

[Please note that this English translation has been prepared for general reference purposes.
In case of any discrepancy between the translation and the Japanese original, the latter shall prevail.]

May 23, 2023

To Each of the Parties Concerned:

Name: Iwatani Corporation
Representative: Hiroshi Majima, President
Code No.: 8088 at Prime Market of Tokyo Stock Exchange,
Contact: Kenji Takayama, General Manager of Corporate
Planning & Coordination Department
(Tel: 06-7637-3470)

Notice of Discontinuation (Termination) of Defense Policy against Large Purchase Action of the Shares of the Company (Takeover Defense Measure) and Partial Amendments to the Articles of Incorporation

Iwatani Corporation (the Company), at the meeting of its Board of Directors held today, adopted a resolution not to continue the "defense policy against large purchase action of the shares of the Company (takeover defense measure)" (hereinafter referred to as "this Plan") and to terminate such policy at the conclusion of the Ordinary General Meeting of Shareholders of the Company to be held in June 21st, 2023(hereinafter referred to as "this Ordinary General Meeting of Shareholders") when this Plan expires, and hereby announces details thereof as follows.

It is also notified that, along with the termination of this Plan, the Company expects to delete the provisions on the takeover defense measure (Article 43) from the Company's Articles of Incorporation and has resolved to present the relevant proposals at this Ordinary General Meeting of Shareholders.

Description

1. The Discontinuation (Termination) of Defense Policy

The Company, at the 65th Ordinary General Meeting of Shareholders of the Company held in June 27th 2008, received the shareholders' approval for adopting the basic policy toward any person(s) who should have control in determining the Company's policy toward its finance and business (defined under Article 118 of the Enforcement Regulations of the Corporation Law; hereinafter referred to as the "Basic Policy") and introducing this Plan as one of the measures (reference is made to Article 118, Item 2, paragraph b) to prevent any inappropriate persons in the light of the Basic Policy from controlling in the Company's policy toward its finance and business.

Thereafter, this Plan has been approved by shareholders four times in the past, maintaining its basic content, and has been continued to date.

Even after the introduction of this Plan, the Company has sought to strengthen its management foundations through the steady implementation of its medium-term management plans and has worked to strengthen its corporate governance in its efforts to enhance corporate value. In these circumstances, with the effective period of this Plan approaching expiration, the Company has carefully considered how to treat this Plan.

Based on changes in the business environment surrounding the Company, recent trends in takeover defense measures, the opinions of shareholders, including institutional investors in Japan and overseas, and other factors, the Company decided to discontinue this Plan and to terminate it at the conclusion of this Ordinary General Meeting of Shareholders.

Even after this Plan is terminated, in the event of a large purchase action that could harm the corporate value and the shareholders' common interests, the Company will request those who conduct such action to provide necessary and sufficient time and information so that the Company's shareholders will be able to properly determine the appropriateness of such action. In addition, the Company will take measures that are considered to be applicable and appropriate at the time within the extent permitted by the Financial Instruments and Exchange Act, the Companies Act and other relevant laws and regulations of Japan.

2. Partial Amendments to the Articles of Incorporation

(1) Reason for amendments

In line with the abolition of this Plan, the current Chapter 7 of the Articles of Incorporation of the Company (Article 43) will be amended to delete the provisions concerning takeover defense measures.

(2) Details of amendments

The details of the amendments are as follows.

(Amended parts are underlined.)

| Current Articles of Incorporation | Proposed Amendments |
|--|---|
| <p><u>Chapter VII Takeover Defense Measures</u> (<u>Introduction of Takeover Defense Measures,</u> <u>Etc.</u>)</p> <p><u>Article 43 The General Meeting of</u> <u>Shareholders may decide to</u> <u>introduce, amend, or abolish</u> <u>takeover defense measures.</u></p> <p><u>2. The Board of Directors may decide</u> <u>to abolish the takeover defense</u> <u>measures or, with the approval of</u> <u>the Independent Panel established</u> <u>under the takeover defense</u> <u>measures, amend the takeover</u> <u>defense measures.</u></p> | <p><Deleted></p> <p><Deleted></p> |

(3) Schedule

Date of the Ordinary General Meeting of Shareholders to amend the Articles of Incorporation

: June 21, 2023 (tentative)

Effective date of the amendment to the Articles of Incorporation

: June 21, 2023 (tentative)

End