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(Securities Code: 6787)

June 9, 2021

To Shareholders with Voting Rights:

Yuichiro Naya
President & CEO
Meiko Electronics Co., Ltd.
5-14-15, Ogami, Ayase City,
Kanagawa, Japan

NOTICE OF THE 46TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders,

This is to notify you that the 46th Annual General Meeting of Shareholders of Meiko Electronics Co., Ltd. (the “Company”) will be held for the purposes as described below.

You may exercise your voting rights in writing. Please read the Reference Documents for the General Meeting of Shareholders described hereinafter, indicate your approval or disapproval of the proposal on the enclosed Voting Rights Exercise Form, and return it by 5:20 p.m. on Wednesday, June 23, 2021 (JST).

1. Date and Time: Thursday, June 24, 2021 at 10:00 a.m. (JST)

2. Place: 3rd Floor “LA ROSE,” Rembrandt Hotel Ebina
2-9-50, Chuo, Ebina City, Kanagawa, Japan

3. Meeting Agenda:

Matters to be reported: The 46th Fiscal Year (from April 1, 2020 to March 31, 2021)

1. The Business Report, Consolidated Financial Statements and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board
2. Non-consolidated Financial Statements

Proposals to be resolved:

Proposal No. 1: Partial Amendments to the Articles of Incorporation (1)

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

Proposal No. 3: Election of Twelve (12) Directors

Proposal No. 4: Revision of Amount of Compensation for Directors

Proposal No. 5: Determination of Amount and Contents of Stock-Based Compensation for Directors

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1. If attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk on arrival.
 2. The following documents are posted (in Japanese only) on the Company’s website noted below in accordance with the laws and regulations and the provisions of Article 15 of the Articles of Incorporation, and therefore are not included in this Notice of the Annual General Meeting of Shareholders:
 - 1) The section on “Systems to ensure appropriateness of business operations and the operation status of the systems” in the Business Report, 2) Notes to the Consolidated Financial Statements, and 3)

Notes to the Non-consolidated Financial Statements.

It should be noted that the above 1) to 3) sections were part of the Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements audited by the Audit & Supervisory Board Members in preparation of the audit report, and the above 2) and 3) sections were part of the Consolidated Financial Statements and Non-consolidated Financial Statements audited by the Accounting Auditor in preparation of the audit report.

3. When the Reference Documents for the General Meeting of Shareholders, the Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements need revisions, the Company will post the revised versions on the Company's website noted below.

The Company's website: <https://www.meiko-elec.com/ir/stock/meeting.html>

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal No. 1: Partial Amendments to the Articles of Incorporation (1)

1. Reasons for proposal

This proposal is to make necessary amendments to current Article 2 (Objectives) of the Articles of Incorporation with the aim of clarifying business lines to be in alignment with the current state of business at the Company and its subsidiaries as well as responding to the future development and diversification of business covering those of the subsidiaries.

2. Proposed amendments

The proposed amendments are as follows:

(Changes are underlined.)

Current Articles of Incorporation	Proposed Amendments
<p>(Objectives)</p> <p>Article 2. The objectives of the Company shall be to engage in the following businesses:</p> <p>(1) to (9) Provisions omitted (New)</p> <p>(New)</p> <p><u>(10)</u> Any and all businesses incidental to any of the forgoing items</p>	<p>(Objectives)</p> <p>Article 2. The objectives of the Company shall be to engage in the following businesses:</p> <p>(1) to (9) Unchanged</p> <p><u>(10) Assembly, processing, manufacture and sale of medical equipment and beauty equipment</u></p> <p><u>(11) Leasing out of real properties</u></p> <p><u>(12)</u> Any and all businesses incidental to any of the forgoing items</p>

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

1. Reasons for proposal

This proposal is to make amendments to current Article 16 (Number of Directors) of the Articles of Incorporation to change the maximum number of Directors from ten (10) to fifteen (15) in preparation for improving and enhancing the management structure.

2. Proposed amendments

The proposed amendments are as follows:

(Changes are underlined.)

Current Articles of Incorporation	Proposed Amendments
<p>(Number of Directors)</p> <p>Article 16. The Company shall have not more than <u>ten (10)</u> Directors.</p>	<p>(Number of Directors)</p> <p>Article 16. The Company shall have not more than <u>fifteen (15)</u> Directors.</p>

Proposal No. 3: Election of Twelve (12) Directors

The terms of office of all nine (9) Directors will expire at the conclusion of this Annual General Meeting of Shareholders. In addition, the Company hopes to add three (3) Directors in order to strengthen its management structure and prepare for future business expansion. Consequently, we hereby propose the election of twelve (12) Directors subject to approval of Proposal No. 2: Partial Amendments to the Articles of Incorporation (2).

The candidates for Director are as follows:

No.	Name		Current position in the Company
1	Yuichiro Naya	Reappointment	President & CEO
2	Masakuni Shinozaki	Reappointment	Director and Senior Managing Executive Officer
3	Junya Wada	Reappointment	Director and Senior Managing Executive Officer
4	Takahiro Matsuda	Reappointment	Director and Managing Executive Officer
5	Atsushi Sakate	New appointment	Managing Executive Officer
6	Yoshihito Kikyo	New appointment	Managing Executive Officer
7	Shigeru Naya	New appointment	Executive Officer
8	Yoon Ho, Shin	Reappointment	Director
9	Nao Tsuchiya	Reappointment Outside Director Independent Director	Outside Director
10	Yosuke Nishiyama	Reappointment Outside Director Independent Director	Outside Director
11	Takashi Harada	Reappointment Outside Director Independent Director	Outside Director
12	Toshifumi Kobayashi	Reappointment Outside Director Independent Director	Outside Director

No.	Name (Date of birth)	Career summary, positions and responsibilities and significant concurrent positions	Attendance at Board of Directors	Number of the Company's shares held
1	<p><u>Reappointment</u></p> <p>Yuichiro Naya (December 9, 1943)</p>	<p>November 1975 Established the Company Representative Director and President</p> <p>March 1982 Representative Director, Multi Tech Co., Ltd. (currently Meiko Tech Co., Ltd.)</p> <p>March 1997 Representative Director, Yamagata Meiko Electronics Co., Ltd.</p> <p>December 1998 Board President, Meiko Electronics (Guangzhou Nansha) Co., Ltd.</p> <p>July 2005 Board President, Meiko Electronics (Wuhan) Co., Ltd.</p> <p>June 2006 President & CEO, the Company (current position)</p> <p>[Significant concurrent positions] Director, Meiko Elec. Hong Kong. Co., Ltd. Chairman of the Board, Meiko Electronics Vietnam Co., Ltd. Chairman of the Board, Meiko Electronics Thang Long Co., Ltd.</p>	19/19 (100%)	4,703,789
<p>[Reasons for nomination as a candidate for Director] Mr. Yuichiro Naya, the founder, has a wealth of experience and management prowess gained through leading and growing the Company as its top executive since its establishment as well as a deep knowledge and understanding of the entire Company and the Printed Circuit Board industry. Accordingly, the Company proposes his renomination as Director to continue to have his prowess and insight in the management of the Company.</p>				
2	<p><u>Reappointment</u></p> <p>Masakuni Shinozaki (October 19, 1952)</p>	<p>October 1989 Joined the Company</p> <p>April 2007 Executive Officer, the Company General Manager of Sales Headquarters and General Manager of Asia Sales Department, Meiko Electronics (Guangzhou Nansha) Co., Ltd.</p> <p>April 2009 Managing Executive Officer, the Company Deputy General Manager and General Manager of Sales Headquarter, Meiko Electronics (Guangzhou Nansha) Co., Ltd.</p> <p>May 2011 Senior Managing Executive Officer, the Company</p> <p>June 2011 Director and Senior Managing Executive Officer, the Company (current position)</p> <p>February 2014 General Manager, Sales Headquarters, the Company (current position)</p>	19/19 (100%)	21,632
<p>[Reasons for nomination as a candidate for Director] Mr. Masakuni Shinozaki has a wealth of experience, know-how and expertise in the sales division, which he accumulated since joining the Company, as well as a proven track record and experience of overseeing the Group's sales division. Accordingly, the Company proposes his renomination as Director to continue to have his insight in the oversight of the Group's sales division and the management of the Company.</p>				

No.	Name (Date of birth)	Career summary, positions and responsibilities and significant concurrent positions	Attendance at Board of Directors	Number of the Company's shares held
3	<div>Reappointment</div> <p>Junya Wada (March 6, 1961)</p>	<p>April 1984 Joined Victor Company of Japan, Limited</p> <p>April 2008 Joined the Company</p> <p>June 2010 Plant Manager, Meiko Electronics (Guangzhou Nansha) Co., Ltd.</p> <p>June 2012 Executive Officer, the Company General Director and Plant Manager, Meiko Electronics Vietnam Co., Ltd.</p> <p>February 2014 General Manager, Quality Assurance Headquarters, the Company</p> <p>April 2016 Senior Executive Officer, the Company</p> <p>August 2016 Director and General Manager, Meiko Electronics (Guangzhou Nansha) Co., Ltd.</p> <p>April 2017 Managing Executive Officer, the Company Board President, Meiko Electronics (Guangzhou Nansha) Co., Ltd. (current position) Board President, Meiko Electronics (Wuhan) Co., Ltd. (current position)</p> <p>June 2017 Director and Managing Executive Officer, the Company</p> <p>April 2021 Director and Senior Managing Executive Officer; General Manager, President's Office, the Company (current position)</p> <p>[Significant concurrent positions] Board President, Meiko Electronics (Guangzhou Nansha) Co., Ltd. Board President, Meiko Electronics (Wuhan) Co., Ltd.</p>	18/19 (94.7%)	2,415
<p>[Reasons for nomination as a candidate for Director]</p> <p>Mr. Junya Wada served as Plant Manager and has a proven track record and experience of overseeing the Chinese area of the Group. Furthermore, he oversaw the Company's quality assurance division. Accordingly, the Company proposes his renomination as Director to continue to have his insight in the management of the Company.</p>				
4	<div>Reappointment</div> <p>Takahiro Matsuda (May 29, 1958)</p>	<p>April 1983 Joined the Company</p> <p>April 2010 Executive Officer, the Company Plant Manager, Meiko Electronics (Wuhan) Co., Ltd.</p> <p>June 2012 Director and General Manager, Meiko Electronics (Wuhan) Co., Ltd.</p> <p>April 2016 Senior Executive Officer, the Company</p> <p>August 2016 General Manager, Quality Assurance Headquarters, the Company</p> <p>April 2017 Managing Executive Officer, the Company General Manager, General Affairs Headquarters, the Company Representative Director, Yamagata Meiko Electronics Co., Ltd.</p> <p>June 2017 Director and Managing Executive Officer, the Company (current position)</p> <p>November 2018 General Manager, Engineering Headquarters, the Company (current position)</p>	19/19 (100%)	11,915
<p>[Reasons for nomination as a candidate for Director]</p> <p>Mr. Takahiro Matsuda has a proven track record and experience of overseeing the Company's quality assurance division and engineering division. In addition, he has an extensive knowledge and understanding of the manufacturing, quality and technologies in general of the Company's products. Accordingly, the Company proposes his renomination as Director to continue to have his insight in the management of the Company.</p>				

No.	Name (Date of birth)	Career summary, positions and responsibilities and significant concurrent positions	Attendance at Board of Directors	Number of the Company's shares held
5	<div>New appointment</div> <p>Atsushi Sakate (November 24, 1973)</p>	<p>April 1996 Joined the Company</p> <p>March 2011 General Manager, Management Reform Office, the Company</p> <p>April 2018 Executive Officer, the Company</p> <p> General Manager, Manufacturing Headquarters, the Company (current position)</p> <p>April 2019 Representative Director, Yamagata Meiko Electronics Co., Ltd. (current position)</p> <p>April 2021 Managing Executive Officer, the Company (current position)</p> <p>[Significant concurrent positions]</p> <p>Representative Director, Yamagata Meiko Electronics Co., Ltd.</p>	- / - (- %)	-
<p>[Reasons for nomination as a candidate for Director]</p> <p>Mr. Atsushi Sakate has a proven track record, experience and expertise gained through overseeing plants across the Group as well as experience in management as Representative Director of the Company's subsidiary. Accordingly, the Company proposes his nomination as Director to have his insight in the management of the Company.</p>				
6	<div>New appointment</div> <p>Yoshihito Kikyo (February 5, 1955)</p>	<p>April 1978 Joined The Kyowa Bank, Ltd. (currently Resona Bank, Limited)</p> <p>April 2000 General Manager, Osaka Sales Division, The Asahi Bank, Ltd. (currently Resona Bank, Limited)</p> <p>October 2003 Executive Officer, General Manager of Tokyo Sales Promotion Division, Resona Bank, Limited</p> <p>April 2004 Managing Executive Officer, Resona Bank, Limited</p> <p>June 2005 Representative Director, Deputy President, The Kinki Osaka Bank, Ltd. (currently Kansai Mirai Bank, Limited)</p> <p>June 2006 Representative Director, President, The Kinki Osaka Bank., Ltd. (currently Kansai Mirai Bank, Limited)</p> <p> Executive Officer, Resona Holdings, Inc.</p> <p>March 2012 Director, SIIX Corporation</p> <p>March 2013 President, SIIX Corporation</p> <p>March 2020 Senior Advisor, SIIX Corporation</p> <p>June 2020 Senior Counselor, the Company</p> <p>April 2021 Managing Executive Officer, the Company (current position)</p>	- / - (- %)	-
<p>[Reasons for nomination as a candidate for Director]</p> <p>Mr. Yoshihito Kikyo has experience in management as the president of other companies as well as a deep knowledge and understanding of the EMS business. Accordingly, the Company proposes his nomination as Director to have his insight in the management of the Company.</p>				
7	<div>New appointment</div> <p>Shigeru Naya (January 9, 1975)</p>	<p>March 2004 Joined the Company</p> <p>May 2017 Representative Director, Meiko Tech Co., Ltd. (current position)</p> <p>April 2018 General Manager, New Business Development Department, the Company</p> <p>April 2021 Executive Officer, the Company (current position)</p> <p> General Manager, Power Electronics Headquarters, the Company (current position)</p> <p>[Significant concurrent positions]</p> <p>Representative Director, Meiko Tech Co., Ltd.</p>	- / - (- %)	24,000
<p>[Reasons for nomination as a candidate for Director]</p> <p>Mr. Shigeru Naya has experience in management as Representative Director of the Company's subsidiary as well as experience of overseeing the research and development of the Company's products and technologies. Accordingly, the Company proposes his nomination as Director to have his insight in the management of the Company.</p>				

No.	Name (Date of birth)	Career summary, positions and responsibilities and significant concurrent positions	Attendance at Board of Directors	Number of the Company's shares held
8	<div>Reappointment</div> <p>Yoon Ho, Shin (August 28, 1952)</p>	<p>August 1989 Joined Samsung Heavy Industries Co., Ltd May 1995 Transferred to SAMSUNG JAPAN CORPORATION December 2000 Transferred to Samsung Electro-Mechanics Manager, Sales Team, Substrate Business Department May 2006 Established Dapara Tech Co., Ltd. President (current position) June 2014 Director, the Company (current position) [Significant concurrent positions] President, Dapara Tech Co., Ltd.</p>	19/19 (100%)	-
<p>[Reasons for nomination as a candidate for Director] Mr. Yoon Ho, Shin has experience in management as an executive director of another company. He has provided appropriate advice based on his expertise in the smartphone industry and the Printed Circuit Board industry. Accordingly, the Company proposes his renomination as Director to continue to have his insight in the management of the Company.</p>				
9	<div>Reappointment</div> <div>Outside Director</div> <div>Independent Director</div> <p>Nao Tsuchiya (October 23, 1973)</p>	<p>October 2003 Registered with the DAI-ICHI TOKYO BAR ASSOCIATION October 2003 Joined Hayabusa International Law Office (currently Hayabusa Asuka Law Offices) January 2012 Partner, Hayabusa Asuka Law Offices June 2012 Outside Audit & Supervisory Board Member, C'BON COSMETICS Co., Ltd. November 2014 Partner, PwC Legal Japan May 2016 Joined LAC Co., Ltd. November 2016 Executive Officer and General Manager of Legal Division, LAC Co., Ltd. April 2018 Executive Officer, General Manager of Legal Division and Head of Intellectual Property Department, LAC Co., Ltd. June 2018 Outside Director, the Company (current position) April 2020 General Manager of Legal Division and Head of Intellectual Property Department, LAC Co., Ltd. June 2020 Part-time Director, LAC Co., Ltd. (current position) October 2020 General Manager of Legal Department, Legal Headquarters, Yahoo Japan Corporation (current position) [Significant concurrent positions] Part-time Director, LAC Co., Ltd. General Manager of Legal Department, Legal Headquarters, Yahoo Japan Corporation</p>	19/19 (100%)	-
<p>[Reasons for nomination as a candidate for Outside Director and a summary of expected roles] Ms. Nao Tsuchiya has provided appropriate advice and supervision from an objective and professional perspective based on her extensive experience and expertise in corporate legal affairs gained through her career as an executive officer at another company and an attorney-at-law. The Company believes that she will help increase its corporate value with an expectation that she will continue to provide advice and supervision leveraging her insight. Accordingly, the Company proposes her renomination as Outside Director. The term of office of Ms. Nao Tsuchiya as Outside Director will be three (3) years at the conclusion of this Annual General Meeting of Shareholders.</p>				

No.	Name (Date of birth)	Career summary, positions and responsibilities and significant concurrent positions	Attendance at Board of Directors	Number of the Company's shares held
10	<div>Reappointment</div> <div>Outside Director</div> <div>Independent Director</div> Yosuke Nishiyama (August 3, 1954)	April 1977 Joined Sanoyas Dock Co., Ltd. April 1979 Joined IBM Japan April 2001 Plant Manager, Shiga Yasu Plant, IBM Japan August 2003 Transferred to Kyocera SLC Technologies Corp. Director and General Manager of SLC Division October 2004 Director and Managing Executive Officer, and General Manager of Production Division, Kyocera SLC Technologies Corp. June 2008 Director and Senior Managing Executive Officer, Kyocera SLC Technologies Corp. October 2013 Transferred to former Kyocera Circuit Solutions, Inc. (merged with Kyocera SLC Technologies Corp. in October 2014) (*) Representative Director and President October 2014 Director and General Manager, Technological Development Headquarters, Kyocera Circuit Solutions, Inc. (consolidated into KYOCERA Corporation through an absorption-type merger in April 2016) April 2016 Deputy General Manager, Technological Development Department, Organic Materials & Parts Headquarters, KYOCERA Corporation November 2016 Part-time Advisor, Socionext Inc. (current position) Part-time Director, Tsujiko Co., Ltd. (current position) Part-time Director, Nihon Advanced Agri Co., Ltd. (current position) June 2019 Outside Director, the Company (current position) * The “former Kyocera Circuit Solutions, Inc.” in the career summary refers to Kyocera Circuit Solutions, Inc. prior to its merger with Kyocera SLC Technologies Corp.	19/19 (100%)	-
[Reasons for nomination as a candidate for Outside Director and a summary of expected roles] Mr. Yosuke Nishiyama has provided appropriate advice and supervision based on his extensive experience and expertise gained through his career as an executive director and a representative director and president at other companies in the field of the Printed Circuit Board. The Company believes that he will help increase its corporate value with an expectation that he will continue to provide advice and supervision leveraging his insight. Accordingly, the Company proposes his renomination as Outside Director. The term of office of Mr. Yosuke Nishiyama as Outside Director will be two (2) years at the conclusion of this Annual General Meeting of Shareholders.				

No.	Name (Date of birth)	Career summary, positions and responsibilities and significant concurrent positions	Attendance at Board of Directors	Number of the Company's shares held
11	<div> <div>Reappointment</div> <div>Outside Director</div> <div>Independent Director</div> </div> <p>Takashi Harada (February 13, 1956)</p>	<p>April 1979 Joined Sony Corporation</p> <p>April 1998 Director, Sony France S.A., Alsace Office</p> <p>July 2002 General Manager, Corporate Workplace Solutions Department, Sony Corporation Headquarters</p> <p>June 2010 Full-time Audit & Supervisory Board Member, Sony Energy Devices Corporation</p> <p>April 2013 Audit & Supervisory Board Member, Sony Olympus Medical Solutions Inc. (concurrent position)</p> <p>October 2013 Full-time Audit & Supervisory Board Member, Sony Mobile Communications Inc.</p> <p>June 2016 Outside Audit & Supervisory Board Member, the Company</p> <p>December 2016 Outside Audit & Supervisory Board Member, Kantatsu Co., Ltd.</p> <p>May 2017 Outside Audit & Supervisory Board Member, ASOVIEW Inc.</p> <p>June 2019 Full-time Outside Audit & Supervisory Board Member, Kantatsu Co., Ltd. (current position)</p> <p>June 2020 Outside Director, the Company (current position)</p> <p>[Significant concurrent positions] Outside Audit & Supervisory Board Member, Kantatsu Co., Ltd. (full- time)</p>	15/15 (100%)	-
<p>[Reasons for nomination as candidate for Outside Director and a summary of expected roles] Mr. Takashi Harada has provided appropriate advice and supervision for the management of the Company based on his experience in management as an audit & supervisory board member of other companies as well as a deep understanding of the Company's business gained through his experience as Outside Audit & Supervisory Board Member of the Company. The Company believes that he will help increase its corporate value with an expectation that he will continue to provide advice and supervision leveraging his insight. Accordingly, the Company proposes his renomination as Outside Director.</p> <p>Mr. Takashi Harada served as Outside Audit & Supervisory Board Member of the Company from June 2016 to June 2020. The term of his office as Outside Director will be one (1) year at the conclusion of this Annual General Meeting of Shareholders.</p>				

No.	Name (Date of birth)	Career summary, positions and responsibilities and significant concurrent positions	Attendance at Board of Directors	Number of the Company's shares held
12	<div>Reappointment</div> <div>Outside Director</div> <div>Independent Director</div> Toshifumi Kobayashi (October 4, 1957)	April 1980 Joined Nippon Oil Seal Industry Co., Ltd. (currently NOK CORPORATION) April 2005 Transferred to NIPPON MEKTRON, LTD. June 2005 Director, NIPPON MEKTRON, LTD. April 2006 Director and Senior Operating Officer, and General Manager of Production Headquarters, NIPPON MEKTRON, LTD. June 2009 Representative Director President, NIPPON MEKTRON, LTD. May 2011 Board Member, Japan Electronics Packaging and Circuits Association February 2012 Vice Chairman, Japan Electronics Packaging and Circuits Association May 2013 Chairman, Japan Electronics Packaging and Circuits Association (current position) November 2019 Advisor, NIPPON MEKTRON, LTD. November 2020 Outside Director, the Company (current position) [Significant concurrent positions] Chairman, Japan Electronics Packaging and Circuits Association	8/8 (100%)	-
[Reasons for nomination as candidate for Outside Director and a summary of expected roles] Mr. Toshifumi Kobayashi has provided appropriate advice and supervision for the management of the Company based on his experience in management as a representative director and president of another company as well as his extensive experience and knowledge in the Printed Circuit Board industry. The Company believes that he will help increase its corporate value with an expectation that he will continue to provide advice and supervision leveraging his insight. Accordingly, the Company proposes his renomination as Outside Director. The term of office of Mr. Toshifumi Kobayashi as Outside Director will be seven (7) months at the conclusion of this Annual General Meeting of Shareholders.				

Notes:

1. The Company has a business relationship with Dapara Tech Co., Ltd., where Mr. Yoon Ho, Shin, a candidate for Director, is President. There are no special interests between any of the other candidates and the Company.
2. The number of the Company's shares held is valid as of March 31, 2021 and includes the number of the Company's shares held by the officer shareholding association of the Company.
3. Ms. Nao Tsuchiya, Mr. Yosuke Nishiyama, Mr. Takashi Harada and Mr. Toshifumi Kobayashi are candidates for Outside Director. The Company has registered Ms. Nao Tsuchiya, Mr. Yosuke Nishiyama, Mr. Takashi Harada, and Mr. Toshifumi Kobayashi as independent officers as stipulated by the rules of Tokyo Stock Exchange. If their nominations are approved, the Company will continue to register them as independent officers.
4. Outline of liability limitation agreement
The Company has entered into a liability limitation agreement with Mr. Yoon Ho, Shin, Ms. Nao Tsuchiya, Mr. Yosuke Nishiyama, Mr. Takashi Harada and Mr. Toshifumi Kobayashi that limits their liability as stipulated by Article 423, Paragraph 1 of the Companies Act in accordance with Article 427, Paragraph 1 of the said Act and with the provisions of the Articles of Incorporation of the Company. If their nomination is approved, the company will continue the said liability limitation agreement with them. Under the agreement, their liability for damages as stipulated by Article 423, Paragraph 1 of the said Act shall be limited to five million yen (¥5,000,000) or an amount stipulated by laws and regulations, whichever is higher.
5. The attendance at Board of Directors by Mr. Takashi Harada and Mr. Toshifumi Kobayashi refers to their attendance at Board of Directors after their election as Director.
6. Outline of directors and officers liability insurance agreement
The Company has entered into a directors and officers liability insurance agreement as stipulated in Article 430, Paragraph 3 of the Companies Act with an insurance company. In the event that damages are claimed against the insured during the term of the insurance for causing economic damage to the Company or a third party in the course of executing their duties, the insurance will cover the damages, legal costs and other relevant costs that should be borne by the insured under laws. The

Company plans to renew the insurance agreement in December 2021. The Company bears insurance premiums in full for all such insured persons. If the candidates for Director are elected as such, each of them will become the insured person under the insurance agreement.

7. In March 2021, Sharp Corporation, the parent company of Kantatsu Co., Ltd. where Mr. Takashi Harada serves as Outside Audit & Supervisory Board Member since December 2016, released an investigation report that Kantatsu Co., Ltd. engaged in inappropriate accounting during a period from around 2018 to December 2020. Mr. Takashi Harada, who always makes recommendations as necessary in light of legal compliance and compliance-oriented management, discharged his duties also in this case. For example, his audit by Audit & Supervisory Board Member uncovered the facts of the case, which the top executive and some Directors of Kantatsu Co., Ltd. carefully covered up. Moreover, following the discovery, Mr. Takashi Harada strived to clarify the overall picture of the case through close coordination with an investigation committee that was comprised of the Internal Audit Division of Sharp Corporation and external experts and provided his opinion on ensuring recurrence prevention and enhancing legal compliance.

Proposal No. 4: Revision of Amount of Compensation for Directors

At the 31st Annual General Meeting of Shareholders held on June 29, 2006, the amount of compensation for the Company's Directors (the number of Directors at the conclusion of that Meeting was six (6) of which the number of Outside Directors was zero (0)) was approved to be not more than four hundred million yen (¥400,000,000) per year (excluding salaries paid in their capacity as employees), and the amount has remained the same since then. The Company proposes that the amount of compensation for Directors be revised to not more than five hundred million yen (¥500,000,000) (of which not more than fifty million yen (¥50,000,000) shall be for Outside Directors) considering circumstances such as an increase in the number of Directors, heavier duties for Directors with growth and business expansion of the Company, and future changes in economic conditions. This proposal is in line with "Policy on determination of contents of compensation, etc. for individual Directors" described later in page 25, established by the Company, and thus is considered reasonable by the Company.

In addition, it is proposed that the amount of compensation for Directors exclude salaries paid in their capacity as employees as before.

The number of Directors is currently nine (9) including four (4) Outside Directors. If Proposal No. 3: Election of Twelve (12) Directors is approved as originally proposed, the number of Directors covered by the compensation for Directors will become twelve (12) including four (4) Outside Directors.

Proposal No. 5: Determination of Amount and Contents of Stock-Based Compensation for Directors

1. Reasons for proposal and reasons why the compensation plan is considered reasonable

The compensation for the Company's Directors consists of base compensation and bonuses. The Company proposes to newly adopt a stock-based compensation plan for its Directors (excluding Outside Directors, and limited to Executive Directors) (the "Plan"). It is requested that the details of the Plan be left to the discretion of the Board of Directors within the framework described in 2. below.

The Plan aims to more closely link the treatment of its Directors with its stock price so that Directors will share economic consequences with shareholders, thereby boosting their motivation and moral for a higher stock price and better medium- to long-term business performance. The Company believes that the Plan is reasonable as compensation for Directors.

This proposal is to provide stock-based compensation to Directors in office (excluding Outside Directors, and limited to Executive Directors) during a three-year period from the day following the date of conclusion of this Annual General Meeting of Shareholders to the date of conclusion of the Annual General Meeting of Shareholders to be held in June 2024 (the "Covered Period") separately from the amount of compensation for Directors, which will be five hundred million yen (¥500,000,000) (of which not more than fifty million yen (¥50,000,000) will be for Outside Directors; salaries paid in their capacity as employees, however, will not be included) if Proposal No. 4: Revision of Amount of Compensation for Directors is approved as originally proposed.

If Directors in office as of March 31, 2021 (excluding Outside Directors, and limited to Executive Directors) are reelected with approval of Proposal No. 3: Election of Twelve (12) Directors, the Company shall be able to provide stock-based compensation to those Directors under the Plan also in consideration of their execution of duties during a period from the day following the date of conclusion of the Annual General Meeting of Shareholders held in 2020 to the date of conclusion of this General Annual General Meeting of Shareholders.

The number of Directors is currently nine (9) including four (4) Outside Directors. If Proposal No. 3: Election of Twelve (12) Directors is approved as originally proposed, the number of Directors covered by the Plan will become seven (7).

2. Amount and contents of compensation under the Plan

(1) Overview of the Plan

The Plan is a stock-based compensation plan under which a trust set up with contribution of money by the Company (the "Trust") acquires the Company's shares, and the Company's shares in a number corresponding to the number of points granted to each Director (excluding Outside Directors, and limited to Executive Directors; the same applies hereinafter) by the Company are delivered to each Director through the Trust.

In principle, the Company's shares will be delivered to Directors at the time of their retirement.

1) Eligible persons for the Plan	Directors of the Company (excluding Outside Directors, and limited to Executive Directors)
2) Covered Period	From the day following the date of conclusion of this General Meeting of Shareholders to the date of conclusion of the Annual General Meeting of Shareholders to be held in June 2024
3) Upper limit of money contributed by the Company as a fund for acquiring the Company's shares necessary for delivery to eligible persons specified in 1) during the Covered Period specified in 2)	¥102,000,000 in total
4) Method of acquiring the Company's shares	Disposal of treasury shares or acquisition through exchange markets (including off-floor trading)
5) Upper limit of total points granted to eligible persons specified in 1)	28,000 points per fiscal year
6) Standards for granting points	Points to be granted according to position, etc.
7) Period of delivering the Company's shares to eligible persons specified in 1)	Upon retirement, in principle

(2) Upper limit of money contributed by the Company

With the initial trust period of the Trust of approximately three (3) years, the Company will set up the Trust having Directors who satisfy certain requirements as beneficiaries by contribute money of

up to one hundred and two million yen (¥102,000,000) in total during the Covered Period in the form of compensation for Directors who are in office during the Covered Period, as a fund for acquiring the Company's shares for delivery to Directors under the Plan. Using the money entrusted by the Company, the Trust will acquire the Company's shares by way of disposal of treasury shares or acquisition through exchange markets (including off-floor trading).

* The amount of money the Company will actually entrust to the Trust will be the sum of the aforementioned fund for acquiring the Company's shares and the estimated amount of necessary expenses including trust fees and trust administrator fees.

The Company may, by decision of its Board of Directors, continue the Plan by extending the Covered Period by a period of not more than three (3) years as determined each time and accordingly extending the trust period of the Trust (including the case of effectively extending the trust period by transferring the trust assets in the Trust to a trust set up by the Company having the same purposes as those of the Trust; the same applies hereinafter). In this case, the Company will, during the extended portion of the Covered Period, additionally contribute money of up to an amount obtained by multiplying the number of years of the extended portion of the Covered Period by thirty hundred million yen (¥30,000,000), as an additional fund for acquiring the Company's shares required for delivery to Directors under the Plan, and will continue to the granting of points and delivery of the Company's shares specified in (3) below.

In addition, even in cases in which the Covered Period is not extended and the Plan is not continued as described above, if any Director to whom points have been granted remains in office at the expiration of the trust period, the Company may extend the trust period of the Trust until the delivery of the Company's shares is completed upon retirement of that Director.

(3) Calculation method and upper limit of the Company's shares to be delivered to Directors

1) Method of granting points to Directors

In accordance with the share delivery rules to be established by the Company's Board of Directors, the Company will grant points to each Director according to his or her position and other factors on grant dates specified by the share delivery rules during the trust period. The total number of points to be granted to Directors by the Company is limited to not more than twenty-eight thousand (28,000) points per fiscal year.

2) Delivery of the Company's shares corresponding to the number of points granted

In accordance with the procedures specified in 3) below, Directors will receive delivery of the Company's shares corresponding to the number of points granted in 1) above.

One (1) point corresponds to one (1) share of the Company. However, if an event occurs with respect to the Company's shares, in which it is considered reasonable to adjust the number of the Company's shares to be delivered, such as a stock split and a stock consolidation, the Company will reasonably adjust the number based on the ratio of split, consolidation or other relevant ratios.

3) Deliver of the Company's shares to Directors

The Trust will deliver the Company's shares to each Director as described in 2) above with the Director carrying out prescribed procedures for beneficiary determination at the time of his or her retirement.

However, a certain portion of these Company's shares may be delivered in money in lieu of the Company's shares after sale and conversion into money in the Trust for the purpose of withholding income tax and other taxes at source by the Company for tax payments. In addition, if the Company's shares held in the Trust are converted into money, such as when the shares are tendered and settled in a tender offer, money (the money after conversion) in lieu of the Company's shares may be delivered.

(4) Exercise of voting rights

Voting rights of the Company's shares held in the Trust will not be exercised uniformly in accordance with instructions from the trust administrator independent of the Company and its Officers. This approach is intended to ensure neutrality toward the management of the Company with respect to exercise of voting rights of the Company's shares in the Trust.

(5) Treatment of dividends

Dividends on the Company's shares held in the Trust will be received by the Trust and appropriated to the acquisition cost of the Company's shares and trust fees and other fees for the trustee of the Trust.