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Securities Code: 8715 June 8, 2022

#### To our shareholders:

Komori Nobuaki Representative Director **Anicom Holdings, Inc.** 8-17-1, Nishi-Shinjuku, Shinjuku-ku, Tokyo

# **Notice of the 22nd Annual General Meeting of Shareholders**

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

We would like to inform you that the 22nd Annual General Meeting of Shareholders of Anicom Holdings, Inc. (the "Company") will be held as indicated below.

If you will not attend the meeting in person, you may exercise your voting rights in writing or via the internet. Please review the attached Reference Documents for the General Meeting of Shareholders, and indicate your approval or disapproval of the proposals in the enclosed voting form and then return the form to the Company by postal mail, or exercise your voting rights via the website for exercising voting rights designated by the Company (https://soukai.mizuho-tb.co.jp/), so that your vote is received by 6:00 p.m. on Thursday, June 23, 2022 (JST).

**1. Date and Time:** Friday, June 24, 2022 at 2:00 p.m. (JST)

**Yenue:** BELLESALLE Shinjuku Grand Conference Center

5th floor, Sumitomo Fudosan Shinjuku Grand Tower

8-17-1, Nishi-Shinjuku, Shinjuku-ku, Tokyo

3. Purpose of the Meeting:

Matters to be reported: 1. The Business Report and the Consolidated Financial Statements for the fiscal

year 2021 (from April 1, 2021 to March 31, 2022), and the results of audit of the Consolidated Financial Statements by the Financial Auditor and the Audit

& Supervisory Board

2. The Non-consolidated Financial Statements for the fiscal year 2021 (from

April 1, 2021 to March 31, 2022)

Matters to be resolved:

**Proposal No. 1:** Appropriation of Surplus

**Proposal No. 2:** Partial Amendments to the Articles of Incorporation

**Proposal No. 3:** Election of Seven Directors

**Proposal No. 4:** Election of Two Audit & Supervisory Board Members

# • Measures in response to COVID-19

For this year's General Meeting of Shareholders, we encourage shareholders to exercise voting rights in advance in writing or via the internet instead of attending the meeting in person as much as possible, to prevent the spread of COVID-19.

We ask for your cooperation if measures to prevent infection are taken at the venue of the General Meeting of Shareholders.

- If you attend the meeting in person, you are kindly requested to submit the enclosed voting form at the reception.
- If any changes are made to items in the Reference Documents for General Meeting of Shareholders, Business Report, Non-Consolidated Financial Statements or Consolidated Financial Statements, such changes will be posted immediately on the Company's website (https://www.anicom.co.jp/)

# **Reference Documents for the General Meeting of Shareholders**

### **Proposal No. 1:** Appropriation of Surplus

The Company recognizes the return of profit to its shareholders as a key management priority and makes it a basic policy to pay ongoing and stable dividends from a medium to long-term perspective while taking into account financial soundness and capital efficiency.

The fiscal year under review is the final year of the Mid-term Management Plan FY2019-FY2021, and recurring revenue and recurring profit have reached record highs. In addition, the "Status Report on the Study of Economic Value-based Solvency Regulations" published by the Financial Services Agency in June 2021 states that insurance premium risk is around 10-15% at the average level and will be at an even lower level when compared with the coefficient of 35% in the "Other" category, which suggests that consideration of a future revision is underway. Therefore, the Company plans to pay an increased year-end dividend for the fiscal year under review as follows while keeping in mind future appropriate capital allocation and shareholder returns.

- (1) Type of dividend property To be paid in cash.
- (2) Allotment of divided property and their aggregate amount ¥2.50 per common share of the Company
  The total dividends will be ¥203,131,810
- (3) Effective date of dividends of surplus June 27, 2022

#### Proposal No. 2: Partial Amendments to the Articles of Incorporation

#### 1. Reasons for amendments

- (1) Due to the partial amendment of the Insurance Business Act, the scope of business of an insurance holding company, which had been limited to the management and administration of subsidiaries and other operations incidental thereto, has been revised. Based on this amendment to the Insurance Business Act, the Company proposes to partially amend the provisions related to the Company's business purpose.
- 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) will be enforced on September 1, 2022. Accordingly, in order to prepare for the introduction of the system for electronic provision of materials for general meetings of shareholders, the Articles of Incorporation of the Company shall be amended as follows.
  - The proposed Article 15, Paragraph 1 provides that information contained in the reference documents for the general meeting of shareholders, etc. shall be provided electronically.
  - (ii) 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.
  - (iii) The provisions related to the internet disclosure and deemed provision of the reference documents for the general meeting of shareholders, etc. (Article 15 of the current Articles of Incorporation) will become unnecessary and will therefore be deleted.
  - (iv) 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.

Proposed Amendments
(n )
(Purpose)
Article 2 The purpose of the Company, as an
insurance holding company, shall be to engage in the
following businesses:
<ol> <li>Management and administration of non-life insurance companies and other companies designated as subsidiaries pursuant to the Insurance Business Act</li> <li>Other businesses incidental to the preceding item</li> <li>In addition to the businesses stipulated in the preceding two items, businesses that may be conducted by an insurance holding company pursuant to the provisions of the Insurance Business Act.</li> </ol>
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Current Articles of Incorporation	Proposed Amendments
(Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.)  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.	(Deleted)
(Newly established)	<ul> <li>(Measures for Electronic Provision, Etc.)</li> <li>Article 15 The Company shall, when convening a general meeting of shareholders, provide information contained in the reference documents for the general meeting of shareholders, etc. electronically.</li> <li>(ii) Among the matters to be provided electronically, 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.</li> </ul>
(Newly established)	<ul> <li>(Supplementary provisions)         <ol> <li>The amendment of Article 15 of the current Articles of Incorporation shall come into effect on September 1, 2022 ("Effective date"), the Effective Date 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).</li> <li>Notwithstanding the provisions of the preceding paragraph, Article 15 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) of the current Articles of Incorporation shall remain in force with respect to a general meeting of shareholders to be held on a date within six months from the Effective Date.</li> </ol> </li> <li>These supplementary provisions shall be deleted after the lapse of six months from the Effective Date or the lapse of three months from the date of the general meeting of shareholders set forth in the preceding paragraph, whichever is later.</li> </ul>

# **Proposal No. 3:** Election of Seven Directors

The terms of office of all seven Directors will expire at the conclusion of this Annual General Meeting of Shareholders.

In that regard, the Company proposes to elect seven Directors, including four Outside Directors.

Furthermore, in regard to the appointment of candidates for Director, from the perspective of ensuring objectivity and transparency, this is deliberated by the Nomination, Compensation, and Governance Committee, which is an advisory committee to the Board of Directors of the Company, mainly comprised of Independent Outside Officers, and is determined by the Board of Directors.

The candidates for Director are as follows:

Candidate No.	Name	Position in the Company	
1	Komori Nobuaki	Representative Director and President Executive Officer	Reappointment
2	Momose Yumiko	Director and Senior Managing Executive Officer	Reappointment
3	Kamei Tatsuhiko	Director and Managing Executive Officer	Reappointment
4	Tanaka Eiichi	Director	Reappointment Outside Independent
5	Shoyama Katsuo	_	New Appointment Outside Independent
6	David G. Litt	_	New Appointment Outside Independent
7	Takemi Hiromitsu	Audit & Supervisory Board Member	New Appointment Outside Independent

Candidate No.	Name (Date of birth)		position, responsibility and concurrent positions	Number of the Company's shares owned			
1	Komori Nobuaki (May 2, 1969) [Reappointment]  Number of years serving as Director 21 years and 11 months	Tokio Marine & Nich Doo Established the Comp President and Represe Director of AHB Inc Director, Chairman, a Insurance, Inc. (curre Representative Direct Company (current po Director of Anicom S position) Director of Anicom F Responsibility) Recutive Manager, Internal A	entative Director (current position) and Executive Officer of Anicom int position) for and President Executive Officer of the sition) pecialty Medical Institute, Inc. (current lafe, Inc. (current position)	1,785,800 shares			
	[Reasons for nomination as candidate for Director] He is the Company's founder and has supervised the management of the Group overall and driven its business as the Representative Director since its foundation in 2000. The Company proposes his election as Director due to his wide range of knowledge, experience, and judgment capabilities required for corporate management, in addition to sufficient knowledge and experience related to the non-life insurance business.						
2	Momose Yumiko (September 8, 1967) [Reappointment]  Number of years serving as Director 2	Tokio Marine & Nich 200 Joined the Company 203 Director 205 Managing Director 2010 Managing Director 2015 Senior Managing Dir 2018 Director and Senior M 2020 Director and Senior M 2020 Director and Senior M 203 Director and Senior M 204 Director and Senior M 205 Director and Senior M 206 Director and Senior M 207 Director and Senior M 208 Director and Senior M 208 Director and Senior M 209 Director and Senior M 209 Director and Senior M 200 Director and Senior M 200 Director and Senior M 200 Director and Senior M 2010 Director A	Managing Executive Officer (current cutive Officer Managing Executive Officer (current ent, Risk Management Department, Department, Intellectual Property	849,800 shares			
	[Reasons for nomination as candidate for Director]  She is one of the Company's founding members and has been involved in the overall management of the Group since its foundation in 2000. Currently, as Director and Senior Managing Executive Officer, she is in charge of the human resources, compliance, and risk management departments, contributing to strengthening the Company's internal management structure. She is also in charge of intellectual property and DX planning, contributing to promoting the Group's intellectual property strategy and digitalization. As she has acquired knowledge, experience, and judgment capabilities required for the management of the Company as an insurance company group through her prior						

experience, the Company proposes her reappointment as Director.

Candidate No.	Name (Date of birth)	Career summary, position, responsibility and significant concurrent positions	Number of the Company's shares owned				
3	Kamei Tatsuhiko (April 1, 1981) [Reappointment]  Number of years serving as Director 2	2010 Joined the Financial Services Agency 2010 Seconded to Tokyo Stock Exchange, Inc. 2013 Returned to the Financial Services Agency 2016 Joined the Company 2016 Director of Celltrust Animal Therapeutics Co., Ltd. 2016 Director of the Company 2018 Managing Executive Officer 2018 Director of Anicom Specialty Medical Institute, Inc. (curren position) 2020 Director of SIMNET Co., Ltd. (current position) 2020 Director of Anicom Frontier, Inc. (current position) 2020 Director and Managing Executive Officer of the Company (current position) (Responsibility) Corporate Planning Department	6,200 shares				
	[Reasons for nomination as candidate for Director] The Company proposes his reappointment as Director as he has played a central part in the management of the Company as the officer responsible for the Corporate Planning Department after joining the Company and has acquired knowledge, experience, and judgment capabilities required for the management of the Company as an insurance company group, in addition to his specialized knowledge and experience cultivated through his experience working at the Financial Services Agency and the Tokyo Stock Exchange, Inc.						
4	Tanaka Eiichi (November 25, 1953) [Reappointment] [Outside] [Independent]  Number of years serving as Director 2	1978 Joined the Ministry of Posts and Telecommunications 2007 Director-General of the Radio Department, Telecommunications Bureau, Ministry of Internal Affairs an Communications 2008 Director-General for Policy Coordination, Minister's Secretariat 2010 Director-General of Minister's Secretariat 2010 Director-General for Information and Communications Bure 2012 Vice-Minister for Policy Coordination 2013 Adviser of Sompo Japan Nipponkoa Insurance Inc. (currentl Sompo Japan Insurance Inc.) 2015 Executive Vice President of NTT Communications Corporation 2019 Director of Secure Broadcasting Authorization and Research Center (current position) 2019 Audit & Supervisory Board Member of GC Story co., ltd. (current position) 2020 Outside Director of the Company (current position) 3 candidate for Outside Director and roles expected of candidate]	au ,				

He has held key positions successively at the Ministry of Posts and Telecommunications and the Ministry of Internal Affairs and Communications. Moreover, he has been involved in corporate management at NTT Communications Corporation while also being deeply involved in initiatives that combine business with SDGs. With growing expectations for corporate contribution to SDGs as a background, the Company expects that he will perform an appropriate supervisory function while utilizing his specialized knowledge, cultivated through his prior experience, for the management of the Company, and provide valuable proposals at the Board of Directors, and as such proposes his reappointment as Outside Director.

Candidate No.	Name (Date of birth)	Career summary, position, responsibility and significant concurrent positions	Number of the Company's shares owned			
5	Shoyama Katsuo (February 21, 1955) [New Appointment] [Outside] [Independent]	1978 Joined ASAHI BREWERIES, LTD. (currently Asahi Group Holdings, Ltd.) 2008 Senior Officer and General Manager of Higashi-kanto Regional Headquarters 2011 Corporate Officer and General Manager of Chugoku Regional Headquarters 2013 President and Representative Director of LB Co., Ltd. 2016 Senior Managing Director of Asahi Group Foods, Ltd. 2017 President and Representative Director 2021 Company Friend of Asahi Group Holdings, Ltd. (current position)	-			
	[Reasons for nomination as candidate for Outside Director and roles expected of candidate]  He has a wealth of experience and insight in corporate management and the food business, having served in various important positions at ASAHI BREWERIES, LTD. and other companies and as President and Representative Director of Asahi Group Foods, Ltd. Based on such experience and insight, the Company expects that he will provide advice and guidance on the Company's management, including the various business projects undertaken by the Group, and that he will perform an appropriate supervisory function, and as such proposes his appointment as Outside Director.					
6	David G. Litt (October 10, 1962) [New Appointment] [Outside] [Independent]	1988 Judicial Clerk to the Chief Judge Alfred T. Goodwin of the U. S. Court of Appeals for the Ninth Circuit 1989 Admission to the State Bar of California 1990 Judicial Clerk to Justice Anthony M. Kennedy of the U. S. Supreme Court 1991 Admission to the District of Columbia Bar 1991 Joined O'Melveny & Myers LLP, Partner 2007 Joined Morrison & Foerster LLP, Partner 2012 CEO and Representative Director, Deneb Renewable Energy KK 2015 Professor, Keio University Law School (current position) 2020 Joined O'Melveny & Myers LLP, Foreign lawyer (current position)	-			
	[Reasons for nomination as candidate for Outside Director and roles expected of candidate]  He has a wealth of experience and expertise in the field of international legal affairs as a professor of Keio University  Law School and as foreign lawyer, as well as knowledge in the areas of corporate management and the SDGs, including serving as a Representative Director of a renewable energy company. Based on his experience, knowledge and insight, the Company expects that he will provide appropriate advice to the Company's management, and that he will perform an appropriate supervisory function, and as such proposes his appointment as Outside Director.					

Candidate No.	Name (Date of birth)	Career summary, position, responsibility and significant concurrent positions	Number of the Company's shares owned
7	Takemi Hiromitsu (December 16, 1952) [New Appointment] [Outside] [Independent]	1975 Joined Japan Development Bank (currently Development Bank of Japan)  1982 MBA, University of Rochester, USA 1998 Harvard Business School, USA Completed Advanced Management Program  2001 Vice Director of Research Institute of Capital Formation, Development Bank of Japan  2004 Executive Officer of ShinGinko Tokyo, Limited (currently Kiraboshi Bank, Ltd.)  2006 Professor of Graduate School of Accounting & Finance, Chiba University of Commerce (Field of academic interests: Corporate governance and corporate finance) (current position)  2007 PhD, Graduate School of Policy Studies, Chiba University of Commerce  2017 Outside Audit & Supervisory Board Member of the Company (current position)	-
	[Reasons for nomination a	s candidate for Outside Director and roles expected of candidate	

[Reasons for nomination as candidate for Outside Director and roles expected of candidate]

He has a wealth of experience, track record and insights about corporate governance and corporate finance, supported by his deep academic knowledge. He also has the experience of being involved in the management of a financial institution. The Company expects that he will put his wide-ranging experience, track record and insights to use for the Company's management and that he will perform as appropriate supervisory functions, and as such proposes his appointment as Outside Director.

#### (Notes)

- 1. There are no special interests between any of the candidates for Director and the Company.
- Tanaka Eiichi, Shoyama Katsuo, David G. Litt, and Takemi Hiromitsu are candidates for Outside Director. At the conclusion of this Annual General Meeting of Shareholders, Tanaka Eiichi will have served as Outside Director for a period of two years, and Shoyama Katsuo, David G. Litt, and Takemi Hiromitsu are new candidates. The Company has submitted notification to Tokyo Stock Exchange, Inc. concerning the appointment of Tanaka Eiichi as an Independent Officer as provided for by the aforementioned Exchange. If his reelection is approved, the Company plans to continue to submit the notification as an Independent Officer. If the election of Shoyama Katsuo, David G. Litt, and Takemi Hiromitsu is approved, the Company plans to designate them as new Independent Officers and notify the aforementioned Exchange.
- Pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company has entered into an agreement with Tanaka Eiichi to limit his liability for damages under Article 423, paragraph 1 of the Companies Act. The maximum amount of liability for damages under this agreement is the minimum liability amount provided for by Article 425, paragraph 1 of the same Act, and if his reappointment is approved, the Company plans to renew the aforementioned agreement with him. If the election of Shoyama Katsuo, David G. Litt, and Takemi Hiromitsu is approved, the Company plans to enter into the same limited liability agreement with them as well.
- The number of the Company's shares owned by Momose Yumiko is the number of stocks actually owned by her, including stocks owned as regulated marketable securities in trust.
- 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. Details of the contract are as described on page 26 of the Business Report (available in Japanese). If the appointment of the candidates for Director is approved, they will be included in the insured of this insurance contract. In addition, the Company plans to renew the insurance contract with the above details when it is due for renewal.
- Shoyama Katsuo will assume the position of outside director of KAMEDA SEIKA CO., LTD. at the 65th Ordinary General Shareholders' Meeting of KAMEDA SEIKA CO., LTD. scheduled to be held on June 14, 2022.
- Takemi Hiromitsu will resign his term of office of Audit & Supervisory Board Member of the Company at the conclusion of this Annual General Meeting of Shareholders. He will have served as Audit & Supervisory Board Member of the Company for a period of five years at the conclusion of this Annual General Meeting of Shareholders.

## **Proposal No. 4:** Election of Two Audit & Supervisory Board Members

The Audit & Supervisory Board Member Takemi Hiromitsu will resign his term of office of Audit & Supervisory Board Member at the conclusion of this Annual General Meeting of Shareholders and will assume the position as Director. In that regard, the Company proposes to increase the number of Audit & Supervisory Board Members by one in order to further strengthen the auditing function and requests the election of two Audit & Supervisory Board Members. Neither Ito Koichi nor Hanaoka Makoto are a substitute for Takemi Hiromitsu, and their terms of office will expire at the conclusion of the Annual General Meeting of Shareholders relating to the last fiscal year ending within four years after their election.

Furthermore, in regard to the appointment of the candidates for Audit & Supervisory Board Member, from the perspective of ensuring objectivity and transparency, this is deliberated by the Nomination, Compensation, and Governance Committee, which is an advisory committee to the Board of Directors of the Company, mainly comprised of Independent Outside Officers, and is determined by the Board of Directors.

In addition, the consent of the Audit & Supervisory Board has been obtained for the submission of this proposal.

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

	The candidates for Audit	& Supervi	sory Board Member are as follows:			
Candidate No.	Name (Date of birth)		Career summary, position, responsibility and significant concurrent positions			
1	Ito Koichi (December 30, 1969) [New Appointment] [Outside] [Independent]	1998 1998 2000 2001 2005 2008 2015	PhD MD, PhD MD Course, Graduate School of Medicine and Faculty of Medicine, The University of Tokyo Research Associate of The Tokyo University of Pharmacy and Life Sciences and Japan Society for the Promotion of Science Research Associate of Kurume University Researcher of The University of Texas Medical Branch at Galveston Assistant Professor of the Graduate School of the University of Tokyo Associate Professor of the Graduate School of the University of Tokyo Project Associate Professor, Graduate School of the University of Tokyo (current position)	-		
	[Reasons for nomination as candidate for Outside Audit & Supervisory Board Member]  He has specialized knowledge and experience in the field of life sciences as an associate professor of the Graduate School of the University of Tokyo. The Company proposes his election as an Outside Audit & Supervisory Board Member so that he can utilize his specialized knowledge, experience, and high-level insight to strengthen the Company's auditing system.					
2	Hanaoka Makoto (April 3, 1969) [New Appointment]	1992 2014 2014 2018 2022	Joined Tokio Marine & Fire Insurance Co., Ltd. (currently Tokio Marine & Nichido Fire Insurance Co., Ltd.) Joined Anicom Insurance, Inc. Executive Officer Director and Executive Officer (current position) Director of ATE Co., LTD (current position)	12,800 shares		
	The Company proposes hi	s election a the insura	for Audit & Supervisory Board Member] s an Audit & Supervisory Board Member so that he can utilize hance business accumulated through his extended period of serviced Anicom Insurance, Inc.	•		

#### (Notes)

- 1. There are no special interests between any of the candidates for Audit & Supervisory Board Member and the Company.
- 2. Ito Koichi is a candidate for Outside Audit & Supervisory Board Member. He is a new candidate. If his election is approved, the Company plans to designate him as a new Independent Officer and submit notification to Tokyo Stock Exchange, Inc. concerning his appointment as provided for by the aforementioned Exchange. Although the Company has conducted joint research on pet health and medical care with the University of Tokyo, where he holds a concurrent position, he is not involved in these joint research projects. The Company has determined that this does not affect his independence.
- 3. Pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company plans to enter into an agreement with Ito Koichi, if his election is approved, to limit his liability for damages under Article 423, paragraph 1 of the Companies Act. The maximum amount of liability for damages under this agreement is the minimum liability amount provided for by Article 425, paragraph 1 of the same Act.
- 4. 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. Details of the contract are as described on page 26 of the Business Report (available in Japanese). If the appointment of the candidates for Audit & Supervisory Board Member is approved, they will be included in the insured of this insurance contract. In addition, the Company plans to renew the

- insurance contract with the above details when it is due for renewal.
- 5. Although Ito Koichi has not yet confirmed his appointment as of today, he plans to assume the position of Audit & Supervisory Board Member with the permission of the University of Tokyo, to which he belongs, in accordance with the Regulations for Concurrent Positions of Faculty Members and Staff of the University of Tokyo.
- 6. Hanaoka Makoto will resign the position of Director and Executive Officer of Anicom Insurance, Inc. at the conclusion of the Annual General Meeting of Shareholders of Anicom Insurance, Inc. scheduled to be held on June 24, 2022.

# (Reference) Expertise and Experience of Outside Directors and Outside Audit & Supervisory Board Members (including the Candidates) (Skill Matrix)

		Corporate Management	Financial Affairs/ Accounting/ Finance	Human Resource Management	Risk Management	Legal Affairs/ Compliance	R&D/ Life Science	Internationalism
	Tanaka Eiichi	•		•	•			
Dire	Shoyama Katsuo	•		•	•			
Director	David G. Litt	•			•	•		•
	Takemi Hiromitsu	•	•	•				
Audit & S	Iwamoto Koichiro				•	•		
Audit & Supervisory Board Member	Suda Kuniyuki	•	•					
	Ito Koichi						•	•