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(Securities Code 4348)

May 31, 2024

(Measures for electronic provision start on May 30, 2024)

**Dear Shareholders with Voting Rights:**

Jun Kuroda  
President and CEO  
INFOCOM CORPORATION  
9-7-2 Akasaka, Minato-ku, Tokyo, Japan

## **NOTICE OF THE 42nd ANNUAL GENERAL MEETING OF SHAREHOLDERS**

We would like to express our appreciation for your continued support and patronage.

You are hereby informed that the 42nd Annual General Meeting of Shareholders of INFOCOM CORPORATION (the “Company”) will be held for the purposes described below.

The Company has taken measures for electronic provision in convening this General Meeting of Shareholders. In addition to the matters included in this Notice, matters to be provided electronically are posted on the following website on the Internet as “NOTICE OF THE 42nd ANNUAL GENERAL MEETING OF SHAREHOLDERS.”

The Company’s website: <https://www.infocom.co.jp/en/ir/stock/meeting.html>

In addition to the above, the information is posted on the following website on the Internet for your reference, as necessary.

Tokyo Stock Exchange website: <https://www2.jpx.co.jp/tseHpFront/JJK020030Action.do>

Please access the above-mentioned website, enter the Company’s name or securities code to search, and select “Basic information” and “Documents for public inspection/PR information” in this order to review the information.

If you will not be attending the meeting in person, you can exercise your voting rights by postal mail in writing or via the Internet. Please review the Reference Documents for the General Meeting of Shareholders posted on the matters to be provided electronically and exercise your voting rights by following the below “Guide to Exercising Voting Rights.”

- 1. Date and Time:** Monday, June 24, 2024 at 4:00 p.m. Japan time (reception desk opens at 3:30 p.m.)
- 2. Venue:** Hall B, Tokyo Midtown Hall, Midtown East B1F  
9-7-2 Akasaka, Minato-ku, Tokyo, Japan  
\* The venue is different from that for the previous meeting. Please confirm the location of the venue provided at the end of this document (available in Japanese only).
- 3. Meeting Agenda:**
  - Matters to be reported:** The Business Report, Consolidated Financial Statements, and Non-consolidated Financial Statements for the 42nd Fiscal Year (from April 1, 2023 to March 31, 2024) and results of audits by the Accounting Auditors and the Audit Committee on the Consolidated Financial Statements
  - Matters to be resolved:**
    - Proposal 1:** Distribution of Surplus
    - Proposal 2:** Election of Nine (9) Directors
    - Proposal 3:** Election of Two (2) Auditors

#### 4. Predetermined Matters concerning Convocation

Among the matters to be provided electronically, the following items are not provided in the paper copy to be sent to shareholders who have requested it, pursuant to provisions of laws and regulations as well as Article 14 of the Company's Articles of Incorporation.

Therefore, the paper copy to be sent to shareholders who have requested it is a part of documents that have been audited by Auditors and by the Accounting Auditors in preparing their respective audit reports.

Business Report:	Matters regarding share acquisition rights Outline of the contents of resolution for the establishment of an Internal Control System Outline of the operation status of the Internal Control System
Consolidated Financial Statements:	Consolidated statements of changes in net assets Notes to Consolidated Financial Statements
Non-consolidated Financial Statements:	Non-consolidated statements of changes in net assets Notes to Non-consolidated Financial Statements

- ◎ Should the matters to be provided electronically require revisions, the revised versions will be posted on each of the websites where the information has been posted.
- ◎ Japanese and English versions of this Notice can be viewed on the Company's website.  
The Company's Japanese website: <https://www.infocom.co.jp/>  
The Company's English website: <https://www.infocom.co.jp/en/>
- ◎ We will be offering small gifts to shareholders attending the meeting in person. \*One gift per shareholder.

# Guide to Exercising Voting Rights

## Shareholders who will be attending the meeting

**Exercise by attending the meeting**

Please present the Voting Rights Exercise Form at the reception desk.  
Please be advised that persons other than shareholders with voting rights, such as proxies who are not shareholders and persons accompanying shareholders, are not permitted to enter the venue of the General Meeting of Shareholders.

Date and time of the meeting

Monday, June 24, 2024 at 4:00 p.m. Japan time

## Shareholders who will not be attending the meeting

**Exercise by postal mail in writing**

Please indicate your vote for or against the proposals on the Voting Rights Exercise Form and return it by mail.  
If you do not indicate your vote for or against any of the proposals on the Voting Rights Exercise Form, you will be deemed to have approved that proposal.

Deadline

Voting Rights Exercise Forms should arrive no later than 5:30 p.m. Japan time on Friday, June 21, 2024.

**Exercise via the Internet**

Please refer to the “Exercise of Voting Rights via the Internet” on the next page and indicate your vote for or against.

Deadline

Voting rights should be exercised no later than 5:30 p.m. Japan time on Friday, June 21, 2024.

## **Exercise of Voting Rights via the Internet**

You can exercise your voting rights via the Internet only by accessing the Company's designated Voting Rights Exercise Website (<https://evote.tr.mufg.jp/>) via a personal computer or a smartphone, etc.

### **Scanning QR code by your smartphone**

You can exercise voting rights **without entering "login ID" and "temporary password"** by using your smartphone. You may login to the website by scanning the **"QR code for log in"** provided on the voting stub (right-hand side) of the enclosed Voting Rights Exercise Form.

### **Entering login ID and temporary password**

How to use Voting Rights Exercise Website

1. Access the Voting Rights Exercise Website.
2. Enter your "login ID" and "temporary password" printed at the bottom right of the Voting Rights Exercise Form.
3. Indicate your approval or disapproval by following the instructions on the screen.

(Notes)

- \* Votes via the Internet will be accepted until 5:30 p.m. Japan time on the business day before the general meeting of shareholders (Friday, June 21, 2024).
- \* If you have exercised your voting rights both by postal mail and via the Internet, only the vote exercised via the Internet will be valid.
- \* If you have exercised your voting rights more than once via the Internet, the last vote will be valid.

Inquiries regarding the system, etc. (Help Desk)

Stock Transfer Agency Department, Mitsubishi UFJ Trust and Banking Corporation

Toll-free number 0120-173-027 (9:00 a.m. - 9:00 p.m., toll-free within Japan)

To Institutional Investors: The Electronic Voting System Platform is available.

- In addition to the voting methods via the Internet described above, trust banks and other nominal shareholders (including standing proxies) can use the Electronic Voting System Platform by applying in advance to use the platform as an electromagnetic means of exercising your voting rights for this General Meeting of Shareholders. The platform is operated by ICJ Inc., a joint venture company established by Tokyo Stock Exchange, Inc., etc.

## Reference Documents for the General Meeting of Shareholders

### Proposal 1: Distribution of Surplus

The Company Group considers stable profit distribution an important management issue in order to enhance shareholder value. Our policy is to aim for a dividend payout ratio of 30%, in consideration of the balance of demand for funds, by maintaining a sound financial position and prioritizing investments necessary for mid- to long-term business expansion as well as by striving to provide stable dividends, and increase dividends in line with improved business performance.

Based on this policy, for the year under review, the year-end dividend will be 27 yen per share as detailed below.

(1) Type of dividend property:

Cash

(2) Matters regarding allocation of dividend property and total amount thereof:

27 yen per ordinary share of the Company

Total amount of dividend            1,481,903,586yen

(3) Effective date for distribution of surplus:

June 26, 2024

**Proposal 2:** Election of Nine (9) Directors

The terms of office for all eight (8) Directors will expire at the conclusion of this Annual General Meeting of Shareholders.

Accordingly, the election of nine (9) Directors is proposed.

The candidates are as follows:

No.	Name	Current positions	Attributes	Attendance at the Board of Directors Meetings	Number of years served as Director
1	Norihiro Takehara	Representative director	Reappointment	17/17 (100%)	15 years
2	Jun Kuroda	President and CEO	Reappointment	17/17 (100%)	4 years
3	Mototaka Kuboi	Director and CSRO	Reappointment	17/17 (100%)	3 years
4	Naohiko Moriyama	Director	Reappointment	14/14 (100%)	1 year
5	Kazuhiko Tsuda	Outside Director	Reappointment Outside Director Independent Officer	17/17 (100%)	10 years
6	Kazuhiko Fujita	Outside Director	Reappointment Outside Director Independent Officer	17/17 (100%)	8 years
7	Sachiko Awai	Outside Director	Reappointment Outside Director Independent Officer	17/17 (100%)	4 years
8	Akihisa Fujita	Outside Director	Reappointment Outside Director Independent Officer	17/17 (100%)	2 years
9	Kenji Otaka	—	New appointment Outside Director Independent Officer	—	—

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company		Number of the shares of the Company held:
1	<p><b>Norihiro Takehara</b> (September 24, 1957) (Age 66)</p> <p><u>Reappointment</u></p> <p>[Attendance at the Board of Directors Meetings in FY2023] 17/17 (100%)</p> <p>[Term of office as Director as of the day of the Annual General Meeting of Shareholders] 15 years</p> <p>[Term of office as Representative Director] 12 years</p>	<p>October 2003 Deputy General Manager, Mobile and Internet Division of the Company</p> <p>April 2007 General Manager, Digital Entertainment Business Division of the Company</p> <p>June 2008 Executive Officer of the Company</p> <p>June 2009 Director of the Company</p> <p>April 2011 CHO and CSRO of the Company</p> <p>April 2012 President and CEO of the Company</p> <p>April 2023 Representative Director of the Company</p> <p>June 2023 <b>Chairman of the Company (to present)</b></p>		62,000
		<p>[Significant concurrent positions]</p> <p>—</p>		
<p>[Reasons for nomination as a candidate for Director]</p> <p>After working to commercialize and strengthen the competitiveness of the e-comics business, which grew into the Company's mainstay business, Mr. Norihiro Takehara has been leading the management and business execution of the Company Group and producing successful results such as by serving as chief officer and then as President and CEO. Based on these achievements, we nominated him as candidate for Director in the belief that his abundant knowledge and ability in management are essential to the Company's management.</p>				
2	<p><b>Jun Kuroda</b> (April 5, 1965) (Age 59)</p> <p><u>Reappointment</u></p> <p>[Attendance at the Board of Directors Meetings in FY2023] 17/17 (100%)</p> <p>[Term of office as Director as of the day of the Annual General Meeting of Shareholders] 4 years</p> <p>[Term of office as President] 1 year</p>	<p>April 2011 Deputy General Manager, Digital Entertainment Business Division of the Company</p> <p>April 2012 General Manager, Digital Entertainment Business Division of the Company</p> <p>June 2013 Executive Officer of the Company</p> <p>October 2013 Representative Director and President of Amutus Corporation</p> <p>April 2017 Managing Executive Officer of the Company</p> <p>April 2020 CSRO of the Company</p> <p>June 2020 Director of the Company</p> <p><b>April 2023 President and CEO of the Company (to present)</b></p>		45,400
		<p>[Significant concurrent positions]</p> <p>—</p>		
<p>[Reasons for nomination as a candidate for Director]</p> <p>Serving as head of the digital entertainment business department, Mr. Jun Kuroda has directed the operation of the e-comics business, successfully overseeing its growth into one of the top businesses in the industry. From FY2020, he has been leading the Company Group's initiatives to address sustainability issues as CSRO. From FY2023, he has been leading the management and business execution of the Company Group as President and CEO. Based on these achievements, we nominated him as candidate for Director in the belief that his outstanding leadership is essential for realizing sustainable growth of corporate value of the Company.</p>				

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company	Number of the shares of the Company held:
3	<p><b>Mototaka Kuboi</b> (February 24, 1962) (Age 62)</p> <p><u>Reappointment</u></p> <p>[Attendance at the Board of Directors Meetings in FY2023] 17/17 (100%)</p> <p>[Term of office as Director as of the day of the Annual General Meeting of Shareholders] 3 years</p>	<p>April 2012 Deputy General Manager, Healthcare Business Division of the Company</p> <p>April 2013 General Manager, Healthcare Business Division of the Company</p> <p>June 2014 Executive Officer of the Company</p> <p>April 2019 Managing Executive Officer of the Company</p> <p><b>June 2021 Director of the Company (to present)</b></p> <p>April 2022 General Manager, Healthcare Business Sector of the Company</p> <p><b>April 2023 CSRO of the Company (to present)</b></p> <p>[Significant concurrent positions] —</p>	18,100
<p>[Reasons for nomination as a candidate for Director] Serving as head of the healthcare business department, Mr. Mototaka Kuboi has successfully increased the market share of the business for domestic hospitals and expanded to comprehensive regional care sector, as well as directing overseas expansion of business for hospitals. From FY2023, he has been leading the Company Group's sustainability management to resolve materialities as CSRO. Based on these achievements, we nominated him as candidate for Director in the belief that he is an essential person for realizing sustainable growth of corporate value of the Company.</p>			
4	<p><b>Naohiko Moriyama</b> (May 20, 1965) (Age 59)</p> <p><u>Reappointment</u></p> <p>[Attendance at the Board of Directors Meetings in FY2023] 14/14 (100%)</p> <p>[Term of office as Director as of the day of the Annual General Meeting of Shareholders] 1 year</p>	<p>April 2017 Teijin Group Corporate Officer Responsible for Healthcare Business of Teijin Group of Teijin Limited</p> <p>April 2019 General Manager, Healthcare New Business Division of Teijin Limited</p> <p>April 2021 Teijin Group Executive Officer President, Healthcare Business of Teijin Group of Teijin Limited</p> <p>June 2021 Executive Officer, Member of the Board of Teijin Limited</p> <p><b>October 2022 Chief Officer (Corporate Strategy) of Teijin Limited (to present)</b></p> <p><b>April 2023 Senior Executive Officer, Member of the Board of Teijin Limited (to present)</b></p> <p><b>June 2023 Director of the Company (to present)</b></p> <p>[Significant concurrent positions] Senior Executive Officer, Member of the Board; Chief Officer (Corporate Strategy) of Teijin Limited</p>	0
<p>[Reasons for nomination as a candidate for Director] Mr. Naohiko Moriyama has experience and knowledge in corporate management from his years of engagement in expanding the healthcare business field at Teijin Group and his service as Corporate Officer and Member of the Board, etc. at Teijin Group. Based on these achievements, we nominated him as candidate for Director in the belief that he is an essential person for realizing sustainable growth of corporate value of the Company.</p>			



No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company	Number of the shares of the Company held:
5	<p><b>Kazuhiko Tsuda</b> (August 9, 1962) (Age 61)</p> <p><u>Reappointment</u> <u>Outside Director</u> <u>Independent Officer</u></p> <p>[Attendance at the Board of Directors Meetings in FY2023] 17/17 (100%)</p> <p>[Term of office as Outside Director as of the day of the Annual General Meeting of Shareholders] 10 years</p>	<p>March 1994 Completed Systems Engineering, Division of Engineering, the University of Tokushima Graduate School (PhD in Engineering)</p> <p>April 1998 Assistant Professor, Faculty of Policy and Planning Sciences, University of Tsukuba</p> <p><b>July 2004 Representative and Director of GSSM Tsukuba, Ltd. (to present)</b></p> <p><b>March 2005 Professor, Institute of Business Sciences, University of Tsukuba (to present)</b></p> <p>April 2006 Head, Doctoral Program in Systems Management Course, University of Tsukuba</p> <p><b>June 2014 Outside Director of the Company (to present)</b></p> <p>[Significant concurrent positions] Professor, Institute of Business Sciences, University of Tsukuba Representative and Director of GSSM Tsukuba, Ltd.</p>	0
<p>[Reasons for nomination as a candidate for Outside Director and expected roles] Mr. Kazuhiko Tsuda has experience engaging in management of a university venture business and as a specialist in natural language understanding and information retrieval in the field of management system science and has been providing appropriate advice from a fair and objective position as Outside Director. Based on these achievements, we nominated him as candidate for Outside Director in the belief that he is an essential person for realizing sustainable growth of corporate value of the Company. By utilizing his expertise in the field of management systems and management experience, etc. at venture businesses, the Company expects him to play a role to supervise the Company's management from an objective perspective independent of business executors.</p>			
6	<p><b>Kazuhiko Fujita</b> (February 5, 1954) (Age 70)</p> <p><u>Reappointment</u> <u>Outside Director</u> <u>Independent Officer</u></p> <p>[Attendance at the Board of Directors Meetings in FY2023] 17/17 (100%)</p> <p>[Term of office as Outside Director as of the day of the Annual General Meeting of Shareholders] 8 years</p>	<p>April 1976 Joined The Bank of Tokyo, Ltd.</p> <p>August 1989 Joined S.G. Warburg &amp; Co.</p> <p>March 1993 Joined Yaohan International Holdings Limited</p> <p>May 2005 Director of TANITA Corporation</p> <p><b>October 2015 Personal consulting services regarding business management, establishment of corporate internal control, overseas strategy, etc. (to present)</b></p> <p>February 2016 Advisor, Overseas Business Promotion Department of AUTOBACS SEVEN CO., LTD.</p> <p><b>June 2016 Outside Director of the Company (to present)</b></p> <p><b>June 2018 Representative Director of ESROH Co. Ltd. (to present)</b></p> <p>[Significant concurrent positions] Representative Director of ESROH Co. Ltd.</p>	2,600
<p>[Reasons for nomination as a candidate for Outside Director and expected roles] Mr. Kazuhiko Fujita has knowledge and experience in corporate management as Director in a health-related company, in addition to broad experience in overseas business. He has also been providing appropriate advice from a fair and objective position as Outside Director. Based on these achievements, we nominated him as candidate for Outside Director in the belief that he is an essential person for realizing sustainable growth of corporate value of the Company. By utilizing his abundant management experience in overseas business and a health-related company, the Company expects him to play a role to supervise the Company's management from an objective perspective independent of business executors.</p>			

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company	Number of the shares of the Company held:
7	<p style="text-align: center;"><b>Sachiko Awai</b> (May 21, 1957) (Age 67)</p> <p style="text-align: center;">[Reappointment Outside Director Independent Officer]</p> <p>[Attendance at the Board of Directors Meetings in FY2023] 17/17 (100%)</p> <p>[Term of office as Outside Director as of the day of the Annual General Meeting of Shareholders] 4 years</p>	<p>July 1984      Joined Japan Office of U.S. Meat Export Federation</p> <p>January 1991      Joined Estée Lauder Companies</p> <p>March 1997      Joined NIHON L'ORÉAL K.K.</p> <p>November 2004      Joined GUERLAIN (LVJ Group)</p> <p>May 2012      Joined fitfit, inc.</p> <p>May 2013      President and Representative Director of La Prairie Japan</p> <p>January 2019      General Manager, INCOCO Business Department of Newport Ltd.</p> <p>Part Time Adviser, Natural Water Business Department of Harves Co., Ltd.</p> <p>June 2019      External Director (who is an Audit &amp; Supervisory Committee Member) of A.D.Works. Co., Ltd.</p> <p><b>April 2020</b>      <b>External Director (who is an Audit &amp; Supervisory Committee Member) of A.D.Works Group Co., Ltd. (to present)</b></p> <p><b>June 2020</b>      <b>Outside Director of the Company (to present)</b></p> <p><b>March 2022</b>      <b>External Director (who is an Audit &amp; Supervisory Committee Member) of BP Castrol K.K. (to present)</b></p> <p><b>June 2023</b>      <b>Outside Director of H.U. Group Holdings, Inc. (to present)</b></p> <hr/> <p>[Significant concurrent positions]</p> <p>External Director (who is an Audit &amp; Supervisory Committee Member) of A.D.Works Group Co., Ltd.</p> <p>External Director (who is an Audit &amp; Supervisory Committee Member) of BP Castrol K.K.</p> <p>Outside Director of H.U. Group Holdings, Inc.</p>	0
<p>[Reasons for nomination as a candidate for Outside Director and expected roles]</p> <p>In addition to broad experience in overseas businesses and businesses targeting general consumers, Ms. Sachiko Awai also has knowledge and experience in corporate activities as a corporate manager. She has been providing appropriate advice from a fair and objective position as Outside Director.</p> <p>Based on these achievements, we nominated her as candidate for Outside Director in the belief that she is an essential person for realizing sustainable growth of corporate value of the Company.</p> <p>By utilizing her abundant management experience in overseas business and businesses targeting general consumers, the Company expects her to play a role to supervise the Company's management from an objective perspective independent of business executors.</p>			

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company	Number of the shares of the Company held:
8	<p><b>Akihisa Fujita</b> (November 17, 1965) (Age 58)</p> <p><u>Reappointment</u> <u>Outside Director</u> <u>Independent Officer</u></p> <p>[Attendance at the Board of Directors Meetings in FY2023] 17/17 (100%)</p>	<p>April 1991    Joined DENTSU INC. July 1996    Director of Cyber Communications, Inc. June 2000    Representative Director and President of D2 Communications, Inc. June 2010    Senior Managing Director of DENTSU Digital Holdings, Inc. June 2014    Vice President and Representative Director of Gurunavi, Inc. June 2017    Vice President and Director of PADO Corporation June 2018    Representative Director and President of SETOUCHI BRAND CORPORATION <b>June 2022</b>    <b>Outside Director of the Company (to present)</b> <b>Outside Director of MIXI, Inc. (to present)</b> <b>May 2023</b>    <b>Outside Director of Signpost Corporation (to present)</b></p>	0
	<p>[Term of office as Outside Director as of the day of the Annual General Meeting of Shareholders] 2 years</p>	<p>[Significant concurrent positions] Outside Director of MIXI, Inc. Outside Director of Signpost Corporation</p>	
<p>[Reasons for nomination as a candidate for Outside Director and expected roles] In addition to broad experience in information services and Internet-related businesses, Mr. Akihisa Fujita has knowledge and experience in corporate activities as a corporate manager of listed companies. He has been providing appropriate advice from a fair and objective position as Outside Director. Based on these achievements, we nominated him as candidate for Outside Director in the belief that he is an essential person for realizing sustainable growth of corporate value of the Company. By utilizing his abundant management experience in information services and Internet-related companies, the Company expects him to play a role to supervise the Company's management from an objective perspective independent of business executors.</p>			

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company	Number of the shares of the Company held:
9	<p><b>Kenji Otaka</b> (September 7, 1960) (Age 63)</p> <p><u>New appointment</u> <u>Outside Director</u> <u>Independent Officer</u></p>	<p>April 1984      Joined Sony Corporation</p> <p>April 1995      Director, Marketing &amp; Product development, Sony Electronics Inc. USA</p> <p>December 2008    Director and CFO of Sony Ericsson Mobile Communications Inc.</p> <p>May 2010        Senior Vice President of Sony Computer Entertainment Inc.</p> <p>January 2016     General Manager, Medical Solutions Business Division, Medical Business Group of Sony Corporation</p> <p>April 2018        Corporate Vice President (in charge of medical business) and General Manager, Medical Business Group of Sony Corporation</p> <p>June 2018        Director of Medical Excellence Japan</p> <p>October 2020     Vice President of Carl Zeiss Meditec Co., Ltd.</p> <p><b>February 2022    Medical Business Advisor of Nalux Co., Ltd. (to present)</b></p> <p><b>October 2023     Guest Professor of Tokyo Medical and Dental University (to present)</b></p> <p>[Significant concurrent positions]</p> <p>Medical Business Advisor of Nalux Co., Ltd.</p> <p>Guest Professor of Tokyo Medical and Dental University</p>	0
<p>[Reasons for nomination as a candidate for Outside Director and expected roles]</p> <p>Mr. Kenji Otaka has knowledge and experience as a corporate manager of companies engaged in medical business and as a specialist, in addition to experience in business planning and marketing, etc. at global companies. Based on these achievements, we nominated him as candidate for Outside Director in the belief that he is an essential person for realizing sustainable growth of corporate value of the Company.</p> <p>By utilizing his abundant management experience in global companies and the medical business field, the Company expects him to play a role to supervise the Company's management from an objective perspective independent of business executors.</p>			

(Notes) 1. Candidates who have special interests in the Company are as follows:

- Mr. Naohiko Moriyama is Senior Executive Officer, Member of the Board of Teijin Limited as of the day of this General Meeting of Shareholders. Teijin Limited is a parent company of the Company, and the two parties engage in purchase and sale transactions.
  - There are no special interests between candidates other than Mr. Naohiko Moriyama and the Company.
2. Mr. Norihiro Takehara served as Teijin Group Corporate Officer (retired in March 2018) and General Manager of IT Business Group (retired in December 2017) of Teijin Limited, the parent company of the Company.
  3. Positions and responsibilities Mr. Naohiko Moriyama now holds or has held in the past ten years as a business executor of the parent company (Teijin Limited) or its subsidiaries, etc. are described in the "career summary" above.
  4. Mr. Kazuhiko Tsuda, Mr. Kazuhiko Fujita, Ms. Sachiko Awai and Mr. Akihisa Fujita are candidates for Outside Directors, and the Company has appointed and registered them with Tokyo Stock Exchange, Inc. as Independent Officers, based on the judgment that they meet the standards for Independent Officers provided by the Exchange. Mr. Kenji Otaka is also a candidate for Outside Director, and if he is elected as originally proposed, the Company intends to appoint and register him with the said Exchange as Independent Officer.
  5. Mr. Kazuhiko Tsuda is a professor at University of Tsukuba. At the time of commencing electronic provision of this Notice of the meeting, the university has given its approval for Mr. Tsuda's appointment as Director of the Company based on the university's bylaws.
  6. In order to broadly invite competent persons for Director from inside and outside the Company, the Company stipulates in its Articles of Incorporation that the Company may enter into an agreement with Directors (excluding those who are Executive Directors, etc.) to limit their liability for damages to the Company within a certain range. The Company has limited liability agreements in place with Mr. Naohiko Moriyama, Mr. Kazuhiko Tsuda, Mr. Kazuhiko Fujita, Ms. Sachiko Awai and Mr. Akihisa Fujita, respectively. The Company plans to retain the agreements if their election is approved. In addition, if the appointment of Mr. Kenji Otaka is approved, the Company intends to conclude the same liability limitation agreement with him. Outline of the contents of the liability limitation agreements is as follows:
    - If Directors are liable to the Company for any damage attributable to negligence of their duties, their liability will be limited to the minimum amount set forth in Article 425, Paragraph 1 of the Companies Act.
    - The aforementioned liability limitation shall be applied only in cases where such Directors performed, in good faith and without gross negligence, their duties which caused their liability.
  7. The Company has entered into a directors and officers liability insurance contract with an insurance company to cover damages to be borne by the insured that are caused as a result of their assumed responsibilities regarding the execution

of their duties or receiving claims pertaining to the pursuit of such responsibilities. Each candidate will be included as an insured person under the said insurance. Furthermore, the Company plans to renew the insurance with the same content at the next renewal.

8. The number of the shares of the Company held by each candidate is that as of March 31, 2024.

**Proposal 3:** Election of Two (2) Auditors

The terms of office for Auditors Akio Nakaishi and Kiyu Morikawa will expire at the conclusion of this Annual General Meeting of Shareholders.

Accordingly, the election of two (2) Auditors is proposed.

The Audit Committee has given its consent to this proposal in advance.

The candidates are as follows:

No.	Name (Date of birth)	Career summary and positions at the Company	Number of the shares of the Company held:
1	<p><b>Tomoko Torii</b> (May 27, 1966) (Age 58)</p> <p><u>New appointment</u></p>	<p>April 1992      Joined Teijin Limited</p> <p>April 2010      Supervising Academic Planning Group, Pharmaceutical Science Department 2, Marketing Office, Teijin Pharma Limited</p> <p>May 2019        General Manager, Investor Relations Department of Teijin Limited</p> <p>April 2022      Teijin Group Corporate Officer, Deputy Chief Officer (Corporate Strategy), and General Manager, Corporate Communication Department of Teijin Limited</p> <p>April 2023      Mission Executive, Deputy Chief Officer (Corporate Strategy), General Manager, Corporate Branding Department, and Manager, Stakeholder Communication Coordination Group of Teijin Limited</p> <p><b>April 2024      Mission Executive, Assistant to Chief Officer (Corporate Strategy) of Teijin Limited (to present)</b></p> <p>[Significant concurrent position] Mission Executive, Assistant to Chief Officer (Corporate Strategy) of Teijin Limited</p>	0
<p>[Reasons for nomination as a candidate for Auditor] Ms. Tomoko Torii has abundant experience and broad knowledge gained through serving as a supervising manager of branding and stakeholder communication at a listed company, in addition to experience in business development and marketing, etc. at a pharmaceutical company. Based on the above, we nominated her as a candidate for Auditor in the belief that her knowledge will be beneficial for further enhancing appropriateness in audits.</p>			

No.	Name (Date of birth)	Career summary and positions at the Company	Number of the shares of the Company held:
2	<p><b>Kiyo Morikawa</b> (Name on the family register: Kiyo Igarashi) (February 15, 1970) (Age 54)</p> <p><u>Reappointment</u> <u>Outside Director</u> <u>Independent Officer</u></p> <p>[Attendance at the Board of Directors Meetings in FY2023] 17/17 (100%)</p> <p>[Attendance at the Audit Committee Meetings in FY2023] 14/14 (100%)</p> <p>[Term of office as Outside Auditor as of the day of the Annual General Meeting of Shareholders] 4 years</p>	<p>October 2001 Registered as an attorney-at-law Joined Okamura Law Office</p> <p><b>October 2010 Representative of Morikawa Law Office (to present)</b> <b>December 2014 Outside Audit &amp; Supervisory Board Member of TOYO Corporation (to present)</b></p> <p>September 2015 Outside Audit &amp; Supervisory Board Member of TEMONA Inc.</p> <p><b>June 2020 Outside Auditor of the Company (to present)</b> <b>December 2022 External Director (who is an Audit &amp; Supervisory Committee Member) of TEMONA Inc. (to present)</b></p> <p>[Significant concurrent positions] Attorney-at-law Outside Audit &amp; Supervisory Board Member of TOYO Corporation External Director (who is an Audit &amp; Supervisory Committee Member) of TEMONA Inc.</p>	800
<p>[Reasons for nomination as a candidate for Outside Auditor and reasons for judgment that the candidate will appropriately perform duties as Outside Auditor, etc.]</p> <p>In addition to a high level of expertise and abundant experience as an attorney-at-law, Ms. Kiyo Morikawa has experience as an outside audit &amp; supervisory board member and external director (who is an audit &amp; supervisory committee member) at other companies. She has devoted her efforts to enhance the Company's audits performed by Auditors and to improve corporate governance as Outside Auditor.</p> <p>Based on the above, we nominated her as a candidate for Outside Auditor in the belief that her knowledge will be beneficial for further enhancing appropriateness in audits.</p>			

(Notes) 1. Candidates who have special interests in the Company are as follows:

- Ms. Tomoko Torii is Mission Executive, Assistant to Chief Officer (Corporate Strategy) of Teijin Limited as of the day of this General Meeting of Shareholders. Teijin Limited is a parent company of the Company, and the two parties engage in purchase and sale transactions.
  - There are no special interests between candidates other than Ms. Tomoko Torii and the Company.
2. Ms. Kiyo Morikawa is a candidate for Outside Auditor, and the Company has appointed and registered her with Tokyo Stock Exchange, Inc. as Independent Officer, based on the judgment that she meets the standards for Independent Officers provided by the Exchange.
3. In order to broadly invite competent persons for Auditor from inside and outside the Company, the Company stipulates in its Articles of Incorporation that the Company may enter into an agreement with Auditors to limit their liability for damages to the Company within a certain range. The Company has limited liability agreement in place with Ms. Kiyo Morikawa, and plans to retain the agreement if her election is approved. In addition, if the appointment of Ms. Tomoko Torii is approved, the Company intends to conclude the same liability limitation agreement with her. Outline of the contents of the liability limitation agreements is as follows.
- If Auditors are liable to the Company for any damage attributable to negligence of their duties, their liability will be limited to the minimum amount set forth in Article 425, Paragraph 1 of the Companies Act.
  - The aforementioned liability limitation shall be applied only in cases where such Auditors performed, in good faith and without gross negligence, their duties which caused their liability.
4. The Company has entered into a directors and officers liability insurance contract with an insurance company to cover damages to be borne by the insured that are caused as a result of their assumed responsibilities regarding the execution of their duties or receiving claims pertaining to the pursuit of such responsibilities. The candidates will be included as an insured persons under the said insurance. Furthermore, the Company plans to renew the insurance with the same

content at the next renewal.

5. The number of the shares of the Company held by the candidate is that as of March 31, 2024.



### (Reference) Skills matrix

The skills matrix will be as follows if Proposal 2 and Proposal 3 are approved as originally proposed.

Name	Position	Attributes	Corporate management	Sustainability	Compliance/ Risk management	Finance/ Accounting	Human resource development	Business development	Global experience	Technological R&D	Area where they can demonstrate expertise
Norihiro Takehara	Representative Director		○		○		○	○	○		Digital entertainment business/ IT service
Jun Kuroda	President and CEO		○	○	○			○			Digital entertainment business / IT service
Mototaka Kuboi	Director			○	○			○	○		IT service/ Healthcare
Naohiko Moriyama	Director		○					○			Healthcare
Kazuhiko Tsuda	Director	Outside Independent					○	○		○	IT service
Kazuhiko Fujita	Director	Outside Independent	○		○	○			○		Healthcare
Sachiko Awai	Director	Outside Independent	○					○	○		Digital entertainment business
Akihisa Fujita	Director	Outside Independent	○	○				○			Digital entertainment business
Kenji Otaka	Director	Outside Independent	○					○	○		Healthcare
Kazumasa Nakata	Auditor (Full Time)	Outside			○	○				○	Healthcare
Makoto Sakurai	Auditor (Full Time)						○			○	IT service
Tomoko Torii	Auditor			○				○			
Kiyo Morikawa	Auditor	Outside Independent		○	○						

Reference

**Policy for Nomination of Candidates for Directors and Auditors**

The Company has set the policy and procedures for nominating candidates for Directors and Auditors as follows.

Candidates for Directors are nominated by decision of the Board of Directors, from among those who have ability, experience, and character enabling them to contribute to the growth and development of the Group.

Candidates for Auditors are nominated by decision of the Board of Directors with approval of the Audit Committee, from among those who have ability, experience, and character enabling them to contribute to the sound management of the Group by auditing and supervising the duties and business execution functions of Directors.

Candidates for Independent Officers are nominated by decision of the Board of Directors, from among those who are expected to use their high level of knowledge to supervise management of the Company. This is conditional on them having no personnel relationship, capital relationship, or other interest in the Company, in accordance with the requirements for independence prescribed by the Tokyo Stock Exchange.