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(Stock Exchange Code 9757)

March 1, 2024

(Commencement of electronic provision measures: February 29, 2024)

## To Shareholders with Voting Rights

Takayuki Nakatani  
President and Group CEO  
Funai Soken Holdings Inc.  
4-4-10 Kitahama, Chuo-ku, Osaka

## NOTICE OF THE 54th ORDINARY GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

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

This is to notify you that the 54th Ordinary General Meeting of Shareholders of Funai Soken Holdings Inc. (the “Company”) will be held for the purposes as described below.

Measures for electronic provision have been taken for the convocation of this General Meeting of Shareholders, and the reference documents for the General Meeting of Shareholders (matters to be provided electronically) are posted on the following internet website (Japanese version only) as “NOTICE OF THE 54th ORDINARY GENERAL MEETING OF SHAREHOLDERS.”

The Company website: <https://hd.funaisoken.co.jp/ir/shareholders.html>

In addition to the above website, matters to be provided electronically will also be posted on the Tokyo Stock Exchange (TSE) website. Access the following TSE website (Listed Company Search), search by entering the issue name (company name) or code, then select “Basic information,” and “Documents for public inspection/PR information” to confirm.

TSE Website (Listed Company Search):

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

Please exercise your voting rights by either of the following methods.

### Guidance for Exercise of Voting Rights

#### Attending the meeting

Please submit the enclosed Voting Rights Exercise Form at the reception desk on the day of the meeting. If you plan to attend the meeting in person, it is not necessary to exercise your voting rights via either postal mail (Voting Rights Exercise Form) or the Internet, etc.

#### Not attending the meeting

[Exercise of voting rights via postal mail (Voting Rights Exercise Form)]

Please review the Reference Documents for the General Meeting of Shareholders found in the matters to be provided electronically and indicate your approval or disapproval of the proposals on the enclosed Voting Rights Exercise Form and return it by postal mail. The completed form must reach the Company by 5:45 p.m. Japan time on Friday, March 22, 2024. If there is no indication of approval or disapproval of the proposals on the Voting Rights Exercise Form, it will be treated as an indication of approval.

[Exercise of voting rights via the Internet, etc.]

Please access the voting website (<https://evote.tr.mufg.jp/>), use the “login ID” and “temporary password” printed on the Voting Rights Exercise Form, and follow the on-screen instructions to input your approval or disapproval of the proposals by 5:45 p.m. Japan time on Friday, March 22, 2024.

If you have exercised your voting rights using both Voting Rights Exercise Form and the Internet, etc., only the vote via the Internet, etc. shall be deemed effective.

To shareholders using smartphones

If you exercise your voting rights via smartphone, you may exercise your voting rights without entering your “login ID” and “temporary password.”

- 1. Date and Time:** Saturday, March 23, 2024 at 10:00 a.m. Japan time
- 2. Place:** Naniwa Room on the 20th floor of Hotel Granvia Osaka located at 3-1-1, Umeda, Kita-ku, Osaka
- 3. Meeting Agenda:**
  - Matters to be reported:**
    1. The Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements for the Company’s 54th Fiscal Year (January 1, 2023 - December 31, 2023)
    2. Results of audits by the Accounting Auditor and the Audit and Supervisory Committee of the Consolidated Financial Statements for the Company’s 54th Fiscal Year
  - Proposals to be resolved:**
    - Proposal 1:** Appropriation of Surplus
    - Proposal 2:** Election of Six (6) Directors (Excluding Directors Serving as Audit and Supervisory Committee Members)
    - Proposal 3:** Election of Three (3) Directors Serving as Audit and Supervisory Committee Members
    - Proposal 4:** Election of One (1) Substitute Director Serving as an Audit and Supervisory Committee Member

Regarding this Notice, the following matters are not included in the documents to be sent to shareholders in accordance with provisions of laws and regulations as well as Article 16 of the Company’s Articles of Incorporation (Japanese version only). Accordingly, these documents are part of the documents that were audited by the Audit and Supervisory Committee and the Accounting Auditor in preparing the audit report.

- 1) Of the Business Report (Japanese version only), “Structure and Policy of the Company”
- 2) Of the Consolidated Financial Statements (Japanese version only), “Consolidated Statement of Changes in Equity” and “Notes to Consolidated Financial Statements”
- 3) Of the Non-consolidated Financial Statements (Japanese version only), “Statement of Changes in Equity” and “Notes to Non-consolidated Financial Statements”

#### Instructions

- When attending the meeting, please bring this Notice with you.
- No souvenirs will be provided to shareholders attending the meeting. We appreciate your understanding.
- Should there be any amendments to the matters to be provided electronically, the amendments will be posted on each website.
- If you have a fever or look unwell on the day of the meeting, we may refuse your entry into the conference room.

# Reference Documents for the General Meeting of Shareholders

## Proposals and References

### Proposal 1: Appropriation of Surplus

While striving to enhance its financial structure and business foundation, the Company views appropriate profit returns to shareholders as one of its most important management issues, and its basic policy is to pay out dividends upon considering business performance. Based on this policy, the year-end dividend is proposed as follows.


1. Type of dividend property  
Cash
2. Matters concerning allotment of dividend property and the total amount  
33 yen per share of common stock of the Company  
For a total of 1,577,854,608 yen  
Together with an interim dividend (32 yen per share), the annual dividend will be 65 yen per share.
3. Effective date of distribution of surplus  
Monday, March 25, 2024


**Proposal 2:** Election of Six (6) Directors (Excluding Directors Serving as Audit and Supervisory Committee Members)



The terms of office of all five (5) Directors (excluding Directors serving as Audit and Supervisory Committee Members) will expire at the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, the election of six (6) Directors (excluding Directors serving as Audit and Supervisory Committee Members) is proposed, increasing the number of Directors by one (1) to further strengthen the management structure.



The candidates for Directors (excluding Directors serving as Audit and Supervisory Committee Members) are as follows:

Candidate No.		Name	Current positions at the Company	Attendance at the Board of Directors meetings	
1	[Reappointment]	Takayuki Nakatani	President and Group CEO	100% (13 out of 13 meetings)	
2	[Reappointment]	Tatsuro Ono	Director and Executive Vice President	100% (13 out of 13 meetings)	
3	[New appointment]	Motoki Haruta	Executive Officer	-	
4	[Reappointment]	[Outside Director] [Independent Officer]	Nobuyuki Isagawa	Outside Director	100% (13 out of 13 meetings)
5	[Reappointment]	[Outside Director] [Independent Officer]	Taeko Yamamoto	Outside Director	100% (10 out of 10 meetings)
6	[Reappointment]	[Outside Director] [Independent Officer]	Tomomi Murakami	Outside Director	100% (10 out of 10 meetings)

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1	 Takayuki Nakatani (August 16, 1968)  [Reappointment]  [Attendance at the Board of Directors meetings] 13 out of 13 meetings (100%)	April 1991      Joined the Company March 2010      Executive Officer; Deputy General Manager, Management Consulting Department II, Consulting Operations Divisional Headquarters March 2013      Director, Executive Officer; Deputy General Manager, Tokyo Management Consulting Divisional Headquarters; General Manager, Management Consulting Department I July 2014      Director, Executive Officer; General Manager, Tokyo Management Consulting Divisional Headquarters, Funai Consulting Inc. March 2015      Director, Senior Vice President; General Manager, Consulting Operations Divisional Headquarters President, Funai Consulting Shanghai Inc March 2016      President and CEO, Funai Consulting Inc. March 2020      Director, Executive Vice President; General Manager, Business Management Divisional Headquarters March 2021      President and CEO March 2023      President and Group CEO (current position)	184,320
		[Reasons for nomination as a candidate for Director] Mr. Takayuki Nakatani has gained many years of experience as a management consultant at Funai Consulting Inc., a core operating company of the Group. He has significantly led initiatives to expand the company's business performance through development of the customer base and implementation of sales strategies as President of Funai Consulting Inc. Since assuming the position of President in March 2021, he has demonstrated his management skills and has driven the Group's business performance forward. We have continued to nominate him as Director because we have judged that he is well qualified for achieving the sustainable growth and the medium- to long-term enhancement of corporate value of the Group in the future, through measures such as further expansion of business fields by promoting group management.	

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
2	 Tatsuro Ono (May 8, 1963)  [Reappointment]	<p>April 1987      Joined the Company</p> <p>March 2007     Director, Executive Officer; General Manager, Management Consulting Department I</p> <p>March 2010     Director, Senior Vice President; Deputy General Manager, Business Operations Division; General Manager, Management Consulting Department II</p> <p>January 2014    Director, Senior Vice President; General Manager, Human Resources Development Divisional Headquarters</p> <p>April 2018      Director, Senior Vice President; General Manager, Business Management Divisional Headquarters</p> <p>March 2019     Director, Executive Vice President; General Manager, Business Management Divisional Headquarters</p> <p>January 2020    Director, Executive Vice President; General Manager, HR Divisional Headquarters</p> <p>January 2022    Director, Executive Vice President; General Manager, Workforce Administration Divisional Headquarters</p> <p>January 2023    Director, Executive Vice President; General Manager, Corporate Management Divisional Headquarters (current position)</p>	146,540
	[Attendance at the Board of Directors meetings] 13 out of 13 meetings (100%)	<p>[Reasons for nomination as a candidate for Director]</p> <p>Mr. Tatsuro Ono has gained many years of experience as a management consultant at Funai Consulting Inc. Since transitioning to a holding company structure in 2014, he has contributed to the growth of the Group as a person responsible for the human resource department by implementing the human resources strategy, which is one of the Group's most important issues. He was responsible for the Business Management Divisional Headquarters, and currently oversees risk management for the entire group as a person responsible for the Corporate Management Divisional Headquarters. We have continued to nominate him as Director because we have judged that he is well qualified for promoting growth of the Group in the future.</p>	

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
3	 <p>Motoki Haruta (June 9, 1980)</p> <p>[New appointment]</p> <p>[Attendance at the Board of Directors meetings] -</p>	<p>June 2008      Joined the Company</p> <p>March 2014      Corporate Auditor, Funai Soken IT Solutions Inc.</p> <p>March 2015      Auditor, Funai Consulting Shanghai Inc.</p> <p>January 2018      General Manager, Accounting Department, the Company</p> <p>February 2018      Director, HR Force Inc.</p> <p>March 2020      Executive Officer; General Manager, Finance Department</p> <p>March 2022      Director, Funai Soken Corporate Relations Inc. (currently, Funai Soken Digital Inc.) (current position)</p> <p>March 2023      Director, Funai Soken Logistics Inc. (current position)</p> <p>January 2024      Executive Officer; General Manager, Corporate Business Divisional Headquarters; General Manager, Group Finance Department (current position)</p> <p>[Reasons for nomination as a candidate for Director]</p> <p>Mr. Motoki Haruta has contributed to formulating and implementing the financial strategy and capital policy, strengthening the governance structure, and promoting the sustainability management for the entire group as a person responsible for the finance department. We have nominated him as a new candidate for Director because we have judged that he is well qualified for achieving the sustainable growth and the medium- to long-term enhancement of corporate value of the Group in the future.</p>	10,520
4	 <p>Nobuyuki Isagawa (December 8, 1966)</p> <p>[Reappointment]</p> <p>[Outside Director] [Independent Officer]</p> <p>[Term of office as Director] Eight years (at the conclusion of this meeting)</p> <p>[Attendance at the Board of Directors meetings] 13 out of 13 meetings (100%)</p>	<p>April 1989      Joined New Japan Securities Co., Ltd. (currently, Mizuho Securities Co., Ltd.)</p> <p>April 1998      Assistant Professor, School of Business Administration, Kobe University</p> <p>April 2007      Professor, Graduate School of Business Administration</p> <p>January 2011      Outside Director, TASAKI &amp; Co., Ltd.</p> <p>March 2016      Director, the Company (current position)</p> <p>April 2016      Professor, Graduate School of Management, Kyoto University (current position)</p> <p>March 2020      Outside Director, Inbound Tech Inc. (current position)</p> <p>[Reasons for nomination as a candidate for Outside Director and overview of expected role]</p> <p>Mr. Nobuyuki Isagawa is well versed in the areas of finance, corporate value evaluation, ESG management and financial performance. In addition to his highly specialized expertise as a university professor, he has extensive experience in industry-academia collaboration activities and executive education. Based on his insight, he has been active in speaking at Board of Directors meetings, properly fulfilling his function as an Outside Director of the Company to supervise Executive Directors. We have continued to nominate him as Outside Director to seek his advice for the Group's management going forward. Although Mr. Nobuyuki Isagawa has never been involved in corporate management except as outside director and outside corporate auditor, the Company nominated him as a candidate for Outside Director based on a belief that he would properly execute his role as an Outside Director as he is a specialist in business administration.</p>	-

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
5	 Taeko Yamamoto (October 1, 1964)  [Reappointment]  [Outside Director] [Independent Officer]  [Term of office as Director] One year (at the conclusion of this meeting)  [Attendance at the Board of Directors meetings] 10 out of 10 meetings (100%)	April 1987      Joined Mitsubishi Corporation December 1994      Joined Gold Coast Technical Documentation Inc. September 1998      Joined Microsoft Japan Co., Ltd. June 2001      Joined IBM Japan Ltd April 2013      Joined Microsoft Japan Co., Ltd.; Senior Director, Enterprise Marketing July 2017      Senior Director, Partner Marketing April 2020      Joined Fujitsu Limited; Corporate Executive Officer, CMO April 2021      Corporate Executive Officer, CMO April 2022      Corporate Executive Officer, EVP, CMO (current position) March 2023      Director, the Company (current position)	-
6	 Tomomi Murakami (current surname: Tarui) (January 23, 1968)  [Reappointment]  [Outside Director] [Independent Officer]  [Term of office as Director] One year (at the conclusion of this meeting)  [Attendance at the Board of Directors meetings] 10 out of 10 meetings (100%)	April 1990      Joined Fuji Research Institute Corporation (currently Mizuho Research & Technologies, Ltd.) July 2017      Senior Manager July 2019      Lead Consultant June 2021      Joined Board Advisors Japan, Inc.; Senior Manager (current position) March 2023      Director, the Company (current position)	-





- (Notes)
1. No special conflict of interest exists between the Company and any of the candidates for Directors.
  2. Mr. Nobuyuki Isagawa, Ms. Taeko Yamamoto, and Ms. Tomomi Murakami are candidates for Outside Directors. The Company has designated Mr. Nobuyuki Isagawa, Ms. Taeko Yamamoto, and Ms. Tomomi Murakami as Independent Officers stipulated by the Tokyo Stock Exchange, and registered them with the Exchange.
  3. If the election of Mr. Nobuyuki Isagawa, Ms. Taeko Yamamoto, and Ms. Tomomi Murakami is approved, the Company intends to renew an agreement with them to limit their liability for damages under Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability pursuant to the agreement is the minimum amount stipulated by laws and regulations.
  4. The Company has concluded Directors and Officers Liability Insurance (D&O Insurance) contract that insures each candidate for Director. The insurance premiums are fully borne by the Company. The insurance policy covers damages that may arise when the insured assumes liability for the execution of his or her duties or receives a claim related to the pursuit of such liability. The Company plans to renew the insurance policy with the same contents if the election of each candidate is approved.


**Proposal 3:** Election of Three (3) Directors Serving as Audit and Supervisory Committee Members

The terms of office of all three (3) Directors serving as Audit and Supervisory Committee Members will expire at the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, the election of three (3) Directors serving as Audit and Supervisory Committee Members is proposed. This proposal has obtained the consent of the Audit and Supervisory Committee.

The candidates for Directors serving as Audit and Supervisory Committee Members are as follows:

Candidate No.		Name	Current positions at the Company	Attendance at the Board of Directors meetings
1	[Reappointment]	Masahiro Hyakumura	Director (Audit and Supervisory Committee Member)	100% (13 out of 13 meetings)
2	[Reappointment]	[Outside Director] [Independent Officer] Atsushi Nakao	Outside Director (Audit and Supervisory Committee Member)	100% (13 out of 13 meetings)
3	[Reappointment]	[Outside Director] [Independent Officer] Akihiro Kobayashi	Outside Director (Audit and Supervisory Committee Member)	100% (13 out of 13 meetings)

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1	 Masahiro Hyakumura (February 27, 1965)  [Reappointment]  [Attendance at the Board of Directors meetings] 13 out of 13 meetings (100%)	October 1988      Joined the Company January 1997      Group Leader, Management Administration, Administration Divisional Headquarters March 2003      Representative Director, Funai Capital Co., Ltd. March 2011      Corporate Auditor, the Company July 2014      Corporate Auditor, Funai Consulting Inc. (current position) March 2016      Director, the Company (Audit and Supervisory Committee Member) (current position)  [Reasons for nomination as a candidate for Director] Mr. Masahiro Hyakumura has practical experience in the finance department and management experience of the Group companies, as well as extensive insight and experience in overall business. At present, he monitors and supervises management from an objective and fair position as Director serving as Audit and Supervisory Committee Member, as well as actively makes suggestions regarding important management matters. We have continued to nominate him as Director serving as Audit and Supervisory Committee Member.	1,810
2	 Atsushi Nakao (December 21, 1969)  [Reappointment]  [Outside Director] [Independent Officer]  [Term of office as Director] Eight years (at the conclusion of this meeting)  [Attendance at the Board of Directors meetings] 13 out of 13 meetings (100%)	October 1991      Joined Showa Ota & Co. (currently, Ernst & Young ShinNihon LLC) July 1995      Joined Hongo Accounting Office (currently, Hongo Tsuji Tax & Consulting) November 2000      Director, Chuo CS Accounting Co., Ltd. (currently, CS Accounting Co., Ltd.) December 2005      Executive Vice President March 2013      Corporate Auditor, the Company March 2016      Director (Audit and Supervisory Committee Member) (current position) December 2019      President, CS Accounting Co., Ltd. (current position)  [Reasons for nomination as a candidate for Outside Director and overview of expected role] Mr. Atsushi Nakao has been actively making suggestions regarding important management matters as Outside Corporate Auditor since 2013 and as Outside Director serving as Audit and Supervisory Committee Member since 2016 at the Company from his expert perspective as a certified public accountant, tax accountant and corporate manager. We have nominated him as Outside Director serving as Audit and Supervisory Committee Member to continue to seek his advice for the Company's management.	-

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
3	 Akihiro Kobayashi (December 19, 1970)  [Reappointment]  [Outside Director] [Independent Officer]  [Term of office as Director] Eight years (at the conclusion of this meeting)  [Attendance at the Board of Directors meetings] 13 out of 13 meetings (100%)	April 1999 Registered as a lawyer (Osaka Bar Association) Joined Chuo Sogo Law Office, P.C.  November 2009 Partner, Kyoto Office, Chuo Sogo Law Office, P.C. (current position)  April 2010 Part-time Lecturer, KYOTO UNIVERSITY LAW SCHOOL  March 2013 Corporate Auditor, the Company  March 2016 Director (Audit and Supervisory Committee Member) (current position)  April 2017 Distinguished Professor, National University Corporation KYOTO UNIVERSITY LAW SCHOOL  October 2022 Part-time Lecturer, National University Corporation KYOTO UNIVERSITY LAW SCHOOL (current position)	-
		[Reasons for nomination as a candidate for Outside Director and overview of expected role]  Mr. Akihiro Kobayashi has been actively making suggestions regarding important management matters as Outside Corporate Auditor since 2013 and as Outside Director serving as Audit and Supervisory Committee Member since 2016 at the Company based on his wealth of experience and insight as an attorney and a manager of a law firm.  We have nominated him as Outside Director serving as Audit and Supervisory Committee Member to continue to seek his advice for the Company's management.	


- (Notes)
1. No special conflict of interest exists between the Company and any of the candidates for Directors.
  2. Mr. Atsushi Nakao and Mr. Akihiro Kobayashi are candidates for Outside Directors.  
 It will be eight years since the appointment of both of them as Outside Directors of the Company at the conclusion of this Ordinary General Meeting of Shareholders. The Company has designated both of them as Independent Officers stipulated by the Tokyo Stock Exchange, and registered them with the Exchange.
  3. If the election of Mr. Atsushi Nakao and Mr. Akihiro Kobayashi is approved, the Company intends to renew an agreement with both of them to limit their liability for damages under Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability pursuant to the agreement is the minimum amount stipulated by laws and regulations.
  4. The Company has concluded Directors and Officers Liability Insurance (D&O Insurance) contract that insures each candidate for Director. The insurance premiums are fully borne by the Company. The insurance policy covers damages that may arise when the insured assumes liability for the execution of his or her duties or receives a claim related to the pursuit of such liability. The Company plans to renew the insurance policy with the same contents if the election of each candidate for Director is approved.

**Proposal 4:** Election of One (1) Substitute Director Serving as an Audit and Supervisory Committee Member

The effectiveness of the election of Mr. Koichiro Hirayama, a substitute Director serving as Audit and Supervisory Committee Member, who was elected at the 52nd Ordinary General Meeting of Shareholders held on March 26, 2022, will expire at the beginning of this Ordinary General Meeting of Shareholders. Accordingly, the election of one (1) substitute Director serving as Audit and Supervisory Committee Member is proposed in advance as a substitute for Director serving as Audit and Supervisory Committee Member in preparation for the case where the number of Directors serving as Audit and Supervisory Committee Members falls below the number specified by laws and regulations.

This proposal has obtained the consent of the Audit and Supervisory Committee.

The candidate for substitute Director serving as Audit and Supervisory Committee Member is as follows:

Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
	April 1996 Joined The Asahi Bank, Ltd. (currently, Resona Bank, Limited.)	
	September 2007 Registered with Bar Association (Osaka Bar Association) Joined Chuo Sogo Law Office, P.C.	
Koichiro Hirayama (November 20, 1973)	January 2015 Assumed office of Partner (current position)	
[Substitute Outside Director serving as Audit and Supervisory Committee Member]	[Reasons for nomination as a candidate for substitute Outside Director serving as Audit and Supervisory Committee Member and overview of expected role] We have nominated Mr. Koichiro Hirayama as substitute Outside Director serving as Audit and Supervisory Committee Member because we believe that he will make use of his extensive knowledge and abundant experience as an attorney in the Company's management.	-

- (Notes)
1. No special conflict of interest exists between the Company and the candidate.
  2. Mr. Koichiro Hirayama is a candidate for substitute Outside Director and, if he becomes a Director, the Company will designate him as an Independent Officer stipulated by the Tokyo Stock Exchange and will register him with the Exchange.
  3. If Mr. Koichiro Hirayama becomes an Outside Director serving as Audit and Supervisory Committee Member, the Company will conclude an agreement with him to limit his liability for damages under Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability pursuant to the agreement is the minimum amount stipulated by laws and regulations.
  4. The Company has concluded Directors and Officers Liability Insurance (D&O Insurance) contract that insures Directors. The insurance premiums are fully borne by the Company. The insurance policy covers damages that may arise when the insured assumes liability for the execution of his or her duties or receives a claim related to the pursuit of such liability. Mr. Koichiro Hirayama will be included as an insured person in this contract if he becomes a Director.

## (Reference) Basic Views and Structure Regarding Corporate Governance

### 1. The Company's basic view on the election of candidates for the Board of Director

#### (1) Appointment of candidates for Director

The Company has established a Nominating Committee consisting of a majority of Outside Directors. This committee deliberates on candidates for Directors, and the Board of Directors determines candidates for Directors based on the committee's recommendations.

##### i. Directors (excluding Audit and Supervisory Committee Members)

The roles and expectations of Directors (excluding Audit and Supervisory Committee Members) are overseeing and supervising the entire group from the perspective of group business strategy, financial aspects, compliance, and governance, in addition to having deep insight into business activities necessary to supervise the execution of operations including those of group operating companies.

##### ii. Directors (Audit and Supervisory Committee Members)

The role and expectation of Directors (Audit and Supervisory Committee Members) is to ensure that the management team responsible for supervising and managing the business execution of group companies shall verify the appropriateness and legality of management from multiple perspectives, including corporate management, finance and accounting, compliance, and governance.

In accordance with the above policy, it is the Nominating Committee's policy to select candidates that are suitable for the Board of Directors who can fulfill the management mandate from the shareholders as Directors and fulfill their duties and responsibilities, regardless of age, gender, nationality, etc. Three of the four members of the Nominating Committee are Outside Directors, and the committee is chaired by an Outside Director.

#### (2) Independence of Outside Directors

In appointing Outside Directors, the Company expects them to supervise the management of the Group from a high-level perspective backed by their experience. The Nominating Committee comprehensively examine whether the candidate has the character, insight, and business/professional experience appropriate for the role, and confirm that the candidate is sufficiently capable of performing the role and has no personal, capital, business, or other interests in the Group, as stipulated by the Tokyo Stock Exchange for the criteria for determining independence. The Nominating Committee nominates candidates for Outside Directors who are independent and are unlikely to have a conflict of interest with general shareholders.

#### (3) Composition of the Board of Directors

To ensure the objectivity and validity of the Board of Directors, the Company appoints at least one-third of its Directors as Outside Directors to strengthen corporate governance.

Skills matrix for the Board of Directors meeting following the General Meeting of Shareholders (tentative)

(Note) The skill matrix of the Board of Directors shall be as follows if the candidates listed in this Notice are elected as proposed.

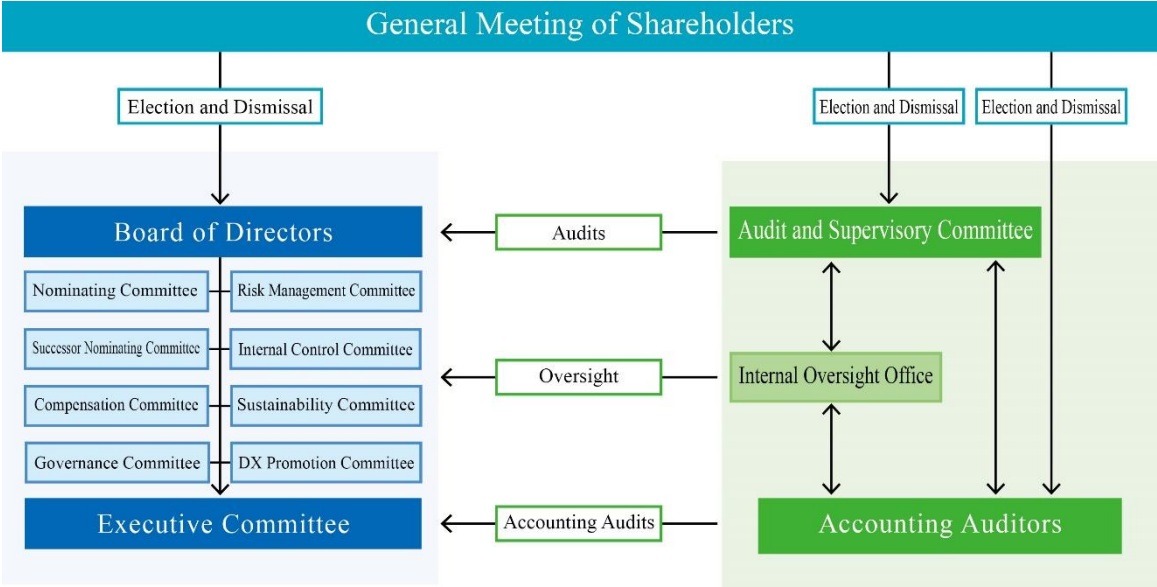
Name	Positions at the Company (tentative)	Corporate management	Sales, marketing	Finance	Compliance, risk management	Governance, auditing	Sustainability	IT, DX	HR
Takayuki Nakatani	President Group CEO	•	•						
Tatsuro Ono	Director Executive Vice President	•	•		•				•
Motoki Haruta	Director Executive Officer	•		•		•	•		
Nobuyuki Isagawa	Outside Director			•		•	•		
Taeko Yamamoto	Outside Director	•	•					•	
Tomomi Murakami	Outside Director					•	•		
Masahiro Hyakumura	Director (Audit and Supervisory Committee Member)	•		•		•			
Atsushi Nakao	Outside Director (Audit and Supervisory Committee Member)	•		•		•			•
Akihiro Kobayashi	Outside Director (Audit and Supervisory Committee Member)	•			•	•			

2. Our Basic View on Corporate Governance

The Company strives to strengthen its corporate governance with a focus on ensuring effective legal compliance and maximizing shareholder returns. The Company ensures the objectivity and appropriateness of the Board of Directors by appointing at least one-third of the Directors as Outside Directors, and audits and supervises the legality and appropriateness of the Board of Directors by three Audit and Supervisory Committee Members, of which two are Outside Directors.

We believe that a proactive approach to disclosure is an important pillar of corporate governance, and we are committed to prompt and accurate disclosure of its current business activities and future business strategies through statutory announcements and through initiatives such as company briefings and individual meetings with institutional investors and analysts.

● Corporate Governance Structure



As of December 31, 2023



## (Reference) Our Group's Sustainability Initiatives

### Promoting sustainability in Mid-range Business Plan

The Group promotes sustainability and ESG (Environmental, Social, and Governance) initiatives to ingrain the Group Purpose “Sustainable Growth for More Companies.” Major challenges and initiatives have been set for each ESG initiative, and activities promoted throughout the entire group.

### Understanding current trends by endorsing initiatives

- Joined the United Nations Global Compact (April 2023)

The Group signed the United Nations Global Compact (UNGC) on April 20, 2023. By signing the UNGC, we shall further strengthen the Group's commitment to sustainability.



- Endorsing TCFD (July 2023)

Through its endorsement of the TCFD, the Group promotes analysis of business opportunities and risks related to climate change. We implement the TCFD disclosures in our securities reports and website, and also engage in activities to support decarbonization.

\*TCFD: Task Force on Climate related Financial Disclosures



- Endorsing Human Capital Management Consortium (September 2023)

Through its endorsement of the Human Capital Management Consortium, the Group promotes human capital management. Under the Mid-range Business Plan as well, the Group aims to enhance its human capital with its basic policy to invest aggressively in HR and ingrain the Group Purpose.



### Social Contribution Activities

- Endowed lectures at Kobe University (Funai Consulting Inc.)

Funai Consulting Inc. held endowed lectures themed on “growth strategies and performance improvement at mid-scale companies and SMEs” at Kobe University. From October 2023 to January 2024, the president of Funai Consulting Inc., senior executives from group companies, and consultants provided industry-specific case studies based on a wealth of successful cases to approximately 400 students, who will lead the next generation. In these lectures, they introduced growth strategies and methodologies for improving business performance in corporate management. Through these lectures, we believe that we can contribute to recruitment activities for students who wish to work as management consultants.

