

Stock Exchange Code: 4763

May 7, 2024

(Start Date of Measures for Providing Information in Electronic Format: May 2, 2024)

To our shareholders:

Jun Kurosaki  
President and Representative Director  
CREEK & RIVER Co., Ltd.  
4-1-1 Shimbashi, Minato-ku, Tokyo

## Notice of the 34th Annual General Meeting of Shareholders

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

You are hereby notified of the 34th Annual General Meeting of Shareholders of CREEK & RIVER Co., Ltd. (the “Company”) to be held as described below.

When convening the General Meeting of Shareholders, the Company takes measures to electronically provide the information contained in the Reference Documents for the General Meeting of Shareholders (matters to be provided electronically), which are posted on the Company's website on the Internet. Please confirm it by accessing the Company's website below.

### Company Website

[https://www.cri.co.jp/ir/library/stockholders\\_meeting/](https://www.cri.co.jp/ir/library/stockholders_meeting/)



In addition to the aforementioned website, electronic provision measures are posted on the website of the Tokyo Stock Exchange (TSE). Please access the Tokyo Stock Exchange website (TSE Listed Company Information Service), and enter “creek” in the Issue name (company name) field or our security code “4763” in the Code field to look up our company. Next, select “Basic information” and then “Documents for public inspection/PR information.” We kindly ask you to confirm the “Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting” section in the “Filed information available for public inspection.”

### TSE Website (TSE Listed Company Information Service)

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>



If you are unable to attend the meeting in person, you may exercise your voting rights via the Internet, etc. or in writing (postal mail). You are kindly requested to exercise your voting rights on or before 6:30 p.m., Tuesday, May 28, 2024 (Japan time) after reviewing the Reference Documents for the General Meeting of Shareholders in accordance with the Guide to the Exercising of Voting Rights.

1. **Date and Time:** Wednesday, May 29, 2024, 10:00 a.m. Japan time (Reception opens at 9:30 a.m.)
2. **Venue:** 4-1-1 Shimbashi, Minato-ku, Tokyo  
Meeting rooms at Head Office (HALL-A, HALL-B, and HALL-C) on the fifth floor of the SHINTORA-DORI CORE Building

3. **Meeting Agenda:**

**Matters to be reported:**

1. The Business Report, Consolidated Financial Statements for the Company's 34th Fiscal Year (March 1, 2023–February 29, 2024) and results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements
2. The Non-consolidated Financial Statements for the Company's 34th Fiscal Year (March 1, 2023–February 29, 2024)

**Proposals to be resolved:**

- Proposal 1:** Appropriation of Surplus  
**Proposal 2:** Partial Amendments to the Articles of Incorporation  
**Proposal 3:** Election of Ten (10) Directors  
**Proposal 4:** Election of Three (3) Audit & Supervisory Board Members

4. **Guide to the Exercising of Voting Rights**

- (1) If you have exercised your voting rights both via the Internet and in writing (postal mail), only the voting rights exercised through the Internet will be valid.
  - (2) In addition, if you have exercised your voting rights more than once via the Internet, only the last exercised voting rights will be valid.
  - (3) If there is no indication of approval or disapproval on the Voting Rights Exercise Form, it will be deemed an indication of approval.
- Ⓞ If you attend the meeting, please submit the Voting Rights Exercise Form enclosed with this Notice at the reception desk.
- Ⓞ Documents describing the measures to be taken electronically for this General Meeting of Shareholders will be sent regardless of whether there is a request for the delivery of documents. Among matters to be provided electronically, in accordance to laws and regulations and the provisions of Article 16 of the Company's Articles of Incorporation, the following items are not described in the documents to be sent.
- a) "Status of new share options, etc." "status of concerning accounting auditor" and "system to ensure the appropriateness of operations and the operating status of the system" in the Business Report
  - b) "Consolidated statement of changes in equity" and "notes to consolidated financial statements" in the Consolidated Financial Statements
  - c) "Audit report by accounting auditor concerning consolidated financial statements"
  - d) "Non-consolidated balance sheet," "non-consolidated statement of income," "non-consolidated statements of changes in equity" and "notes to non-consolidated financial statements" in the Non-consolidated Financial Statements
  - e) "Audit report by accounting auditor concerning non-consolidated financial statements"
  - f) "Audit report by audit & supervisory board"

Therefore, the contents described in the document for electronic provision measures are a part of the Business Report, Consolidated Financial Statements, and Non-consolidated Financial Statements audited by an Audit & Supervisory Board Member when preparing the audit report, as well as the Consolidated Financial Statements and Non-consolidated Financial Statements audited by the Accounting Auditor when preparing the accounting audit report.

- Ⓞ Should there be a revision to the measures for electronic provision, the information before and after the revision will be posted online on the Company's website and the Tokyo Stock Exchange's website.
- Ⓞ The Company has decided to suspend the provision of souvenirs and meals that were made available to shareholders who attended the General Meeting of Shareholders. We kindly ask for your understanding.

## **Reference Documents for General Meeting of Shareholders**

### **Proposal 1: Appropriation of Surplus**

#### Year-end dividend

Aiming to strengthen our management foundation and express our gratitude to our shareholders for their warm support, we have positioned the return of profits to our shareholders as an important management mission, following our basic policy of implementing stable and proactive profit distribution to the extent possible.

Concerning the year-end dividend for the 34th Fiscal Year, the Company proposes to pay 41 yen per common share, considering such factors as the business results for the current fiscal year, further reinforcement of the management foundation, demand for investment in business strategies to achieve sustainable growth in the future, as well as the Company's financial position. The dividend was increased by 14 yen compared to the previous fiscal year, marking the 13th consecutive year of dividend increases.

(1) Type of dividend assets

Cash

(2) Allotment of dividend assets and the total amount thereof

The Company proposes to pay 41 yen per common share of the Company.

In this event, the total dividend amount will be 919,589,615 yen.

(3) Effective date of distribution of surplus

Thursday, May 30, 2024

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

We request your approval to partially amend the Articles of Incorporation as follows.

1. Reasons for amendment

We propose to make the necessary changes to Articles 13 and 21 of the Present Articles in order to change the convener and chairperson of the General Meeting of Shareholders and Board of Directors meetings to conform to the current management structure.

2. Details of the amendments to the Articles of Incorporation

The amendments are as follows:

(Underlines indicate changes.)

Present Article	Proposed Amendments
<p>Chapter 3 General Meeting of Shareholders (Convener and chairperson of shareholders’ meeting) Article 13 General Meetings of Shareholders shall, except when otherwise established by law, <u>be convened and chaired by the President and Director.</u> 2. <u>In the absence of the President and Director,</u> another Director shall convene and chair the General Meeting of Shareholders in accordance with the order predetermined by the Board of Directors.</p> <p>Chapter 4 Director and Board of Directors (Convener and chairperson of board of directors meeting) Article 21 Board of Directors meetings shall, except when otherwise established by law, <u>be convened and chaired by the President and Director.</u> 2. <u>In the absence of the President and Director,</u> the Chairman and Director shall convene and chair the Board of Directors meeting, <u>and in the absence of the Chairman and Director</u> another Director shall perform this duty in accordance with the order predetermined by the Board of Directors.</p>	<p>Chapter 3 General Meeting of Shareholders (Convener and chairperson of shareholders’ meeting) Article 13 General Meetings of Shareholders shall, except when otherwise established by law, <u>be convened and chaired by the Chairman and Director.</u> 2. <u>In the absence of the Chairman and Director,</u> the President and Director shall convene and chair the General Meeting of Shareholders, <u>and in the absence of the President and Director</u> another Director shall perform this duty in accordance with the order predetermined by the Board of Directors.</p> <p>Chapter 4 Director and Board of Directors (Convener and chairperson of board of directors meeting) Article 21 Board of Directors meetings shall, except when otherwise established by law, <u>be convened and chaired by the Chairman and Director.</u> 2. <u>In the absence of the Chairman and Director,</u> the President and Director shall convene and chair the Board of Directors meeting, <u>and in the absence of the President and Director</u> another Director shall perform this duty in accordance with the order predetermined by the Board of Directors.</p>

### Proposal 3: Election of Ten (10) Directors

The terms of office of all eight (8) Directors will expire at the conclusion of this Annual General Meeting of Shareholders.

In addition, as part of the revitalization of management, the Company has decided to increase the number of Directors and appointed Yoshio Shimo, Takashi Watanabe, and Midori Tago as new candidates for Directors.

Accordingly, the Company requests the election of ten (10) Directors, including four (4) outside Directors.

The candidates for Directors are as follows:

No.	Name (Date of birth)	Career summary, positions, duties, and significant concurrent positions	Number of Company shares held
1	Reappointment  Yukihiro Ikawa (January 2, 1960)	Mar. 1990      Founded the Company, President and Representative Director of the Company Feb. 1999      Founded C&R Co., Ltd., Representative Director (to present) Jan. 2020      Chairman and Director, Medical Principle Co., Ltd. (to present) Apr. 2020      Chairman, The Tokyo New Business Conference (to present) May 2023      Chairman and Representative Director (CEO) of the Company (to present) Feb. 2024      President and Representative Director, Idrasys Co., Ltd. (to present)	1,939,000
Reasons for nomination as a candidate for Director: This candidate, the founder of the Company, has been leading the Company's management for many years, and, since May 2023 as the Chairman and Representative Director (CEO), he has been striving to improve the corporate value of the Company and the Group. He has expanded the Group's business by steadily developing our networks of partner professionals as a group, including creators, doctors, IT engineers, lawyers, accountants, architects, fashion designers, chefs, and researchers. The Company has nominated him again as a candidate for Director because of his strong leadership and achievements as a corporate manager.			

No.	Name (Date of birth)	Career summary, positions, duties, and significant concurrent positions		Number of Company shares held
2	Reappointment  Jun Kurosaki (July 12, 1971)	Oct. 2005 May 2008 May 2013 Mar. 2017 Dec. 2018 May 2023 Aug. 2023	Joined the Company Corporate Officer in charge of Corporate Planning Group of the Company Director of the Company President and Representative Director, JUSNET Communications Co., Ltd. Officer in charge of Corporate Planning Group, Human Resources Group, and Administration Group of the Company (to present) President and Representative Director, Inter Belle Inc. President and Representative Director (COO) of the Company (to present) Chairman, Inter Belle Inc. (to present) Representative Director and Chairman, JUSNET Communications Co., Ltd. (to present)	231,400
	<p>Reasons for nomination as a candidate for Director: This candidate has been leading as the officer in charge of the Corporate Planning Group, the Human Resources Group, the Administration Group of the Company, also JUSNET Communications Co., Ltd. and Inter Belle Inc. as the President and Representative Director, contributing to the expansion of the Group's business. He has served as President and Representative Director (COO) since May 2023, and he is capable of making appropriate decisions in important matters concerning overall management. Therefore, the Company has nominated him again as a candidate for Director.</p>			

No.	Name (Date of birth)	Career summary, positions, duties, and significant concurrent positions		Number of Company shares held
3	Reappointment  Katsuhito Aoki (February 14, 1976)	May 2001 Sep. 2014 May 2017 Mar. 2021 Apr. 2023 May 2023 Mar. 2024	Joined the Company Corporate Officer in charge of Digital Contents Group of the Company Director of the Company Officer in charge of Digital Contents Group and Marketing Group of the Company Representative Director, Chef's value Co. Ltd. (to present) Director (CMO) of the Company (to present) Officer in charge of Digital Contents Group 1, Digital Contents Group 2, Marketing Group, and Montreal Branch of the Company (to present)	4,000
	<p>Reasons for nomination as a candidate for Director: This candidate has been a strong driving force behind the growth of the business in his area of responsibility as the officer in charge of the Digital Contents Group and the Marketing Group of the Company, and as the Director CMO (Chief Marketing Officer) since May 2023. The Company has judged that his achievements, in-depth knowledge of the industry, and business experience are indispensable for the business expansion and management of the Company. Therefore, the Company has nominated him again as a candidate for Director.</p>			

No.	Name (Date of birth)	Career summary, positions, duties, and significant concurrent positions	Number of Company shares held
4	Reappointment  Nonohito Goto (July 15, 1975)	<p>May 2004      Joined the Company</p> <p>Sep. 2014      Corporate Officer in charge of Digital Communication Group</p> <p>May 2020      Director of the Company (to present)</p> <p>Mar. 2022      Officer in charge of Digital Communication Group, Area Strategy Group, and Osaka Branch Office</p> <p>Mar. 2024      Officer in charge of Business Produce Group 1, Business Produce Group 2, and Osaka &amp; Area Promotion Group (to present)</p>	700
<p>Reasons for nomination as a candidate for Director: This candidate has been a strong driving force behind the growth of the business in his area of responsibility as the Officer in charge of Business Produce Group and Osaka &amp; Area Promotion Group of the Company. The Company has judged that his achievements, in-depth knowledge of the industry, and business experience are indispensable for the business expansion and management of the Company. Therefore, the Company has nominated him again as a candidate for Director.</p>			

No.	Name (Date of birth)	Career summary, positions, duties, and significant concurrent positions	Number of Company shares held
5	Reappointment  Kenji Matsumoto (October 23, 1963)	<p>Jul. 2011      Joined the Company</p> <p>Sep. 2014      Corporate Officer in charge of Rights Management Group of the Company</p> <p>Mar. 2022      Corporate Officer in charge of Business Experience Group of the Company (to present) Chairman, CREEK &amp; RIVER SHANGHAI Co., Ltd. (to present)</p> <p>May 2022      President and Representative Director, ANIFTY Co., Ltd. (to present)</p> <p>Jul. 2022      President and Representative Director, Leading Edge Co., Ltd. (to present)</p> <p>May 2023      Director of the Company (to present) Officer in charge of Rights Management Group and Business Experience Group (to present)</p>	—
<p>Reasons for nomination as a candidate for Director: This candidate has strongly promoted the launch of new businesses as the officer in charge of the Rights Management Group and the Business Experience Group of the Company. He has also contributed to the expansion of the Group's business as the Representative Director of Group companies. The Company has judged that his achievements are indispensable for the management of the Company. Therefore, the Company has nominated him again as a candidate for Director.</p>			

No.	Name (Date of birth)	Career summary, positions, duties, and significant concurrent positions	Number of Company shares held
6	New Nomination  Yoshio Shimo (January 28, 1959)	<p>Apr. 1981      Joined Hino Motors, Ltd.</p> <p>Apr. 2011      Corporate Officer, Hino Motors, Ltd.</p> <p>Apr. 2012      Managing Corporate Officer, Hino Motors, Ltd.</p> <p>Apr. 2015      Senior Managing Corporate Officer, Hino Motors, Ltd.</p> <p>Apr. 2016      Managing Corporate Officer, Toyota Motor Corporation</p> <p>Apr. 2017      Adviser, Hino Motors, Ltd.</p> <p>Jun. 2017      President and Representative Director, Hino Motors, Ltd.</p> <p>Jun. 2021      Chairman and Representative Director, Hino Motors, Ltd.</p> <p>Jul. 2023      Chairman, NEXT Logistics Japan Co., Ltd. (to present)</p> <p>Apr. 2024      Advisor of the Company (to present)</p>	—
<p>Reasons for nomination as a candidate for Director and overview of expected role:  He has deep insights and abundant experience having served as the President and Representative Director of Hino Motors, Ltd. Based on his extensive track record as a corporate manager and his high level of insight on business management, the Company has judged that he is capable of playing a sufficient role in expanding Company Group businesses and strengthening the business management system. Therefore, the Company has nominated him as a candidate for Director.</p>			

No.	Name (Date of birth)	Career summary, positions, duties, and significant concurrent positions	Number of Company shares held
7	Reappointment  Hideo Sawada (February 4, 1951) ■ Candidate for Outside Director ■	<p>Dec. 1980      Established International Tours Co., Ltd. (currently H.I.S. Co., Ltd.), President and Representative Director</p> <p>Mar. 1999      President and Representative Director, Kyoritsu Securities Co., Ltd. (currently HS Holdings Co., Ltd.)</p> <p>May 2002      Outside Director of the Company (to present)</p> <p>Jan. 2021      Chairman and President, H.I.S. Hotel Holdings Co., Ltd. (to present)</p> <p>Feb. 2023      Director and Top Adviser, H.I.S. Co., Ltd.</p> <p>Feb. 2024      Top Adviser, H.I.S. Co., Ltd. (to present)</p>	424,700
<p>Reasons for nomination as a candidate for outside Director and overview of expected role:  He is the Top Adviser of H.I.S. Co., Ltd. Based on his extensive track record as a corporate manager and his high level of insight on business management, he has played a sufficient role, including in deciding important matters in the Company's management and supervising business operations from an independent standpoint. The Company has judged that he is appropriate as an outside Director. Therefore, the Company has nominated him again as a candidate for outside Director. If Mr. Sawada is elected, he will be involved in the selection of the Company's director candidates and the determination of director compensation, etc. from an objective and neutral standpoint as a member of the Nomination and Compensation Committee.</p>			



No.	Name (Date of birth)	Career summary, positions, duties, and significant concurrent positions	Number of Company shares held
8	Reappointment  Naomichi Fujinobu (October 5, 1949) ■ Candidate for Outside Director ■	Apr. 1972      Joined TV TOKYO Corporation Jun. 2004      President and Representative Director, TV TOKYO Production, Inc Jun. 2006      Director and Head of Production Bureau, TV TOKYO Corporation Jun. 2007      Managing Director of TV TOKYO Corporation Oct. 2010      Director, TV TOKYO Holdings Corporation Jun. 2011      Senior Managing Director, TV TOKYO Corporation Jun. 2012      Senior Managing Director, TV TOKYO Holdings Corporation May 2018      Outside Director of the Company (to present)	—
Reasons for nomination as a candidate for outside Director and overview of expected role: He was the Senior Managing Director of TV TOKYO Holdings Corporation and has deep insight into the environment surrounding the entertainment and TV industries. Based on his professional knowledge and extensive experience, the Company has judged that he is capable of fulfilling business supervision and oversight functions for the Company. Therefore, the Company has nominated him again as a candidate for outside Director. If Mr. Fujinobu is elected, he will be involved in the selection of the Company's director candidates and the determination of director compensation, etc. from an objective and neutral standpoint as a member of the Nomination and Compensation Committee.			

No.	Name (Date of birth)	Career summary, positions, duties, and significant concurrent positions	Number of Company shares held
9	New Nomination  Takashi Watanabe (December 11, 1964) ■ Candidate for Outside Director ■	Apr. 1989      Joined Temporary Center Inc. (currently Pasona Inc.) Apr. 1997      President and Representative Director, Pasona Career Assets Inc. (currently Pasona Inc.) Mar. 2010      Vice President and Director, Pasona Inc. Company President, Pasona Career Company Aug. 2010      Director, Pasona Group Inc. Aug. 2018      Vice President and Corporate Officer, Pasona Group Inc. Mar. 2022      Director, CL Holdings Inc. (to present) Director, Carta Holdings Inc. (to present) Dec. 2022      Established Freedom one, Inc. President and Representative Director (to present)	—
Reasons for nomination as a candidate for outside Director and overview of expected role: Having been involved in management at Pasona Group Inc. for many years, he has experience in improving corporate organizational culture and business performance, and extensive experience in launching new businesses and services. Based on this and his broad insights from his long-term experience in personnel development, the Company has judged that he is capable of playing a sufficient role, including in deciding important matters in the Company's management and supervising business operations from an independent standpoint. Therefore, the Company has nominated him as a candidate for outside Director. If Mr. Watanabe is elected, he will be involved in the selection of the Company's director candidates and the determination of director compensation, etc. from an objective and neutral standpoint as a member of the Nomination and Compensation Committee.			

No.	Name (Date of birth)	Career summary, positions, duties, and significant concurrent positions	Number of Company shares held
10	<p data-bbox="276 376 464 405">New Nomination</p> <p data-bbox="276 465 464 517">Midori Tago (August 21, 1960)</p> <p data-bbox="240 517 501 568">■ Candidate for Outside Director ■</p>	<p data-bbox="507 293 1241 353">Apr. 1983      Established Cosmopia Co.,Ltd., President and Representative Director (to present)</p> <p data-bbox="507 371 1241 432">Jan. 2018      Director, Society for Women’s Empowerment (to present)</p> <p data-bbox="507 450 1241 510">Jun. 2018      Director, Women’s Incubation Support Company Yamaguchi (to present)</p> <p data-bbox="507 528 1241 589">Jan. 2023      Director, Japan Joint Solutions Co., Ltd. (to present)</p> <p data-bbox="507 607 1241 667">Jun. 2023      Auditor, Furusato Yamaguchi Management Forum, NPO (to present)</p>	—
<p data-bbox="240 651 1422 920">Reasons for nomination as a candidate for outside Director and overview of expected role: She has deep insights and abundant experience as the founder and Representative Director of Cosmopia Co., Ltd. Based on her extensive track record as a corporate manager and her high level of insight on business management, the Company has judged that she is capable of playing a sufficient role, including in deciding important matters in the Company's management and supervising business operations from an independent standpoint. Therefore, the Company has nominated her as a candidate for outside Director. If Ms. Tago is elected, she will be involved in the selection of the Company’s director candidates and the determination of director compensation, etc. from an objective and neutral standpoint as a member of the Nomination and Compensation Committee.</p>			

Notes:

1. The Company does not have any special interest with any Director candidate
2. The Company has entered into a contract with an insurance company for Directors and Officers Liability Insurance (hereinafter referred to as “D&O Insurance”) as stipulated in Article 430-3, Paragraph 1 of the Companies Act. This contract covers damages in the event that Directors, Audit & Supervisory Board Members, or other officers are held liable for damages arising from their duties (excluding, however, those that fall under the exemptions stipulated in the insurance contract).  
The Company bears all insurance premiums for D&O Insurance. In the event that each candidate is elected and assumes the office of Director, all of the directors will be insured by D&O Insurance. The term of the D&O Insurance contract is one (1) year. The board of directors’ resolution will renew the term before the expiration of the said term.
3. Hideo Sawada and Naomichi Fujinobu are currently outside Directors of the Company, and their terms of office as outside Directors will be 22 years and 6 years, respectively, at the conclusion of this Annual General Meeting of Shareholders.
4. The Company has reported to the stock exchange that the Company has designated Hideo Sawada and Naomichi Fujinobu as independent Directors after judging that they are capable of providing effective advice from a neutral and objective standpoint based on their extensive experience and deep insight in corporate management over many years, that there is no special relationship between them and the companies at which they hold concurrent positions, and that there is no risk of conflicts of interest between them and general shareholders. In the event that all candidates are reelected and each assumes the office as Director, we plan to continue to file them as independent directors. For the same reason, if Takashi Watanabe and Midori Tago are elected and assume the office as Director, the Company will designate and report them to the stock exchange as independent Directors.
5. As stipulated in the Articles of Incorporation, the Company may conclude liability limitation agreements with Directors (excluding executive directors, etc.), under which they shall be liable for damages up to the minimum liability amount stipulated in Article 425, Paragraph 1 of the Companies Act if they perform their duties in good faith and without gross negligence, in accordance with Article 423, Paragraph 1 of the Companies Act. If the renominations of Hideo Sawada and Naomichi Fujinobu are approved at this Annual General Meeting of Shareholders, the Company intends to continue these agreements. And if the nomination of Takashi Watanabe and Midori Tago are approved at this Annual General Meeting of Shareholders, the Company intends to conclude such an agreement.
6. The candidates for outside Directors have no plans to receive, nor have they received in the past two years, large amounts of money or other assets (excluding compensation as a Director) from the Company or a specified business operator of the Company.
7. The candidates for outside Directors are not the spouses, relatives within the third degree of consanguinity, or other similar people of an operating officer or Director of the Company or a specified business operator of the Company.
8. The candidates for outside Directors are not, nor have they been in the past ten years, operating officers or officers of a specified business operator of the Company.

#### Proposal 4: Election of Three (3) Audit & Supervisory Board Members

The terms of Audit & Supervisory Board Members Yutaka Kitamura and Yoichiro Abe will expire at the conclusion of this Annual General Meeting of Shareholders.

In addition, in order to strengthen the auditing system, the Company has decided to increase the number of Audit & Supervisory Board Members by one and appointed Shigeru Iida as a new candidate for Audit & Supervisory Board Member. Accordingly, the Company requests the election of three (3) Audit & Supervisory Board Members.

This Proposal has obtained the consent of the Audit & Supervisory Board.

The candidate for Audit & Supervisory Board Members are as follows:

No.	Name (Date of birth)	Career summary, positions, and significant concurrent positions	Number of Company shares held
1	Reappointment  Yutaka Kitamura (April 6, 1948)	<p>Nov. 1990 Ichigaya Branch Manager, The Sanwa Bank, Limited (currently MUFG Bank, Ltd.)</p> <p>Jun. 2000 Managing Director, Sanwa Securities (currently Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.)</p> <p>Jun. 2006 Vice President and Director, UFJ Tsubasa Business Service Co., Ltd (currently MUS Business Service Co., Ltd.)</p> <p>Dec. 2010 Group Manager of the Administration Group of the Company</p> <p>May 2012 Audit &amp; Supervisory Board Member of the Company</p> <p>Apr. 2015 Fulltime Audit &amp; Supervisory Board Member of the Company (to present)</p>	—
<p>Reasons for nomination as a candidate for Audit &amp; Supervisory Board Member: He has extensive experience working at financial institutions over the course of many years and can provide high level of expertise and broad insights. Based on his deep knowledge of financial accounting, the Company has judged that he will be able to strengthen the auditing system and fully demonstrate his management oversight capabilities. Therefore, the Company has nominated him again as a candidate for Audit &amp; Supervisory Board Member.</p>			

No.	Name (Date of birth)	Career summary, positions, and significant concurrent positions	Number of Company shares held
2	New Nomination  Shigeru Iida (March 3, 1957)	<p>Apr. 1979 Joined Nihon Lease</p> <p>Apr. 2000 Joined GMAC Commercial Mortgage Japan</p> <p>Sep. 2003 Joined Medical Principle Co., Ltd.</p> <p>Apr. 2018 Seconded to the Internal Audit Office of the Company</p> <p>Apr. 2022 Joined the Company, Internal Audit Office Manager (to present)</p>	—
<p>Reasons for nomination as a candidate for Audit &amp; Supervisory Board Member: He has extensive experience in planning, management, and internal auditing at Medical Principle Co., Ltd., and as the Internal Audit Office Manager at the Company. The Company has judged that he is sufficiently able to perform audit and supervisory functions as an Audit &amp; Supervisory Board Member and therefore has nominated him as a candidate for Audit &amp; Supervisory Board Member.</p>			

No.	Name (Date of birth)	Career summary, positions, and significant concurrent positions	Number of Company shares held
3	Reappointment	Apr. 1988 Registered as an attorney (Tokyo Bar Association), Joined Asaka Law Office Jan. 1995 Joined Sakakibara Sogo Law Office Nov. 2000 Civil Rights Commissioner (to present) Nov. 2003 Head of Sakakibara Sogo Law Office May 2004 Outside Audit & Supervisory Board Member of the Company (to present) Jul. 2006 Attorney, Abe Sogo Law Office (to present)	—
	Yoichiro Abe (June 6, 1957) ■ Candidate for Outside Audit & Supervisory Board Member ■		
Reasons for nomination as a candidate for outside Audit & Supervisory Board Member: He has professional knowledge and extensive experience as an attorney, and the Company has judged that he is sufficiently capable of providing pertinent advice from an objective outside perspective as well as his management oversight capabilities. Therefore, the Company has nominated him again as a candidate for outside Audit & Supervisory Board Member.			

Notes:

1. The Company does not have any special interest with the candidate for Audit & Supervisory Board Member.
2. The Company has entered into a contract with an insurance company for Directors and Officers Liability Insurance (hereinafter referred to as “D&O Insurance”) as stipulated in Article 430-3, Paragraph 1 of the Companies Act. This contract covers damages in the event that directors, corporate auditors, or other officers are held liable for damages arising from their duties (excluding, however, those that fall under the exemptions stipulated in the insurance contract). The Company bears all insurance premiums for D&O Insurance. In the event that each candidate is elected and assumes the office of Director, all of the directors will be insured by D&O Insurance. The term of the D&O Insurance contract is one (1) year. The board of directors’ resolution will renew the term before the expiration of the said term.
3. Yoichiro Abe is currently outside Audit & Supervisory Board Member of the Company, and his term of office as outside Audit & Supervisory Board Member will be 20 years, at the conclusion of this Annual General Meeting of Shareholders.
4. As stipulated in the Articles of Incorporation, the Company may conclude liability limitation agreements with Audit & Supervisory Board Member of the Company, under which they shall be liable for damages up to the minimum liability amount stipulated in Article 425, Paragraph 1 of the Companies Act if they perform their duties in good faith and without gross negligence, in accordance with Article 423, Paragraph 1 of the Companies Act. If the renominations of Yutaka Kitamura and Yoichiro Abe are approved at this Annual General Meeting of Shareholders, the Company intends to continue these agreements. And if the nomination of Shigeru Iida is approved at this Annual General Meeting of Shareholders, the Company intends to conclude such an agreement.
5. The candidate for outside Audit & Supervisory Board Member has no plans to receive, nor has he received in the past two years, large amounts of money or other assets (excluding compensation as Audit & Supervisory Board Member) from the Company or a specified business operator of the Company.
6. The candidate for outside Audit & Supervisory Board Member is not a spouse, relative within the third degree of consanguinity, or other similar person of an operating officer or Director of the Company or a specified business operator of the Company.
7. The candidate for outside Audit & Supervisory Board Member is not, nor has he been in the past ten years, an operating officer or officer of a specified business operator of the Company.

Reference Expertise and Experience of Candidates for Director and Audit & Supervisory Board Member (Skill Matrix)

This chart shows the particular expertise and experience of the officers if Proposal 3 and 4 are approved.

	Name	Scheduled positions after conclusion of shareholders' meeting	Corporate management and its strategies	Global experience	Sales marketing	Industrial expertise	Financial accounting	Legal Compliance	ESG Sustainability
1	Yukihiro Ikawa	Chairman and Representative Director (CEO)	○	○	○	○			○
2	Jun Kurosaki	President and Representative Director (COO)	○			○	○	○	○
3	Katsuhito Aoki	Director, Member of the Board (CMO)	○		○	○			
4	Nonohito Goto	Director, Member of the Board	○		○	○			
5	Kenji Matsumoto	Director, Member of the Board	○	○	○	○			
6	Yoshio Shimo	Director, Member of the Board	○	○	○			○	○
7	Hideo Sawada	Director (outside), Member of the Board	○	○	○				
8	Naomichi Fujinobu	Director (outside), Member of the Board	○		○	○			
9	Takashi Watanabe	Director (outside), Member of the Board	○		○	○			○
10	Midori Tago	Director (outside), Member of the Board	○		○			○	○
11	Yutaka Kitamura	Audit & Supervisory Board Member		○			○	○	
12	Shigeru Iida	Audit & Supervisory Board Member					○	○	
13	Yoichiro Abe	Audit & Supervisory Board Member (outside)						○	○
14	Masayuki Nomura	Audit & Supervisory Board Member (outside)	○			○			

**The Company has established the “Selection Criteria for Directors and Audit & Supervisory Board Members” as follows.**

#### Selection Criteria for Directors and Audit & Supervisory Board Members

The Directors and Audit & Supervisory Board Members of the Company shall meet the statutory and Articles of Incorporation requirements, as well as the following requirements:

1. Requirements for All Directors and Audit & Supervisory Board Members
  - a. Possess an excellent character, knowledge, insight, a high degree of obedience to the rule of law, and ethical standards
  - b. Possess an excellent management mindset and familiarity with various management issues
  - c. Possess objective judgment, insight, and foresight
  - d. Possess the ability to proactively express opinions from a company-wide perspective
2. Requirements for Outside Directors
  - a. Possess a high degree of knowledge, extensive practical experience, and leadership experience in any field such as business management, internal control, laws and regulations, financial accounting, finance, and crisis management
  - b. Possess the ability to advise and support objective management supervision and judgment as well as the sustainable growth of the Company from a practical perspective based on extensive experience in corporate management and professional fields
3. Requirements for Outside Audit & Supervisory Board Members
  - a. Possess a high degree of knowledge, extensive practical experience and leadership in the fields of business management, internal control, laws and regulations, financial accounting, finance, or crisis management
  - b. Possess the ability to express objective audit opinions from a neutral standpoint in order to ensure the neutrality and independence of the audit system

In addition, the Company has established the following “Criteria for Judging Outside Directors and their Independence” for designating outside directors as an independent officer.

#### Criteria for Judging Outside Directors and their Independence

The outside Directors and outside Audit & Supervisory Board Members of the Company shall meet the requirements of the Companies Acts and other external statutory requirements, as well as the following requirements:

1. Requirements for all Outside Directors and Outside Audit & Supervisory Board Members
  - a. Possess the expertise, experience, insight, and character to perform their duties without regard for age, gender or nationality, and the ability to understand, identify themselves with, and practice the Company’s management philosophy
  - b. Satisfy the independence criteria in the Listing Management Guidelines established by the Tokyo Stock Exchange