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(Securities Code: 1942)

June 6, 2024

To our shareholders:

Seiichi Fubasami, Chairman and Director  
**Kandenko Co., Ltd.**  
4-8-33 Shibaura, Minato-ku, Tokyo

## Notice of the 110th Annual General Meeting of Shareholders

We are pleased to announce the 110th Annual General Meeting of Shareholders of Kandenko Co., Ltd. (the “Company”) to be held as described below.

When convening this general meeting of shareholders, the Company takes measures for providing in 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 electronic format are to be taken). So please access either of the following websites to confirm the information.

The Company’s website:

<https://www.kandenko.co.jp/ir/stockholders-meeting>

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

<https://d.sokai.jp/1942/teiji/>

TSE website (Listed Company Search):

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

(Access the TSE website by using the internet address shown above, enter “Kandenko” in “Issue name (company name)” or the Company’s securities code “1942” 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].”)

If you exercise your voting rights prior to the meeting, please refer to the “Guide to Exercise Voting Rights” (Japanese only) on page 4 and page 5 and exercise your voting rights via the Internet or in writing, after examining the Reference Documents for the General Meeting of Shareholders.

- 1. Date and Time:** Thursday, June 27, 2024, at 10 a.m. (JST)
- 2. Venue:** Head Office of the Company  
4-8-33 Shibaura, Minato-ku, Tokyo

### 3. Purpose of the Meeting

#### Matters to be reported:

Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements for the 110th fiscal year (from April 1, 2023 to March 31, 2024), and the results of the audits of the Consolidated Financial Statements by the Independent Accounting Auditor and the Board of Auditors

#### Matters to be resolved:

- |                        |                                   |
|------------------------|-----------------------------------|
| <b>Proposal No. 1</b>  | Appropriation of Surplus          |
| <b>Proposal No. 2</b>  | Election of Twelve (12) Directors |
| <b>Proposal No. 3</b>  | Election of Five (5) Auditors     |
| <b>Proposal No. 4:</b> | Payment of Bonuses to Directors   |

1. If you are attending the meeting in person, please submit the enclosed voting form to the reception.
2. The documents sent to the shareholder also acts as measures for providing information in electronic format under the request for issuance of documentation, and the following matters are omitted based on laws and regulations and the provisions of the Company's articles of incorporation.
  - "Accounting Auditor status," "System to secure Director's exercise of the functions conform with laws and regulations and Articles of Incorporation as well as system to secure the properness of business activities of stock company as well as business activities of such business group comprised of stock companies and subsidiaries as well as outline of operational status of such system" of the Business Report
  - "Consolidated Statements of Changes in Net Assets" and "Consolidated Notes" in the Consolidated Financial Statements
  - "Statements of Changes in Net Assets" and "Notes to Specific Items" in the Non-consolidated Financial StatementsAccordingly, the relevant documents are a part of the Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements which the Auditors audited in preparing their audit reports, as well as a part of the Consolidated Financial Statements and Non-consolidated Financial Statements audited by Independent Accounting Auditor in preparing their audit reports.
3. When there are amendments in the measures for providing information in electronic format, it will be notified on each of the above websites.

## Reference Documents for the General Meeting of Shareholders

### Proposals and Reference Information

#### Proposal No. 1 Appropriation of Surplus

The Company proposes the appropriation of surplus by means of a year-end dividend of ¥24 per share, totaling ¥4,905,050,784, based on its dividend policy of adhering to the stable and continuous payment of dividends. It is also proposed that the effective date of the year-end dividend shall be June 28, 2024.



- (1) Type of dividend property  
Cash
- (2) Allotment of dividend property and their aggregate amount  
¥24 per share  
Total dividends: ¥4,905,050,784
- (3) Effective Date  
June 28, 2024




**Proposal No. 2** Election of Twelve (12) Directors



At the conclusion of this meeting, the terms of office of all twelve (12) Directors will expire. Therefore, the Company proposes the election of twelve (12) Directors.



The candidates for Director are as follows:

Candidate no.	Name		Current Position at the Company	Board of Directors' Meeting Attendance
1	Seiichi Fubasami	Reelected	Chairman and Director	12/12 (100.0%)
2	Toshio Nakama	Reelected	President and Executive Officer	17/17 (100.0%)
3	Nobuhiro Iida	Reelected	Executive Vice President and Executive Officer	17/17 (100.0%)
4	Yuji Ueda	Reelected	Executive Vice President and Executive Officer	17/17 (100.0%)
5	Mitsuru Fujii	Reelected	Senior Managing Director and Executive Officer	17/17 (100.0%)
6	Hiroyuki Enoki	Reelected	Senior Managing Director and Executive Officer	12/12 (100.0%)
7	Hirofumi Tamogami	Reelected	Managing Director and Executive Officer	12/12 (100.0%)
8	Koichi Nakahito	Reelected	Managing Director and Executive Officer	17/17 (100.0%)
9	Miwako Ando	Reelected Outside Independent	Director	17/17 (100.0%)
10	Koji Tanaka	Reelected Outside Independent	Director	17/17 (100.0%)
11	Miwa Suto	Reelected Outside Independent	Director	12/12 (100.0%)
12	Takaaki Kato	Newly elected Outside Independent	—	—


Candidate no.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
1	<p>Seiichi Fubasami (July 25, 1960)</p>  <p>Reelected</p> <p>Tenure as Director (as of the conclusion of this meeting) 1 year</p>	<p>June 2017 Executive Vice President of the Tokyo Electric Power Company Holdings, Inc. (until June 2022)</p> <p>June 2019 Director of Tokyo Electric Power Company Holdings, Inc. (until June 2022)</p> <p>Apr. 2020 Representative Executive President of TEPCO Renewable Power, Inc. (until Mar. 2022)</p> <p>June 2022 Joined the Company as Advisor</p> <p>June 2023 Chairman and Director of the Company (current position)</p>	5,684
<p>Reasons for nomination as candidate for Director</p> <p>Seiichi Fubasami has knowledge of business activities related to corporate management, ESG and compliance, finance and accounting, and new business. The Company has judged that his experience and insight, etc. gained as Chairman and Director will contribute to the Company's sustainable growth and enhancement of our corporate value over the medium to long term.</p>			
2	<p>Toshio Nakama (February 25, 1960)</p>  <p>Reelected</p> <p>Tenure as Director (as of the conclusion of this meeting) 9 years</p>	<p>Apr. 1982 Joined the Company</p> <p>Oct. 2014 Senior Executive Officer, Division Manager of Kitakanto &amp; Hokushinetsu Sales Division, and General Manager of Saitama Branch</p> <p>June 2015 Managing Director and Executive Officer</p> <p>June 2017 Executive Vice President and Executive Officer</p> <p>June 2020 President and Executive Officer (current position)</p>	49,573
<p>Reasons for nomination as candidate for Director</p> <p>Toshio Nakama has knowledge of business activities related to corporate management, ESG and compliance, sales and marketing, and operation and management. The Company has judged that his experience and insight, etc. gained as President and Executive Officer will contribute to the Company's sustainable growth and enhancement of our corporate value over the medium to long term.</p>			


Candidate no.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company		Number of the Company's shares owned
3	Nobuhiro Iida (November 30, 1961)  Reelected  Tenure as Director (as of the conclusion of this meeting) 4 years	Apr. 1985 Oct. 2018  June 2020 June 2022 July 2023	Joined the Company Executive Managing Officer, Division Manager of Minamikanto & Tokai Sales Division, and Branch Manager of Kanagawa Branch Managing Director and Executive Officer Executive Vice President and Executive Officer Executive Vice President, Executive Officer, and Division Manager of Sales Division, in charge of overall operations (current position)	22,679
	Reasons for nomination as candidate for Director Nobuhiro Iida has knowledge of business activities related to corporate management, sales and marketing, purchasing, and overseas business. The Company has judged that his experience and insight, etc. gained as Executive Vice President and Executive Officer, etc. will contribute to the Company's sustainable growth and enhancement of our corporate value over the medium to long term.			
4	Yuji Ueda (January 26, 1960)  Reelected  Tenure as Director (as of the conclusion of this meeting) 6 years	Apr. 2016 July 2017  June 2018 June 2021 July 2023	Managing Director of TEPCO Energy Partner, Inc. Joined the Company as Executive Managing Officer and Deputy Executive General Manager of Sales Division and in charge of Group Business Managing Director and Executive Officer Executive Vice President and Executive Officer Executive Vice President, Executive Officer, Chief Green Innovation Officer (CGIO), in charge of general operations, Strategy & Technology Development Division and International Business Division (current position)	24,352
	Reasons for nomination as candidate for Director Yuji Ueda has knowledge of business activities related to corporate management, sales and marketing, new business, and overseas business. The Company has judged that his experience and insight, etc. gained as a Managing Director of TEPCO Energy Partner, Inc. and as Executive Vice President and Executive Officer, etc. of the Company will contribute to the Company's sustainable growth and enhancement of our corporate value over the medium to long term.			
5	Mitsuru Fujii (October 31, 1962)  Reelected  Tenure as Director (as of the conclusion of this meeting) 3 years	Apr. 1985 Oct. 2018  June 2021 June 2023 July 2023	Joined the Company Executive Managing Officer and Head of Power Distribution Unit, Social Infrastructure Division Managing Director and Executive Officer Senior Managing Director and Executive Officer Senior Managing Director Executive Officer, Chief Risk Management Officer (CRO), Acting General Manager of the Social Infrastructure Division, and in charge of the Safety and Quality Control Unit, Internal Control Division (current position)	19,544
	Reasons for nomination as candidate for Director Mitsuru Fujii has knowledge of business activities related to ESG and compliance, sales and marketing, operation and management, and purchasing. The Company has judged that his experience and insight, etc. gained as Senior Managing Director and Executive Officer, etc. will contribute to the Company's sustainable growth and enhancement of our corporate value over the medium to long term.			


Candidate no.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
6	<p>Hiroyuki Enoki (January 9, 1963)</p>  <p>Reelected</p> <p>Tenure as Director (as of the conclusion of this meeting) 1 year</p>	<p>Apr. 1986      Joined the Company</p> <p>Apr. 2023      Executive Managing Officer and Division Manager of Social Infrastructure Division</p> <p>June 2023      Senior Managing Director and Executive Officer</p> <p>July 2023      Senior Managing Director, Executive Officer, Division Manager of Social Infrastructure Division (current position)</p>	10,616
<p>Reasons for nomination as candidate for Director</p> <p>Hiroyuki Enoki has mastery of business activities related to corporate management, ESG and compliance, and human resources and labor. The Company has judged that his experience and insight, etc. gained as Division Manager of the Social Infrastructure Division and as Senior Managing Director and Executive Officer, etc. will contribute to the Company's sustainable growth and enhancement of our corporate value over the medium to long term.</p>			
7	<p>Hirofumi Tamogami (December 13, 1963)</p>  <p>Reelected</p> <p>Tenure as Director (as of the conclusion of this meeting) 1 year</p>	<p>Apr. 1986      Joined the Company</p> <p>July 2020      Executive Managing Officer, Division Manager of Higashikanto Sales Division and Branch Manager of Chiba Branch</p> <p>June 2023      Managing Director and Executive Officer</p> <p>July 2023      Managing Director Executive Officer, Chief Strategy Officer (CSO) and Chief Human Resources Officer (CHRO), Head of Corporate Planning Unit, and in charge of the Accounting and Finance Unit (current position)</p>	14,742
<p>Reasons for nomination as candidate for Director</p> <p>Hirofumi Tamogami has mastery of business activities related to corporate management, human resources and labor, sales and marketing, technology development/DX/IT. The Company has judged that his experience and insight, etc. gained as Division Manager of Higashikanto Sales Division and Branch Manager of Chiba Branch, and as Managing Director and Executive Officer and such will contribute to the Company's sustainable growth and enhancement of our corporate value over the medium to long term.</p>			

Candidate no.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
8	<p>Koichi Nakahito (November 6, 1963)</p>  <p>Reelected</p> <p>Tenure as Director (as of the conclusion of this meeting) 3 years</p>	<p>Apr. 2018 Executive General Manager of Tokyo Branch of TEPCO Power Grid, Incorporated</p> <p>Oct. 2020 Joined the Company as Executive Managing Officer, Deputy Executive General Manager of Social Infrastructure Division and Deputy Executive General Manager of Strategy &amp; Technology Development Division</p> <p>June 2021 Managing Director and Executive Officer</p> <p>July 2023 Managing Director, Executive Officer (in charge of Strategy &amp; Technology Development Division), Deputy Executive General Manager of Social Infrastructure Division (current position)</p>	12,860
<p>Reasons for nomination as candidate for Director</p> <p>Koichi Nakahito has knowledge of business activities related to operation and management, new business, and technology development/DX/IT. The Company has judged that his experience and insight, etc. gained as Managing Director and Executive Officer, etc. will contribute to the Company's sustainable growth and enhancement of our corporate value over the medium to long term.</p>			
9	<p>Miwako Ando (November 7, 1957)</p>  <p>Reelected Outside Independent</p> <p>Tenure as Director (as of the conclusion of this meeting) 3 years</p>	<p>July 2016 Public Prosecutor of Supreme Public Prosecutors Office</p> <p>Mar. 2017 Retired from Public Prosecutor</p> <p>Apr. 2017 Professor of Graduate School of Law of Hosei University (until Mar. 2023)</p> <p>June 2019 Registered as Attorney-at-Law (current position)</p> <p>June 2021 Director of the Company (current position)</p> <p>Apr. 2023 Part-time lecturer, Faculty of Law, Hosei University (current position)</p> <p>&lt;Significant Concurrent Positions outside the Company&gt; Attorney-at-law</p>	0
<p>Reasons for nomination as an outside Director and overview of expected role</p> <p>Although Miwako Ando has not been involved in corporate management, the Company believes her knowledge of ESG and compliance, and human resources and labor, as well as her experience and insight gained as a prosecutor and lawyer, will contribute to the sustainable growth of the Company and the enhancement of its corporate value over the medium to long term.</p> <p>Furthermore, the Company expects her to give advice and supervise management from an independent and objective standpoint based on her above-mentioned experience, expertise, etc.</p>			



Candidate no.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
10	<p style="text-align: center;">Koji Tanaka (January 22, 1952)</p>  <p style="text-align: center;">Reelected Outside Independent</p> <p style="text-align: center;">Tenure as Director (as of the conclusion of this meeting) 2 years</p>	<p>Apr. 2007 Executive Officer, General Manager, Hitachi Works and Vice President of Power Systems Group, Hitachi, Ltd.</p> <p>Apr. 2009 Executive Officer, President of Power Systems Group, General Manager of Renewable Energy &amp; Smart Grid Division, Hitachi, Ltd.</p> <p>Apr. 2011 Representative Executive Officer, Executive Vice President and Executive Officer, Hitachi, Ltd.</p> <p>Jan. 2014 Chairman and Outside Director, Mitsubishi Hitachi Power Systems, Ltd. (until Mar. 2018)</p> <p>June 2014 Outside Director, Hitachi Metals, Ltd. (until June 2015)</p> <p>May 2016 President, The Institute of Electrical Engineers of Japan (IEEJ) (until May 2017)</p> <p>June 2016 Director, Hitachi Chemical Company, Ltd. (until June 2017)</p> <p>Apr. 2017 Representative Executive Officer, Executive Vice President and Executive Officer, CEO, Nuclear Energy Business Unit, Hitachi, Ltd.</p> <p>Apr. 2018 Advisor, Hitachi, Ltd. (until April 2020)</p> <p>June 2018 Director, Hitachi Chemical Company, Ltd. (until June 2019)</p> <p>June 2018 Director, Hitachi Construction Machinery Co., Ltd. (until June 2019)</p> <p>June 2018 Chairman of the Board, Outside Director, Hitachi Transport System, Ltd. (until June 2020)</p> <p>June 2022 Director of the Company (current position)</p>	0
<p>Reasons for nomination as an outside Director and overview of expected role</p> <p>Koji Tanaka has knowledge related to corporate management, new business, technology development/DX/IT, and overseas business as his experience and insight gained as Representative Executive Officer and Executive Vice President of Hitachi, Ltd. The Company has judged that he will contribute to the Company's sustainable growth and enhancement of our corporate value over the medium to long term.</p> <p>Furthermore, the Company expects him to give advice and supervise management from an independent and objective standpoint based on his above-mentioned experience, expertise, etc.</p>			

Candidate no.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
11	<p style="text-align: center;">Miwa Suto (August 17, 1963)</p>  <p style="text-align: center;">Reelected Outside Independent</p> <p style="text-align: center;">Tenure as Director (as of the conclusion of this meeting) 1 year</p>	<p>Apr. 1988    Joined HAKUHODO Inc. (until Apr. 1990)</p> <p>Oct. 1991    Joined Arthur Anderson (currently KPMG AZSA LLC) (until Aug. 1996)</p> <p>Apr. 1995    Registered as certified public accountant (current position)</p> <p>Oct. 1996    Joined Schroders PTV Partners KK (now MKS Partners Ltd) (until Oct. 1997)</p> <p>Jan. 2001    Partner at Bain &amp; Company (until Mar. 2006)</p> <p>Apr. 2006    Representative Director of PLANET PLAN &amp; CO. (current position)</p> <p>Mar. 2018    Outside Audit &amp; Supervisory Board Member of ASICS Corporation (until Mar. 2020)</p> <p>Apr. 2019    Specially-appointed professor, Graduate School of Media and Governance, Keio University (until Mar. 2024)</p> <p>Mar. 2020    Outside director (Audit and Supervisory Committee) of Asics Corporation (until Mar. 2024)</p> <p>June 2021    Outside Director of Katitas Co., Ltd. (current position)</p> <p>Mar. 2023    Outside Director of KOSÉ Corporation (current position)</p> <p>June 2023    Director of the Company (current position)</p> <p>Mar. 2024    Outside director of Asics Corporation (current position)</p> <p>&lt;Significant Concurrent Positions outside the Company&gt;  Certified public accountant  Representative Director of PLANET PLAN &amp; CO.  Outside director of Asics Corporation  Outside Director of KOSÉ Corporation  Outside Director of Katitas Co., Ltd.</p>	0
<p>Reasons for nomination as an outside Director and overview of expected role</p> <p>Miwa Suto has accumulated a vast experience and insight with her expertise in corporate management, finance and accounting, technology development/DX/IT, and as a certified public accountant. She also has vast experience and insight and such being a Representative Director of PLANET PLAN &amp; CO., as well as Outside Director at Asics Corporation, KOSÉ Corporation, Katitas Co., Ltd. and others, and will contribute to the sustainable growth of the Company and the enhancement of its corporate value over the medium to long term.</p> <p>Furthermore, the Company expects her to give advice and supervise management from an independent and objective standpoint based on her above-mentioned experience, expertise, etc.</p>			

Candidate no.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
12	<p>Takaaki Kato (June 12, 1957)</p>  <p>Newly elected Outside Independent</p>	<p>Apr. 1980      Joined The Fuji Bank, Limited</p> <p>Mar. 2005      General Manager of Hong Kong Branch, Mizuho Corporate Bank, Ltd.</p> <p>Apr. 2008      Executive Officer of Mizuho Securities Co., Ltd.</p> <p>Apr. 2009      Managing Executive Officer of Mizuho Securities Co., Ltd.</p> <p>Apr. 2011      Managing Executive Officer of Mizuho Securities Co., Ltd. and Chair of Mizuho Securities Asia Limited</p> <p>Apr. 2013      Managing Executive Officer, Deputy General Manager of Accounting Division, KYB Corporation</p> <p>June 2014      Executive Managing Officer and General Manager of Accounting Division, KYB Corporation</p> <p>Apr. 2015      Senior Managing Executive Officer and General Manager of Accounting Division, KYB Corporation</p> <p>June 2015      Director and Senior Managing Executive Officer in charge of Auditing and CSR, General Manager of Accounting and Corporate Planning Divisions, KYB Corporation</p> <p>Apr. 2016      Director, Senior Managing Executive Officer in charge of Global Finance and General Manager of Accounting Divisions, KYB Corporation</p> <p>Apr. 2017      Director and Senior Managing Executive Officer in charge of Global Finance, KYB Corporation</p> <p>June 2017      Representative Director, Vice President, Executive Officer in charge of Global Finance, KYB Corporation</p> <p>June 2023      Advisor, KYB Corporation (current position)</p>	0
<p>Reasons for nomination as an outside Director and overview of expected role</p> <p>The Company has judged that Takaaki Kato, with his expertise in corporate management, ESG and compliance, finance and accounting, and overseas business, as well as his experience and insight gained as Representative Director, Vice President, and Executive Officer of KYB Corporation and as Executive Managing Officer of Mizuho Securities Co. Ltd., etc. will contribute to the Company's sustainable growth and enhancement of our corporate value over the medium to long term.</p> <p>Furthermore, the Company expects him to give advice and supervise management from an independent and objective standpoint based on his above-mentioned experience, expertise, etc.</p>			

- Notes:
1. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into an agreement with Miwako Ando, Koji Tanaka, and Miwa Suto to limit their liability for damages under Article 423, paragraph (1) of the Companies Act to the minimum liability amount provided for by Article 425, paragraph (1) of the same Act. Further, pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company also plans to enter into an agreement with Takaaki Kato to limit his liability for damages under Article 423, paragraph (1) of the Companies Act to the minimum liability amount provided for by Article 425, paragraph (1) of the same Act.
  2. The Company has entered into a directors and officers liability insurance policy with an insurance company as provided for in Article 430-3, paragraph (1) of the Companies Act. The policy covers losses, etc. incurred by a Director, who is an insured person, due to claims for damages or shareholders' derivative suits from a third party. Furthermore, new candidates for Director assume office as Director, they will be included as insured persons in this policy.

**Proposal No. 3** Election of Five (5) Auditors


At the conclusion of this meeting, the terms of office of all five Auditors will expire. Therefore, the Company proposes the election of five (5) Auditors.


The Board of Auditors has given its approval to this proposal.

The candidate for Auditor is as follows:

Candidate no.	Name		Current Position at the Company	Board of Directors' Meeting Attendance	Board of Auditors' Meeting Attendance
1	Shoichiro Kashiwabara	Reelected	Standing Auditor	17/17 (100.0%)	11/11 (100.0%)
2	Eiichi Oba	Newly elected	Executive Managing Officer	—	—
3	Takashi Suetsuna	Reelected Outside Independent	Auditor	17/17 (100.0%)	16/16 (100.0%)
4	Nozomu Kano	Newly elected Outside Independent	—	—	—
5	Shoichi Muto	Reelected Outside	Auditor	17/17 (100.0%)	16/16 (100.0%)

Candidate no.	Name (Date of birth)	Career summary, position in the Company, and significant concurrent positions outside the company		Number of the Company's shares owned
1	Shoichiro Kashiwabara (December 14, 1958)  Reelected  Tenure as Auditor (as of the conclusion of this meeting) 1 year	Apr. 1981 Oct. 2014  June 2015 June 2016  June 2017 Oct. 2018 June 2023	Joined the Company Senior Executive Officer (management planning, general affairs and human resources & welfare) Managing Director and Executive Officer Senior Managing Director and Executive Officer Executive Vice President Executive Vice President and Executive Officer Standing Auditor (current position)	40,311
Reasons for nomination as candidate for Auditor Shoichiro Kashiwabara has knowledge of business activities related to corporate management, ESG and compliance, finance and accounting, and purchasing. The Company has judged that his experience and insight, etc. gained as Executive Vice President, Executive Officer, and Standing Auditor, etc. will contribute to the auditing of the Company.				
2	Eiichi Oba (January 8, 1961)  Newly elected	Apr. 1983 July 2017  July 2018  Oct. 2018  July 2021 July 2022 July 2023	Joined the Company Deputy General Manager of Energy Systems Division (in charge of social infrastructure) Executive Officer, Deputy General Manager of Energy Systems Division (in charge of social infrastructure) Executive Officer, Head of Cost Engineering Unit, Social Infrastructure Division Executive Officer, General Manager of Safety Department, Safety and Environment Division Executive Managing Officer and General Manager of Safety and Environment Division Executive Managing Officer and Head of Safety and Quality Control Unit (current position)	7,700
Reasons for nomination as candidate for Auditor Eiichi Oba has knowledge of business activities related to ESG and compliance, operation and management, and purchasing. The Company has judged that his experience and insight, etc. gained as Managing Executive Officer and Head of Safety and Quality Control Unit, etc. will contribute to the auditing of the Company.				

Candidate no.	Name (Date of birth)	Career summary, position in the Company, and significant concurrent positions outside the company	Number of the Company's shares owned
3	<p>Takashi Suetsuna (March 8, 1949)</p>  <p>Reelected Outside Independent</p> <p>Tenure as Auditor (as of the conclusion of this meeting) 8 years</p>	<p>Aug. 2004 Deputy Superintendent General of the Tokyo Metropolitan Police Department</p> <p>Sept. 2005 Chief Chamberlain of the Board of the Crown Prince's Household of the Imperial Household Agency</p> <p>Apr. 2009 Ambassador Extraordinary and Plenipotentiary of Japan to Grand Duchy of Luxembourg</p> <p>June 2012 Retired from the Ministry of Foreign Affairs</p> <p>June 2013 Independent Audit &amp; Supervisory Board Member of Marubeni Corporation (until June 2017)</p> <p>June 2015 Outside Director of Totetsu Kogyo Co., Ltd. (current position)</p> <p>June 2016 Outside Audit &amp; Supervisory Board Member of Keikyu Corporation (current position)</p> <p>June 2016 Outside Audit &amp; Supervisory Board Member of JCR Pharmaceuticals Co., Ltd.</p> <p>June 2016 Auditor of the Company (current position)</p> <p>June 2017 Outside Director of JCR Pharmaceuticals Co., Ltd. (current position)</p> <p>June 2018 Outside Audit &amp; Supervisory Board Member of Aioi Nissay Dowa Insurance Co., Ltd. (until June 2022)</p> <p>&lt;Significant Concurrent Positions outside the Company&gt; Outside Director of Totetsu Kogyo Co., Ltd. Outside Director of JCR Pharmaceuticals Co., Ltd. Outside Audit &amp; Supervisory Board Member of Keikyu Corporation</p>	0
<p>Reasons for nomination as candidate for outside Auditor</p> <p>Takashi Suetsuna has experience and expertise, etc. related to ESG and compliance, finance and accounting, human resources and labor, and overseas business gained through his service as an executive in government agencies as well as an outside Officer of Marubeni Corporation, Totetsu Kogyo Co., Ltd., JCR Pharmaceuticals Co., Ltd., Aioi Nissay Dowa Insurance Co., Ltd., and Keikyu Corporation which will be beneficial to the audit of the Company, even though he has never been involved in the management of a company.</p>			
4	<p>Nozomu Kano (April 27, 1955)</p>  <p>Newly elected Outside Independent</p>	<p>Apr. 1979 Joined Japan Development Bank</p> <p>Oct. 2008 Managing Executive Officer, Development Bank of Japan Inc. (General Manager of Kansai Branch)</p> <p>June 2010 Managing Executive Officer, Development Bank of Japan Inc.</p> <p>June 2012 Managing Director, Fuji Oil Company, Ltd.</p> <p>June 2017 Senior Managing Director, Fuji Oil Company, Ltd.</p> <p>June 2019 Outside Audit &amp; Supervisory Board Member (Full-time) of ANA HOLDINGS INC. (current position)</p> <p>&lt;Significant Concurrent Positions outside the Company&gt; Outside Audit &amp; Supervisory Board Member (Full-time) of ANA HOLDINGS INC.</p>	0
<p>Reasons for nomination as candidate for outside Auditor</p> <p>Nozomu Kano has knowledge of business activities related to corporate management, ESG and compliance, and finance and accounting. The Company has judged that his experience and insight, etc. gained as Managing Executive Officer of Development Bank of Japan Inc., as Senior Managing Director of Fuji Oil Company, Ltd., and as Outside Audit &amp; Supervisory Board Member (Full-time) of ANA HOLDINGS INC., etc. will contribute to the auditing of the Company.</p>			

Candidate no.	Name (Date of birth)	Career summary, position in the Company, and significant concurrent positions outside the company	Number of the Company's shares owned
5	Shoichi Muto (June 20, 1956)  Reelected Outside  Tenure as Auditor (as of the conclusion of this meeting) 5 years	Apr. 2016      General Manager of Decontamination Promotion Office, Fukushima Division of Tokyo Electric Power Company Holdings  June 2019      Auditor of the Company (current position)	0
Reasons for nomination as candidate for outside Auditor Although Shoichi Muto has not been involved in corporate management, the Company believes his knowledge of ESG and compliance, operation and management, technology development/DX/IT, as well as his experience and insight gained at Tokyo Electric Power Company Holdings, Inc., will contribute to the auditing of the Company. Furthermore, Tokyo Electric Power Company Holdings has a special business relationship with the Company.			

- Notes:
1. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into an agreement with Shoichiro Kashiwabara, Takashi Suetsuna and Shoichi Muto to limit their liability for damages under Article 423, paragraph (1) of the Companies Act to the minimum liability amount provided for by Article 425, paragraph (1) of the same Act. Further, pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company also plans to enter into an agreement with Eiichi Oba and Nozomu Kano to limit their liability for damages under Article 423, paragraph (1) of the Companies Act to the minimum liability amount provided for by Article 425, paragraph (1) of the same Act.
  2. The Company has entered into a directors and officers liability insurance policy with an insurance company as provided for in Article 430-3, paragraph (1) of the Companies Act. The policy covers losses, etc. incurred by an Auditor, who is an insured person, due to claims for damages or shareholders' derivative suits from a third party. Furthermore, if new candidates for Auditor assume office as Auditor, they will be included as insured persons in this policy.
  3. In May 2020, while Nozomu Kano was serving as Outside Audit & Supervisory Board Member of ANA HOLDINGS INC., a subsidiary of that company, All Nippon Airways Co., Ltd., received a business improvement order from the Ministry of Land, Infrastructure, Transport and Tourism regarding a flight crew member's drinking problem that occurred in November 2019. Since becoming Outside Auditor, he has been regularly making recommendations at the Board of Directors meetings regarding compliance with laws and regulations. Once the issue was discovered, he requested that internal controls be strengthened, including those at subsidiaries, and actively made recommendations to prevent issue recurrence.

**Proposal No. 4:** Payment of Bonuses to Directors

The Company proposes to pay bonuses to eight Directors (excluding outside Directors) in office at the end of the current fiscal year, at the total amount of ¥127,000,000, taking into consideration the business results for the fiscal year under review, among others.

The amounts of the bonuses to Directors are deemed to be appropriate, since the Nomination and Remuneration Committee has conducted a review and inspection of the consistency of the Policy for the Determination of the Details of Remuneration for each Director, the Board of Directors has passed its resolution based on the results of that review and inspection.



[Reference (1)] The Company's policy on the nomination of candidates for Directors and Auditors

The Company has determined the diversity and size of its Board of Directors in consideration of its business characteristics and the need to ensure the effectiveness of its governance function.

The Company's policy in nominating candidates for director and candidates for auditor, regardless of their gender, nationality, etc., is to select individuals with extensive experience, insight, etc., that will contribute to the sustainable growth of the Company and the enhancement of its corporate value over the medium to long term. These individuals shall be determined by the Meeting of the Board of Directors after deliberation and review by the Nomination and Remuneration Committee.

Furthermore, for outside Directors and outside Auditors, the Company will nominate one or more persons for each with management experience at other companies, provided that such persons contribute to the supervision and auditing of the directors' business execution from an independent and objective standpoint.

If Proposal 2 and Proposal 3 are approved, the following skills matrix indicates the knowledge, experience, and abilities of Directors and Auditors.

Name		Corporate management	ESG/ Compliance	Finance/ Accounting	Human resources and labor	Sales/ Marketing	Operation and management	Purchasing	New Business	Technology development/ DX/IT	Overseas Business
Director	Seiichi Fubasami	●	●	●					●		
	Toshio Nakama	●	●			●	●				
	Nobuhiro Iida	●				●		●			●
	Yuji Ueda	●				●			●		●
	Mitsuru Fujii		●			●	●	●			
	Hiroyuki Enoki	●	●		●						
	Hirofumi Tamogami	●			●	●				●	
	Koichi Nakahito						●		●	●	
	Miwako Ando		●		●						
	Koji Tanaka	●							●	●	●
	Miwa Suto	●		●						●	
Takaaki Kato	●	●	●							●	
Auditor	Shoichiro Kashiwabara	●	●	●				●			
	Eiichi Oba		●				●	●			
	Takashi Suetsuna		●	●	●						●
	Nozomu Kano	●	●	●							
	Shoichi Muto		●				●			●	

Notes: The above matrix is marked with ● for up to four of the particularly specialized skills each person possesses and the skills expected of them as Directors and Auditors.

[Reference (ii)] Independence Criteria for Outside Directors and Outside Auditors of the Company

The Company determines that an outside Director or an outside Auditor is independent if none of the criteria below is satisfied.

- (1) A person who executes business of the Company or its subsidiaries or a person who was someone who executed that business
- (2) A person who executes business of a major shareholder of the Company (shareholder who has 10% or more voting rights, including indirectly held voting rights) or a person who executes business of a company where the Company is a major shareholder
- (3) A person who executes business of a major lender of the Company (lender of the borrowings that exceed 1% of the total consolidated assets of the most recent fiscal year)
- (4) A person who executes business of a major business partner of the Company (dealings with an amount that exceeds 1% of consolidated revenue of the most recent fiscal year) or a person who executes business for a company whose major partner is the Company
- (5) A representative partner or employee of an independent accounting auditor of the Company
- (6) A person who has received substantial economic benefits or donations from the Company (more than ¥10 million, excluding director's remuneration) or a person who belongs to an association that has received such benefits or donations from the Company
- (7) A person who executes business for a company which has a relationship involving cross-assumption of office of outside officers
- (8) A person who has a relative (guardian or relatives by a collateral line up to the second degree) that fits the criteria in (1) through (6) (limited to officers and vital employees)
- (9) A person who satisfies (2) through (8) in the past five years

[Reference (iii)] Partial revision of the Policy for the Determination of the Details of Remuneration, etc. for each Director

The Company has partially revised its policy for determining remuneration for individual directors. The Board of Directors has resolved to revise the current Director bonus to performance-linked remuneration based on quantitative calculation, starting in fiscal 2024.

The revised Policy for the Determination of the Details of Remuneration, etc. for each Director is as follows.

The remuneration, etc. of the Company's Directors shall be paid within the scope of the total amount of remuneration that was approved and adopted at the General Meeting of Shareholders, and it shall comprise basic remuneration, bonuses in the form of performance-linked compensation, and restricted share based remuneration (remuneration of outside Directors is limited to basic remuneration). The remuneration, etc. for individual Directors is decided according to the position and responsibility of the Director, and it is determined by resolution of the Board of Directors after a review and inspection of those details by the Nomination and Remuneration Committee. The table below serves as a guideline for the breakdown of total compensation in terms of basic remuneration, bonuses, and restricted share based remuneration. However, the actual percentages will fluctuate as bonuses increase or decrease in line with business performance.

	Basic remuneration	Performance-linked remuneration (bonus)	Restricted share based remuneration
Representative Director	60%	30%	10%
Non-representative Director	65%	25%	10%

Notes: Outside Directors are paid only basic remuneration.

- (A) Basic remuneration  
Basic remuneration is a fixed amount for each position and is paid monthly.
- (B) Performance-linked remuneration (bonus)  
Bonuses are remuneration linked to short-term performance. They are paid on fixed dates each year and are calculated using the following method.
  - (i) The KPIs used for performance evaluation are consolidated operating income and consolidated sales, which are important indicators.
  - (ii) The basic payment for each position is calculated by setting a coefficient corresponding to the year-on-year change rate for each KPI, and then multiplying each coefficient by the previous year's bonus payment.
  - (iii) The final payment is then determined by adjusting the basic payment amount based on an evaluation of the director's individual performance.
- (C) Restricted share based remuneration  
Restricted share based remuneration shall be paid annually at a prescribed timing within the maximum amount of remuneration approved at the General Meeting of Shareholders for the purpose of having Directors share the merits and risks of share price fluctuations with shareholders and further increase their willingness to contribute to raising the share price and enhancing corporate value over the medium to long term.