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(Stock Exchange Code 6330)

(Date of issuance) June 5, 2024

(Start date of measures for providing information in electronic provision measure) May 31, 2024

To Shareholders with Voting Rights:

Eiji Hosoi
 President & Chief Executive Officer
 Toyo Engineering Corporation
 1-1, Nishishimbashi 1-chome,
 Minato-ku, Tokyo

**NOTICE OF CONVOCAION OF
 THE 69th ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

You are cordially invited to attend the 69th Annual General Meeting of Shareholders of Toyo Engineering Corporation (the “Company”). The meeting will be held as described below.

In convening the 69th Annual General Meeting of Shareholders, the Company has taken an electronic provision measure for providing information that constitutes the content of the Reference Documents for the General Meeting of Shareholders, etc. (matters for an electronic provision measure). To review the information, please access either of the following websites on which the information is posted.

No	Website name and URL	How to access
1	The Company's website https://www.toyo-eng.com/jp/ja/ (Japanese) https://www.toyo-eng.com/jp/en/ (English)	To review the information, please select "Investor Relations" and "Shareholders Information" displayed on the right side, in that order.
2	Listed Company Search (Tokyo Stock Exchange (TSE) website) https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show (Japanese) https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show (English)	Please access the TSE website, and search by “Issue name” (TOYO ENGINEERING CORPORATION) or “Code” (6330), select “Basic information” and then “Documents for public inspection/PR information” to review filed information.
3	General Meeting of Shareholders Portal https://www.soukai-portal.net	Please read the QR code on the enclosed Voting Rights Excise Form or enter your ID and initial password.

If you are unable to attend the meeting, you can exercise your voting rights in writing or via the Internet, etc. Please review the attached Reference Documents for the General Meeting of Shareholders, and exercise your voting rights by 5:30 p.m. on Wednesday, June 26, 2024, Japan time.

1. **Date and Time:** Thursday, June 27, 2024, at 10:00 a.m. Japan time
2. **Place:** **Bellesalle Toranomom**
 2-1, Toranomom 2-chome, Minato-ku, Tokyo, Japan
3. **Meeting Agenda:**
 1. The Business Report, Consolidated Financial Statements for the Company’s 69th Fiscal Year (April 1, 2023–March 31, 2024) and results of audits by the Accounting Auditor and the Audit and Supervisory Board of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company’s 69th Fiscal Year (April 1, 2023–March 31, 2024)

Matters to be reported:

 1. The Business Report, Consolidated Financial Statements for the Company’s 69th Fiscal Year (April 1, 2023–March 31, 2024) and results of audits by the Accounting Auditor and the Audit and Supervisory Board of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company’s 69th Fiscal Year (April 1, 2023–March 31, 2024)

Proposals to be resolved:

 - Proposal No. 1: Appropriation of Surplus
 - Proposal No. 2: Partial Amendments to the Articles of Incorporation
 - Proposal No. 3: Election of 9 Directors
 - Proposal No. 4: Election of 1 Audit & Supervisory Board Members

4. Matters Decided for the Convocation of the Meeting:

(1) Among the items to be provided information in electronic provision, the following matters are not included in the written documents delivered to shareholders who have requested delivery of written documents, in accordance with laws and regulations and the Company's Articles of Incorporation. In addition, Audit & Supervisory Board Member and Accounting Auditor have audited the documents to be audited, including the following matters.

- ① From the Business Report
Systems to ensure appropriate execution of Director's duties in conformity with laws and regulations and the articles of incorporation, and other systems to ensure appropriate business operations
- ② From the non-consolidated financial statements
Notes to the non-consolidated financial statements
- ③ From the consolidated financial statements
Notes to the consolidated financial statements

(2) If no approval or disapproval is expressed for the respective proposals in the returned voting form, it will be treated as an approval vote for the Company's proposals and a disapproval vote for the shareholder's proposals.

(3) In the event that voting rights are exercised both in writing and via the Internet, etc., the vote via the Internet, etc., shall be deemed valid.

(4) In the event that voting rights are exercised multiple times via the Internet, etc., the most recent vote shall be deemed valid.

5. Guide for Exercising Voting Rights:

Please exercise your voting rights through one of the following methods.

(1) Attending the meeting:	When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk. Please bring this convocation with you as a material for the meeting.
(2) In writing:	Please indicate your vote for or against the proposal on the enclosed Voting Rights Exercise Form and return it so that it is received by 5:30 p.m. on Wednesday, June. 26, 2024, Japan time.
(3) Via the Internet, etc.:	Access the website for exercising voting rights specified by the Company (https://www.soukai-portal.net or https://www.web54.net) follow the instructions on the screen and enter your vote for or against the proposals using the "Code for the Exercise of Voting Rights" and the "Password" printed on the enclosed Voting Rights Exercise Form and send it no later than 5:30 p.m. on Wednesday, June. 26, 2024, Japan time. Institutional investors may use the "Electronic Voting Platform" operated by ICJ, Inc., as an electromagnetic method for exercising voting rights for this General Meeting of Shareholders of the Company.
(4) With smart phone or other devices:	Read the QR code and access the website. Please use a smartphone or other devices to read the QR code printed on the Voting Rights Exercise Form. And then, tap the "議決権行使へ" button on the top screen of the General Meeting of Shareholders Portal, enter your approval or disapproval to the proposal by following the on-screen instruction no later than 5:30 p.m. on Wednesday, June. 26, 2024, Japan time.

Notes:

1. If you want to change your votes after exercising your voting rights, you will need to scan the QR code again and enter the "Voting Rights Exercise Code and password." printed on the Voting Rights Exercise Form.

- If revisions to the matters for which measures for providing information in electronic provision measure are to be taken arise, a notice of the revisions and details of the matters before and after the revisions will be posted on the Company's website(<https://www.toyo-eng.com/jp/ja/>), the TSE website and General Meeting of Shareholders Portal.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal No. 1: Appropriation of Surplus

The Company's basic dividend policy is to strive to return profit to shareholders in line with business performance, achieve stable dividends from a medium- to long-term perspective by taking into consideration the future business environment, and increase internal reserves as the basis for the management foundation.

It is extremely regrettable that the Company has been unable to pay dividends for the past six periods because of significant losses incurred in previous years. The Company's highest management priority is to resume dividend distribution at an early stage of the period covered by the medium-term management plan. With this in mind, the Company has been making efforts to improve profitability and strengthen its financial position.

Based on the latest financial of the current fiscal year and other factors such as its financial condition, the Company has determined that it is about to establish a structure that allows for stable dividends. For the fiscal year ending March 31, 2024, the Company to resume year-end dividend distribution as follows:

1. Type of dividend
Cash
2. Dividend amount to be allocated
Per share of Common stock ¥12 Total: ¥459,954,312
Per share of Class A preferred stock ¥12 Total: ¥243,243,600
3. Effective date of dividends from retained earnings
June 28, 2024

Proposal No. 2: Partial Amendments to the Articles of Incorporation

1. Reasons for the proposal

- ① The Company has decided to relocate its head office functions from Narashino-shi, Chiba to Chiba-shi, Chiba Prefecture in order to realize a new way of working for further growth. Therefore the location of head office set forth in Articles 3 of the current Articles of Incorporation is amended from the Minato -ku Tokyo to the Chiba-shi, Chiba.
The amendment to the Articles of Incorporation mentioned in Articles 3 of the current Articles above shall be effective as of the date of relocation of the head office, which will be determined at a Board of Directors meeting to be held before March 31, 2025. This fact will be detailed in a newly added supplementary provision in the Articles, and the said provision shall be deleted after the effective date of the relocation of the head office.
- ② The Company aims to take advantage of the change in its head office location, in order to create more options for locations to hold its General Meetings of Shareholders in case of contingencies such as natural disasters. Therefore, the Company proposes to delete the words limiting the locations in which to hold the General Meetings of Shareholders as set forth in Article 13(3) of the current Articles of Incorporation.

2. Details of the amendments

The details of the amendments are as follows.

(Amendments are underlined.)

Current Articles of Incorporation		Proposed Amendments	
(Location of its principal place of business)		(Location of its principal place of business)	
Article 3.	The head office of the Company shall be located at <u>Minato-ku, Tokyo.</u>	Article 3.	The head office of the Company shall be located at <u>Chiba-shi, Chiba.</u>
(Convocation)		(Convocation)	
Article 13.	(Omitted)	Article 13.	(Omitted)
(2)	(Omitted)	(2)	(Omitted)
(3)	<u>General meetings of shareholders shall be convened at the residence of the principal office or at a place adjacent thereto, or at Narashino-shi, Chiba or at a place adjacent thereto.</u>	(3)	<u>(Deleted)</u>
<u>SUPPLEMENTARY PROVISION</u> <u><Newly established></u>		<u>SUPPLEMENTARY PROVISION</u> (Effective date for the amendment of location)	
		<u>Article 1.</u>	<u>The amendments to Article 3 shall become effective as of the date of relocation of the head office, which will be determined at a Board of Directors meeting held on or before March 31, 2025. This Supplementary Provision shall be deleted after the effective date of the relocation of the head office.</u>

Proposal No. 3: Election of 9 Directors


The terms of office of all 9 Directors will expire at the conclusion of this year's Annual General Meeting of Shareholders.


The election of 9 Directors is proposed for the next term.


The candidates for Director are as follows:


No.	Name	Positions and responsibility at the Company		Term of office for Directors	Attendance at FY2023 Board of Directors meeting
1	Haruo Nagamatsu	Chairman	Reappointed	7 years	16/16
2	Eiji Hosoi	Representative Director, President & Chief Executive Officer	Reappointed	1 years	13/13
3	Noriyoshi Torigoe	Representative Director Executive Vice President Chief Compliance officer Division Director of Auditing Department, Safety, Quality & Environment Management Division, Security Management Department, and Innovative Office Project Division	Reappointed	3 years 11 months	16/16
4	Masayuki Yoshizawa	Director Executive Vice President Division Director of TOYO Future Architect Department TS Participações e Investimentos S.A Chairman	Reappointed	9 years	16/16
5	Kensuke Waki	Director Senior Executive Officer Chief Financial Officer Division Director of Project Management Department and Corporate Administration Division	Reappointed	6 years	16/16
6	Masami Tashiro	Director	Reappointed Outside Director Independent Officer	9 years	14/16
7	Reijiro Yamamoto	Director	Reappointed Outside Director	5 years 4 months	16/16
8	Tatsuya Terazawa	Director	Reappointed Outside Director Independent Officer	3 years 11 months	16/16
9	Sayoko Miyairi	Director	Reappointed Outside Director Independent Officer	3 years 11 months	16/16


<p>1. Haruo Nagamatsu</p>	<p><u>Date of Birth:</u> April 1, 1957</p>	<p>Reappointed</p>	<p><u>Number of shares of the Company held:</u> Common shares 21,152</p>
<div data-bbox="260 405 595 831" data-label="Image"> </div> <p><u>Term of office for Director:</u> 7 years (at the conclusion of this Ordinary General Meeting of Shareholders)</p> <p><u>Attendance at FY2023 Board of Directors meeting:</u> 16/16 (100%)</p>	<p><u>Past experience, positions and significant concurrent positions</u></p> <p>April 1981 Joined the Company June 2000 Managing Director, Toyo Engineering & Construction Sdn.Bhd. April 2013 Executive Officer; Deputy Unit Director, Infrastructure Business Unit; General Manager, Infrastructure Project Division and Infrastructure Business Unit April 2016 Senior Executive Officer; Unit Director, Infrastructure Business Unit June 2017 Director; Senior Executive Officer; Unit Director, Infrastructure Business Unit April 2018 Representative Director; President & Chief Executive Officer June 2023 Chairman (to present)</p> <p><u>Reasons for nomination as a candidate for Director</u></p> <p>Mr. Haruo Nagamatsu, having served the Company as Representative Director and President & Chief Executive Officer, Unit Director of the Infrastructure Business Unit, a representative of the Company's overseas subsidiaries, and as a project manager on numerous projects, possesses ample experience and deep insights in project management and corporate management. In addition, he has acted as the Chairman of the Board of Directors since June of 2023 in a pertinent manner. Expecting him to contribute to improving the corporate value of the Company through leveraging his ample experience and insights, the Company has nominated him as a candidate for Director.</p>		


<p>2. Eiji Hosoi</p>	<p><u>Date of Birth:</u> October 6, 1959</p>	<p>Reappointed</p>	<p><u>Number of shares of the Company held:</u> Common shares 10,600</p>
 <p><u>Term of office for Director:</u> 1 years (at the conclusion of this Ordinary General Meeting of Shareholders)</p> <p><u>Attendance at FY2023 Board of Directors meeting:</u> 13/13 (100%)</p>	<p><u>Past experience, positions and significant concurrent positions</u></p> <p>April 1982 Joined the Company</p> <p>April 2010 Deputy General Manager, Overseas Project Operations Unit Proposal Division</p> <p>January 2011 Deputy General Manager, Overseas Project Operations Unit Overseas Project Division 1</p> <p>April 2012 Deputy General Manager, Project Division 2</p> <p>April 2015 Executive Officer; President Director, PT. Inti Karya Persada Teknik</p> <p>April 2018 Senior Executive Officer; President Director, PT. Inti Karya Persada Teknik</p> <p>June 2018 Senior Executive Officer; Deputy Unit Director, Plant Business Unit; General Manager, Project Division</p> <p>April 2019 Senior Executive Officer; Unit Director, Plant Business Unit; General Manager, Project Division</p> <p>April 2020 Senior Executive Officer; Unit Director, Plant Business Unit</p> <p>April 2023 Executive Vice President; Senior Executive Officer</p> <p>June 2023 Representative Director; President & Chief Executive Officer (to present)</p> <p><u>Reasons for nomination as a candidate for Director</u></p> <p>Mr. Eiji Hosoi, having served the Company as Unit Director of the Plant Business Unit, a representative of the Company's overseas subsidiaries, and as a project manager on numerous projects. Since assuming the position of Executive Officer in 2015, he has promoted the development of new technologies and business fields, including the carbon neutral business, and has possesses ample experience and deep insights both the "Sustainable Technology and Business Development" and "Advanced EPC Operation" strategies set forth in the medium-term management plan. In addition, as Representative Director and President & Chief Executive Officer since June 2023, he has demonstrated excellent leadership in the management of the Company Expecting him to contribute to improving the corporate value of the Company through leveraging his ample experience and insights, the Company has nominated him as a candidate for Director.</p>		


<h3>3.Noriyoshi Torigoe</h3>	<u>Date of Birth:</u> December 10, 1960	<div style="border: 1px solid black; padding: 2px; display: inline-block;">Reappointed</div>	<u>Number of shares of the Company held:</u> Common shares 3,700																																
 <p><u>Term of office for Director:</u> 3 years 11 months (at the conclusion of this Ordinary General Meeting of Shareholders)</p> <p><u>Attendance at FY2023 Board of Directors meeting:</u> 16/16(100%)</p>	<p><u>Past experience, positions and significant concurrent positions</u></p> <table border="0"> <tr> <td style="vertical-align: top;">April 1983</td> <td>Joined the Export-Import Bank of Japan</td> </tr> <tr> <td style="vertical-align: top;">August 2007</td> <td>Director General, Corporate Finance Department, Japan Bank for International Cooperation</td> </tr> <tr> <td style="vertical-align: top;">October 2008</td> <td>Director General, Corporate Finance Department, Japan Bank for International Cooperation, Japan Finance Corporation</td> </tr> <tr> <td style="vertical-align: top;">December 2010</td> <td>Chief Internal Auditor, Internal Audit Department, Japan Finance Corporation</td> </tr> <tr> <td style="vertical-align: top;">April 2012</td> <td>Chief Internal Auditor, Internal Audit Department, Japan Bank for International Cooperation</td> </tr> <tr> <td style="vertical-align: top;">June 2012</td> <td>Executive Officer for the Americas, Japan Bank for International Cooperation</td> </tr> <tr> <td style="vertical-align: top;">December 2013</td> <td>Deputy Managing Director, Komatsu Economic and Strategy Research Center</td> </tr> <tr> <td style="vertical-align: top;">February 2015</td> <td>Advisor, MODEC, Inc.</td> </tr> <tr> <td style="vertical-align: top;">January 2017</td> <td>Senior Adviser, Japan Overseas Infrastructure Investment Corporation for Transport & Urban Development</td> </tr> <tr> <td style="vertical-align: top;">June 2017</td> <td>Executive Officer; Head of Project Department, Japan Overseas Infrastructure Investment Corporation for Transport & Urban Development</td> </tr> <tr> <td style="vertical-align: top;">January 2018</td> <td>Managing Executive Officer; Head of Project Department, Japan Overseas Infrastructure Investment Corporation for Transport & Urban Development</td> </tr> <tr> <td style="vertical-align: top;">June 2020</td> <td>Adviser of the Company</td> </tr> <tr> <td style="vertical-align: top;">June 2020</td> <td>Senior Executive Officer of the Company</td> </tr> <tr> <td style="vertical-align: top;">August 2020</td> <td>Director; Senior Executive Officer</td> </tr> <tr> <td style="vertical-align: top;">April 2021</td> <td>Director; Senior Executive Officer; Chief Compliance Officer; Division Director of Auditing Department and Safety, Quality & Environment Management Division</td> </tr> <tr> <td style="vertical-align: top;">April 2023</td> <td>Director; Executive Vice President; Chief Compliance Officer; Division Director of Auditing Department and Safety, Quality & Environment Management Division</td> </tr> <tr> <td style="vertical-align: top;">April 2024</td> <td>Representative Director; Executive Vice President; Chief Compliance Officer; Division Director of Auditing Department, Safety, Quality & Environment Management Division, Security Management Department, and Innovative Office Project Division (to present)</td> </tr> </table> <p><u>Reasons for nomination as a candidate for Director</u></p> <p>Mr. Noriyoshi Torigoe, has long experience in a quasi-public lending institution, possesses ample experience and extensive insights in Infrastructure related business. As Executive Vice President since April 2023, and as Representative Director since April 2024, he has been engaged in the management of the Company, given his opinions, and proposed to planning business strategy. Expecting him to contribute to improving the corporate value of the Company through leveraging his ample experience and insights, the Company has nominated him as a candidate for Director.</p>	April 1983	Joined the Export-Import Bank of Japan	August 2007	Director General, Corporate Finance Department, Japan Bank for International Cooperation	October 2008	Director General, Corporate Finance Department, Japan Bank for International Cooperation, Japan Finance Corporation	December 2010	Chief Internal Auditor, Internal Audit Department, Japan Finance Corporation	April 2012	Chief Internal Auditor, Internal Audit Department, Japan Bank for International Cooperation	June 2012	Executive Officer for the Americas, Japan Bank for International Cooperation	December 2013	Deputy Managing Director, Komatsu Economic and Strategy Research Center	February 2015	Advisor, MODEC, Inc.	January 2017	Senior Adviser, Japan Overseas Infrastructure Investment Corporation for Transport & Urban Development	June 2017	Executive Officer; Head of Project Department, Japan Overseas Infrastructure Investment Corporation for Transport & Urban Development	January 2018	Managing Executive Officer; Head of Project Department, Japan Overseas Infrastructure Investment Corporation for Transport & Urban Development	June 2020	Adviser of the Company	June 2020	Senior Executive Officer of the Company	August 2020	Director; Senior Executive Officer	April 2021	Director; Senior Executive Officer; Chief Compliance Officer; Division Director of Auditing Department and Safety, Quality & Environment Management Division	April 2023	Director; Executive Vice President; Chief Compliance Officer; Division Director of Auditing Department and Safety, Quality & Environment Management Division	April 2024	Representative Director; Executive Vice President; Chief Compliance Officer; Division Director of Auditing Department, Safety, Quality & Environment Management Division, Security Management Department, and Innovative Office Project Division (to present)
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<h2 style="text-align: center;">4. Masayuki Yoshizawa</h2>	<u>Date of Birth:</u> March 31, 1959	<div style="border: 1px solid black; padding: 2px; display: inline-block;">Reappointed</div>	<u>Number of shares of the Company held:</u> Common shares 14,400																																
	<div style="text-align: center;">  </div> <p><u>Term of office for Director:</u> 9 years (at the conclusion of this Ordinary General Meeting of Shareholders)</p> <p><u>Attendance at FY2023 Board of Directors meeting:</u> 16/16 (100%)</p>	<p><u>Past experience, positions and significant concurrent positions</u></p> <table border="0"> <tr> <td style="vertical-align: top;">April 1982</td> <td>Joined MITSUI & CO., LTD.</td> </tr> <tr> <td style="vertical-align: top;">August 2006</td> <td>President & CEO, Mitsui Gas e Energia do Brazil Ltda.</td> </tr> <tr> <td style="vertical-align: top;">June 2011</td> <td>Executive Officer; Deputy General Manager, Corporate Planning Unit of the Company</td> </tr> <tr> <td style="vertical-align: top;">April 2014</td> <td>Senior Deputy General Manager, Osaka Office MITSUI & CO., LTD.</td> </tr> <tr> <td style="vertical-align: top;">April 2015</td> <td>Senior Executive Officer; Division Director of Corporate Strategy Unit and Corporate Administration Unit of the Company</td> </tr> <tr> <td style="vertical-align: top;">June 2015</td> <td>Director; Senior Executive Officer; Division Director of Corporate Strategy Unit and Corporate Administration Unit</td> </tr> <tr> <td style="vertical-align: top;">April 2016</td> <td>Director; Senior Executive Officer; Chief Compliance Officer; Division Director of IT Management & Control Division, Corporate Strategy Unit and Corporate Administration Unit</td> </tr> <tr> <td style="vertical-align: top;">June 2016</td> <td>Representative Director; Senior Executive Officer; Chief Compliance Officer; Division Director of IT Management & Control Division, Corporate Strategy Unit and Corporate Administration Unit</td> </tr> <tr> <td style="vertical-align: top;">April 2017</td> <td>Representative Director; Senior Executive Officer; Chief Compliance Officer; Division Director of Corporate Strategy Unit and Corporate Administration Unit</td> </tr> <tr> <td style="vertical-align: top;">April 2018</td> <td>Representative Director; Senior Executive Officer; Division Director of Corporate Strategy Unit and Business Development Division</td> </tr> <tr> <td style="vertical-align: top;">April 2019</td> <td>Representative Director; Executive Vice President; Division Director of Corporate Strategy Unit and Business Development Division Solution Business Unit</td> </tr> <tr> <td style="vertical-align: top;">July 2019</td> <td>Representative Director; Executive Vice President; Division Director of TOYO Future Architect Department, Corporate Strategy Unit, Business Development Division, and Solution Business Unit</td> </tr> <tr> <td style="vertical-align: top;">April 2020</td> <td>Representative Director; Executive Vice President; Division Director of TOYO Future Architect Department and Project Management Department</td> </tr> <tr> <td style="vertical-align: top;">April 2021</td> <td>Representative Director; Executive Vice President; Division Director of TOYO Future Architect Department and Security Management Department</td> </tr> <tr> <td style="vertical-align: top;">June 2021</td> <td>Representative Director; Executive Vice President; Division Director of TOYO Future Architect Department, Security Management Department, and Procurement Division</td> </tr> <tr> <td style="vertical-align: top;">April 2022</td> <td>Representative Director; Executive Vice President; Division Director of TOYO Future Architect Department, and Security Management Department(to present)</td> </tr> <tr> <td style="vertical-align: top;">April 2024</td> <td>Director; Executive Vice President; Division Director of TOYO Future Architect Department(to present) TS Participações e Investimentos S.A Chairman (to present)</td> </tr> </table> <p><u>Significant concurrent positions</u></p> <ul style="list-style-type: none"> • Chairman, TS Participações e Investimentos S.A <p><u>Reasons for nomination as a candidate for Director</u></p> <p>Mr. Masayuki Yoshizawa, having served a general trading company for many years, possesses ample experience and deep insights related to the business of the Company such as investments, EPC businesses in energy and infrastructure fields, and the management of overseas corporations. In addition he having served the Company as Director, Senior Executive Officer and Representative Director of the Company. As Executive Vice President since April 2019, he has been engaged in the management of the Company and supervised business reform department. Expecting him to contribute to improving the corporate value of the Company through leveraging his ample experience and insights, the Company has nominated him as a candidate for Director.</p>	April 1982	Joined MITSUI & CO., LTD.	August 2006	President & CEO, Mitsui Gas e Energia do Brazil Ltda.	June 2011	Executive Officer; Deputy General Manager, Corporate Planning Unit of the Company	April 2014	Senior Deputy General Manager, Osaka Office MITSUI & CO., LTD.	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<p>5.Kensuke Waki</p>	<p><u>Date of Birth:</u> May 15, 1959</p>	<p>Reappointed</p>	<p><u>Number of shares of the Company held:</u> Common shares 7,100</p>
 <p><u>Term of office for Director:</u> 6 years (at the conclusion of this Ordinary General Meeting of Shareholders)</p> <p><u>Attendance at FY2023 Board of Directors meeting:</u> 16/16 (100%)</p>	<p><u>Past experience, positions and significant concurrent positions</u></p> <p>April 1983 Joined the Company.</p> <p>June 2007 General Manager, Accounting Division, Finance & Accounting Unit</p> <p>April 2014 General Manager, Finance & Accounting Unit</p> <p>April 2016 Executive Officer; General Manager, Finance & Accounting Unit</p> <p>April 2017 Executive Officer; Chief Financial Officer; General Manager, Finance & Accounting Unit</p> <p>April 2018 Senior Executive Officer; Chief Financial Officer; Division Director of Finance & Accounting Unit</p> <p>June 2018 Director; Senior Executive Officer; Chief Financial Officer; Division Director of Finance & Accounting Unit</p> <p>April 2021 Director; Senior Executive Officer; Chief Financial Officer; Division Director of Auditing Department and Safety, Quality & Environment Management Division</p> <p>April 2023 Director; Senior Executive Officer; Chief Financial Officer; Division Director of Auditing Department and Safety, Quality & Environment Management Division(to present)</p> <p><u>Reasons for nomination as a candidate for Director</u></p> <p>Mr. Kensuke Waki, having served the Company as the heads of finance and accounting divisions, possesses ample experience and deep insights in finance and accounting. As a Chief Financial Officer since 2017, as a Director and Senior Executive Officer of the Company since 2023, he has been engaged in the management of the Company from the standpoint of supervising finance and accounting of the Company. Expecting him to contribute to improving the corporate value of the Company through leveraging his ample experience and insights, the Company has nominated him as a candidate for Director.</p>		

<h2>6.Masami Tashiro</h2>	<u>Date of Birth:</u> May 11, 1952	<div style="border: 1px solid black; padding: 2px; display: inline-block;">Reappointed</div>	<u>Number of shares of the Company held:</u> Common shares 5,800																		
<div style="text-align: center;">  </div> <p><u>Term of office for Director:</u> 9 years (at the conclusion of this Ordinary General Meeting of Shareholders).</p> <p><u>Attendance at FY2023 Board of Directors meeting:</u> 14/16 (87.5%)</p> <div style="text-align: center; margin-top: 20px;"> <div style="border: 1px solid black; padding: 2px; display: inline-block; margin-bottom: 5px;">Outside Auditor Candidate</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">Independent Officer Candidate</div> </div>	<p><u>Past experience, positions and significant concurrent positions</u></p> <table border="0"> <tr> <td style="vertical-align: top;">April 1976</td> <td>Joined Mitsui Bank, Ltd.</td> </tr> <tr> <td style="vertical-align: top;">April 2001</td> <td>General Manager, International Credit Dept., Sumitomo Mitsui Banking Corporation</td> </tr> <tr> <td style="vertical-align: top;">December 2002</td> <td>General Manager, Singapore Branch, Sumitomo Mitsui Banking Corporation</td> </tr> <tr> <td style="vertical-align: top;">June 2003</td> <td>Executive Officer; General Manager, Singapore Branch, Sumitomo Mitsui Banking Corporation</td> </tr> <tr> <td style="vertical-align: top;">June 2006</td> <td>Member of the Board, Taiyo Oil Company, Limited</td> </tr> <tr> <td style="vertical-align: top;">July 2010</td> <td>Vice President, SMBC International Business Co., Ltd.</td> </tr> <tr> <td style="vertical-align: top;">June 2012</td> <td>President and Representative Director, SMBC International Business Co., Ltd.</td> </tr> <tr> <td style="vertical-align: top;">December 2013</td> <td>Outside Auditor, ACKG Limited</td> </tr> <tr> <td style="vertical-align: top;">June 2015</td> <td>Outside Director of the Company (to present)</td> </tr> <tr> <td style="vertical-align: top;">December 2016</td> <td>Outside Director, ACKG Limited (current Oriental Consultants Holdings Company Limited) (to present)</td> </tr> </table> <p><u>Significant concurrent positions</u></p> <ul style="list-style-type: none"> • Outside Director, Oriental Consultants Holdings Company Limited <p><u>Reasons for nomination as a candidate for Outside Director and expect role:</u> Mr. Masami Tashiro has long experience in international business operations at financial institutions and possesses ample experience and deep insights as a corporate manager. He has been providing precise comments and opinions about the Company's overall management from an independent standpoint based on a global perspective and supervising the Company's management appropriately. Since his appropriate performance of duties as an Outside Director can continue to be expected, the Company has nominated him as a candidate for Outside Director.</p> <p>The Company designates him as an Independent Officer as stipulated by the regulations of the Tokyo Stock Exchange. If he is re-elected, the Company will continue to designate him as an Independent Officer.</p> <p><u>Liability limitation contracts with Directors</u> The Company has a contract with Mr. Tashiro for limitation of liability for damages as provided in Article 423, Paragraph 1, of the Corporation Law as prescribed by Article 427, Paragraph 1, of the Corporation Law and the Articles of Incorporation of the Company. If he is re-elected, the Company will renew the contract with him. The limitation of liability under the contract is the minimum liability amount set forth in Article 425, Paragraph 1, of the Corporation Law.</p>	April 1976	Joined Mitsui Bank, Ltd.	April 2001	General Manager, International Credit Dept., Sumitomo Mitsui Banking Corporation	December 2002	General Manager, Singapore Branch, Sumitomo Mitsui Banking Corporation	June 2003	Executive Officer; General Manager, Singapore Branch, Sumitomo Mitsui Banking Corporation	June 2006	Member of the Board, Taiyo Oil Company, Limited	July 2010	Vice President, SMBC International Business Co., Ltd.	June 2012	President and Representative Director, SMBC International Business Co., Ltd.	December 2013	Outside Auditor, ACKG Limited	June 2015	Outside Director of the Company (to present)	December 2016	Outside Director, ACKG Limited (current Oriental Consultants Holdings Company Limited) (to present)
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7.Reijiro Yamamoto	<u>Date of Birth:</u> October 3, 1960	Reappointed	<u>Number of shares of the Company held:</u> 0																																								
 <p><u>Term of office for Director:</u> 5years 4 months (at the conclusion of this Ordinary General Meeting of Shareholders).</p> <p><u>Attendance at FY2023 Board of Directors meeting:</u> 16/16 (100%)</p> <p><u>Outside Director Candidate</u></p>	<p><u>Past experience, positions and significant concurrent positions</u></p> <table border="0"> <tr> <td>April 1984</td> <td>Joined Mitsui Bank (current Sumitomo Mitsui Banking Corporation)</td> </tr> <tr> <td>January 2000</td> <td>Participated in Unison Capital, Inc.</td> </tr> <tr> <td>April 2004</td> <td>A Founding Partner, GCA Corporation</td> </tr> <tr> <td>October 2005</td> <td>Representative Director, Mezzanine Corporation</td> </tr> <tr> <td>January 2006</td> <td>Representative Director & Partner, Integral Corporation (to present)</td> </tr> <tr> <td>January 2009</td> <td>Director, B.P.S. Corporation</td> </tr> <tr> <td>December 2009</td> <td>Director, Yohji Yamamoto Inc.</td> </tr> <tr> <td>January 2012</td> <td>Representative Director & Partner, Integral Partners Corporation (to present)</td> </tr> <tr> <td>August 2013</td> <td>Auditing Officer, Yohji Yamamoto Inc. (to present)</td> </tr> <tr> <td>September 2013</td> <td>Outside Director, TBI Holdings Co., Ltd.</td> </tr> <tr> <td>October 2014</td> <td>Director, Shinwa Co., Ltd.</td> </tr> <tr> <td>October 2014</td> <td>Director, J-trading Inc.</td> </tr> <tr> <td>February 2016</td> <td>Outside Director, Itokin Co., Ltd. (to present)</td> </tr> <tr> <td>January 2017</td> <td>Outside Director, Aderans Company Limited (to present)</td> </tr> <tr> <td>March 2019</td> <td>Outside Director, of the Company (to present)</td> </tr> <tr> <td>October 2019</td> <td>Outside Director, Sanden Retail Systems Corporation (to present)</td> </tr> <tr> <td>June 2020</td> <td>Outside Director, Mamezou Holdings Co., LTD. (current JSEE Holdings Corporation) Outside Director, K2TOP Holdings Corporation (current MamezouK2TOP Holdings Corporation) (to present)</td> </tr> <tr> <td>November 2020</td> <td>Director, OPENSTREAM HOLDINGS Co.</td> </tr> <tr> <td>April 2021</td> <td>Chairman & Director, Skymark Airlines Inc. (to present) Director, MAMEZO DIGITAL HOLDINGS CO., LTD .</td> </tr> <tr> <td>July 2023</td> <td>Outside Director, TCS HOLDINGS CO.,LTD (to present)</td> </tr> </table> <p><u>Significant concurrent positions</u></p> <ul style="list-style-type: none"> • Representative Director & Partner, Integral Corporation • Auditing Officer, Yohji Yamamoto Inc. • Outside Director, Itokin Co., Ltd. • Outside Director, Aderans Company Limited • Outside Director, Sanden Retail Systems Corporation • Mamezou K2TOP Holdings Corporation • Chairman & Director, Skymark Airlines Inc. • Outside Director, TCS HOLDINGS CO.,LTD <p><u>Reasons for nomination as a candidate for Outside Director and expect role:</u> Mr. Reijiro Yamamoto, who serves as the corporate manager of an investment fund management company and has served as corporate managers of various business companies, possesses ample experience and deep insights in finance and corporate management. He has been providing precise comments and opinions on the management of the Company appropriately. Since his appropriate performance of duties as an Outside Director can continue to be expected, the Company has nominated Mr. Yamamoto as a candidate for Outside Director.</p> <p><u>Liability limitation contracts with Directors</u> The Company has a contract with Mr. Yamamoto for limitation of liability for damages as provided in Article 423, Paragraph 1, of the Corporation Law as prescribed by Article 427, Paragraph 1, of the Corporation Law and the Articles of Incorporation of the Company. If he is re-elected, the Company will renew the contract with him. The limitation of liability under the contract is the minimum liability amount set forth in Article 425, Paragraph 1, of the Corporation Law.</p>			April 1984	Joined Mitsui Bank (current Sumitomo Mitsui Banking Corporation)	January 2000	Participated in Unison Capital, Inc.	April 2004	A Founding Partner, GCA Corporation	October 2005	Representative Director, Mezzanine Corporation	January 2006	Representative Director & Partner, Integral Corporation (to present)	January 2009	Director, B.P.S. Corporation	December 2009	Director, Yohji Yamamoto Inc.	January 2012	Representative Director & Partner, Integral Partners Corporation (to present)	August 2013	Auditing Officer, Yohji Yamamoto Inc. (to present)	September 2013	Outside Director, TBI Holdings Co., Ltd.	October 2014	Director, Shinwa Co., Ltd.	October 2014	Director, J-trading Inc.	February 2016	Outside Director, Itokin Co., Ltd. (to present)	January 2017	Outside Director, Aderans Company Limited (to present)	March 2019	Outside Director, of the Company (to present)	October 2019	Outside Director, Sanden Retail Systems Corporation (to present)	June 2020	Outside Director, Mamezou Holdings Co., LTD. 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<h1>8. Tatsuya Terazawa</h1>	<u>Date of Birth:</u> January 20, 1961	Reappointed	<u>Number of shares of the Company held:</u> Common shares 2,000																					
	<div style="display: flex;"> <div style="flex: 1;">  <p><u>Term of office for Director:</u> 3 years 11 months (at the conclusion of this Ordinary General Meeting of Shareholders).</p> <p><u>Attendance at FY2023 Board of Directors meeting:</u> 16/16 (100%)</p> <div style="border: 1px solid black; padding: 2px; margin: 5px 0; width: fit-content;">Outside Director Candidate</div> <div style="border: 1px solid black; padding: 2px; margin: 5px 0; width: fit-content;">Independent Officer Candidate</div> </div> <div style="flex: 2;"> <p><u>Past experience, positions and significant concurrent positions</u></p> <table border="0"> <tr><td>April 1984</td><td>Entered the Ministry of International Trade and Industry</td></tr> <tr><td>September 2011</td><td>Executive Secretary to the Prime Minister</td></tr> <tr><td>December 2012</td><td>Deputy Director-General, Economic & Industrial Policy Bureau, Ministry of Economy, Trade & Industry</td></tr> <tr><td>June 2013</td><td>Councilor, Commerce Distribution & Industrial Safety Policy Group (Industrial Safety section), Ministry of Economy, Trade & Industry</td></tr> <tr><td>July 2015</td><td>Director-General, Trade & Economic Cooperation Bureau, Ministry of Economy, Trade & Industry</td></tr> <tr><td>July 2017</td><td>Director-General, Commerce & Information Policy Bureau, Ministry of Economy, Trade and Industry</td></tr> <tr><td>July 2018</td><td>Vice-Minister for International Affairs, Ministry of Economy, Trade & Industry</td></tr> <tr><td>July 2019</td><td>Advisor, Ministry of Economy, Trade & Industry (to present)</td></tr> <tr><td>August 2020</td><td>Outside Director, of the Company (to present)</td></tr> <tr><td>January 2021</td><td>Special Advisor to the Cabinet Office</td></tr> <tr><td>July 2021</td><td>Chairman and CEO, The Institute of Energy Economics, Japan (to present)</td></tr> </table> <p><u>Significant concurrent positions</u></p> <ul style="list-style-type: none"> • Chairman and CEO, The Institute of Energy Economics, Japan <p><u>Reasons for nomination as a candidate for Outside Director and expect role:</u></p> <p>Mr. Tatsuya Terazawa, having served in the Ministry of Economy, Trade & Industry (METI) for many years, possesses ample experience and deep insights in public policies mainly of the trade policy and trade promotion. Leveraging his expertise, he has been providing precise comments and opinions about the Company's from an independent standpoint and supervising the Company's management appropriately.</p> <p>Although Mr. Terazawa has not been directly involved in corporate management except Outside Director, because of his advanced ample experience in trade policy and etc. In addition, as Chairman and CEO of the Institute of Energy Economics, Japan, he has extensive knowledge of carbon neutral trends and the international energy situation. The Company expect him to make accurate opinion, and assesses that he can adequately fulfill his responsibilities as Outside Director.</p> <p>The Company designates him as an Independent Officer as stipulated by the regulations of the Tokyo Stock Exchange. If he is re-elected, the Company will continue to designate him as an Independent Officer.</p> <p><u>Liability limitation contracts with Directors</u></p> <p>The Company has a contract with Mr. Terazawa for limitation of liability for damages as provided in Article 423, Paragraph 1, of the Corporation Law as prescribed by Article 427, Paragraph 1, of the Corporation Law and the Articles of Incorporation of the Company. If he is re-elected, the Company will renew the contract with him. The limitation of liability under the contract is the minimum liability amount set forth in Article 425, Paragraph 1, of the Corporation Law.</p> </div> </div>			April 1984	Entered the Ministry of International Trade and Industry	September 2011	Executive Secretary to the Prime Minister	December 2012	Deputy Director-General, Economic & Industrial Policy Bureau, Ministry of Economy, Trade & Industry	June 2013	Councilor, Commerce Distribution & Industrial Safety Policy Group (Industrial Safety section), Ministry of Economy, Trade & Industry	July 2015	Director-General, Trade & Economic Cooperation Bureau, Ministry of Economy, Trade & Industry	July 2017	Director-General, Commerce & Information Policy Bureau, Ministry of Economy, Trade and Industry	July 2018	Vice-Minister for International Affairs, Ministry of Economy, Trade & Industry	July 2019	Advisor, Ministry of Economy, Trade & Industry (to present)	August 2020	Outside Director, of the Company (to present)	January 2021	Special Advisor to the Cabinet Office	July 2021
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<h2 style="text-align: center;">9.Sayoko Miyairi</h2>	<u>Date of Birth:</u> November 12, 1956	<div style="border: 1px solid black; padding: 2px; display: inline-block;">Reappointed</div>	<u>Number of shares of the Company held:</u> Common shares 3,300																					
	<div style="display: flex;"> <div style="flex: 1;">  <p><u>Term of office for Director:</u> 3 years 11 months</p> <p><u>Attendance at FY2023 Board of Directors meeting:</u> 16/16(100%)</p> <div style="border: 1px solid black; padding: 2px; display: inline-block; width: 100%;">Outside Auditor Candidate</div> <div style="border: 1px solid black; padding: 2px; display: inline-block; width: 100%;">Independent Officer Candidate</div> </div> <div style="flex: 2; padding-left: 10px;"> <p><u>Past experience, positions and significant concurrent positions</u></p> <table border="0"> <tr><td>April 1979</td><td>Joined Hitachi, Ltd.</td></tr> <tr><td>July 1982</td><td>Joined Bank of America, N.A., Asia Headquarters</td></tr> <tr><td>March 1986</td><td>Joined Pasona Inc. and seconded and then transferred to Edu Consult Co., Ltd. (current Scholar Consult Co., Ltd.)</td></tr> <tr><td>April 2000</td><td>Partner, Scholar Consult Co., Ltd. (to present)</td></tr> <tr><td>April 2000</td><td>Assistant Professor, Nihonbashi Gakkan University (current Kaichi International University)</td></tr> <tr><td>January 2005</td><td>Director, Scholar Consult Co., Ltd.</td></tr> <tr><td>April 2008</td><td>Professor, Nihonbashi Gakkan University (current Kaichi International University)</td></tr> <tr><td>March 2019</td><td>Outside Director, KH Neochem Co., Ltd. (to present)</td></tr> <tr><td>August 2020</td><td>Outside Director, of the Company (to present)</td></tr> <tr><td>April 2022</td><td>Professor emeritus, visiting professor Kaichi International University (to present)</td></tr> <tr><td>June 2022</td><td>Outside Director, NIHON SEIKAN K.K. (to present)</td></tr> </table> <p><u>Significant concurrent positions</u></p> <ul style="list-style-type: none"> • Partner, Scholar Consult Co., Ltd. • Professor emeritus, visiting professor, Kaichi International University • Outside Director, KH Neochem Co., Ltd. • Outside Director, NIHON SEIKAN K.K. <p><u>Reasons for nomination as a candidate for Outside Director and expect role:</u> Ms. Sayoko Miyairi, possesses ample business and management experience in consulting company, possesses professional knowledge and board insight as a university professor. Leveraging her expertise, she has been providing precise comments and opinions about the Company's from an independent standpoint and supervising the Company's management appropriately. The Company designates her as an Independent Officer as stipulated by the regulations of the Tokyo Stock Exchange. If she is re-elected, the Company will continue to designate her as an Independent Officer.</p> <p><u>Liability limitation contracts with Directors</u> The Company has a contract with Ms. Miyairi for limitation of liability for damages as provided in Article 423, Paragraph 1, of the Corporation Law as prescribed by Article 427, Paragraph 1, of the Corporation Law and the Articles of Incorporation of the Company. If she is re-elected, the Company will renew the contract with her. The limitation of liability under the contract is the minimum liability amount set forth in Article 425, Paragraph 1, of the Corporation Law.</p> </div> </div>			April 1979	Joined Hitachi, Ltd.	July 1982	Joined Bank of America, N.A., Asia Headquarters	March 1986	Joined Pasona Inc. and seconded and then transferred to Edu Consult Co., Ltd. (current Scholar Consult Co., Ltd.)	April 2000	Partner, Scholar Consult Co., Ltd. (to present)	April 2000	Assistant Professor, Nihonbashi Gakkan University (current Kaichi International University)	January 2005	Director, Scholar Consult Co., Ltd.	April 2008	Professor, Nihonbashi Gakkan University (current Kaichi International University)	March 2019	Outside Director, KH Neochem Co., Ltd. (to present)	August 2020	Outside Director, of the Company (to present)	April 2022	Professor emeritus, visiting professor Kaichi International University (to present)	June 2022
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Note:

1. Mr. Reijiro Yamamoto concurrently serves as the Representative Director & Partner of Integral Corporation. Integral Team Limited Partnership and Innovation Alpha Team L.P., who have unlimited liability partners that are companies with which Integral Corporation invests in and provides investment advice to, are subscribers for class A preferred shares. There are no special interests between the other candidates and the Company.
2. Ms. Sayoko Miyairi's name as recorded in her family name register is Sayoko Ibaraki.
3. The Company shall enter into a directors and officers liability insurance contract with an insurance company, which is stipulated in Article 430-3, Paragraph 1 of the Companies Act. The insurance premium is paid in full by the Company. Legal damages and costs for disputes incurred as a result of a claim for compensation for damages to be borne by the insured shall be covered by the said insurance. Candidates shall be included as insureds under the policy. The Company plans to renew the insurance policy with the same level of content the next time it is renewed.

Proposal No. 4: Election of 1 Audit & Supervisory Board Member

Audit & Supervisory Board Member Chihiro Ubukata will retire at the conclusion of this meeting. Therefore, the Company proposes the election of one Audit & Supervisory Board Member. The candidate for Audit & Supervisory Board Member are as follows. The consent of the Audit & Supervisory Board has been obtained for the submission of this proposal.

Hiroshi Yoshida	<u>Date of Birth:</u> March 6, 1965	Newly Appointed	<u>Number of shares of the Company held:</u> 0
 <p><u>Term of office for Audit & Supervisory Board Member:</u> —</p> <p><u>Attendance at FY2023 Board of Directors meeting:</u> —</p> <p><u>Attendance at FY2023 Audit & Supervisory Board Members meeting:</u> —</p>	<p><u>Past experience, positions and significant concurrent positions</u> October 1988 Joined the Company June 2019 General Manager, Finance Division</p> <p><u>Reasons for nomination as a candidate for Outside Audit & Supervisory Board Member</u> Mr. Hiroshi Yoshida, having served the Company as the head of finance division for many years, possesses ample experience and deep insights in finance and accounting. Expecting him to conduct fair and rigorous monitoring and audits through leveraging his ample experience and insights, the Company has nominated him as a candidate for Audit & Supervisory Board Member.</p>		

Note:

1. There is no special interest between any of the candidates and the Company.
2. The Company shall enter into a directors and officers liability insurance contract with an insurance company, which is stipulated in Article 430-3, Paragraph 1 of the Companies Act. The insurance premium is paid in full by the Company. Legal damages and costs for disputes incurred as a result of a claim for compensation for damages to be borne by the insured shall be covered by the said insurance. Candidates shall be included as insureds under the policy. The Company plans to renew the insurance policy with the same level of content the next time it is renewed.