

Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail. The Company assumes no responsibility for this translation or for direct, indirect or any other forms of damages arising from the translation.

Stock Exchange Code 2930

April 30, 2024

(Commencement date of measures for electronic provision of information) April 25, 2024

**To our shareholders:**

Katsuhisa Kinoshita  
Representative Director & President  
Kitanotatsujin Corporation  
1-6 Kita-1-jonishi, Chuo-ku, Sapporo, Hokkaido

## NOTICE OF THE 23rd ANNUAL GENERAL MEETING OF SHAREHOLDERS

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

Please be informed that the 23rd Annual General Meeting of Shareholders of Kitanotatsujin Corporation (the “Company”) will be held for the purposes as described below.

In convening this General Meeting of Shareholders, measures for electronic provision of information will be implemented for the information contained in the Reference Documents, etc., for the General Meeting of Shareholders (matters subject to the measures for electronic provision), which will be posted on the following websites on the Internet. You are kindly requested to access any of these websites and check the information.

[Company’s website]

<https://www.kitanotatsujin.com/ir/library/#tab4>



[Website for the informational materials for the General Meeting of Shareholders]

<https://d.sokai.jp/2930/teiji/>



[Tokyo Stock Exchange’s website (Listed Company Search)]

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



(Please access the TSE website above, enter and search for “Kitanotatsujin Corporation” in the “Issue name (company name)” field or “2930,” the securities code of the Company in the “Code” field, select “Basic information” and “Documents for public inspection/PR information,” in that order, and inspect the information posted in “[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting]” under “Filed information available for public inspection.”)

In lieu of attending the meeting in person, you may exercise your voting rights in writing or via the Internet, etc. In either case, please review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 6:00 p.m. on Monday, May 20, 2024, Japan time.

This General Meeting of Shareholders will not be broadcast live via the Internet.

- 
- 1. Date and Time:** Tuesday, May 21, 2024 at 10:30 a.m. Japan time  
(Reception will open at 10:00 a.m.)
- 2. Place:** Sapporo Cultural Arts Theater hitaru, 4F, Sapporo Community Plaza located at  
1 Kita-1-jonishi, Chuo-ku, Sapporo, Hokkaido, Japan  
(Please see the guide map of the venue at the end of the Japanese version of this  
document.)
- 3. Meeting Agenda:**
- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company's 23rd Fiscal Year (March 1, 2023 – February 29, 2024) and results of audits by the Accounting Auditor and the Audit and Supervisory Committee of the Consolidated Financial Statements
  2. Non-consolidated Financial Statements for the Company's 23rd Fiscal Year (March 1, 2023 – February 29, 2024)
- Proposals to be resolved:**
- Proposal 1:** Distribution of Surplus
- Proposal 2:** Election of Five Directors (Excluding Directors who are Audit and Supervisory Committee Members)
- Proposal 3:** Election of One Director who is an Audit and Supervisory Committee Member
- Proposal 4:** Election of One Substitute Director who is an Audit and Supervisory Committee Member
- 

- If voting rights are exercised in writing (by mail) and there is no indication of a vote for or against each proposal on the Voting Rights Exercise Form, the vote shall be treated as an indication of consent.
  - When exercising voting rights via the Internet, etc. multiple times, the last vote shall be considered the valid vote.
  - When exercising voting rights both via the Internet, etc. and in writing (by mail), the vote cast via the Internet, etc. shall be considered valid regardless of the time of exercise.
  - Should the matters subject to the measures for electronic provision require revisions, a message to that effect and items before and after revision will be posted on each of the above websites on the Internet.
  - Although the Company sends a document stating the matters subject to the measures for electronic provision of information to shareholders who request provision of physical documents, the following items will not be stated in the document to be sent in accordance with laws and regulations and Article 19, Paragraph 2 of the Company's Articles of Incorporation.
    - 1) "Systems to Ensure the Propriety of Business Operations and the Status of Operation of Such Systems" in the Business Report
    - 2) "Consolidated Statements of Changes in Equity" and "Notes to the Consolidated Financial Statements" in the Consolidated Financial Statements
    - 3) "Non-consolidated Statements of Changes in Equity" and "Notes to the Non-consolidated Financial Statements" in the Non-consolidated Financial Statements
- Accordingly, the Business Report, the Consolidated Financial Statements, and the Non-consolidated Financial Statements, which are contained in the document to be sent, form part of the target documents audited by the Accounting Auditor when preparing the Accounting Audit Report and part of the target documents audited by the Audit and Supervisory Committee when preparing the Audit Report.
- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk. On the day of the meeting, we will not provide printed documents pertaining to matters subject to the measures for electronic provision. Shareholders who require such documents are asked to print such matters from any of the websites and bring them.

# Reference Documents for the General Meeting of Shareholders

## Proposal 1: Distribution of Surplus

The Company proposes the distribution of surplus as follows:

Matters concerning the year-end dividend

In consideration of the business performance during the fiscal year under review, future business development and other factors, the year-end dividend for the 23rd fiscal year is proposed as follows:

### Type of dividend property

Cash

### Items related to the allocation of dividend property and its total amount

¥1.3 per common share of the Company

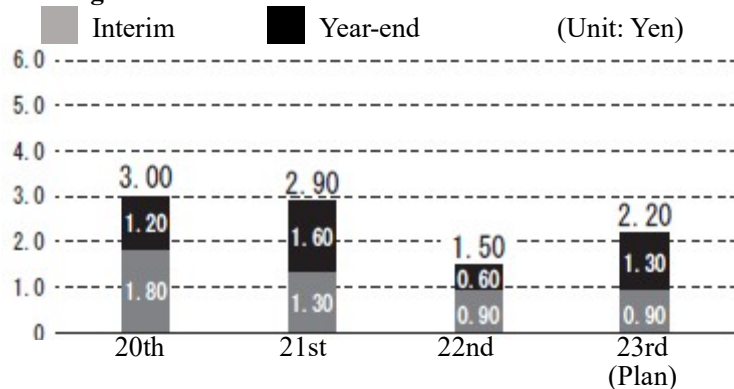
Total amount: ¥180,869,198

### Date the distribution of surplus comes into effect

May 22, 2024

## <Reference>

### Changes in the dividend



### Dividend policy

The Company recognizes that the return of profits to shareholders is an important management issue, and operates on a basic policy of working to return profits to shareholders by paying dividends of approximately 30% of consolidated dividend payout ratio, taking into consideration the strengthening of its business foundation and the enhancement of its internal reserves.

Internal reserves will be effectively invested in strengthening the business foundation and further business expansion.

**Proposal 2:** Election of Five Directors (Excluding Directors who are Audit and Supervisory Committee Members)

The terms of office of all five Directors (excluding Directors who are Audit and Supervisory Committee Members; hereinafter, the same applies in this proposal) will expire at the conclusion of this General Meeting of Shareholders. In addition, Director Takahito Kudo retired due to resignation on February 29, 2024. Accordingly, the election of five Directors is proposed.

Additionally, the content of this proposal was determined based on the recommendation of the voluntary Nomination and Remuneration Committee, the majority of which consists of independent Outside Directors. Also, the Audit and Supervisory Committee of the Company has judged that all of the candidates for Directors are qualified for the position.

The candidates for Directors are as follows:

No.	Name	Current positions and responsibilities at the Company	Candidate attributes		
1	Katsuhisa Kinoshita	Representative Director & President General Manager of Online Marketing Department	Reappointment		
2	Asako Horikawa	Director & Vice President General Manager of Products Department General Manager of Customer Service Department	Reappointment		
3	Maki Iimori	Managing Director Charge of Administration Department General Manager of Human Resources and General Affairs Department	Reappointment		
4	Koichi Shima	Director	Reappointment	Outside	Independent
5	Kei Taoka	Director	Reappointment	Outside	Independent

No.	Name (Date of birth)	Past experience, positions, and responsibilities in the Company (Significant concurrent positions)		Number of shares of the Company held
1	Katsuhisa Kinoshita (October 12, 1968)	April 1992	Joined Recruit Co., Ltd. (current Recruit Holdings Co., Ltd.)	72,055,400
		December 1999	Established limited partnership company Saimart as a general partner	
May 2002	Established the Company as Representative Director & President			
November 2020	Representative Director & President and General Manager of Online Marketing Department (current position)			
March 2021	Chairman of the Board of FM NORTH WAVE CO., LTD. (current position)			
May 2021	Director of ASHIGARU Co., Ltd. (current SALONMOON Co., Ltd.) (current position)			
[Reason for nomination as candidate for Director] Katsuhisa Kinoshita has served as Representative Director since the Company was first founded and has driven the Company's growth as the General Manager in charge of the Online Marketing Department with his wealth of experience and knowledge in the Internet mail-order business. Based on the above, the Company has judged that he is an appropriate resource for achieving sustainable growth for the Company moving forward, and therefore requests his continued election as Director.				
2	Asako Horikawa (May 17, 1981)	March 2005	Joined GEOS Corporation	624,100
		July 2006	Joined the Company	
January 2009	Executive Officer and General Manager of Sales Department			
May 2009	Director and General Manager of Sales Department			
March 2015	Senior Managing Director and General Manager of Sales Department			
April 2019	Senior Managing Director, General Manager of Sales Department, and Managing Director of Tokyo Branch Office			
May 2020	Director & Vice President, General Manager of Sales Department, and Managing Director of Tokyo Branch Office			
November 2020	Director & Vice President, General Manager of Products Department, General Manager of Customer Service Department, and Managing Director of Tokyo Branch Office			
March 2021	Director of FM NORTH WAVE CO., LTD. (current position)			
May 2021	Representative Director & President of ASHIGARU Co., Ltd. (current SALONMOON Co., Ltd.) (current position)			
July 2022	Director & Vice President, General Manager of Products Department, and General Manager of Customer Service Department (current position)			
[Reason for nomination as candidate for Director] Asako Horikawa is the General Manager in charge of the Products Department and the Customer Service Department of the Company, and possesses a wealth of operational experience in the Internet mail-order business and knowledge on management. Based on the above, the Company has judged that she is an appropriate resource for achieving sustainable growth for the Company moving forward, and therefore requests her continued election as Director.				

No.	Name (Date of birth)	Past experience, positions, and responsibilities in the Company (Significant concurrent positions)	Number of shares of the Company held
3	Maki Iimori (May 29, 1977)	<p>April 2002      Joined Jiji Japanese Language School</p> <p>December 2007      Joined HLC Co., Ltd.</p> <p>October 2014      Joined the Company</p> <p>April 2018      Executive Officer</p> <p>May 2020      Director and General Manager of Human Resources and General Affairs Department</p> <p>March 2021      Corporate Auditor of FM NORTH WAVE CO., LTD.</p> <p>May 2021      Director of ASHIGARU Co., Ltd. (current SALONMOON Co., Ltd.)</p> <p>November 2022      Corporate Auditor of SALONMOON Co., Ltd. (current position)</p> <p>May 2023      Managing Director, General Manager of Human Resources and General Affairs Department</p> <p>March 2024      Managing Director, Charge of Administration Department and General Manager of Human Resources and General Affairs Department (current position)</p> <p>Representative Director &amp; President of FM NORTH WAVE CO., LTD. (current position)</p>	38,000
<p>[Reason for nomination as candidate for Director]</p> <p>Maki Iimori is the General Manager in charge of the Administration Department and the Human Resources and General Affairs Department of the Company, and possesses a wealth of experience and knowledge in this field. Based on the above, the Company has judged that she is an appropriate resource for achieving sustainable growth for the Company moving forward, and therefore requests her continued election as Director.</p>			
4	Koichi Shima (December 5, 1957)	<p>May 1983      Joined Japan Recruit Center Co., Ltd. (current Recruit Holdings Co., Ltd.)</p> <p>June 1997      Board Director in charge of administrative sections of Recruit From A Co., Ltd. (current Recruit Co., Ltd.)</p> <p>April 2001      General Manager of Finance Department of Recruit Co., Ltd. (current Recruit Holdings Co., Ltd.)</p> <p>April 2003      Corporate Executive Officer in charge of finance, general affairs, and legal affairs</p> <p>January 2006      Corporate Executive Officer and General Manager of Marketing Department</p> <p>April 2008      President and Representative Director of Recruit Media Communications Co., Ltd.</p> <p>June 2010      Audit &amp; Supervisory Board Member (standing) of Recruit Co., Ltd.</p> <p>September 2016      Outside Corporate Auditor of GREE, Inc.</p> <p>Outside Director of Ligua Inc. (current position)</p> <p>October 2019      Outside Director (Inspection Commissioner) of Nippon Denkai, Ltd. (current position)</p> <p>May 2020      Outside Director of the Company (current position)</p> <p>June 2020      Outside Director of Cosmos Initia Co., Ltd. (current position)</p> <p>September 2020      Outside Director (Audit and Supervisory Committee Member) of GREE, Inc. (current position)</p> <p>June 2022      Outside Director (Audit &amp; Supervisory Committee Member) of UT Group Co., Ltd. (current position)</p>	10,000
<p>[Reason for nomination as candidate for Outside Director and his expected roles]</p> <p>Koichi Shima has served as the representative in charge of the administrative sections, Director and Audit &amp; Supervisory Board Member at Recruit Holdings Co., Ltd. and its group companies, and possesses a positive track record and expertise as an outside officer at several listed companies, having been involved in supervising or auditing the execution of duties by Directors, etc. The Company expects him to strengthen the functions of the Board of Directors of the Company by supervising the execution of duties by Directors, etc. from an independent perspective based on this experience, and therefore requests his continued election as Outside Director. In addition, if he is elected, he will serve as a chairperson of the Nomination and Remuneration Committee and will be involved in the selection of the Company's officer candidates and the determination of officer compensation from an objective and neutral standpoint.</p>			

No.	Name (Date of birth)	Past experience, positions, and responsibilities in the Company (Significant concurrent positions)	Number of shares of the Company held
5	Kei Taoka (August 24, 1968)	<p>April 1992      Joined Recruit Co., Ltd. (current Recruit Holdings Co., Ltd.)</p> <p>March 2002      Senior Vice President of Pokemon USA, Inc. (current The Pokemon Company International)</p> <p>September 2004      Associate Consultant of McKinsey Japan</p> <p>April 2005      Executive Officer of Natural Lawson, Inc.</p> <p>April 2007      Managing Executive Officer of IMJ Corporation</p> <p>July 2010      President and Representative Director of JIMOS CO., LTD.</p> <p>May 2018      Senior Executive Officer of Nitori Holdings Co., Ltd.</p> <p>January 2019      COO of ETVOS Co., Ltd.</p> <p>April 2020      President and Representative Director of Chi Co., Ltd. (current office K Co., Ltd.) (current position)</p> <p>October 2020      Executive Officer of Hitachi Global Life Solutions, Inc.</p> <p>April 2021      Managing Director</p> <p>May 2021      Outside Director of the Company (current position)</p>	10,000
<p>[Reason for nomination as candidate for Outside Director and his expected roles]</p> <p>Kei Taoka has been involved in corporate management and the execution of duties as Executive Officer at several companies, including Natural Lawson, Inc. and Nitori Holdings Co., Ltd., possess a positive track record and expertise as Director at companies that handle cosmetics such as JIMOS CO., LTD. and ETVOS Co., Ltd., and has experience as Representative Director at other companies. The Company expects him to strengthen the functions of the Board of Directors of the Company by supervising the execution of duties by Directors, etc. from an independent perspective based on this experience, and therefore requests his continued election as Outside Director. In addition, if he is elected, he will serve as a member of the Nomination and Remuneration Committee and will be involved in the selection of the Company's officer candidates and the determination of officer compensation from an objective and neutral standpoint.</p>			

- (Notes)
1. There is no special interest between each candidate and the Company.
  2. Candidate Katsuhisa Kinoshita corresponds to the "Parent Company, etc." as stipulated in Article 2, Item 4-2 of the Companies Act.
  3. Candidate Maki Iimori's name on the family register is Maki Kato.
  4. Koichi Shima and Kei Taoka are candidates for Outside Directors.
  5. Koichi Shima and Kei Taoka are currently Outside Directors of the Company, and their terms of office as Outside Director will be four years for Koichi Shima and three years for Kei Taoka at the conclusion of this General Meeting of Shareholders.
  6. The Company has entered into contracts with Koichi Shima and Kei Taoka in accordance with Article 427, Paragraph 1 of the Companies Act to limit their liabilities for damages pursuant to Article 423, Paragraph 1 of the same Act. The maximum amount of liability for damages pursuant to the contracts is the minimum amount stipulated by Article 425, Paragraph 1 of the Companies Act. In the event that reappointment of Koichi Shima and Kei Taoka is approved, the Company plans to continue the contracts with them.
  7. The Company has entered into a directors and officers liability insurance (the "D&O Insurance") with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act to cover damages, etc. (excluding damages corresponding to exemption clauses stipulated in the insurance contract) in the event that a claim for damages is made against Directors and other officers due to acts in the course of their duties. The Company bears the entire premium of the D&O Insurance. If the candidates for Directors are elected and assume office, all of them will become insured persons under the D&O Insurance. The term of the D&O Insurance is one year and the Company plans to renew it before the expiration of the term by resolution of the Board of Directors.
  8. The Company has designated Koichi Shima and Kei Taoka as Independent Directors as stipulated under the regulations of the Tokyo Stock Exchange and has registered them as such in the Exchange. Upon the approval of their reappointment, they will continue to be Independent Directors.

**Proposal 3: Election of One Director who is an Audit and Supervisory Committee Member**

Audit and Supervisory Committee Member Noboru Sada will retire due to resignation at the conclusion of this General Meeting of Shareholders. Accordingly, as his substitute, the election of one Director who is an Audit and Supervisory Committee Members is proposed. The term of office of the Director who is an Audit and Supervisory Committee Member to be elected as a substitute will continue until the expiration of the term of office of the retiring Director who is an Audit and Supervisory Committee Member in accordance with the Company’s Articles of Incorporation.

Additionally, the content of this proposal was determined based on the recommendation of the voluntary Nomination and Remuneration Committee, the majority of which consists of independent Outside Directors. Also, regarding this proposal, the Audit and Supervisory Committee has previously given its approval to this proposal.

The candidate for Director who is an Audit and Supervisory Committee Member is as follows:

Name (Date of birth)	Past experience, positions, and responsibilities in the Company (Significant concurrent positions)	Number of shares of the Company held
Katsuhiro Torii (June 27, 1957) (New appointment)	February 2010 Director of Personnel Division, Planning and Administration Department of Hokkaido Local Finance Bureau July 2013 Head of Obihiro Finance Office July 2015 Deputy Director of Properties Administration Department October 2016 Senior Managing Director of Sapporo Securities Exchange October 2023 Adviser	3,600
[Reason for nomination as candidate for Outside Director who is an Audit and Supervisory Committee Member and his expected roles] Although Katsuhiro Torii does not have direct experience participating in corporate management, he has been involved in financial administration for many years and possesses a wealth of experience and expertise cultivated as Senior Managing Director of Sapporo Securities Exchange. Based on this, the Company has judged that his insight can be utilized to strengthen the audit system of the Company, and therefore requests his election as Outside Director who is an Audit and Supervisory Committee Member. In addition, if he is elected, he will serve as a member of the Nomination and Remuneration Committee and will be involved in the selection of the Company’s officer candidates and the determination of officer compensation from an objective and neutral standpoint.		

- (Notes)
1. There is no special interest between the candidate and the Company.
  2. Katsuhiro Torii is a candidate for Outside Director.
  3. If the election of Katsuhiro Torii is approved, the Company plans to enter into a contract with Katsuhiro Torii in accordance with Article 427, Paragraph 1 of the Companies Act to limit their liabilities for damages pursuant to Article 423, Paragraph 1 of the same Act. The maximum amount of liability for damages pursuant to the contracts shall be the minimum amount stipulated by Article 425, Paragraph 1 of the Companies Act.
  4. The Company has entered into a directors and officers liability insurance (the “D&O Insurance”) with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act to cover damages, etc. (excluding damages corresponding to exemption clauses stipulated in the insurance contract) in the event that a claim for damages is made against Directors and other officers due to acts in the course of their duties. The Company bears the entire premium of the D&O Insurance. If Katsuhiro Torii is elected as Director who is an Audit and Supervisory Committee Member and assume office, he will become an insured person under the D&O Insurance. The term of the D&O Insurance is one year and the Company plans to renew it before the expiration of the term by resolution of the Board of Directors.
  5. Katsuhiro Torii satisfies the requirements of Independent Director as stipulated under the regulations of the Tokyo Stock Exchange. If his election is approved, the Company will designate him as an Independent Director.



## Reference

The composition of the Board of Directors and the areas the Company expects from Directors when Proposal 2 and Proposal 3 are approved as originally proposed in this General Meeting of Shareholders are as follows:

Name	Directors' attributes			Gender	Term of office	Areas the Company expects from Directors		
	Independence (Outside)	Audit and Supervisory Committee Member	Nomination and Remuneration Committee			ESG and sustainability	Corporate management and business strategy	Product strategy and customer satisfaction
Katsuhisa Kinoshita			●	Male	22 years	●	●	●
Asako Horikawa				Female	15 years	●	●	●
Maki Iimori			●	Female	4 years	●	●	
Koichi Shima	●		◎	Male	4 years	●	●	
Kei Taoka	●		●	Male	3 years	●	●	●
Katsuhiko Torii	●	◎	●	Male	–	●		
Shogo Jinno	●	●		Male	14 years	●		
Ryuichi Kobayashi	●	●		Male	9 years	●		

Notes:

- ◎ indicates a chairperson.
- The Company transitioned to a Company with an Audit and Supervisory Committee as a result of a resolution at the 20th Annual General Meeting of Shareholders held on May 25, 2021. As Directors who are Audit and Supervisory Committee Members Shogo Jinno and Ryuichi Kobayashi were Outside Audit & Supervisory Board Members of the Company prior to the end of the General Meeting, terms of office as Outside Audit & Supervisory Board Members have been included.

Name	Areas the Company expects from Directors			
	Marketing strategy	Labor management, human development, and diversity	Legal affairs and compliance	Financial affairs, accounting, and finance
Katsuhisa Kinoshita	●	●		
Asako Horikawa		●		
Maki Iimori		●	●	●
Koichi Shima		●		●
Kei Taoka	●	●		
Katsuhiko Torii			●	●
Shogo Jinno			●	●
Ryuichi Kobayashi			●	

Notes:

- The above table is not a complete representation of the knowledge and experience possessed by each Director.
- The composition of the Nomination and Remuneration Committee will be officially decided by the Board of Directors following the conclusion of this General Meeting of Shareholders.

**Proposal 4: Election of One Substitute Director who is an Audit and Supervisory Committee Member**

The effectiveness of appointment of Seiichi Okabe, a substitute Director who is an Audit and Supervisory Committee Member appointed at the 22nd Annual General Meeting of Shareholders held on May 30, 2023, will expire at the start of this General Meeting of Shareholders.

Accordingly, in order to prepare for cases where a vacancy results in a shortfall in the number of Directors who are Audit and Supervisory Committee Members prescribed by laws and regulations, the election of one substitute Director who is an Audit and Supervisory Committee Member is proposed.

Additionally, the content of this proposal was determined based on the recommendation of the voluntary Nomination and Remuneration Committee, the majority of which consists of independent Outside Directors. Also, regarding this proposal, the Audit and Supervisory Committee has previously given its approval to this proposal.

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

Name (Date of birth)	Past experience, positions, and responsibilities in the Company (Significant concurrent positions)	Number of shares of the Company held	
Seiichi Okabe (January 13, 1961)	April 1979	Joined The Hokkaido Bank, Ltd.	—
	April 2001	Part-time Corporate Auditor of Oval Management Co., Ltd. (current position)	
	June 2004	Representative Director of M&S Office Ltd. (current position)	
	May 2015	Part-time Corporate Auditor of DRC CO., LTD. (current position)	
	January 2018	Part-time Corporate Auditor of CTEX Co., Ltd. (current position)	
	May 2022	Director of HOWDY Inc. (current position)	
	June 2022	Director of Theoria Science, Inc. (current position)	
[Reason for nomination as candidate for substitute Outside Director who is an Audit and Supervisory Committee Member and his expected roles] Seiichi Okabe possesses a positive track record and expertise through having engaged in the execution of duties as well as supervision and auditing as Director and Corporate Auditor at several different companies. Based on this, the Company has judged that his insight can be utilized to strengthen the functions of the Board of Directors of the Company, and therefore requests his election as substitute Outside Director who is an Audit and Supervisory Committee Member.			

- (Notes)
1. There is no special interest between the candidate and the Company.
  2. Seiichi Okabe is a candidate for substitute Outside Director.
  3. In the event that Seiichi Okabe assumes office as Director who is an Audit and Supervisory Committee Member, the Company plans to conclude a contract in accordance with Article 427, Paragraph 1 of the Companies Act to limit his liabilities for damages pursuant to Article 423, Paragraph 1 of the same Act. The maximum amount of liability for damages pursuant to the contract shall be the minimum amount stipulated by Article 425, Paragraph 1 of the Companies Act.
  4. The Company has entered into a directors and officers liability insurance (the "D&O Insurance") with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act to cover damages, etc. (excluding damages corresponding to exemption clauses stipulated in the insurance contract) in the event that a claim for damages is made against Directors and other officers due to acts in the course of their duties. The Company bears the entire premium of the D&O Insurance. In the event that Seiichi Okabe is elected and assumes office as Director who is an Audit and Supervisory Committee Member, he will become an insured person under the D&O Insurance. The term of the D&O Insurance is one year and the Company plans to renew it before the expiration of the term by resolution of the Board of Directors.
  5. Seiichi Okabe satisfies the requirements of Independent Director as stipulated under the regulations of the Tokyo Stock Exchange. If his election is approved and he assumes office, the Company will designate him as an Independent Director.