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June 4, 2024

To our shareholders:

Hidetaka Nakagita
Representative Member of the Board
of Directors, President & Chief
Executive Officer
Hibiya Engineering, Ltd.
3-5-27 Mita, Minato-ku, Tokyo

Notice of the 59th Annual General Meeting of Shareholders

We hereby announce the 59th Annual General Meeting of Shareholders of Hibiya Engineering, Ltd. (the “Company”) will be held as described below.

When convening this general meeting of shareholders, the Company takes measures for providing in an electronic format the information that constitutes the content of reference documents for the general meeting of shareholders, etc. (matters for which measures for providing information in an electronic format are taken), and posts this on the Company’s website as NOTICE OF THE 59TH GENERAL SHAREHOLDERS’ MEETING. Please access the Company’s website by using the Internet address shown below to review the information.

Company’s website:

<https://www.hibiya-eng.co.jp/ja/ir/stock/meeting.html> (in Japanese)

(Reference) English version of the Company’s website:

<https://www.hibiya-eng.co.jp/en/ir/stock/meeting.html> (in English)

In addition to the Company’s website mentioned above, the Electronic Provision Measures Matters are also posted on the Tokyo Stock Exchange (TSE) website. Please confirm by accessing the TSE website (Listed Company Search) shown below, enter “Hibiya Engineering, Ltd.” in the issue name (company name) field or “1982” in the securities code field, and click “Search,” and then click “Basic information” and select “Documents for public inspection/PR information” and “Notice of Convocation of General Meeting of Shareholders/Materials for the General Meeting of Shareholders.”

TSE website (Listed Company Search):

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

You may exercise your voting rights by mail or via the internet. Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:30 p.m. on Monday, June 24, 2024 (JST).

- 1. Date and Time:** Tuesday, June 25, 2024 at 10:00 a.m. (JST) (Reception desk will open at 9:00 a.m.)
- 2. Venue:** Hall 4F, Granpark Plaza
3-4-1 Shibaura, Minato-ku, Tokyo (see map at end of Notice)

3. Purpose of the Meeting:

Matters to be reported:

1. Business Report and Consolidated Financial Statements for the 59th fiscal year (April 1, 2023 to March 31, 2024) and results of audit of the Consolidated Financial Statements by the Financial Auditor and the Board of Company Auditors
2. Non-consolidated Financial Statements for the 59th fiscal year (April 1, 2023 to March 31, 2024)

Matters to be resolved:

Proposal No. 1: Appropriation of Surplus

Proposal No. 2: Election of Nine (9) Members of the Board of Directors

Proposal No. 3: Election of Two (2) Company Auditors

- If you attend the meeting on the day, please submit the enclosed voting form at the reception desk.
- The following items are posted on the Company's website and the TSE website shown in page 1 in this notice in accordance with relevant laws and regulations and Article 16 of the Company's Articles of Incorporation, and are accordingly not included in this notice.
 - (i) "Matters Concerning Share Acquisition Rights, Etc." and "Overview of the System to Ensure Proper Business Activities and the Operation Thereof" of the Business Report
 - (ii) "Notes to Consolidated Financial Statements" of the Consolidated Financial Statements
 - (iii) "Notes to Non-consolidated Financial Statements" of the Non-consolidated Financial StatementsIn addition, these documents are included in the Business Report, the Consolidated Financial Statements and the Non-consolidated Financial Statements, which have been audited by Company Auditors to prepare the audit report and by Financial Auditor to prepare the accounting audit report.
- If revisions to the matters subject to measures for electronic provision arise, the details of the revisions will be posted on the Company's website and the TSE website.
- As a result of the Act Partially Amending the Companies Act (Act No. 70 of 2019), taking effect on September 1, 2022, the Company introduced the system for providing informational materials for the General Meeting of Shareholders in electronic format (*). This system is based on the principle that shareholders can access the Materials for the General Meeting of Shareholders through the Internet by accessing the Company's website or other websites. Shareholders who wish to continue to receive paper-based documents of the informational materials for the General Meeting of Shareholders must complete the procedures for requesting the delivery of paper-based documents in the prescribed manner by the record date of the shareholders' meeting.
 - (*) The materials for the General Meeting of Shareholders refers to the Reference Documents for the General Meeting of Shareholders, Business Report, Consolidated Financial Statements, Non-consolidated Financial Statements and audit report.
- Notwithstanding the aforementioned amendment to the law, for this Ordinary General Meeting of Shareholders, the Company will uniformly send paper-based documents of the informational materials for the Meeting as before.

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Information

Proposal No. 1: Appropriation of Surplus

The Company regards the return of profits to shareholders as one of management's top priorities, and has a basic policy of maintaining stable and continual dividends while taking into consideration factors such as consolidated business results and the financial position from a long-term perspective.

Based on this policy, the Company proposes to pay year-end dividends as follows:

(1) Type of dividend property

To be paid in cash.

(2) Allotment of dividend property and their aggregate amount

¥43 per common share of the Company

Total dividends: ¥973,238,049

As the Company has already paid an interim dividend of ¥43 per share, the annual dividend for the fiscal year will be ¥86 per share.

(3) Effective date of dividends of surplus

June 26, 2024

Proposal No. 2: Election of Nine (9) Members of the Board of Directors

At the conclusion of this meeting, the terms of office of all nine (9) Members of the Board of Directors will expire. Therefore, the Company proposes the election of nine Members of the Board of Directors.

The candidates for Member of the Board of Directors are as follows:

Candidate No.	Name		Current position and responsibility in the Company
1	Hidetaka Nakagita	<u>Reelection</u>	Representative Member of the Board of Directors, President & Chief Executive Officer
2	Shigehito Katsuki	<u>Reelection</u>	Representative Member of the Board of Directors, Senior Executive Vice President
3	Satoshi Tomie	<u>Reelection</u>	Member of the Board of Directors and Managing Executive Officer
4	Hirohiko Kyoho	<u>Reelection</u>	Member of the Board of Directors and Managing Executive Officer
5	Yasuaki Hori	<u>Reelection</u>	Member of the Board of Directors and Senior Executive Officer
6	Yasunori Arai	<u>Reelection</u>	Member of the Board of Directors and Senior Executive Officer
7	Seichi Hashimoto	<u>Reelection</u> <u>Outside</u> <u>Independent</u>	Outside Director
8	Masako Osuna	<u>Reelection</u> <u>Outside</u> <u>Independent</u>	Outside Director
9	Junko Ogushi	<u>Reelection</u> <u>Outside</u> <u>Independent</u>	Outside Director

Candidate			
No. 1	Hidetaka Nakagita (Date of birth: January 28, 1963)	Number of the Company's shares owned: Number of years in office as a Member of the Board of Directors: Attendance at Board of Directors meetings:	9,565 2 years 13/13 (100%)

Reelection

Career summary, and position and responsibility in the Company

Apr. 1987	Joined Nippon Telegraph and Telephone Corporation
July 2007	General Manager of Facilities Engineering Sector, Urban Building Design Department, Building Division, NTT FACILITIES, INC.
July 2012	General Manager of Business Planning Department, Building Division and General Manager of Facilities Engineering Sector, Urban Building Design Department, Building Division, NTT FACILITIES, INC.
July 2013	General Manager of Chugoku Branch, NTT FACILITIES, INC.
June 2015	Senior Vice President and General Manager of Tokai Branch, NTT FACILITIES, INC.
June 2019	Senior Vice President and Senior Executive Manager of Solutions Headquarters, NTT FACILITIES, INC.
Jan. 2020	Senior Vice President and Senior Executive Manager of Customer Solution Headquarters, NTT FACILITIES, INC.
June 2020	Executive Vice President and Senior Executive Manager of Customer Solution Headquarters, NTT FACILITIES, INC.
June 2022	Member of the Board of Directors, Senior Executive Vice President, General Manager of Tokyo Main Office, and General Manager of NTT Business Headquarters of Tokyo Main Office of the Company
June 2023	Representative Member of the Board of Directors, President & Chief Executive Officer (current position)

Significant concurrent positions outside the Company

None

Reasons for nomination as candidate for Member of the Board of Directors

Hidetaka Nakagita has extensive business experience and a wide range of insight as a manager, and is fulfilling his responsibilities as Representative Member of the Board of Directors, President & Chief Executive Officer by leading the management of the Company group through his excellent leadership. In view of his past achievements, the Company judges that he is suitable for the sustainable growth of the Company group and the enhancement of its corporate value over the medium to long term, and proposes that he continue to be elected as a Member of the Board of Directors.

Candidate			
No. 2	Shigehito Katsuki (Date of birth: January 11, 1960)	Number of the Company's shares owned: Number of years in office as a Member of the Board of Directors: Attendance at Board of Directors meetings:	20,485 5 years 13/13 (100%)

Reelection

Career summary, and position and responsibility in the Company

Apr. 1984	Joined Nippon Telegraph and Telephone Public Corporation
May 2005	General Manager of Investor Relations, Department IV, Nippon Telegraph and Telephone Corporation
Aug. 2007	General Manager of Strategic Technology Investment Department and General Manager of International Business Department, NTT FINANCE CORPORATION
July 2010	Executive Manager of Accounts & Finance Department, Nippon Telegraph and Telephone East Corporation
July 2013	Senior Vice President of Accounting & Finance Department, NTT Urban Development Corporation
June 2014	Member of the Board, Senior Vice President of Accounting & Finance Department, NTT Urban Development Corporation
June 2016	Member of the Board, Senior Vice President of Corporate Strategy and Planning Department, NTT Urban Development Corporation
June 2017	Member of the Board, Executive Vice President of Corporate Strategy and Planning Department, NTT Urban Development Corporation
June 2018	President & CEO, Premier REIT Advisors Co., Ltd.
Apr. 2019	Executive Director, Premier Investment Corporation
June 2019	Representative Member of the Board of Directors, Senior Executive Vice President of the Company
June 2021	Representative Member of the Board of Directors, Senior Executive Vice President, and General Manager of Management Headquarters of the Company
June 2022	Representative Member of the Board of Directors, Senior Executive Vice President of the Company (current position)

Significant concurrent positions outside the Company

None

Reasons for nomination as candidate for Member of the Board of Directors

Shigehito Katsuki has extensive experience and a wide range of insight, and is fulfilling his responsibilities as Representative Member of the Board of Directors and Senior Executive Vice President by leading the management of the Company group with his excellent business management skills. In view of his past achievements, the Company judges that he is suitable for the sustainable growth of the Company group and the enhancement of its corporate value over the medium to long term, and proposes that he continue to be elected as a Member of the Board of Directors.

Candidate	Satoshi Tomie		Number of the Company's shares owned:	20,790
No. 3	(Date of birth: August 27, 1959)		Number of years in office as a Member of the Board of Directors:	4 years
			Attendance at Board of Directors meetings:	13/13 (100%)

Reelection

Career summary, and position and responsibility in the Company

Apr. 1982	Joined the Company
June 2010	Senior Manager of Engineering Department 1, Engineering Division, NTT Business Headquarters, Tokyo Main Office of the Company
June 2013	General Manager of Engineering Division and Senior Manager of Engineering Department 1, NTT Business Headquarters, Tokyo Main Office of the Company
June 2014	Executive Officer and Deputy General Manager of Urban Facilities Headquarters, Tokyo Main Office of the Company
June 2017	Executive Officer, General Manager of Safety and Quality Management Headquarters, and Deputy General Manager of Urban Facilities Headquarters, Tokyo Main Office of the Company
Jan. 2018	Executive Officer and Hokkaido Branch Manager of the Company
June 2019	Senior Executive Officer and Hokkaido Branch Manager of the Company
June 2020	Member of the Board of Directors, Senior Executive Officer, and General Manager of Procurement Strategy Headquarters of the Company
June 2021	Member of the Board of Directors, Managing Executive Officer, General Manager of Procurement Strategy Headquarters, and General Manager of Engineering Administration Headquarters of the Company
June 2023	Member of the Board of Directors, Managing Executive Officer, and General Manager of the Tokyo Main Office of the Company (current position)

Significant concurrent positions outside the Company

None

Reasons for nomination as candidate for Member of the Board of Directors

Satoshi Tomie has extensive business experience and broad insight in areas such as design and engineering, and plays an important role as General Manager of the Tokyo Main Office. In view of his past achievements, the Company judges that he is suitable for the sustainable growth of the Company group and the enhancement of its corporate value over the medium to long term, and proposes that he continue to be elected as a Member of the Board of Directors.

Candidate	Hirohiko Kyoho		Number of the Company's shares owned:	23,226
No. 4	(Date of birth: March 7, 1962)		Number of years in office as a Member of the Board of Directors:	3 years
			Attendance at Board of Directors meetings:	13/13 (100%)

Reelection

Career summary, and position and responsibility in the Company

Apr. 1984	Joined the Company
July 2013	Senior Manager of Engineering Department 1, Engineering Division, NTT Business Headquarters, Tokyo Main Office of the Company
June 2014	General Manager of Engineering Division, NTT Business Headquarters, Tokyo Main Office of the Company
June 2016	Executive Officer and Hiroshima (currently Chugoku) Branch Manager of the Company
June 2017	Executive Officer, Chugoku Branch Manager, and Deputy General Manager of West Japan Business Promotion Headquarters of the Company
June 2019	Senior Executive Officer and General Manager of Sales Administration Headquarters of the Company
June 2020	Senior Executive Officer, General Manager of Sales Administration Headquarters, and Deputy General Manager of Urban Facilities Headquarters, Tokyo Main Office of the Company
June 2021	Member of the Board of Directors, Senior Executive Officer, General Manager of Sales Administration Headquarters, and Deputy General Manager of Urban Facilities Headquarters, Tokyo Main Office of the Company
June 2022	Member of the Board of Directors, Managing Executive Officer, General Manager of Sales Administration Headquarters, and General Manager of Urban Facilities Headquarters, Tokyo Main Office of the Company (current position)

Significant concurrent positions outside the Company

None

Reasons for nomination as candidate for Member of the Board of Directors

Hirohiko Kyoho has extensive business experience and broad insight into areas such as design, engineering and sales planning, and plays a vital role as the General Manager of the Sales Administration Headquarters. In view of his past achievements, the Company judges that he is suitable for the sustainable growth of the Company group and the enhancement of its corporate value over the medium to long term, and proposes that he continue to be elected as a Member of the Board of Directors.

Candidate	Yasuaki Hori		Number of the Company's shares owned:	11,367
No. 5	(Date of birth: October 17, 1967)		Number of years in office as a Member of the Board of Directors:	2 years
			Attendance at Board of Directors meetings:	13/13 (100%)

Reelection

Career summary, and position and responsibility in the Company

Apr. 1990	Joined Nippon Telegraph and Telephone Corporation
Oct. 2005	Senior Manager of Department V (Legal Affairs), Nippon Telegraph and Telephone Corporation
July 2009	General Manager of General Affairs Department (General Affairs and Secretarial Division), NTT Communications Corporation
July 2010	General Manager of Kaizen Office, Corporate Planning Department, NTT Communications Corporation
Oct. 2013	General Manager of Kaizen Office, Process & Knowledge Management Department and General Manager of Corporate Planning Department, NTT Communications Corporation
July 2016	General Manager of Planning Division, Solution Services Department, NTT Communications Corporation
July 2020	Senior Executive Officer and Deputy General Manager of Management Headquarters of the Company
June 2021	Senior Executive Officer, Deputy General Manager of Management Headquarters and General Manager of ESG Promotion Office of the Company
June 2022	Member of the Board of Directors, Senior Executive Officer, General Manager of Management Headquarters and General Manager of ESG Promotion Office of the Company
June 2023	Member of the Board of Directors, Senior Executive Officer, General Manager of Management Headquarters, Senior Manager of Planning Department and General Manager of ESG Promotion Office of the Company (current position)

Significant concurrent positions outside the Company

None

Reasons for nomination as candidate for Member of the Board of Directors

Yasuaki Hori has extensive business experience and broad insight in areas such as legal affairs and corporate planning, and plays an important role as General Manager of Management Headquarters. In view of his past achievements, the Company judges that he is suitable for the sustainable growth of the Company group and the enhancement of its corporate value over the medium to long term, and proposes that he continue to be elected as a Member of the Board of Directors.

Candidate	Yasunori Arai		Number of the Company's shares owned:	13,791
No. 6	(Date of birth: September 26, 1964)		Number of years in office as a Member of the Board of Directors:	1 year
			Attendance at Board of Directors meetings:	10/10 (100%)

Reelection

Career summary, and position and responsibility in the Company

Apr. 1989	Joined the Company
July 2011	Senior Manager of Engineering Department 1, Engineering Division, Urban Facilities Headquarters, Tokyo Main Office of the Company
June 2014	General Manager of Engineering Department, Engineering Division, Urban Facilities Headquarters, Tokyo Main Office of the Company
June 2017	Executive Officer, General Manager of Engineering Division, Urban Facilities Headquarters, Tokyo Main Office of the Company
July 2017	Executive Officer, General Manager of Engineering Division, and Senior Manager of Engineering Support Department, Urban Facilities Headquarters, Tokyo Main Office of the Company
June 2019	Senior Executive Officer, Deputy General Manager of Engineering Administration Headquarters, General Manager of Engineering Division, and Senior Manager of Engineering Support Department, Urban Facilities Headquarters, Tokyo Main Office of the Company
June 2020	Senior Executive Officer, General Manager of Engineering Administration Headquarters of the Company
June 2021	Senior Executive Officer, General Manager of West Japan Business Promotion Headquarters and Kansai Branch Manager of the Company
June 2023	Member of the Board of Directors, Senior Executive Officer, General Manager of Engineering Administration Headquarters of the Company (current position)

Significant concurrent positions outside the Company

None

Reasons for nomination as candidate for Member of the Board of Directors

Yasunori Arai has extensive business experience and broad insight into areas such as design and engineering, and plays a vital role as the General Manager of the Engineering Administration Headquarters. The Company judges that he is suitable for the sustainable growth of the Company group and the enhancement of its corporate value over the medium to long term, and proposes that he continue to be elected as a Member of the Board of Directors.

Candidate			
No. 7	Seiichi Hashimoto (Date of birth: May 6, 1954)	Number of the Company's shares owned:	0
		Number of years in office as an Outside Director:	7 years
		Attendance at Board of Directors meetings:	13/13 (100%)

☐ Reelection	☒ Outside	☐ Independent
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Career summary, and position and responsibility in the Company

Apr. 1978	Joined Kirin Brewery Company, Limited
Jan. 1999	Head of Product Development Institute, Marketing Department, Kirin Brewery Company, Limited
Mar. 2006	General Manager of Nishi-Nihon Off-Premise Sales Department, Kirin Brewery Company, Limited
Mar. 2008	President, Kirin Yakult NextStage Co., Ltd.
Mar. 2009	Executive Officer and General Manager of Planning Department, Kirin Brewery Company, Limited
Mar. 2010	Director and General Manager of Planning Department, Kirin Brewery Company, Limited
Mar. 2011	Managing Director and General Manager of Planning Department, Kirin Brewery Company, Limited
Mar. 2012	Managing Director, Kirin Holdings Company, Limited
Mar. 2013	Managing Director and General Manager of CSV Division, Kirin Company, Limited
Mar. 2014	Managing Director, General Manager of CSV Division, and CMO, Kirin Company, Limited
Mar. 2015	Senior Executive Officer, Kirin Holdings Company, Limited, and Director, Senior Executive Officer, General Manager of CSV Division, and CMO, Kirin Company, Limited
June 2017	Outside Director of the Company (current position)

Significant concurrent positions outside the Company

None

Reasons for nomination as candidate for Outside Director and outline of expected roles

Seiichi Hashimoto has provided appropriate advice and recommendations in important management decisions of the Company by utilizing his extensive experience and broad insight as a manager. In view of his past achievements, the Company expects him to provide useful advice and recommendations on the Company's business strategies, etc., and therefore proposes that he continue to be elected as an Outside Director.

Candidate			
No. 8	Masako Osuna (Date of birth: March 1, 1956)	Number of the Company's shares owned:	0
		Number of years in office as an Outside Director:	5 years
		Attendance at Board of Directors meetings:	13/13 (100%)

☐ Reelection	☒ Outside	☐ Independent
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Career summary, and position and responsibility in the Company

Apr. 1979	Joined special corporation Japan External Trade Organization (currently Incorporated administrative agency Japan External Trade Organization (JETRO))
June 2000	Deputy Managing Director, JETRO Singapore
Apr. 2009	Director-General, International Exchange and Training Department, Institute of Developing Economies (IDE-JETRO)
Mar. 2011	Director-General, JETRO Seoul
Feb. 2014	Professor of Management Systems Department, College of Informatics and Human Communication, Kanazawa Institute of Technology
June 2015	Outside Director (Audit and Supervisory Committee Member), The Hokkoku Bank, Ltd.
Apr. 2017	Professor, Office of Industry-University Collaboration, Organization for Research Support, Kanazawa Institute of Technology (current position)
June 2019	Outside Director of the Company (current position)
June 2020	Outside Auditor, C.I. TAKIRON Corporation (current position; scheduled to retire in June 2024)
June 2022	Outside Director (Audit and Supervisory Committee Member) of EIZO Corporation (current position)

Significant concurrent positions outside the Company

Professor, Kanazawa Institute of Technology

Outside Auditor, C.I. TAKIRON Corporation

Outside Director (Audit and Supervisory Committee Member) of EIZO Corporation

Reasons for nomination as candidate for Outside Director and outline of expected roles

Masako Osuna has worked for the Japan External Trade Organization (JETRO) for many years and is currently active in a wide range of fields, including serving as a professor in the Office of Industry-University Collaboration at Kanazawa Institute of Technology and as an outside director of a listed company. She has provided appropriate advice and recommendations in important management decisions of the Company based on her extensive experience and broad insight. In view of her past achievements, the Company expects her to provide useful advice and recommendations on the Company's human resources strategy and ESG initiatives, etc., and therefore proposes that she continue to be elected as an Outside Director. Although she has never been directly involved in the management of a company except as an Outside Director, the Company believes that she can appropriately fulfill her duties as an Outside Director for the above reasons.

Candidate			
No. 9	Junko Ogushi (Date of birth: August 23, 1960)	Number of the Company's shares owned:	0
		Number of years in office as an Outside Director:	3 years
		Attendance at Board of Directors meetings:	13/13 (100%)

Reelection	Outside	Independent
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Career summary, and position and responsibility in the Company

Apr. 1998	Registered as an attorney at law
Apr. 1998	Joined Hibiya Kyodo Law Office
Jan. 2000	Joined Atsumi & Usui (currently Atsumi & Sakai)
Jan. 2003	Partner, Atsumi & Sakai
Jan. 2006	Senior Partner, Atsumi & Sakai (current position)
Oct. 2006	Secretary, Legislative Council of the Ministry of Justice
Dec. 2017	Admitted to the State Bar of California
Oct. 2020	Auditor, Tokyo Metropolitan Industrial Technology Research Institute (current position)
June 2021	Outside Director of the Company (current position)
Oct. 2022	Outside Auditor of SUDACHI Small-amount Short-term Insurance Co., Ltd. (currently Aflac Small-amount Short-term Insurance Co., Ltd.) (current position)
June 2023	Outside Director (Audit Committee member) of Mitsubishi Motors Corporation (current position)

Significant concurrent positions outside the Company

Attorney at law, Atsumi & Sakai

Auditor, Tokyo Metropolitan Industrial Technology Research Institute

Outside Auditor of Aflac Small-amount Short-term Insurance Co., Ltd.

Outside Director (Audit Committee member) of Mitsubishi Motors Corporation

Reasons for nomination as candidate for Outside Director and outline of expected roles

Junko Ogushi has provided appropriate advice and recommendations in important management decisions of the Company based on her professional knowledge and her experience as a lawyer with extensive legal knowledge. In view of her past achievements, the Company expects her to provide suitable advice and recommendations on the Company's governance and other issues, and therefore proposes that she continue to be elected as an Outside Director. Although she has never been directly involved in the management of a company except as an Outside Director, the Company believes that she can appropriately fulfill her duties as an Outside Director for the above reasons.

- Notes: 1. There is no special interest between any of the candidates and the Company.
2. Seiichi Hashimoto, Masako Osuna and Junko Ogushi are candidates for Outside Director.
3. Number of years in office since candidates for Outside Director assumed their office as Outside Director of the Company:
- At the conclusion of this annual General Meeting of Shareholders, candidate for Outside Director Seiichi Hashimoto's tenure as Outside Director of the Company will have been seven years.
- At the conclusion of this annual General Meeting of Shareholders, candidate for Outside Director Masako Osuna's tenure as Outside Director of the Company will have been five years.
- At the conclusion of this annual General Meeting of Shareholders, candidate for Outside Director Junko Ogushi's tenure as Outside Director of the Company will have been three years.
4. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into agreements with Seiichi Hashimoto, Masako Osuna and Junko Ogushi, who are candidates for Outside Director, to limit their liability for damages under Article 423, paragraph (1) of the same Act. The maximum amount of liability for damages under this agreement is the minimum liability amount provided for under laws and regulations, and the Company plans to continue this agreement if they are reelected.

5. The Company has entered into a directors and officers liability insurance policy with an insurance company under Article 430-3, paragraph (1) of the Companies Act to cover the litigation expenses and compensation for damages incurred by the insured, including the Company's Member of the Board of Directors, in lawsuits on behalf of shareholders, claims for damages by third parties, and lawsuits by the Company. If each candidate is elected and assumes office as a Member of the Board of Directors, they will be insured under the insurance policy. The Company plans to renew the insurance policy with the same contents at the next renewal.
6. The Company has submitted notification to the Tokyo Stock Exchange that Seiichi Hashimoto, Masako Osuna and Junko Ogushi, candidates for Outside Director, have been designated as independent officers. If they are reelected, the Company plans to continue to submit notification that they have been designated as independent officers.
7. Number of the Company's shares owned includes the number of shares owned in the name of the Directors Shareholding Association.
8. In January 2020, while Masako Osuna was serving as an Outside Director (Audit and Supervisory Committee Member) of The Hokkoku Bank, Ltd., an embezzlement case by a former employee of the bank came to light. She had not been aware of this fact prior to the incident, and has been making recommendations from the perspective of legal compliance at meetings of the Board of Directors, etc. After the fact was revealed, she made proposals to strengthen the internal control system and ensure compliance to prevent recurrence.

Reference: The Company expects each Member of the Board of Directors to have the following skills.

Name	Corporate Management and Business Strategy	Technology and IT	Sales and Marketing	HR	Financial Affairs	Risk Management	Global Experience	Sustainability and ESG
Hidetaka Nakagita	●	●	●	●	●			●
Shigehito Katsuki	●	●		●	●	●	●	●
Satoshi Tomie		●		●		●		●
Hirohiko Kyoho		●	●					●
Yasuaki Hori	●	●				●	●	●
Yasunori Arai		●				●		●
Seiichi Hashimoto	●		●			●		●
Masako Osuna	●			●		●	●	●
Junko Ogushi					●	●	●	●

Note: The above list is not intended to represent all the experience and knowledge possessed by each Member of the Board of Directors.

Reference: Independence Criteria for Outside Officers

- 1 A major business partner of the Company*1 or an executive thereof (executive director or executive officer)
- 2 An entity whose major business partner is the Company*2 or an executive thereof (executive director or executive officer)
- 3 A major lender to the Company*3 or an executive thereof (executive director or executive officer)
- 4 The company's lead managing underwriter or an executive thereof*4 (executive director or executive officer)
- 5 A certified public accountant belonging to the Company's auditing firm*5
- 6 An attorney belonging to a law firm under contract with the Company*6
- 7 A consultant or an executive thereof (partners or employees) who has received more than ¥10 million per year in cash or other assets from the Company in any of the past three fiscal years
- 8 A major shareholder of the Company*7 or an executive thereof (executive director or executive officer)
- 9 An entity who has received donations from the Company of ¥10 million or more per year or an amount equal to 1% or more of the total income of the recipient in any of the past three fiscal years (if the recipient is a corporation, partnership, or other organization, this refers to the executives of such organization)
- 10 Relatives within the second degree of kinship of any of the following:
 - Those listed in 1 to 9 above
 - Director or executive officer of a subsidiary of the Company

- *1 A major business partner of the Company means an entity whose value of orders placed with the Company is 2% or more of the Company's consolidated net sales in any of the last three fiscal years.
- *2 An entity whose major business partner is the Company means one whose value of orders placed from the Company is 2% or more of the consolidated net sales of said entity in any of the last three fiscal years.
- *3 A major lender to the Company means a lender whose outstanding loans to the Company in any of the last three fiscal years are 2% or more of the Company's consolidated net assets at the end of the fiscal year.
- *4 A member of the Company's lead managing underwriter firm during the past three years.
- *5 An auditor who has been a member of the Company's auditing firm during the past five years.
- *6 An attorney belonging to a law firm under contract with the Company during the past five years.
- *7 A major shareholder of the Company means one that directly or indirectly holds 5% or more of the voting rights of the Company as of the end of the most recent fiscal year.

Proposal No. 3: Election of Two (2) Company Auditors

At the conclusion of this meeting, the terms of office of Company Auditors Hiroshi Abe and Hirotaka Tadakoshi will expire. Therefore, the Company proposes the election of two (2) Company Auditors.

In addition, the consent of the Board of Company Auditors has been obtained for this proposal.

The candidates for Company Auditor are as follows:

	Name	Current position in the Company
1	Hiroshi Abe Reelection	Full-time Company Auditor
2	Hirotaka Sato New election Outside Independent	—

Candidate No. 1	Hiroshi Abe (Date of birth: October 16, 1961) Number of the Company's shares owned: 5,877 Number of years in office as a Company Auditor: 1 year Attendance at Board of Corporate Auditor meetings: 10/10 (100%)																	
Reelection Career summary and position in the Company <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 20%;">July 1990</td> <td>Joined the Company</td> </tr> <tr> <td>June 2009</td> <td>Senior Manager of Finance Department</td> </tr> <tr> <td>July 2013</td> <td>Senior Manager of General Affairs Department, Nagoya Branch (currently Tokai Branch)</td> </tr> <tr> <td>July 2016</td> <td>Senior Manager of Human Resources Team, General Affairs Department, Management Headquarters</td> </tr> <tr> <td>June 2017</td> <td>Senior Manager of Human Resources Team, General Affairs Department, Management Headquarters and Senior Manager of General Affairs Department, Tokyo Headquarters</td> </tr> <tr> <td>July 2018</td> <td>Senior Manager responsible for Management Headquarters</td> </tr> <tr> <td>July 2020</td> <td>Senior Manager of General Affairs Department, Kansai Branch</td> </tr> <tr> <td>June 2023</td> <td>Full-time Company Auditor (current position)</td> </tr> </table> Significant concurrent positions outside the Company None Reasons for nomination as candidate for Company Auditor Hiroshi Abe has experience in areas such as general affairs, human resources, and finance accumulated over many years working at the Company and the Company proposes that he continue to be elected as a Company Auditor so that his experience and wisdom may be utilized in the auditing system of the Company.			July 1990	Joined the Company	June 2009	Senior Manager of Finance Department	July 2013	Senior Manager of General Affairs Department, Nagoya Branch (currently Tokai Branch)	July 2016	Senior Manager of Human Resources Team, General Affairs Department, Management Headquarters	June 2017	Senior Manager of Human Resources Team, General Affairs Department, Management Headquarters and Senior Manager of General Affairs Department, Tokyo Headquarters	July 2018	Senior Manager responsible for Management Headquarters	July 2020	Senior Manager of General Affairs Department, Kansai Branch	June 2023	Full-time Company Auditor (current position)
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July 2018	Senior Manager responsible for Management Headquarters																	
July 2020	Senior Manager of General Affairs Department, Kansai Branch																	
June 2023	Full-time Company Auditor (current position)																	

Candidate No. 2	Hirotaka Sato (Date of birth: November 18, 1958)		Number of the Company's shares owned: 0																
New election Outside Independent Career summary and position in the Company <table border="0"> <tr> <td style="vertical-align: top;">Apr. 1982</td> <td>Joined Nippon Telegraph and Telephone Public Corporation</td> </tr> <tr> <td style="vertical-align: top;">June 2005</td> <td>Senior Manager of Accounts and Finance Department, NTT DOCOMO, INC.</td> </tr> <tr> <td style="vertical-align: top;">July 2008</td> <td>General Manager of Finance and Accounting Department, Nippon Telegraph and Telephone Corporation</td> </tr> <tr> <td style="vertical-align: top;">June 2011</td> <td>Senior Vice President and General Manager of Corporate Marketing Department I, NTT DOCOMO, INC.</td> </tr> <tr> <td style="vertical-align: top;">June 2012</td> <td>Member of the Board of Directors, Senior Vice President and General Manager of Accounts and Finance Department</td> </tr> <tr> <td style="vertical-align: top;">June 2014</td> <td>Member of the Board of Directors, Executive Vice President and General Manager of Accounts and Finance Department Responsible for Finance and Business Alliance</td> </tr> <tr> <td style="vertical-align: top;">June 2018</td> <td>Representative Director and President, Senior Executive Manager, Marketing & Sales Promotion Headquarters, Kyoritsu Construction Co., Ltd.</td> </tr> <tr> <td style="vertical-align: top;">June 2019</td> <td>Representative Director and President (current position)</td> </tr> </table> Significant concurrent positions outside the Company Representative Director and President, Kyoritsu Construction Co., Ltd. Reasons for nomination as candidate for Outside Company Auditor Hirotaka Sato has extensive experience as a manager and broad insight into management, and the Company proposes his election as an Outside Company Auditor so that his experience and wisdom may be utilized in the auditing system of the Company. Although the Company has transactions regarding construction with Kyoritsu Construction Co., Ltd. where he serves as Representative Director and President, the amount of transactions in each of the past three fiscal years has been negligible and accounted for 0.1% (rounded to the first decimal place) of the Company's consolidated net sales in the most recent fiscal year. In view of this and factors, the Company judges that he has independence as an Outside Company Auditor.				Apr. 1982	Joined Nippon Telegraph and Telephone Public Corporation	June 2005	Senior Manager of Accounts and Finance Department, NTT DOCOMO, INC.	July 2008	General Manager of Finance and Accounting Department, Nippon Telegraph and Telephone Corporation	June 2011	Senior Vice President and General Manager of Corporate Marketing Department I, NTT DOCOMO, INC.	June 2012	Member of the Board of Directors, Senior Vice President and General Manager of Accounts and Finance Department	June 2014	Member of the Board of Directors, Executive Vice President and General Manager of Accounts and Finance Department Responsible for Finance and Business Alliance	June 2018	Representative Director and President, Senior Executive Manager, Marketing & Sales Promotion Headquarters, Kyoritsu Construction Co., Ltd.	June 2019	Representative Director and President (current position)
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- Notes:
1. There is no special interest between Hiroshi Abe and the Company.
 2. Hirotaka Sato is a new candidate.
 3. Hirotaka Sato is a candidate for Outside Company Auditor.
 4. If the election of Hirotaka Sato, a candidate for Outside Company Auditor, is approved, the Company will enter into an agreement with him to limit his liability for damages under Article 423, paragraph (1) of the Companies Act in accordance with Article 427, paragraph (1) of the same Act. The maximum amount of liability for damages under this agreement is the amount provided for under laws and regulations.
 5. The Company has entered into a directors and officers liability insurance policy with an insurance company under Article 430-3, paragraph (1) of the Companies Act to cover the litigation expenses and compensation for damages incurred by the insured, including the Company's Auditors, in lawsuits on behalf of shareholders, claims for damages by third parties, and lawsuits by the Company. If both Hiroshi Abe and Hirotaka Sato are elected and assume office as Company Auditors, they will be insured under the insurance policy. The Company plans to renew the insurance policy with the same contents at the next renewal.
 6. Hirotaka Sato, a candidate for Outside Company Auditor, satisfies the requirements for an independent officer as provided for by the Tokyo Stock Exchange, and the Company plans to submit notification that he has been designated as an independent officer.
 7. Number of the Company's shares owned includes the number of shares owned in the name of the Directors Shareholding Association.