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Securities Code: 3673
March 6, 2019

To Our Shareholders

4-13-14 Higashi-Shinagawa, Shinagawa-ku,
Broadleaf Co., Ltd.
Kenji Oyama, Representative Director and President

NOTICE OF THE 10TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 10th Annual General Meeting of Shareholders (the “Meeting”) of Broadleaf Co., Ltd. (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 (by mail) or by electromagnetic means (Internet, etc.). Please review the accompanying Reference Documents for the General Meeting of Shareholders before exercising your voting rights.

1. **Date and Time:** Thursday, March 28, 2019 at 10:00 a.m. Japan time
2. **Place**
Green Wind, TKP Garden City Shinagawa
3-13-3 Takanawa, Minato-ku, Tokyo
(First floor of SHINAGAWA GOOS)
Since the Meeting will be held in a different venue from last year, please be sure to come to the right place by referring to the “Map to the Place of Annual General Meeting of Shareholders” at the end of this notice.
3. **Meeting Agenda:**
Matters to be reported:
 1. The Business Report and the Consolidated Financial Statements for the 10th Fiscal Year (from January 1, 2018 to December 31, 2018) and Audit Results of the Consolidated Financial Statements by the Accounting Auditor and the Board of Corporate Auditors
 2. The Non-Consolidated Financial Statements for the 10th Fiscal Year (from January 1, 2018 to December 31, 2018)**Matters to be resolved:**
 - Proposal No. 1: Appropriation of Surplus
 - Proposal No. 2: Partial changes to the Articles of Incorporation
 - Proposal No. 3: Election of Five (5) Directors
 - Proposal No. 4: Election of Two (2) Substitute Corporate Auditors
 - Proposal No. 5: Decision on remuneration for the allocation of shares with transfer restrictions to Directors

4. Guide to Exercising Voting Rights

(1) If you exercise your voting rights in writing (by mail)

Please indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and return it so that it is received by 5:30 p.m. on Wednesday, March 27, 2019.

(2) If you exercise your voting rights by electromagnetic means (Internet, etc.)

Please visit the Company's designated voting website (<https://soukai.mizuho-tb.co.jp/>) and, after confirming the "Instructions for Voting via the Internet" on Section 4, vote for or against the proposals by 5:30 p.m. on Wednesday, March 27, 2019, in accordance with the instructions on the screen.

In addition, the electronic platform for exercising voting rights operated by Investor Communications Japan Inc. (ICJ, Inc.) is available to institutional investors.

(3) Treatment of multiple exercise:

If you exercise your voting rights both in writing (by mail) and online, regardless of the date your Voting Rights Exercise Form is received, only the voting rights you exercise online will be counted.

If you exercise your voting rights more than once online, only the voting rights you exercise last will be counted.

◎If you plan to attend, please present the enclosed Voting Rights Exercise Form at the reception desk upon your arrival.

For the purpose of saving resources, we will refrain from distributing related materials. So please be sure to bring this notice with you.

◎Any changes in the Business Report, consolidated financial statements, non-consolidated financial statements, or Reference Documents for the General Meeting of Shareholders will be reported on the Company's website (<https://www.broadleaf.co.jp/ir/stock/meeting/>).

◎Reception will begin at 9:00 a.m. Japan time

◎Since the Meeting will be held in a different location from last year, please be sure to come to the right place.

◎No gifts will be provided to shareholders who attend the Meeting. We appreciate your kind understanding.

Reference Documents for the General Meeting of Shareholders

Proposal No. 1: Appropriation of Surplus

We position the return of profit to our shareholders as an important management issue. Our basic policy is to continue to pay stable dividends, while securing the retained earnings necessary to expand our future business and strengthen our management structure.

The Company plans to pay a year-end dividend for the consolidated fiscal year under review of 6.50 yen per share of common stock. (This brings our annual dividend to 12.00 yen per share when combined with the interim dividend that has already been paid.)

1. Type of dividend property

Cash

2. Matters concerning the allocation and total amount of dividend property

6.50 yen per share of common stock of the Company, or 591,718,816 yen in total

3. Effective date of dividends from surplus

March 29, 2019

[Reference]

	6th Fiscal Year (FY2014)	7th Fiscal Year (FY2015)	8th Fiscal Year (FY2016)	9th Fiscal Year (FY2017)	10th Fiscal Year: Consolidated Fiscal Year Under Review (Projection) (FY2018)	11th Fiscal Year (Forecast) (FY2019)
Annual dividend per share (Note)	20 yen (5)	25 yen (6.25)	30 yen (10.625)	22 yen (11)	12 yen	13 yen
Dividend payout ratio	—	—	53.8%	50.4%	39.5%	40.5%

(Notes) 1. The Company split its common stock 2 for 1 effective from December 17, 2016. The Company has also conducted a 2-for-1 common stock split effective April 1, 2018 and takes this stock split into account for dividends in the 10th fiscal year. In parentheses for the fiscal year in or before the 9th fiscal year, the amount of dividend per share on the assumption that the stock split was conducted at the beginning of the 6th fiscal year is stated.

2. The Company prepares the consolidated financial statements in accordance with IFRS from the previous consolidated fiscal year (9th fiscal year) and calculates the dividend payout ratio in conformity with IFRS. For your reference, the Company also states the dividend payout ratio in the 8th fiscal year based on IFRS.

Proposal No. 2: Partial changes to the Articles of Incorporation

1. Reason for proposal

The Group will pursue the strategy of expanding its business domain from the sale of systems for the automotive market in Japan, and it will aim to evolve into a company that creates innovative businesses through the adoption of advanced technologies. With this in mind, the Company has decided to include additional business objectives in the current Article 2 (Purpose) to respond to the diversification of the main businesses.

2. Details of changes

Details of the changes are as follows.

(The changes are underlined.)

Current Articles of Incorporation	Proposed changes
Chapter 1: General	Chapter 1: General
Article 2 (Purpose) The Company aims to conduct the following businesses.	Article 2 (Purpose) (Remains unchanged)
(1) - (14) (Provisions omitted) (Newly included)	(1) - (14) (Remains unchanged)
(Newly included)	<u>(15) Electronic transactions via the internet and other means, and the planning, production, sale and provision of relevant products and services.</u>
(Newly included)	<u>(16) Planning, design, development, operations, management and provision of platforms, applications, many types of tokens and electronic certification devices through the use of advanced technologies including blockchain and AI.</u>
(15) (Provisions omitted)	(17) (Remains unchanged)

Proposal No. 3: Election of Five (5) Directors

The term of office of all the five (5) directors will expire at the close of this general meeting of shareholders. Accordingly, we propose the election of five (5) directors.

The candidates for directors are as follows:

Candidate No.	Name	Current positions and responsibilities in the Company			Attendance at meetings of the Board of Directors
1	Kenji Oyama	Representative Director and President	Reappointment		13/13 (100%)
2	Kenichi Yamanaka	Director and Executive Vice President	Reappointment		13/13 (100%)
3	Morio Kizawa	Director	Reappointment	External	13/13 (100%)
4	Kiichiro Watanabe	Director	Reappointment	External	13/13 (100%)
5	Shigeru Ikeda	Director	Reappointment	External	13/13 (100%)

Candidate No.	Name (Date of birth)	Brief personal history, positions and responsibilities in the Company and important concurrent positions in other companies	Number of the Company's shares held
1	Kenji Oyama (September 10, 1968) Attendance at meetings of the Board of Directors 13/13 (100%)	<p>April 1987 Joined Being Co., Ltd.</p> <p>April 1989 Director of Being Co., Ltd.</p> <p>December 1996 Being Investments Corp. President CEO</p> <p>July 2000 Director and Vice President of Being Co., Ltd.</p> <p>July 2002 Executive Officer, General Manager of Marketing Department and Sales Department of Being Co., Ltd.</p> <p>October 2005 Consultant to ITX Corporation</p> <p>January 2006 Director and Executive Vice President of the Company</p> <p>June 2006 Representative Director and President of the Company (present)</p> <p>January 2015 Visiting Professor at the Graduate School of Project Design (present)</p>	886,200 shares
	Reasons for nomination as candidate for Director	Mr. Kenji Oyama has a great deal of experience and achievements as well as strong leadership with respect to corporate management. The Company has nominated him again as a candidate for Director, based on the judgment that he is the right person in terms of determining the execution of important duties and supervising the execution of responsibilities by Directors and Executive Officers.	
2	Kenichi Yamanaka (October 10, 1968) Attendance at meetings of the Board of Directors 13/13 (100%)	<p>April 1992 Joined Mitsubishi Electric Engineering Co., Ltd.</p> <p>January 1996 Joined Being Co., Ltd.</p> <p>April 2000 Executive Officer of Being Co., Ltd.</p> <p>May 2005 Assistant Manager of Business Promotion Office of Being Co., Ltd.</p> <p>November 2005 Executive Officer of JIMOS Co., Ltd.</p> <p>October 2010 Executive Officer and General Manager of Administration Division of the Company</p> <p>January 2011 Executive Officer, General Manager of Administration Division and General Manager of Corporate Management Group of the Company</p> <p>March 2012 Director, Executive Officer and General Manager of Administration Division of the Company</p> <p>January 2014 Director and Executive Vice President of the Company (present)</p>	7,400 shares
	Reasons for nomination as candidate for Director	Mr. Kenichi Yamanaka has been supervising the administrative and business management sectors since he assumed the position of Executive Officer at the Company. In light of his career, the Company considers that he is the right person in terms of facilitating smooth organizational management on a Group-wide basis, and has therefore nominated him again as a candidate for Director.	

Candidate No.	Name (Date of birth)	Brief personal history, positions and responsibilities in the Company and important concurrent positions in other companies	Number of the Company's shares held
3	<p>Morio Kizawa (April 8, 1944)</p> <p>Candidate for External Director</p> <p>Attendance at meetings of the Board of Directors 13/13 (100%)</p>	<p>April 1970 Joined Nippon Univac Ltd. (now Nihon Unisys, Ltd.)</p> <p>March 1985 Joined Citizen Watch Co., Ltd.</p> <p>September 1985 Citizen Europe Ltd. President and Managing Director</p> <p>February 1992 Representative Director and President of Mentor Graphics Japan Co. Ltd.</p> <p>February 1999 Representative Director and President of Conexant Systems Japan Co., Ltd. (now Conexant Systems Co., Ltd.)</p> <p>February 2006 Representative Director and President of Autodesk, Inc.</p> <p>March 2012 Advisor to Autodesk, Inc. External Director of the Company (present)</p>	10,000 shares
	Reasons for nomination as candidate for External Director	<p>Mr. Morio Kizawa has served as Representative Director at Autodesk, Inc. and other companies and played an active role as the manager of an IT company and a global company that engage in software development and sales, etc. He has specialist knowledge and extensive experience in the industries related to the Company's business.</p> <p>The Company nominated Mr. Morio Kizawa as a candidate for External Director because, by leveraging his knowledge and experience, it can expect to obtain advice from various perspectives on the general management of the Company.</p>	
	Matters relating to independence	<p>The Company considers Mr. Morio Kizawa to be a candidate for independent director because, given his objective and neutral standpoint that is independent from the Company, he is unlikely to have conflicts of interest with general shareholders, and satisfies the requirements for independent officers as specified by the Tokyo Stock Exchange.</p>	

Candidate No.	Name (Date of birth)	Brief personal history, positions and responsibilities in the Company and important concurrent positions in other companies	Number of the Company's shares held
4	<p>Kiichiro Watanabe (January 23, 1959)</p> <p>Candidate for External Director</p> <p>Attendance at meetings of the Board of Directors 13/13 (100%)</p>	<p>April 1981 Joined Oriental Land Co., Ltd.</p> <p>April 1991 Joined Nissan Motor Co., Ltd.</p> <p>December 1995 Joined Nippon Telegraph and Telephone Corporation Section Manager in charge of Multimedia Business Development Department</p> <p>October 2003 Joined Tomy Co., Ltd. Assistant General Manager of Content Business Strategy Division of Tomy Co., Ltd.</p> <p>January 2006 Representative Director and Executive Vice President of T2i Entertainment Co., Ltd. (now T-FIELDTEC Company, Ltd.)</p> <p>November 2008 Director and Managing Executive Officer of Media Kobo, Inc.</p> <p>May 2012 Representative Director of DELTA FORCE, Inc.</p> <p>March 2014 Corporate Auditor of (THE) ONE of THEM, Inc.</p> <p>March 2014 External Director of the Company (present)</p> <p>March 2016 Director of (THE) ONE of THEM, Inc. (present)</p> <p>February 2017 Representative Director of DYD, Inc.</p>	7,400 shares
	Reasons for nomination as candidate for External Director	<p>Mr. Kiichiro Watanabe has experience of using unique marketing techniques to lead many projects to success at business companies such as The Oriental Land Co., Ltd. and has served as an executive of listed IT companies. He has specialist knowledge and extensive experience in creating new businesses.</p> <p>The Company nominated Mr. Kiichiro Watanabe as a candidate for External Director because, by leveraging his knowledge and experience, it can expect to obtain advice from various perspectives, especially in the area of marketing.</p>	
	Matters relating to independence	<p>The Company considers Mr. Kiichiro Watanabe to be a candidate for independent director because, given his objective and neutral standpoint that is independent from the Company, he is unlikely to have conflicts of interest with general shareholders, and satisfies the requirements for independent officers as specified by the Tokyo Stock Exchange.</p>	

Candidate No.	Name (Date of birth)	Brief personal history, positions and responsibilities in the Company and important concurrent positions in other companies	Number of the Company's shares held	
5	Shigeru Ikeda (March 4, 1941) Candidate for External Director Attendance at meetings of the Board of Directors 13/13 (100%)	April 1964	Joined Nippon Telegraph and Telephone Public Corporation (now Nippon Telegraph and Telephone Corporation or NTT)	9,700 shares
		July 1985	Manager of Niigata Branch of NTT	
		June 1992	Director and General Manager of Personnel Department of NTT	
		June 1997	Managing Director and General Manager of Multimedia Promotion Division of NTT	
		April 1999	Representative Director and President of NTT-ME Corporation	
		July 2002	Managing Director of Communications and Information Network Association of Japan	
		April 2007	External Director of Sky Perfect JSAT Corporation (now Sky Perfect JSAT Holdings Inc.)	
		April 2007	External Director of Media Cruise Solutions, K.K. (now Broad Earth Incorporated)	
		June 2007	Consultant to ACCESS Co., Ltd. (present)	
		April 2008	Visiting Professor at the Graduate Institute for Entrepreneurial Studies (present)	
April 2009	Visiting Professor at Tama Graduate School of Business			
September 2015	Director of the Social Development Research Center (present)			
March 2016	External Director of the Company (present)			
	Reasons for nomination as candidate for External Director	Mr. Shigeru Ikeda has served as Director at NTT and its affiliated company and has experience of being involved in management in the telecommunications industry since the spread of IT and the Internet. He has specialist knowledge and extensive experience of corporate management. He has also taught at Tama Graduate School of Business and other institutes and has wide-reaching knowledge of other areas including IT and information sociology. The Company nominated Mr. Shigeru Ikeda as a candidate for External Director because, by leveraging his knowledge and experience, it can expect to obtain advice on the general management of the Company in terms of both practical business and scientific technology.		
	Matters relating to independence	The Company considers Mr. Shigeru Ikeda to be a candidate for independent director because, given his objective and neutral standpoint that is independent from the Company, he is unlikely to have conflicts of interest with general shareholders, and satisfies the requirements for independent officers as specified by the Tokyo Stock Exchange.		

Notes 1. There are no special interests between any candidate for director and the Company.

2. The candidates Morio Kizawa, Kiichiro Watanabe and Shigeru Ikeda are nominated as External Directors.

3. The candidate Morio Kizawa is currently serving as External Director of the Company, and his tenure as External Director will be seven (7) years at the close of this Annual Shareholders' Meeting.

4. The candidate Kiichiro Watanabe is currently serving as External Director of the Company, and his tenure as External Director will be five (5) years at the close of this Annual Shareholders' Meeting.

5. The candidate Shigeru Ikeda is currently serving as External Director of the Company, and his tenure as External Director will be three (3) years at the close of this Annual Shareholders' Meeting.

6. The Company has notified the Tokyo Stock Exchange (TSE) of Morio Kizawa, Kiichiro Watanabe and Shigeru Ikeda as Independent Officers. If the reappointment of these candidates is approved, the Company plans to make them Independent Officers continuously.

7. The Company has entered into a liability limitation agreement with each of its External Directors pursuant to Article 427, Paragraph 1 of the Companies Act, limiting their liability for damages as provided for under Article 423, Paragraph 1 of the Companies Act. If the reappointment of Morio Kizawa, Kiichiro Watanabe and Shigeru Ikeda, who are the candidates for External Directors, is approved, the Company will extend the term of the agreements.

The limitation of liability for damages under these agreements is the amount specified by laws and regulations, and such limitation of liability is approved only if the applicable External Director has executed his or her duties in good faith without committing gross negligence.

Proposal No. 4: Election of Two (2) Substitute Corporate Auditors

The Company wishes to elect two (2) Substitute Corporate Auditors in advance in case there is a shortfall in the number of Corporate Auditors specified by laws and regulations.

The candidates for Substitute Corporate Auditors are as follows. Candidate Kenji Hirasawa is nominated to fill any vacancy for a Corporate Auditor who is not an External Corporate Auditor, and candidate Yusuke Asakura is nominated to fill any vacancy for an External Corporate Auditor.

The Board of Corporate Auditors has approved this proposal in advance.

Candidate No.	Name (Date of birth)	Brief personal history, positions and responsibilities in the Company and important concurrent positions in other companies	Number of the Company's shares held
1	Kenji Hirasawa (February 6, 1952)	<p>April 1975 Joined Daido Mutual Life Insurance Company (now Daido Life Insurance Company)</p> <p>April 1998 General Manager of Nonlife Insurance Business Development Department of Daido Life Insurance Company</p> <p>April 1999 General Manager of Real Estate Department of Daido Life Insurance Company</p> <p>April 2005 General Manager of Business Audit Department of Daido Life Insurance Company</p> <p>June 2010 Director of T & D Confirm, Ltd.</p> <p>June 2012 Corporate Auditor of T & D Information Systems, Ltd.</p> <p>April 2015 Manager of Internal Audit Office of the Company (present)</p> <p>March 2016 Substitute Corporate Auditors of the Company (present)</p>	0 shares
2	Yusuke Asakura (August 19, 1982) Candidate for External Corporate Auditor	<p>September 2007 Passed the bar examination</p> <p>December 2008 Registered as attorney-at-law</p> <p>December 2008 Joined Bingham McCutchen Murase, Sakai Mimura Aizawa-Foreign Law Joint Enterprise</p> <p>September 2011 Partner of Sanba Law Firm (present)</p> <p>March 2016 Substitute External Corporate Auditor of the Company</p> <p>December 2017 External Corporate Auditor of the Company</p> <p>March 2018 Substitute External Corporate Auditor of the Company (present)</p> <p>(Important concurrent positions) Partner of Sanba Law Firm</p>	0 shares
	Reasons for nomination as candidate for External Corporate Auditor	The Company nominated Mr. Yusuke Asakura as a candidate for Substitute External Corporate Auditor based on the judgment that, as a qualified attorney-at-law and expert in corporate law, Mr. Yusuke Asakura would be able to give the Company suggestions and advice on the execution of duties by its directors. The Company judged that, although Mr. Yusuke Asakura has not been involved in corporate management in the past, he would be capable of executing the duties of an External Corporate Auditor appropriately for the reasons outlined above.	
	Matters relating to independence	The Company does not have any dealings with the abovementioned law firms and considers Mr. Yusuke Asakura to be a candidate for independent corporate auditor because, given his objective and neutral standpoint that is independent from the Company, he is unlikely to have conflicts of interest with general shareholders, and satisfies the requirements for independent officers as specified by the Tokyo Stock Exchange.	

Notes 1. There are no special interests between any candidate for substitute corporate auditor and the Company.

2. The candidate Yusuke Asakura is nominated as Substitute External Corporate Auditor.

3. Mr. Yusuke Asakura meets the requirements for independent officers specified by the Tokyo Stock Exchange. Accordingly, if Mr. Yusuke Asakura is appointed Corporate Auditor, the Company will report him as an independent officer to the Stock Exchange.

4. The Company has entered into a liability limitation agreement with each of its Corporate Auditor pursuant to Article 427, Paragraph 1 of the Companies Act, limiting their liability for damages as provided for under Article 423, Paragraph 1 of the Companies Act. If candidate Kenji Hirasawa and Yusuke Asakura assumes office as Corporate Auditor, the Company will enter into a similar liability limitation agreement with them.

The limitation of liability for damages under these agreements is the amount specified by laws and regulations, and such limitation of liability is approved only if the applicable Corporate Auditor has executed his or her duties in good faith without committing gross negligence.

Proposal No. 5: Decision on remuneration for the allocation of shares with transfer restrictions to Directors

The remuneration system introduced by the Company, with the goal of strengthening corporate governance and enhancing corporate value on a medium- to long-term basis, reflects the setting of fixed compensation and variable compensation (performance-linked bonuses and stock-based compensation) at the proper ratios, among other factors.

Remuneration for Directors of the Company consists of basic compensation, bonuses for Officers and stock-based compensation. Basic compensation and bonuses for Officers were approved at the 4th Annual General Meeting of Shareholders held on March 29, 2013 on the condition that such remuneration for Directors shall not exceed 300 million yen per year (excluding employee salaries). With regard to stock-based compensation, the amount and content of compensation for Directors pertaining to the Board Benefit Trust (hereinafter called the “Current System”), which is a performance-linked stock compensation program, was approved at the 7th Annual General Meeting of Shareholders held on March 30, 2016 as a program separate from the abovementioned limit of compensation for Directors.

The Company reviewed stock-based compensation to ensure that Directors and Executive Officers of the Company (excluding External Directors; hereinafter called the “Directors, etc.”) share the advantages and risks of share price fluctuations with shareholders, and further raise their motivation to increase share prices and enhance corporate value. As a result, it has decided to allocate the Company’s common shares subject to the observance of provisions with respect to matters such as the restriction of transfer for a certain period of time and the background of gratis acquisition attributable to the Company (hereinafter called the “shares with transfer restrictions”) to Directors, etc. as follows.

Accordingly, taking a range of matters such as responsibilities of Directors, etc. comprehensively into consideration, the Company wishes to set an amount of up to 56 million yen per year as the total amount of monetary remuneration claims paid to Directors, etc. as compensation associated with shares with transfer restrictions, which shall be treated as a separate program from the abovementioned limit of compensation for Directors, etc. and the amount of compensation related to the Current System. The Company believes that the allocation of shares with transfer restrictions is reasonable because the details are decided after taking a range of matters such as responsibilities of Directors, etc. comprehensively into consideration.

At the present time, two Directors and 15 Executive Officers are eligible for the system. If Proposal No. 3 is approved as proposed, two Directors and 15 Executive Officers will be eligible for the system.

Specific details of shares with transfer restrictions allocated to Directors, etc. of the Company and the upper limit of the number of such shares

1. Allocation of shares with transfer restrictions and payments

The Company allocates monetary compensation claims for the amount up to the abovementioned amount per year to Directors, etc. subject to deliberations by the Company’s Evaluation and Compensation Committee and resolutions by the Board of Directors. Directors etc. receive allocated shares with transfer restrictions by contributing all these monetary compensation claims in kind.

The amount paid for shares with transfer restrictions will be decided by the Board of Directors based on the closing price of the Company’s common shares at the Tokyo Stock Exchange on the business day immediately before the day on which resolutions are made at a meeting of the Board of Directors (or the closing price on the day immediately before this) with respect to the issuance or disposal of such shares, provided that such amount shall not be particularly favorable to Directors etc. who accept such shares with transfer restrictions.

In addition, the abovementioned monetary remuneration claim shall be provided on the condition that Directors etc. agree to the abovementioned in-kind contribution and conclude an agreement on the allocation of shares with transfer restrictions that includes the provisions specified in 3. below.

2. Total number of shares with transfer restrictions

The total number of shares with transfer restrictions allocated to Directors etc. in each fiscal year shall not exceed 150,000 shares.

However, such total number of shares with transfer restrictions may be adjusted in a reasonable manner if, after the day on which a resolution is passed to adopt the Proposal, a stock split (including the gratis allocation of the Company’s common shares) or stock consolidation is implemented for the Company’s common shares, or the total number of shares with transfer restrictions needs to be adjusted due to such implementation.

3. Details of a contract for the allocation of shares with transfer restrictions

In conjunction with the allocation of shares with transfer restrictions, the following provisions shall be included in a contract for the allocation of shares with transfer restrictions to be concluded between the Company and Directors etc. to whom shares with transfer restrictions are allocated, subject to deliberations by the Company’s Evaluation and Compensation Committee and resolutions by the Board of Directors.

(1) Details of transfer restrictions

Directors etc. to whom shares with transfer restrictions are allocated shall not engage in transfer, the establishment of a pledge, the establishment of security by way of assignment, transfer in the form of inter vivos gifts, disposition at will, or any other act of disposition to any third party (hereinafter called “Transfer Restrictions”) with respect to shares with transfer restrictions allocated to such Directors,

etc. (hereinafter called the "Allocated Shares") during the period from the day on which the relevant shares with transfer restrictions are provided until the day on which the Directors, etc. retire from all positions they hold as Directors and Executive Officers (hereinafter called the "Transfer Restriction Period").

(2) Gratis acquisition of shares with transfer restrictions

If Directors, etc. to whom shares with transfer restrictions are allocated retire from all the positions they hold as Directors and Executive Officers during the period from the start date of the Transfer Restriction Period until the day before the first General Meeting of Shareholders to be held after such start date, the Company may automatically acquire the Allocated Shares free of charge, unless such acquisition is denied for reasons that the Board of Directors acknowledges to be justifiable.

In addition, if there are any Allocated Shares whose Transfer Restrictions are not lifted when the Transfer Restriction Period defined in (1) above has expired due to provisions on the removal of the Transfer Restrictions specified in (3) below, the Company may automatically acquire such Shares free of charge.

(3) Removal of Transfer Restrictions

If Directors to whom shares with transfer restrictions are allocated continue to hold positions as either Directors or Executive Officers during the period from the start date of the Transfer Restriction Period until the day before the first General Meeting of Shareholders to be held after such start date, the Company may lift the Transfer Restrictions for all of the Allocated Shares on the day when the relevant Transfer Restriction Period expires.

However, if such Directors, etc. retire from all the positions they hold as Directors and Executive Officers before the Transfer Restriction Period expires for reasons that the Board of Directors acknowledges to be justifiable, the Company may adjust the number of the Allocated Shares whose Transfer Restrictions are lifted and the timing when such Transfer Restrictions are lifted as necessary in a reasonable manner.

(4) Measures to be taken in relation to organizational restructuring, etc.

If a merger agreement in which the Company becomes a dissolving company, a stock exchange agreement in which the Company becomes a wholly owned subsidiary, a share transfer plan, or other proposals related to organizational restructuring is approved at a General Meeting of Shareholders (or the Board of Directors, if there is no need to obtain approvals at a General Meeting of Shareholders for such organizational restructuring, etc.), the Company may lift the relevant Transfer Restrictions for the number of Allocated Shares that shall be decided reasonably at a meeting of the Board of Directors before such restructuring measures take effect in consideration of the period from the start of the Transfer Restriction Period until the approval date of such organizational restructuring measures.

In this case, the Company may automatically acquire the Allocated Shares whose Transfer Restrictions are not lifted, free of charge, at the moment when the Transfer Restrictions are removed based on the abovementioned provisions.