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Securities Code: 6463

June 8, 2022

To our shareholders:

Hiroshi Suehiro  
Representative Director, Chairman & CEO  
**TPR Co., Ltd.**  
1-6-2, Marunouchi, Chiyoda-ku, Tokyo

## Notice of the 89th Annual General Meeting of Shareholders

We are pleased to announce the 89th Annual General Meeting of Shareholders (the “Meeting”) of TPR Co., Ltd. (the “Company”), which will be held as indicated below.

**However, in order to prevent the spread of the novel coronavirus disease (COVID-19), you are recommended to exercise your voting rights in writing or via the internet. Please review the attached Reference Documents for General Meeting of Shareholders, and exercise your voting rights no later than 5:10 p.m. Tuesday, June 28, 2022 (Japan Standard Time).**

- 1. Date and Time:** Wednesday, June 29, 2022, at 10:00 a.m. (JST) (Reception will open at 9:00 a.m.)
- 2. Venue:** Conference room of the Company’s headquarters, shin-Marunouchi Center Building 10F  
1-6-2, Marunouchi, Chiyoda-ku, Tokyo

### 3. Purpose of the Meeting

#### Matters to be reported:

1. The Business Report and the Consolidated Financial Statements for the 89th fiscal year (from April 1, 2021 to March 31, 2022), and the results of audits of the Consolidated Financial Statements by the financial auditor and the Audit & Supervisory Board
2. The Non-Consolidated Financial Statements for the 89th fiscal year (from April 1, 2021 to March 31, 2022)

#### Matters to be resolved:

- Proposal No. 1** Partial Amendments to the Articles of Incorporation  
**Proposal No. 2** Election of Eight Directors  
**Proposal No. 3** Election of Two Audit & Supervisory Board Members

- When you attend the Meeting in person, you are kindly requested to present the enclosed voting form at the reception.
- Any amendment to the Company’s Reference Documents for General Meeting of Shareholders, the Business Report, and the Non-Consolidated and Consolidated Financial Statements will be published on the Company’s website (Japanese only).

The Company’s website (<https://www.tpr.co.jp>)

## Reference Documents for General Meeting of Shareholders

### Proposal No. 1 Partial Amendments to the Articles of Incorporation

#### 1. Reasons for the proposal

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 for the introduction of the system for providing informational materials for the general meeting of shareholders in electronic format.

- (1) Since it is obligatory to stipulate in the Articles of Incorporation that electronic provision measures will be taken for information that is the content of reference documents for the general meeting of shareholders, etc., changes to Article 14 Paragraph 1 (providing information in electronic format, etc.) will be newly established.
- (2) Regarding the matters for which electronic provision measures will be taken for information that is the content of reference documents for the general meeting of shareholders, etc., in order to be able to limit the scope of matters to be stated in the document to be delivered to the shareholders who requested a delivery within the scope specified by the Ordinance of the Ministry of Justice, changes to Article 14, Paragraph 2 (providing in electronic format, etc.), will be newly established.
- (3) When the electronic provision system is introduced, the provisions for Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc. (Article 14 of the current Articles of Incorporation) will no longer be required, so they will be deleted.
- (4) Accompanying the aforementioned establishment and deletion of provisions, supplementary provisions will be established. Furthermore, these supplementary provisions will be deleted after the period has passed.

#### 2. Details of the amendments

Details of the amendments are as follows:

(Underlined portions indicate amendments.)

Current Articles of Incorporation	Proposed amendments
<p><u>(Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.)</u></p> <p><u>Article 14</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 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 style="text-align: center;">(Newly established)</p>	<p style="text-align: center;">(Deleted)</p> <p><u>(Measures, etc. for Providing Information in Electronic Format)</u></p> <p><u>Article 14</u></p> <p><u>1 When the Company convenes a general meeting of shareholders, it shall take measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. in electronic format.</u></p>

Current Articles of Incorporation	Proposed amendments
<p>(Newly established)</p>	<p><u>2. Among items for which the measures for providing information in electronic format will be taken, the Company may exclude all or some of those items designated by the Ministry of Justice Order from statements in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents by the record date of voting rights.</u></p> <p><u>(Supplementary Provisions)</u></p> <p><u>1. The amendment to the Articles of Incorporation pertaining to Article 14 shall be effective from September 1, 2022, which is the date of enforcement of the revised provisions provided for in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) (hereinafter referred to as the “Date of Enforcement”).</u></p> <p><u>2. Notwithstanding the provision(s) of the preceding paragraph, Article 14 of the Articles of Incorporation (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) shall remain effective regarding any general meeting of shareholders held on a date within six months from the Date of Enforcement.</u></p> <p><u>3. 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. 2 Election of Eight Directors

At the conclusion of the Meeting, the terms of office of all nine Directors will expire. Therefore, the Company proposes the election of eight Directors. Appointment of the candidates for the Directors were made with the report submitted by the Nominating and Remuneration Committee, in which independent outside Directors make up a majority of the members.

The candidates for Director are as follows:

Candidate No.	Name	Position in the Company	Responsibility in the Company, and significant concurrent positions outside the Company	
1	Hiroshi Suehiro	Representative Director, Chairman & CEO	Board of Director of FALTEC Co., Ltd.	Reelection
2	Kazumi Yano	Representative Director, President & COO	Board of Director of FALTEC Co., Ltd.	Reelection
3	Masanobu Kishi	Representative Director, Chairman of the Board of Directors	Chairman of the Board of FALTEC Co., Ltd.	Reelection
4	Takehiko Karasawa	Director Senior Managing Executive Officer	In charge of Overseas Operations	Reelection
5	Akihiko Ii	Director Senior Managing Executive Officer	In charge of Sales	Reelection
6	Masataka Honke	Director	—	Reelection Outside Independent
7	Toshihisa Kato	Director	—	Reelection Outside Independent
8	Kanako Osawa	Director	Attorney at law Outside Director (Audit & Supervisory Committee Member) of LINTEC Corporation Outside Audit & Supervisory Board Member of Otsuka Holdings Co., Ltd.	Reelection Outside Independent

Candidate No.	Name	Career summary, position and responsibility in the Company	
1	<p style="text-align: center;"><b>Hiroshi Suehiro</b></p> <p style="text-align: center;"><span style="border: 1px solid black; padding: 2px;">Reelection</span></p> <p style="text-align: center;"><b>Date of birth:</b> September 11, 1958</p> <p style="text-align: center;"><b>Number of shares of the Company held:</b> 2,600</p> <p style="text-align: center;"><b>Number of years in office:</b> 4 years</p> <p style="text-align: center;"><b>Attendance at Board of Directors meetings:</b> 17/17</p>	Apr. 1981	Joined The Fuji Bank, Limited (Currently Mizuho Bank, Ltd.)
		May 2003	General Manager of Mito Branch of Mizuho Bank, Ltd.
		Sept. 2004	General Manager of Europe Corporate Banking Division No. 1 of Mizuho Corporate Bank, Ltd.
		Apr. 2006	General Manager of Europe Division
		Apr. 2008	Executive Officer, General Manager of Corporate Banking Division No. 7
		Apr. 2011	Managing Executive Officer, Head of Asia & Oceania
		Apr. 2014	Managing Executive Officer, Head of the Americas, Mizuho Bank, Ltd.
		Apr. 2015	Senior Managing Executive Officer, Head of the Americas
		Apr. 2017	Deputy President & Senior Executive Officer, Head of the Americas, Mizuho Financial Group, Inc.
		Apr. 2017	Deputy President & Executive Officer, Head of the Americas, Mizuho Bank, Ltd.
		May 2018	Vice President and Executive Officer of the Company
		June 2018	Director, Vice President and Executive Officer
		June 2019	Chairman of the Board of FALTEC Co., Ltd.
		<b>June 2019</b>	<b>Representative Director, Chairman &amp; CEO of the Company (current position)</b>
		<b>Apr. 2021</b>	<b>Board of Director of FALTEC Co., Ltd. (current position)</b>
<b>Significant concurrent positions outside the Company</b>		Board of Director of FALTEC Co., Ltd.	
<b>Reasons for nomination as candidate for Director</b>		Hiroshi Suehiro has abundant management experience and broad knowledge in various areas such as banking and finance due to having served as Vice President, then Representative Director, Chairman & CEO of the Company after holding the executive positions in other companies over the long term. Accordingly, the Company proposes to nominate him as a candidate to continue serving as Director.	

Candidate No.	Name	Career summary, position and responsibility in the Company	
2	<p style="text-align: center;"><b>Kazumi Yano</b></p> <p style="text-align: center;"><u>Reelection</u></p> <p><b>Date of birth:</b> February 8, 1957</p> <p><b>Number of shares of the Company held:</b> 7,900</p> <p><b>Number of years in office:</b> 5 years</p> <p><b>Attendance at Board of Directors meetings:</b> 17/17</p>	<p>Aug. 1982</p> <p>June 2006</p> <p>June 2009</p> <p>June 2011</p> <p>June 2012</p> <p>Dec. 2013</p> <p>June 2017</p> <p>June 2019</p> <p><b>Apr. 2021</b></p> <p><b>June 2021</b></p>	<p>Joined the Company</p> <p>General Manager of Production Engineering Department of Nagano Plant</p> <p>General Manager of Engineering Development Department</p> <p>General Manager of Production Engineering Department of Nagano Plant</p> <p>Executive Officer, Plant Manager of Nagano Plant, and General Manager of Production Planning Department</p> <p>Executive Officer, Plant Manager of Nagano Plant</p> <p>Director, Managing Executive Officer of the Company Representative Director and President of TPR INDUSTRY CO., LTD.</p> <p>Director, Senior Managing Executive Officer</p> <p><b>Representative Director, President &amp; COO (current position)</b></p> <p><b>Board of Director of FALTEC Co., Ltd. (current position)</b></p>
<p><b>Significant concurrent positions outside the Company</b> Board of Director of FALTEC Co., Ltd.</p>			
<p><b>Reasons for nomination as candidate for Director</b> Kazumi Yano has broad experience and knowledge in the products and business of the TPR Group, having held important positions in the Company's production departments over many years, and has been serving as Representative Director, President &amp; COO since April 2021. Accordingly, the Company proposes to nominate him as a candidate to continue serving as Director.</p>			

Candidate No.	Name	Career summary, position and responsibility in the Company	
3	<p data-bbox="400 459 612 488"><b>Masanobu Kishi</b></p> <p data-bbox="453 517 560 546">Reelection</p> <p data-bbox="432 577 580 629"><b>Date of birth:</b> March 1, 1953</p> <p data-bbox="379 660 633 741"><b>Number of shares of the Company held:</b> 34,600</p> <p data-bbox="368 772 644 824"><b>Number of years in office:</b> 11 years</p> <p data-bbox="384 855 628 936"><b>Attendance at Board of Directors meetings:</b> 17/17</p>	Apr. 1976	Joined the Company
		June 2000	General Manager of Quality Engineering Department
		Oct. 2001	General Manager of Production Engineering Department
		Oct. 2004	General Manager of Engineering Development Department
		June 2006	General Manager of Technical Planning Department
		June 2007	Managing Executive Officer, General Manager of Technical Planning Department
		Aug. 2009	Managing Executive Officer, General Manager of Technical Planning Department, and General Manager of Product Development Department
		June 2011	Director, Managing Executive Officer, and General Manager of Technical Planning Department
		June 2012	Director, Managing Executive Officer, and General Manager of Sintered Metal Engineering Department
		June 2014	Director, Senior Managing Executive Officer
		June 2016	Director, Senior Managing Executive Officer, and General Manager of Corporate Planning Department
		June 2017	Representative Director, President & COO
		June 2018	Board of Director of FALTEC Co., Ltd.
		Apr. 2021	Representative Director of the Company
		<b>Apr. 2021</b>	<b>Chairman of the Board of FALTEC Co., Ltd. (current position)</b>
<b>June 2021</b>	<b>Representative Director, Chairman of the Board of Directors of the Company (current position)</b>		
<b>Significant concurrent positions outside the Company</b>			
Chairman of the Board of FALTEC Co., Ltd.			
<b>Reasons for nomination as candidate for Director</b>			
Masanobu Kishi has broad experience and knowledge in the products and business of the TPR Group, serving as Representative Director, President & COO after holding important positions in the Company's technology departments over many years. Accordingly, the Company proposes to nominate him as a candidate to continue serving as Director.			

Candidate No.	Name	Career summary, position and responsibility in the Company	
4	<p style="text-align: center;"><b>Takehiko Karasawa</b></p> <p style="text-align: center;">[Reelection]</p> <p><b>Date of birth:</b> April 15, 1959</p> <p><b>Number of shares of the Company held:</b> 4,000</p> <p><b>Number of years in office:</b> 5 years</p> <p><b>Attendance at Board of Directors meetings:</b> 17/17</p>	Apr. 1983	Joined The Fuji Bank, Limited (Currently Mizuho Bank, Ltd.)
		July 2007	General Manager of Tianjin Branch of Mizuho Corporate Bank (China), Ltd.
		July 2010	Seconded to the Company (Assigned to Senior Manager of General Affairs Department)
		Sept. 2011	Assigned to Senior Manager of Overseas Operations Department
July 2012	Seconded to TP ARN INTERNATIONAL TRADING (SHANGHAI) CO., LTD. (General Manager)		
July 2012	Assigned to Senior Manager of Overseas Operations Department		
June 2014	Seconded to TPR (Tianjin) Co., Ltd. (General Manager)		
June 2014	Executive Officer, General Manager of Overseas Operations Department No. 2		
June 2017	Director, Executive Officer		
June 2018	Director, Managing Executive Officer of the Company		
Apr. 2021	<b>Director, Senior Managing Executive Officer (current position)</b>		
	<b>In charge of Overseas Operations</b>		
<b>Significant concurrent positions outside the Company</b>			
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<b>Reasons for nomination as candidate for Director</b>			
Takehiko Karasawa has abundant experience and broad knowledge mainly in banking, finance, and overseas business management, having held important positions in overseas operations departments, including for other companies. Accordingly, the Company proposes to nominate him as a candidate to continue serving as Director.			
5	<p style="text-align: center;"><b>Akihiko Ii</b></p> <p style="text-align: center;">[Reelection]</p> <p><b>Date of birth:</b> September 11, 1960</p> <p><b>Number of shares of the Company held:</b> 4,900</p> <p><b>Number of years in office:</b> 3 years</p> <p><b>Attendance at Board of Directors meetings:</b> 17/17</p>	Nov. 1990	Joined the Company
		June 2009	General Manager of Nagoya Sales Office
		June 2014	General Manager of Marketing & Business Planning Department
		June 2015	Executive Officer in charge of Sales for Japanese firms
Sept. 2017	Executive Officer in charge of Sales for Japanese firms		
Sept. 2017	Executive Officer in charge of Sales for Japanese firms		
Apr. 2018	General Manager of Marketing & Business Planning Department		
Apr. 2018	Executive Officer in charge of Sales for Japanese firms		
June 2019	Director, Managing Executive Officer of the Company		
June 2019	Director, Managing Executive Officer of the Company		
Apr. 2021	<b>Director, Senior Managing Executive Officer (current position)</b>		
Apr. 2021	<b>In charge of Sales</b>		
<b>Significant concurrent positions outside the Company</b>			
—			
<b>Reasons for nomination as candidate for Director</b>			
Akihiko Ii has broad experience and knowledge in the products and business of the TPR Group, having held important positions in the Company's sales departments over many years. Accordingly, the Company proposes to nominate him as a candidate to continue serving as Director.			



Candidate No.	Name	Career summary, position and responsibility in the Company	
6	<p><b>Masataka Honke</b></p> <p>Reelection Outside Independent</p> <p><b>Date of birth:</b> June 9, 1945</p> <p><b>Number of shares of the Company held:</b> 1,600</p> <p><b>Number of years in office:</b> 6 years</p> <p><b>Attendance at Board of Directors meetings:</b> 17/17</p>	<p>Apr. 1968</p> <p>May 1990</p> <p>Apr. 1992</p> <p>Oct. 1994</p> <p>May 1996</p> <p>Aug. 1997</p> <p>Aug. 1998</p> <p>Apr. 2001</p> <p>June 2007</p> <p>June 2013</p> <p><b>June 2016</b></p>	<p>Joined Bank of Japan</p> <p>General Manager of Matsuyama Branch</p> <p>Deputy General Manager of Osaka Branch</p> <p>Deputy General Manager of Bank Examination Department</p> <p>Director-General of Currency Issue Department</p> <p>Senior Managing Director of YAMANE TANSHI CO., LTD.</p> <p>Representative Director and President</p> <p>Representative Director and President of CENTRAL TANSHI CO., LTD.</p> <p>Representative Director and Chairman</p> <p>Chairman of The Central Council for Financial Services Information</p> <p><b>Director of the Company (current position)</b></p>
	<p><b>Significant concurrent positions outside the Company</b></p> <p>—</p>		
<p><b>Reasons for nomination as candidate for outside Director and outline of expected roles</b></p> <p>Masataka Honke has experience carrying out important positions in the Bank of Japan and the financial industry, and has experience as a corporate manager, and therefore the Company has deemed that he will appropriately execute his duties as outside Director of the Company. Accordingly, the Company proposes to nominate him to continue as a candidate for Director. If he is elected, he will be involved in matters related to the nomination and remuneration of the Company's Directors, etc. as a member of the Nominating and Remuneration Committee from an objective and neutral standpoint.</p>			

Candidate No.	Name	Career summary, position and responsibility in the Company	
7	<p style="text-align: center;"><b>Toshihisa Kato</b></p> <p style="text-align: center;"> <input type="checkbox"/> Reelection  <input type="checkbox"/> Outside  <input type="checkbox"/> Independent         </p> <p><b>Date of birth:</b> November 25, 1953</p> <p><b>Number of shares of the Company held:</b> 1,200</p> <p><b>Number of years in office:</b> 3 years</p> <p><b>Attendance at Board of Directors meetings:</b> 17/17</p>	Apr. 1978	Joined Ajinomoto Co., Inc.
		July 1996	Associate General Manager of Central Research Laboratories
		July 1998	Associate General Manager of Research and Development Department
		July 2000	General Manager of Production Division No. 1 of Tokai Plant
		Apr. 2005	General Manager of Fine Chemical & Pharmaceutical Industrialization Center
		July 2006	General Manager of Tokai Plant
		July 2007	Corporate Executive Officer, General Manager of Tokai Plant
		July 2009	Corporate Executive Officer, General Manager of AOC Department, Bioscience Products & Fine Chemicals Division
		Oct. 2010	Corporate Executive Officer, General Manager of Material Development & Application Labs, Bioscience Products & Fine Chemicals Division
		July 2011	Corporate Vice President, Deputy Chief Technology Officer
	In charge of Open Innovation Affairs and Intellectual Property Affairs		
July 2013	Corporate Vice President, General Manager of Institute For Innovation		
July 2017	Advisor		
<b>June 2019</b>	<b>Director of the Company (current position)</b>		
<b>Significant concurrent positions outside the Company</b> —			
<p><b>Reasons for nomination as candidate for outside Director and outline of expected roles</b></p> <p>Toshihisa Kato has experience of having held important positions in operating companies over many years, and has experience in corporate management, and the Company has therefore deemed that he will appropriately execute his duties as outside Director of the Company. Accordingly, the Company proposes to nominate him as a candidate to continue serving as Director. If he is elected, he will be involved in matters related to the nomination and remuneration of the Company's Directors, etc. as a member of the Nominating and Remuneration Committee from an objective and neutral standpoint.</p>			

Candidate No.	Name	Career summary, position and responsibility in the Company	
8	<p><b>Kanako Osawa</b></p> <p>Reelection Outside Independent</p> <p><b>Date of birth:</b> December 22, 1970</p> <p><b>Number of shares of the Company held:</b> 100</p> <p><b>Number of years in office:</b> 1 year</p> <p><b>Attendance at Board of Directors meetings:</b> 14/14</p>	Mar. 1998	Graduated from Legal Training and Research Institute of Japan (the 50th Class), Supreme Court of Japan
		Apr. 1998	Registered as an attorney at law
		<b>Apr. 1998</b>	<b>Joined Kajitani Law Offices (current position)</b>
		Oct. 2005	Admitted to the bar of the State of New York, USA
		<b>June 2015</b>	<b>Outside Director (Audit &amp; Supervisory Committee Member) of LINTEC Corporation (current position)</b>
		<b>June 2021</b>	<b>Director of the Company (current position)</b>
		<b>Mar. 2022</b>	<b>Outside Audit &amp; Supervisory Board Member of Otsuka Holdings Co., Ltd. (current position)</b>
	<b>Significant concurrent positions outside the Company</b>		
	Attorney at law		
	Outside Director (Audit & Supervisory Committee Member) of LINTEC Corporation		
	Outside Audit & Supervisory Board Member of Otsuka Holdings Co., Ltd.		
	<b>Reasons for nomination as candidate for outside Director and outline of expected roles</b>		
	Kanako Osawa has been active in a wide range of fields as an attorney at law and has cultivated expert knowledge and experience. The Company has therefore deemed that she will appropriately execute her duties as outside Director of the Company. Accordingly, the Company proposes to nominate her as a candidate to continue serving as Director. If she is elected, she will be involved in matters related to the nomination and remuneration of the Company's Directors, etc. as a member of the Nominating and Remuneration Committee from an objective and neutral standpoint.		

- Notes:
- There is no special interest between any of the candidates and the Company.
  - Masataka Honke, Toshihisa Kato, and Kanako Osawa are candidates for outside Director. The Company has provided notice of the statuses of Masataka Honke, Toshihisa Kato, and Kanako Osawa as independent officers to the Tokyo Stock Exchange.
  - The Company has entered into limited liability agreements of damages with Masataka Honke, Toshihisa Kato and Kanako Osawa in order to enable them to adequately perform the expected role as outside Director, and plans to continue this agreement with them if their election is approved.
    - If the Company incurs damage as a result of the failure of the outside Director to perform his/her duties, as long as the outside Director performed his/her duties in good faith and without gross negligence, the liability for damage that the outside Director shall owe to the Company shall be limited to the minimum amount of liability specified in Article 425, paragraph (1) of the Companies Act.
  - The Company has entered into a directors and officers liability insurance policy with an insurance company as stipulated in Article 430-3, paragraph (1) of the Companies Act, and a summary of the contents of the agreement is described in the Business Report (Japanese only). If the election of the candidates for Director is approved, they will continue to be included as an insured person under this insurance policy. In addition, the Company plans to renew the insurance policy with the same contents at the next renewal.

### Proposal No. 3 Election of Two Audit & Supervisory Board Members

The Company stipulates in its Articles of Incorporation that the upper limit of Audit & Supervisory Board Members is five. At the conclusion of the Meeting, the terms of office of Yutaka Sukegawa and Kinya Ninagawa will expire. Therefore, the Company proposes the election of two Audit & Supervisory Board Members.

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

The candidates for Audit & Supervisory Board Member are as follows:

Candidate No.	Name	Career summary, position in the Company	
1	<b>Yutaka Sukegawa</b>  <div style="border: 1px solid black; padding: 2px; display: inline-block;">Reelection</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">Outside</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">Independent</div>  <b>Date of birth:</b> December 4, 1959  <b>Number of shares of the Company held:</b> 800  <b>Number of years in office:</b> 4 years  <b>Attendance at Board of Directors meetings:</b> 17/17  <b>Attendance at Audit &amp; Supervisory Board meetings:</b> 17/17	Apr. 1983	Joined The Yasuda Mutual Life Insurance Company
		Apr. 2009	General Manager, in charge of System Risk Management of Information Systems Department of Meiji Yasuda Life Insurance Company
		Apr. 2014	Seconded to Meiji Yasuda System Technology Company Limited, Affiliate Relations Dept. of Meiji Yasuda Life Insurance Company (General Manager of ICT Development Division, IT Solutions Business Unit)
		Apr. 2015	Director, General Manager of ICT Development Division, IT Solutions Business Unit
		Apr. 2018	Counselor of IT Solutions Business Unit
		<b>June 2018</b>	<b>Full-Time Audit &amp; Supervisory Board Member of the Company (current position)</b>
		<b>Significant concurrent positions outside the Company</b> —	
		<b>Reasons for nomination as outside Audit &amp; Supervisory Board Member</b> Yutaka Sukegawa has a long-spanning career history working in information system departments of other companies, and he has extensive experience and insight in relation to IT. The Company has therefore deemed that he is suitably qualified to carry out audits of business operations. Accordingly, the Company proposes to nominate him as a candidate to continue serving as Audit & Supervisory Board Member.	

Candidate No.	Name	Career summary, position in the Company	
2	<p><b>*Shinya Tanaka</b></p> <p>New election Outside Independent</p> <p><b>Date of birth:</b> December 30, 1958</p> <p><b>Number of shares of the Company held:</b> 0</p>	Apr. 1983	Joined The Yasuda Trust & Banking Co., Ltd.
		June 2006	Advisory Manager of Real Estate Investment of Mizuho Trust & Banking Co., Ltd.
		Apr. 2009	Executive Officer, General Manager of Real Estate Planning Department
		Apr. 2011	Managing Executive Officer
		Apr. 2012	Managing Executive Officer, Head of Real Estate Unit
		Apr. 2013	Managing Executive Officer, Deputy Officer of Investment Banking Unit of Mizuho Financial Group, Inc.
		Apr. 2016	Representative Director and Vice President of Mizuho Realty Co., Ltd.
		Mar. 2017	Representative Director and President
		<b>Apr. 2022</b>	<b>Adviser (current position)</b>
	<b>Significant concurrent positions outside the Company</b>		
	—		
	<b>Reasons for nomination as outside Audit &amp; Supervisory Board Member</b>		
	Shinya Tanaka has abundant management experience from his long-spanning career history as a company officer at other companies, and he has extensive knowledge and insight in relation to finance. The Company has therefore deemed that he is suitably qualified to carry out audits of business operations. Accordingly, the Company proposes to nominate him as a candidate for Audit & Supervisory Board Member.		

- Notes:
- There is no special interest between any of the candidates and the Company.
  - New candidate is indicated by an asterisk (\*).
  - Yutaka Sukegawa and Shinya Tanaka are candidates for Outside Audit & Supervisory Board Members. The Company has provided notice of the status of Yutaka Sukegawa as independent officer to the Tokyo Stock Exchange. If Shinya Tanaka is elected, the Company plans to provide notice of his status as an independent officer to the Tokyo Stock Exchange.
  - The Company plans to enter into an agreement to limit the liability of damages with Shinya Tanaka in order to enable him to adequately perform the expected role as outside Audit & Supervisory Board Member if his election is approved. The outline of the agreement is as follows: (Yutaka Sukegawa is not included because he is scheduled to assume office as Full-Time Audit & Supervisory Board Member.)
    - If the Company incurs damage as a result of the failure of the outside Audit & Supervisory Board Member to perform his/her duties, as long as the outside Audit & Supervisory Board Member performed his/her duties in good faith and without gross negligence, the liability for damage that the outside Audit & Supervisory Board Member shall owe to the Company shall be limited to the minimum amount of liability specified in Article 425, paragraph (1) of the Companies Act.
  - The Company has entered into a directors and officers liability insurance policy with an insurance company as stipulated in Article 430-3, paragraph (1) of the Companies Act, and a summary of the contents of the agreement is described in the Business Report (Japanese only). If the election of the candidates for Director is approved, they will continue to be included as an insured person under this insurance policy. In addition, the Company plans to renew the insurance policy with the same contents at the next renewal.

**(Reference) Management structure after the Proposal No. 2 and Proposal No. 3 are approved (planned)**

Name	Position in the Company	Fields of expertise						Nominating and Remuneration Committee	
		Corporate Management	Finance	Production, Engineering and/or IT	Sales	Global	Legal Affairs and/or Risk Management		
Hiroshi Suehiro	Representative Director, Chairman & CEO	●	●			●	●	●	Reelection
Kazumi Yano	Representative Director, President & COO	●		●	●				Reelection
Masanobu Kishi	Representative Director, Chairman of the Board of Directors	●		●	●				Reelection
Takehiko Karasawa	Director Senior Managing Executive Officer	●	●			●			Reelection
Akihiko Ii	Director Senior Managing Executive Officer			●	●	●			Reelection
Masataka Honke	Director	●	●				●	●	Reelection Outside Independent
Toshihisa Kato	Director			●		●	●	●	Reelection Outside Independent
Kanako Osawa	Director		●			●	●	●	Reelection Outside Independent
Hiroshi Kato	Full-Time Audit & Supervisory Board Member		●			●	●		
Yutaka Sukegawa	Full-Time Audit & Supervisory Board Member		●	●			●		Reelection Outside Independent
Yoshikazu Aruga	Full-Time Audit & Supervisory Board Member				●	●	●		
Takashi Yonekawa	Audit & Supervisory Board Member		●		●		●		Outside Independent
Shinya Tanaka	Audit & Supervisory Board Member	●	●				●		New election Outside Independent