

This is an English translation of the Japanese original for reference purposes only.
Some of documents referred herein may be provided in Japanese.

June 4, 2020

Ryoichi Oka
President and Representative Director
Mitsui E&S Holdings Co., Ltd.
6-4, Tsukiji 5-chome, Chuo-Ku, Tokyo, Japan

To Our Shareholders:

**NOTICE OF THE 117TH ORDINARY GENERAL
MEETING OF SHAREHOLDERS**

You are hereby notified of the 117th Ordinary General Meeting of Shareholders of Mitsui E&S Holdings Co., Ltd. (the “Meeting”) to be held on Thursday, June 25, 2020, as described below.

Recently, Japanese Government and Prefectural governors strongly requested not to go out in order to prevent spread of the new coronavirus (COVID-19). As the result of careful consideration to this situation, we have decided to hold the Meeting with appropriate measures to prevent the infection.

Considering this situation of strong request not to go out, shareholders are strongly requested to vote in writing or on the Internet **by 5 p.m. on Wednesday, June 24, 2020** according to “INFORMATION ON EXERCISING VOTING RIGHTS” in pp. 5-7. after reviewing Reference Documents for the General Meeting of Shareholders. Please avoid visiting place of the Meeting, regardless of your physical condition in order to continue preventing the infection.

1. Date and Time: Thursday, June 25, 2020, at 10:00 A.M.

2. Place: 2nd Floor, Hamarikyu-Mitsui Building,
5-6-4, Tsukiji, Chuo-Ku, Tokyo

3. Objectives

(a) Matters to be reported

- (1) Report of Business Report and Consolidated Financial Statements for the 117th Business Term from April 1, 2019 to March 31, 2020 (the “Term”) as well as Accounting Auditor’s Report and Board of Corporate Auditors’ Report on the Consolidated Financial Statements
- (2) Report of Financial Statements for the Term

(b) Matters to be resolved

Agenda Item No. 1: Election of six (6) Directors

Agenda Item No. 2: Election of three (3) Corporate Auditors

Agenda Item No. 3: Election of one (1) Substitute Corporate Auditor

Please note:

- Among documents the Company should provide in this Notice, items described below are not included in the attached documents of this Notice because they are provided by the Internet on the Company's website under laws and regulations and Article 16 of the Company's Articles of Incorporation.
 - a) "Subscription Rights to Shares" of the Business Report
 - b) "Consolidated Statements of Changes in Net Assets" and "NOTES TO CONSOLIDATED FINANCIAL STATEMENTS" in the Consolidated Financial Statements.
 - c) "Statements of Changes in Net Assets" and "NOTES TO FINANCIAL STATEMENTS" in the Financial Statements.

These items were included in the Business report, the Consolidated Financial Statements, and the Financial Statements which were audited by the Corporate Auditors preparing the Board of Corporate Auditors' Report, and by the independent auditors preparing the Independent Auditor's Report, respectively.

- The resolution of the Meeting will be published by the Internet on the Company's website instead of notifying via postal mail.
- In case amendments are made to the Reference Documents, Business Report, Consolidated Financial Statements and Financial Statements of the General Meeting of Shareholders, such amendments will be published by the Internet on the Company's website.
- In order to prevent infection and spreading of new coronavirus (COVID-19), our measures against COVID-19 at the Meeting is written in page 4. We would appreciate your understanding and cooperation. Depending on the spreading situation of COVID-19 or government announcement from now on, we might change operation of the Meeting to give first priority to safety of Shareholders. If we unavoidably change the operation such as time or place of the Meeting, we will post it on Company's website. Please check our website before you attend the Meeting.

No souvenirs will be provided to the shareholders attending the Meeting which were used to be provided. We would appreciate your understanding.

The Company's Website: <https://www.mes.co.jp/>

Dear shareholders

I would like to express my gratitude for your continued and exceptional support. I would also like to express my deepest sympathies to all those affected by the new coronavirus infection (COVID-19) and to all concerned. I sincerely pray for the earliest recovery.

In FY2019, it is urgent to recover the financial foundation which was significantly damaged by large-scale loss in overseas projects, continuing from FY2018. Under these circumstances, we deeply apologize for all of you that we are not able to provide dividend for the Term-end. We sincerely apologize for much inconvenience caused to you.

By certainly executing Mitsui E&S Group Business Revitalization Plan, we will reinforce financial and profit structure and reforming the business structure, such as withdrawing from unprofitable business and fostering growing business which will be new primary source of revenue. We will also exert our best endeavor to improve the corporate value of the Company Group. We would deeply appreciate your continued support in the future.

June 2020

Ryoichi Oka

President, Representative Director, and CEO

<Company Philosophy>

To continue working as a company trusted by the society and people through our products and services. The main business of the Company Group is manufacturing which provides environmentally friendly products and services helpful for the society and people based on excellent technologies. It is our purpose and mission to achieve trust from the society and people by contributing to development of the society through our manufacturing. Without the trust, our continuation would be impossible.

<Management Policy>

Build further satisfaction for our customers

Provide safe and rewarding workplace environment for employees

Contribute to development of the society

Pursue profits for sustainable continuation of the Company

Announcement for measure against infection of the new coronavirus

In order to prevent infection and spreading of the new coronavirus (COVID-19) and to give priority to your safety, we plan our measures against COVID-19 at the Meeting as described below. We would appreciate your understanding and cooperation.

1. Shareholders are strongly requested to vote in writing or on the Internet according to “INFORMATION ON EXERCISING YOUR VOTING RIGHTS” in pp. 5-7. Please avoid visiting place of the Meeting regardless of your physical condition in order to continue preventing the infection.

Please note that voting by voting form (in writing) may pose infection risk through the process of returning your voting form and the counting process. Therefore, we request you to vote on the Internet as much as possible for the early voting.

2. Shareholders who plans to attend the Meeting is requested to check the spread situation on the day of the Meeting and their physical condition and to consider preventing the infection such as wearing a mask.
3. On the day of the Meeting, we will ask you at reception desk to cooperate by wearing a mask and spraying alcohol for disinfection. We will conduct body temperature measurement of shareholders. We may restrict admission such as refusing admission of the shareholders who are confirmed to have a fever.
4. At the place of the Meeting, there is possibility that we might not be able to secure a sufficient number of seats because we will leave wide space between seats of shareholders. In addition, we may take other measures necessary to prevent the infection.
5. Our officers and management staffs will wear masks at the Meeting.
6. At the Meeting, we will shorten the time of proceedings and omit details explanation of matters to be reported and matters to be resolved. Shareholders who plans to attend the Meeting is requested to review the notice of the meeting.

We sincerely hope that the infection of new coronavirus will end as early as possible.

INFORMATION ON EXERCISING VOTING RIGHTS

Exercise of voting rights in the General Meeting of Shareholders is an important right of our shareholders. You are asked to consider the accompanying Reference Documents for the Meeting and exercise your voting rights.

There are following three methods for exercising your voting rights:

If you attend the Meeting

Present at the Reception Desk

When attending the Meeting, please present the enclosed voting form at the reception desk.

In addition, in order to conserve resources, please bring this Notice.

Date and Time of the Meeting

**Thursday, June 25, 2020
10:00 A.M.**

If you cannot attend the Meeting

Submit by Postal Mail

Please indicate your vote for each proposal on the voting form and return it.

Exercise Deadline

**A form arriving until
5:00 P.M.,
Wednesday, June 24,
2020 is valid.
(See Instruction (A))**

Enter on the Internet

Please access the website designated for voting by the Company and enter your vote for each proposal in accordance with the online instruction.

The website designated for voting

<https://www.web54.net>

Please refer to the next page for detail.

Exercise Deadline

**A vote entered until
5:00 P.M., Wednesday,
June 24, 2020, is valid.
(See Instruction (B))**

Instruction (A):

How to fill in the voting form

Please fill in your vote for each proposed agenda on the voting form.

If you are in favor of the agenda item, place a circle mark in **the upper box which describes “Yes.”**

If you are against for the agenda item, place a circle mark in **the lower box which describes “No.”**

In a case you deny some of candidates (Agenda Item No. 1 and No.2), please place a circle mark in the upper box and fill in the number of the candidate you disagree.

*The “voting code” and the “password”, which are necessary for exercising your voting rights through the Internet, are written on the other side of the voting form.

- (1) In case that no indication of yeas or nays is made for each proposal, the Company regard such a proposal as to be voted in favor.
- (2) For the votes cast twice or more by the Internet, etc. by the same shareholder, the one received at the latest shall prevail.
- (3) For the overlapped votes received both by a voting form and by the Internet, etc. from the same shareholder, the vote received at the latest shall prevail, and for the votes by a voting form and by the Internet received on the same day, the vote on the Internet shall prevail.

Instruction (B)

Information on Exercising Voting Rights on the Internet

If you exercise your voting right on the Internet, you are asked to access the website designated for voting by the Company by a personal computer or a smart phone and to exercise your voting right in accordance with the online instruction.

A dedicated website for a mobile phone is not established. We would appreciate your understanding.

The website designated for voting by the Company <https://www.web54.net>

Deadline of exercising voting right: Accepted until 5:00 P.M., Wednesday, June 24, 2020

The first method: Scanning QR Code (“Smart Voting”)

You can login the website designated for voting without entering voting code and password.

- 1. Scan QR Code written on the lower right of your voting form
-
- 2. In the following pages, please enter your vote in accordance with the online instruction.

Note: Voting by the “Smart Voting” is available only once.

To change the content of your voting, please access to the website for personal computer and enter “voting code” and “password” written on your voting form and vote again.

If you scan QR Code again, you will access to website for personal computer.

The second method: Entering Voting Code and Passwords

1. Access to the website designated for voting

<http://www.web54.net>

Click **the left button** (which means “proceed to the next page”).

2. Log in

Enter the “**voting code**” written on your voting form and click **the left button** (which means “log in”).

*In case it is the first time to “log in”, you will proceed to the page for changing password.

3. Enter the password

Enter the “**password**” written on your voting form and click **the button** (which means “proceed to the next page”).

In the following pages, please enter your vote in accordance with the online instruction.

<Security of a password and a voting code>

- (1) A password is important information by which a voting person is confirmed as a shareholder. Please secure your password confidentiality as same as your bank pin code or seal.
- (2) Please note that if an incorrect password is entered more than a specified number of times, you will be unable to access a main screen. In a case you wish to obtain a new password, please follow instructions on a screen.
- (3) The password written on your voting form is effective only for this General Meeting of Shareholders.

<Contact Information for inquiries>

In a case operation method regarding exercising voting right through the Internet, etc. is unclear, please contact the Securities support described below.

Sumitomo Mitsui Trust Bank, Limited

Dedicated line for Stock Transfer Agency web support

Phone: **0120 (652) 031** (Toll free only in Japan)

Use of the Platform for Electronic Exercise of Voting Rights

It is also possible for institutional investors to exercise their voting rights by electronic method from the “Platform for Electronic Exercise of Voting Rights” of ICJ Ltd.

REFERENCE DOCUMENTS FOR GENERAL MEETING OF SHAREHOLDERS

For Agenda Item No.1: Election of six (6) Directors

As the terms of office of all Directors (10 members) are to expire at the conclusion of this Ordinary General Meeting of Shareholders, we propose to elect six (6) members of the Board of Directors. The candidates are as follows:

No.	Name	Current position and area of responsibility in the Company	Classification	Frequency of attendance at the Board of Directors meetings (during the Term)
1	Ryoichi Oka	President Representative Director CEO and in charge of Audit Dept. and Engineering Business Management Dept.	Reappointment	15 out of 15 (100%)*
2	Keigo Matsubara	Vice President Representative Director Assistant of President, CFO and in charge of Finance & Accounting Dept. and IR Dept.	Reappointment	15 out of 15 (100%)*
3	Shoichi Taguchi	Director CISO, CCO and in charge of Corporate Planning Dept., Human Resources & General Affairs Dept., and Legal Dept.	Reappointment	14 out of 15 (93%)*
4	Taketsune Matsumura	General Manager of Corporate Planning Dept.	New candidate	
5	Toshikazu Tanaka	Outside Director	Reappointment Outside Independent	20 out of 20 (100%)
6	Yoshio Haga		New candidate Outside Independent	

(Notes)

1. New candidate: a candidate for a new Director
2. Reappointment: a candidate for reappointment as a Director
3. Outside : a candidate for an Outside Director

4. Independent : a candidate for an independent Director

*Frequency of attendance is calculated based on the number of the meetings held after the candidate was appointed to Director.

1. Ryoichi Oka (October 8, 1958 / 5,600 shares) Reappointment

Term of office as Director: 2 years

Frequency of attendance at the Board of Directors meetings: 15 out of 15 (100%)

[Candidate's career summary, position and area of responsibility in the Company]

April	1981	Joined the Company
July	2005	General Manager of Production Planning Dept., Machinery Factory, Machinery & Systems Hq.
March	2006	General Manager of Quality Assurance Dept., Machinery Factory, Machinery & Systems Hq.
January	2011	General Manager of Diesel Design Dept., Machinery Factory, Machinery & Systems Hq.
November	2013	General Manager of Service Center, Technoservice Dept., Machinery & Systems Hq.
April	2014	Associate Executive Officer and General Manager of Technoservice Dept., Machinery & Systems Hq.
April	2015	Executive Officer
April	2016	Deputy General Manager of Machinery & Systems Hq. (in charge of industrial machinery)
April	2017	Managing Executive Officer and General Manager of Machinery & Systems Hq.
June	2017	Director
April	2018	President and Representative Director of Mitsui E&S Machinery Co., Ltd.
June	2018	Resigned Director of the Company.
April	2019	President (to date) COO, CISO and in charge of Corporate Planning Dept.
June	2019	Representative Director and in charge of Audit Dept. (to date)
November	2019	In charge of Engineering Business Management Dept. (to date)
January	2020	CEO (to date)

[Important concurrent position outside the Company]

Not applicable

[The reason he was selected as a candidate for a Director]

Mr. Ryoichi Oka has distinguished knowledge of Machinery business. He served as General Manager of Machinery & Systems Hq., Director of the Company, and President and Representative Director of Mitsui E&S Machinery Co., Ltd., etc., and acquired outstanding management skills through his experience. In addition to those described above, in order to continue to promote improvement of finance and profit structure and structural reform of the

Company Group, we successively selected him as a candidate for a Director.

[Special interest between the candidate and the Company]

Not applicable

2. Keigo Matsubara (December 10, 1955 / 2,300 shares) Reappointment

Term of office as Director: 1 year

Frequency of attendance at the Board of Directors meetings: 15 out of 15 (100%)

[Candidate's career summary, position and area of responsibility in the Company]

April	1979	Joined Mitsui & Co.
April	2007	Manager of Work Process Management Div. 1, Mitsui & Co.
April	2009	General Manager of Finance Division, Mitsui & Co.
April	2011	Manager of Accounting Division, Mitsui & Co.
April	2012	Executive Officer and Assistant CFO of Mitsui & Co.
April	2015	Senior Executive Officer and CFO of Mitsui & Co.
June	2015	Representative Director, Senior Executive Officer and CFO of Mitsui & Co.
April	2017	Representative Director, Executive Managing Officer and CFO of Mitsui & Co.
April	2018	Director, Mitsui & Co.
June	2018	Adviser, Mitsui & Co.
March	2019	Adviser, the Company
June	2019	Vice President, Assistant of President, CFO and in charge of Finance & Accounting Dept. and IR Dept. (to date) Director
January	2020	Representative Director (to date)

[Important concurrent position outside the Company]

Not applicable

[The reason he was selected as a candidate for a Director]

Mr. Keigo Matsubara has sufficient knowledge of business operation and overall corporate management acquired through his experience as an executive of a general trading company and has outstanding expertise through his experience in financial affairs and accounting for a long period. In addition to those described above, in order to improve finance and profit structure of the Company, we successively selected him as a candidate for a Director.

[Special interest between the candidate and the Company]

Not applicable

3. Shoichi Taguchi (April 9, 1958 / 4,700 shares) Reappointment

Term of office as Director: 1 years

Frequency of attendance at the Board of Directors meetings: 14 out of 15 (93%)

[Candidate's career summary, position and area of responsibility in the Company]

April	1985	Joined the Company
June	2013	General Manager of Machinery Factory, Machinery & Systems Hq.
April	2014	Associate Executive Officer
April	2015	Executive Officer
April	2016	Managing Executive Officer, General Manager of Tamano Works and Special Mission by President (in charge of manufacturing)
October	2017	General Manager of General Affairs Dept., Tamano Works
March	2018	President and Representative Director of Mitsui E&S Business Service Co., Ltd.
December	2018	General Manager of Tamano General Office, Human Resources & General Affairs Dept., the Company
June	2019	Director, CISO, CCO, and in charge of Corporate Planning Dept., Human Resources & General Affairs Dept., and Legal Dept.. (to date) In charge of Technical Co-ordination Dept.
March	2020	Director of MODEC, Inc. (to date)
April	2020	President and Representative Director of Mitsui E&S Business Service Co., Ltd. (to date)

[Important concurrent position outside the Company]

Director of MODEC, Inc.

President and Representative Director of Mitsui E&S Business Service Co., Ltd.

[The reason he was selected as a candidate for a Director]

Mr. Shoichi Taguchi has distinguished knowledge of Machinery business. He served as General Manager of Machinery Factory, Machinery & Systems Hq., as General Manager of Tamano Works and as President and Representative Director of Mitsui E&S Business Service Co., Ltd., etc., and acquired outstanding management abilities through his experience. Considering those described above, we successively selected him as a candidate for a Director.

[Special interest between the candidate and the Company]

Not applicable

4. Taketsune Matsumura (May 25, 1967 / 2,000 shares) New candidate

[Candidate's career summary, position and area of responsibility in the Company]

April	1991	Joined the Company
April	2005	Manager of Basic Design Dept., Ship & Ocean Project Hq.
April	2015	General Manager of Basic Design Dept., Ship & Ocean Project Hq.
February	2018	General Manager of Strategic Planning Sect. of Corporate Planning Dept., Corporate Planning Hq. and Manager of IR Dept.
March	2018	Director of MODEC, Inc.
March	2019	General Manager of Corporate Planning Dept., the Company (to date)

[Important concurrent position outside the Company]

Not applicable

[The reason he was selected as a candidate for a Director]

Mr. Taketsune Matsumura has sufficient knowledge of ship business operation and corporate planning acquired through his experience as a Director of MODEC and General Manager of Corporate Planning Dept. of the Company. In addition to those described above, in order to improve management of the Company, we newly selected him as a candidate for a Director.

[Special interest between the candidate and the Company]

Not applicable

5. Toshikazu Tanaka (February 7, 1945 / 2,000 shares)

Candidate for reappointment as an independent, Outside Director

Term of office as Outside Director: 5 years

Frequency of attendance at the Board of Directors meetings: 20 out of 20 (100%)

[Candidate's career summary, position and area of responsibility in the Company]

April	1968	Joined Toyo Koatsu Industries Co., Ltd. (Mitsui Toatsu Chemicals Inc.)
June	1999	Director and General Manager of Phenols Division, Basic Chemicals Business Sector of Mitsui Chemicals, Inc.
June	2003	Managing Director and Deputy President of Basic Chemicals Business Group of Mitsui Chemicals, Inc.
June	2004	Basic Chemicals Business Group President
June	2005	Vice President and Basic Chemicals Business Group President
April	2007	Responsible for Basic Chemicals Business Sector, Corporate Planning Division, Group Management Division, Branch Offices and Overseas Subsidiaries & Affiliates
June	2009	President of Mitsui Chemicals, Inc.
April	2014	Director of Mitsui Chemicals, Inc.
June	2014	Senior Advisor of Mitsui Chemicals, Inc.
June	2015	Outside Director of the Company (to date)
June	2018	Advisor of Mitsui Chemicals, Inc. (to date)
June	2020	Scheduled to be appointed to Honorary Advisor of Mitsui Chemicals, Inc.

[Important concurrent position outside the Company]

Honorary Advisor of Mitsui Chemicals, Inc.

[The reason he was selected as a candidate for an Outside Director]

Mr. Toshikazu Tanaka has sufficient and overall experience and knowledge of domestic and overseas business operation and corporate management acquired as an executive of a major integrated chemical company for a long period. We expect him to advise the overall management of the Company with a broad perspective and to oversee and supervise management of the Company from an independent position. Considering those described above, we successively selected him as a candidate for an Outside Director.

[Special interest between the candidate and the Company]

Not applicable

(Notes)

1. Based on the provision of Article 427, paragraph 1 of the Companies Act, the Company has entered into a Liability Limitation Agreement with Mr. Toshikazu Tanaka that limits the amount of his liability as set forth in Article 423, paragraph 1 of the same Act. The limit on liability for damages under the said agreement is ten (10) million yen or the minimum liability amount provided by laws and regulations, whichever is higher. When this agenda item is approved, the Company intends to continue the agreement it has entered into with him.
2. Mr. Toshikazu Tanaka satisfies the conditions of “The Standard of Independence” provided by Tokyo Stock Exchange, and “The Standard of Independence of Outside Directors and Corporate Auditors,” which the Company determines (See the reference 2 below) (hereinafter collectively referred to as “The Standard of Independence”). When this agenda item is approved, the Company intends to continue assigning him as independent Director.

There is a business connection about sales and purchase, etc. of parts of plants and material, etc. with Mitsui Chemicals, Inc., where Mr. Toshikazu Tanaka was an executive in the past and now is engaged as an Advisor. In the Term, the share of the net sales of the said company from the Company Group is less than 0.1 % of the total consolidated net sales of the said company for the Term. On the other hand, the share of the net sales of the Company Group from the said company is more than 2.0 % and less than 2.5 % of the total consolidated net sales of the Company for the Term. Accordingly, we judge the said company as a main customer of the Company Group defined in The Standard of Independence. However, after he retired from Director of the said company in June 2014, he has been engaged as non-executive Senior Advisor or Advisor and he will be appointed to non-executive Honorary Advisor from June 2020. Therefore, the business connection has no importance as to influence his independence as Outside Director. In addition, Mitsui E&S Engineering Co., Ltd, which is a wholly-owned subsidiary of the Company, guarantees debt of 1,089 million yen arising out of the loan from financial institution(s) in collaboration business with the said company.

The Company held shares of Mitsui Chemicals, Inc., where Mr. Toshikazu Tanaka was an executive in the past and now is engaged as Advisor, as of March 31, 2019. However, the Company sold all of the shares during the Term and the Company does not have any share of the said company as of March 31, 2020.

6. Yoshio Haga (December 24, 1949 / 0 shares)

New candidate as an independent and Outside Director

[Candidate's career summary]

April	1974	Joined Jujo Paper Co., Ltd.
July	1995	General Manager of Pulp Production Dept., Ishinomaki Mill of Nippon Paper Industries Co., Ltd.
June	2002	Associative Director and General Manager of Komatsushima Mill of Nippon Paper Industries Co., Ltd.
June	2005	Director, General Manager of Corporate Planning Div. and Corporate Planning Dept., Nippon Paper Industries Co., Ltd. Director of Nippon Paper Group, Inc.
April	2006	Managing Director and General Manager of Corporate Planning Div. of Nippon Paper Industries Co., Ltd.
June	2006	Director of Nippon Paper Group, Inc.
June	2007	Director of Nippon Paper Group, Inc. and General Manager of Corporate Planning Div. of Nippon Paper Group Co., Ltd.
May	2008	Chairman of Japan Paper Association
June	2008	President and Representative Director of Nippon Paper Group, Inc. President and Representative Director of Nippon Paper Industries Co., Ltd.
April	2013	President, Representative Director, and President Corporate Officer of Nippon Paper Industries Co., Ltd.
June	2014	Chairman and Representative Director of Nippon Paper Industries Co., Ltd.
June	2019	Special Corporate Advisor of Nippon Paper Industries Co., Ltd. (to date)

[Important concurrent position outside the Company]

Special Corporate Advisor of Nippon Paper Industries Co., Ltd.

[The reason he was selected as a candidate for an Outside Director]

Mr. Yoshio Haga has sufficient and overall experience and knowledge of domestic and overseas business operation and corporate management acquired as an executive of a major paper company for a long period. We expect him to advise the overall management of the Company with a broad perspective and to oversee and supervise management of the Company from an independent position. Considering those described above, we newly selected him as a candidate for an Outside Director.

[Special interest between the candidate and the Company]

Not applicable

(Notes)

1. When this agenda item is approved, the Company intends to enter into a Liability Limitation Agreement with Mr. Yoshio Haga that limits the amount of his liability as set forth in Article 423, paragraph 1 of the same Act, based on the provision of Article 427, paragraph 1 of the Companies Act. The limit on liability for damages under the agreement is ten (10) million yen or the minimum liability amount provided by laws and regulations, whichever is higher.
2. Mr. Yoshio Haga satisfies the conditions of “The Standard of Independence” provided by Tokyo Stock Exchange, and “The Standard of Independence of Outside Directors and Corporate Auditors,” which the Company determines (See the reference 2 below). When this agenda item is approved, the Company intends to report him as independent Director to Tokyo Stock Exchange.

For Agenda Item No.2: Election of three (3) Corporate Auditors

As the terms of office of Corporate Auditors, Mr. Takahiro Hiraiwa, Mr. Osamu Endo, and Mr. Koichi Tanaka are to expire at the conclusion of this Ordinary General Meeting of Shareholders, we propose to elect three (3) members of the Corporate Auditors. As for proposing this agenda item, we already obtained consent of the Board of Corporate Auditors. The candidates are as follows:

No.	Name	Current position and area of responsibility in the Company	Classification	Frequency of attendance at the Board of Corporate Auditor (during the Term)	Frequency of attendance at the Board of Directors meetings (during the Term)
1	Yuuichi Shiomi		New candidate		
2	Koichi Tanaka	Outside Corporate Auditor	Reappointment Outside Independent	14 out of 14 (100%)	20 out of 20 (100%)
3	Seiichi Ueno		New candidate Outside Independent		

(Notes)

1. New candidate: a candidate for a new Corporate Auditor
2. Reappointment: a candidate for reappointment as a Corporate Auditor
3. Outside : a candidate for an Outside Corporate Auditor
4. Independent : a candidate for an independent Corporate Auditor

1. Yuuichi Shiomi (October 20, 1958 / 2,000 shares) New Candidate

[Candidate's career summary, position and area of responsibility in the Company]

April	1982	Joined the Company
April	2010	General Manager of Accounting Dept., Tamano Works
May	2013	Manager of Finance & Accounting Dept. and Export Control Dept.
April	2014	Associate Executive Officer and General Manager of Financial Affairs & Accounting Dept.
April	2015	Executive Officer
April	2017	Managing Executive Officer, CFO and in charge of IR Dept.
June	2017	Director
June	2019	President and Representative Director of Mitsui E&S Business Service Co., Ltd.
April	2020	Director of Mitsui E&S Business Service Co., Ltd. (to date)
June	2020	Scheduled to retire from Director of Mitsui E&S Business Service Co., Ltd.

[Important concurrent position outside the Company]

Not applicable

[The reason he was selected as a candidate for a Corporate Auditor]

Mr. Yuuichi Shiomi has distinguished knowledge of finance & accounting. In addition, he conducted role in the management of the Company as General Manager of Finance & Accounting Dept. and CFO of the Company, and President and Representative Director of Mitsui E&S Business Service Co., Ltd. and is familiar with its actual situation of the Company. Mr. Yuuichi Shiomi has sufficient and overall experience and knowledge of financial affairs and accounting acquired through his work for financial affairs and accounting for a long period. Therefore, we judged him capable of carrying out audit properly and we newly selected him as a candidate for a Corporate Auditor.

[Special interest between the candidate and the Company]

Not applicable

2. Koichi Tanaka (October 21, 1955 / 3,600 shares)

Candidate for reappointment as for an independent, Outside Corporate Auditor

Term of office as Outside Auditor: 4 years

Frequency of attendance at the Board of Directors meetings: 20 out of 20 (100%)

Frequency of attendance at the Board of Corporate Auditors meetings: 14 out of 14 (100%)

[Candidate's career summary, position and area of responsibility in the Company]

April	1980	Joined Mitsui & Co., Ltd.
October	2003	General Manager of Finance Division, Mitsui & Co., Ltd.
April	2009	General Manager of Segment Controller Division, Mitsui & Co., Ltd.
April	2010	Managing Officer and General Manager of Segment Controller Division, Mitsui & Co., Ltd.
April	2011	Managing Officer, Deputy CFO and General Manager of Segment Controller Division, Mitsui & Co., Ltd.
April	2012	Executive Managing Officer and CCO, Mitsui & Co., Ltd.
June	2012	Representative Director, Executive Managing Officer and CCO, Mitsui & Co., Ltd.
April	2014	Representative Director, Senior Executive Managing Officer and CCO, Mitsui & Co., Ltd.
April	2015	Director, Mitsui & Co., Ltd.
June	2015	Counselor, Mitsui & Co., Ltd. Outside Director of AIG Japan Holdings KK (to date)
June	2016	Outside Corporate Auditor (to date)
June	2018	Outside Corporate Auditor of Honda Trading Corporation (to date)

[Important concurrent position outside the Company]

Outside Director of AIG Japan Holdings KK

Outside Corporate Auditor of Honda Trading Corporation

[The reason he was selected as a candidate for an Outside Corporate Auditor]

Mr. Koichi Tanaka has sufficient discernment of business operation and overall corporate management acquired through his experience mainly as an executive of a general trading company. In addition, he was engaged in financial affairs and accounting for a long period and has substantial knowledge of financial affairs and accounting. Therefore, we judged him capable of carrying out audit properly based on an objective point of view and successively selected him as a candidate for an Outside Corporate Auditor.

[Special interest between the candidate and the Company]

Not applicable

(Notes)

1. Based on the provision of Article 427, paragraph 1 of the Companies Act, the Company has entered into a Liability Limitation Agreement with Mr. Koichi Tanaka that limits the amount of his liability as set forth in Article 423, paragraph 1 of the same Act. The limit on liability for damages under the said agreement is ten (10) million yen or the minimum liability amount provided by laws and regulations, whichever is higher. When this agenda item is approved, the Company intends to continue the agreement it has entered into with him.
2. Mr. Koichi Tanaka satisfies the conditions of “The Standard of Independence” provided by Tokyo Stock Exchange, and “The Standard of Independence of Outside Directors and Corporate Auditors,” which the Company determines (See the reference 2 below). When this agenda item is approved, the Company intends to continue assigning him as independent Corporate Auditor.

There is a business connection with respect to sales and purchase of equipment and so on between the Company and Mitsui & Co., Ltd., where Mr. Koichi Tanaka was an executive in the past. However, the business connection is not at a level of importance that would influence his independence as an Outside Corporate Auditor, as the share of the net sales of the said company from the Company Group is less than 0.1 % of the revenue of the said company’s group of the Term. In addition, the share of the net sales of the Company Group from the said company is less than 1 % of the total consolidated net sales of the Company of the Term.

The Company held shares of Mitsui & Co., Ltd., of which Mr. Koichi Tanaka was an executive in the past, as of March 31, 2019. However, the Company sold all of the shares during the Term and the Company does not have any share of the said company. as of March 31, 2020.

3. Seiichi Ueno (June 14, 1957 / 0 shares)

New candidate as an independent, Outside Corporate Auditor

[Candidate's career summary]

April	1981	Joined Mitsui Bank
April	2007	General Manager of Corporate Banking Dept. VI, Sumitomo Mitsui Banking Corporation
April	2010	Executive Officer and General Manager of Corporate Credit Dept., Sumitomo Mitsui Banking Corporation
April	2012	Managing Executive Officer of Sumitomo Mitsui Banking Corporation
May	2013	Managing Executive Officer and General Manager of Credit Control Hq., Sumitomo Mitsui Card Company, Limited.
April	2014	Senior Managing Executive Officer of Sumitomo Mitsui Card Company, Limited. (to date)
June	2017	Representative Director of Sumitomo Mitsui Card Company, Limited.
March	2020	Retired from Representative Director of Sumitomo Mitsui Card Company, Limited.
June	2020	Scheduled to retire from Senior Managing Executive Officer of Sumitomo Mitsui Card Company, Limited.

[Important concurrent position outside the Company]

Not applicable

[The reason he was selected as a candidate for a Corporate Auditor]

Mr. Seiichi Ueno has sufficient discernment of economic trend and overall corporate management acquired through his experience as an executive of a financial institution. Therefore, we judged him capable of carrying out audit properly based on an objective point of view and newly selected him as a candidate for an Outside Corporate Auditor.

[Special interest between the candidate and the Company]

Not applicable

(Notes)

1. When this agenda item is approved, the Company intends to enter into a Liability Limitation Agreement with Mr. Seiichi Ueno that limits the amount of his liability as set forth in Article 423, paragraph 1 of Companies Act, based on the provision of Article 427, paragraph 1 of the same Act. The limit on liability for damages under the agreement is ten (10) million yen or the minimum liability amount provided by laws and regulations, whichever is higher.
2. Mr. Seiichi Ueno satisfies the conditions of "The Standard of Independence" provided by Tokyo Stock

Exchange, and “The Standard of Independence of Outside Directors and Corporate Auditors,” which the Company determines (See the reference 2 below). When this agenda item is approved, the Company intends to report him as independent Director to Tokyo Stock Exchange.

The Company is borrowing 29,690 million yen as of March 31, 2020 from Sumitomo Mitsui Banking Corporation, where Mr. Seiichi Ueno was an executive in the past, and the said bank holds a part of shares of the Company. However, neither the Company’s degree of dependency on borrowings from the said bank, nor the said bank’s shareholding ratio in the Company are higher than those of other companies. In addition, there is a business connection with respect to card usage fee between the Company and Sumitomo Mitsui Card Company, Limited., where he is engaged as an executive. However, the business connection is not at a level of importance that would influence his independence as an Outside Corporate Auditor, as the share of the net sales of the said company from the Company Group is less than 0.1 % of the total consolidated ordinary revenue of the said company of the Term, and there is no sales from the Company Group to the said company during the Term.

The Company held shares of Sumitomo Mitsui Financial Group, Inc., which is the parent company of both of Sumitomo Mitsui Banking Corporation, where Mr. Seiichi Ueno was an executive in the past, and Sumitomo Mitsui Card Company, Limited, where Mr. Seiichi Ueno is engaged as an executive, as of March 31, 2019. However, the Company sold all of the shares during the Term and the Company does not have any share of Sumitomo Mitsui Financial Group, Inc. as of March 31, 2020.

For Agenda Item No.3: Election of one (1) Substitute Corporate Auditor

The term of office of Mr. Akira Takenouchi, who was elected as a Substitutable Corporate Auditor at the Ordinary General Meeting of Shareholders held on June 28, 2016, is to expire at the opening of this Ordinary General Meeting of Shareholders. In case we lack proper number of Corporate Auditors which is provided by laws and regulations, we propose to elect one (1) Substitutable Corporate Auditor again in this Ordinary General Meeting of Shareholders. As for proposing this agenda item, we already obtained consent of the Board of Corporate Auditors. The candidate is as follows:

Akira Takenouchi (May 26, 1947 / 0 shares)

Candidate for reappointment as an independent, Outside Corporate Auditor

[Candidate's career summary]

April	1979	Registered at Tokyo Bar Association, joined Tsuji Makoto law firm (to date)
June	2002	Outside Corporate Auditor of Alps Electric Co., Ltd., Outside Corporate Auditor of Alps Logistics Co., Ltd.
April	2011	President of Tokyo Bar Association, Vice President of Japan Federation of Bar Associations
June	2014	Outside Corporate Auditor of Amada Co., Ltd. (to date)
June	2015	Auditor of Yoshida Scholarship Foundation (to date)

[Important concurrent position outside the Company]

Partner, Tsuji Makoto law firm
Outside Corporate Auditor of Amada Co., Ltd.
Auditor of Yoshida Scholarship Foundation

[The reason he was selected as a candidate for a Substitutable, Outside Corporate Auditor]

Mr. Akira Takenouchi has sufficient, experience and specialty as a lawyer for a long period. In addition, he has served as an outside corporate auditor of listed companies after successively holding posts such as Vice President of Japan Federation of Bar Associations, and has substantial discernment for overall corporate management. Therefore, we judged him capable of carrying out audit properly from an objective point of view and successively selected him as a candidate for a Substitutable, Outside Corporate Auditor.

Although Mr. Akira Takenouchi does not have an experience of directly being responsible for corporate management in the past, he is conversant with corporate legal work as a lawyer. In addition, he has served as an Outside Corporate Auditor of a listed company and has sufficient knowledge of overall corporate management. Therefore, we judge him capable of carrying out duties of an Outside Corporate Auditor properly.

[Special interest between the candidate and the Company]

Not applicable

(Notes)

1. When Mr. Akira Takenouchi takes office as a Corporate Auditor, the Company intends to enter into Liability Limitation Agreement with him that limits the amount of his liability as set forth in Article 423, paragraph 1 of Companies Act, based on the provision of Article 427, paragraph 1 of the same Act. The limit on liability for damages under the said agreement is ten (10) million yen or the minimum liability amount provided for by laws and regulations, whichever is higher.
2. Mr. Akira Takenouchi satisfies conditions of “The Standard of Independence” of Tokyo Stock Exchange, and “The Standard of Independence of Outside Directors and Corporate Auditors”, which the Company provides (See the reference 2 below). When he takes office as the Company’s Corporate Auditor, the Company intends to report him as an independent Corporate Auditor to Tokyo Stock Exchange.

<For reference 1> Policy on Designation of the Company's Executives, etc.

When the Company elects candidates for Directors or Corporate Auditors, it establishes an advisory committee on personnel affairs voluntarily, which confirms a standard of election and a proposal for electing Directors. In addition, the committee confirms whether candidates for Corporate Auditors satisfy the conditions provided by the Board of Corporate Auditors. After the confirmation described above, the President will submit a proposal for electing candidates for Directors to the Board of Directors and/or the President submit a proposal for electing candidates for Corporate Auditors with prior consent of the Board of Corporate Auditors. The committee consists of four members in total: the President as the chairman of the committee, one Director appointed by the President, and two independent Outside Directors.

<For reference 2> Independence of Outside Directors and Outside Corporate Auditors

The Company will not judge a person to be independent if he/she conflicts with "The Standard of Independence" provided by Tokyo Stock Exchange, or if he/she corresponds to any of the conditions of "The Standard of Independence of Outside Directors and Corporate Auditors" described below, as a general rule.

The Standard of Independence of Outside Directors and Outside Corporate Auditors (established on October 30, 2015)

The Company judges whether an Outside Director and an Outside Corporate Auditor is independent by considering the conditions described below as well as considering "The Standard of Independence" provided by Tokyo Stock Exchange.

- a. A person or an entity to whom/which the Company or its consolidated subsidiaries (hereinafter referred to as "the Company Group") is a main customer (*1), or a person who executes business in an entity to which the Company Group is a main customer
- b. A main customer of the Company Group (*2), or a person who executes business in an entity that is a main customer of the Company Group
- c. A large creditor of the Company (*3), or a person who executes business in a large creditor of the Company
- d. A main shareholder of the Company (*4), or a person who executes business in a main shareholder of the Company
- e. A person who belongs to an auditor which conducts statutory auditing of the Company Group
- f. A consultant, an accounting specialist, or a legal specialist who received money or other monetary

benefits amounting to 10 million yen or more, separate from Officers' remuneration from the Company Group during the last fiscal year (if an entity such as a corporation or an association received the monetary benefit described above from the Company Group, a person who belongs to such an entity.)

g. A person or an entity who/which corresponds to any of the conditions of "a" to "f" described above during the last fiscal year

h. A close relative (*5) of a person (except for a person who does not have importance to the Company Group) who corresponds to any of the conditions of "a" to "g" described above

*1. A person or an entity to whom/ which the Company Group is a main customer:

A person or an entity whose transaction amount of the last fiscal year with the Company Group is higher than 2 % of his/her/its total consolidated net sales for the last fiscal year

*2. A main customer of the Company Group:

A person or an entity with whom/which the Company Group transacted business during the last fiscal year with a transaction amount that is higher than 2 % of the total consolidated net sales for the last fiscal year of the Company Group

*3. A large creditor of the Company:

A financial institution or another creditor which/who is essential and cannot be substituted for fundraising of the Company

*4. A main shareholder of the Company:

A shareholder which/who holds shares of the Company and whose proportion of voting rights held is 10 % or above

*5. A close relative:

A spouse or a relative in the second degree