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(Stock Exchange Code 9810) June 6, 2018

**To Shareholders:** 

Kenji Hiwatari President and Representative Director NIPPON STEEL & SUMIKIN BUSSAN CORPORATION 5-27, Akasaka 8-chome, Minato-ku, Tokyo

## NOTICE OF

# THE 41ST 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 41st Annual General Meeting of Shareholders of NIPPON STEEL & SUMIKIN BUSSAN CORPORATION (the "Company"). The meeting will be held for the purposes as described below.

If you are unable to attend the meeting, you are requested to review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights either by submitting the Voting Rights Exercise Form by mail or via the Internet, as instructed below.

## Exercise of voting rights in writing (by mail)

Please indicate your vote for or against each of the proposals on the enclosed Voting Rights Exercise Form and return it so that it is received by 5:20 p.m. on Wednesday, June 27, 2018, Japan standard time.

#### Exercise of voting rights electronically (via the Internet)

Please vote on the website for exercising voting rights designated by the Company (https://www.web54.net) by 5:20 p.m. on Wednesday, June 27, 2018, Japan standard time. Institutional investors can use the Electronic Voting Platform operated by ICJ, Inc.

1. Date and Time:	Thursday, June 28, 2018 at 10:00 a.m. Japan standard time
2. Place:	Bellesalle Hanzomon located at 2nd floor, Sumitomo Fudosan Hanzomon Ekimae Building 6-4, Kojimachi 1-chome, Chiyoda-ku, Tokyo, Japan (The place has changed from the previous meeting; please see the map to the place at the end of this document (Japanese version only).)

## 3. Meeting Agenda:

Matters to be reported:	1.	The Business Report, Consolidated Financial Statements for the Company's
		41st Fiscal Year (April 1, 2017 - March 31, 2018) 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 41st Fiscal Year
		(April 1, 2017 - March 31, 2018)
Proposals to be resolved	:	-
Proposal 1:	A	ppropriation of Surplus

Proposal 1:	Appropriation of Surplus
Proposal 2:	Partial Amendments to the Articles of Incorporation
Proposal 3:	Election of Twelve (12) Directors

- 1. Reception desk opens at 9:00 a.m.
- 2. When attending the meeting, please submit the enclosed **Voting Rights Exercise Form** at the reception desk.
- 3. Of the documents required to be appended to this Notice of convocation as attachments, the Consolidated Statement of Changes in Equity and the Notes to the Consolidated Financial Statements, which are part of the Consolidated Financial Statements, and the Statement of Changes in Equity and the Notes to the Non-consolidated Financial Statements, which are part of the Non-consolidated Financial Statements, which are part of the Non-consolidated Financial Statements, have been posted on the Company's website in accordance with laws and regulations and Article 16 of the Articles of Incorporation of the Company, and are therefore not included in the attached documents.
- 4. The Consolidated Financial Statements and the Non-consolidated Financial Statements audited by the Audit & Supervisory Board and the Accounting Auditor consist of documents included in this Notice and the Consolidated Statement of Changes in Equity, the Notes to the Consolidated Financial Statements, the Statement of Changes in Equity and the Notes to the Non-consolidated Financial Statements posted on the Company's website.
- 5. Any updates to the Reference Documents for the General Meeting of Shareholders, the Business Report, the Non-consolidated Financial Statements and the Consolidated Financial Statements will be posted on the Company's website.

Company's website http://www.nssb.nssmc.com

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

Proposal 1: Appropriation of Surplus

Based on due consideration of the business results for the 41st fiscal year and the internal reserve, it is proposed that a year-end dividend be paid as follows.

1. Type of dividend property

Cash

2. Allocation of dividend property and total amount thereof

¥120 per share of common stock of the Company for shareholders at the end of the 41st fiscal year. Total amount of dividends: ¥3,709,577,880

As ¥90 per share was paid as an interim dividend in December 2017, the total amount of annual dividends will be ¥210 per share for the 41st fiscal year.

3. Effective date of dividends from surplus

June 29, 2018

#### **Proposal 2:** Partial Amendments to the Articles of Incorporation

1. Reasons for the amendment

Trade name of the Company is decided as "NITTETSU SUMIKIN BUSSAN KABUSHIKI KAISHA" and in English "NIPPON STEEL & SUMIKIN BUSSAN CORPORATION" when Nippon Steel Trading Co., Ltd. and Sumikin Bussan Corporation were merged on October 1, 2013.

After the merger, as the core trading company of Nippon Steel & Sumitomo Metal Group, the Company has strengthened and expanded the four areas of business; Steel, Industrial Supply and Infrastructure, Textiles and Foodstuffs. In addition to that the Company acquired part of the steel products business from Mitsui & Co. group in April, 2018, and size of the Company's business is now expanding in global as well as domestic market. Accompanied by the acceleration of its global strategies, the Company is actively conducting new investments in overseas business and expanding production capacities of foreign subsidiaries.

In this environment, Nippon Steel & Sumitomo Metal Corporation, the largest shareholder of the Company, has announced to change the trade name to "NIPPON SEITETSU KABUSHIKI KAISHA" and in English "NIPPON STEEL CORPORATION" ("NSC") as from April 1, 2019, to adopt a new and more inclusive trade name befitting a steelmaker with origins in Japan and an emphasis on continuing growth in global markets looking toward the future.

As the core trading company of new NSC Group, the Company decided to change the trade name to "NITTETSU BUSSAN KABUSHIKI KAISHA" and in English "NIPPON STEEL TRADING CORPORATION" for purposes of making it clear that the Company is a member of NSC Group and easy to understand for global customers

The partial amendment to the Articles of Incorporation shall come into effect on April 1, 2019.

2. Content of the amendment

The content of the amendment is as follows.

	(The underlined portions are amended.)
Current Articles of Incorporation	Proposed Amendments
Article 1. (Trade name)	Article 1. (Trade name)
The name of the Company shall be <u>NITTETSU</u>	The name of the Company shall be <u>NITTETSU</u>
<u>SUMIKIN BUSSAN KABUSHIKI KAISHA,</u>	BUSSAN KABUSHIKI KAISHA, which shall be
which shall be written as NIPPON STEEL &	written as NIPPON STEEL TRADING
SUMIKIN BUSSAN CORPORATION in English.	CORPORATION in English.

# **Proposal 3:** Election of Twelve (12) Directors

The terms of office of all eleven (11) Directors will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, by increasing one (1) Director with an aim to enhance the management system, the election of twelve (12) Directors is proposed.

	Name		Dest avmeniance masifiens mean ansihilities	Number of
No.	(Date of birth)		Past experience, positions, responsibilities	shares of the
	(Date of birtil)		and significant concurrent positions	Company held
		April 1975	Joined Nippon Steel Corporation (current Nippon Steel &	
			Sumitomo Metal Corporation)	
		April 2007	Director (under the Executive Management System), General	
			Manager of Osaka Sales Office, Nippon Steel Corporation	
		April 2011	Managing Director (under the Executive Management System);	
			Director, Plate Division; Director, Construction Materials &	
	Kenji Hiwatari		Products Division, Nippon Steel Corporation	
1	(January 16, 1953)	October 2012	Managing Executive Officer; Director, Plate Division; Director,	8,000
1			Construction Materials & Products Division, Nippon Steel &	0,000
	[Reappointment]		Sumitomo Metal Corporation	
		April 2013	Executive Officer, Nippon Steel & Sumitomo Metal	
		June 2013	Corporation; Advisor, Nippon Steel Trading Co., Ltd. President and Representative Director, Nippon Steel Trading	
		June 2013	Co., Ltd.	
		October 2013	Vice President and Representative Director, the Company	
		April 2015	President and Representative Director, the Company (present)	
		-		
			mination as a candidate for Director)	
			vatari has many years of rich experience in the steel business.	
			Director since June 2013, he is demonstrating his excellent kills and leadership in order to enhance corporate value. The	
			ninated him again as a candidate for Director because of his	
			that and capabilities as well as knowledge about overall	
		management.		
		April 1975	Joined Nippon Steel Corporation (current Nippon Steel &	
			Sumitomo Metal Corporation)	
		April 2009	Managing Executive Officer, Nippon Steel Trading Co., Ltd.	
		June 2010	Director and Managing Executive Officer, Nippon Steel Trading	
			Co., Ltd.	
	Akio Tamagawa	April 2011	Director and Senior Managing Executive Officer, Nippon Steel	
2	(December 23, 1952)	October 2013	Trading Co., Ltd. Director, Member of the Board, and Senior Managing	9,200
		October 2013	Executive Officer, the Company	,
	[Reappointment]	April 2015	Director, Member of the Board, and Executive Vice President,	
		71pm 2015	the Company (present)	
		(Responsibilities		
			xtiles Division and Foodstuffs Division	
		-	porate Planning & Administration Division	
		(Reasons for nomination as a candidate for Director)		
		Mr. Akio Tam		
		and administra		
		supervises Te		
		Planning & A		
		candidate for		
		as knowledge	about overall management.	

The candidates for Director are as follows:

No.	Name (Date of birth)		Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the
	(Date of birtil)		and significant concurrent positions	Company held
3	Tsuneo Miyamoto (November 20, 1955) [Reappointment]	April 1980 April 2011 October 2012 April 2014 April 2016 June 2016	Joined Nippon Steel Corporation (current Nippon Steel & Sumitomo Metal Corporation) Director (under the Executive Management System), General Manager of Sales Administration & Planning Division, Nippon Steel Corporation Executive Officer; General Manager of Sales Administration & Planning Division, Nippon Steel & Sumitomo Metal Corporation Managing Executive Officer, Nippon Steel & Sumitomo Metal Corporation Executive Officer, Nippon Steel & Sumitomo Metal Corporation Executive Officer, Nippon Steel & Sumitomo Metal Corporation; Advisor, the Company Director, Member of the Board, and Executive Vice President, the Company (present)	1,200
4	Yuichi Nomura (July 8, 1955) [Reappointment]	<ul> <li>(Responsibilities)         Supervises Steel Division and Industrial Supply &amp; Infrastructure Division         (Reasons for nomination as a candidate for Director)         Mr. Tsuneo Miyamoto has many years of rich experience in the steel business.         Serving as a Director since June 2016, he currently supervises Steel Division         and Industrial Supply &amp; Infrastructure Division. The Company nominated him         again as a candidate for Director because of his profound insight and         capabilities as well as knowledge about overall management.         April 1978         Joined Mitsui &amp; Co., Ltd.         April 2011         Chairman &amp; Managing Director, MITSUI &amp; CO. (HONG</li></ul>		3,200
		Office) and Ov Cooperates on Cooperates on Branch Office (Reasons for non Mr. Yuichi Non Serving as a Di businesses. The	except Osaka Office, Nagoya Branch Office, and Kyushu Branch erseas Steel Business matters concerning steel materials of Russia & CIS Export Sales of Osaka Office, Nagoya Branch Office, and Kyushu nination as a candidate for Director) mura has many years of rich experience in the steel business. frector since June 2014, he currently manages the above e Company nominated him again as a candidate for Director profound insight and capabilities as well as knowledge about ment.	

	Name		Past experience, positions, responsibilities	Number of	
No.	(Date of birth)		and significant concurrent positions	shares of the	
	(Date of offili)		and significant concurrent positions	Company held	
		April 1979 April 2005	Joined Itoman Co., Ltd. (current NIPPON STEEL & SUMIKIN BUSSAN CORPORATION) Executive Officer, General Manager, Men's Wear Department 2,		
		11pm 2005	Sumikin Bussan Corporation		
	Eiichi Nakamura (January 17, 1956)	April 2007	Executive Officer, Representative in China, Sumikin Bussan Corporation		
		April 2010	Managing Executive Officer, Representative in China, Sumikin Bussan Corporation		
5		April 2011	Managing Executive Officer, Sumikin Bussan Corporation	6,346	
	[Reappointment]	October 2013	Managing Executive Officer, the Company		
	[Reappointment]	June 2015	Director, Member of the Board, and Managing Executive		
			Officer, the Company		
		April 2018	Director, Member of the Board, and Senior Managing Executive		
			Officer, the Company (present)		
		(D			
		(Responsibilities) Manages Textil			
			nination as a candidate for Director)		
		`	amura has many years of rich experience in the textiles business.		
			rector since June 2015, he currently manages Textiles Division.		
			nominated him again as a candidate for Director because of his		
			at and capabilities as well as knowledge about overall		
		management.	a una cupuomatos as won as knowneage asoar overan		
		April 1979	Joined Itoman Co., Ltd. (current NIPPON STEEL &		
		<b>T B B B B B B B B B B</b>	SUMIKIN BUSSAN CORPORATION)		
		June 2008	Executive Officer, General Manager of Machinery Department,		
		September 2009	Sumikin Bussan Corporation Executive Officer, General Manager of Machinery Department		
		September 2009	and General Manager of New Project Promotion Section,		
			Sumikin Bussan Corporation		
	Yasuhiro Sugiguchi	April 2010	Executive Officer, General Manager of New Project Promotion		
	(March 12, 1957)	L	Section, Sumikin Bussan Corporation		
6		June 2011	Executive Officer, Sumikin Bussan Corporation;	5,224	
	[Reappointment]		President and Representative Director, SUMIKIN BUSSAN		
			MATEX CO., LTD.		
		October 2013	Executive Officer, the Company;		
			President and Representative Director, NIPPON STEEL &		
		April 2015	SUMIKIN BUSSAN MATEX CO., LTD.		
		April 2015 June 2016	Managing Executive Officer, the Company Director, Member of the Board, and Managing Executive		
		June 2010	Officer, the Company (present)		
		(Responsibilities)			
			trial Supply & Infrastructure Division		
			ugiguchi has many years of rich experience in the industrial		
			tructure business. Serving as a Director since June 2016, he		
			ges Industrial Supply & Infrastructure Division. The Company		
		nominated him again as a candidate for Director because of his profound insight			
			as well as knowledge about overall management.		

No.	Name (Date of birth)		Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the
	(2 400 01 01141)			Company held
		April 1983 October 2009	Joined Itoman Co., Ltd. (current NIPPON STEEL & SUMIKIN BUSSAN CORPORATION) President and Representative Director, NIKKYO FOODS CO.,	
		April 2011	LTD. Executive Officer, Sumikin Bussan Corporation;	
		-	President and Representative Director, NIKKYO FOODS CO., LTD.	
	Yasuyuki Tomioka (December 25, 1959)	April 2013	Executive Officer, General Manager of Overseas Market Development Department, Sumikin Bussan Corporation; President and Representative Director, NIKKYO FOODS CO.,	
7	[Reappointment]	October 2013	LTD. Executive Officer, General Manager of Overseas Market	3,304
			Development Department, the Company; President and Representative Director, NIKKYO FOODS CO., LTD.	
		April 2014	Executive Officer, the Company	
		April 2016 June 2016	Managing Executive Officer, the Company Director, Member of the Board, and Managing Executive	
		Julie 2010	Officer, the Company (present)	
		(Responsibilities Manages Food	s) Istuffs Division	
		(Reasons for not	mination as a candidate for Director)	
			Tomioka has many years of rich experience in the foodstuffs ing as a Director since June 2016, he currently manages Industrial	
			vision. The Company nominated him again as a candidate for	
		Director becau	se of his profound insight and capabilities as well as knowledge	
		about overall 1 April 1980	Joined Sumikin Bussan Corporation	
		April 2008	Executive Officer, General Manager of Nagoya Branch Office,	
			General Manager of Steel Department No.1, Nagoya Branch Office, Sumikin Bussan Corporation	
		October 2008	Executive Officer, General Manager of Nagoya Branch Office,	
		4 1 2010	Sumikin Bussan Corporation	
	Shunji Shimada	April 2010 April 2012	Executive Officer, Sumikin Bussan Corporation Managing Executive Officer, Sumikin Bussan Corporation	
8	(December 5, 1955)	October 2013	Managing Executive Officer, the Company	4,040
0	[Reappointment]	April 2015	Managing Executive Officer, the Company President, NIPPON STEEL & SUMIKIN BUSSAN	4,040
			(THAILAND) CO., LTD.	
		April 2017	Managing Executive Officer, General Manager of Osaka Office, the Company	
		June 2017	Director, Member of the Board, and Managing Executive	
			Officer, General Manager of Osaka Office, the Company (present)	
		(Responsibilities Manages Osak	s) a Office <general manager="" of="" office="" osaka=""></general>	
		Concurrently r Cooperates on	nanages Nagoya Branch Office and Kyushu Branch Office Steel Planning, Overseas Administration & Planning, and	
			port & Safety Management matters concerning steel structures engineering & sales	
		(Reasons for not	mination as a candidate for Director)	
			imada has many years of rich experience in the steel business.	
			irector since June 2017, he currently manages the above e Company nominated him again as a candidate for Director	
			profound insight and capabilities as well as knowledge about	

No.	Name (Date of birth)		Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
9	Keiji Moriwaki (March 20, 1957) [Reappointment]	April 1979 April 2009 April 2012 June 2013 October 2013 April 2015 June 2015 June 2017	Joined Nippon Steel Trading Co., Ltd. Executive Officer, Nippon Steel Trading Co., Ltd. Executive Officer, General Manager of Osaka Office, Nippon Steel Trading Co., Ltd. Managing Executive Officer, General Manager of Osaka Office, Nippon Steel Trading Co., Ltd. Managing Executive Officer, General Manager of Osaka Office, the Company Managing Executive Officer, the Company Managing Executive Officer, the Company; Outside Auditor, GODO STEEL, Ltd. (present) Director, Member of the Board, and Managing Executive Officer, the Company (present)	4,130
		Kyushu Branci Concurrently, Cooperates on Technical Sup Cooperates on (Significant cone Outside Audito (Reasons for nor Mr. Keiji Mori Serving as a D businesses. Th	estic Sales (except Osaka Office, Nagoya Branch Office and h Office) manages Project Development and Manila Office Steel Planning, Overseas Administration & Planning, and port & Safety Management matters concerning steel scrap & pig iron sales of Osaka Office current position) or, GODO STEEL, Ltd. mination as a candidate for Director) iwaki has many years of rich experience in the steel business. irector since June 2017, he currently manages the above e Company nominated him again as a candidate for Director profound insight and capabilities as well as knowledge about	
10	Yoshihiro Ogura (December 8, 1945) [Reappointment] [Outside Director] [Independent Director]	April 1973 April 1982 June 2009 June 2013 October 2013 June 2016	Registered as attorney-at-law; Joined Araya Takeshi Law Office Established Ogura Tanaka Law Office (current Hibiki Law Office) (present) Outside Auditor, Nippon Steel Trading Co., Ltd. Outside Auditor, Nippon Steel Trading Co., Ltd.; Outside Director, Toshiba Machine Co., Ltd. (present) Outside Audit & Supervisory Board Member, the Company Outside Director, the Company (present)	100
		Attorney-at-lav Outside Direct (Reasons for nor Mr. Yoshihiro June 2016. Bas attorney-at-law appropriately. management, t	current positions) w, Hibiki Law Office or, Toshiba Machine Co., Ltd. mination as a candidate for Outside Director) Ogura assumed office as an Outside Director of the Company in sed on his many years of experience and deep insight as an v, he has been expressing opinions about proposals etc. Although he has never been directly involved in corporate the Company judges that he is suitable for the position of Outside e above reasons and nominated him again as a candidate for or.	

No.	Name (Date of birth)		Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
11	Keishiro Kinoshita (November 6, 1948) [Reappointment] [Outside Director] [Independent Director]	Mr. Keishiro K June 2016. Bas of service at fin companies, he The Company	Joined The Industrial Bank of Japan, Limited (current Mizuho Bank, Ltd.) Executive Officer, Chairman of China Committee, The Industrial Bank of Japan, Limited Managing Executive Officer, Mizuho Corporate Bank, Ltd. (current Mizuho Bank, Ltd.) Administrative Officer, Sompo Japan Insurance Inc. (current Sompo Japan Nipponkoa Insurance Inc.) Executive Officer, Sompo Japan Insurance Inc. Managing Officer, Chairman of Asia/China Committee, Sompo Japan Insurance Inc. Director, Senior Managing Executive Officer, Sompo Japan Insurance Inc. Director, Sompo Japan Insurance Inc. Outside Auditor, Nippon Suisan Kaisha, Ltd. Outside Board Member, Nippon Suisan Kaisha, Ltd. Outside Board Member, Nippon Suisan Kaisha, Ltd.; Outside Director, the Company Outside Director, the Company (present)	200

No.	Name (Date of birth)		Past experience, positions, responsibilities	Number of shares of the
No.	Name (Date of birth) Yasumitsu Saeki (May 8, 1955) [New appointment]	April 1979         April 2003         April 2009         July 2010         June 2012         October 2012         April 2013         July 2015         April 2016         April 2018	Past experience, positions, responsibilities and significant concurrent positions Joined Nippon Steel Corporation (current Nippon Steel & Sumitomo Metal Corporation) General Manager of Automotive Flat Products Sales Division, Flat Products Division, Nippon Steel Corporation Executive Officer, Deputy Director, Flat Products Division, Director, Bar & Wire Rod Division Executive Officer, Deputy Director, Flat Products Division, Director, Bar & Wire Rod Division and Deputy General Manager, India Continuous Annealing and Processing Line Project Group of NSC Managing Director (Member of the Board), Director, Flat Products Division, Director, Bar & Wire Rod Division, Director, Pipe & Tube Division and General Manager, India Continuous Annealing and Processing Line Project Group of NSC Managing Director, Member of the Board, Head of Unit, Flat Products Unit, Head of Unit, Bar & Wire Rod Unit and Project Leader, India Continuous Annealing and Processing Line Project, Nippon Steel & Sumitomo Metal Corporation Managing Director, Member of the Board, Head of Unit, Flat Products Unit, Head of Unit, Bar & Wire Rod Unit, Flat Products Unit, Project Leader, Shanghai-Baoshan Cold-rolled & Coated Sheet Products Project and Project Leader, India Continuous Annealing and Processing Line Project, Nippon Steel & Sumitomo Metal Corporation Managing Director, Member of the Board, Head of Unit, Flat Products Unit, Project Leader, Shanghai-Baoshan Cold-rolled & Coated Sheet Products Project and Project Leader, India Continuous Annealing and Processing Line Project, Nippon Steel & Sumitomo Metal Corporation Managing Director, Member of the Board, Head of Unit, Flat Products Unit, Project Leader, Shanghai-Baoshan Cold-rolled & Coated Sheet Products Project, Global Business Development Sector and Project, Global Business Development Sector, Nippon Steel & Sumitomo Metal Corporation Representative Director and Executive Vice President, Nippon Steel & Sumitomo Metal Corporation Director, Member of the Board, Nippon Steel & Sumitomo Metal Cor	
		Mr. Yasumitsu of Nippon Ster experience in candidate for I	mination as a candidate for Director) a Saeki has served as Representative Director and other positions el & Sumitomo Metal Corporation and has many years of rich the steel business. The Company nominated him as a new Director because of his profound insight and capabilities as well about overall management.	

(Notes)

1. No special interest exists between candidates for Director and the Company.

 Mr. Yoshihiro Ogura will have served as an Outside Director of the Company for two years at the conclusion of this Annual General Meeting of Shareholders. He served as an Outside Audit & Supervisory Board Member of the Company for seven years from June 2009 to June 2016.

3. Mr. Keishiro Kinoshita will have served as an Outside Director of the Company for two years at the conclusion of this Annual General Meeting of Shareholders.

4. The Company has appointed Mr. Yoshihiro Ogura and Mr. Keishiro Kinoshita as Independent Directors who have no conflict of interest with general shareholders as mandated by Tokyo Stock Exchange, Inc. and notified the said exchange of their appointment.

5. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into agreements with Mr. Yoshihiro Ogura and Mr. Keishiro Kinoshita that limit their liability under Article 423, Paragraph 1 of the said Act to the minimum liability amount prescribed by Article 425, Paragraph 1 of the said Act. If this proposal is approved, the Company intends to continue the said agreements with them.

6. If the election of Mr. Kenji Hiwatari is approved, the Company intends to appoint him as a non-executive Director. In that case, pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company intends to enter into agreement with him that limit his liability under Article 423, Paragraph 1 of the said Act to the minimum liability amount prescribed by Article 425, Paragraph 1 of the said Act.