

(Note) This document has been translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

Securities Code: 2154  
September 9, 2019

Dear Shareholders,

Yutaka Nishida  
President and Representative  
Director  
Trust Tech Inc.  
2-14-1 Higashi-Shimbashi,  
Minato-ku, Tokyo

## Notice of the 15th Ordinary General Shareholders' Meeting

You are cordially invited to attend the 15th Ordinary General Shareholders' Meeting of Trust Tech Inc. (the "Company"). The meeting will be held as described below.

As a business presentation will be held after the meeting, we kindly ask that you also attend this presentation.

**If you are unable to attend the meeting in person, you may exercise your voting rights by mail or electromagnetic means (the Internet, etc.). Please review the attached Reference Documents for the General Shareholders' Meeting and exercise your voting rights.**

**Please refer to "Exercise of Voting Rights" on page 3 about matters regarding the exercise of voting rights.**

### Details

1. **Date and Time:** Friday, September 27, 2019, at 10:00 a.m. (JST)
2. **Place:** InterContinental Tokyo Bay 5F "Willard" 1-16-2, Kaigan, Minato-ku, Tokyo
3. **Purposes of the Meeting**

**Matters to be reported:**

- a. Business Report and Consolidated Financial Statements, and Audit Reports of the Consolidated Financial Statements by the Accounting Auditors and the Audit & Supervisory Board for the 15th Fiscal Year (from July 1, 2018 to June 30, 2019)
- b. Non-consolidated Financial Statements for the 15th Fiscal Year (from July 1, 2018 to June 30, 2019)

**Matters to be resolved:**

- Proposal 1:** Approval of Agreement on Absorption-Type Company Split Associated with Shift to Holding Company System
- Proposal 2:** Partial Amendments to the Articles of Incorporation
- Proposal 3:** Election of Seven (6) Directors

<Request>

- If you plan to attend in person, please present the enclosed Voting Rights Exercise Form to the reception desk.

<Information>

- The following items are not included in the attached documents to this Notice of Ordinary General Shareholders' Meeting, but are posted on the Company's website at <http://www.trust-tech.jp>, pursuant to the laws and regulations and the Article 15 of the Company's Articles of Incorporation.
  - a) Consolidated Statements of Changes in Equity
  - b) Notes to Consolidated Financial Statements
  - c) Non-consolidated Statements of Changes in Equity
  - d) Notes to Non-consolidated Financial Statements The Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements, which have been audited by the Audit & Supervisory Board Members and the Accounting Auditors, shall include not only the documents stated in the attached documents to this Notice of Ordinary General Shareholders' Meeting, but also the Consolidated Statements of Changes in Equity, Notes to Consolidated Financial Statements, Non-consolidated Statements of Changes in Equity and Notes to the Non-consolidated Financial Statements, which are posted on the Company's website.
- If any changes have been made to items in the Reference Documents for the General Shareholders' Meeting, Business Report, Consolidated Financial Statements, or Non-consolidated Financial Statements, such changes will be posted on the Company's website (<http://www.trust-tech.jp>).

## Exercise of Voting Rights

Your **voting rights** allow you to participate in the Company's management. Please make sure to exercise them.

Voting rights are important rights that allow shareholders to participate in the Company's management. Below are the methods for exercising voting rights. Please review the Reference Documents for the General Shareholders' Meeting and exercise your voting rights.

### Attending the General Shareholders' Meeting



Date and time for the  
General  
Shareholders'  
Meeting:

**Friday, September 27, 2019, at 10:00 a.m. (JST)**

Please present the enclosed Voting Rights Exercise Form to the reception desk. Also, please bring this Notice of the 14th Ordinary General Shareholders' Meeting for reference.

When exercising your voting rights by proxy, it is possible to delegate one other shareholder with voting rights in the Company. However, it is necessary to submit a document evidencing the proxy's right of representation.

### Not attending the General Shareholders' Meeting



[Voting by mail]

**Deadline for voting**

**6:00 p.m. on Thursday,  
September 26, 2019 (JST)**

Please indicate your approval or disapproval of each of the proposals on the enclosed Voting Rights Exercise Form and return the Form to reach us by the deadline for voting.



[Voting via electromagnetic means  
(the Internet, etc.)]

**Deadline for voting**

**6:00 p.m. on Thursday,  
September 26, 2019(JST)**

After reviewing the Exercise of Voting Rights via the Internet, etc. on the next page, please access Exercise of Voting Rights Website (<https://soukai.mizuho-tb.co.jp/>) from your computer or mobile phone and register your approval or disapproval of each of the proposals in accordance with the instructions on the screen.

If you exercise your voting rights by both sending the Voting Rights Exercise Form and via electromagnetic means (the Internet, etc.), only your vote via the Internet, etc., shall be deemed effective. Also, if you exercise your voting rights several times via the Internet, etc., only your final vote shall be deemed effective.

## Exercise of Voting Rights via the Internet, etc.

### Method 1: Scanning QR code® “Smart Vote”

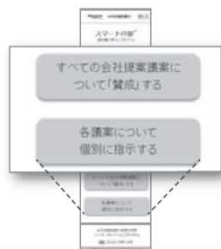
You can simply login to the website for exercising voting rights without entering your voting code and password.

- 1 Please scan the QR code® located on the bottom right of the voting form.



“QR code” is a registered trademark of DENSO WAVE INCORPORATED.

- 2 Indicate your approval or disapproval by following the instructions on the screen.



Note that your voting rights can be exercised **only once** by using the “Smart Vote” method.

If you need to make a correction to the content of your vote after you have exercised your voting rights, please access the website for personal computer and login by entering your voting code and password printed on the voting form, and exercise your voting rights again.

\* You can access the website for personal computer by scanning the QR code® again.

### Method 2: Entering voting code and password

Exercise of Voting Rights Website <https://soukai.mizuho-tb.co.jp/>

- 1 Please access the Exercise of Voting Rights Website.



Click “Next.”

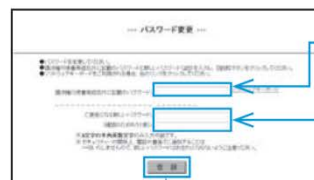
- 2 Enter your voting code printed on the Voting Rights Exercise Form.



Enter the Voting Rights Exercise Code.

Click “Next.”

- 3 Enter your password printed on the Voting Rights Exercise Form.



Enter the Initial Password.


Set the new password you are going to use.

Click “Register.”

- 4 Indicate your approval or disapproval by following the instructions on the screen.

In case you need instructions for how to operate your personal computer/smartphone/mobile phone in order to exercise your voting rights via the Internet, please contact:

Securities Agent Dept. of Mizuho Trust & Banking Co., Ltd. Internet Help Dial

 **0120-768-524**

(9:00 a.m. to 9:00 p.m. on weekdays) (JST)

Institutional investors may use the platform operated for institutional investors by ICJ, Inc. to electronically exercise the voting rights.

## Approval of Agreement on Absorption-Type Company Split Associated with Shift to Holding Company System

### 1. Reason for carrying out the absorption-type company split

Amid the increasingly intense competitive environment facing Trust Tech, the company has taken proactive initiatives in expanding its business “spheres” and operating “regions” as indicated in its Medium-term Growth Strategy to achieve sustainable growth, including the acquisition of Japanese and British staffing companies and the establishment of subsidiaries and joint ventures in Asian markets.

Under such circumstances, the company deems it desirable to clarify the various responsibilities, build an optimal group governance system, and develop a structure for fostering the Trust Tech Group’s integrated corporate culture, and has therefore decided to shift to a holding company system.

Under the holding company system, the Company will continue to be a listed company and seek to maximize the Group’s corporate value by establishing a strategic and clearly defined business organization. It will be responsible for the formulation of integrated and flexible strategies for the whole Group, optimal allocation of management resources including to new growth fields, and checking the status of business execution at its subsidiaries.

For the above purpose, the Company and BeNEXT Technologies Inc., a wholly owned succession preparatory company (hereinafter referred to as “the Succeeding Company”) signed an agreement on August 9, 2019 that rights and obligations associated with all of the Company’s business, except for Group management, will be taken over by the Succeeding Company effective January 1, 2020, thus executing the absorption-type company split (hereinafter referred to as “the Absorption-type Company Split”). This proposal is to request your approval for the content of the Absorption-type Company Split.

\*The Company is scheduled to change its name to BeNEXT Group Inc. effective January 1, 2020, the effective date of the Absorption-type Company Split.

## 2. Overview of the details of the Absorption-type Company Split

The details of the Absorption-type Company Split signed with the Succeeding Company are as follows.

### Absorption-type Company Split Agreement (Copy)

Trust Tech Inc. (hereinafter referred to as “Trust Tech”) and BeNEXT Technologies Inc. (hereinafter referred to as “BeNEXT Technologies”) sign the following company split agreement (hereinafter referred to as “the Agreement”) regarding the absorption-type company split (hereinafter referred to as “the Company Split) in which BeNEXT Technologies takes over rights and obligations associated with all of Trust Tech’s business, except for Group management (hereinafter referred to as “the Business”).

#### Article. 1 (Company name and address of the parties)

The company names and addresses of the Splitting Company and Succeeding Company involved in the Company Split are as follows.

(Trust Tech) Splitting Company

Company name: Trust Tech Inc.

Address: 2-14-1 Higashi-Shimbashi, Minato-ku, Tokyo

(BeNEXT Technologies) Succeeding Company

Company name: BeNEXT Technologies Inc.

Address: 2-14-1 Higashi-Shimbashi, Minato-ku, Tokyo

#### Article. 2 (Rights and obligations to be taken over including assets, liabilities, and employment agreements)

1. The rights and obligations to be taken over by BeNEXT Technologies from Trust Tech in the Company Split including assets, liabilities, and employment agreements (hereinafter referred to as “the Rights and Obligations Subject to Succession”) are as described in the accompanying Schedule of Rights and Obligations Subject to Succession.
2. Notwithstanding the previous paragraph, (i) rights and obligations that cannot be taken over in the Company Split due to laws, ordinances, etc. or (ii) rights and obligations whose succession in the Company Split causes or may cause serious hindrance based on the contractual provisions among the Rights and Obligations Subject to Succession may be excluded from the succession subject upon discussion between Trust Tech and BeNEXT Technologies.
3. Succession of liabilities by BeNEXT Technologies from Trust Tech in Paragraph 1 is entirely carried out

using the method of cumulative taking of obligation. Nevertheless, the ultimate person who owes liabilities in this case is BeNEXT Technologies, and if Trust Tech fulfills the succeeded obligation or assumes them in any other ways, Trust Tech may claim BeNEXT Technologies for compensation for the amount it assumed.

Article. 3 (Cash, etc. to be issued upon absorption-type company split)

Upon the Company Split, BeNEXT Technologies will issue 100 shares in its common stock to Trust Tech and allocate all of them to Trust Tech in place of the Rights and Obligations Subject to Succession.

Article. 4 (Amount of BeNEXT Technologies' Capital, etc.)

The amounts of BeNEXT Technologies' capital and reserve to be added in the Company Split shall be as follows. However, Trust Tech and BeNEXT Technologies may change it upon discussion given the status of the assets and liabilities in the Business as of the date on which the Company Split takes effect (hereinafter referred to as "the Effective Date").

- |                             |  |
|-----------------------------|--|
| (1) Capital stock           | 0 yen  |
| (2) Capital surplus         | 0 yen  |
| (3) Other capital surplus   | The amount obtained by subtracting the amount of each of the previous items from the changes in net assets |
| (4) Legal retained earnings | 0 yen  |
| (5) Other retained earnings | 0 yen  |

Article. 5 (Effective Date)

The Effective Date shall be January 1, 2020. However, Trust Tech and BeNEXT Technologies may change it upon discussion when it is necessary as part of the procedure or for other reasons.

Article. 6 (Approval by the shareholders' general meeting)

Trust Tech and BeNEXT Technologies shall hold the shareholders' general meetings respectively by the day before the Effective Date and seek resolutions regarding approval of the Agreement and matters required for the Company Split.

Article. 7 (Change of company name)

As of the Effective Date of the Company Split, Trust Tech changes its company name to BeNEXT Group Inc.

Article. 8 (Duty not to compete)

Trust Tech shall owe no duty not to compete even after the Company Split.

Article. 9 (Management, etc. of company assets)

Trust Tech and BeNEXT Technologies shall execute their respective operations and management of assets with the due care of a prudent manager, and when they carry out an act that gives material impact on their assets, rights and obligations, they may do so upon discussions between Trust Tech and BeNEXT Technologies in advance.

Article. 10 (Changes to conditions of the Agreement and cancellation)

In the period between the conclusion of the Agreement and the Effective Date, if any significant change occurs to the asset or management status of Trust Tech or BeNEXT Technologies due to reasons such as natural disaster, and it cannot obtain approval from concerned government agencies stipulated by laws and ordinances, or if a situation that seriously interferes with the implementation of the Company Split occurs, or when it becomes difficult to achieve the aim of the Company Split for other reasons, the conditions of the Company Split may be changed or the Agreement cancelled upon discussion by Trust Tech and BeNEXT Technologies.

Article. 11 (Other)

Other than the matters stipulated by the Agreement, matters required for the Company Split may be decided upon discussion by Trust Tech and BeNEXT Technologies pursuant to the gist of the Agreement.

Two copies of this document shall be created as evidence of the conclusion of the Agreement. Trust Tech and BeNEXT Technologies shall affix the name and seal on them and retain one copy each.

August 9, 2019

Trust Tech     2-14-1 Higashi-Shimbashi, Minato-ku, Tokyo  
Trust Tech Inc.  
Representative Director Yutaka Nishida

BeNEXT Technologies     2-14-1 Higashi-Shimbashi, Minato-ku, Tokyo  
BeNEXT Technologies Inc.  
Representative Director Yutaka Nishida



Accompanying document Schedule of Rights and Obligations Subject to Succession

In the Company Split, BeNEXT Technologies shall take over the following rights and obligations including assets, liabilities, and employment agreements as of the Effective Date from Trust Tech.

Assets and liabilities of the rights and obligations to be taken over are based on the balance sheet as of June 30, 2019 and other calculations as of the same date and finalized by adding or subtracting changes by the previous day of the Effective Date of the Company Split.

1. Assets to be taken over

(1) Current assets

All current assets belonging to the Business (however, they exclude (i) contractual statuses that are not succeeded from Trust Tech to BeNEXT Technologies and current assets regarding rights and obligations associated with them based on the stipulation of the accompanying document 4. (2) Agreements other than employment agreements and (ii) other current assets agreed upon separately by Trust Tech and BeNEXT Technologies).

(2) Noncurrent assets

All noncurrent assets belonging to the Business (however, they exclude (i) contractual statuses that are not succeeded from Trust Tech to BeNEXT Technologies and noncurrent assets regarding rights and obligations associated with them based on the stipulation of the accompanying document 4. (2) Agreements other than employment agreements and (ii) other noncurrent assets agreed upon separately between Trust Tech and BeNEXT Technologies).

2. Liabilities to be taken over

(1) Current liabilities

All current liabilities belonging to the Business (however, they exclude (i) contractual statuses that are not succeeded from Trust Tech to BeNEXT Technologies and current liabilities regarding rights and obligations associated with them based on the stipulation of the accompanying document 4. (2) Agreements other than employment agreements and (ii) other current liabilities agreed upon separately between Trust Tech and BeNEXT Technologies).

(2) Noncurrent liabilities

All noncurrent liabilities belonging to the Business (however, they exclude (i) contractual statuses that

are not succeeded from Trust Tech to BeNEXT Technologies and noncurrent liabilities regarding rights and obligations associated with them based on the stipulation of the accompanying document 4. (2) Agreements other than employment agreements and (ii) other noncurrent liabilities agreed upon separately between Trust Tech and BeNEXT Technologies).

3. Employment agreements, etc. to be taken over

All employees belonging to Trust Tech as of the Effective Date of the Company Split, employment contract status and all rights and obligations resulting from these agreements.

4. Other rights and obligations to be taken over

(1) Intellectual properties

Intellectual properties are not to be taken over, for those BeNEXT Technologies uses in the Business, Trust Tech authorizes their use to BeNEXT Technologies.

(2) Agreements other than employment agreements

All contractual statuses regarding the Business including worker dispatch basic contracts, placement service basic contracts, and outsourcing basic contracts which Trust Tech signed for the Business and all rights and obligations resulting from these agreements. Nevertheless, those agreed upon separately between Trust Tech and BeNEXT Technologies are excluded.

(3) Permits and licenses

Of permissions, authorizations, approvals, registrations and notifications regarding the Business, those that can be legally succeeded to BeNEXT. However, they exclude those Trust Tech needs to continue to own.

### **3. Overview of the content stipulated by Article 183 of the Regulations for Enforcement of the Companies Act**

#### **(1) Particulars regarding appropriateness of consideration**

##### **(i) Particulars regarding the number of shares to be issued**

Upon the Absorption-type Company Split, the Succeeding Company shall newly issue 100 shares in its common stock and allocate all of them to the Company, which is the Splitting Company. The Succeeding Company is a wholly owned subsidiary of the Company, and as it will allot all shares it is newly issuing upon the Absorption-type Company Split to the Company, the two companies discussed and decided the number of shares to be issued by the Succeeding Companies, and judged that it is appropriate.

##### **(ii) Particulars regarding the amount of capital stock and surplus**

The increases in capital stock and surplus at the Succeeding Company due to the Absorption-type Company Split are as follows, and we have judged that the increases are appropriate given the business of the Succeeding Company after the Absorption-type Company Split and the assets and liabilities to be taken over from the Company.

- |                            |  |
|----------------------------|--|
| 1) Capital stock           | 0 yen  |
| 2) Capital surplus         | 0 yen  |
| 3) Other capital surplus   | The amount obtained by subtracting the amount of each of the previous items from the changes in net assets |
| 4) Retained earnings       | 0 yen  |
| 5) Other retained earnings | 0 yen  |

#### **(2) Content of the balance sheet as of the day on which the Succeeding Company is formed**

The Succeeding Company was established in July 1, 2019 and there is no definitive final fiscal year for it. Content of the balance sheet as of the day on which the Succeeding Company is formed is as follows.

(million yen)

Account title	Amount	Account title	Amount
(Assets)		(Net assets)	
Current assets	400	Shareholders' equity	400
Cash and deposits	400	Capital stock	200
		Capital surplus	200
Total assets	400	Total liabilities and total net assets	400

**(3) Disposal of significant assets, significant debt burden, and other phenomena that give material impact on company assets that occurred after the establishment of the Succeeding Company**

Not applicable.

**(4) Disposal of significant assets, significant debt burden, and other phenomena that give material impact on company assets that occurred after the last day of the most recent fiscal year of the Company**

**(i) Stock split and partial amendments to the Articles of Incorporation due to the stock split**

Based on the resolution by the Board of Directors Meeting held on May 14, 2019, the Company carried out a 2-for-1 split on the Company's common stock held by the shareholders described or recorded on the final list of shareholders as of the effective date of July 1, 2019 with June 30, 2019 (June 28, 2019 practically) as the record date.

Along with this, the Company, based on the resolution by the Board of Directors Meeting held on May 14, 2019, changed the number of authorized shares to 143,600,000 stipulated in Article 5 of the Articles of Incorporation as of July 1, 2019.

**(ii) Merger of consolidated subsidiaries and change of company name**

Trust iPowers Inc. and TRUST NEXT SOLUTIONS Inc., the Company's consolidated subsidiaries, based on the resolutions of the Board of Directors' Meetings held at the two companies on May 17, 2019, merged, with Trust iPowers as the surviving company and TRUST NEXT SOLUTIONS being absorbed in the merger effective July 1, 2019.

The surviving Trust iPowers changed the company name to BeNEXT Solutions Inc. effective July 1, 2019.

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

### 1. Reasons for the proposal

As described in Proposal 1: Approval of Agreement on Absorption-Type Company Split Associated with Shift to Holding Company System, the Company will shift to a holding company system effective January 1, 2020 (planned) (also to change the company name to BeNEXT Group Inc. on the same day) from the existing system. Along with the move, subject to the approval of Proposal 1 and the absorption-type company split takes effect pursuant to the agreement on absorption-type company split approved in the proposal, the Company makes changes to Article 1 (Company name) and Article 2 (Purpose) of the current Articles of Incorporation and set forth a supplementary provision for the changes to take effect on January 1, 2020.

### 2. Details of the proposed amendments

Details of the proposed amendments are as follows.

(Underlined parts are amended)

Current Articles of Incorporation	Proposed Amendments
Chapter 1 General Provisions	Chapter 1 General Provisions
Article. 1 (Company name) The Company is called and written <u>Trust Tech Inc.</u>	Article. 1 (Company name) The Company is called and written <u>BeNEXT Group Inc.</u>
Article. 2 (Purpose) The Company is aimed at operating the <u>following businesses.</u>	Article. 2 (Purpose) The purpose of the Company is to own shares and stakes in companies operating the following businesses and foreign companies operating equivalent businesses to <u>control and manage business activities of such companies.</u>
1. Worker dispatch <u>operations</u> 2. Fee-based employment placement <u>operations</u> 3. Agency, contract and commissioned <u>work</u> of various operations of companies 4. <u>Consulting regarding recruitment and hiring of human resources at businesses</u>	1. Worker dispatch <u>business</u> 2. Fee-based employment placement <u>business</u> 3. Business regarding agency, contract and commissioning of various operations of companies 4. <u>Information collection, processing and provision services</u>

Current Articles of Incorporation	Proposed Amendments
5. Information processing and provision services	5. <u>Planning, development, manufacturing and sales of various products including machinery and appliances, chemicals, leather products, alcoholic beverages, beverages and food, and daily necessities</u>
6. Development and sales of software	6. <u>Business regarding sales and leasing of manufacturing and assembling facilities of various goods and processing facilities</u>
7. <u>Property rental operations</u>	7. <u>Business regarding development, design, manufacturing, sales, leasing, maintenance, and management of computer-related devices, software and systems as well as agency service of these operations</u>
8. <u>Building maintenance and management of indoor and outdoor, security, cleaning and greening operations</u>	8. <u>Business regarding planning, design, development, production, management and operation of websites and web contents</u>
9. <u>Education and training regarding the operations of above items 1. to 8.</u>	9. <u>Business regarding planning and production of graphic design and display design</u>
<Newly established>	10. <u>Business regarding technical support for building and operation of information system</u>
<Newly established>	11. <u>Business regarding design, manufacturing and inspection of automobile, auto parts and accessories</u>
<Newly established>	12. <u>Outsourcing business of various operations including production, manufacturing, and logistics</u>
<Newly established>	13. <u>Business regarding mechanical processing and welding of precision machinery, electronics, electrical equipment, railway, shipbuilding and aircraft</u>
<Newly established>	14. <u>Business regarding various education and training</u>
<Newly established>	15. <u>Business regarding planning and operation of various schools including personal computer schools and computer skill schools</u>
<Newly established>	16. <u>Business regarding planning, editing, publication, creation, sales, and leasing of educational publications and</u>

Current Articles of Incorporation	Proposed Amendments
<Newly established>	<u>learning materials</u>
<Newly established>	<u>17.Business regarding planning, production and operation of various events</u>
<Newly established>	<u>18.Business regarding real-estate leasing, maintenance and management, security, cleaning, and greening</u>
<Newly established>	<u>19.Business regarding acquisition, usage, purchase and sale, and licensing of incorporeal property rights such as copyrights, neighboring rights, and industrial property rights</u>
<Newly established>	<u>20.Consulting business regarding consulting related to each of the above items as well as management and recruitment</u>
<Newly established>	<u>21.Operation to control and manage business activities of companies operating the businesses listed in each of above items and foreign companies operating equivalent businesses by owning shares and stakes in them</u>
<Newly established>	<u>22.Management, trading, holding and investment of securities</u>
<u>10. All operations incidental to each of above items</u>	<u>23.All businesses that are related or incidental to each of the above items</u>
<Newly established>	<u>2 The Company can operate the businesses in each of the above items.</u>
Articles 3 to 50 <The articles are omitted>	Articles 3 to 50 <No change to the current articles>
<Newly established>	(Supplementary provisions)
	<u>Article. 1</u>
	<u>The effective date of the changes to Articles 1 and 2 shall be January 1, 2020.</u>
	<u>2 This article will be deleted as of the effective date in the previous paragraph.</u>

### Proposal 3: Election of Seven (6) Directors

The terms of office of all six (6) Directors will expire at the conclusion of this meeting. In that regard, the Company proposes to elect six (6) Directors including three (3) outside Directors.

The candidates for Director are as follows:

No.	Name	Current positions in the Company	Attribute of candidate		
1	Yutaka Nishida	President and Representative Director	Reelection		
2	Noriyuki Murai	Director, Senior Managing Corporate Executive Officer	Reelection		
3	Shigeharu Kimura	Director candidate	New appointment		
4	Takashi Miyano	Director	Reelection	Outside	Independent
5	Rieko Zamma	Director	Reelection	Outside	Independent
6	Arata Shimizu	Director	Reelection	Outside	Independent



No.  
1.

**Yutaka Nishida**

**Reelection**

Tenure as Director  
(at the conclusion of this meeting):5 years

**Number of the Company's shares held** (As of June 30, 2019) 24,100 shares



(Mar. 17, 1963)

**Career summary, important concurrent positions, positions and areas of responsibility in the Company**

Apr. 1987    Joined Recruit Co., Ltd.  
Apr. 1990    Joined Recruit Seeds Staff Co., Ltd. (currently Recruit Staffing Co., Ltd.)  
Oct. 2003    Director, General Manager of Sales Headquarters, ORIFA Corporation  
Apr. 2005    Executive Officer, Recruit Staffing Co., Ltd.  
Apr. 2007    Director, Recruit Staffing Cities Co., Ltd.  
Apr. 2010    Representative Director, Mates Co., Ltd.  
Apr. 2011    Representative Director, Recruit From A Casting Co., Ltd.  
Apr. 2014    Advisor, the Company  
Sept. 2014    COO & President, the Company  
               Director, TTM Inc. (current position)  
July2015    Director, FREEDOM Co., Ltd.  
Oct. 2015    Director, Trust Ideal, Inc.  
July 2016    President and Representative Director, the Company (current position)  
Aug. 2016    Director, MTrec Limited (current position)  
Mar. 2017    Director, FUSIONi Co., Ltd. (currently BeNEXT Solutions Inc.) (current position)  
Dec. 2017    Director, 1998 HOLDINGS LIMITED (currently Gap Personnel Group Ltd) (current position)  
               Director, Gap Personnel Holdings Limited (current position)  
Apr. 2018    Director, TRUST NEXT SOLUTIONS Inc. (currently BeNEXT Solutions Inc.)  
Aug. 2018    Director, Quattro Group Holdings Limited (current position)  
               Director, Quattro Recruitment Limited (current position)  
               Director, Quattro Healthcare Limited (current position)  
July2019    Representative Director, BeNEXT Technologies Inc. (current position)

**(Reasons for nomination as a candidate for Director)**

Mr. Yutaka Nishida has served as President of the Company since 2014. The Company expects that while continuing to lead the management of the Group and making the most of his abundant experience as a corporate manager and his extensive insights relating to the Company's business, he will contribute to enhancing the long-term corporate value of the Company and to promoting growth strategies. Accordingly, the Company has nominated him as a candidate for Director.

No.  
2.

Noriyuki Murai

**Reelection**

Tenure as Director  
(at the conclusion of this meeting): 5 years

Number of the Company's shares held (As of June 30, 2019) 17,400 shares



(Dec. 21, 1971)

Career summary, important concurrent positions, positions and areas of responsibility in the Company

Apr. 1995 Joined The Fuji Bank, Limited (currently Mizuho Bank, Ltd.)  
July 2001 Joined PATOLIS Corporation  
July 2005 Joined the Company, Deputy General Manager of Corporate Planning Dept.  
Apr. 2010 Head of Corporate Planning Dept., the Company  
Sept. 2011 Corporate Executive Officer, the Company  
Sept. 2014 Director and Senior Managing Corporate Executive Officer, the Company (current position)  
Audit & Supervisory Board Member, TTM Inc. (current position)  
Sept. 2015 Director, Kyosei Sangyo Inc. (currently Trust Tech With Inc.) (current position)  
Oct. 2015 Director, Trust Ideal, Inc.  
Sept. 2016 Audit & Supervisory Board Member,  
Shan Dong Trust Bridge Human Resources Inc. (current position)  
Mar. 2017 Director, FUSIONi Co., Ltd. (currently BeNEXT Solutions Inc.)  
Sept. 2018 Auditor, TRUST NEXT SOLUTIONS Inc. (currently BeNEXT Solutions Inc.)  
Auditor, Trust iPowers Inc. (currently BeNEXT Solutions Inc.) (current position)

(Reasons for nomination as a candidate for Director)

Mr. Noriyuki Murai has worked in the Company's corporate planning department for many years and has experience, achievements, and insights related to all aspects of corporate strategy. The Company expects that he will contribute to formulating and promoting the Group's growth strategies. Accordingly, the Company has nominated him as a candidate for Director.

No.  
3.

## Shigeharu Kimura

New  
appointment

Number of the Company's shares held (As of June 30, 2019) **16,000 shares**



(May 23, 1973)

### Career summary, important concurrent positions, positions and areas of responsibility in the Company

Apr. 1992    Joined Yurtec Co., Inc.  
Nov. 2000    Joined TST Co., Ltd.  
Feb. 2002    Representative Director, Japan Finance Collection Co., Ltd.  
Feb. 2004    Representative Director, Crystals Co., Ltd.  
Oct. 2004    Joined Trust Tech Inc. (a former subsidiary of the Company)  
Sept. 2008    Corporate Executive Officer, Trust Tech Inc.  
Oct. 2008    Corporate Executive Officer, the Company  
Mar. 2009    Representative Director, TTM Inc.  
June 2009    Senior Managing Corporate Executive Officer, the Company  
Sept. 2009    Director, the Company  
Sept. 2011    Director, Vice President, Corporate Executive Officer, the Company (retired in September 2014)  
                  Director, TTM Inc.  
                  Director, HKTT Limited (HKTT)  
Nov. 2014    Representative Director, Confidence, Inc.  
July2015    Representative Director, FREEDOM Co., Ltd.  
                  Representative Director, ECS, K.K.  
                  Representative Director, System One Co., Ltd.  
                  Representative Director, MTS Corporation  
Aug. 2015    Director, Confidence, Inc.  
Apr. 2018    TRUST NEXT SOLUTIONS Inc. (currently BeNEXT Solutions Inc.)  
                  Representative Director  
Apr. 2019    Representative Director, Trust iPowers Inc. (currently BeNEXT Solutions Inc.) (current position)

#### (Reasons for nomination as a candidate for Director)

Mr. Shigeharu Kimura has served as Representative Director of a number of subsidiaries of the Company. He has abundant experience, excellent track record and extensive insight in this industry, and the Company expects him to contribute to enhancing the long-term corporate value of the Group and to promoting growth strategies. Accordingly, the Company has once again nominated him as a candidate for Director.

No.  
4.

**Takashi Miyano**

Reelection

Outside

Independent

Tenure as Director  
(at the conclusion of this meeting):3 years

Number of the Company's shares held (As of June 30, 2019) – shares



(Sept. 27, 1950)

**Career summary, important concurrent positions, positions and areas of responsibility in the Company**

Apr. 1973    Joined Computer Services Corporation (currently SCSK Corporation)  
Dec. 1985    Director, Computer Services Corporation  
Dec. 1988    Managing Director, CSK Corporation (currently SCSK Corporation)  
June 1995    Senior Managing Director, CSK Corporation  
June 1997    Representative Director and Vice President, CSK Corporation  
Nov. 1998    Representative Director and Vice President,  
                 CSK Electronics Corporation (currently MAG NET HOLDINGS, INC.)  
Mar. 1999    Representative Director and President, CSK Electronics Corporation  
Aug. 2001    Representative Director and Chairman, CSK Electronics Corporation  
Mar. 2002    Representative Director and President, JIEC Corporation (currently JIEC Co., Ltd.)  
Oct. 2004    President, Saison Information Systems Co., Ltd.  
Apr. 2016    Chairman, Saison Information Systems Co., Ltd.  
May 2016    Representative Director, Office HIRYU (current position)  
June 2016    Director, J-Stream Inc. (current position)  
Sept. 2016    Director, the Company (current position)  
Jan. 2018    Director, Service & Security Corporation (current position)  
Apr. 2018    Director, Agent Smith, Inc. (current position)

**(Reasons for nomination as a candidate for outside Director)**

Mr. Takashi Miyano possesses abundant experience and knowledge as a corporate manager, and provides advice and recommendations that ensure objectivity in the decision making process of the Company's Board of Directors. The Company expects that he will continue to contribute to strengthening the Company's governance system. Accordingly, the Company has nominated him as a candidate for outside Director.

No.  
5.

Rieko Zamma

Reelection

Outside

Independent

Tenure as Director  
(at the conclusion of this meeting): 3 years

Number of the Company's shares held (As of June 30, 2019) – shares



(Mar. 21, 1950)

### Career summary, important concurrent positions, positions and areas of responsibility in the Company

Apr. 1970 Joined Shizuoka Broadcasting System, Inc., Announcer  
June 1973 Joined Kobunsha Co., Ltd., Reporter of Josei Jishin (Women's Self) Editorial Department  
May 1980 Representative Director and President, Candid Co., Ltd.  
(currently Candid Communications Co., Ltd.)  
Feb. 2001 Panel member, Panel on Infrastructure Development,  
Ministry of Land, Infrastructure, Transport and Tourism  
Mar. 2004 General Producer, International Skills Festival for All, Japan 2007,  
Ministry of Health, Labour and Welfare  
July 2005 Representative Director and President, Creative Senior Co., Ltd.  
(currently Candid Produce Co., Ltd.) (current position)  
Jan. 2007 Member, Fiscal System Council, Ministry of Finance  
Jan. 2009 Representative, club willbe (social network for all adults) (current position)  
Aug. 2009 Member, Advisory Committee on Lay Judge system, Ministry of Justice  
Mar. 2010 Director, Fujita Kanko Inc. (current position)  
Mar. 2014 Director, BJ, Inc. (current position)  
June 2016 Director, SHIMA SEIKI MFG., LTD. (current position)  
Sept. 2016 Director, the Company (current position)

#### (Reasons for nomination as a candidate for outside Director)

Ms. Rieko Zamma possesses abundant experience as a business manager in different business fields with other industrial frameworks as well as an excellent academic background, and provides advice and recommendations that ensure objectivity in the decision making process of the Company's Board of Directors. The Company expects that she will continue to contribute to strengthening the Company's governance system. Accordingly, the Company has nominated her as a candidate for outside Director.

No.

6.

Arata Shimizu

Reelection

Outside

Independent

Tenure as Director

(at the conclusion of this meeting):2 years

Number of the Company's shares held (As of June 30, 2019) – shares



(June 1, 1972)

Career summary, important concurrent positions, positions and areas of responsibility in the Company

Apr. 1997    Joined Accenture Japan Ltd  
Mar. 2002    Senior Manager, Accenture Japan Ltd  
Sept. 2005    Executive Partner, Accenture Japan Ltd  
July 2015    Executive Officer, General Manager of Strategic Consulting Headquarters, Accenture Japan Ltd  
Mar. 2017    Representative Director and COO, SEAOS, Inc. (current position)  
Apr. 2017    Management Consultant, Interworks, Inc.  
June 2017    Director, Interworks, Inc. (current position)  
Sept. 2017    Director, the Company (current position)

(Reasons for nomination as a candidate for outside Director)

Mr. Arata Shimizu provides advice and recommendations that will ensure objectivity in the decision making process of the Company's Board of Directors by making the most of his abundant experience and his extensive insights gained through numerous consulting projects. The Company expects that he will continue to contribute to strengthening the Company's governance system. Accordingly, the Company has nominated him as a candidate for outside Director.

Notes:

1. No special interest exists between any of the candidates for Director and the Company.
2. Mr. Takashi Miyano, Ms. Rieko Zamma and Mr. Arata Shimizu are candidates for outside Director.
3. The Company has submitted notification to the Tokyo Stock Exchange that Mr. Takashi Miyano, Ms. Rieko Zamma and Mr. Arata Shimizu are designated as independent officers as provided for by the aforementioned exchange. Should they be re-elected, the Company plans to continue this designation.
4. The Company has entered into a limited liability agreement with Mr. Takashi Miyano, Ms. Rieko Zamma and Mr. Arata Shimizu pursuant to the Company's Articles of Incorporation. Should they be re-elected, the Company plans to continue this agreement. The gist of this agreement is that, pursuant to Article 427, paragraph 1 of the Companies Act, liability under Article 423, paragraph 1 of the same Act shall be limited to either the minimum amount provided in Article 425, paragraph 1 of the same Act or 10 million yen, whichever is higher.