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Stock Exchange Code 9119  
June 2, 2023

**To Shareholders with Voting Rights:**

Yusuke Otani  
President and Representative Director  
IINO KAIUN KAISHA, LTD.  
2-1-1 Uchisaiwaicho, Chiyoda-ku, Tokyo

## **NOTICE OF THE 132nd ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We are pleased to announce that the 132nd Annual General Meeting of Shareholders of IINO KAIUN KAISHA, LTD. (the “Company”) will be held for the purposes as described below.

In convening this year’s General Meeting of Shareholders, the Company has taken electronic provision measures and posted the matters subject to electronic provision measures on the following websites:

[Company website]  
[https://www.iino.co.jp/kaiun/english/ir/stock\\_meeting.html](https://www.iino.co.jp/kaiun/english/ir/stock_meeting.html)

[Tokyo Stock Exchange website]  
<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>  
Please access the above website, enter “IINO KAIUN” in the “Issue name (company name)” field or the Company’s stock exchange code “9119” in the “Code” field to run a search, and select “Basic information” and then “Documents for public inspection/PR information” to view the matters subject to electronic provision measures in the section of “Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting” under “Filed information available for public inspection.”

If you do not attend the meeting, you can exercise your voting rights via the Internet or in writing (via post), etc. Please review the Reference Documents for the General Meeting of Shareholders included in the matters subject to electronic provision measures, and exercise your voting rights.

**1. Date and Time:** Wednesday, June 28, 2023 at 10:00 a.m. Japan time

**2. Place:** IINO Hall (IINO Building, 4F)  
2-1-1 Uchisaiwaicho, Chiyoda-ku, Tokyo

**3. Meeting Agenda:**

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company's 132nd Fiscal Year (April 1, 2022 - March 31, 2023) and results of audits by the Accounting Auditor and the Board of Auditors of the Consolidated Financial Statements
  2. Non-consolidated Financial Statements for the Company's 132nd Fiscal Year (April 1, 2022 - March 31, 2023)

**Proposals to be resolved:**

- Proposal 1:** Distribution of Surplus  
**Proposal 2:** Partial Amendments to the Articles of Incorporation  
**Proposal 3:** Election of 8 Directors  
**Proposal 4:** Election of 1 Auditor

End

- ◆ If you do not indicate your approval or disapproval of a proposal on the Voting Rights Exercise Form, it will be treated as if you have indicated your approval.
- ◆ For this year's General Meeting of Shareholders, we will uniformly send all shareholders the paper copy containing the matters subject to electronic provision measures, regardless of whether or not it has been requested. The following items, however, are not provided in the sent paper copy in accordance with laws and regulations and the Company's Articles of Incorporation.
  - i. "Basic Policy regarding Persons Controlling the Company's Decisions concerning Financial and Business Policies" in the Business Report
  - ii. "Systems to Ensure the Appropriateness of Operations, 1. System to ensure that the performance of duties by Directors is in compliance with laws and regulations as well as the Articles of Incorporation and other systems to ensure the appropriateness of operations, 2. Outline of the operational status of the systems to ensure the appropriateness of operations" in the Business Report
  - iii. "Consolidated Statement of Change in Equity" and "Notes to Consolidated Financial Statements" in the Consolidated Financial Statements
  - iv. "Non-consolidated Statement of Changes in Equity" and "Notes to Non-consolidated Financial Statements" in the Non-consolidated Financial StatementsThe paper copy is a portion of the documents audited by Auditors and the Accounting Auditor in the preparation of their audit reports.
- ◆ If there are any revisions to the matters subject to electronic provision measures, we will make an announcement to that effect and post the information on how the matters have been revised on the websites of the Company and TSE.

# Reference Documents for the General Meeting of Shareholders

## Proposals and References

### Proposal 1: Distribution of Surplus

The Company proposes a distribution of surplus as follows.

#### Items Related to the Year-end Dividend

The Company has positioned shareholder return as a priority management issue. In addition, the Company's basic policy is to maintain stable and continuous dividends from a long-term perspective, while securing internal reserves to strengthen the business foundation in response to changes in the business environment and using the secured funds for new investments aimed at the Company's sustainable growth to enhance shareholder value.

Furthermore, from the 130th Fiscal Year, in addition to the existing basic policy of maintaining stable dividends, the Company made it its new basic policy to maintain dividends with the target dividend payout ratio of 30% to the consolidated business results with an aim to increase the linkage between dividend amounts and profit growth.

Comprehensively taking into consideration business performance in the fiscal year under review, the business environment, and other factors, the Company proposes a year-end dividend for the fiscal year under review of 38 yen per share. As a result, the annual dividend for the fiscal year under review will be 65 yen per share, including the interim dividend of 27 yen per share.

(1) Type of dividend property

Cash

(2) Items related to the allocation of dividend property and its total amount

38 yen per share of common stock in the Company

Total of 4,020,555,268 yen

(3) Date the distribution of surplus comes into effect

June 29, 2023

**Proposal 2:** Partial Amendments to the Articles of Incorporation

1. Reasons for amendments

To clarify the Company's business in line with its current state and address the future expansion and diversification of business areas, the Company proposes to add and delete business purposes in Article 2 (Purpose) of the current Articles of Incorporation.

2. Details of amendments

The details of the amendments are as follows.

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed Amendments
(Purpose)	(Purpose)
Article 2 The Company shall be engaged in the following lines of businesses as its purpose:	Article 2 (Unchanged)
1) The marine transportation business;	1) (Unchanged)
2) The shipping agent business;	2) (Unchanged)
3) The sale and purchase, lease, management, brokering and appraisal of real estate;	3) (Unchanged)
4) The operation of rental halls and rental meeting rooms;	4) (Unchanged)
<u>5) Sales of tobaccos, liquors, and local products such as china, lacquer, etc. accompanied with management of real estate;</u>	(Deleted)
6) Planning and supervision of construction and engineering work, and contracting;	<u>5) Planning and supervision of construction and engineering work, and contracting;</u>
7) The warehousing business;	<u>6) The warehousing business;</u>
<u>8) The operation of convenience stores;</u>	(Deleted)
<u>9) The operation of sports facilities;</u>	(Deleted)
<u>10) The operation of restaurants;</u>	<u>7) The operation of restaurants;</u>
<u>11) The operation of photo studios;</u>	<u>8) The operation of photo studios;</u>
<u>12) The import, purchase and sale of food-stuffs;</u>	(Deleted)
<u>13) Dispatching/placement business of marine personnel/staff;</u>	<u>9) Dispatching/placement business of marine personnel/staff;</u>
(New)	<u>10) Lending of funds, guarantees and investments to other businesses</u>
(New)	<u>11) Businesses related to renewable energy and greenhouse gas emissions trading; and</u>
<u>14) Any and all business relating or incidental to any of the foregoing items.</u>	<u>12) Any and all businesses relating or incidental to any of the foregoing items</u>

(\*) The Company proposes to: delete each item of 5) Sale of local products such as cigarettes, alcoholic beverages, and ceramics and lacquerwares associated with real estate management, 8) Management of convenience stores, 9) Management of sports facilities, and 12) Import, purchase and sale of food products in the current Article 2 of the Articles of Incorporation; shift the item numbers up; and add "Lending of funds, guarantees and investments to other businesses" to 10) and "Businesses related to renewable energy and greenhouse gas emissions trading" to 11) in the new Article 2 of the Articles of Incorporation.

**Proposal 3:** Election of 8 Directors

The terms of office of 8 Directors, Yusuke Otani, Akihiko Okada, Ryuichi Osonoe, Tomoshige Jingu, Hiromi Tosha, Kei Oe, Yasuyuki Yoshida and Mari Miyoshi, will expire at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, the election of 8 Directors is proposed.

The candidates for Director are as follows.

For shareholders' reference, the "Criteria Relating to the Independence and Qualifications of Outside Directors and Auditors" are provided.

No.	Name	Gender	Current positions at the Company	Candidate attributes
1	Yusuke Otani	Male	President and Representative Director President Executive Officer	Reappointment
2	Akihiko Okada	Male	Representative Director Senior Managing Executive Officer	Reappointment
3	Ryuichi Osonoe	Male	Director Senior Managing Executive Officer	Reappointment
4	Osamu Fushida	Male	Executive Officer Commission of General Manager of Finance & Accounting Department	New appointment
5	Kei Oe	Male	Outside Director	Reappointment Independent Outside
6	Mari Miyoshi	Female	Outside Director	Reappointment Independent Outside
7	Tomonori Nonomura	Male		New appointment Independent Outside
8	Shizuyo Takahashi	Female		New appointment Independent Outside

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1	<p><u>Reappointment</u></p> <p>Yusuke Otani (September 16, 1967) Male</p> <p>[Attendance at the Board of Directors meetings] 100% (23 out of 23 meetings)</p>	<p>April 1991      Joined the Company</p> <p>June 2010      Manager, Sales Group of IINO Gas Transport Co., Ltd.</p> <p>June 2012      Manager, Gas Carrier Group of the Company</p> <p>June 2014      Representative, Dubai Representative Office</p> <p>June 2016      General Manager of Corporate Planning &amp; General Affairs Department</p> <p>June 2017      General Manager of Corporate Planning Department and Business Development Department</p> <p>June 2018      Executive Officer; Commission of General Manager of Corporate Planning Department</p> <p>June 2019      Executive Officer; in charge of Office Leasing &amp; Operation Department and Property Development Planning Department</p> <p>June 2020      Director; Executive Officer; in charge of Office Leasing &amp; Operation Department and Property Development Planning Department</p> <p>June 2021      Director; Managing Executive Officer; in charge of Corporate Planning Department, Business Administration Department and Stakeholder Relations Department</p> <p>June 2022      Director; Managing Executive Officer; in charge of Corporate Planning Department, Stakeholder Relations Department and Sustainability Promotion Department; Management of Business Administration Department</p> <p>April 2023      President and Representative Director; President Executive Officer (to present)</p> <p>&lt;Significant concurrent positions&gt; President and Representative Director of IINO Enterprises Co., Ltd.</p>	27,000
<p>[Reason for nomination as candidate]</p> <p>Mr. Yusuke Otani has abundant experience and achievements in the gas carrier division, general affairs &amp; planning division, and property business division. Serving as President and Representative Director and President Executive Officer of the Company since April 2023, he is striving to strengthen corporate governance of the Company. The Company has judged that the knowledge and experience he has developed thus far will contribute to the enhancement of corporate value, and therefore proposes 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	<p><u>Reappointment</u></p> <p>Akihiko Okada (December 21, 1959) Male</p> <p>[Attendance at the Board of Directors meetings] 100% (23 out of 23 meetings)</p>	<p>April 1983      Joined the Company</p> <p>October 2008    Manager, Finance and Accounting Group</p> <p>June 2011      Executive Officer; Commission of Manager, Finance Group</p> <p>June 2012      Director; Executive Officer; Commission of Manager, Corporate Planning &amp; General Affairs Group</p> <p>June 2014      Director; Executive Officer; in charge of Property Business Department</p> <p>June 2016      Director; Managing Executive Officer; in charge of Corporate Planning &amp; General Affairs Department</p> <p>June 2018      Representative Director; Senior Managing Executive Officer; Management of Corporate Planning Department, Business Development Department, Human Resources Department, and Finance &amp; Accounting Department; in charge of Business Administration Department</p> <p>June 2020      Representative Director; Senior Managing Executive Officer; Management of Human Resources Department and Business Administration Department; in charge of Corporate Planning Department and Stakeholder Relations Department</p> <p>June 2021      Representative Director; Senior Managing Executive Officer; in charge of Human Resources Department; Management of Business Administration Department, Stakeholder Relations Department, Office Leasing &amp; Operation Department and Property Development Planning Department</p> <p>June 2022      Representative Director; Senior Managing Executive Officer; in charge of Human Resources Department; Management of Office Leasing &amp; Operation Department and Property Development Planning Department</p> <p>April 2023      Representative Director; Senior Managing Executive Officer; in charge of Human Resources Department, Corporate Planning Department, Stakeholder Relations Department and Sustainability Promotion Department; Management of Business Administration Department, Office Leasing &amp; Operation Department and Property Development Planning Department (to present)</p> <p>&lt;Responsibilities in the Company&gt; In charge of Human Resources Department, Corporate Planning Department, Stakeholder Relations Department and Sustainability Promotion Department Management of Business Administration Department, Office Leasing &amp; Operation Department and Property Development Planning Department</p> <p>&lt;Significant concurrent positions&gt; President and Representative Director, IINO Hall Co., Ltd.</p>	54,800
<p>[Reason for nomination as candidate] Mr. Akihiko Okada has abundant experience and knowledge in the accounting &amp; finance division, general affairs &amp; planning division, and property business division. Having served as Director and Senior Managing Executive Officer of the Company since June 2018, he makes decisions regarding important management matters and supervises the execution of business operations, in addition to endeavoring to strengthen corporate governance. The Company has judged that the knowledge and experience he has developed thus far will contribute to the enhancement of corporate value, and therefore proposes 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
3	<p><u>Reappointment</u></p> <p>Ryuichi Osonoe (December 22, 1960) Male</p> <p>[Attendance at the Board of Directors meetings] 100% (23 out of 23 meetings)</p>	<p>October 1985    Joined the Company</p> <p>June 2006    Manager, Marine Transport Business Group V</p> <p>June 2010    Manager, Marine Transport Business Group V; Managing Director, IINO Singapore Pte. Ltd.</p> <p>June 2011    Executive Officer; Commission of Manager, Marine Transport Business Group V of the Company</p> <p>June 2013    Director; Executive Officer; in charge of Chemical Tanker Group</p> <p>June 2016    Director; Managing Executive Officer; in charge of Chemical Tanker Department No. 1 and Chemical Tanker Department No. 2</p> <p>June 2020    Director; Managing Executive Officer; Management of Oil Tanker Department, Gas Carrier Department, Dry Bulk Carrier Department, Chemical Tanker Department No. 1, Chemical Tanker Department No. 2 and Overseas Strategy</p> <p>June 2021    Director; Managing Executive Officer; in charge of Oil Tanker Department; Management of Gas Carrier Department, Dry Bulk Carrier Department, Chemical Tanker Department No. 1, Chemical Tanker Department No. 2 and Business Strategy Department</p> <p>June 2022    Director; Senior Managing Executive Officer; in charge of Business Strategy Department; Management of Oil Tanker Department, Gas Carrier Department, Chemical Tanker Department No. 1, Chemical Tanker Department No. 2 and Dry Bulk Carrier Department (to present)</p> <p>&lt;Responsibilities in the Company&gt; In charge of Business Strategy Department Management of Oil Tanker Department, Gas Carrier Department, Chemical Tanker Department No. 1, Chemical Tanker Department No. 2 and Dry Bulk Carrier Department</p> <p>&lt;Significant concurrent positions&gt; None</p>	51,300
<p>[Reason for nomination as candidate] Mr. Ryuichi Osonoe has abundant experience and knowledge in the chemical tanker division. Having served as Director and Senior Managing Executive Officer of the Company since June 2022, he has further strengthened the sales capabilities of this division. The Company has judged that the knowledge and experience he has developed thus far will contribute to the enhancement of corporate value, and therefore proposes his election as Director.</p>			



No.	Name (Date of birth)	Past experience	Number of shares of the Company held
4	<p><u>New appointment</u></p> <p>Osamu Fushida (August 4, 1967) Male</p> <p>[Attendance at the Board of Directors meetings] -% (- out of - meetings)</p>	<p>April 1991      Joined the Company</p> <p>January 2013    Seconded to IINO Singapore Pte. Ltd.</p> <p>June 2014      Seconded to IINO Singapore Pte. Ltd.; concurrently General Manager of Chemical Tanker Department No. 2, the Company</p> <p>June 2016      General Manager of Chemical Tanker Department No. 1</p> <p>June 2019      General Manager of Finance &amp; Accounting Department</p> <p>June 2020      Executive Officer; in charge of Finance &amp; Accounting Department; Commission of General Manager of Finance &amp; Accounting Department (to present)</p> <p>&lt;Responsibilities in the Company&gt; In charge of Finance &amp; Accounting Department</p> <p>&lt;Significant concurrent positions&gt; None</p>	12,900
<p>[Reason for nomination as candidate]</p> <p>Mr. Osamu Fushida has abundant experience and knowledge in the chemical tanker division and accounting division. Having served as Executive Officer of the Company since June 2020, he manages the accounting and finance of the Group. The Company has judged that the knowledge and experience he has developed thus far will contribute to the enhancement of corporate value, and therefore proposes his election as Director.</p>			
5	<p><u>Reappointment</u> <u>Independent</u> <u>Outside</u></p> <p>Kei Oe (August 9, 1948) Male</p> <p>[Attendance at the Board of Directors meetings] 100% (23 out of 23 meetings)</p>	<p>April 1973      Joined Asahi Chemical Industry Co., Ltd. (currently, Asahi Kasei Corp.)</p> <p>June 2000      General Manager of Medical Sales Promotion Department</p> <p>April 2004      Director, Asahi Kasei Pharma Corp.</p> <p>April 2006      Representative Director, President, Asahi Kasei Pharma Corp.</p> <p>April 2008      Advisor, Asahi Kasei Pharma Corp.</p> <p>June 2010      Retired as Advisor of Asahi Kasei Pharma Corp.</p> <p>June 2015      Outside Director, the Company (to present)</p> <p>&lt;Significant concurrent positions&gt; None</p>	25,600
<p>[Reason for nomination as Outside Director candidate and expected role]</p> <p>Leveraging the abundant experience and knowledge that he has cultivated through his many years of service as a corporate manager, Mr. Kei Oe has been providing appropriate advice for management of the Company from various aspects and exercising management oversight from an independent standpoint. Considering this, the Company believes Mr. Oe will be able to continue to perform appropriately, as Outside Director, the role of offering opinions from an objective standpoint on management decisions and providing oversight of Directors' performance of duties, and thus proposes his election as Outside Director.</p>			

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
6	<div> <div>Reappointment</div> <div>Independent</div> <div>Outside</div> </div> <p>Mari Miyoshi (March 16, 1958) Female</p> <p>[Attendance at the Board of Directors meetings] 100% (16 out of 16 meetings)</p> <p>* The above data is based on attendance since her appointment as Director. The attendance as Auditor is 100% (7 out of 7 meetings).</p>	<p>April 1980      Joined the Ministry of Foreign Affairs</p> <p>August 2006    Minister, Permanent Mission of Japan to the United Nations</p> <p>August 2008    Minister, Embassy of Japan in Germany</p> <p>April 2012      Director-General, Sendai (Tohoku) Regional Immigration Bureau, Ministry of Justice</p> <p>January 2014    Director-General, Consular Affairs Bureau, Ministry of Foreign Affairs</p> <p>October 2015    Ambassador Extraordinary and Plenipotentiary to Ireland</p> <p>August 2019    Ambassador Extraordinary and Plenipotentiary (in charge of International Cooperation for Countering Terrorism and International Organized Crime, and in charge of Arctic Affairs)</p> <p>March 2021     Retired from the Ministry of Foreign Affairs</p> <p>June 2021      Outside Auditor, the Company</p> <p>June 2022      Outside Director, the Company (to present)</p> <p>&lt;Significant concurrent positions&gt; Visiting Professor, Graduate School of Public Policy, The University of Tokyo</p>	1,400
<p>[Reason for nomination as Outside Director candidate and expected role]</p> <p>Ms. Mari Miyoshi has abundant experience and knowledge that she has cultivated through her many years of service as a diplomat. After taking office as Outside Auditor of the Company at the 130th Annual General Meeting of Shareholders held in June 2021, she became Outside Director of the Company at the 131st Annual General Meeting of Shareholders held in June 2022. During her appointment as Outside Auditor, she provided appropriate oversight of Directors' execution of duties, and after becoming Outside Director, she has been providing appropriate advice for management of the Company from various aspects and exercising management oversight from an independent standpoint. Considering this, the Company believes that as Outside Director, Ms. Miyoshi will be able to continue to appropriately perform the role of offering opinions from an objective standpoint on management decisions and providing oversight of Directors' performance of duties, and thus proposes her election as Outside Director.</p>			

No.	Name (Date of birth)	Past experience	Number of shares of the Company held
7	<div> <div>New appointment</div> <div>Independent</div> <div>Outside</div> </div> <p>Tomonori Nonomura (March 21, 1958) Male</p> <p>[Attendance at the Board of Directors meetings] -% (- out of - meetings)</p>	<p>April 1981      Joined Sumitomo Cement Co., Ltd. (currently, Sumitomo Osaka Cement Co., Ltd.)</p> <p>June 2009      General Manager of Legal Department, Sumitomo Osaka Cement Co., Ltd.</p> <p>June 2013      Executive Officer, General Manager of Corporate Planning Department and General Manager of Administration Department, Sumitomo Osaka Cement Co., Ltd.</p> <p>June 2018      Representative Director and President, SOC Logistics Co., Ltd.</p> <p>June 2021      Director and Advisor, SOC Logistics Co., Ltd.</p> <p>March 2023      Retired from office of Director and Advisor of SOC Logistics Co., Ltd.</p> <p>&lt;Significant concurrent positions&gt; None</p>	0
<p>[Reason for nomination as Outside Director candidate and expected role]</p> <p>Mr. Tomonori Nonomura has abundant knowledge and experience that he has cultivated as a legal officer of a listed company, as well as abundant knowledge and experience as a corporate manager.</p> <p>Considering this, the Company believes that as Outside Director, Mr. Nonomura will be able to appropriately perform the role of offering opinions from an objective standpoint on management decisions and providing oversight of Directors' performance of duties, especially in the areas of legal affairs/risk management and business strategy/marketing, and thus proposes his election as Outside Director.</p>			
8	<div> <div>New appointment</div> <div>Independent</div> <div>Outside</div> </div> <p>Shizuyo Takahashi (February 24, 1962) Female</p> <p>[Attendance at the Board of Directors meetings] -% (- out of - meetings)</p>	<p>April 1984      Joined Tokyo Branch, The Chase Manhattan Bank (currently, JPMorgan Chase Bank, N.A.)</p> <p>December 1990      Joined Chuo Coopers &amp; Lybrand Consulting Co., Ltd.</p> <p>October 1994      Joined Future System Consulting Corp. (currently, Future Architect, Inc.)</p> <p>January 2016      Joined Business Brain Showa-Ota Inc.</p> <p>July 2017      Joined WELLNET CORPORATION</p> <p>September 2017      Director, WELLNET CORPORATION</p> <p>July 2020      Outside Director, baby calendar Inc. (to present)</p> <p>April 2023      Outside Director, Computer Engineering &amp; Consulting Ltd. (to present)</p> <p>&lt;Significant concurrent positions&gt; Outside Director, baby calendar Inc. Outside Director, Computer Engineering &amp; Consulting Ltd.</p>	0
<p>[Reason for nomination as Outside Director candidate and expected role]</p> <p>Ms. Shizuyo Takahashi has cultivated abundant knowledge and experience through her involvement in digital transformation (DX) and other projects at various types of companies as a consultant with strengths in both business operations and IT. She also possesses broad insight into all aspects of management through her experience as a director of business operating companies.</p> <p>Considering this, the Company believes that as Outside Director, Ms. Takahashi will be able to appropriately perform the role of offering opinions from an objective standpoint on management decisions and providing oversight of Directors' performance of duties, especially in the areas of technology/DX and finance/accounting, and thus proposes her election as Outside Director.</p>			

(Notes)

1. There are no special interests between each candidate and the Company.
2. Mr. Kei Oe, Ms. Mari Miyoshi, Mr. Tomonori Nonomura and Ms. Shizuyo Takahashi are candidates for Outside Director. The Company has notified Tokyo Stock Exchange, Inc. of the appointments of Mr. Kei Oe and Ms. Mari Miyoshi as independent directors. If they are reelected, they are to continue serving as independent directors. Furthermore, if Mr. Tomonori Nonomura and Ms. Shizuyo Takahashi are elected, the Company plans to notify Tokyo Stock Exchange, Inc. of their appointments as independent directors.
3. Mr. Kei Oe and Ms. Mari Miyoshi have entered into agreements with the Company in accordance with Article 427, Paragraph 1 of the Companies Act to limit their liability to the amount stipulated in laws and regulations, provided they have executed their duties in good faith and without gross negligence. If Mr. Kei Oe and Ms. Mari Miyoshi are elected, the Company plans to continue the liability limitation agreements with them. Furthermore, if Mr. Tomonori Nonomura and Ms. Shizuyo Takahashi are elected, they will enter into the liability limitation agreements.

4. The Company has entered into a directors and officers (D&O) liability insurance contract with an insurance company as provided for in Article 430-3, Paragraph 1 of the Companies Act. The insurance policy covers damages that may arise when the insured Director assumes liability for the execution of his or her duties or receives a claim related to the pursuit of such liability. However, there are certain exclusions, such as no coverage for damages arising from gross negligence or willful misconduct. If the candidates are reappointed as Director, each of them will be the insured under the insurance policy, which is to be renewed during their terms of office.
5. The Company has entered into an indemnification agreement with each of Directors and Auditors as provided for in Article 430-2, Paragraph 1 of the Companies Act, under which the Company shall indemnify them for the expenses provided for in item (1) of said paragraph and the loss provided for in item (2) of said paragraph to the extent provided for under laws and regulations; provided, however, that the indemnification agreement has provisos to ensure that the indemnification does not demotivate the indemnified Director or Auditor to appropriately execute his or her duties, such as the provision that the indemnification does not cover expenses or loss arising from malice or gross negligence of the indemnified Director or Auditor in the execution of his or her duties. If Mr. Yusuke Otani, Mr. Akihiko Okada, Mr. Ryuichi Osonoe, Mr. Kei Oe and Ms. Mari Miyoshi are elected, the Company plans to continue the indemnification agreement with them.  
If Mr. Osamu Fushida, Mr. Tomonori Nonomura and Ms. Shizuyo Takahashi are elected, the Company plans to enter into the indemnification agreement with them.
6. Mr. Kei Oe is currently an Outside Director of the Company, and his term of office as Outside Director will be eight (8) years at the conclusion of this year's Annual General Meeting of Shareholders. Ms. Mari Miyoshi is currently an Outside Director of the Company, and her term of office as Outside Director will be one (1) year at the conclusion of the year's Annual General Meeting of Shareholders.
7. If Mr. Tomonori Nonomura is elected, the Company plans to elect him as a member of the Special Committee based on takeover defense measures.

## (Reference) Specialty and Experience of Director Candidates

Skill Matrix of the Company:

In implementing the priority strategies and business foundation strategies in the Mid-term Management Plan for FY2023-2025, the Nomination and Remuneration Committee discussed and selected the below eight skills as “skills (knowledge, experience, and abilities) that the Board of Directors should possess.”

The below table does not list all of the experience and skills of each individual. The skills that are expected from each Director and valued are marked with a circle.

The Board of Directors of the Company shall be an organization that is equipped with the eight skills as a whole, and will practice appropriate management supervision.

	Year of appointment as Director or Auditor	Corporate management	Business strategy / Marketing	Finance / Accounting	Technology / DX	Legal affairs / Risk management	Human resources / Labor affairs	ESG management	Global strategy
<b>Yusuke Otani</b>	2020	●	●			●		●	●
<b>Akihiko Okada</b>	2012	●				●	●	●	
<b>Ryuichi Osonoe</b>	2013		●					●	●
<b>Osamu Fushida</b>	New appointment			●	●			●	
Independent /Outside <b>Kei Oe</b>	2015	●	●						
Independent /Outside <b>Mari Miyoshi</b>	2021							●	●
Independent /Outside <b>Tomonori Nonomura</b>	New appointment		●			●			
Independent /Outside <b>Shizuyo Takahashi</b>	New appointment			●	●				

The reasons for selecting the above skills and their definitions are as follows:

Corporate management	The Company is expanding its business globally. To create both economic value and social value by executing the priority strategies set forth in the Mid-term Management Plan, and to realize the corporate philosophy and perpetual corporate development, officers with management experience at corporations are required.
Business strategy / Marketing	To expand business globally, develop new customers, and accurately respond to diversifying customer needs, officers equipped with experience and know-how in strategic planning and marketing are required.
Finance / Accounting	The Mid-term Management Plan calls for the implementation of business portfolio management. To pursue management with greater focus on capital costs, officers with knowledge and experience in finance and accounting are required.
Technology / DX	The implementation of digital transformation (DX) is part of the business foundation strategies in the Mid-term Management Plan. The use of IT is essential to strengthen the management foundation, enhance cost competitiveness, and execute priority strategies. Therefore, officers equipped with knowledge and experience in IT and DX are required.
Legal affairs / Risk management	As the Company is expanding its business globally, it needs officers who have knowledge and experience of legal systems and various regulations in and outside Japan and are capable of appropriately assessing risks and leading prevention measures and countermeasures.
Human resources / Labor affairs	To maximize corporate value by improving employee engagement through the implementation of human resource strategies, such as securing diverse human resources, officers equipped with knowledge and experience in personnel and labor affairs (or human resources development) are needed.

ESG management	The Company has identified that response to the environment and human rights, the enhancement of governance, etc. are its materiality issues and set social value creation as part of priority strategies and business strategy foundation in the Mid-term Management Plan. Therefore, officers equipped with knowledge and experience in these fields are required.
Global strategy	As the Company is expanding its business globally, to implement the expansion of global business, which is one of the priority strategies in the Mid-term Management Plan, officers equipped with overseas work experience as well as knowledge and experience of overseas business practices are required.

**Proposal 4:** Election of 1 Auditor

In order to strengthen and enhance the audit system, the Company proposes to appoint one additional Auditor.

The Board of Auditors has already given its approval to submission of this proposal.

The candidate for Auditor is as follows.

Name (Date of birth)	Past experience, positions, and significant concurrent positions	Number of shares of the Company held
<p><u>New appointment</u></p> <p>Tomoshige Jingu (February 16, 1961) Male</p> <p>[Attendance at the Board of Directors meetings] 100% (23 out of 23 meetings)</p>	<p>April 1983      Joined The Industrial Bank of Japan, Limited (currently, Mizuho Bank, Ltd.)</p> <p>October 2006    General Manager of Ebisu Branch, Mizuho Bank, Ltd.</p> <p>April 2008      General Manager of Shinjuku Sales Department, Mizuho Corporate Bank, Ltd.</p> <p>April 2011      Executive Officer; General Manager of Nagoya Corporate Banking Division, Mizuho Corporate Bank, Ltd.</p> <p>April 2012      Managing Executive Officer (in charge of Branch Banking Group), Mizuho Bank, Ltd.</p> <p>April 2014      Managing Executive Officer; Head of Human Resources Group, Mizuho Financial Group, Inc.</p> <p>April 2015      Managing Executive Officer (in charge of Corporate Banking), Mizuho Bank, Ltd.</p> <p>May 2016      Advisor, the Company</p> <p>June 2016      Director; Managing Executive Officer; in charge of Finance &amp; Accounting Department</p> <p>June 2020      Director; Managing Executive Officer; Management of Finance &amp; Accounting Department (to present)</p> <p>&lt;Significant concurrent positions&gt; President and Representative Director of IINO Management Data Processing Co., Ltd. President and Representative Director of IINO System Co., Ltd. (Note) Mr. Tomoshige Jingu is scheduled to retire from these positions at the conclusion of the general meetings of shareholders of both companies to be held in June 2023.</p>	44,800
<p>[Reason for nomination as candidate]</p> <p>Mr. Tomoshige Jingu has abundant experience and knowledge in the finance &amp; accounting division of the Company, in addition to abundant business experience and knowledge in financial institutions. Having served as Director and Managing Executive Officer of the Company since June 2016, he manages the accounting and finance of the Group. Considering this, the Company has judged that Mr. Jingu will be able to appropriately perform duties as Auditor, and therefore proposes his election as Auditor.</p>		

(Notes)

1. There are no special interests between the Auditor candidate and the Company.
2. If this proposal is approved and Mr. Tomoshige Jingu takes office as Auditor, the Company plans to enter into an agreement with him in accordance with Article 427, Paragraph 1 of the Companies Act to limit his liability to the amount stipulated in laws and regulations, provided he has executed his duties in good faith and without gross negligence.
3. The Company has entered into a directors and officers (D&O) liability insurance contract with an insurance company as provided for in Article 430-3, Paragraph 1 of the Companies Act. The insurance policy covers damages that may arise when the insured Auditor assumes liability for the execution of his or her duties or receives a claim related to the pursuit of such liability. However, there are certain exclusions, such as no coverage for damages arising from gross negligence or willful misconduct. As Director, Mr. Tomoshige Jingu is the insured under the insurance policy. If Mr. Tomoshige Jingu takes office as Auditor, he will continue to be the insured under the insurance policy, and the insurance policy will be renewed during his term of office.
4. The Company has entered into an indemnification agreement with each of Directors and Auditors as provided for in Article 430-2, Paragraph 1 of the Companies Act, under which the Company shall indemnify them for the expenses provided for in item (1) of said paragraph and the loss provided for in item (2) of said paragraph to the extent provided for under laws and regulations; provided, however, that the indemnification agreement has provisos to ensure that the indemnification does not demotivate the indemnified Director or Auditor to appropriately execute his or her duties, such as the provision that the indemnification does not cover expenses or loss arising from malice or gross negligence of the

indemnified Director or Auditor in the execution of his or her duties. As Director, Mr. Tomoshige Jingu has entered into the indemnification agreement. If Mr. Tomoshige Jingu takes office as Auditor, the Company plans to continue the indemnification agreement with him.

**(Reference) Specialty and Experience of Auditor Candidate**

	Year of appointment as Director or Auditor	Corporate management	Business strategy / Marketing	Finance / Accounting	Technology / DX	Legal affairs / Risk management	Human resources / Labor affairs	ESG management	Global strategy
Tomoshige Jingu	New appointment			●	●			●	

**(Reference) Specialty and Experience of Auditors**

	Year of appointment as Director or Auditor	Corporate management	Business strategy / Marketing	Finance / Accounting	Technology / DX	Legal affairs / Risk management	Human resources / Labor affairs	ESG management	Global strategy
Yoshinori Hashimura	2016			●			●	●	
Independent /Outside Yoshio Yamada	2018					●		●	
Independent /Outside Hiroshi Takahashi	2020	●					●		

Please refer to the notes on the table of Specialty and Experience of Director Candidates on pages 13-14 for the Company's approach to the skill matrix.

Auditors Mr. Hashimura, Mr. Yamada and Mr. Takahashi are listed here for reference, although they are not subject to election at this year's General Meeting of Shareholders.



(Reference)

## **Criteria Relating to the Independence and Qualifications of Outside Directors and Auditors**

### **[Criteria Relating to the Independence and Qualifications of Outside Directors and Auditors]**

These criteria are to determine the independence of candidates for outside director and outside auditor (hereinafter collectively referred as “Outside Officers”) of the Company, and also set forth the qualities required of candidates.

#### **(Outside Directors)**

As candidates for outside director, the Company shall nominate persons who satisfy the requirements for outside directors set forth in the Companies Act; are of outstanding character; are knowledgeable, capable and possess abundant experience; are able to appropriately fulfill the duties of outside directors; hold constructive opinions; and are expected to contribute to further growth of the Company, and the Company shall give consideration to ensuring a balance of knowledge, experience, and abilities and the diversity of the Board of Directors as a whole.

#### **(Outside Auditors)**

As candidates for outside auditor, the Company shall nominate persons who satisfy the requirements for outside auditors set forth in the Companies Act; are of outstanding character; are knowledgeable, capable and possess abundant experience; and are able to appropriately fulfill the duties of outside auditors, and the Company shall give consideration to ensuring that persons with appropriate knowledge of finance and accounting are included.

#### **(Criteria for Determining the Independence of Outside Officers)**

In the Company’s judgment, a person to whom none of the following items applies satisfies the independence criteria for an Outside Officer, or candidates for Outside Officer.

1. A business executor of the Company or a subsidiary of the Company (Note 1)
2. A person for whom the Company is a major business partner (Note 2) or a business executor thereof
3. A major business partner of the Company (Note 3) or a business executor thereof
4. A current major shareholder of the Company (a person who directly or indirectly holds 10% or more of total voting rights) or a business executor thereof
5. A person who undertakes audits of the Company as the Company’s accounting auditor or an employee etc. thereof
6. A consultant or accounting, legal, tax, or other professional receiving a significant amount (Note 4) of money or other assets from the Company other than executive remuneration. When such person is an organization such as a corporation or association, this includes a person belonging to such organization.
7. A person who receives a significant amount (Note 4) of donations or aid from the Company. When such person is an organization such as a corporation or association, this includes a director or business executor thereof.
8. When an executive officer or standing auditor of the Company concurrently serves as an outside director or outside auditor of another company, a person who is an executive director, operating officer, or executive officer of such other company
9. A person who fell under 1 to 8 above during the past three years (Note 5)
10. A person falling under 1 to 9 above or, in the case of determining the independence of an outside auditor, a spouse or relative within the second degree of kinship of an important person falling under any of the following items (Note 6)
  - (a) An accounting advisor of the Company (if such accounting advisor is a corporation, including an employee who executes the corporation’s duties; the same below)
  - (b) A director or accounting advisor who is not a business executor of a subsidiary of the Company
  - (c) A person who fell under (a) or (b) above or who during the past three years has been a director who was not a business executor of the Company

(Note 1) “Business executor” means an executive director, operating officer, executive officer, or other equivalent person or an employee.

(Note 2) “Person for whom the Company is a major business partner” means a person receiving from the

Company payments in an amount equivalent to at least 2% of annual consolidated sales in the business partner's most recent fiscal year.

(Note 3) "Major business partner of the Company" means a person who has made payments to the Company in an amount equivalent to at least 2% of the Company's annual consolidated sales in the most recent fiscal year or who has made loans to the Company in an amount equivalent to at least 2% of the Company's consolidated net assets in the most recent fiscal year.

(Note 4) "Significant amount" of money means financial assets received from the Company of 10 million yen or more per year if such person is an individual or, if such person is an organization such as a corporation or association, an amount of 10 million yen or more per year that is equivalent to at least 2% of annual consolidated sales or total revenues in such organization's most recent fiscal year.

(Note 5) With regard to 4. above, this means a person who was a business executor of a current major shareholder of the Company during the past three years.

(Note 6) "Important person" includes a director (excluding an outside director), auditor (excluding an outside auditor), executive officer, employee in a management position of department manager or higher, certified public accountant belonging to an accounting auditor, and attorney belonging to a law firm (including an associate).

End