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(Stock Exchange Code 6670)

June 12, 2023

(Electronic Provision Measures Commencement Date: May 31, 2023)

To Shareholders with Voting Rights:

Motoyasu Yasui
Representative Director, President
MCJ Co., Ltd.
6-14-53, Midori-cho, Kasukabe-shi,
Saitama

NOTICE OF CONVOCATION OF THE 25TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

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

You are cordially invited to attend the 25th Annual General Meeting of Shareholders of MCJ Co., Ltd. (the "Company"). The meeting will be held for the purposes as described below.

In convening this meeting, the Company has taken measures for electronic provision, and matters for which it takes electronic provision measures (Electronic Provision Measures Matters) are posted on the following website.

The Company's website: <https://www.mcj.jp/en/ir/stock.html>

In addition to the above, these matters are posted on the following website.

TSE website: <https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do>

Please access the above-mentioned website, enter the Company's name or stock exchange code to search, and select "Basic information" and "Documents for public inspection/PR information" in this order to confirm the information.

If you are unable to attend the meeting, you may exercise your voting rights in writing or via the Internet. Please review the Reference Documents for the General Meeting of Shareholders provided in Electronic Provision Measures Matters, then either indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and return it to us, or enter your vote on the website for the exercise of voting rights designated by the Company (<https://evote.tr.mufg.jp/>). In either case, please exercise your voting rights such that they are received no later than 6:00 p.m. Japan time on Monday, June 26, 2023.

The Company also participates in the platform for exercising voting rights for institutional investors operated by ICJ, Inc.

1. Date and Time: Tuesday, June 27, 2023 at 10:30 a.m. Japan time
(Venue opens at 9:30 a.m.)

2. Place: Hall B at Otemachi PLACE Conference Center 2F at
2-3-1, Otemachi, Chiyoda-ku, Tokyo, Japan

* The number of available seats is limited this year as a result of securing wide spaces between seats in order to prevent the spread of COVID-19. Accordingly, we would like to apologize in advance that we have to deny your entry if the seats in Hall B are fully occupied.

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company's 25th Fiscal Year (April 1, 2022 - March 31, 2023) and results of audits by the Accounting Auditor and the Board of Auditors on the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company's 25th Fiscal Year (April 1, 2022 - March 31, 2023)

Proposals to be resolved:

- Proposal 1:** Appropriation of Surplus
Proposal 2: Election of Eight (8) Directors
Proposal 3: Election of Three (3) Auditors

When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk of the venue.

4. Documents Sent to Shareholders

The Reference Documents for the General Meeting of Shareholders are sent together to shareholders who have not requested the delivery of written documents.

To shareholders who have requested the delivery of written documents, we sent written documents that exclude certain items from Electronic Provision Measures Matters, pursuant to laws and regulations and the provisions of the Company's Articles of Incorporation.

Accordingly, the written documents that were delivered to shareholders who have requested the delivery of written documents are a portion of the Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements audited by Auditors in their preparation of the Auditors' Report, and the Consolidated Financial Statements and Non-consolidated Financial Statements audited by Accounting Auditors in their preparation of the Accounting Auditors' Report.

5. Information on Exercising Your Voting Rights

If you are attending the General Meeting of Shareholders:

If you are attending the meeting, please bring the enclosed Voting Rights Exercise Form with you and submit it at the reception desk of the venue.

Attendees are kindly advised to arrive early at the venue to avoid congestion.

Date and time of the General Meeting of Shareholders:

10:30 a.m. Japan time on Tuesday, June 27, 2023 (Venue opens at 9:30 a.m.)

If you are not attending the General Meeting of Shareholders:

Exercising your voting rights in writing:

Please indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and return it to the Administrator of Shareholder Registry of the Company so that it is received by the voting rights exercise deadline. If there is no indication of a vote for or against a specific proposal on the Voting Rights Exercise Form, it shall be deemed as an indication of approval to that proposal.

Voting rights exercise deadline:

Votes received by 6:00 p.m. Japan time on Monday, June 26, 2023

Exercising your voting rights via the Internet:

Please access the **voting rights exercise website (<https://evote.tr.mufg.jp/>)** from your computer or smartphone, enter the code and password for exercising your voting rights, which are indicated on the enclosed Voting Rights Exercise Form, and register your vote for or against the proposals by following the on-screen instructions.

Voting rights exercise deadline:

Votes exercised by 6:00 p.m. Japan time on Monday, June 26, 2023

Any revisions to the Electronic Provision Measures Matters will be posted on each website where these matters are posted.

Reference Documents for the General Meeting of Shareholders

Proposal 1: Appropriation of Surplus

Matters regarding year-end dividend:

The Company considers the enhancement of shareholder returns as one of its important management issues, and upholds the policy of performance-based dividend payment in accordance with the Company's business performance, aiming for a total payout ratio to become 30 to 40%, with the dividend payout ratio to be 30% or above of profit attributable to owners of parent.

In light of the Company's business performance for the 25th fiscal year and the above policy, the Company proposes a year-end dividend of ¥33 per share of the common stock.

- (1) Type of dividend property
Cash
- (2) Matters related to the allocation of dividend property and the total amount thereof
¥33 per share of the Company's common stock
Total amount: ¥3,260,569,257
- (3) Effective date of the dividends of surplus
Wednesday, June 28, 2023

Proposal 2: Election of Eight (8) Directors

The terms of office of all eight (8) Directors will expire at the conclusion of this General Meeting of Shareholders.

Accordingly, the Company requests the election of eight (8) Directors.

The candidates for Directors are as follows:

No.	Name		Gender	Current Positions and Responsibilities in the Company
1	Yuji Takashima	[Reappointment]	Male	Representative Director, Chairman CEO
2	Motoyasu Yasui	[Reappointment]	Male	Representative Director, President, and COO
3	Takeshi Asagai	[Reappointment]	Male	Director, Chief Administrative officer
4	Kenji Ishito	[Reappointment]	Male	Director, CFO
5	Katsunori Ura	[Reappointment] [Outside Director Candidate] [Independent Director]	Male	Director
6	Gideon Franklin	[Reappointment] [Outside Director Candidate] [Independent Director]	Male	Director
7	Shoichi Miyatani	[Reappointment] [Outside Director Candidate] [Independent Director]	Male	Director
8	Unemi Yamaguchi	[Reappointment] [Outside Director Candidate] [Independent Director]	Female	Director

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1	<p data-bbox="213 501 379 562">Yuji Takashima (April 2, 1974)</p> <p data-bbox="213 591 379 622">[Reappointment]</p> <p data-bbox="213 651 379 770">[Attendance at the Board of Directors meetings] 100%</p>	<p data-bbox="427 309 539 340">Apr. 1993</p> <p data-bbox="427 405 539 436">May 1996</p> <p data-bbox="427 501 539 533">Aug. 1998</p> <p data-bbox="427 539 539 571">Sep. 2005</p> <p data-bbox="427 577 539 609">Sep. 2005</p> <p data-bbox="427 616 539 647">Mar. 2006</p> <p data-bbox="427 654 539 685">July 2006</p> <p data-bbox="427 692 539 723">Oct. 2006</p> <p data-bbox="427 730 539 761">June 2008</p> <p data-bbox="427 768 539 799">Nov. 2012</p> <p data-bbox="427 806 539 837">Aug. 2013</p> <p data-bbox="427 880 539 911">Apr. 2017</p> <p data-bbox="427 954 539 985">July 2017</p> <p data-bbox="608 309 1278 398">Joined Takashimaya Clothing Store Co., Ltd. (name changed to Takashima Co., Ltd. and then to Mouse Computer Japan Co., Ltd. before being acquired by MCJ Co., Ltd.)</p> <p data-bbox="608 405 1262 495">President & CEO, Takashimaya Clothing Store Co., Ltd. (name changed to Takashima Co., Ltd. and then to Mouse Computer Japan Co., Ltd. before being acquired by MCJ Co., Ltd.)</p> <p data-bbox="608 501 1166 533">President & CEO, MCJ Ltd. (currently MCJ Co., Ltd.)</p> <p data-bbox="608 539 1182 571">Director, Synnex Co., Ltd. (currently Tekwind Co., Ltd.)</p> <p data-bbox="608 577 1214 609">Director, Arosystem Co., Ltd. (currently UNIT.COM INC.)</p> <p data-bbox="608 616 943 647">Chairman & CEO, MCJ Co., Ltd.</p> <p data-bbox="608 654 975 685">Chairman & Director, MCJ Co., Ltd.</p> <p data-bbox="608 692 975 723">Director, Mouse Computer Co., Ltd.</p> <p data-bbox="608 730 1070 761">Chairman & President & CEO, MCJ Co., Ltd.</p> <p data-bbox="608 768 975 799">President & CEO, UNIT.COM INC.</p> <p data-bbox="608 806 1278 896">President & CEO, Iscorporation, Co., Ltd. (currently aprecio Co., Ltd.)</p> <p data-bbox="608 902 1214 992">Representative Director, Chairman CEO, MCJ Co., Ltd. (to present)</p> <p data-bbox="608 999 1262 1088">Representative Director, General Incorporated Foundation TKG Association (currently Public Interest Incorporated Foundation TKG Association) (to present)</p>	32,456,160
<p data-bbox="188 981 699 1012">[Reason for nomination as candidate for Director]</p> <p data-bbox="188 1019 1465 1146">Mr. Yuji Takashima, as the founder of the Company, has been playing a crucial role in the management of the Group since the establishment of the Company. Currently, as the Representative Director, Chairman CEO of the Company, he has been directing and overseeing the overall management of the Group as well as realizing a medium- to long-term growth in earnings. With the expectation that he will continue to contribute to the enhancement of the corporate value of the Group, the Company requests his election as Director.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions		Number of shares of the Company held
2	Motoyasu Yasui (July 23, 1978) [Reappointment] [Attendance at the Board of Directors meetings] 100%	July 2001 Sep. 2002 June 2004 Apr. 2005 Aug. 2007 June 2008 July 2011 Oct. 2013 Oct. 2014 Mar. 2016 June 2016 Apr. 2017 Jan. 2018 Oct. 2018 Jan. 2020 June 2021	Joined GDH, Co., Ltd. (currently GONZO K.K.) Joined MCJ Co., Ltd. Manager, Finance and Accounting Department, MCJ Co., Ltd. Executive Officer, Management Planning Department, MCJ Co., Ltd. Manager, Industrial Growth Platform, Inc. Executive Officer, PIA Corporation Director, Industrial Growth Platform, Inc. Senior Specialist, Inspection Bureau of Financial Services Agency Principal, Industrial Growth Platform, Inc. Executive Officer, President's Office, MCJ Co., Ltd. Director, Head of Business Development & IR, MCJ Co., Ltd. President & COO, MCJ Co., Ltd. Director, R-Logic International Pte Ltd (to present) Director, UNIT.COM INC. (to present) Director, iiyama Benelux B.V. (to present) Representative Director, President, and COO, MCJ Co., Ltd. (to present)	32,900
		[Reason for nomination as candidate for Director] Mr. Motoyasu Yasui, as Representative Director, President, and COO, has been leveraging his extensive experience in corporate management and his knowledge of management as well as accounting and finance to promote the Group's strategic business development based on the Mid-term Management Plan. Also, as IR officer, he is proactively launching initiatives in the disclosure of information, including non-financial information, which would contribute to a better understanding of the Company and the Group. With the expectation that he will continue to contribute to the enhancement of the corporate value of the Group, the Company requests his election as Director.		
3	Takeshi Asagai (December 21, 1966) [Reappointment] [Attendance at the Board of Directors meetings] 100%	Apr. 1990 Apr. 2001 Mar. 2006 Oct. 2006 June 2008 Aug. 2013 June 2018	Joined The Kyowa Bank, Ltd. (currently Saitama Resona Bank, Limited) Director, MCJ Co., Ltd. President & CEO, MCJ Co., Ltd. Director, Mouse Computer Co., Ltd. (to present) Director & Chief Administrative officer, MCJ Co., Ltd. (to present) Director, Iscorporation, Co., Ltd. (currently aprecio Co., Ltd.) (to present) Director, MID Inc. (to present)	1,197,800
		[Reason for nomination as candidate for Director] Mr. Takeshi Asagai, as Director & Chief Administrative officer, has been overseeing the administration divisions including general affairs, personnel affairs and legal affairs, and has been working to develop and operate an effective internal control system for the Group as well as enhancing its corporate governance framework. With the expectation that he will continue to contribute to the enhancement of the corporate value of the Group, the Company requests his election as Director.		

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
4	Kenji Ishito (April 18, 1968) [Reappointment] [Attendance at the Board of Directors meetings] 100%	<p>Apr. 1991 Joined The Mitsubishi Bank, Ltd. (currently MUFG Bank, Ltd.)</p> <p>Nov. 2000 Head of Management Planning Department, Parquetech Co., Ltd.</p> <p>Dec. 2003 Assistant Manager, Management Department, Yokohama Jisho Co., Ltd.</p> <p>Apr. 2004 Director & Head of Administrative Department, Yokohama Jisho Co., Ltd.</p> <p>July 2005 Head of Administrative Department, Alive Community Co., Ltd. (currently, RUDEN HOLDINGS Co., Ltd.)</p> <p>May 2006 Director & Head of Administrative Department, Alive Community Co., Ltd. (currently, RUDEN HOLDINGS Co., Ltd.)</p> <p>June 2007 Head of Management Planning Department, MCJ Co., Ltd.</p> <p>June 2007 Director, ADTEC Corporation</p> <p>Aug. 2007 Executive officer, Head of Finance & Accounting Department, MCJ Co., Ltd.</p> <p>June 2008 Director & Head of Finance & Accounting Department, MCJ Co., Ltd.</p> <p>Oct. 2008 Director & CFO, MCJ Co., Ltd. (to present)</p> <p>June 2011 Director, Synnex Co., Ltd. (currently Tekwind Co., Ltd.) (to present)</p> <p>June 2012 Director, MVK Corporation (currently Aiuto Co., Ltd.) (to present)</p> <p>Aug. 2013 Director, Iscorporation, Co., Ltd. (currently aprecio Co., Ltd.) (to present)</p> <p>June 2016 Director, UNIT.COM INC. (to present)</p> <p>June 2018 Director, MID Inc. (to present)</p>	97,900
<p>[Reason for nomination as candidate for Director] Mr. Kenji Ishito, as Director & CFO, has been formulating and executing finance strategies in response to the changes in the business environment surrounding the Group, and continues to make ongoing improvements to the Company's finance and accounting functions. With the expectation that he will continue to contribute to the enhancement of the corporate value of the Group, the Company requests his election as Director.</p>			
5	Katsunori Ura (March 14, 1978) [Reappointment] [Candidate for Outside Director] [Independent Director] [Attendance at the Board of Directors meetings] 100%	<p>Oct. 2003 Certified as an attorney, joined Blakemore & Mitsuki</p> <p>Sep. 2007 Auditor, SVC Securities Co., Ltd. (currently DMM.com Securities Co., Ltd.)</p> <p>July 2011 Outside Director, STYLE LINK</p> <p>Jan. 2012 Partner, Blakemore & Mitsuki</p> <p>June 2015 Outside Director, MCJ Co., Ltd. (to present)</p> <p>Aug. 2017 Outside Auditor, Feedforce Inc. (currently Feedforce Group Inc.)</p> <p>Dec. 2017 Auditor, STYLE PORT Inc.</p> <p>May 2018 Outside Auditor, Fan's Inc. (currently FANTAS technology Inc.) (to present)</p> <p>Aug. 2018 Outside Director (Audit and Supervisory Committee Member), Feedforce Inc. (to present) (currently Feedforce Group Inc.)</p> <p>Aug. 2019 Representative Director, Gaia Co., Ltd. (to present)</p> <p>Oct. 2019 Outside Director, Web Co., Ltd.</p> <p>Apr. 2020 Partner, The Tokyo-Marunouchi Law Offices (to present)</p> <p>June 2021 Outside Director (Audit and Supervisory Committee Member), DAIYA TSUSHO CO., LTD.(currently CAPITA Inc.) (to present)</p> <p>Dec. 2021 Outside Director (Audit and Supervisory Committee Member), STYLE PORT Inc. (to present)</p>	-
<p>[Reason for nomination as candidate for Outside Director] Mr. Katsunori Ura is extremely knowledgeable in corporate management, based on his extensive experience and high level of insight as an attorney, as well as his experience serving as Outside Director of other companies. He draws on his knowledge to appropriately advise and make recommendations in important decision-making by the Board of Directors. With the belief that he will continue to provide beneficial advice to the Company's management, the Company requests his election as Outside Director.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions		Number of shares of the Company held
6	<p>Gideon Franklin (June 28, 1962)</p> <p>[Reappointment] [Candidate for Outside Director] [Independent Director]</p> <p>[Attendance at the Board of Directors meetings] 95%</p>	Sep. 1984	Joined Cazenove (currently JPMorgan Chase & Co.)	-
		Oct. 1986	Joined UBS Phillips & Drew (currently UBS AG)	
		Jan. 1993	Director, Schweizerische Bankgesellschaft (Deutschland) AG (currently UBS Europe SE)	
		Feb. 1994	Managing Director, Morgan Stanley Group Inc. (currently Morgan Stanley)	
		Jan. 2004	Outside Director, Culham Prints and Drawings Ltd.	
		July 2006	President, Gideon Franklin Limited	
		Nov. 2007	Managing Director, Mizuho International plc	
		Aug. 2013	CEO, Gideon Franklin Limited (to present)	
		June 2019	Outside Director, MCJ Co., Ltd. (to present)	
		Apr. 2021	CEO, Culham Prints and Drawings Ltd (to present)	
Apr. 2022	Outside Director, UMI Technology Holdings PLC (to present)			
<p>[Reason for nomination as candidate for Outside Director] Mr. Gideon Franklin is extremely knowledgeable in corporate management, based on his extensive experience as analyst, M&A advisor, and corporate manager of global financial institutions. He draws on his knowledge to appropriately advise and make recommendations in important decision-making by the Board of Directors. With the belief that he will continue to provide beneficial advice to the Company's management, the Company requests his election as Outside Director.</p>				
7	<p>Shoichi Miyatani (February 1, 1957)</p> <p>[Reappointment] [Candidate for Outside Director] [Independent Director]</p> <p>[Attendance at the Board of Directors meetings] 100%</p>	Apr. 1979	Joined NISSAN MOTOR CO., LTD.	-
		Jan. 2000	Head of Africa and Iran Department, NISSAN MOTOR CO., LTD.	
		Apr. 2003	Head of Sales Department VI, Japan Sales Division, NISSAN MOTOR CO., LTD.	
		Apr. 2004	Vice President, NISSAN MOTOR CO., LTD.	
		Jan. 2006	Corporate Officer, NISSAN MOTOR CO., LTD.	
		Apr. 2010	President, Nissan Motorsports International Co., Ltd. (currently NISSAN MOTORSPORTS & CUSTOMIZING CO., LTD.)	
		Apr. 2012	President and Chief Executive Officer (CEO), AUTECH JAPAN, Inc. (currently NISSAN MOTORSPORTS & CUSTOMIZING CO., LTD.)	
		June 2016	Outside Statutory Auditor, NISSAN SHATAI CO., LTD.	
		Apr. 2018	Executive Director, MM Group Holdings Co., Ltd.	
		Apr. 2019	Vice President, MM Group Holdings Co., Ltd.	
Apr. 2021	Representative Director & President, MM Group Holdings Co., Ltd. (to present)			
Apr. 2021	Representative Director & President, MM Creative Connect Co., Ltd. (to present)			
June 2021	Outside Director, MCJ Co., Ltd. (to present)			
<p>[Reason for nomination as candidate for Outside Director] Mr. Shoichi Miyatani is extremely knowledgeable in corporate management, based on his extensive experience as corporate manager of companies engaged in the development of businesses globally. With the belief that he will provide beneficial advice on the Group's overseas expansion and its corporate governance as well as on overall management, the Company requests his election as Outside Director.</p>				

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
8	Unemi Yamaguchi (November 26, 1962) [Reappointment] [Candidate for Outside Director] [Independent Director] [Attendance at the Board of Directors meetings] 100%	<p>Apr. 1985 Joined John Swire & Sons (Japan) Ltd.</p> <p>June 1993 Section chief, Sales Promotion Section, Sales Headquarters, Apple Computer Co., Ltd. (currently Apple Japan, Inc.)</p> <p>Jan. 1998 Head of Corporate Planning Headquarters Advertising Department, Compaq Computer Co., Ltd. (currently HP Japan Inc.)</p> <p>Oct. 2002 Head of Marketing Headquarters, Japan People Software Co., Ltd. (currently Oracle Corporation Japan)</p> <p>July 2003 Head of Consumer Business Headquarters Marketing Department, Japan Telecom Co., Ltd. (currently SoftBank Group Corp.)</p> <p>June 2005 Head of New Business Development Department, LogiCool Co., Ltd.</p> <p>Feb. 2008 General Manager, General Business Marketing General Headquarters, Microsoft Co., Ltd. (currently Microsoft Japan Co., Ltd.)</p> <p>July 2010 Head of Partner Business Promotion Department, Partner Sales Headquarters, EMC Japan Co., Ltd. (currently Dell Technologies Japan Inc.)</p> <p>Jan. 2018 Executive Officer, Secondary Business General Manager, ICT Business Headquarters, Ricoh Company, Ltd.</p> <p>Apr. 2018 Representative Director, Ricoh IT Solutions Co., Ltd.</p> <p>Apr. 2020 Representative, U. Academy (to present)</p> <p>June 2022 Outside Director, MCJ Co., Ltd. (to present)</p>	-
<p>[Reason for nomination as candidate for Outside Director] Ms. Unemi Yamaguchi has extensive experience in business planning, marketing, and project management operations at global companies within the ICT field, as well as thorough knowledge of corporate management from her work. We request her appointment as an outside director in recognition for the beneficial advice she has provided to the Group regarding general management issues, growth strategy, and future business expansion.</p>			

(Notes)

1. There are no special interests between the candidates and the Company.
2. 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, designating Directors, Auditors, executive officers and employees in managerial or supervisory positions at the Company (hereinafter “Directors, etc.”) as well as Directors, etc. of the Company's subsidiaries as the insured. In the event of the Directors, etc. being liable for damages arising from their duties, the said insurance contract shall compensate for damages and legal expenses to be borne by them. Provided, however, that there are certain exemptions so that the appropriateness of the execution of duties by the Directors, etc. is not impaired; for example, damage caused as a result of any conduct committed while knowing that the conduct is in violation of laws and regulations shall not be covered. The candidates for Directors will be insured under the insurance contract.
The Company bears the entire premium. The term of the contract is one year, and the Company plans to renew the contract before its expiration in accordance with the resolution of the Board of Directors.
3. Roles expected to be played by the candidates for Outside Directors, Mr. Katsunori Ura, Mr. Gideon Franklin, Mr. Shoichi Miyatani, and Ms. Unemi Yamaguchi, if elected as Outside Directors of the Company
The Company expects Outside Directors to assume the roles and responsibilities of: reviewing, from the perspective of general shareholders independent of the management team, if the business plans and strategies for achieving such plans developed by the management team in charge of the execution of business operations are acceptable or not, and providing beneficial advice based on his/her insight that he/she acquired through his/her experience in corporate management in other companies; verifying and evaluating the validity of the outcomes of the management, and appropriately reflecting the evaluation results in the election and dismissal of the management team members and decision on their remuneration; and supervising important decision-making of the Board of Directors and proposals from the management team in terms of whether there are any issues including conflicts of interests and biased decisions.
4. Terms of office of Outside Directors of the Company
 - 1) At the conclusion of this General Meeting of Shareholders, Mr. Katsunori Ura will have served 8 years as Outside Director of the Company.

- 2) At the conclusion of this General Meeting of Shareholders, Mr. Gideon Franklin will have served 4 years as Outside Director of the Company.
 - 3) At the conclusion of this General Meeting of Shareholders, Mr. Shoichi Miyatani will have served 2 years as Outside Director of the Company.
 - 4) At the conclusion of this General Meeting of Shareholders, Ms. Unemi Yamaguchi will have served 1 year as Outside Director of the Company.
5. Liability limitation agreement with Outside Directors
Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into agreements with Mr. Katsunori Ura, Mr. Gideon Franklin, Mr. Shoichi Miyatani and Ms. Unemi Yamaguchi to limit their liability for damages under Article 423, Paragraph 1 of the same Act. The maximum amount of liability for damages pursuant to the aforesaid agreement is the greater of a predetermined amount of ¥300,000 or more or an amount stipulated by laws and regulations. If their reelection is approved, the Company plans to continue the said agreements with them.
6. Independent Director
Mr. Katsunori Ura, Mr. Gideon Franklin, Mr. Shoichi Miyatani and Ms. Unemi Yamaguchi are Independent Directors as stipulated by the Tokyo Stock Exchange and are registered as such at the said exchange. If their reelection is approved, the Company plans to continue their designation as Independent Directors.

Proposal 3: Election of Three (3) Auditors

The terms of office of all three (3) Auditors and one (1) Provisional Company Auditor will expire at the conclusion of this General Meeting of Shareholders.

Accordingly, the Company requests the election of three (3) Auditors.

The Board of Auditors has agreed to this proposal.

The candidates for Auditors are as follows:

No.	Name		Gender	Current Positions in the Company
1	Hikaru Miyamoto	[New appointment]	Male	Provisional Company Auditor
2	Hiroyuki Aso	[Reappointment] [Candidate for Outside Auditor] [Independent Auditor]	Male	Auditor
3	Kazuma Yasuda	[Reappointment] [Candidate for Outside Auditor] [Independent Auditor]	Male	Auditor

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
1	<p>Hikaru Miyamoto (November 30, 1964)</p> <p>[New appointment]</p> <p>[Attendance at the Board of Directors meetings] 100%</p>	<p>Apr. 1987 Joined SRG Standby Co., Ltd.</p> <p>June 1991 Goodwill Co., Ltd. (acquired by UNIT.COM INC.)</p> <p>Dec. 2006 Director, Goodwill Co., Ltd.</p> <p>Oct. 2012 General Manager, Amusement Department, UNIT.COM INC.</p> <p>June 2013 Director, Gotanda Denshi Co., Ltd. (currently GDX Co., Ltd.)</p> <p>Aug. 2013 Director, Iscorporation, Co., Ltd. (currently aprecio Co., Ltd.)</p> <p>Jan. 2014 Director, General Manager, FC & POS Development Department, aprecio Co., Ltd.</p> <p>Apr. 2014 Director, General Manager, Operation & Development Department, aprecio Co., Ltd.</p> <p>June 2018 Director, General Manager, Product Department, aprecio Co., Ltd.</p> <p>June 2018 Director, MID Inc.</p> <p>Dec. 2022 Provisional Company Auditor, MCJ Co., Ltd. (to present)</p> <p>Dec. 2022 Auditor, Mouse Computer Co., Ltd. (to present)</p> <p>Dec. 2022 Auditor, UNIT.COM INC. (to present)</p> <p>Dec. 2022 Auditor, aprecio Co., Ltd. (to present)</p> <p>Dec. 2022 Auditor, MID Inc. (to present)</p> <p>Dec. 2022 Auditor, ark Co LTD. (to present)</p>	-
<p>[Reason for nomination as candidate for Auditor] Mr. Hikaru Miyamoto has served as Director of the group companies of the Company for many years, from which he gained track record in corporate management as well as thorough knowledge of the Company's business operation. Since his appointment as Provisional Company Auditor in December 2022, he has been leveraging his extensive experience and knowledge to perform his responsibility as Auditor. With the expectation that he will leverage his extensive experience and knowledge to monitor the management in general and perform audit properly, the Company requests his election as Auditor. Mr. Hikaru Miyamoto will be selected as Permanent Auditor.</p>			

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions		Number of shares of the Company held
2	Hiroyuki Aso (August 18, 1964) [Reappointment] [Candidate for Outside Auditor] [Independent Auditor] [Attendance at the Board of Directors meetings] 100%	Apr. 1988	Joined Recruit Holdings Co., Ltd.	138,400
		Jan. 2000	Founded Aso Certified Tax Accountant Office (to present)	
		June 2001	Director, BeMap. Inc.	
		June 2002	Outside Auditor, MCJ Co., Ltd. (to present)	
		May 2005	Auditor, Synnex Co., Ltd. (currently Tekwind Co., Ltd.) (to present)	
		Oct. 2006	Auditor, Mouse Computer Co., Ltd. (to present)	
		June 2008	Outside Auditor, Glass Cube Co., Ltd. (to present)	
		Mar. 2020	Director, Japan Perfect Seitai Association (to present)	
		Apr. 2020	Outside Auditor, Studio Bros Inc. (to present)	
		Dec. 2022	Outside Auditor, Modeling bros Inc. (to present)	
Mar. 2023	Accounting advisor, Gakusai Co., Ltd. (to present)			
[Reason for nomination as candidate for Outside Auditor] Mr. Hiroyuki Aso, as certified tax accountant, is highly knowledgeable in finance and accounting, and has profound expertise in corporate management, based on his experience serving as director and auditor of other companies. He has been leveraging his extensive experience and insight to contribute to the enhancement of the supervisory function of the Board of Directors and the Board of Auditors through his useful remarks at the Board of Directors and the Board of Auditors. With the expectation that he will leverage his extensive experience and knowledge to monitor the management in general and perform audit properly, the Company requests his reelection as Outside Auditor.				
3	Kazuma Yasuda (September 11, 1946) [Reappointment] [Candidate for Outside Auditor] [Independent Auditor] [Attendance at the Board of Directors meetings] 100%	Apr. 1969	Joined Cosmo Securities Co., Ltd. (currently IwaiCosmo Securities Co., Ltd.)	105,400
		June 1996	Director, Cosmo Securities Co., Ltd. (currently IwaiCosmo Securities Co., Ltd.)	
		Apr. 1998	Managing Director, Cosmo Information Center Co., Ltd. (acquired by FUJITSU Limited)	
		Apr. 1999	Director, FUJITSU FSO LIMITED (acquired by FUJITSU Limited)	
		Sep. 1999	Executive Director, Morgan Stanley Japan Limited (currently Morgan Stanley MUFG Securities Co., Ltd.)	
		Dec. 2001	Head of Sales Department, Prudential Financial Advisors Securities Co., Ltd. (currently Capital Partners Securities Co., Ltd.)	
		July 2003	Director, FUJI SECURITY COMPANY (currently FUJI DR SECURITY Co., LTD.)	
		Apr. 2005	Executive Officer & Head of Security Service Department, FUJI SECURITY COMPANY (currently FUJI DR SECURITY Co., LTD.)	
		June 2007	Outside Auditor, MCJ Co., Ltd. (to present)	
		[Reason for nomination as candidate for Outside Auditor] Mr. Kazuma Yasuda is highly knowledgeable in finance and corporate finance in general, and has profound expertise in corporate management, based on his experience serving as director of other companies. He has been leveraging his extensive experience and insight to contribute to the enhancement of the supervisory function of the Board of Directors and the Board of Auditors through his useful remarks at the Board of Directors and the Board of Auditors. With the expectation that he will leverage his extensive experience and knowledge to monitor the management in general and perform audit properly, the Company requests his reelection as Outside Auditor.		

(Notes)

1. There are no special interests between the candidates and the Company.
2. 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, designating Directors, Auditors, executive officers and employees in managerial or supervisory positions at the Company (hereinafter "Directors, etc.") as well as Directors, etc. of the Company's subsidiaries as the insured. In the event of the Directors, etc. being liable for damages arising from their duties, the said insurance contract shall compensate for damages and legal expenses to be borne by them. Provided, however, that there are certain exemptions so that the appropriateness of the execution of duties by the Directors, etc. is not impaired; for example, damage caused as a result of any conduct committed while knowing that the conduct is in violation of laws and regulations shall not be covered. The candidates for Auditors will be insured under the insurance contract.

The Company bears the entire premium. The term of the contract is one year, and the Company plans to renew the contract before its expiration in accordance with the resolution of the Board of Directors.

3. Mr. Hiroyuki Aso and Mr. Kazuma Yasuda are candidates for Outside Auditors.
4. Terms of office of Outside Auditors of the Company
 - 1) At the conclusion of this General Meeting of Shareholders, Mr. Hiroyuki Aso will have served 21 years as Outside Auditor of the Company.
 - 2) At the conclusion of this General Meeting of Shareholders, Mr. Kazuma Yasuda will have served 16 years as Outside Auditor of the Company.
5. Liability limitation agreement with Auditors
If the reelection of Mr. Hiroyuki Aso and Mr. Kazuma Yasuda is approved, the Company, pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, plans to continue the agreement with them to limit their liability for damages under Article 423, Paragraph 1 of the same Act. The maximum amount of liability for damages pursuant to the aforesaid agreement is the greater of a predetermined amount of ¥300,000 or more or an amount stipulated by laws and regulations.
6. Independent Auditors
Mr. Hiroyuki Aso and Mr. Kazuma Yasuda are Independent Auditors as stipulated by the Tokyo Stock Exchange and are registered as such at the said exchange. If their reelection is approved, the Company plans to continue their designation as Independent Auditors.

(Reference)

Major skills (knowledge, ability and experience) and specialties of the candidates for Directors and Auditors

No.	Name	Position and Role at the Company	Major Skills and Specialties							
			Corporate Management	Experience in Core Business and Industry	Global Experience	Finance & Accounting	Legal & Compliance	Personnel & Talent Development	IT & Digital	ESG (Environmental, Social, and Governance)
1	Yuji Takashima	Representative Director, Chairman CEO	•	•					•	
2	Motoyasu Yasui	Representative Director, President, and COO	•	•	•	•				•
3	Takeshi Asagai	Director Chief Administrative officer	•				•	•		•
4	Kenji Ishito	Director CFO	•			•	•			
5	Katsunori Ura	Outside Director Advisory Member	•				•			•
6	Gideon Franklin	Outside Director Advisory Member	•		•	•				•
7	Shoichi Miyatani	Outside Director Advisory Member	•		•			•	•	•
8	Unemi Yamaguchi	Outside Director Advisory Member	•	•	•			•	•	
9	Hikaru Miyamoto	(New Appointment) Provisional Company Auditor	•	•					•	
10	Hiroyuki Aso	Outside Auditor Advisory Member	•			•				•
11	Kazuma Yasuda	Outside Auditor Advisory Member	•		•			•		•

(Notes)

1. The skills in the above table do not represent all the skills and specialties that each person possesses.
2. Candidate No. 9 Mr. Hikaru Miyamoto is a new candidate for Auditor.

(Reference)

Standards for Independence for Election of Outside Directors or Outside Auditors

The Company established the following requirements as standards to determine whether Outside Directors or Outside Auditors (hereinafter referred to collectively as “Outside Officers”) are qualified to be regarded as independent of the Company's management with no concerns of conflict of interests with general shareholders.

1. An Outside Officer shall not be a person who is, or who has been within the 10 years preceding appointment, an executive director, executive officer, manager or other employee (hereinafter referred to collectively as “Executive, etc.”) of the Company or its current affiliated company (hereinafter referred to collectively as the “Group”), or be a spouse, relative within the second degree of kinship or cohabiting relative of such person.
2. An Outside Officer shall not be a person who falls under any of the following categories.
 - 1) A person who is, or who has been within the last 5 years, an Executive, etc. of a company that is currently a major shareholder (a shareholder holding 10% or more of voting rights; the same applies below) of the Company
 - 2) A person who is, or has been within the last 5 years, an Executive, etc. of a company for which the Company is currently a major shareholder
 - 3) A person who has directly received ¥10 million or more of remuneration or monies or other properties, including as a consideration for execution of business or transaction, from the Group in any of the last 5 fiscal years

Note that the actual situation will be carefully reviewed if the person indirectly received such remuneration, monies or other properties.

- 4) An Executive, etc. of a company or other entity whose amount of payment or receipt of consideration for business or transactions with the Group accounts for 2% or more of the annual consolidated gross sales of the company or other entity in any of the last 5 fiscal years
- 5) An Executive, etc. of a company or other entity that has received donations or subsidies of ¥10 million or more from the Group in any of the last 5 fiscal years
- 6) An Executive, etc. of a company or other entity or its subsidiary that accepts a director or auditor from the Group
- 7) An Executive, etc. of a financial institution or other major creditor that is critical for the Company's financing and upon which the Company is dependent to a degree that it is irreplaceable (hereinafter referred to as “Major Creditor, etc.”), or a person who was an Executive, etc. of a current Major Creditor, etc. of the Company within the last 3 years
- 8) A certified public accountant currently serving as Accounting Auditor of the Group, or a member, partner or employee of an audit corporation currently serving as Accounting Auditor of the Group
- 9) A certified public accountant who served as Accounting Auditor of the Group within the last 3 years, or a member, partner or employee of an audit corporation that served as Accounting Auditor of the Group within the last 3 years who was actually in charge of auditing of the Group (including those who have already resigned or retired)
- 10) An attorney, certified public accountant, tax accountant or other consultant who does not fall under the category of 8) or 9) above, and who has received ¥10 million or more per year of monetary or other property benefits other than remuneration as an officer from the Group in any of the last 3 fiscal years
- 11) A person who is a member, partner or employee of a law firm, audit corporation, tax accountant corporation, consulting firm or other professional advisory firm (hereinafter referred to collectively as “Firm”) that does not fall under the category of 8) or 9) above, that has received payment of 2% or more of its consolidated gross sales from the Group in the immediately preceding fiscal year, and that has the Group as its major client
- 12) A spouse, relative within the second degree of kinship or cohabiting relative, or a person similar to the foregoing, of a person stipulated in any of 1) through 7) above (excluding employees) (“A person similar to the foregoing” means a person who has a relationship, such as having a personal interest, that is reasonably considered to prevent him/her from fulfilling his/her duties as Independent Director or Independent Auditor; the same applies below)

- 13) A spouse, relative within the second degree of kinship or cohabiting relative, or a person similar to the foregoing, of a person stipulated in any of 8) through 11) above
3. An Outside Officer shall not be an interested individual who shares the same livelihood as those falling under 1 above.
4. In addition, an Outside Officer shall not have any other circumstances that are reasonably considered to prevent him/her from fulfilling his/her duties as Independent Director or Independent Auditor.
5. An Outside Officer shall continue to maintain the requirements for independence and neutrality stipulated in 1 through 4 above after assuming the office.