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Securities Code: 9644

June 4, 2024

To Our Shareholders:

Takahiko Wakamatsu  
President and Chief Executive Officer  
**Tanabe Consulting Group Co., Ltd.**  
3-3-41 Miyahara, Yodogawa-ku, Osaka

## Notice of the 62nd Annual General Meeting of Shareholders

We are pleased to announce the 62nd Annual General Meeting of Shareholders of the Company to be held as follows. For the convocation of this General Meeting of Shareholders, the Company has adopted the electronic provision measure for information in the General Meeting of Shareholders Reference Documents, etc. (Matters concerning Electronic Provision Measure), and posted them on the following websites, so please access any of the websites to confirm the information.

[Company website]

<https://www.tanabeconsulting-group.com/ir/>

(Please refer to the “Notice of the 62nd Annual General Meeting of Shareholders” on the above website.)

[Website for General Meeting of Shareholders documents]

<https://d.sokai.jp/9644/teiji/> (in Japanese)

[Tokyo Stock Exchange website (Listed Company Search)]

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

(To confirm the information, please access the TSE website (Listed Company Search), enter or search by Issue name (Tanabe Consulting Group Co., Ltd.) or the securities code (9644), select “Basic information” and then “Documents for public inspection/PR information,”) and review “Notice of Annual General Meeting of Shareholders/Reference Documents for the General Meeting of Shareholders.”

We ask shareholders who are unable to attend the Meeting in person to exercise your voting rights using either of the methods set out on pages 3 to 4 (in Japanese only).

- 1. Date and time:** Tuesday, June 25, 2024, at 10:00 a.m. (JST)
- 2. Venue:** “MODERN SUITE,” LAGUNAVEIL Premier  
28F, North Gate Building  
OSAKA STATION CITY  
3-1-3 Umeda, Kita-ku, Osaka  
(The Meeting will be held at a different venue from the last Meeting.)

### 3. Agenda

#### Matters to be reported:

1. Business Report, Consolidated Financial Statements, and Audit Reports on the Consolidated Financial Statements by Accounting Auditor and Audit and Supervisory Committee for the 62nd Fiscal Year (April 1, 2023 - March 31, 2024)
2. Non-consolidated Financial Statements for the 62nd Fiscal Year (April 1, 2023 - March 31, 2024)

#### Matters to be resolved:

- Proposal No. 1** Appropriation of Surplus for the 62nd Fiscal Year
- Proposal No. 2** Election of Six (6) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
- Proposal No. 3** Election of One (1) Substitute Director Who Is an Audit and Supervisory Committee Member

1. For this General Meeting of Shareholders, a document stating the Matters concerning Electronic Provision Measure will be uniformly sent to all shareholders, regardless of the Request for Delivery of Documents. Of the Matters concerning Electronic Provision Measure, the following items are not included in the document to be sent pursuant to the provisions of law and Article 15 of the Company's Articles of Incorporation.

- “Framework to Ensure Proper Business Operations and the Operational Status of This Framework” in the Business Report
- Notes to the Consolidated Financial Statements
- Notes to the Non-consolidated Financial Statements

Accordingly, the Business Report, Consolidated Financial Statements and Non-Consolidated Financial Statements included in this document are a part of the audited documents for the preparation of the Audit Report and the Accounting Audit Report by the Audit and Supervisory Committee and the Accounting Auditor, respectively.

2. Any revisions to the Matters concerning Electronic Provision Measure shall be posted on the respective websites listed on page 1 to that effect, describing the matters before and after the revision.

## Reference Documents for the General Meeting of Shareholders

### Proposals and Reference Information

#### Proposal No. 1 Appropriation of Surplus for the 62nd Fiscal Year

The Company sets the return of profits to its shareholders as one of the management issues of the highest priority. And, we strive to stably and actively pay dividends from retained earnings based on profits generated through our business activities, while making growth investments to achieve “return on equity (ROE) of 10%,” a target under “TCG Future Vision 2030” medium-term management plan 2021-2025, and enhance corporate value further, and maintaining a robust financial foundation to provide against sudden changes in the operating environment. In accordance with this policy, the Company proposes to pay a year-end dividend for the 62nd fiscal year, as follows.

#### Year-end dividends

1. Type of dividend assets  
To be paid in cash.
2. Allotment of dividend property and their aggregate amount  
The Company proposes to pay a dividend of ¥26 per common stock of the Company.  
In this event, the total dividends will be ¥433,954,352.  
Accordingly, the annual dividend, including the interim dividend (¥18 per share), will be ¥44 per share.
3. Effective date of dividends of surplus  
The effective date will be June 26, 2024.

(Note) The Company conducted a two-for-one share split on October 1, 2021. A converted figure is stated above as the “annual dividend per share,” taking the said share split into consideration.

**Proposal No. 2** Election of Six (6) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of service of all five (5) Directors (excluding Directors who are Audit and Supervisory Committee Members; the same applies to the rest of this proposal) will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company requests an increase in the number of Directors by one (1) and the election of six (6) Directors with the aim to enhance its management structure further.

Having taken into account the execution of business by candidates for Director and performance in the fiscal year under review, the Audit and Supervisory Committee has expressed the opinion that each of the individuals is a suitable candidate for Director of the Company.

The candidates for Director are as follows:

Candidate No.	Name	Current position in the Company	Attendance at Board of Directors in FY2023
1	Reelection Takahiko Wakamatsu	President and Chief Executive Officer	15/15 (100%)
2	Reelection Yoshikuni Nagao	Executive Vice President	15/15 (100%)
3	Reelection Norihito Minamikawa	Senior Managing Director	15/15 (100%)
4	Reelection Masaru Warata	Senior Managing Director	15/15 (100%)
5	Reelection Masahiro Matsunaga	Managing Director	15/15 (100%)
6	New election Itaru Okumura	–	– (–)

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of Company shares held
1	<p style="text-align: center;">Takahiko Wakamatsu (March 2, 1965)</p> <p style="text-align: center;">Reelection</p>	<p>Mar. 1989      Joined the Company</p> <p>Oct. 2001      General Manager of Osaka Head Office</p> <p>June 2003      Director and General Manager of Osaka Head Office</p> <p>Apr. 2006      Director with Responsibility for Osaka Head Office and Chugoku/Shikoku Branch Office</p> <p>June 2008      Managing Director with Responsibility for Chubu Head Office, Osaka Head Office and Chugoku/Shikoku Branch Office</p> <p>Apr. 2009      Senior Managing Director and General Manager of Consulting Department</p> <p>Apr. 2010      Senior Managing Director and General Manager of Consulting Department with Responsibility for Network Department</p> <p>Apr. 2012      Executive Vice President and General Manager of Consulting Department with Responsibility for Network Department</p> <p>June 2012      Executive Vice President and General Manager of Consulting Department with Responsibility for Network Department and Administration Department</p> <p>Apr. 2014      President and Chief Executive Officer with Responsibility for Administration Department and Compliance</p> <p>June 2014      President and Chief Executive Officer with Responsibility for Compliance (current position)</p> <p>Apr. 2022      President and Chief Executive Officer of Tanabe Consulting Company</p> <p>Oct. 2022      President and Chief Executive Officer of Tanabe Consulting Company, in charge of Compliance (current position)</p>	132,803 shares
<p>Reasons for nomination as candidate for Director</p> <p>As the Chairperson of the Board of Directors of the Company, Takahiko Wakamatsu has managed the Board of Directors appropriately, and as the head of overall management and strategies, he has provided proper supervision. While practicing and pursuing with the management philosophy, he has promoted the “TCG Future Vision 2030” medium-term management plan 2021-2025, worked as Chair of the Compliance Committee, and done his utmost to achieve sustainable growth and enhance the Group’s corporate value over the medium- to long-term. For these reasons, the Company requests reelection of the candidate as Director.</p> <p>Special Interests with the Company</p> <p>None</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of Company shares held
2	<p style="text-align: center;">Yoshikuni Nagao (December 23, 1964)</p> <p style="text-align: center;">Reelection</p>	<p>Mar. 1985      Joined the Company</p> <p>Apr. 2002      Head of Hokkaido Branch Office</p> <p>June 2005      Director and Head of Hokkaido Branch Office</p> <p>Apr. 2006      Director with Responsibility for Tokyo Head Office and Hokkaido Branch Office</p> <p>Apr. 2008      Director with Responsibility for Tokyo Head Office, Hokkaido Branch Office, and Niigata Branch Office</p> <p>Apr. 2009      Managing Director and Deputy General Manager of Consulting Department</p> <p>Apr. 2013      Senior Managing Director and Deputy General Manager of Consulting Department</p> <p>Apr. 2014      Senior Managing Director and General Manager of Consulting Department</p> <p>Apr. 2015      Senior Managing Director and General Manager of Consulting Strategy Department with Responsibility for the Strategic Laboratory and SP Consulting Department</p> <p>Apr. 2016      Executive Vice President and General Manager of Consulting Strategy Department with Responsibility for the Strategic Laboratory and SP Consulting Department</p> <p>Apr. 2018      Executive Vice President and General Manager of Management Consulting Department with Responsibility for the Strategic Laboratory and SP Consulting Department</p> <p>June 2018      Executive Vice President and General Manager of Management Consulting Department with Responsibility for the Strategic Laboratory</p> <p>June 2021      Executive Vice President and General Manager of Management Consulting Department</p> <p>Apr. 2022      Executive Vice President (current position)</p> <p>June 2022      Director and Executive Vice President of Tanabe Consulting Company (current position)</p>	98,095 shares
<p>Reasons for nomination as candidate for Director</p> <p>Yoshikuni Nagao properly manages the Company's Board of Directors by supporting its Chairperson, and properly supervises all management consulting business of Tanabe Consulting Company, which is our main operating company. He has promoted the "TCG Future Vision 2030" medium-term management plan 2021-2025, and done his utmost to achieve sustainable growth and enhance the Group's corporate value over the medium- to long-term. For these reasons, the Company requests reelection of the candidate as Director.</p> <p>Special Interests with the Company</p> <p>None</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of Company shares held
3	<p data-bbox="328 1126 547 1182">Norihito Minamikawa (March 4, 1963)</p> <p data-bbox="384 1220 491 1245">Reelection</p>	<p data-bbox="612 264 975 291">Apr. 1993      Joined the Company</p> <p data-bbox="612 300 1187 356">Oct. 2004      Deputy General Manager of Western Head Office</p> <p data-bbox="612 365 1177 392">Apr. 2007      General Manager of Western Head Office</p> <p data-bbox="612 400 1238 456">June 2012      Director and General Manager of Western Head Office</p> <p data-bbox="612 465 1225 521">Apr. 2013      Director with Responsibility for Western Head Office and Okinawa Branch Office</p> <p data-bbox="612 530 1225 620">Apr. 2014      Director with Responsibility for Western Head Office, Chugoku/Shikoku Branch Office, and Okinawa Branch Office</p> <p data-bbox="612 629 1238 719">Apr. 2015      Managing Director with Responsibility for Kyushu Head Office, Chugoku/Shikoku Branch Office, and Okinawa Branch Office</p> <p data-bbox="612 728 1233 846">Apr. 2017      Managing Director with Responsibility for Consulting Strategy Department, Kyushu Head Office, Chugoku/Shikoku Branch Office, and Alliance Strategy</p> <p data-bbox="612 855 1230 1039">Apr. 2018      Managing Director with Responsibility for Management Consulting Department, Kyushu Head Office, Chugoku/Shikoku Branch Office, and Stage-up Consulting Strategy, M&amp;A Alliance Consulting Strategy, and Financial Domain Consulting Strategy</p> <p data-bbox="612 1048 1230 1202">Apr. 2019      Managing Director with Responsibility for Management Consulting Department, Kyushu Head Office, Chugoku/Shikoku Branch Office, M&amp;A Alliance Consulting Strategy, and Financial Domain Consulting Strategy</p> <p data-bbox="612 1211 1230 1330">Apr. 2020      Managing Director with Responsibility for Management Consulting Department, Kyushu Head Office, Chugoku/Shikoku Branch Office, and M&amp;A Alliance Consulting Department</p> <p data-bbox="612 1339 1182 1395">Jan. 2021      Director of Growin' Partners Inc. (current position)</p> <p data-bbox="612 1404 1238 1559">Apr. 2021      Senior Managing Director of the Company with Responsibility for Management Consulting Department Tokyo, M&amp;A Consulting Department, and Domain Consulting Strategy of the Company</p> <p data-bbox="612 1568 1225 1686">Apr. 2022      Senior Managing Director with Responsibility for Strategy and Domain Consulting Department, General Manager of M&amp;A Alliance Consulting Department</p> <p data-bbox="612 1695 1129 1751">June 2022      Senior Managing Director of Tanabe Consulting Company</p> <p data-bbox="612 1760 1238 1980">Oct. 2022      Senior Managing Director of the Company (current position) Senior Managing Director of Tanabe Consulting Company, in charge of Strategy and Domain Consulting Department, General Manager of M&amp;A Alliance Consulting Department (currently M&amp;A Consulting)</p> <p data-bbox="612 1989 1238 2107">Apr. 2024      Senior Managing Director of Tanabe Consulting Company, in charge of Strategy and Domain Consulting Department and M&amp;A Consulting Department (current position)</p>	42,926 shares

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of Company shares held
		<p>Reasons for nomination as candidate for Director</p> <p>Norihito Minamikawa leads the Strategy and Domain Consulting Department and M&amp;A Consulting Department of our main operating company, Tanabe Consulting Company, and also serves as Director of our operating company, Growin' Partners Inc. Based on his wealth of business experience and broad knowledge of management in general, he is promoting our Medium-term Management Plan (2021-2025), "TCG Future Vision 2030," and is committed to the sustainable growth of our Group and the enhancement of its corporate value over the medium to long term.</p> <p>For these reasons, the Company requests reelection of the candidate as Director.</p> <p>Special Interests with the Company</p> <p>None</p>	

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of Company shares held
4	Masaru Warata (July 19, 1965)  Reelection	<p>Oct. 2000      Joined the Company</p> <p>Apr. 2006      Deputy General Manager of Osaka Head Office</p> <p>Apr. 2011      General Manager of Osaka Head Office</p> <p>June 2014      Director and General Manager of Osaka Head Office</p> <p>Apr. 2016      Director with Responsibility for Osaka Head Office</p> <p>Apr. 2017      Director with Responsibility for Consulting Strategy Department, Osaka Head Office, and Okinawa Branch Office</p> <p>Apr. 2018      Director with Responsibility for Management Consulting Department, Osaka Head Office, Okinawa Branch Office, and HR Development Consulting Strategy</p> <p>Apr. 2019      Director with Responsibility for Management Consulting Department Osaka, Okinawa Branch Office, and HR Development Consulting Strategy</p> <p>Apr. 2020      Director with Responsibility for Management Consulting Department Osaka, Okinawa Branch Office, and Function Consulting Strategy</p> <p>Jan. 2021      Director of Growin' Partners Inc. (current position)</p> <p>Apr. 2021      Managing Director with Responsibility for Management Consulting Department Osaka, and General Manager of Consulting Support for Osaka Head Office with Responsibility for Function Consulting Strategy of the Company</p> <p>Apr. 2022      Senior Managing Director with Responsibility for Corporate Finance Consulting Department, Digital Consulting Department and CRM Consulting/Consulting Support (Osaka, Tokyo)</p> <p>June 2022      Senior Managing Director of Tanabe Consulting Company</p> <p>Oct. 2022      Senior Managing Director of the Company (current position) Senior Managing Director of Tanabe Consulting Company, in charge of Corporate Finance Consulting Department, Digital Consulting Department and CRM Consulting/Consulting Support (Osaka, Tokyo)</p> <p>Apr. 2023      Senior Managing Director of Tanabe Consulting Company, in charge of Digital Consulting Department and Corporate Finance Consulting Department</p> <p>Apr. 2024      Senior Managing Director of Tanabe Consulting Company, in charge of Corporate Finance Consulting Department (current position)</p>	36,761 shares

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of Company shares held
		<p>Reasons for nomination as candidate for Director</p> <p>Masaru Warata has led Corporate Finance Consulting Department of our main operating company, Tanabe Consulting Company, and also serves as Director of our operating company, Growin' Partners Inc. Based on his wealth of business experience and broad knowledge of management in general, he is promoting our Medium-term Management Plan (2021-2025), "TCG Future Vision 2030," and is committed to the sustainable growth of our Group and the enhancement of its corporate value over the medium to long term.</p> <p>For these reasons, the Company requests reelection of the candidate as Director.</p> <p>Special Interests with the Company</p> <p>None</p>	

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of Company shares held
5	<p>Masahiro Matsunaga (February 13, 1959)</p> <p>Reelection</p>	<p>Apr. 2014      Joined the Company General Manager of Administration Department and General Manager of General Affairs Division, Administration Department</p> <p>June 2014      Director, General Manager of Administration Department, and General Manager of General Affairs Division, Administration Department</p> <p>Oct. 2014      Director and General Manager of Administration Department</p> <p>Apr. 2015      Director and General Manager of Business Administration Department</p> <p>Apr. 2019      Director with Responsibility for Corporate Department (currently Corporate Strategy Department)</p> <p>June 2022      Director of Tanabe Consulting Company</p> <p>Oct. 2022      Director of Tanabe Consulting Company, in charge of Corporate Department (currently Corporate Strategy Department)</p> <p>Apr. 2024      Managing Director of the Company, with Responsibility for Corporate Strategy Department (current position) Managing Director of Tanabe Consulting Company, in charge of Corporate Strategy Department (current position)</p>	44,242 shares
<p>Reasons for nomination as candidate for Director</p> <p>Masahiro Matsunaga leads the promotion of our Group’s corporate strategy, and based on his extensive operating experience and broad knowledge of management in general, he promotes the medium-term Management Plan (2021-2025) “TCG Future Vision 2030” from the perspective of strengthening the Group’s corporate strategy division. He is committed to the sustainable growth of our Group and the enhancement of its corporate value over the medium to long term.</p> <p>For these reasons, the Company requests reelection of the candidate as Director.</p> <p>Special Interests with the Company</p> <p>None</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of Company shares held
6	Itaru Okumura (September 26, 1975)  New election	<p>Jan. 2009      Joined the Company</p> <p>Apr. 2017      Deputy General Manager of Consulting Strategy Department and Kyushu Head Office</p> <p>Apr. 2019      Deputy General Manager of the Strategic Laboratory</p> <p>Nov. 2019      Director of Leading Solutions Co., Ltd.</p> <p>Apr. 2020      Executive Officer and Deputy General Manager of the Strategic Laboratory of the Company</p> <p>Apr. 2021      Executive Officer and General Manager of the Strategic Laboratory</p> <p>June 2021      Director and General Manager of the Strategic Laboratory</p> <p>Apr. 2022      Managing Director and General Manager of Digital Consulting Department and the Strategic Laboratory, with Responsibility for CRM consulting strategy promotion</p> <p>June 2022      Managing Director of Tanabe Consulting Company</p> <p>Oct. 2022      Managing Director and General Manager of Digital Consulting Department and the Strategic Laboratory of Tanabe Consulting Company, in charge of CRM consulting strategy promotion</p> <p>Apr. 2024      Senior Managing Director and General Manager of Digital Consulting Department of Tanabe Consulting Company, in charge of the Strategic Laboratory (current position)</p>	10,201 shares
<p>Reasons for nomination as candidate for Director</p> <p>Itaru Okumura has supported the development of a large number of companies as a management consultant, and currently leads Digital Consulting Department of our main operating company, Tanabe Consulting Company. He also leads the Strategic Laboratory with the aim to enhance consulting support functions. The Company believes that, based on his wealth of field experience and broad knowledge of management in responsible operations, he will be able to appropriately supervise management of the Company and contribute to its sustainable growth and the enhancement of its corporate value over the medium to long term.</p> <p>For these reasons, the Company requests the election of the candidate as new Director.</p> <p>Special Interests with the Company</p> <p>None</p>			

[Summary of directors and officers liability insurance policy]

Pursuant to the provisions of Article 430-3, paragraph 1 of the Companies Act, the Company has entered into a directors and officers liability insurance policy with an insurance company. The scope of the insured under this insurance policy includes Directors, Corporate Auditors, Executive Officers, important employees, Directors and Corporate Auditors temporarily posted outside the company of the Company and the Company's subsidiaries listed on page 28 of the Business Report under "I 3 2. Main subsidiaries (in Japanese only)," and all six candidates for Director become the insured. All insurance premiums will be paid by the Company.

In summary, this insurance liability policy provides for the insurance company to cover the insured for any loss arising from responsibility incurred during the execution of their duties, or for claims incurred during the pursuit of those responsibilities, and is renewed on an annual basis. In addition, when the policy is renewed, the Company plans to renew the policy with the same terms.

## Reference

### Expertise and experience of Directors (skill matrix)

As our policy, the Board of Directors shall consist of human resources with abundant knowledge, deep insight, and advanced expertise required by the Group, and as for outside Directors, to have them supervise business execution from various perspectives, considering the expertise, experience, diversity, and balance of all outside Directors, we should elect talent with expertise and experience that allow them to properly oversee the Group's medium- to long-term management issues.

If Proposal No. 2 “Election of Six (6) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)” is approved, the Board of Directors of the Company will consist of members with the following skills.

Position and Name			Expertise and experience						
			Corporate management	Marketing	Finance/ accounting	Human resource development	Legal affairs Risk management	Corporate Governance	ESG
Director	Takahiko Wakamatsu		•	•		•		•	•
	Yoshikuni Nagao		•	•		•			
	Norihito Minamikawa		•	•		•			
	Masaru Warata		•	•		•			
	Itaru Okumura		•	•		•			
	Masahiro Matsunaga		•		•		•	•	
Director (Audit and Supervisory Committee member)	Ryo Ichida	Outside	•		•			•	
	Hiroshi Kanbara	Outside			•		•	•	
	Maki Imura	Outside		•				•	•

**Proposal No. 3** Election of One (1) Substitute Director Who Is an Audit and Supervisory Committee Member

To provide against a situation in which the number of Directors who are Audit and Supervisory Committee Members falls below the number required by laws and regulations, the Company requests the election in advance of one Substitute Director who is an Audit and Supervisory Committee Member.

In addition, the consent of the Audit and Supervisory Committee has been obtained for this proposal.

Candidate for the role of Substitute Director who is an Audit and Supervisory Committee Member is as follows:

	Name (Date of birth)	Career summary and significant concurrent positions outside the Company	Number of Company shares held
	Yoshitaka Mio (August 15, 1965)	Apr. 1988      Joined The Toyo Trust and Banking Company, Limited (currently Mitsubishi UFJ Trust and Banking Corporation) Aug. 2010      General Manager of Corporate Agency Sales No.4 Division of Mitsubishi UFJ Trust and Banking Corporation June 2014      General Manager of Osaka Corporate Agency Sales Division June 2015      Executive Officer and General Manager of Osaka Corporate Agency Sales Division June 2017      Director and Vice President of Mitsubishi UFJ Daiko Business Co., Ltd. (current position)	0 shares
Reason for nomination as candidate for substitute Outside Director who is an Audit and Supervisory Committee Member and summary of expected roles The Company judges that, due to Yoshitaka Mio's expert knowledge and extensive experience in areas related to monetary affairs and financial affairs, he will be able to appropriately execute audit and supervision duties at the Company, take an objective viewpoint of the way in which the selection of candidates for and remuneration of Director are determined, and contribute to fairer and more transparent management of the Company. Accordingly, we request that he be elected as Substitute Outside Director who is an Audit and Supervisory Committee Member. Special Interests with the Company None			

- Notes:
1. Yoshitaka Mio is a candidate for Substitute Outside Director who is an Audit and Supervisory Committee Member.
  2. Yoshitaka Mio satisfies the requirements for an independent officer as provided for by Tokyo Stock Exchange, Inc., and in the event that he is appointed Outside Director who is an Audit and Supervisory Committee Member, the Company plans to submit notification to the aforementioned exchange concerning his designation as an independent officer.
  3. In the event that Yoshitaka Mio is appointed Outside Director who is an Audit and Supervisory Committee Member, in accordance with the Articles of Incorporation of the Company, the Company intends to enter into a limited liability agreement with him, summarized as follows.
    - In cases that satisfy the requirements of laws and regulations in relation to liability pursuant to Article 423, paragraph 1 of the Companies Act, the liability of the individual shall be limited to the total of the amounts set out in each of the items of Article 425, paragraph 1 of the Companies Act.

[Summary of directors and officers liability insurance policy]

Pursuant to the provisions of Article 430-3, paragraph 1 of the Companies Act, the Company has entered into a directors and officers liability insurance policy with an insurance company. The scope of the insured under this insurance policy includes Directors, Corporate Auditors, Executive Officers, important employees, Directors and Corporate Auditors temporarily posted outside the company, of the Company and the Company's subsidiaries listed on page 28 of the Business Report under "I 3 2. Main subsidiaries (in Japanese only)," with all insurance premiums paid by the Company.

In summary, this insurance liability policy provides for the insurance company to cover the insured for any loss arising from responsibility incurred during the execution of their duties, or for claims incurred during the pursuit of those responsibilities, and is renewed on an annual basis. In addition, when the policy is renewed, the Company plans to renew the policy with the same terms.

Furthermore, in the event that Yoshitaka Mio is appointed Outside Director who is an Audit and Supervisory Committee Member, he will be included in those insured under this insurance liability policy.