kentaro Arashiro (Nov. 15, 1968)	Apr. 1992	Joined the Company	12,600 shares
		Dec. 1995	General Manager of Electrical Appliance Dept	
		May 2007	Director, General Manager of Electrical Appliance Dept	
		Sept. 2012	Director, General Manager of Electrical Appliance Dept and General Manager of Sales Promotion Planning Dept	
		May 2013	Executive Director (in charge of electrical appliance and sales promotion planning)	
Reelection		Feb. 2014	Executive Director in charge of marketing (Clothing Dept, Drugs Dept, Electrical Appliance Dept, Market Planning Dept and Internet Sales Dept)	
		May 2020	Senior Managing Director in charge of marketing (in charge of Clothing Dept, Electrical Appliance Dept, Market Planning Dept and Internet Sales Dept) (current position)	
[Reasons for nomination as candidate for Director] Kentaro Arashiro has served as a Director of the Company, mainly in charge of marketing, since May 2007 and possesses abundant experience and extensive knowledge regarding the areas of marketing, product planning, and market planning. Accordingly, the Company has once again nominated him as a candidate for Director.				
4	Masahito Tasaki (Mar. 7, 1963)	Apr. 1989	Joined the Company	22,100 shares
		Aug. 2007	General Manager of Foodstuffs & Groceries Dept	
		May 2011	Director, General Manager of Foodstuffs & Groceries Dept	
		May 2020	Executive Director in charge of marketing (in charge of Foodstuffs & Groceries Dept, Restaurant Dept and Food Processing Center) (current position)	
Reelection				
[Reasons for nomination as candidate for Director] Masahito Tasaki has served as a Director of the Company, mainly in charge of marketing since May 2011 and possesses abundant experience and extensive knowledge regarding the areas of marketing and product planning. Accordingly, the Company has once again nominated him as a candidate for Director.				
5	Tamotsu Goya (Apr. 2, 1966)	Apr. 1989	Joined the Company	6,900 shares
		Feb. 2006	General Manager of Drugs Dept	
		May 2020	Director in charge of marketing (in charge of Drugs Dept, General Merchandise and Cosmetics Dept, and Quality Control Office) (current position)	
Reelection				
[Reasons for nomination as candidate for Director] Tamotsu Goya has served as a Director of the Company, mainly in charge of marketing since May 2020 and possesses abundant experience and extensive knowledge regarding the areas of marketing and product planning. Accordingly, the Company has once again nominated him as a candidate for Director.				

Candidate No.	Name (Date of Birth)	Career Summary, Position and Responsibility in the Company, and Significant Concurrent Positions Outside the Company		Number of the Company's Shares Owned
6	Taku Toyoda (May 11, 1969)	Apr. 1995	Joined the Company	7,300 shares
		Feb. 2006	General Manager of Management Planning Dept	
		Nov. 2009	General Manager of Management Planning Dept and General Manager of Finance Dept	
		May 2020	Director in charge of management (in charge of Management Planning Dept, Finance Dept, General Affair Dept and Human Resource Dept), in charge of compliance and risk management (current position)	
Reelection				
	[Reasons for nomination as candidate for Director] Taku Toyoda has served as a Director of the Company, mainly in charge of management operations since May 2020 and possesses abundant experience and extensive knowledge regarding the area of management operations. Accordingly, the Company has once again nominated him as a candidate for Director.			
7	Hisashi Takeda (July 18, 1972)	Apr. 1995	Joined the Company	8,300 shares
		Feb. 2006	General Manager of Electric Data Processing Dept	
		May 2020	Director in charge of management (in charge of Electric Data Processing Dept and Accounting Dept) (current position)	
Reelection				
	[Reasons for nomination as candidate for Director] Hisashi Takeda has served as a Director of the Company, mainly in charge of management since May 2020 and possesses abundant experience and extensive knowledge regarding the area of management operations. Accordingly, the Company has once again nominated him as a candidate for Director.			

- (Notes) 1. There is no special interest between each candidate and the Company.
2. The Company has concluded directors and officers liability insurance policies (D&O insurance policies) with all Directors as insured persons which cover damages incurred from the insured Directors bearing responsibility for the execution of their job duties and from any claims associated with the pursuit of those responsibilities. Furthermore, if the candidates assume the office as Director, they will become insured persons in the D&O insurance policies, which will be renewed in August 2021.



**Proposal No. 4: Election of Three (3) Directors Who Are Audit and Supervisory Committee Members**

At the conclusion of the General Meeting of Shareholders, the terms of office of all three (3) Directors who are Audit and Supervisory Committee Members will expire. Therefore, the Company proposes the election of three (3) Directors who are Audit and Supervisory Committee Members. In addition, prior consent of the Audit and Supervisory Committee has been obtained for this proposal.

The candidates for Directors who are Audit and Supervisory Committee Members are as follows:

Candidate No.	Name (Date of Birth)	Career Summary, Position and Responsibility in the Company, and Significant Concurrent Positions Outside the Company		Number of the Company's Shares Owned
1	Kumiko Uema (May 27, 1963)	Sept. 1983	Joined the Company	5,500 shares
		Feb. 2004	General Manager of Internal Auditing Dept (current position)	
New election	[Reasons for nomination as candidate for Director who is Audit and Supervisory Committee Member] Kumiko Uema has served as General Manager of Internal Audit Office of the Company, since February 2004 and possesses abundant experience and extensive knowledge regarding the area of audit departments. Accordingly, the Company has newly nominated her as a candidate for Director who is Audit and Supervisory Committee Member.			
2	Seiko Nozaki (Feb. 25, 1974)	Oct. 2002	Registered at Daini Tokyo Bar Association	– shares
		Oct. 2002	Joined Mori Hamada & Matsumoto	
		Aug. 2006	Registered at Okinawa Bar Association	
		Sept. 2006	Joined Miyazaki Law Office (current NAHA SOGO Legal Professional Corporation)	
		Jan. 2013	Established Umuyasu Law Office (current Umuyasu Law and Accounting Office) Representative Partner	
		May 2015	Outside Director of the Company	
		May 2017	Outside Director [Audit and Supervisory Committee Member] (current position)	
Reelection		(Significant Concurrent Positions Outside the Company) Outside Director, The Okinawa Electric Power Company, Incorporated		
[Reasons for nomination as candidate for Outside Director who is Audit and Supervisory Committee Member and expected role] Although Seiko Nozaki has not been involved in past corporate management, she has qualifications as an attorney at law and possesses considerable knowledge to judge appropriateness of corporate activities from the legal perspective. Accordingly, the Company has once again nominated her as a candidate for Outside Director who is Audit and Supervisory Committee Member, expecting her supervision and advice on Directors' execution of duties from a professional perspective.				

Candidate No.	Name (Date of Birth)	Career Summary, Position and Responsibility in the Company, and Significant Concurrent Positions Outside the Company	Number of the Company's Shares Owned
3	Tomotsune Onaga (Feb. 25, 1967)	<p>Oct. 1996      Joined Miyakuni CPA Office</p> <p>June 1998      Joined Naha Office of Tohmatsu &amp; Co.</p> <p>Apr. 2003      Registered as a certified public accountant at the Japanese Institute of Certified Public Accountants</p> <p>July 2003      Joined Shiroma CPA Office</p> <p>July 2004      Registered as a certified tax accountant at Okinawa Certified Public Tax Accountants Association</p> <p>Jan. 2006      Established ONAGA KAIKEI OFFICE Representative Partner</p> <p>May 2017      Outside Director of the Company [Audit and Supervisory Committee Member] (current position)</p>	– shares
Reelection	<p>[Reasons for nomination as candidate for Outside Director who is Audit and Supervisory Committee Member and expected role]</p> <p>Although Tomotsune Onaga has not been involved in past corporate management, he has considerable knowledge regarding finance and accounting as a certified public accountant and tax accountant. Accordingly, the Company has once again nominated him as a candidate for Outside Director who is Audit and Supervisory Committee Member, expecting his supervision and advice on Directors' execution of duties from a professional perspective.</p>		

- (Notes)
1. There is no special interest between each candidate and the Company.
  2. Seiko Nozaki and Tomotsune Onaga are currently Outside Directors of the Company who are Audit and Supervisory Committee Members. At the conclusion of this meeting, the terms of office as Outside Directors will have been six years for Seiko Nozaki and four years for Tomotsune Onaga.
  3. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has concluded agreements with Seiko Nozaki and Tomotsune Onaga limiting their liabilities for damages under Article 423, Paragraph 1 of the Companies Act. According to the agreements, the limit of liabilities for damages shall be the minimum liability amount stipulated by laws and regulations. If their reelections are approved, the Company intends to continue the aforesaid agreements.
  4. The Company has designated Seiko Nozaki and Tomotsune Onaga as independent officers based on the provisions of the Tokyo Stock Exchange and has submitted notification of their designation to the exchange. If their reelections are approved, the Company intends to continue to designate them as independent officers.
  5. The Company has concluded directors and officers liability insurance policies (D&O insurance policies) with all Directors as insured persons which cover damages incurred from the insured Directors bearing responsibility for the execution of their job duties and from any claims associated with the pursuit of those responsibilities. Furthermore, if the candidates assume the office as Director, they will become insured persons in the D&O insurance policies, which will be renewed in August 2021.

**Proposal No. 5:** Determination of Remuneration to Grant Restricted Shares to Directors (Excluding Directors Who Are Audit and Supervisory Committee Members and Outside Directors)

At the 47th Ordinary General Meeting of Shareholders held on May 25, 2017, the amount of remuneration for the Company's Directors (excluding Directors who are Audit and Supervisory Committee Members) was approved at up to ¥300 million annually (however, this does not include the portion for salaries paid to those Directors who also serve as employees).

As part of the Company's revisions to the officer remuneration system, in addition to creating incentives for the Company's Directors (excluding Directors who are Audit and Supervisory Committee Members and Outside Directors. Hereinafter, "Covered Directors") to increase the Company's corporate value sustainably and to share even more value with all our shareholders, in a separate framework from the above remuneration framework, the Company would like to pay a new form of remuneration to grant shares with transfer restrictions ("restricted shares") to the Covered Directors.

The upper limit of remuneration in this proposal as well as the total number of common shares of the Company being issued or disposed of and other conditions in this proposal to grant restricted shares to the Covered Directors further clarify the link between Director remuneration and the Company's business performance and shareholder value and have been determined to increase awareness of contributions to improving the Company's medium- to long-term business performance and to enhance the Company's corporate value, and the Company believes that they are appropriate.

Furthermore, to ensure the independence and objectivity of the Director remuneration determination process, the Company submitted a rough draft and explanation of this proposal to the Audit and Supervisory Committee and created opportunities to receive opinions and advice from independent Outside Directors, and the proposal has been approved at a meeting of the Board of Directors.

Based on this proposal, the remuneration paid to the Covered Directors to grant restricted shares will be paid as monetary claims, and the total amount of these monetary claims will be up to ¥100 million annually (however, this does not include the portion for salaries paid to those Directors who also serve as employees). Furthermore, the specific timing and distribution of payments to the Covered Directors will be determined at a meeting of the Board of Directors.

Furthermore, the number of current Directors (excluding Directors who are Audit and Supervisory Committee Members) is seven (7), and if Proposal No. 3 Election of Seven (7) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members) is approved as proposed, the number of Directors will be seven (7).

Furthermore, based on a resolution by the Company's Board of Directors, the Covered Directors will pay all monetary claims to be awarded through this proposal as property contributed in-kind and will receive either the issuance or disposal of common shares of the Company. The total number of common shares of the Company issued or disposed of through this proposal shall be up to 75,000 shares per year (however, after the day that this proposal is approved and adopted, if the Company conducts a stock split (including allotments without contributions) or stock merge, or if other conditions emerge requiring adjustments to the total number of the Company's common shares that are being issued or disposed of as restricted shares, then the total number of shares will reasonably adjusted).

Moreover, the paid-in amount per share will be determined by the Board of Directors based on the closing price of the Company's common shares on the Tokyo Stock Exchange on the business day prior to the day of each resolution by the Board of Directors (if no trading is conducted on that day, then the closing price on the day immediately prior to that day) within a scope that does not provide particularly advantageous amounts to the Covered Directors receiving the common shares in question. Furthermore, the issuance or disposal of the Company's common shares and the award of monetary remuneration claims as property contributed in-kind through this proposal is conditioned on the Company and the Covered Directors concluding an agreement on allotment of shares with transfer restrictions that includes the following details (hereinafter, the "Allocation Agreement").

[Overview of the details of the Allocation Agreement]

(1) Transfer restricted period

Covered Directors may not transfer, establish security interests, or otherwise dispose of (hereinafter, “Transfer Restrictions”) the Company’s common shares that they receive through allocations based on the Allocation Agreement (hereinafter, the “Allocated Shares”) for a period predetermined by the Company’s Board of Directors of three years to 30 years from the day that they receive allocations from these Allocation Agreement (hereinafter, the “Restricted Period”).

(2) Handling at the time of retirement

Where the Covered Directors retire from positions predetermined by the Company’s Board of Directors including positions as directors and officers of the Company or the Company’s subsidiaries prior to the completion of the Restricted Period, without a valid reason for that retirement such as the completion of their term or death, the Company will acquire the Allocated Shares by rights without contribution.

(3) Lifting Transfer Restrictions

Regardless of the stipulations in (1) above, conditioned on the Covered Directors continuously serving in positions predetermined by the Company’s Board of Directors including positions as directors and officers of the Company or the Company’s subsidiaries during the Restricted Period, the Company may lift the Transfer Restrictions on all the Allocated Shares when the Restricted Period is completed. However, if the Covered Directors retire from positions predetermined by the Company’s Board of Directors including positions as directors and officers of the Company or the Company’s subsidiaries before the Restricted Period is completed due the valid reasons stipulated in (2) above such as the completion of their terms or death, the number of the Allocated Shares for which Transfer Restrictions are lifted and the timing at which Transfer Restrictions are lifted may be reasonably adjusted as necessary. Immediately after the Transfer Restrictions are lifted according to the above stipulations, the Company will acquire any of the Allocated Shares for which Transfer Restrictions have not been lifted by rights without contribution.

(4) Handling in the event of organizational restructuring, etc.

Regardless of the stipulations in (1) above, if the Company’s General Meeting of Shareholders approves a merger agreement in which the Company becomes the disappearing company, a share exchange agreement or share transfer plan in which the Company becomes a wholly owned subsidiary, or items related to the organizational restructuring of the Company during the Restricted Period (however, in cases where the approval of the Company’s General Meeting of Shareholders is not required for the organizational restructuring in question, the Company’s Board of Directors), through a resolution by the Company’s Board of Directors, the Company may lift Transfer Restrictions on a number of Allocated Shares reasonably established based on the period from the day on which the Restricted Period begins until the day that the organizational restructuring in question is approved prior to the day that the organizational restructuring in question takes place. Furthermore, in the case stipulated above, as of the time immediately after the Transfer Restrictions are lifted, the Company will acquire any Allotted Shares for which the Transfer Restrictions have not been lifted by rights without contribution.

(5) Other items

Other items related to the Allocation Agreement will be stipulated at meetings of the Company’s Board of Directors.