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In the event of any discrepancy between this document and the Japanese original, the original shall prevail.

Securities code: 9058  
May 31, 2022

To our shareholders:

Atsunori Takebe  
President  
**TRANCOM CO., LTD.**  
**19-30, 1-chome Aoi, Higashi-ku, Nagoya**

### **NOTICE OF THE 65th ANNUAL GENERAL MEETING OF SHAREHOLDERS**

We are pleased to announce the 65th Annual General Meeting of Shareholders of TRANCOM CO., LTD. (the “Company”) on June 16, 2022, which will be held as described below.

#### **Meeting Details**

- 1. Date and Time:** Thursday, June 16, 2022 at 10:00 a.m. (Japan Standard Time)
- 2. Place:** **4F Conference Room, Mazak Art Plaza  
19-30, 1-chome Aoi, Higashi-ku, Nagoya**  
\* There is a possibility that this venue will not be able to be used due to the impact of the novel coronavirus disease (COVID-19). In this case, the Company will make an announcement on its website (<https://www.trancom.co.jp/ir/>).

#### **3. Purposes:**

##### **Items to be reported:**

1. Business Report, Consolidated Financial Statements and Audit Reports of the Consolidated Financial Statements by the Financial Auditor and the Audit and Supervisory Committee for the 65th Fiscal Year (from April 1, 2021 to March 31, 2022)
2. Non-Consolidated Financial Statements for the 65th Fiscal Year (from April 1, 2021 to March 31, 2022)

##### **Items to be resolved:**

- Proposal 1:** Appropriation of surplus  
**Proposal 2:** Amendments to the Articles of Incorporation  
**Proposal 3:** Election of six (6) Directors who are not Audit and Supervisory Committee Members  
**Proposal 4:** Election of two (2) Directors who are Audit and Supervisory Committee Members  
**Proposal 5:** Election of one (1) substitute Director who is an Audit and Supervisory Committee Member

## Reference Document for the General Meeting of Shareholders Proposals and Reference Information

### Proposal 1: Appropriation of surplus

#### 1. Year-end dividend

To determine the amount of dividends payable at the end of the 65th fiscal year, the Company must take account of the continuation of stable dividend with business performance for the 65th fiscal year. Accordingly, the Company proposes to pay dividends as follows:

- (1) Type of dividend assets: Cash
- (2) Allocation of dividends to shareholders, and total amount  
Per share of common stock: ¥64  
Total dividends: ¥632,416,576  
Since the interim dividend in the amount of 62 yen per share has been distributed, the annual dividend for the current fiscal year would be 126 yen per share (dividend increase of 11 yen).
- (3) Effective date of dividends of surplus: June 17, 2022

#### 2. Other appropriation of surplus

Regarding matters relating to the other appropriation of surplus, the Company proposes the following to prepare for investment to promote further business growth and other actions.

- (1) Item of surplus to be increased and amount of increase  
General reserve: ¥3,000,000,000
- (2) Item of surplus to be decreased and amount of decrease  
Retained earnings brought forward: ¥3,000,000,000

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

1. Reasons for the proposal

- (1) To prepare for future business development and expansion of business fields for the Company and its subsidiaries, items will be added to Article 2 (Purpose) of the existing Articles of Incorporation, and item numbering will be adjusted to account for the additions. The Company proposes to add item (9) “Manufacture and sale of pharmaceuticals, quasi-drugs, medical devices and cosmetics” to Article 2 of the proposed amendments in order to expand the scope of businesses that can be entrusted to the warehousing business. In addition, the Company proposes to add item (10) “Sale and storage of gasoline, petroleum products, etc.” to Article 2 of the proposed amendments in order to support the supply of fuel to logistics partner companies.
- (2) Since 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) are to be enforced on September 1, 2022, the Company proposes to make the following changes to its Articles of Incorporation in preparation for the introduction of the system for providing informational materials for the general meeting of shareholders in electronic format.
  - (i) Since it is obligatory to stipulate in the Articles of Incorporation that measures will be taken to provide in electronic format information that constitutes content of the reference document for the general meeting of shareholders, etc., the Article 16 (Measures, etc. for Providing Information in Electronic Format), Paragraph 1 of the proposed amendments will be newly added to the Articles of Incorporation.
  - (ii) The proposed Article 16 (Measures, etc. for Providing Information in Electronic Format), Paragraph 2 will be newly added to limit the scope of the items for which electronic provision measures are taken for information contained in the reference document for the general meeting of shareholders, etc. and that shall be stated in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents to those items designated by the Ministry of Justice Order.
  - (iii) If the system for providing informational materials for the general meeting of shareholders in electronic format is introduced, the provision of Article 16 of the existing Articles of Incorporation (Internet Disclosure and Deemed Provision of Reference Document for the General Meeting of Shareholders, Etc.) will no longer be required. Therefore, it will be deleted.
  - (iv) Accompanying the aforementioned addition and deletion of provisions, supplementary provisions regarding the effective date, etc. will be established. The supplementary provisions will be deleted after the effective dates have elapsed.

2. Details of the proposed amendments

The details of the amendments are as follows.

(Underlined parts are amended.)

Existing Articles of Incorporation	Proposed Amendments
Article 2 (Purpose)	Article 2 (Purpose)
(Text Omitted)	(Not Amended)
(1) to (8) (Text Omitted)	(1) to (8) (Not Amended)
(Newly Added)	<u>(9) Manufacture and sale of pharmaceuticals, quasi-drugs, medical devices and cosmetics</u>
(Newly Added)	<u>(10) Sale and storage of gasoline, petroleum products, etc.</u>

Existing Articles of Incorporation	Proposed Amendments
<p>(9) to (17) (Text Omitted)</p> <p><u>Article 16 (Internet Disclosure and Deemed Provision of Reference Document for the General Meeting of Shareholders, Etc.)</u></p> <p><u>When the Company convenes a general meeting of shareholders, if it discloses information that is to be stated or presented in the reference document for the general meeting of shareholders, business report, non-consolidated financial statements and consolidated financial statements through the internet in accordance with the provisions prescribed by the Ministry of Justice Order, it may be deemed that the Company has provided this information to shareholders.</u></p> <p>(Newly Added)</p> <p>(Newly Added)</p>	<p>(11) to (19) (Not Amended) (Deleted)</p> <p><u>Article 16 (Measures, etc. for Providing Information in Electronic Format)</u></p> <ol style="list-style-type: none"> <li>1. <u>When the Company convenes a general meeting of shareholders, it shall take measures, etc. for providing information that constitutes the content of reference document for the general meeting of shareholders, etc. in electronic format.</u></li> <li>2. <u>Among items for which the measures for providing information in electronic format will be taken, the Company is not required to state all or some of those items designated by the Ministry of Justice Order 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></li> </ol> <p>(Supplementary Provisions)</p> <p><u>Article 2 (Transitional Measures for Providing Informational Materials for the General Meeting of Shareholders in Electronic Format)</u></p> <ol style="list-style-type: none"> <li>1. <u>The deletion of Article 16 (Internet Disclosure and Deemed Provision of Reference Document for the General Meeting of Shareholders, Etc.) from the existing Articles of Incorporation and addition of Article 16 (Measures, etc. for Providing Information in Electronic Format) shall take effect on 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) (hereinafter referred to as the “Date of Enforcement”).</u></li> <li>2. <u>Notwithstanding the provision of the preceding paragraph, Article 16 of the Articles of Incorporation (Internet Disclosure and Deemed Provision of Reference Document for the General Meeting of Shareholders, Etc.) shall remain effective regarding any general meeting of shareholders held on a date within six (6) months from the Date of Enforcement.</u></li> </ol>

Existing Articles of Incorporation	Proposed Amendments
	<p><u>3. These Supplementary Provisions shall be deleted on the date when six (6) months have elapsed from the Date of Enforcement or three (3) months have elapsed from the date of the general meeting of shareholders in the preceding paragraph, whichever is later.</u></p>

**Proposal 3:** Election of six (6) Directors who are not Audit and Supervisory Committee Members

The terms of office of all six (6) Directors who are not Audit and Supervisory Committee Members will expire at the conclusion of this Annual General Meeting of Shareholders. In addition, Director Aiko Kanayama retired from office due to resignation on February 25, 2022. Therefore, the Company proposes electing six (6) Directors who are not Audit and Supervisory Committee Members, including two (2) Outside Directors.

Audit and Supervisory Committee determines that all candidates for Directors are well qualified.

The candidates for Directors who are not Audit and Supervisory Committee Members are as follows:

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company	Number of Company shares owned
1	Masahisa Shimizu 71 years old (Jun. 23, 1950)  <u>Reelection</u>  Attendance at the Board of Directors meetings 13/13 (100%)	<p>Jul. 1976 Joined Aichi Kogata Unyu Co., Ltd. (currently AICOH., Ltd.)</p> <p>Jun. 1989 Board Director of the Company</p> <p>Jun. 1994 Executive Director</p> <p>Apr. 2000 Senior Executive Director</p> <p>Jun. 2005 President</p> <p>Apr. 2016 Chairman</p> <p>Apr. 2022 Board Director and Supreme Advisor (current position)</p> <p><b>Reasons for Nomination as Director</b> Masahisa Shimizu has led the Company by demonstrating excellent foresight and strong leadership and grown it into a unique logistics company. On the basis of his track record, he exercised management leadership as Representative Director. The Company has nominated him as a candidate for Director, because he can be expected to utilize his experience as a manager cultivated thus far, and perform the duties such as decision-making in management policy and corporate strategy, oversight of business operations and proactive advocacy of corporate values to disseminate them within the Group from an even wider perspective.</p>	30,600

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company	Number of Company shares owned
2	<p>Atsunori Takebe 47 years old (Jul. 30, 1974)</p> <p><u>Reelection</u></p> <p>Attendance at the Board of Directors meetings 13/13 (100%)</p>	<p>Jul. 1999    Joined the Company</p> <p>Feb. 2003    Block Manager of Block I of Logistics Management Group</p> <p>Feb. 2010    Manager of Corporate Planning Group</p> <p>Nov. 2015    President of Transfreight China Logistics Ltd. (currently TRANCOM CHINA LOGISTICS LTD.)</p> <p>Apr. 2016    Executive Officer in charge of Overseas Business of the Company</p> <p>Jun. 2016    Board Director and Executive Officer in charge of Overseas Business</p> <p>Feb. 2019    Board Director and Executive Officer in charge of Automotive Logistics and Overseas Business</p> <p>Apr. 2020    Board Director and Senior Executive Officer in charge of Automotive Logistics and Overseas Business</p> <p>Feb. 2021    Board Director and Senior Executive Officer in charge of Corporate Planning, Automotive Logistics and Overseas Business</p> <p>May 2021    Representative Director of AICOH., Ltd. (current position)</p> <p>Apr. 2022    President and Representative Director of the Company (current position)</p> <p>[Important Concurrent Positions] Representative Director of AICOH., Ltd.</p> <p><b>Reasons for Nomination as Director</b> Since joining the Company, Atsunori Takebe has engaged in the Logistics Management business, Corporate Planning, business expansion in overseas, the promotion of the automotive logistics business, etc. and has gained extensive experience. On the basis of his track record, he has promoted the rebuilding of the foundation for growth by developing ESG/SDGs management in addition to expanding new transport and delivery areas that combine ideas and technology. Moreover, as President, he led the medium-term management plan “TRANCOM VISION 2025” and pushed ahead efforts for its realization. The Company has nominated him as a candidate for Director, because he can be expected to continue utilizing his broad business experience and knowledge for management.</p>	76,900

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company	Number of Company shares owned																														
3	Yasuhiro Jinno 51 years old (Mar. 8, 1971)  <span style="border: 1px solid black; padding: 2px;">Reelection</span>  Attendance at the Board of Directors meetings 13/13 (100%)	<table border="0" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%; padding-right: 10px;">Mar.</td> <td style="width: 10%; padding-right: 10px;">1995</td> <td>Joined the Company</td> </tr> <tr> <td>Jun.</td> <td>2005</td> <td>Executive Officer, General Manager of Transportation Group</td> </tr> <tr> <td>Feb.</td> <td>2012</td> <td>Executive Officer, controlling operation of Logistics Management Group</td> </tr> <tr> <td>Jun.</td> <td>2014</td> <td>Board Director and Executive Officer in charge of Logistics Management</td> </tr> <tr> <td>Apr.</td> <td>2016</td> <td>Board Director and Senior Executive Officer in charge of Logistics Management</td> </tr> <tr> <td>Dec.</td> <td>2016</td> <td>Board Director and Senior Executive Officer, assisting operations control</td> </tr> <tr> <td>Apr.</td> <td>2017</td> <td>Board Director and Managing Executive Officer</td> </tr> <tr> <td>Oct.</td> <td>2018</td> <td>Board Director and Senior Managing Executive Officer</td> </tr> <tr> <td>Apr.</td> <td>2020</td> <td>President and Representative Director of TRANCOM SC., LTD.</td> </tr> <tr> <td>Feb.</td> <td>2021</td> <td>Board Director and Senior Managing Executive Officer in charge of Business Operations and Sales of the Company (current position)</td> </tr> </table> <p><b>Reasons for Nomination as Director</b>                      Yasuhiro Jinno has engaged in the Transportation business and Logistics Management business since joining the Company and held positions of responsibility in diverse business areas. On the basis of his extensive business experience and track record, he has formulated and implemented business strategy from a management perspective looking to the medium to long term. The Company has nominated him as a candidate for Director, because he can be expected to continue promoting the Company's business.</p>	Mar.	1995	Joined the Company	Jun.	2005	Executive Officer, General Manager of Transportation Group	Feb.	2012	Executive Officer, controlling operation of Logistics Management Group	Jun.	2014	Board Director and Executive Officer in charge of Logistics Management	Apr.	2016	Board Director and Senior Executive Officer in charge of Logistics Management	Dec.	2016	Board Director and Senior Executive Officer, assisting operations control	Apr.	2017	Board Director and Managing Executive Officer	Oct.	2018	Board Director and Senior Managing Executive Officer	Apr.	2020	President and Representative Director of TRANCOM SC., LTD.	Feb.	2021	Board Director and Senior Managing Executive Officer in charge of Business Operations and Sales of the Company (current position)	1,600
Mar.	1995	Joined the Company																															
Jun.	2005	Executive Officer, General Manager of Transportation Group																															
Feb.	2012	Executive Officer, controlling operation of Logistics Management Group																															
Jun.	2014	Board Director and Executive Officer in charge of Logistics Management																															
Apr.	2016	Board Director and Senior Executive Officer in charge of Logistics Management																															
Dec.	2016	Board Director and Senior Executive Officer, assisting operations control																															
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Apr.	2020	President and Representative Director of TRANCOM SC., LTD.																															
Feb.	2021	Board Director and Senior Managing Executive Officer in charge of Business Operations and Sales of the Company (current position)																															



No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company	Number of Company shares owned
4	Ryo Kambayashi 48 years old (Apr. 1, 1974)  <span style="border: 1px solid black; padding: 2px;">Reelection</span>  Attendance at the Board of Directors meetings 13/13 (100%)	<p>Mar. 1997    Joined the Company</p> <p>Feb. 2012    General Manager of Logistics Information Service Group</p> <p>Apr. 2014    Executive Officer, General Manager of Logistics Information Service Group</p> <p>Mar. 2016    President and Representative Director of TTS CO., LTD. (current position)</p> <p>Apr. 2018    Senior Executive Officer in charge of Logistics Information Service of the Company</p> <p>Apr. 2019    Managing Executive Officer in charge of Logistics Information Service</p> <p>Jun. 2019    Board Director and Managing Executive Officer in charge of Logistics Information Service</p> <p>Feb. 2020    Board Director and Managing Executive Officer responsible for Transport Division</p> <p>Oct. 2020    Board Director and Senior Managing Executive Officer responsible for Transport Division</p> <p>Feb. 2022    Board Director and Senior Managing Executive Officer responsible for Transport Division, and in charge of Logistics Information Service and DX &amp; ICT (current position)</p> <p>[Important Concurrent Positions]                      President and Representative Director of TTS CO., LTD.</p> <p><b>Reasons for Nomination as Director</b>                      Ryo Kambayashi has engaged in the Logistics Information Service business since joining the Company and has led its growth into one of the core businesses of the Company. Utilizing this extensive business experience and knowledge, he formulated and implemented business strategy that quickly responds to changes in economic conditions and the business environment as the person responsible for the Transport Division. Furthermore, he utilizes his knowledge related to DX and ICT, and is in charge of the promotion of DX &amp; ICT for the Company. The Company has nominated him as a candidate for Director, because he can be expected to continue promoting the Company's business.</p>	1,200

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company	Number of Company shares owned
5	<p>Kei Sato 56 years old (Jun. 1, 1965)</p> <p><u>Reelection</u> <u>Outside Director</u> <u>Independent</u></p> <p>Attendance at the Board of Directors meetings 13/13 (100%)</p>	<p>Apr. 1988    Joined KOKUSAI SHOGYO publishing corp. Dec. 1990    Joined THE NIKKAN KOGYO SHIMBUN, LTD. Nov. 2003    Managing Director of Phoenix Capital Co., Ltd. Feb. 2004    Director of Kinsho Store Co., Ltd. May 2007    Representative Director of PARER Co., Ltd. Aug. 2008    Director and Co-founder of KAJITAKU CO., LTD. Jun. 2019    Outside Director of the Company (current position) Jun. 2019    Outside Director of Life Network Co., Ltd. (current position) Nov. 2019    Joint Representative Director of COKIA Ltd. (current position)</p> <p>[Important Concurrent Positions] Outside Director of Life Network Co., Ltd. Joint Representative Director of COKIA Ltd.</p> <p><b>Reasons for Nomination as Outside Director and expected role</b> Kei Sato has engaged in business management in various fields, and has a track record as a corporate manager accumulated over many years and exceptional insight concerning society, economic trends, etc. Utilizing this, he actively offers comments and advice in order to increase the transparency and fairness of management as Chairperson of the Nomination Committee and the Remuneration Committee. Furthermore, he contributes to collaboration between Outside Directors, information sharing and the enhancement of the functions of the Board of Directors through the constructive exchange of opinions, etc. as Head of Independent Outside Directors. The Company has nominated him as a candidate for Outside Director, because he can be expected to continue utilizing his experience, etc. to appropriately monitor and give effective advice regarding the Company's overall management.</p> <p><b>Matters concerning Independence</b> The Company has no special relationship with Life Network Co., Ltd. or COKIA Ltd., at both of which Kei Sato concurrently serves as a director. He has been in an agreement for an advisory contract with the Company regarding sales activities since February 2016, but the compensation was less than five million yen, and the advisory contract was terminated in May 2019. Therefore, we believe that this does not affect his independence. In addition, he has been registered as an Independent Director prescribed by the Tokyo Stock Exchange and Nagoya Stock Exchange, and if he is elected, the Company will continue to appoint him as Independent Director.</p>	

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company	Number of Company shares owned
6	<p>Kuniko Usagawa 52 years old (Mar. 10, 1970)</p> <p><u>New candidate</u> <u>Outside Director</u> <u>Independent</u></p>	<p>Apr. 1992    Joined Recruit From A Co., Ltd. (currently Recruit Co., Ltd.)</p> <p>Oct. 2012    HR Research Organization, Recruit Holdings Co., Ltd. (currently Recruit Co., Ltd.) Corporate Management Office, Recruit Career Co., Ltd. Corporate Management Office, Recruit Jobs Co., Ltd.</p> <p>Apr. 2014    Head of Jobs Research Center</p> <p>Oct. 2017    Concurrent position at Senior Assessment Services, Next Generation Business Development Office, Recruit Co., Ltd.</p> <p>Jun. 2020    Outside Director of The Yamaguchi Bank, Ltd. (current position)</p> <p>Apr. 2021    Recruit Co., Ltd. HR Headquarters, Division Management Headquarters Head of Jobs Research Center (current position) <b>Mid-Career Recruiting</b> Division, HR Headquarters, Division Management Headquarters Social Solutions Design Department (current position) Product Management Headquarters Product Management Office HR Product Management Office <b>Mid-Career Recruiting</b> Product Management Unit AP Product Management Group Senior Assessment Team (current position) Senior Analyst of HR Public Relations Office, Public Relations Office, Policy Planning Office (current position) Research Office, Policy Planning Office (current position) Public Relations Office (current position)</p> <p>[Important Concurrent Positions] Head of Jobs Research Center, Recruit Co., Ltd. Outside Director of The Yamaguchi Bank, Ltd. Permanent Member of the Committee of ASSOCIATION OF JOB INFORMATION OF JAPAN Academic committee member of “The Committee for Greater Inclusiveness” of the Tokyo Chamber of Commerce and Industry</p> <p><b>Reasons for Nomination as Outside Director and expected role</b> Kuniko Usagawa has long served in the field of human resources, being engaged in a variety of tasks including sales, product planning, screening, and human resources, and has abundant specialized knowledge and experience. In addition, she is engaged as a Permanent Member of the Committee of ASSOCIATION OF JOB INFORMATION OF JAPAN, a committee member for the Tokyo Chamber of Commerce and Industry and other committee members. The Company has nominated her as a candidate for Outside Director because she can be expected to utilize this experience to offer effective advice on the Company’s handling of recruitment and training of human resources. Although she has no experience in corporate management other than as Outside Director, she can be expected to perform suitably the duties of Outside Director for the reasons stated above.</p> <p><b>Matters concerning Independence</b> Kuniko Usagawa fulfills the conditions for registration as Independent Director pursuant to the provisions of the Tokyo Stock Exchange and Nagoya Stock Exchange. If she is elected, the Company will appoint her as Independent Director.</p>	-

- (Notes) 1 There is no special interest between the candidates and the Company.  
2 The Company has entered into a directors and officers liability insurance policy as prescribed

in Article 430-3 of the Companies Act with an insurance company, and plans to renew the policy in June 2022. This insurance policy covers losses and such costs as related litigation expenses borne by the insured persons resulting from corporate lawsuits, third-party lawsuits, and shareholder lawsuits, and an overview of the details is provided in this Reference Document for the General Meeting of Shareholders (see Page 20). If each candidate is reelected or elected, he or she will be included as insured person in the policy.

- 3 Kei Sato and Kuniko Usagawa are candidates for Outside Director.
- 4 The Company has entered into an agreement with Kei Sato to limit his liability for damages as prescribed in Article 423, Paragraph 1 of the Companies Act pursuant to Article 427, Paragraph 1 of the same law. The limited amount of liabilities for damages under the Agreement was set as the higher of either two (2) million yen or the minimum amount stipulated by the provision of Article 425, Paragraph 1 of the Companies Act. Upon the approval of the reelection of him, the Company plans to continue the said agreement with him. In addition, upon the approval of the election of Kuniko Usagawa, the Company plans to enter into an agreement to limit her liability with the same details.
- 5 The term of office of Kei Sato as Outside Director will be three (3) years since his appointment at the conclusion of this Annual General Meeting of Shareholders.

**Proposal 4:** Election of two (2) Directors who are Audit and Supervisory Committee Members

The terms of office of Directors who are Audit and Supervisory Committee Members Hisatoshi Nagamine, Kazuo Kawamura and Yasuhisa Hayakawa will expire at the conclusion of this Annual General Meeting of Shareholders. Therefore, the Company proposes reducing the number of Directors who are Audit and Supervisory Committee Members by one (1) to three (3) and electing two (2) Directors who are Audit and Supervisory Committee Members.

Additionally, the submission of this proposal has been approved by the Audit and Supervisory Committee.

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

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company	Number of Company shares owned
1	<p>Kazuo Kawamura 69 years old (Feb. 13, 1953)</p> <p><b>Reelection</b> <b>Outside Director</b> <b>Independent</b></p> <p>Attendance at the Board of Directors meetings 12/13 (92%)</p> <p>Attendance at the Audit and Supervisory Committee 14/14 (100%)</p>	<p>Apr. 1978 Registered as a lawyer (Nagoya Bar Association)</p> <p>Apr. 1983 President of Kawamura Law Office (current position)</p> <p>Jun. 2012 Outside Audit &amp; Supervisory Board Member of the Company</p> <p>Jun. 2016 Outside Director and Audit and Supervisory Committee Member (current position)</p> <p>[Important Concurrent Positions] President of Kawamura Law Office</p> <p><b>Reasons for Nomination as Outside Director and expected roles</b> Kazuo Kawamura has professional knowledge and abundant experience as a lawyer and has been helping to improve management governance by actively offering comments and advice from a legal perspective. The Company has nominated him as a candidate for Outside Director who is an Audit and Supervisory Committee Member, because he can be expected to continue utilizing his experience to supervise overall management and give effective advice. Although he has no experience in corporate management other than as Outside Director or as Outside Audit &amp; Supervisory Board Member, he can be expected to continue to perform the duties of Outside Director who is an Audit and Supervisory Committee Member for the reasons stated above.</p> <p><b>Matters concerning Independence</b> The Company has no special relationship with Kawamura Law Office, of which Kazuo Kawamura is President. The Company has registered Kawamura as Independent Directors, pursuant to the provisions of the Tokyo Stock Exchange and Nagoya Stock Exchange, with the said exchanges. If Kawamura is elected, the Company will continue to appoint him as Independent Director.</p>	

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company	Number of Company shares owned
2	Masayuki Nakano 67 years old (Oct. 6, 1954)  <u>New candidate</u> <u>Outside Director</u> <u>Independent</u>	<p>Apr. 1979      Joined the Ministry of Labor</p> <p>Jan. 2001      Director of Inspection Division, Labor Standards Bureau, Ministry of Health, Labour and Welfare</p> <p>Aug. 2007      Deputy Director-General, Minister’s Secretariat, Ministry of Finance</p> <p>Aug. 2009      Director-General (for Labor), Ministry of Health, Labour and Welfare</p> <p>Sep. 2012      Director-General of Labor Standards Bureau, Ministry of Health, Labour and Welfare</p> <p>Jul. 2014      Retired from Ministry of Health, Labour and Welfare</p> <p>Nov. 2016      Outside Director of HITO-Communications Inc. (until November 2018)</p> <p>Dec. 2019      Registered as a lawyer Joined IWATA GODO (current position)</p> <p>Nov. 2020      Outside Audit &amp; Supervisory Board Member of HITO- Communications Inc. (current position)</p> <p>[Important Concurrent Positions] Belonging to IWATA GODO Outside Audit &amp; Supervisory Board Member of HITO-Communications Inc.</p> <p><b>Reasons for Nomination as Outside Director and expected roles</b> Masayuki Nakano has experience being engaged in labor administration at the Ministry of Health, Labour and Welfare for many years as well as professional knowledge and experience as a lawyer. The Company has nominated him as a candidate for Outside Director who is an Audit and Supervisory Committee Member, with the expectation that his advice and suggestions will ensure the validity and legality of decision-making by the Board of Directors based on his insight concerning the government and legal affairs. Although he has no experience in corporate management other than as Outside Director or Outside Audit &amp; Supervisory Board Member, he can be expected to perform suitably the duties of Outside Director who is an Audit and Supervisory Committee Member for the reasons stated above.</p> <p><b>Matters concerning Independence</b> Masayuki Nakano fulfills the conditions for registration as Independent Director pursuant to the provisions of the Tokyo Stock Exchange and Nagoya Stock Exchange. If he is elected, the Company will appoint him as Independent Director.</p>	—

- (Notes) 1 There is no special interest between the candidates and the Company.
- 2 The Company has entered into a directors and officers liability insurance policy as prescribed in Article 430-3 of the Companies Act with an insurance company, and plans to renew the policy in June 2022. This insurance policy covers losses and such costs as related litigation expenses borne by the insured persons resulting from corporate lawsuits, third-party lawsuits, and shareholder lawsuits, and an overview of the details is provided in this Reference Document for the General Meeting of Shareholders (see Page 20). If Kazuo Kawamura and Masayuki Nakano are elected, they will be included as insured persons in the policy.
- 3 Kazuo Kawamura and Masayuki Nakano are candidates for Outside Director.
- 4 The Company has entered into an agreement with Kazuo Kawamura to limit his liability for damages as prescribed in Article 423, Paragraph 1 of the Companies Act pursuant to Article 427, Paragraph 1 of the same law. The limited amount of liabilities for damages under the Agreement was set as the higher of either two (2) million yen or the minimum amount stipulated by the provision of Article 425, Paragraph 1 of the Companies Act. Upon the approval of the reelection of him, the Company plans to continue the said agreement with him. In addition, upon the approval of the election of Masayuki Nakano, the Company plans to enter into an agreement to limit his liability with the same details.
- 5 The term of office of Kazuo Kawamura as Outside Director who is an Audit and Supervisory Committee Member will be six (6) years since his appointment at the conclusion of this

Annual General Meeting of Shareholders.

**Proposal 5:** Election of one (1) substitute Director who is an Audit and Supervisory Committee Member

The election of one (1) substitute Director who is an Audit and Supervisory Committee Member is requested should the number of Directors who are Audit and Supervisory Committee members fall below the number required by laws and regulations. The validity of the election on this proposal can be nullified by resolution of the Board of Directors if the consent of the Audit and Supervisory Committee has been obtained; provided, however, that it is only at a time before assuming office.

The submission of this proposal has been approved by the Audit and Supervisory Committee.

The candidate for substitute Director who is an Audit and Supervisory Committee Member is as follows:

Name (Date of birth)	Career summary, positions and areas of responsibility in the Company	Number of Company shares owned
<p>Takuro Takeo 48 years old (Feb. 10, 1974)</p> <p>Outside Director</p> <p>Independent</p>	<p>Apr. 1996      Joined MORINAGA MILK INDUSTRY CO., LTD.</p> <p>Dec. 2006      Joined PricewaterhouseCoopers Aarata</p> <p>Jul. 2010      Registered as a certified public accountant</p> <p>Oct. 2015      Established Takeo Certified Public Accountant Office, Director (current position)</p> <p>Jul. 2016      Established CTS Audit Corporation, Senior Partner (current position)</p> <p>Jun. 2017      Outside Audit &amp; Supervisory Board Member of kaihan co., Ltd. (current position)</p> <p>Apr. 2021      Outside Audit &amp; Supervisory Board Member of HIKARI Holdings Co., Ltd. (current position)</p>	<p>100</p>
	<p>[Important Concurrent Positions]</p> <p>Director of Takeo Certified Public Accountant Office</p> <p>Senior Partner of CTS Audit Corporation</p> <p>Audit &amp; Supervisory Board Member of kaihan co., Ltd.</p> <p>Audit &amp; Supervisory Board Member of HIKARI Holdings Co., Ltd.</p>	
	<p><b>Reasons for Nomination as Outside Director and expected roles</b></p> <p>Takuro Takeo has abundant experience in business companies and professional knowledge as a certified public accountant. The Company has nominated him as a candidate for Outside Director who is an Audit and Supervisory Committee Member, because he can be expected to utilize his experience and knowledge to provide advice and suggestions that will ensure the validity and legality of decision-making by the Board of Directors. Although he has no experience in corporate management other than as Outside Audit &amp; Supervisory Board Member, he can be expected to perform suitably the duties of Outside Director who is an Audit and Supervisory Committee Member for the reasons stated above.</p>	
	<p><b>Matters concerning Independence</b></p> <p>Takuro Takeo fulfills the conditions for registration as Independent Director pursuant to the provisions of the Tokyo Stock Exchange and Nagoya Stock Exchange. If he assumes the office of Director who is an Audit and Supervisory Committee Member, the Company will appoint him as Independent Director.</p>	

- (Notes)
- 1 There is no special interest between the candidate and the Company.
  - 2 The Company has entered into a directors and officers liability insurance policy as prescribed in Article 430-3 of the Companies Act with an insurance company, and plans to renew the policy in June 2022. This insurance policy covers losses and such costs as related litigation expenses borne by the insured persons resulting from corporate lawsuits, third-party lawsuits, and shareholder lawsuits, and an overview of the details is provided in this Reference Document for the General Meeting of Shareholders (see Page 20). If Takuro Takeo is elected and assumes office, he will be included as insured persons in the policy.
  - 3 Takuro Takeo is a candidate for substitute Outside Director who is an Audit and Supervisory Committee Member
  - 4 If Takuro Takeo assumes the office of Director who is an Audit and Supervisory Committee Member, the Company plans to enter into an agreement with him to limit his liability for damages as prescribed in Article 423, Paragraph 1 of the Companies Act pursuant to Article



427, Paragraph 1 of the same law. The limited amount of liabilities for damages under the Agreement shall be set as the higher of either two (2) million yen or the minimum amount stipulated by the provision of Article 425, Paragraph 1 of the Companies Act.

(Reference)

**Composition of Directors after the proposals are approved (Management structure from June 16, 2022 onward)**

Name	Positions	Attribute	Gender	Skills the Company particularly expects of Directors		
				Corporate management / Management strategies	ICT / DX	Human resources / Human resources development
Masahisa Shimizu	Board Director and Supreme Advisor		Male	●		
Atsunori Takebe	President		Male	●		
Yasuhiro Jinno	Board Director and Senior Managing Executive Officer		Male	●		●
Ryo Kambayashi	Board Director and Senior Managing Executive Officer		Male	●	●	
Kei Sato	Outside Director	Outside Independent	Male			
Kuniko Usagawa	Outside Director	Outside Independent	Female			●
Eiji Shibuya	Outside Director and Audit and Supervisory Committee Member	Outside Independent	Male			
Kazuo Kawamura	Outside Director and Audit and Supervisory Committee Member	Outside Independent	Male			
Masayuki Nakano	Outside Director and Audit and Supervisory Committee Member	Outside Independent	Male			

Name	Skills the Company particularly expects of Directors			Nomination Committee	Compensation Committee
	Finance / Accounting	Legal affairs / Regulatory compliance	ESG / Sustainability		
Masahisa Shimizu					
Atsunori Takebe				●	●
Yasuhiro Jinno					
Ryo Kambayashi					
Kei Sato			●	● (Chairperson)	● (Chairperson)
Kuniko Usagawa					
Eiji Shibuya	●				
Kazuo Kawamura		●		●	●
Masayuki Nakano		●			

## **Appointment Policy and Procedures for Candidates for Director**

### **Appointment Policy for Candidates for Director**

The Company believes that the Board of Directors should be composed of various Directors with different backgrounds such as expertise and experience, and maintain an appropriate number of members so that the functions of the Board of Directors can be most effectively and efficiently exercised. The Company has selected as candidates individuals who have excellent personality and insight and who can fulfill their duties.

#### ○Directors who are not Audit and Supervisory Committee Members

The Company believes that it is necessary for Internal Directors to be persons with a sense of balance and decisiveness who can grasp and act on all operations, and who have diverse expertise (business, planning, finance, global, etc.). Specifically, the President who chairs the Board of Directors and has the ultimate responsibility for the business execution, executive officers responsible for the management and business of the Company overall, and executive officers in charge of corporate functions are appointed. Outside Directors are appointed from independent outside experts who possess high insights on corporate management and social/economic trends, abundant experience, diverse perspectives and expertise (sound restraining influence).

#### ○Directors who are Audit and Supervisory Committee Members

The Company appoints Outside Directors from outside independent experts who have abundant experience and high insight and expertise (sound restraining influence) in their specialized fields, and selects at least one individual who has sufficient knowledge about finance and accounting.

### **Appointment Procedures for Candidates for Director**

#### ○Directors who are not Audit and Supervisory Committee Members

The Board of Directors consults with the Nomination Committee on its plan for candidates for Director, and based a report from the Nomination Committee, the Board of Directors determines candidates for Director.

#### ○Directors who are Audit and Supervisory Committee Members

The Board of Directors consults with the Nomination Committee on its plan for candidates for Director, and based on a report from the Nomination Committee and with the agreement of the Audit and Supervisory Committee Members, the Board of Directors determines candidates for Director. The criteria for judging independence determined by the Company are described in the “Corporate Governance Report.”

**Overview of Details of the Directors and Officers Liability Insurance Policy**

The Company has entered a directors and officers liability insurance policy as prescribed in Article 430-3 of the Companies Act with an insurance company, under which all of the Directors, Audit and Supervisory Committee Members, Executive Officers, and managers of the Company and all of its subsidiaries are the insureds.

An overview of the policy details is as follows:

- The policy covers losses and such costs as related litigation expenses borne by insured persons resulting from company lawsuits, third-party lawsuits, and shareholder lawsuits, etc.
- As a measure to prevent impairment of the appropriateness of execution of the insureds' duties, the policy has exemptions regarding damages, etc. caused by criminal action by the insureds.
- The entire amount of the premiums of the policy is borne by the Company.