

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. The Company assumes no responsibility for this translation or for direct, indirect or any other forms of damages arising from the translation.

(Stock Exchange Code 9072)
June 7, 2022

To Shareholders with Voting Rights:

Masakatsu Kuroiwa
President & Representative Director
NIKKON Holdings Co., Ltd.
6-17 Akashi-cho Chuo-ku, Tokyo

**NOTICE OF THE
81ST ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

You are cordially notified of the 81st Annual General Meeting of Shareholders of NIKKON Holdings Co., Ltd. (the “Company”). The meeting will be held for the purposes as described below.

If you do not attend the meeting, you can exercise your voting rights in writing by submitting the Voting Rights Exercise Form, or via an electromagnetic method (through the Internet). Please review the attached Reference Documents for the General Meeting of Shareholders, indicate your vote of approval or disapproval on the proposals in the enclosed Voting Rights Exercise Form and return the form so that it is received by 5:30 p.m. on Tuesday, June 28, 2022, Japan time (JST), or exercise your voting rights via the Internet (<https://evote.tr.mufg.jp/>).

This General Meeting of Shareholders will be streamed live online from the opening to the closing. For more information, please refer to page 4.

1. Date and Time: Wednesday, June 29, 2022 at 10:00 a.m. Japan time

2. Place: 5F Conference room at the Corporate Headquarters located at
6-17 Akashi-cho Chuo-ku, Tokyo

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company’s 81st Fiscal Year (April 1, 2021 - March 31, 2022) and results of audits by the Accounting Auditor and the Audit and Supervisory Committee of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company’s 81st Fiscal Year (April 1, 2021 - March 31, 2022)

Proposals to be resolved:

Proposal 1: Partial Amendments to the Articles of Incorporation

Proposal 2: Election of Seven (7) Directors (Excluding Directors Serving as Audit and Supervisory Committee Members)

Proposal 3: Election of three (3) Directors Serving as Audit and Supervisory Committee Members

4. Guidance for exercising Voting Rights

- (1) If neither approval nor disapproval of a proposal is indicated in the Voting Rights Exercise Form, it shall be deemed as a vote of approval.
- (2) If you exercise your voting rights both in writing and via the Internet, the voting rights exercised via the Internet shall be deemed as valid.
If you exercise your voting rights multiple times via the Internet, the latest exercise shall be deemed as valid.
- (3) All shareholders, if they do not attend the Meeting, may exercise their voting rights through a proxy who must be another shareholder of the Company having voting rights. However, submission of documents proving power of attorney will be required.

* For those attending, please present the enclosed Voting Rights Exercise Form at the reception desk on arrival at the meeting.

* Please bring this Notice with you for resource saving.

* Of the documents to be provided, the following items are posted on the Company's website (https://www.nikkon-hd.co.jp/ir/stock/general_meeting_doc/) in accordance with laws and regulations as well as the Article 16 of the Company's Articles of Incorporation, and are therefore not included in the documents attached to this Notice of the General Meeting of Shareholders.

- 1) "Major Business Locations," "Stock Acquisition Rights," "Matters related to the Accounting Auditor," and "Systems and policies of the Company" in the Business Report
- 2) "Consolidated Statement of Changes in Equity" and "Notes to the Consolidated Financial Statements" in the Consolidated Financial Statements
- 3) "Statement of Changes in Equity" and "Notes to Non-consolidated Financial Statements" in the Non-consolidated Financial Statements

* Any amendments 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 (<https://www.nikkon-hd.co.jp/>).

* Please understand that souvenirs for shareholders who attend the meeting will not be provided.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Partial Amendments to the Articles of Incorporation

1. Reasons for proposal

- (1) The amended provisions stipulated in the proviso of Article 1 of the supplementary provisions of the “Act Partially Amending the Companies Act” (Act No. 70 of 2019) will be enforced on September 1, 2022. Accordingly, the Company proposes to establish provisions to take measures for electronic provision of information contained in the reference materials for general meetings of shareholders, etc. and to limit the scope of matters to be included in the paper copy to be sent to shareholders who have requested it.

The current provisions related to the internet disclosure and deemed provision of the reference materials for the general meeting of shareholders, etc. will become unnecessary and will therefore be deleted. In line with these changes, the Company proposes to establish supplementary provisions related to the effective date, etc.

- (2) In order to further clarify the provisions on when a notice should be issued to announce the convocation of the meetings of the Board of Directors and the meetings of the Audit and Supervisory Committee, the provisions of Article 23 (Convocation of Meetings of the Board of Directors) and Article 30 (Convocation of Meetings of the Audit and Supervisory Committee) of the existing Articles of Incorporation shall be partially amended from “three (3) days prior to the date” to “by three (3) days prior to the date.”
- (3) In addition, changes shall be made, including modifications of words and phrases and amendments to punctuations marks through the Article of Incorporation.

2. Details of amendments

The details of the amendments are as follows:

(Underlined parts indicate amendments.)

Current Articles of Incorporation	Proposed Amendments
<p>Article 1 to Article 15 (Omitted) <u>(Internet Disclosure and Deemed Provision of Reference Materials for the General Meeting of Shareholders, Etc.)</u></p> <p>Article 16 The Company may, when convening a general meeting of shareholders, deem that it has provided information to shareholders pertaining to matters to be described or indicated in the reference materials for the general meeting of shareholders, business report, non-consolidated financial statements, and consolidated financial statements, by disclosing such information through the internet in accordance with the provisions provided in the Ordinance of the Ministry of Justice.</p> <p>(New)</p>	<p>Article 1 to Article 15 (Unchanged) (Deleted)</p> <p>(Measures for Electronic Provision, Etc.)</p> <p>Article 16 The Company shall, when convening a general meeting of shareholders, provide information contained in the reference materials for the general meeting of shareholders, etc. electronically.</p> <p>2. Among the matters to be provided electronically, the Company may choose not to include all or part of the matters stipulated in the Ordinance of the Ministry of Justice in the paper copy to be sent to shareholders who have requested it by the</p>

Current Articles of Incorporation	Proposed Amendments
<p>Article 17 to Article 19 (Omitted) (Number of Directors, Method of Election)</p> <p>Article 20 (Omitted)</p> <p>Article 21 to Article 22 (Omitted) (Convocation of Meetings of the Board of Directors)</p> <p>Article 23 Convocation notice regarding a meeting of the Board of Directors shall be dispatched to each Director three (3) days prior to the date of such meeting. However, such period may be shortened in the case of urgent necessity. Convocation notice shall not be dispatched upon the consent of all Directors.</p> <p>Article 24 to Article 29 (Omitted) (Convocation of Meetings of the Audit and Supervisory Committee)</p> <p>Article 30 Each Audit and Supervisory Committee Member shall convene a meeting of the Audit and Supervisory Committee. An Audit and Supervisory Committee Member shall convene a meeting of the Audit and Supervisory Committee by dispatching a notice to each Audit and Supervisory Committee Member three (3) days prior to the date of such meeting. However, such period may be shortened in the case of urgent necessity. Convocation notice shall not be dispatched upon the consent of all Audit and Supervisory Committee Members.</p> <p>Article 31 to Article 38 (Omitted)</p>	<p><u>record date for voting rights.</u></p> <p>Article 17 to Article 19 (Unchanged) (Number of Directors <u>and</u> Method of Election)</p> <p>Article 20 (Unchanged)</p> <p>Article 21 to Article 22 (Unchanged) (Convocation of Meetings of the Board of Directors)</p> <p>Article 23 Convocation notice regarding a meeting of the Board of Directors shall be dispatched to each Director <u>by</u> three (3) days prior to the date of such meeting. However, such period may be shortened in the case of urgent necessity. Convocation notice shall not be dispatched upon the consent of all Directors.</p> <p>Article 24 to Article 29 (Unchanged) (Convocation of Meetings of the Audit and Supervisory Committee)</p> <p>Article 30 Each Audit and Supervisory Committee Member shall convene a meeting of the Audit and Supervisory Committee. An Audit and Supervisory Committee Member shall convene a meeting of the Audit and Supervisory Committee by dispatching a notice to each Audit and Supervisory Committee Member <u>by</u> three (3) days prior to the date of such meeting. However, such period may be shortened in the case of urgent necessity. Convocation notice shall not be dispatched upon the consent of all Audit and Supervisory Committee Members.</p> <p>Article 31 to Article 38 (Unchanged)</p>
<p>Supplementary provisions</p>	<p>Supplementary provisions</p>
<p>Article 1 (Omitted) (New)</p>	<p>Article 1 (Unchanged) <u>(Transitional measures concerning electronic provision, etc.)</u></p> <p><u>Article 2 The deletion of Article 16 (Internet Disclosure and Deemed Provision of Reference Materials for the General Meeting of Shareholders, Etc.) of the current Articles of Incorporation prior to amendment and the establishment of the proposed Article 16 (Measures for Electronic Provision, Etc.) after amendment shall come into effect on September 1, 2022.</u></p> <p><u>2. Notwithstanding the provisions of the preceding paragraph, Article 16 (Internet Disclosure and Deemed Provision of Reference Materials for the General Meeting of Shareholders, Etc.) of the current Articles of Incorporation shall remain in force with respect to a general meeting of shareholders to be held by February 28, 2023.</u></p>

Current Articles of Incorporation	Proposed Amendments
	<u>3. This Article shall be deleted on March 1, 2023 or the lapse of three (3) months from the date of the general meeting of shareholders set forth in the preceding paragraph, whichever is later.</u>

Proposal 2: Election of Seven (7) Directors (Excluding Directors Serving as Audit and Supervisory Committee Members)

The terms of office of all seven (7) Directors (Excluding Directors serving as Audit and Supervisory Committee Members; hereinafter the same shall apply in this proposal) will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes the election of seven (7) Directors (including Outside Directors).

Regarding this proposal, we have obtained an opinion from the Audit and Supervisory Committee that all candidates are suitable for Directors.

The candidates for Director are as follows:

No.	Name	Gender	Current positions and responsibilities in the Company	Attendance at the Board of Directors meetings
1	[Reelection] Masakatsu Kuroiwa	Male	President, Representative Director and Chief Executive Officer	14/14 100%
2	[Reelection] Seiji Ooka	Male	Representative Director and Senior Executive Officer	14/14 100%
3	[Reelection] Yasunori Matsuda	Male	Director and Managing Executive Officer	13/14 93%
4	[Reelection] Hidehiro Motohashi	Male	Director and Executive Officer	10/10 100%
5	[Reelection] Kioi Yamada	Male	Director and Executive Officer	10/10 100%
6	[Reelection] [Outside] [Independent] Aiko Koma	Female	Outside Director	9/10 90%
7	[New] [Outside] [Independent] Ryutaro Ozeki	Male	-	-

No.	Name (Date of birth)	Career Summary and Responsibilities at the Company (Significant concurrent positions)	Number of shares of the Company held
1	Masakatsu Kuroiwa (February 2, 1951) Attendance at meetings of the Board of Directors 14/14 [Reelection]	<p>March 1973 Joined the Company</p> <p>September 1981 General Manager of Suzuka Center</p> <p>June 1986 Director</p> <p>June 1989 Managing Director</p> <p>November 1994 President, A.N.I. LOGISTICS, LTD.</p> <p>June 1999 Senior Managing Director</p> <p>January 2003 Chairman and President, NK PARTS INDUSTRIES, INC.</p> <p>April 2009 General Manager of Sales Headquarters</p> <p>June 2009 President and Representative Director</p> <p>June 2011 President, Representative Director and Executive Officer</p> <p>October 2015 President, Representative Director and Chief Executive Officer (current position)</p> <p>[Significant concurrent position] Chairman and Representative Director, NIPPON KONPO UNYU SOKO CO., LTD.</p>	405,116
<p>[Reasons for nomination as a candidate for Director]</p> <p>Mr. Masakatsu Kuroiwa is appropriately supervising management as President and Representative Director. In the Board of Directors, he makes sufficient and appropriate explanations regarding important management projects and serves to increase the decision-making functions of the Board of Directors. Additionally, he possesses a wealth of operational experience in Japan and overseas at the Company, leads management as Chief Executive Officer, and works to continuously improve corporate value through managing the company based on the corporate principles. Based upon the above, the Company has judged that he will be appropriate as a Director of the Company to lead the Company toward realizing the long-term vision, and requests his continued election as Director.</p>			
2	Seiji Ooka (June 30, 1960) Attendance at meetings of the Board of Directors 14/14 [Reelection]	<p>March 1983 Joined the Company</p> <p>October 1992 Manager of Sales Office of Sayama Packaging Center</p> <p>August 1998 Seconded to A.N.I. LOGISTICS, LTD.</p> <p>June 2007 General Manager of Sales Office of KD Packaging</p> <p>July 2009 General Manager of Packaging Sales Department and General Manager of Sales Office of KD Packaging</p> <p>April 2011 General Manager of Packaging Sales Department and General Manager of Tokyo Business Department</p> <p>June 2011 Executive Officer</p> <p>January 2014 General Manager of Packaging Sales Department General Manager of Tokyo Business Department, General Manager of Packaging Sales and General Manager of the Fifth Sales Department</p> <p>September 2015 Retired from Executive Officer</p> <p>October 2015 Executive Officer, NIPPON KONPO UNYU SOKO CO., LTD.</p> <p>April 2016 Executive Officer</p> <p>June 2016 Director and Executive Officer</p> <p>July 2016 General Manager of Domestic Business Department</p> <p>June 2017 Representative Director, President and Executive Officer, NIPPON KONPO UNYU SOKO CO., LTD</p> <p>April 2021 Director and Senior Executive Officer, the Company</p> <p>April 2021 President and Representative Director, NIPPON KONPO UNYU SOKO CO., LTD (current position)</p> <p>June 2021 Representative Director and Senior Executive Officer (current position)</p> <p>[Significant concurrent position] President and Representative Director, NIPPON KONPO UNYU SOKO CO., LTD.</p>	17,693
<p>[Reasons for nomination as a candidate for Director]</p> <p>Mr. Seiji Ooka has been involved in operations, in Japan and overseas, related to the logistics business and customs clearance business and has a wealth of operational experience and knowledge regarding administration and operations having served in various roles including General Manager of the Sales Department. Based upon the above, the Company has judged that he will be appropriate as a Director of the Company to realize the continuous improvement of corporate value of the Company, and requests his continued election as Director.</p>			

No.	Name (Date of birth)	Career Summary and Responsibilities at the Company (Significant concurrent positions)		Number of shares of the Company held
3	Yasunori Matsuda (March 9, 1959) Attendance at meetings of the Board of Directors 13/14 [Reelection]	March 1982	Joined the Company	27,128
		November 1997	Assistant Manager of Accounting Department	
<p>June 2000</p> <p>June 2007</p> <p>October 2009</p> <p>April 2012</p> <p>June 2012</p> <p>April 2019</p> <p>June 2019</p> <p>April 2021</p>				
<p>Seconded to NK PARTS INDUSTRIES, INC.</p> <p>General Manager of Accounting Department (current position)</p> <p>General Manager of Affiliated Companies Management Department</p> <p>Executive Officer</p> <p>Director and Executive Officer</p> <p>General Manager of Legal Affairs Department (current position)</p> <p>In charge of Real Estate Business Department (current position)</p> <p>Director and Managing Executive Officer (current position)</p>				
<p>[Reasons for nomination as a candidate for Director]</p> <p>Mr. Yasunori Matsuda has been involved primarily in operations, in Japan and overseas, related to finance and accounting and has served as General Manager of the Accounting Department, etc., having a wealth of operational experience and knowledge regarding administration and operations.</p> <p>Based upon the above, the Company has judged that he will be appropriate as a Director of the Company to realize the continuous improvement of corporate value of the Company, and requests his continued election as Director.</p>				
4	Hidehiro Motohashi (January 14, 1965) Attendance at meetings of the Board of Directors 10/10 [Reelection]	March 1988	Joined the Company	11,746
		July 2010	General Manager of Okayama Sales Office	
<p>June 2014</p> <p>April 2015</p> <p>April 2015</p> <p>September 2015</p> <p>October 2015</p> <p>April 2020</p> <p>June 2021</p> <p>July 2021</p> <p>July 2021</p>				
<p>General Manager of Personnel Department and General Manager of Information Management Department</p> <p>Executive Officer</p> <p>General Manager of Labor Department and General Manager of Health Development Center</p> <p>Resigned as Executive Officer</p> <p>Executive Officer, NIPPON KONPO UNYU SOKO CO., LTD.</p> <p>Executive Officer, the Company</p> <p>Director and Executive Officer (current position)</p> <p>Responsible for General Affairs Department (current position)</p> <p>General Manager of Group Administration Department (current position)</p>				
<p>[Reasons for nomination as a candidate for Director]</p> <p>Mr. Hidehiro Motohashi has been involved primarily in operations related to personnel affairs and information management and has served as General Manager of the Personnel Department, etc., having a wealth of operational experience and knowledge regarding administration and operations.</p> <p>Based upon the above, the Company has judged that he will be appropriate as a Director of the Company to realize the continuous improvement of corporate value of the Company, and requests his continued election as Director.</p>				
5	Kioi Yamada (May 6, 1956) Attendance at meetings of the Board of Directors 10/10 [Reelection]	April 1980	Joined Mitsubishi Corporation	2,479
		April 2001	President, MC Metal Service Asia (Thailand) Co., Ltd.	
<p>November 2009</p> <p>April 2013</p> <p>April 2016</p> <p>April 2017</p> <p>May 2019</p> <p>April 2020</p> <p>April 2021</p> <p>June 2021</p> <p>[Significant concurrent positions]</p> <p>Representative Director and President, GINZA Consulting</p> <p>Representative Director and President, NK International Co., Ltd.</p>				
<p>Deputy President, Solutions Usiminas</p> <p>General Manager, Steel Products Division, Mitsubishi Corporation</p> <p>Managing Executive Officer, Metal One Corporation and President, Metal One Holdings America, Inc.</p> <p>Senior Executive Vice President, Metal One Corporation and President, Metal One Holdings America, Inc.</p> <p>General Manager of Sales Planning Office, the Company (current position)</p> <p>Executive Officer</p> <p>In charge of Corporate Planning Department (current position)</p> <p>Director and Executive Officer (current position)</p>				
<p>[Reasons for nomination as a candidate for Director]</p> <p>Mr. Kioi Yamada joined Mitsubishi Corporation in 1980 and afterward served as the President, etc. of its overseas group companies, having a wealth of experience in and deep insights into corporate management. Since joining the company in 2019, he has demonstrated strong leadership as General Manager of the Sales Planning Office of the Company, utilizing his experience in Japan and overseas, and has achieved significant results in expanding the business.</p> <p>Based upon the above, the Company has judged that he will be appropriate as a Director of the Company to realize the continuous improvement of corporate value of the Company, and requests his continued election as Director.</p>				

No.	Name (Date of birth)	Career Summary and Responsibilities at the Company (Significant concurrent positions)	Number of shares of the Company held
6	Aiko Koma (January 17, 1980) Attendance at meetings of the Board of Directors 9/10 [Reelection] [Outside] [Independent]	December 2007 Registered as a lawyer (Tokyo Bar Association) Joined RENAISS Law Office January 2019 Partner, RENAISS Law Office (current position) September 2021 Outside Director, the Company (current position) [Significant concurrent position] Partner, RENAISS Law Office	358
	<p>[Reasons for nomination as a candidate for Outside Director and expected roles] Though she has not been directly involved in corporate management, Ms. Aiko Koma has been engaged in practical operations of corporate legal affairs for many years as an attorney, and the Company expects that she will continue to be able to provide good advice on strengthening corporate governance and diversity of the Company by utilizing her expertise and a wide range of knowledge and experience, and audit and supervise execution of duties by Directors from her independent standpoint. Based upon the above, the Company has judged that she will continue to lead to improving transparency of the Board of Directors and strengthening the supervisory functions, and requests her continued election as Outside Director.</p>		
7	Ryutaro Ozeki (August 8, 1959) [New] [Outside] [Independent]	April 1982 Joined Toyota Motor Sales Co., Ltd. (current Toyota Motor Corporation) April 1996 Resigned from Toyota Motor Corporation May 1996 Joined Ozeki Co., Ltd., Director and General Manager of Corporate Planning Office December 2000 Representative Director, Senior Managing Director and General Manager of Sales Department December 2002 Representative Director and President (current position) September 2003 Corporate Auditor (part-time), View Planning Co., Ltd. February 2008 Corporate Auditor (part-time), Yamato Metal Co., Ltd. December 2009 Director (part-time) (current position) May 2010 Director (part-time), View Planning Co., Ltd. July 2019 Delegate, Tokyo Pharmaceutical Corporate Pension Fund Association (current position) [Significant concurrent positions] President and Representative Director (part-time), Ozeki Co., Ltd. Director, Yamato Metal Co., Ltd. Delegate, Tokyo Pharmaceutical Corporate Pension Fund Association	-
	<p>[Reasons for nomination as a candidate for Outside Director and expected roles] Mr. Ryutaro Ozeki has been serving as President and Representative Director of Ozeki Co., Ltd. for many years, and the Company expects that he will be able to provide good advice and guidance on the management of the Company by utilizing a wealth of experience and broad insight as a corporate manager, and audit and supervise execution of duties by Directors from his independent standpoint. Based upon the above, the Company has judged that he will lead to improving transparency of the Board of Directors and strengthening the supervisory functions, and requests his election as Outside Director.</p>		

(Notes)

1. There is no special interest between the Company and the candidates for Directors.
2. Ms. Aiko Koma and Mr. Ryutaro Ozeki are candidates for Outside Directors.
Ms. Aiko Koma meets the Company's criteria for judging independence of Outside Officers. The Company has reported her as an Independent Officer stipulated by the Tokyo Stock Exchange to the said Exchange. If she is reelected and assumes office of Outside Director, the Company will report her as an Independent Officer again. Mr. Ryutaro Ozeki meets the Company's criteria for judging independence of Outside Officers. If he is elected and assumes office of Outside Director, the Company will report him as an Independent Officer stipulated by the Tokyo Stock Exchange to the said Exchange.
3. Matters related to the candidates for Outside Directors
 - (1) Independence of the candidates for Outside Directors
 - 1) Neither Ms. Aiko Koma nor Mr. Ryutaro Ozeki has been a business executor or officer (excluding business executor) (as stipulated in Article 2, Paragraph 3, Item 6 of the Ordinance for Enforcement of the Companies Act; hereinafter the same) of the Company or any Specified Related Business Entity of the Company (as stipulated in Article 2, Paragraph 3, Item 19 of the Ordinance for Enforcement of the Companies Act; hereinafter the same). Additionally, they have not been business executors at a stock company for which the Company

- continued the rights and obligations via merger, absorption-type demerger, incorporation-type demerger, or transfer of business directly before occurrence of said merger, etc.
- 2) Neither Ms. Aiko Koma nor Mr. Ryutaro Ozeki is scheduled to receive a significant amount of cash or other property (excluding remuneration as Director) from the Company or a Specified Related Business Entity of the Company, and have not received such cash or other property in the past.
 - 3) Neither Ms. Aiko Koma nor Mr. Ryutaro Ozeki has a spouse, any family within the third degree or any other person equivalent thereto of a business executor or officer (excluding business executor) of the Company or any Specified Related Business Entity of the Company.
 - 4) Ms. Aiko Koma is now serving as Outside Director of the Company. The term of office as an Outside Director will be one (1) year at the conclusion of this General Meeting of Shareholders.
- (2) Outline of the content of a limited liability agreement with each Outside Director
- The Company has entered into an agreement with Ms. Aiko Koma in accordance with the provision of Article 427, Paragraph 1 of the Companies Act to limit her liabilities for damages under Article 423, Paragraph 1 of the same Act. The maximum amount of her liabilities under the agreement is the minimum amount stipulated in Article 425, Paragraph 1 of the same Act. If the reelection of her is approved, the Company will renew the agreement.
- The Company will enter into an agreement with Mr. Ryutaro Ozeki in accordance with the provision of Article 427, Paragraph 1 of the Companies Act to limit his liabilities for damages under Article 423, Paragraph 1 of the same Act if the election of his is approved. The maximum amount of his liabilities under the agreement will be the minimum amount stipulated in Article 425, Paragraph 1 of the same Act.
4. Outline of Execution of Directors and Officers Liability Insurance Agreement
- The Company has entered into a directors and officers liability insurance contract with an insurance company. The insurance contract covers any damages to be borne by the insureds that may result from the insureds being liable for the performance of their duties or being subject to a claim for the pursuit of such liability. The candidates will be included in the insureds under the insurance contract. The contract period of the directors and officers liability insurance is one year, and the Company will renew it by a resolution of the Board of Directors before the period expires.

Proposal 3: Election of three (3) Directors Serving as Audit and Supervisory Committee Members

The terms of office of all three (3) Directors serving as Audit and Supervisory Committee Members will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes the election of three (3) Directors serving as Audit and Supervisory Committee Members.

Regarding this proposal, we have obtained the consent of the Audit and Supervisory Committee.

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

No.	Name	Gender	Current positions and responsibilities in the Company	Attendance at the Board of Directors meetings	Attendance at the Audit and Supervisory Committee meetings
1	[New] Hiroshi Sakairi	Male	-	-	-
2	[Reelection] [Outside] [Independent] Hideki Miyata	Male	Outside Director (Audit and Supervisory Committee Member)	14/14 100%	14/14 100%
3	[New] [Outside] [Independent] Tetsuya Okuda	Male	-	-	-

No.	Name (Date of birth)	Career Summary and Responsibilities at the Company (Significant concurrent position)		Number of shares of the Company held
1	Hiroshi Sakairi (December 10, 1957) [New]	March 1981 April 1990 April 1996 June 2007 April 2009 June 2016 July 2016 June 2018 [Significant concurrent position] Corporate Auditor, NIPPON UNYU CO., LTD.	Joined the Company General Manager of Wako Sales Office Seconded to A.N.I. LOGISTICS, LTD. General Manager of KD Sales Department President, NK PARTS INDUSTRIES, INC. General Manager of Group Business Audit Office General Manager of General Affairs Department Corporate Auditor, NIPPON UNYU SOKO CO., LTD.	5,954
	<p>[Reasons for nomination as a candidate for Director]</p> <p>Mr. Hiroshi Sakairi has been involved primarily in sales and audit operations and has served as President of an overseas subsidiary and General Manager of Group Business Audit Office, etc., having a wealth of experience and knowledge regarding management and audit.</p> <p>Based upon the above, the Company has judged that he will be appropriate as a Director of the Company to supervise business execution of the Company, and requests his election as Director as Serving as Audit and Supervisory Committee Member.</p>			
2	Hideki Miyata (March 27, 1968) Attendance at meetings of the Board of Directors 14/14 Attendance at meetings of the Audit and Supervisory Committee 14/14 [Reelection] [Outside] [Independent]	April 1990 September 1993 December 1996 April 1997 November 1999 April 2002 June 2014 June 2016 June 2018 February 2020 November 2021 [Significant concurrent position] Representative, Hideki Miyata CPTA Office Corporate Auditor, Kuboco Co.	Joined Daiwa Land & Building Co., LTD. Joined Ochanomizu General Office (now Ochanomizu Tax and Accounting Inc.) Passed the CPTA examination Representative, Hideki Miyata CPTA Office (current position) Auditor, Ichiju Kai (current position) Director, Institute for Capital Management Ltd. (current position) Certified as an Organization for Supporting Business Innovation by Ministry of Economy, Trade and Industry (Certification given to Hideki Miyata) Outside Corporate Auditor, the Company Outside Director (Audit and Supervisory Committee Member) (current position) Certification renewed as an Organization for Supporting Business Innovation by Ministry of Economy, Trade and Industry (Certification given to Hideki Miyata) Corporate Auditor, Kuboco Co. (current position)	7,110
	<p>[Reasons for nomination as a candidate for Outside Director and expected roles]</p> <p>Though he has not been directly involved in corporate management, Mr. Hideki Miyata has a wealth of experience and expertise as a certified public tax accountant, and the Company expects that he will continue to be able to provide good advice primarily on finance and accounting as well as tax affairs, and audit and supervise execution of duties by Directors from his independent standpoint.</p> <p>Based upon the above, the Company has judged that he will lead to improving transparency of the Board of Directors and strengthening the supervisory functions, and requests his reelection as Outside Director serving as Audit and Supervisory Committee Member.</p>			

No.	Name (Date of birth)	Career Summary and Responsibilities at the Company (Significant concurrent position)	Number of shares of the Company held
3	Tetsuya Okuda (September 2, 1961) [New] [Outside] [Independent]	<p>April 1984 Joined the Ministry of Transport (currently the Ministry of Land, Infrastructure, Transport and Tourism)</p> <p>July 2002 Head of Policy Planning Office, General Affairs Division, Maritime Bureau, the Ministry of Land, Infrastructure, Transport and Tourism</p> <p>September 2003 Private Secretary to the Minister of Land, Infrastructure and Transport</p> <p>September 2004 Minister's Secretariat, Director for General Affairs Division</p> <p>August 2005 Director, Transport Consumer Policy Division, Policy Bureau</p> <p>July 2006 General Manager, London Office, Japan National Tourism Organization</p> <p>July 2008 Director, Passenger Transport Division, Road Transport Bureau, the Ministry of Land, Infrastructure, Transport and Tourism</p> <p>July 2009 Director, Airport Planning, Airport Department, Civil Aviation Bureau</p> <p>October 2009 Director, Capital Area Airports Division, Airport Department, Civil Aviation Bureau</p> <p>October 2011 Minister's Secretariat and Director, Personnel Division</p> <p>August 2013 Director, Aviation Network Department, Civil Aviation Bureau</p> <p>July 2014 Deputy Vice-Minister for Policy Coordination, Minister's Secretariat</p> <p>June 2016 Director-General, Railway Bureau</p> <p>July 2017 Director-General, Road Transport Bureau</p> <p>July 2019 Retired</p> <p>November 2019 President, Japan Transport and Tourism Research Institute (current position)</p> <p>[Significant concurrent position] President, Japan Transport and Tourism Research Institute (current position)</p>	-
<p>[Reasons for nomination as a candidate for Outside Director and expected roles] Though he has not been directly involved in corporate management, Mr. Tetsuya Okuda has experience and insight he has acquired from his engagement in transport administration for many years, and the Company expects that he will be able to provide good advice primarily on logistics and audit and supervise execution of duties by Directors from his independent standpoint. Based upon the above, the Company has judged that he will lead to improving transparency of the Board of Directors and strengthening the supervisory functions, and requests his election as Outside Director serving as Audit and Supervisory Committee Member.</p>			

(Notes)

1. There is no special interest between the Company and the candidates.
2. Mr. Hideki Miyata and Mr. Tetsuya Okuda are candidates for Outside Directors.
Mr. Hideki Miyata meets the Company's criteria for judging independence of Outside Officers. The Company has reported him as an Independent Officer stipulated by the Tokyo Stock Exchange to the said Exchange. If he is reelected and assumes office of Outside Director serving as Audit and Supervisory Committee Member, the Company will report him as an Independent Officer again. Mr. Tetsuya Okuda meets the Company's criteria for judging independence of Outside Officers. If he is elected and assumes office of Outside Director serving as Audit and Supervisory Committee Member, the Company will report him as an Independent Officer stipulated by the Tokyo Stock Exchange to the said Exchange.
3. Matters related to the candidates for Outside Directors
 - (1) Independence of the candidates for Outside Directors
 - 1) Neither Mr. Hideki Miyata nor Mr. Tetsuya Okuda has been a business executor or officer (excluding business executor) (as stipulated in Article 2, Paragraph 3, Item 6 of the Ordinance for Enforcement of the Companies Act; hereinafter the same) of the Company or any Specified Related Business Entity of the Company (as stipulated in Article 2, Paragraph 3, Item 19 of the Ordinance for Enforcement of the Companies Act; hereinafter the same). Additionally, they have not been business executors at a stock company for which the Company continued the rights and obligations via merger, absorption-type demerger, incorporation-type demerger, or transfer of business directly before occurrence of said merger, etc.
 - 2) Neither Mr. Hideki Miyata nor Mr. Tetsuya Okuda is scheduled to receive a significant amount of cash or other property (excluding remuneration as Director) from the Company or a Specified Related Business Entity of the Company, and have not received such cash or other property in the past.

- 3) Neither Mr. Hideki Miyata nor Mr. Tetsuya Okuda has a spouse, any family within the third degree or any other person equivalent thereto of a business executor or officer (excluding business executor) of the Company or any Specified Related Business Entity of the Company.
 - 4) Mr. Hideki Miyata is now serving as Outside Director serving as Audit and Supervisory Committee Member of the Company. He worked as an Outside Auditor for two (2) years and then assumed office as an outside Director serving as Audit and Supervisory Committee Member. The term of office as an Outside Director will be four (4) years at the conclusion of this General Meeting of Shareholders.
- (2) Outline of the content of a limited liability agreement with each Outside Director
- The Company has entered into an agreement with Mr. Hideki Miyata in accordance with the provision of Article 427, Paragraph 1 of the Companies Act to limit his liabilities for damages under Article 423, Paragraph 1 of the same Act. The maximum amount of his liabilities under the agreement is the minimum amount stipulated in Article 425, Paragraph 1 of the same Act. If the reelection of him is approved, the Company will renew the agreement.
- The Company will enter into an agreement with Mr. Tetsuya Okuda in accordance with the provision of Article 427, Paragraph 1 of the Companies Act to limit his liabilities for damages under Article 423, Paragraph 1 of the same Act if the election of him is approved. The maximum amount of his liabilities under the agreement will be the minimum amount stipulated in Article 425, Paragraph 1 of the same Act.
4. Outline of Execution of Directors and Officers Liability Insurance Agreement
- The Company has entered into a directors and officers liability insurance contract with an insurance company. The insurance contract covers any damages to be borne by the insureds that may result from the insureds being liable for the performance of their duties or being subject to a claim for the pursuit of such liability. The candidates will be included in the insureds under the insurance contract. The contract period of the directors and officers liability insurance is one year, and the Company will renew it by a resolution of the Board of Directors before the period expires.

[Reference]

Criteria for Judging Independence of Outside Officers

Under the assumption that the independence criteria defined by the Tokyo Stock Exchange are satisfied, the Company judges persons to which none of the below items apply as possessing independence, in the view that by receiving fair, impartial, and appropriate directions and advice for the management of the Company based on broad insights and experiences from persons that have an adequate understanding of the Group's business, management environment, and corporate philosophy, and are of moral character will provide further strength to the management structure.

1. An executive officer of a major business partner of the Group (Note 1) or a company whose major business partner is the Group
2. An executive officer of a lender to a group company that has borrowings exceeding 2% of the Company's consolidated net assets at the end of the most recent fiscal year
3. A major shareholder of the Company that has an investment ratio of 10% or more, or an executive officer of a shareholder or investment target within the top 10 in the most recent three fiscal years
4. A consultant, accounting specialist, or legal specialist who receives annual remuneration exceeding 10 million yen on average from the Company in the most recent three fiscal years
5. A person to whom any of 1. to 4. above applied in the last five years
6. A spouse or relative within the second degree of kinship of a Director, etc. of the Company or a consolidated subsidiary
7. A person with a total term of office exceeding eight years

(Note 1) A major business partner is a business partner of the Group that has an amount of transactions exceeding 2% of the annual consolidated sales of the Company or the business partner in the most recent three fiscal years.

(Reference) Skill Matrix

No.	Name	Independent Outside	Insight, Expertise, Experience							Gender
			Corporate Management	Legal Affairs	Finance Accounting	Safety	Internationality	Personnel Affairs Human Resources Development	IT Digital	
1	Masakatsu Kuroiwa		●	●	●	●	●	●	●	Male
2	Seiji Ooka		●	●	●	●	●	●	●	Male
3	Yasunori Matsuda		●	●	●		●		●	Male
4	Hidehiro Motohashi		●		●	●		●	●	Male
5	Kioi Yamada		●	●	●		●			Male
6	Aiko Koma	●		●						Female
7	Ryutaro Ozeki	●	●							Male
8	Hiroshi Sakairi		●	●	●	●	●			Male
9	Hideki Miyata	●			●					Male
10	Tetsuya Okuda	●				●	●			Male

No. 1 to No. 10 are the candidates in this proposal.