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(Securities code 9260)
March 15, 2022

To Shareholders with Voting Rights:

Yoshiro Susaki
Chairman & President
Nishimoto Co., Ltd.
(Head office) 3-2-1, Nihonbashi Muromachi, Chuo-ku,
Tokyo, Japan
(Registered main office) 4-1-38 Isobe-dori, Chuo-ku,
Kobe-shi, Hyogo Prefecture, Japan

NOTICE OF THE 75TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

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

You are hereby notified that the 75th Annual General Meeting of Shareholders of Nishimoto Co., Ltd. (the “Company”) will be held for the purposes as described below.

In lieu of attending the meeting in person, you can exercise your voting rights either in writing or by electronic means (via the Internet or other means). Please review the attached Reference Documents for the General Meeting of Shareholders (pages 3 to 12) and exercise your voting rights in reference to the attached Guidance on Exercising Voting Rights (pages 3 to 4 of the Japanese version).

- 1. Date and Time:** Wednesday, March 30, 2022 at 10:00 a.m. Japan time
(Reception will open at 9:00 a.m.)
- 2. Place:** Hall at Muromachi Mitsui Hall & Conference on the third floor of Nihonbashi Muromachi Mitsui Tower located at 3-2-1, Nihonbashi Muromachi, Chuo-ku, Tokyo, Japan
- 3. Meeting Agenda:**
- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company’s 75th Fiscal Year (January 1, 2021 - December 31, 2021) and results of audits by the Accounting Auditor and the Audit & Supervisory Committee of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company’s 75th Fiscal Year (January 1, 2021 - December 31, 2021)
- Proposals to be resolved:**
- Proposal No. 1:** Partial Amendments to the Articles of Incorporation
- Proposal No. 2:** Election of Four (4) Directors who are not Audit & Supervisory Committee Members
- Proposal No. 3:** Election of Three (3) Directors who are Audit & Supervisory Committee Members

<Notes to Shareholders>

- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception. Please also bring this Notice of Convocation with you to conserve resources.
- Of the documents that need to be attached to this Notice of Convocation, the “Notes to Consolidated Financial Statements” and “Notes to Non-consolidated Financial Statements” are posted on the Company’s website (<https://www.wismettac.com/ja/ir/stock/meeting.html>) in accordance with provisions of laws and regulations as well as Article 15 of the Company’s Articles of Incorporation and therefore are not provided in this Notice of Convocation. Accordingly, the documents attached to this Notice of Convocation are a part of those that were audited by the Audit & Supervisory Committee and the Accounting Auditor in preparing their audit reports.

- Should the Reference Documents for the General Meeting of Shareholders, Business Report, Consolidated Financial Statements, and Non-consolidated Financial Statements require revisions, the revised versions will be posted on the Company's website (<https://www.wismettac.com/ja/ir/stock/meeting.html>).
- A part of the content of the meeting will be posted on the Company's website at a later date.

<Request for Your Cooperation in Taking Measures to Prevent the Spread of COVID-19>

- If you are attending the meeting in person, please bring and wear a mask, have your body temperature checked, and apply alcohol-based sanitizers at the reception.
- Please note that a shareholder who has a fever or otherwise appears unwell or is uncooperative in taking measures to prevent the spread of COVID-19, including wearing a mask and sanitizing hands, may not be admitted to the venue.
- Officers and administrative staff attending the meeting will check their health conditions, including taking body temperature, in advance and wear masks in the meeting.
- The measures described above are subject to change, depending on the status of the spread of COVID-19 and announcements made by the government or other relevant organizations during the period leading up to the meeting. If any operational changes are made, announcements will be posted on the Company's website (<https://www.wismettac.com/ja/ir/stock/meeting.html>). Therefore, please check the website before attending the meeting in person.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal No. 1: Partial Amendments to the Articles of Incorporation

1. Reasons for amendments

A system for electronic provision of materials for general meetings of shareholders as stipulated in the proviso of Article 1 of the supplementary provisions of the “Act Partially Amending the Companies Act” (Act No. 70 of 2019) will be enforced on September 1, 2022. Accordingly, in order to prepare for the introduction of said system, the Articles of Incorporation of the Company shall be amended as follows.

- (1) The proposed Article 15, Paragraph 1 stipulates that the Company shall take electronic provision measures for information contained in the reference documents for the general meeting of shareholders, etc.
- (2) The purpose of the proposed Article 15, Paragraph 2 is to establish a provision to limit the scope of matters to be included in the paper copy to be sent to shareholders who have requested it.
- (3) The provisions related to the Internet Disclosure and Deemed Provision of the Reference Documents for the General Meeting of Shareholders. (Article 15 of the current Articles of Incorporation) will become unnecessary and will therefore be deleted.
- (4) In line with the above establishment and deletion of the provisions, supplementary provisions related to the effective date, etc. shall be established.

2. Details of amendments

The details of the amendments are as follows.

(Amended parts are underlined.)

| Current Articles of Incorporation | Proposed Amendments |
|---|---|
| <p data-bbox="167 1153 774 1243"><u>(Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders.)</u></p> <p data-bbox="167 1265 774 1612"><u>Article 15 The Company may, when convening a general meeting of shareholders, deem that it has provided information to shareholders pertaining to matters to be described or indicated in the reference documents for the general meeting of shareholders, business report, non-consolidated financial statements, and consolidated financial statements, by disclosing such information through the Internet in accordance with the provisions provided in the Ordinance of the Ministry of Justice.</u></p> <p data-bbox="359 1657 598 1691"><Newly established></p> | <p data-bbox="1053 1265 1173 1299"><Deleted></p> <p data-bbox="805 1624 1236 1657"><u>(Electronic Provision Measures, Etc.)</u></p> <p data-bbox="805 1668 1412 1814"><u>Article 15 The Company shall, when convening a general meeting of shareholders, take electronic provision measures for information contained in the reference documents for the general meeting of shareholders, etc.</u></p> <p data-bbox="805 1825 1412 2038"><u>2. Among the matters to be provided through electronic provision measures, the Company may choose not to include all or part of the matters stipulated in the Ordinance of the Ministry of Justice in the paper copy to be sent to shareholders who have requested it by the record date for voting rights.</u></p> |

| Current Articles of Incorporation | Proposed Amendments |
|-----------------------------------|--|
| <p><Newly established></p> | <p><u>(Supplementary Provisions)</u></p> <p><u>Article 1 The amendment to Article 15 shall come into effect on September 1, 2022, which is the date of enforcement of the amended provisions stipulated in the proviso of Article 1 of the supplementary provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) (the “Effective Date”).</u></p> <p><u>2. The following provisions shall take effect from the Effective Date. These provisions shall remain in force until the later of either a date within six months from the Effective Date or the lapse of three months from the date of the last general meeting of shareholders to be held on a date within six months from the Effective Date. (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders.)</u> <u>The Company may, when convening a general meeting of shareholders, deem that it has provided information to shareholders pertaining to matters to be described or indicated in the reference documents for the general meeting of shareholders, business report, non-consolidated financial statements, and consolidated financial statements, by disclosing such information through the Internet in accordance with the provisions provided in the Ordinance of the Ministry of Justice.</u></p> <p><u>3. This Article shall be deleted on the later date stipulated in the preceding paragraph.</u></p> |

Proposal No. 2: Election of Four (4) Directors who are not Audit & Supervisory Committee Members

The terms of office of all four (4) Directors who are not Audit & Supervisory Committee Members will expire at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, we hereby propose the election of four (4) Directors who are not Audit & Supervisory Committee Members.

There were no objections with respect to this Proposal as a result of deliberation in the Audit & Supervisory Committee.

The candidates for Directors who are not Audit & Supervisory Committee Members are as follows:

| No. | Name (Date of birth) | Career summary, positions, responsibilities and significant concurrent positions |
|--|---|--|
| 1 | <p>Yoshiro Susaki (January 18, 1958)</p> <p>[Reappointment]</p> <p>Number of shares of the Company held 2,910,000</p> | <p>September 1980 Joined Morgan Bank, N.A., Tokyo Branch</p> <p>September 1988 Director, the Company</p> <p>May 1994 President</p> <p>October 2000 Chairman, IPM Nishimoto Co., Ltd. (currently Wismettac Foods, Inc.)</p> <p>March 2012 Chairman, Nishimoto Trading Co., Ltd. (currently Wismettac Foods, Inc.) (current position)</p> <p>March 2017 Chairman & CEO, the Company</p> <p>January 2019 Director, Wismettac Asian Foods, Inc. (current position)</p> <p> Director, Wismettac Asian Foods, Inc. (Canada) (current position)</p> <p>March 2020 Chairman & President CEO, the Company (current position)</p> <p>[Significant concurrent positions]</p> <p>Chairman, Wismettac Foods, Inc.</p> <p>Director, Wismettac Asian Foods, Inc.</p> <p>Director, Wismettac Asian Foods, Inc. (Canada)</p> |
| <p>[Reason for nomination as candidate for Director who is not an Audit & Supervisory Committee Member]</p> <p>Mr. Yoshiro Susaki was appointed Director of the Company in 1988 and has led the management of the Group and its business expansion as President from 1994 to 2017, as Chairman & CEO thereafter, and as Chairman & President CEO since March 2020, and is fulfilling his duties and responsibilities properly in overall management. He is expected to make contributions to enhancing the Group's corporate value by capitalizing on his many years of experience and insight in managing the Group to date. Therefore, the Company requests his reelection as a Director who is not an Audit & Supervisory Committee Member.</p> | | |

| No. | Name (Date of birth) | Career summary, positions, responsibilities and significant concurrent positions |
|---|---|--|
| 2 | <p>Hiroshi Tsujikawa (February 20, 1960)</p> <p>[Reappointment]</p> <p>Number of shares of the Company held —</p> | <p>April 1984 Joined Morgan Bank, N.A., Tokyo Branch</p> <p>January 1990 Joined Continental Bank, N.A., Tokyo Branch</p> <p>October 1993 Joined Nishimoto Trading Co., Ltd. (currently Wismettac Foods, Inc.)</p> <p>October 2000 Transferred to IPM Nishimoto Co., Ltd. (currently Wismettac Foods, Inc.)</p> <p>April 2002 Director</p> <p>March 2006 Managing Director</p> <p>March 2009 Director & President, Shanghai IPM Co., Ltd.</p> <p>March 2017 President, Wismettac Foods, Inc. (current position)</p> <p>April 2017 Executive Officer, the Company</p> <p>August 2017 Chairman & President, Shanghai IPM Co., Ltd. (current position)</p> <p>March 2019 Director, the Company (current position)</p> <p>March 2020 Director, Wismettac Foods Shanghai Co., Ltd. (current position)</p> <p>March 2020 Director, NTC Wismettac Singapore Pte. Ltd. (current position)</p> <p>March 2020 Director, Wismettac Nippon Foods Co, Ltd. (current position)</p> <p>March 2020 Director, NTC Wismettac Australia Pty Ltd. (current position)</p> <p>March 2020 Director, NTC Wismettac Europe B.V. (current position)</p> <p>March 2020 Director, Wismettac Harro Foods Limited (current position)</p> <p>May 2020 Director, SSP Konsumgüter TRADE & CONSULT GmbH (current position)</p> <p>July 2020 Director, COMPTOIRS DES 3 CAPS (current position)</p> <p>[Significant concurrent positions]</p> <p>President, Wismettac Foods, Inc.</p> <p>Chairman & President, Shanghai IPM Co., Ltd.</p> <p>Director, Wismettac Foods Shanghai Co., Ltd.</p> <p>Director, NTC Wismettac Singapore Pte. Ltd.</p> <p>Director, Wismettac Nippon Foods Co, Ltd.</p> <p>Director, NTC Wismettac Australia Pty Ltd.</p> <p>Director, NTC Wismettac Europe B.V.</p> <p>Director, Wismettac Harro Foods Limited</p> <p>Director, SSP Konsumgüter TRADE & CONSULT GmbH</p> <p>Director, COMPTOIRS DES 3 CAPS</p> |
| <p>[Reason for nomination as candidate for Director who is not an Audit & Supervisory Committee Member]</p> <p>Mr. Hiroshi Tsujikawa joined the Group in October 1993, and has engaged mainly in sales divisions. He has abundant experience and achievements in the Group's business. Furthermore, after being appointed President of Wismettac Foods, Inc., a principal Group company, in March 2017, he has contributed to expansion of the Group's business. Based on his experience and achievements, he is expected to execute significant duties in promoting the business expansion of the Group. Therefore, the Company judges that he is qualified to be a Director who is not an Audit & Supervisory Committee Member, and requests his reelection as a Director who is not an Audit & Supervisory Committee Member.</p> | | |

| No. | Name (Date of birth) | Career summary, positions, responsibilities and significant concurrent positions |
|---|--|--|
| 3 | <p>Yuji Sasa (October 11, 1962)</p> <p>[Reappointment]</p> <p>Number of shares of the Company held 1,800</p> | <p>April 1985 Joined The Nippon Credit Bank, Ltd. (currently Aozora Bank, Ltd.)</p> <p>November 2011 Director, Nishimoto Trading Co., Ltd. (currently Wismettac Foods, Inc.)</p> <p>April 2015 Director, Nishimoto Trading Group Foodstuffs Shanghai Co., Ltd. (currently Wismettac Foods Shanghai Co., Ltd.)</p> <p>March 2016 Deputy General Manager, Group Administration Headquarters, the Company</p> <p>April 2016 Executive Officer</p> <p>May 2017 Director & Officer, Vice President, Wismettac Asian Foods, Inc.</p> <p>February 2018 Officer, Vice President, Wismettac Asian Foods, Inc.</p> <p>March 2019 Director (Audit & Supervisory Committee Member), the Company Corporate Auditor, Wismettac Foods, Inc.</p> <p>March 2020 Director, the Company Director, Wismettac Asian Foods, Inc. (current position) Director, NTC Wismettac Singapore Pte. Ltd. (current position) Director, Wismettac Nippon Foods Co, Ltd. (current position) Director, NTC Wismettac Australia Pty Ltd. (current position) Director, NTC Wismettac Europe B.V. (current position) Director, Wismettac Harro Foods Limited (current position)</p> <p>May 2020 Director, SSP Konsumgüter TRADE & CONSULT GmbH (current position)</p> <p>July 2020 Director, COMPTOIRS DES 3 CAPS (current position)</p> <p>April 2021 Director & CFO, the Company (current position)</p> <p>[Significant concurrent positions] Director, Wismettac Asian Foods, Inc. Director, NTC Wismettac Singapore Pte. Ltd. Director, Wismettac Nippon Foods Co, Ltd. Director, NTC Wismettac Australia Pty Ltd. Director, NTC Wismettac Europe B.V. Director, Wismettac Harro Foods Limited Director, SSP Konsumgüter TRADE & CONSULT GmbH Director, COMPTOIRS DES 3 CAPS</p> |
| <p>[Reason for nomination as candidate for Director who is not an Audit & Supervisory Committee Member] Mr. Yuji Sasa joined the Group in November 2011, and engaged mainly in administrative divisions as Executive Officer and Director at the Company and its Group companies. Since March 2019, he had been in charge of duties as a Director who is an Audit & Supervisory Committee Member such as the supervision and audit of business execution. Since March 2020, he has overseen the overall administrative divisions of the Group as a whole as a Director who is not an Audit & Supervisory Committee Member. Based on his experience and achievements, he is expected to execute significant duties in the administrative divisions of the Group as a whole. Therefore, the Company requests his reelection as a Director who is not an Audit & Supervisory Committee Member.</p> | | |

| No. | Name (Date of birth) | Career summary, positions, responsibilities and significant concurrent positions |
|---|--|--|
| 4 | <p data-bbox="207 470 414 537">Celso Guiotoko (January 3, 1959)</p> <p data-bbox="207 560 414 593">[Reappointment]</p> <p data-bbox="191 616 430 694">Number of shares of the Company held —</p> | <p data-bbox="454 235 638 268">December 1983</p> <p data-bbox="454 268 638 302">January 1985</p> <p data-bbox="454 302 638 336">March 1996</p> <p data-bbox="454 358 638 392">December 1997</p> <p data-bbox="454 414 638 448">May 2004</p> <p data-bbox="454 448 638 481">April 2006</p> <p data-bbox="454 481 638 515">April 2014</p> <p data-bbox="454 515 638 548">June 2017</p> <p data-bbox="454 548 638 582">March 2019</p> <p data-bbox="454 694 638 728">March 2020</p> <p data-bbox="454 750 638 784">July 2020</p> <p data-bbox="454 784 829 817">[Significant concurrent positions]</p> <p data-bbox="454 817 989 851">Director & Officer, Wismettac Asian Foods, Inc.</p> <p data-bbox="454 851 877 884">Director, COMPTOIRS DES 3 CAPS</p> <p data-bbox="454 884 1436 940">Outside Director (Audit & Supervisory Committee Member), Coca-Cola Bottlers Japan Holdings Inc.</p> <p data-bbox="662 235 1460 940"> Joined Banco Bradesco SA Senior Manager, Andersen Consulting (currently Accenture) Information Systems Director, Toshiba America Electronic Components, Inc. Vice President for Solution Services, i2 Technologies Japan, Inc. (currently JDA Software Japan Co., Ltd.) Chief Information Officer (CIO), Nissan Motor Co., Ltd. Corporate Vice President & CIO Senior Corporate Vice President & CIO Statutory Auditor Executive Officer & Global Chief Digital Officer (CDO), the Company Officer, Wismettac Asian Foods, Inc. Outside Director (Audit & Supervisory Committee Member), Coca-Cola Bottlers Japan Holdings Inc. (current position) Director, Global CDO, the Company (current position) Director & Officer, Wismettac Asian Foods, Inc. (current position) Director, COMPTOIRS DES 3 CAPS (current position) </p> |
| <p data-bbox="191 940 1388 974">[Reason for nomination as candidate for Director who is not an Audit & Supervisory Committee Member]</p> <p data-bbox="191 974 1460 1131">Mr. Celso Guiotoko has long and abundant experience in the field of information systems, as well as global management experience. Since joining the Company in March 2019, he has promoted the digitalization of the Company's business as Global CDO. Based on his experience and achievements, he is expected to execute significant duties in the transformation of the Company's business. Therefore, the Company requests his reelection as a Director who is not an Audit & Supervisory Committee Member.</p> | | |

(Notes)

1. There are no special interests between the candidates and the Company.
2. Mr. Yoshiro Susaki qualifies as “parent company, etc.” under Article 2, item (iv)-2 of the Companies Act. He serves as Managing Director of Tatsumi Sangyo Co., Ltd., which is his subsidiary company, etc.
3. The Company has entered into a directors and officers liability insurance contract with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act, under which the directors, corporate auditors, executive officers, and managerial employees of the Company and all of the Company's subsidiaries (subsidiaries as defined under the Companies Act), including each of the candidates for reappointment, are insured. The Company is responsible for the full amount of the premium for said insurance. The contract shall cover any loss or damage (e.g., defense costs, compensation for damages, and settlement money) that the insured may incur due to a claim for damages (including shareholder's derivative suits) arising from an act (including an omission) committed by the insured in his or her capacity. If the candidates assume the office of Directors who are not Audit & Supervisory Committee Members, the Company will continue to insure them under the said insurance contract. As the term of the contract will expire during their terms of office, the Company intends to enter into an equivalent directors and officers liability insurance contract that continues to cover the candidates, etc. as insured persons.

Proposal No. 3: Election of Three (3) Directors who are Audit & Supervisory Committee Members

The terms of office of all three (3) Directors who are Audit & Supervisory Committee Members will expire at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, we hereby propose the election of three (3) Directors who are Audit & Supervisory Committee Members.

The consent of the Audit & Supervisory Committee was obtained with respect to this Proposal.

The candidates for Directors who are Audit & Supervisory Committee Members are as follows:

| No. | Name (Date of birth) | Career summary, positions, responsibilities and significant concurrent positions |
|---|--|---|
| 1 | <p>Atsuhiko Kimura (February 4, 1958)</p> <p>[Reappointment]</p> <p>Number of shares of the Company held 1,000</p> | <p>April 1980 Joined Arthur Andersen LLP (currently KPMG AZSA LLC)</p> <p>May 2001 Partner</p> <p>June 2005 Director, the Company</p> <p>March 2009 Auditor, Shanghai IPM Co., Ltd. (current position)</p> <p>October 2010 Director, Nishimoto Trading Co., Ltd. (currently Wismettac Foods, Inc.)</p> <p> Auditor, Nishimoto Trading Group Foodstuffs Shanghai Co., Ltd. (currently Wismettac Foods Shanghai Co., Ltd.) (current position)</p> <p>March 2012 Executive Officer, the Company</p> <p>March 2016 Director, General Manager, Group Administration Headquarters</p> <p>March 2017 Director & CFO</p> <p>March 2020 Director (Audit & Supervisory Committee Member) (current position)</p> <p> Corporate Auditor, Wismettac Foods, Inc. (current position)</p> <p>[Significant concurrent positions]</p> <p>Auditor, Wismettac Foods Shanghai Co., Ltd.</p> <p>Auditor, Shanghai IPM Co., Ltd.</p> <p>Corporate Auditor, Wismettac Foods, Inc.</p> |
| <p>[Reason for nomination as candidate for Director who is an Audit & Supervisory Committee Member]</p> <p>Mr. Atsuhiko Kimura joined the Company in June 2005 and has since been managing overall administrative divisions of the Company as Executive Officer and Director. Based on his abundant experience in the Group's business, he was appointed a Director who is an Audit & Supervisory Committee Member of the Company in March 2020, and has been fulfilling his duties and responsibilities properly. He is expected to continue to fulfill his duties in the audit and supervision of business execution as a Director who is an Audit & Supervisory Committee Member. Therefore, the Company requests his reelection as a Director who is an Audit & Supervisory Committee Member.</p> | | |

| No. | Name (Date of birth) | Career summary, positions, responsibilities and significant concurrent positions |
|--|--|---|
| 2 | <p>Kimikazu Nomi (October 24, 1945)</p> <p>[Reappointment] [Outside Director] [Independent Director]</p> <p>Number of shares of the Company held —</p> | <p>April 1969 Joined The Norinchukin Bank</p> <p>June 1999 Managing Director</p> <p>June 2002 Senior Managing Director</p> <p>June 2004 President, Norinchukin Zenkyoren Asset Management Co., Ltd.</p> <p>June 2006 Representative Director and Deputy Chairman, Aozora Bank, Ltd.</p> <p>February 2007 Representative Director, Chairman and CEO</p> <p>July 2009 President and CEO Member of the Board, Innovation Network Corporation of Japan</p> <p>July 2015 Executive Advisor, J-WILL CORPORATION (current position)</p> <p>March 2016 Director (Audit & Supervisory Committee Member), the Company (current position)</p> <p>June 2017 Outside Director, SPARX Group Co., Ltd.</p> <p>June 2020 Outside Director (Audit and Supervisory Committee Member), SPARX Group Co., Ltd. (current position)</p> <p> Outside Director (Audit and Supervisory Committee Member), IR Japan Holdings, Ltd. (current position)</p> <p>[Significant concurrent positions]</p> <p> Outside Director (Audit and Supervisory Committee Member), SPARX Group Co., Ltd.</p> <p> Outside Director (Audit and Supervisory Committee Member), IR Japan Holdings, Ltd.</p> <p> Executive Advisor, J-WILL CORPORATION</p> |
| <p>[Reason for nomination as candidate for Outside Director who is an Audit & Supervisory Committee Member and expected roles]</p> <p>Mr. Kimikazu Nomi was engaged in managing financial businesses at The Norinchukin Bank and Aozora Bank, Ltd., and in fostering new businesses through initiatives such as investment activities and supporting corporate self-reformation at the Innovation Network Corporation of Japan. After being appointed an Outside Director who is an Audit & Supervisory Committee Member of the Company in March 2016, he has been fulfilling his duties and responsibilities properly. He is expected to monitor overall management and provide effective advice based on his abundant experience and deep insight. Therefore, the Company requests his reelection as an Outside Director who is an Audit & Supervisory Committee Member.</p> | | |

| No. | Name (Date of birth) | Career summary, positions, responsibilities and significant concurrent positions |
|--|---|--|
| 3 | <p data-bbox="223 403 399 470">Yukiko Omura (July 4, 1955)</p> <p data-bbox="207 504 414 616">[Reappointment] [Outside Director] [Independent Director]</p> <p data-bbox="199 649 422 705">Number of shares of the Company held —</p> | <p data-bbox="454 235 1460 268">August 1980 Joined the Inter-American Development Bank</p> <p data-bbox="454 268 1460 302">August 1984 Joined Morgan Bank, N.A., Tokyo Branch</p> <p data-bbox="454 302 1460 336">May 1994 Joined Lehman Brothers Japan Inc.</p> <p data-bbox="454 336 1460 369">March 1996 Joined UBS Securities Japan Co., Ltd.</p> <p data-bbox="454 369 1460 403">August 1998 Joined Dresdner Kleinwort Wasserstein (Japan) Ltd.</p> <p data-bbox="454 403 1460 459">March 2004 Executive Vice President and CEO, Multilateral Investment Guarantee Agency</p> <p data-bbox="454 459 1460 515">February 2010 Vice-President and COO, International Fund for Agricultural Development</p> <p data-bbox="454 515 1460 548">January 2013 Director, GuarantCo Limited</p> <p data-bbox="454 548 1460 582">May 2014 Director, Assured Guaranty Ltd. (current position)</p> <p data-bbox="454 582 1460 638">March 2016 Director (Audit & Supervisory Committee Member), the Company (current position)</p> <p data-bbox="454 638 1460 672">January 2018 Chair of the Board of Directors, GuarantCo Limited</p> <p data-bbox="454 672 1460 705">March 2018 Director, The Private Infrastructure Development Group Limited</p> <p data-bbox="454 705 1460 739">May 2018 Director, HSBC Bank plc (current position)</p> <p data-bbox="454 739 1460 795">February 2022 Senior Independent Director, The Private Infrastructure Development Group Limited (current position)</p> <p data-bbox="454 795 1460 828">[Significant concurrent positions]</p> <p data-bbox="454 828 1460 862">Senior Independent Director, The Private Infrastructure Development Group Limited</p> <p data-bbox="454 862 1460 896">Director, Assured Guaranty Ltd.</p> <p data-bbox="454 896 1460 929">Director, HSBC Bank plc</p> |
| <p data-bbox="191 907 1460 974">[Reason for nomination as candidate for Outside Director who is an Audit & Supervisory Committee Member and expected roles]</p> <p data-bbox="191 974 1460 1198">Ms. Yukiko Omura has been engaged in financial operation and business management internationally at private and public financial institutions, and currently assumes the position of Director at several foreign companies. After being appointed Outside Director who is an Audit & Supervisory Committee Member of the Company in March 2016, she has been fulfilling her duties and responsibilities properly. She is expected to monitor overall management and provide effective advice based on her abundant international experience and deep insight. Therefore, the Company requests her reelection as an Outside Director who is an Audit & Supervisory Committee Member.</p> | | |

(Notes)

1. There are no special interests between the candidates and the Company.
2. The Company has entered into agreements with Mr. Kimikazu Nomi and Ms. Yukiko Omura in accordance with the provisions of Article 427, Paragraph 1 of the Companies Act to limit their liability for damages pursuant to Article 423, Paragraph 1 of the said Act. The maximum amount of liability for damages pursuant to the agreement is the minimum amount stipulated by laws and regulations. If the reappointments of Mr. Kimikazu Nomi and Ms. Yukiko Omura are approved, the Company intends to continue these agreements with them.
3. The Company has entered into a directors and officers liability insurance contract with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act, under which the directors, corporate auditors, executive officers, and managerial employees of the Company and all of the Company's subsidiaries (subsidiaries as defined under the Companies Act), including each of the candidates for reappointment, are insured. The Company is responsible for the full amount of the premium for said insurance. The contract shall cover any loss or damage (e.g., defense costs, compensation for damages, and settlement money) that the insured may incur due to a claim for damages (including shareholder's derivative suits) arising from an act (including an omission) committed by the insured in his or her capacity. If the candidates assume the office of Directors who are Audit & Supervisory Committee Members, the Company will continue to insure them under the said insurance contract. As the term of the contract will expire during their terms of office, the Company intends to enter into an equivalent directors and officers liability insurance contract that continues to cover the candidates, etc. as insured persons.
4. Mr. Kimikazu Nomi and Ms. Yukiko Omura have been registered as Independent Directors as prescribed by the Tokyo Stock Exchange. If the reappointments of Mr. Kimikazu Nomi and Ms. Yukiko Omura are approved, the Company intends to continue their registrations as Independent Directors.
5. At the conclusion of this year's Annual General Meeting of Shareholders, it will be six (6) years since the appointment of Mr. Kimikazu Nomi and Ms. Yukiko Omura as Outside Directors who are Audit & Supervisory Committee Members.

Reference: Skills Matrix of Directors (if each candidate for Director is elected at this year's Annual General Meeting of Shareholders)

| The Fields of Knowledge and Expertise the Company Particularly Expects of Each Director (Up to 3) | | | | | | | | |
|---|--|----------|--------------------------------------|-------------------|----|--|--------------------|--------------------------|
| Name | Vision (Vision/strategy for long-term corporate soundness and growth) | | Execution (Execution of strategy) | | | Risk Management (Appropriate risk management) | | |
| | Mission Strategy planning | ESG SDGs | Global management | Organization & HR | DX | Finance & accounting | Legal affairs & IP | Compliance & food safety |
| Yoshiro Susaki | ● | | ● | | | | ● | |
| Hiroshi Tsujikawa | | | ● | ● | | | | ● |
| Yuji Sasa | | | | ● | | ● | | ● |
| Celso Guiotoko | ● | | ● | | ● | | | |
| Atsuhiko Kimura | | ● | | | | ● | | ● |
| Kimikazu Nomi | ● | | | ● | | | ● | |
| Yukiko Omura | | ● | ● | | | ● | | |