

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.

Securities Code: 8584

June 7, 2023

To our shareholders:

Ryo Murakami, President
JACCS CO., LTD.
2-5 Wakamatsu-cho, Hakodate, Hokkaido
(Principal Executive Office: 1-18 Ebisu 4-chome,
Shibuya-ku, Tokyo)

Notice of the 92nd Annual General Meeting of Shareholders

We hereby notify you that the 92nd Annual General Meeting of Shareholders of JACCS CO., LTD. (the “Company”) will be held as stated below.

When convening this General Meeting of Shareholders, the Company takes electronic provision measures for information that constitutes the content of the Reference Documents for the General Meeting of Shareholders, etc. (matters for which measures for providing information in electronic format are to be taken) in electronic format, and posts this information on the Company’s website. Please access the Company’s website by using the internet address shown below to review the information.

The Company website: (<https://www.jaccs.co.jp/corporate/ir/stock/meeting/>) (in Japanese)

Matters subject to measures for electronic provision are posted on the website of the Tokyo Stock Exchange (TSE) in addition to the Company’s website. Please check the following link.

Tokyo Stock Exchange 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 “JACCS” in “Issue name (company name)” or the Company’s securities code “8584” 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 can exercise your voting rights via the internet, etc. or in writing (voting form). Please refer to the “Information Regarding the Exercise of Voting Rights, Etc.” below and exercise your voting rights no later than 6:00 p.m. on Wednesday, June 28, 2023 (JST).

- 1. Date and Time:** Thursday, June 29, 2023 at 10:00 a.m. (JST) (Reception starts at 9:00 a.m.)
- 2. Venue:** “Houou,” 2nd floor, Hakodate Kokusai Hotel
5-10 Ote-machi, Hakodate, Hokkaido

3. Purpose of the Meeting

Matters to be reported:

1. Business Report, Consolidated Financial Statements and Reports of Audit on Consolidated Financial Statements by the Financial Auditor and the Audit & Supervisory Board for the 92nd fiscal year (April 1, 2022 to March 31, 2023)
2. Non-consolidated Financial Statements for the 92nd fiscal year (April 1, 2022 to March 31, 2023)

Matters to be resolved:

- | | |
|-----------------------|--|
| Proposal No. 1 | Appropriation of Surplus |
| Proposal No. 2 | Election of 12 Directors |
| Proposal No. 3 | Election of One Audit & Supervisory Board Member |

4. Matters to Be Decided at the Convocation (Information Regarding the Exercise of Voting Rights)

- (1) If you exercise your voting rights via the internet multiple times, then only the last vote cast shall be deemed valid.
- (2) If you exercise your voting rights both via the internet and in writing (by mail), then only the vote cast via the internet, etc. shall be deemed valid, regardless of the date and time of arrival.
- (3) If you exercise your voting rights in writing (by mail) and neither approval nor disapproval of each proposal is indicated on the voting form, the Company will deem that you indicated your approval of the proposal.
- (4) If you exercise your voting rights by proxy, you may designate one other shareholder holding voting rights to attend the meeting. In this case, you will be required to submit a document evidencing the proxy's authority to represent.
- (5) If you plan to exercise your voting rights in a non-uniform way, please inform the Company in writing of this intention with the reason at least three days prior to the date of the meeting.

Notification

- When attending the meeting in person, please submit the voting form to reception.
- If revisions to the matters subject to measures for electronic provision arise, a notice of the revisions and the details of the matters before and after the revisions will be posted on the Company's website listed above and the Tokyo Stock Exchange website.
- In accordance with the revision of the Companies Act, shareholders are requested to confirm matters subject to measures for electronic provision by accessing the respective websites listed above, in principle, and the Company will send paper-based documents only to those shareholders who have requested delivery of documents by the base date. However, for this General Meeting of Shareholders, the Company will uniformly send paper-based documents describing matters subject to measures for electronic provision regardless of whether or not a request for delivery of documents has been made.

Among the matters subject to measures for electronic provision, in accordance with the provisions of laws and regulations and Article 16 of the Company's Articles of Incorporation, the following matters are not provided in the paper-based documents to be delivered.

- (i) "Matters concerning subscription rights to shares, etc. of the Company," "Status of financial auditors," and "Systems to ensure properness of operations and status of operation of such systems" in the Business Report.
- (ii) "Consolidated statements of changes in net assets" and "Notes to consolidated financial statements" in the Consolidated Financial Statements.
- (iii) "Statements of changes in net assets" and "Notes to non-consolidated financial statements" in the Non-consolidated Financial Statements.

Therefore, the Business Report, Consolidated Financial Statements, and Non-consolidated Financial Statements included in this document are parts of the subject documents audited by the Financial Auditor when preparing the Accounting Auditor's Report and by the Audit & Supervisory Board Members when preparing the Audit Report.

- From the viewpoint of preventing the spread of COVID-19, shareholders are kindly requested to take precautions to prevent infection when attending this Annual General Meeting of Shareholders by checking the status of infections and your own personal condition as of the date of the meeting.

Reference Documents for the General Meeting of Shareholders

Proposal No. 1 Appropriation of Surplus

The Company positions returning profits to shareholders as one of its most important management issues, and its basic policy is to provide dividends based on comprehensive consideration of continued stable dividends and business performance.

The Company has given consideration to the business performance of the current fiscal year, its financial condition and future business expansion, and it proposes to pay a year-end dividend of ¥95 per share for the current fiscal year.

Year-end dividends

- Type of dividend property
Cash
- Allotment of dividend property to shareholders and their aggregate amount
¥95 per common share of the Company
Total dividends: ¥3,294,562,665
- Effective date of dividends of surplus
June 30, 2023

Proposal No. 2 Election of 12 Directors

The terms of office of all 12 Directors will expire at the conclusion of this meeting. In that regard, the Company proposes the election of 12 Directors. The candidates for Director are as follows:

Candidate No.	Name		Position and responsibilities in the Company	Board of Directors meeting attendance	Tenure as Director
Reelection 1	Toru Yamazaki (Male)		Chairman (Representative Director) CEO	8 / 8	7 years
Reelection 2	Ryo Murakami (Male)		President (Representative Director) COO	7 / 8	3 years
Reelection 3	Takashi Saitou (Male)		Director and Senior Managing Executive Officer CFO (Supervisor of Credit Management)	8 / 8	6 years
Reelection 4	Kenichi Oshima (Male)		Director and Managing Executive Officer (Supervisor of Risk Supervisory, Compliance, and General Affairs and Personnel)	8 / 8	4 years
Reelection 5	Toshio Sotoguchi (Male)		Director and Managing Executive Officer (Supervisor of International Business and General Manager of International Business Department)	6 / 6	1 year
Reelection 6	Osamu Ohta (Male)		Director and Senior Executive Officer (Supervisor of Information Systems)	6 / 6	1 year
Reelection 7	Ichiro Kobayashi (Male)		Director and Senior Executive Officer (Supervisor of Corporate Planning)	6 / 6	1 year
New election 8	Akihito Suehiro (Male)		Senior Executive Officer General Manager of Tohoku Area	–	– years
Reelection 9	Masahito Suzuki (Male)	Outside Independent	Outside Director	8 / 8	5 years
Reelection 10	Kyoko Okada (Female)	Outside Independent	Outside Director	8 / 8	2 years
Reelection 11	Hiroji Sanpei (Male)	Outside Independent	Outside Director	6 / 6	1 year
New election 12	Yuko Shitamori (Female)	Outside Independent	–	–	– years

Candidate No.	Name (Date of birth)	Career summary, position and responsibilities in the Company		Number of the Company's shares owned			
1	<p>Toru Yamazaki June 17, 1959 (Male)</p> <p>Reelection</p> <p>Board of Directors meeting attendance 8 / 8 (100%)</p> <p>Tenure as Director 7 years</p>	Apr. 1982	Joined the Company	17,249 shares			
		Oct. 2009	Executive Officer and General Manager of First Sales Promotion Department of Business Strategy Department				
1		Oct. 2011	Executive Officer and General Manager of Shopping Credit Promotion Department of Business Strategy Department	17,249 shares			
		June 2012	Executive Officer and General Manager of Chubu Area				
		June 2013	Senior Executive Officer and General Manager of Kinki Area				
		June 2015	Senior Executive Officer and General Manager of Shutoken Area				
		June 2016	Director and Senior Executive Officer (Supervisor of Corporate Planning)				
		June 2017	Director and Managing Executive Officer (Supervisor of Corporate Planning)				
		June 2018	President (Representative Director, COO)				
		June 2022	Chairman (Representative Director, CEO) (to present)				
		[Reasons for nomination as candidate for Director] Since his appointment as President of the Company in 2018, Mr. Yamazaki has demonstrated strong leadership in the implementation of the Company's plans and significantly contributed to the improvement of business performance based on his wealth of experience and broad knowledge, even amid a drastically changing external environment. He has been nominated as a candidate for Director because the Company deems his experiences and insight necessary for the Group's management to achieve the current medium-term business plan and carry out future business activities.					
		2	<p>Ryo Murakami Sept. 4, 1962 (Male)</p> <p>Reelection</p> <p>Board of Directors meeting attendance 7 / 8 (87.5%)</p> <p>Tenure as Director 3 years</p>		Apr. 1985	Joined the Company	11,975 shares
June 2012	Executive Officer and General Manager of Shopping Credit Promotion Department						
2		June 2016	Senior Executive Officer and General Manager of Chubu Area	11,975 shares			
		June 2018	Senior Executive Officer and Supervisor of Credit Business of Business Strategy Department				
		June 2019	Senior Executive Officer, Deputy General Manager of Business Strategy Department, and Supervisor of Credit Business				
		June 2020	Director and Managing Executive Officer (Supervisor of Corporate Planning)				
		June 2022	President (Representative Director, COO) (to present)				
[Reasons for nomination as candidate for Director] Mr. Murakami has been in charge of the sales division, particularly the credit business for many years, and contributed to the expansion of the Company's revenue base. Since his appointment as Director, he has directed the management team toward the current medium-term business plan and actively practiced ESG management in the face of all management issues, thereby contributing to enhancing corporate value. He has been nominated as a candidate for Director because he is highly respected and is deemed by the company to be essential for the management of the Group.							

Candidate No.	Name (Date of birth)	Career summary, position and responsibilities in the Company	Number of the Company's shares owned
3	<p style="text-align: center;">Takashi Saitou Feb. 13, 1960 (Male)</p> <p style="text-align: center;">Reelection</p> <p style="text-align: center;">Board of Directors meeting attendance 8 / 8 (100%)</p> <p style="text-align: center;">Tenure as Director 6 years</p>	<p>Apr. 1983 Joined The Mitsubishi Bank, Limited (currently MUFG Bank, Ltd.)</p> <p>June 2010 Executive Officer in charge of East Japan Area Branches of The Bank of Tokyo-Mitsubishi UFJ, Ltd. (currently MUFG Bank, Ltd.)</p> <p>May 2011 Executive Officer and Manager of Corporate Administration Division</p> <p>June 2012 Director and President of Chitose Kosan Co., Ltd. (currently Chitose Corporation)</p> <p>June 2016 Adviser of the Company</p> <p>June 2016 Senior Executive Officer and General Manager of Audit Office</p> <p>June 2017 Director and Managing Executive Officer (Supervisor of Compliance, General Affairs and Personnel)</p> <p>June 2018 Director and Managing Executive Officer (Supervisor of Compliance, General Affairs and Personnel, and Credit Screening and Operation)</p> <p>Feb. 2019 Director and Managing Executive Officer (Supervisor of Compliance, Credit Screening and Operation, and General Affairs and Personnel)</p> <p>June 2019 Director and Managing Executive Officer (Supervisor of Accounting and Finance and Compliance)</p> <p>June 2020 Director and Managing Executive Officer (CFO) (Supervisor of Accounting and Finance)</p> <p>June 2021 Director and Managing Executive Officer (CFO)</p> <p>June 2022 Director and Senior Managing Executive Officer (CFO) (Supervisor of Credit Management) (to present)</p>	13,300 shares
<p>[Reasons for nomination as candidate for Director]</p> <p>Mr. Saitou has a wealth of experience and knowledge through his many years of service with a financial institution. He has been responsible for and supervised multiple divisions since his appointment as Director in 2017, and currently performs as CFO, the Chief Financial Officer, by working to diversify funding sources and stabilizing financing. He has been nominated as a candidate for Director because the Company deems that the keen insight based on his knowledge and experience is essential for the management of the Group.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibilities in the Company	Number of the Company's shares owned
4	Kenichi Oshima Dec. 17, 1959 (Male) Reelection Board of Directors meeting attendance 8 / 8 (100%) Tenure as Director 4 years	<p>Apr. 1982 Joined the Company</p> <p>Oct. 2011 Executive Officer and General Manager of Credit Management Department</p> <p>June 2013 Senior Executive Officer and Supervisor of Credit Management</p> <p>June 2015 Senior Executive Officer and General Manager of Hokkaido Area</p> <p>June 2016 Senior Executive Officer and Supervisor of Information Systems</p> <p>June 2019 Director and Managing Executive Officer (Supervisor of General Affairs and Personnel)</p> <p>June 2020 Director and Managing Executive Officer (Supervisor of General Affairs and Personnel, and Credit Management)</p> <p>June 2021 Director and Managing Executive Officer (Supervisor of General Affairs and Personnel, and Credit Management)</p> <p>June 2022 Director and Managing Executive Officer (Supervisor of Compliance, General Affairs and Personnel)</p> <p>Apr. 2023 Director and Managing Executive Officer (Supervisor of Risk Supervisory, Compliance, and General Affairs and Personnel) (to present)</p>	12,674 shares
<p>[Reasons for nomination as candidate for Director]</p> <p>Mr. Oshima has a wealth of experience and knowledge gained in the credit management and systems divisions. In addition, he strengthened corporate governance with his insight into business and indirect divisions overall, thereby contributing to enhancing corporate value. He currently performs his duties by focusing on the development of digital human resources and risk management, and promoting initiatives for the sustainable growth of the Group. He has been nominated as a candidate for Director because the Company deems that he continues to be essential for the Group's management.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibilities in the Company		Number of the Company's shares owned
5	<p>Toshio Sotoguchi Aug. 12, 1960 (Male)</p> <p>Reelection</p> <p>Board of Directors meeting attendance 6 / 6 (100%)</p> <p>Tenure as Director 1 year</p>	Apr. 1983	Joined the Company	6,800 shares
		June 2013	Executive Officer and General Manager of Auto Loans Department	
		June 2015	Senior Executive Officer and General Manager of Chubu Area	
		June 2016	Senior Executive Officer and General Manager of Shutoken Area	
		June 2018	Senior Executive Officer and Supervisor of Credit Screening and Operation	
		July 2019	Senior Executive Officer of the Company President of JACCS FINANCE PHILIPPINES CORPORATION	
		June 2021	Managing Executive Officer of the Company President of JACCS FINANCE PHILIPPINES CORPORATION	
		June 2022	Director and Managing Executive Officer (Supervisor of International Business and General Manager of International Business Department) (to present)	
		Jan. 2023	Chairman of JACCS MICROFINANCE (CAMBODIA) PLC. (to present)	
		(Significant concurrent positions outside the Company) Chairman of JACCS MICROFINANCE (CAMBODIA) PLC.		
[Reasons for nomination as candidate for Director] Mr. Sotoguchi has been in charge of the sales division, particularly the credit business for many years, contributing to the expansion of business. He currently performs his duties, such as contributing to the improvement of the performance of overseas businesses by utilizing the knowledge and wealth of experience he has accumulated. He has been nominated as a candidate for Director because the Company deems that he continues to be necessary for the Group's management.				
6	<p>Osamu Ohta Jan. 24, 1964 (Male)</p> <p>Reelection</p> <p>Board of Directors meeting attendance 6 / 6 (100%)</p> <p>Tenure as Director 1 year</p>	Apr. 1987	Joined the Company	4,258 shares
		June 2017	General Manager of Systems Development Department	
		June 2019	Senior Executive Officer and Supervisor of Information Systems, and General Manager of Systems Development Department	
		Oct. 2019	Senior Executive Officer and Supervisor of Information Systems	
		June 2022	Director and Senior Executive Officer (Supervisor of Information Systems) (to present)	
[Reasons for nomination as candidate for Director] Mr. Ohta has been involved with the systems division for many years, contributing to ensuring stable operation of systems by engaging in the establishment of the Company's mission-critical system. He currently performs his duties, such as strengthening the responses to system risks and increasingly sophisticated system operations. He has been nominated as a candidate for Director because the Company deems that he continues to be necessary for the Group's management.				

Candidate No.	Name (Date of birth)	Career summary, position and responsibilities in the Company		Number of the Company's shares owned
7	Ichiro Kobayashi July 8, 1967 (Male)	Apr. 1991	Joined The Sanwa Bank, Limited (currently MUFG Bank, Ltd.)	800 shares
	Reelection	July 2016 Apr. 2019	Tamagawa Branch Manager General Manager of Corporate Planning Department of the Company	
	Board of Directors meeting attendance 6 / 6 (100%)	June 2019	Executive Officer and General Manager of Corporate Planning Department	
	Tenure as Director 1 year	June 2022	Director and Senior Executive Officer (Supervisor of Corporate Planning) (to present)	
[Reasons for nomination as candidate for Director] Mr. Kobayashi has a wealth of experience and knowledge through his many years of service with a financial institution. He has been engaged in the corporate planning division since he joined the Company in 2019. Since his appointment as Director, he has been performing his duties by laying the foundation for the Group's sustainable growth, formulating strategies, and promoting the DX strategy. He has been nominated as a candidate for Director because the Company deems that he continues to be necessary for the Group's management.				
8	Akihito Suehiro June 4, 1966 (Male)	Apr. 1990	Joined the Company	1,700 shares
	New election	Apr. 2019	Executive Officer and General Manager of Acquiring Department	
	Board of Directors meeting attendance - / - (-%)	Oct. 2020	General Manager of Credit Card and Payments Operations Department	
	Tenure as Director - years	June 2021	Executive Officer and General Manager of Tohoku Area	
		June 2022	Senior Executive Officer and General Manager of Tohoku Area (to present)	
[Reasons for nomination as candidate for Director] Mr. Suehiro has been engaged in the Sales Division, particularly the credit card and payments business, for many years, and contributed to the expansion of domestic business, including the promotion of webization and the launch of the acquiring division. Currently, he shows strong leadership on the front lines of sales, leads the organization in the Tohoku area, and strives to improve business performance. He has been nominated as a new candidate for Director because the Company deems that his wealth of experience and insight can contribute to the Group's continuous growth and corporate value improvement.				

Candidate No.	Name (Date of birth)	Career summary, position and responsibilities in the Company	Number of the Company's shares owned
9	<p>Masahito Suzuki Sept. 9, 1957 (Male)</p> <p>Reelection Outside Independent</p> <p>Board of Directors meeting attendance 8 / 8 (100%)</p> <p>Tenure as outside Director 5 years</p>	<p>Apr. 1980 Joined Kirin Brewery Company, Limited</p> <p>Mar. 2007 Seconded to Kirin Beverage Company, Limited General Manager of Accounting Department</p> <p>Mar. 2008 Executive Officer and General Manager of Corporate Planning Department</p> <p>Mar. 2009 Director of the Board and General Manager of Corporate Planning Department</p> <p>Mar. 2012 Director of the Board & CFO of Kirin Holdings Company, Limited</p> <p>Mar. 2013 Director of the Board & CFO of Kirin Holdings Company, Limited Director of the Board of Kirin Company, Limited</p> <p>Mar. 2014 Audit & Supervisory Board Member of Kirin Holdings Company, Limited Audit & Supervisory Board Member of Kirin Company, Limited</p> <p>June 2018 Outside Director of WORLD CO., LTD. (to present)</p> <p>June 2018 Outside Director of AJIS Co., Ltd. (to present)</p> <p>June 2018 Outside Director of the Company (to present)</p> <p>Apr. 2019 Visiting Professor at the graduate school of Tokyo Metropolitan University</p> <p>(Significant concurrent positions outside the Company) Outside Director of WORLD CO., LTD. Outside Director of AJIS Co., Ltd.</p>	<p>– shares</p>
<p>[Reasons for nomination as a candidate for outside Director and overview of expected role]</p> <p>Mr. Suzuki has a wealth of experience and a high level of insight into general management through his service in the planning and accounting divisions, as well as audit business, at a major liquor manufacturer. He provides valuable advice regarding decisions on important matters of the Group and on overseas strategy and so forth, and performs the role of supervising management execution adequately. The Company has nominated him as a candidate for outside Director in the expectation that he will continue performing these roles.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibilities in the Company	Number of the Company's shares owned
10	<p>Kyoko Okada July 26, 1959 (Female)</p> <p>Reelection Outside Independent</p> <p>Board of Directors meeting attendance 8 / 8 (100%)</p> <p>Tenure as outside Director 2 years</p>	<p>Apr. 1982 Joined Shiseido Company, Limited</p> <p>Oct. 2011 General Manager of Corporate Culture Department</p> <p>Oct. 2012 General Manager of Corporate Culture Department, and Group Leader for the 150-Year History Compilation Project</p> <p>Apr. 2015 General Manager of Executive Section, General Affairs Department</p> <p>June 2015 Audit & Supervisory Board Member</p> <p>June 2019 Outside Corporate Auditor of SUBARU CORPORATION (to present)</p> <p>June 2019 Outside Audit & Supervisory Board Member of NS Solutions Corporation</p> <p>June 2020 Outside Audit & Supervisory Board Member of Daio Paper Corporation (to present)</p> <p>June 2021 Outside Director of the Company (to present)</p> <p>June 2022 Outside Audit & Supervisory Board Member of NEC Corporation (to present)</p> <p>(Significant concurrent positions outside the Company) Outside Corporate Auditor of SUBARU CORPORATION Outside Audit & Supervisory Board Member of Daio Paper Corporation Outside Audit & Supervisory Board Member of NEC Corporation</p>	– shares
<p>[Reasons for nomination as a candidate for outside Director and overview of expected role]</p> <p>Ms. Okada has a wealth of experience and insight in CSR and corporate culture activities from serving at a major cosmetics manufacturer. She draws on her wealth of experience and knowledge and offers advice from a diverse perspective in relation to decision making on important matters of the Group, and performs her role of supervising management execution adequately. The Company has nominated her as a candidate for outside Director in the expectation that she will continue performing these roles.</p>			
11	<p>Hiroji Sanpei Mar. 15, 1955 (Male)</p> <p>Reelection Outside Independent</p> <p>Board of Directors meeting attendance 6 / 6</p> <p>Tenure as outside Director 1 year</p>	<p>Apr. 1977 Joined Nippon Fire & Marine Insurance Co., Ltd. (currently Sompo Japan Insurance Inc.)</p> <p>June 2008 Executive Officer and General Manager of Marketing Planning Department of Nipponkoa Insurance Co., Ltd. (currently Sompo Japan Insurance Inc.)</p> <p>Apr. 2010 Managing Executive Officer and General Manager of Sales Promotion Department</p> <p>Apr. 2011 Senior Managing Executive Officer in Charge of Head Office Marketing</p> <p>Apr. 2011 Senior Managing Executive Officer of Sompo Japan Insurance Inc.</p> <p>Apr. 2014 Representative Director and President of Sompo Japan Nipponkoa Career Staff Co., Ltd. (currently SOMPO CORPORATE SERVICE)</p> <p>Oct. 2019 Advisor of Felice Law Office (to present)</p> <p>June 2022 Outside Director of the Company (to present)</p> <p>(Significant concurrent positions outside the Company) Not applicable.</p>	– shares
<p>[Reasons for nomination as a candidate for outside Director and overview of expected role]</p> <p>Mr. Sanpei has a wealth of experience in major healthcare companies and a high level of insight into management in general through his many years of service in the non-life insurance industry. He is currently adding depth to his experience and knowledge in a new area as an advisor to a law firm. He draws on his experience and insight and offers advice from a diverse perspective, and performs his role of supervising management execution adequately. The Company has nominated him as a candidate for outside Director in the expectation that he will continue performing these roles.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibilities in the Company	Number of the Company's shares owned
12	Yuko Shitamori Apr. 21, 1973 (Female) New election Outside Independent Board of Directors meeting attendance - / - (-%) Tenure as outside Director - years	Apr. 1999 Joined Lion Corporation July 2008 Director of FINCH JAPAN Co., LTD. Sept. 2017 Representative Director and President of IoToI Japan Inc. (to present) July 2022 Sales Advisor of BRAND CLOUD Inc. (to present) (Significant concurrent positions outside the Company) Representative Director and President of IoToI Japan Inc.	- shares
[Reasons for nomination as a candidate for outside Director and overview of expected role] After worked for a major manufacturer, Ms. Shitamori engaged in corporate consulting related to product development. She has a wealth of knowledge and experience in the IT sector. She has been nominated as a new candidate for outside Director in the expectation that she will exercise effective supervision over the Company's management from an objective standpoint, as she also possesses a high degree of insight as a corporate manager.			

- Notes:
1. There is no special interest between any of the candidates for Director and the Company.
 2. Masahito Suzuki, Kyoko Okada, Hiroji Sanpei and Yuko Shitamori are candidates for outside Director.
 3. The Company has registered Masahito Suzuki, Kyoko Okada and Hiroji Sanpei as independent officers as provided for by the Tokyo Stock Exchange. If their reelection is approved and adopted, the Company plans to continue to designate them as independent officers.
 4. If the election of Yuko Shitamori is approved, the Company plans to designate her as an independent officer as provided for by the Tokyo Stock Exchange.
 5. Masahito Suzuki, Kyoko Okada and Hiroji Sanpei are currently outside Directors of the Company, and at the conclusion of this meeting, their tenures as outside Directors will have been five years for Masahito Suzuki, two years for Kyoko Okada and one year for Hiroji Sanpei.
 6. The Company has entered into a limited liability agreement with its current outside Directors. If the reelection of Masahito Suzuki, Kyoko Okada and Hiroji Sanpei is approved, the Company plans to renew the limited liability agreement of the same content with each of them, and if the election of the new candidate Yuko Shitamori is approved, the Company plans to enter into a limited liability agreement of the same content with her.
 7. The Company has concluded a compensation agreement, pursuant to Article 430-2 paragraph (1) of the Companies Act, with its current Directors. If the reelection of candidates who are currently Directors is approved, the Company plans to renew said agreement, and if the election of the new candidates Akihito Suehiro and Yuko Shitamori is approved, the Company plans to enter into a compensation agreement of the same content with each of them.
 8. The Company has entered into a directors and officers liability insurance ("D&O insurance") policy, pursuant to Article 430-3, paragraph (1) of the Companies Act, with an insurance company. If the reelection of candidates who are currently Directors is approved, they will continue to be included as the insured persons of the policy. In addition, when the policy is renewed, the Company plans to renew the policy with the same terms. If the election of the new candidates Akihito Suehiro and Yuko Shitamori is approved, they are planned to be included as the insured persons.
 9. Toshio Sotoguchi, Osamu Ohta, Ichiro Kobayashi and Hiroji Sanpei's attendances of Board of Directors meetings are their attendances since their appointment as Directors on June 29, 2022.
 10. NS Solutions Corporation, where Kyoko Okada served as Outside Audit & Supervisory Board Member from June 2019, revised its Annual Securities Report for previous years in February 2020 as it was found to have engaged in inappropriate accounting treatment from FY2014 to the first half of FY2019. Although she had not been aware of the aforementioned incident prior to it coming to light, she regularly furnished advice to said company on a daily basis as an Outside Audit & Supervisory Board Member of said company from the perspective of compliance with laws and regulations, and made recommendations concerning compliance with laws and regulations and internal control. After the aforementioned incident came to light, she received reports as necessary concerning the investigation into the causes of the inappropriate incident and the initiatives to prevent recurrence, and fulfilled her duties, such as by making various recommendations.
 12. Kyoko Okada is scheduled to retire from the position of outside Corporate Auditor of SUBARU CORPORATION on June 21, 2023. In addition, she is scheduled to retire from the position of outside Corporate Auditor of NEC Corporation on June 22, 2023, and is expected to assume the office of outside Director at the Ordinary General Meeting of Shareholders scheduled to be held on the same date.
 13. At IoToI Japan Inc., where Yuko Shitamori works as a representative director, she works as Yuko Suzuki, her maiden name.

[Reference] Director Skills Matrix

Subject to the approval and adoption of Proposal No. 2 as originally proposed, the positions of the Directors are expected to be determined as follows at the Board of Directors meeting after the conclusion of this meeting:

Name	Position	Corporate Management	Sales and Marketing	Global	Finance and Accounting	Personnel, Human Resource Development, and D&I Promotion	IT and Systems	Legal Affairs and Risk Management
Toru Yamazaki	Chairman, CEO (Representative Director)	•	•	•				•
Ryo Murakami	President, COO (Representative Director)	•	•	•				•
Takashi Saitou	Director, CFO Senior Managing Executive Officer	•			•	•		•
Kenichi Oshima	Director Managing Executive Officer					•	•	•
Toshio Sotoguchi	Director Managing Executive Officer	•		•				•
Osamu Ohta	Director Senior Executive Officer						•	
Ichiro Kobayashi	Director Senior Executive Officer		•					•
Akihito Suehiro	Director Senior Executive Officer		•					
Masahito Suzuki	Outside Director	•		•	•			•
Kyoko Okada	Outside Director		•			•		•
Hiroji Sanpei	Outside Director	•	•			•		
Yuko Shitamori	Outside Director	•					•	

- Notes:
1. The above table presents the skills that are particularly expected of each Director.
 2. As all Directors execute corporate management in line with the “Basic Sustainability Policy,” sustainability is not presented as a skill in the items in the above table.
 3. “D&I” stands for Diversity & Inclusion.

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

The term of office of Audit & Supervisory Board Member Yusuke Komachiya will expire at the conclusion of this meeting. Therefore, the Company proposes the election of one Audit & Supervisory Board Member.

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

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

Name (Date of birth)	Career summary, position in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
<p>Yusuke Komachiya (May 3, 1981) (Male)</p> <p>Reelection Outside Independent</p> <p>Audit & Supervisory Board meeting attendance 7 / 7 (100%)</p> <p>Board of Directors meeting attendance 8 / 8 (100%)</p> <p>Tenure as outside Audit & Supervisory Board Member 4 years</p>	<p>Dec. 2008 Registered as an attorney at law</p> <p>Dec. 2008 Joined ONO SOGO LEGAL PROFESSION CORPORATION (to present)</p> <p>Mar. 2015 Representative, Japan Federation of Bar Associations</p> <p>Apr. 2015 Permanent Member, Tokyo Bar Association</p> <p>June 2019 Outside Audit & Supervisory Board Member of the Company (to present)</p>	<p>– shares</p>

[Reasons for nomination as candidate for outside Audit & Supervisory Board Member]

Mr. Komachiya has never in the past been involved in the management of a company. However, he has extensive professional knowledge as a lawyer. Since his appointment as an outside Audit & Supervisory Board Member of the Company in 2019, he has drawn on such knowledge and experience, etc., and performs his role and duty of Audit & Supervisory Board Member adequately. He has been nominated as a candidate for outside Audit & Supervisory Board Member because the Company deems that he will continue to be able to appropriately perform his duties from an objective perspective to enhance and strengthen the Company's audit system.

- Notes:
1. There is no special interest between the candidate for Audit & Supervisory Board Member, Yusuke Komachiya and the Company.
 2. Yusuke Komachiya is a candidate for outside Audit & Supervisory Board Member.
 3. The Company has designated him as an independent officer as provided for by the Tokyo Stock Exchange, Inc. and submitted notification to the aforementioned exchange. If his reelection is approved, the Company plans to continue to designate him as an independent officer.
 4. Yusuke Komachiya is currently an outside Audit & Supervisory Board Member of the Company, and at the conclusion of this meeting, his tenure as outside Audit & Supervisory Board Member will have been four years.
 5. The Company has entered into a limited liability agreement with him. If his reelection is approved, the Company plans to renew said agreement.
 6. The Company has concluded a compensation agreement, pursuant to Article 430-2 paragraph (1) of the Companies Act, with him. If his reelection is approved, the Company plans to renew said agreement.
 7. The Company has entered into a directors and officers liability insurance (“D&O insurance”) policy, pursuant to Article 430-3, paragraph (1) of the Companies Act, with an insurance company. If his reelection is approved, he will continue to be included as the insured person of the policy.