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(Securities Code: 6196)

December 6, 2023

(Date of commencing electronic provision: December 3, 2023)

To Shareholders with Voting Rights:

Kunihiko Arai
President and CEO
Strike Co., Ltd.
1-2-1, Otemachi, Chiyoda-ku, Tokyo, Japan

**NOTICE OF CONVOCATION OF
THE 27TH ORDINARY GENERAL SHAREHOLDERS' MEETING**

Dear Shareholders:

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

The 27th Ordinary General Shareholders' Meeting of Strike Co., Ltd. (the "Company") will be held as described below.

In convening this General Shareholders' Meeting, the Company has taken measures for electronic provision and thus posted the matters subject to electronic provision on the following website.

The Company's website: <https://www.strike.co.jp/ir/>

In addition to the above website, matters subject to electronic provision are also made available on the website of the Tokyo Stock Exchange (TSE). Please access the website below, enter or search by "Issue name (company name)" or "Code," and select "Basic information" and "Documents for public inspection/PR information" in that order to find the relevant information.

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

You can also exercise your voting right by mail (in writing) or via the internet, etc. Please review the Reference Documents for the General Shareholders' Meeting provided below and exercise your voting right by 5:45 p.m. Japan time, Monday, December 25, 2023.

- 1. Date and Time** 10:00 a.m. Japan time, Tuesday, December 26, 2023
(The reception will open at 9:30 a.m.)
- 2. Venue** Room 3, Otemachi Mitsui Conference
3F MITSUI & CO. Building
1-2-1, Otemachi, Chiyoda-ku, Tokyo, Japan

3. Meeting Agenda

Matters to be reported: The Business Report and the Non-consolidated Financial Statements for the 27th Fiscal Year Ended September 30, 2023 (October 1, 2022 to September 30, 2023)

Proposals to be resolved:

- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Partial Amendments to the Articles of Incorporation
- Proposal 3:** Election of Five Directors (Excluding Members of the Audit and Supervisory Committee)
- Proposal 4:** Election of Four Directors Who Are Members of the Audit and Supervisory Committee
- Proposal 5:** Remuneration for Directors (Excluding Members of the Audit and Supervisory Committee)
- Proposal 6:** Remuneration for Directors Who Are Members of the Audit and Supervisory Committee

4. Information on Exercise of Voting Right

- (1) If you intend to exercise your voting right in writing, please indicate your vote for or against each proposal on the enclosed Voting Rights Exercise Form and return it by postal mail, making sure that it reaches the Company by 5:45 p.m., Monday, December 25, 2023.
- (2) If you intend to exercise your voting right via the internet, please refer to “Exercising voting right via the internet, etc.” presented on page 3 of this notice and enter your vote for or against each proposal by 5:45 p.m., Monday, December 25, 2023.
- (3) If you exercise your voting right multiple times via the internet, the last vote will be considered valid.
- (4) If you exercise your voting right both in writing and via the internet, the vote cast via the internet will be treated as valid.
- (5) If no indication of approval or disapproval is made on the Voting Rights Exercise Form, it will be treated as an indication of approval.

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- ◎ We will not be providing souvenirs to the attending shareholders at the meeting. We appreciate your understanding.
 - ◎ When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk. Please also bring this Notice of Convocation with you to save resources.
 - ◎ In the event of any revisions to the matters subject to electronic provision, the revised information will be posted on the respective websites where such matters are posted.
 - ◎ A video of the matters reported at the General Shareholders’ Meeting will be available on the Company’s website at a later date (available in Japanese only; <https://www.strike.co.jp/ir/library/meeting.html>).

Information on Exercise of Voting Right

Please review the Reference Documents for the General Shareholders’ Meeting beginning on page 4 and exercise your voting right by either of the following methods.

Exercising voting right in advance:								
Exercising voting right by postal mail	Exercising voting right via the internet, etc.							
<p>Please indicate your vote for or against each proposal on the enclosed Voting Rights Exercise Form and return it by post, making sure that it reaches the shareholder registry administrator of the Company by the exercise deadline.</p>	“Smart Exercise”	Entering the Voting Rights Exercise Code and Password						
	<p>Please scan the “Login QR Code® for the Voting Rights Exercise Website for Smartphones” provided at the lower right of the enclosed Voting Rights Exercise Form with a smartphone or a tablet terminal. * QR Code® is a registered trademark of DENSO WAVE INCORPORATED.</p>	<p>Voting Rights Exercise Website https://www.web54.net Please access the above website, use the Voting Rights Exercise Code and the Password provided on the enclosed Voting Rights Exercise Form, and follow the on-screen instructions to enter your vote for or against each proposal.</p>						
<table border="1"> <tr> <td>Exercise Deadline</td> </tr> <tr> <td>5:45 p.m. Japan time, Monday, December 25, 2023</td> </tr> </table>	Exercise Deadline	5:45 p.m. Japan time, Monday, December 25, 2023	<table border="1"> <tr> <td>Exercise Deadline</td> </tr> <tr> <td>5:45 p.m. Japan time, Monday, December 25, 2023</td> </tr> </table>	Exercise Deadline	5:45 p.m. Japan time, Monday, December 25, 2023	<table border="1"> <tr> <td>Exercise Deadline</td> </tr> <tr> <td>5:45 p.m. Japan time, Monday, December 25, 2023</td> </tr> </table>	Exercise Deadline	5:45 p.m. Japan time, Monday, December 25, 2023
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Attending the meeting:
<p>Please bring the enclosed Voting Rights Exercise Form with you and submit it at the reception desk.</p> <p>Date and time of the meeting: 10:00 a.m. Japan time, Tuesday, December 26, 2023 (The reception desk is scheduled to open at 9:30 a.m.)</p>

Handling of voting right exercised multiple times

- (1) If you exercise your voting right multiple times via the internet (including “Smart Exercise”), the last vote will be considered valid.
- (2) If you exercise your voting right both by using the Voting Rights Exercise Form and via the internet (including “Smart Exercise”), the vote cast via the internet (including “Smart Exercise”) will be treated as valid.

Reference Documents for the General Shareholders' Meeting

Proposal 1: Appropriation of Surplus

The Company's basic policy is to distribute profits appropriately, while comprehensively taking into account future business development and other factors, and giving due consideration to internal reserves required in paying out dividends to shareholders and strengthening the Company's capability to respond quickly to business opportunities. The Company therefore targets a payout ratio of approximately 25%.

Based on this policy, the Company proposes that the year-end dividend for the fiscal year ended September 30, 2023 be as described below.

Matters concerning year-end dividend

- (1) Type of dividend property
Cash
- (2) Allotment of dividend property and total amount thereof
51 yen per share of the Company's common stock
Total amount: 979,345,911 yen
- (3) Effective date of dividend of surplus
December 27, 2023

(Reference) Dividend per share

Term	24th Term (Fiscal year ended August 31, 2020)	25th Term (Fiscal year ended September 30, 2021)	26th Term (Fiscal year ended September 30, 2022)	27th Term Fiscal year under review (Fiscal year ended September 30, 2023)
Amount	24 yen	32 yen	40 yen	51 yen

Proposal 2: Partial Amendments to the Articles of Incorporation

The Company proposes partial amendments to its Articles of Incorporation as described below. These amendments shall become effective at the conclusion of this General Shareholders’ Meeting.

1. Reasons for the proposal

The Company intends to transition to a company with an Audit and Supervisory Committee for the following purposes: strengthening the supervisory function of the Board of Directors to achieve an even stronger monitoring system and thereby further enhance corporate governance by having members of the Audit and Supervisory Committee who are responsible for auditing the execution of duties by Directors as members of the Board of Directors; and separating business execution and supervision, accelerating managerial decision-making, and thereby further enhancing corporate value by allowing the Board of Directors to broadly delegate decision-making on business execution to Directors. Therefore, necessary changes will be made to the Articles of Incorporation, including the establishment of new articles related to the Audit and Supervisory Committee and Audit and Supervisory Committee members and the deletion of unnecessary articles.

In addition, to accommodate future expansion of business domains, a new business purpose is to be added to Article 2 of the current Articles of Incorporation.

2. Details of the amendments

Details of the amendments are as follows.

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed Amendments
<p style="text-align: center;">CHAPTER I GENERAL PROVISIONS</p> <p>Article 1 (Omitted)</p> <p>Article 2 (Purposes) The purposes of the Company shall be to engage in the following businesses: 1.~11. (Omitted) (Newly established)</p> <p><u>12.</u> (Omitted)</p> <p>Article 3 (Omitted)</p> <p>Article 4 (Organization) The Company shall have the following organizations in addition to the general meeting of shareholders and directors. 1. Board of Directors 2. <u>Corporate Auditors</u> 3. <u>Board of Corporate Auditors</u> 4. Accounting Auditor</p>	<p style="text-align: center;">CHAPTER I GENERAL PROVISIONS</p> <p>Article 1 (Unchanged)</p> <p>Article 2 (Purposes) The purposes of the Company shall be to engage in the following businesses: 1.~11. (Unchanged) 12. <u>Financial instruments intermediary services as defined in the Financial Instruments and Exchange Act.</u> 13. (Unchanged)</p> <p>Article 3 (Unchanged)</p> <p>Article 4 (Organization) The Company shall have the following organizations in addition to the general meeting of shareholders and directors. 1. Board of Directors 2. <u>Audit and Supervisory Committee</u> (Deleted) 3. Accounting Auditor</p>

Current Articles of Incorporation	Proposed Amendments
<p>Article 5 (Omitted)</p> <p style="text-align: center;">CHAPTER II SHARES</p> <p>Articles 6 to 11 (Omitted)</p> <p style="text-align: center;">CHAPTER III GENERAL MEETING OF SHAREHOLDERS</p> <p>Articles 12 to 16 (Omitted)</p> <p style="text-align: center;">CHAPTER IV DIRECTORS AND BOARD OF DIRECTORS</p> <p>Article 18 (Number of Directors) The Company shall have no more than <u>seven (7)</u> Directors.</p> <p style="text-align: center;">(Newly established)</p> <p>Article 19 (Method of election) 1. Directors shall be elected at the general meeting of shareholders.</p> <p>2.~3. (Omitted)</p> <p>Article 20 (Term of office of Directors) 1. The term of office of a Director shall expire at the conclusion of the annual general meeting of shareholders pertaining to the last fiscal year ending within <u>two (2) years</u> after his/her election.</p> <p style="text-align: center;">(Newly established)</p> <p>2. <u>The term of office of a Director elected to increase the number of Directors or fill a vacancy shall expire when the term of office of the incumbent director expires.</u></p>	<p>Article 5 (Unchanged)</p> <p style="text-align: center;">CHAPTER II SHARES</p> <p>Articles 6 to 11 (Unchanged)</p> <p style="text-align: center;">CHAPTER III GENERAL MEETING OF SHAREHOLDERS</p> <p>Articles 12 to 16 (Unchanged)</p> <p style="text-align: center;">CHAPTER IV DIRECTORS AND BOARD OF DIRECTORS</p> <p>Article 18 (Number of Directors) 1. The Company shall have no more than <u>eight (8)</u> Directors <u>(excluding those who are members of the Audit and Supervisory Committee).</u> 2. <u>The Company shall have no more than five (5) Directors who are members of the Audit and Supervisory Committee.</u></p> <p>Article 19 (Method of election) 1. Directors shall be elected at the general meeting of shareholders, <u>distinguishing between those who are members of the Audit and Supervisory Committee and those who are not.</u></p> <p>2.~3. (Unchanged)</p> <p>Article 20 (Term of office of Directors) 1. The term of office of a Director <u>(excluding those who are members of the Audit and Supervisory Committee)</u> shall expire at the conclusion of the annual general meeting of shareholders pertaining to the last fiscal year ending within <u>one (1) year</u> after his/her election. 2. <u>The term of office of a Directors who is a member of the Audit and Supervisory Committee shall expire at the conclusion of the annual general meeting of shareholders pertaining to the last fiscal year ending within two (2) years after his/her election.</u></p> <p style="text-align: center;">(Deleted)</p>

Current Articles of Incorporation	Proposed Amendments
(Newly established)	
(Newly established)	<p>3. <u>The term of office of a Director who is a member of the Audit and Supervisory Committee elected to fill a vacancy of a Director who retired before the expiration of his/her term of office shall expire when the term of office of the retired director who is a member of the Audit and Supervisory Committee expires.</u></p> <p>4. <u>The resolution for the election of a substitute member of the Audit and Supervisory Committee shall be effective until the beginning of the annual general meeting of shareholders pertaining to the last fiscal year ending within two (2) years after his/her election.</u></p>
Article 21 (Representative Director and Director with Title)	Article 21 (Representative Director and Director with Title)
<p>1. The Company shall have one (1) President and Director, and when necessary, several Vice Presidents and Directors, Senior Managing Directors, and Managing Directors, each of whom shall be selected from among the Directors by a resolution of the Board of Directors.</p>	<p>1. The Company shall have one (1) President and Director, and when necessary, several Vice Presidents and Directors, Senior Managing Directors, and Managing Directors, each of whom shall be selected from among the Directors <u>(excluding those who are members of the Audit and Supervisory Committee)</u> by a resolution of the Board of Directors.</p>
2. (Omitted)	2. (Unchanged)
<u>Article 22 (Execution of Business)</u>	(Deleted)
<p><u>The President and Director shall execute the internal and external affairs of the Company in accordance with the resolutions of the Board of Directors, and Vice President(s) and Director(s), Senior Managing Director(s) and Managing Director(s) shall assist the President and Director in his/her respective duties.</u></p>	<p>Article 22 (Persons authorized to convene meetings of the Board of Directors and chairperson thereof) (Unchanged)</p>
<p>Article 23 (Persons authorized to convene meetings of the Board of Directors and chairperson thereof) (Omitted)</p>	Article 23 (Convocation of meetings of the Board of Directors)
<p>1. Notice of convocation of a meeting of the Board of Directors shall be sent to each Director <u>and each Corporate Auditor</u> at least three (3) days prior to the date of the meeting. However, this period may be shortened in case of urgent necessity.</p>	<p>1. Notice of convocation of a meeting of the Board of Directors shall be sent to each Director at least three (3) days prior to the date of the meeting. However, this period may be shortened in case of urgent necessity.</p>
2. With the unanimous consent of all Directors <u>and</u>	2. With the unanimous consent of all Directors, a

Current Articles of Incorporation	Proposed Amendments
<p><u>Corporate Auditors</u>, a meeting of the Board of Directors may be held without <u>sending a notice of convocation</u>.</p>	<p>meeting of the Board of Directors may be held without <u>following the procedures for convocation</u>.</p>
<p>(Newly established)</p>	<p><u>Article 24 (Delegation of decision-making on execution of important business matters)</u> <u>Pursuant to Article 399-13, Paragraph 6 of the Companies Act, the Company may, by a resolution of the Board of Directors, delegate all or part of the decision-making on the execution of important business matters (excluding those listed in each item of Paragraph 5 of the same Article) to Directors.</u></p>
<p>Article 25 (Omitted)</p>	<p>Article 25 (Unchanged)</p>
<p>Article 26 (Remuneration, etc. of Directors) Remuneration, bonuses, and other property benefits of Directors paid by the Company as compensation for the execution of their duties (<u>hereinafter referred to as “Remuneration, etc.”</u>) shall be determined by a resolution of the general meeting of shareholders.</p>	<p>Article 26 (Remuneration, etc. of Directors) Remuneration, bonuses, and other property benefits of Directors paid by the Company as compensation for the execution of their duties shall be determined by a resolution of the general meeting of shareholders, <u>distinguishing between those who are members of the Audit and Supervisory Committee and those who are not.</u></p>
<p><u>CHAPTER V CORPORATE AUDITORS AND BOARD OF CORPORATE AUDITORS</u></p>	<p>(Deleted)</p>
<p><u>Article 28 (Number of Corporate Auditors)</u> <u>The Company shall have no more than four (4) Corporate Auditors.</u></p>	<p>(Deleted)</p>
<p><u>Article 29 (Method of election of Corporate Auditors)</u> 1. <u>Corporate Auditors shall be elected at the general meeting of shareholders.</u> 2. <u>The resolution for the election of Corporate Auditors shall be adopted by a majority of the voting rights of the shareholders who are present and own at least one-third (1/3) of the total voting rights of the shareholders who are entitled to exercise their voting rights.</u></p>	<p>(Deleted)</p>
<p><u>Article 30 (Term of office of Corporate Auditors)</u> 1. <u>The term of office of a Corporate Auditor shall expire at the conclusion of the annual general meeting of shareholders pertaining to the last fiscal</u></p>	<p>(Deleted)</p>

Current Articles of Incorporation	Proposed Amendments
<p><u>year ending within four (4) years after his/her election.</u></p> <p>2. <u>The term of office of a Corporate Auditor elected to fill a vacancy of a Corporate Auditor who retired before the expiration of his/her term of office shall expire when the term of office of the retired Corporate Auditor expires.</u></p>	
<p><u>Article 31 (Substitute Corporate Auditors)</u> <u>The resolution for the election of a substitute Corporate Auditor shall be effective until the beginning of the annual general meeting of shareholders pertaining to the last fiscal year ending within four (4) years after his/her election.</u></p>	(Deleted)
<p><u>Article 32 (Full-time Corporate Auditors)</u> <u>The Board of Corporate Auditors shall appoint a full-time Corporate Auditor by its resolution.</u></p>	(Deleted)
<p><u>Article 33 (Notice of convocation of meetings of the Board of Corporate Auditors)</u></p> <p>1. <u>Notice of convocation of a meeting of the Board of Corporate Auditors shall be sent to each Corporate Auditor at least three (3) days prior to the date of the meeting. However, this period may be shortened in case of urgent necessity.</u></p> <p>2. <u>With the unanimous consent of all Corporate Auditors, a meeting of the Board of Corporate Auditors may be held without sending a notice of convocation.</u></p>	(Deleted)
<p><u>Article 34 (Method of resolution of meetings of the Board of Corporate Auditors)</u> <u>Except as otherwise provided by laws or regulations, resolutions of a meeting of the Board of Corporate Auditors shall be adopted by a majority vote of the Corporate Auditors.</u></p>	(Deleted)
<p><u>Article 35 (Remuneration, etc. of Corporate Auditors)</u> <u>Remuneration, etc. of Corporate Auditors shall be determined by a resolution of the general meeting of shareholders.</u></p>	(Deleted)
<p><u>Article 36 (Exemption of Corporate Auditors from liability)</u></p> <p>1. <u>Pursuant to Article 426, Paragraph 1 of the</u></p>	(Deleted)

Current Articles of Incorporation	Proposed Amendments
<p><u>Companies Act, the Company may, by a resolution of the Board of Directors, exempt Corporate Auditors (including former Corporate Auditors) from liability under Article 423, Paragraph 1 of the Companies Act to the extent permitted by laws and regulations.</u></p> <p>2. <u>Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company may enter into an agreement with Corporate Auditors to limit their liability as provided in Article 423, Paragraph 1 of the Companies Act up to the amount stipulated by laws and regulations.</u></p>	
<p>(Newly established)</p>	<p><u>CHAPTER V AUDIT AND SUPERVISORY COMMITTEE</u></p>
<p>(Newly established)</p>	<p><u>Article 28 (Full-time Audit and Supervisory Committee members)</u> <u>The Audit and Supervisory Committee may appoint a full-time member of the Audit and Supervisory Committee by its resolution.</u></p>
<p>(Newly established)</p>	<p><u>Article 29 (Convocation of meetings of the Audit and Supervisory Committee)</u> 1. <u>Notice of convocation of a meeting of the Audit and Supervisory Committee shall be sent to each member of the Audit and Supervisory Committee at least three (3) days prior to the date of the meeting. However, this period may be shortened in case of urgent necessity.</u> 2. <u>With the unanimous consent of all members of the Audit and Supervisory Committee, a meeting of the Audit and Supervisory Committee may be held without following the procedures for convocation.</u></p>
<p>(Newly established)</p>	<p><u>Article 30 (Method of resolution of meetings of the Audit and Supervisory Committee)</u> <u>Resolutions of a meeting of the Audit and Supervisory Committee shall be adopted by a majority vote of the Audit and Supervisory Committee members present who constitute in number a majority of the Audit and Supervisory Committee members entitled to vote.</u></p>
<p>CHAPTER VI ACCOUNTING AUDITOR</p>	<p>CHAPTER VI ACCOUNTING AUDITOR</p>
<p>Articles <u>37</u> to <u>39</u> (Omitted)</p>	<p>Articles <u>31</u> to <u>33</u> (Unchanged)</p>

Current Articles of Incorporation	Proposed Amendments
<p style="text-align: center;">CHAPTER VII ACCOUNTS</p> <p>Articles <u>40</u> to <u>43</u> (Omitted)</p> <p style="padding-left: 40px;">(Newly established)</p> <p style="padding-left: 40px;">(Newly established)</p>	<p style="text-align: center;">CHAPTER VII ACCOUNTS</p> <p>Articles <u>34</u> to <u>37</u> (Unchanged)</p> <p style="text-align: center;"><u>Supplementary provisions</u></p> <p><u>(Transitional measures regarding exemption of Corporate Auditors from liability)</u></p> <p><u>The Company may, by a resolution of the Board of Directors, exempt Corporate Auditors (including former Corporate Auditors) from liability under Article 423, Paragraph 1 of the Companies Act with respect to acts committed prior to the conclusion of the 27th Annual General Meeting of Shareholders to the extent permitted by laws and regulations.</u></p>

Proposal 3: Election of Five Directors (Excluding Members of the Audit and Supervisory Committee)

If Proposal 2, “Partial Amendments to the Articles of Incorporation,” is approved as proposed, the Company will transition to a company with an Audit and Supervisory Committee and all six Directors will retire from their positions due to the expiration of their terms of office upon the effectuation of the amendments to the Articles of Incorporation.

Therefore, the Company proposes the election of five Directors after the transition to a company with an Audit and Supervisory Committee (excluding Directors who are members of the Audit and Supervisory Committee; the same shall apply hereinafter in this proposal).

This proposal will become effective on the condition that the amendments to the Articles of Incorporation in Proposal 2, “Partial Amendments to the Articles of Incorporation,” take effect.

The candidates for Directors are as follows.

The candidates for Directors are determined by the Board of Directors of the Company after reviewing the reports submitted by the Nomination and Compensation Advisory Committee, a voluntary committee whose majority of members are independent outside directors.

No.	Name	Current positions and responsibilities at the Company	Attendance at the Board of Directors meetings in the fiscal year under review	Term of office as Director
1	[Reappointment] Kunihiko Arai	President and CEO	100% (14/14 meetings)	26 years
2	[Reappointment] Nobuo Suzuki	Director and Vice President	100% (14/14 meetings)	14 years
3	[Reappointment] Kazuya Kaneda	Director and Executive Officer In charge of Consulting Headquarters	100% (14/14 meetings)	6 years
4	[Reappointment] Koichi Nakamura	Director and Executive Officer In charge of Administration Department	100% (14/14 meetings)	9 years
5	[New appointment] [Candidate for Outside Director] [Independent Director] Yuji Furumoto	—	—	—

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	Kunihiko Arai (November 19, 1970) [Reappointment]	April 1993 Joined Showa Ota & Co. (currently Ernst & Young ShinNihon LLC)	3,077,000 shares
		July 1997 Established the Company; assumed the office of President and CEO (to present)	
		June 1999 Auditor, TEIN, INC.	
		June 2005 Auditor, AMUSE INC. October 2005 Director, CellBank Corp.	
	Attendance at the Board of Directors meetings	100% (14/14 meetings)	
	Term of office as Director	26 years	
	[Reason for nomination as a candidate for Director] Mr. Kunihiko Arai is the founder of the Company. He has a wealth of experience, knowledge and expertise in management, having led the Company's development with his outstanding foresight since its establishment in 1997. He has demonstrated strong leadership in advancing the Company's business and sustainably enhancing corporate value, and thus the Company believes that he is well suited for the position.		
2	Nobuo Suzuki (November 28, 1948) [Reappointment]	April 1972 Joined The Kyowa Bank, Ltd. (currently Resona Bank, Limited)	540,000 shares
		August 1989 Director and President, Kyowa Financial Futures (Singapore)	
		December 1992 General Manager of Nagaoka Branch, The Asahi Bank, Ltd.	
		May 1995 General Manager of Chicago Branch, The Asahi Bank, Ltd.	
	June 2002 Director, Asahi Bank Business Investment Co., Ltd. (currently Resona Capital Co., Ltd.)		
	November 2003 Joined the Company		
	April 2008 Director, IS Holdings Co., Ltd		
	June 2009 Director and Vice President, the Company		
	August 2009 Director, CellBank Corp. (to present)		
	November 2015 Director and Vice President, Executive Officer, and Executive Manager of Corporate Advisory Department, the Company		
	November 2017 Director and Vice President, the Company (to present)		
	Attendance at the Board of Directors meetings	100% (14/14 meetings)	
	Term of office as Director	14 years	
	[Reason for nomination as a candidate for Director] Mr. Nobuo Suzuki has a rich background, including many years of management experience at financial institutions and long years of experience working overseas. Since joining the Company, he has contributed to management by forming business alliances with financial institutions and bringing his global perspective to the board. The Company therefore believes that he is well suited for the position, being capable of contributing to the sustainable enhancement of corporate value.		

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held	
3	Kazuya Kaneda (August 13, 1981) [Reappointment]	December 2006	Joined KPMG AZSA & Co. (currently KPMG AZSA LLC)	637,000 shares
		July 2009	Joined the Company	
		December 2013	Executive Officer and General Manager of Corporate Advisory Department 2, the Company	
		November 2017	Director and Executive Officer, in charge of Corporate Advisory Department, the Company	
		October 2021	Director and Executive Officer, in charge of Consulting Headquarters, the Company (to present)	
	Attendance at the Board of Directors meetings	100% (14/14 meetings)		
	Term of office as Director	6 years		
	[Reason for nomination as a candidate for Director] Since joining the Company, Mr. Kazuya Kaneda has worked as an M&A consultant and contributed to business expansion by devising and promoting sales strategies based on his extensive insight and experience in M&A. He has demonstrated excellent leadership in his current role of overseeing sales and marketing and has contributed to realizing agile management and operations in response to changes in the environment. The Company therefore believes that he is well suited for the position, being capable of contributing to the sustainable enhancement of corporate value.			
4	Koichi Nakamura (June 24, 1974) [Reappointment]	October 1999	Joined Showa Ota & Co. (currently Ernst & Young ShinNihon LLC)	402,100 shares
		January 2005	Established Koichi Nakamura Certified Public Accountant Office	
		August 2005	Established Koichi Nakamura Tax Accountant Office	
		February 2014	Director and General Manager of Administration Department, the Company	
		November 2014	Director and Executive Officer, and General Manager of Administration Department, the Company	
		November 2017	Director and Executive Officer, in charge of Administration Department, the Company (to present)	
	Attendance at the Board of Directors meetings	100% (14/14 meetings)		
	Term of office as Director	9 years		
	[Reason for nomination as a candidate for Director] Mr. Koichi Nakamura is a certified public accountant and tax accountant and has extensive insight and experience in accounting and finance. He has contributed to the Company's management in the areas of information disclosure and establishment of business administration systems. The Company therefore believes that he is well suited for the position, being capable of contributing to the sustainable enhancement of corporate value.			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held	
5	Yuji Furumoto (April 8, 1956) [New appointment] [Candidate for Outside Director] [Independent Director]	April 1980	Joined The Kyowa Bank, Ltd. (currently Resona Bank, Limited)	-
		June 2003	General Manager, Kudan Branch, Resona Bank, Limited	
		July 2004	Joined Universal Solution Systems Inc.	
		February 2005	Director, Universal Solution Systems Inc.	
		June 2006	Managing Director, Universal Solution Systems Inc.	
		November 2007	Joined Yahagi Construction Co., Ltd.	
		April 2008	Managing Officer, Yahagi Construction Co., Ltd.	
		June 2008	Managing Officer and Director, Yahagi Construction Co., Ltd.	
		June 2009	Senior Managing Officer and Director, Yahagi Construction Co., Ltd.	
		June 2017	Vice President and Representative Director, Yahagi Construction Co., Ltd.	
June 2021	Advisor, Yahagi Construction Co., Ltd. (to present)			
	Attendance at the Board of Directors meetings	-		
	Term of office as Outside Director	-		
	[Reason for nomination as a candidate for Outside Director and outline of expected roles] The Company believes that Mr. Yuji Furumoto is well qualified to provide advice and recommendations to ensure the adequacy and appropriateness of the Company's Board of Directors' decision-making from an independent standpoint based on his extensive experience and insight as a longtime manager. The Company expects him to provide advice to the Company based on his experience and insight described above and fulfill his supervisory function.			

- Notes:
1. There are no special interests between each of the candidates and the Company.
 2. Mr. Yuji Furumoto is a candidate for Outside Director. The Company will newly designate him as Independent Director as stipulated by the rules of the Tokyo Stock Exchange (TSE) and register him as such with the exchange.
 3. If the appointment of Mr. Yuji Furumoto is approved, pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company will enter into a liability limitation agreement with him to limit his liability as provided for in Article 423, Paragraph 1 of the said Act to the minimum liability amount as provided for in Article 425, Paragraph 1 of the said Act.
 4. The Company has entered into a directors and officers liability insurance contract with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. The insurance contract provides coverage for damages and litigation expenses incurred by the insured in the event of claims for damages arising out of acts committed by the insured in his/her capacity as a director. If the election of the candidates is approved based on this proposal, they will be included as the insured under the insurance contract. The Company plans to renew the insurance contract with the same content during the Directors' term of office.

Proposal 4: Election of Four Directors Who Are Members of the Audit and Supervisory Committee

If Proposal 2, “Partial Amendments to the Articles of Incorporation,” is approved as proposed, the Company will transition to a company with an Audit and Supervisory Committee.

Therefore, the Company proposes the election of four Directors who are members of the Audit and Supervisory Committee.

The Board of Corporate Auditors has given its consent to this proposal.

The candidates for Directors who are members of the Audit and Supervisory Committee are as follows.

No.	Name	Current position at the Company	Attendance at the Board of Directors meetings in the fiscal year under review	Attendance at the Board of Corporate Auditors meetings in the fiscal year under review
1	[New appointment] [Candidate for Director who is a member of the Audit and Supervisory Committee] [Independent Director] Jiro Araki	Outside Corporate Auditor (Full-time)	100% (14/14 meetings)	100% (13/13 meetings)
2	[New appointment] [Candidate for Director who is a member of the Audit and Supervisory Committee] [Independent Director] Nozomi Kogoma	Outside Director	93% (13/14 meetings)	-
3	[New appointment] [Candidate for Director who is a member of the Audit and Supervisory Committee] [Independent Director] Hiroshi Sakamaki	-	-	-
4	[New appointment] [Candidate for Director who is a member of the Audit and Supervisory Committee] [Independent Director] Tomoko Kato	-	-	-

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held		
1	<p style="text-align: center;">Jiro Araki (February 24, 1950)</p> <p>[New appointment] [Candidate for Director who is a member of the Audit and Supervisory Committee] [Independent Director]</p>	<p>April 1972 Joined Sumitomo Trust Bank, Limited (currently Sumitomo Mitsui Trust Bank, Limited)</p> <p>June 1999 Executive Officer, General Manager of Kobe Branch, Sumitomo Trust Bank, Limited</p> <p>June 2004 Representative Director, Senior Managing Executive Officer, Sumitomo Trust Bank, Limited</p> <p>June 2006 President and Representative Director, Sumishin Lease Co., Ltd. (currently Sumitomo Mitsui Trust Panasonic Finance Co., Ltd.)</p> <p>June 2008 Adviser, The Sumitomo Trust and Banking Co., Ltd. (currently Sumitomo Mitsui Trust Bank, Limited) Adviser, Sumitomo Realty & Development Co., Ltd.</p> <p>August 2009 Auditor, Sankyo-Tateyama Holdings, Inc.</p> <p>June 2012 Auditor, Sankyo Tateyama, Inc.</p> <p>July 2014 Outside Corporate Auditor, the Company (to present)</p> <p>August 2015 Director (Audit and Supervisory Committee Member), Sankyo Tateyama, Inc.</p>	29,800 shares		
	Attendance at the Board of Directors meetings	100% (14/14 meetings)			
	Attendance at the Board of Corporate Auditors meetings	100% (13/13 meetings)			
	Term of office as Outside Corporate Auditor	9 years			
	<p>[Reason for nomination as a candidate for Outside Director who is a member of the Audit and Supervisory Committee and outline of expected roles]</p> <p>The Company believes that Mr. Jiro Araki is well qualified for the position as he has a wealth of experience and broad insight as a corporate manager and plays an appropriate role in auditing the execution of business. The Company expects him to provide advice to the Company based on his experience and insight described above and fulfill his supervisory function.</p>				

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
	<p>Nozomi Kogoma (Family register name: Nozomi Imaoka) (July 31, 1980)</p> <p>[New appointment] [Candidate for Director who is a member of the Audit and Supervisory Committee] [Independent Director] [Female]</p>	<p>December 2006 Joined ShinNihon & Co. (currently Ernst & Young ShinNihon LLC)</p> <p>April 2008 Joined Palace Capital Co., Ltd.</p> <p>November 2010 Representative, Nozomi Kogoma Certified Public Accountant Office (to present)</p> <p>August 2012 Partner, Toranomom Audit LLC (to present)</p> <p>June 2016 Outside Statutory Auditor, UNITED, Inc. (to present)</p> <p>June 2018 Outside Auditor, FIS Inc. (to present)</p> <p>November 2019 Outside Director, the Company (to present)</p> <p>June 2023 Director (Audit and Supervisory Committee Member), Matsui Securities Co., Ltd. (to present)</p>	-
2	Attendance at the Board of Directors meetings	93% (13/14 meetings)	
	Attendance at the Board of Corporate Auditors meetings	-	
	Term of office as Outside Director	4 years	
	<p>[Reason for nomination as a candidate for Outside Director who is a member of the Audit and Supervisory Committee and outline of expected roles]</p> <p>Ms. Nozomi Kogoma has extensive experience and expertise as a certified public accountant. The Company believes that she is well qualified to provide advice and recommendations to ensure the adequacy and appropriateness of the Company's Board of Directors' decision-making from an independent standpoint based on her experience serving as an auditor of listed companies. The Company expects her to provide advice to the Company based on her experience and insight described above and fulfill her supervisory function.</p>		

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held	
3	Hiroshi Sakamaki (September 14, 1959) [New appointment] [Candidate for Director who is a member of the Audit and Supervisory Committee] [Independent Director]	April 1982	Joined Japan Development Bank (currently Development Bank of Japan Inc.)	-
		June 2007	Director and General Manager, Investment Department, New Business Investment Co., Ltd.	
		June 2010	General Manager, Investment Planning & Coordination Department, Development Bank of Japan Inc.	
		May 2011	General Manager in charge of Investment, Business Planning & Coordination Department, Development Bank of Japan Inc.	
		October 2011	President and CEO, DBJ Securities Co., Ltd.	
	June 2017	Executive Chairman, DBJ Europe Limited		
	June 2021	Director, Japan Overseas Infrastructure Investment Corporation for Transport & Urban Development		
	June 2021	General Secretary, Director General, International Bureau, Executive Fellow, The Japan Economic Research Institute (to present)		
	June 2021	Corporate Auditor, TOC Co., Ltd. (to present)		
	April 2023	Auditor, The Okinawa Development Finance Corporation (to present)		
	Attendance at the Board of Directors meetings	-		
	Attendance at the Board of Corporate Auditors meetings	-		
	Term of office as Outside Director	-		
	[Reason for nomination as a candidate for Outside Director who is a member of the Audit and Supervisory Committee and outline of expected roles] The Company believes that he is well qualified to provide advice and recommendations to ensure the adequacy and appropriateness of the Company's Board of Directors' decision-making from an independent standpoint based on his extensive experience and knowledge as a corporate manager. The Company expects him to provide advice to the Company based on his experience and insight described above and fulfill his supervisory function.			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
	<p>Tomoko Kato (Family register name: Tomoko Shimura) (March 16, 1971)</p> <p>[New appointment] [Candidate for Director who is a member of the Audit and Supervisory Committee] [Independent Director] [Female]</p>	<p>October 2001 Admitted to the bar (Tokyo Bar Association) October 2001 Joined a law firm in Tokyo April 2004 Joined T. Hasegawa & Co., Law Offices July 2006 Joined Kitahama Partners September 2006 Seconded to Economic Treaties Division, International Legal Affairs Bureau, Ministry of Foreign Affairs of Japan (Deputy Director) November 2010 Seconded to Fujitsu Semiconductor Limited (Director of Legal Division from March 2015) August 2020 Joined Mitsui Fudosan Co., Ltd. November 2023 Joined HAYABUSACHO LAW OFFICES (to present)</p>	-
4	Attendance at the Board of Directors meetings	-	
	Attendance at the Board of Corporate Auditors meetings	-	
	Term of office as Outside Director	-	
	<p>[Reason for nomination as a candidate for Outside Director who is a member of the Audit and Supervisory Committee and outline of expected roles] Ms. Tomoko Kato has extensive experience and expertise as an attorney-at-law. The Company believes that she is well qualified to provide advice and recommendations to ensure the adequacy and appropriateness of the Company's Board of Directors' decision-making from an independent standpoint. The Company expects her to provide advice to the Company based on her experience and insight described above and fulfill her supervisory function.</p>		

- Notes:
- There are no special interests between each of the candidates and the Company.
 - Mr. Jiro Araki, Ms. Nozomi Kogoma, and Mr. Hiroshi Sakamaki are candidates for Outside Director. The Company has designated Mr. Jiro Araki and Ms. Nozomi Kogoma as Independent Director as stipulated by the rules of the Tokyo Stock Exchange (TSE) and registered them as such with the exchange. If the election of Mr. Jiro Araki and Ms. Nozomi Kogoma is approved as proposed, the Company will continue the designation and registration. The Company also plans to newly designate Mr. Hiroshi Sakamaki and Ms. Tomoko Kato as Independent Director and register them as such with the exchange.
 - The Company has concluded a liability limitation agreement with Ms. Nozomi Kogoma to limit her liability as provided in Article 423, Paragraph 1 of the Companies Act to the minimum liability amount provided in Article 425, Paragraph 1 of the Act, pursuant to the provisions of Article 427, Paragraph 1 of the Act. If the election of Ms. Nozomi Kogoma is approved as proposed, the Company will continue the liability limitation agreement with her. If the election of Mr. Jiro Araki, Mr. Hiroshi Sakamaki and Ms. Tomoko Kato is approved, pursuant to Article 427, Paragraph 1 of the Companies Act, the Company will enter into a liability limitation agreement with them to limit their liability as provided in Article 423, Paragraph 1 of the Act to the minimum liability amount provided in Article 425, Paragraph 1 of the Act. The Company has concluded the same agreement with Mr. Jiro Araki as Outside Corporate Auditor.
 - The Company has entered into a directors and officers liability insurance contract with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. The insurance contract provides coverage for damages and litigation expenses incurred by the insured in the event of claims for damages arising out of acts committed by the insured in his/her capacity as a director. If the election of the candidates is approved based on this proposal, they will be included as the insured under the insurance contract. The Company plans to renew the insurance contract with the same content during the Directors' term of office.

[Reference] Criteria for Independence of Outside Directors

In appointing Outside Directors, the Company nominates those who have a wealth of experience and deep insight in corporate management and their respective fields of expertise, as well as personal qualities appropriate for the position.

[Reference] Skills Matrix of Candidates for Directors

	Corporate management	Business strategy	Global experience	ESG (Environment / Society / Governance)	Finance, accounting	Legal affairs, risk management
Kunihiko Arai	●	●			●	
Nobuo Suzuki	●	●	●			
Kazuya Kaneda	●	●			●	
Koichi Nakamura				●	●	●
Yuji Furumoto	●	●				●
Jiro Araki	●	●				●
Nozomi Kogoma				●	●	●
Hiroshi Sakamaki	●	●	●			
Tomoko Kato			●	●		●

* The matrix lists up to three areas of knowledge and experience each candidate possesses and is not an exhaustive list of all of their knowledge and experience.

Proposal 5: Remuneration for Directors (Excluding Members of the Audit and Supervisory Committee)

At the Ordinary General Meeting of Shareholders of the Company held on November 25, 2014, it was resolved that the amount of remuneration, etc. for Directors be not more than 400 million yen per year. If Proposal 2, “Partial Amendments to the Articles of Incorporation,” is approved as originally proposed, the Company will transition to a company with an Audit and Supervisory Committee. Therefore, the Company proposes to abolish the current provisions regarding the amount of remuneration for Directors (excluding Directors who are members of the Audit and Supervisory Committee; the same shall apply hereinafter in this proposal), and newly set the amount of remuneration, etc. for Directors in consideration of various circumstances, including the recent economic situation. The Company therefore requests approval that the amount of remuneration be not more than 800 million yen per year (including 50 million yen or less for Outside Directors) and that the specific amount, timing, etc. of payment to each Director be determined by a resolution of the Board of Directors.

For an overview of the Company’s policy for determining the details of remuneration, etc. for each individual Director, please refer to “4. (4) (i) Matters concerning the policy for determining the details of individual remuneration, etc. of Directors” in the Business Report (available in Japanese only). If this proposal is approved, the recipients of remuneration will be changed to Directors (excluding those who are members of the Audit and Supervisory Committee), with no substantial change to the content of the policy. The base remuneration and performance-linked remuneration will be paid in accordance with the policy after the change, and the Company considers the amount of remuneration to be appropriate. The amount of remuneration, etc. does not include the employee salary portions paid to Directors who serve concurrently as employees.

The Company currently has six Directors. If Proposal 2, “Partial Amendments to the Articles of Incorporation,” and Proposal 3, “Election of Five Directors (Excluding Directors who are members of the Audit and Supervisory Committee)” are approved as originally proposed, the number of Directors will be five (including one Outside Director).

This proposal will become effective on the condition that the amendments to the Articles of Incorporation in Proposal 2, “Partial Amendments to the Articles of Incorporation,” take effect.

Proposal 6: Remuneration for Directors Who Are Members of the Audit and Supervisory Committee

At the Ordinary General Meeting of Shareholders held on November 25, 2014, it was resolved that the remuneration, etc. for Corporate Auditors be not more than 50 million yen per year. If Proposal 2, “Partial Amendments to the Articles of Incorporation,” is approved as originally proposed, the Company will transition to a company with an Audit and Supervisory Committee. Therefore, in line with the transition, the Company requests approval that the amount of remuneration, etc. for Directors who are members of the Audit and Supervisory Committee be not more than 100 million yen per year in consideration of various circumstances, including the recent economic situation and that the specific amount, timing, etc. of payment to each Director who is a member of the Audit and Supervisory Committee be determined through discussion among the Directors who are members of the Audit and Supervisory Committee. The Company believes that the amount of remuneration is appropriate in consideration of the responsibilities of Directors who are members of the Audit and Supervisory Committee.

If Proposal 2, “Partial Amendments to the Articles of Incorporation” and Proposal 4, “Election of Four Directors Who Are Members of the Audit and Supervisory Committee” are approved as originally proposed, the Company will have four Directors who are members of the Audit and Supervisory Committee (all of them Outside Directors).

This proposal will become effective on the condition that the amendments to the Articles of Incorporation in Proposal 2, “Partial Amendments to the Articles of Incorporation,” take effect.