

**NOTICE OF THE 19th ORDINARY
GENERAL MEETING OF SHAREHOLDERS**

***TVE* TOA Valve Engineering Inc.**

Note: The following is an English translation of the original Japanese version, prepared only for the convenience of non-Japanese speaking shareholders. In case of any discrepancy between the translation and the Japanese original, the latter shall prevail.

December 6, 2018

To Shareholders:

Koumei Sasano
President, Representative Director
Toa Valve Engineering Inc.
5-12-1, Nishitachibana-cho,
Amagasaki-shi, Hyogo, Japan

Notice of the 19th Ordinary General Meeting of Shareholders

You are cordially invited to the 19th Ordinary General Meeting of Shareholders of Toa Valve Engineering Inc. (the “Company”) to be held as described below.

If you are unable to attend the meeting in person, you can exercise your voting rights in writing. Please review the attached Reference Documents for the General Meeting of Shareholders, indicate your approval or disapproval of the matters to be resolved on the voting form enclosed herewith and return it by postal mail so that it is received by no later than 5:00 p.m., Thursday, December 20, 2018 (JST).

- 1. Date and Time:** Friday, December 21, 2018 at 10:00 a.m. (JST)
2. Place: Miyako Hotel New Archaic, Ho-Oh South (3rd floor)
2-7-1, Showa-dori, Amagasaki-shi, Hyogo, Japan

3. Agenda for the Meeting:

Matters to be reported

1. The Business Report, Consolidated Financial Statements, and Audit Report of Consolidated Financial Statements by the Financial Auditor and the Audit and Supervisory Committee for the 19th Fiscal Year (from October 1, 2017 to September 30, 2018)
2. The Non-consolidated Financial Statements for the 19th Fiscal Year (from October 1, 2017 to September 30, 2018)

Matters to be resolved

- Proposal No. 1** Appropriation of Surplus
- Proposal No. 2** Election of Seven Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
- Proposal No. 3** Election of Three Directors Who Are Audit and Supervisory Committee Members
- Proposal No. 4** Election of One Substitute Director Who Is an Audit and Supervisory Committee Member

- If you attend the meeting in person, please submit the enclosed voting form at the reception desk of the meeting.
 - As the reception desk is expected to be crowded just before the meeting starts, please arrive earlier if possible. The reception desk is scheduled to open at 9:00 a.m.
 - Pursuant to relevant laws and regulations and Article 16 of the Articles of Incorporation of the Company, the following documents are not included in the documents attached to this notice since they have been made accessible on the Company's website (<http://www.toavalve.co.jp>) instead.
 - (1) "3. Systems for Ensuring Properness of Business Operations" of the Business Report
 - (2) "Notes to Consolidated Financial Statements" attached to the Consolidated Financial Statements
 - (3) "Notes to Non-consolidated Financial Statements" attached to the Non-consolidated Financial Statements
- The documents attached to this notice make up only a part of what was audited for the Business Report, the Consolidated Financial Statements, and the Non-consolidated Financial Statements by the Audit and Supervisory Committee in the course of the preparation of its audit report. Furthermore, these documents also make up only a part of what was audited for the Consolidated Financial Statements and the Non-consolidated Financial Statements by the Financial Auditor in the course of the preparation of the financial audit report.
- If any modification(s) or amendment(s) are made to any of the Reference Documents for the General Meeting of Shareholders, Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements, the Company will post such modifications or amendments on the Company's website (<http://www.toavalve.co.jp>).
 - Please note that instead of sending a "Notice of Voting Results" to shareholders by postal mail, the Company will disclose the results of the resolutions of the General Meeting of Shareholders on the Company's website (<http://www.toavalve.co.jp>).

If you have any questions or doubts regarding the contents of Reference Documents, please send the Company an e-mail (address: tve@toavalve.co.jp).

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Information

Proposal No. 1 Appropriation of Surplus

Year-end dividends

The Company has a basic policy of providing stable dividends by making maximum use of the Group's resources and bringing about maximum profit through highly efficient management.

In the Company's consolidated results for the fiscal year under review, earnings greatly exceeded the initial forecast despite revenues having been only slightly higher than initially projected. The gain in earnings is partially attributable to a situation where we managed to stave off the prospect of an extreme downturn in financial results in the steel manufacturing business with respect to which substantially lower revenues had been anticipated, as a result of factors that include our having gained more business involving routine inspection work subsequent to the restarting of nuclear power stations and having achieved improvements in capacity utilization as a result of increased production of valve products. The gain in earnings is also a result of our having maintained operations of the Iga Factory by increasing production of products in the valve business, and also due to a situation where the allowance for losses on contracts no longer had an effect on current fiscal year financial results, despite previous plans to recognize the allowance in the current fiscal year.

Therefore, in accordance with the dividend policy, and after considering the situation and background described above, the Company proposes to pay a year-end dividend for the fiscal year of ¥20 per share, an increase of ¥5 per share compared with the previous fiscal year.

Since an interim dividend of ¥15 per share was paid for the fiscal year, total annual dividends will be ¥35 per share.

1. Type of dividend property

Cash

2. Allotment of dividend property to shareholders and the aggregate amount thereof

¥20 per common share of the Company Total dividends of ¥45,492,120

As an interim dividend of ¥15 per common share of the Company was paid in June this year, annual dividends will amount to ¥35 per share.

3. Effective date of dividends of surplus

December 25, 2018

Proposal No. 2 Election of Seven Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all eight Directors (Excluding Directors who are Audit and Supervisory Committee Members. The same applies in this proposal.) will expire at the conclusion of this meeting.

At this juncture, it is proposed that seven Directors be elected.

The Company's Audit and Supervisory Committee had no matters to point out regarding this proposal.

The candidates for Director are as follows:

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
1	Koumei Sasano (September 10, 1953)	<p>Mar. 1982 Joined Toa Engineering Co., Ltd.</p> <p>Apr. 2010 Executive Officer, General Manager of Sales Headquarters of the Company</p> <p>Dec. 2012 Director, Managing Executive Officer, General Manager of Sales Headquarters</p> <p>July 2014 Director, Senior Managing Officer, General Manager of Sales Headquarters</p> <p>July 2014 Director of Toa Create Co., Ltd</p> <p>Oct. 2014 Director-President of Toa Valve Overseas Pte. Ltd.</p> <p>Apr. 2015 Director, Senior Managing Officer, General Manager of Sales Headquarters and Reform Promotion Headquarters of the Company</p> <p>Dec. 2015 Director-Vice President, Executive Officer, General Manager of Sales Headquarters and Reform Promotion Headquarters</p> <p>June 2016 Director-Vice President, Executive Officer, General Manager of Sales Headquarters and Reform Promotion Headquarters, In charge of Maintenance Headquarters</p> <p>June 2016 Director of Toa Service Co., Ltd.</p> <p>Sept. 2016 Director-Vice President, Executive Officer, General Manager of Sales Headquarters, In charge of Maintenance Headquarters of the Company</p> <p>Dec. 2017 Representative Director-President, Chief Executive Officer (present position)</p>	5,623
[Special interest in the Company] The candidate has no special interest in the Company.			
[Reasons for nomination as a candidate for Director] The Company nominated Mr. Koumei Sasano as a candidate for Director because it judged that he has strong leadership capabilities and is highly reform-minded, as well as having considerable business experience and knowledge gained while working at the Company for many years, in addition to qualities appropriate for being a manager who would help the Company sustainably increase its corporate value.			
[Attendance at Board of Directors meetings during the 19th Fiscal Year] He attended 13 of the 13 Board of Directors meetings held this fiscal year.			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
2	Kiyotaka Arimatsu (May 7, 1958)	<p>Mar. 1982 Joined Kitazawa Valve Co., Ltd. (now KITZ Corporation)</p> <p>Mar. 1990 Yokohama Branch Manager of Tokyo Office</p> <p>Apr. 2000 General Manager of Business Planning Department, General Purpose Valve Division</p> <p>Apr. 2002 Osaka Office Manager of Domestic Sales Division</p> <p>Feb. 2005 General Manager of Business Promotion Department and Project Sales Department, Overseas Sales Division</p> <p>Apr. 2009 General Manager of Planning Department, Valve Business Management Department</p> <p>Apr. 2013 General Manager of Marketing Department, Valve Business Management Division</p> <p>Apr. 2016 Deputy Manager of Product Management Center, Valve Business Management Division</p> <p>Dec. 2016 Director of the Company</p> <p>Apr. 2017 Counselor of Valve Business Management Division, KITZ Corporation</p> <p>Dec. 2017 Director-President of Toa Valve Overseas Pte. Ltd. (present position)</p> <p>Dec. 2017 Director, Senior Managing Officer, General Manager of Business Development Headquarters of the Company (present position)</p> <p>May 2018 Director-Vice President of Toa Create Co., Ltd. (present position)</p> <p>[Significant concurrent positions outside the Company] Director-President of Toa Valve Overseas Pte. Ltd. Director-Vice President of Toa Create Co., Ltd.</p>	1,237
[Special interest in the Company] The candidate has no special interest in the Company.			
[Reasons for nomination as a candidate for Director] The Company nominated Mr. Kiyotaka Arimatsu as a candidate for Director because it judged that he will fully utilize his strengths as a leader of the further enhancement of the Company's ability to develop businesses and of the promotion of global strategies by making use of his considerable experience and broad knowledge related to the valve industry gained while working for many years in said industry.			
[Attendance at Board of Directors meetings during the 19th Fiscal Year] He attended 12 of the 13 Board of Directors meetings held this fiscal year.			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
3	Akihiko Iida (July 18, 1959)	<p>Apr. 1983 Joined Toa Valve Co., Ltd.</p> <p>Dec. 2004 General Manager of Accounting Department of the Company</p> <p>Nov. 2007 Director of Toa Valve Overseas Pte. Ltd. (present position)</p> <p>Oct. 2008 Deputy General Manager of Administrative Headquarters, General Manager of Accounting Department, Chief of Corporate Planning Team of the Company</p> <p>July 2012 Executive Officer, General Manager of Administrative Headquarters, Deputy General Manager of "Seven Arrows Project"</p> <p>Dec. 2014 Director-President of Toa Service Co., Ltd. (present position)</p> <p>Dec. 2015 Director, Managing Executive Officer, General Manager of Administrative Headquarters, Deputy General Manager of "Seven Arrows Project" of the Company</p> <p>June 2016 Director of Toa Create Co., Ltd. (present position)</p> <p>Sept. 2016 Director, Managing Executive Officer, General Manager of Administrative Headquarters of the Company</p> <p>Dec. 2016 Director, Managing Executive Officer, General Manager of Administrative Headquarters, In charge of Risk Management, General Manager of Internal Control (present position)</p> <p>[Significant concurrent positions outside the Company] Director-President of Toa Service Co., Ltd. Director of Toa Valve Overseas Pte. Ltd. Director of Toa Create Co., Ltd.</p>	2,948
[Special interest in the Company] The candidate has no special interest in the Company.			
[Reasons for nomination as a candidate for Director] The Company nominated Mr. Akihiko Iida as a candidate for Director because it judged that he has considerable experience, accomplishments and knowledge in management and accounting & finance, gained while having served in a supervisory position in finance & accounting and corporate planning over many years at the Company, in addition to being qualified with respect to promoting management of the Group and streamlining operations of the respective Group companies.			
[Attendance at Board of Directors meetings during the 19th Fiscal Year] He attended 13 of the 13 Board of Directors meetings held this fiscal year.			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
4	Masaaki Kakutani (January 15, 1959)	<p>Apr. 1981 Joined Toa Engineering Co., Ltd.</p> <p>Oct. 2008 General Manager of Valve Manufacturing Department of Valve Manufacturing Headquarters, Chief of General Safety and Health Team of the Company</p> <p>Apr. 2011 Deputy General Manager of Valve Manufacturing Headquarters, General Manager of Valve Manufacturing Department, Chief of General Safety and Health Team</p> <p>July 2012 Executive Officer, General Manager of Steel Casting Headquarters and Deputy General Manager of Valve Manufacturing Headquarters</p> <p>Dec. 2014 Executive Officer, General Manager of Valve Manufacturing Headquarters, In charge of Steel Casting Headquarters</p> <p>Dec. 2015 Director of Toa Service Co., Ltd. (present position)</p> <p>Dec. 2015 Director, Managing Executive Officer, General Manager of Valve Manufacturing Headquarters, In charge of Steel Casting Headquarters and General Safety and Health Team of the Company (present position)</p> <p>[Significant concurrent positions outside the Company] Director of Toa Service Co., Ltd.</p>	3,448
[Special interest in the Company] The candidate has no special interest in the Company.			
[Reasons for nomination as a candidate for Director] The Company nominated Mr. Masaaki Kakutani as a candidate for Director because it judged that he has a wealth of expertise and a diverse perspective based on his administration and supervision experience related to maintenance, valve manufacturing and steel casting, which are the Company's core businesses, in addition to the qualities needed to contribute to the Company's sustainable growth and increased corporate value over the medium to long term.			
[Attendance at Board of Directors meetings during the 19th Fiscal Year] He attended 13 of the 13 Board of Directors meetings held this fiscal year.			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
5	Tadashi Ujino (December 20, 1954)	<p>Apr. 1978 Joined Toa Engineering Co., Ltd.</p> <p>Oct. 2005 Chief of Internal Audit Team of the Company</p> <p>Dec. 2008 Director, Chief of Internal Audit Team</p> <p>Apr. 2010 Director, Executive Officer, Chief of Internal Audit Team</p> <p>Dec. 2010 Full-time Company Auditor</p> <p>Dec. 2013 Director-President of Toa Service Co., Ltd.</p> <p>Dec. 2013 Director, Managing Executive Officer, General Manager of Maintenance Headquarters of the Company</p> <p>July 2014 Director-President of Toa Create Co., Ltd.</p> <p>Dec. 2014 Director of Toa Service Co., Ltd.</p> <p>Dec. 2015 Director, Senior Managing Officer, General Manager of Maintenance Headquarters of the Company</p> <p>June 2016 Director, Senior Managing Officer, In charge of Quality Assurance Headquarters and Internal Audit Team</p> <p>Dec. 2016 Director, Senior Managing Officer, In charge of Quality Assurance Headquarters</p> <p>July 2018 Director of the Company (present position)</p> <p>July 2018 Executive Managing Director of Toa Create Co., Ltd. (present position)</p> <p>[Significant concurrent positions outside the Company] Executive Managing Director of Toa Create Co., Ltd.</p>	12,237
[Special interest in the Company] The candidate has no special interest in the Company.			
[Reasons for nomination as a candidate for Director] The Company nominated Mr. Tadashi Ujino as a candidate for Director because it judged that he has considerable business experience and knowledge related to auditing and maintenance, gained while working at the Company for many years, in addition to a personality appropriate for being a corporate manager of the Company.			
[Attendance at Board of Directors meetings during the 19th Fiscal Year] He attended 13 of the 13 Board of Directors meetings held this fiscal year.			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
6	Toshiyuki Miyake (October 13, 1959)	<p>Sept. 1984 Joined Toa Engineering Co., Ltd.</p> <p>Apr. 2009 General Manager of Maintenance Department, Maintenance Headquarters of the Company</p> <p>July 2012 Counselor, Deputy General Manager of Maintenance Headquarters, General Manager of Maintenance Department</p> <p>Dec. 2015 Executive Officer, General Manager of Maintenance Headquarters, General Manager of Maintenance Department</p> <p>Dec. 2015 Director of Toa Valve Overseas Pte. Ltd.</p> <p>Apr. 2016 Executive Officer, General Manager of Maintenance Headquarters of the Company</p> <p>Dec. 2017 Director of Toa Service Co., Ltd. (present position)</p> <p>Dec. 2017 Director, Executive Officer, General Manager of Maintenance Headquarters of the Company (present position)</p> <p>Dec. 2018 Director of Toa Valve Overseas Pte. Ltd. (present position)</p> <p>[Significant concurrent positions outside the Company] Director of Toa Service Co., Ltd. Director of Toa Valve Overseas Pte. Ltd.</p>	6,063
[Special interest in the Company] The candidate has no special interest in the Company.			
[Reasons for nomination as a candidate for Director] The Company nominated Mr. Toshiyuki Miyake as a candidate for Director because it judged that he will make use of his considerable experience and broad knowledge related to maintenance, gained while working at the Company, in the management of the Company.			
[Attendance at Board of Directors meetings during the 19th Fiscal Year] He attended 8 of the 9 Board of Directors meetings held this fiscal year after he assumed the office of Director on December 22, 2017.			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
7	Hajime Gotou (August 28, 1960) [Outside Director] [One year in office as Outside Director]	<p>Apr. 1984 Joined Seika Corporation</p> <p>Apr. 2008 General Manager of Power Plant Department, Sales No.1 Division of Osaka Branch, Manager of Power Plant No.1 Department</p> <p>Apr. 2013 General Manager of Business Administration Department, Business Control Division</p> <p>Apr. 2014 Acting General Manager of Business Control Division, General Manager of Business Administration Department, Business Control Division</p> <p>Apr. 2015 Executive Officer, Acting General Manager of Business Control Division, General Manager of Business Administration Department, Business Control Division</p> <p>Apr. 2016 Senior Executive Officer, General Manager of Corporate Planning Division</p> <p>Apr. 2017 Senior Executive Officer, Deputy General Manager of Business Control Division, General Manager of Power Plant Region and Osaka Branch</p> <p>June 2017 Outside Director of TAKEMOTO AND COMPANY LIMITED</p> <p>Dec. 2017 Director of the Company (present position)</p> <p>Apr. 2018 Senior Executive Officer, General Manager of Corporate Planning Division of Seika Corporation</p> <p>June 2018 Director, Senior Executive Officer, General Manager of Corporate Planning Division (present position)</p> <p>[Significant concurrent positions outside the Company] Director, Senior Executive Officer, General Manager of Corporate Planning Division of Seika Corporation</p>	—
<p>[Special interest in the Company] The candidate has no special interest in the Company.</p>			
<p>[Reasons for nomination as a candidate for Outside Director] The Company nominated Mr. Hajime Gotou as a candidate for Outside Director because it judged that he will provide appropriate advice and opinions to the Company's management making use of his considerable experience and broad knowledge related to the electric power business, gained while working in the machinery field at a general trading firm.</p>			
<p>[Matters related to significant concurrent positions] Mr. Hajime Gotou is the Director, Senior Executive Officer, General Manager of Corporate Planning Division of Seika Corporation. The Company has a business relationship with Seika Corporation.</p>			
<p>[Conclusion of a limited liability agreement] In the event that Mr. Hajime Gotou is elected as an Outside Director, the Company will enter into an agreement with him to limit his liability for damages as per Article 423, paragraph 1 of the Companies Act in accordance with Article 427, paragraph 1 of the Companies Act. The maximum liability amount for damages under said agreement shall be ¥1,000,000 or the minimum liability amount as per Article 425, paragraph 1 of the Companies Act, whichever is higher. Currently, the Company and he have entered into an agreement to limit his liability for damages that is of the same content mentioned above.</p>			
<p>[Attendance at Board of Directors meetings during the 19th Fiscal Year] He attended 9 of the 9 Board of Directors meetings held this fiscal year after he assumed the office of Director on December 22, 2017.</p>			

Proposal No. 3 Election of Three Directors Who Are Audit and Supervisory Committee Members

The terms of office of all three Directors who are Audit and Supervisory Committee Members will expire at the conclusion of this meeting. At this juncture, it is proposed that three Directors who are Audit and Supervisory Committee Members be elected.

The consent of the Audit and Supervisory Committee has been obtained for this proposal.

The candidate for Substitute Director who is an Audit and Supervisory Committee Member is as follows:

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
1	Shigemitsu Hirano (July 20, 1957)	<p>Feb. 1993 Joined Toa Valve Co., Ltd.</p> <p>Oct. 2008 General Manager of Personal Affairs Department, Manager of Administration Term of the Company</p> <p>Apr. 2010 General Manager of Personal Affairs and Administration Department</p> <p>July 2012 Deputy General Manager of Administrative Headquarters, General Manager of Personal Affairs and Administration Department</p> <p>Dec. 2015 Executive Officer, Deputy General Manager of Administrative Headquarters, General Manager of Personal and Administration Department</p> <p>Dec. 2016 Company Auditor of Toa Service Co., Ltd. (present position)</p> <p>Dec. 2016 Company Auditor of Toa Create Co., Ltd. (present position)</p> <p>Dec. 2016 Director (Full-time Audit and Supervisory Committee Member) of the Company (present position)</p> <p>[Significant concurrent positions outside the Company] Company Auditor of Toa Service Co., Ltd. Company Auditor of Toa Create Co., Ltd.</p>	800
[Special interest in the Company] The candidate has no special interest in the Company.			
[Reasons for nomination as a candidate for Director who is an Audit and Supervisory Committee Member] The Company nominated Mr. Shigemitsu Hirano as a candidate for Director who is an Audit and Supervisory Committee Member because it judged that he will make use of his considerable business experience and knowledge related to administration, gained while working at the Company for many years, to benefit the supervision of the management of the Company.			
[Attendance at Board of Directors meetings during the 19th Fiscal Year] He attended 13 of the 13 Board of Directors meetings held this fiscal year.			
[Attendance at Audit and Supervisory Committee meetings during the 19th Fiscal Year] He attended 14 of the 14 Audit and Supervisory Committee meetings held this fiscal year.			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
	Mitsuhiro Hamamoto (April 18, 1970) [Outside Director] [Independent Director] [Four years in office as Outside Director]	Oct. 2000 Registered as Attorney at Law Oct. 2000 Joined Tadashi Yamada Law Office Oct. 2004 Joined Kikkawa Law Office Apr. 2008 Partner Lawyer (present position) Dec. 2014 Director of the Company Dec. 2016 Director (Audit and Supervisory Committee Member) of the Company (present position) June 2017 Outside Audit & Supervisory Board Member of Wacoal Holdings Corp. (present position) [Significant concurrent positions outside the Company] Partner Lawyer of Kikkawa Law Office Outside Audit & Supervisory Board Member of Wacoal Holdings Corp.	–
	[Special interest in the Company] The candidate has no special interest in the Company.		
2	[Reasons for nomination as a candidate for Outside Director who is an Audit and Supervisory Committee Member] Although Mr. Mitsuhiro Hamamoto has never been directly involved in the management of a company except as an outside officer, the Company nominated him as a candidate for Outside Director who is an Audit and Supervisory Committee Member because it judged that he will make use of his experience and expertise as an attorney at law to provide appropriate advice to the management of the Company, and also because it judged that his appropriate advice will help enhance the Company's governance system.		
	[Conclusion of a limited liability agreement] In the event that Mr. Mitsuhiro Hamamoto is elected as Outside Director who is an Audit and Supervisory Committee Member, the Company will enter into an agreement with him to limit his liability for damages as per Article 423, paragraph 1 of the Companies Act in accordance with Article 427, paragraph 1 of the Companies Act. The maximum liability amount for damages under said agreement shall be ¥1,000,000 or the minimum liability amount as per Article 425, paragraph 1 of the Companies Act, whichever is higher. Currently, the Company and he have entered into an agreement to limit his liability for damages that is of the same content mentioned above.		
	[Candidate for Independent Director] In the event that Mr. Mitsuhiro Hamamoto assumes the office of Director who is an Audit and Supervisory Committee Member, the Company plans to submit notification to the Tokyo Stock Exchange concerning his appointment as an Independent Director as provided for by the aforementioned exchange. He is currently an Independent Director of the Company.		
	[Attendance at Board of Directors meetings during the 19th Fiscal Year] He attended 13 of the 13 Board of Directors meetings held this fiscal year.		
	[Attendance at Audit and Supervisory Committee meetings during the 19th Fiscal Year] He attended 14 of the 14 Audit and Supervisory Committee meetings held this fiscal year.		

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
	Yukako Ikukawa (April 20, 1974) [Outside Director] [Independent Director] [Two years in office as Outside Director]	<p>Apr. 1997 Joined Orix Corporation</p> <p>June 1998 Joined Saito Accounting Office</p> <p>Sept. 2001 Joined Tadashi Furumoto Certified Public Accounting and Tax Office (currently Deloitte Tohmatsu Tax Co.)</p> <p>Mar. 2003 Registered as Certified Tax Accountant</p> <p>July 2012 Director of Deloitte Tohmatsu Tax Co.</p> <p>Oct. 2015 Head of Yukako Ikukawa Tax Accountant Office (present position)</p> <p>Dec. 2015 Company Auditor of the Company</p> <p>Dec. 2016 Director (Audit and Supervisory Committee Member) of the Company (present position)</p> <p>June 2018 Senior Partner of KaimanaHila Limited Liability Company (present position)</p> <p>[Significant concurrent positions outside the Company] Head of Yukako Ikukawa Tax Accountant Office Senior Partner of KaimanaHila Limited Liability Company</p>	-
		[Special interest in the Company] The candidate has no special interest in the Company.	
3		[Reasons for nomination as a candidate for Outside Director who is an Audit and Supervisory Committee Member] Although Ms. Yukako Ikukawa has never been directly involved in the management of a company, the Company nominated her as a candidate for Outside Director who is an Audit and Supervisory Committee Member because it judged that she will make use of her experience and expertise as a certified tax accountant to benefit the Company's supervision and audit system.	
		[Conclusion of a limited liability agreement] In the event that Ms. Yukako Ikukawa is elected as Outside Director who is an Audit and Supervisory Committee Member, the Company will enter into an agreement with her to limit her liability for damages as per Article 423, paragraph 1 of the Companies Act in accordance with Article 427, paragraph 1 of the Companies Act. The maximum liability amount for damages under said agreement shall be ¥1,000,000 or the minimum liability amount as per Article 425, paragraph 1 of the Companies Act, whichever is higher. Currently, the Company and she have entered into an agreement to limit her liability for damages that is of the same content mentioned above.	
		[Candidate for Independent Director] In the event that Ms. Yukako Ikukawa assumes the office of Director who is an Audit and Supervisory Committee Member, the Company plans to submit notification to the Tokyo Stock Exchange concerning her appointment as an Independent Director as provided for by the aforementioned exchange. She is currently an Independent Director of the Company.	
		[Attendance at Board of Directors meetings during the 19th Fiscal Year] She attended 12 of the 13 Board of Directors meetings held this fiscal year.	
		[Attendance at Audit and Supervisory Committee meetings during the 19th Fiscal Year] She attended 13 of the 14 Audit and Supervisory Committee meetings held this fiscal year.	

Proposal No. 4 Election of One Substitute Director Who Is an Audit and Supervisory Committee Member

It is proposed that one Substitute Director who is an Audit and Supervisory Committee Member be elected to be ready to fill a vacant position should the number of Directors who are Audit and Supervisory Committee Members fall below the number required by laws and regulations.

In addition, the validity of this election can be nullified by the resolution of the Board of Directors if the consent of the Audit and Supervisory Committee has been obtained; provided, however, that the candidate has not yet assumed office.

The consent of the Audit and Supervisory Committee has been obtained for this proposal.

The candidate for Substitute Director who is an Audit and Supervisory Committee Member is as follows:

Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
Hiromi Suzuki (April 13, 1960) [Outside Director] [Independent Director]	Jan. 1986 Registered as Judicial Scrivener Jan. 1986 Joined Suzuki Judicial Scrivener Office Apr. 2005 Office Manager of Suzuki Judicial Scrivener Office (present position) [Significant concurrent positions outside the Company] Judicial Scrivener of Suzuki Judicial Scrivener Office (Office Manager) Outside Auditor of Tsutenkakukanko Co., Ltd. President of HYOGO Shiho-Shoshi Lawyer's Association	—
[Special interest in the Company] The candidate has no special interest in the Company.		
[Reasons for nomination as a candidate for Substitute Outside Director who is an Audit and Supervisory Committee Member] Although Mr. Hiromi Suzuki has never been directly involved in the management of a company except as an outside officer, the Company nominated him as a candidate for Substitute Outside Director who is an Audit and Supervisory Committee Member because it judged that, in the event that he assumes the office of Outside Director who is an Audit and Supervisory Committee Member, he will make use of his expertise and experience as a judicial scrivener to benefit the Company's supervision and audit system.		
[Conclusion of a limited liability agreement] In the event that Mr. Hiromi Suzuki assumes the office of Director who is an Audit and Supervisory Committee Member, the Company will enter into an agreement with him to limit his liability for damages as per Article 423, paragraph 1 of the Companies Act in accordance with Article 427, paragraph 1 of the Companies Act. The maximum liability amount for damages under said agreement shall be ¥1,000,000 or the minimum liability amount as per Article 425, paragraph 1 of the Companies Act, whichever is higher.		
[Candidate for Independent Director] In the event that Mr. Hiromi Suzuki assumes the office of Director who is an Audit and Supervisory Committee Member, the Company plans to submit notification to the Tokyo Stock Exchange concerning his appointment as an Independent Director as provided for by the aforementioned exchange.		