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Securities Code: 3853

Date of sending by postal mail: June 8, 2023

Start date of measures for electronic provision: June 1, 2023

To shareholders

HIRANO Yoichiro (Pina),
President & CEO

Asteria Corporation

1-1-39 Hiroo, Shibuya-ku, Tokyo

Notice of the 25th Annual General Meeting of Shareholders

You are cordially invited to attend the 25th Annual General Meeting of Shareholders of Asteria Corporation (the “Company”), which will be held as indicated below.

The Annual General Meeting of Shareholders shall be held as a virtual-only shareholders’ meeting with no specific location pursuant to Article 66, Paragraph 1 of the Act for Partially Amending the Industrial Competitiveness Enhancement Act and Other Related Acts (Act No. 70 of 2021); and Article 12, Paragraph 2 of the Company’s Articles of Incorporation. As there is no venue where shareholders can attend the General Meeting of Shareholders in person, please attend via the website designated by the Company: <https://jp.asteria.com/ir/stock/meeting/> (Japanese only).

In convening this General Meeting of Shareholders, the Company has taken measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (Matters Regarding Measures for Electronic Provision) in electronic format, and has posted the information on each of the following websites. Please access either of the websites to view the information.

The Company’s website:

<https://jp.asteria.com/ir/stock/meeting/> (in Japanese)

(Please access the website above.)

In addition to the Company’s website, information on the Matters Regarding Measures for Electronic Provision are also posted on the website of the Tokyo Stock Exchange (TSE) below.

TSE website (Listed Company Search):

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

(Access the TSE website by using the internet address shown above, enter “Asteria” in “Issue name (company name)” or the Company’s securities code “3853” 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].”)

If you are unable to attend the meeting, you may exercise your voting rights in advance either in writing (by postal mail) or via the Internet. We therefore kindly ask you to exercise your voting rights by 5:30 p.m. on Friday, June 23, 2023 (JST), after reviewing the reference documents for the General Meeting of Shareholders.

[Exercising Voting Rights via the Internet]

Please access the website for exercising voting rights (<https://asm2023.asteria.com/>), enter the “Login ID” and “Temporary Password” provided on the right side of the Voting Rights Exercise Form sent with this Convocation Notice, and follow the on-screen instructions to indicate your approval or disapproval by the deadline above.

This General Meeting of Shareholders (virtual-only shareholders’ meeting) will be held with no specified place, and therefore you may attend and exercise your voting rights via the Internet on the day of the meeting.

[Exercising Voting Rights by Postal Mail]

Please indicate your approval or disapproval of the proposals on the Voting Rights Exercise Form sent with this Convocation Notice and return it so that it arrives by the deadline above.

1. Date and Time: Saturday, June 24, 2023 at 10:30 a.m. (JST)

(Livestream start time 10:00 a.m.)

However, in the event that the General Meeting of Shareholders cannot be held on the date and time specified above due to technical or any other problems, the meeting will be postponed to 10:30 a.m. on Monday, June 26, 2023.

2. Meeting Format General Meeting of Shareholders without a fixed location (virtual-only shareholders’ meeting)

* No venue is available as the meeting will be held entirely online.

3. Meeting Agenda:

Matters to be reported:

1. The Business Report and the Consolidated Financial Statements for the 25th fiscal year (from April 1, 2022 to March 31, 2023), and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit & Supervisory Board
2. The Non-consolidated Financial Statements for the 25th fiscal year (from April 1, 2022 to March 31, 2023)

Matters to be resolved:

- | | |
|-------------------|---|
| Proposal 1 | Election of Six (6) Directors |
| Proposal 2 | Election of Three (3) Audit & Supervisory Board Members |
| Proposal 3 | Election of One (1) Substitute Audit & Supervisory Board Member |

4. Matters Decided in Connection with this Convocation

- (1) If you exercise your voting rights in writing (by postal mail) and there is no indication of approval or disapproval for the proposals on the voting rights exercise form, we will regard it as an indication of approval.
- (2) If you do not exercise your voting rights at this General Meeting of Shareholders, the vote exercised in writing (by postal mail) or via the Internet in advance shall be deemed valid. If you exercise your voting rights both in writing (by postal mail) and via the Internet, the vote exercised via the Internet shall be deemed valid.
- (3) If you exercise your voting rights more than once via the Internet, the last vote shall be deemed valid.
- (4) If you are exercising your voting rights by proxy, you may attend the General Meeting of Shareholders with one other shareholder who holds the voting rights as your proxy. However, you will be required to submit a document in advance certifying proxy authorization.
- (5) We shall send or receive information in the proceedings of this General Meeting of Shareholders via the Internet.
- (6) If you exercise your voting rights in writing (by postal mail) or via the Internet in advance, as well as attend this General Meeting of Shareholders and exercise your voting rights again, the vote exercised at this General Meeting of Shareholders shall be deemed valid.
- (7) For questions and how to make a motion, please access the website for exercising voting rights designated by the Company and follow the on-screen instructions to vote.
- (8) Details of the policy on measures for failures pertaining to the method of communication used for sending and receiving information in the proceedings of the General Meeting of Shareholders:
 - The Company will use a system dedicated to the General Meeting of Shareholders with measures to prevent communication failures, and will deploy multiple specialized staff capable of handling communication failures when operating on the day of the General Meeting of Shareholders.

- In the event of a significant disruption in the proceedings due to communication failures, the Company will consult on the day of the General Meeting of Shareholders regarding a discretionary resolution by the chairman of an extended or continuing meeting, and also prepare a response manual in advance, including the method for informing shareholders.

(9) Details of the policy to ensure the interests of shareholders who may have difficulty in using the Internet as a method of communication used for sending and receiving information in the proceedings of the General Meeting of Shareholders:

- Shareholders who have difficulty in using the Internet are requested to exercise their voting rights in writing in advance.
- By means of this Notice and the documents enclosed, the Company will provide information in an easy-to-understand manner regarding the General Meeting of Shareholders with no specified place, in addition to providing information on matters to be reported and resolved.
- In principle, the Company accepts questions in advance through the system dedicated to the General Meeting of Shareholders via the Internet. However, for shareholders who have difficulty in using the Internet, the Company accepts questions in advance in writing. With regard to the questions received from shareholders in advance, the Company will, in principle, post the video recording of all the questions and answers excluding those unrelated to the meeting agenda, regardless of the method of receipt, on the Company's website after the General Meeting of Shareholders.

⊙ 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 [TSE website](#) and the [Company's website](#).

⊙ The Company shall send documents containing the Matters Regarding Measures for Electronic Provision to shareholders who made a request for the delivery of the documents. However, the documents will not include the Status of Share Acquisition Rights, etc., System to Ensure the Appropriateness of Operations and Outline of the Operating Status of the System, Notes to Consolidated Financial Statements, or Notes to Non-consolidated Financial Statements, in accordance with provisions of laws and regulations as well as Article 15 of the Company's Articles of Incorporation.

Accordingly, the Business Report, Consolidated Financial Statements, and Non-consolidated Financial Statements provided in these documents are a part of the Business Report, Consolidated Financial Statements, and Non-consolidated Financial Statements audited by the Financial Auditor when preparing the Accounting Audit Report, and the Audit & Supervisory Board Members when preparing the Audit Report.

⊙ Please note that we will hold an online briefing on our business strategies after the General Meeting of Shareholders on the day, and thus we appreciate your attendance as well.

About Exercising Voting Rights in Advance

Voting rights are important rights for shareholders. Please review the “Reference Documents for the General Meeting of Shareholders” (from pages 9 to 17) and exercise your voting rights.

You have two ways to exercise your voting rights in advance of the General Meeting of Shareholders as follows.

By postal mail	Via the Internet
<p>Please indicate your approval or disapproval of the proposals on the Voting Rights Exercise Form, and post it without affixing a stamp.</p> <p style="text-align: center;">Deadline</p> <p style="text-align: center;">To arrive no later than 5:30 pm on Friday, June 23, 2023 (JST)</p>	<p>Please access the website for exercising voting rights on your PC or smartphone, and indicate your approval or disapproval.</p> <p style="text-align: center;">Deadline</p> <p style="text-align: center;">No later than 5:30 pm on Friday, June 23, 2023 (JST)</p>

[Notes on Exercising Voting Rights via the Internet]

The Company has applied an advanced technology, “blockchain,” for exercising voting rights via the Internet.

Please access the website for exercising voting rights, enter the “Login ID” and “Temporary Password” provided on the right side of the Voting Rights Exercise Form, and follow the on-screen instructions to indicate your approval or disapproval.

The website for exercising voting rights via the Internet is as follows:

<https://asm2023.asteria.com/>

■ Running the Virtual-Only Shareholders' Meeting

About Attending the General Meeting of Shareholders on the Day and Exercising Voting Rights

This General Meeting of Shareholders will be held as a virtual-only shareholders' meeting via the Internet in order to ensure that shareholders living in rural areas or overseas may exercise their voting rights equally. The proceedings of this General Meeting of Shareholders will be distributed on the following website.

Distribution website for the General Meeting of Shareholders:

<https://jp.asteria.com/ir/stock/meeting/>

Voting rights are important rights for shareholders. Please review the "Reference Documents for the General Meeting of Shareholders" (from pages 9 to 17) and exercise your voting rights via the Internet on the day of the General Meeting of Shareholders.

Via the Internet

Please access the website for exercising voting rights and for questions on your computer or smartphone, and indicate your approval or disapproval and enter any questions you may have.

Date and Time

Saturday, June 24, 2023

at 10:30 a.m. (JST)

[Exercising voting rights via the Internet]

Please access the following website for exercising voting rights, enter the "Login ID" and "Temporary Password" provided in the right corner of the enclosed Voting Rights Exercise Form, and follow the on-screen instructions to indicate your approval or disapproval.

[Handling of voting rights exercised more than once]

If you exercise your voting rights in advance in any of the aforementioned ways, your vote on the day of the General Meeting of Shareholders shall be deemed valid. If you exercise your voting rights more than once via the Internet, the last vote shall be deemed valid.

[About questions on the day of the General Meeting of Shareholders]

We accept questions on the day of the General Meeting of Shareholders on the following website for exercising voting rights. Please select the subject proposals and describe your questions as simply as possible.

Website for exercising voting rights via the Internet and for questions on the proposals

<https://asm2023.asteria.com/>

Guide to Exercising Voting Rights via the Internet

How to access the website

Please scan the QR code or enter the provided URL to open the website in your browser.

<https://asm2023.asteria.com/>

Enter the “Login ID and Temporary Password” provided at the bottom right of the Voting Rights Exercise Form on the displayed login screen, and click “Log in.”

If you are logging in for the first time, you are asked to change your temporary password. Therefore; please enter your new password twice. The changed password is required when logging in again.

After logging in, a button for exercising voting rights is displayed. Once you click the button, you will be able to “Pre-vote,” “Vote,” “Re-vote,” or “View results,” according to the time of day. The “Question from Shareholders” button and “Motions” button are displayed only during the time when questions are accepted.

Once you click the “👤” button at the upper right, you will be able to review the number of voting rights, etc.

How to exercise voting rights

- (1) If you select “Pre-vote” or “Vote,” the contents of the proposals are displayed.
- (2) Please review the content of each proposal, select “Approve All,” or “Approve” or “Disapprove” for each individual proposal, and click the “Vote” button.
- (3) You may vote after reviewing the contents.
- (4) You may “Re-vote” within the voting period.

How to ask questions

- (1) Once you click the “Questions from Shareholders” button, a question form is displayed.
- (2) Please select “Subjects of questions” and enter your questions in “Questions.”
- (3) A shareholder may ask questions a limited number of times. Within that number, you may continue to ask questions.

Proposing and voting for motions

You may propose motions and vote for them in the case that a resolution is required on the same screen.

Viewing results

If you select “View Results” from the “Exercise Voting Rights” button, a confirmation screen is displayed. (They will be available for browsing after the General Meeting of Shareholders when the vote count is completed.)

If you are unclear as to the operation of your PC or smartphone, etc. for exercising voting rights, please contact the following support center.

Support Center for the Meeting of General Shareholders, Asteria Corporation

050-3177-1521

(Reception hours: 9:00 a.m. to 5:30 p.m. excluding Saturdays, Sundays, and national holidays other than the day of the General Meeting of Shareholders)

[Notes on Exercising Voting Rights via the Internet and Attending the Meeting]

- (1) The exercise of voting rights via a PC or smartphone may not be available depending on the Internet environment of a shareholder, such as when using a firewall, etc. for the Internet connection or setting up antivirus software.
- (2) You are required to change your “Temporary Password” on the website for exercising voting rights to prevent unauthorized access (“spoofing”) by third parties other than shareholders and falsification of details of voting rights.
- (3) QR code access may not be available depending on the type of smartphone. If you are unable to access the website using the QR code, please enter the address directly into the browser of your smartphone or use a PC to exercise your voting rights.
- (4) You may not be able to exercise your voting rights depending on the type of smartphone or the network availability of the day. Therefore, if you intend to exercise your voting rights on the day of the General Meeting of Shareholders, it is recommended that you vote in advance to ensure that you may exercise your voting rights without any problems.
- (5) Any costs incurred in accessing the website for exercising voting rights (such as Internet connection fees) shall be borne by shareholders.
- (6) When connecting over the Internet, communication failures may occur regardless of the environment of the Company.
- (7) In order to view video streaming over the Internet, a communication environment of 3Mbps or higher is required for PCs, and 3G or higher for smartphones.

[Details of the policy on measures for failures pertaining to the method of communication used for sending and receiving information in the proceedings of the General Meeting of Shareholders]

- (1) The Company will use a system dedicated to the General Meeting of Shareholders with measures to prevent communication failures, and will deploy multiple specialized staff capable of handling communication failures when operating on the day of the General Meeting of Shareholders.
- (2) In the event of a significant disruption in the proceedings due to communication failures, the Company will consult on the day of the General Meeting of Shareholders regarding a discretionary resolution by the chairman of an extended or continuing meeting, and also prepare a response manual in advance, including the method for informing shareholders.

[Details of the policy to ensure the interests of shareholders who may have difficulty in using the Internet as a method of communication used for sending and receiving information in the proceedings of the General Meeting of Shareholders]

- (1) Shareholders who have difficulty in using the Internet are requested to exercise their voting rights in writing in advance.
- (2) By means of this Notice and the documents enclosed, the Company will provide information in an easy-to-understand manner regarding the General Meeting of Shareholders with no specified place, in addition to providing information on matters to be reported and resolved.
- (3) In principle, the Company accepts questions in advance through the system dedicated to the General Meeting of Shareholders via the Internet. However, for shareholders who have difficulty in using the Internet, the Company accepts questions in advance in writing. With regard to the questions received from shareholders in advance, the Company will, in principle, post the video recording of all the questions and answers excluding those unrelated to the meeting agenda, regardless of the method of receipt, on the Company's website (<https://www.asteria.com/jp/ir/stock/meeting/>) after the General Meeting of Shareholders.

[About Attendance by Proxy]

- (1) Shareholders who wish to attend the meeting virtually by proxy are requested to appoint one other shareholder who has voting rights as a proxy in accordance with the provisions of laws and regulations and the Articles of Incorporation.
- (2) Shareholders who wish to do so are required to submit a “document stating the intention to appoint a proxy (so-called letter of proxy)” etc. designated by the Company prior to the meeting, and therefore please send it to the address below. For the form of the letter of proxy and other necessary information, please contact the “Contact Information” below.

<Address to submit documents related to proxy>

Ebisu Prime Square Tower 19F, 1-1-39 Hiroo, Shibuya-ku, Tokyo, 150-0012

Secretariat of General Meeting of Shareholders, Asteria Corporation

(Deadline for submission) To arrive no later than Friday, June 23, 2023 5:30 p.m. (JST)

<Contact Information>

Support Center for the Meeting of General Shareholders, Asteria Corporation

Telephone number: 050-3177-1521 (Reception hours: 9:00 a.m. to 5:30 p.m. excluding Saturdays, Sundays, and national holidays other than the day of the General Meeting of Shareholders)

Reference Documents for the General Meeting of Shareholders

Proposal 1 Election of Six (6) Directors

The terms of office of five (5) Directors will expire at the conclusion of this General Meeting of Shareholders. Since the Company has decided that further strengthening of its management structure is necessary in order to strengthen the Group's governance while achieving sustained growth as a global company, the Company proposes to increase the number of Outside Directors by one (1) and requests the appointment of six (6) Directors.

The candidates for Director are as follows:

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company, and significant concurrent positions outside the Company	Number of shares of the Company held
1 Reelection	HIRANO Yoichiro (Pina) (August 25, 1963)	Jul. 1983 Joined Carry Lab. LLC Nov. 1987 Joined Lotus Development Corporation (currently IBM Japan Ltd) Sep. 1998 Established the Company, President & CEO (current position) Feb. 2012 Director, Asteria (Hangzhou) Co., Ltd. (current position) May 2012 Director, Extentech Inc. (currently Asteria Vision Fund Inc.) (current position) Sep. 2012 Director, Asteria (Shanghai) Corporation (current position) Jun. 2014 Director, Asteria Technology Pte. Ltd. (current position) Apr. 2017 Director, This Place Limited (current position) Aug. 2020 Outside Director, Gorilla Technology Inc. (current position) Apr. 2023 Adjunct Professor, Graduate School of Management, Kyoto University (current position)	1,860,000 shares
<Reasons for nomination as a candidate for Director> Mr. HIRANO Yoichiro (Pina), the founder of the Company, has led the management of the Company with his deep understanding of the Group's business and high management ability as President & CEO since its founding. The Company has determined that his contribution to the business and supervision to the management continue to be necessary for further development of the Group, and therefore proposes his election as a candidate for Director.			
2 Reelection	KITAHARA Yoshiyuki (October 27, 1962)	Apr. 1988 Joined Digital Equipment Corporation Japan (currently HP Japan) Feb. 1990 Joined Canon Inc. Apr. 1991 Joined Lotus, Inc. (currently IBM Japan Ltd) Sep. 1998 Established the Company, Managing Director Jan. 2001 Director, Vice President of the Company Apr. 2004 Director, Infoteria Corporation USA, Inc. Feb. 2012 Director, Asteria (Hangzhou) Co., Ltd. (current position) May 2012 Director, Extentech Inc. (currently Asteria Vision Fund Inc.) (current position) Sep. 2012 Director, Asteria (Shanghai) Corporation (current position) Jun. 2014 Director, Asteria Technology Pte. Ltd. (current position) Jun. 2015 Executive Vice President of the Company (current position) Jun. 2016 CTO (current position) Apr. 2017 Director, This Place Limited (current position) Jun. 2019 Director of the Company (current position)	887,577 shares
<Reasons for nomination as a candidate for Director> Mr. KITAHARA Yoshiyuki, the co-founder of the Company, has been committed to the growth of the Company since its founding, contributing to the development of the Company's products and services. As Executive Vice President and CTO, he is not only well versed in the Group's business, but also has a wealth of experience and knowledge of IT technologies, which are the pillars of the Company's business. The Company has determined that his contribution to the business and supervision to the management continue to be necessary, and therefore proposes his election as a candidate for Director.			

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company, and significant concurrent positions outside the Company	Number of shares of the Company held
3 Reelection	GOMI Hirofumi (May 13, 1949)	<p>Apr. 1972 Joined the Ministry of Finance</p> <p>Jul. 2001 Director-General, Inspection Bureau, Financial Services Agency</p> <p>Jul. 2002 Director-General, Supervision Bureau, Financial Services Agency</p> <p>Jul. 2004 Commissioner, Financial Services Agency</p> <p>Jul. 2007 Resigned from Financial Services Agency</p> <p>Oct. 2009 Director, PwC Research Institute (Japan) LLC</p> <p>Nov. 2009 Special Guest Professor, Aoyama Gakuin University (current position)</p> <p>Jan. 2014 Advisor, Nishimura & Asahi</p> <p>Feb. 2015 Senior Advisor, Boston Consulting Group</p> <p>Jun. 2015 Outside Director, AIDA ENGINEERING, LTD. (current position)</p> <p>Jun. 2016 Outside Director of the Company (current position)</p> <p>Jun. 2016 Outside Director, MIROKU JYOHO SERVICE CO., LTD. (current position)</p> <p>Jun. 2017 Outside Director, SBI Holdings, Inc.</p> <p>Jun. 2019 Outside Director, ZUU Co., Ltd. (current position)</p> <p>Jun. 2020 Outside Director, THE FUKUSHIMA BANK, LTD.</p> <p>Feb. 2022 Chairman of the Board of Shinsei Bank, Limited. (currently SBI Shinsei Bank, Limited) (current position)</p>	—
<p><Reasons for nomination as a candidate for Outside Director></p> <p>Mr. GOMI Hirofumi has a wealth of experience and achievements as a former Commissioner of the Financial Services Agency, as well as extensive knowledge in the governance and management of listed companies. He has provided useful advice and recommendations for the Company's management from an independent and objective standpoint. Although he has never been involved in corporate management with the exception of serving as Outside Director, the Company has determined for the above reasons that he will continue to be able to properly execute his duties as an Outside Director of the Company, and therefore proposes his election again as a candidate for Outside Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company, and significant concurrent positions outside the Company	Number of shares of the Company held	
4 Reelection	Anis Uzzaman (September 12, 1975)	Dec. 2001	Joined IBM Corporation- Cadence Design Systems	-
		May 2011	General Founder & CEO, Pegasus Tech Ventures (current position)	
		May 2013	Outside Director, Lark Technologies Pte. Ltd. (current position)	
		Aug. 2013	Outside Director, Tech in Asia (current position)	
		Oct. 2013	Outside Director, Kii Inc.	
		Apr. 2014	Outside Director, Jetlore	
		Jun. 2014	Outside Director of the Company (current position)	
		May 2015	Outside Director, I AND C-Cruise Co.Ltd.	
		Aug. 2015	Outside Director, Afero	
		Oct. 2015	Outside Director, ZUU Co., Ltd.	
		Jan. 2016	Chairman, Startup World Cup (current position)	
		Jul. 2016	Outside Director, Affectiva	
		Nov. 2017	Outside Director, Blue Frog Robotics (current position)	
		Apr. 2020	Outside Director, Abivin Singapore Pte Ltd. (current position)	
		Jan. 2021	Representative Director, Pegasus Tech Holdings Co., Ltd. (current position)	
		Mar. 2021	Manager, Aser Asset Management Company, LLC (current position)	
		Mar. 2022	Non Executive Director, Techno Horizon Co., Ltd. (current position)	
		Apr. 2023	Adjunct Professor, Graduate School of Management, Kyoto University (current position)	
		<Reasons for nomination as a candidate for Outside Director> Mr. Anis Uzzaman is the CEO of a Silicon Valley-based venture capital firm and has a wealth of experience and broad insight gained through investing in and guiding the management of numerous IT companies. He has provided useful advice and recommendations for the Company's management from an independent and objective standpoint. The Company has determined that he will continue to be able to properly execute his duties as an Outside Director of the Company, and therefore proposes his election again as a candidate for Outside Director.		
5 Reelection	TOKIOKA Mariko (July 29, 1979)	Oct. 2002	Joined Oracle Corporation Japan	-
		Dec. 2010	Co-founder & COO, Quipper Limited	
		Oct. 2013	Founder & CEO, East Meet East Inc (current position)	
		Jun. 2019	Outside Director of the Company (current position)	
		Apr. 2022	External Director, DIGITAL HOLDINGS, Inc. (current position)	
		<Reasons for nomination as a candidate for Outside Director> Ms. TOKIOKA Mariko is the founder and CEO of a US-based IT company and previously served as the co-founder and COO of a UK-based IT company. She has experience and knowledge in founding and corporate management overseas as a serial entrepreneur. She has provided useful advice and recommendations for the Company's management from an independent and objective standpoint. The Company has determined that she will continue to be able to properly execute her duties as an Outside Director of the Company, and therefore proposes her election again as a candidate for Outside Director.		

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company, and significant concurrent positions outside the Company	Number of shares of the Company held	
6 New election	MASAMUNE Elizabeth (April 5, 1960)	Jan. 1987	Joined Australian Trade and Investment Commission, Australian Embassy in Tokyo	-
		Apr. 1996	Counsellor, Australian Embassy in Indonesia	
		Apr. 1999	Minister-Counsellor, Australian Embassy in Vietnam	
		Aug. 2002	Minister-Counsellor, Australian Embassy in Republic of Korea	
		Aug. 2007	Minister, Australian Embassy in Tokyo, and Senior Trade Commissioner, Tokyo and Country Manager Japan, Australian Trade Commission	
		Oct. 2011	General Manager, North East Asian Growth Markets, Australian Trade Commission	
		Sep. 2013	General Manager of Trade, Australian Trade Commission	
		Mar. 2014	Managing Director, @Asia Associates, Inc.	
		Jun. 2015	Management Advisory Board Member, Chiba University (current position)	
		Jul. 2015	Managing Director, @Asia Associates Japan, Inc. (current position)	
		Nov. 2015	Non Executive Director, Advangen, Inc. (current position)	
		Jun. 2016	Member of Next Generation Leaders Program, The Japan-Australia Business Co-operation Committee, Tokyo Chamber of Commerce and Industry (current position)	
		Dec. 2016	Senior Executive Advisor, Pasona Group Inc. (current position)	
		Dec. 2017	Senior Managing Director, Awaji Youth Federation, Pasona Group Inc. (current position)	
		Jun. 2018	Non Executive Director, Faith, Inc. (current position)	
		Jun. 2019	Non Executive Director, Arakawa Chemical Industries, Ltd. (current position)	
		May 2020	Ethics and Risk Management Advisory Board Member, Calbee, Inc. (current position)	
Jun. 2022	Non Executive Director, Techno Horizon Co., Ltd.			
Nov. 2022	Top Global University Project Committee Member, Ministry of Education, Culture, Sports, Science and Technology (current position)			
Apr. 2023	Advisor, Techno Horizon Co., Ltd. (current position)			
<p><Reasons for nomination as a candidate for Outside Director> Ms. MASAMUNE Elizabeth has a wealth of experience and extensive insight from her international experience as a diplomat for the Australian government and a corporate manager. The Company expects her to provide advice from a global perspective based on her experience as a diplomat and to offer advice and proposals on corporate governance from her perspective as a corporate manager from an independent and objective standpoint, and therefore proposes her election as a candidate for Outside Director.</p>				

- Notes:
1. There is no special interest between each candidate and the Company.
 2. Mr. GOMI Hirofumi, Mr. Anis Uzzaman, Ms. TOKIOKA Mariko, and Ms. MASAMUNE Elizabeth are candidates for Outside Director.
 3. Mr. GOMI Hirofumi is currently serving as an Outside Director of the Company. His term of office as an Outside Director will be seven (7) years at the conclusion of this General Meeting of Shareholders.
 4. Mr. Anis Uzzaman is currently serving as an Outside Director of the Company. His term of office as an Outside Director will be nine (9) years at the conclusion of this General Meeting of Shareholders.
 5. Ms. TOKIOKA Mariko is currently serving as an Outside Director of the Company. Her term of office as an Outside Director will be four (4) years at the conclusion of this General Meeting of Shareholders.
 6. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into an agreement with Mr. GOMI Hirofumi, Mr. Anis Uzzaman, and Ms. TOKIOKA Mariko to limit their liability for damages under Article 423, paragraph (1) of the Companies Act. The maximum amount of the liability for damages under the agreement shall be the minimum liability amount stipulated by laws and regulations. If the reelections of Mr. GOMI Hirofumi, Mr. Anis

Uzzaman, and Ms. TOKIOKA Mariko are approved, the Company plans to continue the agreement. If the election of Ms. MASAMUNE Elizabeth is approved, the Company plans to enter into a new agreement with her with similar terms and conditions.

7. Mr. GOMI Hirofumi, Mr. Anis Uzzaman, and Ms. TOKIOKA Mariko satisfy the requirements for independent officers pursuant to the regulations of the Tokyo Stock Exchange, and the Company has notified the Exchange of them as independent officers. Ms. MASAMUNE Elizabeth satisfies the requirements for an independent officer pursuant to the regulations of the Tokyo Stock Exchange, and if her election is approved the Company plans to notify the Exchange of her as an independent officer.
8. The number of the Company's shares held by each candidate is as of the end of the fiscal year ended March 31, 2023.
9. The Company has entered into a directors and officers liability insurance agreement with an insurance company under Article 430-3 of the revised Companies Act. A summary of the terms and conditions of the agreement is provided in the Business Report (in Japanese only). If each candidate is reelected, they will continue to be included as the insured under the agreement. If the election of Ms. MASAMUNE Elizabeth is approved, the Company plans to enter into a new agreement with her with similar terms and conditions. In addition, the Company plans to renew the agreement with the same terms and conditions at the next renewal.

Proposal 2

Election of Three (3) Audit & Supervisory Board Members

The terms of office of three (3) Audit & Supervisory Board Members will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes the election of three (3) Audit & Supervisory Board Members. The Company has obtained the consent of the Audit & Supervisory Board for this proposal.

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

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company, and significant concurrent positions outside the Company	Number of shares of the Company held	
1 Reelection	TAKANO Yoshiharu (March 7, 1953)	Apr. 1975	Joined Sumitomo Corporation	1,000 shares
		Dec. 1999	General Manager, Electrical Examination Department, Sumitomo Corporation	
		Apr. 2004	General Manager, Risk Assessment Department, Sumitomo Corporation	
		Apr. 2008	Corporate Officer and General Manager, Internal Auditing Department, Sumitomo Corporation	
		Apr. 2010	Corporate Officer and General Manager, Chubu Block, Sumitomo Corporation	
		Apr. 2013	Joined SCSK Corporation	
		Jun. 2013	Standing Audit and Supervisory Committee Member, SCSK Corporation	
		Jun. 2016	Director (Audit and Supervisory Committee Member), SCSK Corporation	
		Jun. 2019	Outside Audit & Supervisory Board Member of the Company (current position)	
		Jul. 2021	Outside Audit & Supervisory Board Member, Pegasus Tech Holdings Co., Ltd. (current position)	
<p><Reasons for nomination as a candidate for Outside Audit & Supervisory Board Member> The Company proposes the reelection of Mr. TAKANO Yoshiharu as a candidate for Outside Audit & Supervisory Board Member. In addition to his wide-ranging experience and insight related to risk management built up through his work at Sumitomo Corporation, he has experience and insight in auditing as a Standing Audit and Supervisory Committee Member of SCSK Corporation. He has contributed to the sound management of the Company by strengthening the corporate governance system, and has audited the execution of Director duties from an objective and fair standpoint. The Company has determined for the above reasons that he will continue to be able to properly execute his duties as an Outside Audit & Supervisory Board Member of the Company.</p>				
2 Reelection	NAGASAKI Akira (December 8, 1973)	Sep. 2002	Registered to Daini Tokyo Bar Association	-
		Oct. 2002	Asahi Koma Law Office (currently Nishimura & Asahi)	
		May 2007	University of California, Berkeley School of Law, Berkeley Law LL.M. (Master of Laws)	
		Sep. 2007	Davis Wright Tremaine LLP	
		Feb. 2008	Registered as an attorney in New York State	
		Jan. 2013	Partner, City-Yuwa Partners (current position)	
		Jun. 2013	Member of the Japan Federation of Bar Associations Environmental Protection Commission on Environmental Pollution Control (current position)	
		Apr. 2015	Member of the Japanese Law Translation Council, Ministry of Justice (current position)	
		Apr. 2016	Chair of Environmental Preservation Committee, Daini Tokyo Bar Association	
Nov. 2016	National Bar Examination Committee (Environmental Law)			
		Jun. 2019	Outside Audit & Supervisory Board Member of the Company (current position)	
<p><Reasons for nomination as a candidate for Outside Audit & Supervisory Board Member> The Company proposes the reelection of Mr. NAGASAKI Akira as a candidate for Outside Audit & Supervisory Board Member. As a lawyer, he has a wealth of experience, track record, and insight in general legal affairs, including M&A and cross-border transactions, and has audited the execution of Director duties from an objective and fair standpoint. In addition, as a pro bono activity, he has served the bar association's anti-pollution and environmental preservation committees, having been involved in ESG and the SDGs before they became a hot topic. The Company has determined for the above reasons that he will be able to properly execute his duties as an Outside Audit & Supervisory Board Member of the Company.</p>				

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company, and significant concurrent positions outside the Company	Number of shares of the Company held
3 New election	NEMOTO Mio (February 10, 1979)	<p>Apr. 2001 Joined Tohoku Broadcasting Co., Ltd. as an announcer</p> <p>Mar. 2004 Registered as a certified weather forecaster</p> <p>Jan. 2005 Freelance announcer</p> <p>May 2007 Appointed as a member for promoting the control of waste containers and packaging and 3Rs promotion meister, Ministry of the Environment</p> <p>Jul. 2007 Cool Earth Ambassador, Cabinet Office</p> <p>Jan. 2011 Japan Environment and Children's Study Supporter, Ministry of the Environment</p> <p>Jul. 2011 Appointed Environment Beautification Advisory Fellow of the Beverage Industry Environment Beautification Association</p> <p>Mar. 2020 Graduated from the Graduate School of Global Environmental Studies, Sophia University, Master's Course in Global Environmental Studies</p> <p>Sep. 2020 Environmental Systems Studies Ph.D. student at the Graduate School of Frontier Sciences, The University of Tokyo</p> <p>Jun. 2022 Outside Director, SHIN-NIHON TATEMONO CO., LTD. (current position)</p>	—
<p><Reasons for nomination as a candidate for Outside Audit & Supervisory Board Member></p> <p>Ms. NEMOTO Mio has used her experience as a weather forecaster and freelance announcer, as well as her knowledge based on specialized research in global environmental studies, to share information on environmental issues through various media. As such, the Company not only looks forward to hearing her suggestions regarding the Company's environmental, social, and corporate governance (ESG) issues, but also anticipates her valuable opinions on the management of the Company from the perspective of empowering women to strengthen corporate competitiveness through diverse human resources. She has also built up experience as an Outside Director of a listed company. The Company has determined for the above reasons that she will audit the execution of Director duties from an objective and fair standpoint, and therefore proposes her election as an Outside Audit & Supervisory Board Member.</p>			

- Notes:
- There is no special interest between each candidate and the Company.
 - Mr. TAKANO Yoshiharu, Mr. NAGASAKI Akira, and Ms. NEMOTO Mio are candidates for Outside Audit & Supervisory Board Member.
 - Mr. TAKANO Yoshiharu and Mr. NAGASAKI Akira are currently serving as an Outside Audit & Supervisory Board Member of the Company. Their term of office as an Outside Audit & Supervisory Board Member will be four (4) years at the conclusion of this General Meeting of Shareholders.
 - Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into an agreement with Mr. TAKANO Yoshiharu and Mr. NAGASAKI Akira to limit his liability for damages under Article 423, paragraph (1) of the Companies Act. The maximum amount of the liability for damages under the agreement shall be the minimum liability amount stipulated by laws and regulations. If the reelections of Mr. TAKANO Yoshiharu and Mr. NAGASAKI Akira are approved, the Company plans to continue the agreement. If the election of Ms. NEMOTO Mio is approved, the Company plans to enter into a new agreement with her with similar terms and conditions.
 - Mr. TAKANO Yoshiharu and Mr. NAGASAKI Akira satisfy the requirements for independent officers pursuant to the regulations of the Tokyo Stock Exchange, and the Company plans to notify the Exchange of them as independent officers. Ms. NEMOTO Mio satisfies the requirements for an independent officer pursuant to the regulations of the Tokyo Stock Exchange, and if her election is approved the Company plans to notify the Exchange of her as an independent officer.
 - The number of the Company's shares held by each candidate is as of the end of the fiscal year ended March 31, 2023.
 - The Company has entered into a directors and officers liability insurance agreement with an insurance company under Article 430-3 of the revised Companies Act. A summary of the terms and conditions of the agreement is provided in the Business Report (in Japanese only). If each candidate is reelected, they will continue to be included as the insured under the agreement. If the election of Ms. NEMOTO Mio is approved, the Company plans to enter into a new agreement with her with similar terms and conditions. The Company plans to renew the agreement with the same terms and conditions at the next renewal.

(Reference)

Expertise and experience of the candidates for Director and candidates for Audit & Supervisory Board Member (Skills Matrix)

The expertise and experience of the candidates for Director are as follows.

Candidate No.	Name	Expertise and experience								
		Corporate management	SDGs Sustainability	Finance/ Accounting	Organization/ Human resources	Legal/Risk management	Sales/ Marketing	Overseas business	R&D	Start-up/ Ventures
1	HIRANO Yoichiro (Pina)	●					●	●		●
2	KITAHARA Yoshiyuki							●	●	●
3	GOMI Hirofumi		●	●		●				
4	Anis Uzzaman	●			●			●		●
5	TOKIOKA Mariko	●	●					●		●
6	MASAMUNE Elizabeth	●			●	●		●		

The expertise and experience of the candidates for Audit & Supervisory Board Member are as follows.

Candidate No.	Name	Expertise and experience								
		Corporate management	SDGs Sustainability	Finance/ Accounting	Organization/ Human resources	Legal/Risk management	Sales/ Marketing	Overseas business	R&D	Start-up/ Ventures
1	TAKANO Yoshiharu			●		●		●		●
2	NAGASAKI Akira		●			●		●		
3	NEMOTO Mio		●							

Proposal 3**Election of One (1) Substitute Audit & Supervisory Board Member**

The election of one (1) Substitute Audit & Supervisory Board Member is proposed, in the event that the number of Audit & Supervisory Board Members falls below the number stipulated by laws and regulations.

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

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

Name (Date of birth)	Career summary, positions at the Company, and significant concurrent positions outside the Company	Number of shares of the Company held
TAKAHASHI Motoko (August 21, 1963)	<p>Apr. 1986 Joined Recruit Co., Ltd.</p> <p>Sep. 1997 Joined Coopers&Lybrand International Tax Office (currently PwC Tax Japan)</p> <p>Dec. 1999 Registered as a certified tax accountant</p> <p>Apr. 2006 Outside Audit & Supervisory Board Member, GENIUS SONORITY INC. (current position)</p> <p>May 2012 Opened Takahashi Tax Accounting Office (currently, Manager)</p> <p>Mar. 2015 Outside Audit & Supervisory Board Member, Lawson Farm Niigata, Inc.</p> <p>May 2015 Outside Audit & Supervisory Board Member, Lawson Farm Nagasaki, Inc. (current position)</p> <p>May 2015 Outside Audit & Supervisory Board Member, Lawson Farm Kagoshima, Inc.</p> <p>May 2015 Outside Audit & Supervisory Board Member, Lawson Farm Tottori, Inc.</p>	200 shares
<p><Reasons for nomination as a candidate for Substitute Outside Audit & Supervisory Board Member> Ms. TAKAHASHI Motoko is a certified tax accountant and has served as an Audit & Supervisory Board Member at several companies. Accordingly, the Company has determined that she is qualified to serve as a Substitute Audit & Supervisory Board Member, and therefore proposes her election as a candidate for Substitute Outside Audit & Supervisory Board Member. Although she has never been involved in corporate management, the Company has determined for the above reasons that she will be able to properly execute her duties as a Substitute Outside Audit & Supervisory Board Member of the Company.</p>		

- Notes:
1. There is no special interest between the candidate and the Company.
 2. Ms. TAKAHASHI Motoko is a candidate for Substitute Outside Audit & Supervisory Board Member.
 3. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company plans to enter into an agreement with Ms. TAKAHASHI Motoko to limit her liability for damages under Article 423, paragraph (1) of the Companies Act if she assumes office as an Audit & Supervisory Board Member. The maximum amount of the liability for damages under the agreement shall be the minimum liability amount stipulated by laws and regulations.
 4. Ms. TAKAHASHI Motoko satisfies the requirements for an independent officer pursuant to the regulations of the Tokyo Stock Exchange, and the Company plans to notify the Exchange of her as an independent officer if she assumes office as an Audit & Supervisory Board Member.
 5. The number of the Company's shares held by the candidate is as of the end of the fiscal year ended March 31, 2023.
 6. The Company has entered into a directors and officers liability insurance agreement with an insurance company under Article 430-3 of the revised Companies Act. A summary of the terms and conditions of the agreement is provided in the Business Report (in Japanese only).
If Ms. TAKAHASHI Motoko assumes office as an Audit & Supervisory Board Member, she will be included as the insured under the insurance.