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(Stock Exchange Code 9717)  
February 1, 2023

**To Shareholders with Voting Rights:**

Hidetoshi Muranaka  
Representative Director, President and  
Executive Officer  
JASTECo., Ltd.  
3-5-23, Takanawa, Minato-ku, Tokyo

**NOTICE OF CONVOCATION OF  
THE 52ND ORDINARY GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

We hereby inform you that the 52nd Ordinary General Meeting of Shareholders of JASTECo., Ltd. (the “Company”) will be held for the purposes as described below.

Recently, the spread of coronavirus disease (COVID-19) is a concern. In due consideration of the situation, we have decided to hold the meeting with appropriate measures in place to prevent infection.

In order to mitigate the infection risk of shareholders and officers and employees of the Company, **shareholders are kindly asked to exercise their voting rights in advance in writing or via the Internet and refrain from visiting the venue on the day of the meeting by all means, regardless of their health condition.** The Company accepts questions from shareholders in advance in writing or via e-mail (info@jastec.co.jp). Matters that attract the keen interest of shareholders will be explained at the meeting, and a video of the proceedings will be posted on the Company’s website on a later date.

**Please review the attached Reference Documents for the General Meeting of Shareholders, exercise your voting rights for or against the proposals in writing or by an electromagnetic means via the Internet by 6:00 p.m. Japan time on Tuesday, February 21, 2023.**

- 1. Date and Time:** Friday, February 22, 2023 at 10:00 a.m. Japan time  
(Reception starts at 9:00 a.m.)
- 2. Venue:** Daigo East banquet hall at Sheraton Miyako Hotel Tokyo  
1-1-50, Shirokanedai, Minato-ku, Tokyo, Japan
- 3. Meeting Agenda:**  
**Matters to be reported:** Business Report and Non-consolidated Financial Statements for the 52nd term  
(December 1, 2021 - November 30, 2022)

**Proposals to be resolved:**

- |                    |   |
|--------------------|---|
| <b>Proposal 1:</b> | Distribution of Surplus   |
| <b>Proposal 2:</b> | Partial Amendments to the Articles of Incorporation   |
| <b>Proposal 3:</b> | Election of Six Directors Who Are Not Members of the Audit & Supervisory Committee                    |
| <b>Proposal 4:</b> | Election of Two Directors Serving as Audit & Supervisory Committee Members                            |
| <b>Proposal 5:</b> | Election of One Substitute Director Serving as Audit & Supervisory Committee Member                   |
| <b>Proposal 6:</b> | Revision of the Amount of Remuneration for Directors Serving as Audit & Supervisory Committee Members |
| <b>Proposal 7:</b> | Payment of Retirement Bonuses to Retiring Directors   |

- ◎ When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk. If attending the meeting by proxy, the proxy shall be another shareholder of the Company having voting rights. In that case, please note that a document evidencing the proxy's power of representation needs to be submitted.

You are kindly asked to bring this Notice as meeting materials to save resources.

- ◎ The following documents of the Appendix are posted on the Company's website (<https://www.jastec.co.jp/>) in accordance with provisions of laws and regulations as well as Article 15 of the Company's Articles of Incorporation and therefore are not provided in the Appendix of this Notice.
  - Systems for Ensuring the Appropriateness of Business Operation (Basic Policy for Establishing Internal Control System) and Implementation Status of the Systems for Ensuring the Appropriateness of Business Operation in the Business Report
  - Notes to Non-consolidated Financial Statements

The Business Report and Non-consolidated Financial Statements provided in the Appendix are part of the Business Report and the Non-consolidated Financial Statements audited by the Accounting Auditor and the Audit & Supervisory Committee in preparing the Accounting Audit Report and Audit Report, respectively.

- ◎ Any changes to the Reference Documents and Appendix for the General Meeting of Shareholders attached to this Notice of Convocation of the 52nd Ordinary General Meeting of Shareholders will be posted on the Company's website (<https://www.jastec.co.jp/>).
- ◎ The measures described above are subject to change depending on the status of the pandemic of COVID-19, government announcements and other conditions.  
Shareholders are kindly requested to check updates on the Company's website (<https://www.jastec.co.jp/>) in addition to this Notice.

# Reference Documents for the General Meeting of Shareholders

## Proposal 1: Distribution of Surplus

The Company determines its dividend policy with a comprehensive view to factors such as the dividend payment ratio as well as maintaining stable dividends corresponding to revenue and profit while keeping internal reserves needed for the future expansion of management base.

The year-end dividend for the 52nd term is proposed as follows by taking into consideration the operating results of the current term and future business development while maintaining stable dividends.

- (1) Type of dividend property  
Cash
- (2) Items related to the allocation of dividend property and its total amount  
50 yen per common share; total of 852,156,050 yen
- (3) Date the distribution of surplus comes into effect  
February 24, 2023

## **Proposal 2: Partial Amendments to the Articles of Incorporation**

### **1. Reasons for amendments**

- (1) With the objective of improving services for shareholders, the Company intends to introduce a system for holders of shares less than one unit to purchase additional shares, as provided for in Article 194 of the Companies Act. On that ground, it proposes to newly establish Article 10 (Request for Additional Purchase of Shares Less Than One Unit), a proposed amendment to the Articles of Incorporation, and make amendments to the wording of Article 9 of the current Articles of Incorporation accordingly.

- (2) Expanding the options for holding general meetings of shareholders in the future will make it easier for more shareholders, including those located in remote areas, to attend meetings, which in turn will lead to revitalizing, streamlining and facilitating the meetings. Accordingly, partial amendments to the Articles of Incorporation is proposed to allow the Company to hold general meetings of shareholders without a designated location.

However, when determining the actual format of holding a general meeting of shareholders, the Company will give top priority to guaranteeing the rights of shareholders, and carefully consider the situations of the Company and shareholders, followed by the resolution on the matter at a meeting of the Board of Directors.

If the Company decides to hold general meetings of shareholders without a designated location, we will, in accordance with the Act for Partially Amending the Industrial Competitiveness Enhancement Act and Other Related Acts enforced on June 16, 2021, the Companies Act and the Regulations for Enforcement of the Companies Act, decide the procedures necessary for shareholders to attend meetings, the method of asking questions and exercising voting rights, and other necessary details, and inform shareholders of such details in the notice of convocation. Furthermore, we will consider measures to be taken with respect to the submission of questions by shareholders and the manner in which such questions are answered, and respond appropriately, so that we continue to respect the rights of shareholders.

- (3) The amended provisions stipulated in the proviso of Article 1 of the supplementary provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) was enforced on September 1, 2022. In line with such enforcement, the system for electronic provision of materials for general meetings of shareholders has been introduced. Accordingly, the Articles of Incorporation of the Company shall be amended as follows.

- 1) The proposed Article 16 (Measures for Electronic Provision, Etc.), Paragraph 1 shall be newly established because it has become mandatory to stipulate in the Articles of Incorporation that information contained in the reference documents for the general meeting of shareholders, etc. shall be provided electronically.

- 2) The purpose of the proposed Article 16 (Measures for Electronic Provision, Etc.), Paragraph 2 is to establish a provision to limit the scope of matters to be included in the paper copy to be sent to shareholders who have requested it to the scope provided for in the Ordinances of the Ministry of Justice, among the matters to be provided electronically concerning information contained in reference documents for general meetings of shareholders, etc.

- 3) With the introduction of the system for electronic provision of materials for general meetings of shareholders, the provisions of Article 15 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) of the current Articles of Incorporation will become unnecessary and will therefore be deleted.

- (4) In line with the above establishment and deletion of the provisions, supplementary provisions related to the effective date, etc. shall be established.

2. Details of amendments

The details of the amendments are as follows.

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed Amendments
<p>Articles 1 through 8 (Omitted) (Rights Regarding Shares Less Than One Unit)</p> <p>Article 9 A shareholder of the Company may not exercise any rights other than the rights listed below with regard to shares less than one unit held by the shareholder:</p> <ol style="list-style-type: none"> <li>1. Rights set forth in items of Article 189, Paragraph 2 of the Companies Act</li> <li>2. Right to make a demand pursuant to the provisions of Article 166, Paragraph 1 of the Companies Act</li> <li>3. Right to receive an allotment of offered shares and offered share acquisition rights in proportion to the number of shares held by the shareholder (Newly established)</li> </ol> <p>(Newly established)</p>	<p>Articles 1 through 8 (Unchanged) (Rights Regarding Shares Less Than One Unit)</p> <p>Article 9 A shareholder of the Company may not exercise any rights other than the rights listed below with regard to shares less than one unit held by the shareholder:</p> <ol style="list-style-type: none"> <li>1. Rights set forth in items of Article 189, Paragraph 2 of the Companies Act</li> <li>2. Right to make a demand pursuant to the provisions of Article 166, Paragraph 1 of the Companies Act</li> <li>3. Right to receive an allotment of offered shares and offered share acquisition rights in proportion to the number of shares held by the shareholder</li> <li>4. <u>Right to make a request as provided for in the following article</u></li> </ol> <p><u>(Additional Purchase of Shares Less Than One Unit)</u></p> <p><u>Article 10</u> <u>A shareholder of the Company who holds shares less than one unit may, as provided for in the Share Handling Regulations, request the Company to sell to the shareholder a number of shares which will, when combined with the number of shares already held by the shareholder, constitute one share unit; provided, however, that this shall not apply to cases where the Company does not hold the necessary number of treasury shares.</u></p>
<p>Articles 10 through 11 (Omitted) (Convocation of General Meeting of Shareholders)</p> <p>Article <u>12</u> The ordinary general meeting of shareholders of the Company shall be convened in February of each year, and an extraordinary general meeting of shareholders shall be convened whenever necessary. (Newly established)</p>	<p>Articles <u>11</u> through <u>12</u> (Unchanged) (Convocation of General Meeting of Shareholders)</p> <p>Article <u>13</u> The ordinary general meeting of shareholders of the Company shall be convened in February of each year, and an extraordinary general meeting of shareholders shall be convened whenever necessary.</p> <ol style="list-style-type: none"> <li>2. <u>The Company may hold a general meeting of shareholders without a designated location if the Board of Directors determines that it is not appropriate, in light of the interests of the shareholders, to hold a meeting at a designated location.</u></li> </ol>

Current Articles of Incorporation	Proposed Amendments
<p>Articles <u>13</u> through <u>14</u> (Omitted)</p> <p><u>(Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.)</u></p> <p><u>Article 15</u> <u>The Company may, when convening a general meeting of shareholders, deem that it has provided information to shareholders pertaining to matters to be described or indicated in the reference documents for the general meeting of shareholders, business report, non-consolidated financial statements, and consolidated financial statements, by disclosing such information via the internet in accordance with the provisions provided in the Ordinance of the Ministry of Justice.</u></p> <p>(Newly established)</p>	<p>Articles <u>14</u> through <u>15</u> (Unchanged)</p> <p>(Deleted)</p> <p>(Measures for Electronic Provision, Etc.)</p> <p><u>Article 16</u> <u>The Company shall, when convening a general meeting of shareholders, provide information contained in the reference documents for the general meeting of shareholders, etc. electronically.</u></p> <p><u>2. Among the matters to be provided electronically, the Company may choose not to include all or part of the matters stipulated in the Ordinance of the Ministry of Justice in the paper copy to be sent to shareholders who have requested it by the record date for voting rights.</u></p>
<p>Articles <u>16</u> through <u>34</u> (Omitted)</p>	<p>Articles <u>17</u> through <u>35</u> (Unchanged)</p>
<p>Supplementary provisions</p> <p>Article 1 (Omitted)</p> <p>2. (Omitted)</p> <p>(Newly established)</p>	<p>Supplementary provisions</p> <p>Article 1 (Unchanged)</p> <p>2. (Omitted)</p> <p><u>Article 2</u></p> <p><u>1. Notwithstanding the provisions of Article 16 (Measures for Electronic Provision, Etc.) of the Articles of Incorporation after the amendment, Article 15 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) of the current Articles of Incorporation shall remain in force with respect to a general meeting of shareholders to be held on or before February 28, 2023.</u></p> <p><u>2. The provisions of this article shall be deleted after the lapse of three months from the date of the general meeting of shareholders set forth in the preceding paragraph.</u></p>

**Proposal 3: Election of Six Directors Who Are Not Members of the Audit & Supervisory Committee**

The terms of office of all seven Directors who are not members of the Audit & Supervisory Committee will expire at the conclusion of this General Meeting.

Accordingly, the election of six Directors who are not members of the Audit & Supervisory Committee is proposed.

The candidates are as follows.

With regard to this Proposal, the Audit & Supervisory Committee has expressed its opinion that there are no matters of note in accordance with the Companies Act regarding the election of Directors who are not members of the Audit & Supervisory Committee.

No.	Name	Positions and responsibilities currently held at the Company	Attendance at the meetings of the Board of Directors held in the fiscal year under review
1	Reappointment Male Shigeru Kamiyama	Chairman of the Company	13/13 (100%)
2	Reappointment Male Hidetoshi Muranaka	Representative Director, President and Executive Officer	13/13 (100%)
3	Reappointment Male Toshihiro Kawagoe	Director; Vice President; Quality Management System Officer and Information Security Management Officer	13/13 (100%)
4	Reappointment Male Hideo Gozu	Director; Vice President; Procurement Officer	13/13 (100%)
5	Reappointment Male Takamitsu Tani	Director; Vice President; Chief Marketing Officer/Marketing General Manager I and II	13/13 (100%)
6	Reappointment Male Tatsuya Nobui	Director; Vice President; Chief Product Officer and Product General Manager V	10/10 (100%)

No.	Name (Date of birth)	Career summary, positions, responsibilities, and important concurrent positions		Number of shares of the Company held	Attendance at the meetings of the Board of Directors held in the fiscal year under review
1	Shigeru Kamiyama (October 19, 1936)  [Reappointment] [Male]	July 1971	Founded JASTEC Co., Ltd. Representative Director, President and CEO	2,953,600	13/13 (100%)
	February 2010	Chairman of the Company (to present)			
[Reason for nomination] Mr. Shigeru Kamiyama pursued the realization of an ideal software company as Representative Director, President and CEO for 40 years since the Company's founding, holding as his life's work the production management of software development and obtaining patents in Japan and overseas to establish globally superior and unrivaled technologies in the industry. The Company nominates him as a candidate for Director as it expects him to continue such initiatives in the future.					
2	Hidetoshi Muranaka (April 25, 1964)  [Reappointment] [Male]	April 1988	Joined the Company	11,600	13/13 (100%)
	February 2012	Director; Vice President; Chief Product Officer/Product General Manager IV and System Administration Officer			
December 2012	Director; Vice President; Chief Product Officer/Product General Manager IV, Recruitment Officer and System Administration Officer				
December 2013	Director; Vice President; Chief Product Officer/Product General Manager IV and System Administration Officer				
December 2014	Director; Vice President; Deputy Chief Product Officer/Product General Manager IV and System Administration Officer				
June 2015	Director; Vice President; Deputy Chief Product Officer/Product General Manager IV				
December 2015	Director; Vice President; Quality Management System Officer and Information Security Management Officer				
December 2018	Director; Vice President; Chief Financial Officer and Administration and Human Resources Officer				
February 2019	Director; Vice President; Chief Financial Officer, Administration and Human Resources Officer and Accounting Officer				
December 2021	Director; Vice President; Chief Financial Officer, Administration and Human Resources Officer, Accounting Officer and Information Security Management Officer				
December 2022	Representative Director, President and Executive Officer (to present)				
[Reason for nomination] Mr. Hidetoshi Muranaka engaged in various software development initiatives as a manager, mainly for financial institutions, subsequently being responsible for the software development section, internal information system, and personnel recruitment, as well as management system for quality, environment and information security. He then was responsible for general affairs, human resources, and accounting operations sections, drawing on his management experience in software development and management system administration. Based on his broad experience, he was appointed Representative Director, President and Executive Officer in December 2022. The Company nominates him as a candidate for Director as it expects him to continue to be a management leader of the Company.					

No.	Name (Date of birth)	Career summary, positions, responsibilities, and important concurrent positions	Number of shares of the Company held	Attendance at the meetings of the Board of Directors held in the fiscal year under review
3	Toshihiro Kawagoe (February 1, 1964)  [Reappointment] [Male]	<p>April 1986      Joined the Company</p> <p>February 2011    Director; Vice President; Deputy Chief Product Officer/Product General Manager II</p> <p>December 2011    Director; Vice President; Deputy Chief Product Officer/Product General Manager V and Technology Officer</p> <p>September 2012    Director; Vice President; Technology Officer</p> <p>December 2012    Director; Vice President; Quality Management System Officer</p> <p>December 2013    Quality Management System Officer</p> <p>August 2015      Production Management Promotion Officer</p> <p>December 2018    Production Management Promotion Officer and Quality Management System Officer</p> <p>December 2020    Operation Reform General Manager and Quality Management System Officer</p> <p>February 2021    Director; Vice President; Operation Reform General Manager and Quality Management System Officer</p> <p>December 2022    Director; Vice President; Quality Management System Officer and Information Security Management Officer (to present)</p>	22,200	13/13 (100%)
<p>[Reason for nomination]</p> <p>After engaging in software development for customers in various industries as a manager of software development, Mr. Toshihiro Kawagoe was responsible for the research on the Company's production management system and for the quality management section of the Company. He is one of the few dozens of certified Capability Maturity Model Integration (CMMI) Instructors in Japan and has profound knowledge of process management and quality management in software development. The Company nominates him as a candidate for Director as it expects him to continue to provide new insight into its software development.</p>				
4	Hideo Gozu (July 9, 1970)  [Reappointment] [Male]	<p>April 1993      Joined the Company</p> <p>April 2016      Procurement Officer, Product Project Promotion Officer and System Administration Officer</p> <p>February 2017    Director; Vice President; Procurement Officer, Product Project Promotion Officer and System Administration Officer</p> <p>December 2020    Director; Vice President; Procurement Officer; in charge of System Administration and Product Project Promotion Officer</p> <p>December 2021    Director; Vice President; Procurement Officer; in charge of System Administration</p> <p>December 2022    Director; Vice President; Procurement Officer (to present)</p>	7,500	13/13 (100%)
<p>[Reason for nomination]</p> <p>After engaging in development of core financial systems, Mr. Hideo Gozu played a part in software development and sought new contractors and conducted ordering and progress management as the person responsible for procurement of partner companies that can undertake software development. Additionally, he was responsible for human resources allocation and the internal information system section. The Company nominates him as a candidate for Director as it expects him to continue to be responsible for the procurement operations section.</p>				

No.	Name (Date of birth)	Career summary, positions, responsibilities, and important concurrent positions	Number of shares of the Company held	Attendance at the meetings of the Board of Directors held in the fiscal year under review	
5	Takamitsu Tani (July 23, 1971)  [Reappointment] [Male]	April 1994 December 2008 December 2010 December 2015 February 2017 December 2019 December 2020	Joined the Company Product General Manager VI Deputy Chief Marketing Officer Chief Marketing Officer/Marketing General Manager II Director; Vice President; Chief Marketing Officer/Marketing General Manager II Director; Vice President; Chief Marketing Officer/Marketing General Manager I Director; Vice President; Chief Marketing Officer/Marketing General Manager I and II (to present)	10,600	13/13 (100%)
		<p>[Reason for nomination] While engaging in software development for financial institutions and manufacturers, Mr. Takamitsu Tani participated in the launch of a base in the Kansai region and has contributed to the acquisition of new customers and the expansion of relationships with partner companies. In the marketing section, he was responsible for the section that maintained an innovative marketing approach. The Company nominates him as a candidate for Director as it expects him to continue to be responsible for the marketing operations section.</p>			
6	Tatsuya Nobui (February 2, 1976)  [Reappointment] [Male]	April 1999 December 2013 December 2021 February 2022 December 2022	Joined the Company Product General Manager V Chief Product Officer, Product Project Promotion Officer and Product General Manager V Director; Vice President; in charge of Technology, Education and Recruitment Chief Product Officer, Product Project Promotion Officer and Product General Manager V Director; Vice President; Chief Product Officer and Product General Manager V (to present)	8,100	10/10 (100%)
		<p>[Reason for nomination] Mr. Tatsuya Nobui has engaged in software development for customers in various industries as a manager of software development for mainly core financial systems. Based on his experience as a manager of software development, he became the person responsible for the development section in December 2021. The Company nominates him as a candidate for Director as it expects him to continue to achieve practical improvements and reforms of its production management.</p>			

(Notes)

1. Candidates for Directors who are not members of the Audit & Supervisory Committee are determined at the Board of Directors by comprehensively taking into account such factors as an ability to carry out duties they are in charge of, in addition to their ability and knowledge to offer advice and proposals regarding overall business.
2. The Company has entered into a directors and officers liability insurance agreement with an insurance company. The insurance covers compensation for damages and litigation costs to be borne by the insured persons in the event of claims made against them. Each candidate shall be included in insured persons of the aforementioned insurance policy. The Company plans to renew the insurance policy with the same content at the time of next renewal.
3. There are no special interests between the candidates for Directors who are not members of the Audit & Supervisory Committee and the Company.
4. Mr. Tatsuya Nobui's attendance at the meetings of the Board of Directors indicates the status after his appointment for Director on February 25, 2022

**Proposal 4: Election of Two Directors Serving as Audit & Supervisory Committee Members**

The Company has elected three Directors serving as Audit & Supervisory Committee Members, of whom, Mr. Masato Takeda will resign at the conclusion of this General Meeting. Accordingly, the election of two new Directors serving as Audit & Supervisory Committee Members is proposed, increasing the number by one to further improve the transparency and soundness of management and further strengthen the corporate governance system. The Audit & Supervisory Committee has agreed to this Proposal.

The candidates for new appointment are as follows.

No.	Name (Date of birth)	Career summary, positions, responsibilities, and important concurrent positions	Number of shares of the Company held
1	Tetsuya Obata (July 31, 1957)  [New appointment] [Outside] [Independent] [Male]	<p>April 1980      Joined Nippon Telegraph and Telephone Public Corporation</p> <p>June 2011      Director and Head of Kanagawa Branch, Nippon Telegraph and Telephone East Corporation</p> <p>June 2013      Managing Director, NTT BUSINESS ASSOCIE Corporation</p> <p>June 2016      Representative Managing Director</p> <p>June 2018      Standing Outside Audit &amp; Supervisory Board Member, NTT DATA Corporation</p> <p>June 2020      Outside Director who is a Standing Audit and Supervisory Committee Member</p> <p>June 2022      Advisor, NTT DATA INSTITUTE OF MANAGEMENT CONSULTING, Inc. (to present)</p>	0
<p>[Reason for nomination and expected roles] In addition to his extensive achievements in corporate management, Mr. Tetsuya Obata has experience as an Audit &amp; Supervisory Board Member and an Audit and Supervisory Committee Member, as well as in the finance and general affair sections. The Company nominates him as a candidate for Outside Director as it expects him to ensure the corporate soundness and establish a more advanced governance system through audits of business execution, drawing on his broad experience and knowledge.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and important concurrent positions	Number of shares of the Company held
2	Hanae Nakaya (November 11, 1965)  [New appointment] [Outside] [Independent] [Female]	<p>June 1989      Joined Chuo Shinko Audit Corporation</p> <p>October 2003    Deputy Director of Counselor's Office of Corporate Accounting and Disclosure Division, Financial Market Division Planning and Coordination Bureau, Financial Services Agency</p> <p>April 2004      Senior Certified Public Accountants Inspector of Certified Public Accountants and Auditing Oversight Board</p> <p>August 2007    Opened CPA Nakaya Accounting Office (currently CPA and CTA Nakaya Accounting Office) Representative (to present)</p> <p>April 2015      Auditor, National Institute of Special Needs Education (to present)</p> <p>August 2016    Partner, Tachibana Audit Corporation (to present)</p> <p>June 2019      Outside Audit &amp; Supervisory Board Member, Amano Corporation (to present)</p> <p>June 2019      Deputy President, Kanagawa Chapter, the Japanese Institute of Certified Public Accountants (to present)</p> <p>July 2022      Council Member, the Japanese Institute of Certified Public Accountants (to present)</p> <p>December 2022 Audit Commissioner, Kanagawa Prefectural Government (to present)</p>	0
<p>[Reason for nomination and expected roles]</p> <p>With considerable knowledge regarding finance and accounting as a certified public accountant and tax accountant, Ms. Hanae Nakaya has held important positions such as an Outside Audit &amp; Supervisory Board Member at another company. The Company nominates her as a candidate for Outside Director as it expects her to contribute to the Company's management, audit, etc.</p> <p>She has never been directly involved in the management of a company. However, the Company believes that she will conduct her duties properly as Outside Director based on her professional knowledge and experience as a certified public accountant and certified tax accountant.</p>			

(Notes)

1. There are no special interests between the candidates for Directors serving as Audit & Supervisory Committee Members and the Company.
2. Mr. Tetsuya Obata and Ms. Hanae Nakaya are candidates for Outside Directors. The Company has submitted a notification of the appointment of Messrs. Minoru Matsumoto and Shinichiro Shimizu as Independent Directors in accordance with the stipulations of the Tokyo Stock Exchange. In the event that Mr. Tetsuya Obata and Ms. Hanae Nakaya are appointed in addition to Messrs. Minoru Matsumoto and Shinichiro Shimizu, the Company plans to submit a notification of the appointment of Mr. Minoru Matsumoto, Mr. Shinichiro Shimizu, Mr. Tetsuya Obata and Ms. Hanae Nakaya as Independent Directors.
3. Overview of limited liability agreement  
The Company has entered into agreements with Messrs. Minoru Matsumoto and Shinichiro Shimizu in accordance with Article 427, Paragraph 1 of the Companies Act to limit their liability pursuant to Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability pursuant to the agreement is the minimum amount stipulated by Article 425, Paragraph 1 of the Companies Act. In the event that Mr. Tetsuya Obata and Ms. Hanae Nakaya are appointed in addition to Messrs. Minoru Matsumoto and Shinichiro Shimizu, the Company plans to enter into the same agreement with them.
4. The Company has entered into a directors and officers liability insurance agreement with an insurance company. The insurance covers compensation for damages and litigation costs to be borne by the insured persons in the event of claims made against them. Both candidates shall be included in insured persons of the aforementioned insurance policy. The Company plans to renew the insurance policy with the same content at the time of next renewal.

<Reference> Skill Matrix

Composition of officers (expected after the conclusion this General Meeting)

Name of Director	Positions held at the Company (planned)		Corporate management	Manufacturing/Technology/R&D	Marketing/Sales	Finance/M&A	Human resources/Labor/Personnel development	Legal affairs/Risk management	ESG/Sustainability	Global
Shigeru Kamiyama	Chairman of the Company	Reappointment Male	●	●	●	●	●	●	●	●
Hidetoshi Muranaka	Representative Director, President and Executive Officer	Reappointment Male	●	●		●	●	●	●	
Toshihiro Kawagoe	Director, Vice President	Reappointment Male	●	●					●	●
Hideo Gozu	Director, Vice President	Reappointment Male	●	●						●
Takamitsu Tani	Director, Vice President	Reappointment Male	●	●	●					
Tatsuya Nobui	Director, Vice President	Reappointment Male	●	●			●			
Minoru Matsumoto	Outside Director (Audit & Supervisory Committee)	Outside Independent Male	●			●		●		●
Shinichiro Shimizu	Outside Director (Audit & Supervisory Committee)	Outside Independent Male				●		●		
Tetsuya Obata	Outside Director (Audit & Supervisory Committee)	New appointment Outside Independent Male	●			●		●		
Hanae Nakaya	Outside Director (Audit & Supervisory Committee)	New appointment Outside Independent Female	●			●		●		

**Proposal 5: Election of One Substitute Director Serving as Audit & Supervisory Committee Member**

In order to prepare for cases where a vacancy results in a shortfall in the number of Directors serving as Audit & Supervisory Committee Members prescribed by laws and regulations, the election of one Substitute Director serving as Audit & Supervisory Committee Member is proposed.

This election may be cancelled and lose effect upon a resolution of the Board of Directors with the consent of the Audit & Supervisory Committee provided that the candidate is yet to take office.

The Audit & Supervisory Committee has agreed to this Proposal.

The candidate is as follows.

Name (Date of birth)	Career summary, positions, responsibilities, and important concurrent positions	Number of shares of the Company held	Attendance at the meetings of the Board of Directors held in the fiscal year under review
Akira Oya (April 28, 1954)  [Male]	April 1978      Joined Kirin Brewery Co., Ltd. (currently Kirin Holdings Company, Limited) March 2008      Chief Legal Affairs Officer October 2012    Joined ARCS COMPANY, LIMITED May 2013        General Manager, Legal Compliance Group August 2019    Corporate Legal Affairs and Corporate Compliance Advisor (to present)	0	—
[Reason for nomination] Mr. Akira Oya has diverse operational experiences and knowledge regarding mainly legal affairs in leading companies. The Company nominates him as a candidate for Substitute Director serving as Audit & Supervisory Committee Member as it believes that he will conduct his duties as Audit & Supervisory Committee Member properly.			

(Notes)

1. Though the Company has been entrusting legal affairs to the candidate since November 2020, the Company plans to end the entrustment in the event that he assumes his office as Director serving as Audit & Supervisory Committee Member. Therefore, there will be no special interests between the candidate and the Company.
2. Overview of limited liability agreement  
In the event that Mr. Akira Oya assumes his office as Director serving as Audit & Supervisory Committee Member, the Company plans to enter into an agreement with him in accordance with Article 427, Paragraph 1 of the Companies Act and Article 27, Paragraph 2 of the Company's Articles of Incorporation to limit his liabilities pursuant to Article 423, Paragraph 1 of the Companies Act.  
The maximum amount of liability pursuant to the agreement is the minimum amount stipulated by Article 425, Paragraph 1 of the Companies Act.
3. The Company has entered into a directors and officers liability insurance agreement with an insurance company. The insurance covers compensation for damages and litigation costs to be borne by the insured persons in the event of claims made against them. In the event that the candidate assumes his office as Director serving as Audit & Supervisory Committee Member, he shall be included in insured persons of the aforementioned insurance policy.

**Proposal 6: Revision of the Amount of Remuneration for Directors Serving as Audit & Supervisory Committee Members**

It was approved at the 45th Ordinary General Meeting of Shareholders held on February 25, 2016 that the amount of fixed remuneration for Directors serving as Audit & Supervisory Committee Members of the Company shall be 30 million yen or less per year, which has been in effect to date.

Recently, the roles and responsibilities of Directors serving as Audit & Supervisory Committee Members have been increasing due to changes in the business environment and other factors. In order to continue to secure excellent human resources and enhance the management structure for the expansion of the Company's corporate value over the medium and long term, the Company proposes that the amount of fixed remuneration for Directors serving as Audit & Supervisory Committee Members be revised to 50 million yen or less per year.

The Company believes that the content of the proposal is appropriate as it was determined based on a comprehensive consideration of the Company's business scale, the officer remuneration system and its payment standards, the current number of officers, and future trends.

If Proposal 4 is approved as originally proposed, the number of Directors serving as Audit & Supervisory Committee Members eligible for the fixed remuneration proposed in this Proposal will be four.

**Proposal 7: Payment of Retirement Bonuses to Retiring Directors**

Upon the conclusion of this Ordinary General Meeting of Shareholders, Mr. Noboru Nakatani will retire as Director who is not a member of the Audit & Supervisory Committee due to expiration of his term of office, and Mr. Masato Takeda will retire as Director serving as Audit & Supervisory Committee Member by resignation. The Company proposes the payment of retirement bonuses within an appropriate range for their service while in office, in line with specified standards of the Company.

The reason why the Company believes that Mr. Noboru Nakatani deserves the payment of retirement bonuses is that he contributed to the expansion of sales of the Company as Representative Director, President and CEO. The reason why the Company believes that Mr. Masato Takeda deserves the payment of retirement bonuses is that he contributed to the management and audits of the Company as Audit & Supervisory Committee Member based on his experience in the accounting section and as corporate auditor. The Company requests that specific amounts, timing of payment, methods, etc., for Messrs. Noboru Nakatani and Masato Takeda be delegated to the Board of Directors and Directors serving as Audit & Supervisory Committee Members, respectively.

With regard to this Proposal, the Audit & Supervisory Committee has expressed its opinion that there are no matters of note in accordance with the Companies Act regarding the remuneration for Directors who are not members of the Audit & Supervisory Committee.

The career summaries of the retiring Directors are as follows.

Name	Career summary	
Noboru Nakatani	February 2008	Director
	February 2010	Representative Director, President and CEO
	December 2022	Director (to present)
Masato Takeda	February 2016	Director serving as Audit & Supervisory Committee Member (to present)