

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: 9517

June 3, 2022

To our shareholders:

Hitoshi Honna
President and Representative Director
eREX Co., Ltd.
2-2-1 Kyobashi, Chuo-ku, Tokyo

Notice of the 24th Annual General Meeting of Shareholders

We are pleased to announce that the 24th Annual General Meeting of Shareholders of eREX Co., Ltd. (the “Company”), will be held as indicated below.

You may exercise your voting rights either of the following ways if you are unable to attend on the day of the General Meeting of Shareholders. Please take the time to consider the Reference Documents for the General Meeting of Shareholders, indicate your vote on the matters on the voting form, and return your voting form by Thursday, June 23, 2022, at 5:30 p.m. (JST)

[Exercise of voting rights in writing]

Please indicate your approval or disapproval for the proposal on the enclosed voting form and return it by postal mail to reach us by the above deadline.

[Exercise of voting rights via the Internet, etc.]

Please review the “Guidance of Exercise Voting Rights via the Internet, etc.” as described hereafter (Japanese only) and exercise your voting rights no later than the above mentioned exercise date.

The Company recommends that you exercise your voting rights via the Internet. If you exercise your voting rights in writing, please send the voting form early in preparation for various circumstances such as postal delay.

- 1. Date and Time:** Friday, June 24, 2022, at 10:00 a.m. (JST)
- 2. Venue:** Hall 22C at TKP GARDENCITY PREMIUM KYOBASHI
22F Kyobashi Edogrand, 2-2-1 Kyobashi, Chuo-ku, Tokyo

3. Purpose of the Meeting

Matters to be reported:

1. Business Report and Consolidated Financial Statements for the 24th Term (April 1, 2021 to March 31, 2022) as well as the results of an audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board
2. Non-Consolidated Financial Statements for the 24th Term (April 1, 2021 to March 31, 2022)

Matters to be resolved:

- | | |
|-----------------------|--------------------------------------------------|
| Proposal No. 1 | Appropriation of Surplus |
| Proposal No. 2 | Amendment to the Articles of Incorporation |
| Proposal No. 3 | Election of Eight Directors |
| Proposal No. 4 | Election of One Audit & Supervisory Board Member |
| Proposal No. 5 | Revision of Remuneration Amount for Directors |

- Please submit the enclosed voting form at the reception when attending at the General Meeting of Shareholders.
- In order to save resources, please bring this Notice when attending the meeting.
- Please note that there are no souvenirs available for shareholders attending the meeting. We would appreciate your kind understanding.
- Of the documents that should be provided by this Notice of the Annual General Meeting of Shareholders, System to ensure that the Company operates in an appropriate manner and overview of its implementation, Consolidated financial statements of changes in equity, Notes to the consolidated financial statements, Non-consolidated financial statements of changes in equity, and Notes to the non-consolidated financial statements are posted on the Company’s website (<http://www.erec.co.jp>) pursuant to the application of laws and regulations and the Company’s Articles of Incorporation. Therefore, these items are not included in the attached documents to this Notice of the General Meeting of Shareholders.

Accordingly, the attached documents to this Notice of the General Meeting of Shareholders constitute a part of the documents that were audited by the Accounting Auditor and the Audit & Supervisory Board Member in preparing the audit reports.

- If any changes have been made to items in the Reference Documents for the General Meeting of Shareholders, Business Report, Consolidated Financial Statements or Non-Consolidated Financial Statements, such changes will be posted on the Company's website (<http://www.erec.co.jp>).

Measures against the novel coronavirus disease (COVID-19)

[Recommendation for prior exercise of voting rights]

In order to prevent the spread of infection, you are recommended to exercise your voting rights in writing or by using the Internet, etc.

You will be able to watch the meeting on the date it is held on our IR website at a later date (scheduled on or about June 29)

[Measures on the day of the General Meeting of Shareholders]

Directors and Audit & Supervisory Board Member, and organizing staff members of the Company will wear masks during the General Meeting of Shareholders after confirming their physical condition, which includes taking their temperature.

We ask for your cooperation in wearing masks, using alcohol disinfectant and taking your temperature. Shareholders with a body temperature of 37.0 degrees or higher or who appear to be feeling unwell may be denied admission.

To prevent the spread of the disease, we will arrange seating to have adequate space between shareholders. Therefore, the number of seats available for shareholders is expected to be reduced and admissions may be restricted.

In the case that there are changes concerning the operation of this General Meeting of Shareholders, details will be posted on the Company's website (<http://www.erec.co.jp>).

Reference Documents for the General Meeting of Shareholders

Proposal No. 1 Appropriation of Surplus

The Company recognizes an appropriate return of profit to its shareholders as a key management priority and makes it a basic policy of the Company to pay stable and continuous dividends while maintaining a sound financial position. In comprehensive consideration of the Company's business performance for the current fiscal year and future business development, capital investment, etc., the Company proposes that year-end dividends will be paid for the current fiscal year as follows:

Year-end dividends

- (1) Type of dividend property
Cash
- (2) Allotment of dividend property to shareholders and their aggregate amount
¥22 per common share of the Company
Total payment amount: ¥1,303,918,770
- (3) Effective date of dividends of surplus
June 27, 2022

Proposal No. 2 Amendment to the Articles of Incorporation

1. Reasons for the Proposal

The English name notation in the Company’s Articles of Incorporation will be changed to conform to actual usage, and in line with 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 preparation for the commencement of provision of informational materials for the general meeting of shareholders in electronic format.

- (1) The English name notation will be changed from “eREX” to “erex” to better reflect the actual usage.
- (2) 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.
- (3) 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.
- (4) Since the provisions of Article 14 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) of the current Articles of Incorporation will no longer be required and they shall be deleted.
- (5) Accompanying the aforementioned establishment and deletion of provisions, supplementary provisions regarding the effective date, etc. will be established. The supplementary provisions shall be deleted after the expiration of the date.

2. Details of the amendments

Details of the amendments are as follows.

(Underlined portions indicate amendments.)

Current Articles of Incorporation	Proposed Amendments
<p>(Company name) Article 1 The Company shall be named eREX Co., Ltd. and shall be referred to in English as <u>eREX</u> Co., Ltd.</p> <p style="text-align: center;">Article 2-Article 13 (Omitted)</p> <p><u>(Internet Disclosure and Deemed Provision of Reference Documents for 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 presented in the reference documents for the general meeting of shareholders, business report, 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>(Company name) Article 1 The Company shall be named eREX Co., Ltd. and shall be referred to in English as <u>erex</u> Co., Ltd.</p> <p style="text-align: center;">Article 2-Article 13 (Unchanged)</p> <p style="text-align: center;">(Deleted)</p>

Current Articles of Incorporation	Proposed Amendments
<p>(Newly established)</p>	<p><u>(Measures, etc. for Providing Information in Electronic Format)</u> <u>Article 14</u> 1. <u>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> 2. <u>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>
<p>Article 15-Article 49 (Omitted)</p>	<p>Article 15-Article 49 (Unchanged)</p>
<p>(Newly established)</p>	<p><u>(Supplementary Provisions)</u> <u>(Transitional Measures for Providing Informational Materials for the General Meeting of Shareholders in Electronic Format)</u> 1. <u>The deletion of Article 14 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) in the pre-amended Articles of Incorporation and the establishment of the new Article 14 (Measures, etc. for Providing Information in Electronic Format) in the Articles of Incorporation after amendment shall be effective from September 1, 2022, which is the date of enforcement (hereinafter “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).</u> 2. <u>Notwithstanding the provision of the preceding paragraph, Article 14 of the pre-amendment Articles of Incorporation shall remain effective regarding any general meeting of shareholders held on a date within six months from the Date of Enforcement.</u> 3. <u>These Supplementary Provisions 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></p>

Proposal No. 3 Election of Eight Directors

At the conclusion of this meeting, the terms of office of all eight Directors will expire. Therefore, the Company proposes the election of eight Directors.

The candidates for Directors are as follows:

Candidate No.	Name (Date of Birth)	Career summary, position in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
1	Hitoshi Honna (October 28, 1948) Reelection	<p>Apr. 1973 Joined Toa Nenryo Kogyo K.K. (renamed Tonen Corporation, current ENEOS Corporation)</p> <p>Apr. 1997 General Manager, Business Planning Department of Tonen Corporation</p> <p>Apr. 2000 Executive Vice President and Representative Director of the Company</p> <p>Apr. 2012 Director of eREX New Energy Co., Ltd. (current position)</p> <p>July 2014 President and Representative Director of eREX New Energy Saiki Co., Ltd.</p> <p>Aug. 2015 President and Representative Director of Saiki Biomass Center Co., Ltd.</p> <p>Sept. 2015 Director of eREX Spark Marketing Co., Ltd. (current Evergreen Retailing Co., Ltd.)</p> <p>Sept. 2015 President and Representative Director of eREX Sales 3 Co., Ltd. (current Evergreen Marketing Co., Ltd.)</p> <p>Apr. 2016 Director of Okinawa gas new power Co., Ltd.</p> <p>June 2016 President and Representative Director of the Company (current position)</p> <p>Oct. 2016 President and Representative Director of Buzen Biomass Center KK.</p> <p>June 2017 Director of EREX SINGAPORE PTE. LTD.</p> <p>July 2017 President and Representative Director of Okinawa Uruma New Energy KK. (current position)</p> <p>Sept. 2021 President and Representative Director of eREX Biomass Management Co., Ltd. (current position)</p>	297 thousand shares
<p>(Reason for nomination as candidate for Director)</p> <p>Since he assumed the office of Representative Director of the Company during its start-up period in 2000, Mr. Hitoshi Honna has supervised the group management for over 20 years and is well versed in its operations. As President and Representative Director since 2016, he has led the Company with his strong leadership and contributed to the substantial growth of the Company group. The Company proposes his election as Director as he is expected to continue his contribution to the sustainable improvement of the group's enterprise value.</p>			

Candidate No.	Name (Date of Birth)	Career summary, position in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
2	Takanobu Yasunaga (December 16, 1971) Reelection	<p>Apr. 1994 Joined Ministry of International Trade and Industry (current Ministry of Economy, Trade and Industry)</p> <p>June 2010 Director, Legislative Affairs Office, Energy Conservation and Renewable Energy Department of the Agency for Natural Resources and Energy</p> <p>Nov. 2011 Director for Electricity Industry Policy Planning Division, Electricity and Gas Industry Department, Agency for Natural Resources and Energy</p> <p>July 2014 Director-General, Policy Planning Division, Electricity and Gas Industry Department, Agency for Natural Resources and Energy</p> <p>July 2015 Director, Electricity Infrastructure Division, Electricity and Gas Industry Department, Agency for Natural Resources and Energy</p> <p>July 2016 Director, Corporate System Division, Economic and Industrial Policy Bureau</p> <p>June 2018 Outside Director of the Company</p> <p>June 2018 Outside Director of IR Japan Holdings, Ltd.</p> <p>June 2019 Managing Director of the Company (current position)</p> <p>Nov. 2020 Director [Chair of the Board of Directors] of EREX (CAMBODIA) CO., LTD. (current position)</p> <p>Feb. 2022 Director of e-sell Co., Ltd. (current position)</p>	9 thousand shares
<p>(Reason for nomination as candidate for Director)</p> <p>Since he joined the Ministry of International Trade and Industry (current the Ministry of Economy, Trade and Industry), Mr. Takanobu Yasunaga engaged in duties in the energy-related area for many years and has abundant operational experience and deep insight into the extensive energy-related area, and since he assumed the office of Managing Director of the Company, he has led the group's Corporate Planning, Finance and Accounting, etc. Divisions. The Company proposes his election as Director as he is expected to continue his contribution to the sustainable improvement of the group's enterprise value.</p>			

Candidate No.	Name (Date of Birth)	Career summary, position in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
3	Yasushi Saito (November 23, 1971) Reelection	<p>Apr. 1995 Joined Showa Shell Sekiyu K.K. (current Idemitsu Kosan Co., Ltd.)</p> <p>Oct. 2001 Joined the Company</p> <p>July 2016 Executive Officer and General Manager, Corporate Planning Division of the Company</p> <p>Apr. 2018 Executive Officer and General Manager, Sales Division of the Company</p> <p>June 2018 Director and General Manager, Sales Division of the Company</p> <p>June 2018 Director of eREX Spark Marketing Co., Ltd. (current Evergreen Retailing Co., Ltd.)</p> <p>June 2018 Representative Director and Senior Managing Director of Okinawa gas new power Co., Ltd.</p> <p>Mar. 2019 Director and General Manager, Sales Division and Energy Marketing Division of the Company</p> <p>June 2019 President and Representative Director of eREX Spark Marketing Co., Ltd. (current Evergreen Retailing Co., Ltd.)</p> <p>Oct. 2019 Director and General Manager, Sales Division of the Company</p> <p>June 2020 <i>Shokumu-Shikkosha</i> of XOOM Energy Japan, G.K. (current T'dash G.K.) (current position)</p> <p>July 2020 Director and General Manager, Human Resources Division of the Company</p> <p>Mar. 2021 Director of Okinawa gas new power Co., Ltd. (current position)</p> <p>Jan. 2022 Director, General Manager, Corporate Planning Division and General Manager, Human Resources Division of the Company (current position)</p>	80 thousand shares
<p>(Reason for nomination as candidate for Director)</p> <p>Since he joined the Company, Mr. Yasushi Saito engaged in business development, corporate planning, sales and other operations and has contributed to the development of the Company's businesses and growth of its sales with his abundant operational experience and deep insight into the energy industry. The Company proposes his election as Director as he is expected to continue his contribution to the sustainable improvement of the group's enterprise value.</p>			

Candidate No.	Name (Date of Birth)	Career summary, position in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
4	Toshimichi Tanaka (October 25, 1971) Reelection	<p>Apr. 1994 Joined Maytan Tradition Ltd. (current Tradition Nihon Ltd.)</p> <p>Oct. 1999 Joined Nittan Exco Ltd. (current Nittan Capital Group Limited)</p> <p>Mar. 2000 Joined the Company</p> <p>Oct. 2008 General Manager, Sales Division of the Company</p> <p>June 2015 Executive Officer and General Manager, Sales Division of the Company</p> <p>Sept. 2015 Director of eREX Sales 3 Co., Ltd. (current Evergreen Marketing Co., Ltd.)</p> <p>Oct. 2015 Director of eREX Spark Marketing Co., Ltd. (current Evergreen Retailing Co., Ltd.)</p> <p>Apr. 2018 Senior Executive Officer and General Manager, Energy Marketing Division of the Company</p> <p>Mar. 2019 President and Representative Director of Evergreen Marketing Co., Ltd. (current position)</p> <p>June 2019 Director of the Company (current position)</p> <p>July 2020 President and Representative Director of Evergreen Retailing Co., Ltd. (current position)</p> <p>Mar. 2021 Director of Okinawa gas new power Co., Ltd. (current position)</p> <p>Feb. 2022 President and Representative Director of e-sell Co., Ltd. (current position)</p>	50 thousand shares
<p>(Reason for nomination as candidate for Director)</p> <p>Since he joined the Company, Mr. Toshimichi Tanaka engaged in operations related to sales and the energy market and has contributed to the development of the Company's businesses and growth of its sales with his abundant operational experience and deep insight into the energy industry. The Company proposes his election as Director as he is expected to continue his contribution to the sustainable improvement of the group's enterprise value.</p>			

Candidate No.	Name (Date of Birth)	Career summary, position in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
5	Tomoki Kakuta (July 14, 1964) Reelection	<p>Apr. 1989 Joined Toa Nenryo Kogyo K.K. (renamed TonenGeneral Sekiyu K.K., current ENEOS Corporation)</p> <p>Jan. 2005 General Manager of the Wakayama Refinery Technical Department of TonenGeneral Sekiyu K.K.</p> <p>Apr. 2011 Executive Officer and General Manager, Public Relations Department of TonenGeneral Sekiyu K.K.</p> <p>Mar. 2013 Executive Officer and Manager of Wakayama Refinery of TonenGeneral Sekiyu K.K.</p> <p>Jan. 2016 Executive Officer and General Manager, Corporate Planning Division of KH Neochem Co., Ltd.</p> <p>Oct. 2018 Joined the Company</p> <p>Oct. 2018 General Manager, Corporate Planning Division of the Company</p> <p>June 2019 Director and General Manager, Human Resources and General Affairs Division of the Company</p> <p>June 2019 Director of Okinawa gas new power Co., Ltd.</p> <p>Nov. 2019 Director of eREX Spark Marketing Co., Ltd. (current Evergreen Retailing Co., Ltd.)</p> <p>June 2020 Director of the Company (current position)</p> <p>June 2020 President and Representative Director of Saiki Biomass Center Co., Ltd. (current position)</p> <p>June 2020 President and Representative Director of Buzen Biomass Center KK.</p> <p>July 2020 Director of EREX SINGAPORE PTE. LTD. (current position)</p> <p>Sept. 2021 Director of eREX Biomass Management Co., Ltd. (current position)</p> <p>Dec. 2021 Executive Officer of eREXHT G.K. (current position)</p>	8 thousand shares
<p>(Reason for nomination as candidate for Director)</p> <p>Mr. Tomoki Kakuta has a high level of knowledge based on his long-term experience in the energy industry. Since joining the Company, he has been engaged in business activities such as corporate planning, human resources and general affairs, and fuel, contributing to the development of the Company's business The Company proposes his election as Director as he is expected to continue his contribution to the sustainable improvement of the group's enterprise value.</p>			
6	Makoto Tamura (July 23, 1966) Tenure: Eight years and six months Reelection Outside Independent	<p>Apr. 1990 Joined Nomura Securities Co., Ltd.</p> <p>Oct. 2009 President and Representative Director of Shijo Co., Ltd. (current position)</p> <p>Jan. 2014 Outside Director of the Company (current position)</p>	—
<p>(Reason for nomination as candidate for outside Director and outline of expected roles)</p> <p>Mr. Makoto Tamura has a high level of knowledge based on his long-term experience in the financial and securities industry and extensive insight regarding overall business management. The Company believes that he is qualified as outside Director as he is expected to play a role in ensuring the reasonableness and appropriateness of decision-making by the Board of Directors and to continue providing useful advice on the group's management strategy.</p>			

Candidate No.	Name (Date of Birth)	Career summary, position in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
7	Michiaki Morita (March 7, 1949) Tenure: Four years Reelection Outside Independent	<p>Apr. 1972 Joined the Bank of Japan</p> <p>May 1999 Director-General, Operations Department of the Bank of Japan</p> <p>June 2003 General Manager, Financial Sales Division of Accenture Japan Ltd.</p> <p>May 2006 President and Representative Director of Ueda Yagi Tanshi Co., Ltd.</p> <p>May 2014 Director and Executive Advisor of Ueda Yagi Tanshi Co., Ltd.</p> <p>May 2016 Executive Advisor of Ueda Yagi Tanshi Co., Ltd.</p> <p>May 2018 Adviser of Ueda Yagi Tanshi Co., Ltd.</p> <p>June 2018 Outside Director of the Company (current position)</p>	—
(Reason for nomination as candidate for outside Director and outline of expected roles) Mr. Michiaki Morita has a high level of knowledge based on his long-term experience in the financial and securities industry and extensive insight regarding overall business management. The Company believes that he is qualified as outside Director as he is expected to play a role in ensuring the reasonableness and appropriateness of decision-making by the Board of Directors and to continue providing useful advice on the group's management strategy.			
8	Shigeru Kimura (February 18, 1948) Tenure: Three years Reelection Outside Independent	<p>July 1971 Joined Tokyo Electric Power Company, Incorporated (current Tokyo Electric Power Company Holdings, Incorporated)</p> <p>June 2001 General Manager, Electric Power Contract Department of Tokyo Electric Power Company, Incorporated</p> <p>June 2003 Director in charge of the Sales Department and General Manager of the Electric Power Contract Department of Tokyo Electric Power Company, Incorporated</p> <p>June 2004 Executive Officer and Deputy General Manager, Sales Division of Tokyo Electric Power Company, Incorporated</p> <p>June 2005 Managing Executive Director and Deputy General Manager, Marketing and Sales Division of Tokyo Electric Power Company, Incorporated</p> <p>June 2007 Vice President and Director, General Manager, Marketing and Sales Division of Tokyo Electric Power Company, Incorporated</p> <p>June 2010 Director of Tokyo Electric Power Company, Incorporated</p> <p>June 2010 Vice Chairman of The Federation of Electric Power Companies of Japan</p> <p>Mar. 2016 Outside Director (Audit and Supervisory Committee Member) of TOA OIL Co., Ltd. (current position)</p> <p>June 2019 Outside Director of the Company (current position)</p>	—
(Reason for nomination as candidate for outside Director and outline of expected roles) Mr. Shigeru Kimura has a high level of knowledge based on his long-term experience in the electric power industry and extensive insight regarding overall business management. The Company believes that he is qualified as outside Director as he is expected to play a role in ensuring the reasonableness and appropriateness of decision-making by the Board of Directors and to continue providing useful advice on the group's management strategy.			

Notes: 1. The number of the Company's shares owned by each candidate doesn't include the number of shares owned through the officer stock ownership association of the Company.

2. Mr. Hitoshi Honna is the President and Representative Director of Okinawa Uruma New Energy KK. and eREX Biomass Management Co., Ltd., which are subsidiaries of the Company, and since the Company has transactions, including outsourcing with the subsidiaries, there is a special interest.
3. Mr. Toshimichi Tanaka is the Representative Director of Evergreen Marketing Co., Ltd. and Evergreen Retailing Co., Ltd., which are subsidiaries of the Company, and since the Company has transactions including electricity wholesale with each of these subsidiaries, there is a special interest.
4. Mr. Tomoki Kakuta is a *Shokumu-Shikkosha* of eREXHT G.K., which is a subsidiary of the Company, and since the Company has transactions, including outsourcing with the subsidiary, there is a special interest.
5. There is no special interest between any candidates other than Mr. Hitoshi Honna, Mr. Toshimichi Tanaka, and Mr. Tomoki Kakuta and the Company.
6. The Company has entered into an agreement of Directors and officers liability insurance with an insurance company in accordance with paragraph 1 of Article 430-3 of the Companies Act and if claim for damages is made by shareholder (s) or any third party, the compensation for the damage, fees for legal actions, etc. shall be paid for by said insurance agreement. The candidates for Director are included in the insured of said insurance agreement and if they are reelected, they will be included in the insured of said insurance agreement. The insurance premiums including special insurance premiums are fully paid by the Company, and the insured will not pay the premiums. In addition, when this insurance agreement is renewed, the Company plans to renew it with the same terms.
7. Mr. Makoto Tamura, Mr. Michiaki Morita and Mr. Shigeru Kimura are candidates for outside Directors.
8. The tenure of the candidates for outside Directors shall be the term as of the conclusion of this meeting.
9. Pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company has entered into agreements with Mr. Makoto Tamura, Mr. Michiaki Morita, and Mr. Shigeru Kimura to limit their liability for damages under Article 423, paragraph 1 thereof. Pursuant to the said agreement, the defined maximum amount of liability for damages is the minimum liability amount provided for under Article 425, paragraph 1 of the Companies Act. If the reelection of Mr. Makoto Tamura, Mr. Michiaki Morita, and Mr. Shigeru Kimura are approved, the Company plans to continue the aforementioned agreement with them.
10. The Company has submitted notification to Tokyo Stock Exchange, Inc. that Mr. Makoto Tamura, Mr. Michiaki Morita, and Mr. Shigeru Kimura have been appointed as independent officers as provided for by the aforementioned exchange. If the reelection of Mr. Makoto Tamura, Mr. Michiaki Morita, and Mr. Shigeru Kimura are approved, the Company plans to submit notification concerning their appointment as independent officers.

Proposal No. 4 Election of One Audit & Supervisory Board Member

At the conclusion of this meeting, the terms of office of Audit & Supervisory Board Member Toru Osanai will expire. Therefore, the Company proposes the election of one Audit & Supervisory Board Member.

The consent of the Audit & Supervisory Board has been obtained for this proposal.

The candidate for Audit & Supervisory Board Member is as follows:

Name (Date of Birth)	Career summary, position in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
<p style="text-align: center;">Toru Osanai (December 27, 1953) Tenure: 18 years and four months Reelection Outside Independent</p>	<p>Apr. 1977 Joined SATAKE CORPORATION Dec. 1981 Joined Astley & Pierce Japan Limited Apr. 1983 Joined Nittan AP Co. Ltd. (current Nittan Capital Group Ltd.) July 1999 Director and General Manager, Accounting Dept. of Nittan Capital Group Ltd Oct. 1999 Audit & Supervisory Board Member of Nittan Telecom Ltd. Mar. 2000 Audit & Supervisory Board Member of Nittan Brokers Ltd. Dec. 2000 Audit & Supervisory Board Member of Nittan FX Ltd. (current position) Dec. 2000 Audit & Supervisory Board Member of Nittan Money Markets Co., Ltd. (current position) Mar. 2004 Outside Audit & Supervisory Board Member of the Company (current position) June 2007 Managing Executive Director and General Manager, Accounting Dept. of Nittan Capital Group Ltd June 2013 Director and General Manager, Business Management Dept. of Nittan Capital Group Ltd (current position)</p>	—
<p>(Reason for nomination as candidate for outside Audit & Supervisory Board Member) He has long been engaged in business activities related to finance and accounting at financial companies and has extensive experience as a corporate executive. The Company has judged that he is suited to serve as an outside Audit & Supervisory Board Member because he can reflect these experiences in the Company's audits as an outside Audit & Supervisory Board Member.</p>		

- Notes:
1. There is no special interest between Mr. Toru Osanai and the Company.
 2. Mr. Toru Osanai is a candidate for outside Audit & Supervisory Board Member.
 3. The Company has entered into an agreement of Directors and officers liability insurance with an insurance company in accordance with paragraph 1 of Article 430-3 of the Companies Act and if claim for damages is made by shareholder (s) or any third party, the compensation for the damage, fees for legal actions, etc. shall be paid for by said insurance agreement. Mr. Toru Osanai is included in the insured of said insurance agreement and if he is reelected, he will be included in the insured of said insurance agreement. The insurance premiums including special insurance premiums are fully paid by the Company, and the insured will not pay the premiums. In addition, when this insurance agreement is renewed, the Company plans to renew it with the same terms.
 4. Pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company has entered into agreements with Mr. Toru Osanai to limit his liability for damages under Article 423, paragraph 1 of the Companies Act to the minimum liability amount provided for by Article 425, paragraph 1 of the same Act. If the reelection of Mr. Toru Osanai is approved, the Company plans to continue the aforementioned agreement with him.
 5. The Company has submitted notification to Tokyo Stock Exchange, Inc. that Mr. Toru Osanai has been appointed as an independent officer as provided for by the aforementioned exchange. If the reelection of Mr. Toru Osanai is approved, the Company plans to submit notification concerning his appointment as an independent officer.

Proposal No. 5 Revision of Remuneration Amount for Directors

The amount of remuneration for Directors of the Company was resolved at the Extraordinary General Meeting of Shareholders held on January 16, 2014 to be no more than ¥400 million per year, and has remained so to this day. At the conclusion of that Extraordinary General Meeting of Shareholders, the number of Directors was five, including two outside Directors.

At this time, we propose to change the amount of remuneration for Directors to a maximum of ¥600 million yen per year (of which, ¥60 million or less for outside Directors). The Company also proposes the amount of remuneration for Directors does not include the portion for salaries paid to those Directors who also serve as employees.

This Proposal is judged to be appropriate, as it has been determined by the Board of Directors based on comprehensive consideration of the growth of the Company's business performance, expansion of its business, the number of current Directors, the remuneration system for Directors and Audit & Supervisory Board Members and the level of such payment, and the increased responsibilities of Directors due to changes in the management environment.

Furthermore, the policies for the determination of individual remuneration to the Directors of the Company are as presented on page 27. (Japanese only)

The Company currently has eight Directors, including three outside Directors. If Proposal No. 3 is approved and adopted as proposed, the Company will have the same number of Directors.