

Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail. The Company assumes no responsibility for this translation or for direct, indirect or any other forms of damages arising from the translation.

(Stock Exchange Code 4633)
March 6, 2020

To Shareholders with Voting Rights:

Kotaro Morita
Representative Director,
President & CEO
SAKATA INX CORPORATION
1-23-37 Edobori, Nishi-ku, Osaka

**NOTICE OF
THE 142ND ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

You are cordially invited to attend the 142nd Annual General Meeting of Shareholders of SAKATA INX CORPORATION (the “Company”). The meeting will be held for the purposes as described below.

If you are unable to attend the meeting, you can exercise your voting rights in writing or via the Internet, etc. Please review the attached Reference Documents for the General Meeting of Shareholders, and exercise your voting rights by 5:30 p.m. on Wednesday, March 25, 2020, Japan time. (The Voting Rights Exercise Form and the Reference Documents are available in Japanese only.)

- 1. Date and Time:** Thursday, March 26, 2020 at 10:00 a.m. Japan time
(Registration will begin at 9:00 a.m.)
- 2. Place:** SAKATA INX CORPORATION Osaka Head Office
1-23-37 Edobori, Nishi-ku, Osaka
(Please note that the place of the meeting has been changed from last year. For the place of the meeting, please refer to the guide map attached at the end of the Notice.)
- 3. Meeting Agenda:**
- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company’s 142nd Fiscal Year (January 1, 2019 – December 31, 2019) and results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company’s 142nd Fiscal Year (January 1, 2019 – December 31, 2019)

Proposals to be resolved:

Proposal 1:	Distribution of Surplus
Proposal 2:	Election of 8 Directors
Proposal 3:	Election of 1 Audit & Supervisory Board Member
Proposal 4:	Determination of Compensation for Granting Restricted Stock to Directors (excluding Outside Directors)

- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- Of the documents to be included in the Notice, “Notes to the Consolidated Financial Statements” and “Notes to the Non-consolidated Financial Statements” are posted on the Company’s website (<http://www.inx.co.jp/ir/about>) (Japanese only) pursuant to provisions of laws, regulations and Article 16 of the Articles of Incorporation of the Company and therefore are not included in the documents attached to the Notice. Accordingly, the Consolidated Financial Statements and the Non-consolidated Financial Statements set forth in the documents attached to the Notice are parts of the Consolidated Financial Statements and the Non-consolidated Financial Statements audited by the Accounting Auditor and the Audit & Supervisory Board Members in preparing the accounting audit report and the audit report, respectively.
- Revisions to the Reference Documents for the General Meeting of Shareholders, Business Report, Non-consolidated Financial Statements or Consolidated Financial Statements will be posted on the Company’s website (<http://www.inx.co.jp/>). (Japanese only)
- Please note that souvenirs will not be provided to the attendees at the meeting.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Distribution of Surplus

The Company proposes the distribution of surplus as follows:

1. Year-end dividend

The Company's basic policy is to distribute dividends in a stable and continuous manner upon comprehensively taking into account matters including internal reserves for strengthening the corporate structure and future business development.

Based on this policy, the Company proposes year-end dividend for this fiscal year as follows:

(1) Type of dividend property:

Cash

(2) Allotment of dividend property and its total amount

15 yen per share of the Company's common stock (total dividend of 875,983,860 yen).

As a result, combined with the interim dividend of 15 yen per share paid on September 6, 2019, the annual dividend will be 30 per share.

(3) Effective date of the distribution of dividends of surplus:

March 27, 2020

2. Other matters regarding the distribution of surplus

The Company proposes to retain internal reserves as follows to strengthen the management foundation in preparation for future business development:

(1) Item and amount of surplus to be increased:

General reserve: 900,000,000 yen

(2) Item and amount of surplus to be decreased:

Retained earnings brought forward: 900,000,000 yen

Proposal 2: Election of 8 Directors

As the term of office of all 7 Directors will expire at the close of the meeting, the Company proposes to elect 8 Directors, an increase of 1 female Outside Director with the aim of strengthening corporate governance.

The details of the candidates for Director are as follows:

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions
1	<p>Kotaro Morita</p> <p>(October 17, 1955)</p> <p>(Male)</p> <p>Number of the Company's shares held: 53,882</p>	<p>April 1979 Joined the Company</p> <p>April 2004 General Manager, 1st R&D Dept., Corporate R&D Div.</p> <p>June 2007 Director, based in Chicago</p> <p>June 2009 Director, In charge of International Operations Dept.</p> <p>June 2011 Managing Director, In charge of International Operations Dept.</p> <p>June 2013 Representative Director (current position), President</p> <p>March 2018 President & CEO (current position)</p> <p>(Significant concurrent positions)</p> <p>Chairman and President, THE INX GROUP LIMITED</p> <p>Chairman, INX International Ink Co.</p>
<p>Reason for appointment as candidate for Director</p> <p>Mr. Kotaro Morita has been serving as Representative Director, President from 2013, and Representative Director, President & CEO from 2018. As a management executive, he has led the Group with strong leadership, and has played an appropriate role in promoting the Group's sustainable growth and improvement of corporate value over the medium to long term. The Company believes that he is qualified to continue making important management decisions and supervising the execution of business for the Company based on his abundant experience and extensive knowledge and insight.</p>		

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	
2	Masaki Nakamura (October 24, 1956) (Male) Number of the Company's shares held: 27,564	April 1980 April 2003 September 2004 June 2006 October 2008 April 2011 June 2011 June 2012 October 2012 April 2015 March 2016 March 2018	Joined the Company General Manager, Technical Service & Development Dept., Newspaper Ink Div. General Manager, Technical Service & Development Dept., Graphic Arts Div. General Manager, Production Technology Div., concurrently, General Manager, Technical Service & Development Dept., Offset Ink Div. Concurrently, General Manager, Technical Service & Development Dept., Newspaper Ink Div. General Manager, Production Technology Div., concurrently, Plant Manager, Osaka Plant Associate Director Director, Commissioned as General Manager, Production Technology Div. (current position) Commissioned as General Manager, Environment & Quality Div. Director, In charge of Environment & Quality Div. Managing Director, In charge of Environment & Quality Div. Director (current position), Managing Executive Officer (current position), In charge of Environment & Quality Div. (current position)
Reason for appointment as candidate for Director Mr. Masaki Nakamura has held many important positions in the production technology division and the technical service & development division. As an incumbent Director, Managing Executive Officer, he has played an appropriate role in promoting the Group's sustainable growth and improvement of corporate value over the medium to long term. The Company believes that he is qualified to continue making important management decisions and supervising the execution of business for the Company based on his abundant experience and extensive knowledge and insight.			

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	
3	<p>Hitoshi Nakamura (November 1, 1957) (Male) Number of the Company's shares held: 25,981</p>	<p>April 1981 July 2003 June 2006 July 2008 June 2009 January 2010 June 2012 June 2013 June 2014 March 2016 September 2016 June 2017 March 2018 March 2019 January 2020</p>	<p>Joined the Company Branch Manager, Shikoku Branch Office General Manager, Osaka Sales & Marketing Dept., Newspaper Ink Div. General Manager, Tokyo Sales & Marketing Dept., Newspaper Ink Div. General Manager, Newspaper Ink Div. Concurrently, General Manager, Offset Ink Div. Associate Director Director, In charge of Offset Ink Div., Commissioned as General Manager, Newspaper Ink Div. Director, In charge of Newspaper Ink Div., Commissioned as General Manager, Offset Ink Div. Managing Director, In charge of Newspaper Ink Div. In charge of Newspaper Ink Div. and Offset Ink Div. In charge of Printing Solution Div., Newspaper Ink Div. and Offset Ink Div. Director (current position), Managing Executive Officer (current position) In charge of Newspaper Ink Div., Offset Ink Div., Printing Solution Div. and Sales Administration Div. In charge of Information Media Business (current position), In charge of Printing Solution Div. and Sales Administration Div. (current position)</p>
<p>Reason for appointment as candidate for Director Mr. Hitoshi Nakamura has held many important positions in the newspaper ink division and the offset ink division. As an incumbent Director, Managing Executive Officer, he has played an appropriate role in promoting the Group's sustainable growth and improvement of corporate value over the medium to long term. The Company believes that he is qualified to continue making important management decisions and supervising the execution of business for the Company based on his abundant experience and extensive knowledge and insight.</p>			
4	<p>Yoshiaki Ueno (December 22, 1961) (Male) Number of the Company's shares held: 15,523</p>	<p>April 1985 June 2007 October 2008 June 2014 June 2015 July 2016 March 2018 July 2018 March 2019</p>	<p>Joined the Company General Manager, 2nd R&D Dept., Corporate R&D Div. General Manager, 3rd R&D Dept., Corporate R&D Div. Director (current position), Commissioned as General Manager, Corporate R&D Div. (current position) In charge of Purchasing Div. In charge of Purchasing Div. and Marketing & New Business Development Div. Executive Officer, In charge of Purchasing Div. and Marketing & New Business Development Div. In charge of Purchasing Div. (current position) Managing Executive Officer (current position)</p>
<p>Reason for appointment as candidate for Director Mr. Yoshiaki Ueno has held many important positions in the research and development division. As an incumbent Director, Managing Executive Officer, he has played an appropriate role in promoting the Group's sustainable growth and improvement of corporate value over the medium to long term. The Company believes that he is qualified to continue making important management decisions and supervising the execution of business for the Company based on his abundant experience and extensive knowledge and insight.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	
5	<p>Toshihiko Fukunaga</p> <p>March 26, 1961</p> <p>(Male)</p> <p>Number of the Company's shares held: 16,588</p>	<p>April 1983</p> <p>March 2008</p> <p>June 2014</p> <p>July 2015</p> <p>March 2016</p> <p>March 2017</p> <p>March 2018</p> <p>October 2018</p> <p>March 2019</p>	<p>Joined the Company</p> <p>General Manager, International Operations Dept.</p> <p>Associate Director</p> <p>General Manager, Finance & Accounting Div.</p> <p>Director (current position)</p> <p>In charge of Information Systems Div. and International Operations Dept. and Commissioned as General Manager, Finance & Accounting Div.</p> <p>In charge of Information Systems Div., Finance & Accounting Div. and International Operations Dept.</p> <p>Executive Officer, In charge of Information Systems Div., Finance & Accounting Div. and International Operations Dept.</p> <p>In charge of Corporate Planning Div., Information Systems Div. and Finance & Accounting Div.</p> <p>Senior Executive Officer (current position), In charge of Corporate Planning Div., Information Systems Div., Finance & Accounting Div. and Public & Investor Relations Div. (current position)</p>
<p>Reason for appointment as candidate for Director</p> <p>Mr. Toshihiko Fukunaga has served many important positions in the finance and accounting division and the international operations division. As an incumbent Director, Senior Executive Officer, he has played an appropriate role in promoting the Group's sustainable growth and improvement of corporate value over the medium to long term. The Company believes that he is qualified to continue making important management decisions and supervising the execution of business for the Company based on his abundant experience and extensive knowledge and insight.</p>			
6	<p>Katsumi Nakagawa</p> <p>(October 4, 1949)</p> <p>(Male)</p> <p>Number of the Company's shares held: 0</p>	<p>April 1976</p> <p>April 1976</p> <p>January 1993</p> <p>April 2002</p> <p>June 2008</p> <p>June 2014</p> <p>(Significant concurrent positions)</p>	<p>Admitted to the bar (Osaka Bar Association)</p> <p>Joined Takebayashi Law Office (currently TAKEBAYASHI / HATA / NAKAGAWA / FUKUSHIMA LAW OFFICE)</p> <p>Partner Attorney, TAKEBAYASHI / HATA / NAKAGAWA / FUKUSHIMA LAW OFFICE (current position)</p> <p>Governor, Japan Federation of Bar Associations and Vice President, Osaka Bar Association</p> <p>Outside Audit & Supervisory Board Member, the Company</p> <p>Outside Director, the Company (current position)</p> <p>Partner Attorney, TAKEBAYASHI / HATA / NAKAGAWA / FUKUSHIMA LAW OFFICE</p>
<p>Reason for appointment as candidate for Outside Director</p> <p>Although Mr. Katsumi Nakagawa has never been involved in corporate management except as outside director and outside Audit & Supervisory Board member, he has expert knowledge in the field of corporate legal affairs and abundant experience as an attorney. The Company believes that he will be able to perform his management supervisory function from an independent and fair standpoint based on his past experience as the Company's Outside Audit & Supervisory Board Member and Outside Director.</p> <p>Mr. Katsumi Nakagawa is an incumbent Outside Director of the Company, and he will have served for 5 years and 9 months at the close of the meeting since taking office.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions
7	<p>Yasumi Katsuki</p> <p>(November 29, 1947)</p> <p>(Male)</p> <p>Number of the Company's shares held: 0</p>	<p>October 1973 Joined Asahi & Co. (currently KPMG AZSA LLC)</p> <p>September 1977 Registered as a certified public accountant</p> <p>August 1995 Representative Partner, Asahi Audit Corp. (currently KPMG AZSA LLC)</p> <p>May 2001 Senior Executive, Osaka Office Managing Partner, Asahi Audit Corp.</p> <p>May 2006 Headquarter Executive, KPMG AZSA LLC</p> <p>June 2010 Retired from KPMG AZSA LLC on reaching retirement age</p> <p>July 2010 Certified Public Accountant, Katsuki CPA Office (current position)</p> <p>June 2011 External Audit & Supervisory Board Member, West Japan Railway Company (current position)</p> <p>June 2011 Outside Audit & Supervisory Board Member, the Company</p> <p>June 2013 External Director, Sumitomo Seika Chemicals Company, Limited (current position)</p> <p>March 2016 Outside Director, the Company (current position)</p> <p>(Significant concurrent positions)</p> <p>Certified Public Accountant, Katsuki CPA Office</p> <p>External Audit & Supervisory Board Member, West Japan Railway Company</p> <p>External Director, Sumitomo Seika Chemicals Company, Limited</p>
<p>Reason for appointment as candidate for Outside Director</p> <p>Although Mr. Yasumi Katsuki has never been involved in corporate management except as outside director and outside Audit & Supervisory Board member, he is well versed in finance and accounting and has deep insight and extensive experience as a certified public accountant. The Company believes that he will be able to perform his management supervisory function from an independent and fair standpoint based on his past experience as the Company's Outside Audit & Supervisory Board Member and Outside Director.</p> <p>Mr. Katsumi Nakagawa is an incumbent Outside Director of the Company, and he will have served for 4 years at the close of the meeting since taking office.</p>		

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions
8	* Shizue Izumi (March 18, 1964) (Female) Number of the Company's shares held: 0	<p>April 2017 Professor, Faculty of Data Science, Shiga University (current position)</p> <p>April 2017 Councillor, Educational Research Council, Shiga University (current position)</p> <p>August 2017 Vice-chairperson, Shiga Prefecture ICT Promotion Forum (current position)</p> <p>April 2018 Visiting researcher, Graduate School of Medicine, Kyoto University (current position)</p> <p>April 2018 Visiting Professor, The Institute of Statistical Mathematics</p> <p>April 2018 Part-time lecturer, Disaster Prevention Research Institute, Kyoto University (current position)</p> <p>August 2018 Data Analysis Advisor, Otsu City Municipal Office, Shiga Prefecture (current position)</p> <p>April 2019 Professor, Graduate School of Data Science, Shiga University (current position)</p> <p>August 2019 Lecturer for educational program, Statistical Research and Training Institute, Ministry of Internal Affairs and Communications (current position)</p> <p>September 2019 Regional Member of Screening Committee for "Idea Contest 2019 for Regional Revitalization Policies Contest" by Office for Promotion of Regional Revitalization, Cabinet Office (current position)</p> <p>(Significant concurrent positions) Professor, Faculty of Data Science, Shiga University Professor, Graduate School of Data Science, Shiga University</p>
<p>Reason for appointment as candidate for Outside Director</p> <p>Although Ms. Shizue Izumi has never been involved in corporate management except as outside director and outside Audit & Supervisory Board member, she has accumulated remarkable track record mainly in the area of data science through her career as a professor at Faculty of Data Science and Graduate School of Data Science of Shiga University. She also has experience and insight as an expert at administrative agencies. The Company believes that she will be able to provide opinions and suggestions that would benefit the Company's management and perform her management supervisory function from an independent and fair standpoint based on her abundant experience and extensive insight.</p>		

- Notes:
1. An asterisk (*) indicates a newly appointed candidate for Director.
 2. There are no special interests between the candidates and the Company.
 3. Mr. Katsumi Nakagawa, Mr. Yasumi Katsuki, and Ms. Shizue Izumi are candidates for Outside Director.
 4. To attract competent personnel as outside directors, the Company has stipulated in its Articles of Incorporation that it may conclude agreements to limit their liability for damages to the Company within the range of laws and regulations. The Company has signed liability limitation agreements with its incumbent Outside Directors Katsumi Nakagawa and Yasumi Katsuki, respectively. The Company will extend the said agreements with both of them upon the approval of their election. Additionally, the Company will sign the said agreement with Ms. Shizue Izumi upon the approval of her election as Outside Director.
The maximum amount of liability for damages under the liability limitation agreement is the amount specified by laws and regulations.
 5. Messrs. Katsumi Nakagawa and Yasumi Katsuki are the Company's incumbent Outside Directors who are registered as independent directors based on the provisions of the Tokyo Stock Exchange. They will continue to serve as independent directors as stipulated by the Exchange upon the approval of their election. Additionally, Ms. Shizue Izumi will serve as independent director as stipulated by the Exchange upon the approval of her election. Ms. Shizue Izumi is a professor of Shiga University. Although the Company has paid a donation, etc. to the said university regarding an agreement

concerning collaboration and cooperation with the said university, such donation will not affect her independence given its negligible amount.

6. The name of Ms. Shizue Izumi on the family registry is Shizue Okubo.

Proposal 3: Election of 1 Audit & Supervisory Board Member

As the term of office of Audit & Supervisory Board Member Hiroyuki Sugimoto will expire at the close of the Meeting, the Company proposes to elect 1 Audit & Supervisory Board Member.

The details of the candidate for Audit & Supervisory Board Member are as follows:

The Audit & Supervisory Board has given its consent to this proposal.

Name (Date of birth)	Career summary, positions and significant concurrent positions
Hiroyuki Sugimoto (February 24, 1953) (Male) Number of the Company's shares held: 0	November 1975 Joined Asahi & Co. (currently KPMG AZSA LLC) September 1979 Registered as a certified public accountant May 2000 Representative Partner, Asahi Audit Corp. (currently KPMG AZSA LLC) June 2000 Deputy Chairman, Senior Review Board, Asahi Audit Corp. June 2003 Osaka Office Managing Executive, Asahi Audit Corp. June 2008 Headquarter Executive, KPMG AZSA LLC August 2010 Retired from KPMG AZSA LLC September 2010 Certified Public Accountant, Sugimoto CPA Office (current position) March 2016 Outside Audit & Supervisory Board Member, the Company (current position) June 2017 Outside Corporate Auditor, TOYOBO CO., LTD. (current position) (Significant concurrent positions) Representative, Sugimoto CPA Office Outside Corporate Auditor, TOYOBO CO., LTD.
	Reason for appointment as candidate for Outside Audit & Supervisory Board Member Although Mr. Hiroyuki Sugimoto has never been involved in corporate management other than serving as an outside director or an outside Audit & Supervisory Board member, he is well versed in finance and accounting and has deep insight and extensive experience as a certified public accountant. The Company therefore believes that he is qualified to continue serving as the Company's Outside Audit & Supervisory Board Member and requests his election. Mr. Hiroyuki Sugimoto is an incumbent Outside Audit & Supervisory Board Member of the Company, and he will have served for 4 years at the close of the meeting since taking office.

- Notes:
1. There are no special interests between the candidate and the Company.
 2. Mr. Hiroyuki Sugimoto is a candidate for Outside Audit & Supervisory Board Member.
 3. To attract competent personnel as outside Audit & Supervisory Board members, the Company has stipulated in its Articles of Incorporation that it may conclude agreements to limit their liability for damages to the Company within the range of laws and regulations. The Company has signed a liability limitation agreement with its incumbent Outside Audit & Supervisory Board Member Hiroyuki Sugimoto. The Company will extend the said agreement with him upon the approval of his election. The maximum amount of liability for damages under the liability limitation agreement is the amount specified by laws and regulations.
 4. Mr. Hiroyuki Sugimoto is the Company's incumbent Outside Audit & Supervisory Board Member who is registered as an independent auditor based on the provisions of the Tokyo Stock Exchange. He will continue to serve as an independent auditor as stipulated by the Exchange upon the approval of his election.

Proposal 4: Determination of Compensation for Granting Restricted Stock to Directors (excluding Outside Directors)

The amount of compensation, etc. for Directors of the Company was approved to be up to 380 million yen per year (excluding the amount of employee salary portion for Directors who concurrently serves as an employee) at the 129th Annual General Meeting of Shareholders held on June 28, 2007.

As part of the ongoing revision of the compensation system for officers, the Company proposes to offer new compensation for granting restricted stock to the Company's Directors (excluding Outside Directors, hereinafter referred to as "Eligible Directors") in order to provide them with an incentive to sustainably increase the Company's corporate value and to further promote shared value between shareholders and Eligible Directors, separately from the above-mentioned amount of compensation.

The compensation to be offered to Eligible Directors for granting restricted stock in accordance with this Proposal shall be in the form of monetary claims (hereinafter referred to as "Monetary Compensation Receivables"). The total amount thereof shall be up to ¥30 million per year, an amount deemed reasonable in consideration of the aforementioned aims. The specific timing to grant the Monetary Compensation Receivables and allocation thereof to each Eligible Director shall be determined by the Board of Directors. However, no compensation for granting restricted stock shall be offered to Outside Directors.

The above-mentioned amount of compensation shall not include employee salary portion for Directors who concurrently serves as an employee.

The current number of Directors is 7 (including 2 Outside Directors). If Proposal 2 "Election of 8 Directors" is approved and resolved as originally proposed, the number of Directors will become 8 (including 3 Outside Directors).

Eligible Directors shall, based on a resolution of the Company's Board of Directors, make in-kind contribution of all the Monetary Compensation Receivables to be granted according to this Proposal, and common stock of the Company shall either be issued or disposed of by the Company with the upper limit set at 100,000 shares per year. (However, the total number may be adjusted within a reasonable range in the case that a share split (including an allotment of the Company's common stock without contribution) or a share consolidation of the Company's common stock is conducted, or any other reason that requires an adjustment to the total number of common stock to be issued or disposed of by the Company as restricted stock, on or after the day on which this Proposal is approved and resolved.)

The amount to be paid per share shall be determined at the Board of Directors meetings based on the closing price of the Company's common stock on the Tokyo Stock Exchange on the business day immediately prior to the date on which resolution is made at Board of Directors meetings (or the closing price on the transaction day immediately prior thereto if no transaction is made on such business day), within a scope which would not be considered specially advantageous to the Eligible Directors receiving the allotment of the common stock. For the purpose of such issuance or disposal of common stock of the Company, a contract on the allotment of restricted stock (hereinafter referred to as "Allotment Contract") that includes the following provisions shall be concluded between the Company and Eligible Directors.

(1) Transfer restriction period

Eligible Directors shall not transfer, create a security interest on, or otherwise dispose of the Company's common stock that is allotted according to Allotment Contract (hereinafter referred to as "Allotted Shares") during a period of 30 years from the day when Eligible Directors are allotted shares according to the Allotment Contract (such restriction shall be hereinafter referred to as "Transfer Restriction," and the period during which the transfer is restricted shall be hereinafter referred to as "Transfer Restriction Period").

(2) Treatment on retirement

In the event that Eligible Directors retire from the position predetermined by the Company's Board of Directors prior to the expiry of Transfer Restriction Period, the Company shall acquire Allotted Shares rightfully without consideration unless the reason for Eligible Directors' retirement from office is the expiration of the term of office, death, or any other justifiable reason.

(3) Lifting of transfer restriction

Notwithstanding the provision of (1) above, the Company shall lift Transfer Restriction on all of the Allotted Shares at the expiration of Transfer Restriction Period on the condition that Eligible Directors have continuously served in the position predetermined by the Company's Board of Directors during Transfer Restriction Period. However, if such Eligible Directors retire from the position stipulated in (2) above prior to the expiry of Transfer Restriction Period for the reasons stipulated in (2) above which include the expiration of

term of office, death, or any other justifiable reason, the number of Allotted Shares for which Transfer Restriction is to be lifted and the timing of the lifting of Transfer Restriction shall be reasonably adjusted as necessary. Pursuant to the stipulation above, at the time immediately after the lifting of Transfer Restriction, the Company shall acquire Allotted Shares for which Transfer Restriction has not been lifted, rightfully without contribution.

(4) Treatment on organizational restructuring, etc.

Notwithstanding the provision of (1) above, in the case where an agreement of merger with the Company as the disappearing company, share exchange agreement or share transfer plan through which the Company becomes a wholly-owned subsidiary, or a matter concerning other organizational restructuring, etc. is approved at the Company's General Meeting of Shareholders (or at the Company's Board of Directors meeting in the case where approval of the General Meeting of Shareholders is not required for the said organizational restructuring, etc.) during Transfer Restriction Period, Transfer Restriction shall be lifted by the resolution of the Company's Board of Directors prior to the effective date of the said organizational restructuring, etc., with regard to the number of the Allotted Shares reasonably set forth in light of the period from the start date of Transfer Restriction Period to the approval date of the said organizational restructuring, etc. In the case described above, at the time immediately after the lifting of Transfer Restriction, the Company shall acquire Allotted Shares for which Transfer Restriction has not been lifted, rightfully without contribution.

(5) Other matters

Any other matters concerning Allotment Contract shall be determined by the Company's Board of Directors.