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Securities Code: 8940

August 10, 2022

To our shareholders:

Seiji Toshinari
President
INTELLEX Co., Ltd.
2-12-19, Shibuya, Shibuya-ku, Tokyo

Notice of the 27th Annual General Meeting of Shareholders

We are pleased to announce the 27th Annual General Meeting of Shareholders of INTELLEX Co., Ltd. (the “Company”), which will be held as indicated below.

However, to prevent the spread of the novel coronavirus disease (COVID-19), we strongly request that you refrain from attending the General Meeting of Shareholders in person. Instead of attending the meeting in person, you may exercise your voting rights in writing or via the Internet. Please review the attached Reference Documents for General Meeting of Shareholders and exercise your voting rights no later than 6:00 p.m. on Monday, August 29, 2022 (JST).

1. Date and Time: Tuesday, August 30, 2022 at 10:00 a.m. (JST)

2. Venue: Planets Room, 6F, Shibuya Excel Hotel Tokyu
1-12-2, Dogenzaka, Shibuya-ku, Tokyo

3. Purpose of the Meeting

Matters to be reported:

1. Business Report and Consolidated Financial Statements for the 27th Fiscal Year (from June 1, 2021 to May 31, 2022), as well as the Audit Reports of the Consolidated Financial Statements by the Financial Auditor and the Audit & Supervisory Board
2. Non-consolidated Financial Statements for the 27th Fiscal Year (from June 1, 2021 to May 31, 2022)

Matters to be resolved:

- Proposal No. 1:** Amendment to the Articles of Incorporation
- Proposal No. 2:** Election of Nine Directors
- Proposal No. 3:** Election of One Audit & Supervisory Board Member
- Proposal No. 4:** Election of Financial Auditor

- When you attend the meeting in person, you are kindly requested to present the enclosed voting form at the reception desk.
- Pursuant to the provisions of laws and regulations and Article 14 of the Company’s Articles of Incorporation, the following matters are available on the Company’s website (<https://www.intellex.co.jp/company/ir/>) and are not therefore attached to this Notice. Accordingly, the documents provided with this Notice should be considered as one part of the documents that were audited by the Audit & Supervisory Board Members and the Financial Auditor in preparing the Audit Reports.
 - (i) Notes to Consolidated Financial Statements
 - (ii) Notes to Non-consolidated Financial Statements
- If we need to revise the Business Report, Non-consolidated Financial Statements, Consolidated Financial Statements or the Reference Documents for General Meeting of Shareholders included in this Notice, we will post the revised content on the Company’s website (<https://www.intellex.co.jp/company/ir/>).

Measures for Preventing the Spread of the Novel Coronavirus Disease (COVID-19)

- Because shareholders attending the meeting will be seated at intervals at the venue, please follow the instructions of the meeting staff.
- To reduce the risk of infection, we are planning to arrange the seats so that there is more space. Please note that the number of available seats will be limited.
- We will provide alcohol disinfectant near the entrance of the venue. In addition, we ask that shareholders attending the meeting bring and wear masks.
- Shareholders who have a fever, cough or other symptoms and shareholders who are not feeling well may be refused entry to the meeting. In addition, the meeting staff will check the temperature of shareholders who come to the venue.
- The meeting staff will wear masks.
- In order to shorten the time required for holding the meeting, the Company plans to omit the items to be reported (including the Audit Reports) and detailed explanations of the proposals at this meeting.

Reference Documents for General Meeting of Shareholders

Proposal No. 1: Amendment to the Articles of Incorporation

1. Reason for proposal

According to 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) that are to be enforced on September 1, 2022, the Company proposes that the following changes be made 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) It will be required that the Articles of Incorporation stipulate that information in the contents of the reference documents for the General Meeting of Shareholders, etc., be provided in electronic format. Therefore, paragraph (1) will be newly added to the proposed amended Article 14 (Measures, etc. for Providing Information in Electronic Format).
- (2) Among matters for which measures are taken for the provision of information contained in reference documents for the General Meeting of Shareholders in electronic format, paragraph (2) will be newly added to the proposed amended Article 14 (Measures, etc. for Providing Information in Electronic Format) in order to limit the scope of matters stated in the documents delivered to the shareholders who request the issuance of such document according to the ordinance of the Ministry of Justice.
- (3) Once the system for providing reference documents for the General Meeting of Shareholders in electronic format is introduced, Article 14 of the current Articles of Incorporation (provisions for Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) will no longer be required, and will be deleted.
- (4) Supplementary provisions regarding the effectiveness of the aforementioned establishment and deletion will be established. Moreover, the supplementary provision will be deleted after the period elapses.

Current Articles of Incorporation	Proposed amendment
	<p><u>3. The provision 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 in the preceding paragraph, whichever is later.</u></p>

Proposal No. 2: Election of Nine Directors

The terms of office of all nine Directors will expire at the conclusion of this meeting. Therefore, the Company proposes the election of nine Directors.

The candidates for Director are as follows:

List of the Candidates for Director

Candidate No.	Name	Candidate attributes	Current position and responsibility in the Company	Attendance at Board of Directors meetings
1	Takuya Yamamoto	Reelection	Chairman	94% 17/18
2	Seiji Toshinari	Reelection	President	100% 18/18
3	Jun Koyama	Reelection	Director and Executive Officer, in charge of Solution Business Department, and General Manager of Asset Business Department	100% 18/18
4	Hiroaki Soma	Reelection	Director and Executive Officer, In charge of Renovated Condominium Business Headquarters, General Manager of Sales Department 3, and Manager of Osaka Branch Group 1	100% 18/18
5	Hirokazu Nogi	Reelection	Director and Executive Officer, vice in charge of Solution Business Department, General Manager of Leaseback Business Department	100% 14/14
6	Tomoyuki Ishizumi	Reelection	Director and Executive Officer, in charge of Corporate Department, and General Manager of Finance	100% 14/14
7	Tetsutaro Muraki	Reelection Outside Independent	Outside Director	83% 15/18
8	Takehiko Nishina	Reelection Outside Independent	Outside Director	100% 18/18
9	Naoko Tomita	New election Outside Independent		-/-

Note: The attendance of Hirokazu Nogi and Tomoyuki Ishizumi at meetings of the Board of Directors indicates their attendance after their election at the 26th Annual General Meeting of Shareholders held on August 27, 2021.

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Takuya Yamamoto (March 17, 1954) <u>Reelection</u>	July 1995 Established the Company Jan. 1997 President Aug. 2020 Chairman (current position) Feb. 2022 President, RECOSYS inc. (current position) Significant concurrent positions outside the Company President of RECOSYS inc.	43,300 shares
		[Reasons for nomination as candidate for Director] Takuya Yamamoto has overseen the management of the Group for many years since founding the Company in 1995, and has demonstrated his skill in management strategy. His high level of insight based on his abundant experience and achievements is essential in order to achieve sustainable growth and improved corporate value of the Group. Therefore, the Company has nominated him again as a candidate for Director.	
2	Seiji Toshinari (April 13, 1979) <u>Reelection</u>	Jan. 2011 Joined the Company Sept. 2013 General Manager of Finance Department Jan. 2015 Executive Officer, General Manager of Solution Business Department Apr. 2015 Director of Intellex Property Co., Ltd. (current position) Aug. 2017 Director and Executive Officer, General Manager of Solution Business Department of the Company Jan. 2018 Director, INTELLEX Shinyohosho Co., Ltd. (currently, Saiseijutaku Partner Co., Ltd.) (current position) Aug. 2019 Executive Vice President, in charge of Solution Business Department, Relation Business Department and Business Strategy Department, and in charge of Personnel and Human Resources Development Department and Information System Department Nov. 2019 Director of FLIE Co., Ltd. (current position) Aug. 2020 President of the Company (current position) Representative Director and President of Intellex Space Plan Co., Ltd. (current position) Jan. 2021 Representative Director of E-alliance Co., Ltd. (current position) Director of Intellex TEI Co., Ltd. (current position) (Significant concurrent positions outside the Company) Representative Director and President of Intellex Space Plan Co., Ltd. Representative Director of E-alliance Co., Ltd.	11,000 shares
		[Reasons for nomination as candidate for Director] Seiji Toshinari possesses knowledge and experience centering on finance and the Solution Business area of the Company. Since assuming office as Executive Officer in 2015, he has greatly contributed to the marketing strategy of the Asset Sharing Business. Also, since August 2020, he has assumed office as President of the Company and he is indispensable in order to achieve sustainable growth and improved corporate value of the Group. Therefore, the Company has nominated him again as a candidate for Director.	

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
3	Jun Koyama (November 4, 1968) Reelection	<p>Apr. 1998 Joined the Company</p> <p>Feb. 2003 General Manager of Yokohama Branch</p> <p>June 2013 Executive Officer, General Manager of Solution Sales Department</p> <p>June 2014 Executive Officer, General Manager of Asset Sales Department and General Manager of Solution Sales Department</p> <p>Jan. 2015 Executive Officer, General Manager of Asset Business Department</p> <p>Apr. 2015 Director of Intellex Property Co., Ltd.</p> <p>Aug. 2017 Director and Executive Officer, General Manager of Asset Business Department of the Company</p> <p>Aug. 2020 Representative Director and President of Intellex Property Co., Ltd. (current position)</p> <p>June 2022 Director and Executive Officer of the Company, in charge of Solution Business Headquarter, and General Manager of Asset Business Department (current position)</p> <p>(Significant concurrent positions outside the Company) Representative Director and President of Intellex Property Co., Ltd.</p>	26,900 shares
<p>[Reasons for nomination as candidate for Director]</p> <p>Jun Koyama possesses abundant knowledge and experience centering on the sales area of the Company. Since assuming office as Executive Officer in 2013, he has greatly contributed to the marketing strategy of the Asset Business and is indispensable in order to achieve sustainable growth and improved corporate value of the Group. Therefore, the Company has nominated him again as a candidate for Director.</p>			
4	Hiroaki Soma (May 13, 1971) Reelection	<p>Nov. 2001 Joined the Company</p> <p>Aug. 2007 General Manager of Shinjuku Branch</p> <p>June 2011 Executive Officer, General Manager of Tokyo Management Department and General Manager of Sales Department of Shibuya Branch</p> <p>Aug. 2017 Director and Executive Officer, General Manager of Regional Sales Department of Renovated Condominium Business Headquarters</p> <p>Apr. 2018 Director of Intellex Space Plan Co., Ltd. (current position)</p> <p>Nov. 2019 Director and Executive Officer, in charge of Renovated Condominium Business Headquarters of the Company Director of FLIE Co., Ltd. (current position)</p> <p>June 2022 Director and Executive Officer of the Company, in charge of Renovated Condominium Business Headquarters, General Manager of Sales Department 3, and Manager of Osaka Branch Group 1 (current position)</p>	8,500 shares
<p>[Reasons for nomination as candidate for Director]</p> <p>Hiroaki Soma possesses abundant knowledge and experience centering on the sales area of the Company. Since assuming office as Executive Officer in 2011, he has greatly contributed to strengthening the Renovated Condominium Business and to the marketing strategy of expanding the local office network, and is indispensable in order to achieve sustainable growth and improved corporate value of the Group. Therefore, the Company has nominated him again as a candidate for Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
5	<p>Hirokazu Nogi (May 1, 1972)</p> <p><u>Reelection</u></p>	<p>Apr. 1996 Joined The Dai-Ichi Kangyo Bank, Limited (currently Mizuho Bank, Ltd.)</p> <p>July 2003 Joined Intellex Housing Co., Ltd.</p> <p>June 2005 Joined the Company</p> <p>Dec. 2005 General Manager of Finance Department</p> <p>June 2011 Executive Officer, General Manager of Finance Department</p> <p>Sept. 2013 Executive Officer, General Manager of Osaka Sales Department</p> <p>Sept. 2015 General Manager of Asset Business Department</p> <p>June 2018 Executive Officer, General Manager of Leaseback Business Department</p> <p>June 2021 Executive Officer, General Manager of Leaseback Business Department and General Manager of Solution Business Department</p> <p>July 2021 Executive Officer, in charge of Solution Business Headquarters, General Manager of Leaseback Business Department and General Manager of Solution Business Department</p> <p>Aug. 2021 Director and Executive Officer, in charge of Solution Business Headquarters, General Manager of Leaseback Business Department and General Manager of Solution Business Department</p> <p>May 2022 President, Saisei Jutaku Ryutsukiko Co., Ltd. (currently Saisei Jutaku Partner Co., Ltd.) (current position)</p> <p>June 2022 Director and Executive Officer of the Company, vice in charge of Solution Business Headquarters, General Manager of Leaseback Business Department (current position)</p> <p>(Significant concurrent positions outside the Company) President, Saisei Jutaku Partner Co., Ltd.</p>	10,200 shares
<p>[Reasons for nomination as candidate for Director] Hirokazu Nogi possesses abundant knowledge and experience centering on the finance and sales areas of the Company. Since assuming office as Executive Officer in 2011, he has greatly contributed to the finance strategy as well as the marketing strategy of the Leaseback Business and is indispensable in order to achieve sustainable growth and improved corporate value of the Group. Therefore, the Company has nominated him again as a candidate for Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
6	Tomoyuki Ishizumi (August 31, 1972) Reelection	<p>Apr. 1996 Joined The Dai-Ichi Kangyo Bank, Limited (currently Mizuho Bank, Ltd.)</p> <p>June 2003 Joined Apaman Shop Network Co. Ltd. (currently APAMAN Co., Ltd.)</p> <p>Jan. 2004 Joined STARMICA Co. Ltd.</p> <p>Feb. 2015 Director, General Manager of Planning Division and General Manager of Product Planning Department</p> <p>Feb. 2016 Director, General Manager of Administration Division</p> <p>Dec. 2016 Director, General Manager of Administration Division and General Manager of Human Resources & General Affairs Department</p> <p>Dec. 2017 Director, General Manager of Strategic Business Division</p> <p>June 2019 Representative Director, SMAiT Co., Ltd.</p> <p>Dec. 2019 Representative Director, LEAP & DESIGNS Co., Ltd.</p> <p>Aug. 2021 Director and Executive Officer of the Company, in charge of Corporate Department Director of Intellex Housing Co., Ltd. (current position) President, INTELLEX Shinyohosho Co., Ltd. (currently, Saiseijutaku Partner Co., Ltd.) Director LEAP & DESIGNS Co., Ltd. (current position)</p> <p>Apr. 2022 Director and Executive Officer of the Company, in charge of Corporate Department, General Manager of Finance Department, General Manager of Management Department</p> <p>May 2022 Director, Saisei Jutaku Ryutsukiko Co., Ltd. (currently Saisei Jutaku Partner Co., Ltd.) (current position)</p> <p>June 2022 Director and Executive Officer of the Company, in charge of Corporate Department, General Manager of Finance Department (current position)</p>	– shares
<p>[Reasons for nomination as candidate for Director] Tomoyuki Ishizumi possesses abundant business experience and achievements relating to corporate management and real estate related business and is indispensable for the achievement of sustainable growth and improved corporate value of the Group. Therefore, the Company has nominated him again as a candidate for Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
7	<p>Tetsutaro Muraki (March 17, 1965)</p> <p><u>Reelection</u></p> <p><u>Outside</u></p> <p><u>Independent Officer</u></p>	<p>July 1991 Joined Tokyo Branch of Swiss Bank Securities Corporation (currently UBS Securities Japan Co., Ltd.)</p> <p>Sept. 1996 Joined The World Bank Group</p> <p>June 2001 Obtained Master of Public Administration (MPA) from Harvard John F. Kennedy School of Government</p> <p>May 2002 Representative Partner of Ideacapital Co., Ltd.</p> <p>July 2003 Managing Director of Industrial Revitalization Corporation of Japan</p> <p>May 2004 Director and Executive Officer, Chief Financial Officer (CFO) of Kanebo Cosmetics Inc.</p> <p>Sept. 2007 Joined Tokyo Stock Exchange Group, Inc., Supervisor of Corporate Planning Department</p> <p>May 2009 Representative Director and President of TOKYO AIM, Inc.</p> <p>Oct. 2012 Senior Managing Executive Officer of Frontier Management Inc.</p> <p>Dec. 2012 Senior Managing Executive Officer and General Manager of Singapore Branch</p> <p>Mar. 2016 Representative Director of Paramount AIM Co., Ltd. (current position)</p> <p>Aug. 2017 Outside Director of the Company (current position)</p> <p>(Significant concurrent positions outside the Company) Representative Director of Paramount AIM Co., Ltd.</p>	<p>– shares</p>
<p>[Reasons for nomination as candidate for outside Director and overview of expected role] Tetsutaro Muraki possesses broad experience and insight as a corporate manager. He has given advice to the Company's management and has appropriately supervised business execution at the Company, and is indispensable for further enhancement of corporate governance. Therefore, expecting that he will continue to fulfill the same role, the Company has nominated him again as a candidate for outside Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
8	Takehiko Nishina (May 16, 1952) <u>Reelection</u> <u>Outside</u> <u>Independent Officer</u>	<p>Apr. 1975 Joined The Dai-Ichi Kangyo Bank, Limited (currently Mizuho Bank, Ltd.)</p> <p>Oct. 1996 Deputy General Manager of System Research Group of Securities Planning Department</p> <p>Feb. 1998 General Manager of Musashikosugi Branch</p> <p>Jan. 2000 General Manager of Kaminarimon Branch</p> <p>Dec. 2001 General Manager of Shibuya Branch</p> <p>Apr. 2002 General Manager of Shibuya-chuo Branch of Mizuho Bank, Ltd.</p> <p>Apr. 2005 Executive Officer, General Manager of Tsukiji Branch</p> <p>Mar. 2006 Managing Executive Officer</p> <p>Apr. 2011 Advisor to TOKYO AD AGENCY CO., LTD.</p> <p>June 2011 Representative Director and President</p> <p>June 2017 Special Advisor</p> <p>Sept. 2018 Outside Director of LIBERTA CO., LTD. (current position)</p> <p>Aug. 2020 Outside Director of the Company (current position)</p> <p>(Significant concurrent positions outside the Company) Outside Director of LIBERTA CO., LTD.</p>	2,000 shares
<p>[Reasons for nomination as candidate for outside Director and overview of expected role] Takehiko Nishina possesses broad experience and insight as a corporate manager. He has given advice to the Company's management and has appropriately supervised business execution at the Company, and is indispensable for further enhancement of corporate governance. Therefore, expecting that he will continue to fulfill the same role, the Company has nominated him again as a candidate for outside Director.</p>			
9	Naoko Tomita (August 3, 1964) <u>New election</u> <u>Outside</u> <u>Independent Officer</u>	<p>Apr. 1988 Joined Mitsui Mutual Life Insurance Company (currently TAIJU LIFE INSURANCE COMPANY LIMITED)</p> <p>Jan. 1994 Joined Tohmatsu & Co. / Deloitte & Touche LLP; New York, New York</p> <p>Feb. 1997 Joined IBJ Investment, Ltd.</p> <p>Dec. 1999 Chief Financial Officer, Director of the Board, Crayfish Co., Ltd.</p> <p>Sept. 2001 Director, General Electric International, Inc.</p> <p>Aug. 2003 Senior Manager, Professional Office, Industrial Revitalization Corporation of Japan</p> <p>Sept. 2004 Director of the Board, OCC Corporation (Ocean Cable & Communications)</p> <p>Apr. 2007 Executive Adviser, Bandai Namco Holdings Inc.</p> <p>Aug. 2015 Senior Director, Deloitte Tohmatsu Financial Advisory Co., Ltd.</p> <p>July 2016 Deputy Director and Chief Financial Professional Inspector, Planning and Management Division, Supervision Bureau Director, Financial Research Center, Financial Services Agency (FSA)</p> <p>Dec. 2019 Chief Financial Officer, DNX Ventures (current position)</p> <p>Dec. 2021 Director, Audit and Supervisory Committee, WHI Holdings (current position)</p>	– shares
<p>[Reasons for nomination as candidate for outside Director and overview of expected role] Naoko Tomita possesses broad experience and insight as a corporate manager. The Company has determined that she can give advice to the Company's management and appropriately supervise business execution. Therefore, the Company has nominated her as a new candidate for outside Director.</p>			

- Notes:
1. There is no special interest between any of the candidates for Director and the Company.
 2. Tetsutaro Muraki, Takehiko Nishina and Naoko Tomita are candidates for outside Director.
 3. Tetsutaro Muraki is currently an outside Director of the Company, and at the conclusion of this meeting, his tenure as outside Director will have been five years.
 4. Takehiko Nishina is currently an outside Director of the Company, and at the conclusion of this meeting, his tenure as outside Director will have been two years.
 5. The Company has submitted notification to Tokyo Stock Exchange, Inc. that Tetsutaro Muraki and Takehiko Nishina have been designated as independent officers as provided for by the aforementioned exchange. If they are reelected, the Company plans for their designation as independent officers to continue.
 6. Naoko Tomita satisfies the requirements for an independent officer as provided for by Tokyo Stock Exchange, Inc., and if the election is approved, the Company plans to designate her as an independent officer.
 7. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into agreements with Tetsutaro Muraki and Takehiko Nishina to limit their liability for damages under Article 423, paragraph (1) of the same Act to the minimum liability amount provided for by Article 425, paragraph (1) of the same Act. If their reelection is approved, the Company plans to renew the said agreement with each of them.
 8. If the election is approved, pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company plans to enter into an agreement with Naoko Tomita to limit her liability for damages under Article 423, paragraph (1) of the same Act to the minimum liability amount provided for by Article 425, paragraph (1) of the same Act.
 9. The Company has not entered into any indemnification agreement as stipulated in Article 430-2, paragraph (1) of the Companies Act or any liability insurance policy for directors and officers (D&O insurance) with an insurance company as stipulated in Article 430-3, paragraph (1) of the Companies Act.
 10. Number of the Company's shares owned indicates the number of shares held as of the end of the current period (May 31, 2022).

Proposal No. 3: Election of One Audit & Supervisory Board Member

The term of office of Audit & Supervisory Board Member Shuya Imura will expire at the conclusion of this annual general meeting of shareholders. Therefore, the Company proposes the election of one Audit & Supervisory Board Member.

The consent of the Audit & Supervisory Board has been obtained for this proposal.

The candidate for Audit & Supervisory Board Member is as follows:

Name (Date of birth)	Career summary and position in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
<p style="text-align: center;">Shuya Imura (February 13, 1964)</p> <p style="text-align: center;">Reelection</p> <p style="text-align: center;">Outside</p>	<p>Apr. 1987 Joined Tokyo Stock Exchange</p> <p>July 2001 General Manager, Public Relations Office, General Affairs Department of said company</p> <p>June 2010 General Manager of Derivatives Department, Tokyo Stock Exchange, Inc.</p> <p>Mar. 2014 General Manager, Market Planning Department, Osaka Exchange, Inc.</p> <p>Apr. 2016 Japan Exchange Group, Inc., Human Resources Department</p> <p>June 2016 Full-Time Audit & Supervisory Board Member, Japan Securities Finance Co., Ltd.</p> <p>Aug. 2018 Outside Audit & Supervisory Board Member of the Company (current position)</p> <p>June 2019 Director, Japan Securities Finance Co., Ltd. (current position)</p> <p>Significant concurrent positions outside the Company Director, Japan Securities Finance Co., Ltd.</p>	<p>– shares</p>
<p>[Reasons for nomination as candidate for outside Audit & Supervisory Board Member]</p> <p>Shuya Imura has much experience and extensive insight in the securities industry, and has experience as a Full-Time Audit & Supervisory Board Member and full-time auditor with listed companies. The Company believes that it can utilize his knowledge and insight, and have therefore decided to nominate him to be a candidate for outside Audit & Supervisory Board Member in order to continue receiving accurate supervision and effective advice related to overall management.</p>		

- Notes:
1. There is no special interest between the candidate for Audit & Supervisory Board Member and the Company.
 2. Shuya Imura is a candidate for outside Audit & Supervisory Board Member.
 3. Shuya Imura is currently an outside Audit & Supervisory Board Member of the Company, and at the conclusion of this meeting, his tenure as outside Audit & Supervisory Board Member will have been four years.
 4. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into agreements with Shuya Imura to limit his liability for damages under Article 423, paragraph (1) of the same Act to the minimum liability amount provided for by Article 425, paragraph (1) of the same Act. If his reelection is approved, the Company plans to renew the said agreement with him.
 5. The Company has not entered into any indemnification agreement as stipulated in Article 430-2, paragraph (1) of the Companies Act or any liability insurance policy for directors and officers (D&O insurance) with an insurance company as stipulated in Article 430-3, paragraph (1) of the Companies Act.
 6. "Number of the Company's shares owned" indicates the number of shares held as of May 31, 2022.

<References>

Skill Matrix of Directors and Audit & Supervisory Board Members

To ensure that the Board of Directors is able to make decisions that are timely and appropriate, and can exercise highly effective monitoring and supervisory functions, the following five skills determined to be important at this time for the Board of Directors have been defined: (1) corporate management, (2) experience in the Company's business and industry, (3) accounting and finance, (4) legal affairs and risk management, and (5) ESG sustainability. Regarding the above five skills, the table below lists the skills currently possessed by the candidates for Director and Audit & Supervisory Board Member and that they are expected to demonstrate.

Directors and Audit & Supervisory Board Members at the conclusion of the Annual General Meeting of Shareholders to be held on August 30, 2022 (planned)

Name	Position in the Company	Corporate management	Experience in the Company's business and industry	Accounting and finance	Legal affairs and risk management	ESG sustainability
Takuya Yamamoto	Director and Chairman	•	•			•
Seiji Toshinari	President	•	•			•
Jun Koyama	Director	•	•			
Hiroaki Soma	Director	•	•			
Hirokazu Nogi	Director	•	•			
Tomoyuki Ishizumi	Director	•	•	•		
Tetsutaro Muraki	Director (Outside)	•		•	•	
Takehiko Nishina	Director (Outside)	•			•	
Naoko Tomita	Director (Outside)	•		•	•	
Akira Obayashi	Full-Time Audit & Supervisory Board Member (Outside)	•			•	•
Toyohiko Tsuruta	Full-Time Audit & Supervisory Board Member	•			•	•
Hiroshi Ebata	Audit & Supervisory Board Member			•		•
Shuya Iimura	Audit & Supervisory Board Member (Outside)			•	•	•

* Up to three main skills are listed for each person. The above list does not represent the entirety of each person's knowledge and experience.

Proposal No. 4: Election of Financial Auditor

The term of Ernst & Young ShinNihon LLC, which is the financial auditor of the Company, will expire at the conclusion of this meeting, and therefore request the appointment of a new financial auditor.

Furthermore, this proposal is based on the proposal by the Audit & Supervisory Board.

In addition to expecting audits to be conducted from a fresh perspective, the Audit & Supervisory Board has selected Grant Thornton Taiyo LLC as a candidate for financial auditor based on a comprehensive examination of their quality control system, independence, expertise, audit system, etc. As a result, they were determined to be suitable.

The candidate for financial auditor is as follows:

As of March 31, 2022

Name	Grant Thornton Taiyo LLC		
Office location	Headquarters	Akasaka K-tower 22F, 1-2-7, Motoakasaka, Minato-ku, Tokyo	
	Other offices	11	
History	Sept. 1971	Established Taiyo Audit Corporation	
	Oct. 1994	Joined Grant Thornton International	
	Jan. 2006	Merged with ASG Audit Corporation becoming Grant Thornton Taiyo ASG	
	July 2008	Changed to a limited liability organization and became Grant Thornton Taiyo ASG LLC	
	July 2012	Merged with Eisho Audit Corporation	
	Oct. 2013	Merged with Kasumigaseki Audit Corporation	
	Oct. 2014	Company name changed to Grant Thornton Taiyo LLC	
	July 2018	Merged with YUSEI Audit & Co.	
Overview	Breakdown of Employees	Representative employees and employees	88
		Certified public accountants	304
		Passed certified accountant exam, etc.	246
		Other	498
		Total	1,136
	Number of companies audited according to the Financial Instruments and Exchange Act / Companies Act	1,035	

Note: If Grant Thornton Taiyo LLC is appointed, the Company plans to conclude a contract with the corporation to limit their liability for damages under Article 423, paragraph (1) of the Companies Act based on the provisions in Article 427, paragraph (1) of the Companies Act. The maximum liability for damages based on this contract is planned to be the amount stipulated in Article 425, paragraph (1) of the Companies Act.