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Securities Code: 2453

Date of sending by postal mail: December 5, 2023

Start date of measures for electronic provision: November 27, 2023

To Shareholders:

Nobuhiro Sakakibara, Representative Director **Japan Best Rescue System Co., Ltd.** 10-20, Nishiki 1-chome, Naka-ku, Nagoya-shi

# **Notice of the 27th Ordinary General Meeting of Shareholders**

We are pleased to announce the 27th Ordinary General Meeting of Shareholders (the "Meeting") of Japan Best Rescue System Co., Ltd. (the "Company"), which will be held as indicated below.

When convening this general meeting of shareholders, the Company takes measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (items for which measures for providing information in electronic format are to be taken) in electronic format, and posts this information on the Company's website. Please access the Company's website by using the internet address shown below to review the information.

The Company's website: https://www.jbr.co.jp/ir\_info/ (in Japanese)

The items subject to measures for electronic provision shall be posted on the website of Tokyo Stock Exchange, Inc. (TSE) as well as the Company's website. Please use the internet addresses shown below to review the information.

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 the Company's name "Japan Best Rescue System" or securities code "2453," 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].")

To exercise your voting rights in writing (by mail) or by electromagnetic method (via the Internet, etc.), please review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights no later than 6:30 p.m. (JST) on Wednesday, December 20, 2023.

[In writing (by mail)]

Please indicate your approval or disapproval of the proposals on the voting form, and return it to us by the voting deadline above.

[By electromagnetic method (via the Internet, etc.)]

Please refer to the "Guide for exercise of voting rights" (in Japanese only) and exercise your voting rights by the voting deadline above.

1. Date and Time: 10:00 a.m., Thursday, December 21, 2023 (Reception desk will open at 9:00 a.m.)

2. Venue: Rose Room, 5F, ANA Crowne Plaza Hotel Grand Court Nagoya

1-1, Kanayama-cho 1-chome, Naka-ku, Nagoya-shi

\* This year, no gifts will be offered to shareholders attending the Meeting. Your understanding is greatly appreciated.

## 3. Objectives of the Meeting

## Reports

- The Business Report and the Consolidated Financial Statements for the 27th fiscal year (from October 1, 2022 to September 30, 2023), and the report of audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Committee
- 2. The Non-consolidated Financial Statements for the 27th fiscal year (from October 1, 2022 to September 30, 2023)

#### Resolutions

**Proposal No. 1:** Election of Three (3) Directors (Excluding Directors Who Are Audit & Supervisory

Committee Members)

**Proposal No. 2:** Election of Three (3) Directors Who Are Audit & Supervisory Committee Members

In case that there is no indication of approval or disapproval for the proposals on the voting form when exercising voting in writing (by mail), the vote will be regarded as having indicated approval for the proposals.

If you exercise your voting rights by electromagnetic method (via the Internet, etc.) multiple times, the vote exercised last will be recorded as the effective vote.

If you exercise your voting rights in duplicate both by electromagnetic method (via the Internet, etc.) and in writing (by mail), the Company will only deem your exercise by electromagnetic method valid, regardless of the date and time of arrival.

When you attend the Meeting in person, you are kindly requested to present the voting form at the reception desk.

If revisions to the items subject to measures for electronic provision arise, a notice of the revisions and the details of the items before and after the revisions will be posted on the Company's aforementioned website and the TSE website.

As for the reference documents for this general meeting of shareholders, we have delivered paper-based documents stating the items subject to measures for electronic provision to all shareholders, regardless of whether or not they have requested them. However, the following items are not provided in such documents in accordance with the provisions of laws and regulations and Article 15 of the Company's Articles of Incorporation.

- Business Report "Company Structure and Policies"
- Consolidated Financial Statements "Consolidated Statement of Changes in Shareholders' Equity" and "Notes to the Consolidated Financial Statements"
- Non-consolidated Financial Statements "Non-consolidated Statement of Changes in Shareholders' Equity" and "Notes to the Non-consolidated Financial Statements"

Accordingly, the Business Report, the Consolidated Financial Statements and the Non-consolidated Financial Statements presented in the paper-based documents constitute part of the documents subject to audit by the Accounting Auditor and by the Audit & Supervisory Board Members (Audit & Supervisory Committee and Audit Committee) when preparing their respective audit reports.

If any revisions are made to the Business Report, Consolidated Financial Statements, Non-consolidated Financial Statements, and the Reference Documents for the General Meeting of Shareholders included in this Notice, revised contents will be presented on the Company's website (URL: https://www.jbr.co.jp/ir\_info/) (in Japanese).

## Reference Documents for the General Meeting of Shareholders

## **Proposals and References**

**Proposal No. 1:** Election of Three (3) Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)

The terms of office of all five Directors (excluding, however, Directors who are Audit & Supervisory Committee Members; applicable to the rest of this proposal) will expire at the conclusion of this Meeting. In that regard, the Company proposes to elect three Directors.

In order to ensure fairness and transparency, the selection of each candidate is made through consultation with the voluntary Nomination and Remuneration Committee, which is chaired by an Independent Outside Director and composed of a majority of Independent Outside Directors.

The candidates for Director are as follows:

Candidate No.	Name	Current position	Candidate attributes
1	Mitsuhiro Wakatsuki	Director and Executive Officer	Reelection
2	Housei Iwamura	Director	Reelection Outside Independent
3	Akio Hamaji	Director	Reelection Outside Independent

Reelection: Candidate for Director to be reelected

Outside: Candidate for Outside Director

Independent: Independent officer as defined by the securities exchanges

Candidate No.	Name (Date of birth)		nary, position and responsibility in the Company nt concurrent positions outside the Company)	Number of the Company's shares owned	
		Apr. 1989	Joined The Shizuoka Bank, Ltd.		
		Oct. 1996	Joined Tohmatsu & Co. (currently Deloitte Touche Tohmatsu LLC)		
		Feb. 2001	Director, Tohmatsu Consulting Co., Ltd. (currently Deloitte Tohmatsu Consulting LLC)		
		Mar. 2004	President and Representative Director, Project A Co., Ltd.		
		Feb. 2007	Managing Director, Advanced Communications Co., Ltd.		
İ		Oct. 2010	Director, General Manager of Administration Division, SWEETSTYLE Co., Ltd.		
	Mitsuhiro Wakatsuki (April 4, 1965)	Mar. 2012	President and Representative Director, SWEETSTYLE Co., Ltd.		
		Jan. 2017	Executive Officer and Chief of Corporate Platform Company, the Company	7,500	
1		June 2017	Director, Japan Small Amount & Short Term Insurance Co., Ltd. (current position)	7,300	
1		Dec. 2017	Director, Executive Officer and Chief of Corporate Platform Company, the Company		
		Dec. 2018	Director, JBR ANSHIN WARRANTY Co., Ltd. (currently Japan Warranty Support Co., Ltd) (current position)		
		Sept. 2021	Director, ACTCALL INC.		
		Apr. 2022	Director and Executive Officer, the Company (current position)		
		(Significa	nt concurrent positions outside the Company)		
		Director, Japan Small Amount & Short Term Insurance Co., Ltd.			
		Director, JBI Japan Warra			
	(Reasons for nomination)	1			
	management, and has considerate	derable experier	multiple companies as director, is well-vers nees and knowledge gained through involvement ninated him for another term as a candidate for Di	in management	

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Candidate No.	Name (Date of birth)		nary, position and responsibility in the Company nt concurrent positions outside the Company)	Number of the Company's shares owned	
		Oct. 1993	Joined Ito Accounting Office		
		Apr. 1997	Registered as Certified Public Accountant		
		July 2000	Established Iwamura Certified Public Accountant Office, Director (current position)		
		Apr. 2004	Outside Audit & Supervisory Board Member, the Company		
		Nov. 2004	Outside Audit & Supervisory Board Member, Cab Co., Ltd. (current position)		
		Aug. 2006	Established Audit Firm Ambitious, Representative		
		Mar. 2008	Outside Audit & Supervisory Board Member, BRONCO BILLY Co., Ltd. (current position)		
		Oct. 2008	Outside Audit & Supervisory Board Member, Brass Corporation (current position)		
		Oct. 2015	Outside Audit & Supervisory Board Member, Cab Holdings Co., Ltd. (current position)		
	Housei Iwamura (September 2, 1968)	Dec. 2016	Outside Director, the Company (current position)	-	
2	(	Feb. 2017	Outside Audit & Supervisory Board Member, J Supply Co., Ltd. (current position) Outside Audit & Supervisory Board Member, URS Co., Ltd. (current position)		
2		July 2019	Representative, Cosmos & Co. (current position)		
		(Significa			
		Director, Iwa			
		Representativ	ve, Cosmos & Co.		
			Outside Audit & Supervisory Board Member, BRONCO BILLY Co., Ltd.		
		Outside Aud Co., Ltd.	Outside Audit & Supervisory Board Member, Cab Holdings Co., Ltd.		
		Outside Aud	it & Supervisory Board Member, Cab Co., Ltd.		
		Outside Aud Ltd.	it & Supervisory Board Member, J Supply Co.,		
		Outside Aud	it & Supervisory Board Member, URS Co., Ltd.		
		Outside Aud Corporation	it & Supervisory Board Member, Brass		

(Reasons for nomination and outline of expected roles)

Because Housei Iwamura has served multiple companies concurrently as outside audit & supervisory board member in his capacity as certified public accountant, and gained considerable experiences and track record as well as extensive knowledge and insights, the Company has nominated him for another term as a candidate for Outside Director. Although he does not have experience of being directly involved in corporate management except as an outside officer, the Company judges that he will be able to perform his duties appropriately as Outside Director for aforementioned reasons.

If he is elected, the Company expects that he will continue to utilize his considerable experiences as an expert in finance and accounting, gained through many years of practical experience as a certified public accountant, to provide valuable advice for achieving sustainable growth and increasing the corporate value of the Company, and supervise the Company's management.

Candidate No.	Name (Date of birth)		nary, position and responsibility in the Company nt concurrent positions outside the Company)	Number of the Company's shares owned				
		Apr. 1979	Joined Mitsubishi Mining & Cement Co., Ltd. (currently Mitsubishi Materials Corporation)					
	Akio Hamaji (July 13, 1954)	June 2009	Operating Officer and General Manager of Corporate Planning Div., Mitsubishi Materials Corporation					
		June 2010	Managing Executive Officer and General Manager of Corporate Planning Div., Mitsubishi Materials Corporation					
		Apr. 2011	Managing Executive Officer and General Manager of Corporate Strategy Div., Mitsubishi Materials Corporation					
		June 2012	Managing Director, Mitsubishi Materials Corporation	_				
3		Apr. 2015	Executive Vice President, Mitsubishi Materials Corporation					
3		Apr. 2016	President, Mitsubishi Aluminum Co., Ltd. (currently MA Aluminum Corporation)					
		Dec. 2019	Outside Director, the Company (current position)					
		June 2020	External Director, Sumitomo Heavy Industries, Ltd. (current position)					
		(Significa	(Significant concurrent positions outside the Company)					
		External Dire	External Director, Sumitomo Heavy Industries, Ltd.					
	(Reasons for nomination and outline of expected roles)							
	Because Akio Hamaji has considerable experiences and extensive insights gained from his duties as a busines manager over a long time, and is well-versed in corporate management, the Company has nominated him for another term as a candidate for Outside Director.  If he is elected, the Company expects that he will continue to utilize his considerable experiences as a busines							

Notes:

- 1. All candidates do not have any special interest with the Company.
- 2. The number of the Company's shares owned by each candidate does not include the number of shares owned through the officer stock ownership association of the Company.

manager over a long time to provide valuable advice for achieving sustainable growth and increasing the

3. Housei Iwamura and Akio Hamaji are candidates for Outside Director.

corporate value of the Company, and supervise the Company's management.

- 4. Housei Iwamura and Akio Hamaji are currently Outside Directors of the Company. As of the conclusion of the Meeting, the term of office as Outside Director of Housei Iwamura will have been seven years, and the term of office as Outside Director of Akio Hamaji will have been four years.
- 5. Housei Iwamura and Akio Hamaji satisfy the requirements for an independent officer as provided for by Tokyo Stock Exchange, Inc. and Nagoya Stock Exchange, Inc., and the Company has submitted notification to both exchanges concerning their appointment as independent officers. If the reelection of these candidates is approved, the Company plans for their designation as independent officer to continue.
- 6. The Company has entered into contracts with Housei Iwamura and Akio Hamaji to limit their liability for damages under Article 423, paragraph (1) of the Companies Act pursuant to the provisions of Article 427, paragraph (1) of the same Act. The maximum amount of liability for damages under these contracts is the minimum liability amount provided for under Article 425, paragraph (1) of the Companies Act. If the reelection of candidates is approved, the Company intends to continue the same contract with them.
- 7. 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, and if each candidate is elected and assumes office as Director, they will be included as an insured under this insurance policy. The insureds under the policy include all the Company's Directors and Executive Officers, etc., and the insurance premiums are not borne by the insureds.

Under the terms of this insurance policy, the insurance company covers damages that may arise from the insured's assumption of liability incurred in the course of the performance of their duties, or receipt of claims pertaining to the pursuit of such liability. In addition, the policy is renewed annually. Moreover, when the policy is renewed, the Company plans to renew the policy with the same terms.

Furthermore, this insurance policy contains a coverage exclusion in cases where the Company itself pursues a claim for damages from an insured and, by setting a limit for the amount covered, measures have been put into place to ensure that the proper performance of duties of insureds is not impaired.

## **Proposal No. 2:** Election of Three (3) Directors Who Are Audit & Supervisory Committee Members

The terms of office of all three Directors who are Audit & Supervisory Committee Members will expire at the conclusion of this Meeting. In that regard, the Company proposes to elect three Directors who are Audit & Supervisory Committee Members.

In order to ensure fairness and transparency, the selection of each candidate is made through consultation with the voluntary Nomination and Remuneration Committee, which is chaired by an Independent Outside Director and composed of a majority of Independent Outside Directors.

The Company has obtained the consent of the Audit & Supervisory Committee for this proposal.

The candidates for Director who is an Audit & Supervisory Committee Member are as follows:

Candidate No.	Name	Current position	Cano	Candidate attributes		
1	Masakatsu Sawada	Director and Full-Time Audit & Supervisory Committee Member	Reelection			
2	Hiroyuki Oshida	Director and Audit & Supervisory Committee Member	Reelection	Outside	Independent	
3	Moyuru Goto	-	New election	Outside	Independent	

Reelection: Candidate for Director to be reelected

New election: Candidate for Director to be newly elected

Outside: Candidate for Outside Director

Independent: Candidate for independent officer as defined by the securities exchanges

Candidate No.	Name (Date of birth)	Career sumn (Significa	Number of the Company's shares owned		
		Mar. 1984	Joined Hikari Manufacturing Co., Ltd.		
		Aug. 1989	Joined Masu-Yoshimoto Co., Ltd.		
		Jan. 1997	Joined Daimon Co., Ltd. (currently Kakuyasu Co., Ltd.)		
		Mar. 2003	Joined Life-commune Co., Ltd.		
	Masakatsu Sawada (July 17, 1962)	Mar. 2006	Joined Alpha Trend Holdings Co., Ltd. (currently Nihon Industrial Holdings Co., Ltd.)		
		Mar. 2008	Joined e'grand Co., Ltd.		
		Jan. 2010	Established Sawada Consulting Inc.		
		July 2014	Joined the Company, General Manager of the Audit & Supervisory Board Office	4.000	
1		June 2015	Audit & Supervisory Board Member, Japan Small Amount & Short Term Insurance Co., Ltd.	4,000	
		May 2016	Audit & Supervisory Board Member, JBR ANSHIN WARRANTY Co., Ltd. (currently Japan Warranty Support Co., Ltd)		
		Dec. 2016	Audit & Supervisory Board Member, the Company		
		July 2019	Audit & Supervisory Board Member, Rescue Insurance Co., Ltd.		
		Dec. 2021	Director and Full-Time Audit & Supervisory Committee Member, the Company (current position)		

Masakatsu Sawada has been nominated for another term as a candidate for Director who is an Audit & Supervisory Committee Member because he has gained considerable experiences and insights as audit & supervisory board member of multiple subsidiaries, and thus the Company judges that he will be able to perform his duties appropriately as Director who is an Audit & Supervisory Committee Member.

Candidate No.	Name (Date of birth)		Career summary, position and responsibility in the Company (Significant concurrent positions outside the Company)				
		Apr. 1981	Joined The Long-Term Credit Bank of Japan, Ltd. (currently SBI Shinsei Bank, Limited)				
		July 1998	Joined KPMG Global Solution K.K.				
		July 1999	Director, KPMG Global Solution K.K.				
		Feb. 2000	Partner and Branch Manager of Tokyo Branch, KPMG Business Advisory LLC				
		Aug. 2003	Representative Director and Partner, KPMG FAS Co., Ltd.				
	Hiroyuki Oshida (June 5, 1957)	Sept. 2006	Visiting Professor, KIT Toranomon Graduate School				
		Mar. 2019	Representative, Musashino Research LLC (current position)				
		July 2019	Outside Director, ARUHI Corporation (current position)				
			Outside Director, GIGA PRIZE CO., LTD. (current position)	_			
2		Nov. 2019	Outside Director, SFM Co., Ltd. (current position)				
		Dec. 2019	Outside Audit & Supervisory Board Member, the Company				
		Dec. 2021	Director and Audit & Supervisory Committee Member, the Company (current position)				
		(Significa	(Significant concurrent positions outside the Company)				
		Representati	Representative, Musashino Research LLC				
		Outside Dire	Outside Director, ARUHI Corporation				
		Outside Dire	ctor, GIGA PRIZE CO., LTD.				
		Outside Dire					

(Reasons for nomination and outline of expected roles)

Hiroyuki Oshida has been nominated for another term as a candidate for Outside Director who is an Audit & Supervisory Committee Member because he has considerable experiences and insights as a consultant and thus the Company judges that he will be able to perform his duties appropriately as Outside Director who is an Audit & Supervisory Committee Member.

If he is elected, the Company expects that he will utilize his considerable experiences and insights as a consultant to provide appropriate supervision, advice, etc. for strengthening the decision-making, audit and supervisory functions of the Board of Directors.

Candidate No.	Name (Date of birth)		Career summary, position and responsibility in the Company (Significant concurrent positions outside the Company)					
		Oct. 2004	Oct. 2004 Registered as Attorney at Law					
		Oct. 2008	Joined Takeo Goto Law Office (currently Goto/Suzuki Law Office)					
		July 2015	Outside Director, MICS CHEMICAL CO., LTD. (current position)					
	Moyuru Goto (May 9, 1971)	Jan. 2018	Partner, Goto/Suzuki Law Office (currently Goto/Suzuki Law Office)					
		Dec. 2022	Substitute Audit & Supervisory Committee Member, the Company	_				
		Jan. 2023	an. 2023 Representative Partner, Goto/Suzuki Law Office (current position)					
3		(Significa	(Significant concurrent positions outside the Company)					
		Representati	Representative Partner, Goto/Suzuki Law Office					
		Outside Director, MICS CHEMICAL CO., LTD.						
	(Reasons for nomination and outline of expected roles)							
	Moyuru Goto has considerable experiences and extensive insights as an attorney at law. The Company expects that her experience and knowledge will strengthen the Company's auditing system and that she will provide objective and neutral advice and recommendations from a broad perspective, and thus nominates her as Outside Director who is an Audit & Supervisory Committee Member.							
			rience of being directly involved in corporate man	nagement except				

Notes:

- 1. All candidates do not have any special interest with the Company.
- 2. Moyuru Goto's name in the family register is Moyuru Kobori.

Committee Member.

3. The number of the Company's shares owned by Masakatsu Sawada does not include the number of shares owned through the officer stock ownership association of the Company.

as an outside officer, she is well-versed in corporate legal affairs as an attorney at law, and the Company judges that she will be able to perform her duties appropriately as Outside Director who is an Audit & Supervisory

- 4. Hiroyuki Oshida and Moyuru Goto are candidates for Outside Director.
- 5. Hiroyuki Oshida currently serves as Outside Director who is an Audit & Supervisory Committee Member of the Company. As of the conclusion of the Meeting, the term of office of Hiroyuki Oshida will have been two years. He has previously served as non-Executive Officer (Audit & Supervisory Board Member) of the Company.
- 6. Hiroyuki Oshida and Moyuru Goto satisfy the requirements for an independent officer as provided for by Tokyo Stock Exchange, Inc. and Nagoya Stock Exchange, Inc., and the Company plans to submit notification concerning their appointment as independent officers if they are appointed as Outside Directors who are Audit & Supervisory Committee Members.
- 7. The Company has entered into contracts with Masakatsu Sawada and Hiroyuki Oshida to limit their liability for damages under Article 423, paragraph (1) of the Companies Act pursuant to the provisions of Article 427, paragraph (1) of the same Act. The maximum amount of liability for damages under these contracts is the minimum liability amount provided for under Article 425, paragraph (1) of the Companies Act. If the reelection of candidates is approved, the Company intends to continue the same contract with them.
- 8. If Moyuru Goto is appointed as Outside Director who is Audit & Supervisory Committee Member, the Company intends to enter into a contract with her to limit her liability for damages under Article 423, paragraph (1) of the Companies Act pursuant to the provisions of Article 427, paragraph (1) of the same Act. The maximum amount of liability for damages under these contracts shall be the minimum liability amount provided for under Article 425, paragraph (1) of the Companies Act.
- 9. 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 insureds under the policy include all the Company's Directors and Executive Officers, etc., and the insurance premiums are not borne by the insureds. If Masakatsu Sawada, Hiroyuki Oshida and Moyuru Goto are appointed as Directors who are Audit & Supervisory Committee Members, each of them will be included as an insured under this insurance policy.

Under the terms of this insurance policy, the insurance company covers damages that may arise from the insured's assumption of liability incurred in the course of the performance of their duties, or receipt of claims pertaining to the pursuit of such liability. In addition, the policy is renewed annually. Moreover, when the policy is renewed, the Company plans to renew the policy with the same terms.

Furthermore, this insurance policy contains a coverage exclusion in cases where the Company itself pursues a claim for damages from an insured and, by setting a limit for the amount covered, measures have been put into place to ensure that the proper performance of duties of insureds is not impaired.

## [References]

<Directors (excluding Directors who are Audit & Supervisory Committee Members) and Directors who are Audit & Supervisory Committee Members after the 27th Ordinary General Meeting of Shareholders on December 21, 2023 (planned)>

The Company has identified the skills of the Board of Directors as a whole (knowledge, experience, and abilities particularly expected from Directors) that are necessary for the sustainable growth and medium- to long-term enhancement of corporate value of the Company, as shown in the following skills matrix.

N.	Position		Particularly expected knowledge, experience, and abilities						Skills required based on the nature of the business				
Name		Attributes	Corporate management	Sustainability	IR	Finance and accounting	Investment and M&A	Organization and human resources	Governance	Innovation	Legal and risk management	International- ization	Sales and marketing
Mitsuhiro Wakatsuki	Director and Executive Officer		•		•		•	•	•		•		•
Housei Iwamura	Director	Outside Indepen- dent	•			•	•		•				
Akio Hamaji	Director	Outside Indepen- dent	•	•	•		•				•	•	
Masakatsu Sawada	Director (Full-Time Audit & Supervisory Committee Member)				•						•		
Hiroyuki Oshida	Director (Audit & Supervisory Committee Member)	Outside Indepen- dent	•			•	•	•	•				
Moyuru Goto	Director (Audit & Supervisory Committee Member)	Outside Indepen- dent							•		•		

Note: The above list does not represent all the knowledge, experience, abilities, etc. possessed by each Director.