

Securities Code: 6457

June 4, 2021

To our shareholders,

Motozumi Miwa  
President  
GLORY LTD.  
3-1, Shimoteno 1-chome,  
Himeji City, Hyogo

## **Notice of the 75th Ordinary General Meeting of Shareholders**

You are cordially invited to attend the 75th Ordinary General Meeting of Shareholders of GLORY LTD. (the “Company”), which will be held as described below (the “Shareholders Meeting”).

In the event that you are unable to attend the Shareholders Meeting in person, you are kindly requested to review the attached Reference Materials for the Shareholders Meeting, and exercise your voting rights by stating your approval or disapproval for each of the proposals in the enclosed Voting Card. Please return the Voting Card to the Company, or vote via the Company’s voting site\* at <<https://evote.tr.mufg.jp/>>. Whichever method you use, we ask that you please exercise your voting rights no later than 5:15 p.m., Thursday, June 24, 2021 (Tokyo time).

\*Available only in the Japanese language.

1. **Date & Time** Friday, June 25, 2021, 10:00 a.m.
2. **Place** Conference Room (5th Floor),  
GLORY LTD. Headquarters  
3-1 Shimoteno 1-chome,  
Himeji City, Hyogo

### **3. Agenda**

Matters to be reported:

1. The Business Report, the Consolidated Financial Statements and the Reports of Independent Auditors and the Audit & Supervisory Committee on the Consolidated Financial Statements for the 75th term (from April 1, 2020 to March 31, 2021)
2. The Financial Statements for the 75th term (from April 1, 2020 to March 31, 2021)

Proposals to be acted upon:

- Proposal No. 1 Distribution of Dividends of Surplus
- Proposal No. 2 Election of Nine (9) Directors who are not Audit & Supervisory Committee Members

This is a partial translation of the original Japanese text of the “Notice of the 75th Ordinary General Meeting of Shareholders” prepared for the convenience of shareholders. Should there be any discrepancy between any part of this translation and the original Japanese text, the latter shall prevail.

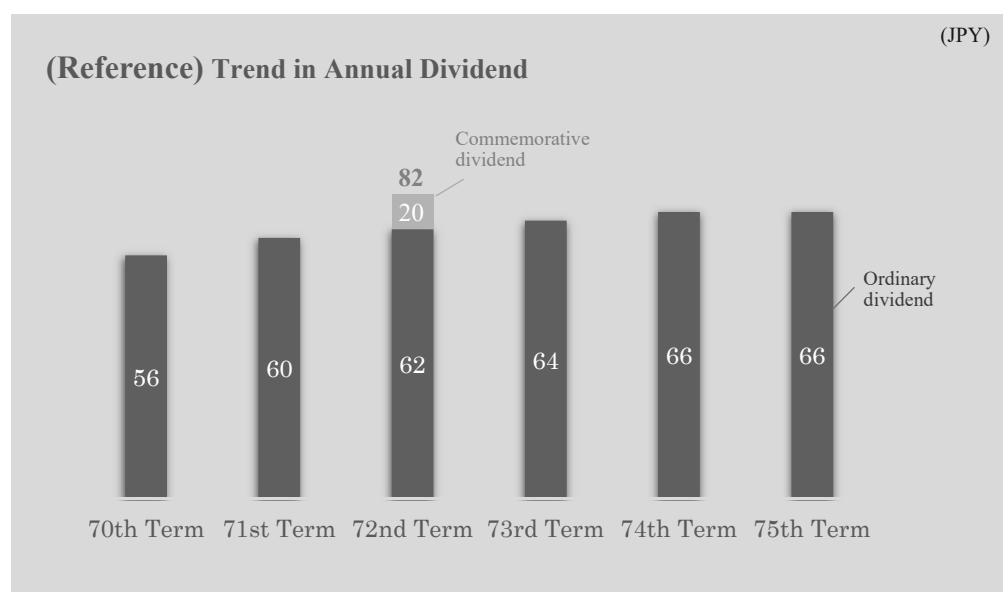
## **REFERENCE MATERIALS FOR THE SHAREHOLDERS MEETING**

### **Proposal No. 1 Distribution of Dividends of Surplus**

Considering the return of profits to shareholders to be an important management task, the Company's policy in regard to distribution of profits is to continue stable dividends while striving to maintain and enhance sound financial standing in preparation for future business growth. The Company has set the target of attaining a dividend payout ratio of 30% or higher on a consolidated basis.

In accordance with the above policy, the Company is proposing to pay a year-end dividend of ¥36 per share. As the Company previously paid out ¥30 per share as an interim-period dividend, the total dividend for the 75th term will be ¥66 per share. Consequently, the payout ratio will be 66.0.%.

1. Type of dividend property  
Cash
2. Allocation of dividend property and total amount of allocation  
¥36 per share of common stock  
Total amount of payout: ¥2,187,796,752
3. Effective date of dividend payment  
June 28, 2021



## Proposal No. 2 Election of Nine (9) Directors who are not Audit & Supervisory Committee Members

At the close of the Shareholders Meeting, the term of office will expire for all eight (8) Directors who are not Audit & Supervisory Committee Members. Therefore, we would like shareholders to elect nine (9) Directors who are not Audit & Supervisory Committee Members.

This proposal has been considered by the Audit & Supervisory Committee, which expressed its opinion that there are no particular matters to be stated.

The candidates for the position of Directors who are not Audit & Supervisory Committee Members are as follows:

| No | Name (age*)   | Positions and responsibilities   | Attendance rate at Board of Directors meetings (FY 2020) |
|----|---|--|--|
| 1  | Reappointment<br><b>Hirokazu Onoe</b> (73)  | Chairman of the Board & Representative Director  | 13/14  |
| 2  | Reappointment<br><b>Motozumi Miwa</b> (67)  | President & Representative Director  | 14/14  |
| 3  | Reappointment<br><b>Hideo Onoe</b> (53)   | Director & Senior Managing Executive Officer;<br>Company President, Domestic Business Company  | 14/14  |
| 4  | Reappointment<br><b>Shigetoshi Mabuchi</b> (63)   | Director & Senior Managing Executive Officer;<br>Responsible for service operations  | 14/14  |
| 5  | Reappointment<br><b>Kaname Kotani</b> (61)  | Director & Senior Managing Executive Officer;<br>Executive General Manager, Development Headquarters<br>Chief Information Security Officer<br>Responsible for digital solution technology<br>Responsible for Intellectual Property Dept. | 14/14  |
| 6  | Reappointment<br><b>Akihiro Harada</b> (58)   | Director & Senior Managing Executive Officer;<br>Company President, International Business Company   | 14/14  |
| 7  | Reappointment<br><b>Joji Iki</b> (69)<br>Candidate for Outside Director<br>Candidate for Independent Director     | Outside Director<br>(Number of years of service at the conclusion of the Shareholders Meeting : 4 years)   | 14/14  |
| 8  | Reappointment<br><b>Junji Uchida</b> (71)<br>Candidate for Outside Director<br>Candidate for Independent Director | Outside Director<br>(Number of years of service at the conclusion of the Shareholders Meeting : 2 years)   | 14/14  |
| 9  | New appointment<br><b>Tomoko Fujita</b> (58)  | —  | —  |

\* As of the date of the Shareholders Meeting.

**(Reference)****Skill matrix of the Company's Board of Directors after the Shareholders Meeting**

If this Proposal is approved as proposed, the overall composition of the Board and the main skills (experience, knowledge and expertise, etc.) possessed by each Director will be as shown in the table below.


In the rapidly and globally changing business environment surrounding the Company group, the Company believes that it is important to ensure the balance among knowledge, experience and abilities as well as diversity of the Board as a whole.

Under such belief, by maintaining proper balance of types of Directors as shown below, the Board is composed in such a manner as to enable the building of a strong structure for the sustainable growth of the Company group and the improvement of corporate value over the medium to long term, as well as to adjust quickly and flexibly to the changes.

- Executive Directors who are knowledgeable about the business that the Company group develops in Japan and overseas or the Company's each business operation
- Outside Directors who can make accurate proposals and advice to management from a wide range of perspectives
- Directors who are Audit & Supervisory Committee Members who are responsible for auditing and supervising the execution of duties by Directors, etc.


| Name                      | Property  |        |              | Experience, knowledge and expertise, etc. |                   |                         |                                   |                       |         |   |
|---------------------------|---|--------|--------------|---|-------------------|-------------------------|-----------------------------------|-----------------------|---------|---|
|                           | Position  | Sex    | Independence | Corporate management                      | Domestic business | Development/ Production | Technical/ Digital Transformation | Legal/Risk management | Finance | International experience/ Overseas business |
| <b>Hirokazu Onoe</b>      | Chairman of the Board & Representative Director | Male   |              | ●   | ●                 | ●                       |                                   |                       |         |   |
| <b>Motozumi Miwa</b>      | President & Representative Director             | Male   |              | ●   | ●                 |                         |                                   | ●                     | ●       | ●   |
| <b>Hideo Onoe</b>         | Director  | Male   |              | ●   | ●                 | ●                       |                                   |                       |         | ●   |
| <b>Shigetoshi Mabuchi</b> | Director  | Male   |              |   | ●                 |                         | ●                                 |                       |         |   |
| <b>Kaname Kotani</b>      | Director  | Male   |              |   | ●                 | ●                       | ●                                 |                       |         | ●   |
| <b>Akihiro Harada</b>     | Director  | Male   |              | ●   | ●                 | ●                       |                                   |                       |         | ●   |
| <b>Tomoko Fujita</b>      | Director  | Female |              | ●   |                   |                         |                                   | ●                     | ●       | ●   |
| <b>Joji Iki</b>           | Outside Director                                | Male   | ●            | ●   |                   | ●                       | ●                                 |                       |         | ●   |
| <b>Junji Uchida</b>       | Outside Director                                | Male   | ●            | ●   |                   | ●                       |                                   |                       |         | ●   |
| <b>Toru Fujita</b>        | Director<br>(Full-time A&SC* Member)            | Male   |              |   |                   |                         |                                   |                       | ●       |   |
| <b>Satoshi Hamada</b>     | Outside Director<br>(A&SC* Member)              | Male   | ●            |   |                   |                         |                                   |                       | ●       |   |
| <b>Keiichi Kato</b>       | Outside Director<br>(A&SC* Member)              | Male   | ●            |   |                   |                         |                                   | ●                     |         |   |

\*A&SC = Audit & Supervisory Committee

| No   | Name<br>Date of birth (age)  | Reappointment<br>Number of shares of the Company owned by the candidate:<br>Attendance rate at Board of Directors meetings: |  |           |                    |           |  |           |          |           |                   |           |                                       |           |  |           |                                     |           |                                     |           |  |           |   |
|--|--|---|---|-----------|--------------------|-----------|--|-----------|----------|-----------|-------------------|-----------|---------------------------------------|-----------|--|-----------|-------------------------------------|-----------|-------------------------------------|-----------|--|-----------|---|
| 1  | <b>Hirokazu Onoe</b><br>March 19, 1948 (73)                        | 32,720<br>13/14   |   |           |                    |           |  |           |          |           |                   |           |                                       |           |  |           |                                     |           |                                     |           |  |           |   |
| <i>Career summary, positions and areas of responsibility in the Company:</i>   |  |   |   |           |                    |           |  |           |          |           |                   |           |                                       |           |  |           |                                     |           |                                     |           |  |           |   |
| <table><tr><td>Sep. 1970</td><td>Joined the Company</td></tr><tr><td>Apr. 2000</td><td>General Manager, Vending Machine &amp; Amusement Systems Business Div.</td></tr><tr><td>Jun. 2001</td><td>Director</td></tr><tr><td>Jun. 2004</td><td>Managing Director</td></tr><tr><td>Jun. 2006</td><td>Director &amp; Managing Executive Officer</td></tr><tr><td>Apr. 2009</td><td>General Manager, Corporate Strategy Div.</td></tr><tr><td>Jun. 2010</td><td>Director &amp; Executive Vice President</td></tr><tr><td>Apr. 2011</td><td>President &amp; Representative Director</td></tr><tr><td>Apr. 2019</td><td>Chairman of the Board &amp; Representative Director (to present)</td></tr><tr><td>Mar. 2021</td><td>Director (Outside) of Noritz Corporation (to present)</td></tr></table> |  |   |   | Sep. 1970 | Joined the Company | Apr. 2000 | General Manager, Vending Machine & Amusement Systems Business Div. | Jun. 2001 | Director | Jun. 2004 | Managing Director | Jun. 2006 | Director & Managing Executive Officer | Apr. 2009 | General Manager, Corporate Strategy Div. | Jun. 2010 | Director & Executive Vice President | Apr. 2011 | President & Representative Director | Apr. 2019 | Chairman of the Board & Representative Director (to present) | Mar. 2021 | Director (Outside) of Noritz Corporation (to present) |
| Sep. 1970  | Joined the Company   |   |   |           |                    |           |  |           |          |           |                   |           |                                       |           |  |           |                                     |           |                                     |           |  |           |   |
| Apr. 2000  | General Manager, Vending Machine & Amusement Systems Business Div. |   |   |           |                    |           |  |           |          |           |                   |           |                                       |           |  |           |                                     |           |                                     |           |  |           |   |
| Jun. 2001  | Director   |   |   |           |                    |           |  |           |          |           |                   |           |                                       |           |  |           |                                     |           |                                     |           |  |           |   |
| Jun. 2004  | Managing Director  |   |   |           |                    |           |  |           |          |           |                   |           |                                       |           |  |           |                                     |           |                                     |           |  |           |   |
| Jun. 2006  | Director & Managing Executive Officer                              |   |   |           |                    |           |  |           |          |           |                   |           |                                       |           |  |           |                                     |           |                                     |           |  |           |   |
| Apr. 2009  | General Manager, Corporate Strategy Div.                           |   |   |           |                    |           |  |           |          |           |                   |           |                                       |           |  |           |                                     |           |                                     |           |  |           |   |
| Jun. 2010  | Director & Executive Vice President                                |   |   |           |                    |           |  |           |          |           |                   |           |                                       |           |  |           |                                     |           |                                     |           |  |           |   |
| Apr. 2011  | President & Representative Director                                |   |   |           |                    |           |  |           |          |           |                   |           |                                       |           |  |           |                                     |           |                                     |           |  |           |   |
| Apr. 2019  | Chairman of the Board & Representative Director (to present)       |   |   |           |                    |           |  |           |          |           |                   |           |                                       |           |  |           |                                     |           |                                     |           |  |           |   |
| Mar. 2021  | Director (Outside) of Noritz Corporation (to present)              |   |   |           |                    |           |  |           |          |           |                   |           |                                       |           |  |           |                                     |           |                                     |           |  |           |   |
| <i>Significant concurrent positions:</i>   |  |   |   |           |                    |           |  |           |          |           |                   |           |                                       |           |  |           |                                     |           |                                     |           |  |           |   |
| <p>Director (Outside) of Noritz Corporation<br/>President of Japan Vending System Manufacturers Association</p>  |  |   |   |           |                    |           |  |           |          |           |                   |           |                                       |           |  |           |                                     |           |                                     |           |  |           |   |
| <i>Special interest between the candidate and the Company:</i> None  |  |   |   |           |                    |           |  |           |          |           |                   |           |                                       |           |  |           |                                     |           |                                     |           |  |           |   |
| <i>Reason for recommending the candidate as Director:</i>  |  |   |   |           |                    |           |  |           |          |           |                   |           |                                       |           |  |           |                                     |           |                                     |           |  |           |   |
| <p>Mr. Hirokazu Onoe has accumulated considerable experience and achievements in various business sectors of the Company such as the main domestic business divisions and management planning division. He has also held the key positions such as Vice President and President and Chairman of the Board of the Company, thereby playing an important role to increase the corporate value of the Company and its group companies (the “Group”) as the top executive of the Group. It is our judgment that he has sufficient experience and ability for the role of Director and we thus recommend his election as a Director.</p>  |  |   |   |           |                    |           |  |           |          |           |                   |           |                                       |           |  |           |                                     |           |                                     |           |  |           |   |

| No   | Name<br>Date of birth (age)               | Reappointment   |  |
|--|---|---|---|
| 2  | <b>Motozumi Miwa</b><br>June 9, 1954 (67) | Number of shares of the Company owned by the candidate: 18,110<br>Attendance rate at Board of Directors meetings: 14/14 |   |
| <p><i>Career summary, positions and areas of responsibility in the Company:</i></p> <ul style="list-style-type: none"> <li>Jun. 2009      Joined the Company</li> <li>Mar. 2010      General Manager, Legal Affairs Dept., General Affairs Div.</li> <li>Jun. 2010      Executive Officer</li> <li>Apr. 2012      Senior Executive Officer;<br/>Executive General Manager, General Affairs Headquarters</li> <li>Jun. 2012      Director &amp; Senior Executive Officer</li> <li>Apr. 2013      Responsible for CSR, brand strategy, investor relations and legal compliance functions</li> <li>Apr. 2014      Director &amp; Managing Executive Officer;<br/>Executive General Manager, Business Management Headquarters,<br/>Responsible for General Affairs Headquarters</li> <li>Apr. 2015      Director &amp; Senior Managing Executive Officer</li> <li>Apr. 2016      Representative Director &amp; Senior Managing Executive Officer</li> <li>Apr. 2017      Executive Vice President &amp; Representative Director;<br/>Responsible for Business Management Headquarters</li> <li>Apr. 2019      President &amp; Representative Director (to present)</li> </ul> <p><i>Significant concurrent positions:</i>              None</p> <p><i>Special interest between the candidate and the Company:</i>              None</p> <p><i>Reason for recommending the candidate as Director:</i></p> <p>Besides the considerable experience and knowledge gained in the financial industry, Mr. Motozumi Miwa has accumulated abundant experience and achievements as a head of the Company's corporate affairs functions and Executive Vice President. Since assuming the position of President, he has been playing an important role to increase the Group's corporate value as the top executive of the Group. It is our judgment that he has sufficient experience and ability for the role of Director and we thus recommend his election as a Director.</p> |   |   |   |


|  |  |  |   |      |      |                    |      |      |  |      |      |                   |      |      |  |      |      |  |      |      |   |      |      |  |      |      |                                       |      |      |   |      |      |   |      |      |   |
|--|--|--|---|------|------|--------------------|------|------|--|------|------|-------------------|------|------|--|------|------|--|------|------|---|------|------|--|------|------|---------------------------------------|------|------|---|------|------|---|------|------|---|
| No<br>3  | <p><i>Name</i><br/><b>Hideo Onoe</b></p> <p><i>Date of birth (age)</i><br/>October 17, 1967 (53)</p> | <p style="text-align: right;"><b>Reappointment</b></p> <p><i>Number of shares of the Company owned by the candidate:</i> 376,944</p> <p><i>Attendance rate at Board of Directors meetings:</i> 14/14</p> |  |      |      |                    |      |      |  |      |      |                   |      |      |  |      |      |  |      |      |   |      |      |  |      |      |                                       |      |      |   |      |      |   |      |      |   |
| <p><i>Career summary, positions and areas of responsibility in the Company:</i></p> <table style="width: 100%; border-collapse: collapse;"><tr><td style="width: 10%; vertical-align: top;">Jan.</td><td style="width: 15%; vertical-align: top;">1999</td><td>Joined the Company</td></tr><tr><td style="vertical-align: top;">Oct.</td><td style="vertical-align: top;">2005</td><td>General Manager, Supply Chain Management Dept., Production Management Div., Money Handling Systems Business Headquarters</td></tr><tr><td style="vertical-align: top;">Oct.</td><td style="vertical-align: top;">2006</td><td>Executive Officer</td></tr><tr><td style="vertical-align: top;">Jul.</td><td style="vertical-align: top;">2009</td><td>President of GLORY (U.S.A.) INC. (now Glory Global Solutions Inc.)</td></tr><tr><td style="vertical-align: top;">Apr.</td><td style="vertical-align: top;">2012</td><td>Senior Executive Officer of the Company;<br/>Executive General Manager, Production Headquarters</td></tr><tr><td style="vertical-align: top;">Apr.</td><td style="vertical-align: top;">2013</td><td>Chairman of the Board of GLORY Denshi Kogyo (Suzhou) Ltd.</td></tr><tr><td style="vertical-align: top;">Apr.</td><td style="vertical-align: top;">2014</td><td>Managing Executive Officer of the Company;<br/>Executive General Manager, Production Headquarters &amp; Senior General Manager, Purchasing Div.</td></tr><tr><td style="vertical-align: top;">Jun.</td><td style="vertical-align: top;">2014</td><td>Director &amp; Managing Executive Officer</td></tr><tr><td style="vertical-align: top;">Apr.</td><td style="vertical-align: top;">2015</td><td>Executive General Manager, Domestic Business Headquarters</td></tr><tr><td style="vertical-align: top;">Apr.</td><td style="vertical-align: top;">2017</td><td>Director &amp; Senior Managing Executive Officer (to present)</td></tr><tr><td style="vertical-align: top;">Apr.</td><td style="vertical-align: top;">2021</td><td>Company President, Domestic Business Company (to present)</td></tr></table> <p><i>Significant concurrent positions:</i>           None</p> <p><i>Special interest between the candidate and the Company:</i>           None</p> <p><i>Reason for recommending the candidate as Director:</i></p> <p>Along with a wealth of experience and knowledge accumulated in the fields of production operations of the Group as well as the major domestic business divisions, Mr. Hideo Onoe has rich experience in the management of the Company's overseas subsidiaries. It is our judgment that he has sufficient experience and ability for the role of Director and we thus recommend his election as a Director.</p> |  |  |   | Jan. | 1999 | Joined the Company | Oct. | 2005 | General Manager, Supply Chain Management Dept., Production Management Div., Money Handling Systems Business Headquarters | Oct. | 2006 | Executive Officer | Jul. | 2009 | President of GLORY (U.S.A.) INC. (now Glory Global Solutions Inc.) | Apr. | 2012 | Senior Executive Officer of the Company;<br>Executive General Manager, Production Headquarters | Apr. | 2013 | Chairman of the Board of GLORY Denshi Kogyo (Suzhou) Ltd. | Apr. | 2014 | Managing Executive Officer of the Company;<br>Executive General Manager, Production Headquarters & Senior General Manager, Purchasing Div. | Jun. | 2014 | Director & Managing Executive Officer | Apr. | 2015 | Executive General Manager, Domestic Business Headquarters | Apr. | 2017 | Director & Senior Managing Executive Officer (to present) | Apr. | 2021 | Company President, Domestic Business Company (to present) |
| Jan.   | 1999   | Joined the Company   |   |      |      |                    |      |      |  |      |      |                   |      |      |  |      |      |  |      |      |   |      |      |  |      |      |                                       |      |      |   |      |      |   |      |      |   |
| Oct.   | 2005   | General Manager, Supply Chain Management Dept., Production Management Div., Money Handling Systems Business Headquarters   |   |      |      |                    |      |      |  |      |      |                   |      |      |  |      |      |  |      |      |   |      |      |  |      |      |                                       |      |      |   |      |      |   |      |      |   |
| Oct.   | 2006   | Executive Officer  |   |      |      |                    |      |      |  |      |      |                   |      |      |  |      |      |  |      |      |   |      |      |  |      |      |                                       |      |      |   |      |      |   |      |      |   |
| Jul.   | 2009   | President of GLORY (U.S.A.) INC. (now Glory Global Solutions Inc.)   |   |      |      |                    |      |      |  |      |      |                   |      |      |  |      |      |  |      |      |   |      |      |  |      |      |                                       |      |      |   |      |      |   |      |      |   |
| Apr.   | 2012   | Senior Executive Officer of the Company;<br>Executive General Manager, Production Headquarters   |   |      |      |                    |      |      |  |      |      |                   |      |      |  |      |      |  |      |      |   |      |      |  |      |      |                                       |      |      |   |      |      |   |      |      |   |
| Apr.   | 2013   | Chairman of the Board of GLORY Denshi Kogyo (Suzhou) Ltd.  |   |      |      |                    |      |      |  |      |      |                   |      |      |  |      |      |  |      |      |   |      |      |  |      |      |                                       |      |      |   |      |      |   |      |      |   |
| Apr.   | 2014   | Managing Executive Officer of the Company;<br>Executive General Manager, Production Headquarters & Senior General Manager, Purchasing Div.   |   |      |      |                    |      |      |  |      |      |                   |      |      |  |      |      |  |      |      |   |      |      |  |      |      |                                       |      |      |   |      |      |   |      |      |   |
| Jun.   | 2014   | Director & Managing Executive Officer  |   |      |      |                    |      |      |  |      |      |                   |      |      |  |      |      |  |      |      |   |      |      |  |      |      |                                       |      |      |   |      |      |   |      |      |   |
| Apr.   | 2015   | Executive General Manager, Domestic Business Headquarters  |   |      |      |                    |      |      |  |      |      |                   |      |      |  |      |      |  |      |      |   |      |      |  |      |      |                                       |      |      |   |      |      |   |      |      |   |
| Apr.   | 2017   | Director & Senior Managing Executive Officer (to present)  |   |      |      |                    |      |      |  |      |      |                   |      |      |  |      |      |  |      |      |   |      |      |  |      |      |                                       |      |      |   |      |      |   |      |      |   |
| Apr.   | 2021   | Company President, Domestic Business Company (to present)  |   |      |      |                    |      |      |  |      |      |                   |      |      |  |      |      |  |      |      |   |      |      |  |      |      |                                       |      |      |   |      |      |   |      |      |   |

|   |   |  |   |   |
|---|---|--|---|---|
| No<br>4   | <p>Name<br/><b>Shigetoshi Mabuchi</b></p> <p>Date of birth (age)<br/>December 19, 1957 (63)</p> | <p style="background-color: #cccccc; display: inline-block; padding: 2px;">Reappointment</p> | <p>Number of shares of the Company owned by the candidate: 9,320</p> <p>Attendance rate at Board of Directors meetings: 14/14</p> |  |
| <p><i>Career summary, positions and areas of responsibility in the Company:</i></p> <p>Apr. 1982      Joined GLORY Shoji Co., Ltd. (now the Company)</p> <p>Apr. 2005      General Manager, Business Planning Office, Business Planning Div. of GLORY Shoji Co., Ltd.</p> <p>Apr. 2009      Senior General Manager, Maintenance Business Div., Maintenance Headquarters of the Company</p> <p>Jun. 2010      Executive Officer</p> <p>Apr. 2012      Senior Executive Officer;<br/>Executive General Manager, Service Headquarters</p> <p>Apr. 2014      Managing Executive Officer</p> <p>Jun. 2014      Director &amp; Managing Executive Officer</p> <p>Apr. 2017      Director &amp; Senior Managing Executive Officer (to present)</p> <p>Apr. 2021      Responsible for service operations (to present)</p> <p><i>Significant concurrent positions:</i>              None</p> <p><i>Special interest between the candidate and the Company:</i>              None</p> <p><i>Reason for recommending the candidate as Director:</i></p> <p>Mr. Shigetoshi Mabuchi has accumulated considerable experience and achievements in such fields as business planning and maintenance services of the Group and, has been fully demonstrating strong leadership in the business promotion and enhancement of the maintenance service operation. It is our judgment that he has sufficient experience and ability for the role of Director and we thus recommend his election as a Director.</p> |   |  |   |   |





(TRANSLATION OF AN EXCERPT FOR REFERENCE ONLY)


| No  | Name<br>Date of birth (age) | Reappointment   |  |
|---|-----------------------------|---|---|
| 5   | <b>Kaname Kotani</b>        | Number of shares of the Company owned by the candidate: 9,020 |   |
|   | August 23, 1959 (61)        | Attendance rate at Board of Directors meetings: 14/14         |   |
| <i>Career summary, positions and areas of responsibility in the Company:</i>  |                             |   |   |
| <p>Jun. 1987      Joined the Company</p>  |                             |   |   |
| <p>Jun. 2010      Senior General Manager, Development Div., Money Handling System Business Headquarters</p>   |                             |   |   |
| <p>Apr. 2011      Deputy Executive General Manager, Development Headquarters</p>  |                             |   |   |
| <p>Apr. 2012      Executive Officer</p>   |                             |   |   |
| <p>Apr. 2013      Senior Executive Officer;</p>   |                             |   |   |
| <p>Executive General Manager, Development Headquarters (to present),</p>  |                             |   |   |
| <p>Responsible for Intellectual Property Dept. (to present)</p>   |                             |   |   |
| <p>Jun. 2014      Director &amp; Senior Executive Officer</p>   |                             |   |   |
| <p>Apr. 2015      Director &amp; Managing Executive Officer</p>   |                             |   |   |
| <p>Apr. 2016      Chief Information Security Officer (to present)</p>   |                             |   |   |
| <p>Director (Member of the Board) of Glory Global Solutions Ltd. (to present)</p>   |                             |   |   |
| <p>Apr. 2017      Director &amp; Senior Managing Executive Officer (to present)</p>   |                             |   |   |
| <p>Apr. 2018      Responsible for new businesses</p>  |                             |   |   |
| <p>May 2021      Responsible for digital solution technology (to present)</p>   |                             |   |   |
| <p><i>Significant concurrent positions:</i>              None</p>   |                             |   |   |
| <p><i>Special interest between the candidate and the Company:</i>              None</p>   |                             |   |   |
| <p><i>Reason for recommending the candidate as Director:</i></p>  |                             |   |   |
| <p>Mr. Kaname Kotani has accumulated considerable experience and achievements in the fields of product development for the domestic and overseas markets as well as intellectual property management and, has been fully demonstrating his ability in strengthening product competitiveness and improving the efficiency of development activities. It is our judgment that he has sufficient experience and ability for the role of Director and we thus recommend his election as a Director.</p> |                             |   |   |

| No  | Name<br>Date of birth (age)  | Reappointment<br>Number of shares of the Company owned by the candidate:<br>Attendance rate at Board of Directors meetings: |  |           |                    |           |  |           |  |           |  |           |  |           |   |           |  |           |  |           |                                     |           |   |           |   |           |                                       |           |  |           |   |
|---|--|---|---|-----------|--------------------|-----------|--|-----------|--|-----------|--|-----------|--|-----------|---|-----------|--|-----------|--|-----------|-------------------------------------|-----------|---|-----------|---|-----------|---------------------------------------|-----------|--|-----------|---|
| 6   | <b>Akihiro Harada</b><br>March 10, 1963 (58)   | 5,410<br>14/14  |   |           |                    |           |  |           |  |           |  |           |  |           |   |           |  |           |  |           |                                     |           |   |           |   |           |                                       |           |  |           |   |
| <i>Career summary, positions and areas of responsibility in the Company:</i>  |  |   |   |           |                    |           |  |           |  |           |  |           |  |           |   |           |  |           |  |           |                                     |           |   |           |   |           |                                       |           |  |           |   |
| <table border="0"> <tr> <td>Mar. 1985</td> <td>Joined the Company</td> </tr> <tr> <td>Apr. 2003</td> <td>General Manager, Production Engineering Dept., Himeji Factory, Banking System &amp; Equipment Div.</td> </tr> <tr> <td>Jan. 2006</td> <td>President of GLORY (PHILIPPINES), INC.</td> </tr> <tr> <td>Apr. 2009</td> <td>General Manager, Management Planning Dept., Corporate Strategy Div. of the Company</td> </tr> <tr> <td>Apr. 2012</td> <td>Executive Officer;<br/>Project Leader, International Business Integration Project Management Office</td> </tr> <tr> <td>Jul. 2012</td> <td>Director (Member of the Board) of Glory Global Solutions Ltd.</td> </tr> <tr> <td>Apr. 2014</td> <td>Senior Executive Officer of the Company;<br/>Responsible for manufacturing, procurement and quality assurance at group companies of Glory Global Solutions Ltd.</td> </tr> <tr> <td>Apr. 2015</td> <td>Executive General Manager, International Business Headquarters</td> </tr> <tr> <td>Jun. 2015</td> <td>Director &amp; Senior Executive Officer</td> </tr> <tr> <td>Jan. 2016</td> <td>Chairman of the Board of Sitrade Italia S. p. A. (to present)</td> </tr> <tr> <td>Apr. 2016</td> <td>Chairman of the Board &amp; Chief Executive Officer of Glory Global Solutions Ltd. (to present)</td> </tr> <tr> <td>Apr. 2017</td> <td>Director &amp; Managing Executive Officer</td> </tr> <tr> <td>Apr. 2018</td> <td>Company President, International Business Company (to present)</td> </tr> <tr> <td>Apr. 2020</td> <td>Director &amp; Senior Managing Executive Officer (to present)</td> </tr> </table> |  |   |   | Mar. 1985 | Joined the Company | Apr. 2003 | General Manager, Production Engineering Dept., Himeji Factory, Banking System & Equipment Div. | Jan. 2006 | President of GLORY (PHILIPPINES), INC. | Apr. 2009 | General Manager, Management Planning Dept., Corporate Strategy Div. of the Company | Apr. 2012 | Executive Officer;<br>Project Leader, International Business Integration Project Management Office | Jul. 2012 | Director (Member of the Board) of Glory Global Solutions Ltd. | Apr. 2014 | Senior Executive Officer of the Company;<br>Responsible for manufacturing, procurement and quality assurance at group companies of Glory Global Solutions Ltd. | Apr. 2015 | Executive General Manager, International Business Headquarters | Jun. 2015 | Director & Senior Executive Officer | Jan. 2016 | Chairman of the Board of Sitrade Italia S. p. A. (to present) | Apr. 2016 | Chairman of the Board & Chief Executive Officer of Glory Global Solutions Ltd. (to present) | Apr. 2017 | Director & Managing Executive Officer | Apr. 2018 | Company President, International Business Company (to present) | Apr. 2020 | Director & Senior Managing Executive Officer (to present) |
| Mar. 1985   | Joined the Company   |   |   |           |                    |           |  |           |  |           |  |           |  |           |   |           |  |           |  |           |                                     |           |   |           |   |           |                                       |           |  |           |   |
| Apr. 2003   | General Manager, Production Engineering Dept., Himeji Factory, Banking System & Equipment Div.   |   |   |           |                    |           |  |           |  |           |  |           |  |           |   |           |  |           |  |           |                                     |           |   |           |   |           |                                       |           |  |           |   |
| Jan. 2006   | President of GLORY (PHILIPPINES), INC.   |   |   |           |                    |           |  |           |  |           |  |           |  |           |   |           |  |           |  |           |                                     |           |   |           |   |           |                                       |           |  |           |   |
| Apr. 2009   | General Manager, Management Planning Dept., Corporate Strategy Div. of the Company   |   |   |           |                    |           |  |           |  |           |  |           |  |           |   |           |  |           |  |           |                                     |           |   |           |   |           |                                       |           |  |           |   |
| Apr. 2012   | Executive Officer;<br>Project Leader, International Business Integration Project Management Office   |   |   |           |                    |           |  |           |  |           |  |           |  |           |   |           |  |           |  |           |                                     |           |   |           |   |           |                                       |           |  |           |   |
| Jul. 2012   | Director (Member of the Board) of Glory Global Solutions Ltd.  |   |   |           |                    |           |  |           |  |           |  |           |  |           |   |           |  |           |  |           |                                     |           |   |           |   |           |                                       |           |  |           |   |
| Apr. 2014   | Senior Executive Officer of the Company;<br>Responsible for manufacturing, procurement and quality assurance at group companies of Glory Global Solutions Ltd. |   |   |           |                    |           |  |           |  |           |  |           |  |           |   |           |  |           |  |           |                                     |           |   |           |   |           |                                       |           |  |           |   |
| Apr. 2015   | Executive General Manager, International Business Headquarters   |   |   |           |                    |           |  |           |  |           |  |           |  |           |   |           |  |           |  |           |                                     |           |   |           |   |           |                                       |           |  |           |   |
| Jun. 2015   | Director & Senior Executive Officer  |   |   |           |                    |           |  |           |  |           |  |           |  |           |   |           |  |           |  |           |                                     |           |   |           |   |           |                                       |           |  |           |   |
| Jan. 2016   | Chairman of the Board of Sitrade Italia S. p. A. (to present)  |   |   |           |                    |           |  |           |  |           |  |           |  |           |   |           |  |           |  |           |                                     |           |   |           |   |           |                                       |           |  |           |   |
| Apr. 2016   | Chairman of the Board & Chief Executive Officer of Glory Global Solutions Ltd. (to present)  |   |   |           |                    |           |  |           |  |           |  |           |  |           |   |           |  |           |  |           |                                     |           |   |           |   |           |                                       |           |  |           |   |
| Apr. 2017   | Director & Managing Executive Officer  |   |   |           |                    |           |  |           |  |           |  |           |  |           |   |           |  |           |  |           |                                     |           |   |           |   |           |                                       |           |  |           |   |
| Apr. 2018   | Company President, International Business Company (to present)   |   |   |           |                    |           |  |           |  |           |  |           |  |           |   |           |  |           |  |           |                                     |           |   |           |   |           |                                       |           |  |           |   |
| Apr. 2020   | Director & Senior Managing Executive Officer (to present)  |   |   |           |                    |           |  |           |  |           |  |           |  |           |   |           |  |           |  |           |                                     |           |   |           |   |           |                                       |           |  |           |   |
| <i>Significant concurrent positions:</i>  |  |   |   |           |                    |           |  |           |  |           |  |           |  |           |   |           |  |           |  |           |                                     |           |   |           |   |           |                                       |           |  |           |   |
| <p style="margin-left: 40px;">Chairman of the Board &amp; Chief Executive Officer of Glory Global Solutions Ltd.<br/>Chairman of the Board of Sitrade Italia S.p.A.</p>   |  |   |   |           |                    |           |  |           |  |           |  |           |  |           |   |           |  |           |  |           |                                     |           |   |           |   |           |                                       |           |  |           |   |
| <i>Special interest between the candidate and the Company:</i>  |  |   |   |           |                    |           |  |           |  |           |  |           |  |           |   |           |  |           |  |           |                                     |           |   |           |   |           |                                       |           |  |           |   |
| <p style="text-align: right;">None</p>  |  |   |   |           |                    |           |  |           |  |           |  |           |  |           |   |           |  |           |  |           |                                     |           |   |           |   |           |                                       |           |  |           |   |
| <i>Reason for recommending the candidate as Director:</i>   |  |   |   |           |                    |           |  |           |  |           |  |           |  |           |   |           |  |           |  |           |                                     |           |   |           |   |           |                                       |           |  |           |   |
| <p>Along with a wealth of experience and achievements in the fields of production operations of the Group and management planning division, Mr. Akihiro Harada has been fully demonstrating strong leadership as a top executive of international business divisions and the Company's overseas subsidiaries. It is our judgment that he has sufficient experience and ability for the role of Director and we thus recommend his election as a Director.</p>   |  |   |   |           |                    |           |  |           |  |           |  |           |  |           |   |           |  |           |  |           |                                     |           |   |           |   |           |                                       |           |  |           |   |

## (TRANSLATION OF AN EXCERPT FOR REFERENCE ONLY)

|  |  | Reappointment  |                                    |   |
|--|--|--|------------------------------------|---|
| No   | Name   | Candidate for Outside Director   | Candidate for Independent Director |   |
| 7  | Date of birth (age)<br><b>Joji Iki</b><br>September 5, 1951 (69) | Number of shares of the Company owned by the candidate:<br>Number of years of service as Director:<br>Attendance rate at Board of Directors meetings:<br>Currently Chairman of the Nomination Advisory Committee | 1,000<br>4 years<br>14/14          |  |
| <i>Career summary, positions and areas of responsibility in the Company:</i>   |  |  |                                    |   |
| Apr.   | 1977   | Joined Kawasaki Heavy Industries, Ltd. (“KHI”)   |                                    |   |
| Nov.   | 2002   | Senior Manager, Aero-Dynamic Machinery Department, Machinery Division, Gas Turbine & Machinery Company   |                                    |   |
| Apr.   | 2009   | Executive Officer;<br>General Manager, Machinery Division, Gas Turbine & Machinery Company   |                                    |   |
| Apr.   | 2012   | Managing Executive Officer;<br>President, Gas Turbine & Machinery Company  |                                    |   |
| Jun.   | 2012   | Representative Director & Senior Vice President  |                                    |   |
| Apr.   | 2015   | Representative Director & Senior Executive Vice President;<br>Assistant to the President, in charge of Technology, Sales and Procurement department  |                                    |   |
| Apr.   | 2016   | Representative Director & Senior Executive Vice President;<br>Assistant to the President, in charge of Technology and Sales department and in charge of Ship & Offshore Structure Company                        |                                    |   |
| Apr.   | 2017   | Director of KHI  |                                    |   |
| Jun.   | 2017   | Outside Director of the Company (to present)   |                                    |   |
| <i>Significant concurrent positions:</i> None  |  |  |                                    |   |
| <i>Special interest between the candidate and the Company:</i> None  |  |  |                                    |   |
| <i>Matters concerning “Independent Directors”:</i>   |  |  |                                    |   |
| Mr. Joji Iki has been notified to Tokyo Stock Exchange (“TSE”) as “Independent Director”.  |  |  |                                    |   |
| <i>Reason for recommending the candidate as Outside Director and expected roles:</i>   |  |  |                                    |   |
| Mr. Joji Iki possesses considerable experience and knowledge as a management executive at another global company with emphasis on technical development. Based on such experience and knowledge, he has been playing an important role as an Outside Director in strengthening supervisory function, ensuring and enhancing transparency and fairness in the Company’s management. It is our judgment that he has sufficient ability and insight for the role of Outside Director and we thus recommend his election as an Outside Director. After election, he is expected to continue to fulfill the abovementioned roles. |  |  |                                    |   |
| <i>Regarding agreements for limitation of liability:</i>   |  |  |                                    |   |
| To enable him to fully perform his expected role as an Outside Director, the Company has concluded an agreement with Mr. Joji Iki to the effect that liability of Directors be limited. Under the terms of this agreement, the amount of liability for damages is up to the minimum amount stipulated in Paragraph 1 of Article 425 of the Companies Act. The Company will maintain the existing agreement with him if he is reelected as Director as proposed.  |  |  |                                    |   |

|  |  | Reappointment  |                                    |   |
|--|--|--|------------------------------------|---|
| No<br>8  | <i>Name</i>  | Candidate for Outside Director   | Candidate for Independent Director |  |
|  | <i>Date of birth (age)</i>   |  |                                    |   |
|  | <b>Junji Uchida</b>  |  |                                    |   |
|  | April 30, 1950 (71)  | <i>Number of shares of the Company owned by the candidate:</i>   | 700                                |   |
|  |  | <i>Number of years of service as Director:</i>   | 2 years                            |   |
|  | <i>Attendance rate at Board of Directors meetings:</i>   | 14/14  |                                    |   |
|  |  | <i>Currently Chairman of the Compensation Advisory Committee</i>   |                                    |   |
| <i>Career summary, positions and areas of responsibility in the Company:</i> |  |  |                                    |   |
|  | Apr. 1974  | Joined NIPPON STEEL CORPORATION (“NSC”)  |                                    |   |
|  | Jun. 2005  | Director (Member of the Board);<br>Director, Construction Products Division<br>Director, Pipe & Tube Division  |                                    |   |
|  | Jun. 2006  | Director (under the Executive Management system);<br>Director, Construction Products Division<br>Director, Pipe & Tube Division                        |                                    |   |
|  | Apr. 2007  | Director (under the Executive Management system);<br>Director, Plate Division  |                                    |   |
|  | Apr. 2009  | Managing Director (under the Executive Management system);<br>Director, Flat Products Division   |                                    |   |
|  | Jun. 2009  | Managing Director (Member of the Board);<br>Director, Flat Products Division   |                                    |   |
|  | Jul. 2010  | Managing Director (Member of the Board);<br>Director, Flat Products Division<br>Project Leader, India Continuous Annealing and Processing Line Project |                                    |   |
|  | Apr. 2011  | Managing Director (Member of the Board);<br>Project Leader, Shanghai-Baoshan Cold-rolled & Coated Sheet Products Project                               |                                    |   |
|  | Apr. 2012  | Director (Member of the Board) of NSC<br>Adviser of OSAKA STEEL CO., LTD. (“OSAKA STEEL”)  |                                    |   |
|  | Jun. 2012  | Representative Director and President of OSAKA STEEL   |                                    |   |
|  | Jun. 2017  | Director and Senior Advisor of OSAKA STEEL   |                                    |   |
|  | Jun. 2018  | Senior Advisor of OSAKA STEEL  |                                    |   |
|  | Jun 2019   | Outside Director of the Company (to present)   |                                    |   |
|  | <i>Significant concurrent positions:</i>   | None   |                                    |   |
|  | <i>Special interest between the candidate and the Company:</i>   | None   |                                    |   |
|  | <i>Matters concerning “Independent Directors”:</i>   |  |                                    |   |
|  | Mr. Junji Uchida has been notified to TSE as “Independent Director”.   |  |                                    |   |
|  | <i>Reason for recommending the candidate as Outside Director and expected roles:</i>   |  |                                    |   |
|  | Mr. Junji Uchida possesses considerable experience and knowledge as a management executive at major steel manufactures companies which operate globally. Based on such experience and knowledge, he has been playing an important role as an Outside Director in strengthening supervisory function, ensuring and enhancing transparency and fairness in the Company’s management. It is our judgment that he has sufficient ability and insight for the role of Outside Director and we thus recommend his election as an Outside Director. After election, he is expected to continue to fulfill the abovementioned roles. |  |                                    |   |
|  | <i>Regarding agreements for limitation of liability:</i>   |  |                                    |   |
|  | To enable him to fully perform his expected role as an Outside Director, the Company has concluded an agreement with Mr. Junji Uchida to the effect that liability of Directors be limited. Under the terms of this agreement, the amount of liability for damages is up to the minimum amount stipulated in Paragraph 1 of Article 425 of the Companies Act. The Company will maintain the existing agreement with him if he is reelected as Director as proposed.  |  |                                    |   |

|  |   |  |   |      |      |  |     |      |                   |      |      |  |     |      |                    |      |      |  |      |      |  |      |      |   |      |      |  |
|--|---|--|---|------|------|--|-----|------|-------------------|------|------|--|-----|------|--------------------|------|------|--|------|------|--|------|------|---|------|------|--|
| No   | Name  | New appointment  |  |      |      |  |     |      |                   |      |      |  |     |      |                    |      |      |  |      |      |  |      |      |   |      |      |  |
| 9  | <i>Date of birth (age)</i><br><b>Tomoko Fujita</b><br>September 13, 1962 (58) | <i>Number of shares of the Company owned by the candidate:</i><br>0                          |   |      |      |  |     |      |                   |      |      |  |     |      |                    |      |      |  |      |      |  |      |      |   |      |      |  |
| <p><i>Career summary, positions and areas of responsibility in the Company:</i></p> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%; vertical-align: top;">Apr.</td> <td style="width: 10%; vertical-align: top;">1985</td> <td style="vertical-align: top;">Joined The Nikko Securities Co., Ltd. (now SMBC Nikko Securities Inc.)</td> </tr> <tr> <td style="vertical-align: top;">May</td> <td style="vertical-align: top;">1991</td> <td style="vertical-align: top;">Nikko Europe Plc.</td> </tr> <tr> <td style="vertical-align: top;">Dec.</td> <td style="vertical-align: top;">1998</td> <td style="vertical-align: top;">Nikko Principal Investments Limited<br/>*Name changed to Citigroup Capital UK Limited in 2009</td> </tr> <tr> <td style="vertical-align: top;">May</td> <td style="vertical-align: top;">2012</td> <td style="vertical-align: top;">Joined the Company</td> </tr> <tr> <td style="vertical-align: top;">Dec.</td> <td style="vertical-align: top;">2012</td> <td style="vertical-align: top;">Transferred to Glory Global Solutions Ltd. ("GGS")</td> </tr> <tr> <td style="vertical-align: top;">Apr.</td> <td style="vertical-align: top;">2014</td> <td style="vertical-align: top;">Director, Business Coordination of GGS</td> </tr> <tr> <td style="vertical-align: top;">Apr.</td> <td style="vertical-align: top;">2015</td> <td style="vertical-align: top;">Director, Corporate Development &amp; Business Planning of GGS (to present)</td> </tr> <tr> <td style="vertical-align: top;">Apr.</td> <td style="vertical-align: top;">2018</td> <td style="vertical-align: top;">Director (Member of the Board) of GGS (to present)</td> </tr> </table> <p><i>Significant concurrent positions:</i></p> <p style="padding-left: 40px;">Director (Member of the Board) of GGS</p> <p><i>Special interest between the candidate and the Company:</i>      None</p> <p><i>Reason for recommending the candidate as Director:</i></p> <p>Ms. Tomoko Fujita possesses considerable experience in the global financial business field, and at the time of the acquisition of Talaris of the UK (now Glory Global Solutions (Topco) Ltd.), she showed strong leadership in the integration project toward prompt creation of maximum synergy effects of the acquisition, such as by fully utilizing her experience and knowledge regarding the capital markets to lead strategic communication in the global environment. Since assuming the office of director (member of the board) of GGS, she has been steadily performing her duties in promoting M&amp;As and strengthening governance of acquired companies. It is our judgment that she has sufficient experience and ability for the Group to expand its international business and enhance corporate governance and we thus recommend her election as a Director.</p> |   |  |   | Apr. | 1985 | Joined The Nikko Securities Co., Ltd. (now SMBC Nikko Securities Inc.) | May | 1991 | Nikko Europe Plc. | Dec. | 1998 | Nikko Principal Investments Limited<br>*Name changed to Citigroup Capital UK Limited in 2009 | May | 2012 | Joined the Company | Dec. | 2012 | Transferred to Glory Global Solutions Ltd. ("GGS") | Apr. | 2014 | Director, Business Coordination of GGS | Apr. | 2015 | Director, Corporate Development & Business Planning of GGS (to present) | Apr. | 2018 | Director (Member of the Board) of GGS (to present) |
| Apr.   | 1985  | Joined The Nikko Securities Co., Ltd. (now SMBC Nikko Securities Inc.)                       |   |      |      |  |     |      |                   |      |      |  |     |      |                    |      |      |  |      |      |  |      |      |   |      |      |  |
| May  | 1991  | Nikko Europe Plc.  |   |      |      |  |     |      |                   |      |      |  |     |      |                    |      |      |  |      |      |  |      |      |   |      |      |  |
| Dec.   | 1998  | Nikko Principal Investments Limited<br>*Name changed to Citigroup Capital UK Limited in 2009 |   |      |      |  |     |      |                   |      |      |  |     |      |                    |      |      |  |      |      |  |      |      |   |      |      |  |
| May  | 2012  | Joined the Company   |   |      |      |  |     |      |                   |      |      |  |     |      |                    |      |      |  |      |      |  |      |      |   |      |      |  |
| Dec.   | 2012  | Transferred to Glory Global Solutions Ltd. ("GGS")   |   |      |      |  |     |      |                   |      |      |  |     |      |                    |      |      |  |      |      |  |      |      |   |      |      |  |
| Apr.   | 2014  | Director, Business Coordination of GGS   |   |      |      |  |     |      |                   |      |      |  |     |      |                    |      |      |  |      |      |  |      |      |   |      |      |  |
| Apr.   | 2015  | Director, Corporate Development & Business Planning of GGS (to present)                      |   |      |      |  |     |      |                   |      |      |  |     |      |                    |      |      |  |      |      |  |      |      |   |      |      |  |
| Apr.   | 2018  | Director (Member of the Board) of GGS (to present)   |   |      |      |  |     |      |                   |      |      |  |     |      |                    |      |      |  |      |      |  |      |      |   |      |      |  |

**Summary of Directors and Officers Liability Insurance Policy**

- The Company has concluded a directors and officers liability insurance policy with an insurance company, under which all directors, audit & supervisory board members, executive officers, management-level employees, etc. of the Company and its subsidiaries are the insured. The insurance covers damages and legal fees, etc. in the event claims for damages are made against the insured arising from any action taken by the insured to perform their duties. However, by providing certain exclusions such as damages arising from criminal act or intentional breach of laws and regulations, measures have been taken to prevent the appropriateness of the insureds' execution of duties from being impaired. The premium for the insurance is fully borne by the Company and its subsidiaries.
- The Company plans to renew the aforementioned insurance with the same terms and conditions by resolution of the Board to be made prior to the expiration of the insurance period.
- All candidates for Directors are already covered by this insurance, and will continue to be covered after approval of this proposal.

(Reference)

### **Independence Standards for Independent Outside Directors**

Independent outside directors must not fall under any of the following.

1. Any person who is currently, or at any point in the past ten years has been, an executive of the Company or any of its subsidiaries.
2. Any person who is a major client or supplier\*<sup>1</sup> of the Company or for whom the Company is a major client or supplier (or any executing person of the said major client or supplier if the client or supplier is a legal entity).
3. Any consultant, accounting or legal professional who receives a large amount\*<sup>2</sup> of monetary consideration or any other property from the Company besides compensation as a director (or a person belonging thereto if the consultant, accounting or legal professional is a legal entity).
4. Any person who receives a large amount\*<sup>2</sup> of financial contributions or support from the Company (or a person belonging thereto if the person is a legal entity).
5. Any person who is a major shareholder of the Company (or any executive of the said major shareholder if the shareholder is a legal entity).
6. Any person who has fallen under any of 2. through 5. above in the past three years.
7. A spouse or any family member within the second degree of kinship of any person (excluding those not in material positions\*<sup>3</sup>) listed in 1. through 5. above.

\*1 (i) A client or supplier with whom the Company's average transaction value for the past three business years exceeds 2% of the consolidated net sales of the most recent business year of the Company or the client or supplier; or

(ii) A financial institution from which the Company is borrowing money and from which the average of the amount borrowed by the Company as of the last day of the past three business years exceeds 2% of the consolidated total assets as of the last day of the most recent business year of GLORY.

\*2 The average amount received during the past three business years exceeds (i) 10 million yen in the case of individuals or (ii) 2% of the gross revenue of the most recent business year of the said legal entity in case of a legal entity.

\*3 "Material positions" means directors, audit & supervisory board members, executive officers or employees with senior management positions (such as division heads).

--End--