

May 20, 2019

To Whom It May Concern:

Company Name: NAGASE & CO., LTD.
Representative: Kenji Asakura,
Representative Director, President
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Notice Concerning Discontinuation of Policy for Responding to Large-Scale Purchases of Company Shares (Anti-Takeover Measures)

At a meeting held today, the NAGASE & CO., LTD. board of directors resolved to discontinue the Policy for Responding to Large-Scale Purchases of Company Shares (Anti-Takeover Measures). This resolution will take effect upon the end of the current effective period of said policy, which coincides with the conclusion of the company's 104th Annual Shareholders' Meeting scheduled for June 21, 2019.

NAGASE & CO., LTD. adopted the above-mentioned plan after receiving approval at the annual shareholders' meeting held in June 2007. The plan was adopted as one measure to ensure and improve company value and the common interests of shareholders. Since first adoption and until present, the plan has been granted approval for continuation at annual shareholders' meetings held June 2010, June 2013, and June 2016.

However, the business environment surrounding the company has undergone significant changes in terms of economic climate, market trends, etc. compared to the situation when the plan was first adopted. As the plan has reached the end of its effective period, and given this changing environment, recent trends surrounding anti-takeover measures, opinions received through engagement with shareholders, and the opinions of independent committees consisting of outside directors independent of the company, the company's board of directors, after careful consideration of the positives and negatives of continuation, has resolved to discontinue this plan as of the conclusion of the upcoming annual shareholders' meeting.

As the company executes on a long-term management philosophy and mid-term management plan *ACE-2020*, it works cooperatively with shareholders and other stakeholders, providing appropriate information disclosure toward improving corporate value over the medium and long term. The company strives for constructive engagement, working to secure and improve the common interests of shareholders.

Subsequent to the discontinuance of this plan, NAGASE & CO., LTD. will require any parties attempting to make large-scale purchases of company stock to submit information required in sufficient amounts, allowing our shareholders to judge the propriety of such large-scale purchases. In conjunction, the company will disclose board of director opinions and other matters, strive to ensure sufficient time for shareholders to study issues, and enact other appropriate measures based on the Financial Instruments and Exchange Act, the Companies Act, and other laws and regulations.