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[Issued document]

Securities code: 9692

(Date of issue) April 3, 2024

**To our shareholders:**

1-11 Higashihara 5-chome, Zama-shi, Kanagawa  
**Computer Engineering & Consulting Ltd.**  
Takashi Himeno, President

## **Notice of the 56th Ordinary General Meeting of Shareholders**

Greetings and best wishes.

Please note that the 56th Ordinary General Meeting of Shareholders of Computer Engineering & Consulting Ltd. (“Company”) will be held as described below.

In convening this meeting, the Company takes an electronic provision measure for information contained in reference documents for the General Meeting of Shareholders (“items provided electronically”). These items provided electronically are posted as the “Notice of the 56th Ordinary General Meeting of Shareholders” on the Company website. To view them, please visit the Company website at the URL below.

Company website:

[https://www.cec-ltd.co.jp/en/ir/shareholders\\_meeting/](https://www.cec-ltd.co.jp/en/ir/shareholders_meeting/)

In addition to the website above, the items provided electronically are also posted on the Tokyo Stock Exchange (“TSE”) website. To view them, please visit the TSE website at the URL below (TSE Listed Company Search), enter the issue name (company name) “Computer Engineering & Consulting LTD” or the securities code “9692” to conduct search, and select “Basic information,” then “Documents for public inspection/PR information” to view the “Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting” under “Filed information available for public inspection.”

TSE website (TSE Listed Company Search):

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

If you are unable to attend the Meeting, you may exercise your voting rights via the Internet or in writing. Please review the reference documents for the General Meeting of Shareholders on either of the websites above and exercise your voting rights no later than 5:45 pm on Monday, April 22, 2024 (JST).

**1. Date and time** 10:00 am (reception opens 9:00 am), Tuesday, April 23, 2024 (JST)

**2. Venue** Meeting Room, 6F, Building A, Company Head Office  
(Sagamino System Laboratory)  
1-11 Higashihara 5-chome, Zama-shi, Kanagawa

### **3. Purposes of the Meeting**

- Items to be reported**
1. Business report, consolidated financial statements, and reports on the results of audits of the consolidated financial statements by the Accounting Auditor and Audit and Supervisory Committee for the 56th fiscal period (February 1, 2023 – January 31, 2024)
  2. Report on non-consolidated financial statements for the 56th fiscal period (February 1, 2023 –January 31, 2024)

**Items to be resolved**

- Item No. 1** Appropriation of surplus
- Item No. 2** Election of nine (9) Directors who are not Audit and Supervisory Committee Members
- Item No. 3** Election of three (3) Directors who are Audit and Supervisory Committee Members
- Item No. 4** Election of two (2) substitute Directors who will be Audit and Supervisory Committee Members

### **4. Decisions made in convening the meeting**

- (1) Pursuant to laws and regulations and the Company’s Articles of Incorporation, the following items provided electronically are not included in the printed documents to be delivered to shareholders who have requested delivery of printed documents. Therefore, the documents to be delivered to shareholders who have requested printed documents contain only a portion of the documents audited by the Accounting Auditor and Audit and Supervisory Committee in the course of preparing audit reports.
- i) Business progress and results, issues to be addressed, transition of status of assets and profits and losses, main business, main business sites, state of employees, main lenders, other important information relating to present situation of the Group, information relating to shares of the Company, information on new share subscription rights from the Company, change of Directors during the reporting fiscal year, an outline of the contents of liability limitation agreements, an outline of the contents of the directors and officers liability insurance contract, information on Outside Directors, information on Accounting Auditors, an outline of a system to secure the appropriateness of the Company’s operations and the operation status that are each stated in the Business Report; and ii) Consolidated Balance Sheet, Consolidated Statement of Income, Consolidated Statement of Changes in Shareholders’ Equity, and Notes to Consolidated Financial Statements that are contained in Consolidated Financial Statements; iii) Balance Sheet, Statement of Income, Statement of Changes in Shareholders’ Equity, and Notes to Non-consolidated Financial Statements that are contained in Non-consolidated Financial Statements; iv) financial audit report on Consolidated Financial Statements, financial audit report on Non-consolidated Financial Statements; and v) audit report by the Audit and Supervisory Committee.
- (2) If voting rights are exercised by a single voting right holder via the Internet or other electronic means and via a voting form, the exercise of the voting rights via the Internet or other electronic means shall be deemed valid. If voting rights are exercised by a single voting right holder more than once via the Internet or other electronic means, the last exercise of the voting rights shall be deemed valid.
- (3) Returned voting forms that have no indication of an affirmative or negative vote on each item of the agenda shall be deemed to indicate an affirmative vote on the item.

- .....
- ◎ Please submit the voting form to the reception desk at the venue when you arrive on the day of the Meeting. Plans call for the reception to begin at 9:00 am.
  - ◎ Any revisions to the items provided electronically will be announced on the Company website and the TSE website, together with the items before and after such revision.
  - ◎ To lessen environmental impact, the number of copies of printed documents for the General Meeting of Shareholders distributed at the venue will be limited. If you will attend the Meeting and would like to view the documents during the Meeting, please print and bring them by yourself or make your own personal electronic device ready for displaying.
  - ◎ Any changes in the proceedings of the General Meeting of Shareholders will be announced on the Company website (<https://www.cec-ltd.co.jp>).
  - ◎ No souvenirs will be provided to shareholders attending the General Meeting of Shareholders. We ask for your understanding.

## Reference Document for the General Meeting of Shareholders

### Item No. 1 Appropriation of surplus

The Company views returns of profits to shareholders as a major issue. Its basic policy is to pay stable dividends.

Based on a comprehensive consideration of business performance, financial standing, future business development, and other matters, the Company proposes the following for year-end dividends for the fiscal year under review, which will be an increase of 10 yen per share from the last year-end dividends.

#### Matters concerning year-end dividends

<b>Type of dividend property</b>	Cash
<b>Allocation of dividend property to shareholders and total amount thereof</b>	Dividend per Company common share: <b>30 yen</b> Total amount: <b>1,008,484,140 yen</b>  Combined with the interim dividend of 25 yen per share already paid, the above dividend will result in annual dividends of 55 yen per share.
<b>Effective date of dividend of surplus</b>	April 24, 2024

**Item No. 2** Election of nine (9) Directors who are not Audit and Supervisory Committee Members

The terms of office of all nine (9) Directors (excluding Directors who are Audit and Supervisory Committee Members; the same applies hereafter in this proposal) shall expire upon the end of this General Meeting of Shareholders. Accordingly, the Company requests the approval of the appointment of nine (9) Directors.

Each candidate was selected by the Board of Directors after deliberation by the Nomination Committee, a majority of whose membership consists of Outside Directors. The Audit and Supervisory Committee has reported no objection to the candidates or to the selection process.

The candidates for Directors are given below.

[Reference] List of candidates for Directors

No.	Name	Current Company position	Attributes	Attendance at meetings of the Board of Directors
1	<u>Reappointment</u> <b>Takashi Himeno</b>	President	<u>Male</u>	16/16 times
2	<u>Reappointment</u> <b>Manabu Fujiwara</b>	Managing Director	<u>Male</u>	16/16 times
3	<u>Reappointment</u> <b>Masato Tamano</b>	Director	<u>Male</u>	16/16 times
4	<u>Reappointment</u> <b>Hideki Takagi</b>	Director	<u>Male</u>	13/13 times
5	<u>Reappointment</u> <b>Atsushi Ookita</b>	Director	<u>Male</u>	13/13 times
6	<u>Reappointment</u> <b>Yasuo Sakai</b>	Director	<u>Male</u>	13/13 times
7	<u>Reappointment</u> <b>Masahiko Ootsuka</b>	Outside Director	<u>Outside</u> <u>Independent</u> <u>Male</u>	16/16 times
8	<u>Reappointment</u> <b>Shizuyo Takahashi</b>	Outside Director	<u>Outside</u> <u>Independent</u> <u>Female</u>	13/13 times
9	<u>Reappointment</u> <b>Noriko Kosugi</b>	Outside Director	<u>Outside</u> <u>Independent</u> <u>Female</u>	13/13 times

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Company shares owned
1	<p style="text-align: center;"><b>Takashi Himeno</b> (May 2, 1967) <b>Reappointment</b> <b>Male</b></p>	<p>April 1992      Joined the Company February 2011    General Manager, Services Division 1, Platform Services Unit  February 2013    Unit President, Platform Services Unit February 2014    Executive Officer February 2020    Unit President, Security Services Unit, Platform Architect Business Group April 2020        Director/Executive Officer                          Unit President, Security Services Unit, Platform Architect Business Group                          President, COMSTAFF Co., Ltd. February 2022    Director/Executive Officer                          Group President, Platform Architect Business Group February 2023    President (incumbent)</p> <p>(Reasons for nomination as candidate for Director) Having served as a Director since 2020, Mr. Takashi Himeno was appointed Representative Director in February 2023 after working in the Company's system creation, data center, and security service areas. Mr. Himeno has extensive knowledge, experience, and track record in the Company's business and management. The Company requests his reappointment as Director in light of his important role in the continuing growth and development of the Group.</p>	7,000 shares
2	<p style="text-align: center;"><b>Manabu Fujiwara</b> (October 27, 1963) <b>Reappointment</b> <b>Male</b></p>	<p>April 1986      Joined the Company February 2007    Manager, Sales Division, Control System Business Group  April 2014        Corporate Auditor April 2015        Director/Executive Officer                          Unit President, Corporate Support Unit February 2018    Director/Executive Officer                          Unit President, Digital Engineering Unit, Digital Industry Business Group February 2020    Director/Executive Officer                          Unit President, Corporate Administration Unit February 2023    Managing Director/Executive Managing Officer                          Group President, Corporate Management Group (incumbent)</p> <p>(Reasons for nomination as candidate for Director) Mr. Manabu Fujiwara has extensive experience and insights, chiefly in areas of Company sales, system development, human resources, general affairs, and accounting and finance. The Company requests his reappointment as Director in the expectation that he will continue to contribute to swift and appropriate decision-making by the Board.</p>	7,100 shares

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Company shares owned
3	<p style="text-align: center;"><b>Masato Tamano</b> (January 21, 1960) <b>Reappointment</b> <b>Male</b></p>	<p>April 1982    Joined Toyota Motor Co., Ltd. (now Toyota Motor Corporation)</p> <p>July 2006    General Manager, Production and Logistics Office, Corporate IT Department</p> <p>January 2007    Seconded to Toyota Communication Systems Co., Ltd. (now TOYOTA SYSTEMS CORPORATION)</p> <p>April 2011    Seconded to Japan Automobile Recycling Promotion Center</p> <p>April 2015    Seconded to the Company Director/Executive Officer</p> <p>April 2018    Transferred to the Company</p> <p>February 2022    Director/Executive Officer Group President, Area Control Business Group (incumbent)</p>	7,400 shares
<p>(Reasons for nomination as candidate for Director) Mr. Masato Tamano has extensive experience and insights in system development and related areas in the assembly and manufacturing industry. The Company requests his reappointment as Director in the expectation that he will continue to contribute to swift and appropriate decision-making by the Board.</p>			
4	<p style="text-align: center;"><b>Hideki Takagi</b> (December 11, 1968) <b>Reappointment</b> <b>Male</b></p>	<p>February 1992    Joined the Company</p> <p>February 2011    Manager, Sales Division 3, PROVEQ Service Unit</p> <p>February 2014    Unit President/Manager, Sales Division, PROVEQ Service Unit</p> <p>February 2015    Unit President, Digital Engineering Unit</p> <p>                          Unit President, Product Development Support Unit</p> <p>May 2020        Executive Officer</p> <p>                          Unit President, Data Center Services Unit, Service Integration Business Group</p> <p>February 2021    Executive Officer</p> <p>                          Unit President, Security Services Unit, Platform Architect Business Group</p> <p>February 2022    Executive Officer</p> <p>                          Unit President, Security Services Unit, Platform Architect Business Group</p> <p>February 2023    Executive Officer</p> <p>                          Group President, Platform Architect Business Group (incumbent)</p> <p>April 2023        Director (incumbent)</p> <p>February 2024    President, Oita Computer Engineering &amp; Consulting Ltd. (incumbent)</p> <p>[Significant concurrent position] President, Oita Computer Engineering &amp; Consulting Ltd.</p>	2,400 shares
<p>(Reasons for nomination as candidate for Director) Mr. Hideki Takagi has extensive experience and insights in the Company's system creation, data center, and security service areas. The Company requests his reappointment as Director in the expectation that he will continue to contribute to swift and appropriate decision-making by the Board.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Company shares owned
5	<p style="text-align: center;"><b>Atsushi Ookita</b> (November 23, 1969) <b>Reappointment</b> <b>Male</b></p>	<p>April 1990      Joined Robin Co., Ltd. (now ESECTOR, LTD.)</p> <p>July 2007      Transferred to the Company</p> <p>February 2013    General Manager, Services Division 2, Chubu Service Unit</p> <p>February 2017    Unit President, Chubu Service Division 1, Industry Automation Business Group</p> <p>May 2020      Executive Officer Unit President, Chubu Service Unit, Digital Industry Business Group</p> <p>February 2022    Executive Officer Unit President, Nishinohon Service Unit, Area Control Business Group</p> <p>February 2023    Executive Officer Group President, Service Integration Business Group (incumbent)</p> <p>February 2023    President &amp; CEO, Computer Engineering &amp; Consulting (Shanghai), Ltd.</p> <p>April 2023      Director (incumbent)</p> <p>February 2024    President, COMSTAFF Co., Ltd. (incumbent)</p> <p>February 2024    President, Computer Engineering &amp; Consulting (Shanghai), Ltd. (incumbent)</p> <p>[Significant concurrent positions] President, COMSTAFF Co., Ltd. President, Computer Engineering &amp; Consulting (Shanghai), Ltd.</p> <p>(Reasons for nomination as candidate for Director) Mr. Atsushi Ookita has extensive experience and insights in system development and related areas in the assembly and manufacturing industry. The Company requests his reappointment as Director in the expectation that he will continue to contribute to swift and appropriate decision-making by the Board.</p>	400 shares



No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Company shares owned
6	<p style="text-align: center;"><b>Yasuo Sakai</b> (May 28, 1965) <b>Reappointment</b> <b>Male</b></p>	<p>April 1989      Joined the Company February 2013    General Manager, Service Division 5, Chubu Service Unit February 2017    Unit President, Chubu Service Unit 2, Industry Automation Business Group May 2020        Executive Officer                          Unit President, Mobility Services Unit, Digital Industry Business Group February 2022    Executive Officer                          Unit President, Connected Services Unit, Digital Industry Business Group February 2023    Executive Officer                          Group President, Digital Industry Business Group (incumbent) April 2023        Director (incumbent)</p>	1,100 shares
(Reasons for nomination as candidate for Director)			
<p>Mr. Yasuo Sakai has extensive experience and insights in system development and related areas in the assembly and manufacturing industry. The Company requests his reappointment as Director in the expectation that he will continue to contribute to swift and appropriate decision-making by the Board.</p>			
7	<p style="text-align: center;"><b>Masahiko Ootsuka</b> (July 16, 1953) <b>Reappointment</b> <b>Male</b> <b>Outside</b> <b>Independent</b></p>	<p>April 1978      Joined Nissan Motor Co., Ltd. April 2002      General Manager, Cost Reduction Promotion Office April 2005      VP, JATCO Ltd. April 2007      CEO, Automotive Energy Supply Corporation (now Envision AESC Japan Ltd.) October 2010    Advisor June 2013      Outside Statutory Auditor, NISSAN SHATAI CO., LTD. June 2013      Outside Corporate Auditor, Nissan Kohki Co., Ltd. April 2018      Outside Director, the Company (incumbent)</p>	-- shares
(Reasons for nomination as candidate for Outside Director and overview of expected roles)			
<p>Mr. Masahiko Ootsuka has knowledge and experience accumulated while serving as an officer at affiliates of a major automaker. The Company requests his reappointment as Outside Director in the expectation that he will continue to give advice and oversee business execution from a broad management perspective as an Outside Director.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Company shares owned
8	<p><b>Shizuyo Takahashi</b> (February 24, 1962)</p> <p><b>Reappointment</b> <b>Female</b> <b>Outside</b> <b>Independent</b></p>	<p>April 1984      Joined Tokyo Branch, Chase Manhattan Bank (now JPMorgan Chase &amp; Co.)</p> <p>December 1990      Joined Chuo Coopers &amp; Lybrand Consulting Co., Ltd.</p> <p>October 1994      Joined Future System Consulting Corp. (now Future Corporation)</p> <p>April 2004      Executive officer Unit President</p> <p>April 2008      Executive officer Unit Manager, Human Resources Unit</p> <p>January 2016      Joined Business Brain Showa-Ota Inc.</p> <p>July 2017      Joined WELLNET CORPORATION</p> <p>September 2017      Director Administration Manager</p> <p>July 2020      Outside Director, baby calendar Inc. (incumbent)</p> <p>April 2023      Outside Director, the Company (incumbent)</p> <p>June 2023      Outside Director, Iino Kaiun Kaisha, Ltd. (incumbent)</p> <p>[Significant concurrent positions] Outside Director, baby calendar Inc. Outside Director, Iino Kaiun Kaisha, Ltd.</p> <p>(Reasons for nomination as candidate for Outside Director and overview of expected roles) Ms. Shizuyo Takahashi has experience as head of a business division and a human resources division at a system development company and as a director and head of an administrative division at a company listed on the First Section of the Tokyo Stock Exchange. The Company requests her reappointment as Outside Director in the expectation that she will continue to give advice based on a comprehensive perspective and oversee business execution from a practical point of view, particularly in addressing Company issues related to human capital.</p>	<p>-- shares</p>

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Company shares owned
9	<p style="text-align: center;"><b>Noriko Kosugi</b> (June 29, 1966)</p> <p style="text-align: center;"> <span style="border: 1px solid black; padding: 2px;">Reappointment</span> <span style="border: 1px solid black; padding: 2px; margin-left: 10px;">Female</span>  <span style="border: 1px solid black; padding: 2px;">Outside</span> <span style="border: 1px solid black; padding: 2px; margin-left: 10px;">Independent</span> </p>	<p>April 1990      Joined Kawasaki Steel Corporation (now JFE Steel Corporation)</p> <p>April 2005      Manager, Finance and IR Department, JFE Holdings, Inc.</p> <p>May 2006        Manager, Accounting Section, Planning Department, East Japan Works, JFE Steel Corporation</p> <p>August 2008    Director, Division Planning, Finance, Molex Japan Co., Ltd. (now Molex Japan LLC)</p> <p>October 2011   Senior Director, Division Strategy Planning</p> <p>January 2016    Senior Director, Management System, Operations</p> <p>August 2017    Financial Controller, Imerys Minerals Japan KK</p> <p>April 2018      Managing Executive Officer, Financial Planning Department (Deputy in charge) and Corporate Planning Department (Deputy in charge), UNIZO Holdings Company, Limited</p> <p>June 2019       Executive Managing Officer and Board Director, Financial Planning Department</p> <p>August 2020    Bursar, The British School in Tokyo (incumbent)</p> <p>April 2023      Outside Director, the Company (incumbent)</p> <p>[Significant concurrent position] Bursar, The British School in Tokyo</p> <p>(Reasons for nomination as candidate for Outside Director and overview of expected roles) Ms. Noriko Kosugi has experience in finance and accounting at various Japanese and foreign companies, as well as broad experience in management planning and investor relations. The Company requests her reappointment as Outside Director in the expectation that she will continue to oversee business execution, as well as to provide appropriate advice to management regarding investor relations, planning, and finance in particular, and advice from the perspectives of internationalization and diversity.</p>	-- shares

Notes:

1. The Company engages in software development and other transactions with Oita Computer Engineering & Consulting Ltd., at which Mr. Hideki Takagi serves as President, and with COMSTAFF Co., Ltd. and Computer Engineering & Consulting (Shanghai), Ltd., at both of which Mr. Atsushi Ookita serves as President.
2. No special interest exists between the Company and any of the candidates other than those described above.
3. Mr. Masahiko Ootsuka, Ms. Shizuyo Takahashi, and Ms. Noriko Kosugi are candidates for Outside Directors.
4. The Company has designated Mr. Masahiko Ootsuka, Ms. Shizuyo Takahashi, and Ms. Noriko Kosugi as independent officers pursuant to the regulations of the Tokyo Stock Exchange and has registered them as such with the Tokyo Stock Exchange. If their reappointment is approved, the Company plans to maintain such designation and registration.
5. Upon the end of this General Meeting of Shareholders, six years will have passed since Mr. Masahiko Ootsuka took office as a Company Outside Director (on April 18, 2018); one year will have passed since Ms. Shizuyo Takahashi and Ms. Noriko Kosugi took office as Company Outside Directors (on April 25, 2023).
6. With regard to liability for damages stipulated in Article 423, Paragraph 1 of the Companies Act, the Company has concluded agreements for limitation of liability with Mr. Masahiko Ootsuka, Ms. Shizuyo Takahashi, and Ms. Noriko Kosugi that limit their liabilities to the minimum liability amount stipulated in Article 425, Paragraph 1 of the Companies Act. If their reappointment is approved, the Company plans to continue these agreements.
7. The Company has concluded a directors and officers liability insurance contract with an insurance company pursuant to Article 430-3, Paragraph 1 of the Companies Act, under which the insurance company promises to compensate the Company Directors/officers named as the insured in amounts up to 500 million yen for any claim for damage against them arising from their performance of duties as Company Directors/officers. Each of the candidates, if he or she is appointed and assumes office as Director, will be covered by this insurance contract as the insured. The Company also plans to renew this insurance contract with its terms and conditions unchanged at next contract renewal.

**Item No. 3** Election of three (3) Directors who are Audit and Supervisory Committee Members

The terms of office of all three (3) Directors who are Audit and Supervisory Committee Members shall expire upon the end of this General Meeting of Shareholders. Accordingly, the Company requests approval of the appointment of three (3) Directors who are Audit and Supervisory Committee Members.

The candidates for Directors who are Audit and Supervisory Committee Members are described below.

The Company has obtained the approval for this proposal from the Audit and Supervisory Committee.

[Reference] List of candidates for Directors who are Audit and Supervisory Committee Members

No.	Name	Current Company position	Attributes	Attendance at meetings of the Board of Directors	Attendance at meetings of the Audit and Supervisory Committee
1	<u>Reappointment</u> <b>Toshiharu Sakai</b>	Director (Full-time Audit and Supervisory Committee Member)	<u>Male</u>	13/13 times	10/10 times
2	<u>Reappointment</u> <b>Katsunori Taniguchi</b>	Outside Director (Audit and Supervisory Committee Member)	<u>Outside</u> <u>Independent</u> <u>Male</u>	16/16 times	13/13 times
3	<u>New appointment</u> <b>Motoaki Kuniyasu</b>	—	<u>Outside</u> <u>Independent</u> <u>Male</u>	—	—

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Company shares owned
1	<b>Toshiharu Sakai</b> (July 15, 1964) <u>Reappointment</u> <u>Male</u>	<p>April 1987      Joined the Company</p> <p>February 2007    Manager, Sales Division, IT Solution Group</p> <p>February 2017    Manager, General Affairs Division, Corporate Support Unit</p> <p>February 2020    Manager, General Affairs Division, Corporate Administration Unit</p> <p>April 2022        Manager, Internal Audit Division</p> <p>February 2023    Executive Officer</p> <p>April 2023        Director (Full-time Audit and Supervisory Committee Member) (incumbent)</p>	4,600 shares
		<p>(Reasons for nomination as candidate for Director who is an Audit and Supervisory Committee Member)</p> <p>The Company requests the appointment of Mr. Toshiharu Sakai as a Director who is an Audit and Supervisory Committee Member based on its judgment that he is ideally suited to the post because he has experience in the Company's sales and administration and internal audits.</p>	

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Company shares owned
2	<p style="text-align: center;"><b>Katsunori Taniguchi</b> (August 13, 1958)</p> <p><b>Reappointment</b>   <b>Male</b> <b>Outside</b>   <b>Independent</b></p>	<p>April 1981    Joined Tohmatsu &amp; Aoki Audit Corporation (now Deloitte Touche Tohmatsu LLC)</p> <p>April 1988    Registered as a certified public accountant</p> <p>April 1993    Senior Manager, Tohmatsu &amp; Aoki Audit Corporation (now Deloitte Touche Tohmatsu LLC)</p> <p>April 1999    Principal, Deloitte Tohmatsu Consulting Co., Ltd. (now Abeam Consulting Ltd.)</p> <p>September 2002    Chief Researcher, The Japan Research Institute, Limited</p> <p>December 2006    Associate Partner, IBM Business Consulting Services KK (now IBM Japan, Ltd.)</p> <p>April 2007    Part-time Lecturer, Nihonbashi Gakkan University (now Kaichi International University)</p> <p>June 2007    Corporate Auditor, NJK Corporation (now NTT DATA NJK Corporation)</p> <p>September 2012    President, Katsunori Taniguchi Certified Public Accountant Office (incumbent)</p> <p>April 2014    Associate Professor, Nihonbashi Gakkan University (now Kaichi International University)</p> <p>April 2017    Part-time Lecturer, Kaichi International University</p> <p>April 2019    Outside Corporate Auditor, the Company</p> <p>June 2020    Outside Corporate Auditor, Happinet Corporation (incumbent)</p> <p>April 2022    Outside Director (Audit and Supervisory Committee Member) of the Company (incumbent)</p> <p>[Significant concurrent positions] President, Katsunori Taniguchi Certified Public Accountant Office Outside Corporate Auditor, Happinet Corporation</p> <p>(Reasons for nomination as candidate for Outside Director who is an Audit and Supervisory Committee Member and overview of expected roles) Mr. Katsunori Taniguchi has expertise and experience as a certified public accountant and experience as a corporate auditor with a system development company. The Company requests his appointment as an Outside Director who is an Audit and Supervisory Committee Member in the expectation that he will continue to carry out appropriate audits and supervision based on such experience.</p>	<p style="text-align: center;">-- shares</p>

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Company shares owned
3	<b>Motoaki Kuniyasu</b> (March 31, 1955) <b>New appointment</b> <b>Male Outside</b> <b>Independent</b>	April 1978	Joined Mitsui & Co., Ltd.
		May 1989	Manager, Business Department, Mitsui & Co. Europe
		May 1989	Manager, Business Department, Mitsui & Co. UK
		March 2004	General Manager, Business Division/CCO, Mitsui & Co. Germany
		April 2009	Deputy General Manager, Planning Office, Internal Auditing Division, Mitsui & Co., Ltd.
		July 2010	General Manager, Internal Controls Office, Business Division, Mitsui & Co. (Asia Pacific) Pte. Ltd.
		June 2012	Full-time Corporate Auditor, Trinet Logistics Co., Ltd.
		July 2014	Full-time Corporate Auditor, UnicARRIER Holdings Co., Ltd.
		December 2014	Director/Managing Executive Officer General Manager, Management Strategy Office
		October 2017	Special Advisor, Mitsubishi Logisnext Co., Ltd.
	July 2018	Full-time Corporate Auditor, Curves Holdings Co., Ltd.	
	November 2019	Director (Full-time Audit and Supervisory Committee Member)	
		(Reasons for nomination as candidate for Outside Director who is an Audit and Supervisory Committee Member and overview of expected roles) Mr. Motoaki Kuniyasu has auditing experience as a corporate auditor and audit and supervisory committee member as well as experience in governance and compliance operations with global enterprises. The Company requests his appointment as an Outside Director who is an Audit and Supervisory Committee Member in the expectation that he will contribute to enhanced governance from a global perspective and carry out appropriate audits and supervision based on such experience.	

## Notes:

1. No special interest exists between the Company and any of the candidates.
2. Mr. Katsunori Taniguchi and Mr. Motoaki Kuniyasu are candidates for Outside Directors who will be Audit and Supervisory Committee Members.
3. The Company has designated Mr. Katsunori Taniguchi as an independent officer pursuant to the regulations of the Tokyo Stock Exchange and has registered him as such with the Tokyo Stock Exchange. If he takes office as an Outside Director after his reappointment is approved at this General Meeting of Shareholders, the Company plans to maintain such designation and registration. If Mr. Motoaki Kuniyasu's appointment is approved, the Company plans to designate him as an independent officer pursuant to the regulations of the Tokyo Stock Exchange and to register him as such with the Tokyo Stock Exchange.
4. Upon the end of this General Meeting of Shareholders, five years will have passed since Mr. Katsunori Taniguchi took office as a Company Outside Director who is an Audit and Supervisory Committee Member and Corporate Auditor. This period consists of two years as an Outside Director who is an Audit and Supervisory Committee Member (appointed April 22, 2022) and three years as a Corporate Auditor (appointed April 17, 2019).
5. With regard to liability for damages stipulated in Article 423, Paragraph 1 of the Companies Act, the Company has concluded an agreement for limitation of liability with Mr. Katsunori Taniguchi that limits his liability to the minimum liability amount stipulated in Article 425, Paragraph 1 of the Companies Act. If his reappointment is approved, the Company plans to continue this agreement. If Mr. Motoaki Kuniyasu's appointment is approved, the Company plans to conclude a similar agreement for limitation of liability with him.
6. The Company has concluded a directors and officers liability insurance contract with an insurance company pursuant to Article 430-3, Paragraph 1 of the Companies Act, under which the insurance company promises to compensate the Company Directors/officers named as the insured in amounts up to 500 million yen for any claim for damage against them arising from their performance of duties as Company Directors/officers. Each of the candidates, if he or she is appointed and assumes office as a Director who is an Audit and Supervisory Committee Member, will be covered by this insurance contract as the insured. The Company also plans to renew this insurance contract with its terms and conditions unchanged upon the next contract renewal.

[Reference]

Skill matrix based on the assumption that the candidates are elected as proposed in Item No. 2 and No. 3

Name	Business administration/ governance	Legal/ compliance	HR/labor	Finance/ accounting	Sales/ marketing	ICT
Takashi Himeno	✓					
Manabu Fujiwara		✓	✓	✓		
Masato Tamano					✓	✓
Hideki Takagi					✓	✓
Atsushi Ookita					✓	✓
Yasuo Sakai					✓	✓
Masahiko Ootsuka (Outside)	✓					
Shizuyo Takahashi (Outside)			✓	✓		✓
Noriko Kosugi (Outside)			✓	✓		
Toshiharu Sakai (Full-time Audit and Supervisory Committee Member)		✓			✓	
Katsunori Taniguchi (Audit and Supervisory Committee Member/Outside)		✓		✓		
Motoaki Kuniyasu (Audit and Supervisory Committee Member/Outside)	✓	✓				

**Item No. 4** Election of two (2) substitute Directors who will be Audit and Supervisory Committee Members

The election of substitute Directors who will be Audit and Supervisory Committee Members shall cease to be effective upon the commencement of this General Meeting of Shareholders. Accordingly, the Company proposes the election of two substitute Directors who will be Audit and Supervisory Committee Members to be prepared in the event that the number of Directors who are Audit and Supervisory Committee Members drops below the legally required quorum.

Shown below are candidates for substitute Directors who will be Audit and Supervisory Committee Members, conditional on the approval of Item No. 3. Mr. Kazuaki Matsumoto is a candidate to serve as substitute for Mr. Toshiharu Sakai, a Director who is an Audit and Supervisory Committee Member. Mr. Yoshiharu Shiota is a candidate to serve as substitute for Mr. Katsunori Taniguchi and Mr. Motoaki Kuniyasu, Directors who are Audit and Supervisory Committee Members.

Assumption by a substitute of the office of a Director who is an Audit and Supervisory Committee Member is conditional on the number of Directors who are Audit and Supervisory Committee Members falling short of the legally required quorum. The term of office shall be the remaining term of office of the predecessor. If passed, this resolution shall remain in effect until the commencement of the next General Meeting of Shareholders.

The candidates for substitute Directors who will be Audit and Supervisory Committee Members are given below.

The Company has obtained the approval for this proposal from the Audit and Supervisory Committee.

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Company shares owned
1	<p style="text-align: center;"><b>Kazuaki Matsumoto</b> (March 29, 1962) <u>Male</u></p>	<p>April 1985      Joined SYSTEM CONSULTANT Nagasaki CO., LTD. (now System Consultant Co., Ltd.)</p> <p>July 1989        Joined the Company</p> <p>August 2012    Unit President, Development Service Unit 3</p> <p>February 2013   Executive Officer Unit President, Nishinohon Service Unit</p> <p>November 2017   Executive Officer</p> <p>February 2018   Unit President, Business Promotion Unit</p> <p>(Reasons for nomination as candidate for substitute Director who will be an Audit and Supervisory Committee Member) Based on its judgment that he is ideally suited to the post because he is well-informed on the Company's system development and related matters. The Company requests the approval of the election of Mr. Kazuaki Matsumoto to serve as a substitute Director who will be an Audit and Supervisory Committee Member.</p>	1,000 shares



No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Company shares owned
2	<p data-bbox="300 510 523 577"><b>Yoshiharu Shiota</b> (October 30, 1955)</p> <p data-bbox="288 577 534 645"><b>Outside</b> <b>Independent</b></p> <p data-bbox="379 613 438 645"><b>Male</b></p>	<p data-bbox="564 271 1204 629"> April 1980    Joined Ajinomoto Co., Inc.  October 2001    General Manager, Labor Group  General Manager, Health Promotion  Group, HR Division  July 2003    General Manager, Planning Group, HR  Division  July 2008    General Manager, Corporate/General  Affairs/Risk Management Division  July 2012    General Manager, Legal Affairs Division  June 2013    Director  June 2016    Full-time Corporate Auditor, J-Oil Mills,  Inc. </p> <p data-bbox="564 645 1385 884"> (Reasons for nomination as candidate for substitute Director who will be an Audit and Supervisory Committee Member and overview of expected roles)  Mr. Yoshiharu Shiota has expertise and experience in risk management and corporate legal affairs with a major food products manufacturer. The Company requests the approval of the election of Mr. Yoshiharu Shiota to serve as a substitute Director who will be an Audit and Supervisory Committee Member in the expectation that he will carry out appropriate audits and supervision based on such experience. </p>	<p data-bbox="1294 439 1390 461">-- shares</p>

Notes:

1. No special interest exists between the Company and either of the candidates.
2. Mr. Yoshiharu Shiota is a candidate for a substitute Outside Director who will be an Audit and Supervisory Committee Member.
3. If Mr. Yoshiharu Shiota assumes office as an Outside Director, the Company plans to designate him as an independent officer pursuant to the regulations of the Tokyo Stock Exchange and to register him as such with the Tokyo Stock Exchange.
4. With regard to liability for damages stipulated in Article 423, Paragraph 1 of the Companies Act, should Mr. Yoshiharu Shiota assume office as an Outside Director, the Company plans to conclude an agreement for limitation of liability with him that will limit his liability to the minimum liability amount stipulated in Article 425, Paragraph 1 of the Companies Act.
5. The Company has concluded a directors and officers liability insurance contract with an insurance company pursuant to Article 430-3, Paragraph 1 of the Companies Act, under which the insurance company promises to compensate the Company Directors/officers named as the insured in amounts up to 500 million yen for any claim for damage against them arising from their performance of duties as Company Directors/officers. Each of the candidates, if he or she is appointed and assumes office as a Director who is an Audit and Supervisory Committee Member, will be covered by this insurance contract as the insured.