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Securities Code: 7955

Date of sending by postal mail: June 6, 2023

Start date of measures for electronic provision: May 30, 2023

Dear our shareholders:

Hiroshi Takeuchi
Representative Director and President, Executive Officer
Cleanup Corporation
6-22-22 Nishi-nippori, Arakawa-ku, Tokyo

Notice of the 70th Annual General Meeting of Shareholders

We are pleased to announce the 70th Annual General Meeting of Shareholders of Cleanup Corporation (the “Company”) to be held as outlined below.

You may exercise your voting rights in writing or via the internet, etc. Please review the Reference Documents for General Meeting of Shareholders, which are provided on the following pages, and exercise your voting rights by Tuesday, June 27, 2023, at 5:30 p.m. (JST) by following the information in “Voting Instructions.”

When convening the Meeting, the Company takes measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (items for which measures for providing information in electronic format are to be taken) in electronic format, and posts this information on each of the following websites. Please access any of the websites to review the information.

The Company’s website:

<https://cleanup.jp/ir/report.shtml> (in Japanese)

Website for posted informational materials for the general meeting of shareholders:

<https://d.sokai.jp/7955/teiji/> (in Japanese)

TSE website (Listed Company Search):

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

(Access the TSE website shown above, enter “Cleanup” in “Issue (company name)” or the Company’s securities code “7955” in “Code,” and click “Search.” Then, click “Basic information” and select “Documents for public inspection/PR information.” Under “Filed information available for public inspection,” click “Click here for access” under “[Notice of General Shareholders Meeting / Informational Materials for a General Shareholders Meeting].”)

Details

- 1. Date and Time:** Wednesday, June 28, 2023, at 10:30 a.m. (JST) (Reception opens at 9:45 a.m. (JST))
* Please note that the meeting opening time and the reception opening time have changed from last year.

- 2. Venue** Large Hall, Sun Pearl Arakawa
1-1-1 Arakawa, Arakawa-ku, Tokyo
* Please note that the venue has changed from last year.

3. Purpose of the Meeting

Matters to be reported:

1. Business Report, Consolidated Financial Statements, and Report on Audit Results of Consolidated Financial Statements by the Financial Auditor and Audit & Supervisory Board for the 70th fiscal term (April 1, 2022 to March 31, 2023)
2. Non-Consolidated Financial Statements for the 70th fiscal term (April 1, 2022 to March 31, 2023)

Matters to be resolved

- Proposal No. 1** Appropriation of Surplus
Proposal No. 2 Election of Three (3) Audit & Supervisory Board Members
Proposal No. 3 Election of One (1) Substitute Audit & Supervisory Board Member

4. Matters Related to the Exercise of Voting rights

Handling of the voting form without indication of approval or disapproval

If there is no indication of approval or disapproval for the respective proposals on the voting form, it shall be deemed as an indication of approval.

Handling of Duplicate Votes

If you exercise your voting rights both in writing and via the internet, etc., the content of the vote you made via the internet, etc. shall be handled as the valid vote.

Moreover, if you exercise your voting rights via the internet, etc. multiple times, the content of the final vote that you made shall be the valid vote.

Voting by proxy

A shareholder may exercise his or her voting rights through a proxy, who shall be a shareholder of the Company having voting rights in accordance with the Articles of Incorporation of the Company. However, please note that the proxy is requested to submit a written document certifying the authority of proxy.

- If you attend the meeting in person, please submit the voting form at the reception desk.
- In accordance with the amended Companies Act, shareholders shall confirm the items subject to measures for electronic provision by accessing any of the websites listed on page 1 as a general rule. The Company shall send paper-based documents only to shareholders who have requested the delivery of paper-based documents by the record date, but for this meeting, the Company shall send paper-based documents, including items subject to measures for electronic provision, to all shareholders regardless of whether or not they have requested them.

Among items subject to measures for electronic provision, the following items are not included in the documents to be delivered to shareholders in accordance with laws and regulations and Article 14 of the Company's Articles of Incorporation.

- "Principal Business," "Major Offices and Factories," "Status of Employees," "Status of Principal Lenders," "Other Significant Matters on the Current Status of the Group," "Shares of the Company," "Share Acquisition Rights, etc. of the Company," "Overview of Limited Liability Agreement," "Overview of Directors and Officers Liability Insurance Policy" "Status of the Accounting Auditor," "System to Ensure the Appropriateness of Business Operations and the Status of its Implementation" in the Business Report
- "Consolidated Statement of Changes in Equity" and "Notes to Consolidated Financial Statements" in the Consolidated Financial Statements
- "Non-Consolidated Statement of Changes in Equity" and "Notes to Non-Consolidated Financial Statements" in the Non-Consolidated Financial Statements

Consequently, the Business Report, Consolidated Financial Statements, and Non-Consolidated Financial Statements presented in this document are part of the documents that were audited by the Financial Auditor and the Audit & Supervisory Board Members in preparing their respective audit reports.

- If revisions to the items subject to measures for electronic provision arise, a notice of the revisions and the details of the items before and after the revisions will be posted on the websites shown on page 1.

Voting Instructions

Exercising voting rights via mail (in writing)

- Via mail

Please indicate your vote of approval or disapproval for each proposal on the enclosed voting form and return the form.

Voting Deadline: Votes must arrive no later than Tuesday, June 27, 2023, at 5:30 p.m. (JST)

Exercising voting rights via the internet

- Via internet

Please indicate approval or disapproval of the proposals by following the instructions. (In Japanese only)

Voting Deadline: Votes must be cast no later than Tuesday, June 27, 2023, at 5:30 p.m. (JST)

Exercising voting rights at the meeting venue

- Submit the voting form to the event reception

If you attend the meeting in person, please submit the enclosed voting form at the reception desk.

Date and Time of the General Meeting of Shareholders: Wednesday, June 28, 2023, at 10:30 a.m. (JST)

To institutional investors

An electronic voting platform operated by ICJ, Inc. is available in addition to the internet voting above if you apply to use the electronic voting platform in advance.

Reference documents for the general meeting of shareholders

Proposals and Reference information

Proposal No. 1 Appropriation of Surplus

The Company proposes the appropriation of surplus as follows:

The Company strives to improve its profitability and capital efficiency through efficient management of the entire Group, and to provide appropriate return of profit to all of its shareholders on a continual and stable basis.

1. Year-end dividends

The Company has given overall consideration to the business performance of the Group for the current fiscal year and future business development, and as a result, it proposes to pay year-end dividends for the current fiscal year as follows:

(1) Type of dividend property

To be paid in cash.

(2) Allotment of dividend property and their aggregate amount

The Company proposes to pay a dividend of ¥13 per common share of the Company.

In this event, the total dividends will be ¥479,583,260.

Accordingly, the annual dividend for the current fiscal year, including the interim dividend, will be ¥26 per share, an increase of ¥3 compared to the previous period.

(3) Effective date of dividends of surplus

The effective date of dividends will be June 29, 2023.

2. Other appropriation of surplus

(1) Item of surplus to be decreased and amount of decrease

Retained earnings brought forward: ¥4,000,000,000

(2) Item of surplus to be increased and amount of increase

General reserve: ¥4,000,000,000

Proposal No. 2 Election of Three (3) Audit & Supervisory Board Members

The term of office of Yasumasa Yamane, Kenichi Araya and Akira Takashina as Audit & Supervisory Board Members will expire at the conclusion of this meeting. Therefore, the Company proposes the election of three (3) Audit & Supervisory Board Members.

In addition, the consent of the Audit & Supervisory Board has been obtained for this proposal.

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

Candidate No.	Name		Career summary, position in the Company and significant concurrent positions outside the Company
1	Yasumasa Yamane	Reelected	Full-time Audit & Supervisory Board Member
2	Kenichi Araya	Reelected Outside Independent	Outside Audit & Supervisory Board Member Attorney at Law Representative of Araya Law Office
3	Akira Takashina	Reelected Outside Independent	Outside Audit & Supervisory Board Member Certified Public Accountant Representative of Takashina Certified Public Accountant Office Audit Committee member of Yokohama City

Reelected: Candidate for Audit & Supervisory Board Member to be reelected

Outside: Candidate for outside Audit & Supervisory Board Member

Independent: Candidate for independent officer

Candidate No.	Name (Date of Birth)	Brief Career Summary		Number of the Company's shares owned
1	Yasumasa Yamane (April 2, 1949) Reelected Attendance at Board of Directors meetings (Fiscal 2022) 15/15 meetings (100%) Attendance at Audit & Supervisory Board meetings (Fiscal 2022) 15/15 meetings (100%)	Oct. 1974 Apr. 1995 Apr. 1997 June 1997	Joined the Company General Manager of Finance Department General Manager of Accounting Department in charge of Finance Full-time Audit & Supervisory Board Member (current position)	16,988 shares
	Reasons for nomination as candidate for Audit & Supervisory Board Member Yasumasa Yamane has long been involved with accounting operations in the Accounting Department of the Company, and has a wealth of experience and considerable knowledge in both finance and accounting. The Company judges he will provide insight from an objective and neutral standpoint and he will be able to execute his duties appropriately as Audit & Supervisory Board Member.			
2	Kenichi Araya (July 23, 1957) Reelected Outside Independent Attendance at Board of Directors meetings (Fiscal 2022) 14/15 meetings (93%) Attendance at Audit & Supervisory Board meetings (Fiscal 2022) 15/15 meetings (100%)	Apr. 1985 June 2000 Apr. 2009	Registered as an attorney at law and commenced business Outside Audit & Supervisory Board Member of the Company (current position) Vice Chairperson of Dai-Ichi Tokyo Bar Association Significant Concurrent Positions outside the Company Representative of Araya Law Office	- shares
	Reasons for nomination as candidate for outside Audit & Supervisory Board Member Kenichi Araya is familiar with corporate legal affairs as an attorney at law. The Company judges he can audit the management of the Company as an outside Audit & Supervisory Board Member with his abundant experience and extensive knowledge. Please note that he has never been involved in the management of a company, except as an outside officer. However, the Company believes he will be able to appropriately execute his duties as outside Audit & Supervisory Board Member of the Company based on the above reasons.			
3	Akira Takashina (November 15, 1948) Reelected Outside Independent Attendance at Board of Directors meetings (Fiscal 2022) 15/15 meetings (100%) Attendance at Audit & Supervisory Board meetings (Fiscal 2022) 15/15 meetings (100%)	Sept. 1983 June 2004 July 2013 June 2019	Registered as Certified Public Accountant and commenced business Representative Partner of Meiwa Auditing Firm Chief Executive of The Japanese Institute of Certified Public Accountants Audit Committee member of Yokohama City (current position) Outside Audit & Supervisory Board Member of the Company (current position) Significant Concurrent Positions outside the Company Representative of Takashina Certified Public Accountant Office Audit Committee member of Yokohama City	- shares
	Reasons for nomination as candidate for outside Audit & Supervisory Board Member Akira Takashina is familiar with accounting and tax services as a certified public accountant. The Company judges he can audit the management of the Company as an outside Audit & Supervisory Board Member with his abundant experience and extensive knowledge. Please note that he has never been involved in the management of a company, except as an outside officer. However, the Company believes he will be able to appropriately execute his duties as outside Audit & Supervisory Board Member of the Company based on the above reasons.			

- Notes:
1. There is no special interest between any of the candidates and the Company.
 2. Kenichi Araya and Akira Takashina are candidates for outside Audit & Supervisory Board Member.
 3. If the reelection of Kenichi Araya and Akira Takashina is approved, the Company plans to continue the agreement to limit their liability for damages under Article 423, paragraph 1 of the Companies Act pursuant to the provisions of Article 427, paragraph 1 of the Companies Act. Pursuant to this agreement, the defined maximum amount of liability for damages is the minimum liability amount provided for under Article 425, paragraph 1 of the Companies Act.

4. The Company has submitted notification to Tokyo Stock Exchange, Inc. that Kenichi Araya and Akira Takashina have been appointed as independent officers as provided for by the aforementioned exchange. If their reelection is approved, the Company plans to continue their appointment as independent officers. Furthermore, they satisfy the “Criteria for Independence of Outside Officers” established by the Company.
5. The Company has entered into a directors and officers liability insurance policy with an insurance company as stipulated in Article 430-3, paragraph 1 of the Companies Act, to provide insurance cover for the directors, including outside directors, and auditors. The insurance policy is intended to cover the amount of indemnification and litigation expenses incurred by the insured for the claim for damages caused by the insured’s actions as an officer or a person at a certain position of the Company, with the cost of all premiums to be borne by the Company. Each Audit & Supervisory Board Member will be included in the policy as an insured upon appointment. The Company plans to renew the insurance policy under the same terms and conditions during the terms of the officers.
6. At the conclusion of this general meeting of shareholders, Kenichi Araya’s term of office as an outside Audit & Supervisory Board Member of the Company will have been twenty-three (23) years.
7. At the conclusion of this general meeting of shareholders, Akira Takashina’s term of office as an outside Audit & Supervisory Board Member of the Company will have been four (4) years.

Proposal No. 3 Election of One (1) Substitute Audit & Supervisory Board Member

The validity of the election of substitute Audit & Supervisory Board Member Fuminobu Aruga is until the conclusion of this general meeting of shareholders. Therefore, the Company proposes the election of one (1) substitute Audit & Supervisory Board Member as a substitute officer as provided for by Article 329, paragraph 3 of the Companies Act, to be ready to fill a vacant position should the number of Audit & Supervisory Board Members fall below the number required by laws and regulations.

Furthermore, because the candidate satisfies the requirements for outside Audit & Supervisory Board Member as provided for in Article 2, Item 16 of the Companies Act, the Company asks the election for appointment as a substitute outside Audit & Supervisory Board Member.

In addition, the consent of the Audit & Supervisory Board has been obtained for this proposal.

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

Name (Date of Birth)	Brief Career Summary	Number of the Company's shares owned
Fuminobu Aruga (March 30, 1944) Outside Independent	July 2000 Manager of National Tax Office, Tokyo Bureau of Taxation July 2002 District Director of Nihonbashi Tax Office Aug. 2003 Registered as a tax accountant and commenced business June 2007 Outside Audit & Supervisory Board Member of the Company	16,000 shares
Reasons for nomination as candidate for substitute outside Audit & Supervisory Board Member Fuminobu Aruga is familiar with accounting and tax services as a tax accountant. The Company judges he is suitable as a substitute Audit & Supervisory Board Member with his abundant experience and extensive knowledge. Please note that he has never been involved in the management of a company, except as an outside officer. However, the Company believes he will be able to appropriately execute his duties as outside Audit & Supervisory Board Member based on the above reasons.		

- Notes:
1. There is no special interest between Fuminobu Aruga and the Company.
 2. Fuminobu Aruga is a candidate for substitute outside Audit & Supervisory Board Member.
 3. If Fuminobu Aruga is appointed as outside Audit & Supervisory Board Member, the Company plans to enter into an agreement to limit his liability for damages under Article 423, paragraph 1 of the Companies Act pursuant to the provisions of Article 427, paragraph 1 of the Companies Act. Pursuant to this agreement, the defined maximum amount of liability for damages is the minimum liability amount provided for under Article 425, paragraph 1 of the Companies Act.
 4. If Fuminobu Aruga is appointed as outside Audit & Supervisory Board Member, the Company plans to submit notification to Tokyo Stock Exchange, Inc. that he has been appointed as an independent officer as provided for by the aforementioned exchange. Furthermore, he satisfies the "Criteria for Independence of Outside Officers" established by the Company.
 5. The Company has entered into a directors and officers liability insurance policy with an insurance company as stipulated in Article 430-3, paragraph 1 of the Companies Act, to provide insurance cover for the directors, including outside directors, and auditors. The insurance policy is intended to cover the amount of indemnification and litigation expenses incurred by the insured for the claim for damages caused by the insured's actions as an officer or a person at a certain position of the Company, with the cost of all premiums to be borne by the Company. The Company plans to renew the insurance policy under the same terms and conditions at the next renewal. If Fuminobu Aruga is appointed as outside Audit & Supervisory Board Member, he will be included in the policy as an insured.

Reference

“Skill Matrix of the Directors and Audit & Supervisory Board members”

		Outside and independent	Corporate management/ management strategy	Sales/ marketing	Production/ procurement/ R&D/ Quality	Finance/ Accounting	Legal/ Risk management	HR/ Labor	Global (International)	IT/ DX
Directors	Kyoichi Inoue		•	•		•				
	Hiroshi Takeuchi		•	•						
	Masaji Yamada		•		•					
	Kazuhiro Kawada		•	•		•		•		
	Yasunobu Inoue		•				•	•	•	•
	Atsushi Kawasaki	•	•		•				•	
	Yuko Chiyoda	•					•		•	

Audit & Supervisory Board members	Yasumasa Yamane					•	•			
	Norio Shimazaki		•	•	•	•	•	•		•
	Kenichi Araya	•					•			
	Akira Takashina	•				•	•			

* ESG/Sustainability and SCM are included in “Corporate management/ management strategy.”