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Securities Code: 6674

June 8, 2021

To Shareholders with Voting Rights:

Osamu Murao
President
GS Yuasa Corporation
1, Inobanba-cho, Nishinosho, Kisshoin, Minami-ku,
Kyoto, Japan

NOTICE OF THE 17TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

You are hereby notified that the 17th Annual General Meeting of Shareholders (the “Meeting”) of GS Yuasa Corporation (the “Company”) will be held as described below.

From the perspective of preventing the spread of COVID-19, the Company strongly recommends that you refrain from attending the Meeting regardless of your health condition and exercise your voting rights in advance in writing or electronically (Internet, etc.).

Please review the attached Reference Documents for the Meeting and exercise your voting rights by 5:00 p.m. on Monday, June 28, 2021 (Japan Standard Time).

- 1. Date and Time:** Tuesday, June 29, 2021 at 10:00 a.m. (Japan Standard Time)
- 2. Venue:** Hall at Head Office
1, Inobanba-cho, Nishinosho, Kisshoin, Minami-ku, Kyoto, Japan

3. Meeting Agenda

Matters to be reported:

1. The Business Report and Consolidated Financial Statements for the 17th fiscal year (April 1, 2020 - March 31, 2021) (the “Fiscal Year”) and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board
2. Non-consolidated Financial Statements for the Fiscal Year

Matters to be resolved:

- | | |
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| Proposal 1 | Appropriation of Surplus |
| Proposal 2 | Election of Seven (7) Directors |
| Proposal 3 | Election of Four (4) Audit & Supervisory Board Members |
| Proposal 4 | Election of One (1) Substitute Audit & Supervisory Board Member |
| Proposal 5 | Payment of Bonuses for Directors |
| Proposal 6 | Re-determination of Details of Performance-Linked Stock Remuneration, etc. for Directors to Comply with Amendment of the Companies Act |

- When you attend the Meeting, you are kindly requested to present the enclosed voting form at the reception desk.
- Reception is planned to begin at 9:00 a.m. on the day of the Meeting.
- Only our shareholders are allowed to enter the venue. Persons who are attending as proxies of shareholders need to be themselves shareholders. In addition, the proxy shall be limited to one person.

Reference Documents for the Meeting

Proposal 1 Appropriation of Surplus

The Company proposes the appropriation of surplus as follows:

Year-end dividends

The Company considers the appropriate return of profit to its shareholders as one of management policies of utmost importance, and believes that the paying of dividends should be principally determined by comprehensively taking into consideration consolidated performance trends, the financial situation, and the payout ratio among other data.

The Company has given consideration to matters including the consolidated business performance of the Fiscal Year and future business development, and it proposes to pay year-end dividends for the Fiscal Year as follows:

1. Type of dividend property
Cash
2. Allocation of dividend property to shareholders and total amount thereof
The Company proposes to pay a dividend of ¥50 per common share of the Company.
In this event, the total dividends will be ¥4,033,776,100.
3. Effective date of distribution of surplus
The effective date of dividends will be June 30, 2021.

Proposal 2 Election of Seven (7) Directors

The terms of office of all seven (7) currently serving Directors will expire at the conclusion of the Meeting. Therefore, the Company proposes the election of seven (7) Directors.

The Company has established the Nomination and Compensation Committee, which is chaired by an Outside Director who is an independent officer, and of which Outside Directors who are independent officers compose a majority of members, to enhance the transparency and objectivity in the nomination process of candidates for Directors. Regarding the selection of the candidates, the Board of Directors has determined the candidates after seeking and receiving advice from the Nomination and Compensation Committee.

The candidates for Director are as follows:

Candidate No.	Name		Career summary, current position and responsibilities	Attendance at Board of Directors Meetings	Tenure as Director
1	Osamu Murao	Reelection	President Chief Executive Officer (CEO)	100% (17/17)	9 years
2	Toshiyuki Nakagawa	Reelection	Senior Managing Director Chief Financial Officer (CFO)	100% (17/17)	11 years
3	Masahiro Shibutani	New election	-	-	-
4	Kazuhiro Fukuoka	Reelection	Director	100% (13/13)	1 year
5	Ikuo Otani	Reelection Outside Independent	Director	100% (17/17)	4 years
6	Takayoshi Matsunaga	Reelection Outside Independent	Director	100% (17/17)	3 years
7	Yoshiko Nonogaki	Reelection Outside Independent	Director	100% (13/13)	1 year

(Note) Directors Kazuhiro Fukuoka and Yoshiko Nonogaki were appointed at the Annual General Meeting of Shareholders held on June 26, 2020, and thirteen (13) meetings of the Board of Directors have been held since their appointments.

Candidate No.	Name (Date of birth)	Career summary, position and responsibilities [significant concurrent positions]	Number of shares of the Company held
2	Toshiyuki Nakagawa (April 12, 1957) Reelection	<p>Apr. 1981 Joined Japan Storage Battery Co., Ltd. (currently GS Yuasa International Ltd.)</p> <p>Apr. 2009 Director of Blue Energy Co., Ltd.</p> <p>June 2009 Corporate Officer of the Company</p> <p>June 2010 Director, person in charge of Corporate Strategy and Public Relations Head of Corporate Office Director of GS Yuasa International Ltd.</p> <p>June 2012 Person in charge of Finance and Accounting and Information Systems of the Company President of GS Yuasa Accounting Service Ltd. (currently GS Yuasa International Ltd.)</p> <p>June 2014 Managing Director of the Company Managing Director of GS Yuasa International Ltd.</p> <p>Sept. 2016 Person in charge of Investor Relations and Corporate Social Responsibility of the Company</p> <p>June 2017 Chief Financial Officer (CFO) (current position)</p> <p>June 2018 Senior Managing Director (current position) Senior Managing Director of GS Yuasa International Ltd. (current position)</p> <p>[Significant concurrent positions outside the Company] Senior Managing Director of GS Yuasa International Ltd.</p>	8,842 shares
<p>[Reasons for nomination as a candidate for Director and expected roles] Toshiyuki Nakagawa has knowledge about overall group business management, and as a Director, was in charge of Finance and Accounting, Corporate Strategy, Public Relations, Investor Relations, Information Systems, and Corporate Social Responsibility in addition to his business experience in Administrative Departments including Human Resources, Accounting, and Finance. Based on his experience and knowledge, the Company has judged him to be the right person to supervise overall group management. Therefore, the Company has nominated him again as a candidate for Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibilities [significant concurrent positions]	Number of shares of the Company held
3	Masahiro Shibutani (November 2, 1960) New election	<p>Apr. 1984 Joined Yuasa Battery Co., Ltd. (currently GS Yuasa International Ltd.)</p> <p>Jan. 2006 General Manager of Finance and Accounting Division of the Company</p> <p>Apr. 2007 Director of GS Yuasa Accounting Service Ltd. (currently GS Yuasa International Ltd.)</p> <p>Apr. 2010 President and Director of Yuasa (Tianjin) Technology Ltd.</p> <p>Apr. 2012 General Manager of Corporate Office of the Company General Manager of Internal Control Office</p> <p>June 2014 Officer of GS Yuasa International Ltd. Audit & Supervisory Board Member of GS Yuasa Battery Ltd.</p> <p>Apr. 2015 General Manager of Finance and Accounting Division of GS Yuasa International Ltd.</p> <p>June 2016 Corporate Officer Deputy Business Unit Manager of Automotive Battery Business Unit Director of GS Yuasa Battery Ltd.</p> <p>June 2019 Senior Officer of GS Yuasa International Ltd. Division Manager of Planning Division of Automotive Battery Business Unit</p> <p>Apr. 2020 Director Business Unit Manager of Automotive Battery Business Unit (current position)</p> <p>Apr. 2021 Managing Director (current position) [Significant concurrent positions outside the Company] Managing Director of GS Yuasa International Ltd.</p>	1,379 shares
<p>[Reasons for nomination as a candidate for Director and expected roles]</p> <p>Masahiro Shibutani has knowledge about global business management, administration and operations based on his service as an officer at an overseas subsidiary in addition to his business experience in Automotive Battery Business and Administrative Departments. Based on his experience and knowledge, the Company has judged him to be the right person to supervise overall group management. Therefore, the Company has nominated him as a new candidate for Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibilities [significant concurrent positions]	Number of shares of the Company held
4	Kazuhiro Fukuoka (July 18, 1959) Reelection	<p>Apr. 1982 Joined Japan Storage Battery Co., Ltd. (currently GS Yuasa International Ltd.)</p> <p>Apr. 2004 General Manager of Corporate Strategy Management Division (Information Systems) of the Company</p> <p>Oct. 2005 Director of GS Yuasa Business Support Ltd. (currently GS Yuasa International Ltd.)</p> <p>Aug. 2008 Executive Vice President and Representative Director of Siam GS Battery Co., Ltd.</p> <p>June 2015 Officer of GS Yuasa International Ltd.</p> <p>June 2017 General Manager of Human Resources Division (current position)</p> <p>June 2019 Senior Officer</p> <p>Apr. 2020 Director (current position)</p> <p>June 2020 Director of the Company (current position)</p> <p>[Significant concurrent positions outside the Company] Director of GS Yuasa International Ltd.</p>	6,037 shares
<p>[Reasons for nomination as a candidate for Director and expected roles]</p> <p>Kazuhiro Fukuoka has knowledge about overall group management based on his service as an officer at an overseas subsidiary in addition to his business experience in Administrative Departments including Human Resources, Corporate Strategy and Information Systems. Based on his experience and knowledge, the Company has judged him to be the right person to supervise overall group management. Therefore, the Company has nominated him again as a candidate for Director.</p>			
5	Ikuo Otani (November 20, 1953) Reelection Outside Independent	<p>Mar. 1976 Joined Wacoal Corp. (currently WACOAL HOLDINGS CORP.)</p> <p>June 2004 Corporate Officer and Manager of Business Management</p> <p>June 2006 Director, Corporate Officer and Supervisor of Business Management of Wacoal Corp.</p> <p>Apr. 2008 Director, Corporate Officer and General Manager of Corporate Planning Department</p> <p>Apr. 2010 Director, Corporate Officer and Supervisor of Accounting General Manager of Management Planning Department of WACOAL HOLDINGS CORP.</p> <p>June 2010 Director Supervisor of Group Business Management and General Manager of Management Planning Department</p> <p>June 2011 Managing Director</p> <p>June 2012 Senior Managing Director</p> <p>June 2017 Director of the Company (current position)</p>	397 shares
<p>[Reasons for nomination as a candidate for Outside Director and expected roles]</p> <p>Ikuo Otani has extensive knowledge about overall group management based on his experience with business planning and group management at a holding company and his experience as a Director at the aforementioned company. Based on his experience, knowledge, and neutral and objective viewpoint, the Company has judged him to be capable of performing the supervisory function of the Board of Directors of the Company with regard to the business operation. Therefore, the Company has nominated him again as a candidate for Outside Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibilities [significant concurrent positions]	Number of shares of the Company held
6	Takayoshi Matsunaga (May 11, 1951) Reelection Outside Independent	<p>Apr. 1975 Joined SEKISUI CHEMICAL CO., LTD.</p> <p>June 2002 Director and Senior Vice President of High Performance Plastics Company</p> <p>Apr. 2004 Director, person in charge of IT-Related Business Unit of High Performance Plastics Company</p> <p>June 2004 Managing Director, person in charge of IT-Related Business Unit of High Performance Plastics Company</p> <p>Apr. 2005 Executive Managing Director and President of High Performance Plastics Company</p> <p>Apr. 2008 Executive Managing Director, Senior Managing Executive Officer and President of High Performance Plastics Company</p> <p>June 2008 Director, Senior Managing Executive Officer and President of High Performance Plastics Company</p> <p>Mar. 2014 Director and CEO's Special mission</p> <p>June 2014 Audit & Supervisory Board Member Outside Audit & Supervisory Board Member of Sekisui Jushi Corporation</p> <p>June 2018 Director of the Company (current position)</p>	773 shares
<p>[Reasons for nomination as a candidate for Outside Director and expected roles]</p> <p>Takayoshi Matsunaga has extensive knowledge to supervise overall management based on management experience as a Director of a listed company in addition to his experience as an Audit & Supervisory Board Member of a listed company. Based on his experience, knowledge, and neutral and objective viewpoint, the Company has judged him to be capable of performing the supervisory function of the Board of Directors of the Company with regard to the business operation. Therefore, the Company has nominated him again as a candidate for Outside Director.</p>			
7	Yoshiko Nonogaki (July 31, 1957) Reelection Outside Independent	<p>Apr. 1980 Joined Sony Corporation</p> <p>Sept. 1992 President and Representative Director of Sony Poland sp.zo.o</p> <p>July 1994 General Manager of Sales and Marketing Department, Recording Media and Energy Company of Sony Corporation</p> <p>Apr. 1999 General Manager of Planning and Marketing Department, Personal IT Network Company</p> <p>Apr. 2006 General Manager of Business Planning Department, Business and Professional Solutions Group</p> <p>Apr. 2009 Senior General Manager of Planning and Marketing Division, Business and Professional Solutions Group</p> <p>Apr. 2013 Director of Global Diversity, Personnel HQ</p> <p>June 2015 Outside Director of Jolly-Pasta Co., Ltd.</p> <p>June 2019 Outside Director of Nifco Inc. (current position)</p> <p>June 2020 Director of the Company (current position)</p> <p>[Significant concurrent positions outside the Company] Outside Director of Nifco Inc.</p>	191 shares
<p>[Reasons for nomination as a candidate for Outside Director and expected roles]</p> <p>Yoshiko Nonogaki has extensive knowledge to supervise overall management based on management experience as an Outside Director of listed companies in addition to her experience in business departments at a listed company and in management at an overseas subsidiary. Based on her experience, knowledge, and neutral and objective viewpoint, the Company has judged her to be capable of performing the supervisory function of the Board of Directors of the Company with regard to the business operation. Therefore, the Company has nominated her again as a candidate for Outside Director.</p>			

- (Notes)
1. There are no special interests between any of the candidates and the Company.
 2. Ikuo Otani, Takayoshi Matsunaga and Yoshiko Nonogaki are candidates for Outside Director.
 3. Ikuo Otani is currently an Outside Director of the Company, and at the conclusion of the Meeting, his tenure as an Outside Director will have been four (4) years.
 4. Takayoshi Matsunaga is currently an Outside Director of the Company, and at the conclusion of the Meeting, his tenure as an Outside Director will have been three (3) years.
 5. Yoshiko Nonogaki is currently an Outside Director of the Company, and at the conclusion of the Meeting, her tenure as an Outside Director will have been one (1) year.
 6. Pursuant to the provisions in Article 28 of the Articles of Incorporation of the Company and Article 427, paragraph 1 of the Companies Act (the “Act”), the Company has entered into an agreement with Ikuo Otani, Takayoshi Matsunaga, and Yoshiko Nonogaki to limit their liability under Article 423, paragraph 1 of the Act to a maximum amount of ¥10 million or the minimum liability limit stipulated in Article 425, paragraph 1 of the Act, whichever is higher, and if their reelection is approved, the Company plans to renew the relevant agreement with them.
 7. The Company has concluded a directors’ and officers’ liability insurance contract provided for in Article 430-3, paragraph 1 of the Act with an insurance company. If each candidate is elected and appointed as Director, the Company plans to insure all Directors under the relevant insurance contract. The Company plans to renew the relevant insurance contract with the same contents at the next renewal.
 8. The Company has submitted notification to the Tokyo Stock Exchange, that Ikuo Otani, Takayoshi Matsunaga, and Yoshiko Nonogaki have been appointed as independent officers as provided for by the aforementioned Exchange. If their reelection is approved, the Company plans for their appointment as independent officers to continue.
 9. Yoshiko Nonogaki will be appointed an external director of SATO HOLDINGS CORPORATION at that company’s annual general meeting of shareholders to be held on June 18, 2021.

Proposal 3 Election of Four (4) Audit & Supervisory Board Members

The terms of office of all four (4) currently serving Audit & Supervisory Board Members will expire at the conclusion of the Meeting. Therefore, the Company proposes the election of four (4) Audit & Supervisory Board Members.

In addition, the consent of the Audit & Supervisory Board has been obtained for this proposal.

The candidates for Audit & Supervisory Board Member are as follows:

Candidate No.	Name		Career summary and current position	Attendance at Board of Directors Meetings	Attendance at Audit & Supervisory Board Meetings	Tenure as Audit & Supervisory Board Member
1	Masayuki Murakami	Reelection	Audit & Supervisory Board Member (Full-time)	100% (17/17)	100% (14/14)	2 years
2	Akio Furukawa	New election	Director	100% (17/17)	-	-
3	Tsukasa Fujii	Reelection Outside Independent	Audit & Supervisory Board Member	100% (17/17)	100% (14/14)	4 years
4	Akira Tsujiuchi	New election Outside Independent	-	-	-	-

Candidate No.	Name (Date of birth)	Career summary and position in the Company [significant concurrent positions]	Number of shares of the Company held
3	Tsukasa Fujii (August 16, 1957) Reelection Outside Independent	<p>Apr. 1986 Registered as an attorney at law Joined Keiichi Uehara Law Office</p> <p>Apr. 1991 Established Tatsuno, Ozaki & Fujii Law Office Partner Attorney of the office (current position)</p> <p>Apr. 2007 Part-time lecturer of Kwasei Gakuin University Law School (current position)</p> <p>Sept. 2014 Chairman of Hirakata City Building Examination Committee (current position)</p> <p>Jan. 2017 Member of Committee of Experts of Osaka District Court (related to non-contentious landlord-tenant matters) (current position)</p> <p>June 2017 Audit & Supervisory Board Member of the Company (current position)</p> <p>[Significant concurrent positions outside the Company] Partner Attorney of Tatsuno, Ozaki & Fujii Law Office</p>	596 shares
<p>[Reasons for nomination as a candidate for Outside Audit & Supervisory Board Member] Tsukasa Fujii has extensive experience cultivated as an attorney and advanced knowledge about corporate legal affairs. Based on his experiences and knowledge, the Company has judged him to conduct audits from a neutral and objective standpoint and enhance the supervisory function. Therefore, the Company has nominated him again as a candidate for Outside Audit & Supervisory Board Member. He has never been involved in the management of a company except as an outside officer. However, for the reasons stated above, the Company has judged that he will be able to properly perform his duties as an Outside Audit & Supervisory Board Member.</p>			
4	Akira Tsujiuchi (May 24, 1954) New election Outside Independent	<p>Feb. 1978 Joined Tohmatsu Awoki & Co. (currently Deloitte Touche Tohmatsu LLC)</p> <p>Mar. 1982 Registered as a Certified Public Accountant</p> <p>June 1998 Partner of Tohmatsu & Co. (currently Deloitte Touche Tohmatsu LLC)</p> <p>June 2019 Outside Director & Audit And Supervisory Committee Member of ESTIC CORPORATION (current position)</p> <p>July 2019 Established Tsujiuchi Accounting Office Representative Director (current position)</p> <p>Jan. 2020 External Director of GAKUJO Co., Ltd. (current position)</p> <p>June 2020 Outside Audit & Supervisory Board Member of Sekisui Jushi Corporation (current position)</p> <p>[Significant concurrent positions outside the Company] Representative Director of Tsujiuchi Accounting Office Outside Director & Audit And Supervisory Committee Member of ESTIC CORPORATION External Director of GAKUJO Co., Ltd. Outside Audit & Supervisory Board Member of Sekisui Jushi Corporation</p>	100 shares
<p>[Reasons for nomination as a candidate for Outside Audit & Supervisory Board Member] Akira Tsujiuchi has extensive experience cultivated as a Certified Public Accountant and extensive knowledge about financial and accounting. Based on his experience and knowledge, the Company has judged that the supervisory function can be further enhanced for executing operations. Therefore, the Company has nominated him as a new candidate for Outside Audit & Supervisory Board Member. He has never been involved in the management of a company except as an outside officer. However, for the reasons stated above, the Company has judged that he will be able to properly perform his duties as an Outside Audit & Supervisory Board Member.</p>			

- (Notes)
1. There are no special interests between any of the candidates and the Company.
 2. Tsukasa Fujii and Akira Tsujiuchi are candidates for Outside Audit & Supervisory Board Member.
 3. Akira Tsujiuchi had been in a position to execute duties for a business of Deloitte Touche Tohmatsu LLC, which had been the Company's Accounting Auditor by June 2020. He resigned in June 2019; therefore, he has no relationship with that may be constrained by business executors in performing his duties as Audit & Supervisory Board Member.

4. Tsukasa Fujii is currently an Outside Audit & Supervisory Board Member of the Company, and at the conclusion of the Meeting, his tenure as an Outside Audit & Supervisory Board Member will have been four (4) years.
5. Pursuant to the provisions in Article 38 of the Articles of Incorporation of the Company and Article 427, paragraph 1 of the Companies Act (the “Act”), the Company has entered into an agreement with Tsukasa Fujii to limit his liability under Article 423, paragraph 1 of the Act to a maximum amount of ¥10 million or the minimum liability limit stipulated in Article 425, paragraph 1 of the Act, whichever is higher, and if his reelection is approved, the Company plans to renew the relevant agreement with him.
6. If the election of Akira Tsujiuchi is approved, pursuant to the provisions in Article 38 of the Articles of Incorporation of the Company and Article 427, paragraph 1 of the Act, the Company plans to enter into an agreement with him to limit his liability under Article 423, paragraph 1 of the Act to a maximum amount of ¥10 million or the minimum liability limit stipulated in Article 425, paragraph 1 of the Act, whichever is higher.
7. The Company has concluded a directors’ and officers’ liability insurance contract provided for in Article 430-3, paragraph 1 of the Act with an insurance company. If each candidate is elected and appointed as Audit & Supervisory Board Member, the Company plans to insure all Audit & Supervisory Board Member under the relevant insurance contract. The Company plans to renew the relevant insurance contract with the same contents at the next renewal.
8. The Company has submitted notification to the Tokyo Stock Exchange, that Tsukasa Fujii has been appointed as an independent officer as provided for by the aforementioned exchange. If his reelection is approved, the Company plans for his appointment as an independent officer to continue.
9. If the election of Akira Tsujiuchi is approved, the Company plans to submit notification to the Tokyo Stock Exchange concerning his appointment as an independent officer as provided for by the aforementioned exchange.
10. Akio Furukawa is currently a Director of GS Yuasa International Ltd. However, he will retire from that position on June 28, 2021.
11. Akira Tsujiuchi is currently an Outside Director (Audit And Supervisory Committee Member) of ESTIC CORPORATION. The term of his office will expire after the end of the company’s annual general meeting of shareholders to be held on June 17, 2021.

Proposal 4**Election of One (1) Substitute Audit & Supervisory Board Member**

The effective term of office of a substitute Audit & Supervisory Board Member Mitsuaki Nakakubo who was elected at the 13th Annual General Meeting of Shareholders held on June 29, 2017, will expire at the beginning of the Meeting. To avoid unfulfillment of the number of Audit & Supervisory Board Member stipulated in laws and regulations, the Company proposes the election of one (1) substitute Audit & Supervisory Board Member.

The effective election of a substitute Audit & Supervisory Board Member may be revoked by a resolution of the Board of Directors only prior to assuming the office with the consent of the Audit & Supervisory Board.

In addition, the consent of the Audit & Supervisory Board has been obtained for this proposal.

The candidate for substitute Audit & Supervisory Board Member is as follows:

Name (Date of birth)	Career summary [significant concurrent positions]	Number of shares of the Company held
Mitsuaki Nakakubo (November 24, 1966) Outside Independent	Apr. 1995 Registered as an attorney at law (Daini Tokyo Bar Association) Apr. 2001 Partner Attorney of Asahi Law Offices (current position) June 2007 Member of Corporate Valuation Committee for implementing takeover defense measures of the Company Apr. 2008 Permanent member of the Daini Tokyo Bar Association June 2015 Outside Audit & Supervisory Board Member of NIKKISO CO., LTD. June 2019 Outside Director of FANCL CORPORATION (current position) Mar. 2021 Outside Director of NIKKISO CO., LTD. (current position) [Significant concurrent positions outside the Company] Partner Attorney of Asahi Law Offices Outside Director of FANCL CORPORATION Outside Director of NIKKISO CO., LTD.	0 shares
[Reasons for nomination as a candidate for substitute Audit & Supervisory Board Member] Mitsuaki Nakakubo has been actively involved in the board aspects of corporate legal affairs as an attorney with advanced knowledge about compliance and corporate governance. Based on his experiences and knowledge, the Company has judged him to conduct audits from a neutral and objective standpoint and enhance the supervisory function. Therefore, the Company has nominated him as a candidate for substitute Audit & Supervisory Board Member. He has never been involved in the management of a company except as an outside officer. However, for the reasons stated above, the Company has judged that he will be able to properly perform his duties as an Audit & Supervisory Board Member.		

- (Notes)
1. There are no special interests between Mitsuaki Nakakubo and the Company.
 2. Mitsuaki Nakakubo is eligible for Outside Audit & Supervisory Board Member stipulated in Article 2, item 16 of the Companies Act (the "Act").
 3. If Mitsuaki Nakakubo assumes the office of Outside Audit & Supervisory Board Member, pursuant to the provisions in Article 38 of the Articles of Incorporation of the Company and Article 427, paragraph 1 of the Act, the Company plans to enter into an agreement with him to limit his liability under Article 423, paragraph 1 of the Act to a maximum amount of ¥10 million or the minimum liability limit stipulated in Article 425, paragraph 1 of the Act, whichever is higher.
 4. The Company has concluded a directors' and officers' liability insurance contract provided for in Article 430-3, paragraph 1 of the Act with an insurance company. If Mitsuaki Nakakubo assumes the office of Audit & Supervisory Board Member, the Company plans to insure him under the relevant insurance contract.
 5. If Mitsuaki Nakakubo assumes the office of Outside Audit & Supervisory Board Member, the Company plans to submit notification to the Tokyo Stock Exchange concerning his appointment as an independent officer as provided for by the aforementioned exchange.

Proposal 5 Payment of Bonuses for Directors

The Company shall pay bonuses totaling up to ¥10 million to the four (4) Directors (excluding Outside Directors) at the end of the Fiscal Year, taking into consideration among other things the business performance of the Fiscal Year.

This proposal has been decided after being discussed at the Nomination and Compensation Committee, which is made up of three (3) Independent Outside Directors and two (2) Directors (internal), in accordance with the remuneration policy determined at the Board of Directors, and it is deemed appropriate in light of the details of the aforementioned policy.

Moreover, the Company requests to entrust to the Board of Directors to determine the amount for each Director.

Proposal 6 Re-determination of Details of Performance-Linked Stock Remuneration, etc. for Directors to Comply with Amendment of the Companies Act

At the 13th Annual General Meeting of Share

holders held on June 29, 2017, the Company gained approval for the introduction of a performance-linked stock remuneration plan (the “Plan”) for the Company’s Directors (excluding Outside Directors; the same applies hereinafter), which remains in effect (the resolution of the aforementioned General Meeting of Shareholders is hereinafter referred to as “Original Resolution”). However, in line with the enforcement of the Act Partially Amending the Companies Act (Act No. 70 of 2019) on March 1, 2021, the Company again seeks approval of our shareholders for this proposal for which extra clarification has been given regarding the indicators for assessing the degree of achievement for the business performance used to calculate the number of points to be awarded to Directors in the Plan, and the outline of the handling in the case of resignation of any Directors for personal reasons and in the case of dismissal. This proposal is a procedural measure in accordance with the amendment of laws and regulations and is not intended to increase the actual amount of remuneration compared to that under the Original Resolution.

1. Details of and reasons for the proposal

The Plan aims to elevate Directors’ consciousness in terms of contributing to improve the Company’s medium- to long-term business performance and enhance its corporate value by linking the Directors’ remuneration more explicitly with the Company’s business performance and share value so that the Directors not only benefit from stock price gains but also bear the risk of stock price losses by sharing profit and risks arising from changes in stock prices with the Company’s shareholders. Considering that the details are in line with the details of the remuneration policy determined at the Board of Directors, the Company believes that the details of this proposal are appropriate.

Specifically, the Company shall pay performance-linked stock remuneration under the Plan to the Directors of the Company, separate from the amount of remuneration limit for Directors approved at the 1st Annual General Meeting of Shareholders held on June 29, 2005 (monthly total of up to ¥30 million; excluding portion of employee salaries).

Moreover, the Company requests to entrust to the resolution of the Board of Directors to determine the details of the remuneration under the Plan within the framework outlined in “2. Amount of remuneration, etc. and other details of the Plan” below.

If Proposal 2 “Election of Seven (7) Directors” is approved as originally proposed, the number of Directors eligible for the Plan will be four (4).

2. Amount of remuneration, etc. and other details of the Plan

(1) Outline of the Plan

The Plan is a performance-linked stock remuneration plan. Under the Plan, a trust that is established with money contributed by the Company (the “Trust”) acquires common shares of the Company (the “Company’s shares”). The Company’s shares are granted to the Directors through the Trust based on the number of points awarded to the Directors in accordance with the stock grant regulations prescribed by the Board of Directors.

The Directors shall receive the grant of the Company’s shares upon completion of their tenure, in principle.

(2) Trust period

The trust period of the Trust was initially two (2) years from August 2017 to August 2019. Afterward, at the Board of Directors meeting held in June 2019, it was decided to extend the trust period of the Trust for a period from August 2019 to August 2022. With regard to the procedures for extension, under the original proposal, approval has been given for the Plan to be renewed and the trust period extended upon its expiration by a decision of the Board of Directors (including the case where the entrusted assets of the Trust is transferred to a trust that has the same purpose as that of the Trust, which was created by the Company, effectively extending the trust agreement; the same applies hereinafter), and the Plan may be renewed hereafter by extending the trust period using the same procedures. If the Plan is renewed, the Company will contribute additional funds to acquire the Company’s shares needed to be granted to the

Directors under the Plan within the maximum amount approved at this Annual General Meeting of Shareholders. Furthermore, in such a case, the applicable period will be extended to coincide with any trust-period extension and renewal of the Plan. During the extended trust period, the Company will continue to award points in accordance with section (4) (i) below and the grant of the Company's shares will be continued in accordance with section (4) (ii) below.

However, even in a case where the Company does not continue to award points, such as in the case described above, if any Directors who have been awarded points are still serving as Directors as of the trust period's expiration date, the Company may extend the trust period until said Directors have completed their tenure and their grants of the Company's shares have been completely fulfilled.

(3) Maximum amount of money contributed by the Company

The Trust shall be established with Directors satisfying specified eligibility requirements as beneficiaries and the Company shall contribute money within the maximum amount of ¥40 million per year during the trust period as funds to acquire the Company's shares required for the granting of the Company's shares to Directors as their remuneration under the Plan. Using the money entrusted by the Company as a source of funds, the Trust will acquire the Company's shares through a securities exchange or by undertaking the disposal of Company's treasury shares.

If the trust period is extended, the Company will contribute additional money not exceeding an amount calculated by multiplying ¥40 million by the number of years of the extended trust period, into the Trust.

(Note) The amount of money that the Company actually entrusts to the Trust includes the aforementioned funds to acquire the Company's shares and estimated required expenses, including trust fees and trust caretaker fees.

(4) Calculation method and maximum number of the Company's shares to be granted to Directors

(i) Awarded method of points to Directors and maximum number of points

In accordance with the stock grant regulations prescribed by the Board of Directors, the Company shall grant points to the Directors respectively, based on the position, the degree of achievement of the target for the business performance in the most recently completed fiscal year and other factors, on the point-award dates prescribed in the stock grant regulations during the trust period.

However, the total number of points that the Company awards to the Directors shall be not more than 108,000 points per year.

Indicators for assessing the degree of achievement for the business performance shall be consolidated net sales and operating income ratio before goodwill depreciation that we set as the mid-term management targets, return on invested capital (ROIC) to assess an efficiency of business activities and others. Points to be awarded to Directors shall vary in a range from 0% to 100% based on the degree of achievement for the business performance.

(ii) The grant of the Company's shares based on the number of the awarded points

In accordance with section (5) below, the Company's shares will be granted to Directors based on the awarded points stipulated above in section (i).

The number of the Company's shares that should be granted to each Director shall be a number calculated by multiplying 0.2 by the number of points awarded to the Director.

However, in the event of a stock split, consolidation of shares or other event deemed reasonable to adjust of the number of the Company's shares that should be granted, the Company will reasonably adjust the grant of the Company's shares based on the stock-split ratio, share-consolidation ratio or other relevant factors.

At the beginning of the introduction of the Plan, the number of the Company's shares to be granted to each Director was the number obtained by multiplying the number of points awarded to that Director by 1.0. However, since the Company conducted a consolidation of shares to consolidate five (5) Company's shares into one (1) share as of October 1, 2018, an adjustment has been made based on that share-consolidation ratio.

(5) The grant of the Company's shares to Directors

The grant of the Company's shares stipulated above in section (4) to each Director will be conducted by the Trust once the Director has complied with the specified beneficiary settlement procedure at

completion of his/her tenure. However, a certain portion of its holdings of the Company's shares may be sold for cash in the Trust and cash may be distributed to Directors instead of a corresponding portion of the Company's shares. Additionally, if the Trust's holdings of the Company's shares are converted into cash, for example, a case where said shares are tendered in response to a tender offer or otherwise liquidated, cash may be distributed instead of the Company's shares.

Furthermore, in the case of resignation of any Directors during the trust period for personal reasons or dismissal at a General Meeting of Shareholders based on the decision of the Board of Directors, there may be cases where all or part of the cumulative points of the Directors becomes invalid, and no granting of shares or distribution of cash is made.

(6) Exercise of voting rights

A trust caretaker independent of both the Company and its officers shall instruct the trustee to refrain from exercising the voting rights attached to the Company's shares held in the Trust. The trustee shall comply with the caretaker's instructions by not exercising said voting rights during the trust period. This voting restriction is intended to ensure neutrality with the Company's management with respect to the exercise of the voting rights of the Company's shares held in the Trust.

(7) Handling of dividends

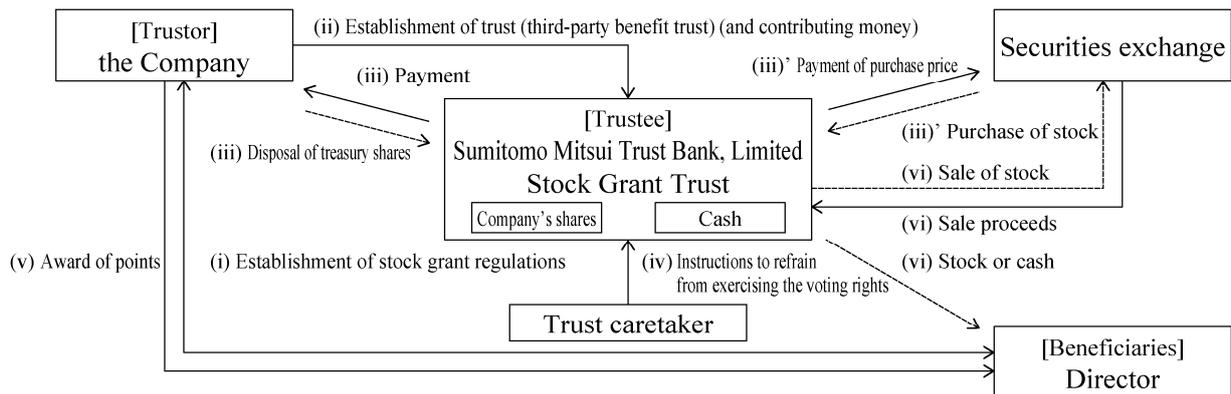
The dividends of the Company's shares held in the Trust shall be received by the Trust and used for the acquisition of the Company's shares and trust fees to the trustee pertaining to the Trust and/or others.

(8) Handling upon the termination of the Trust

Of the Trust's residual assets at the time of its termination, the Company's shares will be wholly acquired by the Company without contribution, and then cancelled by resolution of the Board of Directors. Of the Trust's residual assets at the time of its termination, the Company plans to donate a portion of any cash to a charity which has no interests in the Directors. The charity shall be specified in advance by stock grant regulations and trust agreement.

(Reference)

<Structure of the Plan>



- (i) The Company prescribes stock grant regulations pertaining to its Directors (excluding Outside Directors; the same applies hereinafter).
- (ii) The Company sets up a stock grant trust (third-party benefit trust) by designating Directors as the beneficiaries. At this time, the Company entrusts the trustee with money in amount equivalent to funds to acquire the requisite number of shares of its stock (however, the amount of which shall be within the maximum amount approved at a General Meeting of Shareholders).
- (iii) The trustee collectively acquires a considerable number of the Company's shares expected to be granted (by disposing of treasury shares or acquiring from a securities exchange).
- (iv) The Company appoints a trust caretaker (who shall be a person independent of the Company and its officers) to protect the interests of the beneficiaries designated by the stock grant regulations and to oversee the trustee during the trust period.
The trust caretaker shall instruct the trustee to refrain from exercising the voting rights attached to the Company's shares held in Trust. The trustee shall comply with the caretaker's instructions by not exercising said voting rights during the trust period.
- (v) The Company awards points to its Directors in accordance with its stock grant regulations.
- (vi) Directors who satisfy the eligibility requirements stipulated in the stock grant regulations and the trust agreement of the Trust receive the grant of the Company's shares corresponding to their respective cumulative points as beneficiaries of the Trust from the trustee. Under certain circumstances specified in advance in the stock grant regulations and trust agreement, the Trust may sell, on a securities exchange, a portion of the Company's shares that should be granted may be sold in a securities exchange and cash may be distributed.

<Overview of the Trust>

Name: Officer Stock Grant Trust

Trustor: GS Yuasa Corporation

Trustee: Sumitomo Mitsui Trust Bank, Limited (sub-trustee: Custody Bank of Japan, Ltd.)

Beneficiaries: Directors satisfying specified eligibility requirements

Trust caretaker: Aoyama Sogo Accounting Firm Co., Ltd.

Type of trust: Pecuniary trust other than money trust (third-party benefit trust)