

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: 3107)

June 7, 2023

To our shareholders:

Yukihiro Nishimura Representative Director, President
Daiwabo Holdings Co., Ltd.
2-4, Nakanoshima 3-chome, Kita-ku, Osaka

NOTICE OF THE 113TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

This is to notify you of the 113th Annual General Meeting of Shareholders of Daiwabo Holdings Co., Ltd. (the “Company”), which will be held as described below.

With regard to convening this general meeting of shareholders, the Company takes measures for providing information in electronic format that constitutes the content of reference documents for the general meeting of shareholders, etc. (items for which the measures for providing information in electronic format will be taken) and posts this information on the following websites. Please access either website by using the Internet addresses shown below to review the information.

The Company’s website:

<https://www.daiwabo-holdings.com/> (in Japanese)

(From the above website, select “Investor Relations,” and then “General Meeting of Shareholders.”)

Website with posted informational materials for the general meeting of shareholders

<https://d.sokai.jp/3107/teiji/> (in Japanese)

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 “Daiwabo” in “Issue name (company name)” or the Company’s securities code “3107” 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 or in writing (by mail). Please exercise your voting rights no later than 5:30 p.m. on June 28, 2023 (Wednesday) after reviewing the attached Reference Documents for the Annual General Meeting of Shareholders.

[For shareholders exercising voting rights via the Internet]

Please access the website for exercising voting rights designated by the Company (<https://evote.tr.mufg.jp/>) (in Japanese), use the “Login ID” and “Temporary Password” indicated on the voting form enclosed with this convocation notice, and follow the instructions on the screen to indicate your approval or disapproval for each proposal on the agenda by the deadline as indicated on the previous page.

When exercising your voting rights via the Internet, please refer to the “Procedures for Exercising Voting Rights via the Internet” on page 5 (in Japanese only).

[For shareholders exercising voting rights in writing (by mail)]

Please use the voting form to indicate your approval or disapproval for each proposal on the agenda and return the voting form so that it arrives by the deadline as indicated on the previous page.

- 1. Date and Time:** Thursday, June 29, 2023 at 10:00 a.m. (Japan Standard Time) (doors open at 8:45 a.m.)
2. Venue: Obic Hall, Obic Midosuji Bldg. 2nd Floor
4-2-3 Hiranomachi, Chuo-ku, Osaka

3. Purposes:

Items to be reported:

1. Business Report, Consolidated Financial Statements, and Non-Consolidated Financial Statements for the 112th Term (from April 1, 2022 to March 31, 2023)
2. Results of audit of the Consolidated Financial Statements for the 112th Term by the Accounting Auditor and the Audit & Supervisory Board

Items to be resolved:

- Proposal 1:** Appropriation of Surplus
Proposal 2: Election of Eight (8) Directors
Proposal 3: Election of Two (2) Audit & Supervisory Board Members

4. Other Matters Regarding the Convocation of the Meeting (Guide to Exercising Voting Rights)

- (1) If no indication of approval or disapproval of a proposal is made on a voting form exercised in writing (by mail), it will be treated as an indication of approval.
 - (2) If a voting right is exercised multiple times via the Internet, the last vote shall be deemed effective.
 - (3) If a voting right is exercised both via the Internet and in writing (by mail), the vote exercised via the Internet shall be deemed effective, regardless of the date of receipt.
 - (4) If exercising voting rights by proxy, one (1) other shareholder with voting rights may attend the meeting as your proxy. However, please note that you will be required to submit a document evidencing the authority of proxy.
 - (5) If diversely exercising voting rights, please notify the Company of your intention to do so and the reason thereof at least three (3) days prior to the date of the general meeting of shareholders.
- If revisions to the items for which the measures for providing information in electronic format will be taken arise, a notice of the revisions and the details of the items before and after the revisions will be posted on the websites listed on page 1.
- Shareholders who have requested the delivery of paper-based documents will also receive paper-based documents stating the items for which the measures for providing information in electronic format will be taken. However, these paper-based documents will exclude the following items in accordance with laws and regulations and the Company's Articles of Incorporation.
- 1) Statement of Changes in Consolidated Shareholders' Equity, Etc. and Notes on the Consolidated Financial Statements in the Consolidated Financial Statements
 - 2) Statement of Changes in Shareholders' Equity, Etc. and Notes on the Non-Consolidated Financial Statements in the Non-Consolidated Financial Statements
- Accordingly, the Consolidated Financial Statements and Non-Consolidated Financial Statements included in these paper-based documents are part of the documents included in the scope of audits by the Accounting Auditor and the Audit & Supervisory Board in preparing their respective audit reports.

<Notification> On Change of Materials Mailed in the System for Providing Informational Materials for the General Meeting of Shareholders in Electronic Format

The informational materials for the general meeting of shareholders (Reference Documents for the General Meeting of Shareholders, Business Report, Consolidated Financial Statements, Non-Consolidated Financial Statements, and Audit Report), which were previously sent in paper-based documents, will now be provided on websites in accordance with the implementation of the system for providing informational materials for the general meeting of shareholders in electronic format under the revised Companies Act. Please access the URL listed in this convocation notice to check this information.

Shareholders who have made a written request by the record date (March 31, 2023) are enclosed with a document describing the items for which the measures for providing information in electronic format will be taken in accordance with laws and regulations and the Company's Articles of Incorporation.

Shareholders who wish to receive written materials in writing for the next general meeting of shareholders and thereafter and have not yet completed the procedures for requesting the delivery of paper-based materials are requested to request the delivery of written materials by the record date (March 31, 2024). Please contact the Company's shareholder registry administrator (Mitsubishi UFJ Trust and Banking Corporation), your securities company, etc. for information on how to request delivery of paper-based documents.

- Please also refer to the website for the system for providing informational materials for the general meeting of shareholders in electronic format (<https://www.tr.mufg.jp/daikou/denshi.html>) (in Japanese).

Reference Documents for the Annual General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

As our important task for the management is distribution of profits, our basic policy is to distribute profits to our shareholders continuously and stably while maintaining a necessary internal reserve based on performance.

With consideration to the actual results of current term, the distribution of the surplus is proposed as indicated below.

Matters related to year-end dividends

- (1) Allocation of dividend property and total amount thereof

32 yen per common share of the Company

Total amount of dividends: 2,994,569,280 yen

Since we are paying an interim dividend of 30 yen per share, the annual dividend for the current fiscal year will be 62 yen per share.

- (2) Effective date of distribution of dividends of surplus

June 30, 2023

Proposal 2: Election of Eight (8) Directors

As the terms of office of all seven (7) Directors will expire at the close of this Annual General Meeting of Shareholders, the Company proposes that the number of Director positions be increased by one (1) in order to strengthen the management system, and that eight (8) Directors be elected.

The candidates for Directors are as follows:

No.		Name	Gender	Age (tenure)	Position and responsibility
1	Reelection	Yukihiro Nishimura	Male	61 (6 years)	Representative Director, President Audit & Supervisory Board Member, DAIWABO INFORMATION SYSTEM CO., LTD. Audit & Supervisory Board Member, Daiwabo Co., Ltd. Audit & Supervisory Board Member, O-M Ltd.
2	Reelection	Mitsushige Yasuda	Male	57 (2 years)	Director Representative, Business Administration and General Manager, Human Resources and General Affairs Department Audit & Supervisory Board Member, DAIWABO INFORMATION SYSTEM CO., LTD. Audit & Supervisory Board Member, Daiwabo Co., Ltd. Audit & Supervisory Board Member, O-M Ltd.
3	Reelection	Tsukasa Igari	Male	59 (1 year)	Director Representative, Corporate Strategy and General Manager, Corporate Strategy Department
4	Reelection Outside Independent Officer	Kenichi Dohi	Male	73 (7 years)	Director
5	Reelection Outside Independent Officer	Kazuyuki Nakamura	Male	74 (5 years)	Director
6	Reelection Outside Independent Officer	Yukiko Yoshimaru	Female	63 (2 years)	Director
7	Reelection Outside Independent Officer	Takako Fujiki	Female	53 (2 years)	Director
8	New election Outside Independent Officer	Tetsuro Hori	Male	61 (-)	

No.	Name (Date of birth)	Career summary, position and responsibility	Number of the Company's shares held
1	<p>Yukihiro Nishimura (June 14, 1961, 61 years old) Reelection</p> <p>Tenure: 6 years</p> <p>Attendance at meetings of the Board of Directors: 18 out of 18 (100%)</p>	<p>Apr. 1985 Joined DAIWABO INFORMATION SYSTEM CO., LTD.</p> <p>June 2006 Director of DAIWABO INFORMATION SYSTEM CO., LTD.</p> <p>Apr. 2012 Managing Director of DAIWABO INFORMATION SYSTEM CO., LTD.</p> <p>June 2012 Executive Managing Officer of the Company</p> <p>June 2017 Director Executive Managing Officer and Representative of Group headquarters of the Company</p> <p>Director, DAIWABO INFORMATION SYSTEM CO., LTD.</p> <p>June 2018 Director Senior Executive Managing Officer of the Company</p> <p>Apr. 2020 Representative Director, President of the Company (present position)</p> <p>Significant concurrent positions outside the Company Audit & Supervisory Board Member, DAIWABO INFORMATION SYSTEM CO., LTD. Audit & Supervisory Board Member, Daiwabo Co., Ltd. Audit & Supervisory Board Member, O-M Ltd.</p>	26,700 shares
<p>Reason for nominating as a candidate for Director Yukihiro Nishimura has extensive work experience through being involved mainly in the IT Infrastructure Distribution Business since he joined the Company. He has knowledge of business in general, global business management, and in administration and operations work as he has served as Director Executive Managing Officer of the Company since 2017, Director Senior Executive Managing Officer since 2018, and as Representative Director, President of the Company since 2020. Therefore, the Company is re-nominating him as a candidate for Director.</p>			
2	<p>Mitsushige Yasuda (January 5, 1966, 57 years old) Reelection</p> <p>Tenure: 2 years</p> <p>Attendance at meetings of the Board of Directors: 17 out of 18 (94%)</p>	<p>Apr. 1988 Joined DAIWABO INFORMATION SYSTEM CO., LTD.</p> <p>June 2020 Director, General Manager of Administration Division of DAIWABO INFORMATION SYSTEM CO., LTD.</p> <p>Apr. 2021 Director, Representative of Administration Division of DAIWABO INFORMATION SYSTEM CO., LTD.</p> <p>June 2021 Director, Representative, Business Administration and General Manager, Human Resources and General Affairs Department (present position)</p> <p>Significant concurrent positions outside the Company Audit & Supervisory Board Member, DAIWABO INFORMATION SYSTEM CO., LTD. Audit & Supervisory Board Member, Daiwabo Co., Ltd. Audit & Supervisory Board Member, O-M Ltd.</p>	8,065 shares
<p>Reason for nominating as a candidate for Director Mitsushige Yasuda has extensive experience and deep insights gained over a period of many years in the Sales and Administration departments after joining DAIWABO INFORMATION SYSTEM CO., LTD. He has knowledge of business in general and finance administration as he has served as Director of DAIWABO INFORMATION SYSTEM CO., LTD. since 2020 and Director and Representative of Business Administration of the Company since 2021. Therefore, the Company is re-nominating him as a candidate for Director.</p>			

3	<p>Tsukasa Igari (January 22, 1964, 59 years old) Reelection</p> <p>Tenure: 1 year</p> <p>Attendance at meetings of the Board of Directors: 13 out of 13 (100%)</p>	<p>Nov. 1994</p> <p>Apr. 2020</p> <p>Oct. 2020</p> <p>June 2021</p> <p>Apr. 2022</p> <p>June 2022</p>	<p>Joined DAIWABO INFORMATION SYSTEM CO., LTD.</p> <p>Chief Member, Financial Management Department of the Company</p> <p>General Manager, IR/PR Department of the Company</p> <p>Deputy Representative, Corporate Strategy and General Manager, IR/PR Department of the Company</p> <p>Deputy Representative, Corporate Strategy and General Manager, Corporate Strategy Department of the Company</p> <p>Director, Representative, Corporate Strategy and General Manager, Corporate Strategy of the Company (present position)</p>	<p>3,767 shares</p>
	<p>Reason for nominating as a candidate for Director</p> <p>Tsukasa Igari has experience and insights gained over a period of many years in the Sales, Purchasing, Planning, and Logistics departments after joining DAIWABO INFORMATION SYSTEM CO., LTD. Since 2020, he has served as General Manager of the IR/PR Department of the Company, since 2021 he has served as Deputy Representative of Corporate Strategy Department of the Company, and since 2022 he has served as Director and Representative of Corporate Strategy Department of the Company. As he has knowledge of business in general and corporate strategy, the Company is re-nominating him as a candidate for Director.</p>			
4	<p>Kenichi Dohi (January 28, 1950, 73 years old) Reelection Outside Independent Officer</p> <p>Tenure: 7 years</p> <p>Attendance at meetings of the Board of Directors: 18 out of 18 (100%)</p>	<p>Apr. 1973</p> <p>Apr. 2004</p> <p>Aug. 2007</p> <p>June 2016</p>	<p>Joined Sumitomo Corporation</p> <p>Representative Director, President of Sumisho Textile Co., Ltd. (currently STX Co., Ltd.)</p> <p>Representative Director, President of SUMISHO MONTBLANC Co., Ltd.</p> <p>Outside Director of the Company (present position)</p>	<p>5,000 shares</p>
	<p>Reason for nominating as a candidate for Outside Director, and overview of expected role</p> <p>Kenichi Dohi has extensive experience and wide-ranging knowledge accumulated both in and outside Japan as a corporate manager in the fiber industry, and the Company expects that he will contribute to the business and financial management of the Company by using such knowledge and experience. Therefore, the Company is re-nominating him as a candidate for Outside Director. Expectations for his role if elected as Outside Director will be that he makes particular use of his experience in the fiber industry, to supervise and advise the Board of Directors, etc. from an objective standpoint independent of management regarding formulation of and progress with management plans, selection and concentration of business aimed at sustainable growth for the Company, growth strategies and other issues.</p>			

5	<p>Kazuyuki Nakamura (June 28, 1948, 74 years old) Reelection Outside Independent Officer</p> <p>Tenure: 5 years</p> <p>Attendance at meetings of the Board of Directors: 17 out of 18 (94%)</p>	<p>Apr. 1971 Joined Mitsubishi Electric Corporation Apr. 2006 Executive Officer of Mitsubishi Electric Corporation Apr. 2009 Representative Executive Officer, Senior Vice President of Mitsubishi Electric Corporation Apr. 2010 Representative Executive Officer, Executive Vice President of Mitsubishi Electric Corporation June 2018 Outside Director of the Company (present position)</p>	3,900 shares
<p>Reason for nominating as a candidate for Outside Director, and overview of expected role Kazuyuki Nakamura has extensive knowledge and experience accumulated as manager of a listed ICT company, and the Company expects that he will contribute to the business and financial management of the Company by using such knowledge and experience. Therefore, the Company is re-nominating him as a candidate for Outside Director. Expectations for his role if elected as Outside Director will be that he makes particular use of his experience in the ICT industry, to supervise and advise the Board of Directors, etc. from an objective standpoint independent of management regarding formulation of and progress with management plans, selection and concentration of business aimed at sustainable growth for the Company, growth strategies and other issues.</p>			
6	<p>Yukiko Yoshimaru (February 1, 1960, 63 years old) Reelection Outside Independent Officer</p> <p>Tenure: 2 years</p> <p>Attendance at meetings of the Board of Directors: 18 out of 18 (100%)</p>	<p>Apr. 1982 Joined Oki Electric Industry Co., Ltd. Apr. 1998 Director of Oki America Inc. and Head of the New York office of Oki Electric Industry Co., Ltd. Oct. 2004 General Manager, Diversity Development Office of Nissan Motor Co., Ltd. Apr. 2008 Joined Nifco Inc. June 2011 Managing Director of Nifco Inc. Apr. 2018 Outside Director of Sekisui House, Ltd. (present position) June 2019 Outside Director of Mitsui Chemicals, Inc. (present position) June 2021 Outside Director of the Company (present position)</p> <p>Significant concurrent positions outside the Company Outside Director of Sekisui House, Ltd. Outside Director of Mitsui Chemicals, Inc.</p>	2,100 shares
<p>Reason for nominating as a candidate for Outside Director, and overview of expected role Yukiko Yoshimaru, in addition to having experience in and knowledge of the diversity field through her experience as a corporate officer for companies in and outside Japan, has also accumulated deep insights in the course of conducting efforts to strengthen governance as outside director of listed companies, etc. The Company expects that she will contribute to the business and financial management of the Company through such insights. Therefore, the Company is re-nominating her as a candidate for Outside Director. Expectations for her role if elected as Outside Director will be that she makes use of her knowledge to supervise and provide advice, particularly to the Board of Directors from an objective standpoint independent of management to strengthen governance and promote diversity, which are essential to sustained enhancement of the Company's corporate value.</p>			

7	<p>Takako Fujiki (January 30, 1970, 53 years old) Reelection Outside Independent Officer</p> <p>Tenure: 2 years</p> <p>Attendance at meetings of the Board of Directors: 17 out of 18 (94%)</p>	<p>Nov. 1993 Joined Intel Japan K.K. Oct. 2005 General Manager, Business Planning and Business Operations Group of Intel Japan K.K. Jan. 2013 Executive Officer, General Manager, Global Sales Division of Intel Japan K.K. May 2019 Executive Officer, General Manager, Sales Division of Google Japan G.K. (present position) June 2021 Outside Director of the Company (present position)</p> <p>Significant concurrent positions outside the Company Executive Officer, Google Japan G.K.</p>	1,000 shares
<p>Reason for nominating as a candidate for Outside Director, and overview of expected role Takako Fujiki has extensive knowledge and experience in companies that occupy a major position globally in the ICT industry. The Company expects that she will contribute to the business and financial management of the Company through the deep insights she has accumulated. Therefore, the Company is re-nominating her as a candidate for Outside Director. Expectations for her role if elected as Outside Director will be that she makes use of her knowledge to supervise and provide advice, particularly to the Board of Directors, etc. from an objective standpoint independent of management, regarding Group growth strategy centering on the Company's mainstay IT Infrastructure Distribution business, as well as the shift to ICT in business administration for the Group as a whole.</p>			

8	<p>Tetsuro Hori (October 20, 1961, 61 years old) New election Outside Independent Officer</p>	<p>Apr. 1985 Joined Tokyo Electron Ltd.</p> <p>Apr. 2001 General Manager, Corporate Strategy Office of Tokyo Electron Ltd.</p> <p>June 2003 General Manager, Legal/Intellectual Property Department and General Manager, Corporate Strategy Office of Tokyo Electron Ltd.</p> <p>June 2013 Director, Vice President, General Manager, Legal/Intellectual Property of Tokyo Electron Ltd.</p> <p>June 2015 Director, Senior Vice President, General Manager, Corporate Administration Division of Tokyo Electron Ltd.</p> <p>June 2016 Representative Director, Executive Vice President, General Manager, Corporate Administration Division of Tokyo Electron Ltd.</p> <p>June 2017 Representative Director, CFO, Executive Vice President of Tokyo Electron Ltd.</p> <p>Apr. 2018 Director, Executive Vice President, Special Mission of Tokyo Electron Ltd.</p> <p>June 2019 Senior Vice President, General Manager, Business Innovation Project of Tokyo Electron Ltd.</p> <p>July 2022 Senior Advisor of Tokyo Electron Ltd. (present position)</p> <p>Dec. 2022 Head of Operations, Legal/IP Advisor, Value Quest Partners Co., Ltd. (present position)</p> <p>Significant concurrent positions outside the Company Senior Advisor of Tokyo Electron Ltd. Head of Operations, Legal/IP Advisor, Value Quest Partners Co., Ltd.</p>	0 shares
<p>Reason for nominating as a candidate for Outside Director, and overview of expected role Tetsuro Hori has extensive experience as manager of a listed international company, with work experience mainly in the following areas.</p> <p>(1) As head of legal and intellectual property, he promoted the strengthening of an entire company's governance structure in the midst of business expansion and globalization.</p> <p>(2) He advanced several mergers and acquisitions.</p> <p>(3) With his extensive knowledge of financing and accounting, he actively promoted the exchange of opinions with many domestic and foreign investors and worked to increase shareholder value.</p> <p>Through this work experience, he has extensive knowledge in corporate planning, corporate strategy, legal affairs, intellectual property, finance, accounting and financing. The Company expects that he will contribute to the business and financial management of the Company through the deep insights he has accumulated and is therefore nominating he as a candidate for Outside Director. Expectations for his role if elected as Outside Director will be that he makes use of his knowledge to supervise and provide advice, particularly to the Board of Directors from an objective standpoint independent of management to improve corporate value over the medium to long term by actively expanding investment in businesses with growth potential, selecting and focusing on businesses and enhancing shareholder return policies with consideration to appropriate capital allocation.</p>			

- Notes:
1. None of the above candidates have any conflicts of interest with the Company.
 2. Kenichi Dohi, Kazuyuki Nakamura, Yukiko Yoshimaru, Takako Fujiki and Tetsuro Hori are all candidates for Outside Directors.
 3. The Company has assigned and registered Kenichi Dohi, Kazuyuki Nakamura, Yukiko Yoshimaru and Takako Fujiki as Independent Officer under the regulations of the Tokyo Stock Exchange. Each satisfies the Independence Standards for Outside Directors defined by the Company and has sufficient independence.
 4. The Company intends to assign and register Tetsuro Hori as Independent Officer under the regulations of the Tokyo Stock Exchange.
 5. Kenichi Dohi will have served as Outside Director of the Company for seven (7) years upon the close of this meeting.
 6. Kazuyuki Nakamura will have served as Outside Director of the Company for five (5) years upon the close of this meeting.
 7. Both Yukiko Yoshimaru and Takako Fujiki will have served as Outside Director of the Company for two (2) years upon the close of this meeting.

8. In order for the Director (excluding executive directors, etc.) to fully fulfill his/her expected role, Article 24 of the Company's Articles of Incorporation provides that the Company may enter into an agreement with the Director (excluding executive directors, etc.) to limit his/her liability for damages to the Company caused by his/her negligence. The Company has entered into such agreements with Kenichi Dohi, Kazuyuki Nakamura, Yukiko Yoshimaru and Takako Fujiki to limit their liability up to the amount stipulated by applicable laws and regulations. If the reelections of Kenichi Dohi, Kazuyuki Nakamura, Yukiko Yoshimaru and Takako Fujiki are approved, the Company intends to continue the aforesaid liability limitation agreement with them. In addition, if Tetsuro Hori's election is approved, the Company intends to enter into the aforesaid liability limitation agreement with him.
9. To ensure its officers can adequately fulfill the roles expected of them in the performance of their duties, and to ensure the Company can attract capable personnel, the Company has entered into contracts for Directors' and Officers' Liability Insurance (D&O Insurance) as stipulated in Article 430 (3), Paragraph 1 of the Companies Act, with the insured being the Directors and Audit & Supervisory Board Members of the Company and its primary subsidiaries. In the event this proposal is approved as originally proposed and the Directors appointed, the candidates will each become insured parties under said insurance contracts. Under the aforesaid contracts, any damages arising from the insured persons, including directors and officers being held liable with regards to the execution of their duties, or from claims received in relation to pursuit of said liability, shall be compensated. However, there are certain reasons for exemption under which compensation shall not be made, including not covering for damages arising from actions carried out while recognizing they were in violation of the laws and regulations. The Company intends to renew the aforesaid contracts during the tenure of each candidate with same content.

Proposal 3: Election of Two (2) Audit & Supervisory Board Members

The term of office of Audit & Supervisory Board Member Masuji Ueda will expire and Audit & Supervisory Board Member Hisashi Fujiki will retire at the close of this Annual General Meeting of Shareholders. Therefore, the Company proposes that two (2) Audit & Supervisory Board Members be elected.

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

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

No.	Name (Date of birth)	Career summary and position	Number of the Company's shares held
1	<p>Masuji Ueda (July 23, 1950, 72 years old) Reelection Outside Independent Officer</p> <p>Tenure: 8 years</p> <p>Attendance at meetings of the Board of Directors: 17 out of 18 (94%)</p> <p>Attendance at meetings of the Audit & Supervisory Board: 13 out of 14 (93%)</p>	<p>Aug. 1985 Registered as Certified Public Accountant June 1999 Representative Partner of Mizuho Audit Corporation Dec. 2002 Established Ueda CPA Firm (Current Meister CPA, A Professional Corp.) Nov. 2003 Registered as Certified Public Tax Accountant Feb. 2006 Representative Partner of ChuoAoyama Audit Corporation Aug. 2007 Representative Partner of Kasumigaseki Audit Corporation Oct. 2013 Partner of Grant Thornton Taiyo ASG LLC (Current Grant Thornton Taiyo LLC) June 2015 Outside Audit & Supervisory Board Member of the Company (present position) Aug. 2015 Advisor of Grant Thornton Taiyo LLC Sep. 2016 Advisor of SCS Global Co., Ltd (present position) Co-partner of Meister CPA, A Professional Corp. (present position)</p> <p>Significant concurrent positions outside the Company Certified public accountant and certified public tax accountant</p>	0 shares
<p>Reason for nominating as a candidate for Outside Audit & Supervisory Board Member Masuji Ueda has accumulated highly specialized experience as a certified public accountant and certified public tax accountant, and the Company expects that he will reflect such experience and knowledge fairly and neutrally in the auditing of the Company. Therefore, the Company is re-nominating him as a candidate for Outside Audit & Supervisory Board Member. Moreover, although he has never been directly involved in the management of a company, the Company judges he will appropriately fulfill his duties as Outside Audit & Supervisory Board Member for the reasons given above.</p>			

2	Saeko Kakuishi (May 13, 1984, 39 years old) New election Outside Independent Officer	Oct. 2011	Registered as an Attorney	0 shares
		Nov. 2012	Joined Fujiki Shinsei Law Office (present position)	
		Apr. 2019	Member, Sakai City Child Abuse Assistance Team (present position)	
		Mar. 2021	Member, Otsu City Fairness Commission (present position)	
		July 2021	Member, Sakai City Child Rearing Council (present position)	
		Significant concurrent positions outside the Company Attorney		
Reason for nominating as a candidate for Outside Audit & Supervisory Board Member As an attorney, Saeko Kakuishi has advanced specialist knowledge of overall corporate legal affairs and has extensive professional experience in providing guidance and consultation to companies, and engages in a broad range of activities both in civil and criminal law. The Company has deemed that she will be able to utilize her work experience and specialized knowledge in these areas to provide objective and effective advice on the Company's management from a fair and neutral viewpoint and exercise the supervisory function as an Audit & Supervisory Board Member. Therefore, the Company is nominating her as a candidate for Outside Audit & Supervisory Board Member. Moreover, although she has never been directly involved in the management of a company, the Company judges she will appropriately fulfill her duties as Outside Audit & Supervisory Board Member for the reasons given above.				

- Notes:
1. None of the above candidates have any conflicts of interest with the Company.
 2. Masuji Ueda and Saeko Kakuishi are both candidates for Outside Audit & Supervisory Board Members.
 3. The Company has assigned and registered Masuji Ueda as Independent Officer under the regulations of the Tokyo Stock Exchange. He satisfies the Independence Standards for Independent Officers defined by the Company and has sufficient independence.
 4. The Company intends to assign and register Saeko Kakuishi as Independent Officer under the regulations of the Tokyo Stock Exchange.
 5. Masuji Ueda will have served as Outside Audit & Supervisory Board Member of the Company for eight (8) years upon the close of this Annual General Meeting of Shareholders.
 6. In order for the Audit & Supervisory Board Member to fully fulfill his/her expected role, Article 30 of the Company's Articles of Incorporation provides that the Company may enter into an agreement with the Audit & Supervisory Board Member to limit his/her liability for damages to the Company caused by his/her negligence. The Company has entered into such agreement with Masuji Ueda to limit his liability up to the amount stipulated by applicable laws and regulations. If Masuji Ueda's reelection is approved, the Company intends to continue the aforesaid liability limitation agreement with him. In addition, if Saeko Kakuishi's election is approved, the Company intends to enter into the aforesaid liability limitation agreement with her.
 7. To ensure its officers can adequately fulfill the roles expected of them in the performance of their duties, and to ensure the Company can attract capable personnel, the Company has entered into contracts for Directors' and Officers' Liability Insurance (D&O Insurance) as stipulated in Article 430 (3), Paragraph 1 of the Companies Act, with the insured being the Directors and Audit & Supervisory Board Members of the Company and its primary subsidiaries. In the event this proposal is approved as originally proposed and the Audit & Supervisory Board Members appointed, the candidates will each become insured parties under said insurance contracts. Under the aforesaid contracts, any damages arising from the insured persons, including directors and officers being held liable with regards to the execution of their duties, or from claims received in relation to pursuit of said liability, shall be compensated. However, there are certain reasons for exemption under which compensation shall not be made, including not covering for damages arising from actions carried out while recognizing they were in violation of the laws and regulations. The Company intends to renew the aforesaid contracts during the tenure of each candidate with same content.

(Reference) Skills Matrix (If Proposal 2 and Proposal 3 are approved and passed as originally proposed)

Name	Position and responsibility	Overall corporate management	Corporate planning and corporate strategy	Legal affairs compliance and governance	Finance and accounting	Personnel, labor affairs, human resources development and diversity	ICT and DX-related	ESG and SDGs	Global business
Yukihiro Nishimura	Representative Director, President	●	●	●	●	●	●		
Mitsushige Yasuda	Director, Representative of Business Administration	●	●		●	●	●		
Tsukasa Igari	Director, Representative of Corporate Strategy	●	●	●			●	●	
Kenichi Dohi	Outside Director	●	●	●				●	●
Kazuyuki Nakamura	Outside Director	●	●	●			●	●	
Yukiko Yoshimaru	Outside Director	●	●	●		●		●	●
Takako Fujiki	Outside Director	●	●			●	●		●
Tetsuro Hori	Outside Director	●	●	●	●		●		●
Masaya Ono	Full-time Audit & Supervisory Board Member			●	●				
Masuji Ueda	Outside Audit & Supervisory Board Member			●	●				
Saeko Kakuishi	Outside Audit & Supervisory Board Member			●					

<Details and reason for selection of each skill>

Skill	Details and reason for selection
Overall corporate management	Experience in corporate management enables candidates to make broader and higher-level decisions in the Group's management and across the entire range of medium- and long-term management strategies
Corporate planning and corporate strategy	For the growth of the Group as a whole, it is necessary to establish appropriate management strategies, such as business selection and concentration and business portfolio transformation, as well as knowledge and experience in business restructuring and M&A associated with such strategies
Legal affairs, compliance and governance	It is essential to strengthen the governance system and its implementation for the oversight of the Group, and knowledge and experience associated with this is necessary
Finance and accounting	Not only are skills related to finance and accounting necessary in overseeing the Group, but knowledge and experience in finance and capital markets and capital allocation are required to implement business restructuring, M&A and other activities
Personnel, labor affairs, human resources development and diversity	In addition to the utilization of human resources, the promotion of diversity is an important matter for the Group's growth and the resolution of social issues, and knowledge and experience to achieve these ends is necessary

ICT and DX-related	For the Group, in addition to the importance of promoting growth strategies in its IT infrastructure distribution business, the shift to ICT is also necessary for greater management efficiency in all businesses. Therefore, DX promotion is an issue that the Company should take the initiative in addressing for the expansion of its business, and knowledge and experience for this purpose are necessary
ESG and SDGs	Knowledge and experience related to these is necessary to take actions to resolve these social issues that the Company must proactively tackle
Global business	Due to tie-ups with global companies in the suppliers of the IT infrastructure distribution business, and since it has business sites and sales offices overseas in the fiber and industrial machinery businesses, it is beneficial for the Group to utilize global knowledge in building the Group's medium-term management strategies

Note: The above list is not an exhaustive list of all the skills possessed by each candidate, but only of those for which the candidates are expected to demonstrate expertise, knowledge, experience and abilities.

(Reference) Determination of Independence

The Company's Corporate Governance Guidelines stipulate the following Independence Standards for Independent Officers.

Independence Standards for Independent Officers

The Company's basic requirements for appointing independent officers are: they have an excellent personality and knowledge; they are expected to fulfill such functions and roles as conducting objective and appropriate supervision and audit from a professional perspective; and they are unlikely to cause conflicts of interest with general shareholders.

The Company's Independence Standards for Independent Officers is as follows, and is based on the independence criteria established by the Tokyo Stock Exchange.

Independence Criteria

1. A person who has not served as a director (excluding an outside director), audit & supervisory board members (excluding an outside audit & supervisory board members), executive officer, or any other important employee of the Company and its subsidiary or affiliates (hereinafter referred to as the "Company Group") in the past or at present.
2. A person who is not a major shareholder of the Company (a person who directly or indirectly holds 10% or more of the total voting rights) or an executive thereof.
3. A person who is not an executive of an entity that the Company Group is a major shareholder of.
4. The person who is not a person whose amount of transactions with the Company Group exceeds 2% of the Company's consolidated net sales or an executive thereof.
5. A person who is not a consultant or an accounting and legal specialist who receives remuneration of 10 million yen or more from the Company Group other than executive remuneration.
6. A person who is not a recipient of donations from the Company Group in excess of 2% of the Company's consolidated net sales or an executive thereof.