

IMPORTANT NOTICE

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(Ticker Symbol: 8864)
June 13, 2022

Toshiaki Norita
President and CEO
AIRPORT FACILITIES CO., LTD. (AFC)
1-6-5 Haneda Airport, Ota-ku, Tokyo, Japan

**NOTICE OF THE 53RD ORDINARY GENERAL MEETING OF
SHAREHOLDERS**

Dear Shareholders:

We are pleased to announce that the 53rd Ordinary General Meeting of Shareholders of the Company will be held as follows:

If you do not attend the meeting in person, you may exercise your voting rights in writing or online prior to the meeting. Please read the attached Reference Documents for General Meeting of Shareholders and exercise your voting rights by 5:00 p.m. of June 28, 2022 (Tuesday).

- 1. Date and Time:** Wednesday, June 29, 2022 at 1:00 p.m., Japan time (Doors open at 12:00 p.m.)
- 2. Place:** Conference Room, 3rd Floor, Head Office
AIRPORT FACILITIES CO., LTD.
Sogo Building No. 5, 1-6-5 Haneda Airport, Ota-ku, Tokyo, Japan
- 3. Meeting Agenda:**
 - Matters to be reported:**
 1. Report concerning the Business Report and Consolidated Financial Statements for the Company's fiscal year 2021 (from April 1, 2021 to March 31, 2022), as well as results of audits by the Accounting Auditor and the Board of Corporate Auditors of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for fiscal year 2021 (from April 1, 2021 to March 31, 2022)
 - Matters to be resolved:**
 - Proposal 1:** Appropriation of Surplus
 - Proposal 2:** Amendment to the Articles of Incorporation
 - Proposal 3:** Election of Nine (9) Directors
 - Proposal 4:** Election of Two (2) Corporate Auditors
 - Proposal 5:** Election of One (1) Substitute Corporate Auditor
 - Proposal 6:** Determination of remuneration for granting restricted stocks to directors (excluding external directors)

Company's countermeasures against COVID-19

- At the meeting venue, there are less seats compared to previous years so as to maintain distance between attendees to prevent infection. You may be asked not to enter the venue if the seats are fully occupied.
- Shareholders attending the meeting in person are asked to wear a mask, have a body temperature check and disinfect themselves at the reception counter. Please understand that our staff will not take off their masks while attending to you.

- ◎ Among the documents to be provided with this Notice, the following items are posted on the website of the Company (<https://www.afc.jp>) pursuant to the relevant laws and regulations as well as Article 16 of the Articles of Incorporation of the Company.
 - (i) The section "System to Ensure the Appropriateness of Operations" in the Business Report
 - (ii) The sections "Consolidated Statements of Changes in Shareholders' Equity" and "Notes to the Consolidated Financial Statements" in the Consolidated Financial Statements
 - (iii) The sections "Non-consolidated Statements of Changes in Shareholders' Equity" and "Notes to the Non-consolidated Financial Statements" in the Non-Consolidated Financial Statements
- ◎ Any modification to the Reference Documents for the General Meeting of Shareholders, the Business Report, the Non-Consolidated Financial Statements and the Consolidated Financial Statements will be published on the Company's website (<https://www.afc.jp>).

Reference Documents for the General Meeting of Shareholders

Proposal 1: Appropriation of Surplus

According to our basic policy, we are striving to distribute dividends to our shareholders in a stable manner based on the consideration of maintaining solid management base.

Considering the totality of the above-mentioned policy and other factors, including the business performance for fiscal year 2021, the Company announces the year-end dividend for fiscal year 2021 as follows:

1. Type of dividend
Cash
2. Dividends for shareholders and total amount thereof
Dividend per share of the Company's common share: 7 yen
Total amount of dividend: 349,585,663 yen
3. Date when the distribution of surplus takes effect
June 30, 2022

Proposal 2: Amendment to the Articles of Incorporation

The Company proposes that the Articles of Incorporation be amended as follows:

1. Reason for proposal
 - (1) Due to the enforcement of revised provisions provided in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) on September 1, 2022, the Company proposes to amend the Articles of Incorporation to reflect a system for providing reference documents for general meetings of shareholders in an electronic format that is to be introduced by the law revision.
 - (i) The Company proposes to add a new provision, Article 16 (Measures to Provide Information in Electronic Format), paragraph 1, so as to reflect the requirement for a company to provide in its articles of incorporation that measures for electronic delivery should be taken for information to be contained in reference documents, etc. for general meetings of shareholders.
 - (ii) With respect to information to be contained in reference documents, etc. for general meetings of shareholders for which electronic delivery measures are to be taken, the Company proposes to add a new provision, Article 16 (Measures to Provide Information in Electronic Format), paragraph 2 to enable the Company to limit the scope of information to be included in paper documents to be delivered to shareholders who requested the delivery of documents in paper format to the scope prescribed by the Ministry of Justice Order.
 - (iii) Upon the introduction of the system for electronic delivery of reference documents for general meetings of shareholders, Article 16 of the current Articles of Incorporation (Disclosure of Reference Documents, etc. for General Meeting of Shareholders on Internet) will no longer be necessary, so the Company proposes to delete this provision.
 - (iv) In addition, the Company proposes to delete supplementary provisions concerning the effect of the addition and deletion of the provisions mentioned above. Each of these

supplementary provisions will be deleted after the day prescribed in the relevant provision.

- (2) Formerly, the Company had a policy prohibiting a full-time director from assuming the office of corporate officer at the same time; however, in order to ensure that the Company can execute the businesses according to management policies decided by the Board of Directors in an even more efficient and prompt manner, the Company decided to review the entire organizational framework for directors and corporate officers and proposes the following amendment to the Articles of Incorporation.
 - (i) Article 23 (Representative Director and Directors with Special Titles), paragraph 1 and Article 42 (Corporate Officers) of the current Articles of Incorporation shall be consolidated with some amendments, so as to create a new Article 23 (Representative Director, Corporate Officers and Officers with Special Titles) that allows a full-time director to assume the position of corporate officer at the same time. Special titles will be attached to corporate officers.
 - (ii) In connection with the amendment of provisions mentioned above, Article 23, paragraphs 2 through 5 of the current Articles of Incorporation shall be deleted.
- (3) With respect to the system of advisors and counsels, from the standpoint of reinforcing corporate governance, Article 43 of the current Articles of Incorporation (Advisors and Counsels) shall be deleted. The Company intends to change the system to enable it to appoint an advisory member with clearly defined roles, such as a senior fellow, from persons with experience in top managerial positions and other backgrounds.
- (4) In connection with the deletion of provisions mentioned in (2) and (3), Article 44 and subsequent provisions of the current Articles of Incorporation are to be re-numbered.

2. Details of amendment

The details of the amendment are as follows:

(Underlines indicate amendments.)

Provisions of the current Articles of Incorporation	Proposed amendment
<p>Chapter III General Meetings of Shareholders <u>(Disclosure of Reference Documents, etc. for General Meetings of Shareholders on Internet)</u> <u>Article 16. When convening a general meeting of shareholders, the Company may disclose information concerning the matters to be included or indicated in reference documents for general meetings of shareholders, business reports, non-consolidated financial statements and consolidated financial statements by the use of the Internet according to the applicable laws and regulations.</u></p> <p>(New provision)</p>	<p>Chapter III General Meetings of Shareholders</p> <p>(Deleted)</p> <p><u>(Measures to Provide Information in Electronic Format)</u> <u>Article 16. (1) When the Company convenes a general meeting of shareholders, it shall take measures for electronic delivery of information to be contained in reference documents, etc. for general meetings of shareholders.</u></p>

Provisions of the current Articles of Incorporation	Proposed amendment
<p>Chapter IV Directors and Board of Directors <u>(Representative Director and Directors with Special Titles)</u> <u>Article 23 (1) The Board of Directors shall elect a Representative Director by its resolution.</u> <u>(2) The Board of Directors may, by its resolution, elect one Chairman and one President, as well as several Executive Vice Presidents, Senior Managing Directors and Managing Directors.</u> <u>(3) A Chairman shall convene and preside over the meetings of Board of Directors.</u> <u>(4) The President shall execute the business of the Company according to resolutions of the Board of Directors.</u> <u>(5) If the Chairman or President is unable to attend to his/her duties or in the vacancy of their positions, another director shall take his/her place or act on his/her behalf according to the order determined by the Board of Directors in advance.</u></p> <p>(New provision)</p>	<p><u>(2) The Company may omit, in whole or part, information for which electronic delivery measures are taken as specified by the Ministry of Justice Order from paper documents to be delivered to shareholders who requested the delivery of documents in paper format by the reference date of voting rights.</u></p> <p>Chapter IV Directors, Board of Directors <u>and Corporate Officers</u> (Deleted)</p> <p><u>(Representative Director, Corporate Officers and Officers with Special Titles)</u> <u>Article 23 (1) The Board of Directors shall elect a Representative Director by its resolution.</u> <u>(2) A corporate officer who executes the businesses of the Company may be appointed by the resolution of the Board of Directors.</u> <u>(3) By the resolution of the Board of Directors, corporate officers with the special titles of Chairman, President, Executive Vice President, Senior Managing, Managing, and Senior may be appointed.</u> <u>(4) The matters with respect to corporate officers are to be provided in the Regulations for Corporate Officers to be determined by the Board of Directors.</u></p>

Provisions of the current Articles of Incorporation	Proposed amendment
<p><u>Chapter VII Corporate Officers</u> <u>(Corporate Officers)</u> <u>Article 42 (1) The Company may, by the resolution of Board of Directors, appoint several corporate officers.</u> <u>(2) The matters with respect to corporate officers are to be provided in the Regulations for Corporate Officers to be determined by the Board of Directors.</u></p> <p><u>Chapter VIII Advisors and Counsels</u> <u>(Advisors and Counsels)</u> <u>Article 43. The Company may appoint several advisors and counsels, who shall express their opinions upon consultation by the President.</u></p> <p>Chapter <u>IX</u> Accounting Articles <u>44</u> through <u>47</u> (omitted)</p>	<p>(Deleted)</p> <p>(Deleted)</p> <p>Chapter <u>VII</u> Accounting Articles <u>42</u> through <u>45</u> (no change)</p>
<p>(New provision)</p> <p>(New provision)</p>	<p><u>(Supplementary Provisions)</u> <u>(Provisional Measures concerning Electronic Delivery of Reference Documents for General Meetings of Shareholders)</u> <u>Article 1 (1) The deletion of Article 16 (Disclosure of Reference Documents, etc. for General Meetings of Shareholders on Internet) before the amendment and the creation of the new Article 16 (Measures to Provide Information in Electronic Format) shall be effective from September 1, 2022.</u> <u>(2) Notwithstanding the provision of the preceding paragraph, Article 16 (Disclosure of Reference Documents, etc. for General Meetings of Shareholders on Internet) before the amendment shall remain effective regarding any general meeting of shareholders held on a date within six months from September 1, 2022.</u> <u>(3) The provisions of this Article shall be deleted on the date when six months have elapsed from September 1, 2022, or three months have elapsed from the date of the general meeting of shareholders referred to in the preceding paragraph, whichever is later.</u></p>

Proposal 3: Election of Nine (9) Directors

The terms of office of all 13 directors will expire at the conclusion of this General Meeting of Shareholders. Therefore, based on the comprehensive review of a system of directors and corporate officers as a whole, the Company proposes to decrease the number of directors by four and elect nine directors. The Board of Directors submits this proposal based on the consultation with, and recommendation by, the Nomination Committee chaired by an external director.

The candidates for directors are as follows.

No.	Name		No.	Name	
1	Kenya Inada	[Reappointment]	6	Fuminori Tsuboi	[New appointment]
2	Toshiaki Norita	[Reappointment]	7	Takehiko Sugiyama	[Reappointment] [External] [Independent]
3	Katsuhiro Yamaguchi	[Reappointment]	8	Kayo Aoyama	[Reappointment] [External] [Independent]
4	Keisuke Komatsu	[Reappointment]	9	Toshikatsu Ogura	[New appointment] [External] [Independent]
5	Shigeo Tamura	[Reappointment]			

No.	Name (Date of birth)	Past experience and positions	Number of shares of the Company held
1	Kenya Inada (January 24, 1956) [Reappointment] Tenure of office: 2 years Attendance at Board of Directors meetings: 14/14	April 2019 Member of the Board, Executive Vice President, All Nippon Airways Co., Ltd. April 2020 Advisor, ANA HOLDINGS INC. June 2020 Executive Vice President, AFC June 2021 Chairman, AFC (current post) [Responsibilities] Chairman of Risk Management Committee Chairman of Safety Promotion Committee Chairman of Disaster Countermeasures Committee	2,784
	[Reason for nomination as candidate for director] Mr. Inada has worked for an airline for a long time and has a wealth of experience and insight concerning airline businesses. In addition, based on his outstanding personality and knowledge, the Company requests his re-appointment as a director.		
2	Toshiaki Norita (August 27, 1957) [Reappointment] Tenure of office: 9 years *Including four years' tenure of office as an external director. Attendance at Board of Directors meetings: 14/14	June 2013 External Director, AFC April 2017 Director, Japan Airlines Co., Ltd. June 2017 Executive Vice President, AFC June 2021 President and CEO, AFC (current post) [Responsibilities] Chairman of Compliance Committee [Significant concurrent positions] Representative Director and President of Tokyo Airport Heating & Cooling Co., Ltd.	5,230
	[Reason for nomination as candidate for director] Mr. Norita has worked for an airline for a long time and has a wealth of experience and insight concerning airline businesses. In addition, based on his outstanding personality and knowledge, the Company requests his re-appointment as director.		

No.	Name (Date of birth)	Past experience and positions	Number of shares of the Company held
3	<p>Katsuhiro Yamaguchi (April 26, 1959)</p> <p>[Reappointment]</p> <p>Tenure of office: 2 years</p> <p>Attendance at Board of Directors meetings: 14/14</p>	<p>August 2012 Executive Officer of NEW KANSAI INTERNATIONAL AIRPORT COMPANY, LTD.</p> <p>July 2016 Director General, East Japan Civil Aviation Bureau, Ministry of Land, Infrastructure, Transport and Tourism</p> <p>June 2020 Director, AFC</p> <p>June 2021 Executive Vice President, AFC (current post)</p> <p>[Responsibilities] Assistant to President for Special Missions Chairman of Improvement Promotion Committee In charge of the General Affairs Department, Audit Room and Sustainability Promotion Department</p>	3,592
		<p>[Reason for nomination as candidate for director] Mr. Yamaguchi has many years of experience in working for government agencies and an airport operator company, and has outstanding insight. In addition, based on his outstanding personality and knowledge, the Company requests his re-appointment as director.</p>	
4	<p>Keisuke Komatsu (February 23, 1958)</p> <p>[Reappointment]</p> <p>Tenure of office: 11 years</p> <p>Attendance at Board of Directors meetings: 14/14</p>	<p>June 2006 Corporate Officer and General Manager of Operations Department, AFC</p> <p>June 2009 Senior Corporate Officer and General Manager of Operations Department, AFC</p> <p>June 2011 Director, Senior Corporate Officer and General Manager of Operations Department, AFC</p> <p>June 2017 Managing Director, AFC (current post)</p> <p>[Responsibilities] General Manager of Marketing Promoting Headquarters In charge of Osaka Office and Chitose Office</p>	10,929
		<p>[Reason for nomination as candidate for director] Mr. Komatsu has a wealth of experience in execution of businesses including sales. In addition, based on his outstanding personality and knowledge, the Company requests his re-appointment as director.</p>	

No.	Name (Date of birth)	Past experience and positions		Number of shares of the Company held
5	Shigeo Tamura (March 30, 1960) [Reappointment] Tenure of office: 5 years Attendance at Board of Directors meetings: 14/14	April 2014	Assistant General Manager assigned to General Affairs Department, AFC	4,090
	June 2016	Corporate Officer assigned to General Affairs Department, AFC (In charge of Special Missions)		
		June 2017	Director and Senior Corporate Officer, Chief of Facilities Management Center, AFC	
		June 2020	Managing Director, AFC (current post)	
		[Responsibilities]	In charge of Facilities Department and Facilities Management Center	
	[Reason for nomination as candidate for director] Mr. Tamura has a wealth of experience in execution of businesses such as technical engineering. In addition, based on his outstanding personality and knowledge, the Company requests his re-appointment as director.			
6	Fuminori Tsuboi (December 8, 1965) [New appointment] Tenure of office: - Attendance at Board of Directors meetings: - / -	July 2018	Director-General of Administration Department, Japan Meteorological Agency	None
	July 2019	Director-General of Chubu District Transport Bureau, Ministry of Land, Infrastructure, Transport and Tourism		
		January 2021	Deputy Director-General, Japan Meteorological Agency	
		April 2022	Advisor, AFC (current post)	
	[Reason for nomination as candidate for director] Mr. Tsuboi has many years of experience in working for government agencies, and has outstanding insight. In addition, considering his outstanding personality and knowledge, the Company requests his appointment as director.			

No.	Name (Date of birth)	Past experience and positions	Number of shares of the Company held
	Takehiko Sugiyama (November 26, 1944) [Reappointment] [External] [Independent] Tenure of office: 7 years Attendance at Board of Directors meetings: 13/14	December 2004 President of Hitotsubashi University April 2011 Vice Chairman, Institution for Transport Policy Studies President, Institute for Transport Policy Studies June 2015 External Director, AFC (current post) June 2017 External Director, Tokyo Metro Co., Ltd. (current post) [Significant concurrent positions] External Director of Tokyo Metro Co., Ltd.	None
7	<p>[Reason for nomination as candidate for external director and outline of expected roles]</p> <p>Mr. Sugiyama has served as a university professor and has also engaged in university management as a president of a national university. In addition, he has extensive knowledge and experience with respect to the transportation and traffic area. As we expect him to contribute to the proper execution of the Company's businesses from an independent standpoint as an external director, and to promote the sustainable growth and medium- to long-term improvement of corporate value of the Company, we request his re-appointment as an external director. Although he has no experience of engaging in the business management of a company, other than assuming the position of an outside officer of a company, the Company judges, based on the reasons mentioned above, that he is fit for performing the duties as an external director in an appropriate way.</p> <p>If he is elected as an external director, the Company expects that he will play such roles as providing advice for the Company's sustainable growth and improvement of corporate value drawing on his experience mentioned above, monitoring the Company's management and conflicts of interests among stakeholders through important decision-making at the Board of Directors, and reflecting the opinions of various stakeholders.</p>		

No.	Name (Date of birth)	Past experience and positions	Number of shares of the Company held
8	Kayo Aoyama (September 1, 1959) (Name registered in family registry: Kayo Aihara) [Reappointment] [External] [Independent] Tenure of office: 7 years Attendance at Board of Directors meetings: 14/14	April 1985 Freelance announcer (up to the present) February 2001 Member of Council for Transport Policy, Ministry of Land, Infrastructure, Transport and Tourism July 2014 Director, National Agency of Vehicle Inspection (Part-time) June 2015 External Director, AFC (current post) June 2016 Member of the National Public Service Ethics Board (current post) [Significant concurrent positions] Freelance announcer	None
<p>[Reason for nomination as candidate for external director and outline of expected roles]</p> <p>Ms. Aoyama has been working as a freelance announcer and also has extensive experience and knowledge gained from serving as a member of government committees related to such sectors as transportation and traffic. As we expect her to contribute to the proper execution of the Company's businesses from an independent standpoint as an external director, and to promote the sustainable growth and medium- to long-term improvement of corporate value of the Company, the Company requests her re-appointment as an external director. Although she has no experience in engaging in the business management of a company, other than assuming the position of an outside officer of a company, the Company judges, based on the reasons mentioned above, that she is fit for performing the duties as an external director in an appropriate way.</p> <p>If she is elected as an external director, the Company expects that she will play such roles as providing advice for the Company's sustainable growth and improvement of corporate value drawing on her experience mentioned above, monitoring the Company's management and conflicts of interests among stakeholders through important decision-making at the Board of Directors, and reflecting opinions of various stakeholders.</p>			

No.	Name (Date of birth)	Past experience and positions	Number of shares of the Company held
9	Toshikatsu Ogura (August 26, 1953) [New appointment] [External] [Independent] Tenure of office: - Attendance at Board of Directors meetings: - / -	<p>July 2013 Senior Executive Vice President and Senior Executive Manager of Marketing Headquarters, NIPPON TELEGRAPH AND TELEPHONE WEST CORPORATION</p> <p>July 2015 President and Representative Director, NTT BUSINESS ASSOCIE Corporation</p> <p>June 2018 Chairman, Japan Telecommunications Welfare Association</p> <p>June 2020 Chairman, Information & Telecommunication Equipment Constructor's Association (current post)</p> <p>June 2020 Outside Director, Haseko Corporation (current post)</p> <p>[Significant concurrent positions] Outside Director of Haseko Corporation</p>	None
<p>[Reason for nomination as candidate for external director and outline of expected roles] Mr. Ogura has a wealth of experience and outstanding insight as a company's top manager in the communication sector. As we expect him to contribute to the proper execution of the Company's businesses from an independent standpoint as an external director, and to promote the sustainable growth and medium- to long-term improvement of corporate value of the Company, the Company requests his appointment as an external director. If he is elected as an external director, the Company expects that he will play such roles as providing advice for the Company's sustainable growth and improvement of corporate value drawing on his experience mentioned above, monitoring the Company's management and conflicts of interests among stakeholders through important decision-making at the Board of Directors, and reflecting opinions of various stakeholders.</p>			

- (Note) 1. Toshiaki Norita assumes the position of President and CEO of Tokyo Airport Heating & Cooling Co., Ltd. (THC), and the Company has business transactions with THC, including water fees and air conditioning fees. There is no relationship of special interest between the Company and other candidates for directors.
2. Takehiko Sugiyama, Kayo Aoyama and Toshikatsu Ogura are candidates for external directors.
3. The Company has executed with Takehiko Sugiyama and Kayo Aoyama an agreement to limit their liabilities for damages to five million yen or the amount specified in Article 425, paragraph 1 of the Companies Act, whichever is higher, pursuant to the provisions of Article 427, paragraph 1 of the Companies Act. The Company intends to continue this agreement if their election is approved at the General Meeting of Shareholders. In addition, if the election of Toshikatsu Ogura is approved, the Company also intends to execute an agreement for limitation of liabilities under the same terms and conditions.
4. The Company has executed a directors and officers liability insurance agreement provided in Article 430-3, paragraph 1 of the Companies Act with an insurance company that indemnifies

the insureds, including directors of the Company against compensation for damages under laws and litigation costs to be suffered by the insureds. When the candidates are elected and assume the position of director, they are included as insureds under the insurance agreement. In addition, the insurance agreement will renew for the subsequent periods under the same terms and conditions.

5. The Company has notified Tokyo Stock Exchange, Inc. (TSE) the designation of Takehiko Sugiyama and Kayo Aoyama as independent officers stipulated in the regulations of TSE. If their election is approved, the Company intends to designate them as independent officers again. In addition, Toshikatsu Ogura satisfies the requirements for an independent officer under the regulations of TSE. If his election is approved, the Company intends to notify TSE of his designation as an independent officer.

(Reference) The following is a skill matrix table listing the fields of expertise expected for each of the candidates for director.

	Business and organizational management	Legal affairs, risk management, finance and accounting	Administration and public sectors	Airlines, airport operation and infrastructure	Marketing and public relations	Global activities
Kenya Inada	○	○		○	○	○
Toshiaki Norita	○	○		○	○	○
Katsuhiro Yamaguchi	○	○	○	○		○
Keisuke Komatsu	○				○	
Shigeo Tamura	○			○		
Fuminori Tsuboi	○	○	○	○		
Takehiko Sugiyama	○		○			
Kayo Aoyama			○		○	
Toshikatsu Ogura	○	○			○	

Note: The table describes the skill of each candidate that is closely related to the business of the Company.

Proposal 4: Election of Two (2) Corporate Auditors

The term of office of corporate auditor, Hiroyuki Hoshi, will expire at the conclusion of this General Meeting of Shareholders. In addition, corporate auditor Takashi Iwamura will resign from the position at the conclusion of this General Meeting of Shareholders.

Therefore, the Company requests the election of two corporate auditors.

Among the corporate auditors elected at this General Meeting of Shareholders, for Shigeto Kubo, the term of office is until the time when Takashi Iwamura, the resigning corporate auditor, expires, pursuant to Article 32, paragraph 2 of the Articles of Incorporation of the Company.

The Board of Directors submits this proposal based on the consultation with, and recommendation by, the Nomination Committee chaired by an external director. In addition, this proposal has been approved by the Board of Corporate Auditors.

The candidates for corporate auditors are as follows:

No.	Name (Date of birth)	Past experience and positions		Number of shares of the Company held
1	Masaaki Komiya (June 13, 1957)	June 2012	Member of the Board of Directors, Managing Executive Officer, Development Bank of Japan Inc.	None
	[New appointment]	June 2015	Executive Director of the Research Institute of Capital Formation, Development Bank of Japan Inc.	
	Tenure of office: -	June 2016	Vice Director-General, The Tokyo Organizing Committee of the Olympic and Paralympic Games (TOCOG) (current post)	
	Attendance at Board of Directors meetings: - / -	June 2021	Outside Director, Solaseed Air Inc. (current post)	
	Attendance at Board of Corporate Auditors: -/-	June 2021	Outside Director, AIRDO Co., Ltd. (current post)	
[Reason for nomination as candidate for corporate auditor] In addition to serving as an external director at airlines, Mr. Komiya has a wealth of experience and outstanding insight acquired over many years from working for a financial institution. As the Company expects him to leverage such experience and insight for auditing concerning the Company, the Company proposes to elect him as a corporate auditor.				

No.	Name (Date of birth)	Past experience and positions	Number of shares of the Company held
2	Shigeto Kubo (January 15, 1954)	August 2013 June 2019	None
	[New appointment] [External] [Independent]	Commissioner, Japan Tourism Agency Outside Director, Kyoritsu Maintenance Co., Ltd. (current post) June 2020 Senior Managing Director, Airport Transport Service Co., Ltd. April 2022 Representative Director, Chairman and Executive Officer, TOBU TOP TOURS CO., LTD. (current post)	
	Tenure of office: -		
	Attendance at Board of Directors meetings: - / -	[Significant concurrent positions] Outside Director, Kyoritsu Maintenance Co., Ltd. Representative Director, Chairman and Executive Officer, TOBU TOP TOURS CO., LTD.	
	Attendance at Board of Corporate Auditors: -/-		
	[Reason for nomination as candidate for external corporate auditor] In addition to a wealth of experience and outstanding insight with respect to the transportation and traffic sector, Mr. Kubo has experience of serving as an external director at a real property service business. As the Company expects him to leverage such experience and insight for auditing concerning the Company, the Company proposes to elect him as a corporate auditor.		

- (Note) 1. There is no relationship of special interest between either candidate and the Company.
2. Shigeto Kubo is a candidate for external corporate auditor.
3. If the election of Masaaki Komiya and Shigeto Kubo is approved, the Company intends to execute an agreement with them to limit their liabilities for damages to five million yen or the amount specified in Article 425, paragraph 1 of the Companies Act, whichever is higher, pursuant to the provisions of Article 427, paragraph 1 of the Companies Act.
4. The Company has executed a directors and officers liability insurance agreement provided in Article 430-3, paragraph 1 of the Companies Act with an insurance company that indemnifies the insureds, including corporate auditors of the Company against compensation for damages under laws and litigation costs to be suffered by the insureds. When the candidates are elected and assume the position of corporate auditor, they are included as insureds under the insurance agreement. In addition, the insurance agreement will renew for the subsequent periods under the same terms and conditions.
5. Shigeto Kubo satisfies the requirements for an independent officer under the regulations of Tokyo Stock Exchange, Inc. If his election is approved, the Company intends to notify Tokyo Stock Exchange, Inc. of his designation as an independent officer.

Proposal 5: Election of One (1) Substitute Corporate Auditor

The election of Mineo Tsuguchi and Shigeo Kamimura, who were elected as substitute corporate auditors at the 52nd Ordinary General Meeting of Shareholders held on June 29, 2021, is only effective until the commencement of this General Meeting of Shareholders. Therefore, the Company requests the election of one substitute corporate auditor, in case a shortfall occurs in the number of corporate auditors required under laws and regulations.

This election of substitute corporate auditor is only effective until the commencement of the next Ordinary General Meeting of Shareholders; however, this election may be cancelled by the resolution of Board of Directors with consent from the Board of Corporate Auditors, but only before the substitute corporate auditor assumes the position of corporate auditor.

The Board of Directors submits this proposal based on the consultation with, and recommendation by, the Nomination Committee chaired by an external director. In addition, this proposal has been approved by the Board of Corporate Auditors.

The candidate for substitute auditor is as follows:

No.	Name (Date of birth)	Past experience and positions		Number of shares of the Company held
1	Hiroto Suzuki (June 11, 1968)	April 1992	Kyowa Audit Corporation	None
	[New appointment]	February 1994	Registered as a certified public accountant	
	[External]	April 2002	Suzuki Certified Tax Accountant Office (Up to the present)	
	[Independent]	March 2003	Registered as a certified tax accountant	
	[Reason for nomination as candidate for substitute external corporate auditor]			
	Mr. Suzuki is capable of conducting audit from an objective standpoint informed by professional knowledge as a tax accountant and certified public accountant. As the Company expects him to provide highly professional advice concerning accounting to the Board of Corporate Auditors and Board of Directors, the Company proposes to appoint Mr. Suzuki as a substitute auditor. Although he has no experience of engaging in the business management of a company, other than assuming the position of an outside officer of a company, the Company judges, based on the reasons mentioned above, that he is fit for performing the duties as an external corporate auditor in an appropriate way.			

- (Note)
1. There is no relationship of special interest between Hiroto Suzuki and the Company.
 2. Hiroto Suzuki is a candidate for substitute external corporate auditor.
 3. If Hiroto Suzuki assumes the position of corporate auditor, the Company intends to execute an agreement with him to limit his liabilities for damages to five million yen or the amount specified in Article 425, paragraph 1 of the Companies Act, whichever is higher, pursuant to the provisions of Article 427, paragraph 1 of the Companies Act.
 4. The Company has executed a directors and officers liability insurance agreement provided in Article 430-3, paragraph 1 of the Companies Act with an insurance company that indemnifies the insureds, including corporate auditors of the Company against compensation for damages under laws and litigation costs to be suffered by the insureds. When Hiroto Suzuki assumes the position of corporate auditor, he will be included as an insured under the insurance agreement. In addition, the insurance agreement will renew for the subsequent periods under the same terms and conditions.

5. In March 2022, while Hiroto Suzuki served as an outside corporate auditor of ATENA CORPORATION, this company received a cease and desist order from the Fair Trade Commission on an alleged violation of the Anti-Monopoly Act with respect to a tender bid of the Japan Pension Service. After the company became aware of this violation, Mr. Suzuki fulfilled his duty for the board of directors, including making recommendations for assuring compliance with laws and prevention of recurrence.
6. If Hiroto Suzuki assumes the position of external corporate auditor, the Company intends to designate him as an independent officer under the regulations of Tokyo Stock Exchange, Inc. and notify Tokyo Stock Exchange, Inc. of his designation.

Proposal 6: Determination of remuneration for granting restricted stocks to directors (excluding external directors)

- (1) At the 46th Ordinary General Meeting of Shareholders held on June 26, 2015, it was approved that the annual amount of remuneration for the Company's directors shall not exceed 430 million yen (not exceeding 30 million yen for external directors), including base remuneration, bonus, equity compensation-type stock option and deferred retirement benefit, but excluding the portion of employees' salary.

As part of a review of officers' remuneration system, in order to provide an incentive for the Company's directors (excluding external directors; hereinafter referred to as "eligible directors") to strive to attain sustainable growth of the Company's corporate value and to further share value with shareholders, the Company proposes to replace the equity compensation-type stock option with a plan for providing eligible directors with remuneration for granting restricted stocks within the scope of aggregate amount of remuneration mentioned above.

The Company proposes that the remuneration to be provided to eligible directors for granting restricted stocks be monetary claim and that the aggregate amount shall not exceed 60 million yen a year (excluding the portion of employees' salary). The specific schedule and allocation for each eligible director will be determined by the Board of Directors.

- (2) Under the proposed scheme, each of the eligible directors contributes all monetary claims provided to him/her in accordance with the resolution of the Board of Directors of the Company as contribution in-kind, and receives the allocation of common shares of the Company by way of share issue or transfer. The total number of common shares of the Company to be issued or transferred under this scheme shall not exceed 100,000 a year, subject to reasonable adjustment if there arises any event which requires the modification of total number of common shares of the Company to be issued or transferred as restricted stocks after the day when this proposal is approved, such as a split (including allotment of common shares of the Company without compensation) or consolidation of common shares of the Company. The amount of contribution per share shall be determined by the Board of Directors based on the closing price of the Company's common shares on the Tokyo Stock Exchange on the business day immediately prior to the day of resolution of the Board of Directors (or, if no trading was consummated on that date, the closing price of the latest trading date before such date), within the scope of amount that would not specifically favor eligible directors subscribing the common shares.
- (3) If this proposal is approved at the General Meeting of Shareholders, the Company intends to discontinue equity-compensation type stock option plan except with respect to stock options already awarded, and will not issue new share options as equity-compensation type stock options to directors (excluding external directors).
- (4) Under the proposal, the issuance or transfer of common shares of the Company as well as the provision of monetary claims to be used as assets for contribution in-kind is subject to the execution between the Company and an eligible director of a restricted stock allotment agreement under the following terms and conditions (hereinafter referred to as an "Allotment Agreement").

In the Company's opinion, the conditions for granting restricted stocks to eligible directors under the proposal, including, without limitation, the maximum amount of remuneration and the total number of common shares of the Company to be issued or transferred, have been determined based on the consideration of such factors as the purposes mentioned above, the situation of business of the Company, and the Company's policy concerning determination of particulars of directors' individual compensation, and are therefore appropriate. If this proposal is approved, the Company intends to revise the policy so as to ensure the consistency with the particulars approved at the meeting.

The total number of incumbent directors is 13, including four external directors. If Proposal 3, Election of Nine (9) Directors, is approved as proposed, the number of directors will be nine, including three

external directors.

If the proposal concerning this remuneration scheme is approved at this General Meeting of Shareholders as proposed, the same restricted stock remuneration scheme will also be introduced for corporate officers who are not directors of the Company.

[Outline of terms and conditions of an Allotment Agreement]

(1) Period for restriction of transfer

An eligible director is prohibited from transferring, creating any security interests on or otherwise disposing of common shares of the Company allotted pursuant to the Allotment Agreement (hereinafter referred to as "Allotted Shares"), for the period from the day when he/she received the allocation under the Allotment Agreement to the time immediately after retiring or resigning from the position of the Company's officers designated by the Company's Board of Directors in advance (the restriction is hereinafter referred to as "Restriction"; and the period for restriction as "Restricted Period").

(2) Treatment of restricted stocks upon retirement or resignation

If an eligible director retires or resigns from the position of the Company's officers designated by the Board of Directors of the Company in advance before the expiration of the Restricted Period, the Company will automatically acquire the Allotted Shares without compensation, except for the case where the eligible director has good reason for retirement or resignation, such as expiry of term of office or death. If an eligible director retires or resigns from the position mentioned above due to good reasons, such as expiry of term of office or death, the Company will cancel the Restriction for all of the Allotted Shares, at the time when the Restricted Period expires.

(3) Treatment of restricted stocks upon corporate reorganization

Notwithstanding the provision of (1) above, during the Restricted Period, if matters concerning a merger agreement under which the Company is a disappearing company, a share exchange agreement or share transfer plan that makes the Company a wholly-owned subsidiary or any other corporate reorganization are approved at the General Meeting of Shareholders of the Company (or, the Board of Directors of the Company if the corporate reorganization does not require approval of the General Meeting of Shareholders of the Company), the Company will cancel the Restriction for all Allotted Shares by the resolution of the Board of Directors of the Company prior to the date when the corporate reorganization takes effect. In addition, in the case referred to above, the Company will automatically acquire, without compensation, the Allotted Shares for which the Restriction has not been cancelled, at the time immediately after the time when the Restriction is cancelled.

(4) Other matters

In addition to the above, the matters concerning the Allotment Agreement are to be determined by the Board of Directors.