



Translation

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February 14, 2022

Company Name: ORO Co., Ltd.

Representative: Atsushi Kawata

Representative Director & President

Stock Code: 3983 (Tokyo Stock Exchange, First Section)

Contact: Yasuhisa Hino

Senior Managing Director and

General Manager for Corporate Department

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Notice of Transition to a Company with an Audit and Supervisory Committee and Changes of Directors

ORO Co., Ltd. (hereinafter the “Company”) announces that the Company resolved, at its Board of Directors’ meeting held today, to transition from a company with a board of corporate auditors to a company with an audit and supervisory committee, subject to approval at the 24th Annual General Shareholders’ Meeting to be held on March 25, 2022. In line with this resolution, the Company also announces that it resolved, at the Board of Directors’ meeting held on the same day, to propose candidates for directors at the said Annual General Shareholders’ Meeting as follows. Please note that the changes of directors will be officially decided by the Board of Directors and the Audit and Supervisory Committee after the conclusion of the said Annual General Shareholders’ Meeting. The Company separately disclosed today the “Notice of Partial Amendments to the Articles of Incorporation” regarding the partial amendments to its Articles of Incorporation in association with this transition.

1. Transition to a Company with an Audit and Supervisory Committee

(1) Purpose of Transition

The Company has decided to transition to a company with an audit and supervisory committee with the aim of realizing the sustainable growth of corporate value by further strengthening supervisory functions of the Board of Directors and seeking to separate the business execution and supervisory functions through appointing directors who are audit and supervisory committee members with the authority to audit the directors’ execution of their duties, as well as by further enhancing discussions at the Board of Directors on matters such as management strategies through delegating the Board of Directors’ authority to make executive decisions to executive directors.

(2) Timing of Transition

The Company plans to obtain approval of the amendments to the Articles of Incorporation and other related matters required for the transition at the 24th Annual General Shareholders’ Meeting to be held on March 25, 2022, and transition to a company with an audit and supervisory committee on the same day.

2. Changes of Directors after Transition to a Company with an Audit and Supervisory Committee

(1) Candidates for Directors (excluding Directors who are Audit and Supervisory Committee Members)

Name	New Position	Current Position
Atsushi Kawata	CEO	Same as left
Yasuhisa Hino	Senior Managing Director	Same as left
Hiroshi Ikumoto	Director	Same as left
Masanori Seimiya	Director	–
Kei Sakaguchi	Director (Outside)	Same as left

(2) Candidates for Directors who are Audit and Supervisory Committee Members

Name	New Position	Current Position
Seiichi Suzuki	Director, Audit and Supervisory Committee Member (Outside)	Corporate Auditor (Outside) (Full-time)
Minoru Hirooka	Director, Audit and Supervisory Committee Member (Outside)	Corporate Auditor (Outside)
Yoichi Maeda	Director, Audit and Supervisory Committee Member (Outside) (Full-time)	–
Yuki Imamura*	Director, Audit and Supervisory Committee Member (Outside)	–

* Yuki Imamura's name in the family register is Yuki Yamauchi.

(3) Profiles of candidates for newly appointed Directors (excluding Directors who are Audit and Supervisory Committee Members)

Name: Masanori Seimiya
Date of birth: September 13, 1976
Education: First Cluster of Colleges of University of Tsukuba
Graduate School of Law, Tohoku University (2007)

Career history:

April 1999: Joined Software Kougyo Co., Ltd.
April 2010: Joined the Company
April 2013: Head of Client Support Group, Business Solutions Division of the Company
April 2014: Head of Client Support Group and Head of Maintenance Group, Business Solutions Division of the Company
April 2016: Head of Client Support Group and Head of Maintenance and Infrastructure Group, Business Solutions Division of the Company
April 2018: Head of Development Group, Business Solutions Division of the Company
July 2020: Head of Client Support Group and Head of Enterprise Development Group, Cloud Solutions Division of the Company
July 2021: Deputy Division Manager, Cloud Solutions Division of the Company (to present)

(4) Profiles of candidates for newly appointed Directors who are Audit and Supervisory Committee Members

Name: Yoichi Maeda
Date of birth: October 18, 1956
Education: School of Science and Engineering, Waseda University
Management Science Diploma, University of Cambridge, UK (1984)

Career history:

April 1980	Joined MITSUI & CO., LTD.
March 1991	General Manager of Information and Machinery Division of Brussels Headquarters, MITSUI & CO. BENELUX S. A./N. V.
April 2001	Departmental General Manager of Semiconductor Division, Electronics Business Unit, MITSUI & CO., LTD.
December 2005	Departmental General Manager of Strategic Planning Division, Information Industry Business Unit, MITSUI & CO., LTD.
April 2007	General Manager of Information Industry Planning and Administrative Division (Information Industry Business Unit), MITSUI & CO., LTD.
July 2007	General Manager of Electronics Business Division Information Industry Business Unit, MITSUI & CO., LTD.
March 2011	Inspector, Internal Auditing Division, MITSUI & CO., LTD.
June 2017	Standing Corporate Auditor, MN Inter-Fashion Ltd. (formerly Mitsui Bussan I-Fashion Ltd.)
July 2021	Specially Appointed Inspector, Internal Auditing Division, MITSUI & CO., LTD.

Name:	Yuki Imamura
Date of birth:	January 18, 1976
Education:	Bachelor of Agriculture with a Major in Development Policy and Economics, Faculty of Agriculture, University of Tokyo Master of Human Sciences, School of Human Science, Graduate School of Waseda University (2003) J.D., Waseda Law School (2007)

Career history:

April 1998	Joined McCann Erickson Japan Inc.
December 2008	Registered as Attorney at Law
January 2009	Joined TMI Associates
January 2021	Counsel at TMI Associates (to present)

(5) Retiring Directors

1. Director

Name	Current Position
Kunio Fujisaki	Managing Director
Takeshi Ue	Director (Outside)

2. Corporate Auditor

Name	Current Position
Seiichi Suzuki	Corporate Auditor (Outside) (Full-time)
Minoru Hirooka	Corporate Auditor (Outside)
Tsuyoshi Dai	Corporate Auditor (Outside)

Note: All of Audit and Supervisory Board Members will retire from their position at the time the Company transitions to a company with an audit and supervisory committee. Mr. Seiichi Suzuki and Mr. Minoru Hirooka are candidates for Directors who are Audit and Supervisory Committee Members.