

This document has been translated from a part of the Japanese original for the convenience of non-Japanese shareholders. In the event of any discrepancy between this translation and the Japanese original, the original shall prevail.

Securities identification code: 9603

January 7, 2026

To our shareholders:

Motoshi Yada
Representative Director and President
H.I.S. Co., Ltd.
4-1-1 Toranomom, Minato-ku, Tokyo, JAPAN

NOTICE OF THE 45TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

We are pleased to announce the 45th Ordinary General Meeting of Shareholders of H.I.S. Co., Ltd. (the “Company”), which will be held as described below.

If you are unable to attend the meeting in person, you may exercise your voting rights in writing or via the Internet, etc. beforehand. Please review the attached Reference Documents for the General Meeting of Shareholders, and exercise your voting rights in accordance with the “Information on Exercise of Voting Rights” (Japanese only) no later than 6:30 p.m., Tuesday, January 27, 2026 (Japan Standard Time).

When convening this general meeting of shareholders, the Company takes measures for providing in electronic format the information that constitutes the content of reference documents for the shareholders meeting, etc. (items for which the measures for providing information in electronic format will be taken). This information is posted on the following websites.

The Company’s website

<https://www.his.co.jp/en/ir/invitation/>

TSE website (Listed Company Search):

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

Enter “H.I.S.” in “Issue name (company name)” or the Company’s securities code “9603” in “Code,” and click “Search.” Then, click “Basic information” and select “Documents for public inspection/PR information.” Under “Filed information available for public inspection,” click “Click here for access” under “[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].”

[Website for posted informational materials for the general meeting of shareholders]

<https://d.sokai.jp/9603/teiji/> (in Japanese)

Please note that no gifts will be provided to shareholders attending the meeting.

Meeting Details

1. **Date and time:** Wednesday, January 28, 2026 at 10:00 a.m. (Japan Standard Time)
(The venue will open at 9:30 a.m.)
2. **Venue:** Tokyo World Gate Kamiyacho Trust Tower,
Trust City Conference Kamiyacho on the second floor
4-1-1 Toranomom, Minato-ku, Tokyo, Japan
3. **Purposes:**

Items to be reported:

1. Business Report and Consolidated Financial Statements for the 45th Term (from November 1, 2024 to October 31, 2025), as well as the results of audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee
2. Non-Consolidated Financial Statements for the 45th Term (from November 1, 2024 to October 31, 2025)

Items to be resolved:

- Proposal 1:** Appropriation of surplus
- Proposal 2:** Partial amendments to the Articles of Incorporation
- Proposal 3:** Election of eight (8) Directors (excluding Directors who are Audit and Supervisory Committee Members)
- Proposal 4:** Election of three (3) Directors who are Audit and Supervisory Committee Members
- Proposal 5:** Payment of bonuses to Directors for the 45th term

Reference Documents for the General Meeting of Shareholders

Proposal 1: Appropriation of surplus

The Company proposes the appropriation of surplus as follows.

Year-end dividend for the 45th term

Positioning return of profit to shareholders as one of its key management measures, the Company intends to stably and continuously implement profit distribution based on actual results while striving to increase the dividend level, by comprehensively taking into account internal reserves for the reinforcement of its corporate structure and future business development, and other factors.

In accordance with the basic policy for profit distribution, the Company proposes the year-end dividend for the 45th term as follows. As a result, combined with the interim dividend of 10 yen, the annual dividend per share for the fiscal year under review is expected to be 20 yen.

(1) Type of dividend property
Cash

(2) Allocation of dividend property and total amount thereof
The Company proposes to pay a dividend of 10 yen per common share of the Company.
In this event, the total dividends will be 747,374,560 yen.

(3) Effective date of dividends of surplus (starting date of year-end dividend payment)
Thursday, January 29, 2026

Proposal 2: Partial amendments to the Articles of Incorporation

1. Reasons for proposal

The Company will change the location of its head office as stipulated in Article 3 (Location of Head Office) of the current Articles of incorporation with the aim of seeking its further evolution and development in the new business environment.

2. Details of proposed amendments

The details of the amendments are as follows.

(Amended parts are underlined)

Current Articles of Incorporation	Proposed amendments
Article 1 to Article 2 (Omitted)	Article 1 to Article 2 (Unchanged)
Article 3 (Location of Head Office) The head office of the Company shall be located in <u>Minato-ku</u> , Tokyo. (Newly established)	Article 3 (Location of Head Office) The head office of the Company shall be located in <u>Shinjuku-ku</u> , Tokyo. Supplementary Provisions Article 2 (Transitional Measures for the Effectiveness of the Amendment to Article 3 of the Articles of Incorporation) The amendment to Article 3 (Location of Head Office) shall take effect upon the date of relocation of the head office, which will be determined at the Board of Directors meeting to be held by April 1, 2026, and this article will be deleted after the effective date of the relocation of the head office.

Proposal 3: Election of eight (8) Directors (excluding Directors who are Audit and Supervisory Committee Members)

At the conclusion of this meeting, the terms of office of all eight (8) Directors (excluding Directors who are Audit and Supervisory Committee Members) will expire. In that regard, the Company proposes to elect eight (8) Directors (excluding Directors who are Audit and Supervisory Committee Members).

Note that the Audit and Supervisory Committee has deemed the contents of this proposal to be appropriate.

Candidates for Directors (excluding Directors who are Audit and Supervisory Committee Members) are as follows.


No.		Name	Gender	Current position and responsibilities in the Company	Number of the Company's shares owned	Attendance at Board of Directors meetings
1	Reelection	Motoshi Yada	Male	Representative Director, President and CEO Responsible for Corporate Planning & HR	20 thousand shares	100% (20/20)
2	Reelection	Hidetaka Sawada	Male	Director, Senior Executive Officer HIS JAPAN Vice President Responsible for Information System DX Promotion and CISO, General Manager of Domestic Travel Sales Division, Investment Strategy Division and AI Innovation Division	659 thousand shares	100% (20/20)
3	Reelection	Atsushi Yamanobe	Male	Director, HIS JAPAN President	12 thousand shares	100% (20/20)
4	Reelection	Mutsumi Gomi	Male	Director, Responsible for New Business Strategy, CS/ES, Risk Compliance and General Affairs	11 thousand shares	100% (20/20)
5	New candidate	Yuji Iwama	Male	Officer	–	–
6	New candidate	Hideo Sawada	Male	Senior Advisor	17,958 thousand shares	–
7	Reelection Outside Independent	Junko Owada	Female	Independent Outside Director	2 thousand shares	100% (20/20)
8	New candidate Outside Independent	Koichi Matsumoto	Male	–	–	–


Outside Candidate for Outside Director



Independent Independent officer as defined by the securities exchange


Notes: 1. The Company has entered into a directors and officers liability insurance policy with an insurance company, and each candidate will be included as an insured in this policy. If each of the candidates is elected and takes office as Director, they will be included as the insured under this insurance policy. The policy is renewed every year, and upon the next renewal, the Company plans to renew the policy with the same details.


2. The Company has entered into a limited liability agreement with Outside Directors for damages referred to in Article 423, paragraph (1) of the Companies Act, based on Article 427, paragraph (1) of the same act (the amount of limited liability is the amount specified in Article 425, paragraph (1)). If the reelection of Ms. Owada is approved, the Company plans to renew the said agreement with her, and if election of Mr. Matsumoto is approved, the Company plans to enter into the same agreement with him.
3. Ms. Owada and Mr. Matsumoto are the candidates for Outside Director. There are no special interests between the Company and either of the candidates, or between the Company and any of the companies at which they hold significant concurrent positions. The Company has submitted notification to Tokyo Stock Exchange, Inc. that Ms. Owada has been designated as an independent officer as defined by the aforementioned exchange. If election of Mr. Matsumoto is approved, the Company will submit notification for him as well.

No.	Name (Date of birth)	Career summary, position and responsibilities [Significant concurrent positions]
1	 <p>Motoshi Yada (July 25, 1961)</p>	<p>August 1993 Joined the Company</p> <p>May 2000 Manager of Head Office President Office</p> <p>September 2001 Manager of Head Office Human Resource Department</p> <p>November 2005 Representative Director and President of Kyushu Industrial Transportation Co., Ltd. (currently Kyushu Sangyo Kotsu Holdings Co., Ltd.)</p> <p>January 2020 Director of the Company</p> <p>April 2021 Director, Senior Executive Officer Chairman-Director of Kyushu Sangyo Kotsu Holdings Co., Ltd. (present position)</p> <p>March 2022 Representative Director, President and COO of the Company</p> <p>February 2023 Representative Director, President and CEO</p> <p>November 2024 Representative Director, President and CEO Responsible for Corporate Planning & HR (present position)</p> <p>[Significant concurrent positions] Chairman-Director of Kyushu Sangyo Kotsu Holdings Co., Ltd.</p>
	<p>Reasons for nomination as candidate for Director</p> <p>In addition to extensive experience in each of the sales, business administration and human resources divisions, Motoshi Yada, as Representative Director and President of Kyushu Industrial Transportation Co., Ltd. (currently Kyushu Sangyo Kotsu Holdings Co., Ltd.), was committed to the redevelopment business and regional revitalization in Kumamoto City, and powerfully drove the Group's regional revitalization business, significantly contributing to the growth of the entire Group. Since 2022, he has served as Representative Director, President and COO of the Company, and been leading the Company's augmentation of its business domains and acceleration of the global expansion, as well as sustainable improvement in corporate value.</p> <p>Yada has been nominated as a candidate for Director again for his experience and accomplishments, which are expected to contribute to further sustainable improvement in corporate value of the Company. If Yada is elected at this meeting, he will assume the position of Representative Director and Chairman. Furthermore, the Company and Kyushu Sangyo Kotsu Holdings Co., Ltd., of which Yada is Chairman-Director, are in a business relationship involving primarily the sale of travel products.</p>	


No.	Name (Date of birth)	Career summary, position and responsibilities [Significant concurrent positions]	
2	 <p>Hidetaka Sawada (November 2, 1981)</p>	<p>April 2005 Joined Nikko Cordial Securities Inc. (currently SMBC Nikko Securities Inc.)</p> <p>March 2012 Representative Director and President of Bestone.Com Co., Ltd.</p> <p>July 2016 Representative Director and President of Fivestarcruise Inc.</p> <p>January 2019 Representative Director of EBISU RYOKAN</p> <p>January 2020 Director of the Company</p> <p>April 2022 Director, Senior Executive Officer responsible for Domestic Travel Business Strategy Representative Director and Chairman of Bestone.Com Co., Ltd.</p> <p>November 2024 Director, Senior Executive Officer HIS JAPAN Vice President Responsible for Information System DX Promotion and CISO, General Manager of Domestic Travel Sales Division and Investment Strategy Division</p> <p>October 2025 Director and Chairman of Bestone.Com Co., Ltd. (present position)</p> <p>November 2025 Director, Senior Executive Officer HIS JAPAN Vice President Responsible for Information System DX Promotion and CISO, General Manager of Domestic Travel Sales Division, Investment Strategy Division and AI Innovation Division (present position) Director of EBISU RYOKAN (present position) Director of Fivestar cruise Inc. (present position)</p> <p>December 2025 Director of H.I.S. Hotel Holdings Co., Ltd. (present position)</p> <p>[Significant concurrent positions] Director and Chairman of Bestone.Com Co., Ltd.</p>	
<p>Reasons for nomination as candidate for Director</p> <p>Hidetaka Sawada has deep knowledge in the areas of finance and IT and experience as Representative Director and President of Bestone.Com Co., Ltd. in leading the successful listing of the said company. After being appointed as a Director of the Company, he has played leading roles as General Manager in the domestic travel business and the investment strategy business, and also has been driving the core digital strategy as the person responsible for Information System DX Promotion and CISO, and General Manager of AI Innovation Division.</p> <p>Sawada has been nominated as a candidate for Director again for his broad management experience and advanced expertise particularly in the areas of finance, digital and AI, which are expected to aid the decision-making of the Board of Directors, while significantly contributing to the Group's augmentation of its business domains and global expansion, as well as sustainable growth and improvement in corporate value using AI. If Sawada is elected at this meeting, he will assume the position of Representative Director and President. Furthermore, the Company and Bestone.Com Co., Ltd., of which Sawada is Director and Chairman, are in a business relationship involving primarily the sale of travel products.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities [Significant concurrent positions]	
3	 Atsushi Yamanobe (March 18, 1970)	April 1993	Joined the Company
		March 2014	Officer, Manager of Kanto Sales Business Department, Manager of Kanto WEB Business Department, Manager of Special Office Business for Kanto Corporation and Group
		January 2016	Director responsible for East Japan Region Sales
		November 2016	Director, Vice President of HIS JAPAN, General Manager of Kansai Sales Headquarters
		March 2018	Director, Senior Executive Officer, Vice President of HIS JAPAN, General Manager of Corporate Travel Sales Headquarters
		April 2022	Director, Senior Executive Officer responsible for New Business Strategy, General Manager of Corporate Sales Headquarters
		October 2022	Director, Senior Executive Officer, General Manager of Corporate Sales Headquarters
		November 2024	Director, HIS JAPAN President (present position)
Reasons for nomination as candidate for Director Atsushi Yamanobe has been promoting sustainable growth at the Company based on his extensive experience in the areas of marketing and sales. After being appointed as a Director, Yamanobe participated in the management, served as the west Japan region supervisor and General Manager of Corporate Travel Sales Headquarters, and was responsible for New Business Strategy, contributing the expansion of business. Currently, as President of HIS JAPAN, an in-house company, he oversees businesses that are core areas, including business of travel departing from Japan, inbound travel and corporate client business, and promotes improvement in corporate value. Yamanobe has been nominated as a candidate for Director again for his deep business knowledge and management skills driving HIS JAPAN's business, which are expected to contribute to the Group's augmentation of its business domains and global expansion, as well as sustainable growth and improvement in corporate value.			
4	 Mutsumi Gomi (June 6, 1968)	April 1992	Joined the Company
		January 2016	Officer, Branch Manager in charge of Overall Control of Jakarta
		January 2018	Director, Senior Executive Officer, General Manager of Southeast Asia General Sales Headquarters
		November 2018	Director, Senior Executive Officer, Chief Information Officer and responsible for Southeast Asia and South Asia areas
		October 2022	Director, Senior Executive Officer responsible for New Business Strategy
		November 2024	Director responsible for New Business Strategy, Risk Compliance, CS/ES and General Affairs (present position)
Reasons for nomination as candidate for Director Mutsumi Gomi has extensive hands-on experience in the Company's overseas business. After assuming the position of Director, Gomi was in charge of management as Chief Information Officer and has been responsible for New Business Strategy. Currently, in addition to New Business Strategy, he is in charge of important cross-functional areas including CS/ES, risk management, and compliance, contributing to the enhancement of the Company's governance. Gomi has been nominated as a candidate for Director again for his broad, overseas hands-on experience and extensive accomplishments in the management area ranging from information systems to risk management, which are expected to continue to aid the decision-making of the Board of Directors, while promoting the Group's augmentation of its business domains, global expansion, and further enhancement of governance, as well as contributing to sustainable growth and improvement in corporate value.			

No.	Name (Date of birth)	Career summary, position and responsibilities [Significant concurrent positions]	
5	 <p>Yuji Iwama (January 27, 1971)</p>	<p>April 1992 Joined the Company</p> <p>April 2007 Assistant Manager of Kanto Sales Headquarters</p> <p>August 2009 Representative Director and President of Ohshu Express Limited</p> <p>November 2017 Officer, General Manager of Chubu Sales Business Department of the Company</p> <p>January 2019 Officer Representative Director and President of H.I.S. Hotel Holdings Co., Ltd.</p> <p>April 2021 Officer of the Company Director and Vice President of Kyushu Sangyo Kotsu Holdings Co., Ltd. Director of Kyushu Sanko Landmark Co., Ltd.</p> <p>December 2021 Officer of the Company Director of Kyushu BM Service Co., Ltd.</p> <p>December 2022 Officer of the Company Director of Kyushu Sanko Planning Co., Ltd. Director of Kyushu Sanko Card Co., Ltd.</p> <p>October 2023 Officer of the Company Representative Director and President of Kyushu Sangyo Kotsu Holdings Co., Ltd.</p> <p>December 2025 Officer of the Company (present position)</p>	
<p>Reasons for nomination as candidate for Director</p> <p>Based on his extensive experience and accomplishments in the areas of marketing and sales, Yuji Iwama was in charge of management as Representative Director and President of Ohshu Express Limited, and powerfully drove growth of the Group's hotel business as Representative Director, President of H.I.S. Hotel Holdings Co., Ltd. Iwama was appointed as Representative Director and President of Kyushu Sangyo Kotsu Holdings Co., Ltd. in 2023, and committed to regional revitalization of Kumamoto Prefecture, significantly contributing to the Group's growth in the regional revitalization business area. The Company requests his election as Director, since he is expected to use his broad experience and high management skills in the Company's overall management, contributing to further improvement in corporate value. If Iwama is elected at this meeting, he will assume the position of President of HIS Global Destination Management Company, an in-house company.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities [Significant concurrent positions]
6	 <p>Hideo Sawada (February 4, 1951)</p>	<p>December 1980 Establishment of the Company; Representative Director and President</p> <p>March 2003 Director and Chairman of Agricultural Bank of Mongolia LLC (currently Khan Bank LLC)</p> <p>June 2004 Director and Chairman of the Company</p> <p>March 2010 President and CEO of Huis Ten Bosch Co., Ltd.</p> <p>November 2016 Representative Director, Chairman, President and Chief Executive Officer (CEO) of the Company Chairman of Sawada Holdings Co., Ltd. (currently HS Holdings Co., Ltd.)</p> <p>January 2019 Representative Director and Chairman of H.I.S. Hotel Holdings Co., Ltd.</p> <p>May 2019 Director and Chairman of Huis Ten Bosch Co., Ltd.</p> <p>January 2021 Representative Director, Chairman and President of H.I.S. Hotel Holdings Co., Ltd. (present position)</p> <p>March 2022 Representative Director, Chairman and Group Chief Executive Officer (CEO) of the Company</p> <p>January 2024 Senior Adviser (present position)</p> <p>[Significant concurrent positions] Representative Director, Chairman and President of H.I.S. Hotel Holdings Co., Ltd.</p> <p>Reasons for nomination as candidate for Director Hideo Sawada has driven the Company's development for many years as the founder of the Company, established a solid corporate culture and spirit, and built an unshakable foundation for the Company. After assuming the role of Director and Chairman, Sawada led further development of the Group, and personally took charge of the business restoration of Huis Ten Bosch Co., Ltd. and other businesses, significantly contributing to the business recovery. The Company requests his election as Director, since it has considered that his accomplishments and experience as a manager, as well as the good judgment and network of personal connections that he has developed will contribute to the Group's sustainable growth and improvement in corporate value. Furthermore, his excellent driving force as the founder is deemed essential for adapting to the rapidly evolving AI and technology landscape. The Company and H.I.S. Hotel Holdings Co., Ltd., of which Sawada is Representative Director, Chairman and President, are in a business relationship involving primarily the purchase of travel materials.</p>

No.	Name (Date of birth)	Career summary, position and responsibilities [Significant concurrent positions]	
7	 Junko Owada (August 31, 1965) Number of years in office as Outside Director: 3 years	April 1989	Joined Nippon Telegraph and Telephone Corporation
		August 2001	Joined Recruit Group - Personnel Measurement Institute Co., Ltd.
		April 2009	Executive Officer of Recruit Management Solutions Co., Ltd.
		April 2013	Executive Officer of Recruit Career Co., Ltd.
		July 2016	Fellow of Recruit Careers Co., Ltd. Advisor of Tokyo Ichiban Foods Co., Ltd. (present position)
		April 2017	Professional Contract in the Human Resources Area, Hitachi, Ltd. (present position)
		May 2021	Outside Director of AEON MALL Co., Ltd.
		January 2023	Outside Director of the Company (present position)
		June 2024	Outside Director of Daito Trust Construction Co., Ltd. (present position)
			[Significant concurrent positions] Advisor of Tokyo Ichiban Foods Co., Ltd. Outside Director of Daito Trust Construction Co., Ltd.
Reasons for nomination as candidate for Outside Director and overview of the expected role At Nippon Telegraph and Telephone Corporation, Junko Owada gained diverse experience in the Corporate Planning Department of a branch office, the Public Relations Department of a branch office, and the Human Resources Department and International Department of the head office. At Recruit Corporation, she was involved in work including system development dealing with human resource solutions, and has deep knowledge of human resource recruitment and education-related matters, IT, etc. Owada has also served as an advisor and outside director of a listed company, and has a wealth of business experience and insight. Owada has been nominated as a candidate for Outside Director again for her experience and accomplishments, which are expected to aid the decision-making of the Board of Directors, while contributing to the Group’s augmentation of its business domains and global expansion, as well as sustainable growth and improvement in corporate value.			

No.	Name (Date of birth)	Career summary, position and responsibilities [Significant concurrent positions]
8	 <p>Koichi Matsumoto (March 26, 1980)</p> <p>Number of years in office as Outside Director: —</p>	<p>September 2003 Joined AGS Certified Tax Co.</p> <p>January 2006 Joined Shinko Securities Co., Ltd. (currently Mizuho Securities Co., Ltd.)</p> <p>September 2012 CFO of Plus Alpha Consulting Co., Ltd.</p> <p>October 2014 Joined SMBC Nikko Securities Inc.</p> <p>August 2017 Establishment of AMBIGRAM Co., Ltd.; Representative Director</p> <p>September 2017 Outside Director of Lovable Marketing Group, inc. (present position)</p> <p>June 2018 Outside Director of Sawada Holdings Co., Ltd. (currently HS Holdings Co., Ltd.)</p> <p>August 2018 Establishment of APPIA Co., Ltd.; Representative Director (present position)</p> <p>December 2019 Outside Auditor of Cocktail Make Inc. (currently RICHKA Inc.) (present position)</p> <p>November 2020 Outside Audit & Supervisory Board Member of Future Link Network Co., Ltd.</p> <p>December 2020 Outside Audit & Supervisory Board Member of AGEHA Inc.</p> <p>June 2021 Outside Audit & Supervisory Board Member of GIMIC CO., LTD. (present position)</p> <p>December 2021 Outside Audit & Supervisory Board Member of myhm, inc. (present position)</p> <p>December 2022 Outside Director of KOL Technologies Co., Ltd. (currently ADVATEC Co., Ltd.) (present position)</p> <p>April 2023 Outside Director and Audit and Supervisory Committee Member of TOKYO BASE CO., LTD. (present position)</p> <p>June 2024 Outside Audit & Supervisory Board Member of BlueMeme Inc.</p> <p>March 2025 Director of Showcase Inc. (present position)</p> <p>June 2025 Director and Vice President of AI FUSION CAPITAL GROUP CORP. (present position)</p> <p>June 2025 Director and Vice President of MIRAIDOO Co., Ltd. (present position)</p> <p>June 2025 Outside Director of e'grand Co., Ltd. (present position)</p> <p>[Significant concurrent positions]</p> <p>Representative Director of APPIA Co., Ltd.</p> <p>Director and Vice President of AI FUSION CAPITAL GROUP CORP.</p> <p>Director of Showcase Inc.</p> <p>Outside Director of Lovable Marketing Group, inc.</p> <p>Outside Director of e'grand Co., Ltd.</p> <p>Outside Audit & Supervisory Board Member of GIMIC CO., LTD.</p> <p>Outside Director and Audit and Supervisory Committee Member of TOKYO BASE CO., LTD.</p>

	<p>Reasons for nomination as candidate for Outside Director and overview of the expected role</p> <p>Koichi Matsumoto has long engaged in investment banking operations mainly at financial institutions, and accumulated knowledge in financial strategies such as corporate finance, M&A, corporate investment and IPO.</p> <p>Subsequently, Matsumoto himself established APPIA Co., Ltd., and also provided a wide range of consulting services on overall business management.</p> <p>Furthermore, he has held the positions of outside officers of many companies, and through such experience, gained extensive practical experience regarding not only finance and management strategies but also corporate governance, which is expected to contribute to sustainable growth of the Company's businesses and improvement in corporate value. Therefore, the Company requests his election as Outside Director.</p>
--	--

Proposal 4: Election of three (3) Directors who are Audit and Supervisory Committee Members

At the conclusion of this meeting, the terms of office of all three (3) Directors who are Audit and Supervisory Committee Members will expire. Therefore, the Company proposes the election of three (3) Directors who are Audit and Supervisory Committee Members.


This proposal has been agreed to by the Audit and Supervisory Committee.


Candidates for Directors who are Audit and Supervisory Committee Members are as follows.


No.		Name	Gender	Current position and responsibilities in the Company	Number of the Company's shares owned	Attendance at Board of Directors meetings	Attendance at Audit and Supervisory Committee meetings
1	Reelection	Sonoko Sekita	Female	Director, Audit and Supervisory Committee Member	25 thousand shares	100% (20/20)	100% (15/15)
2	Reelection Outside Independent	Hiroto Kaneko	Male	Independent Outside Director, Audit and Supervisory Committee Member	1 thousand shares	95% (19/20)	100% (15/15)
3	New candidate Outside Independent	Shingo Kagawa	Male	Independent Outside Director	2 thousand shares	100% (20/20)	—
	Outside	Candidate for Outside Director					
	Independent	Independent officer as defined by the securities exchange					

- Notes:
- The Company has entered into a directors and officers liability insurance policy with an insurance company, and each candidate will be included as an insured in this policy. If each of the candidates is elected and takes office as Director, they will be included as the insured under this insurance policy. The policy is renewed every year, and upon the next renewal, the Company plans to renew the policy with the same details.
 - The Company has entered into a limited liability agreement with each of candidates for damages referred to in Article 423, paragraph (1) of the Companies Act, based on Article 427, paragraph (1) of the same act (the amount of limited liability is the amount specified in Article 425, paragraph (1)). If the reelection of Ms. Sekita and Mr. Kaneko and election of Mr. Kagawa are approved, the Company plans to renew the said agreement with each of them.
 - Although Mr. Kagawa is currently an Outside Director of the Company, his term of office will expire at the conclusion of this meeting. Accordingly, he has been newly nominated as a candidate for Outside Director who is an Audit and Supervisory Committee Member.
 - The Company has submitted notification to Tokyo Stock Exchange, Inc. that Mr. Kaneko and Mr. Kagawa have been designated as independent officers as defined by the aforementioned exchange.

5. Mr. Kaneko and Mr. Kagawa are candidates for Outside Director. There are no special interests between the Company and either of them, or between the Company and any of the companies at which they hold significant concurrent positions.

No.	Name (Date of birth)	Career summary, position and responsibilities [Significant concurrent positions]	
1	 Sonoko Sekita (July 23, 1965)	February 1988	Joined the Company
		May 2000	Manager of Accounting Section, Kanto Operations Headquarters
		April 2008	Group Leader of Accounting Section, Head Office Accounting Headquarters
		December 2012	Director and Manager of Accounting Department of HIS. MANAGEMENT SERVICES SDN. BHD.
		January 2015	Full-time Audit and Supervisory Board Member of the Company
		January 2016	Director, Full-Time Audit and Supervisory Committee Member (present position)
Reasons for nomination as candidate for Director who is an Audit and Supervisory Committee Member Sonoko Sekita has been nominated as a candidate for Director who is an Audit and Supervisory Committee Member again in the expectation that the business experience and accomplishments that she has accumulated over many years in the Accounting Division at Overall Control Companies overseas, as well as the experience, accomplishments, and good judgment she has developed as a Full-Time Audit and Supervisory Board Member and Director who is Audit and Supervisory Committee Member will contribute to the performance of the responsibilities of the Audit and Supervisory Committee.			

No.	Name (Date of birth)	Career summary, position and responsibilities [Significant concurrent positions]
2	 <p>Hiroto Kaneko (February 26, 1957)</p> <p>Number of years in office as Outside Director: 3 years</p>	<p>April 1980 Joined Arthur Andersen Accounting (currently KPMG AZSA & Co.)</p> <p>March 1983 Registered as Certified Public Accountant</p> <p>June 1988 Assigned to Arthur Andersen Germany Duesseldorf Office</p> <p>July 2000 Senior Partner of Asahi & Co. (currently KPMG AZSA & Co.)</p> <p>June 2005 Deputy General Manager, IFRS Division of KPMG AZSA & Co.</p> <p>July 2015 Managing Director of KPMG AZSA & Co.</p> <p>July 2021 Director of Hiroto Kaneko Certified Public Accountant Office (present position)</p> <p>January 2023 Outside Director of the Company</p> <p>June 2023 Outside Director, Audit & Supervisory Committee Member of Nisshin Seifun Group Inc. (present position)</p> <p> Outside Director, Audit and Supervisory Committee Member of PayPay Corporation (present position)</p> <p>January 2024 Outside Director, Audit and Supervisory Committee Member of the Company (present position)</p> <p>[Significant concurrent positions]</p> <p>Director of Hiroto Kaneko Certified Public Accountant Office</p> <p>Outside Director, Audit & Supervisory Committee Member of Nisshin Seifun Group Inc.</p> <p>Outside Director, Audit and Supervisory Committee Member of PayPay Corporation</p>
<p>Reasons for nomination as candidate for Outside Director who is an Audit and Supervisory Committee Member and overview of the expected role</p> <p>Hiroto Kaneko has cultivated a global perspective at Arthur Andersen & Co. and has highly extensive experience and a high degree of insight through his many years as a certified public accountant involved in audits and accounting operations. He has also participated in management as a member of corporate management and has knowledge as a manager based on this track record. He has been nominated as a candidate for Director who is an Audit and Supervisory Committee Member again since the Company has considered, based on his broad experience and expertise, that he will provide appropriate advice and recommendations to the Company from an independent and objective perspective, and properly fulfill the responsibilities of the Audit and Supervisory Committee.</p>		

No.	Name (Date of birth)	Career summary, position and responsibilities [Significant concurrent positions]	
3	 Shingo Kagawa (March 8, 1958) Number of years in office as Outside Director: 3 years	April 1981	Joined Fujitsu Limited
		April 2012	Fujitsu - Executive Officer, General Manager of Network Service Business Division and General Manager of Video Network Service Business Division
		April 2015	Fujitsu - Executive Officer, Executive Vice President, Deputy General Manager of Integration Services Division
		April 2016	Fujitsu - Executive Officer, Executive Vice President/CTO, General Manager of Digital Services Division
		April 2018	President and Representative Director of Fujitsu Research Institute Ltd.
		May 2020	External Director of Furuno Electric Co., Ltd. (present position)
		October 2020	President and Representative Director of DigiIT Corporation (currently SS Technologies Corporation)
		October 2021	Chairman of the Board of SS Technologies Corporation
		May 2022	Outside Director of MINISTOP Co., Ltd. (present position)
		January 2023	Outside Director of the Company (present position)
[Significant concurrent positions]			
External Director of Furuno Electric Co., Ltd.			
Outside Director of MINISTOP Co., Ltd.			
Reasons for nomination as candidate for Outside Director who is an Audit and Supervisory Committee Member and overview of the expected role Shingo Kagawa was consistently involved in business promotion in the information and communication technology (ICT) area after joining Fujitsu Limited, and oversaw technological and digital transformation (DX) strategies. Through this experience, Kagawa gained exceptionally high insight regarding ICT and DX. He also participated in management as President and Representative Director of Fujitsu Research Institute Ltd., and has abundant experience and insight as a manager as well as a proven track record of serving as an outside director at multiple companies. The Company requests his election, since it has considered, based on his broad experience and track record, that he will provide appropriate advice and recommendations to the Company from an independent and objective perspective, and properly fulfill the responsibilities of the Audit and Supervisory Committee. Although he is currently an Outside Director of the Company, his term of office will expire at the conclusion of this meeting. Accordingly, he has been newly nominated as a candidate for Outside Director who is an Audit and Supervisory Committee Member.			

Proposal 5: Payment of bonuses to Directors for the 45th term

In light of the performance level achieved in the 45th term, the Company proposes to pay Directors' bonuses totaling 42,470,000 yen to six Directors (excluding Outside Directors, and Directors who are Audit and Supervisory Committee Members) in office as of the end of the term.

The Company requests to entrust the determination of the amount paid to each Director (excluding Outside Directors, and Directors who are Audit and Supervisory Committee Members) to the deliberation of the Board of Directors.

The policies on determining the remuneration, etc. for each individual Director of the Company are as listed in page 31 of the Business Report (in Japanese only).

Note that the Audit and Supervisory Committee has deemed the contents of this proposal to be reasonable.

[Reference] Management structure and skill matrix if Proposal 3 and Proposal 4 are approved

The compositions of the Board of Directors and Audit and Supervisory Committee as well as expertise of each Director are as follows.

	Corporate manage- ment	Business develop- ment	Global manage- ment	IT Digital	Finance Account- ing	Human resources Diversity	Marketing Brand manage- ment	Risk manage- ment	M&A Invest- ment	ESG Sustaina- bility
Motoshi Yada	○	○			○	○	○	○		○
Hidetaka Sawada	○	○		○		○	○	○	○	
Atsushi Yamanobe	○	○					○			○
Mutsumi Gomi	○	○	○					○		
Yuji Iwama	○	○							○	
Hideo Sawada	○	○	○			○			○	
Junko Owada ⁺		○		○		○		○		○
Koichi Matsumoto ⁺	○			○	○				○	
Sonoko Sekita [*]			○		○			○		
Hiroto Kaneko ^{*+}	○		○		○			○	○	
Shingo Kagawa ^{*+}	○	○		○			○		○	

* Director who is an Audit and Supervisory Committee Member

+ Independent Outside Director

[Policy for nominating Directors]

When nominating Directors, the Company considers the abilities, experience, insight and character required according to the role and, in order to promote prompt and efficient decision-making and effective governance for the Company's management as well as ensure an appropriate supervisory function, while giving consideration to the Company's performance and the leadership skills, management skills, decision-making ability, etc. of senior management, selects candidates from within or outside the Company who have extensive experience and a high level of insight and expertise cultivated through that experience and who can make a valuable contribution to achieving sustainable growth and improvement in corporate value.

[Policy for nominating Directors who are Audit and Supervisory Committee Members]

When nominating Directors who are Audit and Supervisory Committee Members, in order to ensure an appropriate supervisory function, the Company selects candidates from within or outside the Company who have an understanding of the Company's management and who have a high level of insight and expertise cultivated through extensive experience, mainly in the areas of finance, accounting, law, risk management, etc.

[Policy for nominating Outside Directors and independence standards]

When nominating Outside Directors, in order to supervise the execution of business from diverse perspectives, the Company considers diversity and balance with respect to a high level of insight and expertise, experience and industry, and places priority on supervising management from multiple viewpoints.

Moreover, the Company determines whether an Outside Director is an independent Outside Director based on the requirements for outside directors stipulated in the Companies Act and the

independence standards stipulated by the Tokyo Stock Exchange. The current independent Outside Directors satisfy those conditions.