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Securities Code: 6676

June 14, 2022

To our shareholders:

Hiroyuki Maki, President and CEO  
**Melco Holdings Inc.**  
11-1 Marunouchi 1-chome, Chiyoda-ku, Tokyo

## Notice of the 36th Annual General Meeting of Shareholders

You are hereby notified that the 36th Annual General Meeting of Shareholders of Melco Holdings Inc. (the “Company”) will be held as described below.

Considering the still precarious situation with fluctuations in the number of COVID-19 cases, the Company will hold this general meeting of shareholders by implementing appropriate measures to prevent the spread of COVID-19.

We strongly encourage all shareholders to exercise their voting rights in advance in writing or via the Internet, etc. as much as possible, and refrain from attending on the day of the meeting.

Please review the subsequent Reference Documents for the General Meeting of Shareholders, and exercise your voting rights by 5:45 p.m. on Tuesday, June 28, 2022 (JST).

- 1. Date and Time:** Wednesday, June 29, 2022, at 10:00 a.m. (JST) (Reception starts at 9:15 a.m.)
- 2. Venue:** Communication Space, Nagoya Headquarters of the Company, 9th Floor, Akamon-dori Building,  
30-20 Ohsu 3-chome, Naka-ku, Nagoya

### 3. Purpose of the Meeting

#### Matters to be reported

1. Reports on the business report, the consolidated financial statements, and the results of audit of the consolidated financial statements by the Financial Auditor and the Board of Auditors for the 36th fiscal term (from April 1, 2021 to March 31, 2022)
2. Report on the non-consolidated financial statements for the 36th fiscal term (from April 1, 2021 to March 31, 2022)

#### Matters to be resolved

- Proposal No. 1:** Partial Amendment to the Articles of Incorporation  
**Proposal No. 2:** Election of Eleven (11) Directors  
**Proposal No. 3:** Payment of Bonuses to Officers

### 4. Matters Regarding Internet Disclosure

Of the documents attached to this convocation notice, pursuant to the provisions of laws and regulations and the Articles of Incorporation, the Company has posted the following matters on its website. Therefore, the matters are not included in the documents attached to this convocation notice. Consequently, the attached documents to this convocation notice are part of the documents which were audited by the Auditors or Financial Auditor in preparing the audit reports.

1. Matters regarding subscription rights to shares, etc. of the Company
2. Overview of the system to ensure the properness of operations and operational status of such system
3. Consolidated statement of changes in net assets
4. Notes to consolidated financial statements
5. Non-consolidated statement of changes in net assets
6. Notes to non-consolidated financial statements

- If you are attending on the date, you are kindly requested to present the enclosed voting form to the receptionist.
- Please note that in case of any changes in the Reference Documents for the General Meeting of Shareholders, business report, the non-consolidated financial statements and the consolidated financial statements, the revised matter(s) will be posted on the Company's website on the internet.

Company's website: [https://melco-hd.jp/ir/zaimu/kabunushi\\_soukai.html](https://melco-hd.jp/ir/zaimu/kabunushi_soukai.html)

## Reference Documents for the General Meeting of Shareholders

### Proposals and Reference Matters

#### Proposal No. 1: Partial Amendment to the Articles of Incorporation

##### 1. Reasons for Proposal

Since the revised provisions provided for in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) are to be enforced on September 1, 2022, the Company proposes to make the following changes to its Articles of Incorporation in preparation for the introduction of the system for providing informational materials for the general meeting of shareholders in electronic format.

- (1) Article 15, paragraph 1 in “Proposed Amendments” below will stipulate that the Company shall take measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. in electronic format.
- (2) Article 15, paragraph 2 in “Proposed Amendments” below will establish the provision to limit the scope of the items to be stated in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents.
- (3) Since the provisions for Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc. (Article 15 of the current Articles of Incorporation) will no longer be required, they will be deleted.
- (4) Accompanying the aforementioned establishment and deletion of provisions, supplementary provisions regarding the effective date, etc. will be established.

##### 2. Details of Amendments

Details of amendments are as follows:

Current Articles of Incorporation	Proposed Amendments
Chapter III General Meeting of Shareholders <u>(Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.)</u> <u>Article 15.</u> <u>When the Company convenes a general meeting of shareholders, if it discloses information that is to be stated or presented in the reference documents for the general meeting of shareholders, business report, non-consolidated financial statements and consolidated financial statements through the internet in accordance with the provisions prescribed by the Ministry of Justice Order, it may be deemed that the Company has provided this information to shareholders.</u> (Newly established)	Chapter III General Meeting of Shareholders (Deleted)
Article 16 to Article 42 (Provisions omitted) (Newly established)	(Underlined portions represent amendments) <u>(Measures, etc. for Providing Information in Electronic Format)</u> <u>Article 15.</u> <u>1. When the Company convenes a general meeting of shareholders, it shall take measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. in electronic format.</u> <u>2. Among items for which the measures for providing information in electronic format will be taken, the Company may exclude all or some of those items designated by the Ministry of Justice Order from statements in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents by the record date of voting rights.</u> Article 16 to Article 42 (Unchanged) (Supplementary Provisions)

Current Articles of Incorporation	Proposed Amendments
	<ol style="list-style-type: none"> <li data-bbox="820 203 1441 421">1. <u>The amendment to the Articles of Incorporation pertaining to Article 15 shall be effective from September 1, 2022, which is the date of enforcement of the revised provisions provided for in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) (hereinafter referred to as the "Date of Enforcement").</u></li> <li data-bbox="820 427 1441 645">2. <u>Notwithstanding the provision of the preceding paragraph, Article 15 of the Articles of Incorporation (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) shall remain effective regarding any general meeting of shareholders held on a date within six months from the Date of Enforcement.</u></li> <li data-bbox="820 651 1441 792">3. <u>These Supplementary Provisions shall be deleted on the date when six months have elapsed from the Date of Enforcement or three months have elapsed from the date of the general meeting of shareholders in the preceding paragraph, whichever is later.</u></li> </ol>

**Proposal No. 2: Election of Eleven (11) Directors**

The terms of office of all currently serving nine (9) Directors will expire at the conclusion of this general meeting. Therefore, the Company proposes the election of eleven (11) Directors. The candidates for Director are as follows:

Candidate No.	Name	Current position in the Company	
1	Hiroyuki Maki	President and CEO	Reelection
2	Tamio Matsuo	Executive Vice President	Reelection
3	Norio Kinoshita	Director	Reelection
4	Yoshimasa Nagase	Director	Reelection
5	Manabu Yano	–	New election
6	Iwao Tsusaka	Director	Reelection
7	Daisuke Maki	Director	Reelection
8	Kenichi Fukuhara	Outside Director	Reelection Outside Independent
9	Ichiro Hirata	Outside Director	Reelection Outside Independent
10	Shigeru Sasaki	Outside Director	Reelection Outside Independent
11	Jun Kamiya	–	New election Outside Independent

Reelection: Candidate for Director to be reelected

New election: Candidate for Director to be newly elected

Outside: Candidate for Outside Director

Independent: Candidate for independent officer as defined by the stock exchange

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company	Number of the Company's shares owned
1	Hiroyuki Maki (November 15, 1980)  Reelection  Attendance at meetings of the Board of Directors 15/15 meetings	<p>Aug. 2004 Representative Director of Melco Asset Management Limited</p> <p>Nov. 2006 Representative Director of Melco Asset Management Pte. Ltd.</p> <p>Oct. 2007 Representative Director of MAM PTE. LTD.</p> <p>June 2011 Director of the Company</p> <p>June 2014 President and CEO (current position)</p> <p>May 2018 President and CEO of Buffalo Inc. (current position)</p> <p>May 2020 President and CEO of Buffalo IT Solutions Inc. (current position)</p> <p>Oct. 2020 President and CEO of Melco Financial Holdings Inc. (current position)</p> <p>May 2021 President and CEO of BIOS Corporation</p> <p>May 2022 Director of Shimadaya Corporation (current position)</p> <p>June 2022 Member of the Board, Saison Information Systems Co., Ltd. (scheduled)</p> <p>[Significant concurrent positions outside the Company]</p> <p>President and CEO of Buffalo Inc.</p> <p>President and CEO of Buffalo IT Solutions Inc.</p> <p>President and CEO of MELCO Financial Holdings Inc.</p> <p>Director of Shimadaya Corporation</p> <p>Member of the Board of Saison Information Systems Co., Ltd. (scheduled)</p>	617,895
<p>Reasons for nomination as a candidate for Director</p> <p>Hiroyuki Maki succeeded the position of President and CEO of the Company from the founder, and has been focusing on permeating the founder's management philosophy of Melco values and developing a strong business foundation. He also has been concurrently serving as President of a core operating company, Buffalo Inc., since May 2018, and implementing management while demonstrating his own actions. The Company has judged that his management skills are indispensable to the Company group (the "Group"), and therefore has nominated him as a candidate for Director.</p>			
2	Tamio Matsuo (January 14, 1954)  Reelection  Attendance at meetings of the Board of Directors 15/15 meetings	<p>Feb. 2001 Joined Melco Inc. (currently Buffalo Inc.)</p> <p>May 2005 Director of Buffalo Inc.</p> <p>June 2007 Director and General Manager of Administrative Headquarters of the Company</p> <p>May 2013 Executive Vice President and CEO</p> <p>June 2014 Executive Vice President (current position)</p> <p>June 2014 Outside Director of Shimadaya Corporation</p> <p>Nov. 2015 Outside Director of DigiOn, Inc.</p> <p>May 2016 Executive Vice President of Buffalo Inc.</p> <p>Apr. 2018 Director of Shimadaya Corporation (current position)</p> <p>[Significant concurrent positions outside the Company]</p> <p>Director of Shimadaya Corporation</p>	2,830
<p>Reasons for nomination as a candidate for Director</p> <p>Tamio Matsuo has deep insight in areas of management planning, administration, and compliance in particular, and has been in a position to supervise the Group's overall administrative functions for many years. From such experience, he also has outstanding ability in organizational management and supervision. The Company has judged that such knowledge and experience will help improve the Group's corporate value, and therefore has nominated him as a candidate for Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company	Number of the Company's shares owned
3	Norio Kinoshita (May 19, 1954)  Reelection  Attendance at meetings of the Board of Directors 15/15 meetings	Mar. 1978      Joined Shimadaya Corporation June 1998      Director June 2002      Managing Director June 2006      President and CEO (current position) June 2018      Director of the Company (current position) [Significant concurrent positions outside the Company] President and CEO of Shimadaya Corporation	11,850
	Reasons for nomination as a candidate for Director Norio Kinoshita has served for many years as President and CEO of Shimadaya Corporation, which became part of the Group in April 2018, and has an outstanding track record and talent as a manager. The Company has judged that his abundant experience and outstanding leadership in the food field will help improve the Group's corporate value, and therefore has nominated him as a candidate for Director.		
4	Yoshimasa Nagase (November 3, 1957)  Reelection  Attendance at meetings of the Board of Directors 12/12 meetings	Apr. 1981      Joined Daiwa Securities Co., Ltd. Apr. 2006      Nagoya Branch Officer of Daiwa Securities SMBC Co., Ltd. Sept. 2008      International Planning & Administration Officer Apr. 2009      Senior Executive Officer Apr. 2011      Executive Managing Director of Daiwa Securities Co., Ltd. Deputy Head of Sales Division and Corporate Officer Apr. 2013      Senior Executive Managing Director and Head of Product Solution Division Apr. 2015      Representative Senior Executive Managing Director and Compliance Officer Senior Executive Managing Director of Daiwa Securities Group Inc. Apr. 2019      Representative Director of J&You Corporation. (current position) July 2020      Director of Buffalo IT Solutions Inc. June 2021      Director of the Company (current position) [Significant concurrent positions outside the Company] Representative Director of J&You Corporation.	0
	Reasons for nomination as a candidate for Director Yoshimasa Nagase has a background of participating in management of a corporate group as Representative Senior Executive Managing Director and Compliance Officer of Daiwa Securities Co., Ltd. and in other positions, and therefore has wide-ranging experience, a good track record, and insight, including in compliance and IR. The Company has judged that his abundant experience, a good track record, and insight will help improve the Group's corporate value, and therefore has nominated him as a candidate for Director.		

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company	Number of the Company's shares owned
5	Manabu Yano (January 11, 1970)  New election	Apr. 1993      Joined Melco Inc. (currently Buffalo Inc.) Jan. 2002      Joined Prime Network Inc. Nov. 2004      Joined Buffalo Inc. May 2018      Director and Manager of Corporate Management Division Dec. 2018      Director of toConnect, Inc. (current position) Dec. 2020      Managing Director of Buffalo Inc. (current position)  [Significant concurrent positions outside the Company] Managing Director of Buffalo Inc. Director of toConnect, Inc.	1,100
	Reasons for nomination as a candidate for Director Manabu Yano has a background of participating in corporate management of the Group, such as launching and supervising new businesses and companies in Japan and abroad, as well as M&As, as department executive, Director, and a person serving in other positions at Buffalo Inc., and therefore has abundant knowledge. The Company has judged that such knowledge and experience will help improve the Group's corporate value, and therefore has nominated him as a candidate for Director.		
6	Iwao Tsusaka (May 28, 1957)  Reelection  Attendance at meetings of the Board of Directors 15/15 meetings	Oct. 1992      Head of Iwao Tsusaka Certified Public Accountant Office (current position) Oct. 1999      Auditor of Buffalo Inc. (currently the Company) June 2004      Director of the Company (current position) [Significant concurrent positions outside the Company] Head of Iwao Tsusaka Certified Public Accountant Office	8,350
	Reasons for nomination as a candidate for Director Iwao Tsusaka has been conducting business as an independent certified public accountant for many years and has abundant experience and expertise. As a Director of the Company, he also has been helping to enhance the effectiveness of the Company's Board of Directors by actively making remarks. With an expectation that he will continue to actively contribute to management from perspectives of accounting and taxes in particular, the Company has nominated him as a candidate for Director.		
7	Daisuke Maki (June 23, 1982)  Reelection  Attendance at meetings of the Board of Directors 12/12 meetings	July 2008      President and CEO of Coma-systems Co., Ltd. May 2010      President and CEO of MNBI Inc. Nov. 2010      Joined the Company Mar. 2011      Director of Makis Inc. (current position) June 2012      Joined Buffalo Inc. May 2013      Director Feb. 2018      CEO of Buffalo Americas Inc. May 2018      Director of Buffalo Inc. July 2020      Director of Buffalo Americas Inc. June 2021      Director of the Company (current position) [Significant concurrent positions outside the Company] Director of Makis Inc.	617,895
	Reasons for nomination as a candidate for Director Daisuke Maki is the second son of the founder; he has inherited the founder's technological gift and served as an executive in the Development Department and has been an officer of an overseas subsidiary of Buffalo Inc. Based on such abundant knowledge and experience in the technology field, Mr. Maki has been actively making remarks in the Board of Directors. The Company has judged that such knowledge and experience will help improve the Group's corporate value, and therefore has nominated him as a candidate for Director.		



Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company	Number of the Company's shares owned
8	<p style="text-align: center;">Kenichi Fukuhara (April 19, 1951)</p> <p style="text-align: center;">Reelection Outside Independent</p> <p>Attendance at meetings of the Board of Directors 15/15 meetings</p>	<p>Apr. 1976      Joined Nomura Securities Co., Ltd.</p> <p>June 2000      Director President of Nomura Research &amp; Advisory Co., Ltd.</p> <p>Apr. 2004      Corporate Senior Executive Vice President of Benesse Corporation (currently Benesse Holdings, Inc.)</p> <p>June 2004      Representative Director and President of Benesse Style Care Co., Ltd.</p> <p>Apr. 2007      Representative Director, Vice Chairman, and Deputy CEO of Benesse Corporation (currently Benesse Holdings, Inc.)</p> <p>June 2007      Chairman of the Board and CEO of Berlitz International, Inc.</p> <p>Oct. 2009      Representative Director, Executive Vice President, and CFO of Benesse Holdings, Inc.</p> <p>Oct. 2012      Vice Chairman of the Board of Fukutake Foundation</p> <p>Oct. 2014      Representative Director, Executive Vice President, CAO, and CFO of Benesse Holdings, Inc.</p> <p>Apr. 2015      Representative Director, Executive Vice President, and CAO</p> <p>Nov. 2015      Director of Benesse Foundation for Children</p> <p>June 2016      Representative Director and President of Benesse Holdings, Inc. Chairman of the Board and CEO of Berlitz Corporation</p> <p>Oct. 2016      Representative Director and Vice Chairman of Benesse Holdings, Inc.</p> <p>June 2019      Special Adviser (current position) Outside Director of the Company (current position)</p> <p>June 2020      Representative Director and Vice Chairman of Benesse Foundation for Children (current position) Special Adviser to Fukutake Foundation (current position)</p> <p>[Significant concurrent positions outside the Company] Special Adviser of Benesse Holdings, Inc. Representative Director and Vice Chairman of Benesse Foundation for Children Special Adviser to Fukutake Foundation</p>	0
<p>Reasons for nomination as a candidate for outside Director and overview of expected roles</p> <p>Kenichi Fukuhara has a background of participating in management of a corporate group as officer of domestic and overseas group companies of Nomura Securities Co., Ltd. and Benesse Holdings, Inc., and therefore has abundant experience, a good track record, and insight. Based on such abundant experience, track record, and insight, Mr. Fukuhara has been actively making remarks in the Board of Directors, offering beneficial opinions and guidance on the Group's management from an objective and professional point of view. With the expectation that he will continue to significantly help improve corporate value and strengthen the management supervision function of the Group, the Company has nominated him as a candidate for outside Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company	Number of the Company's shares owned
9	<p style="text-align: center;">Ichiro Hirata (October 19, 1957)</p> <p style="text-align: center;">Reelection Outside Independent</p> <p style="text-align: center;">Attendance at meetings of the Board of Directors 15/15 meetings</p>	<p>Apr. 1980      Joined Tokyo Shibaura Electric Co., Ltd. (currently Toshiba Corporation)</p> <p>June 2005      General Manager of Memory Marketing Promotion Department, Memory Division of Semiconductor Company</p> <p>July 2011      Chief Marketing Executive of Semiconductor &amp; Storage Products Company</p> <p>Sept. 2015      Executive Officer and Corporate Vice President</p> <p>June 2018      Director of Toshiba Digital Solutions Corporation</p> <p>Apr. 2019      Adviser of Kaga Electronics Co., Ltd. (current position)</p> <p>June 2019      Outside Director of the Company (current position)</p> <p>[Significant concurrent positions outside the Company] Adviser of Kaga Electronics Co., Ltd.</p>	0
<p>Reasons for nomination as a candidate for outside Director and overview of expected roles</p> <p>Ichiro Hirata has a background of participating in management of a corporate group as Executive Officer and Corporate Vice President of Toshiba Corporation, and therefore has abundant experience, track record, and insight. Based on such abundant experience, track record, and insight, Mr. Hirata has been actively making remarks in the Board of Directors, offering beneficial opinions and guidance on the Group's management from an objective and professional point of view. With the expectation that he will continue to significantly help improve corporate value and strengthen the management supervision function of the Group, the Company has nominated him as a candidate for outside Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company	Number of the Company's shares owned
10	<p>Shigeru Sasaki (April 9, 1956)</p> <p>Reelection Outside Independent</p> <p>Attendance at meetings of the Board of Directors 12/12 meetings</p>	<p>Apr. 1981      Joined Fujitsu Limited</p> <p>Apr. 2008      General Manager, the R&amp;D Strategy and Planning Office of Fujitsu Laboratories Ltd.</p> <p>June 2008      Director Director of Fujitsu Laboratories of Europe Ltd.</p> <p>Sept. 2009      Chairman of Fujitsu R&amp;D Center Co., Ltd</p> <p>Apr. 2010      Corporate Senior Vice President of Fujitsu Laboratories Ltd. Head of R&amp;D Strategy and Planning Office Director of Fujitsu Laboratories of America, Inc.</p> <p>Apr. 2016      President and CEO of Fujitsu Laboratories Ltd. Chairman of Fujitsu Laboratories of America, Inc. Chairman of Fujitsu Laboratories of Europe Ltd.</p> <p>Apr. 2018      CTO of Fujitsu Limited</p> <p>Aug. 2019      Head of Japan Office, the National Research Council Canada (current position)</p> <p>Nov. 2019      Senior Specially Appointed Professor of Tokyo University of Science (current position) Visiting Researcher (Senior Researcher) of The University of Tokyo Institute for Future Initiatives (current position)</p> <p>June 2021      Outside Director of the Company (current position)</p> <p>[Significant concurrent positions outside the Company] Head of Japan Office, the National Research Council Canada Senior Specially Appointed Professor of Tokyo University of Science Visiting Researcher (Senior Researcher) of The University of Tokyo Institute for Future Initiatives</p>	0
<p>Reasons for nomination as a candidate for outside Director and overview of expected roles</p> <p>Shigeru Sasaki has a background of participating in research and development of systems for media processing and security and in management of a corporate group as officer of domestic and overseas group companies of Fujitsu Limited, and therefore has abundant experience, a good track record, and insight. Based on such abundant experience, track record, and insight, Mr. Sasaki has been actively making remarks in the Board of Directors, offering beneficial opinions and guidance on the Group's management from an objective and professional point of view. With the expectation that he will continue to significantly help improve corporate value and strengthen the management supervision function of the Group, the Company has nominated him as a candidate for outside Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company	Number of the Company's shares owned
11	Jun Kamiya (February 11, 1959)  New election Outside Independent	Apr. 1981      Joined Brother Industries, Ltd. Oct. 1995      Director & President of Brother International Corporation (Canada) Ltd. Apr. 1999      General Manager of Business Machines Division of Brother Sales, Ltd. June 2001      Director June 2003      Director & Managing Executive Officer June 2005      Representative Director & President Apr. 2008      Executive Officer of Brother Industries, Ltd. Dec. 2009      Representative Director & Chairman of Xing Inc. Apr. 2010      Group Managing Executive Officer of Brother Industries, Ltd. June 2014      Director & Managing Executive Officer [Significant concurrent positions outside the Company] None	0
<p>Reasons for nomination as a candidate for outside Director and overview of expected roles</p> <p>Jun Kamiya has a background of participating in management of a corporate group as Director &amp; Managing Executive Officer of Brother Industries, Ltd. and officer of its domestic and overseas group companies, and therefore has abundant experience, a good track record, and insight. With the expectation that he will help significantly improve corporate value and strengthen the management supervision function of the Group by offering beneficial opinions and guidance on the Group's management from an objective and professional point of view, based on such abundant experience, track record, and insight, the Company has nominated him as a candidate for outside Director.</p>			

- (Notes)
1. There are no special interests between each candidate and the Company.
  2. Descriptions in the parts of the candidates' "Career summary, position and responsibility in the Company" and "Significant concurrent positions outside the Company" include their position and responsibility at present or during the past ten years as executive at Makis Inc., a parent company, etc. of the Company, if applicable.
  3. While Mr. Fukuhara, Mr. Hirata, and Mr. Sasaki are currently outside Directors of the Company, the term of office as an outside Director for Mr. Fukuhara and Mr. Hirata will have been three years each, and for Mr. Sasaki will have been one year, at the conclusion of this general meeting.
  4. The Company has submitted notification that Mr. Fukuhara, Mr. Hirata, and Mr. Sasaki are independent officers to both the Tokyo Stock Exchange and Nagoya Stock Exchange as specified by the exchanges. If this proposal is approved and adopted and each person is re-elected as outside Director, the Company plans to maintain the notification that they are independent officers to both exchanges. Mr. Kamiya meets the requirements for an independent officer specified by the Tokyo Stock Exchange and Nagoya Stock Exchange; the Company therefore has appointed him as independent officer and submitted notification to both exchanges.
  5. The Company has entered into a directors and officers liability insurance contract stipulated in Article 430-3, paragraph (1) of the Companies Act with an insurance company, which will cover damage that may be incurred by Directors of the Company as a result of assuming responsibility for the execution of their duties or receiving claims related to the pursuit of such responsibility. If the candidates are appointed and assume the office of Director, they will become the insured under the insurance contract. The content of the insurance contract will be the same at the next renewal.
  6. The Company has entered into an agreement which limits liability for damages pursuant to the provisions of Article 423, paragraph (1) of the Companies Act (the "liability limitation agreement") with Mr. Tsusaka, Mr. Maki (Daisuke), Mr. Fukuhara, Mr. Hirata, and Mr. Sasaki. The limit of liability under the agreement shall be the amount provided for as the minimum liability amount by Article 425, paragraph (1) of the Companies Act. If their re-election is approved, the Company plans to continue the agreement with each of them. In addition, if Mr. Kamiya is elected and assumes office under this proposal, the Company plans to enter into the liability limitation agreement with him. The limit of liability under the agreement shall be the amount provided for as the minimum liability amount by Article 425, paragraph (1) of the Companies Act.
  7. As was announced on April 26, 2022, during the fiscal year under review, it was revealed that an employee in charge of accounting at Shimadaya Kanto Co., Ltd., a consolidated subsidiary of the Company, had committed misconduct such as illegal remittance from the subsidiary's savings account in its financing bank to the employee's own savings account ("this misconduct") from May 2017 to December 2021. Outside Directors Mr. Fukuhara, Mr. Hirata, and Mr. Sasaki, who had not been aware of the fact before this misconduct was revealed, have been regularly making remarks in the Board of Directors meetings, etc. for appropriate business operations from the viewpoint of compliance with laws and regulations. After the revelation of this misconduct, the outside Directors made in the Board of Directors meeting a

proposal for the prevention of recurrence, and Mr. Fukuhara took part in the investigation as a member of the internal committee to investigate this misconduct; they have been executing their duties properly.

(Reference) Skill Matrix (to be applied after this general meeting of shareholders)

Under the management philosophy of Melco values, the Company nominates candidates for Director considering a balance of knowledge, experience, and ability, to enable the Board of Directors to make agile and swift decision-making toward permanent business growth and the construction of a strong business portfolio that can endure any change in the outside environment.

The skill matrix of the Directors, which will apply upon approval of Proposal No. 2 as proposed, is as follows.

Candidate No.	Name	Knowledge and experience in the industry			Functional skill					
		IT-related	Food	Finance	Business management	Compliance	Finance and accounting	Technology	IR	M&A
1	Hiroyuki Maki	●		●	●					●
2	Tamio Matsuo	●			●	●	●		●	●
3	Norio Kinoshita		●		●					
4	Yoshimasa Nagase			●	●	●			●	●
5	Manabu Yano	●					●			●
6	Iwao Tsusaka						●			
7	Daisuke Maki	●			●			●		
8	Kenichi Fukuhara			●	●				●	
9	Ichiro Hirata	●			●					
10	Shigeru Sasaki	●			●			●		
11	Jun Kamiya	●			●					●

**Proposal No. 3:** Payment of Bonuses to Officers

Taking into account the business results, etc. for the fiscal year under review, the Company proposes to pay bonuses to Directors in a total amount of ¥26,564,000. Among the nine Directors in office as of the end of the fiscal year under review, the payment will be made to three executive Directors.

The Company also proposes the specific amount to be paid to each Director be left to the resolution of the Board of Directors.

This proposal is decided by the Board of Directors upon deliberation by the Remuneration Committee, which was established voluntarily, considering comprehensively the business results, etc. of the Company during the fiscal year under review, and is considered appropriate.