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February 20, 2020

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**Announcement Concerning Revision of Policy toward Large-Scale Purchase of Shares of ASICS  
(Anti-Takeover Measures)**

ASICS Corporation (hereinafter the “Company”) introduced a policy toward the purchase, etc. of share certificates, etc. of the Company at the meeting of its Board of Directors held on March 16, 2007, and since then, the Company has continued to revise and continue the Policy toward Large-Scale Purchase of Shares of the Company (the “Current Policy”) following the approval by resolution at Ordinary General Meetings of Shareholders thus far.

We hereby announce that since the effective term of the Current Policy will expire as of the conclusion of the Ordinary Meeting of Shareholders scheduled to be held on March 27, 2020 (hereinafter, the “General Meeting”), the board of directors of the Company (the “Board of Directors”), at its meeting held on February 20, 2020, carried a resolution unanimously among the 11 Directors present, including four Independent Outside Directors, to propose to the General Meeting the revision of a part of the Current Policy and the continuation thereof as the “Policy toward Large-Scale Purchase of Shares of the Company” (the “Policy”), after the Company reviewed the Current Policy from the viewpoint of ensuring and improving the corporate value and the common interests of the shareholders, taking into consideration the Company’s management environment, the direction of discussions concerning the anti-takeover measures and the opinions of the shareholders of the Company.

All four Audit & Supervisory Board Members of the Company have agreed to the Policy.

The Company has not received any notice or proposal for large-scale purchase of the Company's shares from a specific third party at this moment.

The Policy calls for revising the Current Policy to prevent the Board of Directors from reaching arbitrary judgments and to secure a scheme to reflect the will of the shareholders of the Company. The major points for revision in the Policy are as follows.

- 1) Reduction of the following items from the Necessary Information required of the Large-Scale Purchaser during the Information Providing Period;
  - Existence and details of planned changes concerning the relationship with our stakeholders after the completion of the Large-scale Purchase
  - Information necessary for the Board of Directors to form its opinion on the Large-Scale Purchase
- 2) Stipulation that the Board Assessment Period will not be extended;
- 3) Stipulation that the Policy can be abolished by a General Meeting of Shareholders even during the effective term thereof;
- 4) Necessary revisions associated with the Company's transition from a company with a board of auditors to a company with an audit and supervisory committee on the condition that a proposal is passed at the General Meeting to amend a part of Articles of Incorporation with respect to the reform of organization design; and
- 5) Other necessary revisions and wording rearrangements

**【Reference】 Major Items and Points of Revision regarding the Company's Corporate Governance after the General Meeting and Anti-Takeover Measures**

**1. The Company's Corporate Governance after the General Meeting**

Major items	Current	After revision
Organizational Design	Company with a Board of Auditors	<u>Company with an Audit and Supervisory Committee</u>
Ratio of Independent Outside Directors	4 out of 11 (36.4%)	<u>5 out of 8 (62.5%)</u>
Directors' Terms of Office	One (1) year	<ul style="list-style-type: none"> <li>• Directors (excluding those who are Audit and Supervisory Committee members): one (1) year</li> <li>• Audit and Supervisory Committee members: two (2) years</li> </ul>

**2. Major Items and Points of Revision regarding Anti-Takeover Measures**

Major items	Applicable provisions	Current	After revision
Scope of information provision	V 2.(2)	—	<u>Reduction to the extent reasonable</u> <u>(refer page 12)</u>
Board Assessment Period	V 2. (3)	<ul style="list-style-type: none"> <li>• 60 days (only in the case of the purchase of all shares of the Company by a tender offer where the consideration shall be paid in cash (Japanese yen))</li> <li>• 90 days (in the case of any other Large-Scale Purchase)</li> <li>• Extendable up to 120 days</li> </ul>	<ul style="list-style-type: none"> <li>• 60 days (only in the case of the purchase of all shares of the Company by a tender offer where the consideration shall be paid in cash (Japanese yen))</li> <li>• 90 days (in the case of any other Large-Scale Purchase)</li> <li>• <u>Non-Extendable</u></li> </ul>
Composition of Independent Committee	V 2. (4) and Exhibit 2	Two (2) Independent Outside Directors; and one (1) Independent Outside Audit & Supervisory Board Member	<u>Three (3) Independent Outside Directors</u>
Large Scale Purchase	V 1. (2)	Act of purchase resulting in a Voting Rights Ratio of 20% or greater	No revision.
Information Providing Period requested of Large Scale Purchasers	V 2. (2)	<ul style="list-style-type: none"> <li>• Maximum of 60 days</li> <li>• Non-Extendable</li> </ul>	
Details of countermeasures	V 3. (3)	Limited to stock acquisition rights by allotment without consideration	
Body to make decisions with respect to taking countermeasures	V 3. (3)	As a general rule, General Meeting of Shareholders	

Requirement for taking countermeasures	V 3. (3)	1) Cases which coincide with either (i) any one for the four categories of hostile takeover where anti-takeover measures may be exercised, ruled by the Tokyo High Court (*), or (ii) the coercive two-tier purchase (**) 2) Cases where a Large-Scale Purchaser fails to comply with the Large-Scale Purchase Rules	No revision.
Body to make decisions on introduction and continuation	V 5. (1)	General Meeting of Shareholders	
Effective term	V 5. (2)	Three (3) years	
Body to make decisions on revision and abolishment	V 6. (4)	<ul style="list-style-type: none"> <li>• Revision/abolishment is allowed based on a resolution of a General Meeting of Shareholders</li> <li>• Abolishment is allowed based on a resolution by the Board of Directors</li> </ul>	
Number of shares to be issued upon the exercise of one (1) stock acquisition right by allotment without consideration	2. of Exhibit 3	One (1) share	
Acquisition provision regarding stock acquisition rights, pursuant to which cash is delivered in consideration of the stock acquisition rights held by Large Scale Purchasers	7. of Exhibit 3	Prohibited	

\* For details please refer to (i) through (iv) of V 3. (3) 1)

\*\* For the coercive two-tier purchase please refer to V 3. (3) 2)

The above table provides a list of outlines of major items of anti-takeover measures and is prepared for the purpose of providing explanations to the shareholders of the Company. Please refer to the following main text for the precise details of anti-takeover measures.

## I. Basic Policy Regarding Control of the Company

The Company, as a listed company, respects freedom to trade the shares of the Company on the market. Therefore, the Company does not necessarily reject even the so-called “hostile takeover,” which is carried out without the consent of the Board of Directors, as long as the takeover contributes to the corporate value and the common interests of the shareholders of the Company. The Company considers that the decision whether the shares of the Company should be sold in response to a large-scale purchase, etc. of the Company’s shares by a specific person or not should be in the end entrusted to the shareholders of the Company.

Meanwhile, rooted in the good relationships built with stakeholders, including shareholders, customers, business partners and employees, the Company and the Company Group considers its strength to be trust in its “technology,” “products,” and “brand” cultivated over many years in business fields centered on sports, and believes its maintenance and promotion will contribute to ensuring and improving the corporate value and the common interests of the shareholders of the Company. As a result, the Company believes that it would be inappropriate for a person who controls the decision-making of financial and business policies of the Company not to have sufficient information and understanding concerning these matters, since the corporate value and the common interests of the shareholders of the Company that can be realized in the future may be damaged in such case.

## II. ASICS SPIRIT

With the founding philosophy of “A sound mind in a sound body” and with the corporate philosophy of “Provide valuable products and services to all of our customers through sports,” the Company has thoroughly pursued what customers need and has insisted on technology and craftsmanship so that the Company can be of assistance to those who play sports, all people who love sports and people who desire to be healthy all over the world.

The “ASICS SPIRIT” is the systemization of the Company’s corporate spirit, including the founding philosophy and the corporate philosophy.

The specific “ASICS SPIRIT” is as follows.

### ASICS SPIRIT

#### Founding philosophy

Anima Sana In Corpore Sano = “A sound mind in a sound body.”

#### Corporate philosophy

1. Provide valuable products and services through sport to all our customers
2. Fulfill our social responsibility and help improve conditions for communities around the world
3. Share profits brought by our sound services with our shareholders, communities and employees
4. Maintain a spirit of freedom, fairness and discipline, respectful of all individuals

#### Vision

Create Quality Lifestyle through Intelligent Sport Technology

#### Values

1. Respect Rules
2. Be Courteous
3. Be Persistent
4. Work as One Team
5. Be Prepared
6. Learn from Failure

## III. The Company’s Strengths

Rooted in the good relationships built with stakeholders, including shareholders, customers, business partners and employees, the Company considers trust in its “technology,” “products,” and “brand” cultivated over many years in

business fields centered on sports to be its strength.

Founder Kihachiro Onitsuka established “ASICS Institute of Sport Science” in 1985, with focus on product development based on “biomechanics” and “human centric science” which supplement the instincts and experience of craftsmen, all in an attempt to create “differentiation,” “innovation,” and “high added value.” This strong emphasis on technology lives on at the Company to this day.

The Company conducts varied research and design ranging from materials design to structural design, which aims for providing functionality based on HUMAN CENTRIC DESIGN. The Company analyzes human motion to discern necessary functions and produces products with further increased functionality. This is a recurring process that not only keeps improving our products functionality but also creates innovative and valuable products and services.

In addition, through the supporting of sporting events around the world, the Company works to attain the recognition and trust of customers worldwide, while expanding the sports market and developing sports culture.

Moving forward, customer feedback will always take priority in the Company aiming at the evolution of our products, which will be ever more responsive to customer needs.

#### IV. Status of Measures to Improve Corporate Value

##### 1. Steady Implementation of “ASICS Growth Plan (AGP) 2020”

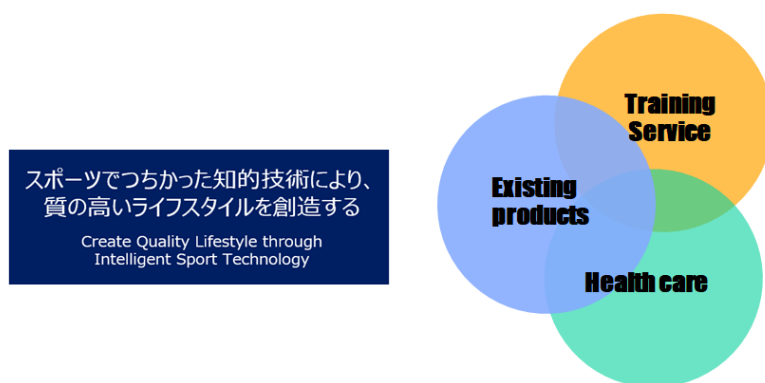
The Company has developed the “Action Plan” to set out specific action to be taken for the Five-Year Strategic Plan, “ASICS Growth Plan (AGP) 2020. Pursuant to the Action Plan, the Company is steadily implementing the following priority measures under the business category-based management structure where top management of each category at the headquarters will control planning/development through marketing and sales.

- (i) Win the Performance Running;
- (ii) Digital;
- (iii) Onitsuka Tiger; and
- (iv) Expand the Growing Market: the Southeast Asia, India, and the Middle East.

Furthermore, targeting beyond 2020, in order to realize ASICS’ vision “Create Quality Lifestyle through Intelligent Sport Technology,” the Company is promoting management reform to improve the mid-long term corporate value by setting new business fields “Training & Service” and “Health” in addition to the existing product field.

### アシックスのビジネス領域

ASICS’ business field



## 2. Measures on the Strengthening of Corporate Governance

### (1) Basic Concept on Corporate Governance

The Group aims for corporate governance so that it can continually raise corporate value and realize an expeditious and highly transparent management conducive to a company that can be relied on by all its stakeholders, particularly its shareholders. As part of this, while working on the development of business management systems, the Group strives for enhancement of supervision and the audit function of corporate management and internal control, the rigorous application of compliance, the improvement of transparency of management activities, and other efforts, and it exercises care to reflect the viewpoint of shareholders in management.

The Company has established the Basic Policy on Corporate Governance in accordance with the “ASICS SPIRIT” and the “ASICS CSR Policy” to realize continual improvement of corporate value at a global level. The Policy puts into perspective the Company’s measures so far, such as the collaboration with stakeholders, appropriate disclosure of information, responsibilities of the Board of Directors, and the roles of a Nomination and Compensation Committee, as well as the Company’s corporate governance.

The Company’s measures thus far on corporate governance have been as follows.

		– 2011	2012	2013	2014	2015	2016	2017	2018	2019	2020
Five-year strategic plan		ASICS Growth Plan (AGP) 2015					ASICS Growth Plan (AGP) 2020				
Structure of Board of Directors (Persons)	Inside	6	8	7	7	5	4	5	6	7	3
	Outside	2	2	3	4	4	4	4	4	4	5
Separation of management from operation		Introduction of Executive Officer System (2010)									Transition to a Company with an Audit and Supervisory Committee (2020)
Outside Directors		Introduction of Outside Directors (2011)		Established standards regarding Independent Outside Directors and Independent Outside Audit & Supervisory Board Members (2014)				Policy that at least 1/3 of BOD should be Independent Outside Directors (2018)		Policy that the majority of BOD should be Independent Outside Directors (2020)	
Advisory Committee							Establishment of Nomination and Compensation Committee (2016)		Changed Chairman to an Independent Outside Director (2019)		
BOD operation							Commencement of Evaluation of Effectiveness (2016)				
Compensation for Officers		Introduction of Performance-linked Compensation (2008)		Revision to compensation amounts for Directors (2013) Introduction of stock compensation-type stock options (2013)				Introcution of Restricted Stock Compensation (2019)			
Basic Policy							Established Basic Policy for Corporate Governance (2016)				

\*The above includes the actions to be taken after the conclusion of the General Meeting.



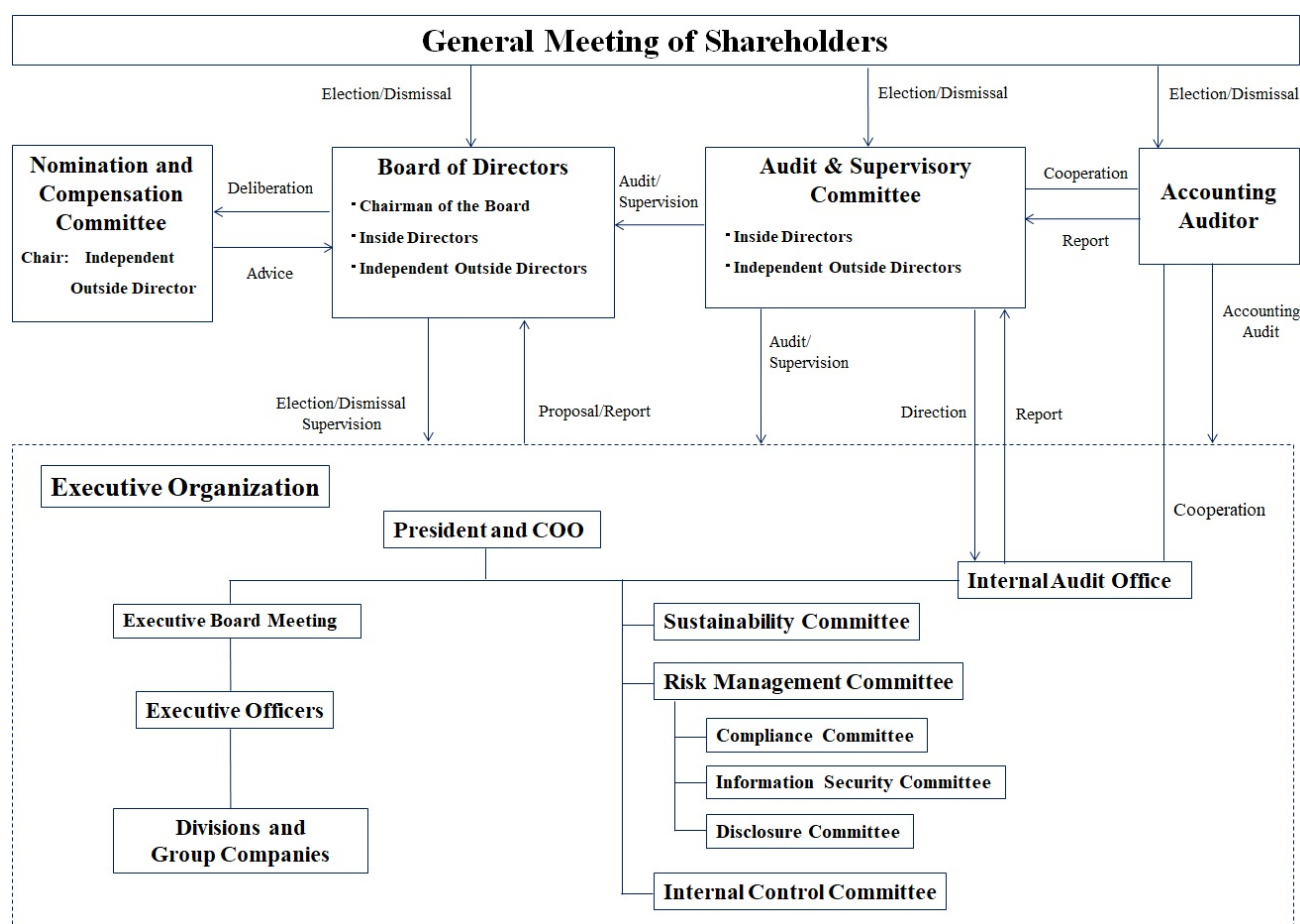
## (2) The Company's Corporate Governance

In addition to making decisions on important business execution, the Company's Board of Directors, mainly through the actions of the Independent Outside Directors, supervises business execution for the purpose of realizing the sustainable growth of the Company and improving corporate value in the medium and long term based on the responsibilities and accountability entrusted to it by the shareholders.

Furthermore, the Board of Directors decides the matters regarding nomination of and compensation for Directors and Executive Officers respecting the opinions of the Nomination and Compensation Committee. The majority of the Nomination and Compensation Committee is composed of Independent Outside Directors to ensure fairness and transparency. The Chairman is appointed from among the Independent Outside Directors by resolution of the Nomination and Compensation Committee.

To further enhance the category-based management structure, the Company separated the management from operation, and introduced Executive Officers system starting from January 2020. In addition, the Company will be a Company with an Audit and Supervisory Committee provided that the proposal is passed as proposed at the General Meeting. After the transition, the Board of Directors will consist of eight (8) directors, the majority, five (5), of which will be Independent Outside Directors. The Audit and Supervisory Committee will have the majority, two (2), of Independent Outside Directors out of the total three (3) Auditors to further enhance auditing and supervising functions.

The Independent Committee under the Policy will be composed of three (3) Independent Outside Directors.



\*The above is the Company's Governance System after the conclusion of the General Meeting.

V. Details of the Policy (Approach to prevent control over the decision on the Company's financial and business policies by inappropriate parties in accordance with the Basic Policy concerning Control of the Company)

1. Necessity of Large-Scale Purchase Rules and Purpose of the Policy

(1) Necessity of Large-Scale Purchase Rules

Based on the good relationships built with stakeholders, including shareholders, customers, business partners, and employees, the Company, to date, has made efforts to expand and enhance its business by leveraging its strength, i.e., the trust earned for its "technology", "products" and "brand" that it has nurtured over long years in business fields centered on sports.

In addition to our steady implementation of the Action Plan under the category-based management structure, the Company is discussing management tasks and plans beyond 2020, and is engaged in a management reform to improve the mid-long term corporate value. Furthermore, the Company will build a governance structure to further enhance the category-based management structure.

Meanwhile, although the Company has managed to improve its corporate value through making these efforts, it recognizes that, considering the business fields and the current size of the Company, concerns over the risk of being acquired still remain. Additionally, taking into account that under the current legal framework of our country, the provision of necessary and sufficient information regarding a large-scale purchase and an adequate period necessary for examining such information in order for the shareholders of the Company to make decisions on whether or not to accept the large-scale purchase is not secured and there are cases of buying up or partial TOB in the market, the Company is of the view that there is no denying the possibility of the occurrence of a Large-Scale Purchase that might impair the corporate value and common interests of the shareholders of the Company (V 1. (2) below; the same shall apply hereinafter).

For this reason, the Company believes that in order to proceed toward achieving the targets set forth under AGP 2020 and to improve the corporate value and common interests of the shareholders of the Company, there is a need to secure a minimum set of rules against Large-Scale Purchases that might impair the corporate value and common interests of the shareholders of the Company.

The Company considers that in the event of a sudden Large-Scale Purchase, the shareholders would be required to make proper judgments on various topics within a short period of time as to the appropriateness of the purchase by the Large-Scale Purchaser (V 1. (2) below; the same shall apply hereinafter); Such topics include, whether or not the proposal of the Large-Scale Purchaser (including its policy of relationships with stakeholders of the Company and the Company Group, and its management policy and management plan, etc. after the purchase) will increase the Company's corporate value and the common interests of the shareholders, and whether the proposed acquisition value of the Company's shares is sufficient. In order for the shareholders to make such judgments, it is vital that they are provided with appropriate and sufficient information by both the Large-Scale Purchaser and the Board of Directors.

Meanwhile, after the Board of Directors is provided with such information by the Large-Scale Purchaser, it will promptly commence the work to form an opinion of the Board of Directors on the Large-Scale Purchase and will form and announce its view as a result of carefully examining the matter while receiving recommendations from the Independent Committee and advice from outside professionals.

This process enables the shareholders of the Company to examine, with reference to the opinions of the Board of Directors, the aptitude of the proposal made by the Large-Scale Purchaser, with an opportunity to acquire and examine necessary and sufficient information, which is vital to making a proper final decision on the proposal.

Considering these factors, the Board of Directors considers that it would contribute to the enhancement of both the corporate value and common interests of the shareholders of the Company if Large-Scale Purchases are conducted in accordance with certain rules that embody the aforementioned views, and has thus established certain rules pertaining to the provision of information in advance as specified in 2. below (hereinafter “Large-Scale Purchase Rules”). Then, as an approach to prevent inappropriate parties from exercising control over decisions on the Company’s financial and business policies in accordance with the Basic Policy concerning Control of the Company, the Company has partially revised the content of the Current Policy and carried it on as the Policy.

## (2) Purpose of the Policy

The purpose of the Policy is to properly and appropriately correspond to a Large-Scale Purchase (defined below) in order to enhance the corporate value and the common interests of the shareholders of the Company including provision of necessary and sufficient information to shareholders as well as taking countermeasures as necessary, pertaining to any purchase of share certificates, etc. of the Company by any Group of Shareholders (Note 1) with the intent to make the Voting Rights Ratio (Note 2) of the Group of Shareholders 20% or more, or any purchase or any proposal of purchase of share certificates, etc. of the Company resulting in the Voting Rights Ratio of any Group of Shareholders which is 20% or more (Though specific means of purchase, such as market transactions or tender offers, does not matter but the purchases by a person to whom the Board of Directors has given prior consent are not included; such a purchase or proposal for the purchase shall be hereinafter referred to as a “Large-Scale Purchase” and a person that conducts a Large-Scale Purchase shall be hereinafter referred to as the “Large-Scale Purchaser”).

Note 1: A Group of Shareholders means:

- (i) a holder of share certificates, etc. (This means share certificates, etc. provided in paragraph (1), Article 27-23 of the Financial Instruments and Exchange Act of Japan. The same shall apply hereinafter) of the Company (including a person deemed as a holder pursuant to paragraph (3), Article 27-23 of the same Act. The same shall apply hereinafter.), and any joint holder (This means a joint holder provided in paragraph (5), Article 27-23 of the same Act, and includes a person deemed as a joint holder pursuant to paragraph (6) thereof. The same shall apply hereinafter.), and a person who is in a certain relationship with such holder or a joint holder of such holder that is similar to the relationship between the holder and joint holder (including the person that is deemed to fall under the above by the Board of Directors. Such a person is hereinafter referred to as a “quasi-joint holder.”); or
- (ii) a person that makes a purchase, etc. (meaning a purchase, etc. provided in paragraph (1), Article 27-2 of the same Act, including any purchase, etc. conducted in financial instruments exchange markets, regardless of whether the purchase, etc. is conducted via auction) of share certificates, etc. of the Company and any person in a special relationship (a person in a special relationship defined in paragraph (7), Article 27-2 of the same Act; provided, however, that a person referred to in item (i) of the same paragraph does not include a person provided for in paragraph (2), Article 3 of the Cabinet Office Ordinance on Disclosure of Tender Offer for Share Certificates, etc. by Person Other than Issuer. The same shall apply hereinafter.).

Note 2: “Voting Rights Ratio” means:

- (i) in the case where the Group of Shareholders falls under the description in Note 1 (i), total sum of (a) the holding rate of share certificates, etc. of the holder (This means the holding rate of share certificates, etc. provided in paragraph (4), Article 27-23 of the same Act. In this case, the number of share certificates, etc. held by any joint holder of such holder (This means the number of share certificates, etc. held provided in the same paragraph. The same shall apply hereinafter.)) is reckoned in its calculation, and (b) the holding rate of share certificates, etc. of the quasi-joint holder of the holder (provided, however, that the overlapping number of share certificates, etc. between (a) and (b) shall be deducted when totaling (a) and (b)); or
- (ii) in the case where the Group of Shareholders falls under the description in Note 1 (ii), the sum of the owning rate of share certificates, etc. of the Large-Scale Purchaser and any person in special relationship (This means the holding rate of share certificates, etc. provided in paragraph (8), Article 27-2 of the same Act). In calculating each holding rate and owning rate of share certificates, etc., the Company’s latest submitted report among its annual securities report, semiannual securities report, and share buyback report may be used as a reference for determining the total number of issued

shares (as defined in paragraph (4), Article 27-23 of the same Act) and the total number of voting rights (as defined in paragraph (8), Article 27-2 of the same Act).

## 2. Contents of the Large-Scale Purchase Rules

### (1) Outline of the Large-Scale Purchase Rules

The outline of the Large-Scale Purchase Rules which the Board of Directors establishes is that i) a Large-Scale Purchaser provides to the Board of Directors necessary and sufficient information regarding the intended Large-Scale Purchase before conducting the Large-Scale Purchase, ii) the Board of Directors forms and announces its opinion as the Board of Directors regarding the Large-Scale Purchase within a certain assessment period, and iii) the Large-Scale Purchaser may commence the Large-Scale Purchase after the expiration of such assessment period.

### (2) Provision of Information

First, a Large-Scale Purchaser is required to provide the Board of Directors with necessary and sufficient information in writing in the Japanese language (hereinafter referred to as the “Necessary Information”) so that the Company's shareholders may make decisions and the Board of Directors may form, as the Board of Directors, its opinion regarding such Large-Scale Purchase. As for the specific procedure, in the event that a Large-Scale Purchaser intends to make a Large-Scale Purchase, firstly, the Large-Scale Purchaser is required to submit to the Representative Director of the Company a letter of intent concerning compliance with the Large-Scale Purchase Rules, specifying (i) the name of the Large-Scale Purchaser, (ii) address, (iii) governing law of incorporation, (iv) the name of the representative, (v) domestic contact information and (vi) an outline of the proposed Large-Scale Purchase. Within ten business days after the receipt of such letter of intent, as necessary, the Board of Directors will set a deadline for provision of the information and deliver to the Large-Scale Purchaser a list of the Necessary Information to be initially provided by the Large-Scale Purchaser.

Although details of the Necessary Information may vary depending on the attributes of the Large-Scale Purchaser and details of the Large-Scale Purchase, the general matters are as follows:

- 1) An outline of the Large-Scale Purchaser and its group (including a joint holder, a quasi-joint holder, a person in special relationship, and (in the case of a fund) respective partners and other members. The same shall apply hereinafter.), including information on business details, capital structure of the Large-Scale Purchaser;
- 2) The purposes and details of the Large-Scale Purchase (including the amount and type of the consideration of purchase, etc., time of purchase, etc., structure of related transactions, lawfulness of means of the purchase, etc.);
- 3) Holding rate of share certificates, etc. and owning rate of share certificates, etc. of the Large-Scale Purchaser and its group;
- 4) The basis for determination of the acquisition price of the Company's shares and the source of funds for the purchase (including specific name of the supplier of the funds (including a substantial supplier), means of procurement, details of related transactions;
- 5) The candidates for managers (including information regarding experience and the like in the same field of business as that of the Company and the Company Group), management policies, business plan, financial plan, capital policies, dividend policies, asset management measures, etc. which the Large-Scale Purchaser intends to adopt after participation in the management of the Company and the Company Group; and
- 6) The role of the Company in the Large-Scale Purchaser and its Group after completion of the Large-Scale Purchase, whether or not the shares of the Company will continue to be listed, policy on handling minor shareholders, if measures to eliminate minor shareholders are taken, the contents thereof including the amount and type of consideration.

If the information initially provided by the Large-Scale Purchaser is deemed insufficient in itself as a result of close examination thereof, the Board of Directors may request additional information from the Large-Scale Purchaser until it receives sufficient Necessary Information (such period shall be hereinafter referred to as the “Information Providing Period”).

On the other hand, in light of accelerating the provision of information from the Large-Scale Purchaser and avoiding arbitrary operation by the Board of Directors, such as prolonging the Information Providing Period by requesting information persistently, the maximum number of days for the Information Providing Period will be limited to sixty days after the receipt of a letter of intent and will not be extended. The assessment by the Board of Directors (as described in (3) below) will immediately commence upon the expiration of the Information Providing Period even if the Board of Directors has not received the Necessary Information sufficiently.

At the time the Board of Directors deems proper and appropriate, the Board of Directors will disclose all or part of the fact that the Large-Scale Purchaser has emerged and proposed a Large-Scale Purchase, as well as the information submitted to the Board of Directors, if such disclosure is considered necessary for the shareholders of the Company to make decisions.

When the Board of Directors judge that Necessary Information which is necessary and sufficient for the Board of Directors to perform assessment and examination and form an opinion, etc. has been provided by the Large Scale Purchaser, the Board of Directors will immediately notify the Large-Scale Purchaser to that effect, as well as promptly disclose this to shareholders of the Company.

In the case where the Board of Directors requests additional provision of information but the Large-Scale Purchaser provides a reasonable explanation regarding the difficulty of the provision of such information, even if all of the additionally requested information is not completely prepared, negotiations with the Large-Scale Purchaser concerning information provision may be terminated and assessment and examination by the Board of Directors as described below may be commenced.

### (3) Assessment by Board of Directors and Announcement of Its Opinion

Secondly, the Board of Directors shall set, as the period for assessment, examination, negotiation, formation of its opinion and preparation of an alternative plan by the Board of Directors (hereinafter referred to as the “Board Assessment Period”), a sixty-day period (in the case of the purchase of all the Company’s shares by a tender offer in which the consideration shall be paid in cash (Japanese yen) only) or a ninety-day period (in the case of any other Large-Scale Purchase) after the Board of Directors announces that the Large-Scale Purchaser has completed provision to the Board of Directors of the Necessary Information, including provision of the additional information. The Board Assessment Period will not be extended.

The Large-Scale Purchase, therefore, shall be commenced after the Board Assessment Period has elapsed. During the Board Assessment Period, the Board of Directors will consult with the Independent Committee (as described in 2(4) below) and sufficiently assess and examine the Necessary Information provided considering advice from the outside professionals as necessary, and respecting at maximum the recommendation of the Independent Committee, carefully form its opinions as the Board of Directors and adopt such resolutions including whether or not to take countermeasures, and make announcements. Moreover, the Board of Directors may negotiate with the Large-Scale Purchaser in order to improve the terms and conditions of the proposed Large-Scale Purchase or it may offer alternative plans to the shareholders of the Company, as necessary. When the Board Assessment Period expires and

the opinion of the Board of Directors is announced, the Board of Directors shall notify the Large-Scale Purchaser of the expiration of the Board Assessment Period and announce the fact that it becomes possible to start the Large-Scale Purchase, so that the shareholders of the Company may be aware of that fact.

#### (4) Establishment of Independent Committee

In the Policy, concerning decisions of scope of information to be provided by the Large-Scale Purchaser to the Board of Directors, determination of whether or not the Large-Scale Purchaser has observed the Large-Scale Purchase Rules, determination of whether or not the Large-Scale Purchase seriously damages the corporate value and the common interests of the shareholders of the Company, determination of whether countermeasures are necessary and the contents thereof, etc. the Company will establish the Independent Committee (Note 3) as an organization independent of the Board of Directors in order to ensure objectivity, fairness and reasonableness. The Board of Directors shall consult on the aforementioned issues with the Independent Committee without fail, and the Independent Committee shall deliberate on the matters consulted on, and provide its opinion to the Board of Directors. The Independent Committee may obtain advice from third parties independent of the management of the Company (including financial advisors, certified public accountants, attorneys at law, consultants and other professionals) at the Company's cost, as necessary in order to increase the reasonableness and objectivity of its recommendations. Moreover, it may demand attendance at Independent Committee meetings from Directors and employees, etc. of the Company, or request explanations as to necessary information. Recommendations by the Independent Committee shall be disclosed.

The Board of Directors shall give the utmost respect to recommendations by the Independent Committee and promptly make a resolution on whether to take countermeasures that are within the scope that it deems reasonable by the end of the Board Assessment Period by taking into consideration the recommendations in light of ensuring and increasing the corporate value and the common interests of the shareholders of the Company. Thereby, the Independent Committee is positioned to function as a measure to ensure the objectivity, fairness and reasonableness of judgments by the Board of Directors.

Note 3: The Independent Committee means:

The Independent Committee bears a role as a third-party body independent of the Board of Directors to monitor so that the Policy will not be used for self-protection of the Directors as well as to suppress the purchase damaging the corporate value and the common interests of the shareholders of the Company. Outline of the Independent Committee shall be as provided in Exhibit 1.

The Independent Committee shall be composed of at least three independent committee members who are Independent Outside Director of the Company who fulfill the Company's requirements for independence. The names and carrier summaries of the three Independent Members scheduled to assume positions at the time of the introduction of the Policy shall be as provided in Exhibit 2.

### 3. Handling Policy in Case of Large-Scale Purchase

#### (1) Cases Where Large-Scale Purchaser Complies with the Large-Scale Purchase Rules

In cases where the Large-Scale Purchaser complies with the Large-Scale Purchase Rules, if the Board of Directors, as result of considering and examining information provided by the Large-Scale Purchaser, judges that such Large-Scale Purchase will contribute to the corporate value and the common interests of the shareholders of the Company, the Board of Directors shall express an opinion to that effect. On the other hand, when the Board of Directors considers that there are some doubts or problems with such Large-Scale Purchase, the Board of Directors will express an opinion against such proposal of purchase or offer an alternative plan.

In such cases, except for the case where the requirements for taking countermeasures against the Large-Scale Purchase as described in (3) below are satisfied, the Board of Directors shall just provide the shareholders of the Company with materials necessary to make a decision on whether or not to accept such proposal of the purchase, and in principle will not take countermeasures against such Large-Scale Purchase. The Board of Directors shall make a decision after considering advice from outside professionals and respecting at maximum the recommendations of the Independent Committee, in judging whether or not there are doubts or problems with such Large-Scale Purchase and whether or not the Large-Scale Purchase contributes to the corporate value and the common interests of the shareholders of the Company. In such cases, the shareholders of the Company are required to judge whether or not to accept a proposal pertaining to the Large-Scale Purchase by the Large-Scale Purchaser, taking into consideration such proposal, and the opinion on and alternative plans for such proposal presented by the Company.

## (2) Cases Where Large-Scale Purchaser Fails to Comply with the Large-Scale Purchase Rules

If a Large-Scale Purchaser does not comply with the Large-Scale Purchase Rules, irrespective of the specific purchase method, the Board of Directors may take countermeasures against the Large-Scale Purchase by issuing stock acquisition rights by allotment without consideration, for the purpose of protecting the corporate value and common interests of the shareholders of the Company.

The Board of Directors will make determination on whether or not the Large-Scale Purchaser complies with the Large-Scale Purchase Rules, and appropriateness of taking and specifics of countermeasures, by taking into account advices from outside professionals, etc., and respecting at maximum recommendations by the Independent Committee. If the Board of Directors elects to issue stock acquisition rights by allotment without consideration, the summary thereof shall be as described in Exhibit 3 hereto. If the Board of Directors elects to issue stock acquisition rights as a countermeasure, it may determine the exercise period and exercise conditions as well as acquisition conditions of the stock acquisition rights considering the effectiveness thereof as a countermeasure, such as the condition that such stock acquisition rights do not belong to a Group of Shareholders the Voting Rights Ratio of which exceeds a certain rate.

## (3) Countermeasures against Large-Scale Purchase and Requirements for Taking such Countermeasures

In addition to the case where the Large-Scale Purchaser does not comply with the Large-Scale Purchase Rules, even if it complies with the Large-Scale Purchase Rules, only when the Board of Directors judges that the relevant Large-Scale Purchase seriously impairs the corporate value and common interests of the shareholders of the Company and it is reasonable to take countermeasures, the Board of Directors may, upon obtaining the approval of the shareholders at a General Meeting of Shareholders, take countermeasures against the Large-Scale Purchaser by issuing stock acquisition rights by allotment without consideration, to protect the interests of the shareholders of the Company. Specifically, if such Large-Scale Purchase falls under any one of the following categories, the Company is of the view that such Large-Scale Purchase falls under the case where the corporate value and common interests of the shareholders of the Company would be seriously impaired. With respect to the judgment of whether it so falls under, the Company will take into consideration the advices of outside professionals, etc., assess and examine sufficiently the provided Necessary Information and give utmost respect to the recommendation by the Independent Committee. In addition, except in cases where it is extremely difficult to hold a General Meeting of Shareholders before taking countermeasures, the Board of Directors shall convene a General Meeting of Shareholders to confirm the will of shareholders with respect to such countermeasures. At such meeting to confirm the will of the shareholders, countermeasures will not be taken unless the approval of a majority of the voting rights of the shareholders present at the meeting is obtained. In such instance, the Large-Scale Purchaser cannot commence the Large-Scale Purchase until the will of the shareholders of the Company is confirmed and a decision on whether or not to take countermeasures is made.

The summary of the cases of issuing stock acquisition rights by allotment without consideration as a countermeasure shall be the same as in (2).

- 1) Cases of the Large-Scale Purchase that will clearly infringe the corporate value and the common interests of the shareholders of the Company by the acts indicated in (i) to (iv) as follows, etc.:
  - (i) Acts of buyout of shares of the Company and demand for the Company or its related parties to buy such shares at high prices;
  - (ii) Acts of furthering the interests of the purchaser, at the expense of the Company, such as acquisition of the Company's important assets at low prices by temporary control of the Company;
  - (iii) Acts of appropriating the Company's assets for collateral for debt, or for repayment of debts, of the purchaser or its group companies, etc.; and/or,
  - (iv) Acts of causing the Company to pay temporary high dividends by causing the Company to dispose of high value assets, etc. that are not related to the Company's business for the time being and to use profits from such disposal or selling the Company's shares at a peak price aiming at the opportunity of sharp rising of the Company's share price because of such temporary high dividends.
- 2) Cases of the purchase of shares which threatens to actually compel shareholders to sell their shares, such as coercive two-tier purchase (meaning a purchase, such as a takeover bid, where the purchase terms for the second tier purchase are set unfavorable than those for the first tier or are set unclear).

#### (4) Suspension, etc. after Taking Countermeasures

Even after making a decision to take countermeasures in accordance with the Policy, the Board of Directors may, by giving utmost respect to the recommendation of the Independent Committee, suspend the taking of countermeasures, (i) in cases where the Large-Scale Purchaser ceases the Large-Scale Purchase or (ii) in cases where there have been changes in the facts based on which the decision to take such countermeasures was made and the judgment is made that the corporate value and common interests of the shareholders of the Company will not be seriously impaired. For example, in the case of the issuance of stock acquisition rights by allotment without consideration, if facts (i) or (ii) above occur, the Company may suspend the implementation of the countermeasures by, if before the effective date of allotment without consideration of such stock acquisition rights, ceasing allotment without consideration of such stock acquisition rights, and if after the effective date of allotment without consideration of such stock acquisition rights, acquisition without consideration by the Company of such stock acquisition rights by the day preceding the commencement day of the exercise period of the stock acquisition rights. If the implementation of countermeasures is suspended, the Company will immediately disclose necessary information to the shareholders of the Company.

#### 4. Impact, etc. on Shareholders and Investors

##### (1) Impact, etc. of the Large-Scale Purchase Rules on Shareholders and Investors

The purpose of the Large-Scale Purchase Rules is, in light of the maintenance and promotion of the corporate value and the common interests of the shareholders of the Company, to provide the shareholders of the Company with the information necessary to determine whether or not to accept the Large-Scale Purchase and the opinion of the Board of Directors currently in charge of the Company's management, and further to secure an opportunity for the shareholders of the Company to obtain alternative plans. The Company believes that the Large-Scale Purchase Rules ensure that the shareholders of the Company make an appropriate and reasonable decision as to whether or not to accept the Large-Scale Purchase, with appropriate and sufficient information, which in turn leads to protect the corporate value and the common interests of the shareholders of the Company.



Therefore, the Board of Directors believes that the establishment of the Large-Scale Purchase Rules is a prerequisite to appropriate investment decision by the shareholders and investors of the Company, which leads to the benefit of the shareholders and investors of the Company.

The Board of Directors hereby advises the shareholders and investors of the Company to carefully observe the actions of a Large-Scale Purchaser, since the Company's policy of response to the Large-Scale Purchase proposal will differ depending on whether or not said Large-Scale Purchaser complies with the Large-Scale Purchase Rules, as described in 3. above.

## (2) Impact, etc. on Shareholders and Investors When Taking Countermeasures

Should a Large-Scale Purchaser fail to comply with the Large-Scale Purchase Rules, or if a Large-Scale Purchaser does comply with the Large-Scale Purchase Rules but such Large-Scale Purchase is deemed as seriously impairing the corporate value and common interests of the shareholders of the Company, the Board of Directors may, by giving utmost respect to the recommendation of the Independent Committee, take countermeasures against the Large-Scale Purchaser by issuing stock acquisition rights by allotment without consideration, for the purpose of protecting the corporate value and common interests of the shareholders of the Company, provided that the approval of the shareholders of the Company is obtained at a General Meeting of Shareholders. However, the Board of Directors does not expect that the taking of such countermeasures will cause any particular loss to the shareholders of the Company (excluding the Large-Scale Purchasers who fail to comply with the Large-Scale Purchase Rules, or who would conduct a Large-Scale Purchase that is deemed to seriously impair the corporate value and common interests of the shareholders of the Company) in terms of legal rights or in economic aspects. Should the Board of Directors elect to take a specific countermeasure, it shall disclose such information in a timely and appropriate manner, pursuant to the applicable laws and regulations and the rules of financial instruments exchanges.

When the Company makes allotment of stock acquisition rights without consideration as described in Exhibit 3 as countermeasures, stock acquisition rights will be allotted to shareholders recorded in the final shareholder registry as of the record date separately specified by the Board of Directors in proportion to the number of shares held. Therefore, it is required to be recorded in the final shareholder registry as of such record date. In addition, in order to exercise stock acquisition rights and acquire new shares, the shareholders of the Company (excluding the Large-Scale Purchasers who fail to comply with the Large-Scale Purchase Rules, or who would conduct the Large-Scale Purchase that is deemed as seriously damaging the corporate value and the common interests of the shareholders of the Company), may be required to pay a certain amount of money within a prescribed period. The Company will separately announce the details of such procedures in accordance with the applicable laws and regulations and the rules of financial instruments exchanges when issuance of the stock acquisition rights is determined. As described in 3.(4) above, even after adopting a resolution for allotment of stock acquisition rights without consideration in accordance with the Policy, allotment of such stock acquisition rights without consideration may be cancelled, or the Company itself may acquire stock acquisition rights without consideration without issuing shares of the Company to the holders of the stock acquisition rights under certain circumstances, such as the withdrawal of the Large-Scale Purchase by the Large-Scale Purchaser and the change of terms and conditions of the Large-Scale Purchase. In these cases per share value of stock will not be diluted, therefore investors who have conducted sales, etc. on the premise of dilution of the per-share value may suffer corresponding damage due to the fluctuations in the stock price.

The status of major shareholders of the Company as of December 31, 2019 is as described in Exhibit 4 hereto.

## 5. Effective Term of the Policy, etc.

## (1) Introduction of the Policy

In order to reflect the will of the shareholders of the Company, introduction of the Policy shall be approved based on a resolution at the General Meeting of Shareholders scheduled to be held in March 2020. Unless the proposal concerning approval of the Policy is approved at the General Meeting, the Policy will not be introduced.

## (2) Effective Term of the Policy

If the continuation of the Policy is approved by the shareholders of the Company at the General Meeting, the effective term of the Policy shall be extended until the conclusion of the Ordinary General Meeting of Shareholders for the last business year that ends within three years from the date of the General Meeting, and the same rule shall apply likewise thereafter. If approval is not obtained, the Policy shall be abolished as of such point in time. Moreover, if the General Meeting of Shareholders or the Board of Directors adopts a resolution to abolish the Policy, the Policy shall be abolished as of such point in time, even during the effective term thereof.

Moreover, the Board of Directors will review the Policy, as required, from the viewpoint of the protection of the corporate value and the interests of the whole shareholders of the Company based on development or revision, etc. of the related laws and regulations including the Companies Act and the Financial Instruments and Exchange Act. In the event that the Board of Directors decides to modify the Policy during the effective term thereof, the Board of Directors will respect at maximum the recommendation of the Independent Committee. If the Policy is decided to be modified, the Board of Directors will promptly announce to that effect. The Policy is based on the laws and regulations effective as of February 20, 2020, and if the laws and regulations are repealed or revised on or after such date and it becomes necessary to modify the Policy, the wording of the Policy shall be rephrased as necessary.

The effective term of the Policy is three (3) years from the date of the General Meeting. As it is set forth that the Policy can be abolished by the Board of Directors composed of the directors appointed by the General Meeting of Shareholders, the Policy is not a so-called “dead-hand” anti-takeover countermeasures (that are triggered even if the majority of the members of the Board is replaced). Nor is the Policy a so-called “slow-hand” anti-takeover countermeasures (that takes a long time to be triggered because the members of the Board cannot be replaced at one time), because the term of office of the Directors (excluding those who are the Audit and Supervisory Committee members) is one (1) year and the term of office of the Directors who are the Audit and Supervisory Committee members is two (2) years as prescribed by the Companies Act and the Company has no “Staggered Board.”

## 6. Reasonableness of the Policy

The Policy satisfies the three principles provided for in the “Guidelines Regarding Takeover Defense for the Purposes of Protection and Enhancement of Corporate Value and Shareholder’s Common Interests” announced by the Ministry of Economy, Trade and Industry (METI), and the Ministry of Justice on May 27, 2005, that is, the principle of protecting and enhancing the corporate value and common interests of the shareholders, the principle of prior disclosure and the will of the shareholders, and the principle of ensuring necessity and reasonableness. Moreover, the Policy is also based on the contents of the report announced by the Corporate Value Study Group of METI on June 30, 2008, “Takeover Defense Measures in Light of Recent Environmental Changes”.

## (1) Introduction for the Purpose of Protecting and Enhancing Corporate Value and Common Interests of Shareholders

The Policy will be introduced for the purpose of protecting and enhancing the corporate value and the common interests of the shareholders of the Company, at the time of initiation of the Large-Scale Purchase of the stock of the Company, by ensuring necessary information and time for the shareholders of the Company to determine whether or

not to accept such Large-Scale Purchase or for the Board of Directors to present an alternative plan and by enabling to negotiate with the Large-Scale Purchaser for shareholders of the Company, as described in “1. Necessity of Large-Scale Purchase Rules and Purpose of the Policy”

(2) Establishment of Reasonable and Objective Requirements for Implementation

As described in “3. Handling Policy in Case of the Large-Scale Purchase,” the Policy is established so that countermeasures will not be taken unless reasonable and objective requirements that are determined in advance are fulfilled, and a scheme is ensured to prevent arbitrary implementation of the countermeasures by the Board of Directors.

(3) Emphasis on Judgment by the Independent Committee and Disclosure of Information

Before the implementation of the countermeasures in the Policy, the recommendation of the Independent Committee organized by outside officers, etc. independent of the Board of Directors shall be given utmost respect. Moreover, the outline of the judgment of the Independent Committee is supposed to be disclosed to the shareholders of the Company, thus ensuring a scheme for fair and transparent operation of the Policy to contribute to the corporate value and common interests of the Company.

(4) Emphasis on Will of Shareholders

The Policy will be continued after partial revision of the previous Policy, subject to the approval of the shareholders of the Company at the General Meeting, and therefore the will of the shareholders of the Company can be reflected in judgments on its continuation. Moreover, if a General Meeting of Shareholders makes a resolution to revise or abolish the Policy, the Policy will be revised or abolished in accordance with such resolution. Accordingly, a scheme to reflect the will of the shareholders of the Company in judgments on the appropriateness of continuation, abolishment or revision of the Policy is secured.

Furthermore, in the case where the Board of Directors makes a resolution to abolish the Policy, the Policy is to be abolished instantaneously.

## Outline of Independent Committee

### 1. Committee Members

The Independent Committee shall be composed of three or more committee members, who are either Independent Outside Director of the Company who fulfill the Company's requirements for independence. The term of office of the members shall be until the expiration of the effective term of the Anti-Takeover Measures of the Company.

### 2. Requirements for Resolutions

Resolutions of the Independent Committee shall, in principle, be made by a majority of the members present at the meeting where all members are present; provided, however, that in case not all the members of the Independent Committee are able to attend the meeting, resolutions of the Committee shall be made by a majority of the committee members present at the meeting where a majority of the members of the Independent Committee are present.

If no resolution of the Independent Committee can be made due to a tie in votes, a report shall be made to the Board of Directors, to the effect that no resolution can be made.

### 3. Matters to be Resolved and Other Authorities and Responsibilities

When the Board of Directors consults on the matters described in any of the following items, the Independent Committee has authorities and responsibilities to examine the matters and form its opinion, and make a recommendation or give an advice to the Board of Directors on the contents of the decision with reasons. Each member of the Independent Committee shall, in performing his or her responsibility, bear duty of due care of a prudent manager to the Company, and is required to express his or her opinion from the viewpoint of whether or not to contribute to the corporate value and the common interests of shareholders of the Company, and shall not solely further the personal interests of him or herself or Directors of the Company.

- 1) Existence of the Large-Scale Purchase subject to application of the Large-Scale Purchase Rule;
- 2) Scope of information to be provided by the Large-Scale Purchaser to the Board of Directors;
- 3) Close investigation and examination of the contents of the Large-Scale Purchase by the Large-Scale Purchaser;
- 4) Examination of the alternative plan prepared by the Board of Directors against the Large-Scale Purchase by the Large-Scale Purchaser;
- 5) Necessity to take countermeasures, including issuance of stock acquisition rights by allotment without consideration, and the contents thereof;
- 6) Necessity to confirm the will of shareholders by resolution at a General Meeting of Shareholders as to the implementation of countermeasures;
- 7) Suspension after the implementation of countermeasures;
- 8) Maintenance, review and abolishment of the Large-Scale Purchase Rules; and,
- 9) Other matters on which the Board of Directors has determined to consult the Independent Committee for its opinion among the matters to be judged by the Board of Directors in connection with the Large Scale Purchase Rules, countermeasures or a Large Scale Purchase.

Moreover, the Independent Committee shall make efforts to collect necessary and sufficient information to ensure proper judgments in forming its opinions, and may obtain advice from an independent third party (including financial advisors, attorneys at law, certified public accountants, consultants and other professionals) at the expense of the Company.

## Names and Career Summaries of Independent Committee Members

The Independent Committee will be composed of three independent Outside Directors who satisfy the Company's "Selection Criteria for Independent Outside Directors".

Name	Hitoshi Kashiwaki		
Career Summary	Born on September 6, 1957		
	April	1981	Joined Japan Recruit Center Co., Ltd. (currently Recruit Holdings Co., Ltd.)
	April	1994	General Manager of Finance Department of Recruit Co., Ltd. (currently Recruit Holdings Co., Ltd.)
	June	1997	Board Director of the said Company
	June	2001	Board Director and Managing Corporate Executive Officer of the said Company
	April	2003	Representative Director and Managing Corporate Executive Officer (COO) of the said Company
	June	2003	President, COO, and Representative Director of the said Company
	April	2004	President, CEO, and Representative Director of the said Company
	April	2012	Board Director of the said Company (Retired in June 2014)
	December	2012	Outside Director, Member of the Board of Suntory Beverage & Food Limited (Retired in March 2015)
	August	2015	Advisor of the Company
	March	2016	Outside Director of the Company (present)
	May	2016	Outside Director of Matsuya Co., Ltd. (present)
	June	2018	Outside Director of Tokyo Broadcasting System Holdings, Inc. (present)
	June	2019	Board Member of The Japan Volleyball Association; to the present.

Name	Kazuo Sumi		
Career Summary	Born on April 19, 1949		
	April	1973	Joined Hankyu Corporation
	June	2000	Director, General Manager of Railway Business Division of Hankyu Corporation
	April	2002	Director, General Manager of Railway Business Division and General Manager of Control Division of Hankyu Corporation
	June	2002	Managing Director, in charge of Railway Business Division and Control Division of Hankyu Corporation
	June	2003	President and Representative Director of Hankyu Corporation
	April	2005	President and Representative Director of Hankyu Holdings, Inc.
	October	2006	President and Representative Director of Hankyu Hanshin Holdings, Inc.
	October	2007	Director of H2O RETAILING CORPORATION (present)
	March	2014	Chairman and Representative Director of Hankyu Corporation (present)
	April	2015	Outside Director of TOKYO RAKUTENCHI Co., Ltd. (present)
	June	2017	Chairman and Representative Director, Group CEO of Hankyu Hanshin Holdings, Inc. (present)
	March	2018	Outside Director of the Company (present)
	May	2019	Director of TOHO CO., LTD.; to the present.

Name	Miwa Suto		
Career Summary	Born on August 17, 1963		
	April	1988	Joined Hakuodo Inc. (Retired in April 1990)
	October	1991	Joined Arthur Andersen (currently KPMG AZSA LLC) (Retired in August 1996)
	April	1995	Registered as a certified public accountant
	October	1996	Joined Schroder PTV Partners KK (currently MKS Partners Limited) (Retired in October 1997)
	November	1997	Joined Bain & Company
	January	2001	Partner of Bain & Company (Retired in March 2006)
	April	2006	Established Planet Plan Co., Ltd., Representative Director (present)
	April	2008	Project Professor, Graduate School of Media and Governance of Keio University (Retired in March 2018)
	May	2012	Outside Director of ZIGExN Co., Ltd. (present)
	June	2016	Outside Director of A.D.Works Co., Ltd. (Audit and Supervisory Committee Member) (present)
	June	2017	Board Member of The Japan Volleyball Association (present)
	March	2018	Outside Director of the Company (present)
	April	2019	Project Professor, Graduate School of Media and Governance of Keio University; to the present.

There are no special interests between the Company and the above persons.

End

## Outline of Issuance of Stock Acquisition Rights by Allotment without Consideration

### 1. Shareholders who are entitled to receive stock acquisition rights and conditions for issuance thereof

The stock acquisition rights shall be allotted to the shareholders, whose name is entered or recorded in the final shareholder registry as of the record date to be specified by the Board of Directors, without consideration, at a rate of one or more stock acquisition rights per one share of common stock of the Company held by such shareholder (excluding the shares of common stock of the Company held by the Company).

### 2. Class and number of shares to be issued upon exercise of stock acquisition rights

The class of shares to be issued upon the exercise of stock acquisition rights shall be the common stock of the Company, and the upper limit on the total number of shares to be issued upon the exercise of stock acquisition rights shall be the number of shares after deducting the total number of issued shares of common stock of the Company (excluding the shares of common stock of the Company held by the Company) from the number of authorized shares of the Company as of the date set as the record date by the Board of Directors. The number of shares to be issued upon the exercise of one (1) stock acquisition right shall be one (1) share, provided, however, that necessary adjustments will be made if the Company implements a stock split or consolidation.

### 3. Total number of stock acquisition rights to be issued

The total number of stock acquisition rights to be issued shall be the number separately determined by the Board of Directors. The Board of Directors may allot stock acquisition rights more than once.

### 4. Value of the property to be contributed (amount to be paid) upon exercise of each stock acquisition right

The value of the property to be contributed (amount to be paid) upon the exercise of a stock acquisition right shall be an amount that is one (1) Japanese yen or more and determined by the Board of Directors. Provided, however, that in the case where the acquisition provisions in 7. below are provided, shareholders who hold stock acquisition rights that are determined by the Board of Directors to be subject to acquisition will not pay moneys to be contributed upon the exercise of stock acquisition rights and will receive shares of the Company in consideration for the acquisition of stock acquisition rights by the Company.

### 5. Restriction on transfer of stock acquisition rights

Transferring of stock acquisition rights is subject to the approval of the Board of Directors of the Company.

### 6. Conditions of exercise of stock acquisition rights

The conditions for exercise shall be imposed that those exercising stock acquisition rights do not belong to a Group of Shareholders whose Voting Rights Ratio is 20% or greater, etc. (excluding the person approved in advance by the Board of Directors). Details shall be separately determined by the Board of Directors.

## 7. Provisions for acquisition

Regarding stock acquisition rights, acquisition provisions may be made to the effect that the Company may acquire stock acquisition rights held by persons other than those who are not entitled to exercise stock acquisition rights because of the conditions for exercise set forth in 6. above (Person Not Entitled to Exercise) (the above persons other than the Person Not Entitled to Exercise include a person who obtains stock acquisition rights from a Person Not Entitled to Exercise with the approval of the Board of Directors), and deliver shares of common stock of the Company, the number of which per one (1) stock acquisition right is separately determined by the Board of Directors. The Board of Directors may not stipulate an acquisition provision regarding stock acquisition rights, pursuant to which cash is delivered in consideration of the stock acquisition rights held by Persons Not Entitled to Exercise.

## 8. Exercise period for stock acquisition rights, etc.

Effective date of allotment of the stock acquisition rights, exercise period and other necessary matters shall be separately determined by the Board of Directors.

End



**Status of Major Shareholders**

As of December 31, 2019

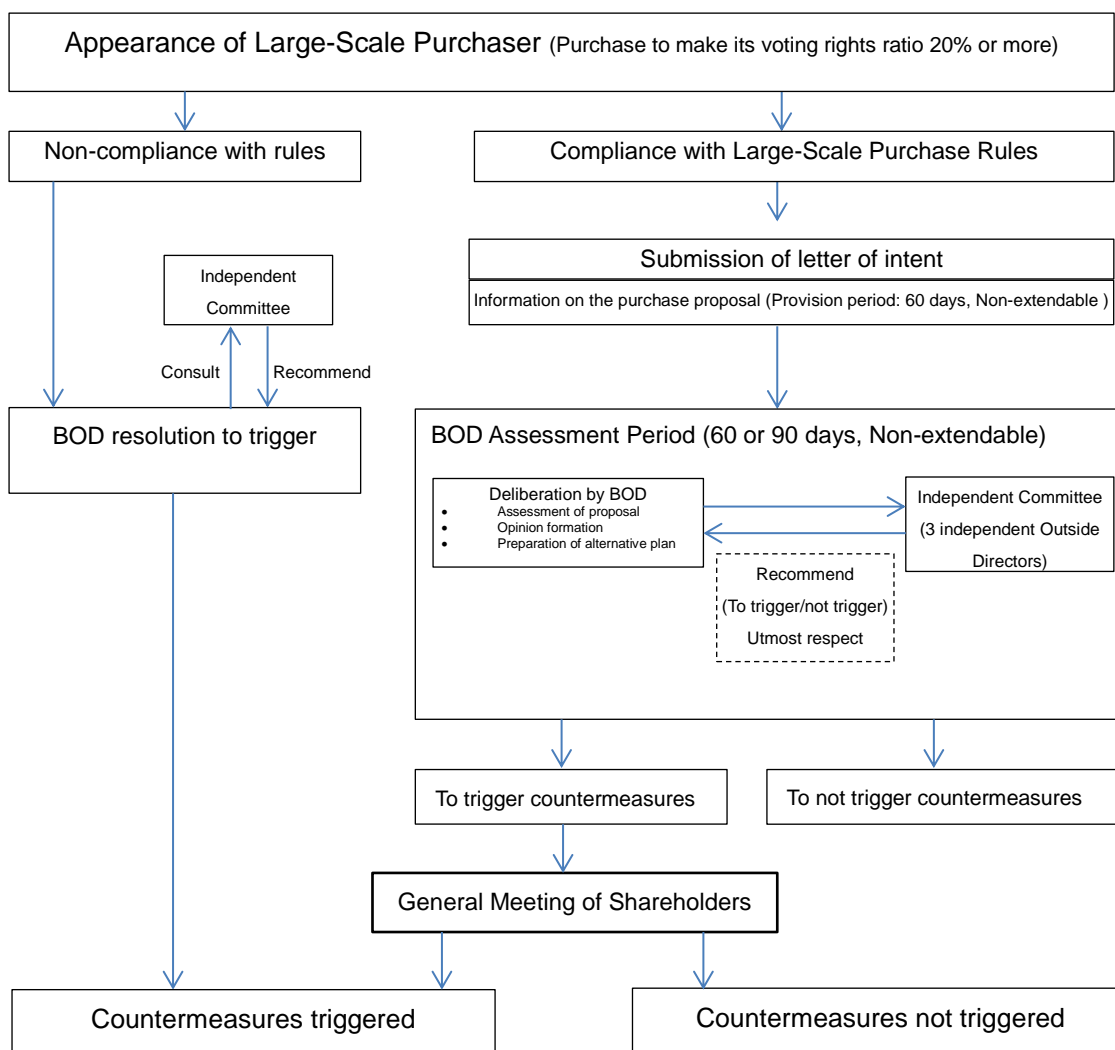
Rank	Name	Number of Shares Owned (Thousands of shares)	Ratio of Number of Shares Owned to Total Number of Issued Shares (%)
1	The Master Trust Bank of Japan, Ltd. (Trust Account)	11,719	6.41
2	MUFG Bank, Ltd.	7,858	4.30
3	Japan Trustee Services Bank, Ltd. (Trust Account)	7,024	3.85
4	Sumitomo Mitsui Banking Corporation	6,607	3.62
5	JP MORGAN CHASE BANK 385632	5,881	3.22
6	Nippon Life Insurance Company	5,679	3.11
7	STATE STREET BANK AND TRUST COMPANY 505001	3,471	1.90
8	Japan Trustee Services Bank, Ltd.(Trust Account 5)	3,347	1.83
9	UBS AG LONDON A/C IPB SEGREGATED CLIENT ACCOUNT	3,138	1.72
10	Mizuho Bank, Ltd.	2,784	1.52
	Total	57,513	31.48

Notes: 1. "Ratio of Number of Shares Owned" has been calculated by excluding the number of shares of treasury stock.

2. The Company holds 7,179 thousands of shares of treasury stock, but is excluded from the above major shareholders.

End

## Scheme of the Policy



End