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Securities code: 7088

June 6, 2023

To Our Shareholders

Tsutomu Sato
Representative Director & President
Forum Engineering Inc.
2-10-4 Toranomom, Minato-ku, Tokyo

Notice of the 43rd Annual General Meeting of Shareholders

We are pleased to announce that the 43rd Annual General Meeting of Shareholders of Forum Engineering Inc. (the “Company”) will be held as indicated below.

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 the Company’s website. Please access the following website to view the information.

The Company’s website:

<https://www.forumeng.co.jp/ir/stock/meeting.html> (in Japanese)

In addition to the Company’s website, matters regarding measures for electronic provision are also posted on the Tokyo Stock Exchange (TSE) website. Please see 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 “Forum Engineering” in “Issue name (company name)” or the Company’s securities code “7088” 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 in person, you may exercise your voting rights beforehand in writing or via the Internet. Please review the attached Reference Documents for General Meeting of Shareholders, and exercise your voting rights by 6 p.m. on Monday, June 26, 2023 (JST).

1. **Date and Time:** Tuesday, June 27, 2023 at 10 a.m. (JST)
2. **Venue:** Maple, 7th Floor, The Okura Prestige Tower, The Okura Tokyo
2-10-4 Toranomom, Minato-ku, Tokyo

3. Purpose of the Meeting

Matters to Be Reported

The Business Report and the Financial Statements for the 43rd fiscal year
(from April 1, 2022 to March 31, 2023)

Matters to Be Resolved

- Proposal No. 1** Appropriation of Surplus
- Proposal No. 2** Election of Seven (7) Directors
- Proposal No. 3** Election of Three (3) Audit & Supervisory Board Members
- Proposal No. 4** Payment of Retirement Benefits to a Retiring Director

Under the amendment to the Companies Act, in principle, only shareholders who have accessed the Company's website or the TSE's website to confirm the matters regarding measures for electronic provision, and who have made a request for delivery of paper-based documents by the record date, will be sent paper-based documents containing the matters regarding measures for electronic provision. At this Shareholders' Meeting, the Company will uniformly send paper-based documents matters regarding measures for electronic provision, regardless of whether or not a request for delivery was made.

Furthermore, in the paper-based documents sent to shareholders who have requested delivery of paper-based documents, the following matters among the matters regarding measures for electronic provision shall not be included in accordance with the provisions of laws and regulations and Article 15, paragraph 2 of the Company's Articles of Incorporation.

■ The following matters of the Business Report:

- Status of shares
- Status of share acquisition rights
- Matters concerning outside officers
- System to ensure the properness of operations and operational status of the system

■ The following matters of the non-consolidated financial statements:

- Statement of changes in equity
- Notes to non-consolidated financial statements

The Business Report audited by the Audit & Supervisory Board Members when preparing the audit report includes each of the aforementioned matters of the Business Report. In addition, the financial statements audited by the independent auditor and Audit & Supervisory Board Members at the time of preparing the accounting audit report and audit report contain each of the aforementioned matters of the financial statements.

In the event a revision is made to this convocation notice or the matters regarding measures for electronic provision, notification containing the matters before and after revision will be posted on the Company's website and the TSE's website.

Any major changes to the operation method of the General Meeting of Shareholders will be published on the Company's website.

Reference Documents for General Meeting of Shareholders

Proposal No. 1 Appropriation of Surplus

Returning appropriate levels of profits to all shareholders is one of the most important management issues for the Company and as a matter of basic policy, continuous and stable dividend payments to shareholders are implemented based on business results.

Year-end dividends

The Company proposes the year-end dividends for the 43rd fiscal year, in comprehensive consideration of the performance, financial position and future business development, as follows:

Type of dividend property

Cash

Allotment of dividend property and their aggregate amount

¥50 per common share of the Company

In this event, the total dividends will be ¥1,290,549,200.

Effective date of dividends of surplus

June 28, 2023

Proposal No. 2 Election of Seven (7) Directors



The terms of office of all eight (8) Directors will expire at the conclusion of this meeting.

Therefore, the Company proposes the election of seven (7) Directors, including three (3) outside Directors.

Furthermore, in selecting the candidates, the Board of Directors of the Company made the decision after having the matter discussed by the Nomination and Remuneration Committee, an optional advisory body.


The candidate for Director is as follows.

Candidate No.	Name	Current position in the Company	Attributes
1	Tsutomu Sato	Representative Director & President Nomination and Compensation Committee Member	Reelection
2	Yuji Ishige	Director	Reelection
3	Hisashi Ninomiya	Director	Reelection
4	Haruo Sato		New election
5	Koji Mizukami	Director Chairperson of Nomination and Compensation Committee	Reelection Outside Independent
6	Tatsuo Umemoto	Director Nomination and Compensation Committee Member	Reelection Outside Independent
7	Kazuko Nakada	Director	Reelection Outside Independent

Candidate No. 1 Tsutomu Sato		Reelection
 <p>(Date of birth) January 19, 1964</p> <p>Number of the Company's shares owned 753,767</p> <p>Number of years in office 14 years and 11 months</p> <p>Rate of attendance at Board of Directors meetings 100% (17/17 meetings)</p>	Career summary, and position and responsibility in the Company	
	Apr. 1984	Joined American Life Insurance Company, Japan Branch
	Nov. 1984	Joined Staff Service Co., Ltd.
	Jan. 2006	Representative Director
	May 2008	Joined the Company
	July 2008	Director and Vice President
	Nov. 2017	Representative Director & President
	Jan. 2021	Representative Director of SUCRE Co., Ltd. (present)
	Nov. 2022	Director, Cognavi India Private Limited (present)
	Feb. 2023	Representative Director & President in charge of Public Relations and Investor Relations Dept., and Internal Auditing Dept. of the Company
Apr. 2023	Representative Director & President in charge of System Development Dept., Overseas Business Dept., Public Relations and Investor Relations Dept., and Internal Auditing Dept. (present)	
Significant concurrent positions outside the Company		
Representative Director of SUCRE Co., Ltd.		
Director, Cognavi India Private Limited		
Reasons for nomination as candidate for Director		
Tsutomu Sato has a track record of contributing to expanding business, having played a central role in management as a person responsible for sales by drawing on his abundant knowledge and experience in the human resources business since May 2008 when he joined the Company. He has also shown strong leadership since assuming office as president in November 2017, contributing to creating new businesses focused on skill matching functions while spearheading to lay the ground for the Company's sustainable growth. The Company proposes his reelection as Director as it expects his contribution to the corporate management.		
Candidate No. 2 Yuji Ishige		Reelection
 <p>(Date of birth) November 3, 1966</p> <p>Number of the Company's shares owned 79,129</p> <p>Number of years in office 5 years</p> <p>Rate of attendance at Board of Directors meetings 100% (17/17 meetings)</p>	Career summary, and position and responsibility in the Company	
	Apr. 1992	Joined Staff Service Co., Ltd.
	Feb. 2009	Joined OGI Holdings Co., Ltd.
	June 2010	Seconded to Outsourcing Service Co., Ltd. General Manager of Business Supervision Division
	Oct. 2010	Director
	Jan. 2011	Representative Director and President
	Apr. 2012	Joined the Company Executive Officer of Sales Supervision Department
	June 2018	Director
	Apr. 2021	Director and in charge of Sales Department (present)
	Reasons for nomination as candidate for Director	
Yuji Ishige has abundant experience in sales in the human resources sector. Since assuming office as an Executive Officer responsible for the sales of the Company in April 2012, he has contributed to expanding businesses by engaging in both engineers dispatching business and employment and recruitment business. The Company proposes his reelection as Director as it expects him to continue fulfilling his role to drive growth in businesses.		

Candidate No. 3 Hisashi Ninomiya		Reelection
 <p>(Date of birth) February 7, 1960</p> <p>Number of the Company's shares owned 50,224</p> <p>Number of years in office 1 year</p> <p>Rate of attendance at Board of Directors meetings 100% (13/13 meetings)</p>	Career summary, and position and responsibility in the Company	
	Apr. 1982	Joined TIC Co., Ltd. (Hit Union Group)
	July 1984	Joined Hit Union Co., Ltd.
	Sept. 1995	Joined the Company
	June 2018	Director
	June 2021	Executive Officer in charge of Internal Auditing Department
	June 2022	Director in charge of Administration Dept.
	Feb. 2023	Director in charge of Administration Dept., Business Administration Dept. and Corporate Planning Dept. (present)
	Reasons for nomination as candidate for Director	
	Hisashi Ninomiya has contributed to expanding businesses as a person responsible for marketing in the Company's dispatch business since joining the Company in September 1995. Mr. Ninomiya has subsequently contributed to strengthening functions of management, administration, and governance by taking charge of back-office departments and administration departments of the dispatch business, and the Internal Auditing Department which is an independent department. In June 2022, he was placed in charge of Supervising of Administration Department; accordingly, the Company proposes his reelection as Director because it expects that he will contribute to the strengthening of the Company's administrative functions in the future.	
	Note: The attendance at Board of Directors meetings for Hisashi Ninomiya indicates his attendance at meetings held after he assumed the office of Director in June 2022.	
Candidate No. 4 Haruo Sato		New election
 <p>(Date of birth) November 27, 1956</p> <p>Number of the Company's shares owned 0</p>	Career summary, and position and responsibility in the Company	
	Apr. 1979	Joined Nomura Computer Systems Co., Ltd. (currently, Nomura Research Institute, Ltd.)
	July 2003	Director, STAFF SERVICE HOLDINGS CO., LTD.
	Apr. 2009	Executive Officer, Nissay Information Technology Co, Ltd.
	Apr. 2015	Independent consultant
	June 2017	Outside Director serving on the Audit and Supervisory Committee, CRESCO LTD. (present)
	Dec. 2022	Director, Cognavi India Private Limited (present)
	Significant concurrent positions outside the Company	
	Outside Director serving on the Audit and Supervisory Committee, CRESCO LTD.	
	Director, Cognavi India Private Limited	
	Reasons for nomination as candidate for Director	
	Mr. Haruo Sato has abundant knowledge and experience in overall information systems, from planning, design and development related to information systems to consulting, in addition to experience related to corporate management. The Company proposes his election as a new Director because it expects that he will perform the role of leading the creation and growth of businesses that utilize technology.	

Candidate No. 5 Koji Mizukami		Reelection Outside Independent
 (Date of birth) December 22, 1952 Number of the Company's shares owned 0 Number of years in office 6 years and 2 months Rate of attendance at Board of Directors meetings 100% (17/17 meetings)	Career summary, and position and responsibility in the Company	
	Apr. 1975 Joined Nippon Petroleum Refining Co., Ltd. (currently ENEOS Corporation) June 2008 Executive Officer and General Manager of Finance & Accounting Dept. of Nippon Oil Development Co., Ltd. (currently JX Nippon Oil & Gas Exploration Corporation) June 2010 Director and General Manager of General Affairs Department of Nisseki Real Estate Co., Ltd. (currently ENEOS Real Estate Corporation) Apr. 2013 Representative Director of JX Nikko Nisseki Office Services Co., Ltd. (currently ENEOS Office Services Corporation) June 2014 Managing Director of JX Nikko Nisseki Real Estate Co., Ltd. (currently ENEOS Real Estate Corporation) Apr. 2017 Outside Director of the Company (present)	
	Reasons for nomination as candidate for outside Director and overview of the expected roles	
	Koji Mizukami has served as representative director of a subsidiary of a listed company, among other positions, and has abundant insight of corporate management. The Company nominated him as a candidate for outside Director as it expects his contribution to strengthening the function of the Board of Directors of the Company as well as supervising the Company's management. The Company plans to commission him to remain as a member of the Nomination and Remuneration Committee after his election.	
Candidate No. 6 Tatsuo Umemoto		Reelection Outside Independent
 (Date of birth) September 14, 1956 Number of the Company's shares owned 0 Number of years in office 6 years and 2 months Rate of attendance at Board of Directors meetings 100% (17/17 meetings)	Career summary, and position and responsibility in the Company	
	Apr. 1979 Joined Nippon Telegraph and Telephone Public Corporation (currently NIPPON TELEGRAPH AND TELEPHONE CORPORATION) Aug. 1985 Joined Bain & Company Japan, Inc. Apr. 1994 Seconded to SAZABY Inc. (currently SAZABY LEAGUE, Ltd.) Apr. 1995 Director and General Manager of Corporate Planning Office Apr. 2017 Outside Director of the Company (present) Mar. 2019 Outside Director of SUMIDA CORPORATION (present) Apr. 2020 Visiting Professor, Graduate School of Social Design Studies of Rikkyo University (present) Apr. 2020 Specially Appointed Professor, Graduate School of Media and Governance of Keio University	
	Significant concurrent positions outside the Company	
	Representative Director of iGRAM Inc. Outside Director of SUMIDA CORPORATION Visiting Professor, Graduate School of Social Design Studies of Rikkyo University	
	Reasons for nomination as candidate for outside Director and overview of the expected roles	
	Tatsuo Umemoto has abundant experience in business management and extensive knowledge as a graduate school professor, offering opinions and advice from a broad perspective. The Company nominated him as a candidate for outside Director as it expects his contribution to strengthening the function of supervising the execution of the Company's business. The Company plans to commission him to remain as a member of the Nomination and Remuneration Committee after his election.	

Candidate No. 7 Kazuko Nakada		Reelection Outside Independent
 <p>(Date of birth) January 15, 1965</p> <p>Number of the Company's shares owned 0</p> <p>Number of years in office 2 years</p> <p>Rate of attendance at Board of Directors meetings 100% (17/17 meetings)</p>	Career summary, and position and responsibility in the Company	
	Apr. 1987	Joined Dentsu Young & Rubicam Inc.
	Jan. 1997	Joined Starbucks Coffee Japan, Ltd.
	Jan. 2005	Joined Gaba Corporation
	Apr. 2008	Joined LIFENET INSURANCE COMPANY
	Apr. 2011	Managing Director
	May 2019	Outside Director of MONEY SQUARE, INC.
	Dec. 2019	Outside Director of Advance Create Co.,Ltd. (present)
	Mar. 2020	Established and became Representative Director of actuali inc. (present)
	June 2021	Outside Director of the Company (present)
July 2021	Outside Audit & Supervisory Board Member, ispace, Inc.	
June 2022	External Director, ispace Inc. (present)	
Significant concurrent positions outside the Company		
Outside Director of Advance Create Co.,Ltd.		
Representative Director of actuali inc.		
External Director, ispace, Inc.		
Reasons for nomination as candidate for outside Director and overview of the expected roles		
Kazuko Nakada has knowledge of marketing and PR communication, and experience as a corporate manager. The Company nominated her again as a candidate for outside Director as it expects that her broad viewpoint offers valuable advice instrumental in enhancing the corporate management and corporate value of the Company.		

- (Notes) 1. There is no special interest between any of the candidates and the Company.
2. Koji Mizukami, Tatsuo Umemoto and Kazuko Nakada are candidates for outside Director.
3. Koji Mizukami, Tatsuo Umemoto, and Kazuko Nakada are currently outside Directors of the Company. At the conclusion of this meeting, their tenure as outside Directors will have been six years and two months for Koji Mizukami and Tatsuo Umemoto, and two years for Kazuko Nakada.
4. Limited liability agreements
Pursuant to Article 427, paragraph (1) of the Companies Act, the Company has entered into agreements with Koji Mizukami, Tatsuo Umemoto and Kazuko Nakada to limit their liability for damages under Article 423, paragraph (1) of the Companies Act. Pursuant to these agreements, the defined maximum amount of liability for damages is the minimum liability amount provided for under Article 425, paragraph (1) of the Companies Act. If the reelection of Mr. Mizukami, Mr. Umemoto, and Ms. Nakada is approved, the Company plans to renew the same agreements with them.
5. Directors and officers liability insurance policy
The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with all of the Directors as the insureds. If this Proposal is approved as originally proposed and each candidate assumes the office as Director, every such Director will be included as insureds in the insurance policy. Under the insurance policy, losses that may arise from the insured's assumption of liability incurred in the course of the performance of duties as an officer, or a person at a certain position, or receipt of claims pertaining to the pursuit of such liability will be covered. Provided, however, that there are certain reasons for coverage exclusion such as damages attributable to activities that the insured engages in with full knowledge of their illegality. The insurance premiums are fully borne by the Company, and there are no insurance premiums actually borne by the insured. In addition, the Company plans to renew the insurance policy in May 2023 during the term of office of each candidate.
6. Notification of independent officers
Koji Mizukami, Tatsuo Umemoto and Kazuko Nakada satisfy the requirements of the independence criteria for outside officers as provided for by the Tokyo Stock Exchange and the criteria of the independence prescribed by the Company, and the Company has submitted notification to the aforementioned exchange that they have been designated as independent officers as provided for by the aforementioned exchange. If the reelection of Mr. Mizukami, Mr. Umemoto and Ms. Nakada is approved, the Company plans to continue submitting notification that they are designated as independent officers.

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

The terms of office of all three (3) Audit & Supervisory Board Members will expire at the conclusion of this General Meeting of Shareholders.



Therefore, the Company proposes the election of three (3) Audit & Supervisory Board Members.


Furthermore, the Company has already obtained the approval from the Audit and Supervisory Board with respect to this proposal.

In selecting the candidates, the Board of Directors of the Company made the decision after having the matter discussed by the Nomination and Remuneration Committee, an optional advisory body.

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

Candidate No.	Name	Current position in the Company	Attributes
1	Kasei Ninomiya	Audit & Supervisory Board Member (full time)	Reelection Outside Independent
2	Junya Kitada	Audit & Supervisory Board Member (part time)	Reelection Outside Independent
3	Toshima Araki	Audit & Supervisory Board Member (part time)	Reelection Outside Independent

Candidate No. 1 Kasei Ninomiya		Reelection Outside Independent
 (Date of birth) September 4, 1954 Number of the Company's shares owned 0 Number of years in office 6 years Rate of attendance at Board of Directors meetings 100% (17/17 meetings) Rate of attendance at Audit & Supervisory Board meetings 100% (15/15 meetings)	Career summary, and position in the Company	
	Apr. 1977 Joined The Dai-Ichi Kangyo Bank, Ltd. (currently, Mizuho Bank, Ltd.) July 2003 General Manager, Risk Management Operations Dept., Mizuho Corporate Bank, Ltd. (currently, Mizuho Bank, Ltd.) Oct. 2007 Director, Executive Officer, General Manager of Risk Management Division, Aeon Bank Ltd. Mar. 2011 Outside Auditor (full time), Nippon Office Systems Ltd. June 2015 Outside Auditor (part time), KIKUSUI ELECTRONICS CORPORATION June 2017 Outside Audit & Supervisory Board Member (full time) of the Company (present)	
	Reasons for nomination as candidate for outside Audit & Supervisory Board Member	
	<p>Mr. Kasei Ninomiya has experience in risk management operations at financial institutions and has served as Corporate Auditor for a number of companies, providing him with a high level of insight into auditing operations. For the reasons above, the Company proposes his reelection as full-time outside Audit & Supervisory Board Member as it expects him to offer appropriate recommendations from a reasonable and appropriate point of view based on his independent and objective standing in terms of decision making concerning the Company's business execution.</p>	
Candidate No. 2 Junya Kitada		Reelection Outside Independent
 (Date of birth) November 4, 1967 Number of the Company's shares owned 0 Number of years in office 7 years Rate of attendance at Board of Directors meetings 100% (17/17 meetings) Rate of attendance at Audit & Supervisory Board meetings 100% (15/15 meetings)	Career summary, and position in the Company	
	Oct. 1990 Joined Aoyama Audit Corporation Apr. 1994 Registered as certified public accountant July 1997 Manager of Audit Dept., Aoyama Audit Corporation June 2000 Established Junya Kitada Certified Public Accountant and Tax Accountant Office Sept. 2000 Established Accounting Factory, Llc. and became Representative Director June 2002 Auditor, Chinon Corporation July 2004 Representative Director, Accounting Factory, Ltd. (present) Mar. 2010 Auditor, Best Asset Kabushiki Kaisha (present) Feb. 2011 Director, Green Development Co., Ltd. (present) June 2016 Outside Audit & Supervisory Board Member (part time) of the Company (present) Apr. 2020 Outside Director, ACA Clean Energy Co., Ltd. May 2023 Director of Green Data Center Co., Ltd. (present)	
	Significant concurrent positions outside the Company	
	Representative Director, Accounting Factory, Ltd.	
	Reasons for nomination as candidate for outside Audit & Supervisory Board Member	
	<p>Junya Kitada maintains qualifications as a certified public accountant and tax accountant, and he has expert knowledge and broad experiences in finance an accounting, and has established a track record in auditing. For the reasons above, the Company proposes his reelection as outside Audit & Supervisory Board Member as it expects him to undertake his duties appropriately and contribute to securing the compliance system.</p>	

Candidate No. 3 Toshima Araki		Reelection Outside Independent
 <p>(Date of birth) February 1, 1950</p> <p>Number of the Company's shares owned 0</p> <p>Number of years in office 6 years</p> <p>Rate of attendance at Board of Directors meetings 100% (17/17 meetings)</p> <p>Rate of attendance at Audit & Supervisory Board meetings 100% (15/15 meetings)</p>	Career summary, and position in the Company	
	Apr. 1979	33rd Class, The Legal Training and Research Institute, Supreme Court
	Apr. 1981	Registered as attorney of law Joined the Law Office of Tadao Ohno (currently, South Toranomon Law Offices)
	July 1985	Established Araki & Kobayashi Law Office
	Sept. 1988	Established Araki, Kobayashi & Nakajima Law Office
	Apr. 1996	Established Araki, Kobayashi & Kato Law Office
	Sept. 2000	Established Mahoroba Law Office (present)
	Apr. 2001	Shinagawa-ku legal advisor (present)
	Aug. 2006	Outside Auditor, ALC Press Inc.
	Aug. 2007	Outside Director, ZECS Co., Ltd.
June 2009	Outside Corporate Auditor, SAZABY LEAGUE, Ltd. (present)	
Nov. 2014	Supervisory Director, Japan Logistics Fund, Inc.	
June 2017	Outside Audit & Supervisory Board Member (part time) of the Company (present)	
July 2017	Chair, Shinagawa-ku Information Disclosure Council (present) Chair, Shinagawa-ku Administrative Appeals Council (present)	
Significant concurrent positions outside the Company		
Outside Corporate Auditor, SAZABY LEAGUE, Ltd.		
Reasons for nomination as candidate for outside Audit & Supervisory Board Member		
Toshima Araki possesses expert knowledge and broad experiences as an attorney-at-law. He has also served as outside officer at other companies and has a high level of insight concerning corporate management. Although he has not been involved in corporate management outside of serving as outside officer in the past, for the reasons above, the Company proposes his reelection as outside Audit & Supervisory Board Member as it expects him to offer appropriate recommendations from a reasonable and appropriate point of view based on his independent and objective standing in terms of decision making concerning the Company's business execution.		

- (Notes) 1. There is no special interest between any of the candidates and the Company.
2. Kasei Ninomiya, Junya Kitada, and Toshima Araki are candidates for outside Audit & Supervisory Board Member.
3. Kasei Ninomiya, Junya Kitada, and Toshima Araki currently serve as outside Audit & Supervisory Board Member of the Company. At the conclusion of this meeting, their tenure as outside Audit & Supervisory Board Member will be seven years for Mr. Junya Kitada, and six years for both Mr. Kasei Ninomiya and Mr. Toshima Araki.
4. Limited liability agreements
Pursuant to Article 427, paragraph (1) of the Companies Act, the Company has entered into agreements with Kasei Ninomiya, Junya Kitada, and Toshima Araki to limit their liability for damages under Article 423, paragraph (1) of the Companies Act. Pursuant to these agreements, the defined maximum amount of liability for damages is the minimum liability amount provided for under Article 425, paragraph (1) of the Companies Act. If the reelection of Mr. Ninomiya, Mr. Kitada, and Mr. Araki is approved, the Company plans to renew the same agreements with them.
5. Directors and officers liability insurance policy
The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with all of the Audit & Supervisory Board Members as the insureds. If this Proposal is approved as originally proposed and each candidate assumes the office as Audit & Supervisory Board Member, every such Audit & Supervisory Board Member will be included as insureds in the insurance policy. Under the insurance policy, losses that may arise from the insured's assumption of liability incurred in the course of the performance of duties as an officer, or a person in a certain position, or receipt of claims pertaining to the pursuit of such liability, will be covered. Provided, however, that there are certain reasons for coverage exclusion such as damages attributable to activities that the insured engages in with full knowledge of their illegality. The insurance premiums are fully borne by the Company, and there are no insurance premiums actually borne by the insured. In addition, the Company plans to renew the insurance policy in May 2023 during the term of office of each candidate.

6. Notification of independent officers

Kasei Ninomiya, Junya Kitada, and Toshima Araki satisfy the requirements of the independence criteria for outside officers as provided for by the Tokyo Stock Exchange and the criteria of the independence prescribed by the Company, and the Company has submitted notification to the aforementioned exchange that they have been designated as independent officers as provided for by the aforementioned exchange. If the reelection of Mr. Ninomiya, Mr. Kitada, and Mr. Araki is approved, the Company plans to continue submitting notification that they are designated as independent officers.

Proposal No. 4 Payment of Retirement Benefits to a Retiring Director

Managing Director Masahiro Takeuchi will retire due to the expiration of his term of office at the conclusion of this General Meeting of Shareholders. Accordingly, in order to reward him for his service while in office, the Company proposes to pay retirement benefits of ¥27 million following this General Meeting of Shareholders.

This proposal was decided by the Board of Directors based on a report from the Nomination and Remuneration Committee. The Company has judged this as an appropriate way to reward him for his significant contributions as he built the foundation of the Company's proprietary matching system "cognavi." The career summary of the retiring Director is as follows:

Name		Career summary
Masahiro Takeuchi	Sept. 2012	Director of the Company
	June 2019	Managing Director (present)