

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.

Stock Exchange Code: 3681
(Mailing Date) March 13, 2023

(Commencement Date of Measures to Electronically Provide Information) March 6, 2023

To Shareholders with Voting Rights:

Masaya Takada
Representative Director and President
V-cube, Inc.
1-17-3 Shirokane, Minato-ku, Tokyo,
Japan

**NOTICE OF CONVOCAION OF
THE 23RD ORDINARY GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

You are hereby notified that the 23rd Ordinary General Meeting of Shareholders (the “Meeting”) of V-cube, Inc. (the “Company”) will be held as described below.

In accordance with Article 66, Paragraph 1 of the Act on Strengthening Industrial Competitiveness and Article 12, Paragraph 2 of the Company’s Articles of Incorporation, the Meeting will be held as a general meeting of shareholders without a designated location (hereinafter the “Virtual-only General Meeting of Shareholders”) (for details, please refer to “Instructions for the Virtual-only General Meeting of Shareholders” on pages 6 to 9 of the Japanese original of this Notice of Convocation).

Furthermore, at the time of the convocation of the Meeting, the Company proposes to establish provisions to take measures to electronically provide information that is the content of reference documents for general meetings of shareholders (Electronic Provision Measures Matters), and will post the details on the following websites on the Internet. Please access one of these websites to confirm the details.

[The Company’s website]

<https://ir.vcube.com/jp/stock/shareholder>

(Please access the above website to confirm the details.)

[Website posting the Documents for General Meetings of Shareholders]

<https://d.sokai.jp/3681/teiji/>

[The Tokyo Stock Exchange’s website (TSE Listed Company Information Service)]

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show>

(Please access the Tokyo Stock Exchange’s website above, enter or search for the issue name (V-cube, Inc.) or securities code (3681), and select “Basic Information” and “Documents for Public Inspection/PR Information” in that order, and confirm the details in the “Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting” field in the “Filed information available for public inspection” section.)

If you are unable to attend the Meeting, please review the Reference Documents for the General Meeting of Shareholders, and exercise your voting rights in advance by mail (in writing) or via the Internet by 6.00 p.m. on Monday, March 27, 2023, Japan time, as follows.

[If exercising voting rights by mail (in writing)]

Please indicate your votes for or against the proposals on the Voting Rights Exercise Form and return it so that it arrives by the above deadline.

[If exercising voting rights via the Internet]

Please refer to the “Instructions for Exercising Voting Rights via the Internet” on page 5 of the Japanese original of this Notice of Convocation and enter your votes for or against the proposals by the above deadline.

- 1. Date and Time:** Tuesday, March 28, 2023 at 2:00 p.m., Japan time
[Accessible Time: around 1:30 p.m.]
* In the event that the Meeting cannot be held on the above date and time due to communication problems or other reasons, the Meeting will be held on Wednesday, March 29, 2023 at 2:00 p.m. as a preliminary date. In such case, the Company will promptly announce this fact on the Company's website on the Internet (<https://ir.vcube.com/jp/>).
- 2. Holding Method:** General meeting of shareholders without a designated location (Virtual-only General Meeting of Shareholders)
* The Meeting will be held only on the Internet, and there will be no venue where you can actually attend the Meeting. Please refer to the information on pages 6 to 9 of the Japanese original of this Notice of Convocation for details on the URL of the website designated by the Company, which is necessary for you to attend the Meeting, how to access it, and the procedures required to attend the Meeting.
- 3. Meeting Agenda:**
 - Matters to be reported:**
 1. The Business Report and Consolidated Financial Statements for the Company's 23rd Fiscal Year (January 1, 2022 – December 31, 2022) and results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company's 23rd Fiscal Year (January 1, 2022 – December 31, 2022)
 - Proposals to be resolved:**
 - Proposal 1:** Appropriation of Surplus
 - Proposal 2:** Partial Amendment to the Articles of Incorporation
 - Proposal 3:** Election of Nine (9) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
 - Proposal 4:** Election of Three (3) Directors Who Are Audit and Supervisory Committee Members
 - Proposal 5:** Election of One (1) Substitute Director Who Is an Audit and Supervisory Committee Member
 - Proposal 6:** Determination of the Amount of Compensation for Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
 - Proposal 7:** Determination of the Amount of Compensation for Directors Who Are Audit and Supervisory Committee Members

4. Matters Determined for Convocation of General Meeting of Shareholders:

- (1) The method of communication used to send and receive information on the proceedings of the Meeting shall be via the Internet.
 - (2) In the event that the proceedings of the Meeting are seriously disrupted due to communication problems or other reasons, the Chairman may decide to postpone or continue the Meeting, and a resolution to that effect will be passed at the beginning of the Meeting. In the event that the Chairman decides to postpone or continue the Meeting in accordance with such resolution, the Meeting will be adjourned or continued on Wednesday, March 29, 2023 at 2:00 p.m. In that case, we will promptly post a notice on our website (<https://ir.vcube.com/jp/>). Please follow the “Instructions for the Virtual-only General Meeting of Shareholders” from page 6 onward of the Japanese original of this Notice of Convocation to attend the adjourned or continuation of the meeting.
 - (3) If you exercise your voting rights by mail (in writing) but do not indicate your approval or disapproval of each proposal, we will assume that you have voted in favor of each proposal.
 - (4) If you exercise your voting rights in advance both by mail (in writing) and via the Internet, the vote exercised via the Internet shall be deemed valid.
 - (5) If you exercise your voting rights more than once via the Internet, the last vote will be deemed valid.
 - (6) If shareholders who have exercised their voting rights in advance by mail (in writing) or via the Internet also attend the Meeting and exercise their voting rights in duplicate, the voting rights exercised at the Meeting will be deemed valid. If it cannot be confirmed that voting rights were exercised at the Meeting, the voting rights exercised in advance by mail (in writing) or via the Internet will be deemed valid.
- ◎ In the event of any revision to the Electronic Provision Measures Matters, the Company will post a notice to that effect and the matters before and after the revision on each of the above-mentioned Internet websites.
- ◎ Due to amendments to the Companies Act, as a general rule, please review the Electronic Provision Measures Matters after accessing each of the above websites, and although it was decided to send a document only to shareholders who have made a written request by the record date, with this General Meeting of Shareholders, regardless of whether a written request has been made, a document stating the Electronic Provision Measures Matters will be sent uniformly. However, within the Electronic Provision Measure Matters, the following items will not be stated in the document to be sent in accordance with laws and regulations and Article 17, Paragraph 2 of the Company’s Articles of Incorporation.
- 1) “Major Business Activities,” “Major Places of Business,” “Share Acquisition Rights,” “Accounting Auditor,” “Systems to Ensure Proper Business Operations and Their Operation” of the Business Report
 - 2) “Consolidated Statement of Changes in Equity” and “Notes to the Consolidated Financial Statements” of the Consolidated Financial Statements
 - 3) “Non-Consolidated Statement of Changes in Equity” and “Notes to the Non-Consolidated Financial Statements” of the Non-Consolidated Financial Statements
- Therefore, the Business Report, Consolidated Financial Statements, and Non-Consolidated Financial Statements provided in the document are a part of the target documents audited by the Accounting Auditor in preparing the Accounting Auditor’s Report, and a part of the target documents audited by Auditors in preparing the Audit Report.
- ◎ Shareholders who wish to attend the Meeting by proxy are requested to delegate their proxy to one other shareholder of the Company who is entitled to vote in accordance with laws and regulations and Article 14 of the Company's Articles of Incorporation. For details on the procedures, please refer to “How to Attend by Proxy” on pages 8-9 of the Japanese original of this Notice of Convocation.
- ◎ The results of the resolutions of the Meeting will be posted on the Company's website (<https://ir.vcube.com/jp/stock/shareholder>) in lieu of sending a notice of resolution.

Reference Documents for the General Meeting of Shareholders

Proposal 1: Appropriation of Surplus

The Company considers the return of profits to shareholders as one of its important management priorities. Taking into consideration the Company's business performance for the current fiscal year and future business development, the Company proposes the year-end dividend for the current fiscal year as follows.

- (1) Type of dividend property
Cash
- (2) Matters related to allocation of dividend property and its total amount
4 yen per share of the Company's common stock
Total of 97,083,712 yen
- (3) Effective date of distribution of surplus
March 29, 2023

Proposal 2: Partial Amendment to the Articles of Incorporation

1. Reasons for the proposal

- (1) The Company will become a Company with an Audit and Supervisory Committee in order to aim for continuous growth and to improve corporate value through realizing management with even higher transparency based on strengthening the supervisory function of the Board of Directors, creating a system where management decision-making and execution will be expedited under the appropriate supervision of the Board of Directors, and strengthening the corporate governance of the Company. Accordingly, the provisions regarding Audit and Supervisory Committee Members and the Audit and Supervisory Committee, which are necessary for the transition to a Company with an Audit and Supervisory Committee, will be newly established and the provisions regarding Auditors and the Audit & Supervisory Board will be deleted.
- (2) In addition, wording and phrasing will be revised.
- (3) The amendments to the Articles of Incorporation in this proposal will become effective at the conclusion of the Meeting.

2. Details of the change

The details of the change are as follows:

(Underlines denote amendments)

Current Articles of Incorporation	Proposed Amendments
<p>Article 9 (Shareholder Registry Administrator)</p> <p>1. (Omitted)</p> <p>2. The shareholder registry administrator and its business office shall be designated by resolution of the Board of Directors of the Company and public notice thereof shall be issued by the Company.</p> <p>3. (Omitted)</p> <p>Article 10 (Share Handling Regulations)</p> <p>Procedures for exercising shareholder rights and other procedures related to shares of the Company shall be governed by, in addition to laws and regulations or these Articles of Incorporation, the Share Handling Regulations adopted or amended by the Board of Directors of the Company.</p> <p>Article 19 (Number of Directors)</p> <p>The number of Directors of the Company shall not exceed ten (10).</p> <p>Article 20 (Election of Directors)</p> <p>1. The election of Directors shall be resolved at the general meeting of shareholders.</p> <p>2. (Omitted)</p> <p>3. (Omitted)</p> <p>Article 22 (Term of Office of Directors)</p> <p>1. The term of office of a Director shall expire upon conclusion of the ordinary general meeting of shareholders held with respect to the last business year ending within one (1) year from his/her election to office.</p> <p style="text-align: center;">(Newly established)</p>	<p>Article 9 (Shareholder Registry Administrator)</p> <p>1. (Unchanged)</p> <p>2. The shareholder registry administrator and its business office shall be designated by resolution of the Board of Directors of the Company <u>or by Directors delegated by resolution of the Board of Directors of the Company.</u> and public notice thereof shall be issued by the Company.</p> <p>3. (Unchanged)</p> <p>Article 10 (Share Handling Regulations)</p> <p>Procedures for exercising shareholder rights and other procedures related to shares of the Company shall be governed by, in addition to laws and regulations or these Articles of Incorporation, the Share Handling Regulations adopted or amended by the Board of Directors of the Company <u>or by Directors delegated by resolution of the Board of Directors of the Company.</u></p> <p>Article 19 (Number of Directors)</p> <p>The number of Directors <u>(excluding Directors who are Audit and Supervisory Committee Members)</u> of the Company shall not exceed ten (10), <u>and the number of Directors who are Audit and Supervisory Committee Members shall not exceed five (5).</u></p> <p>Article 20 (Election of Directors)</p> <p>1. The election of Directors shall be resolved at the general meeting of shareholders, <u>distinguishing Directors who are Audit and Supervisory Committee Members from other Directors.</u></p> <p>2. (Unchanged)</p> <p>3. (Unchanged)</p> <p>Article 22 (Term of Office of Directors)</p> <p>1. The term of office of a Director <u>(excluding Directors who are Audit and Supervisory Committee Members)</u> shall expire upon conclusion of the ordinary general meeting of shareholders held with respect to the last business year ending within one (1) year from his/her election to office.</p> <p>2. <u>The term of office of a Director who is an Audit and Supervisory Committee Member shall expire upon conclusion of the ordinary general meeting of shareholders held with respect to the last business year ending within two (2) years from his/her election to office.</u></p>

Current Articles of Incorporation	Proposed Amendments
<p><u>2.</u> The term of office of a Director who is elected as a substitute or for the purpose of an increase of the number of Directors shall be the remaining terms of office of other incumbent Directors.</p>	<p><u>3.</u> The term of office of a Director (<u>excluding Directors who are Audit and Supervisory Committee Members</u>) who is elected as a substitute or for the purpose of an increase of the number of Directors shall be the remaining terms of office of other incumbent Directors (<u>excluding Directors who are Audit and Supervisory Committee Members</u>).</p>
<p>(Newly established)</p>	<p><u>4.</u> The term of office of a Director who is an <u>Audit and Supervisory Committee Member</u> elected as a substitute or for the purpose of an increase of the number of Directors shall be the remaining term of office of other incumbent Directors who are <u>Audit and Supervisory Committee Members</u>.</p>
<p>Article 23 (Representative Directors and Executive Directors)</p> <p>1. <u>Representative Directors shall be elect by resolution of the Board of Directors of the Company.</u></p> <p>2. (Omitted)</p> <p>3. The Board of Directors of the Company may appoint by resolution one (1) President and Director, and as necessary, one (1) Chairman of the Board of Directors, several Vice Presidents, Senior Managing Directors and Managing Directors.</p>	<p>Article 23 (Representative Directors and Executive Directors)</p> <p>1. The Board of Directors of the Company <u>shall appoint by resolution Representative Directors from Directors (excluding those who are Audit and Supervisory Committee Members).</u></p> <p>2. (Unchanged)</p> <p>3. The Board of Directors of the Company may appoint by resolution one (1) President and Director <u>from Directors (excluding those who are Audit and Supervisory Committee Members)</u>, and as necessary, one (1) Chairman of the Board of Directors, several Vice Presidents, Senior Managing Directors and Managing Directors <u>from Directors (excluding those who are Audit and Supervisory Committee Members).</u></p>
<p>Article 25 (Notice of Convocation of the Board of Directors)</p> <p>1. Notice of convocation of a meeting of the Board of Directors of the Company shall be sent to each Director <u>and Auditor</u> at least three (3) days prior to the meeting; provided, however, that in the event of urgency, such period may be shortened.</p> <p>2. When the consent of all Directors <u>and Auditors</u> is obtained in advance, a meeting of the Board of Directors of the Company may be held without following the procedures for convening a meeting.</p>	<p>Article 25 (Notice of Convocation of the Board of Directors)</p> <p>1. Notice of convocation of a meeting of the Board of Directors of the Company shall be sent to each Director at least three (3) days prior to the meeting; provided, however, that in the event of urgency, such period may be shortened.</p> <p>2. When the consent of all Directors is obtained in advance, a meeting of the Board of Directors of the Company may be held without following the procedures for convening a meeting.</p>
<p>Article 27 (Minutes of a meeting of the Board of Directors)</p> <p>A summary of the proceedings at a meeting of the Board of Directors of the Company, the results thereof, and other matters set forth in laws and regulations shall be recorded in the minutes in writing, and the Directors <u>and the Auditors</u> present shall subscribe their names and affix their seals, or affix their electronic signature thereon.</p>	<p>Article 27 (Minutes of a meeting of the Board of Directors)</p> <p>A summary of the proceedings at a meeting of the Board of Directors of the Company, the results thereof, and other matters set forth in laws and regulations shall be recorded in the minutes in writing, and the Directors present shall subscribe their names and affix their seals, or affix their electronic signature thereon.</p>
<p>(Newly established)</p>	<p><u>Article 28 (Delegation of Decision Authorization of Execution of Important Operations)</u> <u>Pursuant to Article 399-13, Paragraph 6 of the Companies Act, the Company may delegate by resolution of the Board of Directors of the Company all or part of decision authorization of execution of important operations (excluding the matters listed in each item of Article 399-13, Paragraph 5 of the same Act) to Directors.</u></p>
<p><u>Article 28</u> (Omitted)</p>	<p><u>Article 29</u> (Unchanged)</p>
<p><u>Article 29</u> (Compensation etc. for Directors) Compensation, etc. for Directors shall be determined by resolution of the general meeting of shareholders.</p>	<p><u>Article 30</u> (Compensation etc. for Directors) Compensation, etc. for Directors shall be determined by resolution of the general meeting of shareholders, <u>distinguishing Directors who are Audit and Supervisory Committee Members from other Directors.</u></p>

Current Articles of Incorporation	Proposed Amendments
<p><u>Article 30</u> (Exemption of Liabilities of Directors)</p> <ol style="list-style-type: none"> (Omitted) If falling under the requirements prescribed in laws and regulations, the Company may enter into an agreement with <u>Outside</u> Directors to limit their liability for damages under Article 423, Paragraph 1 of the Companies Act; provided, however, that the maximum amount of liability for damages under the agreement is the minimum liability amount stipulated in laws and regulations. 	<p><u>Article 31</u> (Exemption of Liabilities of Directors)</p> <ol style="list-style-type: none"> (Unchanged) If falling under the requirements prescribed in laws and regulations, the Company may enter into an agreement with <u>non-executive</u> Directors to limit their liability for damages under Article 423, Paragraph 1 of the Companies Act; provided, however, that the maximum amount of liability for damages under the agreement is the minimum liability amount stipulated in laws and regulations.
<p>CHAPTER V. <u>AUDITORS AND AUDIT & SUPERVISORY BOARD</u></p>	<p>CHAPTER V. <u>AUDIT AND SUPERVISORY COMMITTEE</u></p>
<p><u>Article 31</u> (Establishment of <u>Auditors and Audit & Supervisory Board</u>)</p>	<p><u>Article 32</u> (Establishment of <u>Audit and Supervisory Committee</u>)</p>
<p>The Company shall have <u>Auditors and an Audit & Supervisory Board</u>.</p>	<p>The Company shall have <u>an Audit and Supervisory Committee</u>.</p>
<p><u>Article 32</u> (Number of Auditors) The number of Auditors of the Company shall not exceed <u>five (5)</u>.</p>	<p>(Deleted)</p>
<p><u>Article 33</u> (Election of Auditors)</p> <ol style="list-style-type: none"> Auditors shall be elected by resolution of the general meetings of shareholders. <u>Resolutions for the election of Auditors shall be adopted by a majority vote of the attending shareholders who hold one-third (1/3) or more of the voting rights of shareholders entitled to exercise voting rights.</u> 	<p>(Deleted)</p>
<p><u>Article 34</u> (Dismissal of Auditors) <u>Resolutions for the dismissal of Auditors shall be adopted by two-third (2/3) or more of the voting rights of the attending shareholders who hold one-third (1/3) or more of the voting rights of shareholders entitled to exercise voting rights.</u></p>	<p>(Deleted)</p>
<p><u>Article 35</u> (Term of Office of Auditors)</p> <ol style="list-style-type: none"> <u>The term of office of an Auditor shall expire upon conclusion of the ordinary general meeting of shareholders held with respect to the last business year ending within four (4) years from his/her election to office.</u> <u>The term of office of an Auditor elected as a substitute shall be the same as the remaining term of office of the retired Auditor.</u> 	<p>(Deleted)</p>
<p><u>Article 36</u> (Full-time Auditors) The Audit & Supervisory Board shall elect one or more <u>full-time Auditors from Auditors</u>.</p>	<p>(Deleted)</p>
<p><u>Article 37</u> (Notice of Convocation of the Audit & Supervisory Board)</p> <ol style="list-style-type: none"> Notice of convocation of a meeting of the <u>Audit & Supervisory Board</u> of the Company shall be sent to each <u>Auditor</u> at least three (3) days prior to the meeting; provided, however, that in the event of urgency, such period may be shortened. When the consent of all <u>Auditors</u> is obtained in advance, a meeting of the <u>Audit & Supervisory Board</u> of the Company may be held without following the procedures for convening a meeting. 	<p><u>Article 33</u> (Notice of Convocation of the <u>Audit and Supervisory Committee</u>)</p> <ol style="list-style-type: none"> Notice of convocation of a meeting of the <u>Audit and Supervisory Committee</u> of the Company shall be sent to each <u>Audit and Supervisory Committee Member</u> at least three (3) days prior to the meeting; provided, however, that in the event of urgency, such period may be shortened. When the consent of all <u>Audit and Supervisory Committee Members</u> is obtained in advance, a meeting of the <u>Audit and Supervisory Committee</u> of the Company may be held without following the procedures for convening a meeting.
<p><u>Article 38</u> (Method of resolution of the <u>Audit & Supervisory Board</u>) Resolutions of the <u>Audit & Supervisory Board</u> of the Company shall be adopted by a majority of votes of the <u>Auditors</u>, unless otherwise provided by laws and regulations.</p>	<p><u>Article 34</u> (Method of resolution of the <u>Audit and Supervisory Committee</u>) Resolutions of the <u>Audit and Supervisory Committee</u> of the Company shall be adopted by a majority of votes of the <u>Audit and Supervisory Committee Members</u>, unless otherwise provided by laws and regulations.</p>

Current Articles of Incorporation	Proposed Amendments
<p><u>Article 39</u> (Minutes of a meeting of the Audit & Supervisory Board)</p>	<p><u>Article 35</u> (Minutes of a meeting of the Audit and Supervisory Committee)</p>
<p>A summary of the proceedings at a meeting of the Audit & Supervisory Board, the results thereof, and other matters set forth in laws and regulations shall be recorded in the minutes in writing, and the Auditors present shall subscribe their names and affix their seals, or affix their electronic signature thereon.</p>	<p>A summary of the proceedings at a meeting of the Audit and Supervisory Committee, the results thereof, and other matters set forth in laws and regulations shall be recorded in the minutes in writing, and the Audit and Supervisory Committee Members present shall subscribe their names and affix their seals, or affix their electronic signature thereon.</p>
<p><u>Article 40</u> (Rules of the Audit & Supervisory Board) Matters of the Audit & Supervisory Board shall be governed by, in addition to the provisions in laws and regulations or these Articles of Incorporation, the Rules of the Audit & Supervisory Board established by the Audit & Supervisory Board.</p>	<p><u>Article 36</u> (Rules of the Audit and Supervisory Committee) Matters of the Audit and Supervisory Committee shall be governed by, in addition to the provisions in laws and regulations or these Articles of Incorporation, the Rules of the Audit and Supervisory Committee established by the Audit and Supervisory Committee.</p>
<p><u>Article 41</u> (Compensation etc. for Auditors) <u>Compensation etc. for Auditors shall be determined by resolution of the general meeting of shareholders.</u></p>	<p>(Deleted)</p>
<p><u>Article 42</u> (Exemption of Liabilities of Auditors)</p>	<p>(Deleted)</p>
<p>1. <u>The Company may, by resolution of the Board of Directors, exempt any Auditor (including former Auditors) from liability for damages stipulated under Article 423, Paragraph 1 of the Companies Act up to the amount obtained by deducting the minimum liability amount stipulated by law from the amount of liability.</u></p> <p>2. <u>If falling under the requirements prescribed in laws and regulations, the Company may enter into an agreement with Outside Auditors to limit their liability for damages under Article 423, Paragraph 1 of the Companies Act; provided, however, that the maximum amount of liability for damages under the agreement is the minimum liability amount stipulated in laws and regulations.</u></p>	<p>(Deleted)</p>
<p><u>Article 43-45</u> (Omitted)</p>	<p><u>Article 37-39</u> (Unchanged)</p>
<p><u>Article 46</u> (Compensation, etc. for an Accounting Auditor) Compensation, etc. for an Accounting Auditor is determined by Representative Directors with consent of the Audit & Supervisory Board.</p>	<p><u>Article 40</u> (Compensation, etc. for an Accounting Auditor) Compensation, etc. for an Accounting Auditor is determined by Representative Directors with consent of the Audit and Supervisory Committee.</p>
<p><u>Article 47-51</u> (Omitted)</p>	<p><u>Article 41-45</u> (Unchanged)</p>
<p>(Newly established)</p>	<p>(Supplementary Provisions)</p>
<p>(Newly established)</p>	<p><u>Article 1</u> (Transitional Measures Concerning Exemption of Liabilities of Auditors)</p>
	<p>1. <u>Pursuant to Article 426, Paragraph 1 of the Companies Act, the Company may, to the extent permitted by law, exempt any Auditor (including former Auditors) from liability for damages due to negligence of duties before the partial amendment to the Articles of Incorporation approved at the 23rd Ordinary General Meeting of Shareholders takes effect by a resolution of the Board of Directors.</u></p> <p>2. <u>With regard to the agreement to limit liability under Article 423, Paragraph 1 of the Companies Act in respect to the acts of Auditors (including former Auditors) prior to the conclusion of the 23rd Ordinary General Meeting of Shareholders, the provisions of Article 42, Paragraph 2 of the Articles of Incorporation prior to the amendment by the resolution of the said Ordinary General Meeting of Shareholders shall still apply.</u></p>

Proposal 3: Election of Nine (9) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

If Proposal 2 “Partial Amendment to the Articles of Incorporation” is approved as originally proposed, the Company will transition to a Company with an Audit and Supervisory Committee, and the terms of office of all eight (8) Directors will expire when those amendments take effect.

Accordingly, the Company proposes the election of nine (9) Directors (excluding Directors who are Audit and Supervisory Committee Members; hereinafter, the same applies in this proposal), increasing the number of Directors by one (1) in order to strengthen the management structure. This proposal will become effective under the condition that the amendments to the Articles of Incorporation in Proposal 2 “Partial Amendment to the Articles of Incorporation” take effect.

The candidates for Director are as follows.

Candidate No.	Name (Birthdate)	Past experience and positions and responsibilities at the Company (Significant concurrent positions)	Number of shares of the Company held (as of December 31, 2022)
1	Naoaki Mashita (Born December 2, 1977)	<p>Oct. 1998 Established and became President and CEO of V-cube Internet (dissolved by merger with the Company in March 2006)</p> <p>Jan. 2004 President and CEO, V-cube Broad Communications, Inc. (currently the Company)</p> <p>Jan. 2012 Director, V-cube Global Services Pte. Ltd.</p> <p>Jul. 2012 President Komisarisa, PT. V-CUBE INDONESIA</p> <p>Apr. 2013 Chairman, V-cube USA, Inc. (current position)</p> <p>Oct. 2015 Director, V-cube Robotics Japan, Inc. (currently SENSYN ROBOTICS, Inc.) (current position)</p> <p>Oct. 2015 Director, Wizlearn Technologies Pte. Ltd. (current position)</p> <p>Nov. 2018 President and CEO, SENSYN ROBOTICS, Inc.</p> <p>Aug. 2019 Chairman and Representative Director, SENSYN ROBOTICS, Inc.</p> <p>Jun. 2021 Director, Xyvid, Inc. (current position)</p> <p>Mar. 2022 Representative Director, Chairman & Group CEO, the Company (current position)</p> <p>Sep. 2022 Outside Director, MICIN, Inc. (current position)</p> <p>Nov. 2022 Representative Director and President, Charge Plus Japan, Inc. (current position)</p>	3,185,847 shares
2	Masaya Takada (Born August 22, 1976)	<p>Oct. 2001 Director, V-cube Internet (dissolved by merger with the Company in March 2006)</p> <p>Apr. 2002 Joined Hitachi, Ltd.</p> <p>Oct. 2004 Director, V-cube Broad Communications, Inc. (currently the Company) (current position)</p> <p>Apr. 2006 Vice President and General Manager of Administration Division, the Company</p> <p>Dec. 2012 Representative Director and Vice President, the Company</p> <p>Jan. 2017 COO, the Company</p> <p>Mar. 2022 Representative Director, President & CEO in Japan, the Company (current position)</p>	311,400 shares

Candidate No.	Name (Birthdate)	Past experience and positions and responsibilities at the Company (Significant concurrent positions)	Number of shares of the Company held (as of December 31, 2022)
3	Jun Mizutani (Born April 18, 1983)	Apr. 2006 Joined the Company Jul. 2012 Deputy General Manager of Sales Division, the Company Jan. 2015 General Manager of Sales Division, the Company Mar. 2016 Director and CRO, the Company Mar. 2019 Managing Director, the Company Mar. 2021 Senior Managing Director, the Company Mar. 2022 Vice President and COO in Japan, the Company (current position)	7,200 shares
4	Yosuke Kamezaki (Born December 25, 1979)	May 2002 Joined V-cube Internet (dissolved by merger with the Company in March 2006) May 2004 Joined V-cube Broad Communications, Inc. (currently the Company) Mar. 2012 Director, the Company (current position) Jan. 2013 CTO (current position) and General Manager of Technology Division, the Company May 2013 Director, V-cube Global Services Pte. Ltd.	51,500 shares
5	Kazuki Yamamoto (Born October 2, 1978)	Oct. 2003 Joined Tohmatsu & Co. (currently Deloitte Touche Tohmatsu LLC) Nov. 2008 Registered as a certified public accountant Oct. 2015 Director, Plus One Marketing Ltd. Apr. 2017 Joined Regional Economy Vitalization Corporation of Japan Apr. 2019 CFO and General Manager of Corporate Planning Division, the Company (current position) Dec. 2019 Director, Regional Economy Vitalization Corporation of Japan Mar. 2021 Joined and became Director of the Company (current position) Jun. 2021 Director, Xyvid, Inc. (current position)	3,000 shares
6	* David Kovalcik (Born January 4, 1966)	Jan. 1983 Co-founder, Computerware, Inc. Jan. 1997 CEO, Dyventive, Inc. (current position) Jan. 1999 CEO, Pharmethod, Inc. (current position) Oct. 2011 CEO, Xyvid, Inc. (current position) (Significant concurrent positions) CEO, Dyventive, Inc. CEO, Pharmethod, Inc. CEO, Xyvid, Inc.	— shares

Candidate No.	Name (Birthdate)	Past experience and positions and responsibilities at the Company (Significant concurrent positions)	Number of shares of the Company held (as of December 31, 2022)
7	Norio Murakami (Born March 31, 1947)	<p>Apr. 1970 Joined Hitachi Denshi, Ltd. (currently Hitachi Kokusai Electric Inc.)</p> <p>Apr. 2003 Vice President, Google, Inc. President and Representative Director, Google Japan Inc.</p> <p>Jan. 2009 Honorary Chairman, Google Japan Inc.</p> <p>Jan. 2011 Established and became Representative Director of Murakami Norio Office, Inc. (current position)</p> <p>Mar. 2012 Outside Director, the Company (current position)</p> <p>Aug. 2013 Outside Director, Weathernews Inc.</p> <p>Oct. 2016 Chairman and Representative Director, ENERES Co., Ltd.</p> <p>Oct. 2017 Outside Director, CellSource Co., Ltd. (current position)</p> <p>Sep. 2021 Outside Director, Mercari, Inc. (current position)</p> <p>(Significant concurrent positions) Representative Director, Murakami Norio Office, Inc. Outside Director, CellSource Co., Ltd. Outside Director, Mercari, Inc.</p>	– shares
8	Kenichi Nishimura (Born June 10, 1947)	<p>Apr. 1970 Joined Nippon Telegraph and Telephone Public Corporation</p> <p>Jun. 1999 Director, Manager of Hiroshima Branch, NIPPON TELEGRAPH AND TELEPHONE WEST CORPORATION</p> <p>May 2002 President and Representative Director, NTT-Neomeit Corporation</p> <p>Jun. 2009 President and Representative Director, TODENTSU Corporation</p> <p>Oct. 2010 Representative Director and Vice President, MIRAIT Holdings Corporation</p> <p>Oct. 2012 Representative Director and Vice President, MIRAIT Corporation</p> <p>Jun. 2013 Advisor and Director, MIRAIT Corporation</p> <p>Jun. 2014 Advisor, MIRAIT Corporation</p> <p>Jul. 2014 Outside Director, Hakusan Mfg Co., Ltd. (currently Hakusan, Inc.)</p> <p>Mar. 2015 Outside Director, the Company (current position)</p> <p>Jan. 2021 Outside Director (Audit and Supervisory Committee Member), Hakusan, Inc. (current position)</p> <p>(Significant concurrent positions) Outside Director (Audit and Supervisory Committee Member), Hakusan, Inc.</p>	8,000 shares

Candidate No.	Name (Birthdate)	Past experience and positions and responsibilities at the Company (Significant concurrent positions)	Number of shares of the Company held (as of December 31, 2022)
9	Naomi Koshi (Born July 5, 1975)	<p>Oct. 2002 Registered as an attorney at law</p> <p>Oct. 2002 Attorney at law, Nishimura & Partners (currently Nishimura & Asahi)</p> <p>Jun. 2009 Graduated from Harvard Law School</p> <p>Oct. 2009 Worked at Debevoise & Plimpton LLP</p> <p>Jan. 2010 Admitted to the New York State Bar</p> <p>Sep. 2010 Visiting Researcher, Center on Japanese Economy and Business, Columbia Business School</p> <p>Jan. 2012 Mayor, Otsu City</p> <p>Mar. 2020 Outside Director, the Company (current position)</p> <p>Sep. 2020 Partner, Miura & Partners (current position)</p> <p>Jan. 2021 Admitted to the State Bar of California</p> <p>Feb. 2021 CEO, OnBoard K.K. (current position)</p> <p>Jun. 2021 Outside Director, SoftBank Corp. (current position)</p> <p>(Significant concurrent positions) Partner, Miura & Partners CEO, OnBoard K.K. Outside Director, SoftBank Corp.</p>	– shares

- (Notes)
- The candidate with an asterisk (*) is for a new appointment.
 - There are no special interests between each of the candidates and the Company.
 - The reasons for Mr. David Kovalcik's nomination as a candidate for Director and an outline of his expected role are as follows: He is the CEO of the Company's U.S. subsidiary Xyvid, Inc. and is familiar with the online event distribution business, one of the pillars of the Group's business, and has extensive knowledge of the society, culture, and customs to which U.S. companies belong. We request the appointment of Mr. Kovalcik for the purpose of enhancing the diversity and vitality of the Board of Directors, as well as to make recommendations and to have a synergistic effect on the further global expansion of the Company.
 - Mr. Norio Murakami, Mr. Kenichi Nishimura, and Ms. Naomi Koshi are candidates for Outside Director.
 - (1) The reasons for Mr. Norio Murakami's nomination as a candidate for Outside Director and an outline of his expected role are as follows: He has extensive experience as a manager of a global company and is nominated for election with the expectation that he will provide advice and recommendation for the Company's further global expansion as well as for the Company's overall management. His term of office as an Outside Director will be 11 years at the conclusion of the Meeting.
 - (2) The reasons for Mr. Kenichi Nishimura's nomination as a candidate for Outside Director and an outline of his expected role are as follows: He has extensive experience as a corporate manager in the information and communications field, and is nominated for election with the expectation that he will provide advice and recommendation for the overall management. His term of office as an Outside Director will be eight (8) years at the conclusion of the Meeting.
 - (3) The reasons for Ms. Naomi Koshi's nomination as a candidate for Outside Director and an outline of her expected role are as follows: She has abundant experience and expertise as an attorney at law and is familiar with corporate legal affairs, and the Company expects that she will utilize these experiences and expertise to strengthen the corporate governance of the Company. In addition, she has served two terms (eight years) as mayor of Otsu City and has a wide range of experience and insight through her administrative activities. She is nominated for election with the expectation that she will provide advice and recommendation for the Company's further business expansion as well as for the Company's overall management. Her term of office as an Outside Director will be three (3) years at the conclusion of the Meeting.
 - Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Mr. Norio Murakami, Mr. Kenichi Nishimura, and Ms. Naomi Koshi to limit their liability for damages under Article 423, Paragraph 1 of the said Act. The maximum amount of liability for damages under the agreement is the minimum liability amount stipulated in Article 425, Paragraph 1 of the Companies Act. If Mr. Norio Murakami, Mr. Kenichi Nishimura, and Ms. Naomi Koshi are reappointed, the Company will continue the agreements with each of them.
 - The Company has entered into a directors and officers liability insurance agreement with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act, and an outline of the insurance agreement is shown on page 23 of the Japanese original of the Business Report. If each candidate is elected and assumes the position of

Director, each candidate will be insured under the insurance agreement. The Company plans to renew the agreement with the same terms and conditions at the next renewal.

8. The Company has reported Mr. Norio Murakami, Mr. Kenichi Nishimura, and Ms. Naomi Koshi as independent officers as stipulated by the Tokyo Stock Exchange. If they are reappointed, the Company will continue to report them as independent officers.

Proposal 4: Election of Three (3) Directors Who Are Audit and Supervisory Committee Members

If Proposal 2 “Partial Amendment to the Articles of Incorporation” is approved as originally proposed, the Company will transition to a Company with an Audit and Supervisory Committee.

Accordingly, the Company proposes the election of three (3) Directors who are Audit and Supervisory Committee Members.

The Audit & Supervisory Board has agreed with this proposal.

This proposal will become effective under the condition that the amendments to the Articles of Incorporation in Proposal 2 “Partial Amendment to the Articles of Incorporation” take effect.

The candidates for Directors who are Audit and Supervisory Committee Members are as follows.

Candidate No.	Name (Birthdate)	Past experience and positions and responsibilities at the Company (Significant concurrent positions)	Number of shares of the Company held (as of December 31, 2022)
1	Kikuo Fukushima (Born October 22, 1963)	Apr. 1986 Joined Sumisho Machinery Trade Corporation May 1991 Joined Tokyo Branch, De Nederlandsche Bank Apr. 1993 Joined Tokyo Branch, Crédit Lyonnais Bank Jan. 2005 Established Success Coaching Studio as Representative (current position) Mar. 2010 Outside Auditor, the Company (current position) Jun. 2018 Full-time Auditor, the Company (current position) (Significant concurrent positions) Representative, Success Coaching Studio	– shares
2	Daiko Matsuyama (Born December 4, 1978)	May 2007 Vice Priest, Taizoin, Myoshinji, Rinzaishu Daihonzan (current position) May 2009 Visit Japan Ambassador, Japan Tourism Agency Sep. 2018 Visiting Lecturer, Stanford University Mar. 2021 Outside Auditor, the Company (current position) (Significant concurrent positions) Vice Priest, Taizoin, Myoshinji, Rinzaishu Daihonzan	– shares

Candidate No.	Name (Birthdate)	Past experience and positions and responsibilities at the Company (Significant concurrent positions)	Number of shares of the Company held (as of December 31, 2022)
3	* Hidehito Akimoto (Born August 25, 1961)	<p>Apr. 1986 Joined Tokyo Regional Taxation Bureau</p> <p>Jul. 1999 Chief, International Tax Division, Tax Bureau, Ministry of Finance (currently Ministry of Finance Japan)</p> <p>Jul. 2000 Chief, Rulings and Legal Affairs Section, Large Enterprise Examination and Criminal Investigation Department, National Tax Agency</p> <p>Jul. 2010 Deputy District Director, Azabu Tax Office</p> <p>Jul. 2016 District Director, Tamagawa Tax Office</p> <p>Jul. 2020 Assistant Regional Commissioner (Management and Co-ordination), Sapporo Regional Taxation Bureau</p> <p>Jul. 2021 Regional Commissioner, Takamatsu Regional Taxation Bureau</p> <p>Aug. 2022 Established Hidehito Akimoto Tax Accountant Office as Representative Tax Accountant (current position)</p> <p>(Significant concurrent positions) Representative Tax Accountant, Hidehito Akimoto Tax Accountant Office</p>	— shares

- (Notes)
- The candidate with an asterisk (*) is for a new appointment.
 - There are no special interests between each of the candidates and the Company.
 - Mr. Kikuo Fukushima, Mr. Daiko Matsuyama, and Mr. Hidehito Akimoto are candidates for Outside Director.
 - The reasons for Mr. Kikuo Fukushima's nomination as a candidate for Outside Director and an outline of his expected role are as follows: The Company expects him to provide advice and recommendations based mainly on his extensive practical experience and deep insight regarding finance. Although he has never been involved in the management of a company in any way other than as an outside officer, for the reasons stated above, we believe that he will be able to adequately perform his duties as an Outside Director of the Company. His term of office as an Auditor will be 13 years at the conclusion of the Meeting.
 - The reasons for Mr. Daiko Matsuyama's nomination as a candidate for Outside Director and an outline of his expected role are as follows: The Company expects him to provide advice and recommendations from an ethical viewpoint based on his distinguished experience as Vice Priest, Taizoin, Myoshinji, and based on his perspectives on realizing well-being, and his global activities. Although he has never been involved in the management of a company in any way other than as an outside officer, we believe that he will be able to adequately perform his duties as an Outside Director of the Company for the reasons stated above, and help to achieve greater diversity in the management of the Company. His term of office as an Auditor will be two (2) years at the conclusion of the Meeting.
 - The reasons for Mr. Hidehito Akimoto's nomination as a candidate for Outside Director and an outline of his expected role are as follows: The Company expects him to provide advice and recommendations based on his extensive practical experience and deep insight, mainly as a tax specialist. Although he has never been involved in the management of a company in any way other than as an outside officer, for the reasons stated above, the Company believes that he will be able to adequately perform his duties as an Outside Director of the Company.
 - Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Mr. Kikuo Fukushima and Mr. Daiko Matsuyama to limit their liability for damages under Article 423, Paragraph 1 of the said Act. The maximum amount of liability for damages under the agreement is the minimum liability amount stipulated in Article 425, Paragraph 1 of the Companies Act. If appointment of Mr. Kikuo Fukushima, Mr. Daiko Matsuyama, and Mr. Hidehito Akimoto is approved, the Company will conclude the agreements with each of them.
 - The Company has entered into a directors and officers liability insurance agreement with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act, and an outline of the insurance agreement is shown on page 23 of the Japanese original of the Business Report. If each candidate is elected and assumes the position of Director who is an Audit and Supervisory Committee Member, each candidate will be insured under the insurance agreement. The Company plans to renew the agreement with the same terms and conditions at the next renewal.
 - The Company has reported Mr. Kikuo Fukushima and Mr. Daiko Matsuyama as independent officers as stipulated by the Tokyo Stock Exchange. Mr. Hidehito Akimoto satisfies the requirements of independent officers as stipulated under the regulations of the Tokyo Stock Exchange, and if each of the candidates is elected, the Company will report them as independent officers.

Proposal 5: Election of One (1) Substitute Director Who Is an Audit and Supervisory Committee Member

If Proposal 2 “Partial Amendment to the Articles of Incorporation” is approved as originally proposed, the Company will transition to a Company with an Audit and Supervisory Committee.

Accordingly, the Company proposes the election of one (1) Director who is an Audit and Supervisory Committee Member in preparation for a vacancy in the number of Directors who are Audit and Supervisory Committee Members as stipulated by laws and regulations.

The Audit & Supervisory Board has agreed with this proposal.

This proposal will become effective under the condition that the amendments to the Articles of Incorporation in Proposal 2 “Partial Amendment to the Articles of Incorporation” take effect.

The candidate for Substitute Director who is an Audit and Supervisory Committee Member is as follows.

Name (Birthdate)	Past experience and positions and responsibilities at the Company (Significant concurrent positions)	Number of shares of the Company held (as of December 31, 2022)
Naomi Koshi (Born July 5, 1975)	Oct. 2002 Registered as an attorney at law Oct. 2002 Attorney at law, Nishimura & Partners (currently Nishimura & Asahi) Jun. 2009 Graduated from Harvard Law School Oct. 2009 Worked at Debevoise & Plimpton LLP Jan. 2010 Admitted to the New York State Bar Sep. 2010 Visiting Researcher, Center on Japanese Economy and Business, Columbia Business School Jan. 2012 Mayor, Otsu City Mar. 2020 Outside Director, the Company (current position) Sep. 2020 Partner, Miura & Partners (current position) Jan. 2021 Admitted to the State Bar of California Feb. 2021 CEO, OnBoard K.K. (current position) Jun. 2021 Outside Director, SoftBank Corp. (current position) (Significant concurrent positions) Partner, Miura & Partners CEO, OnBoard K.K. Outside Director, SoftBank Corp.	– shares

- (Notes)
- There are no special interests between the candidate and the Company.
 - Ms. Naomi Koshi is a candidate for Substitute Outside Director who is an Audit and Supervisory Committee Member.
 - The reasons for Ms. Naomi Koshi’s nomination as a candidate for Substitute Outside Director who is an Audit and Supervisory Committee Member and an outline of her expected role are as follows: She has abundant experience and expertise as an attorney at law and is familiar with corporate legal affairs, and the Company expects that she will utilize these experiences and expertise to strengthen the corporate governance of the Company. In addition, she has served two terms (eight years) as mayor of Otsu City and has a wide range of experience and insight through her administrative activities. She is nominated for election with the expectation that she will provide advice and recommendation for the Company’s further business expansion as well as for the Company’s overall management. She is currently an Outside Director of the Company, and her term of office as an Outside Director will be three (3) years at the conclusion of the Meeting.
 - Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Ms. Naomi Koshi to limit her liability for damages under Article 423, Paragraph 1 of the said Act. The maximum amount of liability for damages under the agreement is the minimum liability amount stipulated in Article 425, Paragraph 1 of the Companies Act. If Ms. Naomi Koshi is elected as Substitute Outside Director who is an Audit and Supervisory Committee Member and assumes the position of Outside Director who is an Audit and Supervisory Committee Member, the Company will continue the agreement with her.
 - The Company has entered into a directors and officers liability insurance agreement with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act, and an outline of the insurance agreement is shown on page 23 of the Japanese original of the Business Report. If Ms. Naomi Koshi is elected as Substitute Director who is an Audit and Supervisory Committee Member and assumes the position of Outside Director who is an Audit and Supervisory Committee Member, she will be insured under the insurance agreement. The Company plans to renew the agreement with the same terms and conditions at the next renewal.
 - If Proposal 3 “Election of Nine (9) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)” is approved as originally proposed, Ms. Naomi Koshi will assume the position of Director other than

Director who is an Audit and Supervisory Committee Member. However, in the case of a vacancy in the number of Directors who are Audit and Supervisory Committee Members as stipulated by laws and regulations, she will resign from the position of Director other than Director who is an Audit and Supervisory Committee Member and assume the position of Director who is an Audit and Supervisory Committee Member.

7. Ms. Naomi Koshi has fulfilled the requirements as an independent officer as stipulated by the Tokyo Stock Exchange. If her appointment for Substitute Director who is an Audit and Supervisory Committee Member is approved and she assumes the position of Director who is an Audit and Supervisory Committee Member in the case of a vacancy in the number of Directors who are Audit and Supervisory Committee Members as stipulated by laws and regulations, the Company plans to report her as an independent officer to the Exchange.

(Reference) Skill Matrix

If Proposal 3 and Proposal 4 in this Notice of Convocation are approved as originally proposed, the skill matrix based on the expertise and experience that the Company's management team should possess will be as follows:

	(Outside/ independent member)	Corporate management	ESG	Business strategy	IT	Finance / Accounting / M&A	Legal affairs / Compliance / Risk management	Human resources development	Well-being	International	Sales / Marketing
Representative Director Chairman Naoaki Mashita (Male)		○	○	○	○	○				○	○
Representative Director President Masaya Takada (Male)		○			○		○	○	○		
Director Vice President Jun Mizutani (Male)		○		○				○			○
Director Yosuke Kamezaki (Male)		○			○					○	
Director Kazuki Yamamoto (Male)		○				○				○	
Director David Kovalcik (Male)		○		○						○	○
Director Norio Murakami (Male)	Outside Independent	○	○	○	○					○	
Director Kenichi Nishimura (Male)	Outside Independent	○	○	○	○						
Director Naomi Koshi (Female)	Outside Independent	○	○				○			○	
Director Audit and Supervisory	Outside Independent		○					○	○		

	(Outside/ independent member)	Corporate management	ESG	Business strategy	IT	Finance / Accounting / M&A	Legal affairs / Compliance / Risk management	Human resources development	Well-being	International	Sales / Marketing
Committee Member Kikuo Fukushima (Male)											
Director Audit and Supervisory Committee Member Daiko Matsuyama (Male)	Outside Independent		○					○	○	○	
Director Audit and Supervisory Committee Member Hidehito Akimoto (Male)	Outside Independent					○					

Proposal 6: Determination of the Amount of Compensation for Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

If Proposal 2 “Partial Amendment to the Articles of Incorporation” is approved as originally proposed, the Company will transition to a Company with an Audit and Supervisory Committee.

The amount of compensation, etc. for Directors of the Company was approved at the 21st Ordinary General Meeting of Shareholders held on March 25, 2021, at an amount not exceeding 300 million yen per year (including amount not exceeding 30 million yen per year for Outside Directors; compensation for employees is not included). However, with the transition to a Company with an Audit and Supervisory Committee, the Company proposes to abolish this compensation and establish a new maximum amount of compensation for Directors (excluding Directors who are Audit and Supervisory Committee Members) of 300 million yen per year (including the maximum amount of 30 million yen per year for Outside Directors). The amount of such compensation, as before, does not include the amount of employee’s salary for Directors who serve concurrently as employees of the Company.

This proposal was determined by the Board of Directors after deliberation by the Nomination and Compensation Committee, taking into consideration the scale of the Company’s business, the officers compensation system and its payment level, the current number of officers, future trends, and that payment will be made based on the decision policy regarding the details of individual compensation, etc., for Directors (excluding Directors who are Audit and Supervisory Committee Members) scheduled for resolution by the Board of Directors at the conclusion of the Meeting, and is deemed appropriate.

Currently, there are eight (8) Directors (including three (3) Outside Directors), and if Proposal 2 and Proposal 3 are approved as originally proposed, the number of Directors (excluding Directors who are Audit and Supervisory Committee Members) subject to this proposal will be nine (9) (of which, three (3) are Outside Directors).

This proposal will become effective under the condition that the amendments to the Articles of Incorporation in Proposal 2 “Partial Amendment to the Articles of Incorporation” take effect.

Proposal 7: Determination of the Amount of Compensation for Directors Who Are Audit and Supervisory Committee Members

If Proposal 2 “Partial Amendment to the Articles of Incorporation” is approved as originally proposed, the Company will transition to a Company with an Audit and Supervisory Committee.

Accordingly, the Company proposes the maximum amount of compensation for Directors who are Audit and Supervisory Committee Members to be 30 million yen per year.

This proposal was determined after fully taking into consideration the scale of the Company’s business, the officers compensation system and its payment level, the current number of officers, future trends, and that we are requesting approval for the same amount of compensation as the amount of compensation for Auditors that was approved at the 8th Ordinary General Meeting of Shareholders held on March 28, 2008, and is deemed appropriate.

If Proposal 2 and Proposal 4 are approved as originally proposed, the number of Directors who are Audit and Supervisory Committee Members subject to this proposal will be three (3).

This proposal will become effective under the condition that the amendments to the Articles of Incorporation in Proposal 2 “Partial Amendment to the Articles of Incorporation” take effect.