

Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

Securities Code: 3843
July 13, 2022

To Shareholders with Voting Rights

Atsuki Ishida
Representative Director and President
FreeBit Co., Ltd.
3-6 Maruyamacho, Shibuya-ku, Tokyo

NOTICE OF THE 22ND ORDINARY GENERAL MEETING OF SHAREHOLDERS

We are pleased to announce the 22nd Ordinary General Meeting of Shareholders of FreeBit Co., Ltd. (the “Company”), which will be held as described below.

We ask that, instead of attending on the day of the meeting, you consider viewing the live broadcast of the meeting and exercise your voting rights in advance in writing by submitting the Voting Rights Exercise Form or via the Internet if possible. Please read the Reference Documents for the General Meeting of Shareholders and exercise your voting rights in advance in all possible circumstances.

- 1. Date and Time:** July 28, 2022 (Thursday), 10:00 a.m.
- 2. Venue:** Shibuya Mark City Building, 1-12-2, Dogenzaka, Shibuya-ku, Tokyo
Shibuya Excel Hotel Tokyu, 6F Planets Room
- 3. Agenda of the Meeting:**
Matters to be reported:
 1. Business Report, Consolidated Financial Statements for the Company’s 22nd Fiscal Year (from May 1, 2021 to April 30, 2022) and Audit Reports for the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board
 2. Non-consolidated Financial Statements for the Company’s 22nd Fiscal Year (from May 1, 2021 to April 30, 2022)

Proposal to be resolved:

- | | |
|-----------------------|---|
| Proposal No. 1 | Amendments to the Articles of Incorporation |
| Proposal No. 2 | Election of Five Directors |
| Proposal No. 3 | Election of Two Audit & Supervisory Board Members |

- For those attending, please present the enclosed Voting Rights Exercise Form at the reception desk on arrival at the meeting.
- When attending by proxy, the proxy will be required to present documentary proof of his or her authority to exercise your voting rights in addition to the shareholder's Voting Rights Exercise Form at the reception desk. (You may name one shareholder who holds voting rights of the Company to act as proxy and exercise your voting rights in accordance with the provisions of Article 16 of the Company's Articles of Incorporation.)
- Of documents to be attached to this Notice, Significant Matters Forming The Basis For Preparing Consolidated Financial Statements and Other Notes of the Consolidated Financial Statements and Notes on Significant Accounting Policies and Other Notes of the Non-consolidated Financial Statements are posted on the Company's website (<https://www.freebit.com/>) to be offered to shareholders (available in Japanese only), pursuant to the provisions of the relevant laws and regulations and Article 14 of the Company's Articles of Incorporation.

Significant Matters Forming The Basis For Preparing Consolidated Financial Statements and Other Notes of the Consolidated Financial Statements and Notes on Significant Accounting Policies and Other Notes of the Non-consolidated Financial Statements are part of the Consolidated and Non-consolidated Financial Statements that the Accounting Auditor and Audit & Supervisory Board Members audited to prepare their respective Audit Reports.

- If there are any amendments to the Reference Documents for the General Meeting of Shareholders, the Business Report and/or the Consolidated and Non-consolidated Financial Statements, these amendments will be posted on the Company's website (<https://freebit.com/>) (available in Japanese only).
- If you exercise your voting rights both in writing and via the Internet, the vote cast via the Internet shall be considered valid.
- If you exercise your voting rights multiple times via the Internet, only the last vote cast shall be considered valid. When you exercise your voting rights more than once using multiple devices such as a PC, a smartphone, and/or a tablet, the last vote cast shall be considered valid regardless of the device.
- Gifts for shareholders will not be prepared.

Reference Documents for the General Meeting of Shareholders

Proposal No. 1 Amendments to the Articles of Incorporation

1. Reasons for the proposal

- (1) As a new business initiative under the new medium-term management plan SiLK VISION 2024 announced on July 28, 2021, the Company is planning to provide platform services utilizing blockchain technology. In order to expand this business initiative, the Company proposes to amend the Articles of Incorporation to enable it to engage in businesses associated with blockchain (Article 2, Paragraphs 37, 38 and 39 of the proposed amendments).
- (2) The Company proposes to amend the Articles of Incorporation to enable it to hold electronic-only general meetings of shareholders (“virtual-only general meetings of shareholders”), the holding of which being made possible by the “Act for Partially Amending the Industrial Competitiveness Enhancement Act and Other Related Acts,” which came into effect on June 16, 2021. By making it easier for more shareholders, such as those in distant locations, to attend, this change will protect the interests of shareholders by revitalizing general meetings of shareholders and making their operation more efficient and smoother, as well as contributing to countermeasures against COVID-19 and other diseases (Article 12, Paragraph 2 of the proposed amendments). Supplementary provisions will be established to stipulate when the aforementioned newly established provisions will take effect, and these supplementary provisions will be deleted after the effective date (Article 12, Paragraph 2 of the proposed amendments).
- (3) As the system for providing informational materials for the general meeting of shareholders in electronic format has been established pursuant to the “Act Partially Amending the Companies Act (Act No. 70 of 2019), and the provisions of the amended Companies Act that stipulate the system are to be enforced on September 1, 2022, the Company proposes to make the following changes to the Articles of Incorporation in preparation for the introduction of the system.
 - (i) Newly establish Article 14 (Measures, etc. for Providing Information in Electronic Format) Paragraph 1, due to the obligation to stipulate in the Articles of Incorporation that the Company will provide the information contained in the reference documents for the general meeting of shareholders, etc. in electronic format.
 - (ii) Newly establish Article 14 (Measures, etc. for Providing Information in Electronic Format) Paragraph 2, to enable the Company to limit the items contained in paper-based documents delivered to shareholders who requested the delivery of paper-based documents, among the information that constitutes the content of reference documents for the general meeting of shareholders, etc. provided in electronic format, to information designated by the Ministry of Justice Order.
 - (iii) Delete Article 14 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) of the current Articles of Incorporation, as its provisions will no longer be required due to the introduction of the system for providing informational materials for the general meeting of shareholders in electronic format.
 - (iv) Establish supplementary provisions regarding the effect of the establishment and deletion of the provisions above. These supplementary provisions will be deleted following the elapse of a designated period of time.

Current Articles of Incorporation	Proposed Amendments
<p>(Newly established)</p>	<p><u>(Supplementary Provisions)</u></p> <p>1. <u>In accordance with the provisions of the Act on Strengthening Industrial Competitiveness, the Minister of Economy, Trade and Industry Order and the Ministry of Justice Order, the establishment of Article 12 (Convocation) Paragraph 2 of the amended Articles of Incorporation shall come into effect on the later of the date when confirmation is received from the Minister of Economy, Trade and Industry and the Ministry of Justice that the convocation of a general meeting of shareholders with no designated venue conforms to the requirements set forth in the Minister of Economy, Trade and Industry Order and the Ministry of Justice Order, and the date of the general meeting of shareholders resolution on the amendments to the Articles of Incorporation establishing the amended Article 12 (Convocation) Paragraph 2. Paragraph 1 of these Supplementary Provisions shall be deleted after the date that the amended Article 12 (Convocation) Paragraph 2 comes into effect.</u></p> <p>2. <u>The deletion of Article 14 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) in the pre-amended Articles of Incorporation and the establishment of Article 14 (Measures, etc. for Providing Information in Electronic Format) of the amended Articles of Incorporation shall come into effect on September 1, 2022, which is the date of enforcement of the revised provisions set forth in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019).</u></p> <p>3. <u>Notwithstanding the provisions of the preceding paragraph, Article 14 of the pre-amended 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 September 1, 2022.</u></p> <p>4. <u>These Supplementary Provisions 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 in the preceding paragraph, whichever is later.</u></p>

Proposal No. 2 Election of Five Directors

The terms of office of all five Directors will expire at the conclusion of this Ordinary General Meeting of Shareholders. Outside Director Nobuyuki Idei passed away on June 2, 2022, and thus retired from office. Therefore, the Company proposes the election of five Directors.

The candidates for Director are as follows:

No.	Name	Position in the Company	
1	Atsuki Ishida	Representative Director and President	Reelection
2	Takashi Shimizu	Director and Executive Vice President	Reelection
3	Koichi Tomomatsu	Director	Reelection
4	Ikuko Wada	Director	Reelection
5	Kazumasa Yoshida	Outside Director	Reelection, Outside, Independent

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company	Number of the Company's shares held
1	<p>Reelection</p> <p>Atsuki Ishida (June 18, 1972) 50 years old</p> <p>Number of attendance at the Board of Directors meetings: 19/19 (100%)</p>	<p>May 2000 Founder and Representative Director, President and CEO of the Company</p> <p>July 2004 Representative Director, Chairman and CEO</p> <p>July 2005 Representative Director, President and CEO</p> <p>Jan. 2015 Representative Director, President and CEO of FreeBit mobile inc.</p> <p>Feb. 2015 Representative Director and Chairman of the Company</p> <p>Apr. 2015 Director, CIO and CSO of Culture Convenience Club Co., Ltd.</p> <p>Apr. 2016 Managing Director, CIO and CSO of Culture Convenience Club Co., Ltd.</p> <p>May 2020 Representative Director and President, CEO and CTO of the Company (current position)</p> <p>May 2020 Executive Officer (current position)</p> <p>June 2021 Outside Director of PIA Corporation (current position)</p> <p>Oct. 2021 Director and Chairman of DREAM TRAIN INTERNET INC. (current position)</p> <p>Oct. 2021 Representative Director and President of TONE LifeStyle INC. (current position)</p> <p>(Significant concurrent positions outside the Company) Director and Chairman of DREAM TRAIN INTERNET INC. Outside Director of PIA Corporation [Securities Code: 4337] Representative Director and President of TONE LifeStyle INC.</p>	3,518,593
<p>[Reason for nomination as candidate for Director]</p> <p>Since the establishment of the Company in May 2000, Atsuki Ishida, as one of its founding managers, has grown the Group, which includes three listed corporations, to its current scale. He also possesses technical experience and insight, having served in positions such as technical head of the largest-scale data system in Japan. In addition to being intimately familiar with the ICT that is indispensable for the expansion of the Group, he combines a managerial perspective that refuses to be swayed by preconceived ideas with the ability to get things done. While taking on the role of the commercialization of cutting-edge technologies such as AI and blockchain, he is striving to expand the Group.</p> <p>In order to facilitate the further growth of the Group, the Company proposes that he be reelected to continue to serve as Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company	Number of the Company's shares held
2	<p>Reelection</p> <p>Takashi Shimizu (February 26, 1974) 48 years old</p> <p>Number of attendance at the Board of Directors meetings: 19/19 (100%)</p>	<p>May 2000 Founder and Director of the Company</p> <p>Aug. 2005 General Manager of Finance and Accounting Department</p> <p>July 2010 General Manager of Group Management Administration Headquarters and General Manager of Finance and Accounting Department of the Company</p> <p>Oct. 2011 Executive Officer (current position)</p> <p>Mar. 2015 Outside Director of Tone mobile inc.</p> <p>Apr. 2015 Representative Director and President of freebit investment inc. (current position)</p> <p>Apr. 2015 Representative Director and President of FreeBit Smart Works, inc (current position)</p> <p>July 2015 Executive Vice President of the Company (current position)</p> <p>July 2016 Representative Director and President of BEKKOAME INTERNET. INC. (current position)</p> <p>Sept. 2016 Director of EPARK Health Care, Inc. (currently Kusurinomadoguchi, Inc.)</p> <p>Sept. 2018 Director of ALC PRESS INC.</p> <p>June 2020 Director of GIGAPRIZE Co., Ltd. (current position)</p> <p>July 2020 General Manager of Administration Headquarters (current position)</p> <p>July 2020 Director of Full Speed Inc. (current position)</p> <p>Oct. 2020 Auditor of DREAM TRAIN INTERNET INC.</p> <p>May 2021 Representative Director and President of DREAM TRAIN INTERNET INC. (current position)</p> <p>(Significant concurrent positions outside the Company) Director of GIGAPRIZE Co., Ltd. [Securities Code: 3830] Director of Full Speed Inc. [Securities Code: 2159] Representative Director and President of DREAM TRAIN INTERNET INC.</p>	122,393
<p>[Reason for nomination as candidate for Director]</p> <p>As one of the founders of the Company Takashi Shimizu has a record that encompasses being responsible for the engineering, administration and sales departments, resulting in an accumulation of knowledge that he puts to active use through his participation in the management of each of the Group, making an important contribution to the growth of the Group. He is also engaged in pioneering the new businesses vital for the Group's expansion in the future, including serving in the management of subsidiaries and being responsible for investment in start-up companies.</p> <p>In order to facilitate the further growth of the Group, the Company proposes that he be reelected to continue to serve as Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company	Number of the Company's shares held
3	<p>Reelection</p> <p>Koichi Tomomatsu (February 1, 1979) 43 years old</p> <p>Number of attendance at the Board of Directors meetings: 19/19 (100%)</p>	<p>Apr. 2001 Joined Goodwill Group Inc.</p> <p>Apr. 2004 Area Marketing Manager of Supervision Department</p> <p>July 2006 General Manager of Sales Planning Department of Goodwill Co., Ltd.</p> <p>Nov. 2008 Joined Full Speed Inc.</p> <p>Nov. 2011 General Manager of Operation Supervision Department</p> <p>July 2013 Director</p> <p>July 2014 Board Member of For it Inc. (current position)</p> <p>Feb. 2015 Representative Director and President of Full Speed Inc.</p> <p>Dec. 2015 Director of THINKS Co., Ltd.</p> <p>Jan. 2017 Director of FULLSPEED TECHNOLOGIES INC. (current position)</p> <p>May 2017 Representative Director and President of Calmbold Inc. (currently CRAID Inc.)</p> <p>Sept. 2017 Director of Full Speed Link Inc.</p> <p>Dec. 2017 Director of Full Speed (China) Inc.</p> <p>July 2018 Director of CRAID Inc. (current position)</p> <p>May 2019 Representative Director and President of JobRoad Inc. (current position)</p> <p>May 2020 Representative Director and Chairman of Full Speed Inc. (current position)</p> <p>June 2020 Director of GIGAPRIZE Co., Ltd. (current position)</p> <p>July 2020 Director of the Company (current position)</p> <p>July 2020 Executive Officer (current position)</p> <p>Oct. 2020 General Manager of Group Human Resources Headquarters of the Company (current position)</p> <p>(Significant concurrent positions outside the Company) Director of FULLSPEED TECHNOLOGIES INC. Director of CRAID Inc. Representative Director and President of JobRoad Inc. Representative Director and Chairman of Full Speed Inc. [Securities Code: 2159] Director of GIGAPRIZE Co., Ltd. [Securities Code: 3830] Board Member of For it Inc.</p>	2,232
<p>[Reason for nomination as candidate for Director]</p> <p>Through his participation in the management of Group, Koichi Tomomatsu has been making an important contribution to the growth of the Group. He possesses extensive experience and knowledge related to business strategy. He is striving to promote and strengthen the management of the Group with his broad and advanced point of view, from the viewpoint of pursuing the sustainable growth of the Group.</p> <p>In order to facilitate the further growth of the Group, the Company proposes that he be reelected to continue to serve as Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company	Number of the Company's shares held
4	<p>Reelection</p> <p>Ikuko Wada (July 17, 1971) 50 years old</p> <p>Number of attendance at the Board of Directors meetings: 19/19 (100%)</p>	<p>Apr. 1994 Joined KINREI CORPORATION</p> <p>June 2004 Joined Aqua Clara, inc.</p> <p>Oct. 2008 Joined Fractalist inc. (currently UNITED, Inc.)</p> <p>May 2012 Joined the Company</p> <p>July 2014 General Manager of Group Management Administration Headquarters of the Company</p> <p>May 2016 Executive Officer (current position)</p> <p>Sept. 2018 Director of ALC PRESS INC.</p> <p>June 2020 Director of GIGAPRIZE Co., Ltd. (current position)</p> <p>June 2020 Director of FreeBit EPARK Health Care, Inc. (currently Kusurinomadoguchi, Inc.)</p> <p>July 2020 General Manager of Group Management Planning Headquarters of the Company (current position)</p> <p>July 2020 Director of Full Speed Inc. (current position)</p> <p>July 2020 Director of the Company (current position)</p> <p>(Significant concurrent positions outside the Company) Director of GIGAPRIZE Co., Ltd. [Securities Code: 3830] Director of Full Speed Inc. [Securities Code: 2159]</p>	6,232
<p>[Reason for nomination as candidate for Director]</p> <p>Ikuko Wada has a record that encompasses being responsible for the corporate planning, IR, human resources, legal, and finance and accounting departments. She has promoted strengthening the information management structure, training of personnel and business strategy, resulting in an accumulation of knowledge that she puts to active use through her participation in the management of each of the Group, and is striving to contribute to the growth of the Group.</p> <p>In order to facilitate the further growth of the Group, the Company proposes that she be reelected to continue to serve as Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company	Number of the Company's shares held
5	<p>Reelection Outside Independent</p> <p>Kazumasa Yoshida (August 20, 1958) 63 years old</p> <p>Number of attendance at the Board of Directors meetings: 19/19 (100%)</p>	<p>Oct. 1984 Joined Intel Corporation</p> <p>June 2003 Representative Director and President of Intel K.K.</p> <p>Dec. 2004 Vice President of Sales and Marketing Group of Intel Corporation</p> <p>Apr. 2012 Director of Gibson Guitar Corp. (currently Gibson Brands, Inc.)</p> <p>June 2012 Outside Director of Onkyo Corporation (currently Onkyo Home Entertainment Corporation)</p> <p>Feb. 2013 Director of Gibson Guitar Corporation Japan</p> <p>June 2013 Outside Director of CYBERDYNE Inc.</p> <p>June 2014 Outside Director of TDK Corporation</p> <p>June 2015 Outside Director of Mamezou Holdings Co., Ltd. (currently Mamezou K2TOP Holdings Corporation)</p> <p>July 2016 Outside Director of the Company (current position)</p> <p>Dec. 2017 Outside Director of Mynavi Corporation</p> <p>June 2021 Director of OPENSTREAM HOLDINGS CO., LTD. (current position)</p> <p>Jan. 2022 Director and Managing Executive Officer of Mynavi Corporation (current position)</p> <p>(Significant concurrent positions outside the Company) Director and Managing Executive Officer of Mynavi Corporation</p>	4,793
<p>[Reason for nomination as candidate for Outside Director and outline of expected role]</p> <p>After serving as president of Intel Japan, as well as vice-president of Intel Corporation in the US, Kazumasa Yoshida has taken on the role of outside director at many corporations both in Japan and overseas. By offering to the Company's management opinions and advice that leveraged his knowledge as an entrepreneur, he more than fulfilled the management supervisory function of his role as outside director, and making an important contribution to the management of the Board of Directors.</p> <p>In order to facilitate the further growth of the Group, the Company expects him to supervise the management of the Group based on his insight and experience from an independent viewpoint, and proposes that he be reelected to continue to serve as Outside Director.</p>			

Notes:

1. There is no special interest between any of the candidates for Director and the Company.
2. Kazumasa Yoshida is a candidate for Outside Director. The Company has designated him as an Independent Officer as provided for by the Tokyo Stock Exchange and reported him as such to the exchange. If his reelection as Director is approved, the Company plans to designate him as an Independent Officer again.
3. Candidate for Outside Director Kazumasa Yoshida currently serves as Outside Director of the Company. At the conclusion of this Meeting, his tenure since assuming office as Outside Director will have been six years.
4. Candidate for Outside Director Kazumasa Yoshida currently serves as Outside Director of the Company. The Company has entered into limited liability agreements with him in which the maximum amount of his liability shall be equal to the minimum liability amount provided for in Article 425, paragraph (1) of the Companies Act. In the event that his reelection is approved, the Company plans to continue the said limited liability agreements with him.
5. "Number of the Company's shares held" is the substantive number of shares, including the number of shares held through the shareholding association of officers as of April 30, 2022.
6. The Company also intends to enter into a directors and officers liability insurance policy with an insurance company as provided for in Article 430-3, paragraph (1) of the Companies Act. Said policy is to provide coverage for legal damages and litigation costs should an insured party become subject to a claim for damages during the period of insurance coverage, arising due to actions he or she has taken based on his or her position. However, the aforementioned insurance policy shall not provide coverage for damages arising from actions such that have been deemed to involve illegal gain or benefit by the insured party, or criminal activity, malfeasance, or fraud, or violation otherwise of laws, regulations, or rules governing Directors. The full amount of the insurance premiums for all the insureds are borne by the Company. If each candidate assumes office as Director, the Company plans to include each of them as an insured in the insurance policy and renew the said policy as of April 1, 2023.

Proposal No. 3 Election of Two Audit & Supervisory Board Members

The term of office of Audit & Supervisory Board Members Shuichi Shino and Hiroaki Yatabori will expire at the conclusion of this Ordinary General Meeting of Shareholders. Therefore, the Company proposes the election of two Audit & Supervisory Board Members. The consent of the Audit & Supervisory Board has been obtained for this proposal.

The candidates for Audit & Supervisory Board Member are as follows:

No.	Name	Position in the Company	
1	Shuichi Shino	Standing Audit & Supervisory Board Member	Reelection
2	Hiroaki Yatabori	Outside Audit & Supervisory Board Member	Reelection, Outside, Independent

Candidate No.	Name (Date of birth)	Career summary and position in the Company	Number of the Company's shares held	
1	Shuichi Shino (December 1, 1949) 72 years old Number of attendance at the Board of Directors meetings: 19/19 (100%) Number of attendance at the Audit & Supervisory Board meetings: 13/13 (100%)	Apr. 1973	Joined Yamaichi Securities Co., Ltd.	10,063
		May 1993	General Manager of Underwriting Department of Osaka Branch	
		Apr. 1998	Head of Legal Department of SEKISUI CHEMICAL CO., LTD.	
		Mar. 2008	General Manager of Corporate Communication Division	
		June 2010	Full-time Statutory Auditor	
		June 2010	Outside Statutory Auditor of Sekisui Jushi Corporation	
		June 2010	Outside Statutory Auditor of Sekisui Machinery Co., Ltd.	
		June 2010	Outside Statutory Auditor of ALMETAX MANUFACTURING CO., LTD.	
		June 2014	Advisor of SEKISUI CHEMICAL CO., LTD.	
		June 2014	Statutory Auditor of Sekisui Insurance Service Co., Ltd.	
		June 2015	Outside Director of GIGAPRIZE Co., Ltd.	
		June 2016	Outside Director of Kuroda Electric Co., Ltd.	
July 2018	Standing Audit & Supervisory Board Member of the Company (current position)			
	(Significant concurrent positions outside the Company)			
	None			
[Reason for nomination as candidate for Audit & Supervisory Board Member] Shuichi Shino possesses business experience in the financial sector and extensive experience and knowledge accumulated as a statutory auditor at a plastics manufacturer. The Company proposes that he be elected because it expects to utilize his extensive business and corporate auditing experience and deep insight in auditing of the Company. The Company deems that he will appropriately fulfill his duties as an Audit & Supervisory Board Member given his achievements as a statutory auditor thus far.				

Candidate No.	Name (Date of birth)	Career summary and position in the Company	Number of the Company's shares held
2	Reelection Outside Independent Hiroaki Yatabori (July 13, 1960) 62 years old Number of attendance at the Board of Directors meetings: 19/19 (100%) Number of attendance at the Audit & Supervisory Board meetings: 13/13 (100%)	<p>Oct. 1987 Joined Showa Ota & Co. (currently Ernst & Young ShinNihon LLC)</p> <p>Aug. 1991 Registered as a certified public accountant</p> <p>July 1996 Audit Department, Showa Ota & Co.</p> <p>May 2002 Partner of Ernst & Young ShinNihon LLC</p> <p>July 2009 Senior Partner</p> <p>July 2018 Outside Audit & Supervisory Board Member of the Company (current position)</p> <p>Mar. 2019 Senior partner, Aiko audit Co. (current position)</p> <p>(Significant concurrent positions outside the Company) Senior partner, Aiko audit Co.</p>	4,793
	<p>[Reason for nomination as candidate for Outside Audit & Supervisory Board Member]</p> <p>Hiroaki Yatabori possesses extensive experience and knowledge as a certified public accountant. The Company proposes that he be elected because it expects to utilize the insight and other qualities he has developed through this experience in auditing of the Company.</p> <p>Although he has never been involved directly in corporate management, the Company deems that he will appropriately fulfill his duties as an Outside Audit & Supervisory Board Member for the reason given above.</p>		

Notes:

1. There is no special interest between any of the candidates for Audit & Supervisory Board Member and the Company.
2. Hiroaki Yatabori is a candidate for Outside Audit & Supervisory Board Member. If his election is approved, the Company plans to designate him as an Independent Officer as stipulated by the Tokyo Stock Exchange and report him as such to the exchange.
3. Candidate for Outside Audit & Supervisory Board Member Hiroaki Yatabori currently serves as Outside Audit & Supervisory Board Member of the Company. At the conclusion of this Meeting, his tenure since assuming office as Outside Audit & Supervisory Board Member will have been four years.
4. Candidate for Audit & Supervisory Board Member Shuichi Shino and candidate for Outside Audit & Supervisory Board Member Hiroaki Yatabori currently serve as Standing Audit & Supervisory Board Member and Outside Audit & Supervisory Board Member, respectively. The Company has entered into agreements with them pursuant to Article 427, paragraph (1) of the Companies Act to limit their liability for damages under Article 423, paragraph (1) of the same Act. In the event that their reelection is approved, the Company plans to continue the said limited liability agreements with both of them.
5. "Number of the Company's shares held" is the substantive number of shares, including the number of shares held through the shareholding association of officers as of April 30, 2022.
6. The Company also intends to enter into a directors and officers liability insurance policy with an insurance company as provided for in Article 430-3, paragraph (1) of the Companies Act. Said policy is to provide coverage for legal damages and litigation costs should an insured party become subject to a claim for damages during the period of insurance coverage, arising due to actions he or she has taken based on his or her position. However, the aforementioned insurance policy shall not provide coverage for damages arising from actions such that have been deemed to involve illegal gain or benefit by the insured party, or criminal activity, malfeasance, or fraud, or violation otherwise of laws, regulations, or rules governing Audit & Supervisory Board Members. The full amount of the insurance premiums for all the insureds are borne by the Company. If each candidate assumes office as Audit & Supervisory Board Member, the Company plans to include each of them as an insured in the insurance policy and renew the said policy as of April 1, 2023.

Criteria for Election of Independent Officers

- (i) They shall not be an executive (including a non-executive director, Audit & Supervisory Board Member, etc.) of the Group.
- (ii) They shall not be an entity for which the Group is a major business partner, nor a major business partner of the Group.
- (iii) They shall not be a major lender to the Group.
- (iv) They shall not have received from the Group substantial monies or assets, other than directors' remuneration, in consideration for specialist services related to the law, finance or tax and suchlike.
- (v) They shall not be an accounting auditor of the Group, nor a certified public accountant that is an accounting advisor to the Group.
- (vi) They shall not have received substantial donations from the Group.
- (vii) They shall not be an entity of which the Group is a major shareholder, nor a major shareholder of the Group.
- (viii) They shall not have a cross-shareholding relationship with the Group.
- (ix) They shall not have a relationship involving mutual exchange of officers with the Group.
- (x) In cases where in (ii) to (ix) above the entity is an organization such as a corporation, any person affiliated with said organization.
- (xi) They shall not be close relatives (the spouse, or relatives within the second degree of kinship) of the person in (i) to (ix) above.
- (xii) The monetary amount in (iv) and (vi) above shall be deemed as "substantial" if it is more than ¥10 million.

Reference: Skills Matrix

	Name, position, office, etc.	Nomination and Remuneration Committee Member	Attributes		Business experience, knowledge, etc.							Expertise
			Gender (● Male ★ Female)	Outside	Corporate management (Experience as corporate officer of a listed company outside the Group)	Industry insight (Experience and insight into the Group's industry)	Marketing (Insight into customer and technological trends)	International business (Experience as a corporate officer outside Japan)	Labor and HR (Experience and insight into labor, personnel, and human resources development)	Finance and accounting (Experience and insight into finance, accounting, and taxation)	Legal affairs and governance (Experience and insight into risk management, corporate governance, law, etc.)	Qualifications related to business duties
Board of Directors	Atsuki Ishida Representative Director and President CEO and CTO	●	●	●	●	●	●					
	Takashi Shimizu Director and Executive Vice President CFO		●		●				●	●		
	Koichi Tomomatsu Director and COO	Secretariat	●		●				●			
	Ikuko Wada Director and CSO		★		●				●	●	●	
	Kazumasa Yoshida Outside Director	●	●	●	●	●	●	●				
Audit & Supervisory Board	Shuichi Shino Standing Audit & Supervisory Board Member		●		●				●	●		
	Akihiro Matsuoka Standing Outside Audit & Supervisory Board Member		●	●	●				●	●		
	Katsuyuki Yamaguchi Outside Audit & Supervisory Board Member		●	●	●			●		●	Attorney-at-law	
	Hiroaki Yatabori Outside Audit & Supervisory Board Member		●	●					●	●	Certified public accountant	

The matrix above does not show all of the skills, experience, abilities and other insight and accomplishments of each person. “Experience” for each item refers, in principle, to a total of three or more years of service in the relevant duties or office.