

To Shareholders with Voting Rights:

Yosuke Kiminami
Founding CEO &
Representative Director
RENOVA, Inc.
2-2-1 Kyobashi,
Chuo-ku, Tokyo

NOTICE OF CONVOCAION OF THE 22ND ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders,

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

Please be informed that the 22nd Annual General Meeting of Shareholders of RENOVA, Inc. (hereinafter the "Company") will be held for the purposes described below.

In order to prevent the spread of coronavirus disease (COVID-19), we would like to ask all our shareholders to exercise your voting rights in advance in writing or via the Internet, etc. as much as possible, and refrain from attending the General Meeting of Shareholders.

For exercising your voting rights in advance, please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights. Votes must be received by 5:00 p.m. on Thursday, June 17, 2021, Japan time, to be considered valid.

- 1. Date and Time:** Friday, June 18, 2021 at 10:00 a.m. Japan time
- 2. Place:** Hikari Room, Mezzanine, Main Building, Imperial Hotel Tokyo
1-1, Uchisaiwai-cho 1-chome, Chiyoda-ku, Tokyo, Japan
No gifts will be given to attendees of the meeting. We appreciate your understanding in this matter.
- 3. Meeting Agenda:**
- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements, and results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements for the Company's 22nd Fiscal Year (April 1, 2020 – March 31, 2021)
 2. Non-Consolidated Financial Statements for the Company's 22nd Fiscal Year (April 1, 2020 – March 31, 2021)
- Proposal to be resolved:**
- Proposal 1:** Election of Nine (9) Directors
- Proposal 2:** Election of Two (2) Audit & Supervisory Board Members
- Proposal 3:** Election of One (1) Substitute Audit & Supervisory Board Member
- Proposal 4:** Determination of Amount and Details of Stock Compensation for the Company's Directors

- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- In accordance with provisions of laws and regulations as well as Article 15 of the Company's Articles of Incorporation, the Systems for Ensuring the Properness of Business Activities and the Operation of the Systems to be provided in the Business Report, the Consolidated Statement of Changes in Equity, Notes to Consolidated Financial Statements, Non-Consolidated Statement of Changes in Equity and Notes to Non-Consolidated Financial Statements are posted on the Company's website (<https://www.renovainc.com/ir/meeting/>) and therefore are not provided in this Notice. The documents attached to this Notice and the documents posted on the above-mentioned website were audited by the Audit & Supervisory Board Members and the Accounting Auditor in the preparation of their respective audit reports.
- Should the Reference Documents for the General Meeting of Shareholders, Business Report,

Consolidated Financial Statements or Non-Consolidated Financial Statements require revisions, the revised versions will be posted on the Company's website (<https://www.renovainc.com/ir/meeting/>).

Reference Documents for the General Meeting of Shareholders

Proposal 1: Election of Nine (9) Directors

The terms of office of all nine (9) current Directors will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, it is proposed that nine (9) Directors be elected again.

The candidates for Directors are as follows.

Candidate No.	Name	Current positions and responsibilities at the Company	Term of office as Director (*2)	Nomination and Compensation Committee (*4)	Expertise(*1)			
					Corporate management	Finance/Investment	Finance/Accounting	Environment/Energy
1	Candidate for Re-election Male Sachio Semmoto	Executive Chairman & Director	7 years 2 months	○	●			
2	Candidate for Re-election Male Yosuke Kiminami	Founding CEO & Representative Director	21 years 1 month	○	●			●
3	Candidate for Re-election Male Isamu Suyama	COO & Director	2 years (*3)	-	●			
4	Candidate for Re-election Male Kazushi Yamaguchi	CFO, Director & Head of Finance and Planning	1 year	-		●	●	
5	Candidate for Re-election Male Hideki Minamikawa	External Director Independent Officer Director	3 years 10 months	○				●
6	Candidate for Re-election Male Koichi Kawana	External Director Director	1 year	○	●			●
7	Candidate for Re-election Female Miyuki Zeniya	External Director Independent Officer Director	1 year	-	●	●	●	
8	New Candidate Male Naoki Shimada	External Director Independent Officer -	-	-	●			
9	New Candidate Female Mayuka Yamazaki	External Director Independent Officer -	-	-	●			

(*1) In order for the Company to continue its sustainable growth, the Company considers that the important fields in which its Directors should have expertise are "Corporate management," "Finance/Investment," "Finance/Accounting" and "Environment/Energy," and the Board of Directors is composed of Directors having such expertise. The combination of the expertise areas and the composition of Directors will be continuously reviewed.

(*2) Term of office is the number of years at the conclusion of this Annual General Meeting of Shareholders.

(*3) Other than the above, Mr. Isamu Suyama served as Director of the Company from June 2016 to August 2017.

(*4) Composition of Nomination and Compensation Committee is as of the mailing date of this printed Notice. ○ indicates the committee member. If the re-election of Mr. Hideki Minamikawa and the election of Mr. Naoki Shimada are approved, Mr. Hideki

Minamikawa is planned to be appointed as the chairman of the Nomination and Compensation Committee and Mr. Naoki Shimada is planned to be appointed as a member of the Nomination and Compensation Committee at the Board of Directors' meeting after this Annual General Meeting of Shareholders.

Candidate
No.

1



Candidate
for Re-
election

Sachio Semmoto

(Date of birth:
September 9, 1942)

Number of shares of
the Company held

5,431,600

Attendance at
Board of Directors'
meetings

9/9 (100%)

Term of office as
Director

7 years
2 months

Past experience, positions, responsibilities and significant concurrent positions

Jun. 1984 Cofounded DDI Corporation (currently KDDI CORPORATION)
Jun. 1994 Vice-President & Director
Apr. 1996 Professor, Graduate School of Keio University
Nov. 1999 Founded eAccess Ltd.
 President & Representative Director
Jun. 2002 President, Representative Director & CEO
Jan. 2005 Chairman, Representative Director & CEO
 Founded EMOBILE Ltd.
 Representative Director
Jun. 2005 Chairman, Representative Director & CEO
Jan. 2013 Honorary Chairman & Director
Apr. 2014 Director, the Company
Aug. 2015 Executive Chairman & Representative Director
Apr. 2020 Executive Chairman & Director (current)

Reason for nomination as a Director

After co-founding DDI Corporation (currently KDDI CORPORATION), Mr. Sachio Semmoto served as a Professor in the Graduate School of Keio University and founded eAccess Ltd. and EMOBILE Ltd. Mr. Semmoto possesses a wealth of experience in corporate management. Assuming the position of Director of the Company in April 2014, and the role of Executive Chairman and Representative Director in August 2015, Mr. Semmoto has taken central management roles in the Company. In addition, since April 2020, Mr. Semmoto has been shifting his focus to external activities as Executive Chairman and Director. We believe that Mr. Semmoto's continued supervision in overall management in his capacity as Executive Chairman and Director, will be instrumental for the Company. As such, we have nominated Mr. Semmoto as a candidate for Director.

Candidate
No.

2



Candidate
for Re-
election

Yosuke Kiminami

(Date of birth:
October 5, 1974)

Number of shares
of the Company
held

14,880,000

Attendance at
Board of Directors'
meetings

9/9 (100%)

Term of office as
Director

21 years
1 month

Past experience, positions, responsibilities and significant concurrent positions

Apr. 1998 Joined McKinsey & Company Inc. Japan
May 2000 Founded Recycle One, Inc. (currently the Company)
 President & Representative Director, the Company
Jun. 2016 Founding CEO & Representative Director (current)

Reason for nomination as a Director

Mr. Yosuke Kiminami founded the Company in May 2000. Over the past 20 years and more, he has served as Representative Director of the Company, and has promoted the current business of renewable energy. We believe that his continued leadership as Founding CEO & Representative Director will be instrumental for the sustained growth of the Company. As such, we have nominated Mr. Kiminami as a candidate for Director.

Candidate
No.

3



Candidate
for Re-
election

Isamu Suyama

(Date of birth:
July 3, 1966)

Number of shares of
the Company held

94,400

Attendance at
Board of Directors'
meetings

9/9 (100%)

Term of office as
Director

2 years

(Note) Other than the above, Mr. Isamu Suyama served as Director of the Company from June 2016 to August 2017.

Past experience, positions, responsibilities and significant concurrent positions

Apr. 1990	Joined NIPPON TELEGRAPH AND TELEPHONE CORPORATION
Apr. 2000	Cofounded ACCA Networks Co., Ltd.
Mar. 2008	President & Representative Director
Jun. 2009	Managing Executive Officer, eAccess Ltd.
Jan. 2013	Vice President; General Manager, Service Strategies
Jun. 2014	Head of Sales Promotion, Ymobile Corporation
Apr. 2015	Deputy Head of Customer Services, SoftBank Corp.
Jan. 2016	Joined the Company; Executive Officer; General Manager, Corporate Administration
Jun. 2016	Director; Executive Officer; Head of Corporate Administration
Aug. 2017	COO & Head of Corporate Administration
Jun. 2018	Representative Director, Kanda Biomass Energy K.K.
Jan. 2019	COO
Mar. 2019	Representative Partner, Akita Yurihonjo Offshore Wind GK, RENOVA, Inc., Business Executor (current)
Jun. 2019	COO & Director (current)

Significant concurrent positions

Representative Partner, Akita Yurihonjo Offshore Wind GK, Business Executor, RENOVA, Inc.

Reason for nomination as a Director

After serving as Representative Director and Executive Officer at telecom companies, Mr. Isamu Suyama joined the Company in January 2016. Since then, as COO, he has been supervising Corporate Administration including general affairs, governance, compliance and IT, fully performing his duties. We believe that his participation in the management will be useful for the sustained growth of the Company. As such, we have nominated Mr. Suyama as a candidate for Director.

Candidate
No.

4



Candidate
for Re-
election

Kazushi Yamaguchi

(Date of birth:
January 30, 1976)

Number of shares of the Company held	Attendance at Board of Directors' meetings	Term of office as Director
300	7/7 (100%)	1 year

Past experience, positions, responsibilities and significant concurrent positions

Apr. 2001	Joined the Tokyo Branch of Goldman Sachs Japan Limited (currently Goldman Sachs Japan Co., Ltd.)
Apr. 2006	Transferred to Principal Investment Area
Jan. 2011	Transferred to Investment Banking Division
Jan. 2018	Managing Director
Feb. 2020	Joined the Company; Executive Officer
Apr. 2020	CFO & Head of Finance and Planning
Jun. 2020	CFO, Director & Head of Finance and Planning (current)

Reason for nomination as a Director

After serving as Managing Director of investment banking division at major foreign-affiliated securities company, Mr. Kazushi Yamaguchi joined the Company in February 2020. Since April 2020, as CFO, he has been supervising Finance and Planning including finance, accounting, corporate development, investor relations and public relations fully performing his duties. We believe that his participation in the management will be useful for the sustained growth of the Company. As such, we have nominated Mr. Yamaguchi as a candidate for Director.

Candidate
No.

5

Hideki Minamikawa

(Date of birth:
December 27, 1949)

Number of shares of
the Company held

3,000

Attendance at
Board of Directors'
meetings

9/9 (100%)

Term of office as
Director

3 years
10 months



Candidate
for Re-
election

External
Director

Independent
Officer

Past experience, positions, responsibilities and significant concurrent positions

- Apr. 1974** Joined the Environment Agency (currently Ministry of the Environment)
- Jul. 2002** Councillor, Ministry of the Environment
- Jul. 2005** Director General, Nature Conservation Bureau
- Sep. 2006** Director General, Global Environment Bureau
- Jul. 2008** Minister's Secretariat
- Aug. 2010** Vice-Minister for Global Environmental Affairs
- Jan. 2011** Vice-Minister of the Environment
- Jul. 2013** Adviser, Ministry of the Environment
General Manager, Liaising Promotion Division for Fukushima Interim Storage, etc.
- Aug. 2013** Visiting Senior Researcher (in charge of environmental economics theory), Waseda University
- Apr. 2014** Visiting Professor, Faculty of Economics, Tokyo Keizai University
- Jun. 2014** President, Japan Environmental Sanitation Center (current)
- Jun. 2015** Chairman, Japan Waste Management Association
- Jun. 2017** External Audit & Supervisory Board Member, FANCL CORPORATION (current)
- Aug. 2017** External Director, the Company (current)

Significant concurrent positions

President, Japan Environmental Sanitation Center

External Audit & Supervisory Board Member, FANCL CORPORATION

Reason for nomination as an External Director and outline of his role

Mr. Hideki Minamikawa is well-versed in environmental policies both in and outside of Japan. He has held various posts including Vice-Minister in the Ministry of the Environment, and has been involved in efforts to conclude agreements regarding the framework convention on climate change. We believe that he can provide a wide range of highly insightful suggestions and advice for the Company's renewable energy business. As such, we have nominated Mr. Minamikawa as a candidate for External Director. He is currently serving as a member of the Nomination and Compensation Committee which is a discretionary advisory body and playing an important role in the Committee in his independent and objective position. Although he has not been involved in corporate management other than as an external officer, for the reasons stated above, we believe that he is capable of fulfilling, and will fulfill for us, the duties of an External Director.

Candidate
No.

6

Koichi Kawana

(Date of birth:
April 23, 1958)

Number of shares of
the Company held

1,000

Attendance at
Board of Directors'
meetings

6/7 (85.7%)

Term of office as
Director

1 year



Candidate
for Re-
election

External
Director

Past experience, positions, responsibilities and significant concurrent positions

- Apr. 1982** Joined JGC Corporation (currently JGC Holdings Corporation)
- Aug. 2007** Executive Officer, Senior General Manager, New Business Promotion Division, Global Marketing Division
- Jul. 2009** Managing Director, Senior General Manager, Global Marketing Division
- Jul. 2010** Director, Senior Executive Vice President
- Jul. 2011** Representative Director and President (COO)
- Jun. 2012** Representative Director and President
- Jun. 2017** Director, Vice Chairman
- Jun. 2018** Vice Chairman
- Jun. 2019** External Director, Tokyo Electron Device Limited (current)
- Jun. 2019** External Director, BANDAI NAMCO Holdings Inc. (current)
- Jun. 2019** External Director (Audit and Supervisory Committee Member), COMSYS Holdings Corporation (current)
- Jun. 2020** External Director, the Company (current)
- Apr. 2021** Representative Director and President, Lublyst Inc. (current)

Significant concurrent positions

- External Director, Tokyo Electron Device Limited**
- External Director, BANDAI NAMCO Holdings Inc.**
- External Director (Audit and Supervisory Committee Member), COMSYS Holdings Corporation**
- Representative Director and President, Lublyst Inc.**

Reason for nomination as an External Director and outline of his role

Mr. Koichi Kawana has a wealth of experience as a top management at a listed company and is well-versed in overseas business from serving as a head of overseas office. He also has professional insight on plant engineering. Accordingly, we believe that he can supervise overall management of the Company as well as provide highly insightful suggestions and advice for the overseas business expansion and construction and operation of the power plant facilities. As such, we have nominated Mr. Kawana as a candidate for External Director. He is currently serving as a member of the Nomination and Compensation Committee which is a discretionary advisory body and playing an important role in his objective position at the Committee. We believe that if he is elected as an External Director, he will continue to play the role stated above.

Candidate
No.

7

Miyuki Zeniya

(Date of birth:
March 10, 1962)

Number of shares of the Company held	Attendance at Board of Directors' meetings	Term of office as Director
700	7/7 (100%)	1 year



Candidate
for Re-
election

External
Director

Independent
Officer

Past experience, positions, responsibilities and significant concurrent positions

Apr. 1984	Joined Nomura Research Institute, Ltd.
Oct. 1987	Joined Jardine Fleming Investment Trust and Advisory Co. (currently JPMorgan Asset Management (Japan) Limited)
Apr. 2001	Managing Director, CFO, Hu-Management Japan Co., Ltd.
Jun. 2005	Deputy President, The Saikyo Bank, Ltd.
Jan. 2007	Full-time Advisor, Polaris Principal Finance Co., Ltd. (currently Polaris Capital Group Co., Ltd.)
Jan. 2013	General Manager, DSR Promotion Center, The Dai-ichi Life Insurance Company
Apr. 2017	General Manager, Responsible Investment Center
Apr. 2019	General Manager, Investment Planning Dept. & Responsible Investment Dept.
Apr. 2020	General Manager (currently Fellow), Corporate Planning Unit, Dai-ichi Life Holdings, Inc. and General Manager (currently Fellow), Investment Planning Dept., The Dai-ichi Life Insurance Company, Limited (current)
Jun. 2020	External Director, the Company (current)

Significant concurrent positions

Fellow, Corporate Planning Unit, Dai-ichi Life Holdings, Inc.

Reason for nomination as an External Director and outline of her role

Ms. Miyuki Zeniya has a broad knowledge and experience from the standpoint of finance and investment expert through her experiences at investment advisory firm and as a deputy president of a local bank, as well as her position as the person managing ESG investment at The Dai-ichi Life Insurance Company, Limited. Accordingly, we believe that she can supervise business execution as well as provide highly insightful suggestions and advice on the management of the Company from investor perspective. As such, we have nominated Ms. Zeniya as a candidate for External Director. We believe that if she is elected as an External Director, she will continue to play the role stated above.

Candidate
No.

8

Naoki Shimada

(Date of birth:
November 23, 1968)

Number of shares of
the Company held

—

Attendance at
Board of Directors'
meetings

—

Term of office as
Director

—



New
Candidate

External
Director

Independent
Officer

Past experience, positions, responsibilities and significant concurrent positions

Apr. 1993 Joined Apple Computer (currently Apple Japan GK)
Oct. 1998 Joined Boston Consulting Group, Inc.
Sep. 2001 Established P & E Directions, Inc., Representative Director (current)
Jun. 2008 Director, Nihon M&A Center Inc.
Mar. 2013 External Audit & Supervisory Board Member, Fundely Co., Ltd. (current)
Jun. 2015 External Director, Sugita Ace Co., Ltd. (current)

Significant concurrent positions

Representative Director, P&E Directions, Inc.

External Audit & Supervisory Board Member, Fundely Co., Ltd.

External Director, Sugita Ace Co., Ltd.

Reason for nomination as an External Director and outline of his role

After working at a global consulting firm, Mr. Naoki Shimada was involved in corporate management as the Representative Director of the company that he founded. He has a wealth of experience in consulting services for start-up of new business, support of overseas expansion, growth strategy by M&A, etc. as well as management experience for many years. This leads us to believe that he is capable of providing advice on supervision of business execution as well as overall management of the Company from a broad managerial perspective. For these reasons, we have nominated Mr. Shimada as a candidate for External Director. If he is elected as an External Director, he will also serve as a member of the Nomination and Compensation Committee, a discretionary advisory body.

Candidate
No.

9

Mayuka Yamazaki

(Date of birth:
January 23, 1978)

Number of shares of
the Company held

—

Attendance at
Board of Directors'
meetings

—

Term of office as
Director

—



New
Candidate

External
Director

Independent
Officer

Past experience, positions, responsibilities and significant concurrent positions

- Apr. 2000** Joined McKinsey & Company
- Jun. 2002** Joined the Research Center for Advanced Science and Technology, The University of Tokyo as Research Associate
- Nov. 2006** Joined Harvard Business School (HBS) Japan Research Center
- Sep. 2010** Assumed the post of Adjunct Assistant Professor, Graduate School of Medicine, The University of Tokyo (concurrently)
- Sep. 2014** Assistant Director, HBS Japan Research Center
- Jan. 2017** Editorial Committee, DIAMOND Harvard Business Review, DIAMOND, Inc. (current)
- Mar. 2017** Founded IKERU as ikebana (Japanese traditional flower arrangement) artist (current)
- Jun. 2019** External Director (Audit and Supervisory Committee Member), M3, Inc. (current)

Significant concurrent positions

External Director (Audit and Supervisory Committee Member), M3, Inc.

Reason for nomination as an External Director and outline of her role

After working as a management consultant at a global consulting firm, Ms. Mayuka Yamazaki has acquired her expertise in corporate management through her work at the Harvard Business School as well as her experience as an external director of a fast-growing venture company. This leads us to believe that she is capable of supervising business execution as well as providing advice on the overall management of the Company from a global and multilateral perspective. For these reasons, we have nominated Ms. Yamazaki as a candidate for External Director. Although she has not been involved in corporate management other than as an external officer, for the reasons stated above, we believe that she is capable of fulfilling, and will fulfill for us, the duties of an External Director.

- (Notes) 1. Of the candidates for Director, Mr. Isamu Suyama is concurrently serving as Representative Partner of Akita Yurihonjo Offshore Wind GK, at the same time serving as a business executive of the Company. There is a business relationship of operation consignment, etc. related to development support of offshore wind power generation business between the said GK and the Company. There are no specific interests between the other candidates and the Company.
2. Of the candidates for Director, Mr. Koichi Kawana had received remuneration from JGC Holdings Corporation as its vice chairman. Its subsidiary, JGC Japan Corporation, falls under the major transactional partner of the Company's affiliate, Ishinomaki Hibarino Biomass Energy GK. He resigned from all offices of JGC Holdings Corporation in June 2020 and will not receive remuneration from the company.
3. The name of Ms. Mayuka Yamazaki as it appears in the official family registry is "Mayuka Onishi."
4. The Dai-ichi Life Insurance Company, Limited, where Ms. Miyuki Zeniya serves as a fellow, Investment Planning Dept., holds 2.28% of the voting rights of the Company. However, Dai-ichi does not qualify as a "major shareholder of the Company" as such term is defined in the Standards for Determining Independence of External Officers (see below), and accordingly, the Company does not believe that the aforementioned fact would have any impact on Ms. Zeniya's independence.
5. The Company has entered into an agreement with Mr. Hideki Minamikawa, Mr. Koichi Kawana and Ms. Miyuki Zeniya respectively to limit their liability pursuant to Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability pursuant to such agreement is the minimum amount stipulated by law. Said limitation of liability would only be valid if the Officer in question acted in good faith and without gross negligence in execution of the duty for which he or she is held liable. If the candidates are reelected, the Company plans to continue the aforementioned agreement with them. If Mr. Naoki Shimada and Ms. Mayuka Yamazaki are elected, the Company also plans to enter into such agreement with them.
6. Mr. Hideki Minamikawa, Mr. Koichi Kawana, Ms. Miyuki Zeniya, Mr. Naoki Shimada and Ms. Mayuka Yamazaki are all candidates for External Directors. Of the candidates for External Director, the Company deems Mr. Hideki Minamikawa, Ms. Miyuki Zeniya, Mr. Naoki Shimada and Ms. Mayuka Yamazaki as having a high level of independence and no risk of specific conflict of interests with general shareholders. The Company has reported Mr. Hideki Minamikawa and Ms. Miyuki Zeniya to the Tokyo Stock Exchange as Independent Officers according to regulations stipulated by the said exchange. If they are reelected, the Company intends to continue appointing them as Independent Officers. In addition, if Mr. Naoki Shimada and Ms. Mayuka Yamazaki are elected, the Company plans to report them as new Independent Officers.
7. The Company has entered into a Directors and Officers liability insurance (D&O Insurance) contract with an insurance company as

stipulated in Article 430-3, Paragraph 1 of the Companies Act of Japan to cover legal damages and litigation expenses borne by the insured in the event that a claim for damages is made against the insured on the basis of an act committed by the insured in his/her aforementioned capacity . The Company bears the entire premium for all the insured. Of the candidates for directorship, the candidates to be re-elected have already been included as insured under this insurance contract and they will continue to be so insured if they are re-elected. If the new candidates are elected, they will be included as insured after their election. The Company plans to renew the insurance policy with the same terms at the next opportunity for renewal.

Proposal 2: Election of Two (2) Audit & Supervisory Board Members

Of all four (4) Audit & Supervisory Board Members, the terms of office of Mr. Toshiki Sada and Mr. Hiroyuki Wakamatsu will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, it is proposed that two (2) Audit & Supervisory Board Members be elected again.

The Audit & Supervisory Board has given their consent to this proposal. The composition of Audit & Supervisory Board after the election (planned) and the candidates for Audit & Supervisory Board Members are as follows.

<Reference> Composition of Audit & Supervisory Board after the election (planned)

Candidate No.		Name		Current positions at the Company	Term of office as Audit & Supervisory Board Member (*)
—	Male	Yuji Shibata		Full Time Audit & Supervisory Board Member	5 years
—	Male	Noriyasu Kaneko	External Audit & Supervisory Board Member Independent Officer	Audit & Supervisory Board Member	10 years 4 months
1	Candidate for Re-election Male	Toshiki Sada	External Audit & Supervisory Board Member Independent Officer	Audit & Supervisory Board Member	3 years 10 months
2	Candidate for Re-election Male	Hiroyuki Wakamatsu	External Audit & Supervisory Board Member Independent Officer	Audit & Supervisory Board Member	3 years 10 months

(*) Term of office is the number of years at the conclusion of this Annual General Meeting of Shareholders.

Candidate
No.

1



Candidate
for Re-
election

External Audit
& Supervisory
Board
Member

Independent
Officer

Toshiki Sada

(Date of birth:
June 16, 1950)

Number of shares of the
Company held

30,000

Attendance at
Board of Directors' meetings

9/9 (100%)

Term of office as Audit &
Supervisory Board Member

**3 years
10 months**

Attendance at
Audit & Supervisory Board
meetings

13/13 (100%)

Past experience, positions and significant concurrent positions

Apr. 1974 Joined Nomura Securities Co., Ltd.

Jun. 1989 President, Nomura France S.A.

Jun. 1998 Director, The Laboratory of Economy and Finance, Nomura Securities

Jun. 2000 Executive Officer, Nomura Asset Management Co., Ltd.

Jun. 2012 External Audit & Supervisory Board Member, eAccess Ltd.

Jul. 2013 External Audit & Supervisory Board Member, Baring Asset Management Ltd.
(currently Barings Japan Limited)

Jul. 2016 External Audit & Supervisory Board Member, Goodpatch Inc. (current)

Aug. 2017 External Audit & Supervisory Board Member, the Company (current)

Mar. 2018 External Audit & Supervisory Board Member, DRAFT Inc. (current)

Nov. 2018 External Audit & Supervisory Board Member, Hobonichi Co., Ltd. (current)

Jun. 2019 External Audit & Supervisory Board Member, PARIS MIKI HOLDINGS Inc. (current)

Significant concurrent positions

External Audit & Supervisory Board Member, Goodpatch Inc.

External Audit & Supervisory Board Member, DRAFT Inc.

External Audit & Supervisory Board Member, Hobonichi Co., Ltd.

External Audit & Supervisory Board Member, PARIS MIKI HOLDINGS Inc.

Reason for nomination as Audit & Supervisory Board Member

Mr. Toshiki Sada has a broad range of expertise and experience in corporate auditing through his experiences in working at a large securities company and serving as External Audit & Supervisory Board Member at large investment companies and business companies. Accordingly, we believe that he will be capable of auditing and supervising the overall management of the Company. As such, we have nominated Mr. Sada as a candidate for External Audit & Supervisory Board Member.

Candidate
No.

2



Candidate
for Re-
election

External Audit
& Supervisory
Board
Member

Independent
Officer

Hiroyuki Wakamatsu

(Date of birth:
September 20, 1971)

Number of shares of the
Company held

—

Attendance at
Board of Directors' meetings

9/9 (100%)

Term of office as Audit &
Supervisory Board Member

3 years

10 months

Attendance at
Audit & Supervisory Board
meetings

13/13 (100%)

Past experience, positions and significant concurrent positions

- Apr. 1995** Joined Tohmatsu & Co. (currently Deloitte Touche Tohmatsu LLC)
Apr. 1998 Registered as a certified public accountant
Oct. 2008 Founded Wakamatsu CPA Office, Representative (current)
Jun. 2010 External Audit and Supervisory Board Member, With us Corporation (current)
Aug. 2010 Registered as a certified public tax accountant
Jun. 2012 External Audit & Supervisory Board Member, mixi, Inc. (current)
Aug. 2017 External Audit & Supervisory Board Member, the Company (current)
Jul. 2018 Founded Generys Inc., Representative director (current)

Significant concurrent positions

Representative, Wakamatsu CPA Office
External Audit and Supervisory Board Member, With us Corporation
External Audit & Supervisory Board Member, mixi, Inc.
Representative director, Generys Inc.

Reason for nomination as External Audit & Supervisory Board Member

Mr. Hiroyuki Wakamatsu has a broad range of expert knowledge and experience in corporate auditing as well as expertise in accounting through his experiences, as a certified public accountant, in working at a large audit corporation and serving as External Audit and Supervisory Board Member at listed companies. Accordingly, we believe that he will be capable of auditing and supervising the overall management of the Company. As such, we have nominated Mr. Wakamatsu as a candidate for External Audit & Supervisory Board Member.

- (Notes) 1. There are no noteworthy conflicting interests between the candidates and the Company.
2. The Company has entered into an agreement with Mr. Toshiaki Sada and Mr. Hiroyuki Wakamatsu respectively to limit their liability pursuant to Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability pursuant to such agreement is the minimum amount stipulated by law. Said limitation of liability would only be valid if the Officer in question acted in good faith and without gross negligence in execution of the duty for which he is held liable. If the candidates are reelected, the Company plans to continue the aforementioned agreement with them.
3. Mr. Toshiaki Sada and Mr. Hiroyuki Wakamatsu are candidates for External Audit & Supervisory Board Members. The Company deems each of them as having a high level of independence and no risk of specific conflict of interests with general shareholders. The Company has reported both of them to the Tokyo Stock Exchange as Independent Officers according to regulations stipulated by the said exchange. If they are reelected, the Company intends to continue appointing them as Independent Officers.
4. The Company has entered into a Directors and Officers liability insurance (D&O Insurance) contract with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act of Japan to cover legal damages and litigation expenses borne by the insured in the event that a claim for damages is made against the insured on the basis of an act committed by the insured in his/her aforementioned capacity. The Company bears the entire premium for all the insured. All candidates for membership in the External Audit & Supervisory Board have already been included as insured under this insurance contract and they will continue to be so insured if they are reelected. The Company plans to renew the insurance policy with the same terms at the next opportunity for renewal.

(Reference) Policy on selection of candidates for Directors and Audit & Supervisory Board Members and the process thereof

Directors

[Policy]

The basic policy of selecting candidates for Directors of the Company is as follows: after considering the assurance of diversity and a balance of knowledge, experience and capabilities in the overall composition of the Board of Directors, those who have outstanding character and insight, have high ethical standards, satisfy the following requirements and can fulfill their responsibilities are selected.

—Internal Directors—

- Having excellent sense of management and being well-versed in managerial issues
- Understanding changes in the business environment and market accurately, and being able to formulate and execute business strategies to increase corporate value enhancement over the medium- to long-term

—External Directors—

- Having a high level of expertise in any of the following areas: environment and energy, corporate management, technology, finance, and other fields of expertise
- Having a correct understanding of the characteristics of the Company; being able to fulfill a monitoring function for the Board of Directors based on appropriate risk management
- Independent External Directors shall satisfy the Standards for Determining Independence stipulated by the Company

[Process]

Based on the abovementioned policy, the Founding CEO & Representative Director formulates a proposal for the election of candidates for Directors, and after deliberation by the Nomination and Compensation Committee*, the proposal is submitted to a General Meeting of Shareholders for discussion, conditional upon resolution at the Board of Directors.

(*) To raise the levels of transparency and objectivity in management, and to ensure the adequacy of the compensation for the Directors and the Executive Officers, the Company has established a Nomination and Compensation Committee, which is a discretionary organization that serves as an advisory body for the Board of Directors. The Nomination and Compensation Committee consists of two External Directors, the Executive Chairman & Director, and the Founding CEO & Representative Director. Besides being comprised of a half or majority of External Directors who have independence, the chairman of the committee is also selected from among the External Directors.

Audit & Supervisory Board Members

[Policy]

The basic policy of selecting candidates for Audit & Supervisory Board Member of the Company is as follows: after considering the assurance of diversity and a balance of knowledge, experience and capabilities in the overall composition of the Audit & Supervisory Board, those who have outstanding character and insight, have high ethical standards, satisfy the following requirements and can fulfill their responsibilities are selected.

- Having knowledge on finance, accounting and law that is required for audit, and one or more Audit & Supervisory Board Member who has full insight on finance and accounting
- Having a correct understanding of the characteristics of the Company; being able to fulfill a monitoring function for the Board of Directors based on appropriate risk management
- Independent External Audit & Supervisory Board Member shall satisfy the Standards for Determining Independence stipulated by the Company

[Process]

Based on the abovementioned policy, upon discussion with the chairman of the Audit & Supervisory Board, the Founding CEO & Representative Director formulates a proposal for the election of candidates for Audit & Supervisory Board Member. After receiving a consent from Audit & Supervisory Board, the proposal is submitted to a General Meeting of Shareholders for discussion, conditional upon resolution at the Board of Directors.

Standards for Determining Independence of External Officers

In order to ensure the appropriateness, objectivity and transparency of governance at RENOVA, Inc. (hereinafter the "Company"), the following standards regarding the independence of External Directors and External Audit & Supervisory Board Members (hereinafter "External Officers") have been stipulated.

The Company deems External Officers or candidates for External Officers as being independent if they do not fall under any of the categories below, based on reasonable investigation by the Company.

1. A former employee of the Company and its consolidated subsidiaries (hereinafter collectively the "Group") (Note 1)
2. A major shareholder of the Company (Note 2)
3. A business executive in any of the following corporations, etc.
 - a) A major transactional partner of the Group (Note 3)
 - b) A major lender to the Group (Note 4)
 - c) A corporation, etc. that holds shares consisting of 10% or more of the voting rights of the Group
4. An employee of the auditing firm that is the Accounting Auditor of the Group
5. An expert such as a consultant, accountant, tax accountant, lawyer, judicial scrivener or patent attorney who receives a large amount of cash or other property from the Group that is not classified as Officer remuneration (Note 5)
6. A party that receives a large amount of donation from the Group (Note 6)
7. A business executive of a company that has mutual appointments of External Officers (Note 7) with the Company
8. A close relative (Note 8) of a person who falls under any of items 1 through 7 (limited to "important parties" (see Note 9 below) except for items 4 and 5)
9. A party who had fallen under any of items 2 through 8 in the past 5 years
10. Notwithstanding the clauses in each of the preceding items, a party under special circumstances, with whom the Company may have a conflict of interests

Note 1: This refers to current Directors and Executive Officers involved in business execution and other parties who fall under this category (collectively referred to as "business executives" in these standards), as well as business executives who were employed by the Group in the past 10 years.

Note 2: A major shareholder refers to a shareholder who holds 10% or more of the voting rights of the Group, whether personally or by proxy, at the end of the Company's previous fiscal year. In the case where the major shareholder is an association such as a corporation or union, this refers to a business executive who belongs to that association.

Note 3: A major transactional partner refers to a supplier or buyer of the Group, whereby the value of annual transactions with the Group is more than 2% of either the Company's or the transactional partner's consolidated net sales.

Note 4: A major lender refers to a financial institution that the Group borrows from, whereby the outstanding debt at the Company's fiscal year-end is more than 2% of either the Company's or the financial institution's total consolidated assets.

Note 5: A large amount is defined as follows according to the type of involvement in the services provided by the expert in question.

(1) If the expert provides services to the Group as an individual, a large amount refers to a case where a party has received, on average over the past 3 fiscal years, more than 10 million yen per year as remuneration (excluding Officer remuneration) from the Group.

(2) If the expert provides services to the Group as a member of an association such as a corporation or union, a large amount refers to a case where the said association has received, on average over the past 3 fiscal years, monetary or other forms of compensation equivalent to more than 2% of the said association's total revenue amount in the previous fiscal year.

Note 6: This refers to a party who has received, on average over the past 3 fiscal years, more than 10 million yen per year in donations from the Group.

If the receiver of the donations is an association such as a corporation or union, among the parties who belong to the association, this refers to a party who is directly involved in activities such as research and education related to the donation.

Note 7: A company that has mutual appointments of External Officers with the Company refers to a case where a business executive of the Group is an External Director or an External Audit & Supervisory Board Member of the said company and a business executive of the said company is an External Director or an External Audit & Supervisory Board Member of the Company.

Note 8: A close relative refers to a spouse, or a second-degree relative.

Note 9: An important party refers to a Director or an Executive Officer.

Proposal 3: Election of One (1) Substitute Member for the Audit & Supervisory Board

The effective term of the resolution for election of the current Substitute Audit & Supervisory Board Member will expire at the start of this Annual General Meeting of Shareholders. Accordingly, to prepare for any contingency where the number of Audit & Supervisory Board Members falls below what is legally required, the Company proposes to elect, in advance, one (1) Substitute Member for the Audit & Supervisory Board.

The Audit & Supervisory Board has given their consent to this proposal.

The candidate for Substitute Audit & Supervisory Board Member is as follows.

Junichiro Ando

(Date of birth:
March 22, 1973)

Number of shares of the Company held
28,900



Past experience, positions and significant concurrent positions

Apr. 1995 Joined Kumagai Gumi Co.,Ltd.
Mar. 2007 Manager, Internal Control Promotion Office
Apr. 2009 Manager, Accounting Department, Administration Division
Aug. 2013 Joined the Company, Internal Audit Office
Apr. 2017 Head of Internal Audit Office (current)

Reason for nomination as Substitute Member for the Audit & Supervisory Board

Mr. Junichiro Ando has a wealth of knowledge of internal control and internal audit and practical experience through his experiences in working at an internal control division of a construction company and serving as the head of the internal audit office of the Company. This leads us to believe that he will be capable of auditing and supervising the overall management of the Company. For these reasons, we have nominated Mr. Ando as a candidate as the Substitute Member for the Audit & Supervisory Board.

(Notes) 1. There are no noteworthy conflicting interests between the candidate and the Company.

2. If the election of Mr. Junichiro Ando is approved and he assumes office as Audit & Supervisory Board Member, the Company will enter into an agreement with Mr. Ando to limit his liability pursuant to Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability pursuant to said agreement is the minimum amount stipulated by law. Said limitation of liability would only be valid if the Officer in question acted in good faith and without gross negligence in execution of the duty for which he is held liable.
3. The Company has entered into a Directors and Officers liability insurance (D&O Insurance) contract with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act of Japan to cover legal damages and litigation expenses borne by the insured in the event that a claim for damages is made against the insured due to an act committed by the insured in his/her aforementioned capacity. The Company bears the entire premium for all the insured. If the election of Mr. Junichiro Ando is approved and he assumes office as a member of the Audit & Supervisory Board, he will be included as an insured under this insurance contract.

Proposal 4: Determination of Amount and Details of Stock Compensation for the Company's Directors

1. Reasons for the proposal and reasons that the said compensation is appropriate

This proposal is a request for the introduction of a new stock compensation plan (hereinafter the "Plan") in which the Company will deliver or pay (hereinafter "Deliver, etc.") its shares and monetary equivalent to the converted value of such shares (hereinafter the "Company's Shares, etc.") to the Directors (excluding External Directors) and Executive Officers (hereinafter referred to collectively as the "Directors, etc.") of the Company and its subsidiaries (hereinafter referred to collectively as the "Company, etc.>").

The amount of stock compensation under the Plan is to be provided in a category separate from the compensation amount for the Company's Directors (up to 500 million yen a year) approved in the Extraordinary Meeting of Shareholders held on April 28, 2014, and from the compensation amount for the Company's Directors (up to a total of 121 million yen over the four fiscal years from June 1, 2018 to March 31, 2022) approved in the 19th Annual General Meeting of Shareholders held on August 29, 2018.

Striving to realize our vision "to become Asia's renewable energy leader," the Plan aims at clarifying the linkage between compensation for the Directors, etc. and the Company's medium- to long-term business performance and stock value, and by doing so, at promoting their sense of contribution to the enhancement of medium- to long-term business performance and stock value of the Company by allowing Directors, etc. to share with the Shareholders not only in the benefits of share price increases but also in the risks of share price decreases. An overview of the Company's policy for determining the details of compensation, etc. for individual Directors is presented on page 54 of the Business Report. Subject to the approval of this proposal, the Company intends to amend the details of compensation, etc. for individual Directors as shown on page 28 below. The Company considers the content of this proposal necessary and reasonable in view of its policy and appropriate.

The Company has established the Nomination and Compensation Committee, chaired by an independent External Director and with the majority of members being External Directors, as a discretionary advisory body for the Board of Directors to ensure the objectivity and transparency in the compensation determination process and the appropriateness of the compensation. The introduction of the Plan has also undergone deliberation by the Nomination and Compensation Committee.

The number of Directors eligible for the Plan will be 4 if Proposal 1 is approved as originally proposed.

2. Amount and Details of Compensation in the Plan

(1) Overview of the Plan

The Plan is a stock compensation plan for Directors, etc. of the Company, etc., in which a trust to be established by the Company with money contributed by the Company (hereinafter the “Trust”) acquires the Company’s shares and Delivers, etc. the number of the Company’s Shares, etc. corresponding to the number of points to be granted to each Director, etc. of the Company, etc. via the Trust based on the Stock Delivery Rules to be established by the Company. In principle, the Directors, etc. of the Company, etc. receive the Delivery, etc. of the Company’s Shares, etc. after the performance evaluation for each coverage period (*1) is completed.

(*1) The coverage period of the Plan will be the period established every 5 fiscal years. Details are as provided in (3) “Coverage period of the Plan” below.

(2) Persons eligible for the Plan

The Directors (excluding External Directors) and the Executive Officers of the Company and its subsidiaries

(3) Coverage period of the Plan

The five fiscal years from the fiscal year beginning on April 1, 2021 shall be the “Initial Coverage Period of the Plan”. Thereafter, the coverage period of the Plan will be every 5 fiscal years, and the next coverage period of the Plan will begin after 5 fiscal years have passed since the beginning of each coverage period of the Plan.

(4) Trust period

The trust period will continue from August 2021 (planned) until the end of the Trust. (The Trust will continue as long as the Plan continues and no specific expiration date is set.)

The Plan, however, will terminate upon delisting of the Company’s shares or abolition, etc. of the Share Delivery Rules.

(5) Amount of funds to be entrusted and number of shares to be acquired

Subject to the approval of the introduction of the Plan at this General Meeting of Shareholders (hereinafter “this Shareholders’ Meeting”), the Company will establish the Trust to Deliver, etc. the Company’s Shares, etc. in accordance with the procedures

provided in (7) and (8) below. The Trust will acquire the Company's shares by using the funds contributed by the Company. As a rule, the Company will contribute funds to acquire the number of shares deemed necessary each fiscal year. The Company may therefore contribute funds for the acquisition of shares after the end of the final fiscal year in each coverage period of the Plan.

More specifically, if the introduction of the Plan is approved at this Shareholders' Meeting, the Company will contribute up to 400 million yen (*2) for the Directors (excluding External Directors) as funds for acquiring the shares to make the Delivery, etc. based on the Plan for the Initial Coverage Period of the Plan, that is 5 fiscal years beginning on April 1, 2021. This amount has been determined by comprehensively taking into account the current payment level of compensation for the Directors and Executive Officers of the Company and the trend and future projection of the number of Directors, etc., and the Company believes it is appropriate.

Subsequently until the Trust ends, for each coverage period of the Plan, the Company will, in principle, contribute additional funds not in excess of the above mentioned amount that are deemed necessary for the Trust to acquire the number of shares that is reasonably expected to become necessary to Deliver, etc. the Company's Shares, etc. to the Company's Directors (excluding External Directors) based on the Plan for 5 fiscal years in each coverage period of the Plan. However, when making such additional contribution, if there are remaining shares of the Company (excluding the Company's shares corresponding to the number of points granted to the Directors that have not been Delivered, etc. to the Directors) and remaining money (hereinafter collectively the "Remaining Shares, etc.") in the Trust assets after Delivery, etc. of the shares, etc. associated with the previous coverage period of the Plan is completed, then the Company will calculate the amount of the additional contribution for the relevant coverage period of the Plan after taking the Remaining Shares, etc. into account.

- (*2) As a reference, the maximum funds to be contributed to the Trust as funds for acquiring the shares to make the Delivery, etc. to Executive Officers of the Company, and Directors and Executive Officers of the Company's subsidiaries, for the Initial Coverage Period of the Plan based on the Plan will be 800 million yen. The amount of the contribution for Executive Officers of the Company, and Directors and Executive Officers of the Company's subsidiaries for each subsequent coverage period of the Plan will be determined within a reasonable range, comprehensively taking into account the business performance of the Company, the economic conditions at the time and so forth.

(6) Acquisition method and number of the Company's shares to be acquired by the Trust

The Trust will initially acquire the Company's shares from the stock market within the range of funds for acquiring the shares specified in (5) above, and new shares will not be issued. Accordingly, the total number of issued shares will not increase upon the acquisition of the Company's shares by the Trust, and dilution will not occur.

The Company will determine the details of the acquisition method after this Shareholders' Meetings and disclose them.

The maximum number of shares to be acquired for each coverage period of the Plan will be 362,000 shares (including 121,000 shares for the Company's Directors, and 241,000 shares for the Company's Executive Officers, and Directors and Executive Officers of the Company's subsidiaries), representing 0.46% of the total number of issued shares as of March 31, 2021 (78,090,400 shares).

(7) Calculation method and maximum number of the Company's Shares, etc. to be Delivered, etc. to Directors, etc. of the Company, etc.

The Company will grant points to the Directors, etc. of the Company, etc. in accordance with factors including their degree of contribution, expectations, and the level of achievement of the performance targets every fiscal year, in accordance with the Share Delivery Rules to be established by its Board of Directors after this Shareholders' Meeting, and Deliver, etc. the number of the Company's Shares, etc. corresponding to the points granted to those who have met certain beneficiary criteria defined in the Share Delivery Rules after the Company's performance evaluation for the final fiscal year of each coverage period is completed.

Specifically, it is intended that the maximum total number of points to be granted to the Company's Directors for each coverage period of the Plan will be 121,000 points. These points will be converted to the common shares of the Company at a rate of 1 share for every 1 point at the time of the Delivery, etc. under (8) below of the Company's Shares, etc. Therefore, the maximum total number of the Company's Shares, etc. for Delivery, etc. to Directors of the Company for each coverage period will be 121,000 shares. (However, if a share split, allotment of shares without contribution or consolidation of shares, etc. is conducted for the Company's shares after the resolution of approval at this Shareholders' Meeting, the conversion rate will be adjusted reasonably based, among others, on their proportionality. (*3)

- (*3) As a reference, it is intended that the maximum total number of points to be granted to Executive Officers of the Company, and Directors and Executive Officers of the Company's subsidiaries will be 241,000 points (corresponding to 241,000 shares when converted to the Company's Shares,

etc.) for each coverage period of the Plan.

(8) Delivery, etc. of the Company's Shares, etc. to Directors, etc. of the Company, etc.

The Company's Shares, etc. corresponding to the total number of points granted to the Directors, etc. of the Company, etc. in each coverage period of the Plan will be Delivered, etc. to them in accordance with the prescribed procedure for determining the beneficiaries after the Company's performance evaluation for each coverage period of the Plan is completed. The right to receive Delivery, etc. of the Company's Shares, etc. under the Plan cannot be transferred or pledged as security.

Moreover, the Company is not required to proceed with the Delivery, etc. of all or some of the Company's Shares, etc. to a Director, etc. of the Company, etc. who resigns before the conclusion of the final fiscal year in the relevant coverage period, or engages in criminal or unlawful activity. In such cases, the Company may ask the recipients to return the Company's Shares, etc. for which Delivery, etc. is already completed.

(9) Exercise of voting rights of the Company's shares in the Trust

The voting rights of the Company's shares in the Trust (that is, the Company's shares before they are Delivered, etc. to the Directors, etc. of the Company, etc. in accordance with (8) above) will not be exercised during the trust period to ensure neutrality over management.

(10) Handling of dividends for the Company's shares in the Trust

The Trust will receive dividends for the Company's shares in the Trust and appropriate them as funds for acquiring the shares and trust expenses such as trust fees.

(11)Disposition at the end of the trust period

Of the residual assets in the Trust when the Trust ends, all the Company's shares will be acquired by the Company without consideration and cancelled by a resolution of the Board of Directors.

Of the residual assets in the Trust when the Trust ends, the monies will be distributed to persons who are incumbent at the time and eligible under the Plan in proportion to their respective points accumulated.

3. The current stock compensation plan

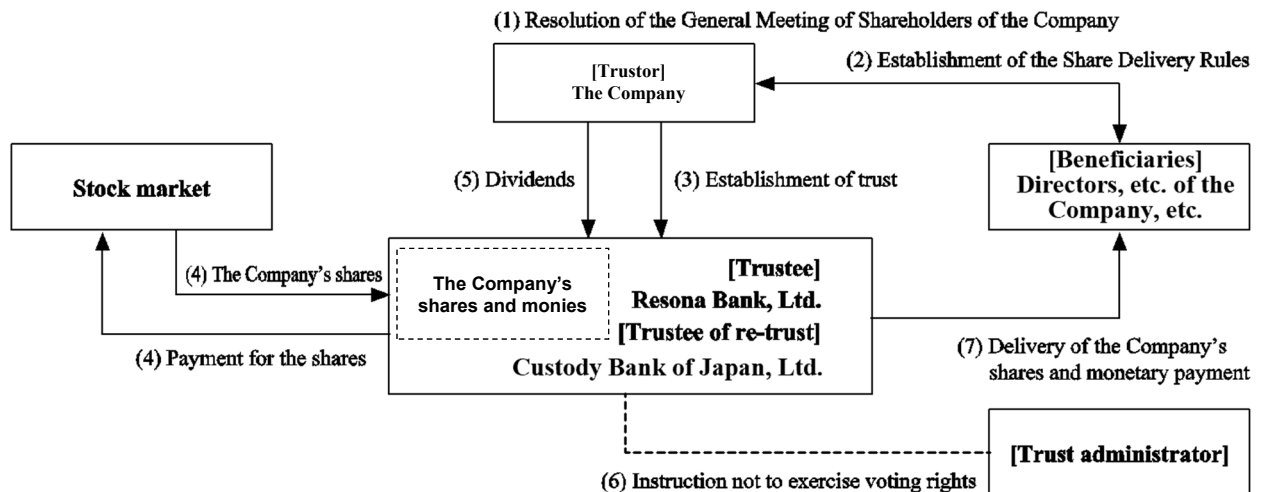
The continuation of the current plan introduced in 2018, after the conclusion of the initial

coverage period (June 1, 2018 to March 31, 2022) is still undecided.

If the current plan is continued, then the Company intends to partially amend it to apply only to External Directors of the Company, and exclude the Company's Directors (apart from External Directors) and Executive Officers from its eligibility, beginning from the next coverage period (April 1, 2022 to March 31, 2026).

The Nomination and Compensation Committee and Board of Directors, among others, will deliberate on the treatment of the current stock compensation plan after the expiration of the plan's initial coverage period. If it is decided to partially amend the current plan, then a proposal will be submitted to the General Meeting of Shareholders, as necessary.

(Reference) Structure of the share delivery trust



- (1) The Company will obtain a resolution to approve the Directors' compensation in relation to the Plan at its General Meeting of Shareholders.
- (2) The Company will establish the Share Delivery Rules for the Delivery, etc. of the Company's shares at a meeting of the Board of Directors.
- (3) The Company will contribute money within the range approved by the General Meeting of Shareholders in (1) above and establish a trust (the Trust) with the persons eligible for the Plan as the beneficiary candidates.
- (4) The Trust will acquire the Company's shares from the stock market by using the monies entrusted under (3) (including additional contributions).
Note: In principle, the number of shares deemed necessary will be acquired each fiscal year.
- (5) Dividends will also be paid for the Company's shares in the Trust in the same manner as for the Company's other shares.
- (6) Voting rights of the Company's shares in the Trust will not be exercised across the board during the trust period.
- (7) During the trust period, points will be granted to the Directors, etc. of the Company, etc. every fiscal year in accordance with factors including their degree of contribution, expectations, and the level of achievement of the performance targets in accordance with the Share Delivery Rules in (2) above, and the number of the Company's Shares, etc. corresponding to the points granted will be Delivered, etc. to those who have met certain beneficiary criteria defined in the Share Delivery Rules after the Company's performance evaluation for the final fiscal year of each coverage period is completed.

4. Overview of the Company's policy for determining the details of compensation, etc. for individual Directors after the introduction of the Plan

(1) Conceptualization of compensation levels

The level of compensation for Directors is set at a level that will achieve a certain degree of leverage in the competition to secure human resources, based on an external compensation database, in view of the scale indicated by the medium- to long-term trajectory of the Company's business results, and with reference to the levels of compensation at companies engaged in renewable energy businesses in Japan and overseas.

(2) Components of compensation

Compensation for Directors (excluding External Directors) is composed of 1) basic compensation (monetary compensation), 2) performance-linked stock compensation linked to mid- and long term business performance, company-wide performance targets and individual performance targets, and 3) non-(company)performance-linked stock compensation, determined in accordance with the degree of contribution and expectations. The level of stock compensation ((company)performance-linked and non-(company)performance-linked) as a proportion of basic compensation varies from 0% to 100%. The Company has adopted EBITDA (*4) and aggregate installed capacity (GW) at renewable energy power generation plants already in operation or for which development investment has been decided, as the key indicators for the evaluation of performance.

Meanwhile, compensation for External Directors is composed of basic compensation (monetary compensation) and non-performance-linked stock compensation, unaffected by the Company's performance. This is to ensure sufficient neutrality and objectivity in their management supervisory function. The level of non-performance-linked stock compensation as a proportion of basic compensation is fixed at 20%.

(*4) Revenue - Fuel expenses - Outsourcing expenses - Payroll and related personnel expenses + Share of profit (loss) of investments accounted for using the equity method + Other income - Other expenses.

The Board of Directors may occasionally decide to adopt, based on the deliberation and recommendations of the Nomination and Compensation Committee, compensation levels and components that differ from those described above, in order to recruit personnel from human resources markets subject to very different laws, regulations and

employment customs, for the purpose of securing outstanding human resources globally.

(3) Compensation governance

The Company has established the Nomination and Compensation Committee as a discretionary advisory body for the Board of Directors to ensure the objectivity and transparency of the compensation determination process and the appropriateness of the compensation for Directors and Executive Officers. The Nomination and Compensation Committee is chaired by an independent External Director, and is composed of 5 members: the Executive Chairman & Representative Director, the Founding CEO & Representative Director, and 3 External Directors, with the majority of members being External Directors.

In order to build a global compensation system, the Company has also hired external consultants with abundant information, expertise and specialized knowledge, and utilizes information on global industry trends, developments in enterprise management and a wide range of data in constructing an objective compensation system with the ability to secure personnel in competitive human resources markets.