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(Securities Code 7628) June 3, 2022

# **To Shareholders with Voting Rights:**

Mamoru Shibasaki President and CEO Ohashi Technica, Inc. 4-3-13 Toranomon, Minato-ku, Tokyo, Japan (Location of Head Office)

#### NOTICE OF THE 70TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

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

We are pleased to announce that the 70th Ordinary General Meeting of Shareholders of Ohashi Technica, Inc. (the "Company") will be held for the purposes as described below.

You may exercise your voting rights in advance in writing or via electromagnetic means (the Internet, etc.). Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:00 p.m. Japan time on Thursday, June 23, 2022.

**1. Date and Time:** Friday, June 24, 2022 at 10:00 a.m. Japan time

2. Place: JIJI PRESS HALL (2nd Floor, Jiji Press Building) located at 5-15-8 Ginza,

Chuo-ku, Tokyo

3. Meeting Agenda:

Matters to be reported: 1. The Business Report, Consolidated Financial Statements for the

Company's 70th Fiscal Year (April 1, 2021 - March 31, 2022) and results of audits of the Consolidated Financial Statements by the Accounting

Auditor and the Audit and Supervisory Committee

2. Non-consolidated Financial Statements for the Company's 70th Fiscal Year (April 1, 2021 - March 31, 2022)

#### Proposals to be resolved:

**Proposal 1:** Appropriation of Surplus

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

**Proposal 3:** Election of Four (4) Directors (Excluding Directors Serving as Audit and

Supervisory Committee Members)

**Proposal 4:** Election of Three (3) Directors Serving as Audit and Supervisory Committee

Members

**Proposal 5:** Election of One (1) Substitute Director Serving as Audit and Supervisory

Committee Member

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

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

We would like to propose to appropriate our surplus as follows.

The Company recognizes the improvement of its corporate value over the medium- to long-term and returning profits to shareholders as one of its important management issues.

We would like to propose our year-end dividend for the 70th fiscal year to be 31 yen per share, which comprises 26 yen per share of common stock of the Company and a commemorative dividend of 5 yen per share in commemoration of the 70th anniversary of the Company's foundation.

#### Items Related to the Year-end Dividend

(1) Type of dividend property Cash

(2) Items related to the allocation of dividend property and total amount thereof

31 yen per share consisting of 26 yen per share of common stock of the Company plus a commemorative dividend of 5 yen per share

Total amount: 427,223,400 yen

The annual dividend for this year will be 57 yen per share including the interim dividend.

(3) Effective date of distribution of surplus June 27, 2022

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

## 1. Reasons for this proposal

The revised stipulations stipulated in the proviso of Article 1 of the supplementary provisions of the "Act Partially Amending the Companies Act" (Act No. 70 of 2019) will be enforced on September 1, 2022, and the Company proposes the following amendments to the Company's Articles of Incorporation in preparation for the implementation of the system for electronic provision of materials for General Meetings of Shareholders.

- (1) Article 15, Paragraph 1 of the proposed amendments stipulates that information that is the content of Reference Documents for the General Meeting of Shareholders, etc., shall be provided electronically.
- (2) Article 15, Paragraph 2 of the proposed amendments establishes stipulations to limits on the scope of matters to be recorded in physical documents that are provided to shareholders who request provision of physical documents.
- (3) As stipulations concerning Internet disclosure and deemed provision of Reference Documents for General Meetings of Shareholders, etc. (Article 15 of the current Articles of Incorporation) will no longer be necessary, these shall be deleted.
- (4) Supplementary provisions shall be established concerning the effective date, etc., in line with the new establishments and deletions above.

#### 2. Contents of the amendments

The contents of the amendments are as follows.

(Underlines indicate amended sections)

Current Articles of Incorporation	Proposed amendments
(Internet disclosure and deemed provision of	_
Reference Documents for General Meetings of	
Shareholders, etc.)	
Article 15 In the convocation of General	(Deleted)
Meetings of Shareholders, the	
Company may deem that it has	
provided to shareholders information	
concerning matters that must be	
displayed in the Reference Documents	
for General Meetings of Shareholders,	
Business Report, Non-consolidated	
Financial Statements, and	
Consolidated Financial Statements via	
Internet disclosure in conformity with	
definitions provided in the Ordinance of the Ministry of Justice.	
of the Willistry of Justice.	(Measures for electronic provision, etc.)
(Newly established)	Article 15 In the convocation of General Meetings
(Newly established)	of Shareholders, the Company shall
	provide electronically information that
	is the content of Reference Documents
	for the General Meeting of
	Shareholders, etc.
	2. Of the matters to which electronic
	provision measures apply, the
	Company may choose not to record all
	or part of matters stipulated in the
	Ordinance of the Ministry of Justice in
	the physical documents provided to
	shareholders who made requests for
	provision of physical documents by the
(Novyky ostablishod)	record date for voting rights.
(Newly established)	(Supplementary provisions)

Current Articles of Incorporation	Proposed amendments				
	Article 1. The deletion of Article 15 (Internet				
	disclosure and deemed provision of				
	Reference Documents for General				
	Meetings of Shareholders, etc.) of the				
	current Articles of Incorporation and the				
	establishment of Article 15 (Measures				
	for electronic provision, etc.) of the				
	proposed amendments shall take effect				
	from September 1, 2022, (hereinafter,				
	the "Enforcement Date") the date of				
	enforcement of the revised stipulations				
	stipulated in the proviso of Article 1 of				
	the supplementary provisions of the Act				
	Partially Amending the Companies Act				
	(Act No. 70 of 2019).				
	2. Notwithstanding the provisions of the				
	previous paragraph, the Article 15				
	(Internet disclosure and deemed				
	provision of Reference Documents for				
	General Meetings of Shareholders,				
	etc.) of the current Articles of				
	Incorporation shall remain valid for				
	General Meetings of Shareholders held				
	on a day that is within six months of				
	the Enforcement Date.				
	3. These supplementary provisions shall				
	be deleted on the day after which six				
	months have elapsed since the				
	Enforcement Date or the day after				
	which three months have elapsed since				
	the day of the General Meeting of				
	Shareholders in the previous				
	paragraph, whichever is later.				

# Proposal 3: Election of Four (4) Directors (Excluding Directors Serving as Audit and Supervisory Committee Members)

The terms of office of all three (3) Directors (excluding Directors serving as Audit and Supervisory Committee Members; hereinafter the same shall apply in this proposal) will expire at the conclusion of this General Meeting of Shareholders.

The Company proposes to increase the number of Directors by one (1) to strengthen the management system. Accordingly, the election of four (4) Directors is proposed.

Regarding this proposal, the Company's Audit and Supervisory Committee has judged that all the candidates for Directors are well qualified.

The candidates for Directors are as follows.

No.	Name	Current positions at the Company	
1	Mamoru Shibasaki	President and CEO; Member of Nomination and Compensation Committee	Renominated
2	Masato Furusho	Managing Director; General Manager of Development & Planning Div.	Renominated
3	Yoshiji Nakamura	Director; General Manager of Administration Headquarters; and General Manager of Corporate Planning Div.	Renominated
4	Masaya Hirose	Executive Officer; General Manager of Domestic Business Div.; and General Manager of Sales Div.	Newly nominated

<sup>&</sup>lt; Reference > Policy for the Nomination of Candidates for Directors

The nomination of candidates for the Company's Directors is decided by comprehensively evaluating the candidate's management strategy planning capabilities, business execution capabilities, management control capabilities, risk management capabilities, personality, and other factors. As for the procedure of nomination, candidates are decided by the Board of Directors based on the result of deliberation by the Nomination and Compensation Committee.

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company					
	Mamoru Shibasaki (May 14, 1956)	June 2003	Joined the Company President, OHASHI TECHNICA U.S.A., INC. Executive Officer, OHASHI TECHNICA U.S.A., INC.				
	Renominated	June 2007 June 2008	Director; General Manager of Corporate Planning Div. Director; General Manager of Overseas Business Div.				
	[Number of shares of the	August 2011	Director; General Manager of Sales Headquarters				
	Company held]	June 2014	Managing Director				
1	67,500	June 2015	President and CEO (incumbent) current positions]				
	[Number of years served as	None.	current positions				
	Director]		ination as candidate for Director]				
	15 years		aki has a wealth of experience and knowledge in the domestic				
	[Attendance at Board of Directors meetings]	Group. In order	risions, and is demonstrating leadership as the supervisor of the to continue to utilize his capabilities and experience for the the Group, his election as Director is proposed.				
		April 1979	Joined the Company				
		January 2000 June 2003	President, OHASHI TECHNICA UK, LTD. Executive Officer, OHASHI TECHNICA UK, LTD.				
		June 2009	Senior Executive Officer; General Manager of Sales				
		2009	Management Div. I				
	Masato Furusho October 20 (September 27, 1956)		Senior Executive Officer; President, OHASHI TECHNICA U.S.A., INC.				
	Renominated	June 2015	Executive Officer; General Manager of Corporate Procurement Div.				
	renommaca	October 2016	Executive Officer; General Manager of Sales Div. II				
	[Number of shares of the		Executive Officer; General Manager of Sales Div.				
	Company held]	June 2018	Director; General Manager of Sales Div.				
2	45,400	March 2019	Director; General Manager of Domestic Business Div.; and General Manager of Sales Div.				
	[Number of years served as	June 2021	Managing Director; General Manager of Domestic Business				
	Director]		Div.; and General Manager of Sales Div.				
	4 years	April 2022	Managing Director; General Manager of Development &				
	[Attendance at Board of	[Significant cond	Planning Div. (incumbent) current positions				
	Directors meetings]	None.	current positions]				
	19/19		ination as candidate for Director]				
			has a wealth of experience and knowledge in the domestic and				
			ns, and he is currently in charge of supervisory operations of division. In order to utilize his capabilities and experience for				
			f the Group's business performance, his election as Director is				
		proposed.					

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company					
3	Yoshiji Nakamura (March 3, 1960)  Renominated  [Number of shares of the Company held] 35,600	January 2010 December 2010 June 2011 August 2011 June 2015	Joined The Dai-Ichi Kangyo Bank, Limited (currently Mizuho Bank, Ltd.) Seconded to the Company General Manager of General Administration Div. Joined the Company Executive Officer; General Manager of General Administration Div. Executive Officer; General Manager of Corporate Planning Div. Director; General Manager of Corporate Planning Div. Director; General Manager of Business Promotion Div. Director; General Manager of Administration Headquarters;				
3	[Number of years served as Director] 7 years  [Attendance at Board of	[Significant cond None. [Reason for nom Yoshiji Nakamu	and General Manager of Corporate Planning Div. (incumbent) current positions] ination as candidate for Director] ra has a wealth of experience and knowledge in the corporate				
	Directors meetings] 19/19	corporate planni supervisory oper to take charge of	neral administration divisions, and he is currently in charge of any operations and overall administration divisions as well as rations of domestic subsidiaries. In order to have him continue f policy decision-making for the entire Group and enhancement functions by utilizing his capabilities and experience, his etor is proposed.				
4	Masaya Hirose (May 18, 1964)  Newly nominated  [Number of shares of the Company held] 34,200  [Number of years served as Director] -  [Attendance at Board of Directors meetings] -	June 2019  June 2022  [Significant cond None.  [Reason for nom Masaya Hirose I and as president knowledge in the capabilities and	Joined the Company Branch Manager of Tachikawa Branch President, OHASHI TECHNICA U.S.A., INC. President, OHASHI TECHNICA U.S.A. MANUFACTURING, INC. General Manager of East Japan Supervisory Div., Sales Headquarters Executive Officer; General Manager of East Japan Supervisory Div., Sales Headquarters Executive Officer; General Manager of Sales Headquarters Director; General Manager of Sales Headquarters Director; General Manager of Overseas Business Div. Executive Officer; Chairman and President of OHASHI TECHNICA PRECISION PARTS (SHANGHAI) CO., LTD.; Chairman and President of OHASHI TECHNICA PRECISION PARTS (GUANGZHOU) CO., LTD.; and Chairman and President of OHASHI NAKAHYO PRECISION PARTS (GUANGZHOU) CO.,LTD. Executive Officer; General Manager of Domestic Business Div.; and General Manager of Sales Div. (incumbent) current positions]  Inination as candidate for Director] had assumed office as supervisor of domestic sales divisions in overseas subsidiaries and has a wealth of experience and the domestic and overseas divisions. In order to utilize his I experience for the expansion of the Group's business is election as Director is proposed.				

# (Notes)

- 1. There is no special interest between each candidate for Director and the Company.
- 2. The number of shares of the Company held includes the number of equity shares held under the name of the Officers Stock Ownership Association and the Employees Stock Ownership Association.
- 3. The number of shares held by each candidate is presented as the number of shares at the end of the current fiscal year (March 31, 2022).

4. The Company has concluded a directors and officers liability insurance contract with an insurance company. The insurance policy covers damages that may arise when the insured assumes liability for the execution of his or her duties or receives a claim related to the pursuit of such liability. If the candidates for Directors assume their respective office, they will be insured under the insurance policy. However, the above insurance contract does not cover claims for damages caused by willful misconduct or gross negligence. The Company plans to renew this insurance policy in December 2022.

# Proposal 4: Election of Three (3) Directors Serving as Audit and Supervisory Committee Members

Of the four (4) Directors serving as Audit and Supervisory Committee Members, the terms of office of three (3), Kazuhiro Ida, Toru Miyoshi, and Mikio Niizuma, will expire at the conclusion of this General Meeting of Shareholders. In addition, Mikio Niizuma will resign at the conclusion of this General Meeting of Shareholders.

Accordingly, the election of three (3) Directors serving as Audit and Supervisory Committee Members is proposed.

The Audit and Supervisory Committee has given its consent to this proposal.

The candidates for Directors serving as Audit and Supervisory Committee Members are as follows.

No.	Name	Current positions at the Company	
1	Kazuhiro Ida	Director serving as Audit and Supervisory Committee Member	Renominated
2	Toru Miyoshi	Outside Director serving as Audit and Supervisory Committee Member; Chairperson of Nomination and Compensation Committee	Renominated Outside Independent
3	Hitomi Yamada	Advisor	Newly nominated Outside Independent

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company						
	Kazuhiro Ida (April 1, 1960)	April 1983 Joined The Dai-Ichi Kangyo Bank, Limited (currently Mizuho Bank, Ltd.) April 2011 Seconded to the Company						
	Renominated	April 2012 Joined the Company; General Manager of Internal Control Auditing Div.						
	[Number of shares of the Company held]	June 2019 Director serving as Audit and Supervisory Committee Member (incumbent)						
1	10,200	[Significant concurrent positions] None.						
	[Number of years served as Director]	[Reason for nomination as candidate for Director serving as Audit and Supervisory Committee Member]  Kazuhiro Ida has broad and profound knowledge related to businesses of the						
	3 years	Group through his past experience in auditing serving as General Manager of Internal Control Auditing Div. In order to continue to utilize these experience						
	[Attendance at Board of Directors meetings] 19/19	and capabilities, etc., for the management as well as the audits of the Group, his election as Director serving as Audit and Supervisory Committee Member is proposed.						
	Toru Miyoshi	April 1976 Registered as an attorney-at-law						
	(April 15, 1947)	Joined Kashiwabara Law Offices September 1978 Founded Miyoshi & Associates Law Firm (currently in office)						
	Renominated	June 1997 Outside Corporate Auditor, the Company						
		June 2016 Outside Director serving as Audit and Supervisory Committee						
	Outside	Member (incumbent)						
	Independent	[Significant concurrent positions] Outside Director serving as Audit and Supervisory Committee Member, SEIKOH GIKEN CO., LTD.						
2	[Number of shares of the	[Reason for nomination as candidate for Outside Director serving as Audit and						
	Company held]	Supervisory Committee Member and expected roles						
	18,300	Although Toru Miyoshi has no experience participating in management of a company other than serving as an Outside Officer, he has a wealth of						
	[Number of years served as	knowledge related to corporate legal affairs as an attorney-at-law, and is also						
	Director]	well versed in businesses of the Group through experience serving as the						
	6 years	Company's Outside Corporate Auditor and Outside Director serving as Audit						
	FA.: 1 7 1.6	and Supervisory Committee Member. In order to continue to utilize these						
	[Attendance at Board of							
	Directors meetings] 19/19	the Group, his election as Outside Director serving as Audit and Supervisory Committee Member is proposed.						
L		- Fire Francisco						

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company						
		April 1984	Joined TDK Corporation					
			Joined Aoyama Audit Corporation (currently					
			PricewaterhouseCoopers Aarata LLC)					
	Hitomi Yamada	August 1994	Registered as a certified public accountant					
	(January 19, 1962)	July 2007	Founded Hitomi Yamada Certified Public Accountant Office					
	(January 19, 1902)		(currently in office)					
	Newly nominated		Outside Director, OTEC CORPORATION (incumbent)					
	ivewry nonlinated		Joined Accounting Factory Ltd. (incumbent)					
	Outside		Advisor, the Company (incumbent)					
	Outside	[Significant concurrent positions]						
	Independent		serving as Audit and Supervisory Committee Member, OTEC					
	тасренает	CORPORATION						
_	[Number of shares of the Company held]		Reason for nomination as candidate for Outside Director serving as Audit and					
3		Supervisory Committee Member and expected roles]						
		Although Hitomi Yamada has no experience participating in management of a						
			than serving as an Outside Officer, she has great knowledge					
	[Number of years served as Director]	related to finance and accounting as a certified public accountant as well as						
		experience serving as an Outside Director of another company. As such, the						
		Company has judged that she possesses the appropriate personality, insight,						
			t control capabilities for a Director of the Company. The					
	[Attendance at Board of		ts that she will utilize her capabilities and knowledge to					
	Directors meetings]	stimulate discussion at meetings of the Board of Directors of the Company and						
	-		ntribute to enhancing diversity.					
			ial interest between Hitomi Yamada and the Company. It has					
		been ensured that she has a high degree of independence, and therefore the						
		Company has judged that she satisfies the standards for election as an Outside						
		Director.						

### (Notes)

- 1. Toru Miyoshi and Hitomi Yamada are candidates for Outside Directors.
- 2. There is no special interest between each candidate for Outside Director serving as Audit and Supervisory Committee Member and the Company.
- 3. The Company designated Toru Miyoshi as an Independent Director based on the provisions set forth by the Tokyo Stock Exchange and provided such notification thereto. If his renomination is approved, the Company plans to continue to register him as an Independent Director. In addition, Hitomi Yamada satisfies the requirements for Independent Director based on the provisions set forth by the Tokyo Stock Exchange. If her nomination is approved, the Company plans to register her as an Independent Director.
- 4. The Company has, pursuant to the provisions of Paragraph 1, Article 427 of the Companies Act, entered into an agreement with Toru Miyoshi to limit his liabilities for damages as provided for in Article 423, Paragraph 1 of said Act. The limitation of liability under the said agreement shall be the minimum liability amount stipulated in Article 425, Paragraph 1 of the said Act. The Company plans to continue the said agreement with him if his renomination is approved. The Company plans to enter into the same agreement with Hitomi Yamada if her nomination is approved.
- 5. The Company has concluded a directors and officers liability insurance contract with an insurance company. The insurance policy covers damages that may arise when the insured assumes liability for the execution of his or her duties or receives a claim related to the pursuit of such liability. If the candidates for Directors assume their respective office, they will be insured under the insurance policy. However, the above insurance contract does not cover claims for damages caused by willful misconduct or gross negligence. The Company plans to renew this insurance policy in December 2022.
- 6. The number of shares of the Company held includes the number of equity shares held under the name of the Officers Stock Ownership Association.
- 7. The number of shares held by each candidate is presented as the number of shares at the end of the current fiscal year (March 31, 2022).

# Proposal 5: Election of One (1) Substitute Director Serving as Audit and Supervisory Committee Member

In order to prepare for a contingency in which the number of Directors serving as Audit and Supervisory Committee Members does not satisfy the stipulation by laws and regulations, the election of one (1) Substitute Director serving as Audit and Supervisory Committee Member is proposed. The election of Substitute Director serving as Audit and Supervisory Committee Member shall be effective until the commencement of the Annual General Meeting of Shareholders for the final fiscal year ending within two years following the election.

The Audit and Supervisory Committee has given its consent to this proposal.

The candidate for a Director serving as Audit and Supervisory Committee Member is as follows.

Name (Date of birth)	Career summary, positions and responsibilities at the Company						
	April 1962	Joined Tokyo Regional Taxation Bureau					
	July 2000	District Director, Katsushika Tax Office					
	July 2001	District Director, Tachikawa Tax Office					
Takabisa Taguahi	August 2002	Registered as a certified public tax accountant					
Takehisa Taguchi (July 14, 1943)	August 2002	Founded Takehisa Taguchi Tax Accountant Office (currently in office)					
[Noushan of shapes of the	June 2008	Outside Corporate Auditor, the Company					
[Number of shares of the	June 2013	Outside Director, the Company					
Company held] 6,300	June 2016	Retired as Outside Director of the Company					
0,300	[Significant co	ncurrent positions]					
[Number of years served]	None.						
-		[Reason for nomination as candidate for Substitute Outside Director serving as					
	_	ervisory Committee Member and expected roles]					
[Attendance at Board of		Although Takehisa Taguchi has no experience participating in management of					
Directors meetings]		ner than serving as an Outside Officer, he has great knowledge					
-		nce and accounting as a certified public tax accountant as well as					
		experience serving as the Company's Outside Officer for many years. The					
Company believes him to be able to adequately fulfill the duties of an Ou Director serving as Audit and Supervisory Committee Member in the case							

#### (Notes)

- 1. Takehisa Taguchi is a candidate for Substitute Outside Director serving as Audit and Supervisory Committee Member.
- 2. There is no special interest between Takehisa Taguchi and the Company.
- 3. Takehisa Taguchi satisfies the requirements for Independent Director based on the provisions set forth by the Tokyo Stock Exchange. If Takehisa Taguchi is appointed Outside Director serving as Audit and Supervisory Committee Member, the Company plans to again register him as an Independent Director with the said exchange and provide such notification thereto.
- 4. If Takehisa Taguchi assumes office as Outside Director serving as Audit and Supervisory Committee Member, the Company will, pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, enter into an agreement with him to limit his liability for damages as provided for in Article 423, Paragraph 1 of said Act. The limitation of liability under the said agreement shall be the amount stipulated by laws and regulations.
- 5. The number of shares held by Takehisa Taguchi is presented as the number of shares at the end of the current fiscal year (March 31, 2022).
- 6. The Company has concluded a directors and officers liability insurance contract with an insurance company. The insurance policy covers damages that may arise when the insured assumes liability for the execution of his or her duties or receives a claim related to the pursuit of such liability. If Takehisa Taguchi assumes his office, he will be insured under the insurance policy. However, the above insurance contract does not cover claims for damages caused by willful misconduct or gross negligence. The Company plans to renew this insurance policy in December 2022.

# (Reference) Skill Matrix of Directors

The skill matrix of the Board of Directors if the candidates described in this Notice are elected as proposed is as follows based on the expertise of the Board of Directors. The Company continues to examine the constitution of the Board of Directors based on the expertise as well as factors including diversity, such as attribute (independence), gender and internationality, and changes in the business environment.

Title	Name	Independence (only for Outside Directors)	Corporate management	Finance and Accounting	Sales	Global	Legal affairs / Risk management	Personnel affairs / Labor / Human resource development	kı	Manufacturing technology	ESG / Sustainability	Gender:  • Male; • Female
President and CEO	Mamoru Shibasaki		•	•	•	•	•	•	•	•	•	•
Managing Director	Masato Furusho		•		•	•			•	•		•
Director	Yoshiji Nakamura		•	•	•			•			•	•
Director	Masaya Hirose		•		•	•			•	•		•
Director (Audit and Supervisory Committee Member)	Kazuhiro Ida			•			•				•	•
Outside Director (Audit and Supervisory Committee Member)	Toru Miyoshi	•	•				•	•			•	•
Outside Director (Audit and Supervisory Committee Member)	Tomoko Okiyama	•	•	•	•		•	•			•	•
Outside Director (Audit and Supervisory Committee Member)	Hitomi Yamada	•	•	•			•				•	•