

To Our Shareholders:

Securities Code: 1417

June 9, 2023

(Starting date of measures for providing information in electronic form: June 1, 2023)

5-6-36 Toyosu, Koto-ku, Tokyo, Japan

MIRAIT ONE Corporation

President and Chief Executive Officer NAKAYAMA Toshiki

## NOTICE OF THE 13TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

You are cordially invited to attend the 13th Ordinary General Meeting of Shareholders of MIRAIT ONE Corporation (the "Company").

Measures for providing information in electronic form are taken concerning notice of the present General Meeting of Shareholders. The electronic provision measures are posted as "Notice of the 13th Ordinary General Meeting of Shareholders" on the following website on the Internet.

The Company's website: <https://ir.mirait-one.com/en/>



In addition to the above, the same information is posted on the following website on the Internet.

Tokyo Stock Exchange website:

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



(Enter or search for the Company's name or securities code [1417]. Select "Basic information" and "Public Documents/PR Information" in this order and take a look at this information.)

Shareholders are asked to take steps such as voting in advance via the Internet or by mail and viewing the live stream of the General Meeting of Shareholders if possible.

To vote in advance, please review the Reference Documents for the General Meeting of Shareholders posted under the matters provided in electronic form and exercise your right to vote **no later than 5:30 p.m. on Monday, June 26, 2023 (Monday)**.

### [Voting via the Internet]

Please see the "Procedure for the Exercise of Voting Rights via the Internet" on page 6, access the voting site (<https://evote.tr.mufg.jp/>) and follow the instructions on screen to enter your approval or disapproval by the above voting deadline.

### [Voting by mail]

Indicate your approval or disapproval on the enclosed voting form and return it to arrive no later than the above voting deadline.

1. Time and Date: 10 a.m., Tuesday, June 27, 2023

2. Place: 5-6-36 Toyosu, Koto-ku, Tokyo, Japan  
Seventh floor conference room, MIRAIT ONE Corporation  
(See the map of the location of the venue at the end of the document)

3. Meeting Agenda:

Matters to be reported:

1. The Business Report, Consolidated Financial Statements for the Company's 13th Fiscal Term (April 1, 2022 - March 31, 2023) and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee
2. Non-Consolidated Financial Statements for the Company's 13th Fiscal Term (April 1, 2022 - March 31, 2023)

Proposals to be resolved:

- Proposal No. 1: Appropriation of Surplus
- Proposal No. 2: Partial Amendment of the Articles of Incorporation
- Proposal No. 3: Election of 14 Directors (excluding Directors who are Audit and Supervisory Committee Members) of MIRAIT ONE Corporation
- Proposal No. 4: Election of One Director who is Audit and Supervisory Committee Members of MIRAIT ONE Corporation

4. Matters Determined on the Convocation of the Meeting:

- (1) You may exercise your voting rights by proxy only in cases where the proxy is another shareholder of the Company. The proxy will be required to present written proof of their right of proxy.
- (2) If you exercise your voting rights both in mail and via the Internet, the votes made via the Internet shall prevail.
- (3) If you exercise your voting rights multiple times via the Internet, the vote submitted last shall prevail.

End

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- ◎ The following matters in the matters provided in electronic form are not described in the documents sent to you in accordance with the regulations and provisions of laws and Article 16 of the Articles of Incorporation. Accordingly, the document is part of the target documents audited by the Audit and Supervisory Committee and the accounting auditor in the process of preparing an audit report.
- "Statement of Changes in Equity" and "Notes to the Consolidated Financial Statements" in the Consolidated Financial Statements
  - "Statement of Changes in Equity" and "Notes to the Consolidated Financial Statements" in the Non-Consolidated Financial Statements
- ◎ Amendments to matters provided in electronic form, if any, will be posted in detail on each corresponding website.
- ◎ Please submit the enclosed voting form to the venue reception upon attending the General Meeting of Shareholders on the appointed day.
- ◎ Power saving of air-conditioning equipment and lighting will be practiced in the venue on the appointed day. We kindly ask for your understanding of the inconvenience we might cause you.

## Reference Documents for the General Meeting of Shareholders

### Proposals and References

#### Proposal No. 1: Appropriation of Surplus

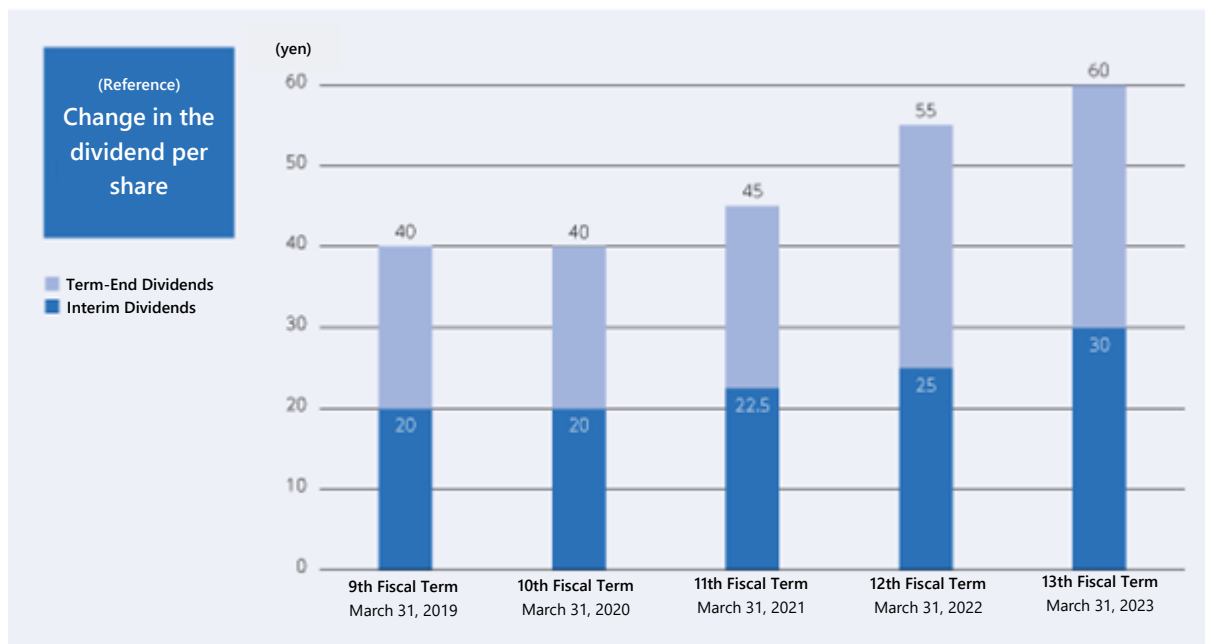
The Company makes it a basic policy to pay dividends consistently commensurate to its latest business performance and the trend of dividend payout ratio. Additionally, its internal reserve is used for reinforcing its financial position and for investing in business development to enhance its corporate value.

Based on such a policy, the appropriation of surplus shall be as follows.

Accordingly, the annual dividend including the interim dividend of 30 yen per share is 60 yen per share.

### Term-End Dividends

① Type of dividend property	Cash
② Appropriation of dividend property to shareholders and total amount thereof	30 yen per share of common stock of the Company Total amount: 2,886,323,310 yen
③ Effective date of distribution of surplus	June 28, 2023



## Proposal No. 2: Partial Amendment of the Articles of Incorporation

### 1. Reason for amendment

With the enforcement of the "Act for Partially Amending the Industrial Competitiveness Enhancement Act and Other Related Acts" (Law No. 70 of 2021), in the case when any listed company receives confirmation by the Minister of Economy, Trade and Industry and the Minister of Justice, by setting forth the provisions in their bylaws, it has become possible to hold a general meeting of shareholders without a fixed location (so-called "virtual-only general meeting of shareholders").

In the future, we believe that it may not be appropriate to hold a general meeting of shareholders at a fixed location when considering the health and safety of our shareholders, due to the spread of infectious diseases, the occurrence of natural disasters, etc., if the impact of such events will continue at the time of holding the general meeting of shareholders, or if it is reasonably expected to continue. If the Board of Directors decides that it is not appropriate to hold a general meeting of shareholders at a fixed location due to the spread of such infectious diseases, the occurrence of natural disasters, etc., in light of the interests of shareholders, in order to be able to hold a general meeting of shareholders, we will make necessary modifications to Article 13 of the current Articles of Incorporation (Convocation of General Meeting of Shareholders).

In addition, on March 10, 2023, our company received confirmation from the Minister of Economy, Trade and Industry and the Minister of Justice pursuant to Article 66, Paragraph 1 of the Act on Strengthening Industrial Competitiveness (Act No. 98 of 2013), that it will be necessary for us to make the amendment to the Articles of Incorporation.

### 2. Details of the amendment

The detail of the amendment is as follows:

(Underlines indicate amended sections.)

Current Articles of Incorporation	Proposed Amendments
<p>Chapter 3 General Meeting of Shareholders</p> <p>(Convocation of General Meeting of Shareholders)</p> <p>Article 13 The Company's Ordinary General Meeting of Shareholders shall be convened in June every year, and Extraordinary General Meeting of Shareholders shall be convened whenever necessary.</p> <p style="text-align: center;">(New)</p>	<p>Chapter 3 General Meeting of Shareholders</p> <p>(Convocation of General Meeting of Shareholders)</p> <p>Article 13 The Company's Ordinary General Meeting of Shareholders shall be convened in June every year, and Extraordinary General Meeting of Shareholders shall be convened whenever necessary.</p> <p><u>2. If the Company's General Meeting of Shareholders is determined by the Board of Directors that it is not appropriate to hold a General Meeting of Shareholders at a fixed location due to force majeure such as the spread of infectious diseases and the occurrence of natural disasters, the Company may hold the General Meeting of Shareholders without a fixed location.</u></p>

Proposal No. 3:

## Election of 14 Directors (excluding Directors who are Audit and Supervisory Committee Members) of MIRAIT ONE Corporation

The terms of office of all of 14 Directors (Excluding Directors Who Are Audit and Supervisory Committee Members) will end upon the conclusion of the General Meeting. Therefore, the Company proposes to elect 14 Directors (Excluding Directors Who Are Audit and Supervisory Committee Members).

This proposal has been discussed by the Nomination and Compensation Committee.

The candidates for Director (excluding Directors who are Audit and Supervisory Committee Members) are as follows.

Candidate No.	Name		Current Position	Attendance at Meetings of the Board of Directors
1	NAKAYAMA Toshiki	Re-election	Representative Director	22/22 (100%)
2	TOTAKE Yasushi	Re-election	Representative Director	22/22 (100%)
3	TAKAHASHI Masayuki	Re-election	Director	13/13 (100%)
4	MIYAZAKI Tatsumi	Re-election	Director	13/13 (100%)
5	TAKAYA Yoichiro	Re-election	Director	13/13 (100%)
6	WAKIMOTO Hiroshi	Re-election	Director	13/13 (100%)
7	mitsUYA Takaaki	New election	-	-
8	IGARASHI Katsuhiko	Re-election	Director	22/22 (100%)
9	OHASHI Hiroki	Re-election	Director	13/13 (100%)

Candidate No.	Name			Current Position	Attendance at Meetings of the Board of Directors	
10	TAKAGI Yasuhiro	Re-election		Director	13/13 (100%)	
11	BABA Chiharu	Re-election	Outside	Independent	Director	22/22 (100%)
12	YAMAMOTO Mayumi	Re-election	Outside	Independent	Director	22/22 (100%)
13	KAWARATANI Shinichi	Re-election	Outside	Independent	Director	22/22 (100%)
14	TSUKASAKI Yuko	Re-election	Outside	Independent	Director	13/13 (100%)



Re-election

Date of birth

January 29, 1958

Number of the Company's shares owned

17,548 shares

Attendance at meetings of the Board of Directors

22/22 (100%)

Candidate No.

1

NAKAYAMA Toshiki

Career Summary, Status, Responsibilities and Significant Positions Concurrently Held

- June 2011 Senior Vice President, Strategic Business Development Division, Nippon Telegraph and Telephone Corporation
- June 2012 Senior Vice President, General Manager of Frontier Services Department, NTT DOCOMO, INC.
- July 2013 Senior Vice President, General Manager of Smart-life Solutions Department, NTT DOCOMO, INC.
- June 2014 Executive Vice President, Executive General Manager of Smart-life Business Division, General Manager of Smart-life Solutions Department, NTT DOCOMO, INC.
- June 2015 Executive Vice President, Executive General Manager of Smart-life Business Division, NTT DOCOMO, INC.
- June 2016 Senior Executive Vice President, NTT DOCOMO, INC.
- June 2018 Senior Executive Vice President, MIRAIT Holdings Corporation (presently the Company) President and Chief Executive Officer, MIRAIT Corporation (presently the Company)
- June 2020 President, MIRAIT Holdings Corporation (presently the Company)
- June 2021 President, General Manager of The Group Formation Preparation Office, MIRAIT Holdings Corporation (presently the Company)
- April 2022 President, General Manager of The Group Formation Preparation Office, General Manager of The Organization Formation Preparation Office, MIRAIT Holdings Corporation (presently the Company)
- July 2022 Representative Director, President and Chief Executive Officer (to present)

Reason for Nomination as a Candidate for Director

NAKAYAMA Toshiki has provided direction aimed at increasing corporate value, implemented management reforms and developed new business by utilizing his strong leadership in a position of overseeing the management of the Group as a whole as Representative Director, President and Chief Executive Officer of MIRAIT ONE Corporation, based on his abundant management experience in the telecommunications industry.

He has been nominated as a candidate for re-election as Director because the Company has determined he is a suitable person for continuing the sustained enhancement of corporate value of the Group due to his character, knowledge and excellent management skill.



Re-  
election

Date of birth

June 29, 1961

Number of the Company's shares  
owned

9,017 shares

Attendance at meetings of the  
Board of Directors

22/22 (100%)

Candidate  
No.

2

TOTAKE Yasushi

#### Career Summary, Status, Responsibilities and Significant Positions Concurrently Held

- June 2009 General Manager of Kagoshima Branch, Nippon Telegraph and Telephone West Corporation
- July 2012 President, NTT Home Techno Corporation (currently NTT FIELDTECHNO CORPORATION)
- June 2014 Senior Vice President, General Manager of the Service Management Department, Plant Headquarters, Nippon Telegraph and Telephone West Corporation
- June 2017 Senior Vice President and General Manager of the Network Department, Plant Headquarters, Nippon Telegraph and Telephone West Corporation
- June 2018 Executive Vice President and General Manager of the Network Department, Plant Headquarters, Nippon Telegraph and Telephone West Corporation
- June 2019 Director, Executive Vice President, General Manager of Emerging Business Office, MIRAIT Holdings Corporation (presently the Company)  
Director, MIRAIT Corporation (presently the Company)  
Director, MIRAIT Technologies Corporation (presently the Company)
- June 2020 Director, MIRAIT Holdings Corporation (presently the Company)  
President, MIRAIT Technologies Corporation (presently the Company)
- June 2021 Director, Assistant Manager of The Group Formation Preparation Office, MIRAIT Holdings Corporation (presently the Company)
- April 2022 Director, Assistant Manager of The Group Formation Preparation Office, Manager of Carrier West Company Establishment Preparation Group, The Organization Formation Preparation Office, MIRAIT Holdings Corporation (presently the Company)
- July 2022 Representative Director, Senior Managing Executive Officer, MIRAIT ONE Corporation  
General Manager, Chief of Business Structure Reform Promotion Office, Carrier Business West Company (to present)

#### Reason for Nomination as a Candidate for Director

TOTAKE Yasushi promotes the expansion of business and strengthening of systems of the Group as a whole as Representative Director and Senior Managing Executive Officer of the MIRAIT ONE Corporation, based on his abundant management experience in the telecommunications industry and extensive knowledge and experience in areas related to telecommunications facilities. He concurrently serves as the General Manager of the Carrier Business West Company to promote the enhancement of the business and strengthening of the system of the Group. He has been nominated as a candidate for re-election as Director because the Company has determined he is a suitable person for continuing the sustained enhancement of corporate value of the Group due to his character, knowledge and excellent management skill.





Candidate  
No.

3

# TAKAHASHI Masayuki

## Career Summary, Status, Responsibilities and Significant Positions Concurrently Held

- August 2006 General Manager of Next-generation Network Promotion Office, 2nd Division, Nippon Telegraph and Telephone Corporation
- June 2010 Director and General Manager of Network Services Division, NTT-ME Corporation
- June 2012 Director and General Manager of the Maintenance and Service Operation Department, Network Business Headquarters, Nippon Telegraph and Telephone East Corporation
- June 2015 Director, Managing Executive Officer, General Manager of Safety and Quality Management Division, MIRAIT Corporation (presently the Company)
- June 2017 Senior Managing Executive Officer, MIRAIT Corporation (presently the Company)
- June 2020 Senior Managing Executive Officer, Managing Director of NTT Business Headquarters, Managing Director West Japan Headquarters, MIRAIT Corporation (presently the Company)
- June 2021 Senior Managing Executive Officer, Managing Director West Japan Headquarters, MIRAIT Corporation (presently the Company)
- April 2022 Senior Managing Executive Officer, Manager of Carrier East Company Establishment Preparation Group, The Organization Formation Preparation Office, MIRAIT Holdings Corporation (presently the Company)
- July 2022 Director, Senior Managing Executive Officer, MIRAIT ONE Corporation, General Manager, Carrier Business East Company (to present)

Re-  
election

Date of birth

January 29, 1960

Number of the Company's shares  
owned

12,903 shares

Attendance at meetings of the  
Board of Directors

13/13 (100%)

### Reason for Nomination as a Candidate for Director

TAKAHASHI Masayuki has provided direction aimed at increasing corporate value of the Group as a whole and implemented management reforms by utilizing his strong leadership. He has contributed to enhancement of corporate value in a position responsible for overseeing the Carrier business in East Japan as a whole as General Manager of the Carrier Business East Company, based on his abundant management experience in the telecommunications industry. He has been nominated as a candidate for re-election as Director because the Company has determined he is a suitable person for continuing the sustained enhancement of corporate value of the Group due to his character, knowledge and excellent management skill.



Candidate  
No.

4

MIYAZAKI Tatsumi

Career Summary, Status, Responsibilities and Significant Positions Concurrently Held

- April 2004 General Manager of Kagoshima Branch and Miyazaki Branch, Nippon Telegraph and Telephone West Corporation
- July 2006 Executive Officer and General Manager of Solution Promotion Department, Solution Business Headquarters, Nippon Telegraph and Telephone West Corporation
- July 2017 Executive Officer, General Manager of Tokyo Branch and Assistant General Manager of Solution Business Headquarters, MIRAIT Technologies Corporation (presently the Company)
- June 2018 Managing Executive Officer, General Manager of Tokyo Branch, Assistant General Manager of Solution Business Headquarters and General Manager of East Japan Business Unit, MIRAIT Technologies Corporation (presently the Company)
- June 2019 Director, Managing Executive Officer, General Manager of Tokyo Branch, Assistant General Manager of Solution Business Headquarters and General Manager of East Japan Business Unit, MIRAIT Technologies Corporation (presently the Company)
- June 2020 Director, Senior Managing Executive Officer, General Manager of Solutions Business Promotion Headquarters, MIRAIT Technologies Corporation (presently the Company)
- April 2022 Senior Executive Vice President, Manager of Solution Company Establishment Preparation Group, The Organization Formation Preparation Office and Manager of Future Business Promotion Headquarters Establishment Preparation Group, MIRAIT Holdings Corporation (presently the Company)
- July 2022 Director, Senior Managing Executive Officer, Co-Head of Solutions Business Company
- January 2023 Director, Senior Managing Executive Officer, Co-Head of Solutions Business Company  
General Manager of Frontier Business Division (to present)

Re-  
election

Date of birth

January 12, 1962

Number of the Company's shares  
owned

6,585 shares

Attendance at meetings of the  
Board of Directors

13/13 (100%)

Reason for Nomination as a Candidate for Director

MIYAZAKI Tatsumi is in charge of planning and promotion of the solutions business strategy and development/promotion of emerging business as well as overseeing of the overseas business to contribute to strengthening of the management base from the position of overseeing operation strategy of solutions and future business fields as Director, Senior Managing Executive Officer, Co-Head of the Solutions Business Company and General Manager of Frontier Business Division, based on his abundant management experience in the telecommunications industry. He has been nominated as a candidate for re-election as Director because the Company has determined he is a suitable person for continuing the sustained enhancement of corporate value of the Group due to his character, knowledge and excellent management skill.



Candidate  
No.

5

TAKAYA Yoichiro

Re-  
election

Date of birth

November 11, 1964

Number of the Company's shares  
owned

3,003 shares

Attendance at meetings of the  
Board of Directors

13/13 (100%)

Career Summary, Status, Responsibilities and Significant Positions Concurrently Held

- June 2008 General Manager of Strategic Business Development Office, Nippon Telegraph and Telephone Corporation
- June 2012 Vice President, Strategic Business Development Division, Nippon Telegraph and Telephone Corporation
- June 2015 General Manager of Fifth Sales Division, NTT Communications Corporation
- June 2017 Senior Vice President and General Manager of Fifth Sales Division, NTT Communications Corporation
- June 2019 Senior Vice President and General Manager of Third Sales Division, NTT Communications Corporation
- June 2020 Director, Managing Executive Officer, General Manager of Solution Business Unit and General Manager of Tohoku Reconstruction Support Office, MIRAIT Corporation (presently the Company)
- April 2022 Executive Vice President, Manager of Solution Company Establishment Preparation Group, The Organization Formation Preparation Office, MIRAIT Holdings Corporation (presently the Company)
- July 2022 Director, Managing Executive Officer, Co-Head of Solutions Business Company (to present)

Reason for Nomination as a Candidate for Director

TAKAYA Yoichiro has contributed to the strengthening of the management base by planning and promoting solution business strategy and overseeing new business development/promotion as Director, Managing Executive Officer of the Company and Co-Head of Solutions Business Company, based on his abundant management experience in the telecommunications industry. He has been nominated as a candidate for re-election as Director because the Company has determined he is a suitable person for continuing the sustained enhancement of corporate value of the Group due to his character, knowledge and excellent management skill.



Re-  
election

Date of birth

March 18, 1964

Number of the Company's shares  
owned

6,028 shares

Attendance at meetings of the  
Board of Directors

13/13 (100%)

Candidate  
No.

6

WAKIMOTO Hiroshi

#### Career Summary, Status, Responsibilities and Significant Positions Concurrently Held

- September 2009 General Manager of Frontier Services Department, NTT DOCOMO, INC.
- June 2012 General Manager of Planning and Coordination Office, NTT DOCOMO, INC.
- July 2015 Director, mmbi, Inc. (currently NTT DOCOMO, INC.)
- February 2016 President, mmbi, Inc.  
General Manager of Platform Business Promotion Department, NTT DOCOMO, INC.
- July 2016 Executive Officer, General Manager of Corporate Planning Department and Strategy Department, MIRAIT Corporation (presently the Company)
- June 2020 Executive Officer, General Manager of West Japan Branch, MIRAIT Corporation (presently the Company)
- June 2021 Managing Executive Officer, General Manager of Kansai Branch, MIRAIT Corporation (presently the Company)
- April 2022 Executive Vice President, Manager of Staff Organization Establishment Preparation Group, The Organization Formation Preparation Office, MIRAIT Holdings Corporation (presently the Company)
- July 2022 Director, Managing Executive Officer, General Manager of General Affairs and Human Resources (to present)

#### Reason for Nomination as a Candidate for Director

WAKIMOTO Hiroshi has contributed to strengthening of the management base of the Group as a whole as Director, Managing Executive Officer and General Manager of the General Affairs and Human Resources of the Company, based on his abundant management experience in the telecommunications industry, as Representative Director and President of mmbi, Inc. and in MIRAIT Corporation (presently the Company). He has been nominated as a candidate for re-election as Director because the Company has determined he is a suitable person for continuing the sustained enhancement of corporate value of the Group due to his character, knowledge and excellent management skill.



New  
election

Date of birth

November 15, 1964

Number of the Company's shares  
owned

4,485 shares

Attendance at meetings of the  
Board of Directors

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Candidate  
No.

7

MITSUYA Takaaki

#### Career Summary, Status, Responsibilities and Significant Positions Concurrently Held

- July 2010 General Manager of Corporate Planning Department, NTT NEOMATE CORPORATION (presently NTT FIELDTECHNO CORPORATION)
- July 2012 General Manager of Accounting & Finance Department, Nippon Telegraph and Telephone West Corporation
- July 2015 General Manager of Shikoku Regional Headquarters and General Manager of Ehime Branch, Nippon Telegraph and Telephone West Corporation
- July 2017 Executive Managing Director, Accounting Manager of Corporate Planning Department, MIRAIT Corporation (presently the Company)
- June 2019 Managing Executive Officer, Accounting Manager of Corporate Planning Department, MIRAIT Corporation (presently the Company)  
Managing Executive Officer, General Manager responsible for Accounting & Finance Department, MIRAIT Holdings Corporation (presently the Company), Director, Shikokutsuken Corporation
- July 2022 Managing Executive Officer, Vice General Manager of Finance and Accounting Division (to present)

#### Reason for Nomination as a Candidate for Director

MITSUYA Takaaki has contributed to the enhancement of the management base by handling improvement and strengthening of the Group's financial standing, along with cash management from the position of overseeing financial strategy of the Group as a whole as the Managing Executive Officer, Vice General Manager of Finance and Accounting Division, based on his abundant management experience in the telecommunications industry. He has been nominated as a candidate for election as Director because the Company has determined he is a suitable person for continuing the sustained enhancement of corporate value of the Group due to his character, knowledge and excellent management skill.



Re-election

Date of birth

May 1, 1959

Number of the Company's shares owned

16,507 shares

Attendance at meetings of the Board of Directors

22/22 (100%)

Candidate No.

8

IGARASHI Katsuhiko

#### Career Summary, Status, Responsibilities and Significant Positions Concurrently Held

- July 2002 General Manager of Corporate Sales, Kanagawa Branch, Nippon Telegraph and Telephone East Corporation
- June 2009 General Manager of Gunma Branch, Nippon Telegraph and Telephone East Corporation
- June 2012 General Manager of Miyagi Branch and General Manager of Tohoku Reconstruction Office, Nippon Telegraph and Telephone East Corporation
- July 2014 Executive Officer and General Manager of NTT Business Unit, MIRAIT Corporation (presently the Company)
- October 2014 Executive Officer, General Manager of NTT Business Unit and General Manager of Tohoku Reconstruction Support Office, MIRAIT Corporation (presently the Company)
- June 2017 Director, Managing Executive Officer, General Manager of NTT Business Headquarters and General Manager of Tohoku Reconstruction Management Department, MIRAIT Corporation (presently the Company)
- June 2020 President, TTK Co., Ltd.  
Director of MIRAIT Holdings Corporation (presently the Company)
- 2022 Director (to present)

#### Reason for Nomination as a Candidate for Director

IGARASHI Katsuhiko has driven the NTT business of the Company and also has experience of directing management as Representative Director and President of the Company's subsidiary TTK Co., Ltd. and has promoted the Group's business operations in the Tohoku Area and contributed to expansion of business and strengthening of the structure of the Group as a whole. He has been nominated as a candidate for re-election as Director because the Company has determined he is a suitable person for continuing the sustained enhancement of corporate value of the Group due to his character, knowledge and excellent management skill.



Re-  
election

Date of birth

May 9, 1962

Number of the Company's shares  
owned

7,983 shares

Attendance at meetings of the  
Board of Directors

13/13 (100%)

Candidate  
No.

9

OHASHI Hiroki

#### Career Summary, Status, Responsibilities and Significant Positions Concurrently Held

- June 2008 General Manager of Personnel Department, Nippon Telegraph and Telephone West Corporation  
President, NTT Solmare Corporation
- June 2013 General Manager of Shikoku Regional Headquarters and General Manager of Ehime Branch, Nippon Telegraph and Telephone West Corporation
- July 2015 Assistant General Manager of NTT Business Headquarters, SOLCOM CO., Ltd.
- March 2016 Executive Vice President, General Manager of NTT Business Headquarters, SOLCOM CO., Ltd.
- June 2021 Executive Vice President, Assistant General Manager of Corporate Strategy Division, Assistant Manager of Secretariat of The Group Formation Preparation Office, MIRAIT Holdings Corporation (presently the Company)
- June 2022 Representative Director and President, SOLCOM CO., Ltd. (to present)
- July 2022 Director (to present)

#### Reason for Nomination as a Candidate for Director

OHASHI Hiroki has abundant management experience as President of NTT Solmare Corporation and Representative Director and President of SOLCOM CO., Ltd., which is a subsidiary of the Company, and has contributed to the enhancement of the business and strengthening of the system of the Group as a whole by promoting business management in the Chugoku Area as a Director of the Company, based on his abundant management experience in the telecommunications industry. He has been nominated as a candidate for re-election as Director because the Company has determined he is a suitable person for continuing the sustained enhancement of corporate value of the Group due to his character, knowledge and excellent management skill.



Re-  
election

Date of birth

May 31, 1964

Number of the Company's shares  
owned

7,620 shares

Attendance at meetings of the  
Board of Directors

13/13 (100%)

Candidate  
No.

10

TAKAGI Yasuhiro

#### Career Summary, Status, Responsibilities and Significant Positions Concurrently Held

- July 2006 General Manager of Personnel Department, Nippon Telegraph and Telephone West Corporation
- July 2008 General Manager of Network Department, Nippon Telegraph and Telephone West Corporation
- July 2011 General Manager of Nara Branch, Nippon Telegraph and Telephone West Corporation
- July 2014 Director, General Manager of Facilities Department, NTT Home Techno Corporation (presently NTT FIELDTECHNO CORPORATION)  
General Manager of Personnel Department, Nippon Telegraph and Telephone West Corporation
- July 2017 Executive Officer and Assistant General Manager of Solution Business Headquarters, MIRAIT Technologies Corporation (presently the Company)
- June 2019 Vice President, Shikokutsuken Corporation
- June 2020 President, Shikokutsuken Corporation (to present)
- 2022 Director (to present)

#### Reason for Nomination as a Candidate for Director

TAKAGI Yasuhiro engaged in the promotion of sales in the solutions business in the Group based on his abundant management experience in the telecommunications industry. He then drove the management as the Representative Director and President of Shikokutsuken Corporation, which is a subsidiary of the Company. He also promoted the business operations in the Shikoku area as a Director of the Company to contribute to the enhancement of the business and strengthening of the system of the Group as a whole. He has been nominated as a candidate for re-election as Director because the Company has determined he is a suitable person for continuing the sustained enhancement of corporate value of the Group due to his character, knowledge and excellent management skill.





Re-  
election

社外

独立

Date of birth

November 15, 1950

Number of the Company's shares  
owned

515 shares

Attendance at meetings of the  
Board of Directors

22/22 (100%)

Candidate  
No.

11

BABA Chiharu

#### Career Summary, Status, Responsibilities and Significant Positions Concurrently Held

- April 2005 Deputy President (Representative Director), Mizuho Trust & Banking Co., Ltd.
- June 2007 Corporate Auditor (Full-time), Japan Energy Corporation (currently ENEOS Corporation)
- June 2012 Corporate Auditor (Full-time), JX Nippon Mining & Metals Corporation
- June 2015 Outside Director, Saitama Resona Bank, Limited  
Outside Corporate Auditor, Tohoku Electric Power Co., Inc.
- June 2017 Outside Director (Member of Audit Committee), Resona Holdings, Inc.
- June 2018 Outside Director of MIRAIT Holdings Corporation (presently the Company)  
Outside Director (Member of Audit and Supervisory Committee), Tohoku Electric Power Co., Inc.
- June 2020 Outside Director (Chairman of Audit Committee), Resona Holdings, Inc. (to present)
- January 2022 Outside Director, Resona Holdings Inc. [Compensation Committee Member]
- July 2022 Outside Director (to present)

#### Reason for Nomination as a Candidate for Outside Director and Overview of Expected Roles

BABA Chiharu possesses a abundant experience in corporate management and a wide range of knowledge spanning financial accounting, risk management and general management, and has fulfilled his role as Outside Director. The Company re-proposes him as a candidate for Outside Director because his insight and knowledge on governance in Japan and abroad make him suitable for the supervision of management of the Group, and because he can be expected to fulfill this role.



Candidate  
No.

12

YAMAMOTO Mayumi

Career Summary, Status, Responsibilities and Significant Positions Concurrently Held

- April 1984 Registered as attorney at Law  
Joined Takeo Ishiguro Law Office
- September 1990 Established New Ginza Sogo Law Office
- January 2005 Established Ginza Shinmeiwa Law Office (to present)
- December 2010 Public Interest Member of the Central Labour Relations Commission
- January 2019 Member of the Financial System Council, Financial Services Agency (to present)
- June 2019 External Audit & Supervisory Board Member, Morinaga Milk Industry Co., Ltd. (to present)
- June 2020 Outside Director of MIRAIT Holdings Corporation (presently the Company)
- April 2021 Member of the Labor Policy Council, Ministry of Health, Labour and Welfare (to present)
- June 2021 Outside Director, JCU Corporation (to present)
- July 2022 Outside Director of MIRAIT ONE Corporation (to present)

Re-election Outside Independent

Date of birth

February 11, 1956

Number of the Company's shares  
owned

257 shares

Attendance at meetings of the  
Board of Directors

22/22 (100%)

Reason for Nomination as a Candidate for Outside Director and Overview of Expected Roles

YAMAMOTO Mayumi has advanced expertise and abundant experience concerning legal affairs as an attorney at law, and has also served as a member of government councils including as a public interest member of the Central Labour Relations Commission. She is qualified for the supervision of management from an objective and specialized perspective. Although she has not been involved in corporate management, the Company proposes her as a re-candidate for Outside Director because her advanced expert knowledge corporate law and insight and knowledge gained through experience in government organizations make her suitable for the supervision of management of the Group, and because she can be expected to fulfill this role.



Candidate  
No.

13

## KAWARATANI Shinichi

### Career Summary, Status, Responsibilities and Significant Positions Concurrently Held

- November 1988 President, Atlux Corporation (currently NOC Outsourcing & Consulting Inc.)
- October 1997 General Manager of Information and Communications Division, New York Office, Nissho Iwai American Corporation (currently Sojitz Corporation of America)
- November 1999 Entrepia Ventures, Inc. CEO
- April 2007 Assistant General Manager of Industrial Information Group, Sojitz Corporation
- April 2011 Representative Director and President, Nissho Electronics Corporation
- January 2014 Representative Director, VistaNet, Inc. (to present)
- June 2021 Outside Director of MIRAIT Holdings Corporation (presently the Company)
- July 2022 Outside Director of MIRAIT ONE Corporation (to present)

Re-  
election

Outside

Independ  
ent

Date of birth

June 26, 1955

Number of the Company's shares  
owned

1,030 shares

Attendance at meetings of the  
Board of Directors

22/22 (100%)

### Reason for Nomination as a Candidate for Outside Director and Overview of Expected Roles

KAWARATANI Shinichi has been involved in business investment and the development of new businesses in the area of information and communications for many years, and has insight into the management of an information and communications company based on his experience as representative director and president of a company providing IT solutions. Furthermore, he has worked on the creation of a variety of new businesses in Japan and abroad as CEO of a venture capital company, and has extensive business experience overseas such as in the United States. His insight and knowledge of creating and developing new business in Japan and abroad, in addition to corporate management of a global business make him suitable for the supervision of management of the Group, and because he can be expected to fulfill this role, he has been re-nominated as a candidate Outside Director to improve transparency of the Board of Directors and strengthen its supervisory functions.



Candidate  
No.

14

TSUKASAKI Yuko

Re-  
election

Outside

Independ-  
ent

Date of birth

April 17, 1961

Number of the Company's shares  
owned

515 shares

Attendance at meetings of the  
Board of Directors

13/13 (100%)

#### Career Summary, Status, Responsibilities and Significant Positions Concurrently Held

- August 2007 Director, Gender Equality Promotion Division, Gender Equality Bureau, Cabinet Office
- August 2009 Counselor for Policy Evaluation, Ministry of Health, Labour and Welfare
- July 2010 Manager of Family Balance Department, Equal Employment, Children and Families Bureau, Ministry of Health, Labour and Welfare
- July 2011 Counselor, National Public Service Ethics Board, National Personnel Authority
- April 2012 Director, Life Planning Division, Remuneration Bureau, National Personnel Authority
- April 2015 Director, General Affairs Division, Secretariat of the National Personnel Authority
- April 2016 Professor, Chiiki Koso Kenkyujo, Taisho University (to present)
- September 2018 Professor, Department of Regional Development, Taisho University
- April 2020 Professor, Department of Public Policy, Faculty of Social Coexistence, Taisho University (to present)
- July 2022 Outside Director of MIRAIT ONE Corporation (to present)

#### Reason for Nomination as a Candidate for Outside Director and Overview of Expected Roles

TSUKASAKI Yuko has served in key positions in the Ministry of Health, Labour and Welfare for many years and also served as the Director of the Gender Equality Promotion Division of the Gender Equality Bureau in the Cabinet Office, and has advanced insight and extensive experience on topics such as promotion of participation by women and diversity. Furthermore, after retiring from office, she has taught as a professor of Taisho University, and has extensive experience and advanced insight and expertise in the areas of regional development and public policy. Although she has not been involved in management of a company, the Company has re-nominated that she would be suitable as an Outside Director of the Company for further strengthening management supervision functions by utilizing her knowledge of a wide range of specialized areas obtained through drafting policy in government and utilizing her knowledge of regional development to promote ESG management in the Company, which builds and operates industrial and social infrastructure facilities.

## Notes

1. No conflicts of interest exist between the candidates and the Company.
2. BABA Chiharu, YAMAMOTO Mayumi, KAWARATANI Shinichi and TSUKASAKI Yuko are candidates for Outside Director, and have been registered as independent directors in accordance with the provisions of Tokyo Stock Exchange, Inc.
3. The Company has concluded agreements limiting liability for compensation of damages under Article 423, paragraph (1) of the Companies Act with BABA Chiharu, YAMAMOTO Mayumi, KAWARATANI Shinichi and TSUKASAKI Yuko pursuant to Article 427, paragraph (1) of the same Act. The limit on liability for compensation of damages pursuant to the agreements is the Minimum Liability Amount specified in Article 425, paragraph (1) of the Companies Act. The agreements to limit liability will be renewed if the candidates are re-elected.
4. The Company has entered into a directors and officers liability insurance policy pursuant to Article 430-3, paragraph (1) of the Companies Act with an insurance company. The insurance policy covers compensation for damages and litigation expenses, etc. incurred by the insured due to a claim for compensation for damages arising due to an act (including misconduct) based on the status of the insured as a Company officer, and the insured does not bear the cost of insurance premiums. If each of the candidates are elected as Director, they will be insured under the insurance policy. Furthermore, the insurance policy is scheduled to be renewed under the same terms when it is next renewed.
5. The term of office of BABA Chiharu as an Outside Director of the Company will be five years as of the conclusion of this Ordinary General Meeting of Shareholders.
6. The term of office of YAMAMOTO Mayumi as an Outside Director of the Company will be three years as of the conclusion of this Ordinary General Meeting of Shareholders.
7. The term of office of KAWARATANI Shinichi as an Outside Director of the Company will be two years as of the conclusion of this Ordinary General Meeting of Shareholders.
8. The term of office of TSUKASAKI Yuko as an Outside Director of the Company will be one year as of the conclusion of this Ordinary General Meeting of Shareholders.
9. In the event the candidate for Outside Director has been appointed as a director or auditor of another joint stock company in the past five years, any improper business execution in said joint stock company during his/her term of office  
In response to a business improvement recommendation from the Electricity and Gas Market Surveillance Commission of the Ministry of Economy, Trade and Industry on May 16, 2018 concerning the incorrect settlement of contributions for construction in special high-voltage facility construction, Tohoku Electric Power Co., Inc., where candidate for Outside Director BABA Chiharu served as an Outside Audit and Supervisory Board Member from June 2015 to June 2018, announced on May 31 that it would report on measures to prevent recurrence to the Commission, and the voluntary return of officer remuneration by the relevant officer in charge of the division. Mr. Baba was not aware of the facts until they were discovered, but has always executed his duties appropriately at the company, such as expressing opinions and issuing warnings from the perspective of legal compliance. Furthermore, after the facts were revealed, he expressed opinions on thorough investigation of the facts and prevention of recurrences, and has fulfilled his duties.

Proposal No. 4:

## Election of One Director who is Audit and Supervisory Committee Members of MIRAIT ONE Corporation

The terms of office of SEKI Hiroshi who is a Director, Audit and Supervisory Committee Member will end upon the conclusion of the General Meeting. Therefore, the Company proposes to elect one Director who is an Audit and Supervisory Committee Member to fill the vacancy.

This proposal has been discussed by Nomination and Compensation Committee.

Submission of the proposal has received the consent from the Audit and Supervisory Committee.

The candidates for Directors who are Audit and Supervisory Committee Members are as follows.



New election    Outside    Independent

Date of birth

December 24, 1963

Number of the Company's shares owned

0 shares

Attendance at meetings of the Board of Directors

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## HAYAKAWA Osamu

### Career Summary, Status, Responsibilities and Significant Positions Concurrently Held

April 1987	Employed by Metropolitan Police Department
January 1999	Chief of Meguro Police Station, Metropolitan Police Department
August 2000	Director of Police Administration of Saga Prefectural Police
April 2005	Director of Transportation General Affairs Division, Transportation Department of Metropolitan Police Department
April 2008	Counselor of Cabinet Intelligence and Research Office, Cabinet Secretariat
August 2011	Chief of Aomori Prefectural Police Headquarters
November 2011	Director of Community Education of National Police Academy
August 2012	Counselor, Secretariat of Government Revitalization Unit, Cabinet Office
August 2014	Director of Traffic Planning Division, Traffic Bureau of Metropolitan Police Department
August 2016	Deputy Director-General, Road Transport Bureau, Ministry of Land, Infrastructure, Transport and Tourism
July 2018	Chief of Chiba Prefectural Police Headquarters
August 2020	Chief of Kanto Regional Police Bureau
February 2021	Resignation from Metropolitan Police Department
May 2021	Advisor of Lawson, Inc. (to present)

### Reason why he is a candidate for Outside Director who is an Audit and Supervisory Member

HAYAKAWA Osamu was engaged in the police work in the Metropolitan Police Department for a long period and successively held important posts including the Chief of Prefectural Police Headquarters, Chief of Kanto Regional Police Bureau and Deputy Director-General of the Road Transport Bureau, Ministry of Land, Infrastructure, Transport and Tourism, and thus he has gained excellent knowledge and expertise and abundant experience concerning police administration. The Company believes that he can provide appropriate supervision and advice in order to further strengthen the corporate governance, in particular compliance and risk management as an Outside Director and Audit and Supervisory Committee Member of the Company, and elected him as a candidate for Outside Director, Audit and Supervisory Committee Member in order to ensure the transparency and fairness of operation management of the Company and increase its effectiveness.

Although he has not been directly involved in corporate management, the Company believes he is suitable for leveraging his wide expert knowledge on the

police/administration work and his experience in the private enterprise after retirement as well as strengthening the management supervisory functions in promotion of ESG management in the Company which is involved in the facility construction and management.

The Company concluded a mandate agreement with him to receive advice/support based on his insight during the period from June 2021 to May 2023. The Company believes his independence as an Outside Director is ensured in consideration that the content of the business is to give advice from an independent standpoint and that his reward is modest.

#### Notes

1. No conflicts of interest exist between the candidate and the Company.
2. HAYAKAWA Osamu is a candidate for Outside Director, and has been registered as an independent director in accordance with the provisions of Tokyo Stock Exchange, Inc.
3. The Company has concluded an agreement limiting liability for damages under Article 423, paragraph (1) of the Companies Act with a Director (excluding a Director who is an Audit and Supervisory Committee Member) pursuant to Article 427, paragraph (1) of the same Act. The limit on liability for compensation of damages pursuant to the agreement is the Minimum Liability Amount specified in Article 425, paragraph (1) of the Companies Act. The agreement to limit liability will be renewed if the candidate is re-elected.
4. The Company has entered into a directors and officers liability insurance policy pursuant to Article 430-3, paragraph (1) of the Companies Act with an insurance company. The insurance policy covers compensation for damages and litigation expenses, etc. incurred by the insured due to a claim for compensation for damages arising due to an act (including misconduct) based on the status of the insured as a Company officer, and the insured does not bear the cost of insurance premiums. If he is elected as a Director, he will be insured under the insurance policy. Furthermore, the insurance policy is scheduled to be renewed under the same terms when it is next renewed.



## [Reference] Director Skill Matrix

The Board of Directors is made up of personnel with adequate knowledge and experience in their respective areas related to business management, regardless or whether inside or outside the Company, in order to effectively fulfill their roles and duties.

The expertise and experience required on the Board of Directors are as follows.

			Corporate Management and Management Strategy	Sales and Marketing	Construction and operation of Facilities for Communications, etc.	Technology, Innovation and DX	Global Business	New Business Development	Personnel, Labor and Human Resource Development	Financial Accounting and Finance	Legal, Risk Management, Compliance and Governance	Public Policy and Academic Research
Directors Who Are Not Audit and Supervisory Committee Members	NAKAYAMA Toshiki	Inside	○	○			○	○	○		○	
	TOTAKE Yasushi	Inside	○		○	○			○			
	TAKAHASHI Masayuki	Inside	○		○	○			○			
	MIYAZAKI Tatsumi	Inside	○	○	○	○	○	○				○
	TAKAYA Yoichiro	Inside	○	○			○	○	○			
	WAKIMOTO Hiroshi	Inside	○	○				○	○		○	
	MITSUYA Takaaki	Inside	○							○	○	
	IGARASHI Katsuhiko	Inside	○		○	○						
	OHASHI Hiroki	Inside	○	○	○	○	○	○				
	TAKAGI Yasuhiro	Inside	○		○	○						
	BABA Chiharu	Outside	○				○			○	○	
	YAMAMOTO Mayumi	Outside									○	○
	KAWARATAN I Shinichi	Outside	○	○			○	○				
	TSUKASAKI Yuko	Outside							○			○

Directors Who Are Audit and Supervisory Committee Members	YAMAMOTO Yasuhiro	Inside	○	○					○		○	
	AOYAMA Koji	Inside	○	○	○	○	○	○			○	
	KATSUMARU Chiaki (ISHIKAWA Chiaki)	Outside								○	○	○
	SUEMORI Shigeru	Outside	○		○	○	○	○				
	HAYAKAWA Osamu	Outside									○	○

(Note) Includes candidates to be nominated as Director

\* The above table does not represent all of the knowledge and experience of each of the persons listed.

## [Reference] Standard for Determining Independence

The Company believes that an Outside Director must have adequate independence to ensure the objectivity and transparency required for appropriate governance.

The Company has stipulated the following standard for determining independence of Outside Officers in the Company, and an Outside Officer (including candidates therefor; the same applies below) is deemed to lack adequate independence if any of the following items apply.

1. A person originally from the Company or a consolidated subsidiary of the Company (hereinafter referred to as "the Group") <sup>(Note 1)</sup>
2. A major shareholder of the Company <sup>(Note 2)</sup>
3. A person who executes the business of a company, etc. that falls under any of the following items.
  - (1) A major business partner of the Group <sup>(Note 3)</sup>
  - (2) A major lender to the Group <sup>(Note 4)</sup>
  - (3) A company, etc. in which the Group holds 10% or more of shares on a voting basis
4. A Certified Public Accountant who belongs to the auditing firm serving as the Group's Independent Auditor.
5. A consultant, accountant, tax accountant, attorney, judicial scrivener, patent attorney or other expert receiving a substantial amount <sup>(Note 5)</sup> of money or other property from the Group
6. A person who has received substantial donations from the Group <sup>(Note 6)</sup>
7. An executive of a company in a relationship mutually providing Outside Officers <sup>(Note 7)</sup>
8. A person whose close relative <sup>(Note 8)</sup> falls under any of items 1 through 7 above (limited to key personnel <sup>(Note 9)</sup> with the exception of items 4 and 5)
9. A person to whom any of items 2 through 8 have applied in the past three years
10. Notwithstanding the provisions of the preceding items, a person who is deemed to have another conflict of interest with the Company

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Note 1: A currently serving executive director, executive officer or other similar employee (hereinafter referred to as "executive") or an executive who has served in the Group at any time in the past.

Note 2: A major shareholder is a shareholder who, as of the end of the Company's fiscal year, holds 10% or more of shares on a voting basis in his/her own name or the name of another person. If the major shareholder is an organization such as a corporation or a partnership, this refers to an executive of such organization.

Note 3: A major business partner is a purchaser or supplier of the Group whose annual transactions with the Group exceed 3% of the Company's consolidated sales or the supplier's consolidated sales.

Note 4: A major lender is a financial institution from whom the Group borrows, and the balance of the borrowing exceeds 2% of the consolidated total assets of the Company or the consolidated total assets of the financial institution as of the end of the Company's fiscal year.

Note 5: A substantial amount is defined as follows according to the relationship with the provision of services by the expert.

- (1) If the expert provides services to the Group as an individual, the consideration received from the Group is a substantial amount if it exceeds 10 million yen per year.
- (2) If the organization such as a corporation or partnership to which the expert belongs provides services to the Group, the consideration received from the Group is a substantial amount if it exceeds 2% of the organization's annual sales or total revenue. However, even if 2% is not exceeded, the amount is deemed to be a substantial amount if the amount received by the organization as consideration for services provided with the direct involvement of the expert exceeds 10 million yen per year.

Note 6: A person who has received donations from the Group exceeding 10 million yen per year. If the party receiving the donations is an organization such as a corporation or a partnership, this refers to a person who is directly involved in the research, education or other activities related to the donations.

Note 7: A relationship in which an executive of the Group is an outside director of another company, and an executive of the other company is an outside director of the Company.

Note 8: A close relative is a spouse or a relative within two degrees of relationship.

Note 9: Key personnel are directors and executive officers.

End