

Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

Securities code: 5933

May 27, 2022

To our shareholders:

Nobuo Kobayashi
Representative Director and President
ALINCO INCORPORATED
1-1-1 Mishimae, Takatsuki City, Osaka Prefecture
(Osaka Head office: 4-4-9 Koraihashi, Chuo-ku, Osaka City)

Notice of the 52nd Annual General Meeting of Shareholders

We are pleased to announce the 52nd Annual General Meeting of Shareholders of ALINCO INCORPORATED (the “Company”), which will be held as described below.

The Company has decided to hold this General Meeting of Shareholders, taking appropriate measures beforehand to prevent the spread of novel coronavirus (COVID-19) infections.

You are strongly encouraged to exercise your voting rights prior to the meeting in writing or via the Internet, etc. and refrain from traveling to the venue on the day of the meeting, if at all possible, in order to secure safety and prevent the spread of infection.

Please review the attached Reference Documents for the General Meeting of Shareholders, and indicate your approval or disapproval of the proposals in the enclosed voting form and then return the form to the Company by postal mail or submit your votes via the Internet after referring to the “Guide to exercising voting rights via the Internet, etc.” (in Japanese only), so that your vote is received by Thursday, June 16, 2022, at 5:30 p.m. (JST).

1. **Date & Time** Friday, June 17, 2022, at 10:00 a.m. (JST)
2. **Venue** 20F, Naniwa Hall, Hotel Granvia Osaka
 3-1-1 Umeda, Kita-ku, Osaka City

3. Purpose of the Meeting

Matters to be reported

1. The Business Report and the Consolidated Financial Statements for the 52nd fiscal year (from March 21, 2021 to March 20, 2022), and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit and Supervisory Committee
2. The Non-consolidated Financial Statements for the 52nd fiscal year (from March 21, 2021 to March 20, 2022)

Matters to be Resolved

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| Proposal No. 1 | Partial Amendments to the Articles of Incorporation |
| Proposal No. 2 | Election of five Directors (Excluding Directors Who Are Audit and Supervisory Committee Members) |
| Proposal No. 3 | Election of three Directors Who Are Audit and Supervisory Committee Members |
| Proposal No. 4 | Election of two substitute Directors Who Are Audit and Supervisory Committee Members |

- Since the following documents will be posted on the Company's website (<https://www.alinco.co.jp/>) in accordance with laws and regulations and Article 14 of the Articles of Incorporation of the Company, they are not included in the attachment to this Notice of Convocation.
(1) Notes to Consolidated Financial Statements and (2) Notes to Non-Consolidated Financial Statements
Therefore, the attached documents to the Notice (the Japanese original) is a part of the documents that were audited by the Audit and Supervisory Committee in preparing the Audit Reports and by the Financial Auditor in preparing the Financial Audit Reports.
- In the event of the revision to any matters in the Reference Documents for the General Meeting of Shareholders (the Japanese original), the Business Report, the Consolidated Financial Statements, and the Non-consolidated Financial Statements, it will be posted on the Company's website above.
- If you exercise your voting rights both in writing and via the Internet, the voting via the Internet shall be deemed valid. If you exercise your voting rights more than once via the Internet, the latest voting shall be deemed valid.
- In addition, you are kindly requested to bring this notice and the Notice (the Japanese original) to the meeting.
- In attending the meeting in person, please submit the enclosed voting form at the reception of the meeting.

Requests to Shareholders Concerning the Prevention of the Spread of COVID-19 infections

- If any significant changes to the situation occur from this time forward regarding the operation of the General Meeting of Shareholders, we will post such updates on the Company's website above.
- Please exercise your voting rights in writing or via the Internet, etc., and refrain from traveling to the venue on the day of the meeting in order to prevent the spread of infection. We ask that senior citizens, individuals suffering from chronic illness, and pregnant women in particular fully consider the potential risks when deciding whether or not to attend the meeting.
- Shareholders attending this General Meeting of Shareholders in person are requested to check the status of infection on the day of the meeting and take note of your own health condition. Please take measures to prevent the spread of infection, such as wearing a face mask, when you attend.
- Those who appear to be unwell may be approached by the Company's staff and asked to refrain from entering the venue.
- The Company's staff at the venue will wear masks after checking their physical condition.
- To prevent the spread of infection, shareholders' seats are spaced well apart. Please be advised that your entry may be denied due to the limited number of seats available at the venue.
- We will be taking measures to prevent the spread of infection, and we ask for the understanding and cooperation of shareholders attending the General Meeting of Shareholders.

Reference Documents for the General Meeting of Shareholders

Proposal No. 1 Partial Amendments to the Articles of Incorporation

1. Reason for the proposal

Accompanying the enforcement of the revised provisions provided for in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) on September 1, 2022, the Company proposes to make the following changes to its Articles of Incorporation in line with the introduction of the system for providing informational materials for the general meeting of shareholders in electronic format.

- (1) Article 14, paragraph 1 in “Proposed Amendments” below will stipulate that the Company shall take measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. in electronic format.
- (2) Article 14, paragraph 2 in “Proposed Amendments” below will establish the provision to limit the scope of the items to be stated in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents.
- (3) Since the provisions for Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc. (Article 14 of the current Articles of Incorporation) will no longer be required, they will be deleted.
- (4) Accompanying the aforementioned establishment and deletion of provisions, Article 2 of Supplementary Provisions regarding the effective date, etc., will be established. This Article shall be deleted after elapse of the due date.

2. Details of the amendments

The details of the amendments are as follows.

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed Amendments
<p><u>(Internet Disclosure and Deemed Provision of Reference Documents of the General Meeting of Shareholders, etc.)</u> <u>Article 14</u> <u>When the Company convenes a general meeting of shareholders, if it discloses information that is to be stated or indicated in the reference documents of the general meeting of shareholders, business report, financial statements and/or consolidated financial statements through the internet in accordance with the provisions prescribed by the Ordinance of the Ministry of Justice, it may be deemed that the Company has provided this information to shareholders.</u> (New)</p>	<p style="text-align: center;">(Deleted)</p> <p><u>(Measures, etc. for Providing Information in Electronic Format)</u> <u>Article 14</u> <u>1. When the Company convenes a general meeting of shareholders, it shall take measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. in electronic format.</u> <u>2. Among items for which the measures for providing information in electronic format will be taken, the Company may exclude all or some of those items designated by the Ministry of Justice Order from statements in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents by the record date of voting rights.</u></p>

Current Articles of Incorporation	Proposed Amendments
<p>Supplementary Provisions Article 1 (Omitted)</p> <p style="text-align: right;">(New)</p>	<p>Supplementary Provisions Article 1 (Unchanged)</p> <p><u>(Transitional Measures for Providing Informational Materials for the General Meeting of Shareholders in Electronic Format)</u></p> <p><u>Article 2.</u></p> <ol style="list-style-type: none"> <u>1. The deletion of Article 14 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, etc.) in the Articles of Incorporation and the establishment of the new Article 14 (Measures, etc. for Providing Information in Electronic Format) in the Articles of Incorporation shall be effective from September 1, 2022, which is the date of enforcement of the revised provisions provided for in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) (the “Date of Enforcement”).</u> <u>2. Notwithstanding the provision of the preceding paragraph, Article 14 of the Articles of Incorporation (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) shall remain effective regarding any general meeting of shareholders held on a date within six months from the Date of Enforcement.</u> <u>3. The provisions of this Article shall be deleted on the date when six months have elapsed from the Date of Enforcement or three months have elapsed from the date of the general meeting of shareholders in the preceding paragraph, whichever is later.</u>

Proposal No. 2 Election of five Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all six Directors of the Company (excluding Directors who are Audit and Supervisory Committee Members) will expire at the conclusion of this meeting.

Therefore, the Company proposes the election of five Directors (excluding Directors who are Audit and Supervisory Committee Members).

Moreover, this proposal has been considered by the Audit and Supervisory Committee, but they have expressed no opinion.

The candidates for Directors (excluding Directors who are Audit and Supervisory Committee Members) are as follows:

Candidate No.	Name		Current Position and Responsibilities	Attendance at Board of Directors meetings in FY2021
1	Yusaku Inoue	Reelection	Representative Director and Chairperson	17/17
2	Nobuo Kobayashi	Reelection	Representative Director, President and Chief Operating Officer	17/17
3	Masatoshi Okamoto	Reelection	Director and Managing Executive Officer Responsible for Construction Materials Division, Construction Materials Rental Division, and Manufacturing and Production Engineering Division	15/17
4	Takashi Sakaguchi	Reelection	Director and Managing Executive Officer General Manager of General Accounting and Control Division and Overseas Scaffolding Rental Division, and responsible for Fitness Division	17/17
5	Koji Mizuno	New election		—

Reelection: Candidate for Director to be reelected

New election: Candidate for Director to be newly elected

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	<p data-bbox="331 331 544 394">Yusaku Inoue (December 20, 1943)</p> <p data-bbox="384 427 491 454">Reelection</p> <p data-bbox="288 495 587 584">Number of Board of Directors meetings attended 17/17, 100%</p>	<p data-bbox="612 264 1222 584">Apr. 1967 Joined Inoue Tekkousho Ltd. July 1970 Established Inoue Tekkou Co., Ltd. (currently ALINCO INCORPORATED) Senior Managing Director June 1993 Representative Director and President of the Company June 2009 Representative Director and Chairperson June 2019 Director and Chairperson Dec. 2019 Representative Director and Chairperson (current position)</p> <p data-bbox="612 595 1150 651">(Significant concurrent positions outside the Company) None</p>	606,385 shares
<p data-bbox="277 663 756 689">Reasons for nomination as candidate for Director</p> <p data-bbox="277 696 1430 846">Yusaku Inoue has been serving as Director of the Company since its establishment. He has been involved in the management of the Company for many years, and has been performing his duties and responsibilities in an appropriate manner. He has abundant experience in the temporary construction material industry, and as vice chairperson of Scaffolding and Construction Equipment Association of Japan, he has been working to prevent industrial accidents by promoting the use of safe equipment at construction sites.</p> <p data-bbox="277 853 1422 909">As the Company has deemed him as an individual who can continue to contribute to the management of the Company by utilizing this experience and insight as a Director, it has nominated him as a candidate for Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
2	<p data-bbox="347 629 528 685">Nobuo Kobayashi (January 20, 1957)</p> <p data-bbox="384 723 491 745">Reelection</p> <p data-bbox="288 786 587 875">Number of Board of Directors meetings attended 17/17, 100%</p>	<p data-bbox="614 264 1238 320">Apr. 1980 Joined Osaka Bank, Limited (currently Kansai Mirai Bank, Limited)</p> <p data-bbox="614 331 1238 450">Apr. 2008 Executive Officer of the Kinki Osaka Bank, Ltd. (currently Kansai Mirai Bank, Limited), and General Manager of Administration System Office</p> <p data-bbox="614 461 1238 517">June 2008 Director, Executive Officer, and General Manager of Administration System Office</p> <p data-bbox="614 528 1238 584">Sept. 2008 Director and Executive Officer, responsible for Operation Reform Department</p> <p data-bbox="614 595 1238 685">Apr. 2010 Joined the Company Corporate Officer; Finance Department Manager</p> <p data-bbox="614 696 1238 752">Mar. 2011 Corporate Officer; Accounting Department Manager, Finance Department Manager</p> <p data-bbox="614 763 1238 819">June 2012 Director; Accounting Department Manager, Finance Department Manager</p> <p data-bbox="614 831 1238 887">Jan. 2014 Director; Accounting Department Manager, and responsible for Finance Department</p> <p data-bbox="614 898 1238 954">June 2018 Managing Director; General Manager of Administration Division</p> <p data-bbox="614 965 1238 999">Dec. 2019 Representative Director and President</p> <p data-bbox="614 1010 1238 1066">June 2021 Representative Director, President and Chief Operating Officer (current position)</p> <p data-bbox="614 1077 1238 1238">(Significant concurrent positions outside the Company) Representative Director and Chairperson of SOFUKUKOKI CO., LTD. Representative Director and Chairperson of HIGASHI ELECTRONICS INDUSTRY CO., LTD. Representative Director and Chairperson of UEKIN Co., Ltd.</p>	33,787 shares
<p data-bbox="277 1249 759 1272">Reasons for nomination as candidate for Director</p> <p data-bbox="277 1283 1430 1462">Nobuo Kobayashi has a high level of knowledge in the banking industry that was cultivated in a previous position, and a high level of insight in management overall as a Director. He has been involved in the management of the Company as a Director since June 2012. From June 2018, he became well versed in the overall business of the Company through his duties managing Administration Division as Managing Director and General Manager of the Administration Division. Since December 2019, he has been performing his duties and responsibilities in an appropriate manner as Representative Director and President.</p> <p data-bbox="277 1473 1430 1527">As the Company has deemed him as an individual who can continue to contribute to the management of the Company by utilizing this experience and insight as a Director, it has nominated him as a candidate for Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
3	<p data-bbox="336 573 536 633">Masatoshi Okamoto (October 5, 1958)</p> <p data-bbox="384 669 488 696">Reelection</p> <p data-bbox="288 732 584 824">Number of Board of Directors meetings attended 15/17, 88%</p>	<p data-bbox="612 264 716 288">Mar. 1982</p> <p data-bbox="612 300 716 324">Apr. 2010</p> <p data-bbox="612 394 716 418">June 2012</p> <p data-bbox="612 524 716 548">Jan. 2014</p> <p data-bbox="612 685 716 710">June 2015</p> <p data-bbox="612 815 716 840">Mar. 2018</p> <p data-bbox="612 913 716 938">June 2021</p> <p data-bbox="612 1072 1150 1133">(Significant concurrent positions outside the Company) None</p> <p data-bbox="772 264 1198 1066"> Joined the Company Kanto and Chubu Area Manager and Tokyo Branch Manager of Construction Materials Division Corporate Officer; Kanto and Chubu Area Manager and Tokyo Branch Manager of Construction Materials Division Corporate Officer; Vice General Manager of Construction Materials Division, Sales Department Manager, Business Operations Department Manager Director; Vice General Manager of Construction Materials Division, Business Operations Department Manager Director; General Manager of Construction Materials Division Director and Managing Executive Officer Responsible for Construction Materials Division, Construction Materials Rental Division, and Manufacturing and Production Engineering Division (current position) </p>	18,830 shares
<p data-bbox="276 1144 756 1169">Reasons for nomination as candidate for Director</p> <p data-bbox="276 1176 1422 1296">Masatoshi Okamoto has abundant business experience in the Company's Construction Materials Division, and is well versed in temporary construction material-related business. Furthermore, he served as Corporate Officer from June 2012, has been serving as Director since June 2015, and has been performing his duties and responsibilities in an appropriate manner.</p> <p data-bbox="276 1303 1422 1357">As the Company has deemed him as an individual who can continue to contribute to the management of the Company by utilizing this experience and insight as a Director, it has nominated him as a candidate for Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
4	<p style="text-align: center;">Takashi Sakaguchi (September 5, 1961)</p> <p style="text-align: center;">Reelection</p> <p style="text-align: center;">Number of Board of Directors meetings attended 17/17, 100%</p>	<p>Mar. 1984 Joined the Company</p> <p>June 2012 Accounting Department Manager</p> <p>Jan. 2014 Finance Department Manager</p> <p>June 2014 Corporate Officer; Finance Department Manager</p> <p>June 2017 Director; Finance Department Manager</p> <p>Sept. 2017 Director; General Manager of Overseas Scaffolding Rental Division and Finance Department Manager</p> <p>Mar. 2020 Director; General Manager of General Accounting and Control Division and Overseas Scaffolding Rental Division</p> <p>June 2021 Director and Managing Executive Officer General Manager of General Accounting and Control Division and Overseas Scaffolding Rental Division</p> <p>Oct. 2021 Director and Managing Executive Officer General Manager of General Accounting and Control Division and Overseas Scaffolding Rental Division, and responsible for Fitness Division (current position)</p> <p>(Significant concurrent positions outside the Company) None</p>	19,088 shares
<p>Reasons for nomination as candidate for Director</p> <p>Takashi Sakaguchi has abundant business experience in the Company's Administration Division, and is well versed in accounting and finance-related business. He served as Corporate Officer from June 2014, and has been serving as Director since June 2017. Since September 2017, he has been performing his duties and responsibilities as the person in charge of the overseas construction materials rental business, as well as the Fitness Division since October 2021. As the Company has deemed him as an individual who can continue to contribute to the management of the Company by utilizing this experience and insight as a Director, it has nominated him as a candidate for Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
5	Koji Mizuno (June 29, 1968) New election Number of Board of Directors meetings attended —	<p>Apr. 1991 Joined The Nanto Bank, Ltd.</p> <p>Apr. 2006 Lecturer, Faculty of Management of Otemon Gakuin University</p> <p>Apr. 2010 Associate Professor, Faculty of Management</p> <p>Apr. 2011 Corporate Collaboration Support Advisor of Organization for Small and Medium Enterprises and Regional Innovation</p> <p>June 2011 Outside Auditor of DAIKEN CORPORATION</p> <p>June 2015 Outside Director Chairperson of Corporate Governance Committee and Nomination and Compensation Committee</p> <p>Apr. 2016 Professor, Faculty of Management and Graduate School of Business Administration of Otemon Gakuin University Director of Venture Business Research Institute Associate Dean, Faculty of Management</p> <p>Apr. 2018 Dean, Faculty of Management (current position) Professor, Faculty of Management and Graduate School of Business Administration and Economics of Otemon Gakuin University (current position)</p> <p>June 2020 Outside Administrative Officer of Kita Osaka Shinkin Bank (current position)</p> <p>July 2020 "Regional Revitalization Planning & Promotion Member" Advisor of Kinki Finance Bureau (current position)</p>	1,000 shares
<p>Reasons for nomination as candidate for outside Director and overview of expected roles</p> <p>With his experience in the financial institution, he currently teaches primarily finance and related law at the university as the Dean of Faculty of Management. Although he has not been directly involved in the management of the company in the past, he has experience as an outside officer at other companies. Based on this knowledge, we believe that he will provide advice on our management strategies and supervise our management, and that he is an appropriate person to help the Company sustainably improve our corporate value, and have therefore nominated him as a candidate for outside Director.</p> <p>The Company expects him to provide advice in order to increase medium- to long-term corporate value by stimulating the Company's sustainable growth, and supervise management by making important decisions at meetings of the Board of Directors, such as the appointment and dismissal of the senior management, by utilizing the experience and expertise.</p>			

- (Notes)
1. There is no special interest between any of the candidates and the Company.
 2. Koji Mizuno is a candidate for outside Director.
 3. If the election of Koji Mizuno is approved, in accordance with Article 427, Paragraph 1 of the Companies Act, the Company plans to enter into an agreement with him to limit his liability for damages under Article 423, Paragraph 1 of the same act. The limit of the amount of liability for damages under the aforementioned agreement shall be the amount provided for under laws and regulations.
 4. If Koji Mizuno is elected under the Proposal, the Company plans to submit notification to the Tokyo Stock Exchange concerning his designation as an independent officer as provided for by the aforementioned exchange.
 5. The Company has entered into a directors and officers liability insurance policy with an insurance company. The policy covers claims for damages and litigation expenses incurred (including in case of shareholder derivative lawsuit) due to actions carried out by insured persons based on their position. Candidates shall, upon approval of reelection and election, be included as insured persons in this policy. In addition, when the policy is renewed, the Company plans to renew the policy with the same terms.

Proposal No. 3 Election of three Directors Who Are Audit and Supervisory Committee Members

The terms of office of all three Directors who are Audit and Supervisory Committee Members will expire at the conclusion of this meeting.

Therefore, the Company proposes the election of three Directors who are Audit and Supervisory Committee Members. In addition, consent of the Audit and Supervisory Committee has been obtained for this proposal.

Candidates for Director who is Audit and Supervisory Committee Member are as follows:

Candidate No.	Name		Current Position and Responsibilities	Attendance at Board of Directors meetings in FY2021	Attendance at Audit and Supervisory Committee meetings in FY2021
1	Toshinori Yoshii	New election	Internal Audit Department Manager, Internal Audit Section I Manager	—	—
2	Kohei Nomura	Reelection	Outside Director (Audit and Supervisory Committee Member)	17/17	14/14
3	Yoshiaki Kamba	Reelection	Outside Director (Audit and Supervisory Committee Member)	17/17	14/14

Reelection: Candidate for Director to be reelected

New election: Candidate for Director to be newly elected

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Toshinori Yoshii (June 8, 1962) New election Number of Board of Directors meetings attended — Number of Audit and Supervisory Committee meetings attended —	Apr. 1986 Joined Omron Tateishi Electronics Co. (currently Omron Corporation) Apr. 1992 Controller, Omron Malaysia SDN.BHD. Apr. 1997 Business Planning Department, Social Business Division, Omron Corporation Oct. 2004 Accounting Section of Finance Division, Hitachi-Omron Terminal Solutions, Corp. (currently Hitachi Channel Solutions, Corp.) July 2008 Administration Department Manager, Hitachi Financial Equipment System (Shenzhen) Co., Ltd. Oct. 2010 Finance Department of Finance Division, Hitachi-Omron Terminal Solutions, Corp. (currently Hitachi Channel Solutions, Corp.) June 2013 Internal Audit Department Apr. 2018 Internal Audit Department Manager July 2019 Joined the Company Feb. 2020 Internal Audit Department Manager Sept. 2021 Internal Audit Department Manager, Internal Audit Section I Manager (current position) (Significant concurrent positions outside the Company) None	— shares
<p>Reasons for nomination as candidate for Director who is Audit and Supervisory Committee Member</p> <p>He has extensive auditing experience from his previous position and also served as Internal Audit Department Manager of the Company since February 2020, and is currently Internal Audit Department Manager, where he appropriately fulfills his duties and responsibilities.</p> <p>We believe that by utilizing such experience and knowledge as Director who is Audit and Supervisory Committee Member, the Company expects him to enhance transparency and strengthen the supervisory function of the Board of Directors, and therefore, he is nominated as a new candidate for Director who is Audit and Supervisory Committee Member.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
2	Kohei Nomura (May 12, 1948) Reelection Number of Board of Directors meetings attended 17/17, 100% Number of Audit and Supervisory Committee meetings attended 14/14, 100%	Apr. 1975 Registered as an attorney at law Apr. 1977 Opened Nishikawa & Nomura Law Office June 2004 Corporate Auditor of the Company June 2016 Director (Audit and Supervisory Committee Member) (current position) (Significant concurrent positions outside the Company) Outside Director of Suminoe Textile Co., Ltd.	13,600 shares
	<p>Reasons for nomination as candidate for outside Director who is Audit and Supervisory Committee Member and overview of expected roles</p> <p>He has professional knowledge and broad experience as an attorney. In addition, since June 2016, he has served as outside Director who is Audit and Supervisory Committee Member, contributing to improving the transparency of the Board of Directors and strengthening its supervisory function from an objective and neutral standpoint in terms of legal matters, and fulfilling his duties and responsibilities appropriately.</p> <p>Although he has no experience of being involved in corporate management other than being an outside officer in the past, for the reasons stated above, as a continued outside Director who is Audit and Supervisory Committee Member, the Company expects him to provide advice in order to increase medium to long-term corporate value by promoting the Company's sustainable growth, and supervise management by making important decisions at the Board of Directors meetings, such as the appointment and dismissal of the senior management.</p>		
3	Yoshiaki Kamba (December 24, 1962) Reelection Number of Board of Directors meetings attended 17/17, 100% Number of Audit and Supervisory Committee meetings attended 14/14, 100%	Apr. 1986 Joined Wacoal Corp. Oct. 1990 Joined Osaka Office of Deloitte Touche Tohmatsu Aug. 1994 Opened Kamba Certified Public Accountant and Tax Accountant Office June 2016 Director (Audit and Supervisory Committee Member) of the Company (current position) (Significant concurrent positions outside the Company) None	— shares
	<p>Reasons for nomination as candidate for outside Director who is Audit and Supervisory Committee Member and overview of expected roles</p> <p>He has professional knowledge and broad experience as a certified public accountant. In addition, since June 2016, he has served as outside Director who is Audit and Supervisory Committee Member, contributing to improving the transparency of the Board of Directors and strengthening its supervisory function from an objective and neutral standpoint in terms of accounting matters, and fulfilling his duties and responsibilities appropriately.</p> <p>Although he has no experience of being involved in corporate management other than being an outside officer in the past, for the reasons stated above, as a continued outside Director who is Audit and Supervisory Committee Member, the Company expects him to provide advice in order to increase medium to long-term corporate value by promoting the Company's sustainable growth, and supervise management by making important decisions at the Board of Directors meetings, such as the appointment and dismissal of the senior management.</p>		

- (Notes)
1. There is no special interest between any of the candidates and the Company.
 2. Kohei Nomura and Yoshiaki Kamba are candidates for outside Directors who are Audit and Supervisory Committee Members.
 3. At the conclusion of this meeting, Kohei Nomura and Yoshiaki Kamba's tenure as outside Directors who are Audit and Supervisory Committee Members of the Company will have been six years each.
 4. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into an agreement with Kohei Nomura and Yoshiaki Kamba limiting their liability for damages under Article 423, paragraph (1) of the Companies Act. The limit of the amount of liability for damages under the aforementioned agreement is the amount provided for under laws and regulations and, if their reelection is approved, the Company intends to renew the agreements

with them. If the election of Toshinori Yoshii is approved, the Company plans to enter into a limited liability agreement with the same terms and conditions.

5. The Company has submitted notification to the Tokyo Stock Exchange that Kohei Nomura and Yoshiaki Kamba have been appointed as an independent officer as provided for by the aforementioned exchange. If their reelection is approved in this proposal, the Company plans for their appointment as an independent officer to continue.
6. The Company has entered into a directors and officers liability insurance policy with an insurance company. The policy covers claims for damages and litigation expenses incurred (including in case of shareholder derivative lawsuit) due to actions carried out by insured persons based on their position. Candidates shall, upon approval of reelection and election, be included as insured persons in this policy. In addition, when the policy is renewed, the Company plans to renew the policy with the same terms.

Proposal No. 4 Election of two substitute Directors Who Are Audit and Supervisory Committee Members

The Company requests approval for the election of two substitute Directors who are Audit and Supervisory Committee Members to be ready to fill a vacant position should the number of Directors who are Audit and Supervisory Committee Members fall below the number required by laws and regulations.

Regarding the order in which substitute Directors who are Audit and Supervisory Committee Members will assume office, Tadimitsu Eto shall be first in line and Takaaki Narasaki shall be second in line; provided, however, that since Tadimitsu Eto does not meet the requirements for outside Director, Takaaki Narasaki shall fill in any absence of outside Director who is Audit and Supervisory Committee Member.

The validity of election can be nullified by resolution of the Board of Directors if consent of the Audit and Supervisory Committee has been obtained; provided, however, that it is only in a time before assuming office.

In addition, consent of the Audit and Supervisory Committee has been obtained for this proposal.

Candidates for substitute Directors who are Audit and Supervisory Committee Member are as follows:

Candidate No.	Name	Current Position and Responsibilities
1	Tadamitsu Eto	General Affairs Department Manager and Compliance Control Department Manager, General Affairs and Human Resources Division
2	Takaaki Narasaki	

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Tadamitsu Eto (April 25, 1963)	<p>Apr. 1986 Joined Kinki Sogo Bank Co., Ltd. (currently Kansai Mirai Bank, Limited)</p> <p>Apr. 2005 Compliance Control Office Manager, Business Administration Department of Kinki Osaka Bank, Ltd. (currently Kansai Mirai Bank, Limited)</p> <p>Apr. 2017 Joined Komoshita Youdan Co., Ltd.</p> <p>May 2017 Director and General Affairs Department Manager</p> <p>Apr. 2020 Joined the Company General Affairs Department Vice Manager, General Affairs and Human Resources Division</p> <p>June 2021 Compliance Control Department Manager and General Affairs Department Vice Manager, General Affairs and Human Resources Division</p> <p>Mar. 2022 General Affairs Department Manager and Compliance Control Department Manager, General Affairs and Human Resources Division (current position)</p> <p>(Significant concurrent positions outside the Company) None</p>	— shares
<p>Reasons for nomination as candidate for substitute Director who is Audit and Supervisory Committee Member</p> <p>He has abundant business experience in his previous positions, and after joining the Company in 2020, he worked in the General Affairs and Human Resources Division and has served as the General Affairs Department Manager of the Company since March 2022, where he has appropriately fulfilled his duties and responsibilities.</p> <p>He is nominated as a candidate for substitute Director who is Audit and Supervisory Committee Member because we believe that he is capable of applying his experience and knowledge to the Company's audit system as Director who is Audit and Supervisory Committee Member.</p>			
2	Takaaki Narasaki (February 10, 1952)	<p>Apr. 1978 Joined the Osaka Regional Taxation Bureau</p> <p>July 2006 District Director of Ikuno Tax Office</p> <p>July 2007 Director, Planning Division, Management and Co-ordination Department, Osaka Regional Taxation Bureau</p> <p>July 2008 Director, Corporation Taxation Division, Second Taxation Department</p> <p>July 2009 Deputy Regional Commissioner, Revenue Management and Collection Department</p> <p>July 2011 District Director of Higashi Tax Office</p> <p>Aug. 2012 Registered as tax accountant</p> <p>Sept. 2012 Opened Takaaki Narasaki Tax Accountant Office (current position)</p> <p>(Significant concurrent positions outside the Company) None</p>	— shares
<p>Reasons for nomination as candidate for substitute outside Director who is Audit and Supervisory Committee Member and overview of expected roles</p> <p>Although he has no experience of being directly involved in corporate management, the Company expects him to provide advice in order to increase medium to long-term corporate value by promoting the Company's sustainable growth, and supervise management by making important decisions at the Board of Directors meetings, such as the appointment and dismissal of the senior management, utilizing knowledge and experience he has gained through many years of tax practice in the Company's auditing system, if appointed as an outside Director who is Audit and Supervisory Committee Member.</p>			

- (Notes)
1. There is no special interest between any of the candidates and the Company.
 2. Takaaki Narasaki is a candidate for substitute outside Director who is Audit and Supervisory Committee Member. If he assumes the office of outside Director who is Audit and Supervisory Committee Member, the Company plans to submit notification to the Tokyo Stock Exchange concerning his designation as an independent officer as provided for by the aforementioned exchange.

3. If Takaaki Narasaki assumes the office of outside Director who is Audit and Supervisory Committee Member, in accordance with Article 427, Paragraph 1 of the Companies Act, the Company plans to enter into an agreement with him to limit his liability for damages under Article 423, Paragraph 1 of the same act. The limit of the amount of liability for damages under the aforementioned agreement shall be the amount provided for under laws and regulations.
4. The Company has entered into a directors and officers liability insurance policy with an insurance company. The policy covers claims for damages and litigation expenses incurred (including in case of shareholder derivative lawsuit) due to actions carried out by insured persons based on their position. Candidates shall, upon appointment, be included as insureds under the insurance policy.

Reference

Standard for independence of Outside Directors

The Company deems an outside Director or candidate for outside Director as having independence if they do not fall under any of the items listed below as a result of the Company having investigated his or her background to reasonable extent.

1. A business executive (*1) of the Company or the Company's subsidiaries (hereinafter, the "Group"), or person who has been a business executive of the Group at any time in the past 10 years (or for a period of 10 years before appointment to that post if the person has, at any time within the past 10 years, served as a non-executive Director (Directors who do not fall under executive Director), Auditor or Accounting Advisor of the Group);
2. Shareholders who hold 10% or more of the voting rights of the Company, or directors, etc. of such companies (*2);
3. Directors, etc. of companies in which the Company holds 10% or more of the voting rights;
4. A business executive of a business partner, with which the Group does business for an amount equivalent to 2% or more of the total consolidated net sales for either of the companies;
5. Directors, etc. of financial institutions, etc., from which the Group borrows an amount equivalent to 2% or more of its total consolidated assets;
6. A person who is currently a certified public accountant (or certified tax accountant) serving as a Financial Auditor or Accounting Advisor of the Group, or a person who is currently a member, partner, or employee of an audit firm (or tax accountancy corporation) serving as a Financial Auditor or Accounting Advisor of the Group;
7. An attorney at law, certified public accountant, certified tax accountant or any other consultant who received an average of ¥10 million or more per year over the past three years in the form of money or other financial benefits, other than remuneration as an executive of the Group;
8. A person whose spouse, relative within the second degree of kinship, or cohabiting relative falls under any of 1 to 7 above;
9. A person who has fallen under any item of 2 to 8 above in the past five years
10. A business executive of a company at which a business executive of the Group assumes the position of an officer;
11. A person who currently holds the position of independent Director of the Company and whose tenure, if reappointed, will exceed eight years;

*1 "Business executive" refers to an executive Director, Executive (or Corporate) Officer, manager or other employee.

*2 Directors, etc. refers to Directors, Auditors, Accounting Advisors, Executive Officers (Shikkoyaku), Administrative Officers, Executive (or Corporate) Officers, managers and other employees.

Reference

If Proposals 2 and 3 are approved as proposed at this meeting, the composition and expertise of the Board of Directors shall be as follows.

Position in the Company	Name	Corporate management & Management strategy	Core business experience	Development, Technology & Manufacturing	IT digital	Finance & Accounting	Legal Affairs & Risk Management	ESG	Global experience	Nomination and Compensation Committee
Representative Director and Chairperson	Yusaku Inoue	●	●	●					●	○
Representative Director and President	Nobuo Kobayashi	●			●	●	●	●		○
Director	Masatoshi Okamoto	●	●	●						
Director	Takashi Sakaguchi	●	●		●	●			●	
Director (Outside)	Koji Mizuno	●				●	●	●		○
Director Audit and Supervisory Committee Member (Full-Time)	Toshinori Yoshii					●	●		●	
Director Audit and Supervisory Committee Member (Outside)	Kohei Nomura						●	●		○
Director Audit and Supervisory Committee Member (Outside)	Yoshiaki Kamba					●		●		○

* It does not represent the entirety of Directors' background and experience.