

This is an unofficial translation of the Japanese language original version, and is provided for your convenience only, without any warranty as to its accuracy or as to the completeness of the information. The Japanese original version is the sole official version.

May 29, 2024

To Our Shareholders

Masato Ishida
President and Representative Director
T-Gaia Corporation
(Securities code: 3738)
1-18 Ebisu 4-chome, Shibuya-ku, Tokyo

Convocation Notice of the 33rd Ordinary General Meeting of Shareholders

First of all, we would like to express our gratitude for your continued support and patronage.

We hereby give notice of the 33rd Ordinary General Meeting of Shareholders of T-Gaia Corporation (the “Company”). The meeting will be held in accordance with the details described below.

When convening the Ordinary General Meeting of Shareholders, we have taken measures for electronic provision of information contained in the Reference Documents for the Ordinary General Meeting of Shareholders (matters for which measures for providing information in electronic format are to be taken) and posted these on the following website on the Internet. Please access this website to review the documents.

Company’s website

<https://www.t-gaia.co.jp/ir/event/meeting.html> (in Japanese)

Website containing informational materials for the General Meeting of Shareholders

<https://d.sokai.jp/3738/teiji/> (in Japanese)

Tokyo Stock Exchange (TSE) website (Listed Company Search)

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

(Access the TSE website by using the Internet address shown above, enter “T-Gaia Corporation” in “Issue name (company name)” or the Company’s securities code “3738” in “Code,” and click “Search.” Then, click “Basic information” and select “Documents for public inspection/PR information.” Under “Filed information available for public inspection,” click “Click here for access” under “[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].”)

If you will not be able to attend the meeting, you may exercise your voting rights in writing or via electromagnetic means, such as the Internet. We request that you refer to the “Reference Documents for the Ordinary General Meeting of Shareholders” and exercise your voting rights by 5:45 p.m. on Thursday, June 20, 2024.

1. Date and Time	Friday, June 21, 2024, at 10 a.m. (the venue opens at 9 a.m.)
2. Venue	1-18 Ebisu 4-chome, Shibuya-ku, Tokyo Ebisu Neonart Building 17th Floor, Head Office's Conference Room
3. Meeting Agenda	<p>Items to be reported:</p> <ol style="list-style-type: none"> 1. The Business Report and Consolidated Financial Statements for the Company's 33rd Fiscal Year (from April 1, 2023, to March 31, 2024) and the Results of Audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Board 2. Nonconsolidated Financial Statements for the Company's 33rd Fiscal Year (from April 1, 2023, to March 31, 2024) <p>Matters to be resolved</p> <p>Proposal 1 Appropriation of Retained Earnings</p> <p>Proposal 2 Appointment of Nine (9) Directors</p> <p>Proposal 3 Appointment of One (1) Alternate Corporate Auditor</p>

- In case revisions are made to the matters for which measures for providing information in electronic format are to be taken, notification will be made on each of the websites on the Internet noted on the previous page with information before and after the revision posted.
- The matters for which measures for providing information in electronic format are to be taken are not included in the paper-based documents delivered to shareholders who request said paper-based documents, pursuant to the provisions of laws, regulations, and the Articles of Incorporation. The documents subject to audit are audited by Corporate Auditors and the Accounting Auditor, including the following items.
 - (i) "Consolidated Statement of Changes in Equity" and "Notes to the Consolidated Financial Statements" of the Consolidated Financial Statements
 - (ii) "Nonconsolidated Statement of Changes in Equity" and "Notes to the Nonconsolidated Financial Statements" of the Nonconsolidated Financial Statements

<Other Information>

- Due to the venue setup, some officers will attend the meeting online from a separate room.
- No gathering event for shareholders will be held following the conclusion of the Ordinary General Meeting of Shareholders. Furthermore, no gifts will be prepared for shareholders attending the Ordinary General Meeting of Shareholders.
- Beginning with this Ordinary General Meeting of Shareholders, in consideration of environmental concerns, paper-based notice of resolutions will no longer be provided, and will only be published on the Company's website (<https://www.t-gaia.co.jp/ir/event/meeting.html>) (in Japanese).
- Due to the revision of the Companies Act, we are sending a simplified convocation notice, which is required by law to be sent to all shareholders except those who have made a written request for delivery of paper-based documents by March 31, 2024. The full text is available on the Internet websites stated on the previous page. Please note that the full text cannot be provided in paper-based documents even to those inquiring for delivery. If you wish to receive the full text in writing at the next Ordinary General Meeting of Shareholders, please issue a written request to Sumitomo Mitsui Trust Bank, Limited or your securities company by March 31, 2025.
Dedicated Call Center, Sumitomo Mitsui Trust Bank, Limited: 0120-533-600 (toll free).
- If a major change occurs to the holding or operation of the Ordinary General Meeting of Shareholders, including for the aforementioned reasons, we will post a notification on the Company's website (<https://www.t-gaia.co.jp/>) (in Japanese).

How to Exercise Voting Rights

You may exercise your voting rights using either one of the following three methods:

Exercise voting rights via the Internet



Access the voting rights exercise website on your personal computer or smartphone and enter your approval or disapproval for each of the proposals following the instructions displayed on the screen. For details, please refer to the next page.

Deadline for exercising voting rights **Electronic voting must be completed by 5:45 p.m. on Thursday, June 20, 2024.**

<Institutional investors>
If you have applied in advance to use the electronic voting platform operated by ICJ, Inc., you may exercise your voting rights on the said platform.

Exercise voting rights in writing (by post)



Indicate your approval or disapproval for each of the proposals on the Voting Rights Exercise Form and post it without affixing stamps. If neither approval nor disapproval of each proposal is indicated, the Company will deem that you indicated your approval of the proposal.

Deadline for exercising voting rights **The form has to reach the Company by 5:45 p.m. on Thursday, June 20, 2024.**

Attend the shareholders' meeting



Bring the Voting Rights Exercise Form to the Ordinary General Meeting of Shareholders and submit it at the venue. (There is no need to affix the postage seal.)

Date and Time **Friday, June 21, 2024, at 10:00 a.m.**
(the venue opens at 9:00 a.m.)

Venue **1-18 Ebisu 4-chome, Shibuya-ku, Tokyo**
Ebisu Neonart Building 17th Floor, Head Office's
Conference Room

Handling of duplicate exercise of voting rights

- (1) If a shareholder exercises voting rights both by writing and via the Internet, etc., the voting rights exercised via the Internet, etc., will be deemed as valid.
- (2) If a shareholder exercises voting rights more than once via the Internet, etc., the final vote will be deemed as valid.

How to Exercise Voting Rights via the Internet

Exercising voting rights by smartphone

You can log in to the voting rights exercise website without entering your voting rights exercise code and password.

1. Scan the QR code on the bottom right of the Voting Rights Exercise Form. (QR codes are different for each shareholder.)



* "QR code" is a registered trademark of DENSO WAVE INCORPORATED.

2. Next, follow the guidance on screen to vote yes or no on the proposals.



! If you wish to change your vote after exercising your voting rights, then you must scan the QR code® again and input the voting rights exercise code and password written on the Voting Rights Exercise Form (From a PC, you can also directly access the voting rights exercise website at <https://www.web54.net>).

Exercising voting rights on a PC

Voting Rights Exercise Website: <https://www.web54.net>

1. Access the voting rights exercise website.



Click "Next"

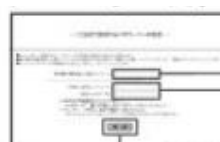
2. Input the voting rights exercise code written on the Voting Rights Exercise Form.



Input the voting rights exercise code

Click "Log In"

3. Input the password written on the Voting Rights Exercise Form.



Input the password

Click "Next"

4. Next, follow the guidance on screen to vote yes or no on the proposals.

- * Shareholders are responsible for connection fees or communication fees incurred when using the voting rights exercise website.
- * Depending on the Internet environment you are using, the service you subscribe to, or the device you are using, you may be unable to use the voting rights exercise website.

Inquiries

1. For inquiries about how to operate your PC or smartphone in order to exercise voting rights via the Internet.

Transfer Agent Internet Support, Sumitomo Mitsui Trust Bank, Limited

Direct telephone number

0120-652-031 (toll free)

Available from 9:00 to 21:00

2. Other inquiries

A. Shareholders with an account with a securities company
Please contact your securities company.

B. Shareholders without an account at a securities company
(shareholders with special accounts)

Stock Transfer Agency Department, Sumitomo Mitsui Trust Bank, Limited

0120-782-031 (toll free)

Available from 9:00 to 17:00 on weekdays

Information Concerning Live Stream of the General Meeting of Shareholders and Advance Questions

- 1 Advance question intake
 - (1) Intake period: May 30, 2024 (Thursday), to June 13, 2024 (Thursday) at 11:59 p.m.
 - (2) How to register questions

[One question \(up to 300 characters\) per shareholder can be registered via the Dedicated Shareholder Website listed below.](#)
[Log in to the Dedicated Shareholder Website and follow the prompts to register your question.](#)

Preregistered questions, mainly those pertaining to the agenda of the general meeting of shareholders, will be addressed on the day of the Ordinary General Meeting of Shareholders.

- 2 Viewing the live stream and posting text messages
 - (1) Live stream date and time: June 21, 2024 (Friday), from 10:00 a.m. until the end of the Ordinary General Meeting of Shareholders
(The live stream will commence at 9:30 a.m.)
 - (2) How to view the live stream

[Log in to the Dedicated Shareholder Website listed below and follow the prompts to access the viewing page.](#)
 - (3) How to post text messages

On the live stream viewing page, each shareholder may post up to two text messages (up to 150 characters per message).

Although the text messages we receive do not constitute questions for the Ordinary General Meeting of Shareholders under the provisions of the Companies Act, we will address them during the day’s agenda to the extent possible, focusing on matters of interest to our shareholders.

<p>► Dedicated Shareholder Website URL https://3738.ksoukai.jp</p> <p>How to log in ID: Shareholder number (nine digits) Password: Post code as listed on the shareholder register (seven digits, excluding hyphen) *This is the post code for the shareholder’s address as listed on the shareholder register as of March 31, 2024. If you have changed your address after April 1 of the same year and your new post code is indicated on the Voting Rights Exercise Form, please enter your post code as of March 31.</p>
--

[Reference]

Location of ID and password on the Voting Rights Exercise Form

<Inquiries regarding your shareholder number and registered address>

Stock Transfer Agency Department,
Sumitomo Mitsui Trust Bank, Limited

Telephone: 0120-782-031 (toll free)

[Available from 9:00 to 17:00 (on weekdays)]

3 Precautions for shareholders

(1) About the live stream

- Note that viewing the live stream does not constitute attendance of the Ordinary General Meeting of Shareholders for the purposes of the Companies Act.
- Voting rights cannot be exercised via the live stream on the day of the Ordinary General Meeting of Shareholders; please exercise your voting rights in advance via the Internet or in writing.
- You may view the live webcast regardless of whether or not you exercise your voting rights.
- Shareholders are responsible for communication and other fees incurred in connection with viewing the live stream.
- It is not possible to log in to the Dedicated Shareholder Website from multiple communication terminals (computers, smartphones, etc.) with the same ID (shareholder number) at the same time.
- You may not be able to watch the live streaming depending on your communication device, Internet connection environment, and other factors.
- Though we are making full efforts to ensure the live stream is available, due to unforeseen circumstances, such as deterioration of the communication environment or system failure, the live stream may be unavailable or canceled depending on the situation.
- Filming, recording, archiving, and publishing of the live stream via social networking services, etc., are strictly prohibited.
- In consideration of the privacy of the shareholders in attendance, only images of the display screen, near the officers' seats, and from the rear of the venue will be shown.

(2) About advance questions and text messages

- Advance questions and text messages that could not be addressed at the Ordinary General Meeting of Shareholders will be answered and presented on the Company's website after the meeting.
- Advance questions and text messages may not be addressed if they do not relate to the agenda of the Ordinary General Meeting of Shareholders, if they overlap with other items, or if responding may infringe on the rights or interests of our customers, employees, or other persons. In addition, the Company cannot provide individual answers or presentations. Thank you for your understanding.

4 Viewing test

The Dedicated Shareholder Website allows for users to test whether they can view a live stream from their communication terminal. Please utilize this test before the day of the live stream.

5 For inquiries regarding live stream viewing methods

V-cube, Inc. 03-6833-6881

Inquiries available from June 21, 2024 (Friday) 9:00 a.m. to the conclusion of the Ordinary General Meeting of Shareholders

Reference Documents for the Ordinary General Meeting of Shareholders

Items of Business and Reference Matters

Proposal 1 Appropriation of Retained Earnings

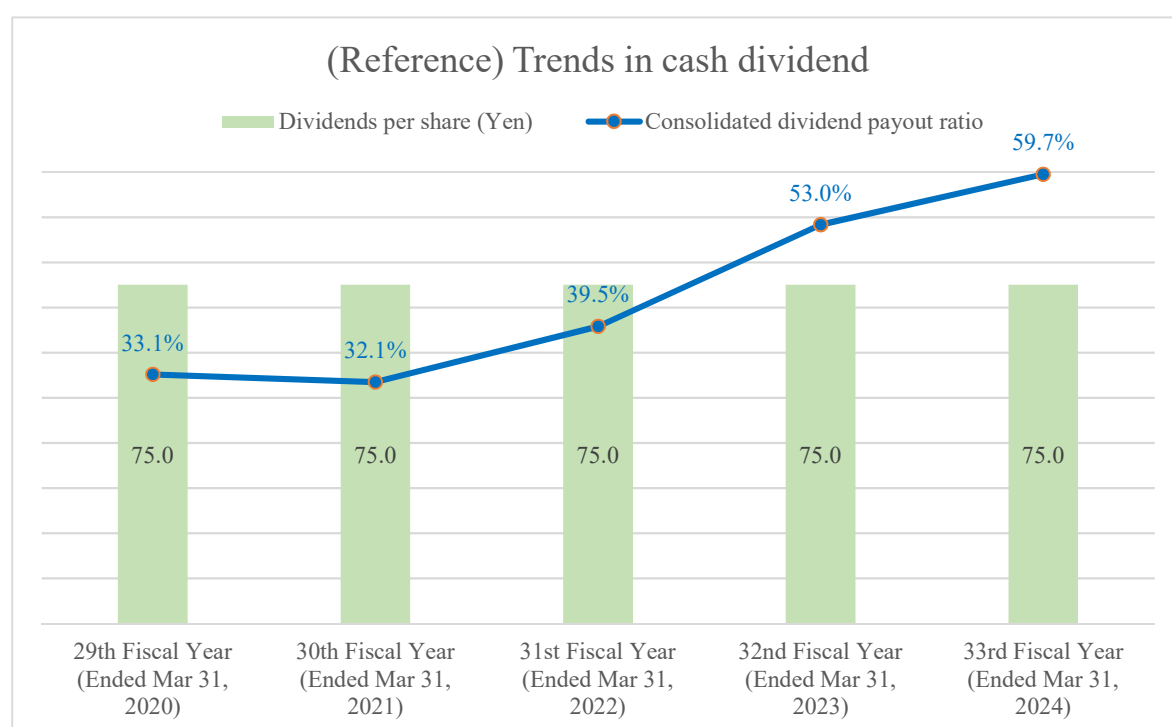
We propose to appropriate retained earnings as follows:

Matters concerning the year-end dividend

It is a basic policy of the Company to return profits to its shareholders in a stable and continuous manner over the long term with a consolidated dividend payout ratio of 40% while securing the internal reserves necessary for future business expansion and the reinforcement of its business foundations.

In keeping with that policy, we plan to pay the following year-end dividend for the year under review.

(1)	Type of dividend property Cash
(2)	Matters concerning the year-end allotment of assets and the aggregate amount thereof: 37.5 yen per common share of stock in the Company Total cash dividend of 2,093,260,913 yen Given that we paid an interim dividend of 37.5 yen per share of common stock, the annual dividend per share will total 75.0 yen, the same amount as in the previous fiscal year.
(3)	Record date for dividend from the surplus June 24, 2024



Proposal 2 Appointment of Nine (9) Directors

The terms of all nine (9) Directors will expire at the conclusion of this General Meeting of Shareholders.

Therefore, the Company proposes the election of nine (9) Directors.

The candidates for Director are as follows:

Candidate No.	Name	Positions and Responsibilities in the Company	Attendance at meetings of Board of Directors	Years serving as Director:
1	Reappointment Masato Ishida (63 years old/male)	President and Representative Director, and Chief Executive Officer	15/15 meetings	Four years
2	Reappointment Hiroyuki Sugai (63 years old/male)	Director, Executive Vice President, and CFO General Manager of Corporate Group, in charge of corporate accounting, finance, sales accounting, settlement management, logistics, and digital promotion	15/15 meetings	Three years
3	Reappointment Hiroyoshi Ueji (61 years old/male)	Director, Executive Vice President, and CDO General Manager of Consumer Business Group and General Manager of Enterprise Business Group	12/12 meetings	One year
4	Reappointment Katsuya Kashiki (57 years old/male) [Candidate for Outside Director]	Outside Director	12/15 meetings	Four years
5	Reappointment Junichi Kamata (70 years old/male) [Candidate for Outside Director] [Candidate for Independent Director]	Outside Director	14/15 meetings	Six years
6	Reappointment Toshio Morohoshi (70 years old/male) [Candidate for Outside Director] [Candidate for Independent Director]	Outside Director	15/15 meetings	Four years
7	Reappointment Yoshisada Takahashi (68 years old/male) [Candidate for Outside Director] [Candidate for Independent Director]	Outside Director	15/15 meetings	Two years
8	New appointment Ryuichi Ishii (59 years old/male) [Candidate for Outside Director] [Candidate for Independent Director]	–	–	–
9	New appointment Kumi Nakamura (53 years old/female) [Candidate for Outside Director] [Candidate for Independent Director]	–	–	–

Notes:

1. The age of each candidate is as of the date of this General Meeting of Shareholders.
2. As Mr. Hiroyoshi Ueji took office on June 22, 2023 (the date of the 32nd Ordinary General Meeting of Shareholders), the number of the Board of Directors' meetings he was expected to attend differs from other reappointed candidates for Directors.


Candidate Number	Name (Date of Birth)	Career Summary and Responsibilities in the Company																						
<p style="text-align: center; font-size: 2em; font-weight: bold;">1</p> <p>Reappointment</p>	<div style="text-align: center;">  <p>Masato Ishida Date of Birth: December 1, 1960 (Age: 63/male)</p> <p>Shares in Company 10,700 shares</p> <p>Board of Directors' Meeting Attendance in FY2024 15/15 (100%)</p> <p>Years serving as Director: four years (at the conclusion of this meeting)</p> </div>	<table border="0"> <tr> <td style="vertical-align: top; padding-right: 10px;">Apr 1983</td> <td>Joined Sumitomo Corporation</td> </tr> <tr> <td style="vertical-align: top; padding-right: 10px;">Apr 2001</td> <td>President, SMS Construction & Mining Systems Inc. (Canada)</td> </tr> <tr> <td style="vertical-align: top; padding-right: 10px;">Apr 2007</td> <td>Manager of Construction Equipment Dept. No. 3, Sumitomo Corporation</td> </tr> <tr> <td style="vertical-align: top; padding-right: 10px;">Apr 2011</td> <td>General Manager of Construction Equipment Division, Sumitomo Corporation</td> </tr> <tr> <td style="vertical-align: top; padding-right: 10px;">Apr 2015</td> <td>Executive Officer; Assistant General Manager for Europe, Middle East, Africa, and CIS (United Arab Emirates); concurrently General Manager of Middle East, Sumitomo Corporation; and concurrently President of Sumitomo Corporation Middle East FZE</td> </tr> <tr> <td style="vertical-align: top; padding-right: 10px;">Apr 2018</td> <td>Managing Executive Officer; General Manager for Europe, Middle East, Africa, and CIS (UK), Sumitomo Corporation; and concurrently Chairman of Sumitomo Corporation Europe Holding Limited</td> </tr> <tr> <td style="vertical-align: top; padding-right: 10px;">Apr 2020</td> <td>Executive Vice President and CSO, in charge of HR and general affairs, legal, management planning, and public relations, T-Gaia Corporation</td> </tr> <tr> <td style="vertical-align: top; padding-right: 10px;">Jun 2020</td> <td>Director, Executive Vice President, and CSO, in charge of HR and general affairs, legal, management planning, and public relations, T-Gaia Corporation</td> </tr> <tr> <td style="vertical-align: top; padding-right: 10px;">Apr 2022</td> <td>President and Representative Director, and Chief Executive Officer, T-Gaia Corporation (current)</td> </tr> <tr> <td style="vertical-align: top; padding-right: 10px;">Apr 2022</td> <td>Director, QUO CARD Co., Ltd. (current)</td> </tr> <tr> <td style="vertical-align: top; padding-right: 10px;">Jun 2023</td> <td>Representative Director and Chairman, National Association of Mobile-phone Distributors (current)</td> </tr> </table>	Apr 1983	Joined Sumitomo Corporation	Apr 2001	President, SMS Construction & Mining Systems Inc. (Canada)	Apr 2007	Manager of Construction Equipment Dept. No. 3, Sumitomo Corporation	Apr 2011	General Manager of Construction Equipment Division, Sumitomo Corporation	Apr 2015	Executive Officer; Assistant General Manager for Europe, Middle East, Africa, and CIS (United Arab Emirates); concurrently General Manager of Middle East, Sumitomo Corporation; and concurrently President of Sumitomo Corporation Middle East FZE	Apr 2018	Managing Executive Officer; General Manager for Europe, Middle East, Africa, and CIS (UK), Sumitomo Corporation; and concurrently Chairman of Sumitomo Corporation Europe Holding Limited	Apr 2020	Executive Vice President and CSO, in charge of HR and general affairs, legal, management planning, and public relations, T-Gaia Corporation	Jun 2020	Director, Executive Vice President, and CSO, in charge of HR and general affairs, legal, management planning, and public relations, T-Gaia Corporation	Apr 2022	President and Representative Director, and Chief Executive Officer, T-Gaia Corporation (current)	Apr 2022	Director, QUO CARD Co., Ltd. (current)	Jun 2023	Representative Director and Chairman, National Association of Mobile-phone Distributors (current)
	Apr 1983	Joined Sumitomo Corporation																						
Apr 2001	President, SMS Construction & Mining Systems Inc. (Canada)																							
Apr 2007	Manager of Construction Equipment Dept. No. 3, Sumitomo Corporation																							
Apr 2011	General Manager of Construction Equipment Division, Sumitomo Corporation																							
Apr 2015	Executive Officer; Assistant General Manager for Europe, Middle East, Africa, and CIS (United Arab Emirates); concurrently General Manager of Middle East, Sumitomo Corporation; and concurrently President of Sumitomo Corporation Middle East FZE																							
Apr 2018	Managing Executive Officer; General Manager for Europe, Middle East, Africa, and CIS (UK), Sumitomo Corporation; and concurrently Chairman of Sumitomo Corporation Europe Holding Limited																							
Apr 2020	Executive Vice President and CSO, in charge of HR and general affairs, legal, management planning, and public relations, T-Gaia Corporation																							
Jun 2020	Director, Executive Vice President, and CSO, in charge of HR and general affairs, legal, management planning, and public relations, T-Gaia Corporation																							
Apr 2022	President and Representative Director, and Chief Executive Officer, T-Gaia Corporation (current)																							
Apr 2022	Director, QUO CARD Co., Ltd. (current)																							
Jun 2023	Representative Director and Chairman, National Association of Mobile-phone Distributors (current)																							
<p>[Reasons for nomination as a candidate for Director]</p> <p>At Sumitomo Corporation, Mr. Masato Ishida has served as President of the Dealer Business for Construction Equipment and Mining Equipment in Canada, as General Manager of Construction Equipment Division, and as General Manager of the Middle East, then in the role of General Manager for Europe, Middle East, Africa, and CIS as a Managing Executive Officer. He served at the Company from June 2020 as Director, Executive Vice President, and CSO, and since April 2022, he has demonstrated leadership as President and Representative Director, and Chief Executive Officer, who has the highest responsibility in business execution within the Company. Because Mr. Ishida possesses expert knowledge and abundant experience mainly in the business administration and management fields cultivated by serving in these positions, and has a sincere character and a high level of both insight and skill in corporate management, the Company regards Mr. Ishida to be suitable as a Director of the Company and has renominated him as a candidate for Director.</p>																								

Candidate Number	Name (Date of Birth)	Career Summary and Responsibilities in the Company																				
<p style="font-size: 2em; margin: 0;">2</p> <p style="margin: 0;">Reappointment</p>	<div style="text-align: center;">  <p>Hiroyuki Sugai Date of Birth: February 6, 1961 (Age: 63/male)</p> <p>Shares in Company 4,100 shares</p> <p>Board of Directors' Meeting Attendance in FY2024 15/15 (100%)</p> <p>Years serving as Director: three years (at the conclusion of this meeting)</p> </div>	<table border="0"> <tr> <td style="vertical-align: top; padding-right: 10px;">Apr 1984</td> <td>Joined Sumitomo Corporation</td> </tr> <tr> <td style="vertical-align: top; padding-right: 10px;">May 2001</td> <td>Sumitomo Corporation of Americas (New York)</td> </tr> <tr> <td style="vertical-align: top; padding-right: 10px;">Nov 2009</td> <td>Head of the Finance and Accounting Group, Sumitomo Corporation China Group (Shanghai)</td> </tr> <tr> <td style="vertical-align: top; padding-right: 10px;">Nov 2013</td> <td>General Manager of the Accounting Dept., Media, ICT, Lifestyle Related Goods and Services Business Unit, Sumitomo Corporation</td> </tr> <tr> <td style="vertical-align: top; padding-right: 10px;">Apr 2017</td> <td>General Manager of the Accounting Controlling Dept., Sumitomo Corporation</td> </tr> <tr> <td style="vertical-align: top; padding-right: 10px;">Apr 2019</td> <td>Executive Officer; Assistant CFO, Accounting; and concurrently General Manager, Accounting Controlling Dept., Sumitomo Corporation</td> </tr> <tr> <td style="vertical-align: top; padding-right: 10px;">Apr 2021</td> <td>Executive Vice President and CFO, in charge of corporate accounting, finance and settlement, risk management, and logistics, T-Gaia Corporation</td> </tr> <tr> <td style="vertical-align: top; padding-right: 10px;">Jun 2021</td> <td>Director, Executive Vice President, and CFO, in charge of corporate accounting, finance and settlement, risk management, and logistics, T-Gaia Corporation</td> </tr> <tr> <td style="vertical-align: top; padding-right: 10px;">May 2023</td> <td>Director, Executive Vice President, and CFO, in charge of corporate accounting, finance, sales accounting, settlement management, and logistics, T-Gaia Corporation</td> </tr> <tr> <td style="vertical-align: top; padding-right: 10px;">Apr 2024</td> <td>Director, Executive Vice President, and CFO, General Manager of Corporate Group, in charge of corporate accounting, finance, sales accounting, settlement management, logistics, and digital promotion, T-Gaia Corporation (current)</td> </tr> </table>	Apr 1984	Joined Sumitomo Corporation	May 2001	Sumitomo Corporation of Americas (New York)	Nov 2009	Head of the Finance and Accounting Group, Sumitomo Corporation China Group (Shanghai)	Nov 2013	General Manager of the Accounting Dept., Media, ICT, Lifestyle Related Goods and Services Business Unit, Sumitomo Corporation	Apr 2017	General Manager of the Accounting Controlling Dept., Sumitomo Corporation	Apr 2019	Executive Officer; Assistant CFO, Accounting; and concurrently General Manager, Accounting Controlling Dept., Sumitomo Corporation	Apr 2021	Executive Vice President and CFO, in charge of corporate accounting, finance and settlement, risk management, and logistics, T-Gaia Corporation	Jun 2021	Director, Executive Vice President, and CFO, in charge of corporate accounting, finance and settlement, risk management, and logistics, T-Gaia Corporation	May 2023	Director, Executive Vice President, and CFO, in charge of corporate accounting, finance, sales accounting, settlement management, and logistics, T-Gaia Corporation	Apr 2024	Director, Executive Vice President, and CFO, General Manager of Corporate Group, in charge of corporate accounting, finance, sales accounting, settlement management, logistics, and digital promotion, T-Gaia Corporation (current)
Apr 1984	Joined Sumitomo Corporation																					
May 2001	Sumitomo Corporation of Americas (New York)																					
Nov 2009	Head of the Finance and Accounting Group, Sumitomo Corporation China Group (Shanghai)																					
Nov 2013	General Manager of the Accounting Dept., Media, ICT, Lifestyle Related Goods and Services Business Unit, Sumitomo Corporation																					
Apr 2017	General Manager of the Accounting Controlling Dept., Sumitomo Corporation																					
Apr 2019	Executive Officer; Assistant CFO, Accounting; and concurrently General Manager, Accounting Controlling Dept., Sumitomo Corporation																					
Apr 2021	Executive Vice President and CFO, in charge of corporate accounting, finance and settlement, risk management, and logistics, T-Gaia Corporation																					
Jun 2021	Director, Executive Vice President, and CFO, in charge of corporate accounting, finance and settlement, risk management, and logistics, T-Gaia Corporation																					
May 2023	Director, Executive Vice President, and CFO, in charge of corporate accounting, finance, sales accounting, settlement management, and logistics, T-Gaia Corporation																					
Apr 2024	Director, Executive Vice President, and CFO, General Manager of Corporate Group, in charge of corporate accounting, finance, sales accounting, settlement management, logistics, and digital promotion, T-Gaia Corporation (current)																					
<p>[Reasons for nomination as a candidate for Director]</p> <p>Mr. Hiroyuki Sugai has been involved in finance and accounting-related business for many years at Sumitomo Corporation, after serving as General Manager of the Accounting Dept., Media, ICT, Lifestyle-Related Goods and Services Business Unit, and General Manager of the Accounting Controlling Dept., etc., has served as Executive Officer; Assistant CFO, Accounting; and concurrently General Manager, Accounting Controlling Dept., and since June 2021, has worked at the Company as Director, Executive Vice President, and CFO. Because Mr. Sugai possesses expert knowledge and abundant experience mainly in the finance and accounting field, cultivated by serving in these positions, and has a sincere character and a high level of both insight and skill in corporate management, the Company regards Mr. Sugai to be suitable as a Director of the Company and has renominated him as a candidate for Director.</p>																						

Candidate Number	Name (Date of Birth)	Career Summary and Responsibilities in the Company																												
<p style="text-align: center; font-size: 2em; font-weight: bold;">3</p> <p style="text-align: center; background-color: #92d050; padding: 2px;">Reappointment</p>	<div style="text-align: center;">  <p>Hiroyoshi Ueji Date of Birth: November 9, 1962 (Age: 61/male)</p> <p>Shares in Company 12,119 shares</p> <p>Board of Directors' Meeting Attendance in FY2024 (after assuming office on June 22, 2023): 12/12 (100%)</p> <p>Years serving as Director: one year (at the conclusion of this meeting)</p> </div>	<table border="0"> <tr> <td style="vertical-align: top; padding-right: 10px;">Apr 1985</td> <td>Joined Ito-Yokado Co., Ltd.</td> </tr> <tr> <td style="vertical-align: top; padding-right: 10px;">Feb 1996</td> <td>Retired from Ito-Yokado Co., Ltd.</td> </tr> <tr> <td style="vertical-align: top; padding-right: 10px;">May 1996</td> <td>Joined T-Gaia Corporation (formerly, Bussan Telecommunication Co., Ltd.)</td> </tr> <tr> <td style="vertical-align: top; padding-right: 10px;">Nov 2002</td> <td>General Manager, Sales Department No. 2, Tokai Regional Headquarters, T-Gaia Corporation</td> </tr> <tr> <td style="vertical-align: top; padding-right: 10px;">Apr 2011</td> <td>Deputy General Manager, Tokai Regional Headquarters, T-Gaia Corporation</td> </tr> <tr> <td style="vertical-align: top; padding-right: 10px;">Apr 2012</td> <td>Executive Officer and Deputy General Manager of Business Promotion Division, T-Gaia Corporation</td> </tr> <tr> <td style="vertical-align: top; padding-right: 10px;">Apr 2015</td> <td>Senior Executive Officer and General Manager of Sales Division 1, T-Gaia Corporation</td> </tr> <tr> <td style="vertical-align: top; padding-right: 10px;">Apr 2017</td> <td>Managing Executive Officer and Managing Head of Enterprise Solutions Business Segment, T-Gaia Corporation</td> </tr> <tr> <td style="vertical-align: top; padding-right: 10px;">Apr 2021</td> <td>Senior Managing Executive Officer and Managing Head of Enterprise Solutions Business Segment, in deputy charge of CEO Project Department 2, T-Gaia Corporation</td> </tr> <tr> <td style="vertical-align: top; padding-right: 10px;">Apr 2022</td> <td>Senior Managing Executive Officer and CDO Supervising Enterprise Solutions Business, in charge of BPR promotion and open innovation, T-Gaia Corporation</td> </tr> <tr> <td style="vertical-align: top; padding-right: 10px;">Apr 2023</td> <td>Executive Vice President and CDO, Supervising Consumer Mobile Business and Enterprise Solutions Business, in charge of Consumer Business promotion, T-Gaia Corporation</td> </tr> <tr> <td style="vertical-align: top; padding-right: 10px;">Jun 2023</td> <td>Director, Executive Vice President, and CDO, Supervising Consumer Mobile Business and Enterprise Solutions Business, in charge of Consumer Business promotion, T-Gaia Corporation</td> </tr> <tr> <td style="vertical-align: top; padding-right: 10px;">Apr 2024</td> <td>Director, Executive Vice President, and CDO, General Manager of Consumer Business Group and General Manager of Enterprise Business Group, T-Gaia Corporation (current)</td> </tr> <tr> <td style="vertical-align: top; padding-right: 10px;">Apr 2024</td> <td>President & CEO, TG Solutions Corporation (current)</td> </tr> </table>	Apr 1985	Joined Ito-Yokado Co., Ltd.	Feb 1996	Retired from Ito-Yokado Co., Ltd.	May 1996	Joined T-Gaia Corporation (formerly, Bussan Telecommunication Co., Ltd.)	Nov 2002	General Manager, Sales Department No. 2, Tokai Regional Headquarters, T-Gaia Corporation	Apr 2011	Deputy General Manager, Tokai Regional Headquarters, T-Gaia Corporation	Apr 2012	Executive Officer and Deputy General Manager of Business Promotion Division, T-Gaia Corporation	Apr 2015	Senior Executive Officer and General Manager of Sales Division 1, T-Gaia Corporation	Apr 2017	Managing Executive Officer and Managing Head of Enterprise Solutions Business Segment, T-Gaia Corporation	Apr 2021	Senior Managing Executive Officer and Managing Head of Enterprise Solutions Business Segment, in deputy charge of CEO Project Department 2, T-Gaia Corporation	Apr 2022	Senior Managing Executive Officer and CDO Supervising Enterprise Solutions Business, in charge of BPR promotion and open innovation, T-Gaia Corporation	Apr 2023	Executive Vice President and CDO, Supervising Consumer Mobile Business and Enterprise Solutions Business, in charge of Consumer Business promotion, T-Gaia Corporation	Jun 2023	Director, Executive Vice President, and CDO, Supervising Consumer Mobile Business and Enterprise Solutions Business, in charge of Consumer Business promotion, T-Gaia Corporation	Apr 2024	Director, Executive Vice President, and CDO, General Manager of Consumer Business Group and General Manager of Enterprise Business Group, T-Gaia Corporation (current)	Apr 2024	President & CEO, TG Solutions Corporation (current)
		Apr 1985	Joined Ito-Yokado Co., Ltd.																											
		Feb 1996	Retired from Ito-Yokado Co., Ltd.																											
		May 1996	Joined T-Gaia Corporation (formerly, Bussan Telecommunication Co., Ltd.)																											
		Nov 2002	General Manager, Sales Department No. 2, Tokai Regional Headquarters, T-Gaia Corporation																											
		Apr 2011	Deputy General Manager, Tokai Regional Headquarters, T-Gaia Corporation																											
		Apr 2012	Executive Officer and Deputy General Manager of Business Promotion Division, T-Gaia Corporation																											
		Apr 2015	Senior Executive Officer and General Manager of Sales Division 1, T-Gaia Corporation																											
		Apr 2017	Managing Executive Officer and Managing Head of Enterprise Solutions Business Segment, T-Gaia Corporation																											
		Apr 2021	Senior Managing Executive Officer and Managing Head of Enterprise Solutions Business Segment, in deputy charge of CEO Project Department 2, T-Gaia Corporation																											
		Apr 2022	Senior Managing Executive Officer and CDO Supervising Enterprise Solutions Business, in charge of BPR promotion and open innovation, T-Gaia Corporation																											
		Apr 2023	Executive Vice President and CDO, Supervising Consumer Mobile Business and Enterprise Solutions Business, in charge of Consumer Business promotion, T-Gaia Corporation																											
		Jun 2023	Director, Executive Vice President, and CDO, Supervising Consumer Mobile Business and Enterprise Solutions Business, in charge of Consumer Business promotion, T-Gaia Corporation																											
Apr 2024	Director, Executive Vice President, and CDO, General Manager of Consumer Business Group and General Manager of Enterprise Business Group, T-Gaia Corporation (current)																													
Apr 2024	President & CEO, TG Solutions Corporation (current)																													
<p>[Reasons for nomination as a candidate for Director]</p> <p>Mr. Hiroyoshi Ueji has served as General Manager of Sales Division 1, Managing Head of Enterprise Solutions Business Segment, and CDO, etc., and from June 2023, he was appointed Director, Executive Vice President, and CDO. Because he possesses expert knowledge and abundant experience in the Company's business and field of DX promotion, cultivated by serving in these positions, and has a sincere character and a high level of both insight and skill in corporate management, the Company regards him to be suitable as a Director of the Company and has renominated him as a candidate for Director again.</p>																														

Candidate Number	Name (Date of Birth)	Career Summary and Responsibilities in the Company																				
<p style="font-size: 2em; margin: 0;">4</p> <p style="margin: 0;">Reappointment</p> <p style="margin: 0;">Candidate for Outside Director</p>	<div style="text-align: center;">  <p>Katsuya Kashiki Date of Birth: June 28, 1966 (Age: 57/male)</p> <p>Shares in Company -</p> <p>Board of Directors' Meeting Attendance in FY2024 12/15 (80%)</p> <p>Years serving as Director: four years (at the conclusion of this meeting)</p> </div>	<table border="0"> <tr> <td style="vertical-align: top; padding-right: 10px;">Apr 1990</td> <td>Joined Sumitomo Corporation</td> </tr> <tr> <td style="vertical-align: top; padding-right: 10px;">Jan 1994</td> <td>Assistant to General Manager of Islamabad Office (Pakistan), Sumitomo Corporation</td> </tr> <tr> <td style="vertical-align: top; padding-right: 10px;">Sep 2004</td> <td>Moscow Office (Russia), IT and Telecom Unit, Sumitomo Corporation</td> </tr> <tr> <td style="vertical-align: top; padding-right: 10px;">Feb 2005</td> <td>Director, Market and Business Development, ZAO Prestige Internet (Russia)</td> </tr> <tr> <td style="vertical-align: top; padding-right: 10px;">Jun 2012</td> <td>Director, ICT Business Division, Sumitomo Corporation (Central Eurasia) LLC (Russia)</td> </tr> <tr> <td style="vertical-align: top; padding-right: 10px;">Apr 2018</td> <td>Manager of Smart Infrastructure Business Dept., Sumitomo Corporation</td> </tr> <tr> <td style="vertical-align: top; padding-right: 10px;">Apr 2020</td> <td>General Manager of Smart Communications Platform Division, Sumitomo Corporation</td> </tr> <tr> <td style="vertical-align: top; padding-right: 10px;">Jun 2020</td> <td>Director, T-Gaia Corporation</td> </tr> <tr> <td style="vertical-align: top; padding-right: 10px;">Jun 2022</td> <td>Outside Director, T-Gaia Corporation (current)</td> </tr> <tr> <td style="vertical-align: top; padding-right: 10px;">Apr 2024</td> <td>General Manager of Smart Communications Platform SBU, Sumitomo Corporation (current)</td> </tr> </table>	Apr 1990	Joined Sumitomo Corporation	Jan 1994	Assistant to General Manager of Islamabad Office (Pakistan), Sumitomo Corporation	Sep 2004	Moscow Office (Russia), IT and Telecom Unit, Sumitomo Corporation	Feb 2005	Director, Market and Business Development, ZAO Prestige Internet (Russia)	Jun 2012	Director, ICT Business Division, Sumitomo Corporation (Central Eurasia) LLC (Russia)	Apr 2018	Manager of Smart Infrastructure Business Dept., Sumitomo Corporation	Apr 2020	General Manager of Smart Communications Platform Division, Sumitomo Corporation	Jun 2020	Director, T-Gaia Corporation	Jun 2022	Outside Director, T-Gaia Corporation (current)	Apr 2024	General Manager of Smart Communications Platform SBU, Sumitomo Corporation (current)
Apr 1990	Joined Sumitomo Corporation																					
Jan 1994	Assistant to General Manager of Islamabad Office (Pakistan), Sumitomo Corporation																					
Sep 2004	Moscow Office (Russia), IT and Telecom Unit, Sumitomo Corporation																					
Feb 2005	Director, Market and Business Development, ZAO Prestige Internet (Russia)																					
Jun 2012	Director, ICT Business Division, Sumitomo Corporation (Central Eurasia) LLC (Russia)																					
Apr 2018	Manager of Smart Infrastructure Business Dept., Sumitomo Corporation																					
Apr 2020	General Manager of Smart Communications Platform Division, Sumitomo Corporation																					
Jun 2020	Director, T-Gaia Corporation																					
Jun 2022	Outside Director, T-Gaia Corporation (current)																					
Apr 2024	General Manager of Smart Communications Platform SBU, Sumitomo Corporation (current)																					
<p>[Reasons for nomination as a candidate for Outside Director and overview of expected roles]</p> <p>Mr. Katsuya Kashiki currently serves as General Manager of Smart Communications Platform SBU at Sumitomo Corporation, and possesses expert knowledge and abundant experience mainly in the information communications field, cultivated until now. Because he has a sincere character and a high level of both insight and skill in corporate management, the Company regards him to be suitable as an Outside Director of the Company and has nominated him as a candidate for Outside Director again. We expect that Mr. Kashiki will supervise and provide advice on the execution of business from an outside perspective based on his aforementioned extensive knowledge and experience.</p> <p>[Special notes on candidate for Outside Director]</p> <p>Mr. Kashiki satisfies the conditions of outside Director set forth in Article 2-15 of the Companies Act. He serves as an executive of Sumitomo Corporation, the Company's major shareholder; thus, he will not be classified as an independent Outside Director because he falls under the following criteria in the independence standards for Directors set forth by the Company: "g. A person who is a major shareholder of the Company, or a business executor of such shareholder, or a person who was in such position in the past five years."</p>																						

Candidate Number	Name (Date of Birth)	Career Summary and Responsibilities in the Company																				
<p style="text-align: center; font-size: 2em; font-weight: bold;">5</p> <p style="background-color: #92d050; padding: 2px;">Reappointment</p> <p style="background-color: #e67e22; padding: 2px;">Candidate for Outside Director</p> <p style="background-color: #5d6d7e; padding: 2px;">Candidate for Independent Director</p>	<div style="text-align: center;">  <p>Junichi Kamata Date of Birth: November 28, 1953 (Age: 70/male)</p> <p>Shares in Company 3,400 shares</p> <p>Board of Directors' Meeting Attendance in FY2024 14/15 (93%)</p> <p>Years serving as Director: six years (at the conclusion of this meeting)</p> </div>	<table border="0"> <tr><td>Apr 1978</td><td>Joined Hitachi Metals, Ltd. (currently, Proterial, Ltd.)</td></tr> <tr><td>Jan 1992</td><td>CFO, HMT Technology Inc. (US)</td></tr> <tr><td>May 1999</td><td>Manager, Corporate Management Department, LET Inc. (Philippines)</td></tr> <tr><td>Nov 2000</td><td>Vice President and CFO, Hitachi Metals America, Ltd. (US)</td></tr> <tr><td>Jan 2005</td><td>General Manager of Human Resources and General Administration Dept., Hitachi Metals, Ltd.</td></tr> <tr><td>Apr 2008</td><td>Managing Officer and General Manager of Corporate Management Planning Office of Hitachi Metals, Ltd.</td></tr> <tr><td>Apr 2011</td><td>Managing Officer and President of Piping Components Company of Hitachi Metals, Ltd.</td></tr> <tr><td>Apr 2014</td><td>Managing Officer of Hitachi Metals, Ltd.; President and CEO, Hitachi Metals America, Ltd. (US)</td></tr> <tr><td>Jun 2015</td><td>Director, Hitachi Metals, Ltd.</td></tr> <tr><td>Jun 2018</td><td>Outside Director, T-Gaia Corporation (current)</td></tr> </table>	Apr 1978	Joined Hitachi Metals, Ltd. (currently, Proterial, Ltd.)	Jan 1992	CFO, HMT Technology Inc. (US)	May 1999	Manager, Corporate Management Department, LET Inc. (Philippines)	Nov 2000	Vice President and CFO, Hitachi Metals America, Ltd. (US)	Jan 2005	General Manager of Human Resources and General Administration Dept., Hitachi Metals, Ltd.	Apr 2008	Managing Officer and General Manager of Corporate Management Planning Office of Hitachi Metals, Ltd.	Apr 2011	Managing Officer and President of Piping Components Company of Hitachi Metals, Ltd.	Apr 2014	Managing Officer of Hitachi Metals, Ltd.; President and CEO, Hitachi Metals America, Ltd. (US)	Jun 2015	Director, Hitachi Metals, Ltd.	Jun 2018	Outside Director, T-Gaia Corporation (current)
	Apr 1978	Joined Hitachi Metals, Ltd. (currently, Proterial, Ltd.)																				
Jan 1992	CFO, HMT Technology Inc. (US)																					
May 1999	Manager, Corporate Management Department, LET Inc. (Philippines)																					
Nov 2000	Vice President and CFO, Hitachi Metals America, Ltd. (US)																					
Jan 2005	General Manager of Human Resources and General Administration Dept., Hitachi Metals, Ltd.																					
Apr 2008	Managing Officer and General Manager of Corporate Management Planning Office of Hitachi Metals, Ltd.																					
Apr 2011	Managing Officer and President of Piping Components Company of Hitachi Metals, Ltd.																					
Apr 2014	Managing Officer of Hitachi Metals, Ltd.; President and CEO, Hitachi Metals America, Ltd. (US)																					
Jun 2015	Director, Hitachi Metals, Ltd.																					
Jun 2018	Outside Director, T-Gaia Corporation (current)																					
<p>[Reasons for nomination as a candidate for Outside Director and overview of expected roles]</p> <p>Mr. Junichi Kamata has been involved in the core of management for many years, serving as General Manager of the Human Resources and General Administration Department, General Manager of Corporate Management Planning Office, and Director of Hitachi Metals, Ltd. He possesses broad knowledge and abundant experience as a corporate management specialist and as an executive manager. Because he has a sincere character and a high level of both insight and skill in corporate management, the Company regards him to be suitable as an Outside Director of the Company and has nominated him as a candidate for Outside Director again. We expect that Mr. Kamata will supervise and provide advice on the execution of business from an outside perspective based on his aforementioned extensive knowledge and experience.</p> <p>[Special notes on candidate for Outside Director]</p> <p>None</p>																						

Candidate Number	Name (Date of Birth)	Career Summary and Responsibilities in the Company																				
<p style="text-align: center; font-size: 2em; font-weight: bold;">6</p> <p>Reappointment</p> <p>Candidate for Outside Director</p> <p>Candidate for Independent Director</p>	<div style="text-align: center;">  <p>Toshio Morohoshi Date of Birth: August 24, 1953 (Age: 70/male)</p> <p>Shares in Company -</p> <p>Board of Directors' Meeting Attendance in FY2024 15/15 (100%)</p> <p>Years serving as Director: four years (at the conclusion of this meeting)</p> </div>	<table border="0"> <tr> <td style="vertical-align: top; padding-right: 10px;">Apr 1976</td> <td>Joined Fujitsu Limited</td> </tr> <tr> <td style="vertical-align: top; padding-right: 10px;">Jun 1998</td> <td>President and CEO, Fujitsu PC Corporation (US)</td> </tr> <tr> <td style="vertical-align: top; padding-right: 10px;">Jun 2004</td> <td>President and CEO, Fujitsu Computer Systems Corporation (currently Fujitsu America Inc.) (US)</td> </tr> <tr> <td style="vertical-align: top; padding-right: 10px;">Oct 2005</td> <td>Managing Executive Officer, Fujitsu Limited (Retired from this position as of June 2007)</td> </tr> <tr> <td style="vertical-align: top; padding-right: 10px;">Jul 2007</td> <td>President and CEO of EMC Japan K.K. and concurrently Vice President of EMC Corporation (US)</td> </tr> <tr> <td style="vertical-align: top; padding-right: 10px;">Jan 2012</td> <td>President and CEO of NCR Japan, Ltd. and concurrently North Asia Representative of NCR Corporation (US)</td> </tr> <tr> <td style="vertical-align: top; padding-right: 10px;">May 2015</td> <td>President and CEO, Yaskawa Information Systems Corporation (currently YE DIGITAL Corporation)</td> </tr> <tr> <td style="vertical-align: top; padding-right: 10px;">Mar 2018</td> <td>Outside Director of the Board, Nippon Paint Holdings Co., Ltd. (current)</td> </tr> <tr> <td style="vertical-align: top; padding-right: 10px;">Aug 2018</td> <td>Outside Director, WingArc1st Inc.</td> </tr> <tr> <td style="vertical-align: top; padding-right: 10px;">Jun 2020</td> <td>Outside Director, T-Gaia Corporation (current)</td> </tr> </table>	Apr 1976	Joined Fujitsu Limited	Jun 1998	President and CEO, Fujitsu PC Corporation (US)	Jun 2004	President and CEO, Fujitsu Computer Systems Corporation (currently Fujitsu America Inc.) (US)	Oct 2005	Managing Executive Officer, Fujitsu Limited (Retired from this position as of June 2007)	Jul 2007	President and CEO of EMC Japan K.K. and concurrently Vice President of EMC Corporation (US)	Jan 2012	President and CEO of NCR Japan, Ltd. and concurrently North Asia Representative of NCR Corporation (US)	May 2015	President and CEO, Yaskawa Information Systems Corporation (currently YE DIGITAL Corporation)	Mar 2018	Outside Director of the Board, Nippon Paint Holdings Co., Ltd. (current)	Aug 2018	Outside Director, WingArc1st Inc.	Jun 2020	Outside Director, T-Gaia Corporation (current)
	Apr 1976	Joined Fujitsu Limited																				
Jun 1998	President and CEO, Fujitsu PC Corporation (US)																					
Jun 2004	President and CEO, Fujitsu Computer Systems Corporation (currently Fujitsu America Inc.) (US)																					
Oct 2005	Managing Executive Officer, Fujitsu Limited (Retired from this position as of June 2007)																					
Jul 2007	President and CEO of EMC Japan K.K. and concurrently Vice President of EMC Corporation (US)																					
Jan 2012	President and CEO of NCR Japan, Ltd. and concurrently North Asia Representative of NCR Corporation (US)																					
May 2015	President and CEO, Yaskawa Information Systems Corporation (currently YE DIGITAL Corporation)																					
Mar 2018	Outside Director of the Board, Nippon Paint Holdings Co., Ltd. (current)																					
Aug 2018	Outside Director, WingArc1st Inc.																					
Jun 2020	Outside Director, T-Gaia Corporation (current)																					
		<p>[Reasons for nomination as a candidate for Outside Director and overview of expected roles]</p> <p>Mr. Toshio Morohoshi has wide-ranging knowledge and abundant experience as an IT business specialist and as a manager, involved in promoting the IT business and corporate management for many years. At Fujitsu Limited, he was involved in the center of management as Managing Executive Officer following positions as President of overseas subsidiaries, etc., with much of this time spent as Representative Director and President in IT companies. Because he has a sincere character and a high level of both insight and skill in corporate management, the Company regards him to be suitable as an Outside Director of the Company and has nominated him as a candidate for Outside Director again. We expect that Mr. Morohoshi will supervise and provide advice on the execution of business from an outside perspective based on his aforementioned extensive knowledge and experience.</p> <p>[Special notes on candidate for Outside Director]</p> <p>Mr. Morohoshi was a person who executed business for Fujitsu Limited, a business partner of the Company, until June 2007. However, more than 16 years have passed since he had resigned from that position, and the amount of business between the Company and Fujitsu Limited is insignificant at less than 0.2% of both Fujitsu Limited's consolidated revenue and the Company's consolidated net sales, so he is deemed to be adequately independent.</p>																				

Candidate Number	Name (Date of Birth)	Career Summary and Responsibilities in the Company
<p style="text-align: center; font-size: 2em; font-weight: bold;">7</p> <p style="background-color: #92d050; padding: 2px;">Reappointment</p> <p style="background-color: #e67e22; padding: 2px;">Candidate for Outside Director</p> <p style="background-color: #34495e; color: white; padding: 2px;">Candidate for Independent Director</p>	<div style="text-align: center;">  <p>Yoshisada Takahashi</p> <p>Date of Birth: December 8, 1955 (Age: 68/male)</p> <p>Shares in Company -</p> <p>Board of Directors' Meeting Attendance in FY2024 15/15 (100%)</p> <p>Years serving as Director: two years (at the conclusion of this meeting)</p> </div>	<p>Apr 1978 Joined Komatsu Ltd.</p> <p>Jun 1995 Plant Manager, Komatsu Brasil International Ltda. (São Paulo)</p> <p>Oct 1999 General Manager, Purchasing Department, Awazu Plant, Production Division, Komatsu Ltd.</p> <p>Apr 2006 Executive Officer and Awazu Plant Manager, Production Division, Komatsu Ltd.</p> <p>Apr 2011 Senior Executive Officer (Jomu); Vice President, Production Division; and Osaka Plant Manager, Komatsu Ltd.</p> <p>Apr 2013 Senior Executive Officer (Senmu); President, Production Division; and Supervising Environment, Komatsu Ltd.</p> <p>Apr 2016 Senior Executive Officer (Senmu); Chief Information and Innovation Officer; President, Information Strategy Division; Supervising Production and Industrial Machinery Business, Komatsu Ltd.</p> <p>Apr 2017 Executive Vice President; Chief Information and Innovation Officer; President, Information Strategy Division; Supervising Industrial Machinery Business, Komatsu Ltd.</p> <p>Jun 2019 Outside Director, T.Rad Co., Ltd. (current)</p> <p>Jul 2019 Consultant, Komatsu Ltd. (current)</p> <p>Sep 2019 Consultant, Ishikawa Prefecture (current)</p> <p>Jun 2022 Outside Director, T-Gaia Corporation (current)</p>
		<p>[Reasons for nomination as a candidate for Outside Director and overview of expected roles]</p> <p>Mr. Yoshisada Takahashi has been involved in the core of management for many years, serving as Plant Manager in Japan and at an overseas subsidiary; President of the Production Division; and Executive Vice President, Chief Information and Innovation Officer, and President of the Information Strategy Division at Komatsu Ltd. He possesses knowledge concerning the corporate utilization of ICT, as well as broad knowledge and abundant experience as an executive manager. Because he has a sincere character and a high level of both insight and skill in corporate management, the Company regards him to be suitable as an Outside Director of the Company and has nominated him as a candidate for Outside Director again. We expect that Mr. Takahashi will supervise and provide advice on the execution of business from an outside perspective based on his aforementioned extensive knowledge and experience.</p> <p>[Special notes on candidate for Outside Director]</p> <p>None</p>

Candidate Number	Name (Date of Birth)	Career Summary and Responsibilities in the Company	
<p style="text-align: center; font-size: 2em; font-weight: bold;">8</p> <p style="background-color: #ffffcc; padding: 2px;">New appointment</p> <p style="background-color: #f4cccc; padding: 2px;">Candidate for Outside Director</p> <p style="background-color: #d9ead3; padding: 2px;">Candidate for Independent Director</p>	<div style="text-align: center;">  <p>Ryuichi Ishii Date of Birth: May 31, 1965 (Age: 59/male)</p> <p>Shares in Company -</p> <p>Board of Directors' Meeting Attendance in FY2024 -</p> <p>Years serving as Director: -</p> </div>	<p>Apr 1989</p> <p>Jan 1995</p> <p>Jan 2000</p> <p>May 2003</p> <p>Aug 2008</p> <p>May 2012</p> <p>Jan 2014</p> <p>Jan 2014</p> <p>Jun 2016</p> <p>Jan 2017</p> <p>Jun 2021</p> <p>Jul 2022</p> <p>Jan 2023</p> <p>Mar 2023</p> <p>Jun 2023</p> <p>Sep 2023</p>	<p>Joined Bridgestone Corporation</p> <p>Bridgestone Firestone Inc. (US)</p> <p>Joined Sony Corporation</p> <p>Sony Electronics Inc. (US)</p> <p>CEO, So-net Entertainment Taiwan Limited</p> <p>IPS Business/Corporate Solutions Business, Executive Officer, So-net Corporation (currently, Sony Network Communications Inc.)</p> <p>President and CEO, So-net Corporation</p> <p>Outside Director, So-net Media Networks Corporation (currently, SMN Corporation)</p> <p>Director and EVP, Sony Network Communications Inc. (Retired from this position as of March 2017)</p> <p>President and Representative Director, So-net Media Networks Corporation</p> <p>Chairman and Representative Director, SMN Corporation</p> <p>Partner, Quantum Leaps Corporation</p> <p>Outside Director, Arc System Works Co., Ltd. (current)</p> <p>Representative Director and President/Co-Founder, Quantum Leaps Growth Initiatives Corporation (current)</p> <p>Outside Director and Member of the Audit and Supervisory Committee, Net Protections Holdings, Inc. (current)</p> <p>External Director, BrainPad Inc. (current)</p>
		<p>[Reasons for nomination as a candidate for Outside Director and overview of expected roles]</p>	
		<p>Mr. Ryuichi Ishii has been involved in the management of the listed and global companies for many years, as well as serving as Representative Director in IT-related and telecommunications-related companies, so he possesses broad knowledge and abundant experience as a corporate manager. Because Mr. Ishii has a sincere character and a high level of both insight and skill in corporate management, the Company regards Mr. Ishii to be suitable as an Outside Director of the Company and has nominated him as a candidate for Outside Director. We expect that Mr. Ishii will supervise and provide advice on the execution of business from an outside perspective based on his aforementioned extensive knowledge and experience.</p>	
		<p>[Special notes on candidate for Outside Director]</p>	
		<p>Mr. Ishii was a person who executed business for Sony Network Communications Inc., a business partner of the Company, until March 2017. However, more than seven years have passed since he resigned from that position, and the amount of business between the Company and Sony Network Communications Inc. is insignificant at less than 0.3% of both Sony Network Communications Inc.'s consolidated revenue and the Company's consolidated net sales, so he is deemed to be adequately independent.</p>	

Candidate Number	Name (Date of Birth)	Career Summary and Responsibilities in the Company	
9	 <p>Kumi Nakamura Date of Birth: July 4, 1970 (Age: 53/female)</p> <p>Shares in Company -</p> <p>Board of Directors' Meeting Attendance in FY2024 -</p> <p>Years serving as Director: -</p>	Apr 1993	Joined the Yasuda Fire and Marine Insurance Co., Ltd. (currently, Sompo Japan Insurance Inc.)
		Nov 2002	Joined KPMG FAS Co., Ltd.
		Nov 2005	Director of Private Equity Investment Group, Ant Capital Partners Co., Ltd.
		Jul 2013	Manager of New Business Development Office, LIXIL Group Corporation
		Aug 2017	Supervising General Manager of M&A, Competitive Intelligence, and System Economics, Coca-Cola (Japan) Company, Limited
		Sep 2018	Executive Officer, Supervising Corporate Administration Division, UNITED, Inc.
		Oct 2020	Corporate Officer, General Manager of Business Strategy Department, Corporate Planning, Nippon Sheet Glass Co., Ltd.
		Jan 2021	Corporate Officer and Chief Corporate Planning Officer (CCPO), Head of Corporate Planning, Nippon Sheet Glass Co., Ltd.
		Oct 2021	Senior Corporate Officer and CCPO, Head of Corporate Planning, Head of Corporate Strategy, Nippon Sheet Glass Co., Ltd.
		Apr 2023	Executive Officer and Chief Corporate Development Officer, Supervising General Manager of Corporate Business Development Department, Nippon Sheet Glass Co., Ltd. (current)
		Mar 2024	Outside Director (Audit and Supervisory Committee Member), Via Mechanics, Ltd. (current)
		[Reasons for nomination as a candidate for Outside Director and overview of expected roles] Ms. Kumi Nakamura has been consistently involved in the planning and execution of management and business reforms at a wide variety of business corporations over many years, as well as in M&A, business development, corporate restructuring, and finance operations, so she possesses broad knowledge and abundant experience as a corporate manager. Because Ms. Nakamura has a sincere character and a high level of both insight and skill in corporate management, the Company regards Ms. Nakamura to be suitable as an Outside Director of the Company and has nominated her as a candidate for Outside Director. We expect that Ms. Nakamura will supervise and provide advice on the execution of business from an outside perspective based on her aforementioned extensive knowledge and experience.	
		[Special notes on candidate for Outside Director] None	

Notes:

1. This reference document for the Ordinary General Meeting of Shareholders contains information as of the date of its preparation (May 15, 2024). However, the age of each candidate is as of this Ordinary General Meeting of Shareholders, and the number of the Company shares held by each candidate reflects information as of March 31, 2024.
2. Katsuya Kashiki, Junichi Kamata, Toshio Morohoshi, Yoshisada Takahashi, Ryuichi Ishii, and Kumi Nakamura are candidates for Outside Directors
3. No special interest relationship exists between the candidates and the Company.
4. Katsuya Kashiki, Junichi Kamata, Toshio Morohoshi, and Yoshisada Takahashi are currently Outside Directors for the Company. Katsuya Kashiki will have served two years as Outside Director at the conclusion of this General Meeting of Shareholders, Junichi Kamata will have served six years, Toshio Morohoshi will have served four years, and Yoshisada Takahashi will have served two years.

5. The Company has entered into agreements with Katsuya Kashiki, Junichi Kamata, Toshio Morohoshi, and Yoshisada Takahashi pursuant to Article 427, Paragraph 1, of the Companies Act that limits their liability for damages as provided for in Article 423, Paragraph 1, of the same Act. Under this agreement, the limit of liability for damages is an amount stipulated in Article 425, Paragraph 1 of the said Act. We plan to renew the liability limitation agreement with them if their reappointment is approved. In addition, we plan to enter into a similar limited-liability agreement with Mr. Ryuichi Ishii and Ms. Kumi Nakamura if their appointment is approved.
6. The Company has entered into indemnity agreements with Directors and Corporate Auditors pursuant to the provisions of Article 430-2, Paragraph 1 of the Companies Act, under which the Company will indemnify them for any expenses provided for in item (i) of the same paragraph and losses provided for in item (ii) of the same paragraph, within the scope set forth in laws and regulations. In addition, we plan to enter into a similar liability limitation agreement with Mr. Ryuichi Ishii and Ms. Kumi Nakamura if their appointment is approved.
7. The Company has entered into directors and officers liability insurance agreement as prescribed in Article 430-3 Paragraph 1 of the Companies Act with an insurance company, and in the case of a claim for compensation for damages being filed by a shareholder or third party, etc., damages, such as compensation and dispute costs that are to be borne by the insured party shall be covered by the said insurance agreement. The full amount of the insurance premiums shall be borne by the Company, and if each candidate is elected and appointed as Director, it is planned to include them in the persons covered by the said insurance agreement. In addition, at the time of the next renewal, we plan to renew the agreement with the same content as in the current agreement.
8. Junichi Kamata, Toshio Morohoshi, and Yoshisada Takahashi meet the criteria for independent directors as defined by the TSE. The Company has reported the status of these three individuals as independent directors to the TSE. If these three candidates are reappointed, the Company plans to continue treating them as independent directors. Also, Mr. Ryuichi Ishii and Ms. Kumi Nakamura meet the criteria for independent directors as defined by the TSE. If they are appointed, the Company plans to treat them as independent directors.
9. If this proposal is approved and passed, the majority of the members of the Company's Board of Directors will be independent outside directors.

Proposal 3 Appointment of One (1) Alternate Corporate Auditor

To prepare for situations in which the Company lacks the number of Corporate Auditors stipulated by laws and regulations, we hereby propose the appointment of one (1) Alternate Corporate Auditor in advance.

The Audit and Supervisory Board has approved this proposal in advance.

The candidate for Alternate Corporate Auditor is as follows:

Name (Date of Birth)	Career Summary and Responsibilities in the Company	
 <p>Shigenobu Owada Date of Birth: March 28, 1963 (Age: 61/male)</p> <p>Shares in Company 9,170 shares</p>	Apr 1987	Joined Nisshin Fire & Marine Insurance Co., Ltd.
	Dec 1992	Joined T-Gaia Corporation (formerly, Mitsui Electronic Telecommunication Services Co., Ltd.)
	Jul 2003	General Manager, Sales Department No. 3, Consumer Mobile Business Segment, T-Gaia Corporation
	Apr 2007	General Manager, Corporate Planning & Strategy Department, Administrative Unit No. 1, T-Gaia Corporation
	Sep 2010	General Manager, Development & Sales Department No. 2, New Business Division, T-Gaia Corporation
	Apr 2013	General Manager, Overseas Business Department, Global Solutions Business Division, T-Gaia Corporation
	Apr 2014	General Manager, Compliance Promotion Department, T-Gaia Corporation
	Apr 2015	General Manager, Human Resources & General Affairs Department, Corporate Strategy Division, T-Gaia Corporation
	Apr 2016	Executive Officer and General Manager, Human Resources & General Affairs Department, Corporate Strategy Division, T-Gaia Corporation
	Apr 2019	Senior Executive Officer, CCO and in charge of HR and general affairs, internal auditing, compliance promotion, and legal, T-Gaia Corporation
Apr 2022	Managing Executive Officer, CCO and in charge of internal auditing and compliance promotion, and in deputy charge of HR and general affairs, T-Gaia Corporation	
Apr 2024	Managing Executive Officer, CCO and in charge of HR and general affairs, internal auditing, compliance and CS promotion, and BPR promotion, T-Gaia Corporation (current)	

[Reasons for nomination as a candidate for Alternate Corporate Auditor]

Mr. Shigenobu Owada has served as General Manager of Sales Department No. 3, General Manager of Corporate Planning & Strategy Department, General Manager of Overseas Business Department, General Manager of Compliance Promotion Department, General Manager of Human Resources & General Affairs Department, and CCO, etc., and currently he serves as Managing Executive Officer, CCO and in charge of HR and general affairs, internal auditing, compliance and CS promotion, and BPR promotion. Because he possesses expert knowledge in the Company's overall business and management experience cultivated by serving in these positions, and has a sincere character and a high level of insight, experience and skill in corporate management, the Company regards him to be suitable as a Corporate Auditor of the Company and has nominated him as a candidate for Alternate Corporate Auditor.

Notes:

1. This reference document for the Ordinary General Meeting of Shareholders contains information as of the date of its preparation (May 15, 2024). However, the age of the candidate is as of this Ordinary General Meeting of Shareholders, and the number of the Company shares held by the candidate reflects information as of March 31, 2024.
2. No special interest relationship exists between Shigenobu Owada and the Company.
3. The Company plans to enter into an agreement with Shigenobu Owada pursuant to Article 427, Paragraph 1 of the Companies Act that limits his liability for damages as provided for in Article 423, Paragraph 1 of the same act if he is

appointed to serve as a Corporate Auditor. Under this agreement, the limit of liability for damages will be an amount stipulated in Article 425, Paragraph 1, of the same Act.

4. The Company plans to enter into an indemnity agreement with Shigenobu Owada pursuant to the provisions of Article 430-2, Paragraph 1 of the Companies Act if he is appointed to serve as a Corporate Auditor. Under this agreement, the Company will indemnify him for any expenses provided for in item (i) of the same paragraph and losses provided for in item (ii) of the same paragraph, within the scope set forth in laws and regulations.
5. The Company has entered into directors and officers liability insurance agreement as prescribed in Article 430-3 Paragraph 1 of the Companies Act with an insurance company, and in the case of a claim for compensation for damages being filed by a shareholder or third party, etc., damages such as compensation and dispute costs that are to be borne by the insured party shall be covered by the said insurance agreement. The full amount of the insurance premiums shall be borne by the Company, and if Shigenobu Owada is appointed to serve as a Corporate Auditor, it is planned to include him in the persons covered by the said insurance agreement.

(Reference) Skill Matrix (If Each Candidate for Director is Elected at this General Meeting of Shareholders)

Officer		Independence	Knowledge and experience expected by the Company						
			Corporate management Business strategy	Investment M&A	ICT Digital	Accounting Finance	Legal affairs, personnel, and compliance	Global experience and internationality	
Director	Internal	Masato Ishida	●	●				●	
		Hiroyuki Sugai		●		●		●	
		Hiroyoshi Ueji		●	●	●			
	Outside	Katsuya Kashiki		●	●	●			●
		Junichi Kamata	●	●	●			●	●
		Toshio Morohoshi	●	●	●	●			●
		Yoshisada Takahashi	●	●	●	●			●
		Ryuichi Ishii	●	●	●	●			●
		Kumi Nakamura	●	●	●		●		●

* The above table does not represent all of the knowledge and experience held by the candidates.

* Up to four areas of the knowledge and experience in which the candidate is particularly outstanding have been provided.

(Reference) Selection criteria and independence standards for Directors and Corporate Auditors

Selection criteria and independence standards for Directors and Corporate Auditors are stipulated as follows in the Basic Policy on Corporate Governance.

1. Director

(1) Selection criteria

A candidate for Director shall be an individual meeting the following criteria, who has profound understanding of our corporate philosophy based on TG Vision (T-Gaia's Corporate Vision), stating "T-Gaia will propose new ways of communication to provide our customers with excitement, delight, and safety," TG Mission (T-Gaia's Corporate Mission) and TG Action (Our Code of Conduct), and who is capable enough to make prompt and appropriate decisions with a view to achieving sustainable growth/development of the Group (as defined below) and the medium- to long-term enhancement of its corporate value.

a. Director (internal)

A candidate for Director (internal) shall be an individual with integrity, as well as high-level management insight and capabilities, who has expert knowledge and abundant experience in telecommunications field and other areas, regardless of gender and nationality.

b. Outside Director

A candidate for Outside Director shall be an individual with integrity, as well as high-level management insight and capabilities, who is capable enough to supervise business execution while providing advice from an external point of view based on broad-based knowledge and experience in his/her own area of specialty and general corporate management, regardless of gender and nationality.

(2) Independence standards

The Company shall consider an Outside Director independent when he/she does not fall into any of the following.

- a. A person who is, or was, an executor of business at the Company, its consolidated subsidiary, or equity-method affiliate (collectively, the "Group")
- b. A person who is, or was, in the past 10 years a director, executive officer, corporate executive officer, or manager or other employee of the Company's parent company or sister company
- c. A person for whom the Group is a principal business partner or a person who is or was in the past three years his/her executor of business (a principal business partner is defined as having business transactions equivalent to 2% or more of the annual total net sales of the partner in its immediately preceding fiscal year)
- d. A person who is a principal business partner of the Group, or a person who is or was in the past three years his/her executor of business (a principal business partner is defined as having business transactions equivalent to 2% or more of the consolidated annual total net sales of the Group in the immediately preceding fiscal year)
- e. A person who currently provides professional service in the capacity, such as consultant, attorney, or certified public accountant, gaining in return 10 million yen or more cash or other property benefits per year, apart from executive remuneration paid by the Group (if a party that gains such property benefits is an organization, such as corporate body, union or partnership, a person who belongs to such organization that gains property benefits from the Group which is equivalent to 2% or more of annual revenue of such organization), or a person who was in such position in the past three years
- f. A person who is a principal provider of loans to the Group or a business executor of such provider (principal provider of loans refers to an entity that provides the Group with loans equivalent to 2% or more of its consolidated total assets as at the end of its immediately preceding fiscal year) or a person who was in such position in the past three years
- g. A person who is a major shareholder of the Company, or a business executor of such shareholder, or a person who was in such position in the past five years
- h. A person who receives 10 million yen per year or more donation from the Group (if a party that receives such donation is an organization such as a corporate body, union, or partnership, a person who serves as executor of

business at such organization gaining property benefits from the Group which is equivalent to 2% or more of the annual revenue of such organization), or a person who was in such position in the past three years

- i. A person who is engaged in the audit of the Group as its Accounting Auditor or an employee thereof, or who was engaged in the audit of the Group as an employee of the Accounting Auditor in the past three years
- j. A person who is a director, executive officer, corporate executive officer, or manager or other employee of a company for which the Company is a major shareholder
- k. A person who is a director, executive officer, or corporate executive officer of a company (or its parent company or subsidiary), for which director or corporate auditor is seconded from the Group
- l. A person who is relative in the second degree or closer to someone who serves or served in the past three years as director, executive officer, corporate executive officer, or manager or other employee of the Group
- m. A person who is relative in the second degree or closer to someone who falls into any of those listed in b. through j. above (insofar as he/she is in an important position)
- n. A person who has served as an outside director of the Company for more than eight years
- o. A person who has specific circumstance other than those listed above that prevents him/her from carrying out his/her duty as an outside executive officer holding independence, including potential conflicts of interest with the Group

2. Corporate Auditor

(1) Selection criteria

A candidate for Corporate Auditor shall be an individual with integrity as well as high-level insight, experience, and capabilities in corporate management, not least operational expert knowledge and hands-on management experience, who is considered capable enough to contribute to sustainable growth/development of the Group and the medium- to long-term enhancement of its corporate value, regardless of gender and nationality. Candidate for an Independent Outside Audit and Supervisory Board Member, in particular, shall have advanced expertise and abundant experience in the areas, such as legal affairs, accounting, and corporate management.

(2) Independence standards

The Company shall consider an Outside Audit and Supervisory Board Member independent when he/she does not fall into any of the following:

- a. A person who is, or was, an executor of business at the Company, its consolidated subsidiary, or equity-method affiliate (collectively, the “Group”)
- b. A person who is, or was, in the past 10 years a director, corporate auditor, accounting adviser, executive officer, corporate executive officer, or manager or other employee of the Company’s parent company or sister company
- c. A person for whom the Group is a principal business partner or a person who is or was in the past three years his/her executor of business (a principal business partner is defined as having business transactions equivalent to 2% or more of the annual total net sales of the partner in its immediately preceding fiscal year)
- d. A person who is a principal business partner of the Group, or a person who is or was in the past three years his/her executor of business (a principal business partner is defined as having business transactions equivalent to 2% or more of the consolidated annual total net sales of the Group in the immediately preceding fiscal year)
- e. A person who currently provides professional service in the capacity, such as consultant, attorney, or certified public accountant, gaining in return 10 million yen or more cash or other property benefits per year, apart from executive remuneration paid by the Group (if a party that gains such property benefits is an organization, such as corporate body, union or partnership, a person who belongs to such organization that gains property benefits from the Group which is equivalent to 2% or more of annual revenue of such organization), or a person who was in such position in the past three years
- f. A person who is a principal provider of loans to the Group or a business executor of such provider (principal provider of loans refers to an entity that provides the Group with loans equivalent to 2% or more of its consolidated total assets as at the end of its immediately preceding fiscal year) or a person who was in such position in the past three years
- g. A person who is a major shareholder of the Company, or a business executor of such shareholder, or a person who was in such position in the past five years

- h. A person who receives 10 million yen per year or more donation from the Group (if a party that receives such donation is an organization such as a corporate body, union, or partnership, a person who serves as executor of business at such organization gaining property benefits from the Group which is equivalent to 2% or more of the annual revenue of such organization), or a person who was in such position in the past three years
- i. A person who is engaged in the audit of the Group as its Accounting Auditor or an employee thereof, or who was engaged in the audit of the Group as an employee of the Accounting Auditor in the past three years
- j. A person who is a director, corporate auditor, accounting adviser, executive officer, corporate executive officer, or manager or other employee of a company to which the Company is a major shareholder
- k. A person who is a director, corporate auditor, accounting adviser, executive officer, or corporate executive officer of a company (or its parent company or subsidiary), to which director or corporate auditor is seconded from the Group
- l. A person who is relative in the second degree or closer to someone who serves or served in the past three years as director, executive officer, corporate executive officer, or manager or other employee of the Group
- m. A person who is relative in the second degree or closer to someone who falls into any of those listed in b. through j. above (insofar as he/she is in an important position)
- n. A person who has specific circumstance other than those listed above that prevents him/her from carrying out his/her duty as an outside executive officer holding independence, including potential conflicts of interest with the Group

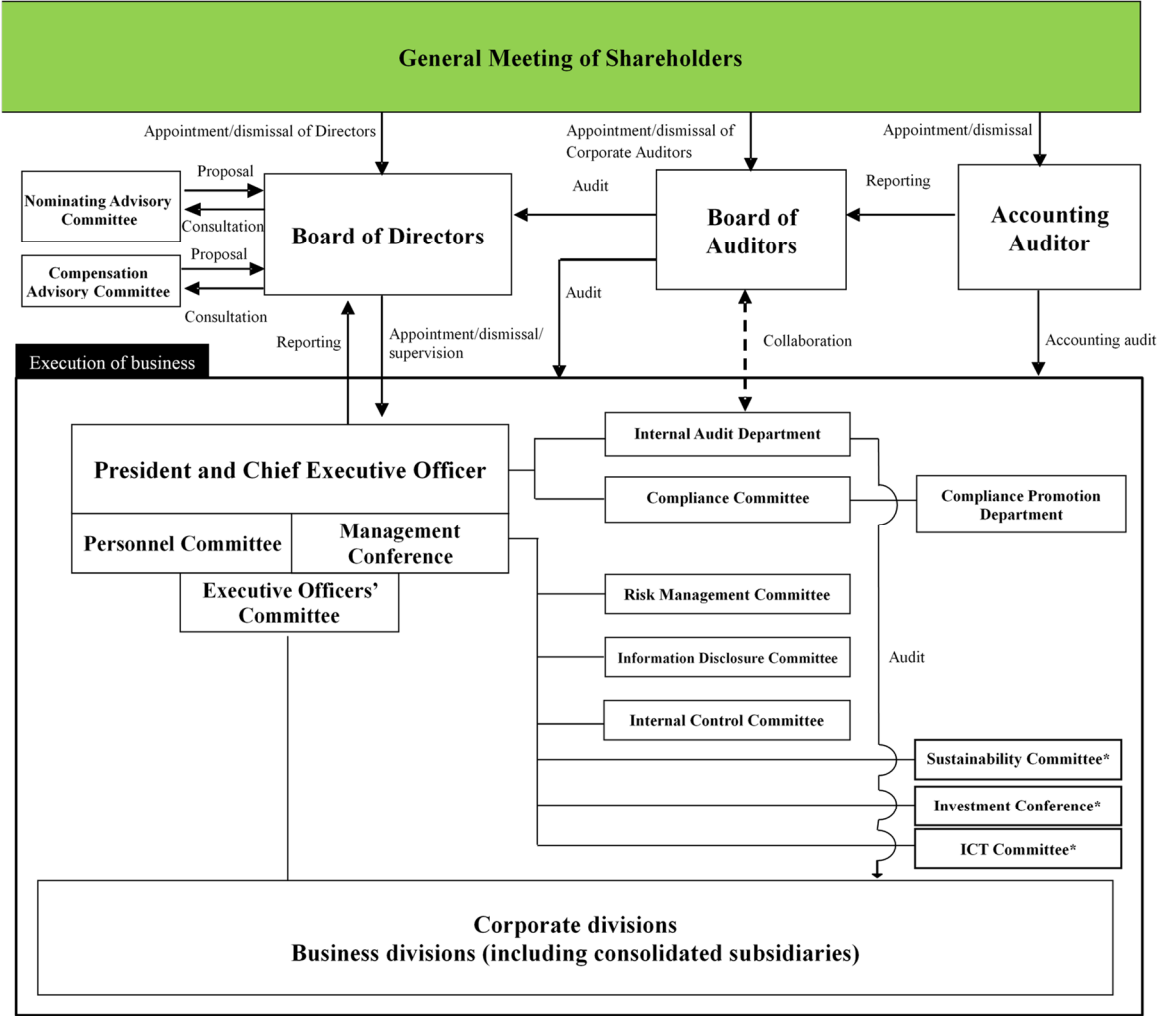
(Reference) Overview of Initiatives Related to Corporate Governance (as of March 31, 2024)

[Our Basic View Related to Corporate Governance]

The Company views corporate governance as “a framework for the control of corporate business activities” and considers it critically important that the rights and interests of our shareholders be protected and equally guaranteed. We also believe it is imperative that we respect the rights and interests of – and build positive relationships with – stakeholders other than shareholders, including our clients, business partners, employees, and local communities. Our basic view related to corporate governance has been specified as the Basic Policy on Corporate Governance, which is disclosed on the Company’s website. We recognize that corporations have a social mission to pursue their business operations while striving to build and maintain better frameworks for governance. In line with that awareness, we have pursued our day-to-day operations in the interest of refining our institutional frameworks and improving their effectiveness from two perspectives: namely, “assuring managerial transparency” and “boosting corporate value.”

[Framework for Corporate Governance]

Schematic diagram



*Established as advisory bodies to the Management Conference.

[Board of Directors]

The Board of Directors handles decisions on important matters and supervises Directors to determine whether they are performing their duties efficiently and properly. The Board of Directors comprises nine Directors, including six Outside Directors, five of whom are independent Outside Directors, and its meetings are also attended by four Corporate Auditors, including two independent Outside Audit and Supervisory Board Members. Board meetings convene on a monthly basis and, through active discussions and the exchange of views, promptly reach decisions on Company's management policy, business strategy, and other matters of importance as defined by applicable laws, statutes, and the Company Articles of Incorporation.

[Audit and Supervisory Board]

Of the four Corporate Auditors of the Company, three are Outside Audit and Supervisory Board Members (two of whom are independent officers). Using their professional background, experience, and expertise, they not only audit compliance with laws, but also give advice on overall management from a fair and neutral standpoint.

The Audit and Supervisory Board meetings convene on a monthly basis in principle, and four Corporate Auditors hold discussions and report matters at the meetings. Corporate Auditors attend important company meetings, such as the Board of Directors' meetings, to supervise the status of decisions on management policy and the status of performance of duties by Directors. Furthermore, Corporate Auditors appropriately collaborate with the Internal Audit Department and Accounting Auditor and work to strengthen the internal control system through the exchange of views and information with them.

[Nominating Advisory Committee/Compensation Advisory Committee]

The Company has established the Nominating Advisory Committee and the Compensation Advisory Committee as advisory bodies to the Board of Directors in order to enhance the transparency of management. The Nominating Advisory Committee and the Compensation Advisory Committee are composed of Outside Directors and the Representative Director as well as Directors nominated by the President and Representative Director, and the members thereof are decided by the Board of Directors. Also, the majority of the members of each Committee are Outside Directors.

The objective of the Nominating Advisory Committee is to propose the appointment and dismissal of Directors and executive officers above Managing Executive Officers to the Board of Directors, and the objective of the Compensation Advisory Committee is to propose such matters as remuneration of Directors and executive officers above Directors and Managing Executive Officers to the Board of Directors.

The Nominating Advisory Committee and Compensation Advisory Committee meet before the convening of the Board of Directors, which resolves matters, such as the appointment and dismissal and remuneration of Directors and executive officers above Managing Executive Officers. However, when issues are raised by the Committee members, Committee meetings are held as needed.

The Nomination Advisory Committee and the Remuneration Advisory Committee consist of seven members: Masato Ishida (President and Representative Director, and Chief Executive Officer), Katsuya Kashiki (Outside Director), Toshiya Asaba (Independent Outside Director), Kyoko Deguchi (Independent Outside Director), Junichi Kamata (Independent Outside Director), Toshio Morohoshi, and Yoshisada Takahashi (Independent Outside Director), while both committees are chaired by Junichi Kamata, who serves as an Independent Outside Director.

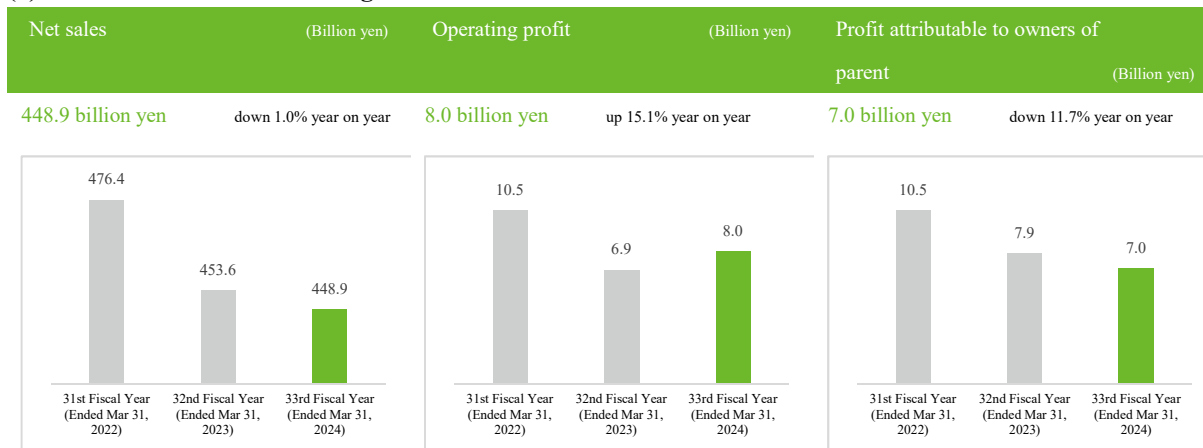
[Evaluation of Effectiveness of the Board of Directors]

The Company conducts self-assessment and analysis of the effectiveness of the Board of Directors in order to enhance the function of the Board of Directors. In this self-assessment and analysis, we conducted a questionnaire survey of all Directors and Corporate Auditors, the constituent members of the Board of Directors, with the advice of an external organization. To ensure anonymity, the survey method required respondents to provide their answers directly to the external organization. Based on the survey results, the external organization conducted interviews with the President, the Chairman of the Board, and Outside Directors. Given the results of the analysis and evaluation, we concluded that the overall effectiveness of the Board of Directors is ensured, as the Board's agenda, efforts to enhance discussions, and monitoring function of the Board of Directors were generally evaluated positively. On the other hand, a common issue revealed is the need to secure more time for further discussion of management strategy, portfolio strategy, and human resource strategy in the midst of the drastically changing business environment surrounding the Company. Based on the results of the assessment, we will continue to implement initiatives to resolve issues and improve the effectiveness of the Board of Directors with the aim of enhancing corporate value.

Business Report (from April 1, 2023, to March 31, 2024)

1. Current Status of the Corporate Group

(1) Business Conditions during the Fiscal Year under Review



(i) Progress and results:

In the fiscal year under review (April 2023 to March 2024), Japan’s economy faced risks of downward pressure caused by the downturn in overseas economies amid ongoing efforts around the world to tighten monetary policy. As for the outlook, we believe that attention should be paid to the effects of inflation and fluctuations in financial and capital markets.

In the market for sales of mobile phone handsets, which is the main business field of the Company, there was excessive competition to obtain new contracts among telecommunications carriers due to the impact of facilitation of switching carriers brought about by the revision of the Telecommunications Business Act enacted in October 2019. In the fiscal year under review, discount competition is subsiding, and a partial revision of the Regulation for Enforcement of the Telecommunications Business Act, including a new regulation capping device discounts, went into effect on December 27, 2023. It is expected that the market will transition to normalcy in the future as the competitive environment becomes more appropriate. Meanwhile, the average number of years of device use has been lengthening as a result of price hikes associated with the increasing functionality of smartphones and reluctance to buy due to high prices. As telecommunications carriers begin to offer new value propositions, such as linking with financial services, we forecast that the role expected of us and other mobile phone distributors will continue to rise.

In this business environment, the Group (the Company, its consolidated subsidiaries, and its equity-method affiliates) has implemented the Medium-Term Management Plan (fiscal year ended March 31, 2022, to fiscal year ended March 31, 2024), namely “Realization of the TG Universe (the ecosystem within T-Gaia)” and “Initiatives for TG Material Issues (eight material issues).” We improved profitability by expanding the sales of our original products mainly in the Consumer Mobile Business Segment and improving the efficiency of shop operations. Furthermore, we are transforming our business portfolio to be less dependent on the Consumer Mobile Business Segment and are working on several new businesses.

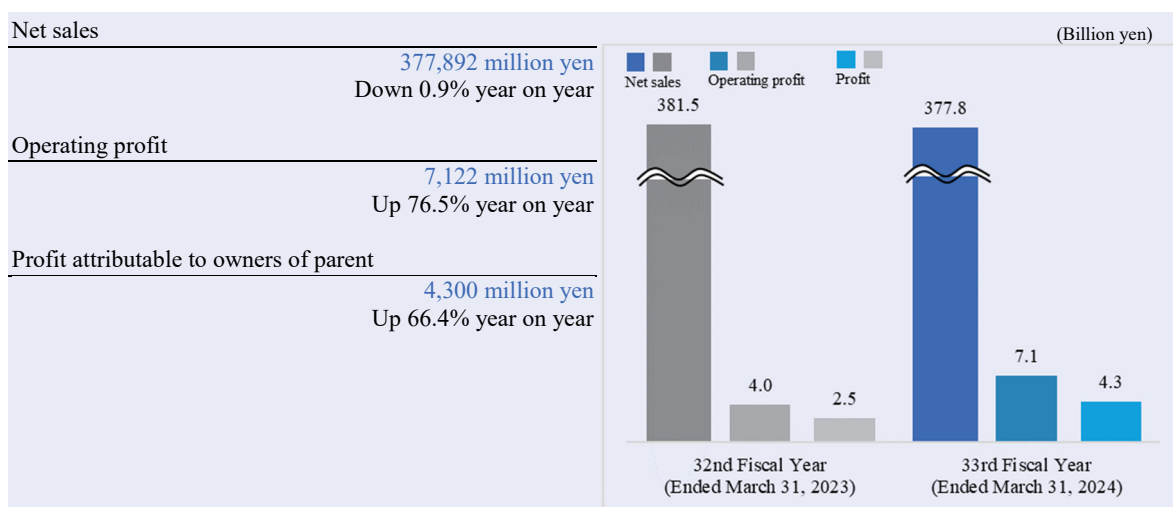
In addition, with a view to the next Medium-Term Management Plan, we launched a project organization in April 2023 and regional development teams at each location in October, in order to change our shops into a customer-oriented business model. We aim to expand earnings by shifting from our previous product sales-

oriented approach (product out) to an approach in which we provide services in line with customer requests (market in) in both our consumer business and enterprise client business.

Consolidated business results for the period under review marked net sales of 448,954 million yen (down 1.0% year on year), with an operating profit of 8,051 million yen (up 15.1% year on year). As a result of a year-on-year increase in hoard profit of prepaid cards, ordinary profit marked 12,390 million yen (up 6.5% year on year), and profit attributable to owners of parent posted 7,013 million yen (down 11.7% year on year).

The decrease in net income attributable to shareholders of the parent company was due to the recording of an impairment loss on Relay2, Inc., a consolidated subsidiary in the Enterprise Solutions Business Segment, as an extraordinary loss in the fiscal year under review.

[Consumer Mobile Business Segment]



In the Consumer Mobile Business Segment, we engage in intermediary services for telecommunications services and contents provided by telecommunications carriers, and sales of smartphones, etc. The Group's nationwide shops are not just "points of sale" but also "regional ICT hubs," aiming to be shops that are places for customers to experience excitement by proposing high-quality services and usage value in line with customer requests.

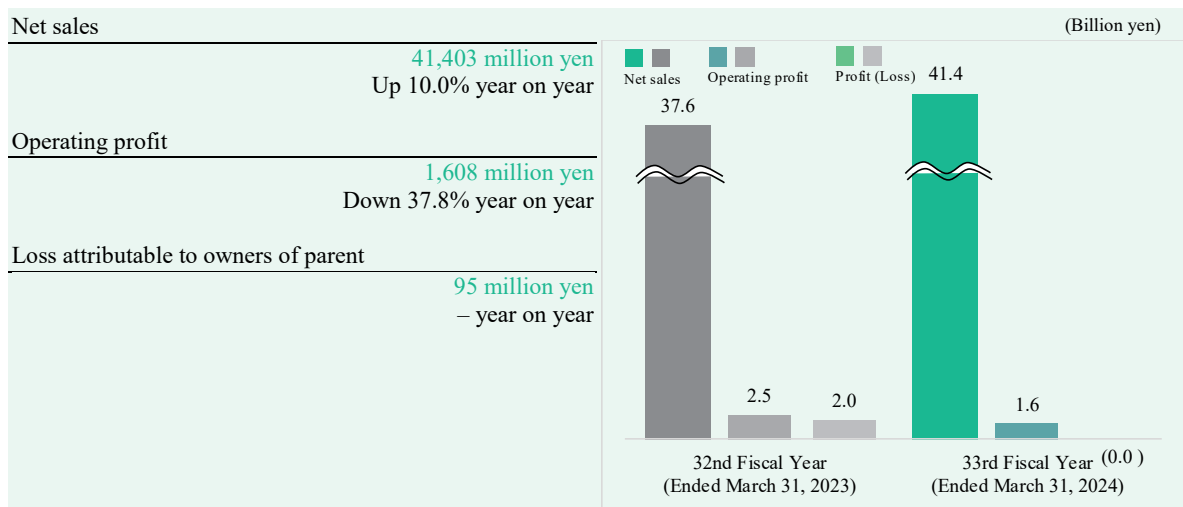
The number of mobile phone contracts in the Consumer Mobile Business Segment decreased to 3,053,000 (down 6.2% from the previous year) due to lengthening of the replacement cycle caused by soaring smartphone prices and other factors.

At our carrier shops, we have also introduced "Smart Online Support," which provides remote initial setup support and explanations on the use of smartphones, to improve the efficiency of our operations and increase customer satisfaction by providing support tailored to each customer's needs by our expert staff. The number of customers visiting our directly managed shops is recovering, as we have resumed accepting customers without reservations to visit our shops after the transition of COVID-19 to a Class 5 infectious disease. In addition, since the previous fiscal year, the Company has been working to optimize the number of shops and to improve the efficiency and productivity of its operations, and has been able to curb selling, general, and administrative expenses.

Sales of original products centered on glass coating and security products remained strong, contributing to the increase in operating profit.

As a result, net sales marked 377,892 million yen (down 0.9% year on year), with profit attributable to owners of parent of 4,300 million yen (up 66.4% year on year).

[Enterprise Solutions Business Segment]



The Enterprise Solutions Business Segment engages in the sales of smartphones and other devices to enterprise clients, the provision of solution services related to devices and network management services, and the sales and intermediary services specializing in optical lines service contracts for corporate and individual customers. The Group’s Life Cycle Management operations refer to administrative and support services for device life cycles spanning from procurement, propositions, and introduction support for smart devices, including PCs, to building Wi-Fi environment, maintenance, operations, and updating services, and we are now expanding these products and services to address customers’ needs in a one-stop fashion.

The number of mobile phone contracts in the Enterprise Solutions Business Segment was 326,000 (down 2.3% year on year), and although sales of smart devices and commission income have declined, we are strengthening our sales force through group-wide efforts to develop human resources and other measures, as well as focusing on expanding sales channels.

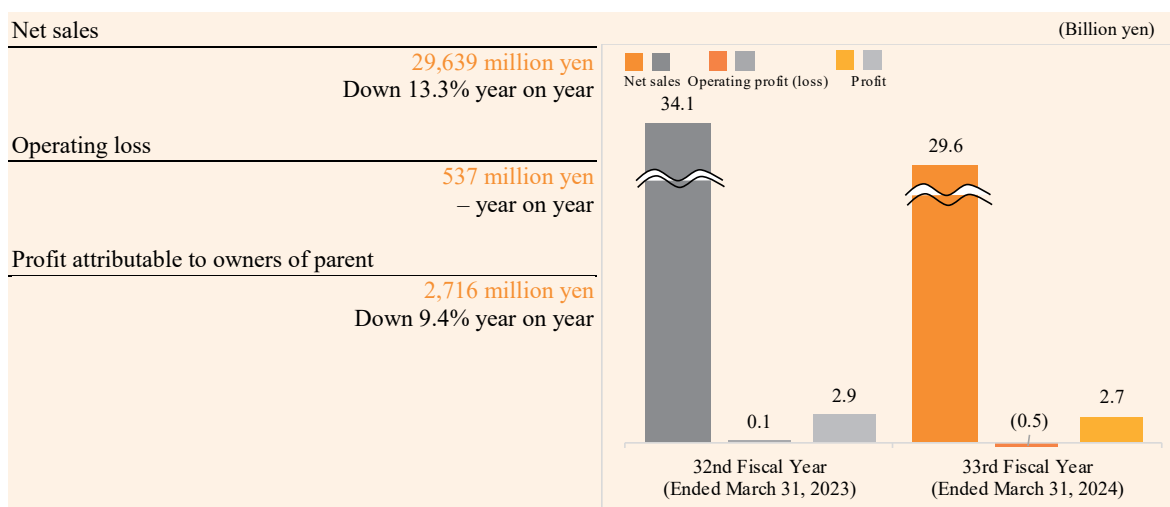
In the LCM business, we expanded our products and services, and the number of management IDs for network administrative services (movino star) and help desks, etc., increased year on year. movino star has expanded its target devices to include not only smartphones, but also PCs, leading to an increase in the number of IDs.

In anticipation of an aging society, we also focused on expanding our business domains and attracting new customer bases by proposing voice interactive AI services and monitoring cameras for nursing care use in nursing care facilities.

Meanwhile, amortization and other expenses increased compared to the previous year due to functional enhancements to our sales system. In products related to fixed-line telecommunications, the cumulative number of “TG Hikari,” the Company’s own fiber-optics access service, increased by approximately 15% in comparison to the end of the previous fiscal year, resulting in steady growth.

As a result, net sales marked 41,403 million yen (up 10.0% year on year), with loss attributable to owners of parent of 95 million yen (profit attributable to owners of parent of 2,032 million yen in the previous fiscal year) due to recording an extraordinary loss.

[Smart Life & QUO Card Business Segment]



The Smart Life & QUO Card Business Segment includes sales of PINs (prepaid codes), gift cards, and smartphone accessories through major convenience stores nationwide, as well as other ESG-related businesses, such as renewable energy, healthcare, ICT schools for children, and e-sports. In addition, the Company’s consolidated subsidiary, QUO CARD Co., Ltd., is tasked with the issuance and settlement of “QUO CARD” and “QUO CARD Pay” and the sales and repair/maintenance of card-handling equipment, etc.

In the Smart Life business, PIN and gift card transaction volumes were down compared with the previous fiscal year. The demand for a variety of digital content, including games, music, and video streaming, continued to gradually decline as lifestyles change. Wholesale sales of smartphone accessories, mainly to convenience stores, etc., and sales of Fitbit wearable devices remained steady.

Additionally, in November 2023, we opened the first FEMTECH LAB, a salon-style femtech store offering products and services that help to solve women’s specific health issues. We also coordinated with the online store that opened in December, and worked to develop services that organically merge the physical and digital.

In the QUO Card Business Segment, the issuance amount for “QUO CARD” and “QUO CARD Pay” declined from the previous fiscal year due to the impact of a large-scale program for local governments in the previous fiscal year. We are endeavoring to expand the number of member stores, with major convenience stores joining the “QUO CARD Pay” and becoming member stores in July 2023.

As a result, net sales marked 29,639 million yen (down 13.3% year on year), with profit attributable to owners of parent of 2,716 million yen (down 9.4% year on year).

(ii) Capital investment:

During the fiscal year under review, the Company and its consolidated subsidiaries made a total of 4,402 million yen in capital investment, primarily as follows.

[Consumer Mobile Business Segment-related]

As part of measures to boost sales of mobile phone handsets, etc., we invested a total of 692 million yen mainly to cover the cost of renovating our nationwide mobile phone shops and the purchase of furnishings.

[Systems related]

We invested 2,342 million yen in measures, such as introducing and strengthening our sales system and developing system infrastructure.

[Other Capex]

We invested 1,367 million yen in solar panel equipment, office renovation, and replacement of furniture and fixtures.

(iii) Financing:

None

(iv) Business transfers and absorption- or incorporation-type demergers:

None

(v) Business transfers from other companies:

None

(vi) Succession of rights and obligations related to the business of other companies as a result of absorption-type mergers or demergers:

The Company merged with Career Design Academy Co., Ltd., which was a subsidiary, through an absorption-type merger effective October 1, 2023, and assumed all rights and obligations related to the training and education business operated by Career Design Academy Co., Ltd.

(vii) Acquisition or disposal of shares of stock, other equity interest, or subscription rights to shares in other companies:

None

(2) Trends in Company Assets and Profit and Loss for the Last Three Business Years



Category		30th Fiscal Year (Ended Mar 31, 2021)	31st Fiscal Year (Ended Mar 31, 2022)	32nd Fiscal Year (Ended Mar 31, 2023)	33rd Fiscal Year (Ended Mar 31, 2024)
Net sales	(million yen)	422,973	476,464	453,604	448,954
Ordinary profit	(million yen)	19,793	15,381	11,637	12,390
Profit attributable to owners of parent	(million yen)	13,042	10,579	7,938	7,013
Earnings per share	(yen)	234.01	189.74	142.31	125.66
Total assets	(million yen)	233,826	241,277	246,068	248,260
Net assets	(million yen)	64,026	70,483	74,887	77,404
Net assets per share	(yen)	1,148.26	1,263.30	1,333.28	1,385.42
Equity ratio	(%)	27.4	29.2	30.2	31.2
Return on equity	(%)	21.9	15.7	11.0	9.2

(30th Fiscal Year)

In the Consumer Mobile Business Segment, unit sales have been increasing, partly due to the acquisition of TF Mobile Solutions Corporation (below, “TFM”) as a subsidiary. However, this was not enough to compensate for the decrease in unit sales due to the spread of COVID-19, meaning that unit sales decreased compared with the previous fiscal year. As a result, net sales and profit attributable to owners of parent decreased. In the Enterprise Solutions Business Segment, unit sales increased significantly compared to the previous fiscal year, primarily because the spread of COVID-19 caused companies to bring forward efforts to introduce teleworking, as well as TFM becoming a subsidiary and the tailwind from ICT investment driven by workstyle reforms. As a result, net sales and profit attributable to owners of parent increased. In the Payment Service Business and Other Business Segment, demand for digital content such as games, music, and streaming video remains at high levels given increased time spent at home, and transaction volumes of related gift cards and PIN products increased compared to the previous fiscal year. Consolidated subsidiary, QUO CARD Co., Ltd., continued to see a large number of applications for its “QUO CARD” and “QUO CARD Pay,” and issuance of them increased year on year, mainly in support of medical personnel by local governments. As a result, net sales and profit attributable to owners of parent increased. As a result, we recorded net sales of 422,973 million yen, ordinary profit of 19,793 million yen, and profit attributable to owners of parent of 13,042 million yen.

(31st Fiscal Year)

In the Consumer Mobile Business Segment, net income attributable to owners of the parent company decreased due to the recording of expenses for the purpose of providing sales and services, such as on-site sales, despite an increase in net sales thanks to the transition from 3G lines to 4G and 5G lines and intensified competition among telecommunications carriers. In the Enterprise Solutions Business Segment, sales units surpassed the previous year, and sales rose following the inclusion of the corporate sales channel of TFM. Meanwhile, selling, general, and administrative expenses increased in comparison to the previous fiscal year as a result of staff expansion and IT system investments, etc., with the aim to expand business scale and boost productivity. In the Payment Service Business and Other Business Segment, demand for various digital contents, such as games, music, and video streaming, which had been increasing due to people staying at home during the pandemic, eased, and transaction volume decreased in comparison to the previous fiscal year. At QUO CARD Co., Ltd., a consolidated subsidiary, net sales and profit attributable to owners of parent both declined due to a significant decrease in the issuance volume of QUO CARDS and hoard profit of prepaid card in comparison to the previous fiscal year when there was special demand. As a result, we recorded net sales of 476,464 million yen, ordinary profit of 15,381 million yen, and profit attributable to owners of parent of 10,579 million yen.

(32nd Fiscal Year)

In the Consumer Mobile Business Segment, efforts were made to expand sales of coating services for mobile phones, etc., security products, and other original sales, but net sales and profit attributable to owners of parent declined due to the impact of revised commission terms and sluggish growth in the number of model change contracts. In the Enterprise Solutions Business Segment, delays in deliveries due to global semiconductor supply shortages and other factors are being resolved, the number of mobile phone contracts increased, and the number of managed IDs for network administrative services and help desks, etc., increased from the previous fiscal year, resulting in higher net sales and profit attributable to owners of parent. In the Payment Service Business and Other Business Segment, PIN and gift card transaction volumes were down compared with the previous fiscal year. Sales increased due to the higher issuance amount of “QUO CARD” and “QUO CARD Pay” compared to the previous fiscal year, partly due to the adoption of measures by local governments, but profit attributable to owners of parent decreased due to a decrease in hoard profit of prepaid card compared to the previous fiscal year. As a result, we recorded net sales of 453,604 million yen, ordinary profit of 11,637 million yen, and profit attributable to owners of parent of 7,938 million yen.

(33rd Fiscal Year)

Details are as stated in 1. (1) (i) “Progress and results.”

(3) Status of Parent Company and Major Subsidiaries

(i) Status of parent company

None

(ii) Status of major subsidiaries

Company Name	Share Capital	Percentage of Shares with Voting Rights Held by the Company	Principal business
QUO CARD Co., Ltd.	1,810 million yen	100.00%	Issuance and settlement of cards (prepaid cards, etc.) Sales and repair/maintenance of cards and card-handling equipment
WAMNET Japan K.K.	200 million yen	97.52%	Digital content network administrative service provider; development and sales of fax server software

(iii) Status of other major subsidiaries and associates

Sumitomo Corporation is one of the other major subsidiaries and associates of the Company and holds 23,345,400 shares of the Company (shareholding ratio: 41.82%).

(4) Issues to be Addressed

(i) Management Strategy

In May 2024, the Group announced its “Medium-Term Management Plan (fiscal year ending March 31, 2025 to fiscal year ending March 31, 2027).” Along with this, we have also defined our new “vision” as “Creating a better future for our customers and contributing to society through ‘the desire to connect’” and have identified five material issues to be solved through our business activities in order to realize this vision.

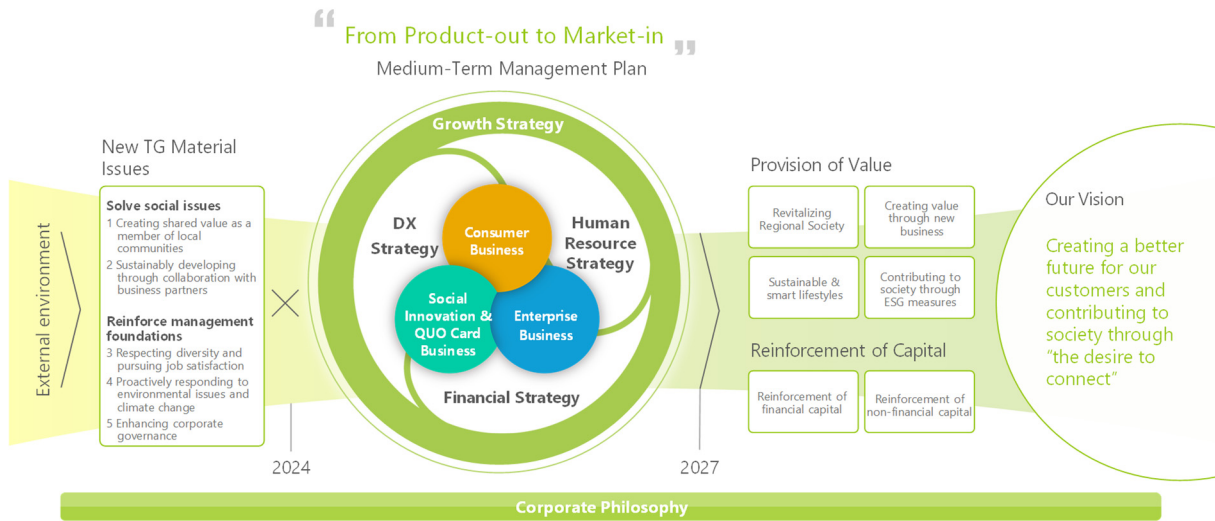
<Medium-Term Management Plan>

Based on the premise that it is important to connect deeply with customers and understand their thoughts, we believe that a shift from a product-out perspective to a market-in perspective is necessary. The Medium-Term Management Plan sets forth “transforming into a customer-driven business,” “collaborating with strategic partner companies,” and “resolving social issues through community-based initiatives” as growth strategies, and we have changed our organizational and reporting segments to the Consumer Business, the Enterprise Business, and the Social Innovation & QUO Card Business. In addition, we will also strengthen corporate functions, which will serve as the business foundations for executing growth strategies, aiming to achieve profit attributable to owners of parent of 10 billion yen or more and ROIC of 10% or more.

Sustainability Management



T-Gaia has made "proposing new ways of communication to provide our customers with excitement, delight, and safety," which is part of our Corporate Philosophy, a mainstay of its management and contributes to the realization of a sustainable society by addressing our material issues. We undertake three businesses with financial and non-financial capital as drivers with the objective of generating a virtuous cycle of social development and corporate growth.



(ii) Important Business Matters (Material Issues)

We will position five material issues as an important element in the formulation of strategies for each business and in the business decision-making process, set KPIs for minor items of each material issue, and aim to achieve business growth for the entire Group in order to solve the issues facing society through all of our business activities.

TG Material Issues and KPI



We re-analyzed risks and opportunities in the external environment, combined them with their significance to T-Gaia (leveraging of strengths, degree of contribution to social issues, and threat level), and reviewed the material issues.

TG Material Issues	Sub-categories	KPIs	SDG Action Items
1 Creating shared value as a member of local communities	Coexistence with local communities through business	Number of social Innovation business projects	
	Raise customer satisfaction and provide inspiring experiences	NPS (customer loyalty index)	
	Create a digital society where no one is left behind	Number of store customers, number of remote customer contacts, number of e-caravans held (number of participants), number of smartphone classes held (number of participants), etc.	
2 Sustainably developing through collaboration with business partners	Build sustainable supply chains	CSR survey response rate	
	Strengthen relationships with business partners	Number of services provided per company, number of new clients acquired	
	Create enriching lifestyles through the use of digital technologies	DX promotion index score, ratio of digital investment amount to new sales	
3 Respecting diversity and pursuing job satisfaction	Build a human resource portfolio linked to business strategies	Number of employees hired (recent graduates and mid-career), training time and expenditures, number of digital human resources hired	
	Implement DEIB	Acquisition of external evaluations, percentage of managers who are women, percentage of men who take childcare leave, gender pay disparity, percentage of workforce who are have disabilities	
	Promote engagement	Engagement score, employee retention rate, paid leave utilization rate, average duration of employment	
4 Proactively responding to environmental issues and climate change	Reduce greenhouse gas emissions	Scope 1 and 2 greenhouse gas emissions reduction rates (compared to FY 2019), percentage of electricity used derived from renewable energy	
	Promote Renewable Energy Business	Renewable energy capacity	
	Provide support in the event of a disaster using our network	Examples of support during emergencies (qualitative)	
5 Enhancing corporate governance	Rigorous compliance	Compliance training participation rate (number), number of serious compliance violations	
	Maintain and advance governance	Board of Directors self-evaluation (qualitative), contribution to autonomy of Group companies and sustainable growth (qualitative)	
	Enhance information disclosure	Disclosure of various KPI, active disclosures in English (qualitative)	

(iii) Initiatives in Each Segment

The initiatives for each business in the Medium-Term Management Plan (fiscal year ending March 31, 2025, to fiscal year ending March 31, 2027) are as follows.

[Consumer Business Segment]

In the mobile market, which is the mainstay of the Consumer Business Segment, the business environment is changing at a dizzying pace, with rising prices due to factors, such as the increasing sophistication of smartphones, legal regulations, and the spread of 5G communications. The Company will take a market-in perspective to provide services that meet the needs of our customers by leveraging our strengths, our nationwide network of shops and human resources, and the know-how we have cultivated over the years, with the aim of providing new and exciting experiences to our customers and achieving sustainable growth in a mature industry.

Specifically, we will take on the challenge of developing new, original shops that offer not only mobile phone contracts, but also consulting and repair services, as well as an inspiring place to experience cutting-edge technologies such as AI, while at carrier shops, we will work with telecommunications carriers to provide more attractive services as an important place to “connect” customers with peace of mind. In the retail business for smartphone accessories and other products, we will expand business opportunities and enhance sales channels and products by combining the real value that can be provided only by physical shops with the digital value of e-commerce sites and online customer service.

[Enterprise Business Segment]

In the Enterprise Business Segment, we will continue to provide mobile phone-based mobile solutions to a wide range of issues, such as a declining labor force and a shortage of digital human resources that are seen to be social issues. In particular, we will support our customers in building a rich DX environment by strengthening our solutions especially for small- and medium-sized businesses. In addition, we will perform market and customer analysis through the establishment of CRM, and focus on system development and human resource development by creating dedicated organizations by industry type.

In the smart support business, we will provide high-quality services, such as support for improving business efficiency and secure network environments. We aim to build trust and expand earnings by enhancing proposal capabilities through our professionally qualified human resources and providing optimal IT solutions in line with customers’ requirements.

[Social Innovation & QUO Card Business Segment]

In the Social Innovation & QUO Card Business Segment, we will make social contributions through our business by maximizing the use of the Group’s assets spanning nationwide to address social issues, health issues, and other problems in each region. In order to promote our new initiative, the Social Innovation business, we will build a system closely linked to each region to support regional revitalization along with health and livability for everyone living in each region. In addition to the contacts made by each of our business units, we will also coordinate with QUO CARD Co., Ltd., which has a proven track record in areas, such as local government policies, for proposals to local governments, which act as an entry point to regional revitalization.

The Payment Service Business Segment will continue to strengthen digital marketing and expand sales channels by strengthening cooperation with convenience stores and other partners. The QUO Card Business Segment will continue to foster a culture of giving and establish a solid position in the gift market by expanding the handling of QUO CARD and QUO CARD Pay while considering next-generation services.

(5) Approach to Sustainability and Initiatives

In addition to the T-Gaia Group Sustainability Policy formulated in 2021, the T-Gaia Group established the T-Gaia Group CSR Procurement Policy for sustainable procurement in February 2023 and the T-Gaia Group Human Rights Policy to strengthen initiatives for human rights issues. Going forward, through our business activities, we will contribute to the sustainable growth of society.

*For details about each policy, please see the Company's website.

Sustainability Policy:

<https://www.t-gaia.co.jp/english/ir/csr/index.html>

(i) Environmental initiatives

The Group has expressed its support for the recommendations of the "Task Force on Climate-related Financial Disclosures (TCFD)" and is committed to disclosing information in accordance with the disclosure framework recommended by the TCFD.

In addition, in order to achieve its greenhouse gas reduction target of "carbon neutrality by 2040 (*1)," the Group has set a target to achieve 100% renewable energy ratio of electricity used in its business activities by 2040.

As well as further promoting energy conservation, we will strive to reduce greenhouse gas emissions by promoting the introduction of electricity derived from renewable energy sources.

*1 Company nonconsolidated basis (Scopes 1 and 2)

* For information on our environmental initiatives, including climate change issues, please refer to the Integrated Report.

Integrated Report:

<https://www.t-gaia.co.jp/english/ir/library/annual.html>

(ii) Social initiatives

In order to realize our ideal vision, we aim to link our business strategy and personnel strategy to increase corporate value by resolving social issues through our business.

[Promoting the autonomous career development of employees]

In addition to creating an environment where many employees can take on challenges and identifying the ideal image of human resources necessary to realize our business strategies, we are actively promoting human resource development, such as digital human resource training and next-generation management human resource training, and reassignment so that the developed human resources can play an active role.

Main Initiatives

Expanded training system/further expansion of Internal job posting program and free address system/introduction of the side job system

[Realization of DEIB (Diversity, Equity, Inclusion & Belonging)]

We aim to foster a corporate culture of DEIB, where diverse human resources recognize each other's

individuality as they are, where everyone has opportunities to challenge and grow to be active fairly, where each individual shines in a workplace with a high level of psychological safety, and where people belong with a sense of unity and trust.

Main Initiatives

Various measures and systems to promote the participation and advancement in the workplace of women, seniors, and employees balancing work with childcare, nursing care, medical treatment, or other activities/creation of work environments that enable long-term service for people with special needs/ongoing initiatives to expand rules and systems that are appropriate for LGBT, etc.

[Initiatives for Health and Productivity Management]

Following the T-Gaia Health Declaration, we actively support the maintenance and improvement of employees' mental and physical health.

Main Initiatives

Expansion of support system for balancing work with infertility or cancer treatments/establishment of TG-Support Lounge, a consultation room provided by in-house counselors/development of Group Long-Term Disability (GLTD) insurance

In the future, we will implement human capital management with realization of a work environment where all employees can work with excitement and continuation as a company that grows alongside our employees as the heart of our human resources strategy.

* For information on human resources strategy, various initiatives and external evaluations, please refer to the Integrated Report.

Integrated Report:

<https://www.t-gaia.co.jp/english/ir/library/annual.html>

(iii) Corporate governance

The Group positions compliance involving everyday observation of laws and regulations and internal rules and the preservation of ethics as one of the most critical issues in the performance of business operations. We will continue with initiatives to quickly detect and respond to risk and conduct awareness activities through measures such as enhancement of training about compliance and the use of in-house SNS.

In addition, the Company is working to strengthen its governance structure by, for example, increasing the composition of independent Outside Directors to a majority on the Board of Directors, and complies with all principles of Japan's Corporate Governance Code.

*For details, please refer to the Corporate Governance Report, which is expected to be submitted on June 21, 2024.

Corporate Governance Report:

<https://www.t-gaia.co.jp/english/ir/governance.html>

(6) Major Lines of Business (as of March 31, 2024)

Business Category	Business Content
Consumer Mobile Business Segment	Intermediary services for consumer-oriented mobile phone service contracts, etc.; sales of mobile phone handsets, other terminal devices, and related merchandise
Enterprise Solutions Business Segment	Intermediary services for mobile phone handset and solution service contracts aimed at enterprise clients; network administrative services business, etc.; intermediary services for fixed-line telecommunications service contracts, etc.
Smart Life & QUO Card Business Segment	Distribution business in digital payment using PIN sales systems; gift card sales business; prepaid card business; overseas businesses, etc.

* From the fiscal year ending March 31, 2025, the reporting segments will be changed to “Consumer Business Segment,” “Enterprise Business Segment,” and “Social Innovation & QUO Card Business Segment.”

(7) Main Sales Offices (as of March 31, 2024)**(i) T-Gaia Corporation**

Head Office

1-18 Ebisu 4-chome, Shibuya-ku, Tokyo

West Japan Regional Headquarters

6-20 Dojima 1-chome, Kita-ku, Osaka City, Osaka Prefecture

Tokai Regional Headquarters

11-11 Nishiki 1-chome, Naka-ku, Nagoya City, Aichi Prefecture

Kyushu Regional Headquarters

7-20 Gionmachi, Hakata-ku, Fukuoka City, Fukuoka Prefecture

Hokkaido Branch

2 Odori-nishi 8-chome, Chuo-ku, Sapporo City, Hokkaido

Tohoku Branch

3-37-13 Nagamachi Minami, Taihaku-ku, Sendai City, Miyagi Prefecture

Hokuriku Branch

1-1 Hirooka 3-chome, Kanazawa City, Ishikawa Prefecture

Chugoku Branch

8-12 Nakamachi, Naka-ku, Hiroshima City, Hiroshima Prefecture

Shikoku Branch

1-5 Bancho 1-chome, Takamatsu City, Kagawa Prefecture

Note: The Tohoku Branch relocated from 15-1 Honcho 2-chome, Aoba-ku, Sendai City, Miyagi Prefecture to the above address effective May 1, 2023.

(ii) Subsidiaries

QUO CARD Co., Ltd.

Headquarters 4-1 Nihombashi Honcho 2-chome, Chuo-ku, Tokyo

WAMNET Japan K.K.

Headquarters 5-17 Shinkawa 1-chome, Chuo-ku, Tokyo

(8) Employees (as of March 31, 2024)**(i) Group employees**

Business Category	No. of Employees	Change from the End of Previous Fiscal Year
Consumer Mobile Business Segment	3,166 persons (1,534 persons)	Decrease of 382 persons (Decrease of 265 persons)
Enterprise Solutions Business Segment	944 persons (473 persons)	Increase of 315 persons (Increase of 409 persons)
Smart Life & QUO Card Business Segment	384 persons (196 persons)	Increase of 108 persons (Increase of 58 persons)
Company-wide (shared)	477 persons (54 persons)	Decrease of 25 persons (Decrease of 17 persons)
Total	4,971 persons (2,257 persons)	Increase of 16 persons (Increase of 185 persons)

Notes: 1. The number of employees refers to full-time employees (including those transferred to the Group from outside the Group, but not those on transfer outside the Group) and the average number of temporary employees per year is separately shown in parentheses.

2. The number of employees listed as “Company-wide (shared)” are those belonging to the Company’s administrative and systems units.

(ii) T-Gaia Corporation employees

No. of Employees	Change from the End of Previous Fiscal Year	Average Age	Average Years of Consecutive Employment
4,237 persons	Decrease of 288 persons	39.3 years old	11.7 years

Note: The number of employees refers to full-time employees (including those transferred to the Company from outside the Company, but not those on transfer outside the Company) and does not include the annual average of 1,738 temporary employees (a decrease of 238 employees from the previous fiscal year).

(9) Major Creditors (as of March 31, 2024)

Creditors	Balance of borrowings (million yen)
Sumitomo Mitsui Banking Corporation	562
Mizuho Bank, Ltd.	562
Sumitomo Mitsui Trust Bank, Limited	562
MUFG Bank, Ltd.	184

(10) Other Important Matters concerning the Status of the Corporate Group

None

2. Current Status of the Company

(1) Shares (as of March 31, 2024)

- (i) Total number of authorized shares 400,000,000 shares
(ii) Total number of issued shares 56,074,000 shares
(iii) Total number of shareholders 39,384 persons
(iv) Top 10 shareholders

Shareholder	Shares Held	Shareholding Ratio
Sumitomo Corporation	23,345,400	41.82%
UH Partners 2, Inc.	5,516,500	9.88%
Hikari Tsushin, Inc.	4,730,800	8.48%
UH Partners 3, Inc.	4,184,500	7.50%
The Master Trust Bank of Japan, Ltd. (Trust account)	2,836,800	5.08%
SIL, Inc.	1,683,900	3.02%
T-Gaia Employee Shareholding Association	998,900	1.79%
Custody Bank of Japan, Ltd. (Trust account)	985,300	1.77%
MSIP CLIENT SECURITIES	414,600	0.74%
THE BANK OF NEW YORK MELLON 140040	330,315	0.59%

Note: Shareholding ratios are calculated after deducting 253,709 shares of treasury shares, rounded down to two decimal places.

- (v) Shares issued to officers of the Company as consideration for the execution of duties during the fiscal year
The Company, at the 28th Ordinary General Meeting of Shareholders held on June 19, 2019, passed a resolution to introduce a restricted stock remuneration system for directors, excluding Outside Directors of the Company and directors that have been seconded from the parent company, as a remuneration system targeted at the granting of medium- to long-term incentives and the sharing of shareholder value.

In response to this, a resolution was passed at the meeting of the Board of Directors held on June 22, 2023, to dispose of treasury shares as restricted stock remuneration and disposal of 28,600 treasury shares of the Company (including the portion for executive officers) was performed on July 21, 2023. It should be noted that the number of restricted stocks issued to directors of the Company is as set forth below.

Category	Number of Shares	Number of Persons Eligible for Issuance
Directors (excluding Outside Directors)	7,800 shares	3 persons

- Notes: 1. The Company has not delivered any shares to Outside Directors or Corporate Auditors as consideration for the execution of duties during the fiscal year under review.
2. Sumitomo Corporation, which was the Company's parent company at the resolution date of the 28th Ordinary General Meeting of Shareholders, ceased to be the Company's parent company at the conclusion of the 31st Ordinary General Meeting of Shareholders held on June 22, 2022.

- (vi) Other share-related matters of importance:

None

(2) Company Officers

(i) Directors and Corporate Auditors (as of March 31, 2024):

Position	Name	Responsibilities and Important Concurrent Posts
President and Representative Director	Masato Ishida	Chief Executive Officer Representative Director and Chairman, National Association of Mobile-phone Distributors
Director	Hiroyuki Sugai	Executive Vice President and CFO, in charge of corporate accounting, finance, sales accounting, settlement management, and logistics
Director	Hiroyoshi Ueji	Executive Vice President and CDO, Supervising Consumer Mobile Business and Enterprise Solutions Business, in charge of Consumer Business promotion
Director	Katsuya Kashiki	General Manager of Smart Communications Platform Business, Sumitomo Corporation
Director	Toshiya Asaba	Representative Partner, Gaia Lab LLC
Director	Kyoko Deguchi	Vice President, Doya Rehabilitation & Orthopedic Clinic Outside Director, PHC Holdings Corporation
Director	Junichi Kamata	
Director	Toshio Morohoshi	Outside Director of the Board, Nippon Paint Holdings Co., Ltd.
Director	Yoshisada Takahashi	Consultant, Komatsu Ltd. Outside Director, T.Rad Co., Ltd. Consultant, Ishikawa Prefecture
Full-Time Audit and Supervisory Board Member	Naoya Okutani	
Full-Time Audit and Supervisory Board Member	Nobuo Oyama	
Corporate Auditor	Toshiro Kaba	Representative Attorney, Shiroyama Tower Law Office Outside Audit and Supervisory Board Member, GungHo Online Entertainment, Inc. Outside Audit and Supervisory Board Member, Piala, Inc.
Corporate Auditor	Tetsuo Kitagawa	Certified Public Accountant Outside Audit and Supervisory Board Member, PHC Holdings Corporation

Notes:

- Upon the conclusion of the 32nd Ordinary General Meeting of Shareholders held on June 22, 2023, Director Nobutaka Kanaji retired due to the expiration of his term of office.
- On April 1, 2024, the following changes occurred in Director responsibilities and important concurrent posts.

Position	Name	Responsibilities and Important Concurrent Posts
Director	Hiroyuki Sugai	Executive Vice President, and CFO, General Manager of Corporate Group, in charge of corporate accounting, finance, sales accounting, settlement management, logistics and digital promotion
Director	Hiroyoshi Ueji	Executive Vice President, and CDO, General Manager of Consumer Business Group and General Manager of Enterprise Business Group, President & CEO, TG Solutions Corporation
Director	Katsuya Kashiki	General Manager of Smart Communications Platform SBU, Sumitomo Corporation
Director	Kyoko Deguchi	President, Representative Director and CEO, PHC Holdings Corporation

3. Directors Katsuya Kashiki, Toshiya Asaba, Kyoko Deguchi, Junichi Kamata, Toshio Morohoshi, and Yoshisada Takahashi are Outside Directors.
4. Full-Time Audit and Supervisory Board Member, Nobuo Oyama, and Corporate Auditors, Toshiro Kaba and Tetsuo Kitagawa, are Outside Audit and Supervisory Board Members.
5. As detailed below, Full-Time Audit and Supervisory Board Members, Naoya Okutani and Nobuo Oyama, and Corporate Auditor, Tetsuo Kitagawa, possess considerable expertise in the fields of finance and accounting.
 - Full-Time Audit and Supervisory Board Member, Naoya Okutani, is licensed as a Small- and Medium-sized Enterprise Consultant.
 - Full-Time Audit and Supervisory Board Member, Nobuo Oyama, has many years of experience in financial and accounting operations at a corporation.
 - Corporate Auditor, Tetsuo Kitagawa, is licensed as a certified public accountant.
6. The Company has designated Director, Toshiya Asaba; Director, Kyoko Deguchi; Director, Junichi Kamata; Director, Toshio Morohoshi; Director, Yoshisada Takahashi; Corporate Auditor, Toshiro Kaba; and Corporate Auditor, Tetsuo Kitagawa as independent officers pursuant to TSE rules, and has notified the stock exchange to that effect.
7. Sumitomo Corporation, where Director, Katsuya Kashiki, is employed, is a major shareholder of the Company. There is no special relationship between the Company and either of the entities at which Outside Directors and Outside Audit and Supervisory Board Members hold important concurrent posts other than Mr. Kashiki.

(ii) Overview of content of liability limitation agreement

Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company has established provisions in the Articles of Incorporation to the effect that it may enter into agreements with Directors (excluding those who are Executive Directors, etc.) or Corporate Auditors to limit their liability for damages as provided for in Article 423, Paragraph 1 of the same Act, and the Company has thus entered into liability limitation agreements with Directors Katsuya Kashiki, Toshiya Asaba, Kyoko Deguchi, Junichi Kamata, Toshio Morohoshi, and Yoshisada Takahashi; Full-Time Audit and Supervisory Board Members Naoya Okutani and Nobuo Oyama; and Corporate Auditors Toshiro Kaba and Tetsuo Kitagawa. Under these agreements, the limit of liability for damages is an amount stipulated in Article 425, Paragraph 1 of the Companies Act.

(iii) Overview of content of indemnity agreement

The Company has entered into indemnity agreements with President and Representative Director Masato Ishida; Directors Hiroyuki Sugai, Hiroyoshi Ueji, Katsuya Kashiki, Toshiya Asaba, Kyoko Deguchi, Junichi Kamata, Toshio Morohoshi, and Yoshisada Takahashi; Full-Time Audit and Supervisory Board Members Naoya Okutani and Nobuo Oyama; and Corporate Auditors Toshiro Kaba and Tetsuo Kitagawa, pursuant to the provisions of Article 430-2, Paragraph 1 of the Companies Act, under which the Company will indemnify them for any expenses provided for in item (i) of the same paragraph and losses provided for in item (ii) of the same paragraph, within the scope set forth in laws and regulations.

(iv) Overview of content of directors and officers liability insurance agreement

The Company has entered into directors and officers liability insurance agreement as prescribed in Article 430-3 Paragraph 1 of the Companies Act with an insurance company, and in the case of a claim for compensation for damages being filed by a shareholder or third party, etc., damages such as compensation and dispute costs that are to be borne by the insured party shall be covered by the said insurance agreement. Furthermore, the full amount of the insurance premiums shall be borne by the Company.

(v) Remuneration for Directors and Audit and Supervisory Board Members

A. Matters relating to the policy for decisions on individual remuneration for directors

The Company has determined the policy for decisions on individual remuneration for directors at the meeting of the Board of Directors.

In regard to individual remuneration for directors for the current fiscal year, the Board of Directors has confirmed that the method for determining remuneration and the details of the determined remuneration are consistent with the decision-making policy determined by the Board of Directors and that the reports from the Compensation Advisory Committee have been respected, and has determined that such individual remuneration is in compliance with said decision-making policy.

The content of the decision-making policy for the individual remuneration of directors is as shown below.

a. Policy for basic remuneration

A fixed amount based on the expectations for the role, in accordance with the position.

b. Performance-linked remuneration

As a short-term incentive to raise awareness of improving performance in a single fiscal year, etc., a comprehensive evaluation is conducted that comprises both a quantitative evaluation of companywide consolidated profit attributable to owners of parent and the net income of the department in charge, as well as a qualitative evaluation of the contribution of role in accordance with position and contribution to the company as a whole, and the amount of remuneration is determined in accordance with the level of achievement.

c. Policy on nonmonetary remuneration

As a long-term incentive to raise awareness of management from the perspective of shareholders, a certain number of shares will be granted for each position based on the expectations for the role in accordance with the position (restricted stock remuneration).

d. Policy on remuneration ratio

A standard table has been formulated for each position; the ratio of fixed remuneration against the total remuneration for each position is approximately 60%, the performance-linked remuneration is approximately 30%, and share remuneration (restricted stock remuneration) is approximately 10%. It should be noted that the remuneration for directors seconded from the parent company will be fixed remuneration and performance-linked remuneration only, and the remuneration for outside directors shall be fixed remuneration only.

e. Policy on timing and conditions for the granting of remuneration

A meeting of the Compensation Advisory Committee is held in June of each year, during which an evaluation is conducted on each individual, proposed remuneration is formulated, and is submitted for resolution to a meeting of the Board of Directors held in that same month. It should be noted that fixed remuneration and performance-linked remuneration are paid monthly as a fixed monthly amount, and share remuneration is paid in July of each year.

f. Matters relating to decisions on remuneration, etc., other than the above

A Compensation Advisory Committee composed of Outside Directors and the Representative Director, as well as Directors nominated by the President and Representative Director, has been established as a discretionary advisory body of the Board of Directors. The Compensation Advisory Committee engages in deliberations on the determination of remuneration policy, performance

evaluations, and establishment of a plan on individual remuneration amounts, as well as the issues relating to the evaluation system and countermeasures thereto, and then proposes the results of this to the Board of Directors. The Board of Directors, in response to reports from the Compensation Advisory Committee, determines officer remuneration within the range of the content and amount approved by the General Meeting of Shareholders.

B. Matters relating to the policy for decisions on remuneration for corporate auditors

In regard to remuneration for corporate auditors, from the perspective of them having an independent position to monitor the execution of duties of directors, monthly remuneration comprising of fixed remuneration has been put in place, and the amount, calculation method, and allocation, etc., for this, is determined within the range approved at a General Meeting of Shareholders, upon discussions with the corporate auditors.

C. Total amount of remuneration for directors and corporate auditors for this fiscal year

Category	Total amount of remuneration (million yen)	Total amount of remuneration by type (million yen)			Number of eligible officers (people)
		Basic remuneration	Performance-linked remuneration	Nonmonetary remuneration	
Director (of whom Outside Directors)	155 (40)	115 (40)	26 (-)	12 (-)	9 (5)
Corporate Auditor (of whom Outside Audit and Supervisory Board Members)	54 (33)	54 (33)	- (-)	- (-)	4 (3)
Total (of whom Outside Officers)	209 (74)	170 (74)	26 (-)	12 (-)	13 (8)

Notes:

- Listed remuneration amounts for Directors do not include employee salaries paid to Directors in concurrent employee posts.
- The performance indicator for performance-linked remuneration is profit attributable to owners of parent, and the performance for the period ended March 31, 2023, was 7,938 million yen. The reason for the selection of this indicator is because it has been determined that profit attributable to owners of parent is a clear indicator as an incentive for improving the corporate value of the Group as well as motivation. In addition, the method for determining the amount of performance-linked remuneration is the making of a decision based on the amount of profit attributable to owners of parent and the level of contribution of each director to performance, etc.
- The content of the nonmonetary remuneration is shares of the Company, and the conditions, etc., for allocation, are as described in "A. Matters relating to the policy for decisions on individual remuneration for directors." In addition, the status of issuance this fiscal year is as described in "2. (1) (v) Shares issued to officers of the Company as consideration for the execution of duties during this fiscal year."
- Annual remuneration for Directors was limited to no more than 270 million yen by resolution of the 30th Ordinary General Meeting of Shareholders that met on June 18, 2021. (Of that total, no more than 60 million yen per year was to be paid to Outside Directors; these limits do not include employee salaries). The number of Directors as of the conclusion of said General Meeting of Shareholders was nine (of whom four were Outside Directors).
In addition, separate from monetary remuneration, the remuneration to be paid for the purpose of granting restricted stocks to Directors (excluding Outside Directors and Directors seconded by the parent company) was limited to an amount not exceeding 30 million yen per annum (not including employee salaries) by resolution at the 28th Ordinary General Meeting of Shareholders that met on June 19, 2019. There was one director (excluding ineligible Outside Directors and Directors seconded by the parent company) as of the conclusion of said General Meeting of Shareholders.

5. Annual remuneration for Corporate Auditors was limited to no more than 70 million yen by resolution of the 17th Ordinary General Meeting of Shareholders that met on June 26, 2008. The number of Corporate Auditors as of the conclusion of said General Meeting of Shareholders was four.
6. As of the end of the fiscal year, there were nine Directors (six of which were Outside Directors) and four Corporate Auditors (three of which were Outside Audit and Supervisory Board Members). Furthermore, the number of recipients for the above includes one Director who retired at the 32nd Ordinary General Meeting of Shareholders that met on June 22, 2023, but excludes one unpaid Outside Director.

(vi) Activities of Outside Officers during fiscal year under review

a. Attendance at meetings of the Board of Directors and Audit and Supervisory Board

	Meetings of Board of Directors		Meetings of Audit and Supervisory Board	
	Meetings attended / Meetings held	Attendance rate (%)	Meetings attended / Meetings held	Attendance rate (%)
Director Katsuya Kashiki	12/15	80.0	–	–
Director Toshiya Asaba	15/15	100.0	–	–
Director Kyoko Deguchi	15/15	100.0	–	–
Director Junichi Kamata	14/15	93.3	–	–
Director Toshio Morohoshi	15/15	100.0	–	–
Director Yoshisada Takahashi	15/15	100.0	–	–
Full-Time Audit and Supervisory Board Member Nobuo Oyama	13/15	86.7	13/13	100.0
Corporate Auditor Toshiro Kaba	15/15	100.0	13/13	100.0
Corporate Auditor Tetsuo Kitagawa	15/15	100.0	13/13	100.0

Note: Entries for the number of meetings attended by and the attendance rates above refer to the number of Board of Directors or Audit and Supervisory Board meetings they attended and their respective attendance rates during their terms of office.

b. Overview of communication and expected role of Outside Directors

- Director Katsuya Kashiki, based on the specialist knowledge, extensive experience, and high level of insight regarding the information communications field, etc., of business corporations, and the operational experience, plays an appropriate role towards ensuring the validity and appropriateness of decisions, including actively stating opinions from an outside perspective and providing supervision and advice, etc., on the execution of business.
- Director Toshiya Asaba, based on the extensive operational experience and in-depth knowledge he has accumulated as CTO and a member of top management at an IT company, plays an appropriate role towards ensuring the validity and appropriateness of decisions, including actively stating opinions from an outside perspective and providing supervision and advice, etc., on the execution of business from an independent, objective perspective.
- Director Kyoko Deguchi, based on the extensive experience regarding finance operations at a corporation, and the operational experience and in-depth knowledge she has accumulated as a corporate manager, etc., plays an appropriate role towards ensuring the validity and appropriateness

- of decisions, including actively stating opinions from an outside perspective and providing supervision and advice, etc., on the execution of business from an independent, objective perspective.
- Director Junichi Kamata, based on the extensive experience regarding core business operations of corporate management in areas such as corporate planning and human resources at a corporation, and the operational experience and in-depth knowledge he has accumulated as a corporate manager, etc., plays an appropriate role towards ensuring the validity and appropriateness of decisions, including actively stating opinions from an outside perspective and providing supervision and advice, etc., on the execution of business from an independent, objective perspective.
 - Director Toshio Morohoshi, based on the extensive operational experience and in-depth knowledge he has accumulated while engaged in corporate management at multiple IT-related companies, including overseas companies, plays an appropriate role towards ensuring the validity and appropriateness of decisions, including actively stating opinions from an outside perspective and providing supervision and advice, etc., on the execution of business from an independent, objective perspective.
 - Director Yoshisada Takahashi, based on the knowledge concerning the utilization of ICT at business corporations and extensive operational experience, and a high level of insight as a corporate manager, plays an appropriate role towards ensuring the validity and appropriateness of decisions, including actively stating opinions from an outside perspective and providing supervision and advice, etc., on the execution of business from an independent, objective perspective.
 - Based on his experience in accounting and finance operations at a business corporation, Nobuo Oyama, Full-Time Audit and Supervisory Board Member, provides recommendations and proposals aimed at ensuring the rationality and suitability of decisions by the Board of Directors.
In addition, at meetings of the Audit and Supervisory Board, as Full-Time Audit and Supervisory Board Member, he makes the necessary remarks for deliberation of agenda items.
 - Drawing from his professional knowledge as an attorney, Corporate Auditor Toshiro Kaba has made recommendations and proposals aimed at ensuring the rationality and suitability of decisions by the Board of Directors.
Additionally, at meetings of the Audit and Supervisory Board, he has voiced views and opinions reflecting his professional background as an attorney.
 - Drawing from his professional knowledge as a CPA, Corporate Auditor Tetsuo Kitagawa has made recommendations and proposals aimed at ensuring the rationality and suitability of decisions by the Board of Directors.
In addition, at meetings of the Audit and Supervisory Board, he has voiced views and opinions reflecting his professional background as a CPA.

(3) Accounting Auditor

(i) Name: Deloitte Touche Tohmatsu LLC

(ii) Remuneration

	Remuneration (million yen)
Remuneration paid to the accounting auditor for the fiscal year under review	68
Total in monetary remuneration and other economic benefits to be paid to the accounting auditor by the Company and its subsidiaries	85

Notes:

1. The audit contract between the Company and the Accounting Auditor does not clearly specify and cannot materially classify the amounts of remuneration that are paid for audits performed under provisions of the Companies Act or provisions of the Financial Instruments and Exchange Act. Accordingly, the table entries for remuneration, etc., paid to the Accounting Auditor for the fiscal year under review are totals of these respective amounts.
2. Remuneration, etc., paid to the Accounting Auditor includes remuneration paid for audits based on the consolidation package of other subsidiaries and associates and remuneration paid for audits of the English language version of the consolidated financial statements.
3. The Audit and Supervisory Board decided to approve the amount of remuneration for the Accounting Auditor after verifying the content of the Accounting Auditor’s audit plan, the status of audit accounting services performed, and the basis for the remuneration calculations.

(iii) Policy regarding decisions to dismiss or refuse to reappoint Accounting Auditors:

The Company’s Audit and Supervisory Board shall dismiss an Accounting Auditor in the event conditions for said dismissal pursuant to provisions in Article 340 of the Companies Act are deemed to have been met.

3. Frameworks for the Assurance of Proper Business Operations and the Operational Status of Said Frameworks

[Our Basic View Related to Corporate Governance]

The Group views corporate governance as a “framework for the control of corporate business activities” and considers it critically important that the rights and interests of our shareholders be protected and equally guaranteed. We also believe it is imperative that we respect the rights and interests of – and build positive relationships with – stakeholders other than shareholders, including our clients, business partners, employees, and local communities. We recognize that corporations have a social mission to pursue their business operations, while striving to build and maintain better frameworks for governance. In line with that awareness, we have pursued our day-to-day operations in the interest of refining our institutional frameworks and improving their effectiveness from two perspectives: namely, “assuring managerial transparency” and “boosting corporate value.”

Also, we have developed the frameworks for the assurance of appropriate business operations and monitor their operational status as described below.

(1) Overview of Decisions concerning Frameworks for the Assurance of Proper Business Operations

The following is an overview of Company decisions that relate to frameworks aimed at ensuring the compliance of duties performed by Directors with laws and regulations and provisions of the Company’s Articles of Incorporation and ensuring the propriety of other Company operations.

- (i) Framework to ensure that duties performed by Directors and Employees are in compliance with applicable laws and the Company’s Articles of Incorporation:
 - a. In the performance of its business operations, the Company has assigned top priority to legal and ethical compliance. It has accordingly established a set of Compliance Regulations that all Company officers and employees are required to observe.
 - b. The Company has endeavored to build a compliance framework and maintain and improve its effectiveness by establishing a Compliance Committee that is headed by a Chief Compliance Officer and whose members include the President and executive officers. The Compliance Committee convenes as necessary in accordance with the Compliance Committee Regulations and incorporates an internal Compliance Promotion Department that serves in an administrative role.
 - c. To foster and strengthen awareness of compliance company-wide, the Company has prepared and enhanced compliance training programs for its executive officers and employees.
 - d. Multiple channels have been set up inside and outside the Company for reporting and consultations on compliance-related issues. These include channels to outside legal counsel and third-party institutions.
 - e. Violators of Company compliance policy are dealt with sternly and are subject to disciplinary actions under the Company’s employment regulations.
 - f. Mutual monitoring practices are enlisted on a daily basis to gauge compliance with applicable laws and internal Company regulations and rules. Periodic audits are also performed, and potential impacts on Company business are assessed.
- (ii) Framework for retention and management of information relevant to the executive duties of Directors:
 - a. Minutes of meetings of the Board of Directors, approval documents, and other documents and information (including digital records) relevant to the executive duties of Directors are appropriately retained and managed in accordance with the Company’s Document Management Regulations and Information System Management Regulations. The status of document retention and management is verified, and the regulations are revised as necessary.

- b. Directors and Auditors may promptly view these documents and other information upon request.
- (iii) Regulations and other frameworks for the management of risk of loss:
- a. In order to soundly and constantly develop the Group’s business activities, the Group has established the “Basic Rules Regarding Group-Wide Risks” with the aim of minimizing damage and preventing recurrence by observing various risks in a unified manner, identifying risks, preventing risks from materializing, and swiftly and accurately responding if risks materialize, as well as proactively maintaining and increasing corporate value by actively controlling risks.
 - b. The heads of individual units within the T-Gaia Group execute the business operations of their respective units within the scope of authority granted under the Work Authority Regulations and manage the risks associated with those business operations.

In the event certain business operations are outside their normal scope of authority, they will follow the approval request and reporting procedures stipulated in the Work Authority Regulations and manage the risk associated with those operations they are permitted to fulfill.
 - c. Pursuant to provisions of the Internal Audit Regulations, the Internal Audit Department performs periodic audits to determine whether the business operations of Company headquarters, regional headquarters, divisions, branches, and subsidiaries of the Company are being performed properly and in compliance with applicable laws and regulations and the Articles of Incorporation and reports its audit findings to the President.
- (iv) Framework to ensure that duties of Directors are efficiently performed:
- a. The Board of Directors handles decisions on important matters and supervises Directors to determine whether they are performing their duties efficiently and properly. The number of Directors on the Board is kept within limits that allow meetings of the Board to engage in full discussions of their agenda and reach sensible decisions in a prompt manner.
 - b. Management Conferences are convened to discuss and decide unprecedented matters and matters of importance, including policies of importance to Company management in general and matters for deliberation at or reporting to meetings of the Board of Directors. Management Conference members strive through the exchange of information to achieve mutual understanding on matters involving the execution of business.
 - c. The executive officer framework strives to enhance the functions of the Board of Directors and facilitate the prompt execution of business by separating the management functions of “decision-making and executive supervision” from the function of “business execution.” Executive Officers are appointed by the Board of Directors and fulfill duties assigned by the Board of Directors.
 - d. Company headquarters, regional headquarters, divisions, and branches are treated as the units of business execution. The heads of these respective units are each granted a certain measure of authority under provisions of the Work Authority Regulations in the interest of facilitating localized management of unit operations with a sense of speed. Company headquarters, regional headquarters, divisions, and branches are also treated as the units of profit. This ensures the transparency of managerial conditions at headquarters and regional headquarters.
 - e. Approval request and reporting frameworks facilitate the transfer of clearly defined authority and responsibility under provisions of the Work Authority Regulations and the Segregation of Duties Regulations, and ensure that work duties are promptly executed. Permission to execute duties that are outside the scope of a Director’s authority is contingent upon a decision, as stipulated in applicable regulations, that is based on deliberations by the administrative unit with field expertise. The Company

endeavors to review and revise relevant regulations and approval request and reporting procedures as necessary and develop, maintain, and improve its frameworks for the efficient and proper execution of Directors' duties.

- (v) Framework to ensure the propriety of the business operations of the Corporate Group comprising the Company, its parent, and subsidiaries:
- a. Based on the principle of autonomous subsidiary operations and in keeping with the Regulations for the Management of Affiliates, the headquarters engaged in business operations most closely related to the business of a given subsidiary is the supervisory organization for that subsidiary. Supervisory organizations periodically request reports containing important information about the subsidiaries under their supervision, including the subsidiaries' business results and financial statements. In addition to identifying the subsidiaries' management conditions and developing and maintaining appropriate frameworks for consolidated management, the supervisory organizations request that subsidiaries submit reports on matters covered by the Regulations for the Management of Affiliates and reports on the findings of audits performed under provisions of the Internal Audit Regulations. As a holder of equity interest, the Company appropriately makes its intentions known to the management teams at its subsidiaries.
 - b. The Company has developed and put into effect a compliance framework for Group companies as a whole and also sets up frameworks for the acquisition of legal advice from outside law offices, as necessary. Additionally, it strives to cultivate an awareness of compliance through the implementation of programs of training in legal compliance for Group officers and employees once a year.
 - c. The Regulations for the Management of Affiliates establish operational authority and chains of command for subsidiaries and require that subsidiaries build structures that are in compliance with these.

- (vi) Employees that are assigned on request from Auditors to assist in the performance of Auditors' duties:

In the event Corporate Auditors require assistance with the performance of their duties, they may submit requests to the Representative Director asking that employees with the knowledge and skills required for audit duties be assigned to serve as their assistants.

- (vii) The autonomy of employees covered in the preceding Clause from the Board of Directors:

Directive authority over an employee that has been assigned under terms of the preceding Clause shall rest with the Corporate Auditor to whom the employee has been assigned. That employee shall not receive orders from Directors. To ensure the independence and effectiveness of an employee assigned under terms of the preceding Clause, the Representative Director shall form decisions on personnel appraisals, personnel transfers, and disciplinary actions affecting the employee only after obtaining the consent of the Full-Time Audit and Supervisory Board Member.

- (viii) Framework for reporting to Corporate Auditors by Directors, Employees, and Others:

- a. Corporate Auditors may attend meetings of the Board of Directors, Management Conferences, Executive Officers' Committee, and other important meetings.
- b. Corporate Auditors may review important documentation and request submission of that documentation.
- c. Corporate Auditors may receive reports from T-Gaia Group officers and employees whenever necessary.
- d. Corporate Auditors audit the management of subsidiaries through on-site audits and day-to-day coordination with auditors for the subsidiaries.
- e. Directors, T-Gaia Group officers, and employees, or persons to whom they have reported shall submit reports to the Audit and Supervisory Board or to a Corporate Auditor ("Special Auditor") designated by the Audit and Supervisory Board under any of the following circumstances:

- Significant damages to the Company or grave compliance violations that have either occurred or are likely to occur
 - Events about which a Special Auditor has requested reports or that otherwise are deemed to warrant an audit (e.g., subsequent events)
 - The Regulations for Compliance Reports and Consultations stipulate that Group officers and employees or persons to whom they have reported can submit “whistleblower” reports directly to a Corporate Auditor and explicitly prohibit job dismissals and other adverse actions against whistleblowers solely for submitting such reports.
- (ix) Policy on the processing of expenses incurred from the fulfillment of Auditor duties and responsibilities:
When Corporate Auditors request advance payment or reimbursement of expenses associated with the performance of their duties, those expenses are processed as requested, except in cases where they are deemed unnecessary for the performance of Corporate Auditors’ duties.
- (x) Other frameworks to ensure that Auditors are performing audits effectively:
- a. Directors are familiar with the audit standards that clarify Auditor duties and responsibilities and fully recognize the importance of audits performed by Auditors. Additionally, Directors help cultivate an appropriate environment for audits.
 - b. Corporate Auditors maintain close working relationships with the Internal Audit Department, receive timely reports from the Internal Audit Department on internal audit plans and findings, and contribute to the efficient implementation of audits.
 - c. Through periodic meetings with the Accounting Auditor and participation in on-site audits at the close of the fiscal year, Corporate Auditors endeavor to exchange information and develop their understanding of the audit activities of the Accounting Auditor and help improve audit efficiency and quality.

(2) Overview of the Operational Status of Frameworks for the Assurance of Proper Business Operations

The following is an overview of the operational status of frameworks designed to ensure the propriety of Company business operations:

(i) Duties of Company Directors:

The Board of Directors comprises nine Directors, including five independent Outside Directors, and its meetings are also attended by four Corporate Auditors, including two independent Outside Auditors. Board meetings convene on a monthly basis and through active discussions and the exchange of views; promptly reach decisions on Company management policy; business strategy; and other matters of importance as defined by applicable laws, statutes, and the Company Articles of Incorporation.

(ii) Duties of Auditors:

Auditors attend meetings of the Board of Directors, Management Conference, and other important meetings, review important business documentation, conduct on-site audits of the Company’s various divisions, regional headquarters, branches, and directly managed carrier shops, hold hearings with key executives, conduct on-site audits of Company subsidiaries in Japan and abroad, and exchange views with the Representative Directors of subsidiaries.

Auditors also strive to maintain close working ties with the Company’s Internal Audit Department and the Accounting Auditor through the exchange of information and views, hold periodic meetings to exchange views with the President and Representative Director and independent Outside Directors, promote mutual understanding, and perform effective audits.

(iii) Compliance:

Positioning legal compliance and the promotion of ethical conduct as one of the issues of top priority for its business operations, the T-Gaia Group holds Compliance Committee meetings once every half, discusses various issues on compliance, and is working to ensure full compliance. Based on the discussions of the Committee, we conduct company-wide compliance-related educational activities on a regular basis. As part of educational activities, we have implemented the following compliance training:

- Compliance training mainly for managers, sales representatives, and mobile phone shop managers at all locations to share past compliance incidents and lessons learned from them
- Training for all executive officers and employees of the Company to familiarize them with the contents of the Compliance Manual
- E-learning course-driven compliance training for all executive officers and employees of the Company
- E-learning course-driven compliance training for employees of partner agencies, etc.

Additionally, the Company endeavors to quickly identify and counter compliance risk by encouraging active use of the multiple reporting/consulting channels installed by the Company and conducting compliance awareness surveys to all Company employees, as well as questionnaire surveys to the Company's trading partners.

(iv) Risk management:

To actively control risk and maintain and expand its corporate value, the Company has established the Basic Regulations on Company-Wide Risks and convenes meetings of the Risk Management Committee twice per annum, in principle.

The T-Gaia Group endeavors to identify and protect against risk and has built a framework to quickly and accurately implement countermeasures in the event a risk has materialized.

(v) Management of subsidiaries:

Based on its principle of respecting the independent management of its subsidiaries, the Company, as a holder of equity interest, appropriately expresses its views and intentions with regard to important matters in keeping with its Regulations for the Management of Affiliates.

In addition, the Company receives periodic reports on subsidiary business results and financial information from the supervisory organizations.

4. Basic Policy concerning Control of the Company

The Company is aware that this is an important matter and has devoted study to that matter on a continuing basis. However, in view of the current distribution of its stock, the Company has not yet implemented any defensive measures.

5. Policies concerning Decisions on Dividends of Surplus

In response to its business performance, it is a basic policy of the Company to return profits to our Shareholders with a dividend payout ratio of 40%, while securing the internal reserves necessary for future business expansion and the reinforcement of its business foundations.

For the fiscal year under review, we plan to propose a year-end dividend of 37.5 yen per share of common stock. Given that we paid an interim dividend of 37.5 yen per share in December 2023, the annual dividend per share will total 75 yen (same as in the previous year).

It is the Company's policy to allocate internal reserves to the expansion and reinforcement of our existing business foundations, human resources development, strategic investments, and the launch of new businesses.

Consolidated Balance Sheet

(as of March 31, 2024)

		(million yen)	
Item	Amount	Item	Amount
(Assets)		(Liabilities)	
Current assets	205,644	Current liabilities	167,451
Cash and deposits	45,022	Accounts payable – trade	10,569
Notes and accounts receivable – trade	27,094	Current portion of long-term borrowings	1,875
Operational investment securities	15,500	Accounts payable – other	16,662
Inventories	24,260	Income taxes payable	2,087
Accounts receivable – other	11,945	Refund liability	104
Guarantee deposits	79,170	Provision for bonuses	2,631
Other	2,673	Provision for loss on business liquidation	248
Allowance for doubtful accounts	(22)	Card deposits	131,665
Noncurrent assets	42,615	Other	1,606
Property, plant, and equipment	5,334	Noncurrent liabilities	3,403
Buildings and structures	1,517	Years of service gratuity reserve provisions	194
Machinery, equipment, and vehicles	2,406	Retirement benefit liability	580
Furniture and fixtures	591	Asset retirement obligations	2,071
Land	304	Other	557
Leased assets	403	Total liabilities	170,855
Construction in progress	110	(Net Assets)	
Intangible assets	21,345	Shareholders' equity	76,805
Goodwill	14,868	Share capital	3,154
Software	4,321	Capital surplus	5,165
Contract-related intangible assets	1,125	Retained earnings	68,720
Other	1,029	Treasury shares	(233)
Investments and other assets	15,936	Accumulated other comprehensive income	529
Investment securities	2,307	Valuation difference on available-for-sale securities	350
Deferred tax assets	8,168	Foreign currency translation adjustment	178
Retirement benefit asset	37	Noncontrolling interests	69
Leasehold deposits	4,309	Total net assets	77,404
Other	1,163	Total Liabilities and Net Assets	248,260
Allowance for doubtful accounts	(51)		
Total Assets	248,260		

Note: The figures have been rounded down to the nearest million yen.

Consolidated Statement of Income

(from April 1, 2023, to March 31, 2024)

(million yen)

Item	Amount	
Net sales		448,954
Cost of sales		374,206
Gross profit		74,747
Selling, general, and administrative expenses		66,696
Operating profit		8,051
Nonoperating income		
Hoard profit of prepaid card	4,186	
Other	443	4,630
Nonoperating expenses		
Interest expenses	23	
Share of loss of entities accounted for using equity method	31	
Other	236	291
Ordinary profit		12,390
Extraordinary income		
Gain on sale of investment securities	163	
Other	10	173
Extraordinary losses		
Loss on retirement of noncurrent assets	123	
Impairment losses	1,775	
Provision for loss on business liquidation	248	
Loss on valuation of investment securities	29	2,177
Profit before income taxes		10,387
Income taxes – current	3,207	
Income taxes – deferred	631	3,839
Profit		6,548
Loss attributable to noncontrolling interests		(465)
Profit attributable to owners of parent		7,013

Note: The figures have been rounded down to the nearest million yen.

Nonconsolidated Balance Sheet

(as of March 31, 2024)

(million yen)

Item	Amount	Item	Amount
(Assets)		(Liabilities)	
Current assets	99,536	Current liabilities	89,794
Cash and deposits	37,516	Accounts payable – trade	9,998
Notes and accounts receivable – trade	25,379	Current portion of long-term borrowings	1,871
Inventories	23,147	Accounts payable – other	10,756
Prepaid expenses	665	Income taxes payable	1,243
Accounts receivable – other	7,806	Deposits received	62,960
Other	5,580	Refund liability	104
Allowance for doubtful accounts	(559)	Provision for bonuses	2,309
Noncurrent assets	61,784	Provision for loss on business liquidation	167
Property, plant, and equipment	1,952	Other	383
Buildings	1,188	Noncurrent liabilities	2,567
Structures	106	Years of service gratuity reserve provisions	194
Furniture and fixtures	352	Provision for retirement benefits	369
Land	304	Asset retirement obligations	1,715
Intangible assets	19,817	Other	288
Goodwill	14,278	Total liabilities	92,362
Software	3,478	(Net Assets)	
Contract-related intangible assets	1,125	Shareholders' equity	68,617
Other	935	Share capital	3,154
Investments and other assets	40,014	Capital surplus	5,717
Investment securities	2,286	Legal capital surplus	5,640
Shares of subsidiaries and associates	27,341	Other capital surplus	76
Deferred tax assets	5,594	Retained earnings	59,980
Leasehold deposits	4,039	Legal retained earnings	17
Other	805	Other retained earnings	59,962
Allowance for doubtful accounts	(51)	Retained earnings brought forward	59,962
		Treasury shares	(233)
		Valuation and translation adjustments	340
		Valuation difference on available-for-sale securities	340
Total Assets	161,321	Total net assets	68,958
		Total Liabilities and Net Assets	161,321

Note: The figures have been rounded down to the nearest million yen.

Nonconsolidated Statement of Income

(from April 1, 2023, to March 31, 2024)

(million yen)

Item	Amount	
Net sales		
Net sales of goods	274,450	
Commission income	164,209	438,660
Cost of sales		
Cost of goods sold	272,401	
Commission expenses	96,522	368,923
Gross profit		69,736
Selling, general, and administrative expenses		59,961
Operating profit		9,774
Nonoperating income		
Interest income	26	
Dividend income	1,193	
Other	233	1,453
Nonoperating expenses		
Interest expenses	99	
Allowance for doubtful accounts carried forward	572	
Other	179	851
Ordinary profit		10,376
Extraordinary income		
Gain on sale of investment securities	163	
Other	0	163
Extraordinary losses		
Loss on retirement of noncurrent assets	71	
Impairment losses	27	
Loss on valuation of subsidiary and affiliate shares	1,683	
Loss on extinguishment of tie-in shares	31	
Provision for loss on business liquidation	167	
Loss on valuation of investment securities	29	2,011
Profit before income taxes		8,528
Income taxes – current	1,766	
Income taxes – deferred	946	2,712
Profit		5,815

Note: The figures have been rounded down to the nearest million yen.

(TRANSLATION)

INDEPENDENT AUDITOR'S REPORT

May 10, 2024

To the Board of Directors of
T-Gaia Corporation:

Deloitte Touche Tohmatsu LLC
Tokyo office

Designated Engagement Partner,
Certified Public Accountant:

Tokio Suzuki

Designated Engagement Partner,
Certified Public Accountant:

Koji Hara

Opinion

Pursuant to the fourth paragraph of Article 444 of the Companies Act, we have audited the consolidated financial statements of T-Gaia Corporation and its consolidated subsidiaries (the "Group"), namely, the consolidated balance sheet as of March 31, 2024, and the consolidated statement of income and consolidated statement of changes in shareholders' equity for the fiscal year from April 1, 2023 to March 31, 2024, and the related notes.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of March 31, 2024, and its consolidated financial performance for the year then ended in accordance with accounting principles generally accepted in Japan.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the provisions of the Code of Professional Ethics in Japan, and we have fulfilled our other ethical responsibilities as auditors. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

The other information comprises the information included in the Business Report and the accompanying supplemental schedules. Management is responsible for the other information. Audit & Supervisory Board members and the Audit & Supervisory Board are responsible for overseeing the Directors' execution of duties relating to the design and operating effectiveness of the controls over the other information.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

(TRANSLATION)

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Audit & Supervisory Board Members and the Audit & Supervisory Board for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with accounting principles generally accepted in Japan, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern in accordance with accounting principles generally accepted in Japan.

Audit & Supervisory Board members and the Audit & Supervisory Board are responsible for overseeing the Directors' execution of duties relating to the design and operating effectiveness of the controls over the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with auditing standards generally accepted in Japan, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks. The procedures selected depend on the auditor's judgment. In addition, we obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.
- Obtain, when performing risk assessment procedures, an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

(TRANSLATION)

- Evaluate whether the overall presentation and disclosures of the consolidated financial statements are in accordance with accounting principles generally accepted in Japan, as well as the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with Audit & Supervisory Board members and the Audit & Supervisory Board regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide Audit & Supervisory Board members and the Audit & Supervisory Board with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

Interest Required to Be Disclosed by the Certified Public Accountants Act of Japan

Our firm and its designated engagement partners do not have any interest in the Group which is required to be disclosed pursuant to the provisions of the Certified Public Accountants Act of Japan.

Notes to the Readers of Independent Auditor's Report

This is an English translation of the independent auditor's report as required by the Companies Act of Japan for the conveniences of the reader. The other information in "the accompanying supplemental schedules" referred to in the "Other Information" section of this English translation is not translated.

(TRANSLATION)

INDEPENDENT AUDITOR'S REPORT

May 10, 2024

To the Board of Directors of
T-Gaia Corporation:

Deloitte Touche Tohmatsu LLC
Tokyo office

Designated Engagement Partner,
Certified Public Accountant:

Tokio Suzuki

Designated Engagement Partner,
Certified Public Accountant:

Koji Hara

Opinion

Pursuant to the first item, second paragraph of Article 436 of the Companies Act, we have audited the non-consolidated financial statements of T-Gaia Corporation (the "Company"), namely, the non-consolidated balance sheet as of March 31, 2024, and the non-consolidated statement of income and non-consolidated statement of changes in shareholders' equity for the 33rd fiscal year from April 1, 2023 to March 31, 2024, and the related notes and the accompanying supplemental schedules.

In our opinion, the accompanying non-consolidated financial statements present fairly, in all material respects, the financial position of the Company as of March 31, 2024, and its financial performance for the year then ended in accordance with accounting principles generally accepted in Japan.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Non-consolidated Financial Statements section of our report. We are independent of the Company in accordance with the provisions of the Code of Professional Ethics in Japan, and we have fulfilled our other ethical responsibilities as auditors. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

The other information comprises the information included in the Business Report and the accompanying supplemental schedules. Management is responsible for the other information. Audit & Supervisory Board members and the Audit & Supervisory Board are responsible for overseeing the Directors' execution of duties relating to the design and operating effectiveness of the controls over the other information.

Our opinion on the non-consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

(TRANSLATION)

In connection with our audit of the non-consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the non-consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Audit & Supervisory Board Members and the Audit & Supervisory Board for the Non-consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the non-consolidated financial statements in accordance with accounting principles generally accepted in Japan, and for such internal control as management determines is necessary to enable the preparation of non-consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the non-consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern in accordance with accounting principles generally accepted in Japan.

Audit & Supervisory Board members and the Audit & Supervisory Board are responsible for overseeing the Directors' execution of duties relating to the design and operating effectiveness of the controls over the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Non-consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the non-consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these non-consolidated financial statements.

As part of an audit in accordance with auditing standards generally accepted in Japan, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the non-consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks. The procedures selected depend on the auditor's judgment. In addition, we obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.
- Obtain, when performing risk assessment procedures, an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the non-consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

(TRANSLATION)

- Evaluate whether the overall presentation and disclosures of the non-consolidated financial statements are in accordance with accounting principles generally accepted in Japan, as well as the overall presentation, structure and content of the non-consolidated financial statements, including the disclosures, and whether the non-consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with Audit & Supervisory Board members and the Audit & Supervisory Board regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide Audit & Supervisory Board members and the Audit & Supervisory Board with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

Interest Required to Be Disclosed by the Certified Public Accountants Act of Japan

Our firm and its designated engagement partners do not have any interest in the Company which is required to be disclosed pursuant to the provisions of the Certified Public Accountants Act of Japan.

Notes to the Readers of Independent Auditor's Report

This is an English translation of the independent auditor's report as required by the Companies Act of Japan for the conveniences of the reader. "The accompanying supplemental schedules" referred to in the "Opinion" section of this English translation are not included in the attached financial documents. In addition, the other information in "the accompanying supplemental schedules" referred to in the "Other Information" section of this English translation is not translated.

Audit Report by Audit and Supervisory Board

Audit Report

The Audit and Supervisory Board, upon deliberation, prepared this audit report regarding the performance of duties of the Directors of T-Gaia Corporation during the 33rd fiscal year from April 1, 2023, to March 31, 2024, based on the audit reports prepared by each Audit and Supervisory Board Member, and hereby reports as follows:

1. Auditing Method Employed by Audit and Supervisory Board Members and the Audit and Supervisory Board and Details Thereof

- (1) The Audit and Supervisory Board established an auditing policy and the assignment of the duties, etc., received from each Audit and Supervisory Board Member reports on the execution of audits and the results thereof and, in addition, received reports on the performance of their duties from the Directors and the Accounting Auditor and, when necessary, requested explanations regarding such reports.
- (2) In accordance with the auditing standards for Audit and Supervisory Board Members established by the Audit and Supervisory Board, and based on the auditing policy and the assignment of duties, etc., each Audit and Supervisory Board Member has taken steps to facilitate communication with the Directors, the internal audit department as well as other employees, and has endeavored to gather information and establish an environment for auditing. Each Audit and Supervisory Board Member has audited in the following manner:
 - (i) Each Audit and Supervisory Board Member attended meetings of the Board of Directors in addition to other important meetings, such as Management Conferences, received from the Directors, employees, and other related persons reports on the performance of their duties, and, when necessary, requested explanations regarding such reports. In addition, each Audit and Supervisory Board Member inspected important decision documents, etc., and examined the business and financial position of the Company at the head office and other major business offices of the Company. With respect to the subsidiaries of the Company, each Audit and Supervisory Board Member has taken steps to facilitate communication with the Directors, Audit and Supervisory Board Members, and other related persons of major subsidiaries and to share information with them and, when necessary, received reports from the subsidiaries regarding their businesses.
 - (ii) In terms of the content of resolutions made by the Board of Directors concerning the establishment of the systems provided for in Article 100, paragraphs 1 and 3 of the Ordinance for Enforcement of the Companies Act to ensure that the performance of duties by the Directors, which are described in the business report, is compliant with the laws and regulations of Japan and with the Company's Articles of Incorporation and other systems to ensure that operation of a joint stock company and the corporate group comprising its subsidiaries will be conducted appropriately, as well as the status of such systems established by such resolutions (internal control system), each Audit and Supervisory Board Member periodically received reports on the status of development and operating situation of such systems from Directors and employees, and, when necessary, requested explanations regarding such reports and expressed their opinion.
 - (iii) The Audit and Supervisory Board Members monitored and examined whether the accounting auditors maintained their independence and performed audits in an appropriate manner. The Audit and Supervisory Board Members received reports from the Accounting Auditor on the performance of their duties and, when necessary, requested explanations regarding those reports. The Audit and Supervisory Board Members also received notification from the Accounting Auditor that they have taken steps to improve the "System for Ensuring Appropriate Execution of the Duties" (as enumerated in each item of Article 131 of the Rules of Corporate Accounting) in compliance with the "Standards for Quality Control of Audit" (adopted by the Business Accounting Deliberation Council), etc. When necessary, the Audit and Supervisory Board Members requested explanations on such notifications.

The Audit and Supervisory Board examined the business report and the supporting schedules, the nonconsolidated financial statements (nonconsolidated balance sheet, nonconsolidated statement of income, nonconsolidated statement of changes in shareholders' equity, and the related notes) and supporting schedules, and the consolidated financial statements (consolidated balance sheet, consolidated statement of income, consolidated statement of changes in shareholders' equity, and the related notes) for the fiscal year under review in accordance with the method mentioned above.

2. Results of Audit

(1) Audit Results on the Business Report, etc.

- (i) In our opinion, the business report and the supporting schedules fairly represent the Company's condition in conformity with the applicable laws and regulations of Japan as well as the Articles of Incorporation of the Company.
- (ii) With respect to the execution of duties by the Directors, we have found no evidence of misconduct or material facts in violation of the applicable laws and regulations of Japan or the Articles of Incorporation of the Company.
- (iii) In our opinion, the content of the resolutions made by the Board of Directors regarding the internal control system is appropriate. Furthermore, we have not found anything to be pointed out on the content described in the business report and the performance of duties of the Directors concerning the internal control system.

(2) Results of Audit of the Nonconsolidated Financial Statements and Supporting Schedules:

In our opinion, the method and results of the audit employed and rendered by Deloitte Touche Tohmatsu LLC, the Accounting Auditor of the Company, are fair and reasonable.

(3) Results of Audit of the Consolidated Financial Statements:

In our opinion, the method and results of the audit employed and rendered by Deloitte Touche Tohmatsu LLC, the Accounting Auditor of the Company, are fair and reasonable.

May 10, 2024

Audit and Supervisory Board, T-Gaia Corporation

Full-Time Audit and Supervisory Board Member Nobuo Oyama (Seal)

Full-Time Audit and Supervisory Board Member Naoya Okutani (Seal)

Corporate Auditor Toshiro Kaba (Seal)

Corporate Auditor Tetsuo Kitagawa (Seal)

Note: Full-Time Audit and Supervisory Board Member, Nobuo Oyama, and Audit and Supervisory Board Member, Toshiro Kaba, and Audit and Supervisory Board Member, Tetsuo Kitagawa, are Outside Audit and Supervisory Board Members as defined in Article 2, Item 16, and Article 335, Paragraph 3, of the Companies Act.