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Securities Code: 8584

June 7, 2022

To our shareholders:

Toru Yamazaki, President  
**JACCS CO., LTD.**  
2-5 Wakamatsu-cho, Hakodate, Hokkaido  
(Principal Executive Office: 1-18 Ebisu 4-chome,  
Shibuya-ku, Tokyo)

## Notice of the 91st Annual General Meeting of Shareholders

We hereby notify you that the 91st Annual General Meeting of Shareholders of JACCS CO., LTD. (the “Company”) will be held as stated below.

If you are unable to attend the meeting, you can exercise your voting rights in writing (voting form) or by electromagnetic method (via the internet). Please review the attached Reference Documents for the General Meeting of Shareholders, indicate your vote of approval or disapproval on the enclosed voting form, and send it to arrive no later than 6:00 p.m. on Tuesday, June 28, 2022 (JST).

**1. Date and Time:** Wednesday, June 29, 2022 at 10:00 a.m. (JST) (Reception starts at 9:00 a.m.)

**2. Venue:** “Houou,” 2nd floor, Hakodate Kokusai Hotel

5-10 Ote-machi, Hakodate, Hokkaido

(The venue is significantly far from last year’s venue, since we have chosen a venue at the place of our foundation, where we held the meetings prior to the COVID-19 pandemic. Please refer to the venue map of the Annual Meeting of Shareholders at the end of this notice.)

### 3. Purpose of the Meeting

#### Matters to be reported:

1. Business Report, Consolidated Financial Statements and Reports of Audit on Consolidated Financial Statements by the Financial Auditor and the Audit & Supervisory Board for the 91st fiscal year (April 1, 2021 to March 31, 2022)
2. Non-consolidated Financial Statements for the 91st fiscal year (April 1, 2021 to March 31, 2022)

#### Matters to be resolved:

- |                       |   |
|-----------------------|---|
| <b>Proposal No. 1</b> | Appropriation of Surplus                            |
| <b>Proposal No. 2</b> | Partial Amendments to the Articles of Incorporation |
| <b>Proposal No. 3</b> | Election of 12 Directors                            |

#### Regarding Internet Disclosure

- Any updates to the Reference Documents for the General Meeting of Shareholders, Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements will be posted on the Company’s website.
- The following matters among documents to be provided with this Notice of the General Meeting of Shareholders are posted on the Company’s website on the internet, pursuant to the relevant laws and regulations and the provision of Article 16 of the Company’s Articles of Incorporation, and are not included to this notice. Therefore, the documents provided with this notice constitute a part of the documents audited by the Audit & Supervisory Board Members and the Financial Auditor when preparing audit reports.
  1. Systems to ensure that Directors perform their duties in compliance with relevant laws and regulations and the Articles of Incorporation, and other systems to ensure properness of operations of the Company
  2. Notes to Consolidated Financial Statements
  3. Notes to Non-consolidated Financial Statements

The Company website: (<https://www.jaccs.co.jp/corporate/ir/stock/meeting/index.html>)

#### Request for Cooperation Regarding Prevention of COVID-19

Shareholders are kindly requested to consider carefully regarding attending the meeting in person, taking into account the status of infections and your own personal condition on the day.

The number of seats at the venue will be limited because we will need to space them out. Therefore, please understand that it is possible that not everyone who comes to the meeting will be able to enter the venue.

On the day of the meeting, we will implement the following measures to prevent infection. We ask for your understanding and cooperation.

- Please cooperate by wearing a mask, using alcohol-based sanitizer at reception, and submitting to a temperature check. Please be aware that you may not be permitted to enter the venue if you do not cooperate.
- If the temperature check indicates that you have a fever, or if you seem unwell, we will not permit you to enter the venue.
- The staff running the General Meeting of Shareholders will have temperature checks and thorough health checks, and will wear masks.
- If future developments necessitate significant changes to operation of the General Meeting of Shareholders, including the above measures, notification will be posted on the Company's website (<https://www.jaccs.co.jp/>).

## Reference Documents for the General Meeting of Shareholders

### Proposal No. 1 Appropriation of Surplus

The Company positions returning profits to shareholders as one of its most important management issues, and its basic policy is to provide dividends based on comprehensive consideration of continued stable dividends and business performance.

The Company has given consideration to the business performance of the current fiscal year, its financial condition and future business expansion, and it proposes to pay a year-end dividend of ¥85 per share for the current fiscal year.

#### Year-end dividends

- Type of dividend property  
Cash
- Allotment of dividend property to shareholders and their aggregate amount  
¥85 per common share of the Company  
Total dividends: ¥2,945,077,280
- Effective date of dividends of surplus  
June 30, 2022

**Proposal No. 2** Partial Amendments to the Articles of Incorporation

1. Reason for the proposal

Since the revised provisions prescribed in the proviso of Article 1 of the Supplementary Provisions of the “Act for Partial Amendment of the Companies Act” (Act No. 70 of 2019) will be enforced on September 1, 2022, the Company proposes to amend its Articles of Incorporation as follows in order to prepare for the introduction of a system for providing materials for general meetings of shareholders in electronic format.

- (1) Article 16, paragraph 1 in “Proposed amendment” will stipulate that the Company shall take electronic provision measures for information that constitutes the content of reference documents for general meetings of shareholders, etc.
- (2) Article 16, paragraph 2 in “Proposed amendment” will establish the provision to limit the scope of the matters to be stated in the document that shall be delivered to shareholders who requested delivery of the document in a paper-based format.
- (3) The provisions of Internet Disclosure and Deemed Delivery of Reference Documents for General Meetings of Shareholders, etc. (Article 16 of the current Articles of Incorporation) will be deleted, as they will no longer be required.
- (4) In accordance with the new establishment and deletion described above, supplementary provisions regarding the effective date, etc. will be established.

2. Details of the amendments to the Articles of Incorporation

Details of the amendments are as follows:

(The underlined sections indicate amendments.)

Current Articles of Incorporation	Proposed amendment
<p><u>(Internet Disclosure and Deemed Delivery of Reference Documents for General Meetings of Shareholders, etc.)</u>  <u>Article 16.</u>  <u>The Company, when convening a general meeting of shareholders, may disclose information on matters to be stated or indicated in the reference documents for the general meeting of shareholders, business reports, non-consolidated financial statements, and consolidated financial statements by using the internet in accordance with the provisions of the Ministry of Justice Order, and by this, said information may be deemed to have been provided to shareholders.</u></p> <p>(Newly established)</p>	<p>(Deleted)</p> <p><u>(Electronic Provision Measures, etc.)</u>  <u>Article 16.</u>  <u>(i) The Company, when convening a general meeting of shareholders, shall take electronic provision measures for information that constitutes the content of reference documents for the general meeting of shareholders, etc.</u>  <u>(ii) Among matters for which electronic provision measures shall be taken, the Company may exclude all or some of those matters prescribed by the Ministry of Justice Order from the document that shall be delivered to shareholders who requested by the record date for voting rights delivery of the document in a paper-based format.</u></p>

Current Articles of Incorporation	Proposed amendment
(Newly established)	<p><u>(Supplementary Provisions)</u></p> <p><u>(i) The amendment to Article 16 of the Articles of Incorporation shall come into force on September 1, 2022 (hereinafter referred to as the “Enforcement Date”), which is the date of enforcement of the revised provisions prescribed in the proviso of Article 1 of the Supplementary Provisions of the “Act for Partial Amendment of the Companies Act” (Act No. 70 of 2019).</u></p> <p><u>(ii) Notwithstanding the provisions of the preceding paragraph, Article 16 of the current Articles of Incorporation shall remain in force with respect to any general meeting of shareholders to be held on a date within six months from the Enforcement Date.</u></p> <p><u>(iii) These Supplementary Provisions shall be deleted on the date on which six months have elapsed from the Enforcement Date or the date on which 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 12 Directors

The terms of office of all 12 Directors will expire at the conclusion of this meeting. In that regard, the Company proposes the election of 12 Directors.

The candidates for Director are as follows:

Candidate No.	Name		Position and responsibilities in the Company	Board of Directors meeting attendance	Tenure as Director
Reelection 1	Toru Yamazaki (Male)		President (Representative Director) (COO)	7 / 7	6 years
Reelection 2	Ryo Murakami (Male)		Director and Managing Executive Officer (Supervisor of Corporate Planning)	7 / 7	2 years
Reelection 3	Hitoshi Chino (Male)		Director and Senior Managing Executive Officer (General Manager of Business Strategy Department)	7 / 7	4 years
Reelection 4	Takashi Saitou (Male)		Director and Managing Executive Officer (CFO)	7 / 7	5 years
Reelection 5	Kenichi Oshima (Male)		Director and Managing Executive Officer (Supervisor of General Affairs and Personnel, and Credit Management)	7 / 7	3 years
New election 6	Toshio Sotoguchi (Male)		Managing Executive Officer	–	– years
New election 7	Osamu Ohta (Male)		Senior Executive Officer (Supervisor of Information Systems)	–	– years
New election 8	Ichiro Kobayashi (Male)		Executive Officer (General Manager of Corporate Planning Department)	–	– years
Reelection 9	Masahito Suzuki (Male)	Outside Independent	Outside Director	7 / 7	4 years
Reelection 10	Junko Nishiyama (Female)	Outside Independent	Outside Director	7 / 7	3 years
Reelection 11	Kyoko Okada (Female)	Outside Independent	Outside Director	6 / 6	1 year
New election 12	Hiroji Sanpei (Male)	Outside Independent	–	–	– years

Candidate No.	Name (Date of birth)	Career summary, position and responsibilities in the Company		Number of the Company's shares owned
1	<p>Toru Yamazaki June 17, 1959 (Male)</p> <p>Reelection</p> <p>Board of Directors meeting attendance 7 / 7 (100%)</p> <p>Tenure as Director 6 years</p>	Apr. 1982	Joined the Company	13,849 shares
		Oct. 2009	Executive Officer and General Manager of First Sales Promotion Department of Business Strategy Department	
		Oct. 2011	Executive Officer and General Manager of Shopping Credit Promotion Department of Business Strategy Department	
		June 2012	Executive Officer and General Manager of Chubu Area	
		June 2013	Senior Executive Officer and General Manager of Kinki Area	
		June 2015	Senior Executive Officer and General Manager of Shutoken Area	
		June 2016	Director and Senior Executive Officer (Supervisor of Corporate Planning)	
		June 2017	Director and Managing Executive Officer (Supervisor of Corporate Planning)	
		June 2018	President (Representative Director, COO) (to present)	
<p>[Reasons for nomination as candidate for Director]</p> <p>Since his appointment as President of the Company in 2018, Mr. Yamazaki has demonstrated strong leadership in the implementation of the Company's plans and significantly contributed to the improvement of business performance based on his wealth of experience and broad knowledge, even amid a drastically changing external environment. He has been nominated as a candidate for Director because the Company deems that he continues to be essential for the Company's management.</p>				
2	<p>Ryo Murakami Sept. 4, 1962 (Male)</p> <p>Reelection</p> <p>Board of Directors meeting attendance 7 / 7 (100%)</p> <p>Tenure as Director 2 years</p>	Apr. 1985	Joined the Company	7,875 shares
		June 2012	Executive Officer and General Manager of Shopping Credit Promotion Department	
		June 2016	Senior Executive Officer and General Manager of Chubu Area	
		June 2018	Senior Executive Officer and Supervisor of Credit Business of Business Strategy Department	
		June 2019	Senior Executive Officer, Deputy General Manager of Business Strategy Department, and Supervisor of Credit Business	
		June 2020	Director and Managing Executive Officer (Supervisor of Corporate Planning) (to present)	
<p>[Reasons for nomination as candidate for Director]</p> <p>Mr. Murakami has been in charge of the sales division, particularly the credit business for many years, and contributed to the expansion of the Company's revenue base by demonstrating excellent sales competence and leadership. Since his appointment as Director, he has been performing his duties as supervisor of corporate planning by directing the management team toward formulation of the new medium-term business plan and engaging with managerial issues. He has been nominated as a candidate for Director because he is highly respected and is deemed by the Company to continue to be essential for the Company's management.</p>				

Candidate No.	Name (Date of birth)	Career summary, position and responsibilities in the Company	Number of the Company's shares owned
3	<p style="text-align: center;">Hitoshi Chino Mar. 26, 1958 (Male)</p> <p style="text-align: center;">Reelection</p> <p style="text-align: center;">Board of Directors meeting attendance 7 / 7 (100%)</p> <p style="text-align: center;">Tenure as Director 4 years</p>	<p>Apr. 1981      Joined the Company</p> <p>June 2006     Executive Officer and General Manager of Credit Card Promotion Department of Business Strategy Department</p> <p>Oct. 2008     Executive Officer and General Manager of Hokkaido Area</p> <p>Oct. 2010     Executive Officer and General Manager of Kita-Kanto Area</p> <p>June 2012     Senior Executive Officer and Supervisor of Credit Screening and Operation</p> <p>June 2016     Managing Executive Officer and Deputy General Manager of Business Strategy Department</p> <p>June 2018     Director and Managing Executive Officer (Deputy General Manager of Business Strategy Department, and Supervisor of Credit Card and Payments Business)</p> <p>June 2019     Director and Managing Executive Officer (Supervisor of Credit Management and Credit Screening and Operation)</p> <p>June 2020     Director and Senior Managing Executive Officer (General Manager of Business Strategy Department, and Supervisor of Credit Business)</p> <p>June 2021     Director and Senior Managing Executive Officer (General Manager of Business Strategy Department) (to present)</p>	16,150 shares
<p>[Reasons for nomination as candidate for Director]</p> <p>Mr. Chino has contributed to the expansion of revenue base in the domestic business as the administrative head of the sales division. Moreover, having served as the head of the claims management and credit screening divisions, which are the lifelines of the Company, he is currently leading the sales division based on these wide ranging experiences and leadership. He has been nominated as a candidate for Director because the Company deems that he continues to be essential for the Company's management.</p>			



Candidate No.	Name (Date of birth)	Career summary, position and responsibilities in the Company	Number of the Company's shares owned
4	<p style="text-align: center;">Takashi Saitou Feb. 13, 1960 (Male)</p> <p style="text-align: center;">Reelection</p> <p style="text-align: center;">Board of Directors meeting attendance 7 / 7 (100%)</p> <p style="text-align: center;">Tenure as Director 5 years</p>	<p>Apr. 1983      Joined The Mitsubishi Bank, Limited (currently MUFG Bank, Ltd.)</p> <p>June 2010     Executive Officer in charge of East Japan Area Branches of The Bank of Tokyo-Mitsubishi UFJ, Ltd. (currently MUFG Bank, Ltd.)</p> <p>May 2011      Executive Officer and Manager of Corporate Administration Division</p> <p>June 2012      Director and President of Chitose Kosan Co., Ltd.</p> <p>June 2016      Adviser of the Company</p> <p>June 2016      Senior Executive Officer and General Manager of Audit Office</p> <p>June 2017      Director and Managing Executive Officer (Supervisor of Compliance, General Affairs and Personnel)</p> <p>June 2018      Director and Managing Executive Officer (Supervisor of Compliance, General Affairs and Personnel, and Credit Screening and Operation)</p> <p>Feb. 2019      Director and Managing Executive Officer (Supervisor of Compliance, Credit Screening and Operation, and General Affairs and Personnel)</p> <p>June 2019      Director and Managing Executive Officer (Supervisor of Accounting and Finance and Compliance)</p> <p>June 2020      Director and Managing Executive Officer (CFO) (Supervisor of Accounting and Finance)</p> <p>June 2021      Director and Managing Executive Officer (CFO) (to present)</p>	10,300 shares
<p>[Reasons for nomination as candidate for Director]</p> <p>Mr. Saitou has a wealth of experience and knowledge through his many years of service with a financial institution. He has been responsible for and supervised multiple divisions since his appointment as Director in 2017, and currently performs his duties as CFO, the Chief Financial Officer, by working to enhance the Company's financial strength and the stabilization of its financing. He has been nominated as a candidate for Director because the Company deems that he continues to be essential for the Company's management.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibilities in the Company		Number of the Company's shares owned
5	<p>Kenichi Oshima Dec. 17, 1959 (Male)</p> <p>Reelection</p> <p>Board of Directors meeting attendance 7 / 7 (100%)</p> <p>Tenure as Director 3 years</p>	Apr. 1982	Joined the Company	10,874 shares
		Oct. 2011	Executive Officer and General Manager of Credit Management Department	
		June 2013	Senior Executive Officer and Supervisor of Credit Management	
		June 2015	Senior Executive Officer and General Manager of Hokkaido Area	
		June 2016	Senior Executive Officer and Supervisor of Information Systems	
		June 2019	Director and Managing Executive Officer (Supervisor of General Affairs and Personnel)	
		June 2020	Director and Managing Executive Officer (Supervisor of General Affairs and Personnel, and Credit Management)	
		June 2021	Director and Managing Executive Officer (Supervisor of General Affairs and Personnel, and Credit Management) (to present)	
<p>[Reasons for nomination as candidate for Director]</p> <p>Mr. Oshima has principally been responsible for the credit management division and has devoted significant attention to the reform and improvement of the Company's claims management systems. Since 2016 he has been in charge of the systems division and has implemented business reform and low-cost operation through active IT strategies. He currently promotes work style reforms and uses his operational experience and insight to supervise the credit management division, among other duties. He has been nominated as a candidate for Director because the Company deems that he continues to be essential for the Company's management.</p>				
6	<p>Toshio Sotoguchi Aug. 12, 1960 (Male)</p> <p>New election</p> <p>Board of Directors meeting attendance - / -</p> <p>Tenure as Director - years</p>	Apr. 1983	Joined the Company	4,900 shares
		June 2013	Executive Officer and General Manager of Auto Loans Department	
		June 2015	Senior Executive Officer and General Manager of Chubu Area	
		June 2016	Senior Executive Officer and General Manager of Shutoken Area	
		June 2018	Senior Executive Officer and Supervisor of Credit Screening and Operation	
		July 2019	Senior Executive Officer of the Company President of JACCS FINANCE PHILIPPINES CORPORATION	
		June 2021	Managing Executive Officer of the Company (to present) President of JACCS FINANCE PHILIPPINES CORPORATION (to present)	
<p>(Significant concurrent positions outside the Company) President of JACCS FINANCE PHILIPPINES CORPORATION</p>				
<p>[Reasons for nomination as candidate for Director]</p> <p>Mr. Sotoguchi has been in charge of the sales division, particularly the credit business for many years, contributing to the expansion of business. He currently serves as President of an overseas subsidiary, where he has been demonstrating his management capabilities to improve business performance amid a difficult business environment. He has been nominated as a new candidate for Director because the Company deems that he can contribute to the Group's continuous growth and corporate value improvement.</p>				

Candidate No.	Name (Date of birth)	Career summary, position and responsibilities in the Company		Number of the Company's shares owned
7	Osamu Ohta Jan. 24, 1964 (Male)	Apr. 1987	Joined the Company	3,358 shares
	New election	June 2017	General Manager of Systems Development Department	
	Board of Directors meeting attendance - / -	June 2019	Senior Executive Officer and Supervisor of Information Systems, and General Manager of Systems Development Department	
	Tenure as Director - years	Oct. 2019	Senior Executive Officer and Supervisor of Information Systems (to present)	
[Reasons for nomination as candidate for Director] Mr. Ohta has been involved with the systems division for many years, contributing to ensuring stable operation of systems by engaging in the establishment of the Company's mission-critical system. He currently performs his duties as officer in charge of the systems division, where he leads IT strategies with his accurate judgment. He has been nominated as a new candidate for Director because the Company deems that he can contribute to the Group's continuous growth and corporate value improvement.				
8	Ichiro Kobayashi July 8, 1967 (Male)	Apr. 1991	Joined The Sanwa Bank, Limited (currently MUFG Bank, Ltd.)	- shares
	New election	July 2016	Tamagawa Branch Manager	
	Board of Directors meeting attendance - / -	Apr. 2019	General Manager of Corporate Planning Department of the Company	
	Tenure as Director - years	June 2019	Executive Officer and General Manager of Corporate Planning Department (to present)	
[Reasons for nomination as candidate for Director] Mr. Kobayashi has a wealth of experience and knowledge through his many years of service with a financial institution. Since joining the Company in 2019, he has been serving as General Manager of the Corporate Planning Department, where he has assumed important responsibilities of responding to many issues and supporting business management, as well as being involved in the formulation of the new medium-term business plan. He has been nominated as a new candidate for Director because the Company deems that he can contribute to the Group's continuous growth and corporate value improvement.				

Candidate No.	Name (Date of birth)	Career summary, position and responsibilities in the Company	Number of the Company's shares owned
9	Masahito Suzuki Sept. 9, 1957 (Male)  Reelection Outside Independent  Board of Directors meeting attendance 7 / 7  Tenure as Director 4 years	Apr. 1980      Joined Kirin Brewery Company, Limited Mar. 2007      Seconded to Kirin Beverage Company, Limited General Manager of Accounting Department Mar. 2008      Executive Officer and General Manager of Corporate Planning Department Mar. 2009      Director of the Board and General Manager of Corporate Planning Department Mar. 2012      Director of the Board & CFO of Kirin Holdings Company, Limited Mar. 2013      Director of the Board & CFO of Kirin Holdings Company, Limited Director of the Board of Kirin Company, Limited Mar. 2014      Audit & Supervisory Board Member of Kirin Holdings Company, Limited Audit & Supervisory Board Member of Kirin Company, Limited June 2018      Outside Director of WORLD CO., LTD. (to present) June 2018      Outside Director of AJIS Co., Ltd. (to present) June 2018      Outside Director of the Company (to present) (Significant concurrent positions outside the Company) Outside Director of WORLD CO., LTD. Outside Director of AJIS Co., Ltd.	– shares
[Reasons for nomination as a candidate for outside Director and overview of expected role] Mr. Suzuki has a wealth of experience and a high level of insight into general management through his service in the planning and accounting divisions, as well as audit business, at a major liquor manufacturer. He provides valuable advice regarding decisions on important matters of the Group and on overseas strategy and so forth, and performs the role of supervising management execution adequately. The Company has nominated him as a candidate for outside Director in the expectation that he will continue performing these roles.			
10	Junko Nishiyama Jan. 10, 1957 (Female)  Reelection Outside Independent  Board of Directors meeting attendance 7 / 7  Tenure as Director 3 years	Apr. 1979      Joined Lion Fat and Oil Co., Ltd. (currently Lion Corporation) Mar. 2006      Executive General Manager of Purchasing Headquarters Mar. 2007      Product Purchasing Manager, Production Department, Production Division 2 Jan. 2009      Head of Container and Packaging Technologies, Research and Development Jan. 2014      General Manager of CSR Mar. 2015      Audit & Supervisory Board Member Mar. 2019      Independent Director of EBARA CORPORATION (to present) June 2019      Outside Director of the Company (to present) June 2020      Outside Corporate Auditor of TODA CORPORATION (to present) (Significant concurrent positions outside the Company) Independent Director of EBARA CORPORATION Outside Corporate Auditor of TODA CORPORATION	– shares
[Reasons for nomination as a candidate for outside Director and overview of expected role] Ms. Nishiyama has a wealth of experience and a high level of insight into management in general through her service at a major healthcare company. She draws on her experience and insight and offers advice from a diverse perspective in relation to decision making on important matters of the Group, and performs her role of supervising management execution adequately. The Company has nominated her as a candidate for outside Director in the expectation that she will continue performing these roles.			

Candidate No.	Name (Date of birth)	Career summary, position and responsibilities in the Company	Number of the Company's shares owned
11	Kyoko Okada July 26, 1959 (Female)  Reelection Outside Independent  Board of Directors meeting attendance 6 / 6  Tenure as Director 1 year	Apr. 1982      Joined Shiseido Company, Limited Oct. 2011      General Manager of Corporate Culture Department Oct. 2012      General Manager of Corporate Culture Department, and Group Leader for the 150-Year History Compilation Project Apr. 2015      General Manager of Executive Section, General Affairs Department June 2015      Audit & Supervisory Board Member June 2019      Outside Corporate Auditor of SUBARU CORPORATION (to present) June 2019      Outside Audit & Supervisory Board Member of NS Solutions Corporation June 2020      Outside Audit & Supervisory Board Member of Daio Paper Corporation (to present) June 2021      Outside Director of the Company (to present) (Significant concurrent positions outside the Company) Outside Corporate Auditor of SUBARU CORPORATION Outside Audit & Supervisory Board Member of Daio Paper Corporation	– shares
[Reasons for nomination as a candidate for outside Director and overview of expected role] Ms. Okada has a wealth of experience and insight in CSR and corporate culture activities from serving at a major cosmetics manufacturer. She draws on her wealth of experience and knowledge and offers advice from a diverse perspective in relation to decision making on important matters of the Group, and performs her role of supervising management execution adequately. The Company has nominated her as a candidate for outside Director in the expectation that she will continue performing these roles.			
12	Hiroji Sanpei Mar. 15, 1955 (Male)  New election Outside Independent  Board of Directors meeting attendance – / –  Tenure as Director – years	Apr. 1977      Joined Nippon Fire & Marine Insurance Co., Ltd. (currently Sompo Japan Insurance Inc.) June 2008      Executive Officer and General Manager of Marketing Planning Department of Nipponkoa Insurance Co., Ltd. (currently Sompo Japan Insurance Inc.) Apr. 2010      Managing Executive Officer and General Manager of Sales Promotion Department Apr. 2011      Senior Managing Executive Officer in Charge of Head Office Marketing Apr. 2011      Senior Managing Executive Officer of Sompo Japan Insurance Inc. Apr. 2014      Representative Director and President of Sompo Japan Nipponkoa Career Staff Co., Ltd. (currently SOMPO CORPORATE SERVICE) Oct. 2019      Advisor of Felice Law Office (to present) (Significant concurrent positions outside the Company) Not applicable.	– shares
[Reasons for nomination as a candidate for outside Director and overview of expected role] Mr. Sanpei has a wealth of experience in major healthcare companies and a high level of insight into management in general through his many years of service in the non-life insurance industry. He is currently adding depth to his experience and knowledge in a new area as an advisor to a law firm. He has been nominated as a new candidate for outside Director in the expectation that he will implement appropriate oversight functions on the Company's business management from an independent and objective standpoint by drawing from his experience and insight.			

- Notes:
1. There is no special interest between any of the candidates for Director and the Company.
  2. Masahito Suzuki, Junko Nishiyama, Kyoko Okada and Hiroji Sanpei are candidates for outside Director.
  3. The Company has registered Masahito Suzuki, Junko Nishiyama and Kyoko Okada as independent officers as provided for by the Tokyo Stock Exchange. If their reelection is approved and adopted, the Company plans to continue to designate them as independent officers.

4. If the election of Hiroji Sanpei is approved and adopted, the Company plans to designate him as an independent officer as provided for by the Tokyo Stock Exchange.
5. Masahito Suzuki, Junko Nishiyama and Kyoko Okada are currently outside Directors of the Company, and at the conclusion of this meeting, their tenures as outside Directors will have been four years for Masahito Suzuki, three years for Junko Nishiyama and one year for Kyoko Okada.
6. The Company has entered into a limited liability agreement with its current outside Directors. If the reelection of Masahito Suzuki, Junko Nishiyama and Kyoko Okada is approved and adopted, the Company plans to renew the limited liability agreement of the same content with each of them.
7. If the election of Hiroji Sanpei is approved and adopted, the Company plans to enter into a limited liability agreement of the same content with him.
8. The Company has concluded a compensation agreement, pursuant to Article 430-2 paragraph (1) of the Companies Act, with its current Directors. If the reelection of candidates who are currently Directors is approved and adopted, the Company plans to renew said agreement, and if the election of the new candidates Toshio Sotoguchi, Osamu Ohta, Ichiro Kobayashi and Hiroji Sanpei is approved and adopted, the Company plans to enter into a compensation agreement of the same content with each of them.
9. The Company has entered into a directors and officers liability insurance (“D&O insurance”) policy, pursuant to Article 430-3, paragraph (1) of the Companies Act, with an insurance company. If the reelection of candidates who are currently Directors is approved and adopted, they will continue to be included as the insured persons of the policy. In addition, when the policy is renewed, the Company plans to renew the policy with the same terms. If the election of the new candidates Toshio Sotoguchi, Osamu Ohta, Ichiro Kobayashi and Hiroji Sanpei is approved and adopted, they are planned to be included as the insured persons.
10. Kyoko Okada’s attendance of Board of Directors meetings is her attendance since her appointment as Director on June 25, 2021.
11. NS Solutions Corporation, where Kyoko Okada served as Outside Audit & Supervisory Board Member from June 2019, revised its Annual Securities Report for previous years in February 2020 as it was found to have engaged in inappropriate accounting treatment from FY2014 to the first half of FY2019. Although she had not been aware of the aforementioned incident prior to it coming to light, she regularly furnished advice to said company on a daily basis as an Outside Audit & Supervisory Board Member of said company from the perspective of compliance with laws and regulations, and made recommendations concerning compliance with laws and regulations and internal control. After the aforementioned incident came to light, she received reports as necessary concerning the investigation into the causes of the inappropriate incident and the initiatives to prevent recurrence, and fulfilled her duties, such as by making various recommendations.
12. Kyoko Okada is expected to assume the office of Outside Audit & Supervisory Board Member of NEC Corporation at the Ordinary General Meeting of Shareholders scheduled to be held on June 22, 2022.

[Reference] Director Skills Matrix

Subject to the approval and adoption of Proposal No. 3 as originally proposed, the positions of the Directors are expected to be determined as follows at the Board of Directors meeting after the conclusion of this meeting:

Name	Position	Corporate Management	Sales and Marketing	Global	Finance and Accounting	Personnel and Labor Affairs	IT and Systems	Legal Affairs and Risk Management
Toru Yamazaki	Chairman, CEO (Representative Director)	•	•	•				•
Ryo Murakami	President, COO (Representative Director)	•	•					•
Hitoshi Chino	Director Senior Managing Executive Officer		•					•
Takashi Saitou	Director, CFO Senior Managing Executive Officer	•			•	•		•
Kenichi Oshima	Director Managing Executive Officer					•	•	•
Toshio Sotoguchi	Director Managing Executive Officer	•		•				•
Osamu Ohta	Director Senior Executive Officer						•	
Ichiro Kobayashi	Director Senior Executive Officer		•					•
Masahito Suzuki	Outside Director	•		•	•			•
Junko Nishiyama	Outside Director		•					•
Kyoko Okada	Outside Director		•			•		•
Hiroji Sanpei	Outside Director	•	•			•		

- Notes:
1. The above table presents the skills that are particularly expected of each Director.
  2. As all Directors execute corporate management in line with the “Basic Sustainability Policy,” sustainability is not presented as a skill in the items in the above table.