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(Stock Exchange Code 6330)

(Date of issuance) June 9, 2023

(Start date of measures for providing information in electronic provision measure) June 5, 2023

To Shareholders with Voting Rights:

Haruo Nagamatsu
President & Chief Executive Officer
Toyo Engineering Corporation
1-1, Nishishimbashi 1-chome,
Minato-ku, Tokyo

**NOTICE OF CONVOCAION OF
THE 68TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

You are cordially invited to attend the 68th Annual General Meeting of Shareholders of Toyo Engineering Corporation (the "Company"). The meeting will be held as described below.

In convening the 68th Annual General Meeting of Shareholders, the Company has taken an electronic provision measure for providing information that constitutes the content of the Reference Documents for the General Meeting of Shareholders, etc. (matters for an electronic provision measure). To review the information, please access either of the following websites on which the information is posted.

No	Website name and URL	How to access
1	The Company's website https://www.toyo-eng.com/jp/ja/	To review the information, please select "English" "Investor Relations" and " Shareholders Information" displayed on the left side, in that order.
2	Listed Company Search (Tokyo Stock Exchange (TSE) website) https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show (Japanese) https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show (English)	Please access the TSE website, and search by "Issue name" (TOYO ENGINEERING CORPORATION) or "Code" (6330), select "Basic information" and then "Documents for public inspection/PR information" to review filed information.
3	General Meeting of Shareholders Portal https://www.soukai-portal.net	Please read the QR code on the enclosed Voting Rights Excise Form or enter your ID and initial password.

If you are unable to attend the meeting, you can exercise your voting rights in writing or via the Internet, etc. Please review the attached Reference Documents for the General Meeting of Shareholders, and exercise your voting rights by 5:30 p.m. on Tuesday, June. 27, 2023, Japan time.

- 1. Date and Time:** Wednesday, June 28, 2023, at 10:00 a.m. Japan time
- 2. Place:** Belle Salle Toranomon
Sumitomo Fudosan Toranomon Tower 2F, 2-1, Toranomon 2-chome, Minato-ku, Tokyo, Japan
- 3. Meeting Agenda:**
 - Matters to be reported:**
 1. The Business Report, Consolidated Financial Statements for the Company's 68th Fiscal Year (April 1, 2022–March 31, 2023) and results of audits by the Accounting Auditor and the Audit and Supervisory Board of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company's 68th Fiscal Year (April 1, 2022–March 31, 2023)
 - Proposals to be resolved:**
 - Proposal No. 1: Election of 9 Directors
 - Proposal No. 2: Election of 2 Audit & Supervisory Board Members

4. Matters Decided for the Convocation of the Meeting:

(1) Among the items to be provided electronically, the following matters are not included in the written documents delivered to shareholders who have requested delivery of written documents, in accordance with laws and regulations and Article 19.2 of the Company's Articles of Incorporation. Accordingly, the documents to be delivered to shareholders who have requested the delivery of written documents are a portion of the documents audited by the Audit Committee members and the Accounting Auditor in preparing the Audit Report.

- ① From the Business Report
Systems to Ensure that the Execution of Duties by Directors Complies with Laws and Regulations and the Articles of Incorporation, and Other Systems to Ensure the Properness of Operations, and Status of Operations of the Systems
- ② From the consolidated Financial Statements
Notes to the consolidated Financial Statements
- ③ From the Non-Consolidated Financial Statements
Notes to the Non-Consolidated Financial Statements

(2) If no approval or disapproval is expressed for the respective proposals in the returned voting form, it will be treated as an approval vote for the Company's proposals and a disapproval vote for the shareholder's proposals.

(3) In the event that voting rights are exercised both in writing and via the Internet, etc., the vote via the Internet, etc., shall be deemed valid.

(4) In the event that voting rights are exercised multiple times via the Internet, etc., the most recent vote shall be deemed valid.

5. Guide for Exercising Voting Rights:

Please exercise your voting rights through one of the following methods.

(1) Attending the meeting:	When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk. Please bring this convocation with you as a material for the meeting.
(2) In writing:	Please indicate your vote for or against the proposal on the enclosed Voting Rights Exercise Form and return it so that it is received by 5:30 p.m. on Tuesday, June. 27, 2023, Japan time.
(3) Via the Internet, etc.:	Access the website for exercising voting rights specified by the Company (https://www.web54.net) follow the instructions on the screen and enter your vote for or against the proposals using the "Code for the Exercise of Voting Rights" and the "Password" printed on the enclosed Voting Rights Exercise Form and send it no later than 5:30 p.m. on Tuesday, June. 27, 2023, Japan time. Institutional investors may use the "Electronic Voting Platform" operated by ICJ, Inc., as an electromagnetic method for exercising voting rights for this General Meeting of Shareholders of the Company.
(4) With smart phone or other devices:	Scan the QR code and access the website. Please use a smartphone or other devices to scan the QR code printed on the Voting Rights Exercise Form. And then, enter your approval or disapproval to the proposal by following the on-screen instruction no later than 5:30 p.m. on Tuesday, June. 27, 2023, Japan time.

Notes:

1. In the event that you attend this general meeting of shareholders after exercising your voting rights in writing or via the Internet, etc., the vote at this general meeting of shareholders shall be deemed valid.
 2. You can exercise your voting rights only once on "Smart Voting".
If you want to change your votes after exercising your voting rights, you will need to scan the QR code again and enter the "Voting Rights Exercise Code and password." printed on the Voting Rights Exercise Form.
- If revisions to the matters for which measures for providing information in electronic provision measure are to be taken arise, a notice of the revisions and details of the matters before and after the revisions will be posted on the Company's website (<https://www.toyo-eng.com/jp/ja/>), the TSE website and General Meeting of Shareholders Portal.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal No. 1: Election of 9 Directors


The terms of office of all 9 Directors will expire at the conclusion of this year's Annual General Meeting of Shareholders.


The election of 9 Directors is proposed for the next term.


The candidates for Director are as follows:


No.	Name	Positions and responsibility at the Company		Term of office for Directors	Attendance at FY2022 Board of Directors meeting
1	Haruo Nagamatsu	Representative Director, President & Chief Executive Officer	Reappointed	6 years	18/18
2	Eiji Hosoi	Executive Vice President	Newly Appointed	—	—
3	Masayuki Yoshizawa	Representative Director Executive Vice President Division Director of TOYO Future Architect Department, and Security Management Department	Reappointed	8 years	18/18
4	Noriyoshi Torigoe	Director Executive Vice President Chief Compliance officer Division Director of Auditing Department, and Safety, Quality & Environment Management Division	Reappointed	2 years 11 months	18/18
5	Kensuke Waki	Director Senior Executive Officer Chief Financial Officer Division Director of Project Management Department and Corporate Administration Division	Reappointed	5 years	17/18
6	Masami Tashiro	Director	Reappointed Outside Director Independent Officer	8 years	18/18
7	Reijiro Yamamoto	Director	Reappointed Outside Director	4 years 4 months	18/18
8	Tatsuya Terazawa	Director	Reappointed Outside Director Independent Officer	2 years 11 months	17/18
9	Sayoko Miyairi	Director	Reappointed Outside Director Independent Officer	2 years 11 months	18/18

<p>1. Haruo Nagamatsu</p>	<p><u>Date of Birth:</u> April 1, 1957</p>	<p>Reappointed</p>	<p><u>Number of shares of the Company held:</u> Common shares 17,700</p>
<div data-bbox="261 405 596 831" data-label="Image"> </div> <p><u>Term of office for Director:</u> 6 years (at the conclusion of this Ordinary General Meeting of Shareholders)</p> <p><u>Attendance at FY2022 Board of Directors meeting:</u> 18/18 (100%)</p>	<p><u>Past experience, positions and significant concurrent positions</u></p> <p>April 1981 Joined the Company</p> <p>June 2000 Managing Director, Toyo Engineering & Construction Sdn.Bhd.</p> <p>April 2013 Executive Officer; Deputy Unit Director, Infrastructure Business Unit; General Manager, Infrastructure Project Division and Infrastructure Business Unit</p> <p>April 2016 Senior Executive Officer; Unit Director, Infrastructure Business Unit</p> <p>June 2017 Director; Senior Executive Officer; Unit Director, Infrastructure Business Unit</p> <p>April 2018 Representative Director; President & Chief Executive Officer (to present)</p> <p><u>Reasons for nomination as a candidate for Director</u></p> <p>Mr. Haruo Nagamatsu, having served the Company as Unit Director of the Infrastructure Business Unit, a representative of the Company's overseas subsidiaries, and as a project manager, possesses ample experience and deep insights in project management and corporate management. In addition, as Representative Director and President & Chief Executive Officer since April 2018, he has demonstrated excellent leadership in the management of the Company. Expecting him to contribute to improving the corporate value of the Company through leveraging his ample experience and insights, the Company has nominated him as a candidate for Director.</p>		


<h2>2. Eiji Hosoi</h2>	<u>Date of Birth:</u> October 6, 1959	<div style="border: 1px solid black; padding: 2px; display: inline-block;">Newly Appointed</div>	<u>Number of shares of the Company held:</u> Common shares 10,000																		
<div style="text-align: center;">  </div> <p><u>Term of office for Director:</u></p> <hr/> <p><u>Attendance at FY2022 Board of Directors meeting:</u></p> <hr/>	<p><u>Past experience, positions and significant concurrent positions</u></p> <table border="0"> <tr> <td style="vertical-align: top;">April 1982</td> <td>Joined the Company</td> </tr> <tr> <td style="vertical-align: top;">April 2010</td> <td>Deputy General Manager, Overseas Project Operations Unit Proposal Division</td> </tr> <tr> <td style="vertical-align: top;">January 2011</td> <td>Deputy General Manager, Overseas Project Operations Unit Overseas Project Division 1</td> </tr> <tr> <td style="vertical-align: top;">April 2012</td> <td>Deputy General Manager, Project Division 2</td> </tr> <tr> <td style="vertical-align: top;">April 2015</td> <td>Executive Officer; President Director, PT. Inti Karya Persada Teknik</td> </tr> <tr> <td style="vertical-align: top;">April 2018</td> <td>Senior Executive Officer; President Director, PT. Inti Karya Persada Teknik</td> </tr> <tr> <td style="vertical-align: top;">June 2018</td> <td>Senior Executive Officer; Deputy Unit Director, Plant Business Unit; General Manager, Project Division</td> </tr> <tr> <td style="vertical-align: top;">April 2019</td> <td>Senior Executive Officer; Unit Director, Plant Business Unit; General Manager, Project Division</td> </tr> <tr> <td style="vertical-align: top;">April 2020</td> <td>Senior Executive Officer; Unit Director, Plant Business Unit</td> </tr> <tr> <td style="vertical-align: top;">April 2023</td> <td>Executive Vice President; (to present)</td> </tr> </table> <p><u>Reasons for nomination as a candidate for Director</u></p> <p>Mr. Eiji Hosoi, having served the Company as Unit Director of the Plant Business Unit, a representative of the Company's overseas subsidiaries, and as a project manager. Since assuming the position of Executive Officer in 2015, he has promoted the development of new technologies and business fields, including the carbon neutral business, and has possesses ample experience and deep insights both the "Sustainable Technology and Business Development" and "Advanced EPC Operation" strategies set forth in the medium-term management plan. Expecting him to contribute to improving the corporate value of the Company through leveraging his ample experience and insights, the Company has nominated him as a candidate for Director.</p>	April 1982	Joined the Company	April 2010	Deputy General Manager, Overseas Project Operations Unit Proposal Division	January 2011	Deputy General Manager, Overseas Project Operations Unit Overseas Project Division 1	April 2012	Deputy General Manager, Project Division 2	April 2015	Executive Officer; President Director, PT. Inti Karya Persada Teknik	April 2018	Senior Executive Officer; President Director, PT. Inti Karya Persada Teknik	June 2018	Senior Executive Officer; Deputy Unit Director, Plant Business Unit; General Manager, Project Division	April 2019	Senior Executive Officer; Unit Director, Plant Business Unit; General Manager, Project Division	April 2020	Senior Executive Officer; Unit Director, Plant Business Unit	April 2023	Executive Vice President; (to present)
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April 2023	Executive Vice President; (to present)																				

<h3>3. Masayuki Yoshizawa</h3>	<u>Date of Birth:</u> March 31, 1959	Reappointed	<u>Number of shares of the Company held:</u> Common shares 11,100																														
	 <p><u>Term of office for Director:</u> 8 years (at the conclusion of this Ordinary General Meeting of Shareholders)</p> <p><u>Attendance at FY2022 Board of Directors meeting:</u> 18/18 (100%)</p>	<p><u>Past experience, positions and significant concurrent positions</u></p> <table border="0"> <tr> <td>April 1982</td> <td>Joined MITSUI & CO., LTD.</td> </tr> <tr> <td>August 2006</td> <td>President & CEO, Mitsui Gas e Energia do Brazil Ltda.</td> </tr> <tr> <td>June 2011</td> <td>Executive Officer; Deputy General Manager, Corporate Planning Unit of the Company</td> </tr> <tr> <td>April 2014</td> <td>Senior Deputy General Manager, Osaka Office MITSUI & CO., LTD.</td> </tr> <tr> <td>April 2015</td> <td>Senior Executive Officer; Division Director of Corporate Strategy Unit and Corporate Administration Unit of the Company</td> </tr> <tr> <td>June 2015</td> <td>Director; Senior Executive Officer; Division Director of Corporate Strategy Unit and Corporate Administration Unit</td> </tr> <tr> <td>April 2016</td> <td>Director; Senior Executive Officer; Chief Compliance Officer; Division Director of IT Management & Control Division, Corporate Strategy Unit and Corporate Administration Unit</td> </tr> <tr> <td>June 2016</td> <td>Representative Director; Senior Executive Officer; Chief Compliance Officer; Division Director of IT Management & Control Division, Corporate Strategy Unit and Corporate Administration Unit</td> </tr> <tr> <td>April 2017</td> <td>Representative Director; Senior Executive Officer; Chief Compliance Officer; Division Director of Corporate Strategy Unit and Corporate Administration Unit</td> </tr> <tr> <td>April 2018</td> <td>Representative Director; Senior Executive Officer; Division Director of Corporate Strategy Unit and Business Development Division</td> </tr> <tr> <td>April 2019</td> <td>Representative Director; Executive Vice President; Division Director of Corporate Strategy Unit and Business Development Division Solution Business Unit</td> </tr> <tr> <td>July 2019</td> <td>Representative Director; Executive Vice President; Division Director of TOYO Future Architect Department, Corporate Strategy Unit, Business Development Division, and Solution Business Unit</td> </tr> <tr> <td>April 2020</td> <td>Representative Director; Executive Vice President; Division Director of TOYO Future Architect Department and Project Management Department</td> </tr> <tr> <td>April 2021</td> <td>Representative Director; Executive Vice President; Division Director of TOYO Future Architect Department and Security Management Department</td> </tr> <tr> <td>June 2021</td> <td>Representative Director; Executive Vice President; Division Director of TOYO Future Architect Department, Security Management Department, and Procurement Division</td> </tr> <tr> <td>April 2022</td> <td>Representative Director; Executive Vice President; Division Director of TOYO Future Architect Department, and Security Management Department (to present)</td> </tr> </table> <p><u>Reasons for nomination as a candidate for Director</u> Mr. Masayuki Yoshizawa, having served a general trading company for many years, possesses ample experience and deep insights related to the business of the Company such as investments, EPC businesses in energy and infrastructure fields, and the management of overseas corporations. As Director and Senior Executive Officer of the Company since 2015, and as Representative Director since 2016, as Executive Vice President since April 2019, he has been engaged in the management of the Company and supervised business reform and project management department. Expecting him to contribute to improving the corporate value of the Company through leveraging his ample experience and insights, the Company has nominated him as a candidate for Director.</p>	April 1982	Joined MITSUI & CO., LTD.	August 2006	President & CEO, Mitsui Gas e Energia do Brazil Ltda.	June 2011	Executive Officer; Deputy General Manager, Corporate Planning Unit of the Company	April 2014	Senior Deputy General Manager, Osaka Office MITSUI & CO., LTD.	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<h2 style="margin: 0;">4. Noriyoshi Torigoe</h2>	<u>Date of Birth:</u> December 10, 1960	<div style="border: 1px solid black; padding: 2px; display: inline-block;"> Reappointed </div>	<u>Number of shares of the Company held:</u> Common shares 2,800																															
	<div style="display: flex;"> <div style="flex: 1;">  <p data-bbox="261 846 596 1039"> <u>Term of office for Director:</u> 2 years 11 months (at the conclusion of this Ordinary General Meeting of Shareholders) <u>Attendance at FY2022 Board of Directors meeting:</u> 18/18(100%) </p> </div> <div style="flex: 2;"> <p data-bbox="625 376 1264 403"><u>Past experience, positions and significant concurrent positions</u></p> <table border="0" style="width: 100%;"> <tr> <td style="width: 15%;">April 1983</td> <td>Joined the Export-Import Bank of Japan</td> </tr> <tr> <td>August 2007</td> <td>Director General, Corporate Finance Department, Japan Bank for International Cooperation</td> </tr> <tr> <td>October 2008</td> <td>Director General, Corporate Finance Department, Japan Bank for International Cooperation, Japan Finance Corporation</td> </tr> <tr> <td>December 2010</td> <td>Chief Internal Auditor, Internal Audit Department, Japan Finance Corporation</td> </tr> <tr> <td>April 2012</td> <td>Chief Internal Auditor, Internal Audit Department, Japan Bank for International Cooperation</td> </tr> <tr> <td>June 2012</td> <td>Executive Officer for the Americas, Japan Bank for International Cooperation</td> </tr> <tr> <td>December 2013</td> <td>Deputy Managing Director, Komatsu Economic and Strategy Research Center</td> </tr> <tr> <td>February 2015</td> <td>Advisor, MODEC, Inc.</td> </tr> <tr> <td>January 2017</td> <td>Senior Adviser, Japan Overseas Infrastructure Investment Corporation for Transport & Urban Development</td> </tr> <tr> <td>June 2017</td> <td>Executive Officer; Head of Project Department, Japan Overseas Infrastructure Investment Corporation for Transport & Urban Development</td> </tr> <tr> <td>January 2018</td> <td>Managing Executive Officer; Head of Project Department, Japan Overseas Infrastructure Investment Corporation for Transport & Urban Development</td> </tr> <tr> <td>June 2020</td> <td>Adviser of the Company</td> </tr> <tr> <td>June 2020</td> <td>Senior Executive Officer of the Company</td> </tr> <tr> <td>August 2020</td> <td>Director; Senior Executive Officer</td> </tr> <tr> <td>April 2021</td> <td>Director; Senior Executive Officer; Chief Compliance Officer; Division Director of Auditing Department and Safety, Quality & Environment Management Division</td> </tr> <tr> <td>April 2023</td> <td>Director; Executive Vice President; Chief Compliance Officer; Division Director of Auditing Department and Safety, Quality & Environment Management Division (to present)</td> </tr> </table> <p data-bbox="638 1429 1168 1456"><u>Reasons for nomination as a candidate for Director</u></p> <p data-bbox="638 1460 1445 1648"> Mr. Noriyoshi Torigoe, has long experience in a quasi-public lending institution, possesses ample experience and extensive insights in Infrastructure related business. As Executive Vice President since April 2023, he has been engaged in the management of the Company, given his opinions, and proposed to planning business strategy. Expecting him to contribute to improving the corporate value of the Company through leveraging his ample experience and insights, the Company has nominated him as a candidate for Director. </p> </div> </div>			April 1983	Joined the Export-Import Bank of Japan	August 2007	Director General, Corporate Finance Department, Japan Bank for International Cooperation	October 2008	Director General, Corporate Finance Department, Japan Bank for International Cooperation, Japan Finance Corporation	December 2010	Chief Internal Auditor, Internal Audit Department, Japan Finance Corporation	April 2012	Chief Internal Auditor, Internal Audit Department, Japan Bank for International Cooperation	June 2012	Executive Officer for the Americas, Japan Bank for International Cooperation	December 2013	Deputy Managing Director, Komatsu Economic and Strategy Research Center	February 2015	Advisor, MODEC, Inc.	January 2017	Senior Adviser, Japan Overseas Infrastructure Investment Corporation for Transport & Urban Development	June 2017	Executive Officer; Head of Project Department, Japan Overseas Infrastructure Investment Corporation for Transport & Urban Development	January 2018	Managing Executive Officer; Head of Project Department, Japan Overseas Infrastructure Investment Corporation for Transport & Urban Development	June 2020	Adviser of the Company	June 2020	Senior Executive Officer of the Company	August 2020	Director; Senior Executive Officer	April 2021	Director; Senior Executive Officer; Chief Compliance Officer; Division Director of Auditing Department and Safety, Quality & Environment Management Division	April 2023
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<p>5.Kensuke Waki</p>	<p><u>Date of Birth:</u> May 15, 1959</p>	<p><u>Reappointed</u></p>	<p><u>Number of shares of the Company held:</u> Common shares 6,200</p>
 <p><u>Term of office for Director:</u> 5 years (at the conclusion of this Ordinary General Meeting of Shareholders)</p> <p><u>Attendance at FY2022 Board of Directors meeting:</u> 17/18 (94.4%)</p>	<p><u>Past experience, positions and significant concurrent positions</u></p> <p>April 1983 Joined the Company.</p> <p>June 2007 General Manager, Accounting Division, Finance & Accounting Unit</p> <p>April 2014 General Manager, Finance & Accounting Unit</p> <p>April 2016 Executive Officer; General Manager, Finance & Accounting Unit</p> <p>April 2017 Executive Officer; Chief Financial Officer; General Manager, Finance & Accounting Unit</p> <p>April 2018 Senior Executive Officer; Chief Financial Officer; Division Director of Finance & Accounting Unit</p> <p>June 2018 Director; Senior Executive Officer; Chief Financial Officer; Division Director of Finance & Accounting Unit</p> <p>April 2021 Director; Senior Executive Officer; Chief Financial Officer; Division Director of Auditing Department and Safety, Quality & Environment Management Division</p> <p>April 2023 Director; Senior Executive Officer; Chief Financial Officer; Division Director of Auditing Department and Safety, Quality & Environment Management Division (to present)</p> <p><u>Reasons for nomination as a candidate for Director</u></p> <p>Mr. Kensuke Waki, having served the Company as the heads of finance and accounting divisions, possesses ample experience and deep insights in finance and accounting. As a Chief Financial Officer since 2017, as a Director and Senior Executive Officer of the Company since April 2023, he has been engaged in the management of the Company from the standpoint of supervising finance and accounting of the Company. Expecting him to contribute to improving the corporate value of the Company through leveraging his ample experience and insights, the Company has nominated him as a candidate for Director.</p>		

<p>6.Masami Tashiro</p>	<p>Date of Birth: May 11, 1952</p>	<p>Reappointed</p>	<p>Number of shares of the Company held: Common shares 4,900</p>																		
<div data-bbox="260 432 596 857" data-label="Image"> </div> <p>Term of office for Director: 8 years (at the conclusion of this Ordinary General Meeting of Shareholders).</p> <p>Attendance at FY2022 Board of Directors meeting: 18/18 (100%)</p> <p>Outside Auditor Candidate</p> <p>Independent Officer Candidate</p>	<p>Past experience, positions and significant concurrent positions</p> <table border="0"> <tr> <td>April 1976</td> <td>Joined Mitsui Bank, Ltd.</td> </tr> <tr> <td>April 2001</td> <td>General Manager, International Credit Dept., Sumitomo Mitsui Banking Corporation</td> </tr> <tr> <td>December 2002</td> <td>General Manager, Singapore Branch, Sumitomo Mitsui Banking Corporation</td> </tr> <tr> <td>June 2003</td> <td>Executive Officer; General Manager, Singapore Branch, Sumitomo Mitsui Banking Corporation</td> </tr> <tr> <td>June 2006</td> <td>Member of the Board, Taiyo Oil Company, Limited</td> </tr> <tr> <td>July 2010</td> <td>Vice President, SMBC International Business Co., Ltd.</td> </tr> <tr> <td>June 2012</td> <td>President and Representative Director, SMBC International Business Co., Ltd.</td> </tr> <tr> <td>December 2013</td> <td>Outside Auditor, ACKG Limited</td> </tr> <tr> <td>June 2015</td> <td>Outside Director of the Company (to present)</td> </tr> <tr> <td>December 2016</td> <td>Outside Director, ACKG Limited (current Oriental Consultants Holdings Company Limited) (to present)</td> </tr> </table> <p>Significant concurrent positions</p> <ul style="list-style-type: none"> • Outside Director, Oriental Consultants Holdings Company Limited <p>Reasons for nomination as a candidate for Outside Director and expect role: Mr. Masami Tashiro has long experience in international business operations at financial institutions and possesses ample experience and deep insights as a corporate manager. He has been providing precise comments and opinions about the Company's overall management from an independent standpoint based on a global perspective and supervising the Company's management appropriately. Since his appropriate performance of duties as an Outside Director can continue to be expected, the Company has nominated him as a candidate for Outside Director. The Company designates him as an Independent Officer as stipulated by the regulations of the Tokyo Stock Exchange. If he is re-elected, the Company will continue to designate him as an Independent Officer.</p> <p>Liability limitation contracts with Directors The Company has a contract with Mr. Tashiro for limitation of liability for damages as provided in Article 423, Paragraph 1, of the Corporation Law as prescribed by Article 427, Paragraph 1, of the Corporation Law and the Articles of Incorporation of the Company. If he is re-elected, the Company will renew the contract with him. The limitation of liability under the contract is the minimum liability amount set forth in Article 425, Paragraph 1, of the Corporation Law.</p>	April 1976	Joined Mitsui Bank, Ltd.	April 2001	General Manager, International Credit Dept., Sumitomo Mitsui Banking Corporation	December 2002	General Manager, Singapore Branch, Sumitomo Mitsui Banking Corporation	June 2003	Executive Officer; General Manager, Singapore Branch, Sumitomo Mitsui Banking Corporation	June 2006	Member of the Board, Taiyo Oil Company, Limited	July 2010	Vice President, SMBC International Business Co., Ltd.	June 2012	President and Representative Director, SMBC International Business Co., Ltd.	December 2013	Outside Auditor, ACKG Limited	June 2015	Outside Director of the Company (to present)	December 2016	Outside Director, ACKG Limited (current Oriental Consultants Holdings Company Limited) (to present)
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<h2>7.Reijiro Yamamoto</h2>	<u>Date of Birth:</u> October 3, 1960	<div style="border: 1px solid black; padding: 2px; display: inline-block;">Reappointed</div>	<u>Number of shares of the Company held:</u> 0																																				
 <p><u>Term of office for Director:</u> 4years 4 months (at the conclusion of this Ordinary General Meeting of Shareholders).</p> <p><u>Attendance at FY2022 Board of Directors meeting:</u> 18/18 (100%)</p> <div style="border: 1px solid black; padding: 2px; display: inline-block; margin-top: 10px;">Outside Director Candidate</div>	<p><u>Past experience, positions and significant concurrent positions</u></p> <table border="0"> <tr> <td style="vertical-align: top;">April 1984</td> <td>Joined Mitsui Bank (current Sumitomo Mitsui Banking Corporation)</td> </tr> <tr> <td>January 2000</td> <td>Participated in Unison Capital, Inc.</td> </tr> <tr> <td>April 2004</td> <td>A Founding Partner, GCA Corporation</td> </tr> <tr> <td>October 2005</td> <td>Representative Director, Mezzanine Corporation</td> </tr> <tr> <td>January 2006</td> <td>Representative Director & Partner, Integral Corporation (to present)</td> </tr> <tr> <td>January 2009</td> <td>Director, B.P.S. Corporation</td> </tr> <tr> <td>December 2009</td> <td>Director, Yohji Yamamoto Inc.</td> </tr> <tr> <td>January 2012</td> <td>Representative Director & Partner, Integral Partners Corporation (to present)</td> </tr> <tr> <td>August 2013</td> <td>Auditing Officer, Yohji Yamamoto Inc. (to present)</td> </tr> <tr> <td>September 2013</td> <td>Outside Director, TBI Holdings Co., Ltd.</td> </tr> <tr> <td>October 2014</td> <td>Director, Shinwa Co., Ltd.</td> </tr> <tr> <td>October 2014</td> <td>Director, J-trading Inc.</td> </tr> <tr> <td>February 2016</td> <td>Outside Director, Itokin Co., Ltd. (to present)</td> </tr> <tr> <td>January 2017</td> <td>Outside Director, Aderans Company Limited (to present)</td> </tr> <tr> <td>March 2019</td> <td>Outside Director, of the Company (to present)</td> </tr> <tr> <td>October 2019</td> <td>Outside Director, Sanden Retail Systems Corporation (to present)</td> </tr> <tr> <td>June 2020</td> <td>Outside Director, Mamezou Holdings Co., LTD. (current JSEE Holdings Corporation) (to present) Outside Director, K2TOP Holdings Corporation (current MamezouK2TOP Holdings Corporation) (to present)</td> </tr> <tr> <td>November 2020</td> <td>Director, OPENSTREAM HOLDINGS Co.</td> </tr> <tr> <td>April 2021</td> <td>Chairman & Director, Skymark Airlines Inc. (to present) Director, MAMEZO DIGITAL HOLDINGS CO., LTD .</td> </tr> </table> <p><u>Significant concurrent positions</u></p> <ul style="list-style-type: none"> • Representative Director & Partner, Integral Corporation • Auditing Officer, Yohji Yamamoto Inc. • Outside Director, Itokin Co., Ltd. • Outside Director, Aderans Company Limited • Outside Director, JSEE Holdings Corporation • Outside Director, Mamezou K2TOP Holdings Corporation • Chairman & Director, Skymark Airlines Inc. <p><u>Reasons for nomination as a candidate for Outside Director and expect role:</u> Mr. Reijiro Yamamoto, who serves as the corporate manager of an investment fund management company and has served as corporate managers of various business companies, possesses ample experience and deep insights in finance and corporate management. He has been providing precise comments and opinions on the management of the Company appropriately. Since his appropriate performance of duties as an Outside Director can continue to be expected, the Company has nominated Mr. Yamamoto as a candidate for Outside Director.</p> <p><u>Liability limitation contracts with Directors</u> The Company has a contract with Mr. Yamamoto for limitation of liability for damages as provided in Article 423, Paragraph 1, of the Corporation Law as prescribed by Article 427, Paragraph 1, of the Corporation Law and the Articles of Incorporation of the Company. If he is re-elected, the Company will renew the contract with him. The limitation of liability under the contract is the minimum liability amount set forth in Article 425, Paragraph 1, of the Corporation Law.</p>	April 1984	Joined Mitsui Bank (current Sumitomo Mitsui Banking Corporation)	January 2000	Participated in Unison Capital, Inc.	April 2004	A Founding Partner, GCA Corporation	October 2005	Representative Director, Mezzanine Corporation	January 2006	Representative Director & Partner, Integral Corporation (to present)	January 2009	Director, B.P.S. Corporation	December 2009	Director, Yohji Yamamoto Inc.	January 2012	Representative Director & Partner, Integral Partners Corporation (to present)	August 2013	Auditing Officer, Yohji Yamamoto Inc. (to present)	September 2013	Outside Director, TBI Holdings Co., Ltd.	October 2014	Director, Shinwa Co., Ltd.	October 2014	Director, J-trading Inc.	February 2016	Outside Director, Itokin Co., Ltd. (to present)	January 2017	Outside Director, Aderans Company Limited (to present)	March 2019	Outside Director, of the Company (to present)	October 2019	Outside Director, Sanden Retail Systems Corporation (to present)	June 2020	Outside Director, Mamezou Holdings Co., LTD. 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<h2 style="text-align: center;">8. Tatsuya Terazawa</h2>	<u>Date of Birth:</u> January 20, 1961	Reappointed	<u>Number of shares of the Company held:</u> Common shares 1,500																					
	<div style="display: flex;"> <div style="flex: 1;">  <p><u>Term of office for Director:</u> 2years11months (at the conclusion of this Ordinary General Meeting of Shareholders).</p> <p><u>Attendance at FY2022 Board of Directors meeting:</u> 17/18(94.4%)</p> <div style="border: 1px solid black; padding: 2px; margin: 5px 0; text-align: center;"> Outside Director Candidate </div> <div style="border: 1px solid black; padding: 2px; margin: 5px 0; text-align: center;"> Independent Officer Candidate </div> </div> <div style="flex: 2; padding-left: 10px;"> <p><u>Past experience, positions and significant concurrent positions</u></p> <table border="0"> <tr><td>April 1984</td><td>Entered the Ministry of International Trade and Industry</td></tr> <tr><td>September 2011</td><td>Executive Secretary to the Prime Minister</td></tr> <tr><td>December 2012</td><td>Deputy Director-General, Economic & Industrial Policy Bureau, Ministry of Economy, Trade & Industry</td></tr> <tr><td>June 2013</td><td>Councilor, Commerce Distribution & Industrial Safety Policy Group (Industrial Safety section), Ministry of Economy, Trade & Industry</td></tr> <tr><td>July 2015</td><td>Director-General, Trade & Economic Cooperation Bureau, Ministry of Economy, Trade & Industry</td></tr> <tr><td>July 2017</td><td>Director-General, Commerce & Information Policy Bureau, Ministry of Economy, Trade and Industry</td></tr> <tr><td>July 2018</td><td>Vice-Minister for International Affairs, Ministry of Economy, Trade & Industry</td></tr> <tr><td>July 2019</td><td>Advisor, Ministry of Economy, Trade & Industry (to present)</td></tr> <tr><td>August 2020</td><td>Outside Director, of the Company (to present)</td></tr> <tr><td>January 2021</td><td>Special Advisor to the Cabinet Office</td></tr> <tr><td>July 2021</td><td>Chairman and CEO, The Institute of Energy Economics, Japan (to present)</td></tr> </table> <p><u>Significant concurrent positions</u></p> <ul style="list-style-type: none"> •Chairman and CEO, The Institute of Energy Economics, Japan <p><u>Reasons for nomination as a candidate for Outside Director and expect role:</u></p> <p>Mr. Tatsuya Terazawa, having served in the Ministry of Economy, Trade & Industry (METI) for many years, possesses ample experience and deep insights in public policies mainly of the trade policy and trade promotion. Leveraging his expertise, he has been providing precise comments and opinions about the Company's from an independent standpoint and supervising the Company's management appropriately.</p> <p>Although Mr. Terazawa has not been directly involved in corporate management except Outside Director, he possesses ample experience in trade policy as above and, extensive knowledge of carbon neutral trends and the international energy situation as the Chairman and CEO of the Institute of Energy Economics, Japan. So, the Company expect him to make accurate opinion, and assesses that he can adequately fulfill his responsibilities as Outside Director.</p> <p>The Company designates him as an Independent Officer as stipulated by the regulations of the Tokyo Stock Exchange. If he is re-elected, the Company will continue to designate him as an Independent Officer</p> <p><u>Liability limitation contracts with Directors</u></p> <p>The Company has a contract with Mr. Terazawa for limitation of liability for damages as provided in Article 423, Paragraph 1, of the Corporation Law as prescribed by Article 427, Paragraph 1, of the Corporation Law and the Articles of Incorporation of the Company. If he is re-elected, the Company will renew the contract with him. The limitation of liability under the contract is the minimum liability amount set forth in Article 425, Paragraph 1, of the Corporation Law.</p> </div> </div>			April 1984	Entered the Ministry of International Trade and Industry	September 2011	Executive Secretary to the Prime Minister	December 2012	Deputy Director-General, Economic & Industrial Policy Bureau, Ministry of Economy, Trade & Industry	June 2013	Councilor, Commerce Distribution & Industrial Safety Policy Group (Industrial Safety section), Ministry of Economy, Trade & Industry	July 2015	Director-General, Trade & Economic Cooperation Bureau, Ministry of Economy, Trade & Industry	July 2017	Director-General, Commerce & Information Policy Bureau, Ministry of Economy, Trade and Industry	July 2018	Vice-Minister for International Affairs, Ministry of Economy, Trade & Industry	July 2019	Advisor, Ministry of Economy, Trade & Industry (to present)	August 2020	Outside Director, of the Company (to present)	January 2021	Special Advisor to the Cabinet Office	July 2021
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July 2021	Chairman and CEO, The Institute of Energy Economics, Japan (to present)																							


<h2>9.Sayoko Miyairi</h2>	<u>Date of Birth:</u> November 12, 1956	<u>Reappointed</u>	<u>Number of shares of the Company held:</u> Common shares 2,400																						
 <p><u>Term of office for Director:</u> 2 years 11 months</p> <p><u>Attendance at FY2022 Board of Directors meeting:</u> 18/18(100%)</p> <p><u>Outside Auditor Candidate</u></p> <p><u>Independent Officer Candidate</u></p>	<p><u>Past experience, positions and significant concurrent positions</u></p> <table border="0"> <tr> <td>April 1979</td> <td>Joined Hitachi, Ltd.</td> </tr> <tr> <td>July 1982</td> <td>Joined Bank of America, N.A., Asia Headquarters</td> </tr> <tr> <td>March 1986</td> <td>Joined Pasona Inc. and seconded and then transferred to Edu Consult Co., Ltd. (current Scholar Consult Co., Ltd.)</td> </tr> <tr> <td>April 2000</td> <td>Partner, Scholar Consult Co., Ltd. (to present)</td> </tr> <tr> <td>April 2000</td> <td>Assistant Professor, Nihonbashi Gakkan University (current Kaichi International University)</td> </tr> <tr> <td>January 2005</td> <td>Director, Scholar Consult Co., Ltd.</td> </tr> <tr> <td>April 2008</td> <td>Professor, Nihonbashi Gakkan University (current Kaichi International University)</td> </tr> <tr> <td>March 2019</td> <td>Outside Director, KH Neochem Co., Ltd. (to present)</td> </tr> <tr> <td>August 2020</td> <td>Outside Director, of the Company (to present)</td> </tr> <tr> <td>April 2022</td> <td>Professor emeritus, visiting professor, Kaichi International University (to present)</td> </tr> <tr> <td>June 2022</td> <td>Outside Director, NIHON SEIKAN K.K. (to present)</td> </tr> </table> <p><u>Significant concurrent positions</u></p> <ul style="list-style-type: none"> • Partner, Scholar Consult Co., Ltd. • Professor emeritus, visiting professor, Kaichi International University • Outside Director, KH Neochem Co., Ltd. • Outside Director, NIHON SEIKAN K.K. <p><u>Reasons for nomination as a candidate for Outside Director and expect role:</u> Ms. Sayoko Miyairi, possesses ample business and management experience in consulting company, possesses professional knowledge and board insight as a university professor. Leveraging her expertise, she has been providing precise comments and opinions about the Company's from an independent standpoint and supervising the Company's management appropriately. The Company designates her as an Independent Officer as stipulated by the regulations of the Tokyo Stock Exchange. If she is re-elected, the Company will continue to designate her as an Independent Officer.</p> <p><u>Liability limitation contracts with Directors</u> The Company has a contract with Ms. Miyairi for limitation of liability for damages as provided in Article 423, Paragraph 1, of the Corporation Law as prescribed by Article 427, Paragraph 1, of the Corporation Law and the Articles of Incorporation of the Company. If she is re-elected, the Company will renew the contract with her. The limitation of liability under the contract is the minimum liability amount set forth in Article 425, Paragraph 1, of the Corporation Law.</p>			April 1979	Joined Hitachi, Ltd.	July 1982	Joined Bank of America, N.A., Asia Headquarters	March 1986	Joined Pasona Inc. and seconded and then transferred to Edu Consult Co., Ltd. (current Scholar Consult Co., Ltd.)	April 2000	Partner, Scholar Consult Co., Ltd. (to present)	April 2000	Assistant Professor, Nihonbashi Gakkan University (current Kaichi International University)	January 2005	Director, Scholar Consult Co., Ltd.	April 2008	Professor, Nihonbashi Gakkan University (current Kaichi International University)	March 2019	Outside Director, KH Neochem Co., Ltd. (to present)	August 2020	Outside Director, of the Company (to present)	April 2022	Professor emeritus, visiting professor, Kaichi International University (to present)	June 2022	Outside Director, NIHON SEIKAN K.K. (to present)
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June 2022	Outside Director, NIHON SEIKAN K.K. (to present)																								

Note:

1. Mr. Haruo Nagamatsu will assume the position of Chairman at the Board of Directors meeting to be held after the close of this Ordinary General Meeting of Shareholders, if the proposal for his appointment is approved.
2. Mr. Eiji Hosoi is scheduled to be appointed as Representative Director and President & Chief Executive Officer at the Board of Directors meeting to be held after the close of this Ordinary General Meeting of Shareholders, if the proposal for his appointment is approved.
3. Mr. Reijiro Yamamoto concurrently serves as the Representative Director & Partner of Integral Corporation. Integral Team Limited Partnership and Innovation Alpha Team L.P., who have unlimited liability partners that are companies with which Integral Corporation invests in and provides investment advice to, are subscribers for class A preferred shares. There are no special interests between the other candidates and the Company.
4. Ms. Sayoko Miyairi's name as recorded in her family name register is Sayoko Ibaraki.
5. The Company shall enter into a directors and officers liability insurance contract with an insurance company, which is stipulated in Article 430-3, Paragraph 1 of the Companies Act. The insurance premium is paid in full by the Company. Legal damages and costs for disputes incurred as a result of a claim for compensation for damages to be borne by the insured shall be covered by the said insurance. Candidates shall be included as insureds under the policy. The Company plans to renew the insurance policy with the same level of content the next time it is renewed.

Proposal No. 2: Election of 2 Audit & Supervisory Board Members

Audit & Supervisory Board Member Chihiro Ubukata and Kiyohito Uchida will expire at the conclusion of this meeting. Therefore, the Company proposes the election of two Audit & Supervisory Board Members. The candidates for Audit & Supervisory Board Member are as follows. The consent of the Audit & Supervisory Board has been obtained for the submission of this proposal.

1. Chihiro Ubukata	<u>Date of Birth:</u> February 11, 1959	Reappointed	<u>Number of shares of the Company held:</u> Common shares 4,600
 <p><u>Term of office for Audit & Supervisory Board Member:</u> 4 years</p> <p><u>Attendance at FY2022 Board of Directors meeting:</u> 18/18(100%)</p> <p><u>Attendance at FY2022 Audit & Supervisory Board Members meeting:</u> 20/20(100%)</p>	<p><u>Past experience, positions and significant concurrent positions</u></p> <p>April 1983 Joined the Company May 1988 Plant Business Unit Detailed Design Group June 2019 Audit & Supervisory Board Member of the Company (to present)</p> <p><u>Reasons for nomination as a candidate for Outside Audit & Supervisory Board Member</u></p> <p>Mr. Chihiro Ubukata, having served the Company as the head of finance division for many years, possesses ample experience and deep insights in finance and accounting. Leveraging his expertise Mr. Ubukata has been auditing the Company's management appropriately. Since his performance of duties as an Audit & Supervisory Board Member can continue to be expected, the Company has nominated him as candidate for Audit & Supervisory Board Member.</p>		

<h2>2. Takako Miyoshi</h2>	Date of Birth: December 9, 1975	<div style="border: 1px solid black; padding: 2px; display: inline-block;">Newly Appointed</div>	Number of shares of the Company held: Common shares 0
<div style="text-align: center;">  </div> <p><u>Term of office for Audit & Supervisory Board Member:</u></p> <hr/> <p><u>Attendance at FY2022 Board of Directors meeting:</u></p> <hr/> <p><u>Attendance at FY2022 Audit & Supervisory Board Members meeting:</u></p> <hr/> <div style="border: 1px solid black; padding: 2px; display: inline-block; margin-bottom: 5px;">Outside Auditor Candidate</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">Independent Officer Candidate</div>	<p><u>Past experience, positions and significant concurrent positions</u></p> <p>October 2001 Registered as Attorney at Law (Dai-ichi Tokyo Bar Association)</p> <p>April 2003 Member of Consumer Affairs Committee, Dai-ichi Tokyo Bar Association</p> <p>June 2008 Member of the Intellectual Property Law Research Committee of the General Legal Research Institute, Dai-ichi Tokyo Bar Association (to present)</p> <p>July 2010 Member of Environmental Protection Committee, Dai-ichi Tokyo Bar Association (to present)</p> <p>January 2011 Partner, Okamura Sogo Law Office (to present)</p> <p>April 2017 Member of the Special Committee on Civil Litigation Issues, Dai-ichi Tokyo Bar Association (to present)</p> <p>Member of the Advisory Council on the Management of Civil Litigation, Tokyo District Court and Tokyo Sankai (to present)</p> <p><u>Significant concurrent positions</u></p> <ul style="list-style-type: none"> • Partner, Okamura Sogo Law Office <p><u>Reasons for nomination as a candidate for Outside Audit & Supervisory Board Member</u></p> <p>Ms. Takako Miyoshi has developed expertise and professional experience as a lawyer for many years. Since auditing the Company's management appropriately from an independent standpoint can be expected, the Company has nominated her as candidate for Outside Audit & Supervisory Board Member.</p> <p>While she has not been directly involved in corporate management, for the reasons given above, the Company assesses that she can continue to adequately fulfill her responsibilities as an Outside Audit & Supervisory Board Member.</p> <p>The Company receives legal advice from other lawyers from Okamura Sogo Law Office, to which she belongs as a partner, as necessary. It is small percentage of its annual revenue and our consolidated sales, and in any case the ratio is low, objectivity and neutrality for monitoring and auditing the Company's management are ensured, and there is no possibility of conflicts of interest with general shareholders.</p> <p>Therefore, she has been designated as an Independent Officer under the rules of the Tokyo Stock Exchange. If he is re-elected, the Company will continue to designate him as an Independent Officer.</p> <p><u>Liability limitation contracts with Audit & Supervisory board Members</u></p> <p>To enable Outside Auditor Candidate to fully perform their expected roles the Company will conclude a contract with her, if elected, for limitation of liability for damages as provided in Article 427, Paragraph 1, of the Corporation Law as prescribed by Article 423, Paragraph 1, of the Corporation Law and the Articles of Incorporation of the Company. The limitation of liability under the contract is the minimum liability amount set forth in Article 425, Paragraph 1, of the Corporation Law.</p>		

Note:

1. There is no special interest between any of the candidates and the Company.
2. Ms. Takako Miyoshi's name as recorded in her family name register is Takako Nakano.
3. The Company shall enter into a directors and officers liability insurance contract with an insurance company, which is stipulated in Article 430-3, Paragraph 1 of the Companies Act. The insurance premium is paid in full by the Company. Legal damages and costs for disputes incurred as a result of a claim for compensation for damages to be borne by the insured shall be covered by the said insurance. Candidates shall be included as insureds under the policy. The Company plans to renew the insurance policy with the same level of content the next time it is renewed.