

*TRANSLATION: This is an English translation of the Japanese original, prepared only for the convenience of shareholders residing outside Japan. Please note that the notes to the financial statements are abbreviated in this translation. The original Japanese version will prevail should there be any difference in the meaning between the English version and the Japanese version. ELECTRIC POWER DEVELOPMENT CO., LTD. does not guarantee the accuracy and/or the completeness of the translation and shall have no liability for any errors or omissions therein. Names of laws of Japan herein are based on those designated in the “Japanese Law Translation Database System,” a website managed by the Ministry of Justice of Japan.*



June 6, 2024

Dear Shareholder:

Hitoshi Kanno  
Representative Director President and Chief Executive Officer  
Electric Power Development Co., Ltd. (J-POWER)  
15-1, Ginza 6-chome, Chuo-ku, Tokyo  
(Securities code: 9513)

### **Notice of the 72nd Ordinary General Meeting of Shareholders**

For this General Meeting of Shareholders, the Company provides materials electronically and posts matters subject to the electronic provision measures on the Company’s website below as part of the Notice of the 72nd Ordinary General Meeting of Shareholders and the Other Matters Subject to Electronic Provision Measures for the 72nd Ordinary General Meeting of Shareholders (Matters Excluded from Paper-Based Documents to be Delivered to Shareholders).

- [The Company website]  
<https://www.jpowers.co.jp/english/ir/stock/meeting.html>

In addition to the website shown above, the Company also has posted this information on the following websites:

- [The Tokyo Stock Exchange (TSE) website]  
<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

Please access the website above, enter the company name (Electric Power Development) or securities code (9513), and click on “Search” to find search results. Then, click on “Basic information” and “Documents for public inspection/PR information” in this order to find necessary information.

- [Website for General Meeting of Shareholders materials]  
<https://d.sokai.jp/9513/teiji/>

If you are unable to attend the meeting, you may exercise your voting rights via the Internet or in writing by mail. We request you to exercise your voting rights by 5:30 p.m. on Tuesday, June 25, 2024.

Please refer to the Guide to Exercising Voting Rights via the Internet, etc. or by Mail on pages 5 to 6 for details on how to exercise your voting rights.

**1. Date & Time:** 10:00 a.m., Wednesday, June 26, 2024 (Reception desk will open at 9 a.m.)

**2. Place:** Ho-Oh-No-Ma, 2F, Tokyo Prince Hotel  
3-1, Shiba-koen 3-chome, Minato-ku, Tokyo

**3. Agenda:**

**Matters to be reported:**

1. Business Report and Consolidated Financial Statements for the 72nd fiscal year (from April 1, 2023 to March 31, 2024), in addition to reports on the audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Committee
2. Non-consolidated Financial Statements for the 72nd fiscal year (from April 1, 2023 to March 31, 2024)

**Matters to be resolved:**

- Proposal 1.** Appropriation of Surplus
- Proposal 2.** Election of Twelve (12) Directors (Excluding Directors Serving as Audit & Supervisory Committee Members)
- Proposal 3.** Election of Four (4) Directors Serving as Audit & Supervisory Committee Members

Matters Excluded from Paper-based Documents Delivered to Shareholders

Among the matters subject to the electronic provision measures, the following matters are excluded, in accordance with the provisions of laws and regulations and the Articles of Incorporation of the Company, from the paper-based documents to be delivered to the shareholders who made a request for delivery of paper-based documents.

In addition, the Audit & Supervisory Committee and Accounting Auditors have audited the documents including the following matters.

- (i) “Corporate Structure and Policies” in the Business Report
  - (ii) Consolidated Statement of Changes in Equity and Notes to Consolidated Financial Statements in the Consolidated Financial Statements
  - (iii) Statement of Changes in Equity and Notes to Non-consolidated Financial Statements in the Non-consolidated Financial Statements
- If any revisions are made to matters subject to the electronic provision measures, a notice to that effect and the matters before and after the revision will be posted on the respective websites where the matters are posted.

## Live Streaming and Other Information

- As a reference for your exercising voting rights, we will upload a video presentation by the President to the Internet in advance of the General Meeting of Shareholders. Please watch the video for your reference and consider exercising your voting rights in advance via the Internet, etc., or in writing by mail.
- You may submit questions regarding the Agenda of the General Meeting of Shareholders via the Internet in advance.
- We plan to live stream the General Meeting of Shareholders via the Internet, which can be accessed only by shareholders of the Company. Please note that the live stream is for viewing purposes only, therefore you cannot exercise voting rights or ask questions via the live stream.
- For details on the video presentation, our acceptance of questions in advance via the Internet and the live stream of the General Meeting of Shareholders, please refer to the enclosed “Information on the 72nd Ordinary General Meeting of Shareholders.” These services may not be available depending on the device used by shareholders and the network environment. Shareholders are responsible for communication charges when using these services.
- If you are attending in person, please present the enclosed Voting Form to the reception desk upon your arrival. If you wish to attend by proxy, you may vote by appointing a proxy who is a shareholder of the Company entitled to vote (or if the shareholder is a corporation, an employee of the corporation). Please have your proxy submit a written document (a power of attorney, etc.) certifying the authority of proxy to the reception desk.

Any announcements regarding the General Meeting of Shareholders will be posted on the Company website.

The Company website “Investor Relations Shareholders Meeting” page:  
<https://www.jpowers.co.jp/english/ir/stock/meeting.html>

## Guide to Exercising Voting Rights via the Internet, etc. or by Mail

### 1. Voting via the Internet, etc.

Voting deadline: Vote must be casted by 5:30 p.m. on Tuesday, June 25, 2024

### 2. Voting in Writing (by mail)

Voting deadline: Voting Form must reach the Company by 5:30 p.m. on Tuesday, June 25, 2024

Please indicate your vote for or against each of the proposals on the enclosed Voting Form and return the Form to us without putting a stamp.

#### How to indicate your vote

Please indicate your vote for or against each of the proposals according to below.

#### Proposal 1

- ▶Vote for: Circle “贊” mark
- ▶Vote against: Circle “否” mark

#### Proposal 2 and 3

- ▶Vote for all candidates: Circle “贊” mark
- ▶Vote against all candidates: Circle “否” mark
- ▶Vote against only some of the candidates: Circle “贊” mark and enter the Candidate Number to vote against

#### Please note:

- If you do not indicate your vote for or against each of the proposals on the Voting Form returned to us, we will treat your vote as a vote for the proposal.
- If you cast multiple votes both via the Internet, etc., or in writing by mail, the vote submitted via the Internet, etc., shall be deemed valid.
- If you vote more than once via the Internet, etc., the vote submitted last shall be deemed valid.
- Depending on the Internet environment of your devices such as computer, smartphone or mobile phone, the voting website may be unavailable for access.

## Exercising Voting Rights via the Internet, etc.

### **Voting via Smart Vote (by scanning the QR Code)**

You can log into the voting website without entering your voting code or password.

- (1) Please scan the QR Code printed on the lower right of the Voting Form.

\* QR Code is a registered trademark of DENSO WAVE INCORPORATED.

- (2) Please cast your vote by following the instructions on the screen.

**<You can vote via Smart Vote only once.>**

If you wish to change your vote, please scan again the QR Code, enter your voting code and password and vote again.

### **Voting by entering your voting code and password**

Voting website: <a href="https://www.web54.net">https://www.web54.net</a>
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- (1) Please access the voting website.  
Click "Next."
- (2) Enter the voting code printed on the Voting Form.  
Click "Login" after entering the voting code.
- (3) Change your password by entering the password printed on the Voting Form and a new password you want to set.
- (4) Please indicate your vote for or against each of the proposals by following the instructions on the screen.

### **Handling of your voting code and password**

- (1) The voting code printed on the Voting Form is valid only for this General Meeting of Shareholders.
- (2) Your password is important information used to verify that the voter is the shareholder himself/herself.  
Please handle it with care just as your seal or security code.
- (3) If you fail to enter the correct password more than a certain number of times, your password will be rendered unusable. If you would like your password to be re-issued, please follow the guidance on the screen.

**For institutional investors:**

Institutional investors may exercise voting rights by electronic means, using the Electric Voting Platform operated by ICJ.

**For Inquiries relating to voting via the Internet, please contact:**

Sumitomo Mitsui Trust Bank, Limited

Dedicated line for stock transfer agency web-support: 0120-652-031

Operating hours: 9:00 a.m. to 9:00 p.m.

## REFERENCE MATERIALS FOR THE GENERAL MEETING OF SHAREHOLDERS

### Proposals and Reference Information

#### Proposal 1: Appropriation of Surplus

The most notable feature of the Company's business model is to gain investment returns from the long-term operation of power plants and other infrastructure based on the Company's long-standing operational capability, which includes the construction of power plants and the like.

Taking into account factors such as the level of profit, earnings forecasts, and financial condition, the Company strives to enhance stable and continuous returns to shareholders in line with a consolidated pay-out ratio of 30%, except for fluctuations due to short-term factors.

For the fiscal year under review, our efforts to improve profit levels in Japan and overseas have paid off. As a result, consolidated ordinary income reached 118.5 billion yen, exceeding the ordinary income of 90 billion yen set in our Medium-Term Management Plan. Accordingly, the Company proposes to pay the year-end dividend of 55 yen per share for the fiscal year under review. As the Company has already paid an interim dividend of 45 yen per share in November last year, the Company proposes an annual dividend of 100 yen per share.

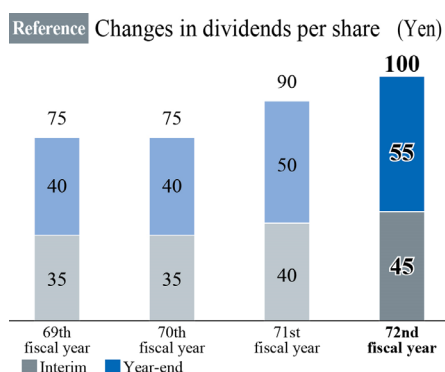
The Company also proposes other items relating to the appropriation of surplus as follows.

#### 1. Items relating to the year-end dividend:

<b>Type of dividend assets</b>	Cash
<b>Distribution of dividends</b>	55 yen per share of common stock of the Company Total amount: 10,067,617,725 yen
<b>Effective date of the distribution</b>	Thursday, June 27, 2024

#### 2. Other items relating to the appropriation of surplus:

<b>Increased surplus</b>	General reserve	20,000,000,000 yen
<b>Decreased surplus</b>	Retained earnings brought forward	20,000,000,000 yen



## Proposal 2: Election of Twelve (12) Directors (Excluding Directors Serving as Audit & Supervisory Committee Members)

The term of office for all twelve (12) Directors (excluding Directors serving as Audit & Supervisory Committee Members. The same shall apply hereinafter in this proposal.) will expire at the end of this meeting. Accordingly, the Company proposes to elect twelve (12) Directors.


This proposal was deliberated by the Nomination and Compensation Committee, whose chairperson and majority of members are independent officers. With regard to this proposal, the Audit & Supervisory Committee has expressed the opinion that there are no particular matters to be pointed out.



The details of the candidates for Directors are given on pages 10 through 19.



Candidate Number	Name	Current Positions at the Company
1	Reappointment Toshifumi Watanabe	<b>Representative Director Chairman</b> Company-wide compliance
2	Reappointment Hitoshi Kanno	<b>Representative Director President and Chief Executive Officer</b> ESG oversight
3	Reappointment Yoshikazu Shimada	<b>Director and Executive Vice President</b> General operations, Department Director of Renewable Energy (delegation of administrative works), Labor & Plant Safety Management Dept., Civil & Architectural Engineering Dept., Digital Innovation and International Business (matters under special assignment)
4	Reappointment Osamu Hagiwara	<b>Director and Executive Vice President</b> General operations, Department Director of Nuclear Power Business (delegation of administrative works)
5	Reappointment Hiroshi Sasatsu	<b>Director and Executive Vice President</b> General operations, Thermal Energy & Value Creation Dept., Research & Development Dept., International Business and Hydrogen/CCS Business Development (matters under special assignment)
6	Reappointment Isshuu Kurata	<b>Director and Executive Vice President</b> General operations, Department Director of Energy Business (delegation of administrative works), Department Deputy Director of Nuclear Power Business (delegation of administrative works), Accounting & Finance Dept., General Affairs Dept., Siting & Environment Dept., Procurement Dept.
7	Reappointment Ryoji Sekine	<b>Director and Executive Managing Officer</b> Department Director of International Business (delegation of administrative works), International Business Management Dept., International Business Development Dept.
8	Reappointment Takaya Nomura	<b>Director and Executive Managing Officer</b> Department Deputy Director of Renewable Energy (delegation of administrative works), Digital Innovation Dept., Hydropower Dept., International Business (matters under special assignment)





9	New Appointment			Hideaki Kato	<b>Executive Managing Officer</b> Corporate Planning & Administration Dept., Accounting & Finance Dept., Procurement Dept., ESG (relevant matters), Hydrogen/CCS Business Development (matters under special assignment)
10	Reappointment	Outside Director	Independent Director	Tomonori Ito	Outside Director
11	Reappointment	Outside Director	Independent Director	John Buchanan	Outside Director
12	Reappointment	Outside Director	Independent Director	Takashi Yokomizo	Outside Director



Candidate Number	Name (Date of Birth)	Brief Personal History and Position at the Company	Number of Shares of the Company Held
1 Reappointment	 Toshifumi Watanabe (March 10, 1955) Attendance at Board of Directors meetings: 100% (13/13)	April 1977    Joined the Company April 2002    Department Director of Corporate Planning & Administration Dept. and Office Director of Privatization Office, Corporate Planning & Administration Dept. October 2002    Department Director of Corporate Planning & Administration Dept. and Office Director of Privatization Office, Corporate Planning & Administration Dept. (Japanese name changed; English name unchanged) June 2004    Department Director of Corporate Planning & Administration Dept. June 2006    Director June 2009    Executive Managing Director June 2012    Director and Executive Managing Officer June 2013    Executive Vice President and Representative Director June 2016    President and Representative Director April 2019    Representative Director President and Chief Executive Officer June 2023 <b>Representative Director Chairman (current position)</b> <Major Concurrent Positions> None	33,919 shares (4,719 shares)
<b>Reasons for Nomination as Candidate for Director</b> Mr. Toshifumi Watanabe is well-versed in overall business operations of the Company with abundant business experience he acquired through his assignments in planning, secretarial affairs & public relations, accounting & finance, personnel & employee relations, general affairs, siting & environment, and other departments since joining the Company, and has highly specialized expertise. In addition, he is highly experienced in business execution through his service as Director, Executive Managing Director, Executive Vice President and Director, President and Director, Director President and Chief Executive Officer, and Director Chairman. For this career, he possesses distinguished knowledge and capability of addressing various management issues sought in a Director, and the Company has therefore nominated him as a candidate to serve as Director.			


Candidate Number	Name (Date of Birth)	Brief Personal History and Position at the Company	Number of Shares of the Company Held
2 Reappointment	 Hitoshi Kanno (April 19, 1961)  Attendance at Board of Directors meetings: 100% (13/13)	April 1984    Joined the Company January 2011    Department Director of Business Planning Dept. June 2015    Executive Officer, Department Director of Business Planning Dept. October 2015    Executive Officer, Department Director of Power Business Planning & Development Dept. June 2016    Executive Officer, Department Director of Corporate Planning & Administration Dept. June 2017    Executive Managing Officer June 2019    Director and Executive Managing Officer April 2022    Director and Executive Vice President April 2023    Representative Director and Executive Vice President June 2023 <b>Representative Director President and Chief Executive Officer (current position)</b> <b>&lt;Major Concurrent Positions&gt; None</b>	24,116 shares (4,416 shares)
<b>Reasons for Nomination as Candidate for Director</b> Mr. Hitoshi Kanno is well-versed in overall business operations of the Company with abundant business experience he acquired through his assignments in the departments of planning, general affairs, siting & environment, sales, and accounting & finance since joining the Company, and has highly specialized expertise. In addition, he is highly experienced in business execution through his service as Director and Executive Managing Officer, Director and Executive Vice President, and Director President and Chief Executive Officer while also serving as Department Director of Energy Business and Department Deputy Director of Nuclear Power Business. For this career, he possesses distinguished knowledge and capability of addressing various management issues sought in a Director, and the Company has therefore nominated him as a candidate to serve as Director.			
3 Reappointment	 Yoshikazu Shimada (May 16, 1957)  Attendance at Board of Directors meetings: 100% (13/13)	April 1982    Joined the Company June 2012    Department Director of Civil & Architectural Engineering Dept. June 2015    Executive Officer, Department Director of Civil & Architectural Engineering Dept. June 2017    Executive Managing Officer June 2020    Director and Executive Managing Officer April 2023 <b>Director and Executive Vice President (current position)</b> <b>&lt;Major Concurrent Positions&gt; None</b>	19,957 shares (3,337 shares)
<b>Reasons for Nomination as Candidate for Director</b> Mr. Yoshikazu Shimada is well-versed in overall business operations of the Company with abundant business experience he acquired through his assignments in the departments of civil engineering, wind power business, international business, hydroelectric power engineering, and digital innovation since joining the Company, and has highly specialized expertise. In addition, he is highly experienced in business execution through his service as Director and Executive Managing Officer, and Director and Executive Vice President, while also serving as Department Director of Renewable Energy. For this career, he possesses distinguished knowledge and capability of addressing various management issues sought in a Director, and the Company has therefore nominated him as a candidate to serve as Director.			

Candidate Number	Name (Date of Birth)	Brief Personal History and Position at the Company	Number of Shares of the Company Held
4 <u>Reappointment</u>	 Osamu Hagiwara (December 11, 1960)  Attendance at Board of Directors meetings: 85% (11/13)	April 1984    Joined the Company June 2016    Office Director of Ohma Nuclear Power Station Construction Office, Ohma General Management Dept. June 2018    Executive Officer, Office Director of Ohma Nuclear Power Station Construction Office, Ohma General Management Dept. April 2019    Executive Officer April 2020    Executive Managing Officer June 2022 <b>Director and Executive Vice President (current position)</b>  <b>&lt;Major Concurrent Positions&gt;</b> None	14,554 shares (3,754 shares)
<b>Reasons for Nomination as Candidate for Director</b> Mr. Osamu Hagiwara is well-versed in overall business operations of the Company with abundant business experience he acquired through his assignments in the departments of planning and nuclear power since joining the Company, and has highly specialized expertise. In addition, he is highly experienced in business execution through his service as Executive Managing Officer, and Director and Executive Vice President while also serving as Department Deputy Director of Nuclear Power Business. For this career, he possesses distinguished knowledge and capability of addressing various management issues sought in a Director, and the Company has therefore nominated him as a candidate to serve as Director.			
5 <u>Reappointment</u>	 Hiroshi Sasatsu (March 15, 1962)  Attendance at Board of Directors meetings: 100% (13/13)	April 1986    Joined the Company June 2015    Department Director of Research & Development Dept. June 2016    Executive Officer, Department Director of Research & Development Dept. June 2018    Executive Officer April 2019    Executive Managing Officer June 2020    Director and Executive Managing Officer April 2023 <b>Director and Executive Vice President (current position)</b>  <b>&lt;Major Concurrent Positions&gt;</b> None	13,337 shares (3,337 shares)
<b>Reasons for Nomination as Candidate for Director</b> Mr. Hiroshi Sasatsu is well-versed in overall business operations of the Company with abundant business experience he acquired through his assignments in the departments of thermal power maintenance, research & development, thermal power engineering, planning, and international business since joining the Company, and has highly specialized expertise. In addition, he is highly experienced in business execution through his service as Director and Executive Managing Officer, and Director and Executive Vice President. For this career, he possesses distinguished knowledge and capability of addressing various management issues sought in a Director, and the Company has therefore nominated him as a candidate to serve as Director.			


Candidate Number	Name (Date of Birth)	Brief Personal History and Position at the Company	Number of Shares of the Company Held
<div style="border: 1px solid black; padding: 2px; width: fit-content;">Reappointment</div>	 Isshuu Kurata (November 20, 1961)  Attendance at Board of Directors meetings: 100% (10/10)	<p>April 1984    Joined the Company</p> <p>June 2014    Department Director of General Affairs Dept.</p> <p>July 2016    Department Director of Nuclear Power Management Dept.</p> <p>June 2017    Executive Officer, Department Director of Nuclear Power Management Dept.</p> <p>April 2020    Executive Managing Officer, Department Director of Ohma General Management Dept.</p> <p>June 2023    <b>Director and Executive Vice President (current position)</b></p> <p>&lt;Major Concurrent Positions&gt; None</p>	<p>12,698 shares (3,198 shares)</p>
<p><b>Reasons for Nomination as Candidate for Director</b></p> <p>Mr. Isshuu Kurata is well-versed in overall business operations of the Company with abundant business experience he acquired through his assignments in the departments of accounting &amp; finance, new businesses, general affairs, nuclear power management, and sales since joining the Company, and has highly specialized expertise. In addition, he is highly experienced in business execution through his service as Executive Managing Officer and Director and Executive Vice President, while also serving as Department Deputy Director of Nuclear Power Business, Director of Ohma General Management Dept., and Department Director of Energy Business. For this career, he possesses distinguished knowledge and capability of addressing various management issues sought in a director, and the Company has therefore nominated him as a candidate to serve as Director.</p>			


Candidate Number	Name (Date of Birth)	Brief Personal History and Position at the Company	Number of Shares of the Company Held
<p style="text-align: center;">7</p> <p>Reappointment</p>	 <p style="text-align: center;">Ryoji Sekine (October 16, 1962)</p> <p>Attendance at Board of Directors meetings: 100% (10/10)</p>	<p>April 2001      Joined the Company</p> <p>October 2015    Department Director of Energy Planning Dept.</p> <p>June 2018      Executive Officer, Department Director of Energy Planning Dept.</p> <p>April 2020      Executive Managing Officer</p> <p>June 2023      <b>Director and Executive Managing Officer (current position)</b></p> <p>&lt;Major Concurrent Positions&gt; None</p>	<p style="text-align: center;">10,181 shares (2,781 shares)</p>
<p><b>Reasons for Nomination as Candidate for Director</b></p> <p>Mr. Ryoji Sekine is well-versed in overall business operations of the Company with abundant business experience he acquired through his assignments in new businesses, planning, hydroelectric power maintenance, sales, and international business since joining the Company, and has highly specialized expertise. In addition, he is highly experienced in business execution through his service as Executive Officer, Executive Managing Officer, and Director and Executive Managing Officer, while also serving as Department Deputy Director of Energy Business and Department Director of International Business. For this career, he possesses distinguished knowledge and capability of addressing various management issues sought in a director, and the Company has therefore nominated him as a candidate to serve as Director.</p>			

Candidate Number	Name (Date of Birth)	Brief Personal History and Position at the Company	Number of Shares of the Company Held
8 Reappointment	 Takaya Nomura (January 3, 1962)  Attendance at Board of Directors meetings: 100% (13/13)	April 1984    Joined the Company June 2017    Department Director of Hydropower Dept. January 2018    Department Director of Hydropower Dept. and Senior Advisor of Corporate Planning & Administration Dept. June 2018    Executive Officer, Department Director of Hydropower Dept. April 2020    Executive Managing Officer June 2022 <b>Director and Executive Managing Officer (current position)</b> <b>&lt;Major Concurrent Positions&gt; None</b>	10,682 shares (2,782 shares)
<b>Reasons for Nomination as Candidate for Director</b> Mr. Takaya Nomura is well-versed in overall business operations of the Company with abundant business experience he acquired through his assignments in the departments of international business, hydroelectric power maintenance and procurement since joining the Company, and has highly specialized expertise. In addition, he is highly experienced in business execution through his service as Executive Officer, Executive Managing Officer, and Director and Executive Managing Officer, while also serving as Department Deputy Director of Renewable Energy. For this career, he possesses distinguished knowledge and capability of addressing various management issues sought in a director, and the Company has therefore nominated him as a candidate to serve as Director.			
9 New Appointment	 Hideaki Kato (September 28, 1966)  Attendance at Board of Directors meetings: –	April 1989    Joined the Company June 2017    Department Director of Corporate Planning & Administration Dept. April 2021    Executive Officer, Department Director of Corporate Planning & Administration Dept. April 2022    Executive Managing Officer, Department Director of Corporate Planning & Administration Dept. April 2023 <b>Executive Managing Officer (current position)</b> <b>&lt;Major Concurrent Positions&gt; None</b>	5,682 shares (2,782 shares)
<b>Reasons for Nomination as Candidate for Director</b> Mr. Hideaki Kato is well-versed in overall business operations of the Company with abundant business experience he acquired through his assignments in secretarial affairs, planning, nuclear power, accounting & finance, general affairs, and procurement since joining the Company, and has highly specialized expertise. In addition, he is highly experienced in business execution through his service as Executive Officer and Executive Managing Officer. For this career, he possesses distinguished knowledge and capability of addressing various management issues sought in a director, and the Company has therefore nominated him as a candidate to serve as Director.			

Candidate Number	Name (Date of Birth)	Brief Personal History and Position at the Company	Number of Shares of the Company Held
10 Reappointment Outside Director Independent Director	 Tomonori Ito (January 9, 1957)  Attendance at Board of Directors meetings: 77% (10/13)	April 1979      Joined The Bank of Tokyo, Ltd. (currently MUFG Bank, Ltd.) March 1990      Vice President of Investment Banking Group, Bank of Tokyo Trust Company, New York Branch April 1994      Vice President of Emerging Market Group, The Bank of Tokyo, Ltd., New York Branch March 1995      Manager of Business Development Daini, Union Bank of Switzerland, Tokyo Branch (currently UBS) August 1997     General Manager of Tokyo Branch and Head of Investment Banking, Union Bank of Switzerland June 1998      Head of Investment Banking and Managing Director, UBS Securities Japan Co., Ltd. April 2011     Visiting Professor of Graduate School of International Corporate Strategy, Hitotsubashi University May 2012      External Director of PARCO CO., LTD. October 2012   Professor of Graduate School of International Corporate Strategy, Hitotsubashi University June 2014      Outside Director of Aozora Bank, Ltd. June 2016 <b>Outside Director of the Company (current position)</b> April 2018     Professor of Department of International Corporate Strategy, Graduate School of Business Administration, Hitotsubashi University April 2020     Adjunct Professor of Department of International Corporate Strategy, Graduate School of Business Administration, Hitotsubashi University September 2021 Professor at Institute for Business and Finance, Waseda Business School (current position) April 2022     Lecturer at International Academic Research Institute, Kyoto University of Advanced Science (current position) June 2022     Outside Director of Mitsui Sumitomo Insurance Company, Limited (current position) June 2023     External Director of Sumitomo Mitsui Trust Holdings, Inc. (current position)  <b>&lt;Major Concurrent Positions&gt;</b> <ul style="list-style-type: none"> <li>• Professor at Institute for Business and Finance, Waseda Business School</li> <li>• Lecturer at International Academic Research Institute, Kyoto University of Advanced Science</li> <li>• Outside Director of Mitsui Sumitomo Insurance Company, Limited</li> <li>• External Director of Sumitomo Mitsui Trust Holdings, Inc.</li> </ul>	2,100 shares
<b>Reasons for Nomination as Candidate for Outside Director and Outline of Expected Roles</b> Mr. Tomonori Ito has abundant experience in investment banking business both inside and outside Japan, distinguished knowledge and capability of addressing various management issues acquired through researches in financial theory as a professor of graduate schools of business administration and has also played appropriate roles to date as Outside Director of the Company. For this reason, the Company has nominated him as a candidate to serve as Outside Director in the expectation that he will contribute to strengthening supervisory functions over business execution and will offer advice from a wide range of perspectives.			
<b>Independence of Outside Director</b> The Company maintains special transactional relationships with neither Mr. Ito nor the entities where he concurrently serves, and he fulfils both the requirements for independent directors/auditors stipulated by the Tokyo Stock Exchange and the “Criteria to Determine the Independence of Outside Officers” established by the Company. Accordingly, the Company has appointed him as an independent director/auditor in accordance with the specifications of the Tokyo Stock Exchange. Moreover, although MUFG Bank, Ltd. (formerly The Bank of Tokyo, Ltd.), at which he served in the past as an executive officer, is currently one of the Company’s major lenders and shareholders, he resigned from the bank in February 1995, since which time roughly 29 years have elapsed. In addition, although UBS Securities Japan Co., Ltd. (formerly Union Bank of Switzerland / UBS Securities Japan Co., Ltd.), at which he served in the past as an executive officer, was the lead managing underwriter when the Company was listed on the stock exchange, he resigned from the company in March 2011, since which time roughly 13 years have elapsed.			



Candidate Number	Name (Date of Birth)	Brief Personal History and Position at the Company	Number of Shares of the Company Held
11 Reappointment Outside Director Independent Director	 John Buchanan (October 31, 1951)  Attendance at Board of Directors meetings: 100% (13/13)	October 1974    Joined Lloyds Bank Group (Bank of London and South America, Lloyds Bank International, Lloyds Merchant Bank) January 1981    Representative, subsequently Branch Manager, Lloyds Bank International, Osaka August 1983    Branch Manager, Bank of London and South America, Barcelona October 1987    Joined S.G. Warburg & Co. Ltd. October 1992    Director of S.G. Warburg & Co. Ltd. October 1995    Joined The Sumitomo Bank, Limited, London Branch May 2000        Joined Daiwa Securities SB Capital Markets Europe Limited August 2006    Research Associate of Centre for Business Research, University of Cambridge (current position) June 2016 <b>Outside Director of the Company (current position)</b>  <b>&lt;Major Concurrent Positions&gt;</b> <ul style="list-style-type: none"> <li>• Research Associate of Centre for Business Research, University of Cambridge</li> </ul>	0 shares
<b>Reasons for Nomination as Candidate for Outside Director and Outline of Expected Roles</b> Mr. John Buchanan has abundant experience in investment advisory business both inside and outside Japan, distinguished knowledge and capability of addressing various management issues acquired through researches concerning corporate governance at University of Cambridge, and has also played appropriate roles to date as Outside Director of the Company. For this reason, the Company has nominated him as a candidate to serve as Outside Director in the expectation that he will contribute to strengthening supervisory functions over business execution and will offer advice from a wide range of perspectives.			
<b>Independence of Outside Director</b> The Company maintains special transactional relationships with neither Mr. Buchanan nor the entities where he concurrently serves, and he fulfils both the requirements for independent directors/auditors stipulated by the Tokyo Stock Exchange and the “Criteria to Determine the Independence of Outside Officers” established by the Company. Accordingly, the Company has appointed him as an independent director/auditor in accordance with the specifications of the Tokyo Stock Exchange. Moreover, although Sumitomo Mitsui Banking Corporation (formerly The Sumitomo Bank, Limited), at which he served in the past as a person who executes business, is currently one of the Company’s major lenders and shareholders, he resigned from the bank in April 2000, since which time roughly 24 years have elapsed.			

Candidate Number	Name (Date of Birth)	Brief Personal History and Position at the Company	Number of Shares of the Company Held
12 Reappointment Outside Director Independent Director	 Takashi Yokomizo (November 2, 1950)  Attendance at Board of Directors meetings: 100% (10/10)	April 1978 Registered as an attorney (Joined Dai-ichi Tokyo Bar Association) Joined Yoshiba Law Office  April 1990 Established Yokomizo Law Office  April 2005 Vice Chairman, Dai-ichi Tokyo Bar Association  April 2008 Partner Lawyer, Sunrise Law Office (current position)  January 2013 Chairman, Dai-ichi Tokyo Bar Association  April 2013 Vice Chairman, Japan Federation of Bar Associations  January 2014 Member of the Fiscal System Council of the Ministry of Finance (national property)  May 2014 Director, Chuo University  June 2014 Outside Director of Maeda Road Construction Co., Ltd.  June 2023 <b>Outside Director of the Company (current position)</b>  <b>&lt;Major Concurrent Positions&gt;</b> <ul style="list-style-type: none"> <li>• Lawyer (Partner Lawyer, Sunrise Law Office)</li> </ul>	0 shares
<b>Reasons for Nomination as Candidate for Outside Director and Outline of Expected Roles</b> Mr. Takashi Yokomizo has abundant experience in the legal profession and distinguished knowledge and capability of addressing various management issues as an attorney, and has also played appropriate roles to date as Outside Director of the Company. For this reason, the Company has nominated him as a candidate to serve as Outside Director in the expectation that he will contribute to strengthening supervisory functions over business execution and will offer advice from a wide range of perspectives. He has no experience of being involved in the management of a company other than as Outside Director, but for the reasons stated above, the Company has judged that he will be able to appropriately execute his duties as Outside Director.			
<b>Independence of Outside Director</b> The Company maintains special transactional relationships with neither Mr. Yokomizo nor the entities where he concurrently serves, and he fulfils both the requirements for independent directors/auditors stipulated by the Tokyo Stock Exchange and the “Criteria to Determine the Independence of Outside Officers” established by the Company. Accordingly, the Company has appointed him as an independent director/auditor in accordance with the specifications of the Tokyo Stock Exchange.			

- Notes:
1. There is no conflict of interest between any of the Director candidates and the Company.
  2. Mr. Tomonori Ito currently serves as Outside Director of the Company, and his term of office will be 8 years as of the end of this General Meeting of Shareholders.
  3. Mr. John Buchanan currently serves as Outside Director of the Company, and his term of office will be 8 years as of the end of this General Meeting of Shareholders.
  4. Mr. Takashi Yokomizo currently serves as Outside Director of the Company, and his term of office will be 1 year as of the end of this General Meeting of Shareholders.
  5. The number of shares of the Company held by each candidate includes the number of shares to be delivered after their retirement under the stock compensation plan, and the number of such shares is shown in a parenthesis.
  6. The attendance at Board of Directors meetings represents attendance at Board of Directors meetings held in fiscal year 2023. The attendance of Messrs. Isshuu Kurata, Ryoji Sekine and Takashi Yokomizo at the Board of Directors meetings only covers the Board of Directors meetings held after their appointment on June 28, 2023.
  7. Mr. Toshifumi Watanabe is scheduled to assume office as External Audit & Supervisory Board Member of Fukoku Mutual Life Insurance Company on July 2, 2024.
  8. Mr. Tomonori Ito retired from the post of Outside Director of Aozora Bank, Ltd. on June 22, 2023.
  9. Mr. Tomonori Ito assumed office as External Director of Sumitomo Mitsui Trust Holdings, Inc. on June 23, 2023.
  10. Mitsui Sumitomo Insurance Company, Limited, where Mr. Tomonori Ito has been serving as Outside Director since June 2022, had received a business improvement order on December 26, 2023 from the Financial Services Agency pursuant to Article 132, Paragraph 1 of the Insurance Business Act for conduct that was considered to be in violation of the Antimonopoly Act, inappropriate conduct in light of the intent of the said law, and the underlying systemic problems. Mr. Ito has constantly made proposals at the Board of Directors

meetings from the viewpoint of compliance with laws and regulations and from the customer-oriented perspective, and after the incident occurred, he has fulfilled his responsibilities by making proposals to prevent recurrence in a fundamental review of the company's business operations.

11. The Company has entered into a contract with Messrs. Tomonori Ito, John Buchanan, and Takashi Yokomizo that limits their liability as Directors under Article 423, Paragraph 1 of the Companies Act in accordance with Article 427, Paragraph 1 of the said Act. The limit under that contract will be the amount prescribed by the applicable laws and regulations. If they are elected, the Company plans to renew such contracts.
12. The Company has entered into indemnity agreements under Article 430-2, Paragraph 1 of the Companies Act with directors. Under these indemnity agreements, the Company shall indemnify them against the expenses under Item 1 and the losses under Item 2 of the same Act to the extent specified by laws and regulations. If the candidates for reappointment are elected, the Company plans to renew such agreements. In addition, if the election of Mr. Hideaki Kato is approved, the Company plans to enter into a similar agreement with him.
13. The Company has entered into a directors' and officers' liability insurance contract in accordance with Article 430-3, Paragraph 1 of the Companies Act. The insurance contract will cover legal damages and litigation expenses to be borne by the insured due to a claim for damages being made against the insured during the insurance period arising from the execution of business by the insured. If the candidates are elected, they will be included in the insured under the insurance contract.


**Proposal 3: Election of Four (4) Directors Serving as Audit & Supervisory Committee Members**


The term of office for all four (4) Directors serving as Audit & Supervisory Committee Members will expire at the end of this meeting. Accordingly, the Company proposes to elect four (4) Directors serving as Audit & Supervisory Committee Members.


This proposal was deliberated by the Nomination and Compensation Committee and agreed to by the Audit & Supervisory Committee.


The details of the candidates for Directors serving as Audit & Supervisory Committee Member are given on pages 21 through 24.

Candidate Number	Name	Current Positions at the Company
1	<input type="checkbox"/> New Appointment Hideo Kimura	Audit & Supervisory Executive Officer
2	<input type="checkbox"/> Reappointment <input type="checkbox"/> Outside Director <input type="checkbox"/> Independent Director Hiroshi Fujioka	Outside Director serving as Audit & Supervisory Committee Member (Full-time)
3	<input type="checkbox"/> Reappointment <input type="checkbox"/> Outside Director <input type="checkbox"/> Independent Director Kimiko Oga	Outside Director serving as Audit & Supervisory Committee Member
4	<input type="checkbox"/> New Appointment <input type="checkbox"/> Outside Director <input type="checkbox"/> Independent Director Shizuo Abe	

Candidate Number	Name (Date of Birth)	Brief Personal History and Position at the Company	Number of Shares of the Company Held
1 New Appointment	 Hideo Kimura (October 26, 1961)  Attendance at Board of Directors meetings: –  Attendance at Audit & Supervisory Committee meetings: –	April 1985    Joined the Company June 2015    Department Director of Personnel & Employee Relations Dept. July 2018    Senior Advisor and Department Director of Personnel & Employee Relations Dept. April 2019    Executive Officer April 2020    Director and Executive Managing Officer of J-POWER Transmission Network Co., Ltd. June 2022 <b>Audit &amp; Supervisory Executive Officer (current position)</b>  <b>&lt;Major Concurrent Positions&gt; None</b>	8,800 shares
<b>Reasons for Nomination as Candidate for Director Serving as Audit &amp; Supervisory Committee Member</b> Mr. Hideo Kimura is well-versed in overall business operations of the Company with abundant business experience he acquired through his assignments in the departments of planning, accounting & finance, and personnel & employee relations since joining the Company, and has highly specialized expertise. In addition, he has served as Department Director of Personnel & Employee Relations Dept., Executive Officer, an officer of a group company and Audit & Supervisory Executive Officer. For this reason, the Company has nominated him as a candidate to serve as Director serving as Audit & Supervisory Committee Member in the expectation that he will utilize his distinguished knowledge and observe the Company's management thoroughly, which are sought in a Director serving as Audit & Supervisory Committee Member.			

Candidate Number	Name (Date of Birth)	Brief Personal History and Position at the Company	Number of Shares of the Company Held
2	 Hiroshi Fujioka (June 2, 1954)	April 1977    Joined the Ministry of Finance July 2008    Director-General of Customs and Tariff Bureau, the Ministry of Finance July 2009    Director-General for Policy Planning, the Ministry of Land, Infrastructure, Transport and Tourism January 2012    Senior Executive Vice President, Incorporated Administrative Agency Japan Housing Finance Agency January 2014    Councilor of the Minister's Secretariat, Ministry of Finance June 2014    Outside Audit & Supervisory Board Member of the Company June 2015    Senior Audit & Supervisory Board Member of the Company (Outside Audit & Supervisory Board Member) June 2016    Outside Corporate Auditor, The Nishi-Nippon City Bank, Ltd. October 2016    Outside Director, Audit and Supervisory Committee Member, The Nishi-Nippon City Bank, Ltd. (current position) June 2022 <b>Outside Director, Audit and Supervisory Committee Member (Full-time) of the Company (current position)</b>	0 shares
Reappointment Outside Director Independent Officer		Attendance at Board of Directors meetings: 100% (13/13) Attendance at Audit & Supervisory Committee meetings: 100% (12/12)	
<b>Reasons for Nomination as Candidate for Outside Director Serving as Audit &amp; Supervisory Committee Member and Outline of Expected Roles</b> Mr. Hiroshi Fujioka has long had abundant experience and distinguished knowledge in administrative practices, including at the Ministry of Finance, and has fulfilled his appropriate role as Outside Director serving as Audit & Supervisory Committee Member of the Company. The Company has nominated him as a candidate to serve as Outside Director serving as Audit & Supervisory Committee Member in the expectation that he will observe the Company's management thoroughly. Although he has no experience in the management of a company other than as an Outside Director/Outside Audit & Supervisory Board Member, for the aforementioned reasons, the Company has judged that he would be able to appropriately execute the duties of Outside Director serving as Audit & Supervisory Committee Member.			
<b>Independence of Outside Director</b> The Company maintains special transactional relationships with neither Mr. Fujioka nor the entities where he concurrently serves, and he fulfils both the requirements for independent directors/auditors stipulated by the Tokyo Stock Exchange and the "Criteria to Determine the Independence of Outside Officers" established by the Company. Accordingly, the Company has appointed him as an independent director/auditor in accordance with the specifications of the Tokyo Stock Exchange.			

Candidate Number	Name (Date of Birth)	Brief Personal History and Position at the Company	Number of Shares of the Company Held
3	 Kimiko Oga (October 1, 1953)	April 1977    Joined Nippon Telegraph and Telephone Public Corporation  April 1991    Senior Manager, Marketing Division, Service Development Department, Nippon Telegraph and Telephone Corporation  July 2004    Executive Manager, Customer Equipment Department, Nippon Telegraph and Telephone East Corporation  July 2005    Deputy General Manager, Tokyo Branch, Nippon Telegraph and Telephone East Corporation and President & Representative Director, NTT East – Tokyo Chuo Corporation  July 2007    Representative Director and Managing Director, NTT Learning Systems Corporation  June 2013    Audit & Supervisory Board Member, Nippon Telegraph and Telephone West Corporation  June 2019    Outside Director, SKY Perfect JSAT Holdings Inc. (current position)	0 shares
Reappointment  Outside Director  Independent Officer		March 2020    Outside Director, Audit & Supervisory Committee Member, BroadBand Tower, Inc. (current position)  April 2020    Outside Director, Audit & Supervisory Committee Member, Tokyo Water Co., Ltd.  June 2020    Outside Audit & Supervisory Board Member, ALCONIX CORPORATION (current position)  June 2021    Outside Audit & Supervisory Board Member of the Company  June 2022 <b>Outside Director, Audit and Supervisory Committee Member of the Company (current position)</b>  <b>&lt;Major Concurrent Positions&gt;</b> <ul style="list-style-type: none"> <li>• Outside Director, SKY Perfect JSAT Holdings Inc.</li> <li>• Outside Director, Audit &amp; Supervisory Committee Member, BroadBand Tower, Inc.</li> <li>• Outside Audit &amp; Supervisory Board Member, ALCONIX CORPORATION</li> </ul>	
<b>Reasons for Nomination as Candidate for Outside Director Serving as Audit &amp; Supervisory Committee Member and Outline of Expected Roles</b> Ms. Kimiko Oga has abundant experience in the information and communications industry, as well as distinguished knowledge as a corporate manager, and she has fulfilled her appropriate role as Outside Director serving as Audit & Supervisory Committee Member of the Company. The Company has nominated her as a candidate to serve as Outside Director serving as Audit & Supervisory Committee Member in the expectation that she will observe the Company's management thoroughly.			
<b>Independence of Outside Director</b> The Company maintains special transactional relationships with neither Ms. Oga nor the entities where she concurrently serves, and she fulfils both the requirements for independent directors/auditors stipulated by the Tokyo Stock Exchange and the "Criteria to Determine the Independence of Outside Officers" established by the Company. Accordingly, the Company intends to appoint her as an independent director/auditor in accordance with the specifications of the Tokyo Stock Exchange. Although the Company commissioned Ms. Oga in FY2020 and FY2021 to provide management-related advice and other services aimed at obtaining multifaceted and objective advice and recommendations that will contribute to the enhancement of the corporate value of the Company, the compensation for these services is less than four million yen and the Company deems that there are no concerns regarding her independence.			

Candidate Number	Name (Date of Birth)	Brief Personal History	Number of Shares of the Company Held
4 New Appointment	 Shizuo Abe (May 1, 1959)	<p>April 1984    Joined Toyota Motor Corporation</p> <p>April 2006    General Manager, Hybrid Vehicle Advanced Technology Engineering Division, Toyota Motor Corporation</p> <p>June 2008    General Manager, Hybrid Vehicle Engineering Management Division, Toyota Motor Corporation</p> <p>April 2012    Executive General Manager, and Field General Manager, Hybrid Vehicle Engineering Field, Toyota Motor Corporation</p> <p>June 2012    Outside Director, Primearth EV Energy Co., Ltd.</p> <p>January 2019    Executive advisor, AISIN CORPORATION</p> <p>April 2019    Director, BluE Nexus Corporation</p> <p>&lt;Major Concurrent Positions&gt; None</p>	0 shares
Outside Director	Attendance at Board of Directors meetings: –		
Independent Officer	Attendance at Audit & Supervisory Committee meetings: –		
<b>Reasons for Nomination as Candidate for Outside Director Serving as Audit &amp; Supervisory Committee Member and Outline of Expected Roles</b>			
Mr. Shizuo Abe has abundant experience in the automobile industry, as well as distinguished knowledge as a corporate manager. The Company has nominated him as a candidate to serve as Outside Director serving as Audit & Supervisory Committee Member in the expectation that he will observe the Company's management thoroughly.			
<b>Independence of Outside Director</b>			
The Company maintains special transactional relationships with neither Mr. Abe nor the entities where he concurrently serves, and he fulfils both the requirements for independent directors/auditors stipulated by the Tokyo Stock Exchange and the "Criteria to Determine the Independence of Outside Officers" established by the Company. Accordingly, the Company plans to appoint him as an independent director/auditor in accordance with the specifications of the Tokyo Stock Exchange.			

- Notes:
- There is no conflict of interest between the Director serving as Audit & Supervisory Board Member candidates and the Company.
  - Mr. Hiroshi Fujioka currently serves as Outside Director and Audit & Supervisory Committee Member of the Company, and his term of office will be 2 years as of the end of this General Meeting of Shareholders. Prior to that, he served as Outside Audit & Supervisory Board Member of the Company for 8 years.
  - Ms. Kimiko Oga currently serves as Outside Director and Audit & Supervisory Committee Member of the Company, and her term of office will be 2 years as of the end of this General Meeting of Shareholders. Prior to that, she served as Outside Audit & Supervisory Board Member of the Company for a year.
  - Mr. Hiroshi Fujioka is scheduled to retire from the post of Outside Director, Audit and Supervisory Committee Member of The Nishi-Nippon City Bank, Ltd. on June 27, 2024 and assume office as Outside Director, Audit and Supervisory Committee Member of The Nishi-Nippon Financial Holdings, Inc. on the same date.
  - Ms. Kimiko Oga is scheduled to retire from the post of Outside Audit & Supervisory Board Member of ALCONIX CORPORATION on June 19, 2024.
  - The Company has entered into a contract with Mr. Hiroshi Fujioka and Ms. Kimiko Oga that limits their liability as Directors under Article 423, Paragraph 1 of the Companies Act in accordance with Article 427, Paragraph 1 of the said Act. The limit under that contract will be the amount prescribed by the applicable laws and regulations. If they are elected, the Company plans to renew such contracts. In addition, if the election of Messrs. Hideo Kimura and Shizuo Abe is approved, the Company plans to enter into a similar contract with them.
  - The Company has entered into indemnity agreements under Article 430-2, Paragraph 1 of the Companies Act with directors. Under these indemnity agreements, the Company shall indemnify them against the expenses under Item 1 and the losses under Item 2 of the same Act to the extent specified by laws and regulations. If the candidates for reappointment are elected, the Company plans to renew such agreements. In addition, if the election of Messrs. Hideo Kimura and Shizuo Abe is approved, the Company plans to enter into a similar agreement with them.
  - The Company has entered into a directors' and officers' liability insurance contract in accordance with Article 430-3, Paragraph 1 of the Companies Act. The insurance contract will cover legal damages and litigation expenses to be borne by the insured due to a claim for damages being made against the insured during the insurance period arising from the execution of business by the insured. If the candidates are elected, they will be included in the insured under the insurance contract.



## **(Reference) Criteria to Determine the Independence of Outside Officers**

The Company determines that an outside officer is independent when the candidate does not fall under any of the following criteria.

1. Persons who executed the business of the Company or the Company's subsidiaries in the past.
2. Persons whose major business partner<sup>\*1</sup> is the Company or the Company's subsidiaries, or persons executing business for such persons.
3. Persons who are major business partners<sup>\*1</sup> of the Company or the Company's subsidiaries, or persons executing business for such persons.
4. Consultants, accounting professionals, and legal professionals who have received large amounts of money<sup>\*2</sup> and/or other properties other than officers' remuneration from the Company or the Company's subsidiaries. (If the persons that have received such properties are corporations, general partnerships, or other organizations, this means persons that belong to such organizations.)
5. Persons who fall under any of 2 to 4 above during the past ten years.
6. Persons who are close relatives of any of the persons listed in (1) to (4) below (excluding immaterial persons):
  - (1) Persons listed in paragraphs 2 to 5 above;
  - (2) Persons who executes business, or Directors who do not execute business of the Company or the Company's subsidiaries;
  - (3) Audit & Supervisory Board Members of the Company's subsidiaries; or
  - (4) Persons who have been Audit & Supervisory Board Members of the Company or persons who fall under (2) or (3) above during the past ten years.

\*1 "Major business partners" refer to business partners whose annual amount of transactions with the Company or the Company's subsidiaries during the past 3 fiscal years accounted for more than 2% of the total consolidated sales of the Company or that of the other party.

\*2 "Large amounts of money" refers to ten million yen or more a year, on average during the past 3 fiscal years.

**(Reference) Attributes, Expertise and Experience of Candidates for Director (Skill Matrix)**

If Proposal 2 and 3 are approved as originally proposed, the expertise and experience of each Director after the conclusion of this General Meeting of Shareholders will be as follows.

■ Directors (Excluding Directors Serving as Audit & Supervisory Committee Members)

Name	Corporate management and management strategy	Financial strategy and accounting	Legal affairs, risk management and governance	Human resources strategy and diversity	Sustainability	DX innovation	Sales	Engineering and R&D	Business and project development	Production technology and quality control	International business and global	Nomination and Compensation Committee (planned)
Toshifumi Watanabe	○	○	○	○	○		○					Member
Hitoshi Kanno	○	○	○	○	○	○	○		○			Member
Yoshikazu Shimada					○	○		○	○	○		
Osamu Hagiwara					○			○	○	○		
Hiroshi Sasatsu					○			○	○	○	○	
Isshuu Kurata	○	○	○	○	○		○		○			
Ryoji Sekine	○	○			○		○		○		○	
Takaya Nomura					○	○		○	○	○	○	
Hideaki Kato	○	○	○		○	○			○			
Tomonori Ito	Outside Director Independent Director	○	○	○							○	Member
John Buchanan	Outside Director Independent Director	○	○	○	○						○	
Takashi Yokomizo	Outside Director Independent Director			○	○							Chairperson

■ Directors Serving as Audit & Supervisory Committee Members

Hideo Kimura	○	○		○					○			
Hiroshi Fujioka	Outside Director Independent Director		○	○	○							Member
Kimiko Oga	Outside Director Independent Director	○			○	○	○					
Shizuo Abe	Outside Director Independent Director	○				○	○		○		○	

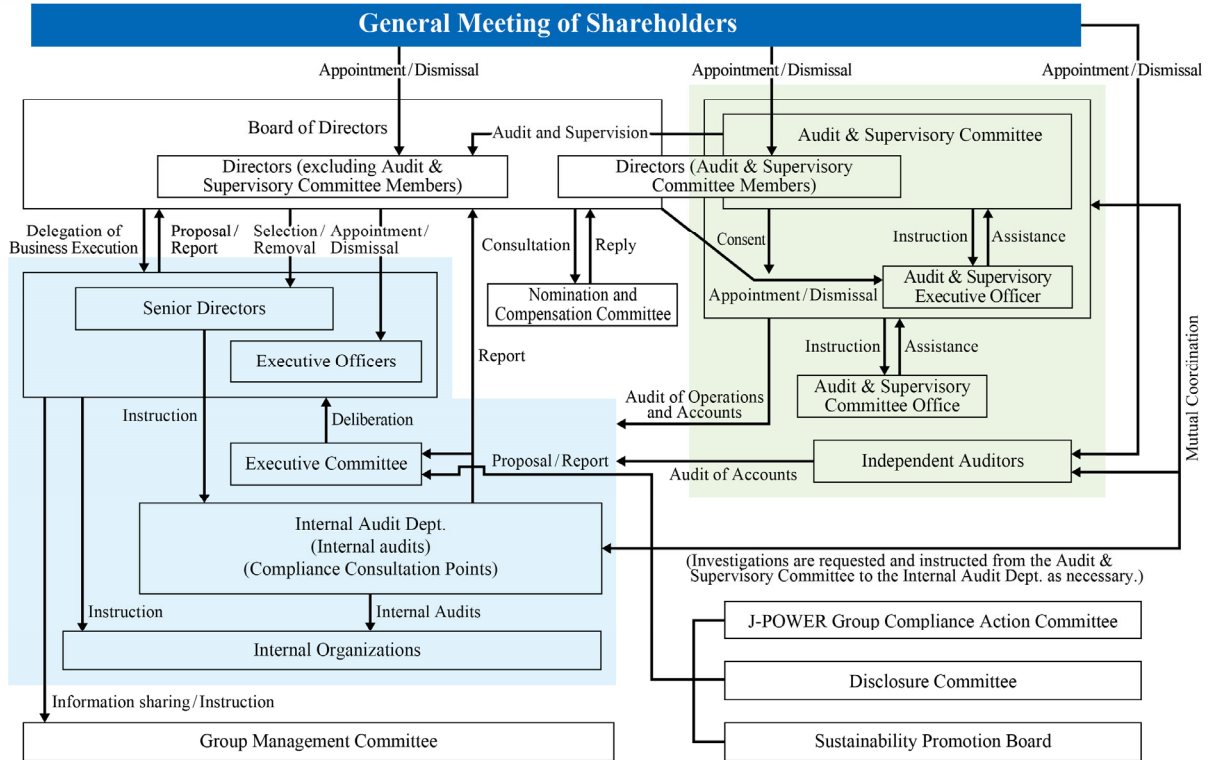
**(Reference) Diversity of the Board of Directors**

If Proposal 2 and 3 are approved as originally proposed, the diversity of the Board of Directors after the conclusion of this General Meeting of Shareholders will be as follows.

Female director: 1

Director with foreign nationality: 1

**Reference Corporate Governance Structure and Internal Control System Chart**



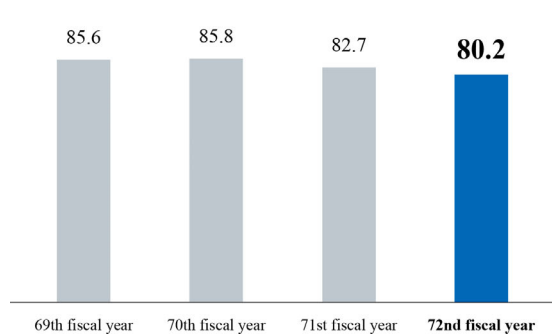
**BUSINESS REPORT** (from April 1, 2023 to March 31, 2024)

**I Items Regarding the Status of J-POWER Group Operations**

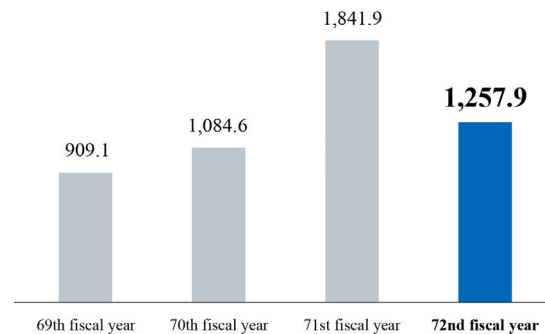
**1. Trend in Assets and Profit/Loss**

	(millions of yen)			
	69th Fiscal Year (FY2020)	70th Fiscal Year (FY2021)	71st Fiscal Year (FY2022)	72nd Fiscal Year (FY2023)
Electricity sales volumes (TWh)	85.6	85.8	82.7	<b>80.2</b>
Operating revenue	909,144	1,084,621	1,841,922	<b>1,257,998</b>
Operating income	77,775	86,979	183,867	<b>105,704</b>
Ordinary income	60,903	72,846	170,792	<b>118,535</b>
Profit attributable to owners of parent	22,304	69,687	113,689	<b>77,774</b>
Earnings per share (yen)	121.85	380.70	621.50	<b>425.31</b>
Total assets	2,841,960	3,066,176	3,362,685	<b>3,475,749</b>
Net assets	853,685	964,105	1,192,743	<b>1,333,078</b>
ROE (%)	2.8	8.1	11.4	<b>6.8</b>
Capital adequacy ratio (%)	28.5	29.9	32.3	<b>35.0</b>

■ Electricity sales Volumes (TWh)



■ Operating revenue (billions of yen)



## 2. Overview of Operations

In the fiscal year under review ended March 31, 2024 (the “current fiscal year”), while the U.S. economy continued to recover on the back of strong consumption, the European economy weakened due to deteriorating consumer confidence and other factors. The economic recovery in China also stalled due to stagnation in the real estate market.

In Japan, the economy overcame the COVID-19 pandemic and returned to a moderate recovery trend. However, domestic demand lacked strength as the recovery in personal consumption stalled as nominal wages rose less than prices, while the corporate sector was strong.

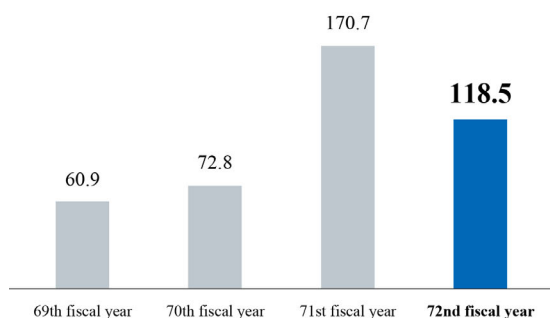
In the electric power business, electricity sales volume from hydroelectric power plants for the current fiscal year increased 1.4% from the previous fiscal year to 9.0 TWh due to the increase in water supply rate compared to the previous fiscal year (from 94% to 96%). In thermal power, the decrease in the load factor of thermal power plants of J-POWER (non-consolidated) from 65% to 55% results in 15.6% decrease in electricity sales volume from the previous fiscal year to 38.5 TWh. The sales volume of electricity procured from the wholesale electricity market, etc. decreased by 9.2% from the previous fiscal year to 11.6 TWh. The total electricity sales volume of the electric power business decreased 11.8% from the previous fiscal year to 60.3 TWh.

The electricity sales volume in the overseas business increased 39.1% from the previous fiscal year to 19.8 TWh, due to an increase in sales volume in Thailand and the operation of the Jackson Gas-fired Power Plant in the U.S., which started commercial operation in May 2022, throughout the period.

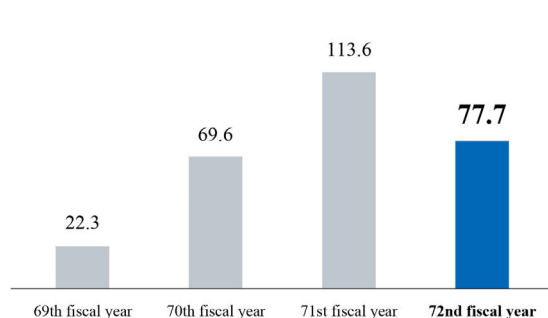
On the revenue front, sales (operating revenue) decreased 31.7% from the previous fiscal year to 1,257.9 billion yen due to a decrease in electricity sales volume caused by lower load factor of thermal power plants in the electric power business and a decrease in electricity sale prices, despite an increase in electricity sales volume in overseas businesses. Accordingly, ordinary revenue, which included non-operating income, decreased 30.0% from the previous fiscal year to 1,307.5 billion yen.

On the expense front, operating expenses decreased 30.5% from the previous fiscal year to 1,152.2 billion yen mainly due to decreases in fuel costs and costs of power purchased from other suppliers in the electric power business. Accordingly, ordinary expenses, which included non-operating expenses, decreased 29.9% from the previous fiscal year to 1,188.9 billion yen. As a result, ordinary income decreased 30.6% from the previous fiscal year to 118.5 billion yen, mainly due to a decrease in profits in the electric power business and a decrease in profits from lower prices of coals sold by a consolidated subsidiary in Australia. Profit attributable to owners of parent after income taxes decreased 31.6% from the previous fiscal year to 77.7 billion yen.

■ Ordinary income (billions of yen)

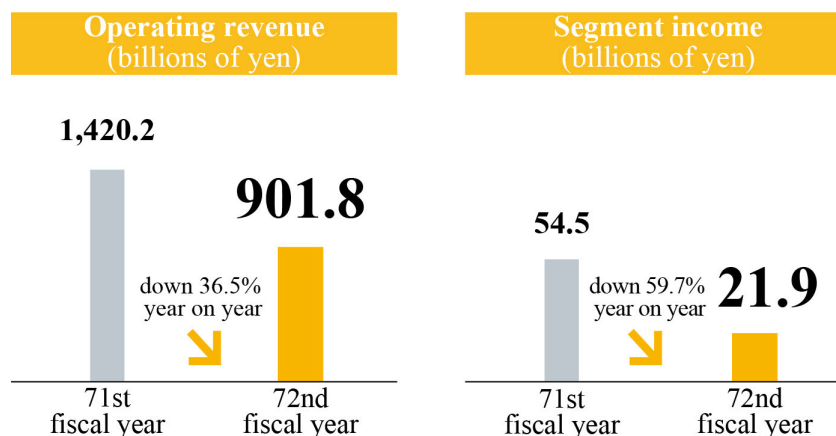


■ Profit attributable to owners of parent (billions of yen)



### 3. Major Areas of Operation

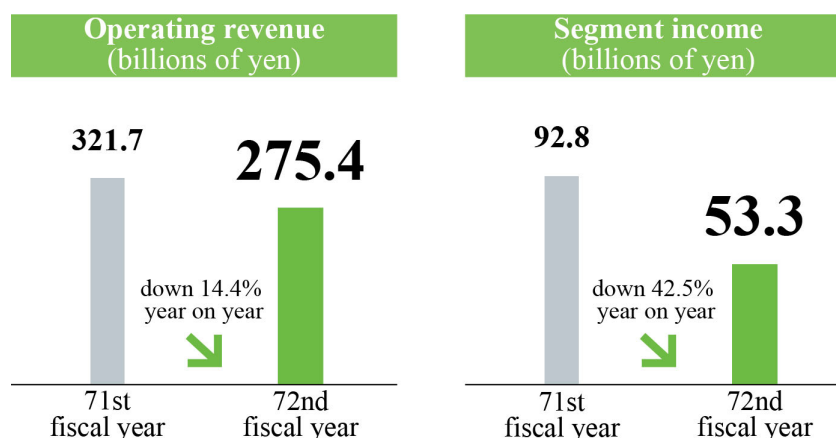
Electric Power Business	Power generation business, business of sales of electricity procured from JEPX and others, transmission businesses
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Sales (electric utility operating revenue) decreased 36.5% from the previous fiscal year to 901.8 billion yen mainly due to the decrease in electricity sales volume and lower electricity sales prices.

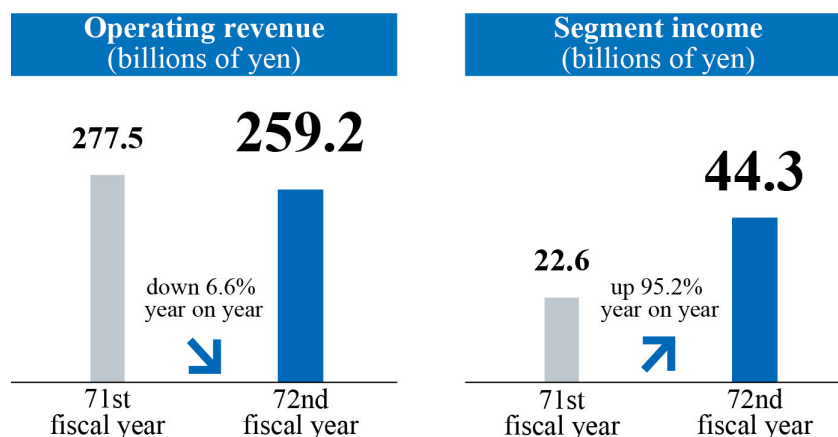
Segment income decreased 59.7% from the previous fiscal year to 21.9 billion yen, mainly due to the decrease in sales.

Electric Power-Related Business	Consigned operation of power generation facilities; design, construction, inspection, maintenance, and repair of electric power facilities including transmission and transformation facilities; operation of port facilities to handle fuel and coal ash; coal mine development; import and transportation of coal; biomass fuel procurement and production; management of welfare facilities; and computer services, etc.
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Sales (other business operating revenue) decreased 14.4% from the previous fiscal year to 275.4 billion yen mainly due to the falling coal prices by an Australian consolidated subsidiary. Segment income decreased 42.5% from the previous fiscal year to 53.3 billion yen mainly due to the decreases in sales.

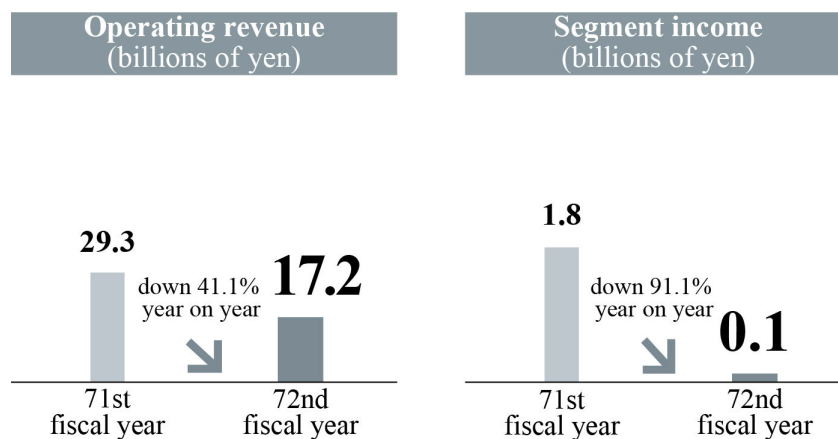
Overseas Business	Overseas power generation and its related businesses; overseas engineering and consulting business, etc.
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Sales (overseas business operating revenue) decreased 6.6% from the previous fiscal year to 259.2 billion yen mainly due to the lower electricity sales prices, despite the increase in electricity sales volume.

Segment income increased 95.2% from the previous fiscal year to 44.3 billion yen mainly due to the increase in profit in share of profit of entities accounted for using equity method and the impact of yen depreciation.

Other Business	Environment-related businesses; IT communications; domestic engineering and consulting business; and coal sales business, etc.
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Sales (other business operating revenue) decreased 41.1% from the previous fiscal year to 17.2 billion yen.

Segment income decreased 91.1% from the previous fiscal year to 0.1 billion yen.

#### 4. Current Challenges

Amid the global demand for low-carbon and decarbonization, the world needs a realistic solution for shifting to carbon neutrality while meeting the increasing demand for stable, low-cost electricity, especially in developing countries. In addition, the importance of a stable power supply is rising amidst an increasingly fluid global situation.

At the national level, the Japanese electric power industry is conducting various studies and implementing systems and infrastructure related to the power supply, including the electricity market, greenhouse gas reduction, and the power grid, in line with the basic perspective of S+3E (ensuring a stable supply, improvement of economic efficiency, and environmental compatibility based on the premise of safety). In addition, the actual supply and demand of electricity is changing due to an increase in renewable energy, decentralization and digitalization of the supply and demand structure, progress in energy saving, and fluctuations in resource prices and price increases.

The Group has formulated J-POWER “BLUE MISSION 2050” as a long-term vision for 2050, aiming to improve corporate value by realizing carbon neutrality. We have also developed a Medium-Term Management Plan as a more specific medium-term plan to achieve this goal. On May 9, 2024, we announced a new Medium-Term Management Plan (FY2024 – FY2026) based on the achievements and challenges of the previous Medium-Term Management Plan (FY2021 – FY2023). By focusing on the five priority items outlined in this new Medium-Term Management Plan, we aim to improve its corporate value by balancing a stable power supply and response to climate change in the changing environment as described above.

#### New Medium-Term Management Plan (FY2024–FY2026)

Priority Items	Specific Initiatives			
<b>Growth strategy</b>				
1 Establishment and growth of sustainable revenue system	Renewable energy business in Japan	Renewable energy business overseas		
<b>Transition strategy</b>				
2 Strategies for business portfolio in 2030s	CO2-free hydrogen/ammonia strategy	Contribution to power network enhancement*1	Plan to construct Ohma Nuclear Power Plant	Creation of new business areas
<b>Business management</b>				
3 Improvement of profitability and investment efficiency	Department management	Investment efficiency		
<b>Increased competitiveness</b>				
4 Enhancement of group's competitiveness	Human resource strategy	Digital transformation(DX)		
<b>Sustainability</b>				
5 Deepening of ESG management	Deepening of ESG management			

\*1 Initiatives by J-POWER Transmission Network Co, Ltd. (J-POWER Transmission)



**(1) Establishment and growth of sustainable revenue resources**

**(a) Domestic renewable energy business**

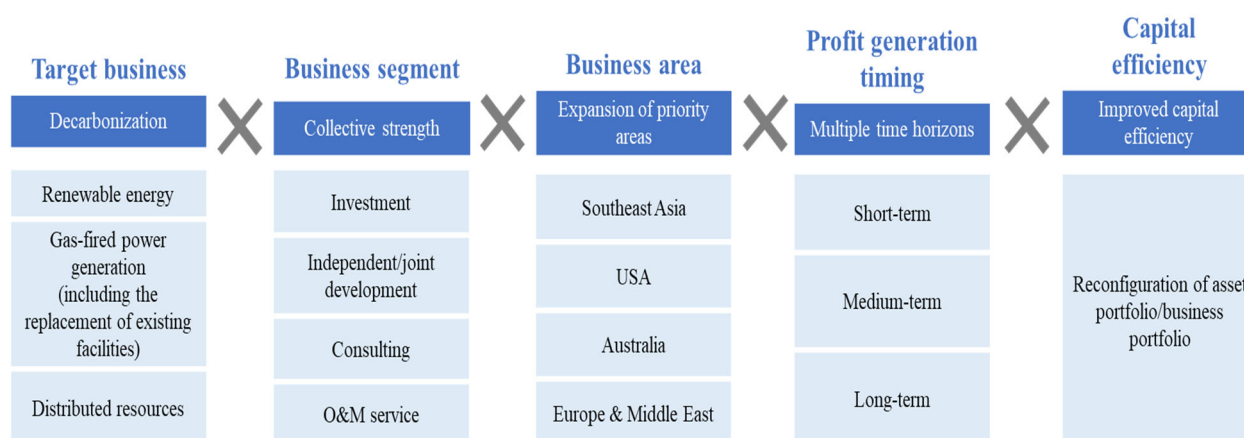
While the Group has accelerated the development of renewable energy to achieve carbon neutrality, the need to not only expand the scale of business but also improve profitability is becoming more and more urgent as competition grows. Therefore, in addition to new development, we aim to realize environmental value by introducing new sales methods, such as Corporate PPAs\*2, while increasing the amount of electricity generated from renewable energy sources through initiatives to upgrade existing power plants to more efficient ones and to maximize the use of existing assets by improving availability



\*2. Contracts under which consumers, such as companies and municipalities, purchase renewable energy power and environmental value from power generators on a long-term basis

**(b) Overseas business**

The Group will continue to take advantage of the many business opportunities that are expected to arise in the world in the future. We will use these opportunities to lead our growth. We will aim to transition to a business model that generates profits over a diverse time frame by expanding business segments and business areas while improving capital efficiency, centered on not only the power generation business but also the acquisition of developer profits in such target business as renewable energy.



## (2) Strategic moves toward a business portfolio in the 2030s

The Group will continue with the transition of domestic thermal power generation to accelerate carbon neutrality from 2030 onward. We aim to transform carbon-neutral assets so that they will become the center of the business portfolio in Japan and overseas in the 2030s while also being aware of capital efficiency.

### (a) CO<sub>2</sub>-free hydrogen and ammonia strategy

To realize carbon neutrality while providing a stable electricity supply in Japan, in addition to using CO<sub>2</sub>-free power sources such as renewable energy and nuclear power, it is necessary to continue using thermal power generation by applying technologies for reducing carbon emissions and achieving decarbonization. The Group has built thermal power generation assets and possesses operational experience, know-how, and decarbonization technologies. We will be able to continue to position thermal power generation as a source of revenue by leveraging these assets to reduce carbon emissions and achieve decarbonization. In addition to promoting the GENESIS Matsushima Plan<sup>\*3</sup>, which commercializes the integrated coal gasification combined cycle (IGCC) technology<sup>\*2</sup> to realize future CO<sub>2</sub>-free hydrogen power generation, we will seek various possibilities from upstream to downstream in the supply chain, including hydrogen, ammonia, and carbon capture and storage (CCS<sup>\*4</sup>), to secure decarbonization technology and aim for a reliable thermal power transition.

\*3. Technology to generate hydrogen, CO<sub>2</sub>, and other gases from coal in a gasification furnace and use them for power generation

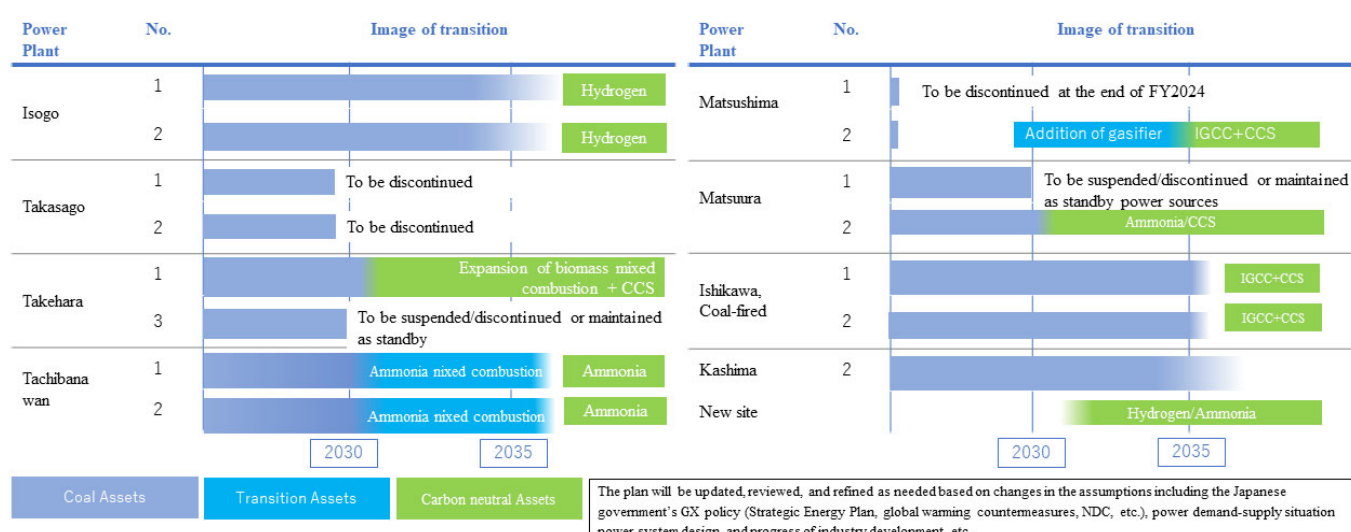
\*4. Adding new coal gasification facilities at the aging Matsushima Thermal Power Plant

\*5. Carbon dioxide Capture and Storage, meaning that CO<sub>2</sub> is separated, captured and stored.

Reference: Direction of domestic thermal power transition

We will fade out inefficient coal-fired power plants<sup>\*5</sup> and select the most suitable technology for high-efficiency coal-fired power generation based on the characteristics of each location to contribute to a stable supply of electricity while achieving a low-carbon, decarbonized society.

\*6. Discontinuing or suspending operation of power plants or maintaining them as standby



**(b) Contributing to the reinforcement of the power network\*<sup>6</sup>**

In preparation for the massive introduction of renewable energy in the future, the power network needs to be strengthened to deliver electricity generated in suitable renewable energy areas (Hokkaido, Tohoku, Kyushu, etc.) to the consumption areas.

Through the maintenance of its Sakuma Frequency Conversion Station, the Group contributes to the operation of electric power linking East and West Japan. By promoting this expansion plan of Sakuma Frequency Conversion Station, we will contribute to the wide-area operation of the electricity system. In addition, we will pursue business opportunities to contribute to the expansion of the electricity network based on our past achievements and contribute to earnings.

\*7. Handled by J-POWER Transmission Network Co., Ltd. (J-POWER Transmission)

**(c) Promoting the Ohma Nuclear Power Project with safety as the major prerequisite**

The Group is constructing the Ohma Nuclear Power Plant, which uses uranium-plutonium mixed oxide (MOX) fuel in Ohma-machi, Shimokita-gun, Aomori Prefecture. The power plant is a baseload power source to support a stable energy supply. In addition to its role as a CO<sub>2</sub>-free power source to meet social needs to address climate change issues, it is becoming increasingly important as the core of the nuclear fuel cycle, enabling the consumption of large amounts of plutonium through the full use of MOX, amid the Japanese government's demand for a reduction in the amount of plutonium held.

Although the Nuclear Regulation Authority is currently assessing the plant's compliance with the new regulatory standards, we will continue to implement necessary safety measures steadily, aiming for full-scale construction as soon as possible. We will also continue to promote the Ohma Nuclear Power Project steadily while considering using the Long-Term Decarbonization Power Auction Scheme.

\*8. A bidding system under which the successful bid price is delivered over a period of 20 years in principle to encourage investment in new power sources that will contribute to realizing carbon neutrality

**(d) Creating new business areas**

The shift to carbon neutrality and the progress in innovation, including digital technology, are expected to bring about major changes in social and economic structures. The Group aims to create value by combining its technologies and know-how through investments in and alliances with startups and other such entities. We will also accelerate the results of value creation into new profitable businesses through a new organization that was newly established in April 2024 to accelerate the implementation of innovations.

**(3) Improving profitability and investment efficiency**

Increased capital efficiency is necessary to improve corporate value. Through the introduction of return on invested capital (ROIC), the Group will encourage autonomous business operations by each business department and the examination and implementation of measures to increase capital efficiency based on each business's characteristics, aiming to improve the company-wide ROIC.

**(4) Strengthening the Group's competitiveness**

The Group will contribute to solving various social issues facing Japan and the world by respecting individuals, ensuring opportunities for diverse work experiences, developing and improving human resources systems that support employees' challenges, and continuing to nurture diverse human resources who will become pioneers of wisdom and technology. By doing so, we aim to improve corporate value. In addition, the Group aims to create the 3Ps "Yoryoku" (powers of potentiality, productivity, and predictivity) of human resources and improve the Group's competitiveness by promoting specific measures to realize its DX promotion vision "DX 3S+D."\*<sup>8</sup>

\*9. Strength: Strength to earn + D: Data-driven, Smartness: Smartness in effectiveness + D: Data-driven, and Safety: Safety and Security + D: Data-driven

### (5) Deepening ESG management

The Group has established an ESG management promotion system and has identified five materialities to promote ESG management. We will continue to deepen ESG management through the PDCA cycle.

Materiality	Achievements to date	Initiatives
Energy Supply	Formulation of "BLUE MISSION 2050" Establishment of new CO <sub>2</sub> reduction target for FY2025	Steady promotion of "BLUE MISSION 2050" ➢ Steady achievement of CO <sub>2</sub> reduction target for FY2025 ➢ Clarification of path toward achieving CO <sub>2</sub> reduction target for FY2030
Response to climate change	Raising of CO <sub>2</sub> reduction target for FY2030	Enhanced TCFD (climate change) disclosure Implementation of disclosure of TNFD (natural capital)
Respect for people	Establishment of basic human rights policy	Steady progress toward achieving diversity target for FY2030 Implementation and establishment of human rights due diligence
Harmonious coexistence with the local community	Community-based operation of power facilities	Deepening the way of coexistence with the community led by the officials in charge of coexistence with the community
Enhancement of business foundation	Establishment of Nominating and Compensation Committee Transition of the governance system with the Audit and Supervisory Committee	Continued and thorough evaluation of the effectiveness of the Board of Directors Incorporation and operation of materiality assessment into executive compensation

## 5. Capital Investment

▪ **Total Capital Investment during the 72nd Fiscal Year:** 119,808 million yen

▪ **Major Facilities under Construction**

Segment	Type	Name	Capacity
Electric Power Business	Power Generation (Nuclear Power)	Ohma Nuclear Power Plant	1,383 MW

## 6. Research and Development Activities

The Group's research and development activities focus on the two items of "creating new value" in order to promote the realization of J-POWER "BLUE MISSION 2050" and "strengthening existing businesses" in order to respond to changes in the business environment and continuously strengthen competitiveness while utilizing knowledge cultivated in the electric power business.

Total amount of research and development expenses in the fiscal year under review was 7.7 billion yen.

Principal areas of the research and development activities are as follows.

Creating new value	CO <sub>2</sub> -free hydrogen production, CO <sub>2</sub> capture, utilization and storage, green oil, coal and biomass gasification
Strengthening existing businesses	Wind power generation, remote monitoring using satellite image data, optimization and digitalization of maintenance and operation of power plants, system simulation technology, etc.

## 7. Financing Activities

The following issuance of bonds, and long-term loans has been made in order to fund capital investment and pay down interest-bearing debt.

Category	Amount	Remarks
Bonds	45,000 million yen	Domestic straight bonds
Long-term loans	129,276 million yen	
Total	174,276 million yen	

## 8. Major Lenders (as of March 31, 2024)

Lender	Loan Balance at End of this Fiscal Year
Mizuho Bank, Ltd.	106,818 million yen
Sumitomo Mitsui Banking Corporation	92,300 million yen
MUFG Bank, Ltd.	72,077 million yen
Nippon Life Insurance Company	66,900 million yen
The Norinchukin Bank	65,500 million yen

Note: In addition to those listed above, there are two other major loans for overseas business projects under loan syndication arrangements (162,120 million yen in total).

## 9. Major Subsidiaries (as of March 31, 2024)

Company Name	Head Office Location	Capital (millions of yen)	Equity Share (%)	Main Businesses
<b>Electric Power Business</b>				
J-POWER Transmission Network Co, Ltd.	Chuo-ku, Tokyo	16,000	100	Transmission business
J-Wind Kaminokuni Co., Ltd.	Hiyama-gun, Hokkaido	217	100	Wind power business
J-Wind Co., Ltd.	Chuo-ku, Tokyo	100	100	Wind power business
J-Wind KUZUMAKI Co., Ltd.	Chuo-ku, Tokyo	5	100	Wind power business
J-Wind SETANA Co., Ltd.	Kudo-gun, Hokkaido	5	100	Wind power business
J-Solar Co., Ltd.	Chuo-ku, Tokyo	5	100	Solar power business
Nagasaki-Shikamachi Wind Power Co., Ltd.	Sasebo-shi, Nagasaki Pref.	490	70	Wind power business
Esashi Green Energy Co., Ltd	Hiyama-gun, Hokkaido	499	70 (70)	Wind power business
Ishikari Green Energy Co., Ltd.	Ishikari-shi, Hokkaido	499	70 (70)	Wind power business
<b>Electric Power-Related Businesses</b>				
J-POWER AUSTRALIA PTY. LTD.	Australia	548 (million AUD)	100	Investment in coal mines in Australia
J-POWER Generation Service Co., Ltd.	Chuo-ku, Tokyo	500	100	Operation of thermal power plants; sales of fly ash; shipping of coal for thermal power plants; research, planning and analysis of environmental conservation
J-POWER HYTEC Co., Ltd.	Chiyoda-ku, Tokyo	500	100	Construction, technical development, design, consulting, maintenance, and research for hydroelectric power plants, substations, and transmission lines; surveying of and compensation for construction sites; civil engineering, construction management, and construction services
J-POWER Business Service Corporation	Chuo-ku, Tokyo	450	100	Operation of welfare facilities; facility maintenance; business process outsourcing; development of computer software; imports and sales of fuel for power generation
J-POWER EnTech Inc.	Minato-ku, Tokyo	177	100	Engineering services for atmospheric and water pollutant removal equipment
J-POWER Telecommunication Service Co., Ltd.	Bunkyo-ku, Tokyo	110	100	Construction and maintenance of electronic and communications facilities, telecommunication business
J-POWER Design Co., Ltd.	Chiyoda-ku, Tokyo	20	100	Design, management, and research for electric power facilities and other facilities and construction consulting
Miyazaki Wood Pellet Co., Ltd.	Kobayashi-shi, Miyazaki Pref.	300	98	Operation of manufacturing facilities of wood pellets and procurement of forest offcut

Company Name	Head Office Location	Capital (millions of yen)	Equity Share (%)	Main Businesses
JM Activated Coke, Inc.	Kitakyushu-shi, Fukuoka Pref.	490	90	Manufacturing, sales, and marketing of activated coke
J-Wind Service Co., Ltd.	Chiyoda-ku, Tokyo	50	100 (100)	Maintenance and operation of wind power plants
EPDC CoalTech and Marine Co., Ltd.	Chuo-ku, Tokyo	20	100 (100)	Marine transportation of ash and fly ash
<b>Overseas Business</b>				
JP Renewable Europe Co., Ltd.	U.K.	278 (million GBP)	100	Management of investments
JP Generation Australia Pty. Ltd.	Australia	84 (million AUD)	100	Management of investments, research and development of projects
J-Power Investment Netherlands B.V.	The Netherlands	55 (million USD)	100	Management of investments
J-Power Generation Philippines Inc.	The Philippines	1,493 (million pesos)	100	Management of investments, research and development of projects
J-POWER Consulting (China) Co., Ltd.	China	6 (million RMB)	100	Management of investments, research and development of projects
J-POWER VIETNAM Co., Ltd.	Vietnam	8,500 (million VND)	100	Research and development of projects
J-POWER North America Holdings Co., Ltd.	U.S.A.	1 (USD)	100	Management of investments
J-POWER Holdings (Thailand) Co., Ltd.	Thailand	23,583 (million bahts)	100 (100)	Management of investments
JPGA Partners Pty. Ltd.	Australia	70 (million AUD)	100 (100)	Management of investments
JPBC DEVELOPMENT CO PTY. LTD.	Australia	10 (million AUD)	100 (100)	Management of investments
JPBC SOLAR PTY. LTD.	Australia	1 (million AUD)	100 (100)	Management of investments
JPBC BATTERY PTY. LTD.	Australia	50,001 (AUD)	100 (100)	Management of investments
J-POWER Generation (Thailand) Co., Ltd.	Thailand	39 (million bahts)	100 (100)	Management of investments, research and development of projects
J-POWER USA Investment Co., Ltd.	U.S.A.	75 (USD)	100 (100)	Management of investments
J-POWER USA Development Co., Ltd.	U.S.A.	1 (USD)	100 (100)	Management of investments, research and development of projects
J-POWER Renewables Capital, LLC	U.S.A.	–	100 (100)	Development business



Company Name	Head Office Location	Capital (millions of yen)	Equity Share (%)	Main Businesses
J-POWER Jackson Capital, LLC	U.S.A.	–	100 (100)	Management of investments
J-POWER Jackson Partners, LLC	U.S.A.	–	100 (100)	Management of investments
AP Solar 4, LLC	U.S.A.	–	100 (100)	Development business
Gulf JP Co., Ltd.	Thailand	32,890 (million bahts)	60 (60)	Management of investments
Gulf JP UT Co., Ltd.	Thailand	11,933 (million bahts)	60 (60)	Thermal power business
Gulf JP NS Co., Ltd.	Thailand	11,104 (million bahts)	60 (60)	Thermal power business
Gulf JP NNK Co., Ltd.	Thailand	1,490 (million bahts)	60 (60)	Thermal power business
Gulf JP CRN Co., Ltd.	Thailand	1,440 (million bahts)	60 (60)	Thermal power business
Gulf JP NK2 Co., Ltd.	Thailand	1,370 (million bahts)	60 (60)	Thermal power business
Gulf JP TLC Co., Ltd.	Thailand	1,365 (million bahts)	60 (60)	Thermal power business
Gulf JP KP1 Co., Ltd.	Thailand	1,360 (million bahts)	60 (60)	Thermal power business
Gulf JP KP2 Co., Ltd.	Thailand	1,275 (million bahts)	60 (60)	Thermal power business
Gulf JP1 Co., Ltd.	Thailand	95 (million bahts)	60 (60)	Solar power business
Jackson Generation, LLC	U.S.A.	–	51 (51)	Thermal power business
Gulf JP NLL Co., Ltd.	Thailand	1,384 (million bahts)	45 (45)	Thermal power business
<b>Other businesses</b>				
Kaihatsu Hiryou Co., Ltd.	Takehara-shi, Hiroshima Pref.	450	100	Production and sales fertilizer using ash
J-Power Latrobe Valley Pty. Ltd	Australia	100 (AUD)	100	Implementation of demonstration tests in Australian brown coal hydrogen pilot test project
Greencoal Saikai Co., Ltd.	Saikai-shi, Nagasaki Pref.	100	60	Operation of an ordinary waste-based fuel manufacturing facility
Biocoal Osaka-Hirano Co., Ltd.	Osaka-shi, Osaka Pref.	50	60	Construction and operation of a sewage sludge-based fuel manufacturing facility

Notes: 1. The percentages in parentheses present indirect holding ratios.

2. The Company has 76 consolidated subsidiaries, including the major subsidiaries as listed above, and 89 affiliates accounted for by the equity method.
3. For a Limited Liability Company (LLC) under U.S. law, the amount of capital is not stated as there is not an exact match for the concept of capital.

## 10. Major Business Locations (as of March 31, 2024)

### ▪ The Company's Major Offices and Power Plants

#### (a) Head Office and Offices

Name		Location
Head Office		Chuo-ku, Tokyo
Regional Headquarters	East Regional Headquarter	Kawagoe-shi, Saitama Pref.
	Chubu Regional Headquarter	Kasugai-shi, Aichi Pref.
	West Regional Headquarter	Osaka-shi, Osaka Pref.
Regional Office	Hokkaido Regional Office	Sapporo-shi, Hokkaido

#### (b) Power Plants

Sector	Power Plant Name (Location)
Hydroelectric Power (Output of 100 MW or more)	Okutadami, Tagokura, Otori, Shimogo (all in Fukushima Pref.), Okukiyotsu, Okukiyotsu #2 (both in Niigata Pref.), Numappara (Tochigi Pref.), Shintoyone (Aichi Pref.), Sakuma (Shizuoka Pref.), Miboro (Gifu Pref.), Nagano (Fukui Pref.), Tedorigawa #1 (Ishikawa Pref.), Ikehara (Nara Pref.), Sendaigawa #1 (Kagoshima Pref.)  (47 other power plants with output below 100 MW)
Thermal Power	Isogo (Kanagawa Pref.), Takasago (Hyogo Pref.), Takehara (Hiroshima Pref.), Tachibanawan (Tokushima Pref.), Matsuura, Matsushima (both in Nagasaki Pref.), Ishikawa Coal Thermal (Okinawa Pref.)
Geothermal Power	Onikobe (Miyagi Pref.)

### ▪ Location of Major Subsidiaries

Head office locations of major subsidiaries are provided in “9. Major Subsidiaries” on pages 39 to 41.

## 11. Employees (as of March 31, 2024)

### ▪ Employees of the J-POWER Group

<b>Segment</b>	<b>Number of Employees</b>
Electric Power Business	2,034
Electric Power-Related Businesses	4,289
Overseas Business	638
Other Businesses	122
<b>Total</b>	<b>7,083</b>

Notes: 1. The number of employees represents the number of employees at work.  
2. The number of temporary employees is omitted as it is less than 10% of the total.

### ▪ Employees of the Company

<b>Number of Employees</b>	<b>Change Since Previous FY</b>	<b>Average Age</b>	<b>Average Years of Service</b>
1,862	+46	41.7	19.1

Notes: 1. The number of employees represents the number of employees at work, and does not include 1,198 employees on loan, etc.  
2. The number of temporary employees is omitted as it is less than 10% of the total.

## II Items Regarding Stock of the Company

### Stock Status (as of March 31, 2024)

1. **Number of authorized shares** 660,000,000
2. **Number of shares issued** 183,051,100 (including 3,505 shares of treasury stock)
3. **Number of shareholders** 118,350
4. **Major shareholders (top 10 shareholders)**

Name of Shareholders	Number of shares held (thousands)	Shareholding ratio (%)
The Master Trust Bank of Japan, Ltd. (Trust Account)	24,171	13.21
Custody Bank of Japan, Ltd. (Trust Account)	9,491	5.19
Nippon Life Insurance Company	9,152	5.00
JP MORGAN CHASE BANK 385632	7,193	3.93
J-POWER Employees Shareholding Association	5,006	2.74
Mizuho Bank, Ltd.	4,640	2.53
JP MORGAN CHASE BANK 380072	3,542	1.94
Sumitomo Mitsui Banking Corporation, Ltd.	3,293	1.80
Fukoku Mutual Life Insurance Company	3,028	1.65
MUFG Bank, Ltd.	2,541	1.39

- Notes: 1. The above shareholding ratios are calculated excluding treasury stock.
2. The number of shares held by Fukoku Mutual Life Insurance Company includes its contribution of 600,000 shares to the employees' retirement benefit trust and 2.9 thousand shares in special accounts.
3. The number of shares held by Custody Bank of Japan, Ltd. (Trust Account) includes the Company's shares (177,700 shares) held in the trust account in relation to board benefit trust.

### 5. Status of shares granted to Company officers during the current fiscal year as consideration for performance of duties

Category	Number of shares	Number of grantees
Directors (excluding Directors serving as Audit & Supervisory Committee Members and Outside Directors)	4,593	2

- Notes: 1. The details of the Company's stock compensation are described in "Items Regarding Non-monetary Remuneration" on page 53.
2. The shares of the Company and cash for the amount calculated by applying the market value, corresponding to the number of points granted to the Director during the term of office, will be distributed through the Trust.

### III Items Regarding Directors of the Company

#### 1. Directors (as of March 31, 2024)

Title	Name	Roles and responsibilities of the current position and other major concurrent positions
Chairman and Representative Director	Toshifumi Watanabe	<ul style="list-style-type: none"> <li>Company-wide compliance</li> </ul>
Representative Director President and Chief Executive Officer	Hitoshi Kanno	<ul style="list-style-type: none"> <li>ESG oversight</li> </ul>
Representative Director and Executive Vice President	Hiroyasu Sugiyama	<ul style="list-style-type: none"> <li>General operations</li> <li>Technology oversight</li> <li>Department Deputy Director of Nuclear Power Business (delegation of administrative works)</li> <li>International Business and Hydrogen/CCS Business Development (matters under special assignment)</li> </ul>
Director and Executive Vice President	Osamu Hagiwara	<ul style="list-style-type: none"> <li>General operations</li> <li>Department Director of Nuclear Power Business (delegation of administrative works)</li> </ul>
Director and Executive Vice President	Yoshikazu Shimada	<ul style="list-style-type: none"> <li>General operations</li> <li>Department Director of Renewable Energy (delegation of administrative works)</li> <li>Labor &amp; Plant Safety Management Dept.</li> <li>Civil &amp; Architectural Engineering Dept.</li> <li>Digital Innovation and International Business (matters under special assignment)</li> </ul>
Director and Executive Vice President	Hiroshi Sasatsu	<ul style="list-style-type: none"> <li>General operations</li> <li>Thermal Energy &amp; Value Creation Dept.</li> <li>Research &amp; Development Dept.</li> <li>Corporate Planning &amp; Administration, International Business and Hydrogen/CCS Business Development (matters under special assignment)</li> </ul>
Director and Executive Vice President	Isshuu Kurata	<ul style="list-style-type: none"> <li>General operations</li> <li>Department Director of Energy Business (delegation of administrative works)</li> <li>Department Deputy Director of Nuclear Power Business (delegation of administrative works)</li> <li>Accounting &amp; Finance Dept.</li> <li>General Affairs Dept.</li> <li>Siting &amp; Environment Dept.</li> <li>Procurement Dept.</li> </ul>
Director and Executive Managing Officer	Takaya Nomura	<ul style="list-style-type: none"> <li>Department Deputy Director of Renewable Energy (delegation of administrative works)</li> <li>Digital Innovation Dept.</li> <li>Hydropower Dept.</li> <li>International Business (matters under special assignment)</li> </ul>
Director and Executive Managing Officer	Ryoji Sekine	<ul style="list-style-type: none"> <li>Department Director of International Business (delegation of administrative works)</li> <li>International Business Management Dept.</li> <li>International Business Development Dept.</li> </ul>
Outside Director	Tomonori Ito	<ul style="list-style-type: none"> <li>Professor at Institute for Business and Finance, Waseda University</li> <li>Lecturer at International Academic Research Institute, Kyoto University of Advanced Science</li> <li>Outside Director of Mitsui Sumitomo Insurance Company, Limited</li> <li>External Director, Sumitomo Mitsui Trust Holdings, Inc.</li> </ul>
Outside Director	John Buchanan	<ul style="list-style-type: none"> <li>Research Associate of Centre for Business Research, University of Cambridge</li> </ul>
Outside Director	Takashi Yokomizo	<ul style="list-style-type: none"> <li>Attorney at law (Partner Lawyer, Sunrise Law Office)</li> </ul>

Title	Name	Roles and responsibilities of the current position and other major concurrent positions
Director serving as Audit & Supervisory Committee Member (Full-time)	Naori Fukuda	
Outside Director serving as Audit & Supervisory Committee Member (Full-time)	Hiroshi Fujioka	<ul style="list-style-type: none"> <li>• Outside Director serving as Audit and Supervisory Committee Member of The Nishi-Nippon City Bank, Ltd.</li> </ul>
Director serving as Audit & Supervisory Committee Member	Kiyoshi Nakanishi	
Director serving as Audit & Supervisory Committee Member	Kimiko Oga	<ul style="list-style-type: none"> <li>• Outside Director, SKY Perfect JSAT Holdings Inc.</li> <li>• Outside Member of the Board (Audit &amp; Supervisory Committee Member), BroadBand Tower, Inc.</li> <li>• Outside Audit &amp; Supervisory Board Member, ALCONIX CORPORATION</li> </ul>

- Notes:
1. Messrs. Tomonori Ito, John Buchanan, and Takashi Yokomizo who serve as Outside Directors of the Company, and Mr. Hiroshi Fujioka, Mr. Kiyoshi Nakanishi, and Ms. Kimiko Oga who serve as Outside Directors serving as Audit & Supervisory Committee Members were appointed by the Company as independent director/auditor specified in the regulations of the Tokyo Stock Exchange.
  2. Mr. Toshifumi Watanabe, who serves as Director, is scheduled to be appointed as Outside Audit & Supervisory Board Member of Fukoku Mutual Life Insurance Company on July 2, 2024.
  3. Mr. Tomonori Ito, who serves as Outside Director, retired as Outside Director of Aozora Bank, Ltd. on June 22, 2023.
  4. Mr. Tomonori Ito was appointed as External Director of Sumitomo Mitsui Trust Holdings, Inc. on June 23, 2023.
  5. Waseda University, Kyoto University of Advanced Science, Mitsui Sumitomo Insurance Company, Limited, and Sumitomo Mitsui Trust Holdings, Inc. have no special relationship with the Company.
  6. Centre for Business Research, University of Cambridge has no special relationship with the Company.
  7. Sunrise Law Office has no special relationship with the Company.
  8. Mr. Hiroshi Fujioka, Outside Director serving as Audit & Supervisory Committee Member of the Company, has a high level of knowledge in the area of finance and accounting as he has had long experience in the administration of fiscal and financial issues, etc.
  9. Mr. Hiroshi Fujioka, Outside Director serving as Audit & Supervisory Committee Member of the Company is scheduled to be retired as Outside Director serving as Audit and Supervisory Committee Member of The Nishi-Nippon City Bank, Ltd. on June 27, 2024 and scheduled to be appointed as Outside Director who is an Audit and Supervisory Committee member of Nishi-Nippon Financial Holdings, Inc. on the same date.
  10. The Nishi-Nippon City Bank, Ltd. has no special relationship with the Company.
  11. Ms. Kimiko Oga, Outside Director serving as Audit & Supervisory Committee Member of the Company is scheduled to be retired as Outside Audit & Supervisory Board Member of ALCONIX CORPORATION on June 19, 2024.
  12. SKY Perfect JSAT Holdings Inc., BroadBand Tower, Inc. and ALCONIX CORPORATION have no special relationship with the Company.
  13. The Company selected Messrs. Naori Fukuda and Hiroshi Fujioka as full-time Audit & Supervisory Committee Members so that it can strengthen the audit and supervisory functions of Audit & Supervisory Committee Members, ensure that information is collected from Directors (excluding Directors serving as Audit & Supervisory Committee Members) and information of important internal meetings is shared, and enable sufficient collaboration between the internal audit department and the Audit & Supervisory Committee.

## 2. Policy for the Determination of Remuneration for Directors

The Company has established a policy for determining details of individual remuneration, etc. for Directors as stipulated in Article 361, Paragraph 7 of the Companies Act, as follows, by resolution of the Board of Directors after the deliberation by the Nomination and Compensation Committee, whose chairperson and majority of members are independent officers. In accordance with this policy and based on delegation by the Board of Directors, Mr. Hitoshi Kanno, who serves as Representative Director President of the Company, will determine the specific details of individual monthly remuneration, performance-linked remuneration, and stock compensation for Directors of the Company. The reason for delegating the authority for these decisions to the Representative Director President is that the Company has deemed that the Representative Director President is the most appropriate person to conduct evaluations while maintaining an overview of the performance of the Company as a whole. In addition, in light of the fact that the Nomination and Compensation Committee appropriately deliberates on the propriety of the performance evaluation and amount of remuneration proposed by the Representative Director President, and the fact that the results of those deliberations are reported to the Board of Directors by the chairperson, the Board of Directors has deemed that the details of individual remuneration for Directors are in accordance with this decision-making policy.

### **[Policy for Determining Remuneration for Directors (excluding Directors serving as Audit & Supervisory Committee Members)]**

At the 70th Ordinary General Meeting of Shareholders held on June 28, 2022, it was resolved that the amount of remuneration for Directors (excluding Directors serving as Audit & Supervisory Committee Members) shall be within 570 million yen per year (of which, only a fixed monthly remuneration within 60 million yen is given to Outside Directors. Employee salaries for Directors who serve in dual capacity as employees are excluded), which is the total sum of the fixed monthly remuneration calculated based on position of each Director and the performance-linked remuneration provided as an incentive to achieve management goals. It was also resolved in the abovementioned meeting to introduce a stock compensation system, described in “5. Items Regarding Non-monetary Remuneration” on page 53, for Directors (excluding Directors serving as Audit & Supervisory Committee Members) who are not Outside Directors.

Based on this maximum amount, the basic policy is to enhance the link between remuneration and business performance and corporate value, as well as provide an incentive for the sustainable improvement of long-term business performance and an increase in corporate value. Accordingly, the policy for determining individual remuneration for Directors on or after the 71st Ordinary General Meeting of Shareholders held on June 28, 2023 shall be as follows:

- (1) Policy for determining the individual monetary remuneration and stock compensation for Directors (excluding Directors serving as Audit & Supervisory Committee Members) who are not Outside Directors
  - (a) Remuneration structure and ratio of each type of remuneration  
The remuneration structure and ratio of each type of remuneration for Directors (excluding Directors serving as Audit & Supervisory Committee Members) who are not Outside Directors is set based on the following targets: monthly remuneration (annual amount) 70%; performance-linked remuneration 20%; stock compensation 10%.
  - (b) Monthly remuneration  
Monthly remuneration is a fixed amount of monetary remuneration calculated based on position of each Director and paid in cash each month on a regular basis.
  - (c) Performance-linked compensation  
Introduced as an incentive to achieve management goals. It shall be calculated as



follows and will be paid on a lump sum basis promptly after the conclusion of the Ordinary General Meeting of Shareholders each year.

(i) First indicator

Indicator factor: Level of achievement of consolidated ordinary income  
(Consolidated ordinary income actual results/forecasted consolidated ordinary income at the beginning of the period)

Fluctuation range: 0% minimum to 200% maximum

(ii) Second indicator

Indicator factor: KPIs for the material issues (excluding the strengthening of our profit and financial bases) comprehensive evaluation

Fluctuation range: 0% minimum to 120% maximum

(iii) Calculation of amount

Payment percentage: Factor of first indicator × 90% + factor of second indicator × 10%

Payment amount: Standard remuneration by position x payment percentage

(iv) Exceptional measures

The payment amount in (iii) above shall be increased or reduced as an exception only in cases where any Directors (excluding Directors serving as Audit & Supervisory Committee Members) who are not Outside Directors make a particularly significant contribution or cause significant damage to the Company's performance. Such changes can be made after a deliberation by the Nomination and Compensation Committee with respect to the contents of such factor and the need to reflect such factor to the remuneration. In such cases, however, the payment amount shall not exceed the fluctuation ranges of performance-linked remuneration based on (iii) above.

(d) Stock compensation (trust-type)

Introduced as an incentive for the Company's long-term growth based on the characteristics of the Company's business content and business development. Stock compensation sets long-term exercise restrictions with the aim of promoting initiatives to raise stock prices over the long term. The Company will establish a Trust and contribute the funds necessary for Directors (excluding Directors serving as Audit & Supervisory Committee Members) who are not Outside Directors in accordance with the Share Distribution Regulations for Officers to acquire, in advance, shares of the Company over a certain period of time. The Trust period will be three years. In principle, the payment will be made at the time of retirement, and the shares of the Company and cash for the amount calculated by applying the market value, corresponding to the number of points granted to the Director during the term of office, will be distributed through the Trust.

(2) Policy for determining the remuneration for Outside Directors (excluding Directors serving as Audit & Supervisory Committee Members)

(a) Remuneration structure

From the standpoint of ensuring independence from business execution, the remuneration will only consist of monthly remuneration and not include any performance-linked remuneration and stock compensation.

(b) Monthly remuneration

Monthly remuneration is a fixed amount of monetary remuneration that is paid on a regular basis every month.

(3) Method of determination of individual remuneration

Remuneration for individual Directors (excluding Directors serving as Audit & Supervisory Committee Members) shall be deliberated and approved by the Nomination and Compensation Committee with respect to the specific amount of remuneration for each fiscal year in accordance with (1) and (2) above. Following this, the Board of Directors shall delegate the determination of the amount of remuneration for individual Directors based on the deliberation results by the committee to the Representative Director President. The Representative Director President shall then make a determination.

In addition, by resolution at the 70th Ordinary General Meeting of Shareholders held on June 28, 2022, total remuneration for the Directors serving as Audit & Supervisory Committee Members was capped at 120 million yen annually (a fixed monthly remuneration calculated based on the position of each Audit & Supervisory Committee Member), and remuneration for each Director serving as Audit & Supervisory Committee Member is determined by means of consultation among Audit & Supervisory Committee Members within the cap prescribed above. The number of Directors (excluding Directors serving as Audit & Supervisory Committee Members) as at the conclusion of the abovementioned Ordinary General Meeting of Shareholders was 12 (including 3 Outside Directors) and the number of Directors serving as Audit & Supervisory Committee Members was 4 (including 3 Outside Directors).

Before the 71st Ordinary General Meeting of Shareholders held on June 28, 2023, the Policy for Determining Remuneration for Directors (excluding Directors serving as Audit & Supervisory Committee Members) was as follows. In accordance with this policy, Mr. Toshifumi Watanabe, who was serving as Representative Director President of the Company, determined the specific details of individual monthly remuneration, performance-linked remuneration, and stock compensation for Directors of the Company upon delegation by the Board of Directors.

**[Policy for Determining Remuneration for Directors (excluding Directors serving as Audit & Supervisory Committee Members)]**

(1) Policy for determining the individual monetary remuneration and stock compensation for Directors (excluding Directors serving as Audit & Supervisory Committee Members) who are not Outside Directors

(a) Remuneration payment rate

The remuneration payment rate for Directors (excluding Directors serving as Audit & Supervisory Committee Members) who are not Outside Directors is set based on the following targets: monthly remuneration (annual amount) 80%; performance-linked remuneration 10%; stock compensation 10%.

(b) Monthly remuneration

Monthly remuneration is a fixed amount of monetary remuneration calculated based on position of each Director and paid in cash each month on a regular basis.

(c) Performance-linked compensation (bonus paid once a year)

Introduced as an incentive to achieve management goals.

Performance-linked remuneration is calculated by multiplying the standard remuneration amount which is determined based on the position held by each Director by a number determined based on certain indicators. It will be paid on a lump sum basis promptly after the conclusion of the Ordinary General Meeting of Shareholders each year.

<Calculation method>

Indicator: consolidated ordinary income

Calculation: standard remuneration by position × (consolidated ordinary income actual

results/forecasted consolidated ordinary income at the beginning of the period)  
(However, the fluctuation range is 0% minimum to 200% maximum)

(d) Stock compensation (trust-type)

Introduced as an incentive for the Company's long-term growth based on the characteristics of the Company's business content and business development. Stock compensation sets long-term exercise restrictions with the aim of promoting initiatives to raise stock prices over the long term. The Company will establish a Trust and contribute the funds necessary for Directors (excluding Directors serving as Audit & Supervisory Committee Members) who are not Outside Directors to acquire, in advance, shares of the Company over a certain period of time. The Trust period will be three years from August 2022 to August 2025. Trust contributions, etc. will be distributed in accordance with the Share Distribution Regulations for Officers established separately. In principle, the payment will be made at the time of retirement, and the shares of the Company and cash for the amount calculated by applying the market value, corresponding to the number of points granted to the Director during the term of office, will be distributed through the Trust

(2) Policy for determining the remuneration for Outside Directors (excluding Directors serving as Audit & Supervisory Committee Members)

(a) Remuneration structure

From the standpoint of ensuring independence from business execution, the remuneration will only consist of monthly remuneration and not include any performance-linked remuneration.

(b) Monthly remuneration

Monthly remuneration is a fixed amount of monetary remuneration that is paid on a regular basis every month.

(3) Method of determination

Details of individual remuneration for Directors (excluding Directors serving as Audit & Supervisory Committee Members) shall be delegated by the Board of Directors to the Representative Director President after deliberations by the Nomination and Compensation Committee, the majority of whose members are independent officers, are made with respect to the remuneration structure and the amount of remuneration, and the results of those deliberation are approved by the Board of Directors. The authority delegated to the Representative Director President shall consist of the determination of individual monthly remuneration, performance-linked remuneration and stock compensation for each Director (excluding Directors serving as Audit & Supervisory Committee Members).

### 3. Directors' Remuneration

Category of Directors	Total amount of remuneration, etc. (millions of yen)	Total amount of remuneration, etc. by type (millions of yen)			Number of persons
		Basic remuneration	Performance-linked remuneration	Stock compensation	
Directors (excluding Directors serving as Audit & Supervisory Committee Members) (Of which Outside Directors)	458 (34)	353 (34)	65 (-)	39 (-)	15 (4)
Directors serving as Audit & Supervisory Committee Members (Of which Outside Directors)	100 (60)	100 (60)	- (-)	- (-)	4 (3)

- Notes: 1. The amounts are rounded down to the nearest million yen.  
2. The "Number of Persons" in Directors (Excluding Directors serving as Audit & Supervisory Committee Members) above includes 3 Directors who retired at the conclusion of the 71st Ordinary General Meeting of Shareholders held on June 28, 2023.  
3. The amount of performance-linked remuneration represents the amount recorded as expenses in the fiscal year under review because performance evaluation for fiscal 2023 has not been completed and therefore the amount to be paid has not yet been determined.  
4. The amount of the stock compensation, which is a type of non-monetary remuneration, described above is the amount recorded as expenses in the fiscal year under review.

### 4. Items Regarding Performance-linked Remuneration

The Company introduced a performance-linked remuneration as an incentive to achieve management goals and currently uses consolidated ordinary income and material issues (energy supply, response to climate change, respect for people, engagement with local communities, and enhancement of our business foundation) as indicators so as to make the evaluation with both financial and non-financial indicators. The reasons they were chosen as indicators are that consolidated ordinary income is used in management goals in our Medium-Term Management Plan while initiatives to address material issues will contribute to the achievement of the SDGs and enhance corporate value over the medium to long term. Our consolidated ordinary income target for FY2023 was 110.0 billion yen (forecasted consolidated ordinary income at the beginning of the period) and the actual result was 118.5 billion yen. The progress of KPIs for the material issues for FY2023 is planned to be announced after reporting by the Sustainability Promotion Board and the Board of Directors. The calculation method of the performance-linked remuneration is described in "Policy for Determining Remuneration for Directors (excluding Directors serving as Audit & Supervisory Committee Members)" on pages 48 to 50.

## 5. Items Regarding Non-monetary Remuneration

The Company introduced a stock compensation system for Directors (excluding Directors serving as Audit & Supervisory Committee Members) who are not Outside Directors as an incentive for the Company's long-term growth based on the characteristics of the Company's business content and business development. The system is a stock compensation system in which a trust set up by the Company through cash contributions acquires shares of the Company, and the number of shares of the Company corresponding to the number of points granted to each Director, etc. by the Company will be distributed to each Director, etc. through the said trust. The outline is as follows.

1. Persons eligible for the system	The Company's Directors (excluding Directors serving as Audit & Supervisory Committee Members) who are not Outside Directors
2. Target period	The three fiscal years from the fiscal year ending March 31, 2023 to the fiscal year ending March 31, 2025
3. Maximum amount of money that the Company will contribute as funds for the acquisition of shares of the Company necessary for distribution to persons eligible for the System in 1. during the target period in 2.	Total of 165 million yen
4. Method of acquiring shares of the Company	Through the undertaking of the disposal of the Company's treasury shares or through the exchange market (including off-floor trading)
5. Maximum number of points granted to persons eligible for the System in 1.	40,600 points per fiscal year *1 point = 1 share of the Company
6. Criteria for granting points	Points are granted based on the position, etc., of each Director.
7. Time of distribution of shares of the Company to persons eligible for the system in 1.	In principle, when Directors retire

Note: By the decision of the Board of Directors, the Company may extend the target period for a period of three fiscal years each and make additional fund contributions up to a limit of the amount obtained by multiplying the number of fiscal years of the target period for the extension by 55 million yen.

## 6. Items Regarding Outside Directors

### ▪ Major Concurrent Positions of Outside Officers and Their Relationships with the Company

Details of major concurrent positions of Outside Directors and their relationships with the Company are described under “1. Directors” on pages 46 to 47.

### ▪ Outline of Duties Performed Regarding Key Activities and Expected Roles in this Fiscal Year

Name (Title)	Attendance at meetings	Key Activities
Tomonori Ito (Outside Director)	Board of Directors meetings 77% (10/13)	He has abundant experience in investment banking business both inside and outside Japan, distinguished knowledge and capability of addressing various management issues acquired through researches in financial theory at graduate school, and he is expected to fulfill his supervisory function from these perspectives. In the current fiscal year under review, he has again appropriately fulfilled his role by providing oversight and advice on business execution as Outside Director of the Company, including by making proactive statements from these perspectives to the Board of Directors of the Company.
John Buchanan (Outside Director)	Board of Directors meetings 100% (13/13)	He has abundant experience in investment advisory business both inside and outside Japan, distinguished knowledge and capability of addressing various management issues acquired through researches concerning corporate governance at University of Cambridge, and he is expected to fulfill his supervisory function from these perspectives. In the current fiscal year under review, he has again appropriately fulfilled his role by providing oversight and advice on business execution as Outside Director of the Company, including by making proactive statements from these perspectives to the Board of Directors of the Company.
Takashi Yokomizo (Outside Director)	Board of Directors meetings 100% (10/10)	He has abundant experience in the legal profession, distinguished knowledge and capability of addressing various management issues as an attorney at law, and he is expected to fulfill his supervisory function from these perspectives. In the current fiscal year under review, he has appropriately fulfilled his role by providing oversight and advice on business execution as Outside Director of the Company, including by making proactive statements from these perspectives to the Board of Directors of the Company. In addition, he has been involved in deliberations over the nominations and remuneration of the management team as Chairperson of the Nomination and Compensation Committee, and has actively expressed his opinions.

Notes: The attendance of Mr. Takashi Yokomizo, Outside Director, at the Board of Directors meetings only covers the Board of Directors meetings held after his appointment on June 28, 2023.

Name (Title)	Attendance at meetings	Key Activities
Hiroshi Fujioka (Outside Director Serving as Audit & Supervisory Committee Member)	<p>Board of Directors meetings 100% (13/13)</p> <p>Audit &amp; Supervisory Committee meetings 100% (12/12)</p>	<p>He has long had abundant experience and distinguished knowledge in administrative practices, including at the Ministry of Finance, and he is expected to fulfill his management oversight function from these perspectives. In the current fiscal year under review, he has again appropriately fulfilled his role by auditing Directors' execution of duties as Outside Director serving as Audit &amp; Supervisory Committee Member of the Company, including by making proactive statements from these perspectives to the Board of Directors and Audit &amp; Supervisory Committee of the Company. In addition, he has been involved in deliberations over the nominations and remuneration of the management team as a member of the Nomination and Compensation Committee, and has actively expressed his opinions.</p>
Kiyoshi Nakanishi (Outside Director Serving as Audit & Supervisory Committee Member)	<p>Board of Directors meetings 100% (13/13)</p> <p>Audit &amp; Supervisory Committee meetings 100% (12/12)</p>	<p>He has abundant experience in the automobile industry and distinguished knowledge as a corporate manager, and he is expected to fulfill his management oversight function from these perspectives. In the current fiscal year under review, he has again appropriately fulfilled his role by auditing Directors' execution of duties Outside Director serving as Audit &amp; Supervisory Committee Member of the Company, including by making proactive statements from these perspectives to the Board of Directors and Audit &amp; Supervisory Committee of the Company. In addition, he has been involved in deliberations over the nominations and remuneration of the management team as a member of the Nomination and Compensation Committee, and has actively expressed his opinions.</p>
Kimiko Oga (Outside Director Serving as Audit & Supervisory Committee Member)	<p>Board of Directors meetings 100% (13/13)</p> <p>Audit &amp; Supervisory Committee meetings 100% (12/12)</p>	<p>She has abundant experience in the information and communications industry and distinguished knowledge as a corporate manager, and she is expected to fulfill her management oversight function from these perspectives. In the current fiscal year under review, she has again appropriately fulfilled her role by auditing Directors' execution of duties Outside Director serving as Audit &amp; Supervisory Committee Member of the Company, including by making proactive statements from these perspectives to the Board of Directors and Audit &amp; Supervisory Committee of the Company.</p>

## **7. Overview of Limitation of Liability Contracts**

In accordance with Article 427, Paragraph 1 of the Companies Act, the Company has entered into contracts with its Directors (excluding Directors with executive authority over operations, etc.) that limit their liability as provided for in Article 423, Paragraph 1 of the same act. The limit under these contracts is the amount prescribed by the applicable laws and regulations.

## **8. Overview of the Company's Indemnification Agreements**

The Company has entered into indemnification agreements with Directors in accordance with Article 430-2, Paragraph 1 of the Companies Act, under which the Company shall indemnify them for the expenses stipulated in Item 1 and the loss stipulated in Item 2 of said paragraph to the extent provided for in laws and regulations. With respect to defense costs, the Company is not obligated to indemnify Directors in the event such Directors are liable for damages due to obvious malfeasance in their execution of duties.

## **9. Overview of Directors' and Officers' Liability Insurance Contract**

The Company has entered into a directors' and officers' liability insurance contract with an insurance company, with all of its Directors, Executive Officers, and Audit & Supervisory Executive Officers as insured persons in accordance with Article 430-3, Paragraph 1 of the Companies Act, and the Company bears all of the insurance premiums for such contract.

This contract covers compensation for legal damages and litigation costs to be borne by the insured persons in the event of claims made against them during the insurance period in relation to their execution of duties.

However, the Company is taking measures to prevent the impairment of the appropriateness of the execution of duties by officers, etc., such as excluding from the insurance coverage the damages that arise from acts taken with the knowledge that such acts are in violation of laws and regulations.



## IV Status of Accounting Auditors

### 1. Name of Accounting Auditors

Ernst & Young ShinNihon LLC

### 2. Amount of Accounting Auditor Compensation

Segment	Amount Paid
Amount of compensation paid in this fiscal year	139 million yen
Total amount owed to Accounting Auditor by the Company and its subsidiaries in the form of cash or other financial benefit	206 million yen

Notes: 1. According to the Auditing Agreement between the Company and its Accounting Auditor, no separation is made in auditor compensation between auditing under the Companies Act and auditing under the Financial Instruments and Exchange Act, and since the two cannot, in fact, be distinguished, the amount noted above represents total compensation for services under both categories in the current fiscal year.

2. After examining the accounting audit plan for the fiscal year including the number of days for audit and the allocation of personnel, the assessment and evaluation of the audit in the previous fiscal year, the appropriateness of the audit conducted by the Accounting Auditor, and the grounds for calculating the estimate of the compensation, the Audit & Supervisory Committee gave its consent to the amount of Accounting Auditor's compensation.

3. Certain consolidated subsidiaries of the Company use the accounting audit services of other audit firms.

### 3. Non-audit Services

The Company has entrusted its Accounting Auditor to provide certain services other than those stipulated in Article 2, Paragraph 1 of the Certified Public Accountants Act of Japan (non-audit services), such as limited assurance engagement services for material environmental information.

### 4. Policy Regarding Dismissal or Non-re-election of Accounting Auditors

When it is acknowledged that an Accounting Auditor is subject to the Items of Article 340, Paragraph 1 of the Companies Act, the Audit & Supervisory Committee will dismiss the Accounting Auditor with the consent of all Audit & Supervisory Committee Members. Besides the foregoing, if the Accounting Auditor is deemed unable to adequately perform its duties, or there is another justifiable reason, the Audit & Supervisory Committee shall set a proposal for discharge or non-re-election of the Accounting Auditor to be presented to the General Meeting of Shareholders.

CONSOLIDATED FINANCIAL STATEMENTS

**CONSOLIDATED BALANCE SHEET** (as of March 31, 2024)

(millions of yen)

<b>Assets</b>	
<b>Non-current assets</b>	2,785,494
<b>Electric utility plant and equipment</b>	1,092,687
Hydroelectric power production facilities	378,572
Thermal power production facilities	364,877
Renewable power production and other facilities	118,762
Transmission facilities	136,104
Transformation facilities	33,506
Communication facilities	6,523
General facilities	54,340
<b>Overseas business facilities</b>	463,421
<b>Other non-current assets</b>	89,664
<b>Construction in progress</b>	576,118
Construction in progress	576,118
<b>Nuclear fuel</b>	77,101
Nuclear fuel in processing	77,101
<b>Investments and other assets</b>	486,501
Long-term investments	410,175
Net defined benefit asset	18,157
Deferred tax assets	41,709
Other	16,545
Allowance for doubtful accounts	(87)
<b>Current assets</b>	690,254
Cash and deposits	278,814
Notes and accounts receivable - trade, and contract assets	98,119
Short-term investments	153,146
Inventories	80,059
Other	80,118
Allowance for doubtful accounts	(3)
<b>Total assets</b>	3,475,749

**CONSOLIDATED BALANCE SHEET** (as of March 31, 2024) *(Continued)*

(millions of yen)

<b>Liabilities</b>	
<b>Non-current liabilities</b>	1,793,412
Bonds payable	729,086
Long-term loans payable	932,304
Lease obligations	1,210
Other provision	26
Net defined benefit liability	31,707
Asset retirement obligations	34,465
Deferred tax liabilities	27,677
Other	36,934
<b>Current liabilities</b>	349,257
Current portion of non-current liabilities	196,448
Short-term loans payable	8,031
Notes and accounts payable - trade	52,379
Accrued taxes	27,745
Other provision	646
Asset retirement obligations	528
Other	63,478
<b>Total liabilities</b>	2,142,670
<b>Net Assets</b>	
<b>Shareholders' equity</b>	1,038,201
Capital stock	180,502
Capital surplus	128,178
Retained earnings	729,883
Treasury stock	(362)
<b>Accumulated other comprehensive income</b>	177,720
Valuation difference on available-for-sale securities	26,855
Deferred gains or losses on hedges	15,434
Foreign currency translation adjustment	119,358
Remeasurements of defined benefit plans	16,072
<b>Non-controlling interests</b>	117,156
<b>Total net assets</b>	1,333,078
<b>Total liabilities and net assets</b>	3,475,749

**CONSOLIDATED STATEMENT OF INCOME** (from April 1, 2023 to March 31, 2024)

(millions of yen)

<b>Ordinary revenue</b>	
<b>Operating revenue</b>	1,257,998
Electric utility operating revenue	899,476
Overseas business operating revenue	259,264
Other business operating revenue	99,256
<b>Non-operating income</b>	49,518
Dividend income	1,866
Interest income	7,447
Share of profit of entities accounted for using equity method	24,550
Other	15,654
<b>Total ordinary revenue</b>	1,307,516
<b>Ordinary expenses</b>	
<b>Operating expenses</b>	1,152,293
Electric utility operating expenses	861,021
Overseas business operating expenses	226,756
Other business operating expenses	64,515
[Operating income]	[105,704]
<b>Non-operating expenses</b>	36,687
Interest expenses	30,937
Other	5,749
<b>Total ordinary expenses</b>	1,188,981
<b>Ordinary income</b>	118,535
<b>Profit before income taxes</b>	118,535
<b>Income taxes - current</b>	27,393
<b>Income taxes - deferred</b>	6,446
<b>Profit</b>	84,695
<b>Profit attributable to non-controlling interests</b>	6,920
<b>Profit attributable to owners of parent</b>	77,774

## NON-CONSOLIDATED FINANCIAL STATEMENTS

**NON-CONSOLIDATED BALANCE SHEET** (as of March 31, 2024)

(millions of yen)

<b>Assets</b>	
<b>Non-current assets</b>	2,163,426
<b>Electric utility plant and equipment</b>	854,179
Hydroelectric power production facilities	396,572
Thermal power production facilities	377,962
Renewable power production and other facilities	18,902
Communication facilities	7,541
General facilities	53,200
<b>Incidental business facilities</b>	2,296
<b>Non-operating facilities</b>	798
<b>Construction in progress</b>	464,881
Construction in progress	464,881
<b>Nuclear fuel</b>	77,101
Nuclear fuel in processing	77,101
<b>Investments and other assets</b>	764,168
Long-term investments	68,693
Long-term investment for subsidiaries and affiliates	662,271
Long-term prepaid expenses	2,702
Deferred tax assets	30,500
<b>Current assets</b>	369,698
Cash and deposits	64,090
Accounts receivable - trade	39,468
Other accounts receivable	1,282
Short-term investments	149,992
Supplies	58,176
Prepaid expenses	1,941
Short-term receivables from subsidiaries and affiliates	12,032
Other current assets	42,714
<b>Total assets</b>	2,533,125

**NON-CONSOLIDATED BALANCE SHEET** (as of March 31, 2024) *(Continued)*

(millions of yen)

<b>Liabilities</b>	
<b>Non-current liabilities</b>	1,414,420
Bonds payable	727,596
Long-term loans payable	643,612
Long-term accrued liabilities	5,887
Lease obligations	42
Long-term debt to subsidiaries and affiliates	1,925
Provision for retirement benefits	26,547
Asset retirement obligations	6,339
Other non-current liabilities	2,469
<b>Current liabilities</b>	293,018
Current portion of non-current liabilities	172,001
Short-term loans payable	7,950
Accounts payable - trade	8,452
Accounts payable - other	11,357
Accrued expenses	12,552
Accrued taxes	11,374
Deposits received	575
Short-term debt to subsidiaries and affiliates	67,103
Other advances	1,334
Other current liabilities	315
<b>Total liabilities</b>	1,707,438

**NON-CONSOLIDATED BALANCE SHEET (as of March 31, 2024) (Continued)**

(millions of yen)

<b>Net Assets</b>	
<b>Shareholders' equity</b>	799,280
<b>Capital stock</b>	180,502
<b>Capital surplus</b>	109,904
Legal capital surplus	109,904
<b>Retained earnings</b>	509,236
Legal retained earnings	6,029
Other retained earnings	503,207
Reserve for special disaster	79
Exchange-fluctuation preparation reserve	1,960
General reserve	432,861
Retained earnings brought forward	68,305
<b>Treasury stock</b>	(362)
<b>Valuation and translation adjustments</b>	26,406
Valuation difference on available-for-sale securities	25,485
Deferred gains or losses on hedges	920
<b>Total net assets</b>	825,687
<b>Total liabilities and net assets</b>	2,533,125

**NON-CONSOLIDATED STATEMENT OF INCOME**(from April 1, 2023 to March 31, 2024)

(millions of yen)

<b>Ordinary revenue</b>	
<b>Operating revenue</b>	843,229
<b>Electric utility operating revenue</b>	835,924
Power fees	253
Sold power to other suppliers	821,456
Other electricity revenue	14,213
<b>Incidental business operating revenue</b>	7,304
Operating revenue - consulting business	1,267
Operating revenue - coal sale business	4,911
Operating revenue - other businesses	1,125
<b>Non-operating income</b>	66,862
<b>Financial revenue</b>	54,684
Dividends income	50,052
Interest income	4,632
<b>Non-operating revenue</b>	12,177
Gain on sales of non-current assets	4,604
Miscellaneous revenue	7,572
<b>Total ordinary revenue</b>	910,091
<b>Ordinary expenses</b>	
<b>Operating expenses</b>	838,086
<b>Electric utility operating expenses</b>	831,527
Hydroelectric power production expenses	65,361
Thermal power production expenses	541,469
Renewable power production and other expenses	2,242
Purchased power from other suppliers	153,046
Selling expenses	1,730
Communicating expenses	4,726
General and administrative expenses	52,591
Expenses for third party's power transmission service	2,757
Enterprise tax	7,601



**NON-CONSOLIDATED STATEMENT OF INCOME**

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

(millions of yen)

<b>Incidental business operating expenses</b>	6,558
Operating expenses - consulting business	887
Operating expenses - coal sale business	4,789
Operating expenses - other businesses	881
[Operating income]	[5,142]
<b>Non-operating expenses</b>	16,833
<b>Financial expenses</b>	12,335
Interest expenses	12,175
Bond issuance cost	159
<b>Non-operating expenses</b>	4,498
Loss on sales of non-current assets	14
Miscellaneous expenses	4,483
<b>Total ordinary expenses</b>	854,919
<b>Ordinary income</b>	55,171
<b>Profit before income taxes</b>	55,171
<b>Income taxes</b>	2,829
Income taxes-current	28
Income taxes-deferred	2,800
<b>Profit</b>	52,342

## AUDIT REPORTS

### **THE AUDIT REPORT OF INDEPENDENT AUDITORS** **CONCERNING THE CONSOLIDATED FINANCIAL STATEMENTS**

#### Report of Independent Auditors

May 17, 2024  
The Board of Directors  
Electric Power Development Co., Ltd.

Ernst & Young ShinNihon LLC  
Tokyo, Japan  
Morio Sato  
Certified Public Accountant  
Designated and Engagement Partner  
Katsuhiko Saito  
Certified Public Accountant  
Designated and Engagement Partner  
Yasuo Maeda  
Certified Public Accountant  
Designated and Engagement Partner

#### *Opinion*

Pursuant to Article 444, Paragraph 4 of the Companies Act, we have audited the accompanying consolidated financial statements, which comprise the consolidated balance sheet, the consolidated statement of income, the consolidated statement of changes in net assets and the notes to the consolidated financial statements of Electric Power Development Co., Ltd. (the “Company”) for the fiscal year from April 1, 2023 through March 31, 2024.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position and results of operations of the J-POWER Group, which consists of the Company and consolidated subsidiaries, for the period covered by the consolidated financial statements in conformity with accounting principles generally accepted in Japan.

#### *Basis for the Opinion*

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibility under the auditing standards is stated in “Auditor’s Responsibility for the Audit of the Consolidated Financial Statements.” We are independent of the Company and its consolidated subsidiaries in accordance with the provisions related to professional ethics in Japan, and are fulfilling other ethical responsibilities as an auditor. We believe that we have obtained sufficient and appropriate audit evidence to provide a basis for our audit opinion.

#### *Other Information*

Other information comprises the business report and the accompanying supplementary schedules. Management is responsible for the preparation and disclosure of the other information. In addition, the Audit & Supervisory Committee is responsible for overseeing the execution of duties by Directors in designing and operating the reporting process of the other information.

The other information is not included in the scope of our opinion for the consolidated financial statements, and we do not intend to express our opinion on the other information.

Our responsibility in the audit of the consolidated financial statements is to read the other information and consider whether there is a material inconsistency between the other information and the consolidated financial statements or our knowledge obtained in the audit, and in addition to such a material inconsistency, to remain alert for indications that the other information appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.

We have nothing to report in this regard.

#### *Responsibilities of Management and the Audit & Supervisory Committee 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 designing and operating such internal control as management determines is necessary to enable the preparation and fair presentation of the 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 whether it is appropriate to prepare the consolidated financial statements in accordance with the premise of a going concern, and for disclosing matters relating to going concern when it is required to do so in accordance with accounting principles generally accepted in Japan.

The Audit & Supervisory Committee is responsible for monitoring the execution of Directors' duties related to designing and operating the financial reporting process.

*Auditor's Responsibility for the Audit of the Consolidated Financial Statements*

Our responsibility is 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 express an opinion on the consolidated financial statements from an independent standpoint in an audit report, based on our audit. Misstatements can occur as a result of fraud or error, and are deemed material if they can be reasonably expected to, either individually or collectively, influence the decisions of users taken on the basis of the consolidated financial statements.

We make professional judgment in the audit process in accordance with auditing standards generally accepted in Japan, and perform the following while maintaining professional skepticism.

- Identify and assess the risks of material misstatement, whether due to fraud or error. Design and implement audit procedures to address the risks of material misstatement. The audit procedures shall be selected and applied as determined by the auditor. In addition, sufficient and appropriate audit evidence shall be obtained to provide a basis for the audit opinion.
- In making those risk assessments, the auditor considers internal control relevant to the entity's audit in order to design audit procedures that are appropriate in the circumstances, although the purpose of the audit of the consolidated financial statements is not to express an opinion on the effectiveness of the entity's internal control.
- Assess the appropriateness of accounting policies adopted by management and the method of their application, as well as the reasonableness of accounting estimates made by management and the adequacy of related notes.
- Determine whether it is appropriate for management to prepare the consolidated financial statements on the premise of a going concern and, based on the audit evidence obtained, determine whether there is a significant uncertainty in regard to events or conditions that may cast significant doubt on the entity's ability to continue as a going concern. If there is a significant uncertainty concerning the premise of a going concern, the auditor is required to call attention to the notes to the consolidated financial statements in the audit report, or if the notes to the consolidated financial statements pertaining to the significant uncertainty are inappropriate, issue a modified opinion on the consolidated financial statements. While the conclusions of the auditor are based on the audit evidence obtained up to the date of the audit report, depending on future events or conditions, an entity may be unable to continue as a going concern.
- Besides assessing whether the presentation of and notes to the consolidated financial statements are in accordance with accounting principles generally accepted in Japan, assess the presentation, structure, and content of the consolidated financial statements including related notes, and whether the consolidated financial statements fairly present the transactions and accounting events on which they are based.
- Obtain sufficient and appropriate audit evidence regarding the financial information of the Company and its consolidated subsidiaries in order to express an opinion on the consolidated financial statements. The auditor is responsible for instructing, supervising, and implementing the audit of the consolidated financial statements, and is solely responsible for the audit opinion.

The auditor reports to the Audit & Supervisory Committee regarding the scope and timing of implementation of the planned audit, material audit findings including material weaknesses in internal control identified in the course of the audit, and other matters required under the auditing standards.

The auditor reports to the Audit & Supervisory Committee regarding the observance of provisions related to professional ethics in Japan regarding independence, matters that are reasonably considered to have an impact on the auditor's independence, and the details of measures taken to eliminate obstacles or the application of safeguards that are in place to reduce obstacles to an acceptable level.

*Interest*

Our firm and engagement partners have no interests in the Company or its consolidated subsidiaries requiring disclosure under the provisions of the Certified Public Accountants Act of Japan.

**THE AUDIT REPORT OF INDEPENDENT AUDITORS**

**CONCERNING THE NON-CONSOLIDATED FINANCIAL STATEMENTS**

Report of Independent Auditors

May 17, 2024  
The Board of Directors  
Electric Power Development Co., Ltd.

Ernst & Young ShinNihon LLC  
Tokyo, Japan  
Morio Sato  
Certified Public Accountant  
Designated and Engagement Partner  
Katsuhiro Saito  
Certified Public Accountant  
Designated and Engagement Partner  
Yasuo Maeda  
Certified Public Accountant  
Designated and Engagement Partner

*Opinion*

Pursuant to Article 436, Paragraph 2, Item 1 of the Companies Act, we have audited the accompanying financial statements, which comprise the balance sheet, the statement of income, the statement of changes in net assets, the notes to the financial statements and the accompanying supplementary schedules of Electric Power Development Co., Ltd. (the “Company”) for the 72nd fiscal year from April 1, 2023 through March 31, 2024.

In our opinion, the financial statements and the accompanying supplementary schedules referred to above present fairly, in all material respects, the financial position and of the Company as of March 31, 2024, and the results of its operations for the year then ended in conformity with accounting principles generally accepted in Japan.

*Basis for the Opinion*

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibility under the auditing standards is stated in “Auditor’s Responsibility for the Audit of the Financial Statements and the Accompanying Supplementary Schedules.” We are independent of the Company in accordance with the provisions related to professional ethics in Japan, and are fulfilling other ethical responsibilities as an auditor. We believe that we have obtained sufficient and appropriate audit evidence to provide a basis for our audit opinion.

*Other Information*

Other information comprises the business report and the accompanying supplementary schedules. Management is responsible for the preparation and disclosure of the other information. In addition, the Audit & Supervisory Committee is responsible for overseeing the execution of duties by Directors in designing and operating the reporting process of the other information.

The other information is not included in the scope of our opinion for the financial statements and the accompanying supplementary schedules, and we do not intend to express our opinion on the other information.

Our responsibility in the audit of the financial statements and the accompanying supplementary schedules is to read the other information and consider whether there is a material inconsistency between the other information and the financial statements and the accompanying supplementary schedules or our knowledge obtained in the audit, and in addition to such a material inconsistency, to remain alert for indications that the other information appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.

We have nothing to report in this regard.

*Responsibilities of Management and the Audit & Supervisory Committee for the Financial Statements and the Accompanying Supplementary Schedules*

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

In preparing the financial statements and the accompanying supplementary schedules, management

is responsible for assessing whether it is appropriate to prepare the financial statements and the accompanying supplementary schedules in accordance with the premise of a going concern, and for disclosing matters relating to going concern when it is required to do so in accordance with accounting principles generally accepted in Japan.

The Audit & Supervisory Committee is responsible for monitoring the execution of Directors' duties related to designing and operating the financial reporting process.

*Auditor's Responsibility for the Audit of the Financial Statements and the Accompanying Supplementary Schedules*

Our responsibility is to obtain reasonable assurance about whether the financial statements and the accompanying supplementary schedules as a whole are free from material misstatement, whether due to fraud or error, and to express an opinion on the financial statements and the accompanying supplementary schedules from an independent standpoint in an audit report, based on our audit.

Misstatements can occur as a result of fraud or error, and are deemed material if they can be reasonably expected to, either individually or collectively, influence the decisions of users taken on the basis of the financial statements and the accompanying supplementary schedules.

We make professional judgment in the audit process in accordance with auditing standards generally accepted in Japan, and perform the following while maintaining professional skepticism.

- Identify and assess the risks of material misstatement, whether due to fraud or error. Design and implement audit procedures to address the risks of material misstatement. The audit procedures shall be selected and applied as determined by the auditor. In addition, sufficient and appropriate audit evidence shall be obtained to provide a basis for the audit opinion.
- In making those risk assessments, the auditor considers internal control relevant to the entity's audit in order to design audit procedures that are appropriate in the circumstances, although the purpose of the audit of the financial statements and the accompanying supplementary schedules is not to express an opinion on the effectiveness of the entity's internal control.
- Assess the appropriateness of accounting policies adopted by management and the method of their application, as well as the reasonableness of accounting estimates made by management and the adequacy of related notes.
- Determine whether it is appropriate for management to prepare the financial statements and the accompanying supplementary schedules on the premise of a going concern and, based on the audit evidence obtained, determine whether there is a significant uncertainty in regard to events or conditions that may cast significant doubt on the entity's ability to continue as a going concern. If there is a significant uncertainty concerning the premise of a going concern, the auditor is required to call attention to the notes to the financial statements and the accompanying supplementary schedules in the audit report, or if the notes to the financial statements and the accompanying supplementary schedules pertaining to the significant uncertainty are inappropriate, issue a modified opinion on the financial statements and the accompanying supplementary schedules. While the conclusions of the auditor are based on the audit evidence obtained up to the date of the audit report, depending on future events or conditions, an entity may be unable to continue as a going concern.
- Besides assessing whether the presentation of and notes to the financial statements and the accompanying supplementary schedules are in accordance with accounting principles generally accepted in Japan, assess the presentation, structure, and content of the financial statements and the accompanying supplementary schedules including related notes, and whether the financial statements and the accompanying supplementary schedules fairly present the transactions and accounting events on which they are based.

The auditor reports to the Audit & Supervisory Committee regarding the scope and timing of implementation of the planned audit, material audit findings including material weaknesses in internal control identified in the course of the audit, and other matters required under the auditing standards.

The auditor reports to the Audit & Supervisory Committee regarding the observance of provisions related to professional ethics in Japan regarding independence, matters that are reasonably considered to have an impact on the auditor's independence, and the details of measures taken to eliminate obstacles or the application of safeguards that are in place to reduce obstacles to an acceptable level.

*Interest*

Our firm and engagement partners have no interests in the Company requiring disclosure under the provisions of the Certified Public Accountants Act of Japan.

**REPORT OF THE AUDIT & SUPERVISORY COMMITTEE**

**Audit Report**

The Audit & Supervisory Committee hereby reports as follows regarding the performance of duties by the Directors of the Electric Power Development Co., Ltd. (the “Company”) during its 72nd fiscal year, from April 1, 2023 to March 31, 2024. The methods and results of the audits are reported as follows.

1. Methods and details of the audits

The Audit & Supervisory Committee received reports on a regular basis from the Directors, employees, and others regarding the details of the resolutions of the Board of Directors on the matters set forth in Article 399-13, Paragraph 1, Items 1 (b) and (c) of the Companies Act and the status of establishment and operation of the system (internal control system) established based on such resolutions, requested explanations as necessary, expressed its opinions, and conducted audits as follows:

- (i) In accordance with the audit policy, allocation of duties, and other relevant matters determined by the Audit & Supervisory Committee and in cooperation with the Company’s internal audit department and other relevant departments, Audit & Supervisory Committee Members participated in key meetings, received reports from the Directors and other employees regarding matters on the performance of their duties, and when necessary, requested explanations of those reports. Audit & Supervisory Committee Members also reviewed key decision documents and conducted surveys of the operations and assets of both the head office and other local offices. Regarding subsidiaries, Audit & Supervisory Committee Members worked to communicate with Directors, Audit & Supervisory Committee Members, and other parties at those subsidiaries, and when necessary received reports on their business from subsidiaries.
- (ii) Additional consideration was given to the Basic Policy Regarding Control of the Company (the basic policy set forth in Article 118, Item (iii) (a) of the Ordinance for Enforcement of the Companies Act) as noted in the Business Reports, based on the status of deliberations at the meeting of Board of Directors and other key meetings.
- (iii) While also monitoring and reviewing the audit of the Accounting Auditor to ensure they maintained an independent position and conducted their audits fairly, Audit & Supervisory Committee Members received reports from them regarding the performance of their duties, and when necessary, asked for further explanation regarding those reports. Audit & Supervisory Committee Members also received notice from the Accounting Auditor in accordance with “the system for ensuring appropriate execution of their duties” (as enumerated in each Item of Article 131 of the Company Accounting Regulation Ordinance) in compliance with the “Quality Control Standards Relating to Auditing” (adopted by the Business Accounting Deliberations Council), and, where necessary, Audit & Supervisory Committee Members requested further explanation regarding that notice.

Based on the above methods, Audit & Supervisory Committee Members proceeded to review the Business Report and supplemental statements, the non-consolidated financial statements (consist of the non-consolidated balance sheets, the non-consolidated statements of income, the non-consolidated statement of changes in shareholders’ equity, and notes on significant accounting policies used in preparation of the non-consolidated financial statements) with supplemental statements, and the consolidated financial statements (consist of the consolidated balance sheets, the consolidated statements of income, the consolidated statement of changes in shareholders’ equity, and notes on significant accounting policies used in preparation of the consolidated financial statements) for the fiscal year under review.

2. Audit Results

(1) Results of Audit of Business Reports, etc.

- (i) The Audit & Supervisory Committee confirms that the Business Reports and supplemental statements conformed to the applicable laws and regulations, and the Articles of Incorporation, and that they accurately present the situation of the Company.
- (ii) With respect to the performance of duties by Directors, the Audit & Supervisory Committee found no improper acts or important violation of applicable laws and regulations or the Articles of Incorporation.
- (iii) The Audit & Supervisory Committee confirms that decisions by the Board of Directors regarding the Company's internal control systems to be fair and adequate, and found no areas that require mention regarding the description of the internal control systems in the Business Report and the performance of duties by Directors.
- (iv) The Audit & Supervisory Committee found no items that need to be pointed out regarding the Basic Policy Regarding Control of the Company, noted in the Business Report.

(2) Results of Audit of Non-consolidated Financial Statements and Supplemental Statements

The Audit & Supervisory Committee confirms that the methods used and results achieved by the Accounting Auditor, Ernst & Young ShinNihon LLC, to be fair and adequate.

(3) Results of Audit of Consolidated Financial Statements

The Audit & Supervisory Committee confirms that the methods used and results achieved by the Accounting Auditor, Ernst & Young ShinNihon LLC, to be fair and adequate.

May 22, 2024

Audit & Supervisory Committee  
Electric Power Development Co., Ltd.

Naori Fukuda (seal)  
Senior Audit & Supervisory Committee Member  
(Full-time)

Hiroshi Fujioka (seal)  
Senior Audit & Supervisory Committee Member  
(Full-time)

Kiyoshi Nakanishi (seal)  
Audit & Supervisory Committee Member

Kimiko Oga (seal)  
Audit & Supervisory Committee Member

Note: Audit & Supervisory Committee Members Hiroshi Fujioka, Kiyoshi Nakanishi and Kimiko Oga are Outside Directors as stipulated in Article 2, Item 15 and Article 331, Paragraph 6 of the Companies Act.