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Securities code: 8089

June 6, 2024

(Commencement date of measures for electronic provision) June 5, 2024

To Shareholders with Voting Rights:

Hironori Tsudo
Representative Director and President
Nice Corporation
4-33-1 Tsurumichuo, Tsurumi-ku,
Yokohama-shi

NOTICE OF THE 75TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

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

We hereby inform you that the 75th Annual General Meeting of Shareholders of Nice Corporation (the “Company”) will be held as described below.

If you are unable to attend the meeting, you may exercise your voting rights in advance via the Internet or in writing (by mail). Please review the “Reference Documents for the General Meeting of Shareholders” (available on the websites mentioned below and on page 3 and thereafter of this notice) to exercise your voting rights no later than 5:00 p.m. on Wednesday, June 26, 2024, Japan time.

- 1. Date and Time:** Thursday, June 27, 2024 at 10:00 a.m. Japan time
2. Place: “George V,” 3rd Floor, YOKOHAMA HOTEL PLUMM
2-9-1 Kitasaiwai, Nishi-ku, Yokohama-shi

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report and Consolidated Financial Statements for the Company’s 75th Fiscal Year (April 1, 2023 to March 31, 2024) and Audit Reports of the Accounting Auditor and the Board of Corporate Auditors regarding the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company’s 75th Fiscal Year (April 1, 2023 to March 31, 2024)

Proposals to be resolved:

- Proposal 1:** Appropriation of Surplus
Proposal 2: Election of Ten (10) Directors
Proposal 3: Election of Two (2) Corporate Auditors

If you attend the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.

In convening this General Meeting of Shareholders, measures for electronic provision will be implemented for the information contained in the Reference Documents for the General Meeting of Shareholders, etc. (matters subject to the measures for electronic provision), which will be posted on the Company's website on the Internet. You are kindly requested to access the following website and check the information.

Company's website

<https://www.nice.co.jp/shareholder/disclosure/> (in Japanese)

In addition to the above, the information is also available on the website of the Tokyo Stock Exchange. Please access the following website, enter and search for the Company's name or securities code, select "Basic information" and "Documents for public inspection/PR information," in that order, and inspect the information posted in "Notice of General Shareholders Meeting/Informational Materials for a General Shareholders Meeting" under "Filed information available for public inspection."

Tokyo Stock Exchange's website (Listed Company Search)

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

The paper copy sent to shareholders also contains the document stating the matters subject to the measures for electronic provision based on request for delivery of document in paper copy, and also includes the Reference Documents for the General Meeting of Shareholders, etc. The following items are excluded in accordance with laws and regulations and Article 19 of the Articles of Incorporation of the Company. Accordingly, the paper copy sent to shareholders is part of the documents audited by Corporate Auditors and Accounting Auditor in preparing the audit report.

"System to Ensure the Appropriateness of Business Operations and the Status of its Implementation"

"Basic Policy for the Control of the Company," "Consolidated Statements of Changes in Equity" and

"Notes to the Consolidated Financial Statements"

"Non-consolidated Statements of Changes in Equity" and "Notes to the Non-consolidated Financial Statements"

If any revisions are made to the matters subject to the measures for electronic provision, revised contents will be posted on the above websites on the Internet.

Any changes to the holding or operation of the General Meeting of Shareholders will be announced on the Company's website (<https://www.nice.co.jp>). You are kindly requested to check the information on this website before attending the meeting.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

The Company proposes the appropriation of surplus as follows.

Matters concerning year-end dividend

With regard to the appropriation of surplus, the Company's basic policy is to pay stable and continuous dividends to shareholders, while taking into consideration capital needs for future growth and strengthening of competitiveness, and other factors.

Based on this policy, the Company proposes to pay the year-end dividend for the 75th fiscal year to shareholders as of March 31, 2024, as follows.

1. Type of dividend property
Cash

2. Matters concerning the allotment of dividend property and the total amount

The Company proposes to pay 40 yen per share of its common stock.

In this case, the total amount of dividends will be 472,050,440 yen.

As a result, the annual dividends will be 60 yen per share, including the interim dividend of 20 yen per share.

3. Effective date of distribution of surplus
June 28, 2024

The Company has made the following changes to its dividend policy for the fiscal year ending March 31, 2025 and thereafter to stabilize and reinforce the return of profits to shareholders, by setting actual results in the previous fiscal year as the lower limit of dividend per share.

The Company's basic policy for dividend is to maintain or increase dividend per share (excluding commemorative dividends, etc.) by introducing progressive dividends to shareholders in line with sustainable growth over the medium to long term, while taking into consideration capital needs for future growth and strengthening of competitiveness, and other factors.

Proposal 2: Election of Ten (10) Directors

The terms of office of all nine (9) Directors will expire at the conclusion of this General Meeting of Shareholders. In order to further strengthen corporate governance structure and increase corporate value, the Company proposes to increase the number of Outside Directors by one (1) and elect ten (10) Directors.

The candidates for Directors are as follows:

No.	Name	Current positions and responsibilities at the Company	Attendance at the Board of Directors meetings
1	Masayuki Sugita [Reappointment]	Director and Chairman of the Board	20/20
2	Hironori Tsudo [Reappointment]	Representative Director and President	16/16
3	Yoichi Haraguchi [Reappointment]	Director and General Manager of Housing Division	20/20
4	Toshihiro Shimizu [Reappointment]	Director and General Manager of Building Materials Division	16/16
5	Hiroshi Tanabe [New appointment]	Senior Executive Officer and General Manager of Administration Division	-/-
6	Shinya Suzuki [Reappointment] [Outside] [Independent]	Outside Director	19/20
7	Takashi Kokubo [Reappointment] [Outside] [Independent]	Outside Director	20/20
8	Kiyohito Hamada [Reappointment] [Outside] [Independent]	Outside Director	20/20
9	Jun Tamura [Reappointment] [Outside] [Independent]	Outside Director	20/20
10	Etsuko Kakehi [New appointment] [Outside] [Independent]	—	-/-

(Note) Attendance for Mr. Hironori Tsudo and Mr. Toshihiro Shimizu is for the Board of Directors meetings held after they assumed office of Directors on June 29, 2023.

No.	Name (Date of birth)	Career summary, positions and responsibilities	Number of shares of the Company held
1	<p>Masayuki Sugita (February 14, 1958)</p> <p>[Reappointment]</p> <p>[Tenure as Director (as of the conclusion of this General Meeting)] 14 years</p> <p>[Attendance at the Board of Directors meetings] 100% (20/20)</p>	<p>April 1983 Joined the Company</p> <p>January 2005 Executive Officer, Building Materials Division, the Company</p> <p>November 2007 Director and Executive Officer; Deputy General Manager of Building Materials Division, Nice Corporation</p> <p>January 2010 Director and Executive Officer; General Manager of Building Materials Division, Nice Corporation</p> <p>June 2010 Director, the Company</p> <p>June 2011 Director and Managing Executive Officer; General Manager of Building Materials Division, Nice Corporation</p> <p>June 2018 Representative Director and President, Nice Corporation</p> <p>May 2019 Representative Director and President, the Company</p> <p>February 2020 Representative Director and President; General Manager of Housing Division, Nice Corporation</p> <p>March 2020 Representative Director and President; General Manager of Housing Division, the Company</p> <p>April 2021 Representative Director and President, the Company</p> <p>December 2022 Representative Director and President; General Manager of Administration Division, the Company</p> <p>June 2023 Representative Director and President, the Company</p> <p>April 2024 Director and Chairman of the Board, the Company (to present)</p> <p>[Significant concurrent positions] None</p>	21,500
<p>[Reason for nomination as candidate for Director] Mr. Masayuki Sugita has demonstrated leadership in the management of the Company and its major subsidiaries over many years, and has extensive experience and track record of working on initiatives to address various management issues. The Company expects that he will continue to govern the Group based on his deep insight, and thus has renominated him as a candidate for Director.</p>			

No.	Name (Date of birth)	Career summary, positions and responsibilities	Number of shares of the Company held
2	<p>Hironori Tsudo (March 27, 1973)</p> <p>[Reappointment]</p> <p>[Tenure as Director (as of the conclusion of this General Meeting)] 1 year</p> <p>[Attendance at the Board of Directors meetings] 100% (16/16)</p>	<p>April 1998 Joined the Company</p> <p>July 2017 Executive Officer; General Manager of Metropolitan Area Block 1, Building Materials Division, Nice Corporation</p> <p>June 2018 Director and Executive Officer; Deputy General Manager of Building Materials Division and General Manager of Metropolitan Area Block 1, Nice Corporation</p> <p>March 2020 Senior Executive Officer; Deputy General Manager of Building Materials Division, the Company</p> <p>March 2023 Senior Executive Officer; Deputy General Manager of Administration Division, the Company</p> <p>June 2023 Director; Deputy General Manager of Administration Division, the Company</p> <p>July 2023 Director; General Manager of Administration Division, the Company</p> <p>April 2024 Representative Director and President, the Company (to present)</p> <p>[Significant concurrent positions] None</p>	7,900
<p>[Reason for nomination as candidate for Director] Mr. Hironori Tsudo has a wealth of experience and achievements in the building materials business division of the Company, and has demonstrated leadership in the Company's management such as overseeing the administration division. The Company expects that he will continue to govern the Group based on his deep insight, and thus has renominated him as a candidate for Director.</p>			

No.	Name (Date of birth)	Career summary, positions and responsibilities	Number of shares of the Company held
3	<p data-bbox="193 353 448 421">Yoichi Haraguchi (November 26, 1961)</p> <p data-bbox="220 454 421 488">[Reappointment]</p> <p data-bbox="193 521 448 651">[Tenure as Director (as of the conclusion of this General Meeting)] 2 years</p> <p data-bbox="209 685 432 815">[Attendance at the Board of Directors meetings] 100% (20/20)</p>	<p data-bbox="470 282 608 309">April 1984</p> <p data-bbox="470 315 592 342">July 2011</p> <p data-bbox="470 416 592 443">June 2013</p> <p data-bbox="470 483 671 510">September 2016</p> <p data-bbox="470 584 592 611">June 2017</p> <p data-bbox="470 618 619 645">March 2020</p> <p data-bbox="470 685 603 712">April 2021</p> <p data-bbox="470 752 592 779">June 2022</p> <p data-bbox="470 831 871 857">[Significant concurrent positions]</p> <p data-bbox="470 864 539 891">None</p> <p data-bbox="692 282 1267 815"> Joined the Company Executive Officer; Executive Manager of Metropolitan Area Sales Department, Housing Division, Nice Corporation Director and Executive Officer; Deputy General Manager of Housing Division, Nice Corporation Director and Managing Executive Officer; Deputy General Manager of Housing Division, Nice Corporation Associate Executive Officer, Nice Corporation Senior Executive Officer; Deputy General Manager of Housing Division, the Company Senior Executive Officer; General Manager of Housing Division, the Company Director; General Manager of Housing Division, the Company (to present) </p>	8,500
<p data-bbox="193 902 783 929">[Reason for nomination as candidate for Director]</p> <p data-bbox="193 936 1465 1032">Mr. Yoichi Haraguchi has extensive experience and track record of overseeing the housing business, and excellent business management skills. The Company has judged that he is capable of reliably demonstrating group governance functions, and thus has renominated him as a candidate for Director.</p>			

No.	Name (Date of birth)	Career summary, positions and responsibilities	Number of shares of the Company held
4	<p>Toshihiro Shimizu (January 11, 1966)</p> <p>[Reappointment]</p> <p>[Tenure as Director (as of the conclusion of this General Meeting)] 1 year</p> <p>[Attendance at the Board of Directors meetings] 100% (16/16)</p>	<p>April 1988 Joined the Company</p> <p>June 2012 Executive Officer; Executive Manager of Metropolitan Area, Building Materials Division, Nice Corporation</p> <p>May 2015 Executive Officer, Nice Corporation</p> <p>September 2017 Director and Executive Officer; Deputy General Manager of Building Materials Division, Nice Corporation</p> <p>June 2019 Associate Executive Officer, Nice Corporation</p> <p>March 2020 Senior Executive Officer; Deputy General Manager of Building Materials Division, the Company</p> <p>June 2023 Director; Deputy General Manager of Building Materials Division, the Company</p> <p>January 2024 Director; General Manager of Building Materials Division, the Company (to present)</p> <p>[Significant concurrent positions] None</p>	7,300
<p>[Reason for nomination as candidate for Director] Mr. Toshihiro Shimizu is capable of demonstrating his strength in the building materials business and has excellent business management skills. For these reasons, the Company has judged that he is capable of reliably demonstrating group governance functions, and thus has renominated him as a candidate for Director.</p>			

No.	Name (Date of birth)	Career summary, positions and responsibilities	Number of shares of the Company held
5	<p>Hiroshi Tanabe (June 17, 1966)</p> <p>[New appointment]</p> <p>[Tenure as Director (as of the conclusion of this General Meeting)] –</p> <p>[Attendance at the Board of Directors meetings] –% (–/–)</p>	<p>April 1990 Joined Nichiei Finance Co., Ltd.</p> <p>November 1996 Transferred to the Company</p> <p>July 2017 Executive Officer; General Manager of General Affairs Department, Management Promotion Division, Nice Corporation</p> <p>September 2017 Manager of Group Human Resources, Group Planning Department, the Company</p> <p>Executive Officer; General Manager of Human Resources Department, Management Promotion Division, Nice Corporation</p> <p>September 2019 Deputy General Manager of Group Management Promotion Division and General Manager of Human Resources Department, the Company</p> <p>January 2020 Deputy General Manager of Administration Division and General Manager of Human Resources Department, the Company</p> <p>March 2020 Executive Officer; Deputy General Manager of Administration Division, the Company</p> <p>June 2022 Director; Deputy General Manager of Administration Division, the Company</p> <p>June 2023 Senior Executive Officer; Deputy General Manager of Administration Division, the Company</p> <p>April 2024 Senior Executive Officer; General Manager of Administration Division, the Company (to present)</p> <p>[Significant concurrent positions] None</p>	6,400
<p>[Reason for nomination as candidate for Director] Mr. Hiroshi Tanabe has been in the administration divisions of the Company for many years and has extensive knowledge and experience, particularly in overseeing the human resources and general affairs divisions, and excellent business management skills. For these reasons, the Company has judged that he is capable of reliably demonstrating group governance functions, and thus has nominated him as a candidate for Director.</p>			

No.	Name (Date of birth)	Career summary, positions and responsibilities	Number of shares of the Company held
6	<p>Shinya Suzuki (June 27, 1957)</p> <p>[Reappointment] [Outside] [Independent]</p> <p>[Tenure as Director (as of the conclusion of this General Meeting)] 7 years</p> <p>[Attendance at the Board of Directors meetings] 95% (19/20)</p>	<p>April 1981 Joined the Forestry Agency</p> <p>April 2004 Head of Special Forest Products Office, Forestry Management Improvement Division, Forestry Agency</p> <p>July 2008 Director of Wood Industry Division, Forestry Agency</p> <p>July 2010 Director of National Forest Planning Division, Forestry Agency</p> <p>July 2012 Director of Chubu Regional Forest Office, Forestry Agency</p> <p>April 2014 Director, Forestry and Forest Products Research Institute</p> <p>July 2016 President, North Japan Wood Material Distribution Cooperative (to present)</p> <p>June 2017 Outside Director, the Company (to present)</p> <p>[Significant concurrent positions] President, North Japan Wood Material Distribution Cooperative</p>	-
<p>[Reason for nomination as candidate for Outside Director and overview of expected roles] Mr. Shinya Suzuki has been involved in forestry policies for many years and has expertise and experience in this area. The Company expects that he will fully contribute to strengthening the Company's corporate governance system and increasing corporate value based on such knowledge. Although he has never been involved in corporate management other than serving as an outside director or outside corporate auditor in the past, the Company has judged that he will be capable of appropriately performing his duties as an Outside Director, and thus has renominated him as a candidate for Outside Director for the above reasons.</p>			

No.	Name (Date of birth)	Career summary, positions and responsibilities	Number of shares of the Company held
7	<p>Takashi Kokubo (January 18, 1974)</p> <p>[Reappointment] [Outside] [Independent]</p> <p>[Tenure as Director (as of the conclusion of this General Meeting)] 5 years</p> <p>[Attendance at the Board of Directors meetings] 100% (20/20)</p>	<p>October 2000 Registered as an attorney at law Joined Nishimura & Partners (currently Nishimura & Asahi Foreign Law Joint Enterprise)</p> <p>March 2014 Established Kokubo Law Office</p> <p>January 2017 Outside Director (Audit and Supervisory Committee Member), AOI TYO Holdings Inc. (currently KANAMEL Inc.)</p> <p>January 2017 Outside Director, AZoom Co., Ltd. (to present)</p> <p>March 2017 Representative Member, Kokubo Law Office (to present)</p> <p>June 2019 Outside Director, the Company (to present)</p> <p>June 2020 External Auditor, Oisix ra daichi Inc. (to present)</p> <p>June 2023 Outside Corporate Auditor, TalentX Inc. (to present)</p> <p>[Significant concurrent positions] Representative Member, Kokubo Law Office Outside Director, AZoom Co., Ltd. External Auditor, Oisix ra daichi Inc. Outside Corporate Auditor, TalentX Inc.</p>	-
<p>[Reason for nomination as candidate for Outside Director and overview of expected roles] As an attorney at law, Mr. Takashi Kokubo has consistently specialized in corporate legal affairs, including corporate governance, M&A, and fund procurement, and has a wealth of experience and insight in these areas. The Company expects that he will fully contribute to strengthening the Company's corporate governance system and increasing corporate value based on such knowledge, and thus has renominated him as a candidate for Outside Director.</p>			

No.	Name (Date of birth)	Career summary, positions and responsibilities	Number of shares of the Company held
8	<p>Kiyohito Hamada (November 30, 1957)</p> <p>[Reappointment] [Outside] [Independent]</p> <p>[Tenure as Director (as of the conclusion of this General Meeting)] 5 years</p> <p>[Attendance at the Board of Directors meetings] 100% (20/20)</p>	<p>October 1985 Joined Sanwa Audit Corporation (currently Deloitte Touche Tohmatsu LLC)</p> <p>April 1989 Registered as a certified public accountant</p> <p>February 1998 Registered as a certified tax accountant</p> <p>April 1998 Partner, Yotsubasogo Accounting Office (to present)</p> <p>June 2007 Outside Corporate Auditor, KITO CORPORATION</p> <p>March 2014 Outside Corporate Auditor, Medical Data Vision Co., Ltd. (to present)</p> <p>September 2016 Outside Member of the Audit and Supervisory Board, SOU Inc. (currently Valuence Holdings Inc.)</p> <p>September 2017 Outside Board Director, Convano Inc.</p> <p>June 2019 Outside Director, the Company (to present)</p> <p>November 2019 Outside Director (Member of the Audit and Supervisory Committee), SOU Inc. (currently Valuence Holdings Inc.)</p> <p>[Significant concurrent positions] Partner, Yotsubasogo Accounting Office Outside Corporate Auditor, Medical Data Vision Co., Ltd.</p>	-
<p>[Reason for nomination as candidate for Outside Director and overview of expected roles] Mr. Kiyohito Hamada has a wealth of experience and broad insight developed through his duties as a certified public accountant and tax accountant. The Company expects that he will fully contribute to strengthening the Company's corporate governance system and increasing corporate value based on such knowledge, and thus has renominated him as a candidate for Outside Director.</p>			

No.	Name (Date of birth)	Career summary, positions and responsibilities	Number of shares of the Company held
9	<p>Jun Tamura (April 17, 1950)</p> <p>[Reappointment] [Outside] [Independent]</p> <p>[Tenure as Director (as of the conclusion of this General Meeting)] 4 years</p> <p>[Attendance at the Board of Directors meetings] 100% (20/20)</p>	<p>April 1973 Joined Kirin Brewery Company, Limited (currently Kirin Holdings Company, Limited)</p> <p>September 1995 General Manager of Kochi Branch, Kirin Brewery Company, Limited</p> <p>March 2004 Executive Officer; General Manager of Chubu Regional Head Office, Kirin Brewery Company, Limited</p> <p>March 2007 Senior Executive Officer; General Manager of Sales Division, Kirin Brewery Company, Limited</p> <p>June 2007 Representative Director and Vice President; General Manager of Sales Division, Kirin Brewery Company, Limited</p> <p>November 2015 Outside Corporate Auditor, DAISYO CORPORATION (to present)</p> <p>May 2018 Representative Director, 100-Year Planning Co., Ltd. (to present)</p> <p>June 2020 Outside Director, the Company (to present)</p> <p>[Significant concurrent positions] Representative Director, 100-Year Planning Co., Ltd. Outside Corporate Auditor, DAISYO CORPORATION</p>	-
<p>[Reason for nomination as candidate for Outside Director and overview of expected roles] Mr. Jun Tamura has a wealth of experience and insight in overall management, such as serving as a representative director in a leading private company, writing books, and providing lectures to companies and other organizations. The Company expects that he will fully contribute to strengthening the Company's corporate governance system and increasing corporate value based on such knowledge, and thus has renominated him as a candidate for Outside Director.</p>			

No.	Name (Date of birth)	Career summary, positions and responsibilities	Number of shares of the Company held
10	<p>Etsuko Kakehi (February 5, 1957)</p> <p>[New appointment] [Outside] [Independent]</p> <p>[Tenure as Director (as of the conclusion of this General Meeting)] – years</p> <p>[Attendance at the Board of Directors meetings] –% (–/–)</p>	<p>June 1982 Joined IBM Japan Ltd. January 2002 General Manager of Process & IT Planning Department, Services Division, IBM Japan Ltd. December 2010 Director, IBM Japan Staff Operations Co., Ltd. April 2013 Director in charge of CIO Services Japan, IBM Japan Ltd. September 2017 Advisor, DATALIVE CORPORATION (to present) December 2018 Outside Director, AVISTO Co., Ltd. June 2023 Outside Director, NIHON DEMPA KOGYO CO., LTD. (to present)</p> <p>[Significant concurrent positions] Advisor, DATALIVE CORPORATION Outside Director, NIHON DEMPA KOGYO CO., LTD.</p>	–
<p>[Reason for nomination as candidate for Outside Director and overview of expected roles] Ms. Etsuko Kakehi has been in the IT industry for many years and has a wealth of experience and broad insight in IT and DX, personnel and labor affairs, and diversity. The Company expects that she will fully contribute to strengthening the Company’s corporate governance system, increasing corporate value, and working on initiatives to promote the advancement of women based on such knowledge, and thus has nominated her as a candidate for Outside Director.</p>			

- (Notes)
1. On October 1, 2007, the Company transitioned to a holding company structure and changed its trade name to Nice Holdings, Inc. on the same day. “Nice Corporation” from October 2007 to March 2020 (“former Nice Corporation”) in the table is a wholly-owned operating subsidiary of the Company that succeeded to the rights and obligations related to the Company’s business when the Company transitioned to a holding company structure.
 2. On March 31, 2020, the Company absorbed and merged former Nice Corporation, and changed its trade name from Nice Holdings, Inc. to Nice Corporation.
 3. There are no special interests between each candidate for Director and the Company.
 4. Mr. Hiroshi Tanabe and Ms. Etsuko Kakehi are newly appointed candidates for Directors.
 5. Mr. Shinya Suzuki, Mr. Takashi Kokubo, Mr. Kiyohito Hamada, Mr. Jun Tamura, and Ms. Etsuko Kakehi are candidates for Outside Directors.
 6. Mr. Shinya Suzuki, Mr. Takashi Kokubo, Mr. Kiyohito Hamada, and Mr. Jun Tamura are currently Outside Directors of the Company and Mr. Shinya Suzuki will have served as such for seven (7) years, Mr. Takashi Kokubo and Mr. Kiyohito Hamada for five (5) years, and Mr. Jun Tamura for four (4) years as of the conclusion of this General Meeting.
 7. The Company has concluded an agreement with Mr. Shinya Suzuki, Mr. Takashi Kokubo, Mr. Kiyohito Hamada, and Mr. Jun Tamura to limit their liability for damages provided for in Article 423, Paragraph 1 of the Companies Act to the amount stipulated in Article 425, Paragraph 1 of the same Act. If each of them is reelected, the Company plans to continue said agreement. If the election of Ms. Etsuko Kakehi is approved, the Company plans to enter into the same agreement with her.
 8. The Company has concluded a directors and officers liability insurance agreement with an insurance company stipulated in Article 430-3, Paragraph 1 of the Companies Act to enable the insured to fully perform his/her expected roles. Under the insurance agreement, damages, legal costs, etc. that may be incurred by the insured due to claims for damages by the Company, shareholders, employees, or other third parties, being filed arising due to acts (including omissions) taken by the insured in performing his/her duties as officers of the Company. However, the Company has taken measures to ensure the appropriateness of the execution of duties by officers by excluding coverage for liability damages, etc. arising from the officer’s criminal acts as bribery or intentional fraudulent acts. Directors, Corporate Auditors, and Executive Officers of the Company and its subsidiaries are insured under this insurance agreement, and the insurance premiums for all insureds are fully borne by the Company, including riders. If each of candidates for Directors is elected and assumes office, he/she will be included in the insured of this insurance agreement. The Company plans to renew the insurance agreement with the same details during their terms of office.
 9. The Company has notified the Tokyo Stock Exchange of Mr. Shinya Suzuki, Mr. Takashi Kokubo, Mr. Kiyohito Hamada, and Mr. Jun Tamura as independent officers pursuant to the regulations of the Exchange, and they will continue to serve as independent officers if each of them is reelected. If the election of Ms. Etsuko Kakehi is approved, the Company plans to notify the Exchange of her as an independent officer.

Proposal 3: Election of Two (2) Corporate Auditors

The terms of office of Corporate Auditors Kosuke Suzuki and Tamaki Shibayama will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the election of two (2) Corporate Auditors is proposed.

The Board of Corporate Auditors has previously given its approval to this proposal.

The candidates for Corporate Auditors are as follows:

No.	Name (Date of birth)	Career summary and positions	Number of shares of the Company held
1	Kosuke Suzuki (April 26, 1976) [Reappointment] [Outside] [Independent] [Tenure as Corporate Auditor Auditor (as of the conclusion of this General Meeting)] 4 years [Attendance at the Board of Directors meetings] 100% (20/20)	April 1999 Joined TOKAI CORPORATION December 2005 Joined Ernst & Young ShinNihon LLC April 2011 Registered as a certified public accountant October 2018 Joined Cool Japan Fund Inc. August 2019 Established Kosuke Suzuki Certified Public Accountant Office (to present) June 2020 Outside Corporate Auditor, the Company (to present) [Significant concurrent positions] None	-
[Reason for nomination as candidate for Outside Corporate Auditor] The Company has renominated Mr. Kosuke Suzuki as a candidate for Outside Corporate Auditor because it expects him to reflect his extensive experience at an auditing firm and expertise as a certified public accountant in the auditing of the Company. Although he has no experience in being directly involved in corporate management, the Company has judged that he will be capable of appropriately performing his duties as an Outside Corporate Auditor for the above reasons.			

No.	Name (Date of birth)	Career summary and positions	Number of shares of the Company held
2	<p>Tamaki Shibayama (November 28, 1959)</p> <p>[Reappointment] [Outside] [Independent]</p> <p>[Tenure as Corporate Auditor (as of the conclusion of this General Meeting)] 4 years</p> <p>[Attendance at the Board of Directors meetings] 100% (20/20)</p>	<p>April 1982 Joined the Japan Chamber of Commerce and Industry</p> <p>October 1986 Joined Daiwa Securities Co., Ltd.</p> <p>April 2002 General Manager of Public Offering Underwriting Department, Daiwa Securities SMBC Co., Ltd. (currently Daiwa Securities Co., Ltd.)</p> <p>April 2007 General Manager of Osaka Public Offering Underwriting Department, Daiwa Securities SMBC Co., Ltd.</p> <p>April 2009 General Manager of Underwriting Department, Daiwa Securities SMBC Co., Ltd.</p> <p>October 2010 General Manager of Corporate Auditor's Office, Daiwa Securities Capital Markets Co. Ltd. (currently Daiwa Securities Co., Ltd.)</p> <p>April 2011 General Manager of Corporate Clients Banking Department (VII), Daiwa Securities Capital Markets Co., Ltd.</p> <p>April 2015 Full-time Auditor, Daiwa Real Estate Asset Management Co., Ltd.</p> <p>April 2015 Auditor, Daiwa Investor Relations Co., Ltd.</p> <p>April 2015 Corporate Auditor, Daiwa Fund Consulting Co., Ltd.</p> <p>June 2020 Outside Corporate Auditor, the Company (to present)</p> <p>September 2020 Full-time Corporate Auditor, AIQ Inc. (to present)</p> <p>[Significant concurrent positions] Full-time Corporate Auditor, AIQ Inc.</p>	—
<p>[Reason for nomination as candidate for Outside Corporate Auditor] The Company has renominated Mr. Tamaki Shibayama as a candidate for Outside Corporate Auditor because it expects him to reflect his achievements at financial institutions and extensive experience as corporate auditor in the auditing of the Company. As he has abundant know-how and skills required for auditing, the Company has judged that he will be capable of appropriately performing his duties as an Outside Corporate Auditor.</p>			

- (Notes)
1. There are no special interests between each candidate for Corporate Auditor and the Company.
 2. Mr. Kosuke Suzuki and Mr. Tamaki Shibayama are candidates for Outside Corporate Auditors.
 3. Mr. Kosuke Suzuki and Mr. Tamaki Shibayama are currently Outside Corporate Auditors of the Company and will have served as such for four (4) years as of the conclusion of this General Meeting.
 4. The Company has concluded an agreement with Mr. Kosuke Suzuki and Mr. Tamaki Shibayama to limit their liability for damages provided for in Article 423, Paragraph 1 of the Companies Act to the amount stipulated in Article 425, Paragraph 1 of the same Act. If each of them is reelected, the Company plans to continue said agreement.
 5. The Company has concluded a directors and officers liability insurance agreement with an insurance company stipulated in Article 430-3, Paragraph 1 of the Companies Act to enable the insured to fully perform his/her expected roles. Under the insurance agreement, damages, legal costs, etc. that may be incurred by the insured due to claims for damages by the Company, shareholders, employees, or other third parties, being filed arising due to acts (including omissions) taken by the insured in performing his/her duties as officers of the Company. However, the Company has taken measures to ensure the appropriateness of the execution of duties by officers by excluding coverage for liability damages, etc. arising from the officer's criminal acts as bribery or intentional fraudulent acts. Directors, Corporate Auditors, and Executive Officers of the Company and its subsidiaries are insured under this insurance agreement, and the insurance premiums for all insureds are fully borne by the Company, including riders. If each of candidates for Corporate Auditors is elected and assumes office, he/she will be included in the insured of this insurance agreement. The Company plans to renew the insurance agreement with the same details during their terms of office.
 6. The Company has notified the Tokyo Stock Exchange of Mr. Kosuke Suzuki and Mr. Tamaki Shibayama as independent officers pursuant to the regulations of the Exchange, and they will continue to serve as independent officers if they are reelected.

<Reference> Skill Matrix

The skill matrix of Directors and Corporate Auditors, if Proposal 2 and Proposal 3 are approved, will be as follows:

Name	Age	Positions	Expected skills, etc.						
			Business management	Strategy planning	Business knowledge	Finance/Accounting	Legal affairs/Risk management	DX/IT	Sustainability/ESG
Masayuki Sugita	66	Director	○	○	○				○
Hironori Tsudo	51	Director	○	○	○	○			○
Yoichi Haraguchi	62	Director	○	○	○				
Toshihiro Shimizu	58	Director	○	○	○				○
Hiroshi Tanabe	58	Director	○	○	○		○		
Shinya Suzuki	67	Outside Director	○	○	○				○
Takashi Kokubo	50	Outside Director	○				○		○
Kiyohito Hamada	66	Outside Director	○			○		○	
Jun Tamura	74	Outside Director	○	○					○
Etsuko Kakehi	67	Outside Director						○	
Takashi Mori	56	Full-time Corporate Auditor	○	○	○	○			
Kosuke Suzuki	48	Outside Corporate Auditor			○	○			
Hidenori Nakagawa	56	Outside Corporate Auditor		○			○	○	
Mikiharu Noma	49	Outside Corporate Auditor	○	○		○			○
Tamaki Shibayama	64	Outside Corporate Auditor	○	○					

- (Notes) 1. Ages and positions are as of the conclusion of the Annual General Meeting of Shareholders on June 27, 2024.
2. The above does not include all specializations and knowledge held by Directors and Corporate Auditors.