

(Notes)

1. This document has been translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.
2. “Audit & Supervisory Board Member(s)” and “Audit & Supervisory Board” described herein mean “Kansayaku” and “Kansayaku-kai” stipulated in the Japanese Companies Act respectively.

March 30, 2020

## **Results of Exercise of Voting Rights at the 181<sup>st</sup> Ordinary General Meeting of Shareholders**

Please be advised as below the results of exercise of voting rights at the 181<sup>st</sup> Ordinary General Meeting of Shareholders held on March 27, 2020 (the “Meeting”).

### **Description**

(1) Details of matters resolved

<Proposals from the Company (Proposals No. 1 to No. 5)>

Proposal No. 1: Appropriation of surplus

Matters regarding year-end dividend:

(1) Matters related to the allocation of the dividend property to shareholders and the total amount thereof:

¥32.5 per share of the Company’s common shares

Total amount: ¥28,233,681,743

(2) Effective date of payment of dividend:

March 30, 2020

Proposal No. 2: Election of twelve (12) Directors of the Board

To elect the following twelve (12) persons as Directors of the Board: Yoshinori Isozaki, Keisuke Nishimura, Toshiya Miyoshi, Noriya Yokota, Noriaki Kobayashi, Shoshi Arakawa, Masakatsu Mori, Hiroyuki Yanagi, Chieko Matsuda, Noriko Shiono, Rod Eddington and George Olcott.

Proposal No. 3: Election of one (1) Audit & Supervisory Board Member

To elect Kaoru Kashima as Audit & Supervisory Board Member

Proposal No. 4: Revision in the Limit and Framework of Officers’ Remuneration in Line with Revision of Performance-linked Remuneration System for Directors and Officers

To introduce a trust-type stock compensation system for Directors of the Board (excluding Non-executive Directors) and Executive Officers (excluding those concurrently serving as Directors as well as those in an employment relationship with the Company) (the “Eligible Directors and Officers”) who are residents of Japan, and to contribute up to ¥600 million per fiscal year to deliver the Company’s shares and cash to Eligible Directors and Officers through the trust established for this purpose, based on the individual executive rank of the Eligible Directors and Officers and the level of achievement of performance targets.

In addition, to introduce a performance-linked and stock-price-linked remuneration system for those Eligible Directors and Officers who are non-residents of Japan, for which the total sum of the amount recorded as expenses with respect to cash to be paid to Directors, and the amount of fixed basic remuneration of Directors and bonuses for Directors excluding Non-executive Directors shall not exceed the limit of Directors’ monetary compensation (¥950 million per year), which was approved at the 178th Ordinary General Meeting of Shareholders of the Company held on March 30, 2017.

Proposal No. 5: Revision of Non-executive Directors’ Remuneration Limit

To revise the remuneration limit for Non-executive Directors among other components of the total remuneration limit for Directors to an amount not exceeding ¥150 million per year.

<Proposals from a Shareholder (Proposals No. 6 to No. 9)>

Proposal No. 6: Acquisition of treasury shares

To acquire the Company's common shares within one year from the conclusion of this Ordinary General Meeting of Shareholders to the maximum extent of 300 million common shares of the Company in total, ¥600 billion as total acquisition price (provided, however, that if the Distributable Amount provided in Article 461 of the Companies Act falls below the total amount of the acquisition amount, the maximum amount of the acquisition amount shall be reduced to the amount permitted under the Companies Act).

Proposal No. 7: Revision of the amount of remuneration for the restricted stock remuneration for directors

To grant the amount of remuneration for Directors of the Board other than Non-executive Directors (hereinafter referred to as "Target Directors") under the stock remuneration with restriction on transfer in the amount of no more than ¥1,200 million per annum in total, in addition to the annual amount of basic remuneration and bonuses, in order to grant monetary remuneration claims for the grant of shares with restriction on transfer. The specific timing and distribution of payments shall be determined by the Board of Directors after deliberation by the Nomination and Remuneration Advisory Committee.

Proposal No. 8: Revision of the amount of remuneration for directors

To set an amount of remuneration for basic remuneration and bonuses paid to the Directors of the Board that does not exceed ¥600 million per annum (of which, the amount paid to Non-executive Directors shall not exceed ¥80 million per annum). The specific timing and distribution of payments shall be determined by the Board of Directors after deliberation by the Nomination and Remuneration Advisory Committee. This proposal shall be subject to approval and passage of Proposal No. 7.

Proposal No. 9: Appointment of 2 directors

To elect the following two (2) persons as Directors of the Board: Nicholas Benes and Kanako Kikuchi.

(2) Number of voting rights exercised indicating the intention of “affirmative votes”, “negative votes” or “abstentions” for each proposal, the requirements for approval and voting results thereof

<Proposals from the Company (Proposals No. 1 to No. 5)>

Proposal:	Number of affirmative votes	Number of negative votes	Number of abstentions	Voting results	
				Ratio of affirmative votes	Approved/ Disapproved
Proposal No. 1 Appropriation of surplus	7,017,884	4,546	1,768	97.90	Approved
Proposal No. 2 Election of twelve (12) Directors					
Yoshinori Isozaki	6,822,979	199,016	1,996	95.18	Approved
Keisuke Nishimura	6,727,112	294,885	1,996	93.85	Approved
Toshiya Miyoshi	5,489,378	1,532,604	1,996	76.58	Approved
Noriya Yokota	6,833,789	188,207	1,996	95.34	Approved
Noriaki Kobayashi	6,824,640	197,355	1,996	95.21	Approved
Shoshi Arakawa	6,832,985	189,012	1,996	95.32	Approved
Masakatsu Mori	6,835,762	186,234	1,996	95.36	Approved
Hiroyuki Yanagi	6,401,260	620,733	1,996	89.30	Approved
Chieko Matsuda	6,809,663	212,335	1,996	95.00	Approved
Noriko Shiono	6,319,290	702,700	1,996	88.16	Approved
Rod Eddington	6,236,631	785,366	1,996	87.00	Approved
George Olcott	6,773,615	248,382	1,996	94.50	Approved
Proposal No. 3 Election of one (1) Audit & Supervisory Board Member					
Kaoru Kashima	7,010,126	12,270	1,768	97.80	Approved
Proposal No. 4 Revision in the Limit and Framework of Officers' Remuneration in Line with Revision of Performance-linked Remuneration System for Directors and Officers	5,155,595	1,533,067	15,740	71.92	Approved
Proposal No. 5 Revision of Non-executive Directors' Remuneration Limit	6,413,721	222,446	3,238	89.48	Approved

<Proposals from a Shareholder (Proposals No. 6 to No. 9)>

Proposal:	Number of affirmative votes	Number of negative votes	Number of abstentions	Voting results	
				Ratio of affirmative votes	Approved/ Disapproved
Proposal No. 6 Acquisition of treasury shares	602,276	6,415,292	5,180	8.40	Disapproved
Proposal No. 7 Revision of the amount of remuneration for the restricted stock remuneration for directors	1,506,101	5,195,971	1,336	21.01	Disapproved

Proposal No. 8 Revision of the amount of remuneration for directors	211,815	6,424,903	1,336	2.95	Disapproved
Proposal No. 9 Appointment of 2 directors					
Nicholas · E · Benes	2,553,441	4,464,322	5,265	35.62	Disapproved
Kanako Kikuchi	1,433,607	5,584,156	5,265	20.00	Disapproved

(Notes)1. The total number of voting rights of the shareholders eligible to exercise voting rights was 8,672,533.

2. The requirements for approval for each matter resolved were as follows:

Proposals Nos. 1, 4, 5, 6 and 7

Approval by a majority vote of the shareholders who are present at the Meeting and eligible to exercise voting rights

Proposals Nos. 2 and 9

Approval by a majority vote of the shareholders present at the Meeting who hold shares representing in aggregate not less than one-third (1/3) of the voting rights of all shareholders who are eligible to exercise voting rights. However, where, as a result of voting, the number of Directors for whom election is approved exceeds the maximum number (12 Directors) stipulated in Article 20 of the Company's Articles of Incorporation, the Company shall elect the twelve (12) candidates with the most votes

Proposal No. 3

Approval by a majority vote of the shareholders present at the Meeting who hold shares representing in aggregate not less than one-third (1/3) of the voting rights of all shareholders who are eligible to exercise voting rights

Proposal No. 8

Approval and passage of Proposal No. 7, and approval by a majority vote of the shareholders who are present at the Meeting and eligible to exercise voting rights

(3) Reason why a portion of the number of voting rights of the shareholders present at the Meeting was not included in the number of voting rights exercised indicating the intention of "affirmative votes", "negative votes" or abstentions

The aggregated number of voting rights exercised prior to the Meeting using the Voting Rights Exercise Form or via the Internet and so on and the number of voting rights of the shareholders present at the Meeting whose intention of approval was confirmed, were sufficient to meet the requirements to approve each proposal in accordance with the Japanese Companies Act. Accordingly, the number of voting rights of the shareholders present at the Meeting whose intention of approval, disapproval or abstention could not be confirmed were not included.