

Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

Securities Code: 9889

Date of sending by postal mail: June 3, 2024

Start date of measures for electronic provision: May 22, 2024

To our Shareholders:

Seiji Higashiue
Representative Director and President
JBCC Holdings Inc.
TOKYO MIDTOWN YAESU YAESU CENTRAL
TOWER,
2-2-1, Yaesu, Chuo-ku, Tokyo

Notice of the 60th Annual General Meeting of Shareholders

We are happy to announce that the 60th Annual General Meeting of Shareholders of JBCC Holdings Inc. (the “Company”) will be held as indicated below.

In convening this General Meeting of Shareholders, the Company has taken measures for electronic provision of 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 will be taken), and has posted the information on each of the following websites. Please access one of the websites to view the information. Therefore, except for the shareholders who have made a request for the delivery of paper-based documents, we are delivering only a simplified notice of the general meeting of shareholders to the shareholders. We would appreciate your understanding in light of the friendliness to the environment.

The Company’s website (in Japanese):

<https://www.jbcchd.co.jp/ir/library/meeting/index.html>

Website for posted informational materials for the general meeting of shareholders (in Japanese):

<https://d.sokai.jp/9889/teiji/>

Tokyo Stock Exchange (TSE) website (Listed Company Search) (in Japanese):

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

(Access the TSE website by using the internet address shown above, enter “JBCC Holdings” in “Issue name (company name)” or the Company’s securities code “9889” 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 are not attending the meeting in person, please review the Reference Documents for the General Meeting of Shareholders, and exercise your voting rights by 5:30 p.m. on Monday, June 17, 2024 (JST).

- 1. Date and Time:** Tuesday, June 18, 2024, at 9:30 a.m. (JST)
(Reception will open at 9:00 a.m.)
- 2. Venue:** 4F MAIN CONFERENCE, TOKYO MIDTOWN YAESU CONFERENCE
2-2-1, Yaesu, Chuo-ku, Tokyo

3. Purpose of the Meeting

Matters to be reported:

1. The Business Report and the Consolidated Financial Statements for the 60th fiscal year (from April 1, 2023 to March 31, 2024), and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit and Supervisory Committee
2. The Non-consolidated Financial Statements for the 60th fiscal year (from April 1, 2023 to March 31, 2024)

Matters to be resolved:

- Proposal No. 1** Election of 7 Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
- Proposal No. 2** Election of 3 Directors Who Are Audit and Supervisory Committee Members
- Proposal No. 3** Election of 1 Substitute Director Who Is an Audit and Supervisory Committee Member
- Proposal No. 4** Revision of the Amount of Compensation for Awarding Restricted Stock to Directors (Excluding Outside Directors and Directors Who Are Audit and Supervisory Committee Members)

(Notes)

1. If you attend the meeting in person on the day, please kindly submit the voting form sent with this notice at the reception desk. Please be aware that non-shareholders such as proxies and people accompanying shareholders may not attend the General Meeting of Shareholders.
2. Among the items subject to measures for electronic provision, in accordance with the provisions of laws and regulations and the Articles of Incorporation of the Company, the following items are not provided in the paper-based documents delivered to shareholders who have made a request for delivery of such documents. The Audit and Supervisory Committee and the Financial Auditor have audited the documents subject to audit, including the following items.
 - (1) From the Business Report: "System to Ensure Properness of Operations"
 - (2) From the Consolidated Financial Statements: "Consolidated Statement of Changes in Equity" and "Notes to Consolidated Financial Statements"
 - (3) From the Non-consolidated Financial Statements: "Non-consolidated Statement of Changes in Equity" and "Notes to Non-Consolidated Financial Statements"
3. In the event that the items subject to measures for electronic provision are revised, a notice of the revisions and the details of the items before and after the revisions will be posted on the Company's website, the website for posted informational materials for the general meeting of shareholders, and the TSE website shown on the previous page.

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Information

Proposal No. 1 Election of 7 Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all 7 Directors (excluding Directors who are Audit and Supervisory Committee Members; applicable to the rest of this proposal) will expire at the conclusion of this Annual General Meeting of Shareholders. Therefore, the Company proposes the election of 7 Directors.

The candidates for Director are as follows:

Candidate No.	Name	Position in the Company	Responsibility	Candidate attributes
1	Seiji Higashiue	Representative Director and President	Supervisor of the JB Group companies (the "Group") Representative Director and President of JBCC Corporation	Reelection
2	Yoshiaki Mitsuboshi	Director	In charge of Service Representative Director and President of JB Service Corporation	Reelection
3	Shinpei Yabushita	Director	In charge of Solutions Representative Director and President of JB Advanced Technology Corporation Director and Vice President of JBCC Corporation	Reelection
4	Yoshitaka Uchida	Director	In charge of SI/Security/ITS Director and Senior Managing Executive Officer of JBCC Corporation	Reelection
5	Nobuharu Asari	–	In charge of Administration Representative Director and President of C&C Business Service Corporation	New election
6	Kiyoshi Ido	Outside Director	–	Reelection Outside Independent
7	Mari Sagiya	Outside Director	–	Reelection Outside Independent

Note: Reelection: candidate for Director to be reelected

New election: candidate for Director to be newly elected

Outside: candidate for Outside Director

Independent: independent officer registered with the securities exchange

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 style="text-align: center;">Seiji Higashiue (February 4, 1958)</p> <p style="text-align: center;">Reelection</p> <p style="text-align: center;">[Tenure as Director] 12 years</p> <p style="text-align: center;">[Attendance at Board of Directors meetings] 100% (11/11)</p>	<p>Apr. 1982 Joined IBM Japan, Ltd.</p> <p>Jan. 2006 Executive Officer in charge of Finance Business of IBM Japan, Ltd.</p> <p>Jan. 2007 Managing Executive Officer in charge of Finance Business of IBM Japan, Ltd.</p> <p>Oct. 2007 Senior Managing Executive Officer in charge of Finance Business of IBM Japan, Ltd.</p> <p>Jan. 2009 Director and Senior Managing Executive Officer in charge of Sales of IBM Japan, Ltd.</p> <p>July 2010 Director and Senior Managing Executive Officer in charge of System Quality, Global Technology Services Business of IBM Japan, Ltd.</p> <p>Feb. 2012 Joined the Company, Advisor</p> <p>Apr. 2012 Representative Director and President of JBCC Corporation (current position)</p> <p>June 2012 Representative Director of the Company</p> <p>Apr. 2019 Representative Director and President, and Supervisor of the JB Group companies (current position)</p>	111,900
<p>[Reasons for nomination as candidate for Director]</p> <p>As Representative Director and President of the Company, his strong leadership led the Company to achieve the goals of the Medium-Term Business Plan, "HARMONIZE 2023." Going forward, the Company expects that he will be able to help drive the sustainable growth of the Group and increase in its corporate value by promoting the strengthening of its profitability through a stronger focus on high value-added solutions due to the acceleration of the transformation of the business structure and the strengthening and advancement of the management base under the new Medium-Term Business Plan, "CHALLENGE 2026," and by promoting investment in human resources, enhancement of governance, acceleration of DX, and improvement of risk management systems. Therefore, the Company has decided to nominate him for another term as a Director.</p> <p>[To our shareholders]</p> <p>Starting this fiscal year, we will launch our new Medium-Term Business Plan, "CHALLENGE 2026," which aims to achieve sustainable growth and high profitability through further transformation of our business structure. Focusing on cloud computing, security, and Ultra High Speed Development, we will promote further transformation of our business structure and continue to take on the challenge of becoming a "value-creating company" that contributes to the success of our customers, the development of society, and innovation in the IT industry.</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
2	<p>Yoshiaki Mitsuboshi (November 9, 1960)</p> <p>Reelection</p> <p>[Tenure as Director] 7 years</p> <p>[Attendance at Board of Directors meetings] 100% (11/11)</p>	<p>Apr. 1983 Joined the Company</p> <p>Apr. 2011 Director, Senior Executive Officer and General Manager of Medical Solution Division of Japan Business Computer Corporation</p> <p>Apr. 2012 Director, Managing Executive Officer supervising SI & Service and General Manager of Medical Solution Division of JBCC Corporation</p> <p>Apr. 2013 Director and Managing Executive Officer supervising SI & Service of JBCC Corporation</p> <p>Jan. 2015 Director and Managing Executive Officer in charge of SI & Service of JBCC Corporation</p> <p>Apr. 2016 Director of JBCC Corporation (current position)</p> <p>Apr. 2016 Representative Director and President of JB Service Corporation (current position)</p> <p>June 2017 Director in charge of Service of the Company (current position)</p>	53,000
<p>[Reasons for nomination as candidate for Director]</p> <p>As Representative Director and President of JB Service Corporation, he has been helping improve the Group's business performance and accomplish the Medium-Term Business Plan, "HARMONIZE 2023," by driving the expansion of its recurring-revenue businesses such as security operational services. Going forward, the Company expects that he will be able to help achieve the goals of the new Medium-Term Business Plan, "CHALLENGE 2026," by further growing recurring-revenue businesses and reorganizing the portfolio, etc., thus increasing the Group's corporate value and building a stable earnings base. Therefore, the Company has decided to nominate him for another term as a Director.</p> <p>[To our shareholders]</p> <p>Under the new Medium-Term Business Plan, "CHALLENGE 2026," starting this fiscal year, I will work to further build up our recurring-revenue businesses by appropriately integrating the strengths of the Group with those of our operating companies. In addition to our established security business, I will focus on securing the stock of high-value-added non-IT businesses, and I hope to contribute to group management by increasing the stability of our management foundation.</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	<p>Shinpei Yabushita (September 11, 1962)</p> <p>Reelection</p> <p>[Tenure as Director] 3 years</p> <p>[Attendance at Board of Directors meetings] 100% (11/11)</p>	<p>Apr. 1985 Joined IBM Japan, Ltd.</p> <p>July 2008 Executive Officer in charge of Enterprise Systems, System Products Business of IBM Japan, Ltd.</p> <p>July 2010 Senior Managing Executive Officer in charge of System Products Business of IBM Japan, Ltd.</p> <p>Apr. 2014 Director, Senior Managing Executive Officer, and General Manager of Enterprise Business Division of IBM Japan, Ltd.</p> <p>Feb. 2018 Senior Managing Executive Officer and General Manager of Financial Business Unit 2, Industry Business Division of IBM Japan, Ltd.</p> <p>May 2020 Joined JBCC Corporation, Director and Vice President in charge of Solution Business (current position)</p> <p>June 2021 Director in charge of Solutions of the Company (current position)</p> <p>Apr. 2023 Representative Director and President of JB Advanced Technology Corporation (current position)</p>	33,600
<p>[Reasons for nomination as candidate for Director] As the person in charge of the Group's businesses, he has made efforts to expand the cloud business and Cloud Connectivity Platform business, helping achieve the goals of the Medium-Term Business Plan, "HARMONIZE 2023." The Company expects that under the new Medium-Term Business Plan, "CHALLENGE 2026," he can help enhance the Group's corporate value by promoting the Cloud First strategy, expanding multi-cloud migration and operation services, and creating new value-added services utilizing data and AI. Therefore, the Company has decided to nominate him for another term as a Director.</p> <p>[To our shareholders] Starting this fiscal year, we will launch our new Medium-Term Business Plan, "CHALLENGE 2026." As the person in charge of the JBCC Group's cloud business, I will endeavor to grow the cloud business. In particular, as we enter an era in which the use of data and AI is gaining momentum among many customers, I will take on the challenge of creating new services using the technology we have acquired through our research and development of data connectivity products. I will continue to do my utmost to enhance the corporate value of the JBCC Group.</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
4	<p>Yoshitaka Uchida (March 1, 1965)</p> <p>Reelection</p> <p>[Tenure as Director] 3 years</p> <p>[Attendance at Board of Directors meetings] 100% (11/11)</p>	<p>Jan. 1986 Joined the Company</p> <p>Jan. 2015 Executive Officer and General Manager of IT Services Division of JBCC Corporation</p> <p>Apr. 2016 Senior Executive Officer and General Manager of IT Services Division of JBCC Corporation</p> <p>Apr. 2017 Director and Senior Executive Officer in charge of IT Services Business of JBCC Corporation</p> <p>Apr. 2018 Director and Managing Executive Officer in charge of IT Services Business of JBCC Corporation</p> <p>Jan. 2021 Director and Managing Executive Officer in charge of Service Business of JBCC Corporation</p> <p>June 2021 Director in charge of SI/Security/ITS of the Company (current position)</p> <p>Apr. 2023 Director and Senior Managing Executive Officer in charge of Service Business of JBCC Corporation (current position)</p>	27,539
<p>[Reasons for nomination as candidate for Director]</p> <p>As the person in charge of the Group's businesses, he worked to expand multi-cloud security services and other initiatives in the security business, and to strengthen development capabilities and improve profitability in the Ultra High Speed Development business, helping to achieve the goals of the Medium-Term Business Plan, "HARMONIZE 2023." The Company expects that he can continue to help increase the Group's profitability and corporate value by promoting recurring-revenue businesses and providing high value-added services in the security business, and by continuing to promote the Ultra High Speed Development business and adding value through asset creation. Therefore, the Company has decided to nominate him for another term as a Director.</p> <p>[To our shareholders]</p> <p>With the start of the new Medium-Term Business Plan, "CHALLENGE 2026," I will continue to be in charge of the two key businesses of Ultra High Speed Development and security. By further accelerating the growth of the focus businesses in "HARMONIZE 2023" to expand the ratio of recurring-revenue businesses, and further promoting the provision of high value-added services, I will do my utmost to ensure the continued growth and increase in value of the JBCC Group.</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
5	<p>Nobuharu Asari (November 3, 1962)</p> <p>New election</p> <p>[Tenure as Director] –</p> <p>[Attendance at Board of Directors meetings] –</p>	<p>Apr. 1985 Joined IBM Japan, Ltd.</p> <p>Jan. 2011 Executive Officer in charge of Controller of IBM Japan, Ltd.</p> <p>Jan. 2013 Managing Executive Officer in charge of Business Partner & Strategic Alliance of IBM Japan, Ltd.</p> <p>Jan. 2015 Managing Executive Officer in charge of Global Process Services of IBM Japan, Ltd.</p> <p>Oct. 2018 Managing Executive Officer in charge of Strategy & Transformation of IBM Japan, Ltd.</p> <p>Mar. 2020 Statutory Auditor of IBM Japan, Ltd.</p> <p>Mar. 2020 Corporate Auditor of KOBELCO SYSTEMS CORPORATION</p> <p>Oct. 2023 Joined the Company, Advisor</p> <p>Apr. 2024 In charge of Administration (current position)</p> <p>Apr. 2024 Representative Director and President of C&C Business Service Corporation (current position)</p>	4,000
<p>[Reasons for nomination as candidate for Director]</p> <p>The Company is looking for someone with extensive experience and excellent expertise in the areas of finance and accounting to serve as its CFO, and this candidate meets those requirements. Through his experience in finance and accounting for IT companies, he has achieved excellent results in optimizing financial strategies and driving sustainable growth.</p> <p>Furthermore, the candidate has extensive knowledge and experience as a corporate officer in numerous companies. Based on these, the Company judges that he will be committed to improving the quality of management of the entire Group and be able to help improve the corporate value. Therefore, the Company has nominated him as a candidate for Director.</p> <p>[To our shareholders]</p> <p>Through our new Medium-Term Business Plan, “CHALLENGE 2026,” I will work to promote continued growth and maintain a sound financial foundation. In addition, by strengthening risk management and compliance to respond flexibly to changes in the environment, and by promoting innovation, I will strive to build a flexible and solid management foundation, improve management quality, and work together with our team to increase the long-term corporate value of the entire Group.</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
6	<p style="text-align: center;">Kiyoshi Ido (November 23, 1955)</p> <p style="text-align: center;">Reelection Outside Independent</p> <p style="text-align: center;">[Tenure as Outside Director] 6 years</p> <p style="text-align: center;">[Attendance at Board of Directors meetings] 100% (11/11)</p>	<p>Apr. 1978 Joined The Yasuda Fire and Marine Insurance Co., Ltd.</p> <p>June 2002 Representative Director and President of The Yasuda Fire System Development Co., Ltd.</p> <p>July 2002 Representative Director and President of Sompo Japan System Solution Inc.</p> <p>Apr. 2007 Executive Officer of Sompo Japan Insurance Inc.</p> <p>Apr. 2009 Director and Managing Executive Officer of Sompo Japan Himawari Life Insurance Inc.</p> <p>Apr. 2010 Director and Senior Managing Executive Officer of Sompo Japan Himawari Life Insurance Inc.</p> <p>Oct. 2011 Director and Senior Managing Executive Officer of NKSJ Himawari Life Insurance, Inc.</p> <p>June 2013 Senior Managing Executive Officer of JAPAN POST INSURANCE Co., Ltd.</p> <p>July 2013 Director of JAPAN POST INSURANCE SYSTEM SOLUTIONS Co., LTD.</p> <p>June 2016 Director and Deputy President Representative Executive Officer of JAPAN POST INSURANCE Co., Ltd.</p> <p>June 2017 Director and Deputy Chairman of JAPAN POST INSURANCE SYSTEM SOLUTIONS Co., LTD.</p> <p>June 2018 Outside Director of the Company (current position)</p> <p>Apr. 2020 Representative Director and Chief Development Officer of JAPAN POST INSURANCE SYSTEM SOLUTIONS Co., LTD.</p> <p>June 2020 Representative Director and President of JAPAN POST INSURANCE SYSTEM SOLUTIONS Co., LTD.</p> <p>May 2023 Director and Chairman of JAPAN POST INSURANCE DIGITAL SYSTEMS Co., LTD. (current position)</p> <p>Apr. 2024 Representative Director, Chairman, and CEO of JAPAN POST INSURANCE SYSTEM SOLUTIONS Co., LTD. (current position)</p>	—
<p>[Reasons for nomination as candidate for Outside Director and expected role, etc.]</p> <p>Based on his abundant experience and broad knowledge as a manager at IT-related companies, he provides advice on medium to long-term management and supervises business execution, and as a member of the voluntary Nomination and Compensation Committee, he is involved in the committee's activities from an independent standpoint. The Company expects that he will be able to continue to help enhance the effectiveness of the Board of Directors, drive sustainable growth of the Group and increase its corporate value by providing proper advice and supervision based on his wealth of experience and extensive knowledge and thus has nominated him for another term as an Outside Director.</p> <p>[To our shareholders]</p> <p>Under the previous Medium-Term Business Plan, a dramatic transformation of the business structure was achieved, and the foundations of the profit structure were built. In addition, there has been a shift in employee awareness and behavior. As part of the new Medium-Term Business Plan (CHALLENGE 2026), we have declared that we will refine our management resources and human resources, as well as our business advantages, in order to achieve further growth. As an Outside Director, I will keep a close eye on the development of management materialities and help increase corporate value by providing objective and accurate advice.</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
7	<p style="text-align: center;">Mari Sagiya (November 16, 1962)</p> <p style="text-align: center;">Reelection Outside Independent</p> <p style="text-align: center;">[Tenure as Outside Director] 3 years</p> <p style="text-align: center;">[Attendance at Board of Directors meetings] 100% (11/11)</p>	<p>Apr. 1985 Joined IBM Japan, Ltd.</p> <p>July 2005 Executive Officer in charge of General Business of IBM Japan, Ltd.</p> <p>July 2007 Executive Officer in charge of Corporate Planning, Marketing and Communications of IBM Japan, Ltd.</p> <p>Jan. 2011 Executive Officer in charge of Communications, Media and Utilities of IBM Japan, Ltd.</p> <p>July 2014 Managing Executive Officer in charge of Strategy Marketing and Communications of SAP Japan Co., Ltd.</p> <p>Jan. 2016 Managing Executive Officer and Chief Marketing Officer of salesforce.com Co., Ltd.</p> <p>June 2019 Outside Director of Mizuho Leasing Company, Limited (current position) Outside Director of KOKUSAI PULP&PAPER CO., LTD.</p> <p>Mar. 2020 Outside Director of MonotaRO Co., Ltd. (current position)</p> <p>June 2021 Outside Director of the Company (current position)</p> <p>June 2022 Outside Director of Mitsubishi Corporation (current position)</p>	-
<p>[Reasons for nomination as candidate for Outside Director and expected role, etc.] She has worked as a management executive in several IT-related companies and has experience in sales and marketing departments, which has enabled her to provide advice on medium to long-term management and supervise business execution from a broad perspective. In addition, as a member of the voluntary Nomination and Compensation Committee, she has been involved in the committee's activities from an independent standpoint, contributing to the sound management of the company. The Company expects that she will continue to use her wealth of experience and knowledge to contribute to the sustainable growth of the Group and the enhancement of its corporate value from an independent standpoint, and to ensure the effectiveness of the Board of Directors. Therefore, the Company has nominated her for another term as an Outside Director.</p> <p>[To our shareholders] Over the past 10 years, we have been transforming our business model and reinforcing our foundation for growth. On the other hand, our customers are highly interested in using new technologies, and our management team is continuously striving to meet their needs. When formulating our new Medium-Term Business Plan, the Board of Directors held active discussions to further clarify areas of focus and awareness of issues to be addressed going forward. I will continue to strive to provide objective advice and improve the governance of our company in order to continually increase our corporate value.</p>			

- Notes:
1. There is no special interest between any of the candidates for Director and the Company.
 2. Candidates for Outside Director
At the conclusion of this meeting, Kiyoshi Ido's tenure as Outside Director of the Company will have been 6 years.
At the conclusion of this meeting, Mari Sagiya's tenure as Outside Director of the Company will have been 3 years.
 3. Conclusion of Liability Limitation Agreement
Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into agreements with Kiyoshi Ido and Mari Sagiya to limit their liability for damages under Article 423, paragraph (1) of the same Act. The maximum amount of liability for damages under these agreements is the minimum liability amount provided for under laws and regulations, and if the reelection of Kiyoshi Ido and Mari Sagiya is approved, the Company plans to renew the aforementioned agreements with them.
 4. Independent Officer
The Company has submitted notification to Tokyo Stock Exchange that Kiyoshi Ido and Mari Sagiya have been appointed as independent officers as provided for by the aforementioned exchange. If Mr. Ido and Ms. Sagiya are reelected, the Company plans for their appointment as independent officers to continue.
Mr. Ido is Representative Director, Chairman, and CEO of JAPAN POST INSURANCE SYSTEM SOLUTIONS Co., LTD. and Director and Chairman of JAPAN POST INSURANCE DIGITAL SYSTEMS Co., LTD. There is no transaction relationship between JAPAN POST INSURANCE SYSTEM SOLUTIONS and the Group or JAPAN POST INSURANCE DIGITAL SYSTEMS and the Group.
Ms. Sagiya was an executive at IBM Japan, Ltd. in the past, but it has been more than 9 years since she left the company in July 2014. Therefore, the Company judges that this does not affect her independence.
There is a transaction relationship between IBM Japan and the Group, and the transaction amount is less than 0.9% of the Company's consolidated sales in FY2023.
She is currently an Outside Director of Mizuho Leasing Company, Limited, MonotaRO Co., Ltd., and Mitsubishi Corporation, and is not engaged in the execution of business. There is a transaction relationship between Mizuho Leasing Company, Limited and the Group and Mitsubishi Corporation and the Group, and the transaction amounts are less than 0.1%, of the Company's consolidated sales in FY2023. The Company deems that there are no concerns over her independence, considering the past and present situations.
 5. Conclusion of a Directors and Officers Liability Insurance Agreement
The Company has entered into a directors and officers liability insurance agreement with an insurance company as stipulated in Article 430-3, paragraph (1) of the Companies Act. The outline of the insurance agreement is provided under item (4) "Outline, etc. of the directors and officers liability insurance agreement" on page 40 of the Business Report (in Japanese only). All the candidates for Directors are included as insured in the insurance agreement.
The insurance agreement is scheduled to be renewed with the same terms and conditions at the next renewal.
 6. Major Reorganization in the Group
In April 2006, Japan Business Computer Corporation changed its trade name to JBCC Holdings Inc. following the shift to a pure holding company structure, and Japan Business Computer Corporation was established as a new operating company.
In April 2012, JB Enterprise Solutions Corporation absorbed and merged with Japan Business Computer Corporation and took over part of the business of JB Service Corporation through an absorption-type company split with JB Service Corporation. Accordingly, JB Enterprise Solutions Corporation changed its trade name to JBCC Corporation.

Proposal No. 2 Election of 3 Directors Who Are Audit and Supervisory Committee Members

The terms of office of all 3 Directors who are Audit and Supervisory Committee Members will expire at the conclusion of this annual general meeting of shareholders. Therefore, the Company proposes the election of 3 Directors who are Audit and Supervisory Committee Members.

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

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

Candidate No.	Name	Position in the Company	Responsibility	Candidate attributes
1	Takeshi Yamazaki	Director, full-time Audit and Supervisory Committee Member	–	Reelection
2	Akifumi Imamura	Outside Director, Audit and Supervisory Committee Member	–	Reelection Outside Independent
3	Yoshiko Watanabe	Outside Director, Audit and Supervisory Committee Member	–	Reelection Outside Independent

Note: Reelection: candidate for Director who is an Audit and Supervisory Committee Member, to be reelected

Outside: candidate for Outside Director who is an Audit and Supervisory Committee Member

Independent: independent officer registered with the securities exchange

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 style="text-align: center;">Takeshi Yamazaki (September 30, 1962)</p> <p style="text-align: center;">Reelection</p> <p style="text-align: center;">[Tenure as Director (Audit and Supervisory Committee Member)] 2 years</p> <p style="text-align: center;">[Attendance at Board of Directors meetings] 100% (11/11)</p>	<p>Apr. 1985 Joined the Company</p> <p>Apr. 2001 General Manager of the Sales Business Unit 3, the Industry Business Division</p> <p>Apr. 2008 General Manager of the Sales Department, the Enterprise Business System Division</p> <p>Apr. 2010 Senior General Manager of Manufacturing and Sales Department, Enterprise Business Division I of JB Enterprise Solutions Corporation</p> <p>Apr. 2011 Executive Officer, Sales Supervisor and General Manager of Enterprise Business Division I of JB Enterprise Solutions Corporation</p> <p>Apr. 2012 Sales Supervisor and General Manager of the Enterprise Business Division I of JBCC Corporation</p> <p>Aug. 2012 Executive Officer, Sales Supervisor and General Manager of the West Japan Division of JBCC Corporation</p> <p>Oct. 2013 Executive Officer, Sales Supervisor and General Manager of the Enterprise Business Division I of JBCC Corporation</p> <p>Apr. 2014 Executive Officer, East Japan Sales Supervisor and General Manager of the Business Division I of JBCC Corporation</p> <p>Apr. 2016 Executive Officer and General Manager of the Cloud Service Business Department, the Service Division of JBCC Corporation</p> <p>Apr. 2017 Executive Officer and General Manager of the Health Care Business Department, the Solution Business Division of JBCC Corporation</p> <p>Apr. 2019 Senior Executive Officer and General Manager of the Health Care Business Department, the Solution Business Division of JBCC Corporation</p> <p>Apr. 2022 Auditor of JBCC Corporation (current position)</p> <p>June 2022 Director, full-time Audit and Supervisory Committee Member of the Company (current position)</p>	5,949
<p>[Reasons for nomination as candidate for Director]</p> <p>He has used his extensive work experience at Group companies, and as a full-time Audit and Supervisory Committee Member, he has appropriately supervised the business execution of Directors, while also working to improve internal control systems to maintain the operational soundness and transparency of the organization. The Company has nominated him for another term as a Director who is an Audit and Supervisory Committee Member, expecting him to continue to provide appropriate advice during Board of Directors meetings, supervise the business execution of Directors and help further strengthen internal control systems.</p> <p>[To our shareholders]</p> <p>Under the new Medium-Term Business Plan, I intend to fulfill my role as an Audit and Supervisory Committee Member and enhance myself in terms of compliance, governance, and sustainability management in order to strengthen and improve the management foundation.</p> <p>In addition, I will further deepen information collaboration with the Outside Audit and Supervisory Committee Members and proactively participate in overall management deliberations and decision-making.</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
2	<p style="text-align: center;">Akifumi Imamura (April 18, 1953)</p> <p style="text-align: center;">Reelection Outside Independent</p> <p style="text-align: center;">[Tenure as Outside Director (Audit and Supervisory Committee Member)] 8 years</p> <p style="text-align: center;">[Attendance at Board of Directors meetings] 100% (11/11)</p>	<p>Apr. 1982 Registered as an attorney at law</p> <p>Apr. 1989 Attorney at Atago Law Office</p> <p>May 2003 Attorney at Green Hill Law & Patent Office</p> <p>June 2005 Outside Auditor of the Company</p> <p>June 2011 Outside Auditor of Itoham Foods Inc. (currently ITOHAM YONEKYU HOLDINGS INC.)</p> <p>June 2016 Outside Director, Audit and Supervisory Committee Member of the Company (current position)</p> <p>Mar. 2020 Outside Auditor of Otomo Logistics Service Co., Ltd. (current position)</p> <p>June 2021 Outside Director, Audit and Supervisory Committee Member of SHIBAURA MACHINE CO., LTD. (current position)</p> <p>Mar. 2023 Outside Auditor of Kyowaseiko Corporation (current position)</p> <p>July 2023 Attorney at Hibiki Law Office (current position)</p>	-
<p>[Reasons for nomination as candidate for Outside Director and expected role, etc.]</p> <p>Although the candidate does not have direct experience in corporate management, he has extensive corporate legal experience as an attorney and expertise in corporate management supervision through his experience as a corporate auditor at other companies. He has used this experience and expertise to supervise business execution and provide advice as an Outside Director, Audit and Supervisory Committee Member, contributing to the improvement of the Company's governance. The Company has nominated him for another term as an Outside Director who is an Audit and Supervisory Committee Member, expecting that he will be able to ensure proper decision making practice and help further strengthen the governance system from an independent viewpoint.</p> <p>[To our shareholders]</p> <p>The transformation of the business structure under the Medium-Term Business Plan, "HARMONIZE 2023," has enabled the Company to establish a structure for continuous growth in sales and profits. The new Medium-Term Business Plan, which will start this year, calls for further strengthening of the management foundation and corporate governance. I intend to do my best to contribute to the Company's development by making use of my experience as a lawyer and outside director at other companies, as well as my perspective as a director without a background in IT-related fields.</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	<p data-bbox="331 483 544 544">Yoshiko Watanabe (December 13, 1948)</p> <p data-bbox="376 577 499 669">Reelection Outside Independent</p> <p data-bbox="300 703 576 831">[Tenure as Outside Director (Audit and Supervisory Committee Member)] 6 years</p> <p data-bbox="320 864 555 956">[Attendance at Board of Directors meetings] 100% (11/11)</p>	<p data-bbox="612 264 1002 293">Apr. 1971 Joined IBM Japan, Ltd.</p> <p data-bbox="612 300 1209 392">Apr. 1992 General Manager of SE Division supervising Manufacturing I Sales Headquarters of IBM Japan, Ltd.</p> <p data-bbox="612 398 1241 490">Jan. 1994 General Manager of Client Server Development Center, Solution Headquarters of IBM Japan, Ltd.</p> <p data-bbox="612 497 1209 557">Sept. 1995 Project Executive of IBM Corporation (New York)</p> <p data-bbox="612 564 1134 624">Apr. 2001 Director of IBM Asia Pacific Service Corporation</p> <p data-bbox="612 631 1209 692">Jan. 2003 Administrative Officer in charge of System Technical Service Center of IBM Japan, Ltd.</p> <p data-bbox="612 698 1134 728">Mar. 2006 Statutory Auditor of IBM Japan, Ltd.</p> <p data-bbox="612 734 1225 826">Oct. 2007 Executive Director of Public Interest Incorporated Association Japan Audit and Supervisory Committee Members Association</p> <p data-bbox="612 833 1043 862">July 2012 Advisor of IBM Japan, Ltd.</p> <p data-bbox="612 869 1070 898">Jan. 2014 Auditor of PMI Japan Chapter</p> <p data-bbox="612 904 1219 960">June 2014 External Executive Director of Japan Finance Corporation</p> <p data-bbox="612 967 1219 1059">June 2018 Outside Director, Audit and Supervisory Committee Member of the Company (current position)</p> <p data-bbox="612 1066 1187 1158">Apr. 2020 Executive Director of Tokyo University of Marine Science and Technology (current position)</p> <p data-bbox="612 1164 1142 1193">Dec. 2021 Director of JIPDEC (current position)</p>	-
<p data-bbox="276 1184 1075 1214">[Reasons for nomination as candidate for Outside Director and expected role, etc.]</p> <p data-bbox="276 1218 1426 1435">She has abundant business experience at IT companies and broad experience and knowledge acquired through serving as a director, auditor, etc. at other companies. She has contributed to the sound operation of the Company applying her experience to provide advice on management and supervise business execution of Directors as an Outside Director, Audit and Supervisory Committee Member. The Company has nominated her for another term as an Outside Director who is an Audit and Supervisory Committee Member, expecting her to continue to provide appropriate advice during Board of Directors meetings, supervise business execution, and actively help strengthen the internal control system from an independent viewpoint.</p> <p data-bbox="276 1440 488 1469">[To our shareholders]</p> <p data-bbox="276 1473 1434 1686">We were able to complete the Medium-Term Business Plan, "HARMONIZE 2023," with the best performance in our history. When the next Medium-Term Business Plan was being formulated, Outside Directors had the opportunity to participate for the first time, bringing their diverse knowledge of other companies and organizations to participate in discussions and give advice. Under the new Medium-Term Business Plan, "CHALLENGE 2026," our goal is to create even higher corporate value. Our 60th year in business has started with great energy. In addition to achieving our various goals, I am committed to making the new JBCC Group an increasingly solid and sustainable growth-enhancing enterprise.</p>			

- Notes:
1. There is no special interest between any of the candidates for Directors who are Audit and Supervisory Committee Members and the Company.
 2. Candidate for Outside Director who is an Audit and Supervisory Committee Member
At the conclusion of this meeting, Akifumi Imamura's tenure as Outside Director of the Company will have been 8 years.
At the conclusion of this meeting, Yoshiko Watanabe's tenure as Outside Director of the Company will have been 6 years.
 3. Conclusion of Liability Limitation Agreement
Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into agreements with Takeshi Yamazaki, Akifumi Imamura, and Yoshiko Watanabe to limit their liability for damages under Article 423, paragraph (1) of the same Act. The maximum amount of liability for damages under these agreements is the minimum liability amount provided for under laws and regulations, and if the reelection of Takeshi Yamazaki, Akifumi Imamura, and Yoshiko Watanabe is approved, the Company plans to renew the aforementioned agreements with each one of them.
 4. Independent Officer
The Company has submitted notification to Tokyo Stock Exchange that Akifumi Imamura and Yoshiko Watanabe have been appointed as independent officers as provided for by the aforementioned exchange. If Mr. Imamura and Ms. Watanabe are reelected, the Company plans for their appointment as independent officers to continue.
Mr. Imamura is currently an Outside Auditor of Otomo Logistics Service Co., Ltd., an Outside Director and Audit and Supervisory Committee Member of SHIBAURA MACHINE CO., LTD., and an Outside Auditor of Kyowaseiko Corporation, and is not engaged in the execution of business. There is a transaction relationship between Otomo Logistics Service Co., Ltd. and the Group, and the transaction amount is less than 0.1% of the Company's consolidated sales in FY2023. The Company deems that there are no concerns over his independence, considering the past and present situations.
Ms. Watanabe was an executive at IBM Japan, Ltd. in the past, but it has been more than 18 years since she left the position. In addition, as more than 11 years have passed since she retired from her office at IBM Japan on September 30, 2012, the Company judges that this does not affect her independence.
There is a transaction relationship between IBM Japan and JB Group companies, and the transaction amount is less than 0.9% of the Company's consolidated sales in FY2023.
 5. Conclusion of a Directors and Officers Liability Insurance Agreement
The Company has entered into a directors and officers liability insurance agreement with an insurance company as stipulated in Article 430-3, paragraph (1) of the Companies Act. The outline of the insurance agreement is provided under item (4) "Outline, etc. of the directors and officers liability insurance agreement" on page 40 of the Business Report (in Japanese only). All the candidates for Directors who are Audit and Supervisory Committee Members are included as insured in the insurance agreement.
The insurance agreement is scheduled to be renewed with the same terms and conditions at the next renewal.
 6. Major Reorganization in the Group
In April 2006, Japan Business Computer Corporation changed its trade name to JBCC Holdings Inc. following the shift to a pure holding company structure, and Japan Business Computer Corporation was established as a new operating company.
In April 2012, JB Enterprise Solutions Corporation absorbed and merged with Japan Business Computer Corporation and took over part of the business of JB Service Corporation through an absorption-type company split with JB Service Corporation. Accordingly, JB Enterprise Solutions Corporation changed its trade name to JBCC Corporation.

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

At the 58th Annual General Meeting of Shareholders held on June 21, 2022, Hideshige Seo was elected as substitute Director who is an Audit and Supervisory Committee Member, and the validity of the election will expire at the commencement of this annual general meeting of shareholders. Therefore, the Company proposes the election of 1 substitute Director who is an Audit and Supervisory Committee Member to be ready to fill a vacant position should the number of Directors who are Audit and Supervisory Committee Members fall below the number required by laws and regulations.

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

The candidate for substitute Director who is an Audit and Supervisory Committee Member is as follows:

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
Hideshige Seo (October 10, 1951) Outside	<p>Mar. 1974 Joined Maspro Denkoh Corp.</p> <p>June 2005 President & Representative Director of Maspro Denkoh Corp.</p> <p>June 2009 Representative Director and Chairman of Maspro Denkoh Corp.</p> <p>June 2012 Advisor of Maspro Denkoh Corp.</p> <p>June 2012 Outside Director of the Company</p> <p>June 2014 Outside Director of CHUO MALLEABLE IRON CO., LTD. (current position)</p> <p>June 2019 Outside Director of AICHI ELECTRIC Co., Ltd. (current position)</p> <p>Oct. 2021 Trustee of CHUBU UNIVERSITY EDUCATIONAL CORPORATION (current position)</p>	500
<p>[Reasons for nomination as candidate for substitute Outside Director and expected role, etc.] The Company nominates him to have him contribute to the appropriate decision-making and management oversight of the Directors of the Company from a practical viewpoint based on his many years of experience as a corporate manager.</p>		

- Notes:
1. There is no special interest between the candidate and the Company.
 2. Hideshige Seo is a candidate for substitute Outside Director.
 3. Details of Liability Limitation Agreement
If Hideshige Seo assumes the office as Director, pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company plans to enter into an agreement with him to limit his liability for damages under Article 423, paragraph (1) of the same Act. Pursuant to this agreement, the maximum amount of liability for damages will be the minimum liability amount provided for under laws and regulations.
 4. Independent Officer
Hideshige Seo retired from Outside Director of the Company in June 2014.
If Mr. Seo assumes the office, the Company plans to submit a notification to Tokyo Stock Exchange concerning his designation as an independent officer as provided for by the aforementioned Exchange.
Hideshige Seo is an Outside Director of CHUO MALLEABLE IRON CO., LTD. and AICHI ELECTRIC Co., Ltd. and Trustee of CHUBU UNIVERSITY EDUCATIONAL CORPORATION. There is a transaction relationship between CHUO MALLEABLE IRON CO., LTD. and the Group and CHUBU UNIVERSITY EDUCATIONAL CORPORATION and the Group. The transaction amounts are less than 0.1% of the Company's consolidated sales in FY2023 and the Company deems that there are no concerns over his independence.
 5. The Company has entered into a directors and officers liability insurance agreement with an insurance company as stipulated in Article 430-3, paragraph (1) of the Companies Act. The outline of the insurance agreement is provided under item (4) "Outline, etc. of the directors and officers liability insurance agreement" on page 40 of the Business Report (in Japanese only). If Hideshige Seo assumes the office as Director, he will be included as insured in the insurance agreement. The insurance agreement is scheduled to be renewed with the same terms and conditions at the next renewal.

Proposal No. 4 Revision of the Amount of Compensation for Awarding Restricted Stock to Directors (Excluding Outside Directors and Directors Who Are Audit and Supervisory Committee Members)

The Company's restricted stock compensation plan (hereinafter, the "Plan"), under which the total amount of monetary compensation claims to be paid to the Company's Directors (excluding Outside Directors and Directors who are Audit and Supervisory Committee Members, hereinafter referred to as "Eligible Directors") for the grant of restricted stock shall not exceed 50 million yen per year, and the total number of common shares of the Company to be issued or disposed of by paying in the monetary compensation claims as property contributed in kind shall not exceed 100,000 shares per year, was approved at the 53rd Annual General Meeting of Shareholders held on June 21, 2017. In addition, the specific timing and allocation of payments to each Eligible Director will be determined by the Board of Directors after discussion by the Nomination and Compensation Committee, a majority of whose members are Outside Directors.

To increase the medium to long-term corporate value of the Group and sustainably increase shareholder value, it is necessary to further strengthen value-sharing with shareholders, and our goal is to develop and secure excellent management personnel and to ensure that compensation to Eligible Directors functions appropriately as compensation for their corporate value. Therefore, the Company requests approval to revise the total amount of monetary compensation claims to be paid to the Eligible Directors for the grant of restricted stock under the Plan to 100 million yen or less per year.

Since the purpose of this proposal is legitimate as stated above, and the contents of this proposal are in line with the contents of the Policy on Determination of Individual Compensation, etc. for Directors (excluding Directors who are Audit and Supervisory Committee Members) (a summary of which can be found on page 38 of the Business Report) (in Japanese only) approved at a Board of Directors meeting (held on February 25, 2021), the Company has determined that the contents of this proposal are appropriate.

There are currently 5 Eligible Directors, and if Proposal 1 is approved as proposed, there will be no change in the number of Eligible Directors.

Other than the above revisions, there is no change to the content of the Plan. For details of the Plan, please refer to the "Notice Concerning Introduction of a Restricted Stock Compensation Plan" announced on May 9, 2017.

(Reference) Skills matrix of Directors

The Company aims to achieve a balanced Board by appointing Internal Directors with abundant experience and advanced expertise in corporate management and business areas under the pure holding company structure and who will contribute to corporate development as well as selecting Outside Directors that have extensive knowledge and experience in corporate management, accounting, legal affairs, the IT industry and other areas and can play a supervising role by proactively sharing their feedback with the Board of Directors.

If Proposals No. 1 and No. 2 are approved as originally proposed, the skills matrix of Directors of the Company will be as follows.

The positions will be officially confirmed during the Board of Directors meeting after this Annual General Meeting of Shareholders.

Name	Gender	Position	Corporate management	Industrial knowledge/Technology	Sales/Marketing	Finance/Accounting	Legal affairs/Risk management	Ability to work globally and internationally	ESG/Sustainability
Seiji Higashiue	Male	Representative Director	●	●	●			●	
Yoshiaki Mitsuboshi	Male	Director	●	●	●				●
Shinpei Yabushita	Male	Director		●	●			●	
Yoshitaka Uchida	Male	Director		●	●				
Nobuharu Asari	Male	Director	●	●		●	●	●	
Kiyoshi Ido	Male	Director (Independent Outside Director)	●	●			●		
Mari Sagiya	Female	Director (Independent Outside Director)	●	●	●			●	
Takeshi Yamazaki	Male	Director, Audit and Supervisory Committee Member		●	●	●			
Akifumi Imamura	Male	Director, Audit and Supervisory Committee Member (Independent Outside Director)					●		●
Yoshiko Watanabe	Female	Director, Audit and Supervisory Committee Member (Independent Outside Director)	●	●		●		●	

Note: This list does not exclusively include all knowledge and experience of the individuals. Rather, it represents the individuals' key expertise and experience.