

**To Shareholders with Voting Rights:**

Tomikazu Sano  
President, Representative Director  
ENVIPRO HOLDINGS Inc.  
(Main office) 3507-19 Yamamiya,  
Fujinomiya-shi, Shizuoka Pref.  
(Head office) 87-1 Tanaka-cho,  
Fujinomiya-shi, Shizuoka Pref.

**NOTICE OF  
THE 13TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

We would like to express our deepest gratitude for your continued support.

You are cordially invited to attend the 13th Annual General Meeting of Shareholders (the “Meeting”) of ENVIPRO HOLDINGS Inc. (the “Company”) to be held as described below.

If you are unable to attend the Meeting in person, you may exercise your voting rights in advance in writing or via the Internet. Please review the attached Reference Documents for the General Meeting of Shareholders, and exercise your voting rights by the end of business hours at 5:00 p.m. Japan time on Tuesday, September 27, 2022.

- 1. Date and Time:** Wednesday, September 28, 2022 at 10:00 a.m. Japan time  
(Reception begins at 9:15 a.m.)
- 2. Place:** Banquet Hall Kujaku, 2nd Floor Hotel Grand Fuji,  
8-1 Heigaki-honcho, Fuji-shi, Shizuoka Pref., Japan
- 3. Meeting Agenda:**
  - Matters to be reported:**
    1. The business report, consolidated financial statements for the Company’s 13th fiscal year (July 1, 2021 - June 30, 2022) and results of audits of the consolidated financial statements by the accounting auditor and the Audit and Supervisory Committee
    2. Non-consolidated financial statements for the Company’s 13th fiscal year (July 1, 2021 - June 30, 2022)
  - Proposals to be resolved:**
    - Proposal 1:** Appropriation of Surplus
    - Proposal 2:** Partial Amendments to the Articles of Incorporation
    - Proposal 3:** Election of Eight (8) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
    - Proposal 4:** Election of One (1) Director Who Is an Audit and Supervisory Committee Member

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- Of the documents to be provided with this Notice, the notes to the consolidated and non-consolidated financial statements are posted on the Company's website pursuant to the provisions of laws and regulations and Article 16 of the Articles of Incorporation of the Company. Therefore, they are not included in the documents attached to this Notice. The consolidated and non-consolidated financial statements audited by the accounting auditor and the Audit and Supervisory Committee comprise the documents attached to this Notice as well as the notes to the consolidated and non-consolidated financial statements posted on the Company's website.
  - If you are attending the Meeting, please bring the enclosed Voting Rights Exercise Form and submit it to the reception.
  - Any corrections to the Reference Documents for the General Meeting of Shareholders, business report, consolidated or non-consolidated financial statements will be posted on the Company's website (<https://www.envipro.jp/>, in Japanese).

### **Measures to prevent the COVID-19 infection**

#### **Requests to shareholders**

- Voting rights can be exercised in writing or via the Internet. We ask that you consider exercising your voting rights in advance in writing or via the Internet.

#### **Requests to shareholders coming to the meeting venue**

- We will not distribute souvenirs to the shareholders attending the meeting. We ask for your kind understanding in advance.
- We will take attendees' temperature near the entrance of the meeting venue.
- Those who are considered unwell may be denied entry to the venue.
- If there are any changes to the holding or operation of the meeting due to changes in situation in the future, the Company will make an announcement on its website (<https://www.envipro.jp/>). Shareholders planning to attend the meeting are requested to check the Company's website in advance.
- We would like to ask the attending shareholders to wear face masks and use sanitizers.
- To mitigate the risk of infection, seating at the venue will be widely spaced and therefore the number of seats available will be fewer than past years. In addition, please be aware that we may also restrict admission.

#### **Measures to be taken by the Company**

- Administrative staff will take their temperature in advance to check that they do not have any health problem and attend to their duties wearing face masks.
- At the meeting, in order to prevent the spread of COVID-19 the meeting time will be shorter than past years.

# Reference Documents for the General Meeting of Shareholders

## Proposals and References

### Proposal 1: Appropriation of Surplus

The Company considers that returning profits to shareholders is one of its priority management issues, and has set a basic policy of providing stable and continuous profit returns from a long-term perspective, while comprehensively taking into consideration various factors including profit sharing based on business performance and internal reserves to strengthen the management foundation. We will set a target consolidated payout ratio of 20-30% as an indicator of performance-based profit sharing. Even if the annual dividend determined based on the above-mentioned consolidated payout ratio is less than ¥5 per share, the Company shall strive to maintain a stable annual dividend of ¥5 yen per share.

Based on the above policy, the Company proposes to pay a year-end dividend for the fiscal year under review as follows.

### Matters concerning year-end dividend

- (1) Type of dividend property  
Cash
- (2) Matters concerning the allotment of dividend property to shareholders and its total amount  
Amount per common share of the Company: ¥25  
Total amount of dividend: ¥741,502,650
- (3) Effective date of the dividend of surplus  
September 29, 2022

**Proposal 2: Partial Amendments to the Articles of Incorporation**

1. Reasons for amendments

The amended provisions stipulated in the proviso of Article 1 of the supplementary provisions of the “Act Partially Amending the Companies Act” (Act No. 70 of 2019) were enforced on September 1, 2022. Accordingly, in order to prepare for the introduction of the system for electronic provision of materials for general meetings of shareholders, the Articles of Incorporation of the Company shall be amended as follows.

- (1) The proposed Article 16, Paragraph 1 provides that information contained in the reference documents for the general meeting of shareholders, etc. shall be provided electronically.
- (2) The purpose of the proposed Article 16, Paragraph 2 is to establish a provision to limit the scope of matters to be included in the paper copy to be sent to shareholders who have requested it.
- (3) The provisions related to the Internet disclosure of the reference documents, etc. (Article 16 of the current Articles of Incorporation) will become unnecessary and will therefore be deleted.
- (4) In line with the above establishment and deletion of the provisions, supplementary provisions related to transitional measures shall be established.

2. Details of amendments

The details of the amendments are as follows.

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed Amendments
<p><u>(Internet Disclosure of Reference Documents, Etc.)</u></p> <p>Article 16 The Company may disclose information <u>pertaining to matters to be described or indicated in the reference documents for the general meeting of shareholders, non-consolidated financial statements, consolidated financial statements, and business report through the Internet in accordance with the provisions provided in the Ordinance of the Ministry of Justice.</u></p> <p style="text-align: center;">&lt;Newly established&gt;</p> <p style="text-align: center;">&lt;Newly established&gt;</p> <p style="text-align: center;">&lt;Newly established&gt;</p>	<p style="text-align: center;">&lt;Deleted&gt;</p> <p><u>(Measures for Electronic Provision, Etc.)</u></p> <p>Article 16 The Company shall, when convening a <u>general meeting of shareholders, provide information contained in the reference documents for the general meeting of shareholders, etc. electronically.</u></p> <p>2. <u>Among the matters to be provided electronically, the Company may choose not to include all or part of the matters stipulated in the Ordinance of the Ministry of Justice in the paper copy to be sent to shareholders who have requested it by the record date for voting rights.</u></p> <p><u>(Supplementary provisions)</u></p> <p><u>(Transitional Measures for Electronic Provision of Materials for General Meetings of Shareholders)</u></p> <p>1. <u>Notwithstanding the provisions of Article 16 (Measures for Electronic Provision, Etc.) of the Articles of Incorporation, Article 16 (Internet Disclosure of Reference Documents, Etc.) of the pre-amendment Articles of Incorporation shall remain in force with respect to a general meeting of shareholders to be held by February 28, 2023.</u></p> <p>2. <u>These supplementary provisions shall be deleted on March 1, 2023 or after the lapse of three months from the date of the general meeting of shareholders set forth in the preceding paragraph, whichever is later.</u></p>

**Proposal 3:** Election of Eight (8) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all seven (7) Directors (excluding Directors who are Audit and Supervisory Committee Members; hereinafter the same shall apply in this proposal) will expire at the end of this Meeting. Accordingly, we propose to elect eight (8) Directors including one (1) new Director. Regarding this proposal, we have obtained an agreement of the Audit and Supervisory Committee that all the Director candidates are capable of fulfilling the roles expected of Directors and are well-qualified.

The candidates for Directors are as follows. Each candidate was selected upon deliberation by the Nomination and Remuneration Committee, which is an advisory body to the Board of Directors of the Company.

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1	<p><u>Reappointed</u></p> <p>Tomikazu Sano (March 24, 1952)</p>	<p>Apr. 1974    Joined SANO MARUKA SHOTEN (currently ECONECOL Inc.)</p> <p>Jul. 1978    Director of SANO MARUKA SHOTEN</p> <p>Apr. 1979    Secretary of Mr. Masumi Ezaki, a member of the House of Representatives</p> <p>Apr. 1982    Senior Managing Director of SANO MARUKA SHOTEN Co., Ltd. (currently ECONECOL Inc.)</p> <p>Oct. 1985    President, Representative Director of SANO MARUKA SHOTEN Co., Ltd.</p> <p>Dec. 2003    President, Representative Director of ARBIZ Corporation</p> <p>Jul. 2006    Representative Director of 3WM Co., Ltd.</p> <p>Feb. 2007    Director of 3WM Co., Ltd.</p> <p>Jun. 2008    Director of ARBIZ Corporation</p> <p>May 2010    President, Representative Director of ENVIPRO HOLDINGS Inc. (current position)</p> <p>Mar. 2012    Director of ECONECOL Inc.</p> <p>Apr. 2013    Representative Director of ECONECOL Inc.</p> <p>Aug. 2014    Established WINDELIGHT Inc. Representative Director of WINDELIGHT Inc. (current position)</p> <p>Oct. 2015    Director of TOYO RUBBER CHIP Co., Ltd. (Significant concurrent position) • Representative Director of WINDELIGHT Inc.</p>	655,530
<p>[Reasons for the appointment]</p> <p>Mr. Tomikazu Sano has built the foundation of the Company and demonstrated leadership for years as its Representative Director, and has insight gained from his extensive experience and achievements in various business fields and wide-ranging work experiences in the Group. The Company has determined that he is capable of performing the duties as a Director appropriately and thus reappointed him as a candidate for Director.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
2	<div style="border: 1px solid black; display: inline-block; padding: 2px;">Reappointed</div> Fumikatsu Sano (June 6, 1961)	Apr. 1981    Joined GOTO SHOTEN Co., Ltd. Apr. 1983    Joined SANO MARUKA SHOTEN Co., Ltd. (currently ECONECOL Inc.) Oct. 1985    Director of SANO MARUKA SHOTEN Co., Ltd. Apr. 2000    Director of Fuji Eco Cycle Co., Ltd. Nov. 2004    Managing Director of SANO MARUKA Co., Ltd. (currently ECONECOL Inc.) Jun. 2008    President, Representative Director of KURODA RECYCLE Co., Ltd. Jun. 2010    Managing Director of ENVIPRO HOLDINGS Inc. Jun. 2010    Director of ARBIZ Corporation Jun. 2011    Director of KURODA RECYCLE Co., Ltd. Apr. 2012    President, Representative Director of ECONECOL Inc. (current position) Dec. 2013    Director of ECOMMIT Inc. (currently ASTOCO Inc.) Oct. 2015    Director of TOYO RUBBER CHIP Co., Ltd. Jul. 2017    President, Representative Director of PLA 2 PLA Inc. Apr. 2020    Director of NEWSCON Inc. (current position) Jun. 2020    Director of ARBIZ Corporation (current position) Sep. 2020    Senior Managing Director of ENVIPRO HOLDINGS Inc. (current position) Mar. 2021    Director of VOLTA Inc. (Significant concurrent positions) • President, Representative Director of ECONECOL Inc. • Director of NEWSCON Inc. • Director of ARBIZ Corporation	2,675,844
[Reasons for the appointment] Mr. Fumikatsu Sano has work experience and expertise in the field of resource recycling business, as well as experience of serving as Director of the Company and its Group companies. The Company has determined that he is capable of performing the duties as a Director appropriately and thus reappointed him as a candidate for Director.			

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
3	<p style="text-align: center;"><u>Reappointed</u></p> <p>Kozo Haruyama (October 21, 1964)</p>	<p>Apr. 1983    Joined Ozawa &amp; Company Limited</p> <p>Mar. 1985    Joined Haruyama Metal Works Co., Ltd.</p> <p>Mar. 1986    Established Haruyama Metal Works Co., Ltd., President, Representative Director</p> <p>Mar. 1994    Director of Kanemura Co., Ltd.</p> <p>Sep. 1999    Managing Director of Kanemura Co., Ltd.</p> <p>Mar. 2001    President, Representative Director of Kozo Relations Co., Ltd.</p> <p>Jul. 2006    President, Representative Director of 3WM Co., Ltd.</p> <p>Jul. 2010    Executive Officer of ENVIPRO HOLDINGS Inc.</p> <p>Apr. 2011    President, Representative Director of SYNECO Inc.</p> <p>Jul. 2011    Managing Executive Officer of ENVIPRO HOLDINGS Inc.</p> <p>Dec. 2013    Director of ECOMMIT Inc. (currently ASTOCO Inc.)</p> <p>Mar. 2015    President, Representative Director of ASTOCO Inc. (current position)</p> <p>Jul. 2015    Director of ECONECOL Inc.</p> <p>Sep. 2015    Director of ENVIPRO HOLDINGS Inc.</p> <p>Jul. 2019    Director of TOYO RUBBER CHIP Co., Ltd.</p> <p>Sep. 2019    Director of SYNECO Inc.</p> <p>Jul. 2020    President, Representative Director of TOYO RUBBER CHIP Co., Ltd. (current position)</p> <p>Sep. 2020    Managing Director of ENVIPRO HOLDINGS Inc. (current position)</p> <p>Jul. 2022    Director of 3WM Co., Ltd. (current position)</p> <p>(Significant concurrent positions)</p> <ul style="list-style-type: none"> <li>• President, Representative Director of ASTOCO Inc.</li> <li>• President, Representative Director of TOYO RUBBER CHIP Co., Ltd.</li> <li>• Director of 3WM Co., Ltd.</li> </ul>	48,078
<p>[Reasons for the appointment]</p> <p>Mr. Kozo Haruyama has work experience and expertise in the field of resource recycling business, as well as experience in launching new businesses such as the used-cars-related business and the welfare service business for persons with disabilities. The Company has determined that he is capable of performing the duties as a Director appropriately and thus reappointed him as a candidate for Director.</p>			
4	<p style="text-align: center;"><u>Reappointed</u></p> <p>Naoki Takekawa (September 22, 1978)</p>	<p>Apr. 2001    Joined Omiya Paper Corporation (currently Elleair Paper Co., Ltd.)</p> <p>Aug. 2006    Joined SANO MARUKA Co., Ltd. (currently ECONECOL Inc.)</p> <p>Jul. 2010    Transferred to ENVIPRO HOLDINGS Inc.</p> <p>Nov. 2010    General Manager of Accounting and Financial Dept. of ENVIPRO HOLDINGS Inc.</p> <p>Apr. 2011    Director of SYNECO Inc.</p> <p>Jan. 2015    General Manager of Corporate Planning Dept. of ENVIPRO HOLDINGS Inc.</p> <p>Oct. 2016    Executive Officer, responsible for administration and General Manager of Corporate Planning Dept. of ENVIPRO HOLDINGS Inc.</p> <p>Sep. 2019    Director, responsible for administration and General Manager of Corporate Planning Dept. of ENVIPRO HOLDINGS Inc.</p> <p>Jul. 2021    Director, responsible for administration and General Manager of Human Resources Dept. of ENVIPRO HOLDINGS Inc. (current position)</p> <p>Jul. 2022    Director of VOLTA Inc. (current position)</p> <p>(Significant concurrent positions)</p> <ul style="list-style-type: none"> <li>• Director of VOLTA Inc.</li> </ul>	34,524
<p>[Reasons for the appointment]</p> <p>Mr. Naoki Takekawa, since joining the Company, has engaged mainly in management operations including accounting, finance and corporate planning. He is currently striving to enhance the business management system as an officer responsible for administration and General Manager of Human Resources Department. The Company has determined that he is capable of performing the duties as a Director appropriately and thus reappointed him as a candidate for Director.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
5	Yoshiharu Murakami (August 14, 1953)  Reappointed Outside Independent	<p>Mar. 1983 Established Nihon Fukushi Service Inc. (currently SAINT-CARE HOLDING CORPORATION) President, Representative Director of Nihon Fukushi Service Inc.</p> <p>Feb. 1996 Established MURAKAMIKIKAKU Representative Director of MURAKAMIKIKAKU (current position)</p> <p>Jan. 2007 Director of SANO MARUKA Co., Ltd. (currently ECONECOL Inc.)</p> <p>Apr. 2007 Chairman, Representative Director of Saint-Care Holding Corporation</p> <p>Feb. 2008 Chairman and President, Representative Director of Saint-Care Holding Corporation</p> <p>May 2010 Director of ENVIPRO HOLDINGS Inc. (current position)</p> <p>Apr. 2012 Chairman, Representative Director of Saint-Care Holding Corporation (current position)</p> <p>Dec.2021 Director of TAKAYOSHI, Inc.(current position)</p> <p>(Significant concurrent positions)</p> <ul style="list-style-type: none"> <li>• Chairman, Representative Director of Saint-Care Holding Corporation</li> <li>• Director of TAKAYOSHI, Inc.</li> </ul>	40,012
<p>[Reasons for the appointment and expected roles]</p> <p>Mr. Yoshiharu Murakami is capable of providing valuable advice on the Group's management strategy based on his experience as an executive of a listed company. Accordingly, the Company has determined that he is capable of performing the duties as an Outside Director appropriately and thus reappointed him as a candidate for Outside Director.</p>			
6	Kyu Chan Hwang (June 25, 1963)  Reappointed Outside Independent	<p>Apr. 1997 Full-time Lecturer of Faculty of Commerce, Nagoya University of Commerce &amp; Business</p> <p>Apr. 2002 Assistant Professor of Faculty of Integrated Management Nagoya University of Commerce &amp; Business</p> <p>Jul. 2006 Professor of Faculty of Integrated Management Nagoya University of Commerce &amp; Business</p> <p>Jan. 2007 Director of SANO MARUKA Co., Ltd. (currently ECONECOL Inc.)</p> <p>Apr. 2007 Associate Professor of School of Business Management Tokai Gakuen University</p> <p>Apr. 2010 Professor of School of Business Management Tokai Gakuen University (current position)</p> <p>May 2010 Director of ENVIPRO HOLDINGS Inc. (current position)</p> <p>(Significant concurrent position)</p> <ul style="list-style-type: none"> <li>• Professor of School of Business Management, Tokai Gakuen University</li> </ul>	22,212
<p>[Reasons for the appointment and expected roles]</p> <p>Mr. Kyu Chan Hwang is capable of providing valuable advice on the Group's management strategy based on his expertise as an economist. Accordingly, the Company has determined that he is capable of performing the duties as an Outside Director appropriately and thus reappointed him as a candidate for Outside Director.</p>			



No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
7	<div style="border: 1px solid black; padding: 2px; display: inline-block; text-align: center;">Reappointed</div> <div style="border: 1px solid black; padding: 2px; display: inline-block; text-align: center;">Outside</div> <div style="border: 1px solid black; padding: 2px; display: inline-block; text-align: center;">Independent</div>  Keiji Miyaki (June 29, 1950)	Apr. 1974    Joined Japan Management Association Apr. 1976    Joined Nippon Gakki Co., Ltd. (currently Yamaha Corporation) Aug. 1985    Chief Consultant of Japan Management Association Apr. 1990    Principal Consultant of A.T. Kearney Incorporated Aug. 1993    Executive Vice President of A.T. Kearney Incorporated Dec. 1999    President of A.T. Kearney Korea Limited Liability Company Oct. 2002    President, Representative Director of Right Management Japan, Inc. Jan. 2006    Senior Vice President, General Representative of Asia Pacific Region of Right Management Incorporated Dec. 2009    Special Adviser of Manpower Japan Co., Ltd. (currently ManpowerGroup Co., Ltd.) Jun. 2014    Director of ASTI Corporation (current position) May 2018    Director of Ookawa Hospital, Shouwakai Medical Corporation (current position) Jun. 2018    Auditor of Majesty Golf Co., Ltd. Sep. 2018    Director of ENVIPRO HOLDINGS Inc. (current position) (Significant concurrent positions) • Director of ASTI Corporation • Director of Ookawa Hospital, Shouwakai Medical Corporation	4,302
<p>[Reasons for the appointment and expected roles]</p> <p>Mr. Keiji Miyaki has served as the representative of foreign-affiliated consulting companies, and has a global perspective and broad range of insight and experience in management strategy. As he is capable of providing valuable advice on the Group's management strategy based on these experience and achievements, the Company has determined that he is capable of performing the duties as an Outside Director appropriately and thus reappointed him as a candidate for Outside Director.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
8	<div style="border: 1px solid black; padding: 2px; display: inline-block;">Newly appointed</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">Outside</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">Independent</div>  Hiroko Nomura (February 23, 1962)	Apr. 1984    Joined UPU Co., Ltd. Aug. 1988    Editorial Reporter of Nikkei Anthrosos, Nikkei Home Publishing, Inc. (currently Nikkei Business Publications, Inc.) Apr. 1996    Deputy Editor-in-Chief of Nikkei Woman, Nikkei Home Publishing, Inc. Jan. 2003    Editor-in-Chief of Nikkei Woman, Nikkei Home Publishing, Inc. Apr. 2006    Editor-in-Chief of Nikkei Woman and General Manager of New Business Development Dept., Nikkei Home Publishing, Inc. Jan. 2007    Editor-in-Chief of Nikkei EW, Nikkei Home Publishing, Inc. Sep. 2007    Senior Staff Writer of Nikkei Inc. Apr. 2012    Deputy Editor-in-Chief of Nikkei Money, Nikkei Business Publications, Inc. Apr. 2014    Professor of the School of Communication and Design, College of Humanities, Shukutoku University Jul. 2018    Councilor of Japan Network for Public Interest Activities (current position) Mar. 2019    Director of TOKYO SOIR CO., LTD. Sep. 2019    Auditor of Public University Corporation Tokyo Metropolitan University (currently Tokyo Metropolitan Public University Corporation) Apr. 2020    Distinguished Visiting Professor of Tokyo Kasei Gakuin University (current position) Mar. 2021    Director, Audit and Supervisory Committee Member of TOKYO SOIR CO., LTD. (current position) Jan. 2022    Auditor of Skyfall Inc. (current position) Apr. 2022    Part-time Adviser of ENVIPRO HOLDINGS Inc. (current position) Jun. 2022    Director of Japan Association for Women’s Education (current position)  (Significant concurrent positions) • Distinguished Visiting Professor of Tokyo Kasei Gakuin University • Director and Audit and Supervisory Committee Member of TOKYO SOIR CO., LTD. • Auditor of Skyfall Inc. • Councilor of Japan Network for Public Interest Activities • Director of Japan Association for Women’s Education	—
<p>[Reasons for the appointment and expected roles]</p> <p>Ms. Hiroko Nomura is capable of providing valuable advice on the Group’s management strategy based on her extensive knowledge and experience regarding diversity in organizational management as a journalist and university professor. Accordingly, the Company has determined that she is capable of performing the duties as an Outside Director appropriately and thus newly appointed her as a candidate for Outside Director.</p>			

- Notes:
1. Director candidate Fumikatsu Sano is the younger brother of Director candidate Tomikazu Sano.
  2. There are no special interests between any of the candidates and the Company.
  3. The number of shares of the Company held by the Director candidates above is as of June 30, 2022.
  4. Messrs. Yoshiharu Murakami, Kyu Chan Hwang, Keiji Miyaki, and Ms. Hiroko Nomura are candidates for Outside Directors. Messrs. Yoshiharu Murakami, Kyu Chan Hwang, and Keiji Miyaki have been registered with the Tokyo Stock Exchange as independent directors stipulated by the Exchange. If this proposal is approved as proposed, they will continue to serve as independent directors.  
Ms. Hiroko Nomura also satisfies the requirements for independent directors stipulated by the Tokyo Stock Exchange. If her election is approved, she will be appointed as an independent director.
  5. If Messrs. Yoshiharu Murakami, Kyu Chan Hwang, and Keiji Miyaki are elected as Outside Directors, the Company will continue a liability limitation agreement with each of them, as they are not executive directors, in accordance with the Articles of Incorporation of the Company. In addition, if Ms. Hiroko Nomura is elected as an Outside Director, the Company will enter into a liability limitation agreement with her, as she is not an executive director, in accordance with the Articles of Incorporation of the Company. The agreement limits the liability stipulated in Article 423, Paragraph 1 of the Companies Act to the minimum amount prescribed by Article 425, Paragraph 1 of the Act, pursuant to the provisions of Article 427, Paragraph 1 of the Act.
  6. Mr. Yoshiharu Murakami’s term of office as an Outside Director of the Company will be twelve (12) years and four (4)

months at the end of this Meeting.

Mr. Kyu Chan Hwang's term of office as an Outside Director of the Company will be twelve (12) years and four (4) months at the end of this Meeting.

Mr. Keiji Miyaki's term of office as an Outside Director of the Company will be four (4) years at the end of this Meeting.

7. Upon execution of duties by each Director candidate, the Company enters into a Directors and Officers liability insurance contract stipulated in Article 430-3, Paragraph 1 of the Companies Act with all Directors as the insured. The insurance policy covers costs of defense, legal damages and settlement money that may arise from a claim for damages that is made against the insured or an investigation by public institutions during the insurance period due to an act committed by the insured in his/her capacity as such. However, the above insurance policy does not cover damages arising from the insured's unlawful gain or benefit, criminal acts, fraudulent acts, or acts committed with the knowledge that they violate laws and regulations.

**Proposal 4:** Election of One (1) Director Who Is an Audit and Supervisory Committee Member

We propose to elect one (1) new Director who is an Audit and Supervisory Committee Member. The consent of the Audit and Supervisory Committee has been obtained on this proposal. The candidate for Director who is an Audit and Supervisory Committee Member is as follows.

Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
<div style="border: 1px solid black; padding: 2px; display: inline-block; margin-bottom: 5px;">Newly appointed</div> <div style="border: 1px solid black; padding: 2px; display: inline-block; margin-bottom: 5px;">Outside</div> <div style="border: 1px solid black; padding: 2px; display: inline-block; margin-bottom: 5px;">Independent</div> Kiyoshi Shinohara (May 14, 1956)	Apr. 1979    Joined Shizuoka Prefectural Office Apr. 1982    Dispatched to Numazu-shi, Shizuoka Pref. (Public Assistance Caseworker) Apr. 1987    Dispatched to the Ministry of International Trade and Industry (Chief of Consolidation Power Supply Regions Planning, Agency for Natural Resources and Energy) Apr. 1997    Stationed in Southeast Asia (Singapore) Apr. 2011    Executive Director in charge of Economy, Trade and Industry Dept. (New Industry Integration) Apr. 2013    Director of Policy Planning Bureau, Planning and Public Relations Dept. Apr. 2015    Public Enterprise Manager and Director of Corporate Dept. Apr. 2016    General Manager of Economy, Trade and Industry Dept. Apr. 2018    Governor's Strategic Director May 2022    Full-time Adviser of ENVIPRO HOLDINGS Inc. (current position) Jul. 2022    Auditor of VOLTA INC. (current position) (Significant concurrent position) • Auditor of VOLTA INC.	2,000
[Reasons for the appointment and expected roles] Mr. Kiyoshi Shinohara is capable of providing valuable advice on the Group's management strategy based on his wide-ranging experience in government administration and thus the Company has determined that he is capable of performing the duties as an Outside Director appropriately. Accordingly, the Company newly appointed him as a candidate for Outside Director who is an Audit and Supervisory Committee Member.		

- Notes:
1. There are no special interests between the candidate and the Company.
  2. The number of shares of the Company held by the Director candidate above is as of June 30, 2022.
  3. Mr. Kiyoshi Shinohara is a candidate for Outside Director. Mr. Kiyoshi Shinohara satisfies the requirements for independent directors stipulated by the Tokyo Stock Exchange. If his election is approved, he will be appointed as an independent director.
  4. If Mr. Kiyoshi Shinohara is elected as an Outside Director, the Company will enter into a liability limitation agreement with him, as he is not an executive director, in accordance with the Articles of Incorporation of the Company. The agreement limits the liability stipulated in Article 423, Paragraph 1 of the Companies Act to the minimum amount prescribed by Article 425, Paragraph 1 of the Act, pursuant to the provisions of Article 427, Paragraph 1 of the Act.
  5. Upon execution of duties by each Director candidate, the Company enters into a Directors and Officers liability insurance contract stipulated in Article 430-3, Paragraph 1 of the Companies Act with all Directors as the insured. The insurance policy covers costs of defense, legal damages and settlement money that may arise from a claim for damages that is made against the insured or an investigation by public institutions during the insurance period due to an act committed by the insured in his/her capacity as such. However, the above insurance policy does not cover damages arising from the insured's unlawful gain or benefit, criminal acts, fraudulent acts, or acts committed with the knowledge that they violate laws and regulations.

(Reference1) Structure of the Board of Directors (scheduled after September 28, 2022)

If Proposal 3 and Proposal 4 are approved, the capabilities possessed by Directors and Directors who are Audit and Supervisory Committee Members of the Company will be as shown below.

The below table shows fields where they are particularly expected to play active roles, and does not cover all of their expertise.

Name	Positions at the Company	Corporate culture	Management strategy	Production technology	Overseas experience	Finance, accounting and tax affairs	Legal affairs and compliance	Personnel affairs	IT	IR	Professional knowledge
Tomikazu Sano	President, Representative Director	○	○	○							
Fumikatsu Sano	Senior Managing Director	○	○	○	○						
Kozo Haruyama	Managing Director	○	○	○	○						
Naoki Takekawa	Director	○	○			○	○	○		○	
Yoshiharu Murakami	Outside Director	Outside Independent	○								
Kyu Chan Hwang	Outside Director	Outside Independent	○								○
Keiji Miyaki	Outside Director	Outside Independent	○								
Hiroko Nomura	Outside Director	Outside Independent						○		○	○
Shoji Ide	Outside Director (Audit and Supervisory Committee)	Outside Independent	○					○	○	○	
Takashi Wada	Outside Director (Audit and Supervisory Committee)	Outside Independent			○		○				○
Hiroshi Kamiya	Outside Director (Audit and Supervisory Committee)	Outside Independent				○					
Kiyoshi Shinohara	Outside Director (Audit and Supervisory Committee)	Outside Independent	○		○		○				○

- Notes:
1. Mr. Kyu Chan Hwang has professional knowledge regarding economics.
  2. Ms. Hiroko Nomura has professional knowledge regarding promoting diversity.
  3. Mr. Takashi Wada has professional knowledge regarding procurement business.
  4. Mr. Kiyoshi Shinohara has professional knowledge regarding policy.

(Reference 2) Criteria for Appointing Outside Directors

1. The Company shall appoint those who satisfy the following I and II as Outside Directors.

- I. A person who satisfies all of the following criteria for determining the independence of independent Outside Directors
  - (i) A person who is not currently and has not been an executive director, executive officer, other equivalent person or employee (hereinafter collectively referred to as “business executive”) of the Company, its subsidiaries or affiliates (hereinafter collectively referred to as the “Group”)
  - (ii) A person who is not an entity holding 10% or more of the Company’s shares or a business executive thereof
  - (iii) A person who is not an entity of which the Company owns 10% or more of the shares or a business executive thereof
  - (iv) None of the following applies in the past ten years including the present time
    - (1) A major business partner of the Company or the Group (a customer or supplier whose annual transaction amount is 2% or more of the annual consolidated net sales of the Company or the business partner in the most recent fiscal year) or a business executive thereof
    - (2) A major lender of the Company or the Group (a financial institution that the Company depends on for its financing to the extent that the financial institution is indispensable and there is no substitute) or a business executive thereof
    - (3) A certified public accountant affiliated with the auditing firm that is the accounting auditor of the Company or the Group
    - (4) A consultant, accounting professional, or legal professional (or if such person receiving the property is an organization, such as a corporation or an association, a person who is affiliated with the organization) who receives a large amount (if the recipient is an individual, the “large amount” means ¥10 million or more in one fiscal year; if the recipient is an organization, the “large amount” means 2% or more of the annual net sales or total income of the organization or ¥10 million or more, whichever is higher; the same applies hereinafter) of cash or other property other than officer remuneration from the Company or the Group
    - (5) A person who receives a large amount of donations from the Company or the Group or a business executive thereof
    - (6) A business executive of an entity whose outside officer(s) comes from the Company
  - (v) A person whose close relative (a spouse or relative within the second degree of kinship) does not fall under any of (i), (iv)(1), and (iv)(4) above
  - (vi) In addition to the above items, there are no special circumstances that may cause conflicts of interest with the Company or the Group
- II. A person who does not fall under any of the following
  - (i) A person whose term of office as an Outside Director exceeds eight years in total
  - (ii) A person whose attendance at meetings of the Board of Directors for the previous fiscal year is less than 80%

2. Even in the case of a person who fails to meet any of the items in the preceding paragraph I or II (however, (i), (iv)(1), (iv)(4), and (v) in the preceding paragraph I are excluded), if the Board of Directors of the Company considers the person is appropriate as an Outside Director based on a comprehensive judgement on the person’s independence and ability to perform duties, the person may be appointed as a candidate for Outside Director. In such case, the Company shall, at the time of the person’s appointment, explain and disclose information including the reason for determining that the person is appropriate as an Outside Director.

These criteria were decided at a meeting of the Board of Directors of the Company held on August 10, 2022. As they were established after the completion of the appointment process for candidates for Outside Directors, they were not applied for the current fiscal year. The criteria will be applied from the next General Meeting of Shareholders.