

**IMPORTANT NOTICE**

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Toshiaki Norita  
President and Executive Officer  
AIRPORT FACILITIES CO., LTD. (AFC)  
1-6-5 Haneda Airport, Ota-ku, Tokyo, Japan

## **NOTICE OF THE 54TH ORDINARY GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We are pleased to announce that the 54th Ordinary General Meeting of Shareholders of the Company will be held as follows.

In connection with the convocation of this General Meeting of Shareholders, we have taken measures for the electronic provision of information concerning the particulars of documents including the Reference Documents for the General Meeting of Shareholders ("matters for electronic provision") by publicizing them on our company website. We ask our shareholders to access and view the following URL:

Company Website <https://www.afc.jp/english/>

(Please access the website indicated above, and click on "IR", "Shareholder/Stock Information" and "Related to General Meetings of Shareholders.")

In addition to our company website, the matters for electronic provision are also available from the following URL of the Tokyo Stock Exchange, Inc. (TSE):

TSE Website (TSE Listed Company Search)  
<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

(On the TSE website, please access the relevant information by entering the issue name (company name) "AIRPORT FACILITIES " or the code "8864," clicking on "Basic information," "Documents for public inspection/PR information," and choosing "Notice of the 54th Ordinary General Meeting of Shareholders" under the heading "Filed information available for public inspection.")

If you do not attend the meeting in person, you may exercise your voting rights in writing (by postal mail) or online prior to the meeting. Please read the Reference Documents for General Meeting of Shareholders and exercise your voting rights by 5:00 p.m. of June 28, 2023 (Wednesday).

- 1. Date and Time:** Thursday, June 29, 2023 at 10:00 a.m., Japan time (Doors open at 9:00 a.m.)  
(Please note that the time has been changed from last year.)
- 2. Place:** Conference Room, 3rd Floor, Head Office  
AIRPORT FACILITIES CO., LTD.  
Sogo Building No. 5, 1-6-5 Haneda Airport, Ota-ku, Tokyo, Japan

### 3. Meeting Agenda:

- Matters to be reported:**
1. Report concerning the Business Report and Consolidated Financial Statements for the Company's fiscal year 2022 (from April 1, 2022 to March 31, 2023), as well as results of audits by the Accounting Auditor and the Board of Corporate Auditors of the Consolidated Financial Statements
  2. Report concerning the Non-consolidated Financial Statements for the Company's fiscal year 2022 (from April 1, 2022 to March 31, 2023)

**Matters to be resolved:**

- Proposal 1:** Appropriation of Surplus  
**Proposal 2:** Election of Nine (9) Directors  
**Proposal 3:** Election of Two (2) Corporate Auditors  
**Proposal 4:** Election of One (1) Substitute Corporate Auditor

### 4. Notes concerning the convocation of meeting (instruction on the exercise of voting rights)

- (i) In the case of exercising voting rights in writing (by postal mail), if there is no indication of approval or disapproval concerning a proposal in the voting form, the shareholder is deemed to have indicated approval.
  - (ii) If voting rights are exercised more than once via the Internet, the last exercise is deemed effective.
  - (iii) If voting rights are exercised both in writing (by postal mail) and via the Internet, only the exercise of the voting rights via the Internet is deemed to be effective, without regard to the date and time when it is received by the Company.
- Any modification to the matters for electronic provision will be publicized on the websites of the Company and TSE mentioned above, together with the relevant information before and after the modification.
  - Due to the amendment of the Companies Act, as a general rule, the Company will provide the matters for electronic provision via the websites of the Company and TSE mentioned above for accessing and viewing by all shareholders, except for those shareholders who requested the delivery of documents in a paper format by the reference date. However, for this General Meeting of Shareholders, the Company provides written documents containing the matters for electronic provision to all shareholders, without regard to whether the shareholder requested the delivery of documents in paper format.
  - Among the matters for electronic provision, the following items are omitted from the documents to be sent to shareholders, pursuant to the relevant laws and regulations and Article 16 of the Articles of Incorporation of the Company.
    - (i) The section "System to Ensure the Appropriateness of Operations" in the Business Report
    - (ii) The sections "Consolidated Statement of Changes in Shareholders' Equity" and "Notes to the Consolidated Financial Statements" in the Consolidated Financial Statements
    - (iii) The sections "Non-consolidated Statement of Changes in Shareholders' Equity" and "Notes to the Non-consolidated Financial Statements" in the Non-Consolidated Financial Statements
- Therefore, the Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements contained in the documents are a part of documents audited by an accounting auditor for the preparation of an account audit report and by a corporate auditor for the preparation of an audit report.

## Reference Documents for the General Meeting of Shareholders

### Proposal 1: Appropriation of Surplus

According to our basic policy, we are striving to distribute dividends to our shareholders in a stable manner based on the consideration of maintaining solid management base.

Considering the totality of the above-mentioned policy and other factors, including the business performance for fiscal year 2022, the Company announces the year-end dividend for fiscal year 2022 as follows:

1. Type of dividend

Cash

2. Dividends for shareholders and total amount thereof

Dividend per share of the Company's common share: 7 yen

Total amount of dividend: 350,263,795 yen

3. Date when the distribution of surplus takes effect

June 30, 2023

## Proposal 2: Election of Nine (9) Directors

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

We propose to elect nine (9) directors, increasing the number of directors by one (1) as a substitute for a director who resigned in April 2023. The Board of Directors submits this proposal based on the consultation with, and recommendation by, the Nomination Committee chaired by an external director.

The candidates for directors are as follows.

No.	Name		No.	Name	
1	Toshiaki Norita	[Reappointment]	6	Osamu Sasaoka	[New appointment]
2	Shigeo Tamura	[Reappointment]	7	Takehiko Sugiyama	[Reappointment] [External] [Independent]
3	Hideo Miyake	[New appointment]	8	Kayo Aoyama	[Reappointment] [External] [Independent]
4	Tadao Nishio	[New appointment]	9	Toshikatsu Ogura	[Reappointment] [External] [Independent]
5	Keisuke Kuma	[New appointment]			

(Reference) Nomination of candidates for directors

In April 2023, the Company established an independent assessment committee to examine a potential problem with respect to the process of selecting candidates for directors that took place in June 2021. The committee's report on the findings, which has been made available for the public in addition to the Company, presents the problems in the governance of the Company as well as a recommendation for remedial actions. The Company is committed to taking the committee's findings seriously, resolving the problems identified and implementing the suggested remedial actions.

With respect to a nomination policy for officers recommended by the committee, the Company will formulate this policy over the course of one year based on continued discussions while holding training sessions for governance concerning nomination. For nominating the candidates for directors proposed at this General Meeting of Shareholders, the Company, based on the findings and recommendations of the independent assessment committee, recognizes the utmost importance of selecting candidates with sufficient abilities to increase the Company's corporate value, in accordance with transparent processes and following appropriate discussions. On the basis of this recognition, the Company reviewed the organizational structure that attached importance to old stakeholders, and selected suitable candidates to create the organizational structure that can ensure and further increase common benefits for all shareholders, not for specific stakeholders. The Company believes that the nominated candidates are in line with the recommendations from the independent assessment committee.

More specifically, the Company improved the process of deliberation at the Nominating Committee, in addition to adopting or revising a basic concept for nominating candidates for directors necessary for realizing a medium- to long-term business plan as well as their skill matrix, based on discussions and deliberation at the Board of Directors and Nomination Committee. In addition, the Company requires a nominee to execute an agreement confirming that he/she will fulfill the duty of loyalty to the Company, not to a specific stakeholder such as an organization which the nominee served in the past.

The Company will continue to promote robust and proper governance structure so as to achieve sustainable growth as a company listed on the TSE prime section, in addition to gaining trust from shareholders and all stakeholders.

No.	Name (Date of birth)	Past experience and positions	Number of shares of the Company held
1	Toshiaki Norita (August 27, 1957)  [Reappointment]  Tenure of office: 10 years *Including four years' tenure of office as an external director. Attendance at Board of Directors meetings: 11/11	April 2017 Director, Japan Airlines Co., Ltd. June 2017 Executive Vice President, AFC June 2021 President and CEO, AFC June 2022 President and Executive Officer, AFC (current post)  [Responsibilities] Chairman of Compliance Committee  [Significant concurrent positions] Representative Director and President of Tokyo Airport Heating & Cooling Co., Ltd.	15,406
	[Reason for nomination as candidate for director] As President and Executive Officer, Mr. Norita has been supervising the business of the Company and its group companies and promoting business reform aimed at a further increase of corporate value. Based on his outstanding personality and knowledge, in addition to a wealth of experience, the Company requests his re-appointment as director.		
2	Shigeo Tamura (March 30, 1960)  [Reappointment]  Tenure of office: 6 years  Attendance at Board of Directors meetings: 11/11	June 2016 Executive Officer assigned to General Affairs Department (In charge of Special Missions), AFC June 2017 Director and Senior Executive Officer, Chief of Facilities Management Center, AFC June 2020 Managing Director, AFC June 2022 Director, Managing Executive Officer, AFC (current post)  [Responsibilities] General Manager of Facilities Headquarters In charge of Tokyo Airport Heating & Cooling Co., Ltd.  [Significant concurrent positions] Representative Director and Vice President, Tokyo Airport Heating & Cooling Co., Ltd.	8,095
	[Reason for nomination as candidate for director] Mr. Tamura has a wealth of experience in execution of businesses such as technical engineering. In addition, based on his outstanding personality and knowledge, the Company requests his re-appointment as director.		

No.	Name (Date of birth)	Past experience and positions	Number of shares of the Company held
3	Hideo Miyake (November 23, 1960)  [New appointment]  Tenure of office: -  Attendance at Board of Directors meetings: - / -	April 2018 Executive Vice President, All Nippon Airways Co., Ltd.  April 2020 Member of the Board, Executive Vice President, All Nippon Airways Co., Ltd.  April 2022 Executive Vice President, ANA HOLDINGS INC.  April 2023 Advisor, ANA HOLDINGS INC. (current post)  [Significant concurrent positions] Advisor, ANA HOLDINGS INC. External Director, TOKYO MONORAIL CO., LTD.	None
		[Reason for nomination as candidate for director] Mr. Miyake has worked for an airline for a long time and has a wealth of experience and insight concerning airline businesses. In addition, based on his outstanding personality and knowledge, the Company requests his appointment as director.	
4	Tadao Nishio (October 2, 1961)  [New appointment]  Tenure of office: -  Attendance at Board of Directors meetings: - / -	April 2017 Managing Executive Officer, Corporate Strategy and Planning, Japan Airlines Co., Ltd.  June 2017 External Director, AFC  April 2021 Managing Executive Officer, Passenger Sales and Marketing, Japan Airlines Co., Ltd.  April 2021 President, JAL Sales Co., Ltd.  April 2022 Chairman and Representative Director, JALPAK Co., Ltd. (current post)  [Significant concurrent positions] Chairman and Representative Director, JALPAK Co., Ltd.	None
		[Reason for nomination as candidate for director] Mr. Nishio has worked for an airline for a long time and has a wealth of experience and insight concerning airline businesses. In addition, based on his outstanding personality and knowledge, the Company requests his appointment as director.	

No.	Name (Date of birth)	Past experience and positions	Number of shares of the Company held
5	<p data-bbox="320 703 523 770">Keisuke Kuma (August 10, 1971)</p> <p data-bbox="320 813 528 842">[New appointment]</p> <p data-bbox="320 884 523 913">Tenure of office: -</p> <p data-bbox="320 956 523 1055">Attendance at Board of Directors meetings: - / -</p>	<p data-bbox="552 378 1169 477">April 2017 Assistant General Manager, Corporate Finance Department, Division 3, Development Bank of Japan Inc.</p> <p data-bbox="552 488 1169 555">June 2020 Executive Officer, General Manager of Financial Affairs Department, AFC</p> <p data-bbox="552 566 1169 732">January 2021 Executive Officer, General Manager of Financial Affairs Department and General Manager of Foreign Business Department, Business Planning Headquarters, AFC</p> <p data-bbox="552 743 1169 1021">April 2021 Executive Officer, General Manager of Financial Affairs Department, General Manager of Foreign Business Department, Business Planning Headquarters, and Deputy General Manager of General Affairs Department and Management Planning Department, AFC</p> <p data-bbox="552 1032 1169 1377">June 2022 Senior Executive Officer, General Manager of Financial Affairs Department, Planning and Finance Headquarters, General Manager of Foreign Business Department, Business Planning Headquarters, and Deputy General Manager of Management Planning Department, Planning and Finance Headquarters, AFC (current post)</p>	None
<p data-bbox="312 1395 842 1424">[Reason for nomination as candidate for director]</p> <p data-bbox="312 1429 1359 1525">Mr. Kuma has a wealth of experience in execution of businesses including finance, overseas business and business planning. In addition, based on his outstanding personality and knowledge, the Company requests his appointment as director.</p>			

No.	Name (Date of birth)	Past experience and positions		Number of shares of the Company held
6	Osamu Sasaoka (December 15, 1973)  [New appointment]  Tenure of office: -  Attendance at Board of Directors meetings: - / -	July 2018  October 2019  July 2021  June 2022	Assistant General Manager of Marketing Department I and Manager of Cargo Terminal Department, AFC  Assistant General Manager of Marketing Department, and Assistant General Manager of Airport Business Planning Department, AFC  General Manager, Management Planning Department, AFC  General Manager, Management Planning Department, Planning and Finance Headquarters, AFC (current post)	          3,703
[Reason for nomination as candidate for director] Mr. Sasaoka has a wealth of experience in execution of businesses including sales and business planning. In addition, based on his outstanding personality and knowledge, the Company requests his appointment as director.				

No.	Name (Date of birth)	Past experience and positions	Number of shares of the Company held
	Takehiko Sugiyama (November 26, 1944)  [Reappointment] [External] [Independent]  Tenure of office: 8 years  Attendance at Board of Directors meetings: 11/11	December 2004 President of Hitotsubashi University April 2011 Vice Chairman, Institution for Transport Policy Studies President, Institute for Transport Policy Studies June 2015 External Director, AFC (current post) June 2017 External Director, Tokyo Metro Co., Ltd. (current post)  [Significant concurrent positions] External Director of Tokyo Metro Co., Ltd.	None
7	<p>[Reason for nomination as candidate for external director and outline of expected roles]</p> <p>Mr. Sugiyama has served as a university professor and has also engaged in university management as a president of a national university. In addition, he has extensive knowledge and experience with respect to the transportation and traffic area. As we expect him to contribute to the proper execution of the Company's businesses from an independent standpoint as an external director, and to promote the sustainable growth and medium- to long-term improvement of corporate value of the Company, we request his re-appointment as an external director. Although he has no experience of engaging in the business management of a company, other than assuming the position of an outside officer of a company, the Company judges, based on the reasons mentioned above, that he is fit for performing the duties as an external director in an appropriate way.</p> <p>If he is elected as an external director, the Company expects that he will play such roles as providing advice for the Company's sustainable growth and improvement of corporate value drawing on his experience mentioned above, monitoring the Company's management and conflicts of interests among stakeholders through important decision-making at the Board of Directors, and reflecting the opinions of various stakeholders.</p>		

No.	Name (Date of birth)	Past experience and positions	Number of shares of the Company held
8	Kayo Aoyama (September 1, 1959) (Name registered in family registry: Kayo Aihara)  [Reappointment] [External] [Independent]  Tenure of office: 8 years  Attendance at Board of Directors meetings: 11/11	April 1985      Freelance announcer (up to the present) February 2001    Member of Council for Transport Policy, Ministry of Land, Infrastructure, Transport and Tourism July 2014          President, National Agency of Vehicle Inspection (Part-time) June 2015          External Director, AFC (current post) June 2016          Member of the National Public Service Ethics Board (current post)  [Significant concurrent positions] Freelance announcer	None
<p>[Reason for nomination as candidate for external director and outline of expected roles]</p> <p>Ms. Aoyama has been working as a freelance announcer and also has extensive experience and knowledge gained from serving as a member of government committees related to such sectors as transportation and traffic. As we expect her to contribute to the proper execution of the Company's businesses from an independent standpoint as an external director, and to promote the sustainable growth and medium- to long-term improvement of corporate value of the Company, the Company requests her re-appointment as an external director. Although she has no experience in engaging in the business management of a company, other than assuming the position of an outside officer of a company, the Company judges, based on the reasons mentioned above, that she is fit for performing the duties as an external director in an appropriate way.</p> <p>If she is elected as an external director, the Company expects that she will play such roles as providing advice for the Company's sustainable growth and improvement of corporate value drawing on her experience mentioned above, monitoring the Company's management and conflicts of interests among stakeholders through important decision-making at the Board of Directors, and reflecting opinions of various stakeholders.</p>			

No.	Name (Date of birth)	Past experience and positions	Number of shares of the Company held
9	Toshikatsu Ogura (August 26, 1953)  [Reappointment] [External] [Independent]  Tenure of office: 1 year  Attendance at Board of Directors meetings: 8/8	July 2013 Senior Executive Vice President and Senior Executive Manager of Marketing Headquarters, NIPPON TELEGRAPH AND TELEPHONE WEST CORPORATION  July 2015 President and Representative Director, NTT BUSINESS ASSOCIE Corporation  June 2020 External Director, Haseko Corporation (current post)  June 2022 External Director, JAPAN POST Co., Ltd. (current post)  June 2022 External Director, AFC (current post) [Significant concurrent positions] External Director of Haseko Corporation External Director of JAPAN POST Co., Ltd.	722
[Reason for nomination as candidate for external director and outline of expected roles] Mr. Ogura has a wealth of experience and outstanding insight as a company's top manager in the communication sector. As we expect him to contribute to the proper execution of the Company's businesses from an independent standpoint as an external director, and to promote the sustainable growth and medium- to long-term improvement of corporate value of the Company, the Company requests his re-appointment as an external director. If he is elected as an external director, the Company expects that he will play such roles as providing advice for the Company's sustainable growth and improvement of corporate value drawing on his experience mentioned above, monitoring the Company's management and conflicts of interests among stakeholders through important decision-making at the Board of Directors, and reflecting opinions of various stakeholders.			

- (Note) 1. Toshiaki Norita is Representative Director and President of Tokyo Airport Heating & Cooling Co., Ltd. (THC), and Shigeo Tamura is Representative Director and Vice President of the same company. The Company has business transactions with THC, including water fees and air conditioning fees. There is no relationship of special interest between the Company and other candidates for directors.
2. Takehiko Sugiyama, Kayo Aoyama and Toshikatsu Ogura are candidates for external directors.
3. The Company has executed with Takehiko Sugiyama, Kayo Aoyama and Toshikatsu Ogura an agreement to limit their liabilities for damages to five million yen or the amount specified in Article 425, paragraph 1 of the Companies Act, whichever is higher, pursuant to the provisions of Article 427, paragraph 1 of the Companies Act. The Company intends to continue this agreement if their re-election is approved at the General Meeting of Shareholders.
4. The Company has executed a directors and officers liability insurance agreement provided in Article 430-3, paragraph 1 of the Companies Act with an insurance company that indemnifies the insureds, including directors of the Company against compensation for damages under laws and litigation costs to be suffered by the insureds. When the candidates are elected and assume the position of director, they are included as insureds under the insurance agreement. In addition, the insurance agreement will renew for the subsequent periods under the same terms and conditions.

5. The Company has notified Tokyo Stock Exchange, Inc. (TSE) the designation of Takehiko Sugiyama, Kayo Aoyama and Toshikatsu Ogura as independent officers stipulated in the regulations of TSE. If their re-election is approved, the Company intends to designate them as independent officers again.

(Reference) The following is a skill matrix table listing the fields of expertise expected for each of the candidates for director.

	Business and organizational management	Legal affairs, compliance, risk management	Finance and accounting	Sustainability and ESG	Global activities, Innovation, IT/DX	Planning, sales and marketing	Airport infrastructure	Technology, safety and supervision
Toshiaki Norita	○	○		○	○			
Shigeo Tamura							○	○
Hideo Miyake	○				○			
Tadao Nishio	○					○		
Keisuke Kuma			○		○	○		
Osamu Sasaoka						○	○	
Takehiko Sugiyama	○	○		○				
Kayo Aoyama	○	○		○				
Toshikatsu Ogura	○	○		○		○		

Note: The table describes the skill of each candidate that is closely related to the business of the Company.

**Proposal 3: Election of Two (2) Corporate Auditors**

Corporate auditors Kazuhiko Muraishi and Hiroto Suzuki will resign at the conclusion of this General Meeting of Shareholders. Therefore, the Company requests the election of two corporate auditors.

For the candidates of corporate auditors, Takahiro Hama and Sawako Ueno, the term of office is until the conclusion of the 55th General Meeting of Shareholders to be held in June 2024 when the term of office of the resigning corporate auditors Kazuhiko Muraishi and Hiroto Suzuki expires, pursuant to Article 32, paragraph 2 of the Articles of Incorporation of the Company.

The Board of Directors submits this proposal based on the consultation with, and recommendation by, the Nomination Committee chaired by an external director. In addition, this proposal has been approved by the Board of Corporate Auditors.

The candidates for corporate auditors are as follows:

No.	Name (Date of birth)	Past experience and positions		Number of shares of the Company held
1	Takahiro Hama (January 28, 1966)	June 2014	Assistant General Manager, Audit Office, AFC	13,546
	[New appointment]	June 2016	General Manager of Accounting Department, AFC	
	Tenure of office: -	June 2018	Executive Officer, General Manager of Accounting Department, AFC	
	Attendance at Board of Directors meetings: - / -	June 2022	Executive Officer, General Manager of Accounting Department, Planning and Finance Headquarters (current post)	
	Attendance at Board of Corporate Auditors: -/-			
[Reason for nomination as candidate for corporate auditor] Mr. Hama has a wealth of experience and insight concerning accounting, and serves as General Manager of Accounting Department of the Company. In addition, based on his outstanding personality and knowledge, the Company requests his appointment as corporate auditor.				

No.	Name (Date of birth)	Past experience and positions	Number of shares of the Company held
2	Sawako Ueno (August 12, 1964)  [New appointment] [External] [Independent]  Tenure of office: -  Attendance at Board of Directors meetings: - / -  Attendance at Board of Corporate Auditors: -/-	August 2000 Registered as a certified public accountant  October 2008 Partner, Ernst & Young ShinNihon LLC  September 2017 Partner, Deloitte Touche Tohmatsu LLC  September 2019 Director, Deloitte Touche Tohmatsu LLC  January 2021 Financial Services Agency, Securities and Exchange Surveillance Commission, Executive Bureau, Investigator  April 2023 Representative, Ueno Sawako Certified Public Accountant Office (current post)  [Significant concurrent positions] Certified Public Accountant	None
[Reason for nomination as candidate for external corporate auditor] Ms. Ueno is capable of conducting audit from an objective standpoint based on professional knowledge as a certified public accountant. As the Company expects her to provide highly professional advice concerning accounting to the Board of Corporate Auditors and Board of Directors, the Company proposes to appoint Ms. Ueno as an external corporate auditor. Although she has no experience of engaging in the business management of a company, the Company judges, based on the reasons mentioned above, that she is fit for performing the duties as an external corporate auditor in an appropriate way.			

- (Note) 1. There is no relationship of special interest between either candidate and the Company.
2. Sawako Ueno is a candidate for external corporate auditor.
3. If the election of Takahiro Hama and Sawako Ueno is approved, the Company intends to execute an agreement with them to limit their liabilities for damages to five million yen or the amount specified in Article 425, paragraph 1 of the Companies Act, whichever is higher, pursuant to the provisions of Article 427, paragraph 1 of the Companies Act.
4. The Company has executed a directors and officers liability insurance agreement provided in Article 430-3, paragraph 1 of the Companies Act with an insurance company that indemnifies the insureds, including corporate auditors of the Company against compensation for damages under laws and litigation costs to be suffered by the insureds. When the candidates are elected and assume the position of corporate auditor, they are included as insureds under the insurance agreement. In addition, the insurance agreement will renew for the subsequent periods under the same terms and conditions.
5. Sawako Ueno satisfies the requirements for an independent officer under the regulations of Tokyo Stock Exchange, Inc. If her election is approved, the Company intends to notify Tokyo Stock Exchange, Inc. of her designation as an independent officer.

#### Proposal 4: Election of One (1) Substitute Corporate Auditor

The Company requests the election of one substitute corporate auditor, in case a shortfall occurs in the number of corporate auditors required under laws and regulations.

This election of substitute corporate auditor is only effective until the commencement of the next Ordinary General Meeting of Shareholders; however, this election may be cancelled by the resolution of Board of Directors with consent from the Board of Corporate Auditors, but only before the substitute corporate auditor assumes the position of corporate auditor.

The Board of Directors submits this proposal based on the consultation with, and recommendation by, the Nomination Committee chaired by an external director. In addition, this proposal has been approved by the Board of Corporate Auditors.

The candidate for substitute auditor is as follows:

No.	Name (Date of birth)	Past experience and positions	Number of shares of the Company held
1	Hiroto Suzuki (June 11, 1968)  [New appointment] [External] [Independent]  Tenure of office as Corporate Auditor : 2 months	April 1992 Kyowa Audit Corporation February 1994 Registered as a certified public accountant April 2002 Suzuki Certified Tax Accountant Office (Up to the present) March 2003 Registered as a certified tax accountant April 2023 External corporate auditor, AFC (current post)	None
[Reason for nomination as candidate for substitute external corporate auditor] Mr. Suzuki is capable of conducting audit from an objective standpoint based on professional knowledge as a tax accountant and certified public accountant. As the Company expects him to provide highly professional advice concerning accounting to the Board of Corporate Auditors and Board of Directors, the Company proposes to appoint Mr. Suzuki as a substitute corporate auditor. Although he has no experience of engaging in the business management of a company, other than assuming the position of an outside officer of a company, the Company judges, based on the reasons mentioned above, that he is fit for performing the duties as an external corporate auditor in an appropriate way.			

- (Note) 1. There is no relationship of special interest between Hiroto Suzuki and the Company.
2. Hiroto Suzuki is a candidate for substitute external corporate auditor.
  3. If Hiroto Suzuki assumes the position of corporate auditor, the Company intends to execute an agreement with him to limit his liabilities for damages to five million yen or the amount specified in Article 425, paragraph 1 of the Companies Act, whichever is higher, pursuant to the provisions of Article 427, paragraph 1 of the Companies Act.
  4. The Company has executed a directors and officers liability insurance agreement provided in Article 430-3, paragraph 1 of the Companies Act with an insurance company that indemnifies the insureds, including corporate auditors of the Company against compensation for damages under laws and litigation costs to be suffered by the insureds. If Hiroto Suzuki assumes the position of corporate auditor, he will be included as an insured under the insurance agreement. In addition, the insurance agreement will renew for the subsequent periods under the same terms

and conditions.

5. If Hirotomo Suzuki assumes the position of external corporate auditor, the Company intends to designate him as an independent officer under the regulations of Tokyo Stock Exchange, Inc. and notify Tokyo Stock Exchange, Inc. of his designation.