

Note: This document has been translated from 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.

To Our Shareholders:

Securities Code: 1417

June 7, 2024

(Starting date of measures for providing information in electronic form: May 31, 2024)

5-6-36 Toyosu, Koto-ku, Tokyo, Japan

MIRAIT ONE Corporation

President and Chief Executive Officer NAKAYAMA Toshiki

NOTICE OF THE 14TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

You are cordially invited to attend the 14th Ordinary General Meeting of Shareholders of MIRAIT ONE Corporation (the "Company").

Measures for providing information in electronic form are taken concerning notice of the present General Meeting of Shareholders. The electronic provision measures are posted as "Notice of the 14th Ordinary General Meeting of Shareholders" on the following website on the Internet.

The Company's website: <https://ir.mirait-one.com/en/>



In addition to the above, the same information is posted on the following website on the Internet.

Tokyo Stock Exchange website:

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>



(Enter or search for the Company's name or securities code [1417]. Select "Basic information" and " Documents for public inspection /PR Information" in this order and take a look at this information.)

Shareholders are asked to take steps such as voting in advance via the Internet or by mail and viewing the live stream of the General Meeting of Shareholders if possible.

To vote in advance, please review the Reference Documents for the General Meeting of Shareholders posted under the matters provided in electronic form and exercise your right to vote **no later than 5:30 p.m. on Monday, June 24, 2024.**

[Voting via the Internet]

Please see the "Procedure for the Exercise of Voting Rights via the Internet" on page 5, access the voting site (<https://evote.tr.mufg.jp/>) and follow the instructions on screen to enter your approval or disapproval by the above voting deadline.

[Voting by mail]

Indicate your approval or disapproval on the enclosed voting form and return it to arrive no later than the above voting deadline.

1. **Time and Date:** 10 a.m., Tuesday, June 25, 2024

2. **Place:** 5-6-36 Toyosu, Koto-ku, Tokyo, Japan
Seventh floor conference room, MIRAITS ONE Corporation
(See the map of the location of the venue at the end of the document)

3. **Meeting Agenda:**

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company's 14th Fiscal Term (April 1, 2023 - March 31, 2024) and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee
 2. Non-Consolidated Financial Statements for the Company's 14th Fiscal Term (April 1, 2023 - March 31, 2024)

Proposals to be resolved:

- Proposal No. 1: Appropriation of Surplus
- Proposal No. 2: Partial Amendment of the Articles of Incorporation
- Proposal No. 3: Election of Ten Directors (excluding Directors who are Audit and Supervisory Committee Members) of MIRAITS ONE Corporation
- Proposal No. 4: Election of Three Directors who are Audit and Supervisory Committee Members of MIRAITS ONE Corporation
- Proposal No. 5: Election of One Substitute Director who is an Audit and Supervisory Committee Member of MIRAITS ONE Corporation

4. **Matters Determined on the Convocation of the Meeting:**

- You may exercise your voting rights by proxy only in cases where the proxy is another shareholder of the Company. The proxy will be required to present written proof of their right of proxy.
- If you exercise your voting rights both in mail and via the Internet, the votes made via the Internet shall prevail.
- If you exercise your voting rights multiple times via the Internet, the vote submitted last shall prevail.
- The following matters in the matters provided in electronic form are not described in the paper-based documents sent to shareholders who have requested the delivery of such documents in accordance with the regulations and provisions of laws and the Articles of Incorporation of the Company. The Audit and Supervisory Committee and the Accounting Auditor have audited the documents subject to audit, including the following matters.
 - "Matters Regarding Share Acquisition Rights of the Company," "Status of the Accounting Auditor" and "System to Ensure the Appropriateness of Business Activities and Operating Status of the System" in the Business Report
 - "Statement of Changes in Equity" and "Notes to the Consolidated Financial Statements" in the Consolidated Financial Statements
 - "Statement of Changes in Equity" and "Notes to the Non-Consolidated Financial Statements" in the Non-Consolidated Financial Statements
- Amendments to matters provided in electronic form, if any, will be posted in detail on each corresponding website.

End

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal No. 1: Appropriation of Surplus

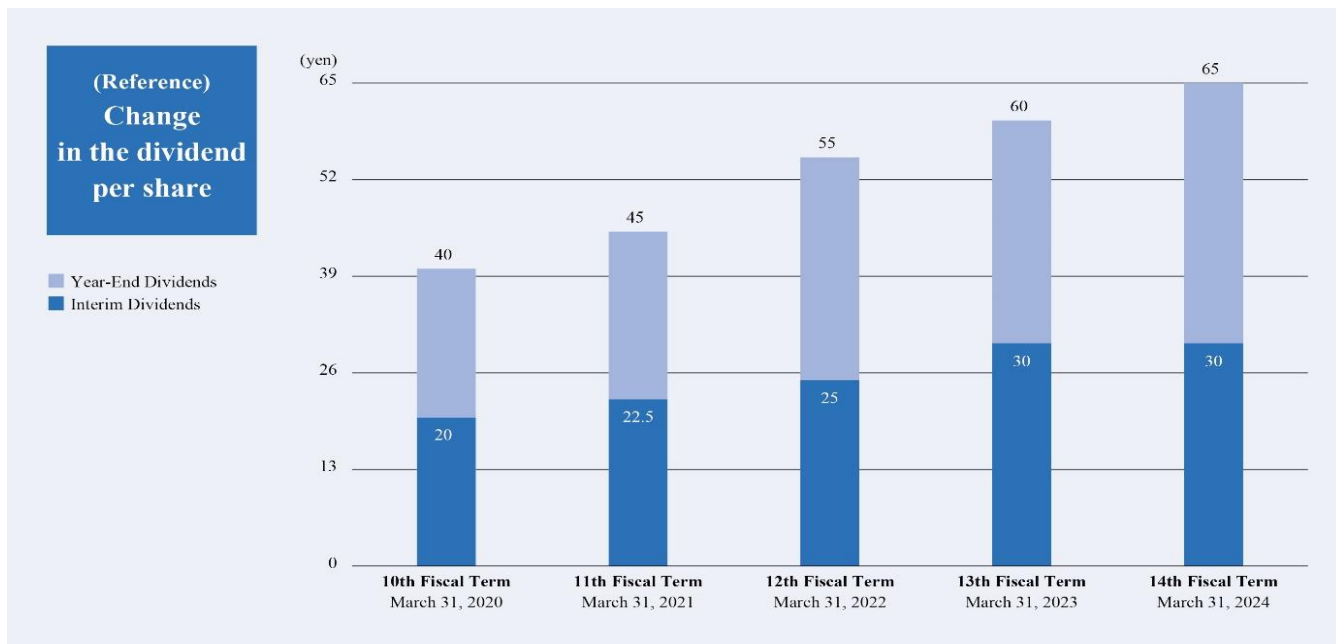
The Company makes it a basic policy to pay dividends consistently commensurate to its latest business performance and the trend of dividend payout ratio. Additionally, its internal reserve is used for reinforcing its financial position and for investing in business development to enhance its corporate value.

Based on such a policy, the appropriation of surplus shall be as follows.

Accordingly, the annual dividend including the interim dividend of 30 yen per share is 65 yen per share.

Term-End Dividends

① Type of dividend property	Cash
② Appropriation of dividend property to shareholders and total amount thereof	35 yen per share of common stock of the Company Total amount: 3,243,558,920 yen
③ Effective date of distribution of surplus	June 26, 2024



Proposal No. 2: Partial Amendment of the Articles of Incorporation

1. Reason for amendment:

- ① Necessary changes will be made to Article 2 (Purpose) of the current Articles of Incorporation to accommodate the future expansion of the Company group's business scope and the consolidation of Kokusai Kogyo Co., Ltd.
- ② In order to streamline the Board of Directors and accelerate decision-making in response to changes in the business environment, the maximum number of directors in Article 19 (Number of Directors) of the current Articles of Incorporation will be changed from 21 to 15.
- ③ In conjunction with the above changes, necessary changes will be made to improve the number of articles of incorporation.

2. Details of amendment

The amendment is as follows:

(Underlines indicate amendment)

Current bylaws	Proposed amendment
<p style="text-align: center;">Chapter 1 General Provisions</p> <p>Article 2 (Purpose)</p> <p>(1) - (3) (Sentences omitted)</p> <p>(4) Surveying, designing, consulting and equipment related to each of the preceding items, as well as sales, leasing, production, maintenance, and import/export of equipment and machinery</p> <p>(5) - (13) (Sentences omitted)</p> <p><u>(14)</u> Antique business</p> <p><u>(15) - (22)</u> (Sentences omitted)</p> <p style="text-align: center;">(Omitted)</p> <p>Chapter 4 Directors and Board of Directors</p> <p>Article 19 (Number of Directors)</p> <p>The number of directors of the Company (including directors who are members of the Audit Committee) shall not exceed twenty-one <u>(21)</u>.</p> <p>2 (Sentences omitted)</p>	<p style="text-align: center;">Chapter 1 General Provisions</p> <p>Article 2 (Purpose)</p> <p>(1) - (3) (no change)</p> <p>(4) Surveying, <u>research</u>, designing, consulting related to each of the preceding items, as well as sales, leasing, production, maintenance, and import/export of equipment and machinery</p> <p>(5) - (13) (no change)</p> <p>(14) <u>Production, processing, and cultivation guidance of agricultural products, licensing and sales of cultivation technology, and consulting business related thereto</u></p> <p><u>(15)</u> Antique business</p> <p><u>(16)-(23)</u> (numbers are renumbered hereafter)</p> <p style="text-align: center;">(Omitted)</p> <p>Chapter 4 Directors and Board of Directors</p> <p>Article 19 (Number of Directors)</p> <p>The number of directors of the Company (including directors who are members of the Audit Committee) shall not exceed fifteen <u>(15)</u>.</p> <p>2 (no change)</p>

Election of Ten Directors (excluding Directors who are Audit and Supervisory Committee Members) of MIRAIT ONE Corporation

The terms of office of all of 14 Directors (excluding Directors who are Audit and Supervisory Committee members) will end upon the conclusion of the General Meeting. Therefore, the Company proposes to elect ten Directors (excluding Directors who are Audit and Supervisory Committee members).

This proposal has been discussed by the Nomination and Compensation Committee.

The candidates for Director (excluding Directors who are Audit and Supervisory Committee members) are as follows.

Candidate No.	Name		Current Position	Attendance at Meetings of the Board of Directors
1	NAKAYAMA Toshiki	Re-election	Representative Director	21/21 (100%)
2	SUGAHARA Hidemune	New election	-	-
3	TOTAKE Yasushi	Re-election	Representative Director	21/21 (100%)
4	MIYAZAKI Tatsumi	Re-election	Director	21/21 (100%)
5	TAKAYA Yoichiro	Re-election	Director	21/21 (100%)
6	WAKIMOTO Hiroshi	Re-election	Director	21/21 (100%)
7	MITSUYA Takaaki	Re-election	Director	15/15 (100%)
8	YAMAMOTO Mayumi	Re-election	Outside Independent	Director 20/21 (95%)
9	KAWARATANI Shinichi	Re-election	Outside Independent	Director 21/21 (100%)
10	TSUKASAKI Yuko	Re-election	Outside Independent	Director 20/21 (95%)



Re-
election

Date of birth

January 29, 1958

Number of the Company's shares
owned

20,143 shares

Attendance at meetings of the
Board of Directors

21/21 (100%)

Candidate
No.

1

NAKAYAMA Toshiki

Career Summary, Status, Responsibilities and Significant Positions Concurrently Held

- June 2011 Senior Vice President, Strategic Business Development Division, Nippon Telegraph and Telephone Corporation
- June 2012 Senior Vice President, General Manager of Frontier Services Department, NTT DOCOMO, INC.
- July 2013 Senior Vice President, General Manager of Smart-life Solutions Department, NTT DOCOMO, INC.
- June 2014 Executive Vice President, Executive General Manager of Smart-life Business Division, General Manager of Smart-life Solutions Department, NTT DOCOMO, INC.
- June 2015 Executive Vice President, Executive General Manager of Smart-life Business Division, NTT DOCOMO, INC.
- June 2016 Senior Executive Vice President, NTT DOCOMO, INC.
- June 2018 Senior Executive Vice President, MIRAIT Holdings Corporation (presently the Company)
President and Chief Executive Officer, MIRAIT Corporation (presently the Company)
- June 2020 President, MIRAIT Holdings Corporation (presently the Company)
- June 2021 President, General Manager of The Group Formation Preparation Office, MIRAIT Holdings Corporation (presently the Company)
- July 2022 Representative Director, President and Chief Executive Officer, MIRAIT ONE Corporation (to present)

Reason for Nomination as a Candidate for Director

NAKAYAMA Toshiki has provided direction aimed at increasing corporate value, implemented management reforms and developed new business by utilizing his strong leadership in a position of overseeing the management of the Group as a whole as Representative Director, President and Chief Executive Officer of MIRAIT ONE Corporation, based on his abundant management experience in the telecommunications industry. He has been nominated as a candidate for re-election as Director because the Company has determined he is a suitable person for continuing the sustained enhancement of corporate value of the Group due to his character, knowledge and excellent management skill.



New
election

Date of birth

July 2, 1962

Number of the Company's shares
owned

6,000 shares

Attendance at meetings of the
Board of Directors

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Candidate
No.

2

SUGAHARA Hidemune

Career Summary, Status, Responsibilities and Significant Positions Concurrently Held

- January 2004 General Manager of Planning, NTT Resonant Incorporated.
- August 2006 Executive Manager of the Planning Department, NTT Resonant Incorporated.
- July 2010 Head of IP Service, Net Business Division, NTT Communications Corporation
- August 2011 Head of Applications and Content, NTT Communications Corporation
- June 2016 Senior Vice President, Head of Second Sales Division, NTT Communications Corporation
- June 2018 President & CEO, NTT Com Solutions Corporation
- June 2019 Executive Vice President, Representative Member of the Board, NTT Communications Corporation
- June 2020 Senior Executive Vice President, Representative Member of the Board, NTT Communications Corporation
- June 2021 Representative Member of the Board, Senior Executive Vice President, NTT Communications Corporation (to present)

Reason for Nomination as a Candidate for Director

SUGAHARA Hidemune has served in key positions at group companies of Nippon Telegraph and Telephone Corporation such as NTT Communications Corporation for many years. He has advanced insight and expertise as well as abundant experience in the development of new services, business development, company management, etc. in the telecommunications industry. He has been nominated as a candidate for election as Director because the Company has determined he is a suitable person for continuing the sustained enhancement of corporate value of the Group due to his character, knowledge and excellent management skill.



Re-
election

Date of birth

June 29, 1961

Number of the Company's shares
owned

11,135 shares

Attendance at meetings of the
Board of Directors

21/21 (100%)

Candidate
No.

3

TOTAKE Yasushi

Career Summary, Status, Responsibilities and Significant Positions Concurrently Held

- June 2009 General Manager of Kagoshima Branch, Nippon Telegraph and Telephone West Corporation
- July 2012 President, NTT Home Techno Corporation (currently NTT FIELDTECHNO CORPORATION)
- June 2014 Senior Vice President, General Manager of the Service Management Department, Plant Headquarters, Nippon Telegraph and Telephone West Corporation
- June 2017 Senior Vice President and General Manager of the Network Department, Plant Headquarters, Nippon Telegraph and Telephone West Corporation
- June 2018 Executive Vice President and General Manager of the Network Department, Plant Headquarters, Nippon Telegraph and Telephone West Corporation
- June 2019 Director, Managing Executive Officer, General Manager of Emerging Business Office, MIRAIT Holdings Corporation (presently the Company)
Director, MIRAIT Corporation (presently the Company)
Director, MIRAIT Technologies Corporation (presently the Company)
- June 2020 President, MIRAIT Technologies Corporation (presently the Company)
Director, MIRAIT Holdings Corporation (presently the Company)
- June 2021 Director, Assistant Manager of The Group Formation Preparation Office, MIRAIT Holdings Corporation (presently the Company)
- July 2022 Representative Director, Senior Managing Executive Officer, General Manager, Chief of Business Structure Reform Promotion Office, Carrier Business West Company, MIRAIT ONE Corporation
- June 2023 Representative Director, Senior Managing Executive Officer, General Manager of Carrier Business West Company, MIRAIT ONE Corporation (to present)

Reason for Nomination as a Candidate for Director

TOTAKE Yasushi promotes the expansion of business and strengthening of systems of the Group as a whole as Representative Director and Senior Managing Executive Officer of the MIRAIT ONE Corporation, based on his abundant management experience in the telecommunications industry and extensive knowledge and experience in areas related to telecommunications facilities. He concurrently serves as the General Manager of the Carrier Business West Company to promote the enhancement of the business and strengthening of the system of the Group. He has been nominated as a candidate for re-election as Director because the Company has determined he is a suitable person for continuing the sustained enhancement of corporate value of the Group due to his character, knowledge and excellent management skill.



Re-election

Date of birth

January 12, 1962

Number of the Company's shares owned

8,369 shares

Attendance at meetings of the Board of Directors

21/21 (100%)

Candidate No.

4

MIYAZAKI Tatsumi

Career Summary, Status, Responsibilities and Significant Positions Concurrently Held

- April 2004 General Manager of Kagoshima Branch and Miyazaki Branch, Nippon Telegraph and Telephone West Corporation
- July 2006 Executive Officer and General Manager of Solution Promotion Department, Solution Business Headquarters, Nippon Telegraph and Telephone West Corporation
- July 2017 Executive Officer, General Manager of Tokyo Branch and Assistant General Manager of Solution Business Headquarters, MIRAIT Technologies Corporation (presently the Company)
- June 2018 Managing Executive Officer, General Manager of Tokyo Branch, Assistant General Manager of Solution Business Headquarters and General Manager of East Japan Business Unit, MIRAIT Technologies Corporation (presently the Company)
- June 2019 Director, Managing Executive Officer, General Manager of Tokyo Branch, Assistant General Manager of Solution Business Headquarters and General Manager of East Japan Business Unit, MIRAIT Technologies Corporation (presently the Company)
- June 2020 Director, Senior Managing Executive Officer, General Manager of Solutions Business Promotion Headquarters, MIRAIT Technologies Corporation (presently the Company)
- April 2022 Senior Executive Vice President, Manager of Solution Company Establishment Preparation Group, The Organization Formation Preparation Office and Manager of Future Business Promotion Headquarters Establishment Preparation Group, MIRAIT Holdings Corporation (presently the Company)
- July 2022 Director, Senior Managing Executive Officer, Co-Head of Solutions Business Company, MIRAIT ONE Corporation
- January 2023 Director, Senior Managing Executive Officer, Co-Head of Solutions Business Company, General Manager of Frontier Business Division, MIRAIT ONE Corporation (to present)

Reason for Nomination as a Candidate for Director

MIYAZAKI Tatsumi is in charge of planning and promotion of the solutions business strategy and development/promotion of emerging business as well as overseeing of the overseas business to contribute to strengthening of the management base from the position of overseeing operation strategy of solutions and future business fields as Director, Senior Managing Executive Officer, Co-Head of the Solutions Business Company and General Manager of Frontier Business Division, based on his abundant management experience in the telecommunications industry. He has been nominated as a candidate for re-election as Director because the Company has determined he is a suitable person for continuing the sustained enhancement of corporate value of the Group due to his character, knowledge and excellent management skill.



Re-
election

Date of birth

November 11, 1964

Number of the Company's shares
owned

4,075 shares

Attendance at meetings of the
Board of Directors

21/21 (100%)

Candidate
No.

5

TAKAYA Yoichiro

Career Summary, Status, Responsibilities and Significant Positions Concurrently Held

- June 2008 General Manager of Strategic Business Development Office, Nippon Telegraph and Telephone Corporation
- June 2012 Vice President, Strategic Business Development Division, Nippon Telegraph and Telephone Corporation
- June 2015 General Manager of Fifth Sales Division, NTT Communications Corporation
- June 2017 Senior Vice President and General Manager of Fifth Sales Division, NTT Communications Corporation
- June 2019 Senior Vice President and General Manager of Third Sales Division, NTT Communications Corporation
- June 2020 Director, Managing Executive Officer, General Manager of Solution Business Unit and General Manager of Tohoku Reconstruction Support Office, MIRAIT Corporation (presently the Company)
- April 2022 Executive Vice President, Manager of Solution Company Establishment Preparation Group, The Organization Formation Preparation Office, MIRAIT Holdings Corporation (presently the Company)
- July 2022 Director, Managing Executive Officer, Co-Head of Solutions Business Company, MIRAIT ONE Corporation (to present)

Reason for Nomination as a Candidate for Director

TAKAYA Yoichiro has contributed to the strengthening of the management base by planning and promoting solution business strategy and overseeing new business development/promotion as Director, Managing Executive Officer of the Company and Co-Head of Solutions Business Company, based on his abundant management experience in the telecommunications industry. He has been nominated as a candidate for re-election as Director because the Company has determined he is a suitable person for continuing the sustained enhancement of corporate value of the Group due to his character, knowledge and excellent management skill.



Candidate
No.

6

WAKIMOTO Hiroshi

Career Summary, Status, Responsibilities and Significant Positions Concurrently Held

- September 2009 General Manager of Frontier Services Department, NTT DOCOMO, INC.
- June 2012 General Manager of Planning and Coordination Office, NTT DOCOMO, INC.
- July 2015 Director, mmbi, Inc. (currently NTT DOCOMO, INC.)
- February 2016 President, mmbi, Inc.
General Manager of Platform Business Promotion Department, NTT DOCOMO, INC.
- July 2016 Executive Officer, General Manager of Corporate Planning Department and Strategy Department, MIRAIT Corporation (presently the Company)
- June 2020 Executive Officer, General Manager of West Japan Branch, MIRAIT Corporation (presently the Company)
- June 2021 Managing Executive Officer, General Manager of Kansai Branch, MIRAIT Corporation (presently the Company)
- April 2022 Executive Vice President, Manager of Staff Organization Establishment Preparation Group, The Organization Formation Preparation Office, MIRAIT Holdings Corporation (presently the Company)
- July 2022 Director, Managing Executive Officer, General Manager of General Affairs and Human Resources, MIRAIT ONE Corporation (to present)

Re-
election

Date of birth

March 18, 1964

Number of the Company's shares
owned

7,105 shares

Attendance at meetings of the
Board of Directors

21/21 (100%)

Reason for Nomination as a Candidate for Director

WAKIMOTO Hiroshi has contributed to strengthening of the management base of the Group as a whole as Director, Managing Executive Officer and General Manager of the General Affairs and Human Resources of the Company, based on his abundant management experience in the telecommunications industry, as Representative Director and President of mmbi, Inc. and in MIRAIT Corporation (presently the Company). He has been nominated as a candidate for re-election as Director because the Company has determined he is a suitable person for continuing the sustained enhancement of corporate value of the Group due to his character, knowledge and excellent management skill.



Re-election

Candidate No.

7

MITSUYA Takaaki

Career Summary, Status, Responsibilities and Significant Positions Concurrently Held

- July 2010 General Manager of Corporate Planning Department, NTT NEOMATE CORPORATION (presently NTT FIELDTECHNO CORPORATION)
- July 2012 General Manager of Accounting & Finance Department, Nippon Telegraph and Telephone West Corporation
- July 2015 General Manager of Shikoku Regional Headquarters and General Manager of Ehime Branch, Nippon Telegraph and Telephone West Corporation
- July 2017 Executive Managing Director, Accounting Manager of Corporate Planning Department, MIRAIT Corporation (presently the Company)
- June 2019 Managing Executive Officer, Accounting Manager of Corporate Planning Department, MIRAIT Corporation (presently the Company)
Managing Executive Officer, General Manager responsible for Accounting & Finance Department, MIRAIT Holdings Corporation (presently the Company)
Director, Shikokutsuken Corporation
- July 2022 Managing Executive Officer, Vice General Manager of Finance and Accounting Division, MIRAIT ONE Corporation
- May 2023 Director, Lantrovision(S)Ltd (to present)
- June 2023 Director, Managing Executive Officer, CFO, MIRAIT ONE Corporation (to present)

Date of birth
November 15, 1964

Number of the Company's shares owned

5,542 shares

Attendance at meetings of the Board of Directors

15/15 (100%)

Reason for Nomination as a Candidate for Director

MITSUYA Takaaki has contributed to the enhancement of the management base by handling improvement and strengthening of the Group's financial standing, along with cash management from the position of overseeing financial strategy of the Group as a whole as Director, Managing Executive Officer and CFO based on his abundant management experience in the telecommunications industry. He has been nominated as a candidate for re-election as Director because the Company has determined he is a suitable person for continuing the sustained enhancement of corporate value of the Group due to his character, knowledge and excellent management skill.



Candidate
No.

8

YAMAMOTO Mayumi

Career Summary, Status, Responsibilities and Significant Positions Concurrently Held

- April 1984 Registered as attorney at Law
Joined Takeo Ishiguro Law Office
- September 1990 Established New Ginza Sogo Law Office
- January 2005 Established Ginza Shinmeiwa Law Office (to present)
- December 2010 Public Interest Member of the Central Labour Relations Commission
- January 2019 Member of the Financial System Council, Financial Services Agency (to present)
- June 2019 External Audit & Supervisory Board Member, Morinaga Milk Industry Co., Ltd.
(to present)
- June 2020 Outside Director of MIRAIT Holdings Corporation (presently the Company)
- April 2021 Member of the Labor Policy Council, Ministry of Health, Labour and Welfare
(to present)
- June 2021 Outside Director, JCU Corporation (to present)
- July 2022 Outside Director, MIRAIT ONE Corporation (to present)

Re-election Outside Independent

Date of birth

February 11, 1956

Number of the Company's shares
owned

586 shares

Attendance at meetings of the
Board of Directors

20/21 (95%)

Reason for Nomination as a Candidate for Outside Director and Overview of Expected Roles

YAMAMOTO Mayumi has advanced expertise and abundant experience concerning legal affairs as an attorney at law, and has also served as a member of government councils including as a public interest member of the Central Labour Relations Commission. She is qualified for the supervision of management from an objective and specialized perspective. Although she has not been involved in corporate management, the Company proposes her as a re-candidate for Outside Director because her advanced expert knowledge corporate law and insight and knowledge gained through experience in government organizations make her suitable for the supervision of management of the Group, and because she can be expected to fulfill this role.



Candidate
No.

9

KAWARATANI Shinichi

Career Summary, Status, Responsibilities and Significant Positions Concurrently Held

- November 1988 President, Atlux Corporation (currently Fuyo Outsourcing & Consulting Inc.)
- October 1997 General Manager of Information and Communications Division, New York Office, Nissho Iwai American Corporation (currently Sojitz Corporation of America)
- November 1999 CEO, Entrepia Ventures, Inc.
- April 2007 Assistant General Manager of Industrial Information Group, Sojitz Corporation
- April 2011 Representative Director and President, Nissho Electronics Corporation
- January 2014 Representative Director, VistaNet, Inc. (to present)
- June 2021 Outside Director, MIRAIT Holdings Corporation (presently the Company)
- July 2022 Outside Director, MIRAIT ONE Corporation (to present)

Re-
election

Outside

Independ
ent

Date of birth

June 26, 1955

Number of the Company's shares
owned

2,347 shares

Attendance at meetings of the
Board of Directors

21/21 (100%)

Reason for Nomination as a Candidate for Outside Director and Overview of Expected Roles

KAWARATANI Shinichi has been involved in business investment and the development of new businesses in the area of information and communications for many years, and has insight into the management of an information and communications company based on his experience as representative director and president of a company providing IT solutions. Furthermore, he has worked on the creation of a variety of new businesses in Japan and abroad as CEO of a venture capital company, and has extensive business experience overseas such as in the United States. His insight and knowledge of creating and developing new business in Japan and abroad, in addition to corporate management of a global business make him suitable for the supervision of management of the Group, and because he can be expected to fulfill this role, he has been re-nominated as a candidate Outside Director to improve transparency of the Board of Directors and strengthen its supervisory functions.



Candidate
No.

10

TSUKASAKI Yuko

Career Summary, Status, Responsibilities and Significant Positions Concurrently Held

- August 2007 Director, Gender Equality Promotion Division, Gender Equality Bureau, Cabinet Office
- August 2009 Counselor for Policy Evaluation, Ministry of Health, Labour and Welfare
- July 2010 Manager of Family Balance Department, Equal Employment, Children and Families Bureau, Ministry of Health, Labour and Welfare
- July 2011 Counselor, National Public Service Ethics Board, National Personnel Authority
- April 2012 Director, Life Planning Division, Remuneration Bureau, National Personnel Authority
- April 2015 Director, General Affairs Division, Secretariat of the National Personnel Authority
- April 2016 Professor, Chiiki Koso Kenkyujo, Taisho University (to present)
- September 2018 Professor, Department of Regional Development, Taisho University
- April 2020 Professor, Department of Public Policy, Faculty of Social Coexistence, Taisho University
- July 2022 Outside Director, MIRAIT ONE Corporation (to present)
- April 2024 Professor, Department of Public Policy, Faculty of Regional Development, Taisho University (to present)

Re-
election

Outside

Independ
ent

Date of birth

April 17, 1961

Number of the Company's shares
owned

1,173 shares

Attendance at meetings of the
Board of Directors

20/21 (95%)

Reason for Nomination as a Candidate for Outside Director and Overview of Expected Roles

TSUKASAKI Yuko has served in key positions in the Ministry of Health, Labour and Welfare for many years and also served as the Director of the Gender Equality Promotion Division of the Gender Equality Bureau in the Cabinet Office, and has advanced insight and extensive experience on topics such as promotion of participation by women and diversity. Furthermore, after retiring from office, she has taught as a professor of Taisho University, and has extensive experience and advanced insight and expertise in the areas of regional development and public policy. Although she has not been involved in management of a company, the Company has re-nominated that she would be suitable as an Outside Director of the Company for further strengthening management supervision functions by utilizing her knowledge of a wide range of specialized areas obtained through drafting policy in government and utilizing her knowledge of regional development to promote ESG management in the Company, which builds and operates industrial and social infrastructure facilities.

Notes

1. No conflicts of interest exist between the candidates and the Company.
2. SUGAHARA Hidemune is scheduled to retire from Member of the Board of NTT Communications Corporation at its ordinary general meeting of shareholders to be held on June 13, 2024.
3. YAMAMOTO Mayumi, KAWARATANI Shinichi and TSUKASAKI Yuko are candidates for Outside Director, and have been registered as independent directors in accordance with the provisions of Tokyo Stock Exchange, Inc.
4. The Company has concluded agreements limiting liability for compensation of damages under Article 423, paragraph (1) of the Companies Act with YAMAMOTO Mayumi, KAWARATANI Shinichi and TSUKASAKI Yuko pursuant to Article 427, paragraph (1) of the same Act. The limit on liability for compensation of damages pursuant to the agreements is the Minimum Liability Amount specified in Article 425, paragraph (1) of the Companies Act. The agreements to limit liability will be renewed if the candidates are re-elected.
5. The Company has entered into a directors and officers liability insurance policy pursuant to Article 430-3, paragraph (1) of the Companies Act with an insurance company. The insurance policy covers compensation for damages and litigation expenses, etc. incurred by the insured due to a claim for compensation for damages arising due to an act (including misconduct) based on the status of the insured as a Company officer, and the insured does not bear the cost of insurance premiums. If each of the candidates are elected as Director, they will be insured under the insurance policy. Furthermore, the insurance policy is scheduled to be renewed under the same terms when it is next renewed.
6. The term of office of YAMAMOTO Mayumi as an Outside Director of the Company will be four years as of the conclusion of this Ordinary General Meeting of Shareholders.
7. The term of office of KAWARATANI Shinichi as an Outside Director of the Company will be three years as of the conclusion of this Ordinary General Meeting of Shareholders.
8. The term of office of TSUKASAKI Yuko as an Outside Director of the Company will be two years as of the conclusion of this Ordinary General Meeting of Shareholders.

Proposal No. 4:

Election of Three Directors who are Audit and Supervisory Committee Members of MIRAIT ONE Corporation

The terms of office of all of five Directors who are Audit and Supervisory Committee members will end upon the conclusion of the General Meeting. Therefore, the Company proposes to elect three Directors who are Audit and Supervisory Committee members.

This proposal has been discussed by the Nomination and Compensation Committee.

Submission of the proposal has received the consent from the Audit and Supervisory Committee.

The candidates for Director who are Audit and Supervisory Committee Members are as follows.

Candidate No.	Name		Current Position	Attendance at Meetings of the Board of Directors
1	SEO Shinji	New election	-	-
2	KATSUMARU Chiaki (ISHIKAWA Chiaki)	Re-election	Outside Independent	Director 21/21 (100%)
3	HAYAKAWA Osamu	Re-election	Outside Independent	Director 14/15 (93%)



Candidate
No.

1

SEO Shinji

New
election

Date of birth

October 14, 1961

Number of the Company's shares
owned

7,119 shares

Attendance at meetings of the
Board of Directors

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Career Summary, Status, Responsibilities and Significant Positions Concurrently Held

- April 1980 Joined Daimei Denwa Kogyo Corporation (presently the Company)
- June 2010 General Manager of Construction Coordination Department, Procurement Division, Daimei Corporation (presently the Company)
- July 2014 General Manager of Engineering Oversight Department, Solution Business Unit and Engineering and Service Unit, MIRAIT Corporation (presently the Company)
- June 2017 Executive Officer, Assistant General Manager of Solution Business Unit and Engineering and Service Unit, General Manager of Engineering Oversight Department, MIRAIT Corporation (presently the Company)
- June 2019 Director, Managing Executive Officer, Assistant General Manager of Second Solution Business Unit, General Manager of Engineering Oversight Department, MIRAIT Corporation (presently the Company)
- July 2019 Director, Managing Executive Officer, General Manager of Safety and Quality Management Division, General Manager of General Coordination Department, MIRAIT Corporation (presently the Company)
- July 2022 Managing Executive Officer, General Manager of Safety and Quality Control Division, MIRAIT ONE Corporation
- April 2024 Managing Executive Officer, General Manager of Safety and Quality Control Division, General Manager of Business Risk Management Office, MIRAIT ONE Corporation (to present)

Reason for Nomination as a Candidate for Director Who Is an Audit and Supervisory Committee Member

SEO Shinji has been involved in the telecommunications infrastructure construction and solution business for many years. He supports the Company's business and contributes to strengthening management foundation in the position of overseeing construction safety and quality, drawing on his abundant operation experience and serving as Managing Executive Officer and General Manager of Safety and Quality Control Division. He has been nominated as a candidate for Director who is an Audit and Supervisory Committee member because he is suitable for conducting supervision of the execution of duties of Directors based on his personality, insight and management experience and is expected to fulfill this role.



Candidate
No.

2

KATSUMARU Chiaki

(ISHIKAWA Chiaki)

Career Summary, Status, Responsibilities and Significant Positions Concurrently Held

- March 1986 Registered as Certified Public Accountant
- June 1986 Joined Showa Ota & Co. Shikoku Office (Currently Ernst & Young ShinNihon LLC Takamatsu Office)
- November 2002 Outside Corporate Auditor, Anabuki Kosan Inc. (to present)
- February 2006 Joined Certified Tax Accountant Firm Ishikawa Office Accounting (to present)
- June 2016 Chairperson of Shikoku Chapter, Japanese Institute of Certified Public Accountants
- June 2018 Outside Corporate Auditor, MIRAIT Holdings Corporation (presently the Company)
- July 2022 Director, Audit and Supervisory Committee Member, MIRAIT ONE Corporation (to present)
- April 2023 Member of the Information Disclosure and Personal Information Protection Review Board (to present)

Re-
election

Outside

Independ-
ent

Date of birth

August 4, 1960

Number of the Company's shares
owned

3,821 shares

Attendance at meetings of the
Board of Directors

21/21 (100%)

Reason for Nomination as a Candidate for Outside Director Who Is an Audit and Supervisory Committee Member and Overview of Expected Roles

KATSUMARU Chiaki has an extensive career and a high level of expert knowledge concerning corporate finance and accounting serving as a certified public accountant for many years in major audit firms and accounting companies, and she has served as a Corporate Auditor of the Company since June 2018. She conducts comprehensive and specialized audits from a neutral and objective perspective, and she has been nominated as a candidate for re-election as Outside Director who is an Audit and Supervisory Committee member because she is suitable for conducting supervision of the execution of duties of Directors and is expected to fulfill her role as an Audit and Supervisory Committee member.



Candidate
No.

3

HAYAKAWA Osamu

Career Summary, Status, Responsibilities and Significant Positions Concurrently Held

Re-election Outside Independent

Date of birth

December 24, 1963

Number of the Company's shares owned

0 shares

Attendance at meetings of the Board of Directors

14/15 (93%)

- April 1987 Employed by National Police Agency
- January 1999 Chief of Meguro Police Station, Metropolitan Police Department
- August 2000 Director of Police Administration of Saga Prefectural Police
- April 2005 Director of Transportation General Affairs Division, Transportation Department of Metropolitan Police Department
- April 2008 Counselor of Cabinet Intelligence and Research Office, Cabinet Secretariat
- August 2011 Chief of Aomori Prefectural Police Headquarters
- November 2011 Director of Community Education of National Police Academy
- August 2012 Counselor, Secretariat of Government Revitalization Unit, Cabinet Office
- August 2014 Director of Traffic Planning Division, Traffic Bureau of National Police Agency
- August 2016 Deputy Director-General, Road Transport Bureau, Ministry of Land, Infrastructure, Transport and Tourism
- July 2018 Chief of Chiba Prefectural Police Headquarters
- August 2020 Chief of Kanto Regional Police Bureau
- February 2021 Resignation from National Police Agency
- May 2021 Advisor of Lawson, Inc. (to present)
- June 2023 Director, Audit and Supervisory Committee Member, MIRAITS ONE Corporation (to present)

Reason for Nomination as a Candidate for Outside Director Who Is an Audit and Supervisory Committee Member and Overview of Expected Roles

HAYAKAWA Osamu was engaged in the police work in the National Police Agency for a long period and successively held important posts including the Chief of Prefectural Police Headquarters, Chief of Kanto Regional Police Bureau and Deputy Director-General of the Road Transport Bureau, Ministry of Land, Infrastructure, Transport and Tourism, and thus he has gained excellent knowledge and expertise and abundant experience concerning police administration. The Company has determined that he can provide appropriate supervision and advice in order to further strengthen the corporate governance, in particular compliance and risk management as an Audit and Supervisory Committee member of the Company. Accordingly, he has been nominated as a candidate for re-election as Outside Director who is an Audit and Supervisory Committee member in order to ensure the transparency and fairness of operation management of the Company and increase its effectiveness.

Notes

1. No conflicts of interest exist between the candidates and the Company.
2. KATSUMARU Chiaki (ISHIKAWA Chiaki) and HAYAKAWA Osamu are candidates for Outside Director, and have been registered as independent directors in accordance with the provisions of Tokyo Stock Exchange, Inc.
3. The Company has concluded agreements limiting liability for damages under Article 423, paragraph (1) of the Companies Act with Directors (excluding executive Directors) pursuant to Article 427, paragraph (1) of the same Act.
The limit on liability for compensation of damages pursuant to the agreement is the Minimum Liability Amount specified in Article 425, paragraph (1) of the Companies Act. The agreements to limit liability will be renewed if the candidates are re-elected.
4. The Company has entered into a directors and officers liability insurance policy pursuant to Article 430-3, paragraph (1) of the Companies Act with an insurance company. The insurance policy covers compensation for damages and litigation expenses, etc. incurred by the insured due to a claim for compensation for damages arising due to an act (including misconduct) based on the status of the insured as a Company officer, and the insured does not bear the cost of insurance premiums. If each of the candidates is elected as Director, they will be insured under the insurance policy. Furthermore, the insurance policy is scheduled to be renewed under the same terms when it is next renewed.
5. The term of office of KATSUMARU Chiaki (ISHIKAWA Chiaki) as Outside Director who is an Audit and Supervisory Committee member will be two years as of the conclusion of this Ordinary General Meeting of Shareholders.
6. The term of office of HAYAKAWA Osamu as Outside Director who is an Audit and Supervisory Committee member will be one year as of the conclusion of this Ordinary General Meeting of Shareholders.

Election of One Substitute Director who is an Audit and Supervisory Committee Member of MIRAITS ONE Corporation

The term of office of one substitute Director who is an Audit and Supervisory Committee member will end upon the conclusion of the General Meeting. Therefore, the Company proposes to elect one substitute Director who is an Audit and Supervisory Committee member in case of a vacancy of the Directors who are Audit and Supervisory Committee members specified by laws and regulations.

This proposal has been discussed by the Nomination and Compensation Committee.

Submission of the proposal has received the consent from the Audit and Supervisory Committee.

The candidate for substitute Director who is an Audit and Supervisory Committee member is as follows.



Outside

Independent

Date of birth

August 2, 1954

Number of the Company's shares owned

0 shares

Attendance at meetings of the Board of Directors

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KONNO Hideyuki

Career Summary, Status, Responsibilities and Significant Positions Concurrently Held

- May 1979 Joined Tokyo Metropolitan Government
- June 2007 General Manager of Information Systems Division, Bureau of General Affairs
- July 2009 General Manager of Housing Policy Promotion Division, Bureau of Urban Development
- July 2010 General Manager of Environmental Policy Division, Bureau of Environment
- July 2012 Deputy Director of Bureau of Environment
- September 2013 Senior Managing Director, Tokyotoshokuin Credit Cooperative
- August 2016 President, TOKYO AID CENTER Co., Ltd.
- June 2018 Outside Corporate Auditor, MIRAITS Corporation (presently the Company)

Reason for Nomination as a Candidate for Substitute Outside Director Who is an Audit and Supervisory Committee Member and Overview of Expected Roles

KONNO Hideyuki joined the Tokyo Metropolitan Government and has advanced insight and extensive experience developed in the areas of administration and public policy, and also has experience in senior management such as serving as President of TOKYO AID CENTER Co., Ltd. He provides appropriate opinions from an independent standpoint as an Outside Corporate Auditor of MIRAITS Corporation, and the Company has determined that he is capable of contributing to the enhancement of transparency and the strengthening of the supervisory functions of the Board of Directors and submits him as a candidate for substitute Outside Director who is an Audit and Supervisory Committee member because he is suitable for the supervision of management of the Company and can be expected to fulfill this role if he is elected as an Outside Director who is an Audit and Supervisory Committee member.

Notes

1. No conflicts of interest exist between the candidate and the Company.
2. KONNO Hideyuki is a candidate for substitute Outside Director, and will be registered as an independent director in accordance with the provisions of Tokyo Stock Exchange, Inc. if he is appointed.
3. The Company intends to conclude an agreement limiting liability for compensation of damages under Article 423, paragraph (1) of the Companies Act with KONNO Hideyuki pursuant to Article 427, paragraph (1) of the same Act if he is appointed as Director who is an Audit and Supervisory Committee member. The limit on liability for compensation of damages pursuant to the agreement is the Minimum Liability Amount specified in Article 425, paragraph (1) of the Companies Act.
4. The Company has entered into a directors and officers liability insurance policy pursuant to Article 430-3, paragraph (1) of the Companies Act with an insurance company. The insurance policy covers compensation for damages and litigation expenses, etc. incurred by the insured due to a claim for compensation for damages arising due to an act (including misconduct) based on the status of the insured as a Company officer, and the insured does not bear the cost of insurance premiums. If the candidate is elected as Director who is an Audit and Supervisory Committee member, he will be insured under the insurance policy. Furthermore, the insurance policy is scheduled to be renewed under the same terms when it is next renewed.

[Reference] Director Skill Matrix

The Board of Directors is made up of personnel with adequate knowledge and experience in their respective areas related to business management, regardless of whether inside or outside the Company, in order to effectively fulfill their roles and duties.

The expertise and experience required on the Board of Directors are as follows.

			Corporate Management and Management Strategy	Sales and Marketing	Construction and operation of Facilities for Communications, etc.	New Business Development and Solutions Business	Technology, Innovation and DX	Global Business	Personnel, Labor and Human Resource Development	Financial Accounting and Finance	Legal, Risk Management, Compliance and Governance	Public Policy and Academic Research
Directors Who Are Not Audit and Supervisory Committee Members	NAKAYAMA Toshiaki	Inside	○	○		○		○	○		○	
	SUGAHARA Hidemune	Inside	○	○	○	○	○	○				
	TOTAKE Yasushi	Inside	○		○		○		○			
	MIYAZAKI Tatsumi	Inside	○	○	○	○	○	○				○
	TAKAYA Yoichiro	Inside	○	○		○		○	○			
	WAKIMOTO Hiroshi	Inside	○	○		○			○		○	
	MITSUYA Takaaki	Inside	○							○	○	
	YAMAMOTO Mayumi	Outside									○	○
	KAWARATANI Shinichi	Outside	○	○		○		○				
TSUKASAKI Yuko	Outside							○			○	
Directors Who Are Audit and Supervisory Committee Members	SEO Shinji	Inside	○	○	○	○					○	
	KATSUMARU Chiaki (ISHIKAWA Chiaki)	Outside								○	○	○
	HAYAKAWA Osamu	Outside									○	○

(Note) Includes candidates to be nominated as Director

* The above table does not represent all of the knowledge and experience of each of the persons listed.

[Reference] Standard for the Election and Dismissal of Directors

The Company follows the standard set forth below for electing and dismissing Directors.

[Election standard]

1. The Company shall select a wide variety of candidates from inside and outside the Company, and Directors shall have excellent character and insight, a high degree of ethical values and fairness, foresight and other qualities.
2. Directors shall have excellent management skills and a wealth of experience and knowledge in any of the fields such as business management, company management, accounting, law, and academic/public policy.
3. In addition to the above, Outside Directors shall be capable of fulfilling their roles and responsibilities from a professional and objective standpoint, such as providing advice and overseeing management from the perspective of improving corporate value over the medium to long term. Furthermore, Outside Directors shall not violate the “independence standards for Outside Officers” separately set forth by the Company.

[Dismissal standard]

1. Directors shall be dismissed if they commit fraudulent acts such as violation of laws and regulations, the Articles of Incorporation, etc. and acts that violate public order and morals.
2. Directors shall be dismissed if it is determined that they are not sufficiently performing the functions required for their duties due to neglect of duties, etc.
3. Directors shall be dismissed if they no longer meet each of the above election standard items.

[Election procedure]

1. For the election of candidates for Directors, the Nomination and Compensation Committee, chaired by an independent Outside Director, shall be consulted based on the above election standard, and decisions shall be made by the Board of Directors based on the report of the Nomination and Compensation Committee. Proposals for each candidate shall then be submitted to the General Meeting of Shareholders.
2. For the election of candidates for Audit and Supervisory Committee members, the Nomination and Compensation Committee shall be consulted based on the above election standard, and decisions shall be made by the Board of Directors based on the report of the Nomination and Compensation Committee, with the consent of the Audit and Supervisory Committee. Proposals for each candidate shall then be submitted to the General Meeting of Shareholders.

[Dismissal procedure]

The Board of Directors shall determine the dismissal of Directors upon deliberation by the Nomination and Compensation Committee, and proposals for dismissal shall be submitted to the General Meeting of Shareholders.

[Reference] Standard for Determining Independence

The Company believes that an Outside Director must have adequate independence to ensure the objectivity and transparency required for appropriate governance.

The Company has stipulated the following standard for determining independence of Outside Directors in the Company, and an Outside Director (including candidates therefor; the same applies below) is deemed to lack adequate independence if any of the following items apply.

1. A person originally from the Company or a consolidated subsidiary of the Company (hereinafter referred to as "the Group") ^(Note 1)
2. A major shareholder of the Company ^(Note 2)
3. A person who executes the business of a company, etc. that falls under any of the following items.
 - (1) A major business partner of the Group ^(Note 3)
 - (2) A major lender to the Group ^(Note 4)
 - (3) A company, etc. in which the Group holds 10% or more of shares on a voting basis
4. A Certified Public Accountant who belongs to the auditing firm serving as the Group's Independent Auditor.
5. A consultant, accountant, tax accountant, attorney, judicial scrivener, patent attorney or other expert receiving a substantial amount ^(Note 5) of money or other property from the Group
6. A person who has received substantial donations from the Group ^(Note 6)
7. An executive of a company in a relationship mutually providing Outside Directors ^(Note 7)
8. A person whose close relative ^(Note 8) falls under any of items 1 through 7 above (limited to key personnel ^(Note 9) with the exception of items 4 and 5)
9. A person to whom any of items 2 through 8 have applied in the past three years
10. Notwithstanding the provisions of the preceding items, a person who is deemed to have another conflict of interest with the Company

Note 1: A currently serving executive director, executive officer or other similar employee (hereinafter referred to as "executive") or an executive who has served in the Group at any time in the past.

Note 2: A major shareholder is a shareholder who, as of the end of the Company's fiscal year, holds 10% or more of shares on a voting basis in his/her own name or the name of another person. If the major shareholder is an organization such as a corporation or a partnership, this refers to an executive of such organization.

Note 3: A major business partner is a purchaser or supplier of the Group whose annual transactions with the Group exceed 3% of the Company's consolidated sales or the supplier's consolidated sales.

Note 4: A major lender is a financial institution from whom the Group borrows, and the balance of the borrowing exceeds 2% of the consolidated total assets of the Company or the consolidated total assets of the financial institution as of the end of the Company's fiscal year

Note 5: A substantial amount is defined as follows according to the relationship with the provision of services by the expert.

- (1) If the expert provides services to the Group as an individual, the consideration received from the Group is a substantial amount if it exceeds 10 million yen per year.
- (2) If the organization such as a corporation or partnership to which the expert belongs provides services to the Group, the consideration received from the Group is a substantial amount if it exceeds 2% of the organization's annual sales or total revenue. However, even if 2% is not exceeded, the amount is deemed to be a substantial amount if the amount received by the organization as consideration for services provided with the direct involvement of the expert exceeds 10 million yen per year.

Note 6: A person who has received donations from the Group exceeding 10 million yen per year. If the party receiving the donations is an organization such as a corporation or a partnership, this refers to a person who is directly involved in the research, education or other activities related to the donations.

Note 7: A relationship in which an executive of the Group is an outside director of another company, and an executive of the other company is an outside director of the Company.

Note 8: A close relative is a spouse or a relative within two degrees of relationship.

Note 9: Key personnel are directors and executive officers.

End