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Securities code: 6445  
June 8, 2022

**To Shareholders with Voting Rights:**

Makoto Saito  
President & CEO  
JANOME Corporation  
1463 Hazama-machi, Hachioji,  
Tokyo, Japan

**NOTICE OF  
THE 96th ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

We hereby inform you that the 96th Annual General Meeting of Shareholders of JANOME Corporation (the “Company”) will be held as described below.

Shareholders who are unable to attend the meeting in person may exercise their voting rights in writing or via the Internet, etc. Please kindly read the Reference Documents for the General Meeting of Shareholders given below and vote by the end of business hours (5:30 p.m.) on June 23, 2022 (Thursday) in accordance with the “Guide to Exercising Voting Rights” on page 3 (only in Japanese).

- 1. Date and Time:** Friday, June 24, 2022 at 10:00 a.m. Japan time  
(Reception starts at 9:00 a.m.)
- 2. Place:** Utage, 4F, Keio Plaza Hotel Hachioji,  
14-1, Asahi-cho, Hachioji City, Tokyo, Japan  
(Please refer to the map of the General Meeting of Shareholders venue  
provided at the end of this document.)
- 3. Meeting Agenda:**
  - Matters to be reported:**
    1. The Business Report and Consolidated Financial Statements for the Company’s 96th Fiscal Year (April 1, 2021–March 31, 2022) and results of audits by the Accounting Auditor and the Audit & Supervisory Committee of the Consolidated Financial Statements
    2. Non-consolidated Financial Statements for the Company’s 96th Fiscal Year (April 1, 2021–March 31, 2022)
  - Proposals to be resolved:**
    - Proposal 1:** Appropriation of Surplus
    - Proposal 2:** Partial Amendments to the Articles of Incorporation
    - Proposal 3:** Election of Eight (8) Directors (excluding Directors who are Audit and Supervisory Committee Members)
    - Proposal 4:** Election of Four (4) Directors who are Audit and Supervisory Committee Members

Among the documents to be provided with this Notice of Convocation of the General Meeting of Shareholders, the following documents are not presented in this Notice, as they are posted on the Company's website, in accordance with laws and regulations as well as the provisions of Article 14 of the Articles of Incorporation of the Company.

(Corporate website: [https://www.janome.co.jp/ir/ir\\_meeting.html](https://www.janome.co.jp/ir/ir_meeting.html))

- (1) "Systems to Ensure Appropriateness of Business Operations (internal control system) and the Status of Operation of the Systems" and "Basic Policy Regarding Control of the Company" in the "Present Condition of the Company" in the Business Report
- (2) "Consolidated Statement of Changes in Equity" in the Consolidated Financial Statements
- (3) "Notes to Consolidated Financial Statements" in the Consolidated Financial Statements
- (4) "Statement of Changes in Equity" in the Non-consolidated Financial Statements
- (5) "Notes to Non-consolidated Financial Statements" in the Non-consolidated Financial Statements

The Consolidated Financial Statements and Non-consolidated Financial Statements audited by the Accounting Auditor and the Business Report, Consolidated Financial Statements, and Non-consolidated Financial Statements audited by the Audit & Supervisory Committee are items (1) through (5) above, in addition to the respective documents listed in the attachments to this document.

1. Shareholders attending the meeting in person are kindly requested to submit the enclosed Voting Rights Exercise Form to the receptionist at the meeting.
2. Amendments to the Reference Documents for the General Meeting of Shareholders, Business Report, Consolidated Financial Statements or Non-consolidated Financial Statements will be posted on the Company's website, if any.  
(Corporate website: [https://www.janome.co.jp/ir/ir\\_meeting.html](https://www.janome.co.jp/ir/ir_meeting.html))

#### <Corporate Philosophy>

The Company and the Janome Group have established the following Corporate Philosophy and aim to maximize value for all stakeholders, including customers, shareholders, society, and employees. To embody this philosophy, we have also established the Janome Group Code of Conduct, which requires all directors and employees to conduct sound corporate activities with high ethical standards, and are thereby striving for the sustainable growth of the Company and the enhancement of its corporate value.

#### Corporate Philosophy

1. Janome aims to promote people's creativity and contribute to prosperity all over the world.
2. Janome works to improve society and culture by consistently providing valuable products and services.

# Reference Documents for the General Meeting of Shareholders

## Proposals and References

### Proposal 1: Appropriation of Surplus

The Company's basic policy is to maximize shareholder returns by securing substantial equity capital, reinforcing a sound financial base, and pursuing improved capital efficiency.

The Company proposes the following appropriation of surplus for the fiscal year ended March 31, 2022 in light of the business performance of the current fiscal year and future business development.

1. Type of dividend property  
Cash
2. Matters concerning allotment of dividend property to shareholders and total amount thereof  
¥25 per share of the Company's common stock, for a total of ¥483,284,425
3. Effective date of distribution of surplus  
June 27, 2022



<p>Supplementary provisions (Transitional measures concerning exemption of auditors from liability) (Omitted)</p> <p>(Newly established)</p>	<p>Supplementary provisions (Transitional measures concerning exemption of auditors from liability) (No change)</p> <p><u>(Transitional measures concerning electronic provision of materials for the General Meeting of Shareholders)</u></p> <p><u>The deletion of Article 14 before the amendments and establishment of amended Article 14 shall come into effect on the date of enforcement (September 1, 2022) of 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) (the “Effective Date”).</u></p> <p><u>Notwithstanding the provisions of the preceding paragraph, Article 14 of the current Articles of Incorporation shall remain in force with respect to a general meeting of shareholders to be held on a date within six months from the Effective Date.</u></p> <p><u>These supplementary provisions shall be deleted after the lapse of six months from the Effective Date or the lapse of three months from the date of the general meeting of shareholders set forth in the preceding paragraph, whichever is later.</u></p>
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**Proposal 3: Election of Eight (8) Directors (excluding Directors who are Audit and Supervisory Committee Members)**

The terms of office of all five (5) Directors (excluding Directors who are Audit and Supervisory Committee Members) will expire at the close of this Meeting. Accordingly, the Company proposes the election of eight (8) Directors (excluding Directors who are Audit and Supervisory Committee Members).

Taking into consideration the nomination policy, suitability of each candidate, and other factors, the Audit & Supervisory Committee expressed the opinion that the election of the candidates as Directors (excluding Directors who are Audit and Supervisory Committee Members) is appropriate.

Reference:

Method and Procedures for Selecting Candidates for Directors:

The candidates for Director were decided on from a wide variety of people in line with the following nomination policy, and selected by the Board of Directors after it received a report from the Nomination and Compensation Advisory Committee which deliberated on the matter.

- 1) Persons with abundant expertise and experience to execute and manage the businesses of the Janome Group.
- 2) Persons with thorough understanding of their social responsibilities and missions as a director and sublime self-discipline to accurately and fairly pursue the executions and management of the businesses of the Janome Group.

The candidates for Outside Director were decided on from a wide variety of people in line with the following nomination policy, and selected by the Board of Directors after it received a report from the Nomination and Compensation Advisory Committee which deliberated on the matter.

- 1) Persons deemed to possess no potential reason to have any conflict of interest with the general shareholders of JANOME Corporation.
- 2) Persons with thorough understanding of their social responsibilities and missions as directors.
- 3) Persons who understand fully the role of the outside directors, possessing the capacity to supervise the internal directors and the management as well as to voice accurate and proper opinions and advice capitalizing on their profound expertise in corporate management, economics, legal affairs, accounting, tax practice and/or audit.

The candidates for Directors (excluding Directors who are Audit and Supervisory Committee Members) are as follows.

No.	Name	Current positions and responsibilities at the Company	Attendance at the Board of Directors meetings (FY 2021)
1 [Reappointment]	Makoto Saito (Age: 67)	President & CEO, In charge of Internal Audit Department, In charge of Product Planning Department	17/17 (100%)
2 [Reappointment]	Toshiya Takayasu (Age: 57)	Director, Senior Managing Officer, Industrial Equipment Sales Division Head	17/17 (100%)
3 [Reappointment]	Hitoshi Doi (Age: 60)	Director, Senior Managing Officer, In charge of Administration Division, Home Appliance Business Division Head	17/17 (100%)

No.	Name	Current positions and responsibilities at the Company	Attendance at the Board of Directors meetings (FY 2021)
4	[Reappointment] Kazushi Kawaguchi (Age: 62)	Director, Senior Managing Officer, In charge of Research & Development Division, Production Management Division Head, In charge of Quality Assurance Department	17/17 (100%)
5	[New appointment] Takeyuki Oshima (Age: 58)	Managing Officer, Administration Division Head, Human Resource Department Head	—
6	[Reappointment] [Outside] [Independent] Fumiaki Nakajima (Age: 62)	Director	17/17 (100%)
7	[New appointment] [Outside] [Independent] Shoko Sugino (Age: 76)	—	—
8	[New appointment] [Outside] [Independent] Yasuyo Tanaka (Age: 65)	—	—

[New appointment]: Newly appointed Director, [Reappointment]: Reappointed Director, [Outside]: Outside Director, [Independent]: Independent Director in accordance with the rules of the Tokyo Stock Exchange.

Note: Ages of candidates indicate the ages as of June 24, 2022.

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
1	Makoto Saito (January 31, 1955)  [Reappointment]  [Number of years as Director] 5 (at the close of this Meeting)  [Attendance at the Board of Directors meetings] 17/17 (100%)	April 1978 April 2011 April 2015 June 2017 April 2018 June 2019 June 2021	Joined the Company Corporate Officer Managing Officer Director Senior Managing Officer Representative Director & President, In charge of Internal Audit Department (current position) President & CEO, In charge of Product Planning Department (current position)	48,800
	<p>[Reason for nomination as candidate]</p> <p>Since joining the Company, Mr. Makoto Saito has worked and supervised mainly in the fields of production management and R&amp;D. He has considerable experience and an extensive track record in business, with accomplishments such as building a functional production and development system in response to globalization. As representative director, he has demonstrated strong leadership in efforts to enhance the corporate value of the entire Group. Considering his experience and knowledge, the Company proposes to reelect him as Director.</p>			
2	Toshiya Takayasu (September 26, 1964)  [Reappointment]  [Number of years as Director] 6 (at the close of this Meeting)  [Attendance at the Board of Directors meetings] 17/17 (100%)	April 1987 April 2013 April 2016 June 2016 April 2018 June 2021	Joined the Company Corporate Officer Managing Officer Director (current position) Senior Managing Officer (current position) Industrial Equipment Sales Division Head (current position)	25,300
	<p>[Reason for nomination as candidate]</p> <p>Since joining the company, Mr. Toshiya Takayasu has worked and supervised mainly in the field of international business division. He has considerable experience and an extensive track record in global business, with accomplishments such as strengthening the earnings structure of overseas subsidiaries through his involvement in their management for many years. He has also contributed to building a revenue base as the Industrial Equipment Sales Division Head. Considering his experience and knowledge, the Company proposes to reelect him as Director.</p>			



No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
3	Hitoshi Doi (March 17, 1962)  [Reappointment]  [Number of years as Director] 2 (at the close of this Meeting)  [Attendance at the Board of Directors meetings] 17/17 (100%)	April 1985  April 2013 April 2017 April 2020 June 2020 April 2021 June 2021	Joined Saitama Bank, Limited (currently Resona Bank, Limited) Corporate Officer, Saitama Resona Bank, Limited Executive Director, Resona Card Co., Ltd. Managing Officer, the Company Director (current position) Senior Managing Officer (current position) In charge of Administration Division, Home Appliance Business Division Head (current position)	5,100
	<p>[Reason for nomination as candidate]</p> <p>As Home Appliance Business Division Head, Mr. Hitoshi Doi has been working on building up a sales structure to strengthen profitability. In addition, he has driven the further enhancement of corporate governance and programs to develop various skills of human resources and support their careers. Considering his experience and knowledge, the Company proposes to reelect him as Director.</p>			
4	Kazushi Kawaguchi (February 7, 1960)  [Reappointment]  [Number of years as Director] 2 (at the close of this Meeting)  [Attendance at the Board of Directors meetings] 17/17 (100%)	April 1982  April 2016 April 2019 June 2019  June 2020 April 2021 June 2021	Joined the Company Corporate Officer Managing Officer Production Management Division Head, the Company Chairman of Janome Taiwan, Co., Ltd. (current position) Director, In charge of Quality Assurance Department, the Company (current position) Senior Managing Officer (current position) In charge of Research & Development Division (current position)	4,800
	<p>[Reason for nomination as candidate]</p> <p>Since joining the Company, Mr. Kazushi Kawaguchi has mainly worked and supervised in the field of production management. He has considerable experience and an extensive track record in business, with accomplishments such as driving the reduction of manufacturing costs through strategic global procurement of parts and reconstruction of the production system. In addition, he has worked to develop products that accurately meet demand and to enhance production technology as the head of the R&amp;D and production divisions. Considering his experience and knowledge, the Company proposes to reelect him as Director.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
5	<p>Takeyuki Oshima (October 16, 1963)</p> <p>[New appointment]</p> <p>[Number of years as Director] -</p> <p>[Attendance at the Board of Directors meetings] -</p>	<p>April 1987</p> <p>June 2017</p> <p>June 2019</p> <p>April 2021</p> <p>June 2021</p>	<p>Joined the Company</p> <p>Corporate Officer</p> <p>Human Resource Department Head (current position)</p> <p>Managing Officer (current position)</p> <p>Administration Division Head (current position)</p>	9,200
<p>[Reason for nomination as candidate]</p> <p>Mr. Takeyuki Oshima has mainly been worked and supervised in the field of administrative operations since joining the Company. He has considerable experience and an extensive track record in general affairs, human resources, accounting, and other areas. In addition, he has driven human resource strategies to achieve sustainable growth and enhance corporate value in medium to long term, as well as developed and strengthened the corporate governance system as Administration Division Head. Considering his experience and knowledge, the Company proposes to elect him as Director.</p>				
6	<p>Fumiaki Nakajima (November 3, 1959)</p> <p>[Reappointment] [Outside] [Independent]</p> <p>[Number of years as Director] 3 (at the close of this Meeting)</p> <p>[Attendance at the Board of Directors meetings] 17/17 (100%)</p>	<p>April 1983</p> <p>June 2012</p> <p>June 2016</p> <p>June 2019</p> <p>February 2020</p> <p>April 2020</p> <p>January 2021</p>	<p>Joined Showa Electric Wire and Cable Co., Ltd. (currently SWCC Showa Holdings Co., Ltd.)</p> <p>Director</p> <p>Representative Director and President</p> <p>Director, the Company (current position)</p> <p>Advisor, Senshu Electric Co., Ltd.</p> <p>Outside Director, Tokyo Water Co., Ltd. (current position)</p> <p>Executive Officer, Deputy General Manager of International Division, Senshu Electric Co., Ltd. (current position)</p> <p>[Significant concurrent positions] Executive Officer, Senshu Electric Co., Ltd.; Outside Director, Tokyo Water Co., Ltd.]</p>	0
<p>[Reason for nomination as candidate and expected roles]</p> <p>Mr. Fumiaki Nakajima possesses broad insight in overall corporate management gained from his considerable experience and extensive track record as a corporate executive. In addition, as a member of the Nomination and Compensation Advisory Committee, he has actively expressed his opinions on executive compensation and nominations and has significantly fulfilled his responsibilities as a member of the committee. In light of the above, the Company expects him to continue to supervise management from an objective standpoint based on his extensive experience and broad insight and proposes to reelect him as an Outside Director.</p>				

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
7	<p>Shoko Sugino (August 7, 1945)</p> <p>[New appointment] [Outside] [Independent]</p> <p>[Number of years as Director] -</p> <p>[Attendance at the Board of Directors meetings] -</p>	<p>April 1973 Registered as attorney, Joined Fjibayashi Law Firm</p> <p>April 1994 Partner (current position)</p> <p>April 1997 Professor, Legal Training and Research Institute</p> <p>April 2000 Conciliation commissioner, Tokyo Family Court</p> <p>July 2005 Member, Environmental Dispute Coordination Commission</p> <p>March 2007 Outside Auditor, Kitoku Shinryo Co., Ltd. (current position)</p> <p>June 2018 Corporate Auditor, Takeei Corporation (current position)</p> <p>June 2019 Outside Director, Japan Securities Finance Co., Ltd. (current position)</p> <p>[Significant concurrent positions] Partner, Fjibayashi Law Firm; Outside Auditor, Kitoku Shinryo Co., Ltd.; Corporate Auditor, Takeei Corporation; Outside Director, Japan Securities Finance Co., Ltd.</p>	0
<p>[Reason for nomination as candidate and expected roles]</p> <p>Ms. Shoko Sugino has extensive knowledge and deep insight into corporate legal affairs as an attorney. She is also a legal expert with a wealth of experience, having served as a member of many committees in the public sector. The Company proposes to elect her as an Outside Director hoping that she will supervise the Company's management from an objective standpoint by drawing on her rich experience and deep insight.</p>			
8	<p>Yasuyo Tanaka (August 13, 1956)</p> <p>[New appointment] [Outside] [Independent]</p> <p>[Number of years as Director] -</p> <p>[Attendance at the Board of Directors meetings] -</p>	<p>March 1979 Joined Asahi Chemical Industry Co., Ltd. (currently Asahi Kasei Corp.)</p> <p>June 2011 Representative Director &amp; President, Asahi Kasei Ability Corp.</p> <p>April 2014 Representative Director &amp; President, Asahi Kasei Amidas Corp.</p> <p>April 2016 Senior Manager, Human Resources Division, Asahi Kasei Corp.</p> <p>February 2017 Member, Central Labour Relations Commission (current position)</p> <p>[Significant concurrent positions] Member, Central Labour Relations Commission</p>	0
<p>[Reason for nomination as candidate and expected roles]</p> <p>Ms. Yasuyo Tanaka has been promoting diversity at Asahi Kasei Corp., including expansion of woman's participation at work place. She has a deep knowledge of human resource development and work-life balance at a company. Serving as President of subsidiaries of the company, she has extensive experience and a proven track record as a business executive. Based on her extensive experience and deep knowledge, the Company proposes to elect her as an Outside Director in the expectation that she will supervise the management from an objective standpoint.</p>			

- Notes:
1. There is no significant interest between each candidate and the Company.
  2. Mr. Fumiaki Nakajima, Ms. Shoko Sugino and Ms. Yasuyo Tanaka satisfy the Independence Criteria established by the Company, and have been registered as independent directors in accordance with the rules of the Tokyo Stock Exchange. Visit the Company's website for details on the Independence Criteria for Outside Directors established by the Company.  
(Corporate website: <https://www.janome.co.jp/esg/governance.html>)
  3. The Company has entered into a liability limitation agreement with Mr. Fumiaki Nakajima in accordance with the provisions in Article 427, Paragraph 1 of the Companies Act and Article 30 of the Articles of Incorporation. In regard to the contents of the said agreement, liability for damages in Article 423, Paragraph 1 of the Companies Act shall be within the limit established by laws and regulations. The Company will continue said agreement if the election of Mr. Fumiaki Nakajima is approved. If the election of Ms. Shoko Sugino and Ms. Yasuyo Tanaka is approved, the Company plans to enter the said agreement with both of them.
  4. The Company has entered into a directors and officers liability insurance agreement provided in Article 430-3, Paragraph 1 of the Companies Act with an insurance company, with all Directors as the insured persons. If this proposal is approved as proposed and each candidate is appointed Director, said candidates will be insured under said insurance policy. In the event a claim for compensation for damages is brought by shareholders, third party, or other party against an insured Director in relation to the performance of his or her duties, said insurance policy will cover costs such as damages and legal dispute expenses borne by the insured. However, there are certain exemptions: for example, damages incurred due to an act carried out with awareness that it is in violation of the law or regulation will not be covered. The Company bears the entire cost of the premium, including for riders, and the insured shall in effect bear none of the cost of the premium. When it is time to renew the policy, the Company plans to renew it with approximately the same contents.

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

The terms of office of all four (4) Directors who are Audit and Supervisory Committee Members will expire at the close of this Meeting. Accordingly, the Company proposes the election of four (4) Directors who are Audit and Supervisory Committee Members. This proposal was submitted with the consent of the Audit & Supervisory Committee.

Reference:

Method and Process for Electing Candidates for Directors who are Audit and Supervisory Committee Members  
The candidates for Directors who are Audit and Supervisory Committee Members were decided on from a wide variety of people in line with the following nomination policy with the consent of the Audit & Supervisory Committee and selected by the Board of Directors after it received a report from the Nomination and Compensation Advisory Committee which deliberated on the matter.

- 1) Persons with abundant expertise and experience to execute and manage the businesses of the Janome Group.
- 2) Persons who possess capacity to supervise from fair and objective perspective the executive director's business executions thereby contributing to improve soundness and transparency of the management.

The candidates for Outside Directors who are Audit and Supervisory Committee Members were decided on from a wide variety of people in line with the following nomination policy with the consent of the Audit & Supervisory Committee, and selected by the Board of Directors after it received a report from the Nomination and Compensation Advisory Committee which deliberated on the matter.

- 1) Persons deemed to possess no potential reason to have any conflict of interest with the general shareholders of JANOME Corporation.
- 2) Persons with thorough understanding of the Company's corporate philosophy and their social responsibilities and missions as directors.
- 3) Persons who understand fully the role of the outside directors who are Audit and Supervisory Committee Members, possessing the capacity to supervise from fair and objective perspective executive director's business executions thereby contributing to improve soundness and transparency of the management capitalizing on their profound expertise in corporate management, economics, legal affairs, accounting, tax practice and/or audit.

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

No.		Name	Current positions and responsibilities at the Company	Attendance at the Board of Directors meetings (FY 2021)
1	[Reappointment]	Mitsuhiro Sakizuki (age: 66)	Director Audit and Supervisory Committee Member	17/17 (100%)
2	[Reappointment] [Outside] [Independent]	Keizo Tanaka (age: 62)	Director Audit and Supervisory Committee Member	17/17 (100%)
3	[New appointment] [Outside] [Independent]	Ryoji Shimada (age: 54)	—	—
4	[New appointment] [Outside]	Mamoru Sumida (age: 66)	—	—

[New appointment]: Newly appointed Director, [Reappointment]: Reappointed Director, [Outside]: Outside Director, [Independent]: Independent Director in accordance with the rules of the Tokyo Stock Exchange.

Note: Ages of candidates indicate the age as of June 24, 2022.

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	<p>Mitsuhiro Sakizuki (September 13, 1955)</p> <p>[Reappointment]</p> <p>[Number of years as Director] 5 (at the close of this Meeting)</p> <p>[Attendance at the Board of Directors meetings] 17/17 (100%)</p> <p>[Attendance at the Audit &amp; Supervisory Committee meetings] 21/21 (100%)</p>	<p>April 1978      Joined Saitama Bank, Limited (currently Resona Bank, Limited)</p> <p>April 2005      Joined the Company</p> <p>April 2011      Corporate Officer</p> <p>April 2015      Managing Officer</p> <p>June 2017      Director</p> <p>April 2019      Senior Managing Officer</p> <p>June 2020      Director Audit and Supervisory Committee Member (current position)</p>	17,800
<p>[Reason for nomination as candidate]</p> <p>Since joining the Company, Mr. Mitsuhiro Sakizuki has worked and supervised mainly in the field of administrative operations. He has considerable experience and an extensive track record in business, with accomplishments such as facilitating HR management and the enhancement of corporate governance. Due to his considerable insight in overall corporate management, the Company has determined that he shows promise in carrying out fair and proper supervision and auditing as an Audit and Supervisory Committee Member, and thus proposes to elect him as a Director who is an Audit and Supervisory Committee Member.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
2	<p>Keizo Tanaka (April 10, 1960)</p> <p>[Reappointment] [Outside] [Independent]</p> <p>[Number of years as Director] 6 (at the close of this Meeting)</p> <p>[Attendance at the Board of Directors meetings] 17/17 (100%)</p> <p>[Attendance at the Audit &amp; Supervisory Committee meetings] 21/21 (100%)</p>	<p>April 1994 Registered as attorney</p> <p>April 2001 Opened Tanaka Law Firm, Representative lawyer (current position)</p> <p>June 2011 Auditor, the Company (current position)</p> <p>June 2016 Director Audit and Supervisory Committee Member (current position)</p> <p>[Significant concurrent positions] Representative lawyer, Tanaka Law Firm</p>	0
<p>[Reason for nomination as candidate and expected roles]</p> <p>Mr. Keizo Tanaka is well-versed in corporate law and possesses profound insight as an attorney. He has expressed his opinions and provided suggestions from a neutral and objective perspective, which includes conducting audits of the performance of duties by Directors, as an Outside Director who is an Audit and Supervisory Committee Member. For these reasons, the Company has determined that he will continue to fulfill his duties as an Audit and Supervisory Committee Member such as carrying out fair and proper supervision and auditing, and thus proposes to reelect him as a Director (Outside Director) who is an Audit and Supervisory Committee Member.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
3	<p>Ryoji Shimada (April 1, 1968)</p> <p>[New appointment] [Outside] [Independent]</p> <p>[Number of years as Director] -</p> <p>[Attendance at the Board of Directors meetings] -</p> <p>[Attendance at the Audit &amp; Supervisory Committee meetings] -</p>	<p>October 1992    Joined Osaka Office of Asahi Shinwa &amp; Co. (currently KPMG AZSA LLC)</p> <p>May 1997       Registered as certified public accountant</p> <p>October 1997    Joined Tokyo Office of Ota Showa Audit Corporation (currently Ernst &amp; Young ShinNihon LLC)</p> <p>July 2007        Opened Solution Square Corporation, Director (current position)</p> <p>March 2008      Opened Fugen Audit Corporation, Company Representative (current position)</p> <p>[Significant concurrent positions] Director, Solution Square Corporation; Company Representative, Fugen Audit Corporation</p>	0
<p>[Reason for nomination as candidate and expected roles] Mr. Ryoji Shimada is a certified public accountant with a long record of auditing experience at a major auditing firm and has deep insight into corporate finance. He founded a company that provides accounting consulting and other services, involving in the area of financial closing support services, and thus has extensive knowledge of corporate financial closing and management systems. Based on his wealth of experience and deep insight, the Company proposes to elect him as a Director (Outside Director) who is an Audit and Supervisory Committee Member in hope that he will provide appropriate and fair supervision and auditing as an Audit and Supervisory Committee Member.</p>			



No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
4	Mamoru Sumida (November 29, 1955)	April 1979 Joined Saitama Bank, Limited (currently Resona Bank, Limited)	0
	[New appointment] [Outside]	April 2007 Joined Daiei Real Estate & Development Co., Ltd. April 2010 Corporate Officer June 2013 Senior Executive Officer June 2014 Senior Corporate Officer June 2016 Senior Managing Executive Officer June 2017 Executive Corporate Officer (current position) June 2021 Director (current position) July 2021 General Manager of Property Business Division, In charge of Building Business Department (current position)	
	[Attendance at the Board of Directors meetings] -	[Significant concurrent positions] Director, Daiei Real Estate & Development Co., Ltd.	
	[Attendance at the Audit & Supervisory Committee meetings] -		
	[Reason for nomination as candidate and expected roles] Mr. Mamoru Sumida has practical business experience at financial institutions and has extensive insight into the fields of sales and marketing based on his many years of sales experience and achievements. The Company proposes to elect him as a Director (Outside Director) who is an Audit and Supervisory Committee Member in the expectation that he will provide appropriate and fair supervision and auditing as an Audit and Supervisory Committee Member, drawing on his wealth of experience and deep insight.		

- Notes:
1. There is no significant interest between each candidate and the Company.
  2. Both Mr. Keizo Tanaka and Mr. Ryoji Shimada satisfy the Independence Criteria established by the Company, and have been registered as an independent director in accordance with the rules of the Tokyo Stock Exchange. Visit the Company's website for details on the Independence Criteria for Outside Directors established by the Company.  
(Corporate website: <https://www.janome.co.jp/esg/governance.html>)
  3. The Company has entered into a liability limitation agreement with Mr. Mitsuhiro Sakizuki and Mr. Keizo Tanaka in accordance with the provisions in Article 427, Paragraph 1 of the Companies Act and Article 30 of the Articles of Incorporation. In regard to the contents of the said agreement, liability for damages in Article 423, Paragraph 1 of the Companies Act shall be within the limit established by laws and regulations. If the election of Mr. Mitsuhiro Sakizuki and Mr. Keizo Tanaka is approved, the Company plans to continue said agreement with both candidates. If the election of Mr. Ryoji Shimada and Mr. Mamoru Sumida is approved, the Company plans to enter the said agreements with both of them.
  4. The Company has entered into a directors and officers liability insurance (D&O insurance) agreement provided in Article 430-3, Paragraph 1 of the Companies Act with an insurance company, with all Directors as the insured persons. If this proposal is approved as proposed and each candidate is appointed Director, said candidates will be insured under said insurance policy. In the event a claim for compensation for damages is brought by shareholders, third party, or other party against an insured Director in relation to the performance of his or her duties, said insurance policy will cover costs such as damages and legal dispute expenses borne by the insured. However, there are certain exemptions: for example, damages incurred due to an act carried out with awareness that it is in violation of the law or regulation will not be covered. The Company bears the entire cost of the

premium, including for riders, and the insured shall in effect bear none of the cost of the premium. When it is time to renew the policy, the Company plans to renew it with approximately the same contents.

(Reference)

Based on our corporate philosophy of “aiming to promote people’s creativity and contribute to prosperity all over the world” and “improving society and culture by consistently providing valuable products and services,” the Company aims to achieve sustainable growth and increase its corporate value over the medium to long term while flexibly responding to a rapidly changing business environment, and is committed to strengthening its governance structure and promoting management with sustainability as its main focus. Recognizing that the sharing of diverse values among the Board of Directors members is indispensable to achieve these goals, the Company’s Board of Directors is composed of individuals with skills that the entire Board should be equipped with.

If Proposals 3 and 4 are approved as originally proposed, the Board of Directors will be composed of the following Directors. The total number of Directors will be twelve (12), of which five (5) are independent Outside Directors and two (2) are female Directors.

Name	Positions at the Company	Attribute	Field of expertise and experience							
			Corporate management	Research/Technology	Production/Procurement	Sales/Marketing	International experience	Finance/Accounting	Legal affairs	Human resource development/Diversity
Makoto Saito	President & CEO		○	○	○		○			
Toshiya Takayasu	Director, Senior Managing Officer		○			○	○			
Hitoshi Doi	Director, Senior Managing Officer					○		○		○
Kazushi Kawaguchi	Director, Senior Managing Officer		○	○	○		○			
Takeyuki Oshima	Director, Managing Officer							○		○
Fumiaki Nakajima	Director	[Outside] [Independent]	○				○			
Shoko Sugino	Director	[Outside] [Independent]							○	
Yasuyo Tanaka	Director	[Outside] [Independent]	○							○
Mitsuhiro Sakizuki	Director Audit and Supervisory Committee Member					○		○		○
Keizo Tanaka	Director Audit and Supervisory Committee Member	[Outside] [Independent]							○	
Ryoji Shimada	Director Audit and Supervisory Committee Member	[Outside] [Independent]						○		
Mamoru Sumida	Director Audit and Supervisory Committee Member	[Outside]				○		○		