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Securities Code: 9302  
June 3, 2021

To our shareholders:

Hirobumi Koga,  
Representative Director, President & CEO  
**MITSUI-SOKO HOLDINGS Co., Ltd.**  
20-1, Nishi-Shimbashi 3-chome, Minato-ku, Tokyo

## **Notice of Convening the 173rd Ordinary General Meeting of Shareholders**

MITSUI-SOKO HOLDINGS Co., Ltd. (the “Company”) is pleased to announce the 173rd Ordinary General Meeting of Shareholders of the Company.

The Company requests that shareholders exercise their voting rights by postal mail (in writing) or via the internet to the best of their ability and refrain from attending on the day of the General Meeting of Shareholders regardless of physical condition from the perspective of preventing the spread of the novel coronavirus disease (COVID-19).

After reviewing the Reference Documents for the General Meeting of Shareholders hereinafter described, please exercise your voting rights by 17:00 on June 23, 2021 (Wednesday).

**1. Date and Time:** June 24, 2021 (Thursday) at 10:00

(Reception opening time: 9:00)

**2. Venue:** MSC Center Building, 22-23, Kaigan 3-chome, Minato-ku, Tokyo

### **3. Agenda Items of the Meeting**

#### **Items to be reported:**

1. Business Report and Consolidated Financial Statements for the 173rd fiscal year (from April 1, 2020 to March 31, 2021), as well as audit reports of Accounting Auditors and the Audit & Supervisory Board on the Consolidated Financial Statements
2. Report on the Non-Consolidated Financial Statements for the 173rd fiscal year (from April 1, 2020 to March 31, 2021)

#### **Items to be resolved:**

- Agenda Item 1:** Election of Nine (9) Directors
- Agenda Item 2:** Election of Two (2) Audit & Supervisory Board Members
- Agenda Item 3:** Election of One (1) Substitute Audit & Supervisory Board Member

## Requests to Shareholders

- For this year's General Meeting of Shareholders, as part of our continued efforts to control the spread of COVID-19, we will have significantly fewer chairs as was done at last year's meeting because we will need to space them out at the venue. As a result, it is possible that not everyone who comes to the meeting will be able to enter the venue. We appreciate your understanding.
- We will conduct temperature checks at the venue reception and people who are found to have a fever, appear unwell, or are not wearing a mask may be refused entry and asked to leave.
- The items to be reported (including the audit report) and detailed explanations of the proposals will be omitted at this General Meeting of Shareholders to shorten the meeting's duration, from the perspective of preventing the spread of infection. We ask shareholders to look over the notice of convocation prior to the meeting.
- Please be advised that the Company's officers and staff members at the General Meeting of Shareholders will be wearing light attire without neckties.
- We may revise the measures outlined above depending on the situation regarding the spread of the virus and announcements by the government or other institutions ahead of the meeting. We would therefore ask that you check for information regarding this on the Company's website ([https://msh.mitsui-soko.com/ir/stock/stockholders\\_meeting/](https://msh.mitsui-soko.com/ir/stock/stockholders_meeting/)).

## Regarding Internet Disclosure

Pursuant to the provisions of applicable laws and regulations and Article 15 of the Articles of Incorporation of the Company, among the documents to be provided in this notice, the documents below are posted on the Company's website and are thus omitted from this notice of convocation.

- (i) Notes to the Consolidated Financial Statements; and
- (ii) Notes to the Non-Consolidated Financial Statements

These items are included in the Consolidated Financial Statements and the Non-Consolidated Financial Statements audited at the time of the preparation of the accounting audit report by the accounting auditor and the audit report by Audit & Supervisory Board Members.

In the event that any revision occurs with respect to the Reference Documents for the General Meeting of Shareholders, Business Report, Consolidated Financial Statements, and/or Non-Consolidated Financial Statements, items after revisions will be available on our website.

Company's website [https://msh.mitsui-soko.com/ir/stock/stockholders\\_meeting/](https://msh.mitsui-soko.com/ir/stock/stockholders_meeting/)

## **Instructions for Exercise of Voting Rights**

Voting rights at the Company's General Meeting of Shareholders are shareholders' important right.

Please exercise your voting rights after reviewing the Reference Documents for the General Meeting of Shareholders hereinafter described.

You may exercise your voting rights by one of the following three methods.

(1) Attending the General Meeting of Shareholders

Please exercise your voting rights by submitting the enclosed Exercise of Voting Rights Form to the reception desk at the meeting.

Date and time:

Thursday, June 24, 2021 at 10:00 (Reception opening time: 9:00)

(2) Exercising voting rights in writing (by postal mail)

Please indicate your approval or disapproval on each agenda item in the enclosed Exercise of Voting Rights Form and return it to the Company.

Deadline for exercise of voting rights in writing (by postal mail):

To be received no later than 17:00, Wednesday, June 23, 2021

(3) Exercising voting rights by the internet, etc.

Please indicate your approval or disapproval on each agenda item following the instructions on the next page.

Deadline for exercise of voting rights by the internet, etc.:

To be completed no later than 17:00, Wednesday, June 23, 2021

## **How to Fill Out Your Exercise of Voting Rights Form**

Please indicate whether you approve or disapprove of each agenda item.

Agenda Items 1 and 2:

- To mark your approval for all candidates >> Circle "Approve."
- To mark your disapproval for all candidates >> Circle "Disapprove."
- To mark your disapproval for certain candidates >> Circle "Approve" and write the number of the candidate(s) you wish to disapprove.

Agenda Item 3:

- To mark your approval >> Circle "Approve."
- To mark your disapproval >> Circle "Disapprove."

In the event that voting rights are exercised both in writing (by postal mail) and by the internet, etc., the votes made by the internet, etc. shall be treated as effective. In the event that multiple votes are cast by the internet, etc., the last vote shall be treated as effective.

## **Instructions for the Exercise of Voting Rights by the Internet, etc.**

### **Scanning the QR Code “Smart Vote”**

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

1. Please scan QR Code provided at the bottom right of Exercise of Voting Rights Form.  
\* “QR Code” is a registered trademark of DENSO WAVE INCORPORATED.
2. Please follow the instructions that appear on the screen to input approval or disapproval to each agenda item.

### **Please note that exercising voting rights by using “Smart Vote” method is available only once.**

If you need to make a correction to the content of your vote after you have exercised your voting rights, please access the website for personal computer and log in by entering your voting code and password printed on the Exercise of Voting Rights Form, and exercise your voting rights again.

\* You can access the website for personal computer by scanning the QR Code again.

### **Entering the voting code and password**

Website for exercise of voting rights <https://www.web54.net>

1. Please access the website for exercise of voting rights.  
Click “Proceed to the next.”
2. Please enter the voting code given on Exercise of Voting Rights Form.  
Enter the voting code.  
Click “Login.”
3. Please enter the password given on Exercise of Voting Rights Form.  
Enter the initial password.  
Enter the new password that you will actually use.  
Click “Register.”
4. Please follow the instructions that appear on the screen to input approval or disapproval to each agenda item.

For enquiries on operations of your personal computer, smartphone or cellular phone for the exercise of voting rights by the internet, etc., please contact the following:

Sumitomo Mitsui Trust Bank Limited Securities Web Support Helpline  
0120-652-031 (Toll free)  
(Open: 9:00 - 21:00)

Institutional investors may use the Platform for Electronic Exercise of Votes for institutional investors administered by ICJ, Inc.

## Reference Documents for the General Meeting of Shareholders

### Agenda Item 1: Election of Nine (9) Directors

The term of all of the nine (9) Directors currently in office (Makoto Tawaraguchi, Hirobumi Koga, Nobuo Nakayama, Ryoji Ogawa, Takeshi Gohara, Yukio Ishida, Taizaburo Nakano, Takashi Hirai and Maoko Kikuchi) will expire at the close of this General Meeting of Shareholders. Accordingly, the Company proposes the election of nine (9) Directors.

The candidates for Directors are as follows.

#### [Reference] Candidate List

Candidate No.	Name		Current Position	Attendance at Board of Directors meetings	Tenure as Director
1	Makoto Tawaraguchi	(Age 71) Reelection	Chairman Director	17/17 100%	4 years
2	Hirobumi Koga	(Age 62) Reelection	Representative Director President & CEO	17/17 100%	7 years
3	Nobuo Nakayama	(Age 70) Reelection	Representative Director Senior Managing Director	17/17 100%	6 years
4	Ryoji Ogawa	(Age 65) Reelection	Executive Managing Director	17/17 100%	7 years
5	Hiroshi Kino	(Age 59) New election	Senior Executive Officer	—	—
6	Takeshi Gohara	(Age 56) Reelection	Director Senior Executive Officer	17/17 100%	4 years
7	Taizaburo Nakano	(Age 74) Reelection Outside Independent	Outside Director	17/17 100%	3 years
8	Takashi Hirai	(Age 56) Reelection Outside Independent	Outside Director	17/17 100%	2 years
9	Maoko Kikuchi	(Age 55) Reelection Outside Independent	Outside Director	14/14 100%	1 year

Reelection Candidate for Director to be reelected

New election Candidate for Director to be newly elected

Outside Candidate for outside Director

Independent Independent director as stipulated by the Tokyo Stock Exchange

\* The “Company” as indicated in column “Career summary” refers to MITSUI-SOKO HOLDINGS Co., Ltd. (the corporate name before the change on October 1, 2014 was MITSUI-SOKO Co., Ltd.)

Candidate No.	Name (Date of birth)	Career summary		Number of shares of the Company held
1	Makoto Tawaraguchi (May 17, 1950)  Reelection	Apr. 1974	Joined the Company	7,529
		June 2011	Executive Managing Director of the Company	
		Oct. 2014	Senior Executive Managing Director of MITSUI-SOKO Co., Ltd.	
		June 2017	Chairman and Director of the Company (to the present)	
			Chairman and Director of MITSUI-SOKO Co., Ltd. (to the present)	
		(Significant concurrent positions)		
		Chairman and Director of MITSUI-SOKO Co., Ltd.		
(Reasons for nomination)				
Mr. Makoto Tawaraguchi has engaged in management of Port Transport Business Headquarters of the Company and its operating subsidiaries, and is currently the chairman of the Board of Directors acting as chairman and director of the Company. He has the experience and skills suited to director of the Company, and we have nominated him again as a candidate for director.				
2	Hirobumi Koga (August 15, 1958)  Reelection	Apr. 1981	Joined The Mitsui Bank, Limited (currently Sumitomo Mitsui Banking Corporation)	5,240
		Apr. 2013	Managing Executive Officer of Sumitomo Mitsui Banking Corporation	
		May 2014	Joined the Company	
		June 2014	Director of the Company	
		Jan. 2016	Senior Vice President and Director of MITSUI-SOKO TRANSPORT Co., Ltd.	
		June 2016	Executive Managing Director of the Company	
		June 2017	Representative Director, President & CEO of the Company (to the present)	
			Representative Director and Chairman of MITSUI-SOKO EXPRESS Co., Ltd. (to the present)	
		(Significant concurrent positions)		
		Representative Director and Chairman of MITSUI-SOKO EXPRESS Co., Ltd.		
(Reasons for nomination)				
Mr. Hirobumi Koga has extensive experience and wide-ranging knowledge as an operator of a business entity, and has demonstrated his leadership as the Group’s top management. He has the experience and skills suited to director of the Company, and we have nominated him again as a candidate for director.				

Candidate No.	Name (Date of birth)	Career summary		Number of shares of the Company held	
3	Nobuo Nakayama (September 1, 1950)  Reelection	Apr. 1975	Joined The Mitsui Bank, Limited (currently Sumitomo Mitsui Banking Corporation)	4,071	
		Apr. 2007	Joined the Company		
		June 2015	Executive Managing Director of the Company		
		Jan. 2016	Auditor of MITSUI-SOKO EXPRESS Co., Ltd. Auditor of MITSUI-SOKO TRANSPORT Co., Ltd. (to the present)		
		Apr. 2016	Director of MITSUI-SOKO LOGISTICS Co., Ltd.		
		June 2017	Representative Director and Senior Managing Director of the Company (to the present)		
		Apr. 2018	Director of MITSUI-SOKO Co., Ltd. (to the present) Director of MITSUI-SOKO Supply Chain Solutions, Inc. (to the present)		
		(Significant concurrent positions) Director of MITSUI-SOKO Co., Ltd. Director of MITSUI-SOKO Supply Chain Solutions, Inc. Auditor of MITSUI-SOKO TRANSPORT Co., Ltd.			
		(Reasons for nomination) Since joining the Company, Mr. Nobuo Nakayama has been involved in the Group management in a wide range of areas, including the Overseas Business Headquarters, Risk Management Headquarters, Finance Headquarters and Real Estate Headquarters. He has the experience and skills suited to director of the Company, and we have nominated him again as a candidate for director.			
		4	Ryoji Ogawa (June 11, 1955)  Reelection		Apr. 1979
Jan. 2011	Executive Officer of the Company				
June 2014	Director, Senior Executive Officer of the Company				
Oct. 2014	Director of MITSUI-SOKO INTERNATIONAL PTE LTD				
June 2017	Senior Vice President and Director of MITSUI-SOKO TRANSPORT Co., Ltd. (to the present)				
Apr. 2018	Director of MITSUI-SOKO LOGISTICS Co., Ltd. (to the present)				
June 2019	Executive Managing Director of the Company (to the present)				
(Significant concurrent positions) Director of MITSUI-SOKO LOGISTICS Co., Ltd. Senior Vice President and Director of MITSUI-SOKO TRANSPORT Co., Ltd.					
(Reasons for nomination) Mr. Ryoji Ogawa has been involved in the Group management in a wide range of areas, including the Overseas Business Headquarters, Air Cargo Business Headquarters, Logistics Systems Business Headquarters, Human Resources Headquarters, and Legal and General Affairs Headquarters. He has the experience and skills suited to director of the Company, and we have nominated him again as a candidate for director.					

Candidate No.	Name (Date of birth)	Career summary		Number of shares of the Company held
5	Hiroshi Kino (October 9, 1961)  New election	Apr. 1984	Joined the Company	1,639
		Apr. 2014	Executive Officer of the Company	
		Oct. 2014	Senior Executive Officer of MITSUI-SOKO Co., Ltd.	
		Apr. 2015	Director, Senior Executive Officer of MITSUI-SOKO Co., Ltd.	
		Apr. 2016	Representative Director and President of MITSUI-SOKO BUSINESS TRUST Co., Ltd.	
		Apr. 2017	Senior Executive Managing Director of MITSUI-SOKO Co., Ltd.	
		June 2017	Director of the Company	
			Representative Director and President of MITSUI-SOKO Co., Ltd.	
		June 2019	Representative Director and President of MITSUI-SOKO Co., Ltd.	
		Apr. 2021	Senior Executive Officer of the Company (to the present)	
			Director of MITSUI-SOKO LOGISTICS Co., Ltd. (to the present)	
			Auditor of MITSUI-SOKO EXPRESS Co., Ltd. (to the present)	
			(Significant concurrent positions)	
			Director of MITSUI-SOKO LOGISTICS Co., Ltd.	
			Auditor of MITSUI-SOKO EXPRESS Co., Ltd.	
(Reasons for nomination) Mr. Hiroshi Kino has been involved in the Group management in a wide range of areas, including serving as executive officer responsible for the Sales Headquarters and as Representative Director and President of operating subsidiaries. He has the experience and skills suited to director of the Company, and we have nominated him as a candidate for director.				
6	Takeshi Gohara (September 18, 1964)  Reelection	Apr. 1987	Joined the Company	2,579
		Apr. 2013	Representative Director and Senior Executive Managing Director of MITSUI-SOKO EXPRESS Co., Ltd.	
		June 2017	Director, Senior Executive Officer of the Company (to the present)	
			Director of MITSUI-SOKO LOGISTICS Co., Ltd.	
			Director of MITSUI-SOKO Supply Chain Solutions, Inc. (to the present)	
		Apr. 2018	Director of MITSUI-SOKO Co., Ltd. (to the present)	
			(Significant concurrent positions)	
			Director of MITSUI-SOKO Co., Ltd.	
			Director of MITSUI-SOKO Supply Chain Solutions, Inc.	
(Reasons for nomination) Mr. Takeshi Gohara has been involved in the Group management in a wide range of areas, including at the Management and Planning Headquarters, Strategic Sales Headquarters, Development Administration Headquarters, and Air Cargo Business Headquarters, as well as an officer of operating subsidiaries. He has the experience and skills suited to director of the Company, and we have nominated him again as a candidate for director.				



Candidate No.	Name (Date of birth)	Career summary	Number of shares of the Company held
7	Taizaburo Nakano (March 11, 1947)  Reelection Outside Independent	Apr. 1969      Joined The Mitsubishi Bank, Limited (currently MUFG Bank, Ltd.) June 1973      Joined Tokyo Coca-Cola Bottling Co., Ltd. (currently Coca-Cola Bottlers Japan Inc.) Dec. 1991      Director of the same Mar. 1996      Managing Director of the same Mar. 2000      Senior Managing Director of the same Mar. 2003      Representative Director & Vice President of the same Jan. 2009      Director, Vice President of the same Nov. 2013      Representative Director, President & CEO of TIEUP Co., Ltd. (to the present) June 2018      Outside Director of the Company (to the present) (Significant concurrent positions) Representative Director, President & CEO of TIEUP Co., Ltd.	-
		(Reasons for nomination and overview of expected roles) Mr. Taizaburo Nakano has served as a director at a beverage company for many years, and has rich experience as a corporate manager. Based on his experience and, in particular, in light of the supervision, advice, etc. he has provided regarding the Group's management policy from the perspective of a manager, the Company expects him to continue serving in the same capacity. Therefore, we have nominated him again as a candidate for outside director. In addition, if he is elected, the Company plans for him to be involved in selecting candidates for the Company's officers and determining remuneration, etc. of officers from an objective and neutral standpoint as a member of the Nomination and Remuneration Committee.	

Candidate No.	Name (Date of birth)	Career summary	Number of shares of the Company held
8	Takashi Hirai (February 24, 1965)  Reelection Outside Independent	<p>Apr. 1989      Joined Bain &amp; Company Japan, Inc.</p> <p>July 1997      Joined Dell Japan Inc.</p> <p>Mar. 2000      Director &amp; Chief Marketing Officer of Crayfish Co., Ltd.</p> <p>Apr. 2001      Head of Corporate Planning Division/Officer of Starbucks Coffee Japan, Ltd.</p> <p>Sept. 2003      Executive Officer and Senior Partner of Roland Berger Ltd.</p> <p>Sept. 2014      Visiting Professor of Graduate School of Business Administration, Keio University</p> <p>Apr. 2015      Visiting Professor of Waseda Business School (Graduate School of Business and Finance), Waseda University (to the present)</p> <p>Mar. 2017      Professor of Graduate School of Business Sciences of MBA Program in International Business, University of Tsukuba (to the present)</p> <p>June 2017      Outside Director of KITO CORPORATION (to the present)</p> <p>June 2019      Outside Director of the Company (to the present)</p> <p>(Significant concurrent positions)</p> <p>Professor of Graduate School of Business Sciences of MBA Program in International Business, University of Tsukuba</p> <p>Visiting Professor of Waseda Business School (Graduate School of Business and Finance), Waseda University</p> <p>Outside Director of KITO CORPORATION</p>	1,048
<p>(Reasons for nomination and overview of expected roles)</p> <p>Mr. Takashi Hirai has experience of practical business operations at various companies and consulting in a wide range of industries. He is currently conducting research on corporate strategies and business strategies in different graduate schools. Based on his rich experience and insight, in particular, in light of the supervision, advice, etc. he has provided regarding the Group's business strategies from the perspective of a professional, the Company expects him to continue serving in the same capacity. Therefore, we have nominated him again as a candidate for outside director. In addition, if he is elected, the Company plans for him to be involved in selecting candidates for the Company's officers and determining remuneration, etc. of officers from an objective and neutral standpoint as a member of the Nomination and Remuneration Committee.</p>			

Candidate No.	Name (Date of birth)	Career summary	Number of shares of the Company held
9	Maoko Kikuchi (July 14, 1965)  Reelection Outside Independent	<p>Apr. 1992      Joined Public Prosecutors Office of Ministry of Justice as a Public Prosecutor</p> <p>Aug. 1997      Joined Paul Hastings LLP, Los Angeles Office</p> <p>Mar. 1999      Registered as an attorney at law</p> <p>Registered as an attorney at law in New York State, U.S.</p> <p>Joined Nagashima &amp; Ohno (currently Nagashima Ohno &amp; Tsunematsu)</p> <p>Apr. 2004      Joined General Secretariat, Fair Trade Commission</p> <p>May 2006      Executive Officer and CCO of Vodafone K.K. (currently SoftBank Corp.)</p> <p>Apr. 2014      Executive Officer of Microsoft Japan Co., Ltd.</p> <p>June 2016      Standing Outside Audit &amp; Supervisory Board Member of the Company</p> <p>Auditor of MITSUI-SOKO Co., Ltd.</p> <p>Auditor of MITSUI-SOKO Supply Chain Solutions, Inc.</p> <p>June 2020      Outside Director of the Company (to the present)</p> <p>Outside Audit &amp; Supervisory Board Member of KADOKAWA CORPORATION (to the present)</p> <p>July 2020      Outside Director of Hitachi Construction Machinery Co., Ltd. (to the present)</p> <p>(Significant concurrent positions)</p> <p>Outside Director of Hitachi Construction Machinery Co., Ltd.</p> <p>Outside Audit &amp; Supervisory Board Member of KADOKAWA CORPORATION</p>	800
<p>(Reasons for nomination and overview of expected roles)</p> <p>Ms. Maoko Kikuchi is licensed to practice law in Japan and the U.S. state of New York, and has been engaged in corporate legal affairs while working at the Public Prosecutor's Office and the Fair Trade Commission. Furthermore, she has rich experience and insight gained as a standing outside audit &amp; supervisory board member of the Company. Based on the valuable advice she has provided regarding the Group's overall business activities utilizing her experience and insight, the Company expects her to continue serving in the same capacity. Therefore, we have nominated her again as a candidate for outside director.</p>			

- Notes:
1. There is no special conflict of interest between each candidate and the Company.
  2. The number of shares of the Company held by each candidate is stated including such shares held through the MITSUI-SOKO GROUP Officer Shareholding Association.
  3. Mr. Taizaburo Nakano, Mr. Takashi Hirai and Ms. Maoko Kikuchi are candidates for outside directors.
  4. Mr. Taizaburo Nakano was elected as our outside director at the 170th Ordinary General Meeting of Shareholders held on June 27, 2018, and his tenure will have been three (3) years at the conclusion of this general meeting.
  5. Mr. Takashi Hirai was elected as our outside director at the 171st Ordinary General Meeting of Shareholders held on June 26, 2019, and his tenure will have been two (2) years at the conclusion of this general meeting.
  6. Ms. Maoko Kikuchi was elected as our outside director at the 172nd Ordinary General Meeting of Shareholders held on June 24, 2020, and her tenure will have been one (1) year at the conclusion of this general meeting. Including her time as outside audit & supervisory board member, the total length of service will have been five (5) years.
  7. Mr. Taizaburo Nakano, Mr. Takashi Hirai and Ms. Maoko Kikuchi are currently the Company's outside directors, and in accordance with the Articles of Incorporation of the Company and the provisions of paragraph (1), Article 427 of the Companies Act, the Company has entered into a contract with each of them for limitation of liability for damages to be incurred by the Company pursuant to paragraph (1), Article 423 of the Companies Act. The liability for damages under the contract is either up to the limitation of 15 million yen or the minimum liability amount as set out in paragraph (1), Article 425 of the Companies Act, whichever is the higher. The contract will be renewed if their proposed reelections are approved.
  8. The Company has entered into a directors and officers liability insurance policy with an insurance company. The policy will cover losses incurred in cases where an insured receives a claim for damages arising from the performance of duties.

The directors and officers liability insurance policy includes the Group's directors, executive officers and audit & supervisory board members as the insureds, and the full amount of the insurance premiums for all of the insureds is borne by the Company. As a measure to ensure that the proper performance of duties is not impaired, the insurance policy contains an exclusion clause for lawsuits filed by the Company of 5 million yen, and losses up to 5 million yen are not covered by the policy. If each candidate assumes the office as director, he/she will be included as an insured in this policy. In addition, when the policy is renewed, the Company plans to renew the policy with the same terms.

9. The Company has filed notification that Mr. Taizaburo Nakano, Mr. Takashi Hirai and Ms. Maoko Kikuchi are independent directors under the rules of the Tokyo Stock Exchange. If their reelections are approved, they will remain independent directors.

**Agenda Item 2:** Election of Two (2) Audit & Supervisory Board Members

Of the current four (4) Audit & Supervisory Board Members, Mr. Shinichiro Sasao will retire due to his resignation and the term of office for Mr. Motohide Ozawa will expire at the close of this General Meeting of Shareholders. Accordingly, we propose the election of two (2) Audit & Supervisory Board Members.

The Audit & Supervisory Board has given its consent to this agenda item.

The candidates for Audit & Supervisory Board Member are as follows:

\* The “Company” as indicated in column “Career summary” refers to MITSUI-SOKO HOLDINGS Co., Ltd. (the corporate name before the change on October 1, 2014 was MITSUI-SOKO Co., Ltd.)

Candidate No.	Name (Date of birth)	Career summary	Number of shares of the Company held
1	Yukio Ishida (August 6, 1958)  New election	<p>Apr. 1982      Joined the Company</p> <p>June 2012      Director and Executive Officer of MITSUI-SOKO LOGISTICS Co., Ltd.</p> <p>Apr. 2014      Representative Director and President &amp; Chief Executive Officer of MITSUI-SOKO LOGISTICS Co., Ltd.</p> <p>Apr. 2019      Senior Executive Officer of the Company Director of MITSUI-SOKO LOGISTICS Co., Ltd.</p> <p>June 2019      Auditor of MITSUI-SOKO EXPRESS Co., Ltd. Director, Senior Executive Officer of the Company</p> <p>Apr. 2021      Director of the Company (to the present) Auditor of MITSUI-SOKO Co., Ltd. (to the present)</p> <p>(Significant concurrent positions) Auditor of MITSUI-SOKO Co., Ltd.</p>	5,392
	<p>(Reasons for nomination)</p> <p>Mr. Yukio Ishida has served in managerial positions throughout the Group, including at the Warehouse Business Headquarters, Logistics Business Headquarters, Human Resources Headquarters and IT Systems Headquarters, and as representative director and president &amp; chief executive officer of an operating subsidiary. Based on his rich experience in corporate management and building corporate management systems, we expect that he will work to improve the soundness of the Group’s corporate management and raise transparency and compliance through audits. Therefore, we have nominated him as a candidate for audit &amp; supervisory board member.</p>		

Candidate No.	Name (Date of birth)	Career summary	Number of shares of the Company held
2	Motohide Ozawa (March 26, 1953)  Reelection Outside Independent	<p>Oct. 1977      Joined Coopers &amp; Lybrand Accounting Firm</p> <p>Sept. 1990      Partner of Chuo Audit Corporation</p> <p>Aug. 1996      Senior Partner of Chuo Audit Corporation</p> <p>Sept. 2006      Senior Partner of Arata &amp; Co.</p> <p>Apr. 2012      Visiting Professor of Chuo Graduate School of International Accounting, Chuo University</p> <p>June 2013      Outside Audit &amp; Supervisory Board Member of the Company (to the present)</p> <p>Sept. 2014      Specially-appointed Professor of Chuo Graduate School of International Accounting, Chuo University</p> <p>Feb. 2015      Outside Audit &amp; Supervisory Board Member of Levi Strauss Japan KK</p> <p>Feb. 2016      Outside Director (Audit and Supervisory Committee Member) of Levi Strauss Japan KK</p> <p>June 2017      Outside Audit &amp; Supervisory Board Member of Nippon Suisan Kaisha, Ltd. (to the present)</p> <p>(Significant concurrent positions)</p> <p>Outside Audit &amp; Supervisory Board Member of Nippon Suisan Kaisha, Ltd.</p>	-
<p>(Reasons for nomination)</p> <p>Mr. Motohide Ozawa has experience as a partner at several audit firms and served as a member of the Retirement Benefits Specialist Committee of the Japanese Institute of Certified Public Accountants, placing him on the front lines of accounting for many years as a certified public account. In consideration of the performance of audits conducted from the standpoint of the soundness and accuracy of the finances throughout the Group including overseas subsidiaries and associates through insights based on his special expertise in international accounting, we have nominated him again as a candidate for outside audit &amp; supervisory board member.</p>			

- (Notes)
1. There is no special conflict of interest between each candidate and the Company.
  2. The number of shares of the Company held by each candidate is stated including such shares held through the MITSUI-SOKO GROUP Officer Shareholding Association.
  3. Mr. Motohide Ozawa is a candidate for outside audit & supervisory board member.
  4. Mr. Motohide Ozawa was elected as our outside audit & supervisory board member at the 165th Ordinary General Meeting of Shareholders held on June 27, 2013, and his tenure will have been eight (8) years at the conclusion of this general meeting.
  5. Although Mr. Motohide Ozawa has not been involved in corporate management other than having acted as outside officer, the Company judges he will appropriately fulfill his duties as outside audit & supervisory board member as stated in the reasons for nomination.
  6. Mr. Motohide Ozawa is currently the Company's outside audit & supervisory board member, and in accordance with the Articles of Incorporation of the Company and the provisions of paragraph (1), Article 427 of the Companies Act, the Company has entered into a contract with him for limitation of liability for damages to be incurred by the Company pursuant to paragraph (1), Article 423 of the Companies Act. The liability for damages under the contract is either up to the limitation of 10 million yen or the minimum liability amount as set out in paragraph (1), Article 425 of the Companies Act, whichever is the higher. The contract will be renewed if his proposed reelection is approved.
  7. The Company has entered into a directors and officers liability insurance policy with an insurance company. The policy will cover losses incurred in cases where an insured receives a claim for damages arising from the performance of duties. The directors and officers liability insurance policy includes the Group's directors, executive officers and audit & supervisory board members as the insureds, and the full amount of the insurance premiums for all of the insureds is borne by the Company. As a measure to ensure that the proper performance of duties is not impaired, the insurance policy contains an exclusion clause for lawsuits filed by the Company of 5 million yen, and losses up to 5 million yen are not covered by the policy. If each candidate assumes the office as audit & supervisory board member, he/she will be included as an insured in this policy. In addition, when the policy is renewed, the Company plans to renew the policy with the same terms.
  8. The Company has filed a notification that Mr. Motohide Ozawa is an independent audit & supervisory board member under the rules of the Tokyo Stock Exchange. If his reelection is approved, he will remain an independent audit & supervisory board member.

### Agenda Item 3: Election of One (1) Substitute Audit & Supervisory Board Member

The Company requests approval for the election of one (1) substitute Audit & Supervisory Board Member to be ready to fill a vacant position should the number of Audit & Supervisory Board Members fall below the number required by laws and regulations.

The Audit & Supervisory Board has given its consent to this agenda item.

The candidate for substitute Audit & Supervisory Board Member is as follows:

Name (Date of birth)	Career summary		Number of shares of the Company held
Junko Kai (September 29, 1967)  Reelection Outside Independent	Apr. 1992	Registered as an attorney at law (Daini Tokyo Bar Association)	-
	Dec. 2002	Partner of HAMANI, TAKAHASHI, & KAI LAW OFFICE (to the present)	
	June 2006	Committee Member of Disciplinary Enforcement Committee of Daini Tokyo Bar Association	
	Mar. 2007	Lecturer of Criminal Defense of Legal Training and Research Institute	
	Apr. 2010	Conciliation Committee Member of Tokyo Family Court (to the present)	
	July 2010	Reserve Committee Member of Disciplinary Committee, The Japanese Institute of Certified Public Accountants	
	Oct. 2010	Examiner of National Bar Examination (Code of Criminal Procedure)	
		Examiner of National Preliminary Bar Examination (Code of Criminal Procedure)	
	June 2014	Committee Member of Pension Special Account Public Procurement Committee of Ministry of Health, Labour and Welfare (to the present)	
	Oct. 2015	Special Member of Central Construction Work Disputes Committee of Ministry of Land, Infrastructure, Transport and Tourism (to the present)	
	Feb. 2016	Committee Member of Disciplinary Committee of Daini Tokyo Bar Association	
	June 2017	Substitute Audit & Supervisory Board Member of Idemitsu Kosan Co., Ltd. (to the present)	
	June 2019	Outside Director of NARITA INTERNATIONAL AIRPORT CORPORATION (to the present)	
		(Significant concurrent positions)	
		Partner of HAMANI, TAKAHASHI, & KAI LAW OFFICE	
	Outside Director of NARITA INTERNATIONAL AIRPORT CORPORATION		
(Reasons for nomination)			
Ms. Junko Kai possesses wide-ranging knowledge as a lawyer. Accordingly, we expect that she will work to improve the soundness of the Group’s governance and raise transparency and compliance through audits, Therefore, we have nominated her as a candidate for substitute outside audit & supervisory board member.			

- (Notes)
1. There is no special conflict of interest between Ms. Junko Kai and the Company.
  2. Ms. Junko Kai is a candidate for substitute outside audit & supervisory board member.
  3. Although Ms. Junko Kai has not been involved in corporate management other than having acted as outside officer, the Company judges she will appropriately fulfill her duties as outside audit & supervisory board member as stated in the reasons for nomination.
  4. If Ms. Junko Kai assumes the office of outside audit & supervisory board member, and in accordance with the Articles of Incorporation of the Company and the provisions of paragraph (1), Article 427 of the Companies Act, the Company is expected to enter into a contract with her for limitation of liability for damages to be incurred by the Company pursuant to paragraph (1), Article 423 of the Companies Act. The liability for damages under the contract is either up to the limitation of 10 million yen or the minimum liability amount as set out in paragraph (1), Article 425 of the Companies Act, whichever is the higher.

5. The Company has entered into a directors and officers liability insurance policy with an insurance company. The policy will cover losses incurred in cases where an insured receives a claim for damages arising from the performance of duties. The directors and officers liability insurance policy includes the Group's directors, executive officers and audit & supervisory board members as the insureds, and the full amount of the insurance premiums for all of the insureds is borne by the Company. As a measure to ensure that the proper performance of duties is not impaired, the insurance policy contains an exclusion clause for lawsuits filed by the Company of 5 million yen, and losses up to 5 million yen are not covered by the policy. If Ms. Junko Kai assumes the office as audit & supervisory board member, she will be included as an insured in this policy. In addition, when the policy is renewed, the Company plans to renew the policy with the same terms.
6. Ms. Junko Kai satisfies the requirements for an independent audit & supervisory board member, and if she assumes the office of outside audit & supervisory board member, the Company intends to submit a notification to the Tokyo Stock Exchange on her designation as an independent audit & supervisory board member.