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Securities Code: 2933

June 6, 2024

Start date of providing information in electronic format: May 29, 2024

To our shareholders:

Hiroshi Tsutsumi
Representative Director and President
Kibun Foods Inc.
(Location of Head Office)
5-15-1 Ginza, Chuo-ku, Tokyo, Japan
(Registered Office)
2-1-7 Kaigan, Minato-ku, Tokyo, Japan

Notice of the 86th Annual General Meeting of Shareholders

We are pleased to inform you that the 86th Annual General Meeting of Shareholders of Kibun Foods Inc. (“the Company”) will be held as described below.

In convening this Meeting, the Company has taken measures for providing information that constitutes the content of Reference Documents for the General Meeting of Shareholders, etc. (matters for which measures for providing information in electronic format are to be taken) in electronic format, and has posted the information on each of the following websites. Please access either of the websites to view the information.

The Company’s website: <https://www.kibun.co.jp/> (in Japanese)

(From the above website, select “Investor Relations,” and then “General Meeting of Shareholders Materials.”)

Website for posted informational materials for the general meeting of shareholders:

<https://d.sokai.jp/2933/teiji/> (in Japanese)

TSE website (Listed Company Search):

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

(Access the TSE website by using the internet address shown above, enter “Kibun Foods” in “Issue name (company name)” or the Company’s securities code “2933” in “Code,” and click “Search.” Then, click “Basic information” and select “Documents for public inspection/PR information.” Under “Filed information available for public inspection,” click “Click here for access” under “[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].”)

Persons who do not attend may exercise their voting rights via the Internet, etc. or in writing (by mail). Please examine the following Reference Documents for the General Meeting of Shareholders before exercising your voting rights by 6:00 p.m. on Monday, June 24, 2024.

1. Date and Time: Tuesday, June 25, 2024, at 10:00 a.m. (Reception opens at 9:00 a.m.)

2. Venue: New Pier Hall, 1F, New Pier Takeshiba North Tower
1-11-1 Kaigan, Minato-ku, Tokyo, Japan
(Refer to the venue map at the end of the Japanese original.)

3. Meeting Agenda:

Matters to be reported:

1. The Business Report and Consolidated Financial Statements for the Company's 86th Fiscal Year (from April 1, 2023 to March 31, 2024) and results of audits by the Financial Auditor and the Audit and Supervisory Committee of the Consolidated Financial Statements
2. Non-Consolidated Financial Statement Report for the Company's 86th Fiscal Year (from April 1, 2023 to March 31, 2024)

Proposals to be resolved:

Proposal No. 1 Appropriation of Surplus

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

Proposal No. 3 Election of One Director Who Is an Audit and Supervisory Committee Member

4. Information on Exercising Voting Rights

Please see "Information on Exercising of Voting Rights" on p. 4. (available in Japanese only)

5. Matters to be decided at the convocation of the meeting

1. If you exercise your voting rights in writing (by mail) and do not indicate your approval or disapproval of any of the proposals in the Voting Rights Exercise Form, we will treat it as if you have indicated your approval.
2. If you exercise your voting rights more than once via the Internet, etc., the last exercise of voting rights shall be treated as the valid exercise of voting rights.
3. If you wish to exercise your voting rights both via the Internet, etc. and in writing (by mail), the vote cast via the Internet, etc. will be deemed valid, regardless of the date and time of arrival.
4. If you exercise your voting rights by proxy, one other shareholder with voting rights may attend the meeting as your proxy. However, please note that you will be required to submit a document certifying your proxy's power of attorney.
5. If you wish to diversely exercise your voting rights, please notify Mizuho Trust & Banking Co., Ltd. in writing or by electromagnetic means of your intention to exercise your voting rights in a non-uniform manner and the reason(s) thereof at least three days prior to the date of the General Meeting of Shareholders.

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- Ⓢ If attending the meeting in person, please submit the enclosed Voting Rights Exercise Form at the venue reception desk.
- Ⓢ If revisions to the matters subject to measures for electronic provision arise, a notice of the revisions and the details of the matters before and after the revisions will be posted on the aforementioned websites.
- Ⓢ Paper-based documents stating Electronic Provision Measures Matters are sent to shareholders who have requested the delivery of paper-based documents, however those documents do not include the following matters in accordance with the provisions of laws and regulations and Article 14, paragraph (2) of the Company's Articles of Incorporation.
- (1) "System for ensuring the appropriateness of business, and operational status of the system" in the Business Report
 - (2) "Consolidated Statements of Changes in Equity" and "Notes to Consolidated Financial Statements" in the Consolidated Financial Statements

(3) “Non-consolidated Statements of Changes in Equity” and “Notes to Non-consolidated Financial Statements” in 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 documents audited by the financial auditor in preparing the Financial Audit Report and by the Audit and Supervisory Committee in preparing its Audit Report.

© **No gifts or product sampling sessions will be available at this Meeting.** We request your understanding in this matter.

Reference Documents for the General Meeting of Shareholders

Proposal No. 1 Appropriation of Surplus

The Company considers the return of profit to shareholders as a key issue for management. While securing internal reserves necessary for future business development and for the strengthening of financial position, the Company wishes to continue paying stable dividends, with comprehensive consideration of its business performance and future outlook. The Company has given consideration to the business performance of the fiscal year and future business development, and proposes to pay year-end dividends as follows:

(1) Type of dividend property

To be paid in cash.

(2) Allotment of dividend property and the aggregate amount

The Company proposes to pay a dividend of ¥17 per common share of the Company.

The total amount of the dividend will be ¥388,105,240.

(3) Effective date of dividends of surplus

The effective date of the dividend will be Wednesday, June 26, 2024.

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

The terms of office of all seven Directors (excluding Directors who are Audit and Supervisory Committee Members; the same applies hereinafter within this proposal) will expire at the conclusion of this Meeting. Therefore, the Company proposes the election of eight Directors, increasing the number of Directors by one to further strengthen the group management system.

Decisions on the nomination of candidates for Director have been made after receiving the report of the Nominating and Compensation Committee. These decisions have been based not only on a comprehensive assessment and judgment of factors such as business experience, knowledge, and expertise both inside and outside the Company, but also upon consideration of the balance and diversity required of the Board of Directors as a whole, in order to ensure effectiveness and meaningful discussions. The Company's Audit and Supervisory Committee has judged that all candidates under this proposal are suitable for Director.

The candidates for Director are as follows:

Candidate No.	Name	Gender	Current position in the Company	Category of the candidate	Attendance at Board of Directors meetings
1	Masayuki Ochiai	Male	Director and Chairman, Chairman of the Board of Directors	Reelection Internal	100% (17/17)
2	Hiroshi Tsutsumi	Male	Representative Director and President, Executive President, General Manager of Marketing Division	Reelection Internal	100% (17/17)
3	Wataru Yuge	Male	Director and Vice President, Executive Vice President, General Manager of International Operations Division	Reelection Internal	100% (17/17)
4	Hiroshi Kunimatsu	Male	Director and Managing Executive Officer, General Manager of Sales Division	Reelection Internal	82.4% (14/17)
5	Masaru Ueno	Male	Director and Managing Executive Officer, General Manager of Group Management Division	Reelection Internal	100% (17/17)
6	Yuji Iijima	Male	President of Nishi Nihon Kibun Foods Inc.	New election Internal	–
7	Fumio Inagawa	Male	Outside Director	Reelection Outside Independent	94.1% (16/17)
8	Itaru Kawada	Male	–	New election Outside	–

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Masayuki Ochiai (July 5, 1951) Reelection Internal Attendance at Board of Directors meetings 100% (17/17)	<p>Apr. 1976 Joined Mitsukoshi Ltd. (currently Isetan Mitsukoshi Holdings Ltd.)</p> <p>Nov. 1982 Joined the Company</p> <p>Feb. 1983 Representative President of International Computer Systems Inc. (currently Kibun Fresh System Inc.)</p> <p>June 1997 Director of the Company</p> <p>Sept. 1997 Representative President of Kibun Hon-ten Inc.</p> <p>June 2003 Retired from Director of the Company</p> <p>June 2009 Representative Chairman of Kibun Hon-ten Inc.</p> <p>June 2012 Audit & Supervisory Board Member of the Company</p> <p>June 2017 Director and Counselor</p> <p>June 2018 Director, Vice Chairman Officer</p> <p>June 2019 Director and Vice Chairman</p> <p>Apr. 2023 Representative Director of Kibun Scholarship Foundation (currently Kibun Foundation of Scholarship) (current position)</p> <p>June 2023 Director and Chairman, Chairman of the Board of Directors (current position)</p>	589,035
<p>[Reasons for nomination]</p> <p>Mr. Masayuki Ochiai is responsible for supervising the management as Director and Chairman and Chairman of the Board of Directors, and is engaged in strengthening governance, which is fundamental the Group's growth. The Company requests his reelection as a Director in view of his high-level insight regarding all aspects of management, which is based on his abundant operational experience in the Group and his Global insight.</p>			
2	Hiroshi Tsutsumi (July 12, 1956) Reelection Internal Attendance at Board of Directors meetings 100% (17/17)	<p>Apr. 1980 Joined the Company</p> <p>Feb. 2005 General Manager of Product Development Department, Sales Division</p> <p>Sept. 2006 Deputy General Manager of General Affairs Division</p> <p>June 2007 Director, General Manager of General Affairs Division</p> <p>June 2010 Managing Director, General Manager of Marketing Division</p> <p>Apr. 2011 Managing Director, General Manager of Secretarial Division, and Human Resources and General Affairs Division</p> <p>June 2011 Director and Managing Executive Officer, General Manager of Secretarial Division, and Human Resources and General Affairs Division</p> <p>June 2016 Director and Senior Managing Executive Officer, General Manager of Secretarial Division</p> <p>Dec. 2017 Representative Director and President, General Manager of Group Management Division II</p> <p>Apr. 2019 Representative Director and President, Chief Operating Officer (COO)</p> <p>June 2023 Representative Director and President</p> <p>Apr. 2024 Representative Director and President, Executive President, General Manager of Marketing Division (current position)</p>	44,290
<p>[Reasons for nomination]</p> <p>Mr. Hiroshi Tsutsumi strongly promotes management aimed at achieving sustainable growth for the Group as Representative Director and President and Executive President. The Company requests his reelection as a Director as he is a suitable person to achieve sustainable growth and enhancement of the Group's corporate value, based on his achievements since assuming office as Director and his high-level insight regarding all aspects of management.</p>			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
3	<p data-bbox="347 607 523 667">Wataru Yuge (January 1, 1956)</p> <p data-bbox="384 703 486 763">Reelection Internal</p> <p data-bbox="320 799 550 891">Attendance at Board of Directors meetings 100% (17/17)</p>	<p data-bbox="612 264 975 293">Apr. 1980 Joined the Company</p> <p data-bbox="612 300 1233 360">July 2002 General Manager of Tokyo Factory, Production Division</p> <p data-bbox="612 367 1193 396">June 2009 General Manager of Development Division</p> <p data-bbox="612 403 1233 463">June 2010 Director and General Manager of Development Division</p> <p data-bbox="612 470 1161 530">June 2011 Director and Executive Officer, General Manager of Development Division</p> <p data-bbox="612 537 1233 620">Apr. 2012 Director and Executive Officer, General Manager of Technology Development Division, and Product Development Division</p> <p data-bbox="612 627 1182 777">Apr. 2016 Director and Managing Executive Officer, General Manager of Production Division, Product and Technology Development Division, and Research and Development Division</p> <p data-bbox="612 784 1177 947">June 2016 Director and Senior Managing Executive Officer, General Manager of Production Division, Product and Technology Development Division, and Research and Development Division</p> <p data-bbox="612 954 1225 1037">Dec. 2017 Director and Vice President, General Manager of Production Division, and Product and Technology Development Division</p> <p data-bbox="612 1043 1201 1126">June 2019 Director and Vice President, Executive Vice President, General Manager of Production Division</p> <p data-bbox="612 1133 1201 1234">Apr. 2022 Director and Vice President, Executive Vice President, General Manager of International Operations Division (current position)</p>	32,850
<p data-bbox="277 1247 528 1276">[Reasons for nomination]</p> <p data-bbox="277 1283 1437 1426">Mr. Wataru Yuge is responsible for the management of the Company as Director and Vice President and Executive Vice President. He oversees the international division and promotes initiatives for sales expansion and reinforcement of production capacity in international markets. The Company requests his reelection as a Director as he is a suitable person to achieve the enhancement of the Group's corporate value, based on his achievements since assuming office as Director and his abundant experience in the areas of international affairs, production, and research and development.</p>			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
4	<p>Hiroshi Kunimatsu (February 26, 1962)</p> <p>Reelection Internal</p> <p>Attendance at Board of Directors meetings 82.4% (14/17)</p>	<p>Apr. 1984 Joined Joushinetsu Kibun Inc. (currently Kibun Foods Inc.)</p> <p>Apr. 2010 General Manager of Eastern Sales Administration Department, Eastern Business Division of the Company</p> <p>Apr. 2014 General Manager of Integrated Wide-Area Branch I, Integrated Wide-Area Sales Administration Division</p> <p>Feb. 2017 Deputy General Manager of Sales Division</p> <p>Aug. 2017 Executive Officer, General Manager of Sales Division</p> <p>June 2018 Managing Executive Officer, General Manager of Sales Division</p> <p>June 2019 Director and Managing Executive Officer, General Manager of Sales Division (current position)</p>	5,800
		<p>[Reasons for nomination]</p> <p>Mr. Hiroshi Kunimatsu is responsible for the management of the Company as Director and Managing Executive Officer. He oversees the sales division and promotes the expansion of sales and the improvement of profitability, displaying outstanding management skills. The Company requests his reelection as a Director as he is a suitable person to achieve sustainable growth and enhancement of the Group's corporate value through the achievement of strategy in departments in his charge, based on his achievements since assuming office as Director and his abundant experience in the food industry.</p>	
5	<p>Masaru Ueno (August 6, 1962)</p> <p>Reelection Internal</p> <p>Attendance at Board of Directors meetings 100% (17/17)</p>	<p>Apr. 1986 Joined Kibun Belle Sante Foods Inc.</p> <p>Sept. 1997 Moved to Kibun Hon-ten Inc.</p> <p>June 2008 Director, General Manager of Administration Division, and Sales Planning Division of Kibun Hon-ten Inc.</p> <p>Oct. 2012 Joined the Company</p> <p>June 2015 Executive Officer, Deputy General Manager of Group Planning Division</p> <p>June 2018 Managing Executive Officer, General Manager of Corporate Management Division</p> <p>Apr. 2022 Managing Executive Officer, General Manager of Group Management Division</p> <p>June 2022 Director and Managing Executive Officer, General Manager of Group Management Division (current position)</p>	16,900
		<p>[Reasons for nomination]</p> <p>Mr. Masaru Ueno is responsible for the management of the Company as Director and Managing Executive Officer. He oversees the management-planning, accounting and secretarial departments, and promotes the Group's management administration and management planning, displaying outstanding management skills. The Company requests his reelection as a Director as he is a suitable person to achieve sustainable growth and enhancement of the Group's corporate value, based on his achievements since assuming office as Director and his abundant experience at group companies.</p>	

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
6	<p>Yuji Iijima (December 30, 1960)</p> <p>New Election Internal</p> <p>Attendance at Board of Directors meetings –</p>	<p>Aug. 1988 Joined the Company</p> <p>Apr. 2009 General Manager of Integrated Wide-Area Sales Administration Division</p> <p>Apr. 2011 Executive Officer, General Manager of Integrated Wide-Area Business Division</p> <p>Aug. 2017 Executive Officer, General Manager of Tokyo Branch, Sales Division</p> <p>July 2018 Executive Officer, Deputy General Manager of Sales Division and General Manager of Sales Planning Department</p> <p>Apr. 2019 President and General Manager of Sales Administration Division of Nishi Nihon Kibun Foods Inc.</p> <p>Apr. 2023 President (current position)</p>	5,200
		<p>[Reasons for nomination]</p> <p>Mr. Yuji Iijima has abundant experience and achievements as a corporate manager through his involvement in the management of Nishi Nihon Kibun Foods Inc. as President. He has been improving the market share and leading efforts toward achieving earnings growth through formulating sales and marketing strategies and advancing product development in the area of western Japan. The Company requests that he be newly elected as a Director as he is a suitable person to achieve sustainable growth and enhancement of the Group's corporate value based on his outstanding management skills and his high-level insight in the food industry.</p>	
7	<p>Fumio Inagawa (June 6, 1961)</p> <p>Reelection Outside Independent</p> <p>Attendance at Board of Directors meetings 94.1% (16/17)</p>	<p>Apr. 1985 Joined The Fuji Bank, Limited (currently Mizuho Bank, Ltd.)</p> <p>Apr. 2014 General Manager of Global Project Finance Department of Mizuho Bank, Ltd.</p> <p>Oct. 2014 Outside Director of Japan Overseas Infrastructure Investment Corporation for Transport & Urban Development</p> <p>June 2018 Executive Managing Director</p> <p>June 2020 Senior Executive Managing Director</p> <p>June 2022 Outside Director of the Company (current position)</p> <p>June 2023 Outside Director of KURODA PRECISION INDUSTRIES LTD. (current position)</p>	–
		<p>[Reasons for nomination and summary of expected roles]</p> <p>Mr. Fumio Inagawa is nominated as a candidate for Outside Director because of his abundant experience in Japan and overseas, mainly in the financial sector, and his extensive experience and broad knowledge in corporate management, and the Company expects that he is an appropriate person to provide accurate advice to the Company's management and to supervise the decision-making of the Board of Directors. Thus, the Company requests his reelection as a Director for that reason. If he is elected, he will be involved in the selection of the Company's Director candidates, the determination of officer compensation, and other matters from an objective and neutral standpoint as a member of the Nominating and Compensation Committee.</p>	

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
8	Itaru Kawada (April 30, 1963) New Election Outside Attendance at Board of Directors meetings –	Apr. 1986	Joined Taiyo Fisheries Ltd. (currently Maruha Nichiro Corporation)
		Apr. 2004	Manager of Surimi Section, Marine Products Trade Department No.1 of Maruha Corporation (currently Maruha Nichiro Corporation)
		Apr. 2007	Vice President of Operation of Westward Seafoods, Inc. (US)
		Apr. 2014	Executive Vice President of Trans-Ocean Products, Inc. (US)
		Apr. 2018	General Manager of North America Operations Department No.1 of Maruha Nichiro Corporation
		Apr. 2021	President of Maruha Capital Investment, Inc. (US)
		Apr. 2023	Executive Officer of Maruha Nichiro Corporation (US residence)
		Apr. 2024	Executive Officer, Unit Director of North America Operations Unit (current position)
[Reasons for nomination and summary of expected roles] Mr. Itaru Kawada is nominated as a candidate for Outside Director because of the following reasons. He is Executive Officer and Unit Director of North America Operations Unit of Maruha Nichiro Corporation, and on March 25, 2024, the Company entered into a capital and business alliance agreement with that company. He has abundant experience and achievements from working in that company's fisheries business, food manufacturing and overseas locally incorporated companies. In addition to his outstanding management skills, he also has high-level insight in various fields, including raw materials, manufacturing and overseas markets. Therefore, the Company expects he can provide accurate advice to the Company's management and appropriate supervision of the decision-making of the Board of Directors. In addition, the Company considers that inviting him will serve to deepen the relationship with Maruha Nichiro Corporation and contribute greatly to the Company's growth. Accordingly the Company requests that he be newly elected as a Director.			

- Notes:
1. There is no special interest between any of the candidates and the Company.
 2. The number of the Company's shares owned by each candidate is the current number of shares held as of the end of the fiscal year under review (March 31, 2024).
 3. Mr. Fumio Inagawa and Mr. Itaru Kawada are candidates for Outside Director.
 4. Mr. Fumio Inagawa, a candidate for Outside Director, is currently an Outside Director of the Company, and his term of office as an Outside Director will be two years at the conclusion of this General Meeting of Shareholders.
 5. Pursuant to the Company's Articles of Incorporation and Article 427, paragraph (1) of the Companies Act, the Company has entered into an agreement with Mr. Fumio Inagawa to limit his liability for damages as provided in Article 423, paragraph (1) of the Act to the amount specified by law, and the maximum amount of liability for damages under such agreement is the minimum liability amount specified in Article 425, paragraph (1) of the Act. If his reappointment is approved, the Company plans to continue this agreement. In addition, if the election of Mr. Itaru Kawada is approved, the Company plans to enter into such an agreement with him.
 6. The Company has concluded a directors and officers (D&O) liability insurance policy with an insurance company as stipulated in Article 430-3, paragraph (1) of the Companies Act. The scope of insured persons under the insurance policy will be Directors (including Directors who are Audit and Supervisory Committee Members), Audit & Supervisory Board Members, Executive Officers, etc. of the Company and its subsidiaries. The Company bears the insurance premiums in whole. The insurance policy will cover damages including legal expenses and damages in the event that the insured person bears liability for damages originating in actions performed in connection with work. However, so as not to impair the appropriateness of the duties of the insured persons, grounds for exemption are established, including the exemption of damages originating in criminal acts, fraudulent acts, and acts performed in recognition of violation of laws or regulations by the insured persons. When the election of the candidates for Director is approved, they will be included as insureds in the D&O insurance policy. Upon renewal, the Company plans to renew the policy with the same terms and conditions as the current policy.
 7. Mr. Fumio Inagawa fulfills the requirements for independent officers stipulated by the Tokyo Stock Exchange and the requirements for independence set forth in the Company's Independence Criteria for Outside Directors, and has been designated as an independent officer as stipulated by the Tokyo Stock Exchange and reported to the Exchange. If his appointment is approved, the Company plans to continue this designation as an independent officer.

Proposal No. 3 Election of One Director Who Is an Audit and Supervisory Committee Member

Of the four Directors Who Are Audit and Supervisory Committee Members, the term of office of Mr. Koichi Iino will expire at the conclusion of this Meeting, and the Company therefore proposes the election of one Director Who Is an Audit and Supervisory Committee Member.

The consent of the Audit and Supervisory Committee has been obtained for this proposal.

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

Name	Gender	Current position in the Company	Category of the candidate	Attendance at Board of Directors meetings
Koichi Iino	Male	Outside Director (Audit and Supervisory Committee Member, part-time)	Reelection Outside Independent	94.1% (16/17)

Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
Koichi Iino (March 28, 1965) Reelection Outside Independent Attendance at Board of Directors meetings 94.1% (16/17)	Oct. 1989 Joined Showa Ota & Co. (currently Ernst & Young ShinNihon LLC) Mar. 1993 Registered as a certified public accountant Jan. 1997 Joined Yukio Iino CPA and Tax Accountant Office May 1997 Registered as a certified tax accountant Oct. 2010 Established Koichi Iino CPA Office Aug. 2012 Representative Partner of YUWA Tax Accountants Co., Ltd. (current position) June 2022 Outside Director (Audit and Supervisory Committee Member, part-time) of the Company (current position)	—

[Reasons for nomination and summary of expected roles]

Mr. Koichi is nominated as a candidate for Outside Director who is an Audit and Supervisory Committee Member because he has many years of operational experience as a certified public accountant and certified tax accountant and we expect that he will be able to audit and supervise the execution of duties by the Directors by making use of his insight related to corporate finance and accounting in audits of the Company, and the Company proposes his reelection as a Director for that reason. If he is elected, he will be involved in the selection of the Company's Director candidates, the determination of officer compensation, and other matters from an objective and neutral standpoint as a member of the Nominating and Compensation Committee.

- Notes:
1. There is no special interest between Mr. Koichi Iino and the Company.
 2. Mr. Koichi Iino is a candidate for Outside Director.
 3. Mr. Koichi Iino is currently an Outside Director of the Company who is a member of the Audit and Supervisory Committee, and his term of office will be two years at the conclusion of this General Meeting of Shareholders.
 4. Pursuant to the Company's Articles of Incorporation and Article 427, paragraph (1) of the Companies Act, the Company has entered into an agreement with the current Directors who are Audit & Supervisory Board Members to limit their liability for damages under Article 423, paragraph (1) of said Act. The limit of liability for damages under said agreement would be the minimum amount stipulated in Article 425, paragraph (1) of the Companies Act. If the reelection of Mr. Koichi Iino is approved, the Company plans to continue said agreement.
 5. The Company has concluded a directors and officers (D&O) liability insurance policy with an insurance company as stipulated in Article 430-3, paragraph (1) of the Companies Act. The scope of insured persons under the insurance policy will be Directors (including Directors who are Audit and Supervisory Committee Members), Audit & Supervisory Board Members, Executive Officers, etc. of the Company and its subsidiaries. The Company bears the insurance premiums in whole. The insurance policy will cover damages including legal expenses and damages in the event that the insured person bears liability for damages originating in actions performed in connection with work. However, so as not to impair the appropriateness of the duties of the insured persons, grounds for exemption are established, including the exemption of damages originating in criminal acts, fraudulent acts, and acts performed in recognition of violation of laws or regulations by the insured persons. When the election of the candidates for Director who is an Audit and Supervisory Committee Member is approved, they will be included as insureds in the D&O insurance policy. Upon renewal, the Company plans to renew the policy with the same terms and conditions as the current policy.
 6. Mr. Koichi Iino fulfills the requirements for independent officers stipulated by the Tokyo Stock Exchange and the requirements for independence set forth in the Company's Independence Criteria for Outside Directors, and has been

designated as an independent officer as stipulated by the Tokyo Stock Exchange and reported to the Exchange. If his reappointment is approved, the Company plans to continue this designation as an independent officer.

(Reference)

Structure and Skills Matrix of the Board of Directors if Proposal No. 2 and Proposal No. 3 are approved and adopted as originally proposed.

Name	Position, etc.	Category	Corporate management	Risk management	Industry knowledge	Inter-nationality	Finance and accounting	Legal compliance	Sustaina-bility
Masayuki Ochiai	Director	Internal	●	●	●	●			●
Hiroshi Tsutsumi	Director	Internal	●	●	●			●	●
Wataru Yuge	Director	Internal	●	●	●	●			●
Hiroshi Kunimatsu	Director	Internal	●	●	●				●
Masaru Ueno	Director	Internal	●	●	●		●	●	●
Yuji Iijima	Director	Internal	●	●	●				●
Fumio Inagawa	Director	Independent, Outside	●			●	●		
Itaru Kawada	Director	Outside	●		●	●			
Yoshitatsu Iwasa	Director Audit and Supervisory Committee Member	Internal			●	●		●	
Eiichi Matsumoto	Director Audit and Supervisory Committee Member	Independent, Outside		●			●	●	
Koichi Iino	Director Audit and Supervisory Committee Member	Independent, Outside		●			●	●	
Hiroko Kaneko	Director Audit and Supervisory Committee Member	Independent, Outside		●		●		●	

* The above matrix indicates areas where the individuals are able to demonstrate greater expertise based on their experience, etc., and is not indicative of the entirety of their knowledge.

Reference: Independence standards for outside officers

The Company will deem an Outside Director to have independence if none of the following criteria applies to the party.

- (1) A person who executes business of the Company or a subsidiary or affiliate thereof (“the Group”), or a person who has been executing business of such companies within the past 10 years
- (2) A party for which the Group is a major business partner (meaning a party that has received from the Group payment equivalent to 2% or more of the party’s annual consolidated sales for its most recent fiscal year), or a person who executes business of such party
- (3) A party that is a major business partner of the Group (meaning a party that made payments to the Group equivalent to 2% or more of the Group’s annual consolidated sales for its most recent fiscal year), or a person who executes business of such party
- (4) A party that is a major lender to the Group (meaning a party that has lent to the Group money exceeding 2% of the Group’s consolidated net assets for its most recent fiscal year), or a person who executes business of such party
- (5) A party that receives large amounts of donations or subsidies from the Group (meaning a party that has received donations or subsidies exceeding an average of ¥10 million annually for the past three fiscal years, or 30% of the average annual total expenses of the party, whichever is higher), or a person who executes business of such party
- (6) A person who executes business of a company that accepts persons who execute business of the Group as directors, or a person who executes business of a parent company or subsidiary of such company
- (7) A party that is an employee, partner, etc. of an auditing firm that is a financial auditor of the Group
- (8) An attorney, certified accountant, tax accountant, or other consultant that has obtained large amounts of monetary or other property benefits from the Group in addition to officer compensation (in the case of an individual, a person who has received an average of ¥10 million or more per year in monetary or other property benefits for the past three fiscal years; in the case of a corporation, a party that belongs to a corporation that has received monetary or other property benefits equivalent to 2% or more of the party’s annual consolidated sales in its most recent fiscal year, or ¥10 million, whichever is higher)
- (9) A shareholder that directly or indirectly holds 10% or more of the total voting rights of the Company, or a person who executes business of such shareholder
- (10) A person who executes business of a company for which the Group directly or indirectly holds 10% or more of said company’s total voting rights
- (11) A party to which any of the above (2) to (10) has applied in the past three years
- (12) A spouse or relative within the second degree of kinship of a party to which any of (1) to (10) above applies