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Securities Code 9007  
June 9, 2020

**To Shareholders with Voting Rights:**

Koji Hoshino  
President & CEO  
Odakyu Electric Railway Co., Ltd.  
2-28-12, Yoyogi, Shibuya-ku, Tokyo

**NOTICE OF  
THE 99TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

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

We are pleased to notify you that the 99th Annual General Meeting of Shareholders of Odakyu Electric Railway Co., Ltd. (the “Company”) will be held for the purposes as described below.

If you do not 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 following the “Guidance on the exercise of voting rights” on page 2 (Japanese version only) by 5:45 p.m., the end of the Company’s business hours, on Thursday, June 25, 2020, Japan time.

**1. Date and Time:** Friday, June 26, 2020, at 10:00 a.m. Japan time (reception opens at 9:00 a.m.)

**2. Place:** “Century Room” on the basement level 1 of Hyatt Regency Tokyo located at 2-7-2, Nishi-Shinjuku, Shinjuku-ku, Tokyo, Japan

**3. Meeting Agenda:**

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company’s 99th Fiscal Year (April 1, 2019 - March 31, 2020) and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Board of Auditors
  2. Non-consolidated Financial Statements for the Company’s 99th Fiscal Year (April 1, 2019 - March 31, 2020)

**Proposals to be resolved:**

- Proposal 1:** Appropriation of Surplus  
**Proposal 2:** Election of 13 Directors  
**Proposal 3:** Election of 4 Auditors

- Pursuant to the laws and regulations as well as the provisions in Article 16 of the Articles of the Incorporation, the “Systems to ensure the execution of duties by Directors conform to laws and regulations and the Articles of Incorporation and other systems to ensure appropriateness of operations by the corporate group consisting of the Company and its subsidiaries (Basic policies on establishment of internal control systems),” “Basic policies on parties desirable to control determination of corporate finance and business policies,” “Consolidated statements of changes in net assets,” “Notes to the Consolidated Financial Statements,” “Statements of changes in net assets” and “Notes to the Non-consolidated Financial Statements” are posted on the Company’s website (<https://www.odakyu.jp/ir/index.html>), therefore, they are not attached to this convocation notice. The Accounting Auditor and Auditors have audited documents including the above items posted on the Company’s website.
- Should the Reference Documents for the General Meeting of Shareholders, the Business Report, the Consolidated Financial Statements and the Non-consolidated Financial Statements require revisions, the revised versions will be disclosed immediately by posting them on the above Company’s website, or on the documents to be sent to the shareholders.

# Reference Documents for the General Meeting of Shareholders

## Proposals and References

### **Proposal 1:** Appropriation of Surplus

The Company intends to use internal reserves for vigorous investment in priority fields and growth fields in an effort to improve financial performance. The Company's basic policy for returning profits to shareholders is to maintain stable dividend payment as a result of improved performance with a dividend payout ratio of approximately 30%.

Based on the above basic policy, the year-end dividend for the 99th fiscal year is proposed as follows.

- (1) Type of dividend property  
Cash
- (2) Matters concerning the allotment of dividend property to shareholders and the total amount thereof  
¥10 per share of common stock of the Company, for a total amount of ¥3,655,524,220
- (3) Effective date of distribution of surplus  
June 29, 2020

Subject to the approval and resolution of this proposal as originally proposed, the annual dividends will be ¥21 per share, the same amount as in the previous fiscal year, including the interim dividend (¥11 per share) for the fiscal year under review.

**Proposal 2:** Election of 13 Directors

The terms of office of all Directors will expire at the conclusion of this meeting. Accordingly, the election of 13 Directors is proposed.

Additionally, this proposal has received approval from the Nomination and Compensation Advisory Committee, in which Independent Outside Directors comprise a majority of the members.

The candidates are as follows.

## [Reference] List of candidates

No.	Name	Position at the Company	Attendance at Board of Directors' meetings
1	Reappointment Male Koji Hoshino	President & CEO (Representative Director)	13/13
2	Reappointment Male Mikio Ogawa	Vice President (Representative Director)	13/13
3	Reappointment Male Yoshihiko Shimooka	Executive Director	13/13
4	Reappointment Male Isamu Arakawa	Managing Director	13/13
5	Reappointment Male Shu Igarashi	Managing Director	13/13
6	Reappointment Male Takashi Hayama	Managing Director	13/13
7	Reappointment Male Shinji Nagano	Managing Director	13/13
8	Reappointment Male Satoshi Kuroda	Director	11/11 *1
9	Reappointment Outside Director Independent Director Male Tamotsu Nomakuchi	Outside Director	13/13
10	Reappointment Outside Director Independent Director Female Hiroko Nakayama	Outside Director	12/13
11	Reappointment Male Akinori Tateyama	Director	13/13
12	New candidate Outside Director Independent Director Male Toru Ohara	*2	*2
13	New candidate Outside Director Independent Director Male Takehide Itonaga	*2	*2

\*1 As for Director Satoshi Kuroda, the attendance at Board of Directors' meetings held after his assumption of office on June 27, 2019 is stated.

\*2 Not applicable as they are new candidates.

No.	Name (Date of birth) Number of shares of the Company held	Career summary, positions and responsibilities at the Company, and significant concurrent positions
1	<p style="text-align: center;">Reappointment Male Koji Hoshino (April 26, 1955)  28,080 shares</p>	<p>Apr. 1978 Joined the Company  Jun. 2003 Executive Officer of the Company  Jun. 2008 Director of the Company  Jun. 2010 President &amp; CEO (Representative Director) of Odakyu Bus Co., Ltd.  Jun. 2013 Managing Director of the Company  Jun. 2013 Assumed the office of Executive Officer of the Company (to present)  Jun. 2013 Division Director of Transportation Services Division of the Company  Jun. 2015 Executive Director of the Company  Apr. 2017 Assumed the office of President &amp; CEO (Representative Director) of the Company (to present)</p> <p>Significant concurrent positions:  Outside Director of Kanagawa Chuo Kotsu Co., Ltd.</p>
	Reason for nomination as a candidate for Director	Since joining the Company, he has engaged mainly in railway and corporate planning divisions. The Company renominates him as a candidate for Director as he is demonstrating strong leadership to promote business restructuring and other measures to enhance corporate value as President & CEO and has a wealth of experience, such as knowledge regarding the urban transportation business.
2	<p style="text-align: center;">Reappointment Male Mikio Ogawa (July 5, 1952)  27,565 shares</p>	<p>Apr. 1975 Joined the Company  Jun. 2001 Executive Officer of the Company  Jun. 2004 Director of the Company  Jun. 2005 Executive Director of Odakyu Hakone Holdings, Inc.  May 2007 Vice President (Representative Director) of Odakyu Department Store Company Limited  May 2008 President &amp; CEO (Representative Director) of Odakyu Department Store Company Limited  Jun. 2011 Director of the Company  Jun. 2013 Executive Director of the Company  Jun. 2013 Assumed the office of Executive Officer of the Company (to present)  Jun. 2013 Division Director of Development Business Division of the Company  Jun. 2013 Chairman of Odakyu Department Store Company Limited  Jun. 2014 Division Director of Corporate Strategy Division of the Company  Apr. 2017 Assumed the office of Vice President (Representative Director) of the Company (to present)  Apr. 2017 Division Director of Project Promotion Division of the Company</p> <p>Responsibilities at the Company:  General Business Supervision</p>
	Reason for nomination as a candidate for Director	Since joining the Company, he has engaged mainly in personnel and corporate planning divisions. The Company renominates him as a candidate for Director as he is contributing to establish a growth cycle via promoting strategic projects for the future toward capturing new revenue sources as Vice President and has knowledge regarding the overall Group management.

No.	Name (Date of birth) Number of shares of the Company held	Career summary, positions and responsibilities at the Company, and significant concurrent positions
3	<p style="text-align: center;">Reappointment Male</p> <p style="text-align: center;">Yoshihiko Shimooka (January 1, 1956)</p> <p style="text-align: center;">18,166 shares</p>	<p>Apr. 1979 Joined the Company</p> <p>Jun. 2005 Executive Officer of the Company</p> <p>Jun. 2010 President &amp; CEO (Representative Director) of Tachikawa Bus Co., Ltd.</p> <p>Jun. 2013 Director of the Company</p> <p>Jun. 2013 President &amp; CEO (Representative Director) of Odakyu Bus Co., Ltd.</p> <p>Jun. 2016 Managing Director of the Company</p> <p>Jun. 2016 Assumed the office of Executive Officer of the Company (to present)</p> <p>Apr. 2017 Division Director of Corporate Strategy &amp; Planning Division of the Company</p> <p>Apr. 2019 Assumed the office of Executive Director of the Company (to present)</p> <p>Responsibilities at the Company: Responsible for Tourist Business Development Department</p> <p>Significant concurrent positions: President &amp; CEO (Representative Director) of Odakyu Shopping Center Development Co., Ltd.</p>
	Reason for nomination as a candidate for Director	Since joining the Company, he has engaged mainly in personnel and general affairs divisions. The Company renominates him as a candidate for Director as he is contributing to promote initiatives towards expansion of the market for the Group's products related to inbound tourism as well as improvement of the system for accepting tourists at sightseeing areas along the Odakyu Line as an officer responsible for Tourist Business Development Department and has knowledge regarding the urban transportation business.
4	<p style="text-align: center;">Reappointment Male</p> <p style="text-align: center;">Isamu Arakawa (April 30, 1960)</p> <p style="text-align: center;">20,866 shares</p>	<p>Apr. 1983 Joined the Company</p> <p>Jun. 2013 Assumed the office of Executive Officer of the Company (to present)</p> <p>Jun. 2016 Director of the Company</p> <p>Apr. 2018 Assumed the office of Managing Director of the Company (to present)</p> <p>Apr. 2018 Division Director of Lifestyle Creation Division of the Company</p> <p>Apr. 2020 Assumed the office of Division Director of Corporate Strategy &amp; Planning Division of the Company (to present)</p> <p>Responsibilities at the Company: Division Director of Corporate Strategy &amp; Planning Division</p>
	Reason for nomination as a candidate for Director	Since joining the Company, he has engaged mainly in general affairs and hotel administrative divisions. The Company renominates him as a candidate for Director as he contributed to reorganizing the Group's commercial facility operation business and promoting community development along the Odakyu Line during his time in office as Division Director of Lifestyle Creation Division and has knowledge regarding the hotel business.

No.	Name (Date of birth) Number of shares of the Company held	Career summary, positions and responsibilities at the Company, and significant concurrent positions
5	<p style="text-align: center;">Reappointment Male Shu Igarashi (October 6, 1961)</p> <p style="text-align: center;">11,515 shares</p>	<p>Apr. 1984 Joined the Company</p> <p>Jun. 2012 Assumed the office of Executive Officer of the Company (to present)</p> <p>Jun. 2016 Director of the Company</p> <p>Apr. 2017 Assumed the office of Division Director of Transportation Services Division of the Company (to present)</p> <p>Apr. 2018 Assumed the office of Managing Director of the Company (to present)</p> <p>Responsibilities at the Company: Division Director of Transportation Services Division</p>
	Reason for nomination as a candidate for Director	Since joining the Company, he has engaged mainly in railway and corporate planning divisions. The Company renominates him as a candidate for Director as he is contributing to maximize the effects of multiple double tracks, and other measures to strengthen the foundations of the railway business for future growth as Division Director of Transportation Services Division and has knowledge regarding railway technology.
6	<p style="text-align: center;">Reappointment Male Takashi Hayama (December 23, 1961)</p> <p style="text-align: center;">14,500 shares</p>	<p>Apr. 1985 Joined the Company</p> <p>Jun. 2013 Executive Officer of the Company</p> <p>Jun. 2015 President &amp; CEO (Representative Director) of Odakyu Housing Co., Ltd.</p> <p>Jun. 2017 Director of the Company</p> <p>Jun. 2017 President &amp; CEO (Representative Director) of ODAKYU Resorts Co., Ltd.</p> <p>Apr. 2020 Assumed the office of Managing Director of the Company (to present)</p> <p>Apr. 2020 Assumed the office of Executive Officer of the Company (to present)</p> <p>Responsibilities at the Company: Responsible for Digital Innovation Department, Card Promotion Department, Sales Promotion Department, Investor Relations Office, Finance &amp; Accounting Department and Property Administration Department</p>
	Reason for nomination as a candidate for Director	Since joining the Company, he has engaged mainly in finance & accounting and corporate planning divisions. The Company renominates him as a candidate for Director as he contributed to the promotion of new hotel development during his time in office as President & CEO of ODAKYU Resorts Co., Ltd. and has knowledge regarding finance and accounting and the real estate business.
7	<p style="text-align: center;">Reappointment Male Shinji Nagano (August 12, 1961)</p> <p style="text-align: center;">24,400 shares</p>	<p>Apr. 1985 Joined the Company</p> <p>Jun. 2013 Executive Officer of the Company</p> <p>Jun. 2015 President &amp; CEO (Representative Director) of Odakyu Engineering Co., Ltd.</p> <p>Apr. 2018 Assumed the office of Executive Officer of the Company (to present)</p> <p>Jun. 2018 Director of the Company</p> <p>Apr. 2020 Assumed the office of Managing Director of the Company (to present)</p> <p>Responsibilities at the Company: Responsible for General Affairs Department, CSR/Corporate Communications Department and Personnel Department</p>
	Reason for nomination as a candidate for Director	Since joining the Company, he has engaged mainly in railway and legal divisions. The Company renominates him as a candidate for Director as he is contributing to strengthen corporate governance structure as an officer responsible for general affairs and has knowledge regarding travel business and railway technology.

No.	Name (Date of birth) Number of shares of the Company held	Career summary, positions and responsibilities at the Company, and significant concurrent positions
8	<p style="text-align: center;">Reappointment Male</p> <p>Satoshi Kuroda (July 5, 1962)</p> <p>12,540 shares</p>	<p>Apr. 1986 Joined the Company</p> <p>Jun. 2014 Assumed the office of Executive Officer of the Company (to present)</p> <p>Jun. 2016 Manager of Development Planning Department and Manager of Shinjuku Project Promotion Department of the Company</p> <p>Apr. 2019 Assistant Division Director of Lifestyle Creation Division and Manager of Development Planning Department of the Company</p> <p>Jun. 2019 Assumed the office of Director of the Company (to present)</p> <p>Apr. 2020 Assumed the office of Division Director of Lifestyle Creation Division and Manager of Development Planning Department of the Company (to present)</p> <p>Responsibilities at the Company: Division Director of Lifestyle Creation Division Manager of Development Planning Department</p>
	Reason for nomination as a candidate for Director	Since joining the Company, he has engaged mainly in railway and real estate divisions. The Company renominates him as a candidate for Director as he is contributing to expanding the scope of the real estate business as Division Director of Lifestyle Creation Division and has knowledge regarding railway technology and real estate business.
9	<p style="text-align: center;">Reappointment Outside Director Independent Director Male</p> <p>Tamotsu Nomakuchi (November 18, 1940)</p> <p>0 shares</p>	<p>Apr. 1965 Joined Mitsubishi Electric Corporation</p> <p>Apr. 2001 Executive vice president (Representative Director) of Mitsubishi Electric Corporation</p> <p>Apr. 2002 Representative Director, President and CEO of Mitsubishi Electric Corporation</p> <p>Jun. 2003 Representative Executive Officer, President and CEO, and Director of Mitsubishi Electric Corporation</p> <p>Apr. 2006 Chairman of Mitsubishi Electric Corporation</p> <p>Apr. 2009 Director of Mitsubishi Electric Corporation</p> <p>Apr. 2009 President, National Institute of Advanced Industrial Science and Technology</p> <p>Jun. 2010 Honorary Corporate Advisor of Mitsubishi Electric Corporation</p> <p>Apr. 2013 Executive Corporate Advisor of Mitsubishi Electric Corporation</p> <p>Apr. 2013 Assumed the office of Grand Emeritus Advisor, National Institute of Advanced Industrial Science and Technology (to present)</p> <p>Jun. 2015 Assumed the office of Director of the Company (to present)</p> <p>Jul. 2016 Assumed the office of Special Corporate Adviser of Mitsubishi Electric Corporation (to present)</p> <p>Significant concurrent positions: Special Corporate Adviser of Mitsubishi Electric Corporation Grand Emeritus Advisor, National Institute of Advanced Industrial Science and Technology</p>
	Reason for nomination as a candidate for Outside Director	He has management experience and broad insight into the engineering field. The Company renominates him as a candidate for Outside Director as he is fulfilling his role to enhance the management supervising function from an independent and objective perspective by drawing on these experiences.



No.	Name (Date of birth) Number of shares of the Company held	Career summary, positions and responsibilities at the Company, and significant concurrent positions
10	<p style="text-align: center;"> <u>Reappointment</u>  <u>Outside Director</u>  <u>Independent Director</u>  <u>Female</u>  Hiroko Nakayama  (February 6, 1945)   2,400 shares </p>	<p>Apr. 1967 Joined Tokyo Metropolitan Government  Jun. 1999 Director General, Secretariat of Personnel Commission, Tokyo Metropolitan Government  Jul. 2001 Director General, Secretariat to Audit and Inspection Commissioners, Tokyo Metropolitan Government  Nov. 2002 Mayor of Shinjuku (retired in November 2014)  Jun. 2007 President (Representative Director) of Tokyo Eco Service Co., Ltd. (retired in June 2009)  Jun. 2015 Assumed the office of Director of the Company (to present)  Apr. 2016 Assumed the office of Chairperson of Personal Commission, Metropolitan Area Cities (to present)</p> <p>Significant concurrent positions:  Chairperson of Personal Commission, Metropolitan Area Cities  Outside Director of NAKAMURAYA CO., LTD.  Outside Director of TOKYU RECREATION CO., LTD.</p>
	Reason for nomination as a candidate for Outside Director	She has experience in promoting the revitalization of local community among others as Mayor of Shinjuku, and extensive knowledge based on such experience. The Company renominates her as a candidate for Outside Director as she is fulfilling her role to enhance the management supervising function from an independent and objective perspective by drawing on these experiences.
11	<p style="text-align: center;"> <u>Reappointment</u>  <u>Male</u>  Akinori Tateyama  (May 3, 1963)   14,340 shares </p>	<p>Apr. 1986 Joined the Company  Jun. 2014 Executive Officer of the Company  Jun. 2018 Assumed the office of Director of the Company (to present)  Apr. 2019 Assumed the office of President &amp; CEO (Representative Director) of Odakyu Restaurant system Co., Ltd. (to present)</p> <p>Significant concurrent positions:  President &amp; CEO (Representative Director) of Odakyu Restaurant system Co., Ltd.</p>
	Reason for nomination as a candidate for Director	Since joining the Company, he has engaged mainly in railway and personnel divisions. The Company renominates him as a candidate for Director as he is contributing to the enhancement of earning capacity through new store openings as President & CEO of Odakyu Restaurant system Co., Ltd. and has knowledge regarding railway technology.
12	<p style="text-align: center;"> <u>New candidate</u>  <u>Outside Director</u>  <u>Independent Director</u>  <u>Male</u>  Toru Ohara  (March 7, 1954)   0 shares </p>	<p>Apr. 1978 Joined Tokio Marine &amp; Fire Insurance Co., Ltd. (currently Tokio Marine &amp; Nichido Fire Insurance Co., Ltd.) (retired in August 2000)  Jun. 1992 Director of Tokio Marine MC Asset Management Co., Ltd. (currently Tokio Marine Asset Management Co., Ltd.)  Jun. 1999 Executive Officer of Tokio Marine Asset Management Co., Ltd. (retired in August 2000)  Sept. 2000 Joined Franklin Templeton Investments Japan Limited  Oct. 2000 Senior Managing Director of Franklin Templeton Investments Japan Limited  Dec. 2009 Special Advisor of Franklin Templeton Investments Japan Limited (retired in March 2010)  Apr. 2010 Joined Okasan Asset Management Co., Ltd.  Jun. 2015 Senior Managing Director of Okasan Asset Management Co., Ltd.  Jun. 2018 Board Member of Okasan Asset Management Co., Ltd. (retired in March 2019)</p>
	Reason for nomination as a candidate for Outside Director	He has management experience and broad insight based on his work at financial institutions. The Company nominates him as a candidate for Outside Director as it believes that he can fulfill his role to enhance the management supervising function from an independent and objective perspective by drawing on these experiences.

No.	Name (Date of birth) Number of shares of the Company held	Career summary, positions and responsibilities at the Company, and significant concurrent positions
13	<div style="text-align: center;"> <div style="border: 1px solid black; padding: 2px; display: inline-block;">New candidate</div>  <div style="border: 1px solid black; padding: 2px; display: inline-block;">Outside Director</div>  <div style="border: 1px solid black; padding: 2px; display: inline-block;">Independent Director</div>  <div style="border: 1px solid black; padding: 2px; display: inline-block;">Male</div>            Takehide Itonaga            (November 29, 1954)             0 shares         </div>	<p>Apr. 1977 Joined the Dai-ichi Mutual Life Insurance Company (currently The Dai-ichi Life Insurance Company, Limited)</p> <p>Apr. 2014 Senior Managing Executive Officer of the Dai-ichi Mutual Life Insurance Company (retired in March 2016)</p> <p>Jun. 2016 President (Representative Director) of SOHGO HOUSING Co., Ltd.</p> <p>Jun. 2019 Assumed the office of Chairman (Representative Director) of SOHGO HOUSING Co., Ltd. (to present)</p> <p>Significant concurrent positions: Chairman (Representative Director) of SOHGO HOUSING Co., Ltd. Outside Audit &amp; Supervisory Board Member of AMANO Corporation</p>
	Reason for nomination as a candidate for Outside Director	He has management experience, broad insight based on his work at financial institutions as well as knowledge regarding the real estate business. The Company nominates him as a candidate for Outside Director as it believes that he can fulfill his role to enhance the Company's management supervising function from an independent and objective perspective by drawing on these experiences.

## (Notes)

1. Of the candidates for Director, Mr. Tamotsu Nomakuchi, Ms. Hiroko Nakayama, Mr. Toru Ohara and Mr. Takehide Itonaga are candidates for Outside Director.
  - (1) Mr. Tamotsu Nomakuchi and Ms. Hiroko Nakayama are incumbent Outside Director and will have served for a period of 5 years as of the conclusion of this General Meeting of Shareholders.
  - (2) The Company has designated Mr. Tamotsu Nomakuchi and Ms. Hiroko Nakayama as Independent Director prescribed by the regulations of the Tokyo Stock Exchange, Inc. and submitted a notification of the appointment to the same Exchange. In addition, the Company plans to designate Mr. Toru Ohara and Mr. Takehide Itonaga as Independent Director prescribed by the regulations of the Tokyo Stock Exchange, Inc. and submit a notification of the appointment to the same Exchange.
  - (3) Mr. Tamotsu Nomakuchi, Ms. Hiroko Nakayama, Mr. Toru Ohara and Mr. Takehide Itonaga satisfy the Independence Standards for Outside Officers of the Company (stated on page 14). Furthermore, the following items provide supplementary information related to independence.
    - 1) Ms. Hiroko Nakayama served as Mayor of Shinjuku-ku until November 2014. The Company and Shinjuku-ku are engaged in transactions, including loan for use agreements regarding warehouses for disaster stockpile items, but the total transaction amount thereof is insignificant, at less than 0.1% of both the consolidated revenue from operations of the Company and the annual revenue of Shinjuku-ku.
    - 2) Mr. Takehide Itonaga served as business executive at The Dai-ichi Life Insurance Company, Limited, until March 2016. The Dai-ichi Life Insurance Company, Limited, is a lender of the Company, but does not fall under "principal lender" stipulated in the Independence Standards for Outside Officers (financial institution on which the Company is irreplaceably dependent) as the total amount of the borrowings is less than 1% of the consolidated total assets of the Company. Also, the Company and The Dai-ichi Life Insurance Company, Limited, are engaged in transactions including payment of interest, but the total transaction amount thereof is insignificant, at less than 1% of both the consolidated revenue from operations of the Company and the ordinary revenue of The Dai-ichi Life Insurance Company, Limited.
  - (4) SOHGO HOUSING Co., Ltd., where Mr. Takehide Itonaga serves as Representative Director, conducts transactions affiliated with businesses categorized under the Company.
2. The Company has entered into agreements with each of Mr. Tamotsu Nomakuchi and Ms. Hiroko Nakayama to limit their liability under Article 423, Paragraph 1 of the Companies Act. The amount of liability for damages under the agreements shall be limited to ¥10 million or the minimum liability agreement set out in Article 425, Paragraph 1 of the Companies Act, whichever is higher. Subject to the approval of the reelection of each of Mr. Tamotsu Nomakuchi and Ms. Hiroko Nakayama, the Company plans to continue such agreements with each of them. In addition, subject to the approval of the election of each of Mr. Toru Ohara and Mr. Takehide Itonaga, the Company plans to enter into such agreements with each of them.

**Proposal 3:** Election of 4 Auditors

Of the 5 Auditors, the terms of office of Mr. Yoshio Ishii, Mr. Ikuo Uno, Mr. Takehisa Fukazawa and Mr. Masataka Ito will expire at the conclusion of this meeting. Accordingly, the election of 4 Auditors is proposed.

Additionally, this proposal has received the consent of the Board of Auditors and approval from the Nomination and Compensation Advisory Committee, in which Independent Outside Directors comprise a majority of the members.

The candidates are as follows.

[Reference] List of candidates

No.	Name	Position at the Company	Attendance at Board of Directors' meetings	Attendance at Board of Auditors' meetings
1	Reappointment Outside Auditor Independent Auditor Male Masataka Ito	Outside Auditor	13/13	4/4
2	New candidate Male Toshiro Yamamoto	Director *1	13/13 *1	*2
3	New candidate Outside Auditor Independent Auditor Female Kaoru Onimaru	*2	*2	*2
4	New candidate Outside Auditor Independent Auditor Male Takeshi Hayashi	*2	*2	*2

\*1 The candidate for Auditor, Mr. Toshiro Yamamoto is scheduled to retire from the position of Director of the Company on June 26, 2020. His attendance at Board of Directors' meetings as the position of Director is stated.

\*2 Not applicable as they are new candidates.

No.	Name (Date of birth) Number of shares of the Company held	Career summary, positions at the Company, and significant concurrent positions
1	<p style="text-align: center;"> <span style="border: 1px solid black; padding: 2px;">Reappointment</span>  <span style="border: 1px solid black; padding: 2px;">Outside Auditor</span>  <span style="border: 1px solid black; padding: 2px;">Independent Auditor</span>  <span style="border: 1px solid black; padding: 2px;">Male</span> </p> <p style="text-align: center;">Masataka Ito (October 24, 1948)</p> <p style="text-align: center;">6,700 shares</p>	<p>Apr. 1972 Joined the Japan Development Bank (currently Development Bank of Japan Inc.)</p> <p>Feb. 2003 Inspector of Development Bank of Japan Inc. (Retired in June 2004)</p> <p>Jun. 2004 Director of Tokyo Ryutsu Center Inc.</p> <p>Jun. 2006 Managing Director of Tokyo Ryutsu Center Inc. (Retired in June 2008)</p> <p>Jun. 2008 President &amp; CEO (Representative Director) of Skynet Asia Airways Co., Ltd. (currently Solaseed Air Inc.) (Retired in June 2011)</p> <p>Jun. 2011 President (Representative Director) of DBJ Nomura Investment Co., Ltd. (currently DBJ ASSET MANAGEMENT CO., LTD.) (Retired in June 2014)</p> <p>Jun. 2012 Assumed the office of Auditor of the Company (to present)</p> <p>He has management experience and broad insight based on his work and auditing experience at financial institutions, as well as ample knowledge regarding finance and accounting. The Company renominates him as a candidate for Outside Auditor as he is fulfilling his role to enhance the auditing function from an independent and objective perspective by drawing on these experiences.</p>
2	<p style="text-align: center;"> <span style="border: 1px solid black; padding: 2px;">New Candidate</span>  <span style="border: 1px solid black; padding: 2px;">Male</span> </p> <p style="text-align: center;">Toshiro Yamamoto (February 26, 1959)</p> <p style="text-align: center;">23,973 shares</p>	<p>Apr. 1981 Joined the Company</p> <p>Jun. 2005 Executive Officer of the Company</p> <p>May 2012 President &amp; CEO (Representative Director) of HOKUO TOKYO Co., LTD.</p> <p>Jun. 2015 Managing Director of the Company</p> <p>Jun. 2015 Executive Officer of the Company</p> <p>Apr. 2020 Assumed the office of Director of the Company (to present)</p> <p>Since joining the Company, he has engaged mainly in finance &amp; accounting and corporate planning divisions and has work experience as Director responsible for finance &amp; accounting. The Company nominates him as a candidate for Auditor as he has broad knowledge regarding the Company's business and ample knowledge regarding finance and accounting.</p>
3	<p style="text-align: center;"> <span style="border: 1px solid black; padding: 2px;">New Candidate</span>  <span style="border: 1px solid black; padding: 2px;">Outside Auditor</span>  <span style="border: 1px solid black; padding: 2px;">Independent Auditor</span>  <span style="border: 1px solid black; padding: 2px;">Female</span> </p> <p style="text-align: center;">Kaoru Onimaru (February 7, 1949)</p> <p style="text-align: center;">0 shares</p>	<p>Apr. 1975 Became a member of the Yamanashi Bar Association</p> <p>Mar. 1978 Became a member of the Tokyo Bar Association</p> <p>Feb. 2013 Supreme Court Justice of Japan (Retired in February 2019)</p> <p>May 2020 Became a member of the Tokyo Bar Association (to present)</p> <p>Significant concurrent positions: Attorney-at-law Outside Director of LIXIL Group Corporation</p> <p>She has experience as an attorney-at-law and Supreme Court Justice of Japan, and professional knowledge based on such experiences. The Company nominates her as a candidate for Outside Auditor as it believes that she can fulfill her role to enhance the auditing function from an independent and objective perspective by drawing on these experiences. Although she has no direct experience in corporate management, the Company believes that she will be able to execute the duties of Outside Auditor appropriately due to the above reasons.</p>

No.	Name (Date of birth) Number of shares of the Company held	Career summary, positions at the Company, and significant concurrent positions
4	<div style="border: 1px solid black; padding: 2px; margin-bottom: 5px;">New Candidate</div> <div style="border: 1px solid black; padding: 2px; margin-bottom: 5px;">Outside Auditor</div> <div style="border: 1px solid black; padding: 2px; margin-bottom: 5px;">Independent Auditor</div> <div style="border: 1px solid black; padding: 2px; margin-bottom: 5px;">Male</div> <p style="text-align: center;">Takeshi Hayashi (November 10, 1958)</p> <p style="text-align: center;">0 shares</p>	<p>Apr. 1982 Joined Nippon Life Insurance Company</p> <p>Jul. 2012 Director and Managing Executive Officer of Nippon Life Insurance Company</p> <p>Jul. 2013 Managing Executive Officer of Nippon Life Insurance Company</p> <p>Mar. 2015 Senior Managing Executive Officer of Nippon Life Insurance Company (Retired in March 2018)</p> <p>Apr. 2018 Assumed the office of President and Representative Director of Nissay Leasing Company, Limited (to present)</p> <p>Significant concurrent positions: President and Representative Director of Nissay Leasing Company, Limited</p>
	Reason for nomination as a candidate for Outside Auditor	He has management experience and broad insight based on his work at financial institutions. The Company nominates him as a candidate for Outside Auditor as it believes that he can fulfill his role to enhance the auditing function from an independent and objective perspective by drawing on these experiences.

(Notes)

1. The candidate for Auditor, Mr. Toshiro Yamamoto is scheduled to retire from the position of Director of the Company on June 26, 2020.
2. Of the candidates for Auditor, Mr. Masataka Ito, Ms. Kaoru Onimaru and Mr. Takeshi Hayashi are candidates for Outside Auditor.
  - (1) Mr. Masataka Ito is incumbent Outside Auditor, and he will have served for a period of 8 years as of the conclusion of this General Meeting of Shareholders.
  - (2) The Company has designated Mr. Masataka Ito as Independent Auditor prescribed by the regulations of the Tokyo Stock Exchange, Inc. and submitted a notification of the appointment to the same Exchange. In addition, the Company plans to designate Ms. Kaoru Onimaru and Mr. Takeshi Hayashi as Independent Auditor prescribed by the regulations of the Tokyo Stock Exchange, Inc. and submit a notification of the appointment to the same Exchange.

Mr. Masataka Ito, Ms. Kaoru Onimaru and Mr. Takeshi Hayashi satisfy the Independence Standards for Outside Officers of the Company (stated on page 14). Mr. Takeshi Hayashi served as business executive at Nippon Life Insurance Company until March 2018. Nippon Life Insurance Company is a lender of the Company, but does not fall under “principal lender” stipulated in the Independence Standards for Outside Officers (financial institution on which the Company is irreplaceably dependent) as the total amount of the borrowings is less than 1% of the consolidated total assets of the Company. In addition, the Company and Nippon Life Insurance Company are engaged in transactions including payment of interest, but the total transaction amount is insignificant, at less than 1% of both the consolidated revenue from operations of the Company and the ordinary revenue of Nippon Life Insurance Company.
3. The Company has entered into agreements with Mr. Masataka Ito to limit his liability under Article 423, Paragraph 1 of the Companies Act. The amount of liability for damages under the agreements shall be limited to ¥10 million or the minimum liability agreement set out in Article 425, Paragraph 1 of the Companies Act, whichever is higher. Subject to the approval of the reelection of Mr. Masataka Ito, the Company plans to continue such agreement with him. In addition, subject to the approval of the election of Ms. Kaoru Onimaru and Mr. Takeshi Hayashi, the Company plans to enter into such agreements with each of them.

(Reference)

#### Independence Standards for Outside Officers

The Company has established the Independence Standards for Outside Officers. Candidates for Outside Directors and Outside Auditors are judged to be sufficiently independent so long as they do not fall under any of the following categories. The Company nominates candidates for outside officers with career history, experience and professional knowledge that differ from in-house candidates, and those who are capable of enhancing management supervision functions. The balance between enriching the supervision and auditing functions through the accumulation of knowledge in the Company's business and securing independence is also considered.

- 1) A business executive of the Company or its Group company (collectively, the "Group")
- 2) A major shareholder of the Company (who possesses 10% or more of voting rights either directly or indirectly) or a business executive thereof
- 3) A business executive of a principal lender (financial institution or other significant creditor indispensable for the Group's financing and on which the Group is irreplaceably dependent) of the Group
- 4) A business executive of a major business partner (an entity who pays the Group 2% or more of the Group's annual consolidated net sales) of the Group
- 5) A business executive of a company which holds the Group as a major business partner (an entity which receives from the Group 2% or more of its annual consolidated net sales)
- 6) An individual who receives a remuneration of ¥10 million or more per year from the Group other than remuneration as an officer
- 7) A business executive of an entity that receives donations of ¥10 million or more per year from the Group
- 8) A business executive of another company whose position would constitute the person as having an interlocking relationship
- 9) A spouse or relative within two degrees of kinship of an individual with an important position who falls under the above criteria 1) through 8)
- 10) An individual who has fallen under criteria 1) in the past 10 years, an individual who has fallen under criteria 2) in the past 5 years, and an individual who has fallen under criteria 3) through 9) in the past 3 years