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Securities Code: 2453

December 9, 2019

To Shareholders:

Nobuhiro Sakakibara,  
Representative Director  
**Japan Best Rescue System Co., Ltd.**  
10-20, Nishiki 1-chome, Naka-ku, Nagoya-shi

## Notice of the 23rd Ordinary General Meeting of Shareholders

You are cordially invited to attend the 23rd Ordinary General Meeting of Shareholders (the “Meeting”) of Japan Best Rescue System Co., Ltd. (the “Company”) to be held as indicated below.

**If you are unable to attend the Meeting in person, you can exercise your voting rights using any of the following methods. Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting right no later than 6:30 p.m. (JST) on December 25, 2019.**

[By mail]

Please indicate your approval or disapproval of the proposals on the enclosed voting form, and return it to us by the voting deadline above.

[Via the Internet]

Please refer to the “Guide for exercise of voting rights, etc.” (Japanese only) and exercise your voting right by the voting deadline above.

- 1. Date and Time:** 10:00 a.m., Thursday, December 26, 2019 (Reception desk will open at 9:00 a.m.)
- 2. Venue:** Rose Room, 5F, ANA Crowne Plaza Hotel Grand Court Nagoya  
1-1, Kanayama-cho 1-chome, Naka-ku, Nagoya-shi

### 3. Objectives of the Meeting

#### Reports

1. The Business Report and the Consolidated Financial Statements for the 23rd fiscal year (from October 1, 2018 to September 30, 2019), and the report of audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board
2. The Non-consolidated Financial Statements for the 23rd fiscal year (from October 1, 2018 to September 30, 2019)

#### Resolutions

- Proposal No. 1:** Appropriation of Surplus
- Proposal No. 2:** Partial Amendments to the Articles of Incorporation
- Proposal No. 3:** Election of Five (5) Directors
- Proposal No. 4:** Election of One (1) Audit & Supervisory Board Member

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When you attend the Meeting in person, you are kindly requested to present the enclosed voting form at the reception desk. If any revisions are made to the Business Report, Consolidated Financial Statements, Non-consolidated Financial Statements, and the Reference Documents for the General Meeting of Shareholders included in this Notice, revised contents will be presented on the Company's website (URL: <https://www.jbr.co.jp/>; Japanese only).

Of the documents to be provided, information concerning the following items is not included in the documents provided with this Notice, but is posted on the Company's website (URL: [https://www.jbr.co.jp/ir\\_info/](https://www.jbr.co.jp/ir_info/); Japanese only) pursuant to laws and regulations and Article 16 of the Company's Articles of Incorporation.

-Business Report "Company Structure and Policies"

-Consolidated Financial Statements "Consolidated Statement of Changes in Shareholders' Equity and Notes to the Consolidated Financial Statements"

-Non-consolidated Financial Statements "Non-consolidated Statement of Changes in Shareholders' Equity and Notes to the Non-consolidated Financial Statements"

Therefore, the documents attached to this Notice are a part of the Consolidated Financial Statements and the Non-consolidated Financial Statements audited by the Accounting Auditor in preparing its audit reports, as well as a part of the Business Report, Consolidated Financial Statements or the Non-consolidated Financial Statements audited by the Audit & Supervisory Board Members in preparing their audit reports.

## Reference Documents for the General Meeting of Shareholders

### Proposals and References

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

The Company proposes the appropriation of surplus as follows:

##### Matters concerning term-end dividends

We recognize returning profits to our shareholders is one of our important management tasks. To further enhance returns to our shareholders, our basic policy is to pay a stable ordinary dividend of ¥15 per share (¥7 per share at the end of the first half and ¥8 per share at the end of the fiscal year) and when the dividend calculated based on a payout ratio of 30% exceeds ¥15, we consider whether or not to pay the difference as a special, performance-linked dividend at the end of the fiscal year.

Accordingly, the Company proposes to pay term-end dividends for the 23rd fiscal year of ¥8 per share.

##### 1) Type of dividend property

To be paid in cash.

##### 2) Matter concerning allotment of dividend property to shareholders and its total amount

The Company proposes to pay a dividend of ¥8 per share of common stock of the Company.

In this event, the total amount of dividends will be ¥255,837,272.

##### 3) Effective date of dividends from surplus

The effective date of dividends shall be December 27, 2019.

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

### 1. Reasons for proposed amendments

The Company proposes to make necessary amendments to its current Articles of Incorporation for the following reasons.

- (1) The Company proposes to amend Article 2 (Purpose) to add business purposes in order to add the business of electric power retailing in line with the Company's entry into the electric power retailing business, as well as to prepare for future business expansion.
- (2) In addition to the above-mentioned amendment, the Company proposes to make necessary changes such as reorganizing the wording.

### 2. Details of proposed amendments

The details of the proposed amendments are as follows.

(Underlined portions indicate the proposed amendments.)

Current Articles of Incorporation	Proposed Amendments
Chapter I General Provisions	Chapter I General Provisions
Article 1. (Omitted)	Article 1. (Unchanged)
(Purpose)	(Purpose)
Article 2. The purpose of the Company shall be to engage in the following business activities:	Article 2. The purpose of the Company shall be to engage in the following business activities:
1.-13. (Omitted)	1.-13. (Unchanged)
(New provision)	<u>14. General rental business and general leasing business unassociated with the above</u>
<u>14.-22.</u> (Omitted)	<u>15.-23.</u> (Unchanged)
<u>23.</u> Trading <u>and</u> consigned trading of antiques	<u>24.</u> Trading <u>and</u> consigned trading of antiques (Change in Japanese only; English unchanged)
<u>24.-37.</u> (Omitted)	<u>25.-37.</u> (Unchanged)
(New provision)	<u>38. Business of telecommunications</u> <u>39. Business of electric power retailing</u> <u>40. Outsourced work and consigned work</u> <u>41. Miscellaneous services agency business</u> <u>42. Intermediary service for various goods and services</u>
<u>38.</u> Any and all businesses incidental to any of the foregoing items	<u>43.</u> (Unchanged)
Article 3.-Article 24. (Omitted)	Article 3.-Article 24. (Unchanged)
(Notice of Meeting of the Board of Directors)	(Notice of Meeting of the Board of Directors)
Article 25.	Article 25.
1. (Omitted)	1. (Unchanged)
2. With the consent of all Directors and <u>each</u> Audit & Supervisory Board Member, a meeting of the Board of Directors may be held without following the convening procedures.	2. With the consent of all Directors and Audit & Supervisory Board Members, a meeting of the Board of Directors may be held without following the convening procedures.

Current Articles of Incorporation	Proposed Amendments
<p>(Method of Resolutions of the Board of Director)</p> <p>Article 26.</p> <ol style="list-style-type: none"> <li>(Omitted)</li> <li>The Company shall, in cases where the requirements prescribed in Article 370 of the Companies Act are <u>satisfied</u>, for matters which are the purpose of a resolution of the Board of Directors, deem that the resolution of the Board of Directors to approve such matters has been made.</li> </ol> <p>Article 27.–Article 28. (Omitted)</p> <p>(Remuneration, Etc.)</p> <p>Article 29. Remuneration, bonuses and other economic benefits given by the Company in consideration for the <u>performance</u> of duties to Directors shall be determined by a resolution of a general meeting of shareholders.</p> <p>Article 30.–Article 32. (Omitted)</p> <p>(Term of Office)</p> <p>Article 33.</p> <ol style="list-style-type: none"> <li>The term of office of an Audit &amp; Supervisory Board Member shall expire at the conclusion of the annual general meeting of shareholders for the last business year out of the business years terminating within four years after the election of the Audit &amp; Supervisory Board Member.</li> <li>(Omitted)</li> </ol> <p>Article 34.–Article 46. (Omitted)</p>	<p>(Method of Resolutions of the Board of Director)</p> <p>Article 26.</p> <ol style="list-style-type: none"> <li>(Unchanged)</li> <li>The Company shall, in cases where the requirements prescribed in Article 370 of the Companies Act are <u>satisfied</u>, for matters which are the purpose of a resolution of the Board of Directors, deem that the resolution of the Board of Directors to approve such matters has been made. (Change in Japanese only; English unchanged)</li> </ol> <p>Article 27.–Article 28. (Unchanged)</p> <p>(Remuneration, Etc.)</p> <p>Article 29. Remuneration, bonuses and other economic benefits given by the Company in consideration for the <u>execution</u> of duties (<u>hereinafter referred to as the “Remuneration, Etc.”</u>) to Directors shall be determined by a resolution of a general meeting of shareholders.</p> <p>Article 30.–Article 32. (Unchanged)</p> <p>(Term of Office)</p> <p>Article 33.</p> <ol style="list-style-type: none"> <li>The term of office of an Audit &amp; Supervisory Board Member shall expire at the conclusion of the annual general meeting of shareholders for the last business year out of the business years terminating within four years after the election of the Audit &amp; Supervisory Board Member. (Change in Japanese only; English unchanged)</li> <li>(Unchanged)</li> </ol> <p>Article 34.–Article 46. (Unchanged)</p>

**Proposal No. 3:** Election of Five (5) Directors

At the conclusion of this Meeting, the terms of office of all five Directors will expire. In that regard, the Company proposes to elect five Directors including three Outside Directors.

The candidates for Director are as follows:

Candidate No.	Name	Current position	Attribute		
1	Nobuhiro Sakakibara	Representative Director	Reelection		
2	Mitsuhiro Wakatsuki	Director	Reelection		
3	Norio Shiraishi	Director	Reelection	Outside	Independent
4	Housei Iwamura	Director	Reelection	Outside	Independent
5	Akio Hamaji	—	New election	Outside	Independent

**Reelection:** Candidate for Director to be reelected

**New election:** Candidate for Director to be newly elected

**Outside:** Candidate for Outside Director

**Independent:** Independent officer as defined by the securities exchanges, etc.

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company (Significant concurrent positions outside the Company)		Number of the Company's shares owned
1	Nobuhiro Sakakibara (March 22, 1967)	Apr. 1989	Joined ACROSS Co., Ltd.	10,782,900
		Jan. 1994	Established NOA, Ltd., Director	
		Feb. 1997	Established Japan Motorcycle Road Service Co., Ltd. (currently the Company), Representative Director (current position)	
		Apr. 2004	Director, SECOM WIN CO., LTD.	
		Nov. 2008	Director, Japan Small Amount & Short Term Insurance Co., Ltd. (current position)	
		May 2017	Director, JBR ANSHIN WARRANTY Co., Ltd. (current position)	
		(Significant concurrent positions outside the Company)		
		Director, Japan Small Amount & Short Term Insurance Co., Ltd.		
		Director, JBR ANSHIN WARRANTY Co., Ltd.		
(Reasons for nomination as candidate for Director)				
Nobuhiro Sakakibara has taken command of management for many years as president of the Company and demonstrated strong leadership while aiming to enhance corporate value. Because of this, coupled with his considerable experiences as a corporate business manager and excellent character and insights, the Company has nominated him for another term as a candidate for Director.				
2	Mitsuhiro Wakatsuki (April 4, 1965)	Apr. 1989	Joined The Shizuoka Bank, Ltd.	3,400
		Oct. 1996	Joined Tohmatsu & Co. (currently Deloitte Touche Tohmatsu LLC)	
		Feb. 2001	Director, Tohmatsu Consulting Co., Ltd. (currently Deloitte Tohmatsu Consulting LLC)	
		Mar. 2004	President and Representative Director, Project A Co., Ltd.	
		Feb. 2007	Managing Director, Advanced Communications Co., Ltd.	
		Oct. 2010	Director, General Manager of Administration Division, SWEETSTYLE Co., Ltd.	
		Mar. 2012	President and Representative Director, SWEETSTYLE Co., Ltd.	
		Jan. 2017	Executive Officer and Chief of Corporate Platform Company, the Company	
		June 2017	Director, Japan Small Amount & Short Term Insurance Co., Ltd. (current position)	
		Dec. 2017	Director, Executive Officer and Chief of Corporate Platform Company, the Company	
		Oct. 2018	Director, Executive Officer and Chief of Corporate Platform Company, and General Manager of Corporate Planning Department, the Company (current position)	
		Dec. 2018	Director, JBR ANSHIN WARRANTY Co., Ltd. (current position)	
		(Significant concurrent positions outside the Company)		
		Director, Japan Small Amount & Short Term Insurance Co., Ltd.		
		Director, JBR ANSHIN WARRANTY Co., Ltd.		
(Reasons for nomination as candidate for Director)				
Because Mitsuhiro Wakatsuki has served multiple companies as director, is well-versed in corporate management, and has considerable experiences and knowledge gained through involvement in management consultant operations, the Company has nominated him as a candidate for Director.				

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
3	Norio Shiraishi (January 23, 1967)	<p>Aug. 1990      Joined Pasona Japan Inc. (currently Randstad K.K.)</p> <p>Mar. 1996      Established Business Coop Inc. (currently Benefit One Inc.), Director</p> <p>June 2000      President &amp; COO, Benefit One Inc.</p> <p>Jan. 2012      Outside Director, J.S.B. Co., Ltd. (current position)</p> <p>Mar. 2012      Director, Benefit one Solutions Inc.</p> <p>May 2012      Director, Benefit One Shanghai Inc. (current position)</p> <p>Nov. 2012      Director, Chair of the Board, BENEFIT ONE USA, INC. (current position)</p> <p>Aug. 2013      Director, Pasona Group Inc.</p> <p>Oct. 2013      Director, BENEFIT ONE ASIA PTE. LTD. (currently BENEFIT ONE INTERNATIONAL PTE. LTD.) (current position)</p> <p>Jan. 2014      Director, BENEFIT ONE (THAILAND) COMPANY LIMITED (current position)</p> <p>Dec. 2014      Geschäftsführer, Benefit One Deutschland GmbH (current position)</p> <p>Dec. 2016      Director, REWARDZ PRIVATE LIMITED (current position)</p> <p>Outside Director, the Company (current position)</p> <p>June 2017      Director, PT. BENEFIT ONE INDONESIA (current position)</p> <p>Sept. 2017      Director, DG1 Inc. (current position)</p> <p>June 2019      President &amp; COO, responsible for Finance Division and Audit Division, Benefit One Inc. (current position)</p> <p>(Significant concurrent positions outside the Company)</p> <p>President &amp; COO, responsible for Finance Division and Audit Division, Benefit One Inc.</p> <p>Outside Director, J.S.B. Co., Ltd.</p> <p>Director, Benefit One Shanghai Inc.</p> <p>Director, Chair of the Board, BENEFIT ONE USA, INC.</p> <p>Director, BENEFIT ONE INTERNATIONAL PTE. LTD.</p> <p>Director, BENEFIT ONE (THAILAND) COMPANY LIMITED</p> <p>Director, PT. BENEFIT ONE INDONESIA</p> <p>Geschäftsführer, Benefit One Deutschland GmbH</p> <p>Director, REWARDZ PRIVATE LIMITED</p> <p>Director, DG1 Inc.</p>	100,000
<p>(Reasons for nomination as candidate for Outside Director)</p> <p>Because Norio Shiraishi has served multiple companies as director, has considerable experiences and extensive insights gained from his duties as business manager over a long time, and is well-versed in corporate management, the Company has nominated him for another term as a candidate for Outside Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
4	Housei Iwamura (September 2, 1968)	<p>Oct. 1993      Joined Ito Accounting Office</p> <p>Apr. 1997      Registered as Certified Public Accountant</p> <p>July 2000      Established Iwamura Certified Public Accountant Office, Director (current position)</p> <p>Apr. 2004      Outside Audit &amp; Supervisory Board Member, the Company</p> <p>Nov. 2004      Outside Audit &amp; Supervisory Board Member, Cab Co., Ltd. (current position)</p> <p>Aug. 2006      Established Audit Firm Ambitious, Representative</p> <p>Mar. 2008      Outside Audit &amp; Supervisory Board Member, BRONCO BILLY Co., Ltd. (current position)</p> <p>Oct. 2008      Outside Audit &amp; Supervisory Board Member, Brass Corporation (current position)</p> <p>Oct. 2015      Outside Audit &amp; Supervisory Board Member, Cab Holdings Co., Ltd. (current position)</p> <p>Dec. 2016      Outside Director, the Company (current position)</p> <p>Feb. 2017      Outside Audit &amp; Supervisory Board Member, J Supply Co., Ltd. (current position)</p> <p>                    Outside Audit &amp; Supervisory Board Member, URS Co., Ltd. (current position)</p> <p>July 2019      Representative, Cosmos &amp; Co. (current position)</p> <p>                    (Significant concurrent positions outside the Company)</p> <p>Director, Iwamura Certified Public Accountant Office</p> <p>Representative, Cosmos &amp; Co.</p> <p>Outside Audit &amp; Supervisory Board Member, BRONCO BILLY Co., Ltd.</p> <p>Outside Audit &amp; Supervisory Board Member, Cab Holdings Co., Ltd.</p> <p>Outside Audit &amp; Supervisory Board Member, Cab Co., Ltd.</p> <p>Outside Audit &amp; Supervisory Board Member, J Supply Co., Ltd.</p> <p>Outside Audit &amp; Supervisory Board Member, URS Co., Ltd.</p> <p>Outside Audit &amp; Supervisory Board Member, Brass Corporation</p>	—
<p>(Reasons for nomination as candidate for Outside Director)</p> <p>Because Housei Iwamura has served multiple companies concurrently as outside audit &amp; supervisory board member in his capacity as certified public accountant, and gained considerable experiences and track record as well as extensive knowledge and insights, the Company has nominated him for another term as a candidate for Outside Director. Although he does not have experience of being directly involved in corporate management except as an outside officer, the Company judges that he will be able to perform his duties appropriately as Outside Director for aforementioned reasons.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
5	*Akio Hamaji (July 13, 1954)	<p>Apr. 1979      Joined Mitsubishi Mining &amp; Cement Co., Ltd. (currently Mitsubishi Materials Corporation)</p> <p>June 2009      Operating Officer and General Manager of Corporate Planning Div., Mitsubishi Materials Corporation</p> <p>June 2010      Managing Executive Officer and General Manager of Corporate Planning Div., Mitsubishi Materials Corporation</p> <p>Apr. 2011      Managing Executive Officer and General Manager of Corporate Strategy Div., Mitsubishi Materials Corporation</p> <p>June 2012      Managing Director, Mitsubishi Materials Corporation</p> <p>Apr. 2015      Executive Vice President, Mitsubishi Materials Corporation</p> <p>Apr. 2016      President, Mitsubishi Aluminum Co., Ltd.</p>	—
<p>(Reasons for nomination as candidate for Outside Director)</p> <p>Because Akio Hamaji has considerable experiences and extensive insights gained from his duties as business manager over a long time, and is well-versed in corporate management, the Company has nominated him as a candidate for Outside Director.</p>			

- Notes:
1. The candidate marked with an asterisk (\*) is a newly nominated candidate for Director.
  2. All candidates do not have any special interest with the Company.
  3. The number of the Company's shares owned by each candidate doesn't include the number of shares owned through the officer stock ownership association of the Company.
  4. Norio Shiraishi, Housei Iwamura and Akio Hamaji are candidates for Outside Directors.
  5. Norio Shiraishi and Housei Iwamura are currently Outside Directors of the Company. As of the conclusion of the Meeting, their terms of office as Outside Directors will have been three years.
  6. Norio Shiraishi and Housei Iwamura satisfy the requirements for an independent officer as provided for by Tokyo Stock Exchange, Inc. and Nagoya Stock Exchange, Inc. on which the Company is listed, and the Company has submitted notification to the aforementioned exchanges concerning their appointment as independent officers. If the reelection of these candidates is approved, the Company intends to continue to notify the two candidates as independent officers to those exchanges. Within the past five years, there have been no incidences of irregularities in business execution at other companies at which any candidates were at that time serving, nor have there been any actions taken by such candidate to prevent recurrence of such issues or to resolve such issues.
  7. The Company has entered into contracts with Norio Shiraishi and Housei Iwamura to limit their liability for damages under Article 423, paragraph 1 of the Companies Act pursuant to the provisions of Article 427, paragraph 1 of the same Act. The maximum amount of liability for damages under these contracts is the minimum liability amount provided for under laws and regulations. If the reelection of the two candidates is approved, the Company intends to continue these contracts with them.
  8. If the election of Akio Hamaji is approved as originally proposed, the Company intends to enter into a contract with him to limit his liability for damages under Article 423, paragraph 1 of the Companies Act pursuant to the provisions of Article 427, paragraph 1 of the same Act. However, the maximum amount of liability for damages under this contract shall be the minimum liability amount provided for under laws and regulations. Furthermore, Akio Hamaji satisfies the requirements for an independent officer as provided for by Tokyo Stock Exchange, Inc. and Nagoya Stock Exchange, Inc., and the Company plans to submit notification to the aforementioned exchanges concerning his appointment as an independent officer.

**Proposal No. 4:** Election of One (1) Audit & Supervisory Board Member

The term of office of Audit & Supervisory Board Member Toyokiyo Kosuge will expire at the conclusion of this Meeting. In that regard, the Company proposes to elect one Audit & Supervisory Board Member.

The consent of the Audit & Supervisory Board has been obtained for this proposal.

The candidate for Audit & Supervisory Board Member is as follows:

Name (Date of birth)	Career summary and position in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
*Hiroyuki Oshida (June 5, 1957)	<p>Apr. 1981      Joined The Long-Term Credit Bank of Japan, Ltd. (currently Shinsei Bank, Limited)</p> <p>July 1998      Joined KPMG Global Solution K.K.</p> <p>July 1999      Director, KPMG Global Solution K.K.</p> <p>Feb. 2000      Joined KPMG Business Advisory LLC</p> <p>July 2000      Partner and Branch Manager of Tokyo Branch, KPMG Business Advisory LLC</p> <p>Aug. 2003      Representative Director and Partner, KPMG FAS Co., Ltd.</p> <p>Sept. 2006      Visiting Professor, KIT Toranomon Graduate School</p> <p>Mar. 2019      Representative, Musashino Research LLC (current position)</p> <p>July 2019      Advisor, SFM Co., Ltd.</p> <p>                 Outside Director, ARUHI Corporation (current position)</p> <p>                 Outside Director, GIGA PRIZE CO., LTD. (current position)</p> <p>Nov. 2019      Outside Director, SFM Co., Ltd. (current position)</p> <p>                 (Significant concurrent positions outside the Company)</p> <p>Representative, Musashino Research LLC</p> <p>Outside Director, ARUHI Corporation</p> <p>Outside Director, GIGA PRIZE CO., LTD.</p> <p>Outside Director, SFM Co., Ltd.</p>	—
<p>(Reasons for nomination as candidate for Outside Audit &amp; Supervisory Board Member)</p> <p>Hiroyuki Oshida has been nominated as a candidate for Outside Audit &amp; Supervisory Board Member because he has considerable experiences and insights as a consultant and thus the Company judges that he will be able to perform his duties appropriately as Outside Audit &amp; Supervisory Board Member.</p>		

- Notes:
1. The candidate marked with an asterisk (\*) is a newly nominated candidate for Audit & Supervisory Board Member.
  2. The candidate does not have any special interest with the Company.
  3. Hiroyuki Oshida is a candidate for Outside Audit & Supervisory Board Member.
  4. If the election of Hiroyuki Oshida is approved as originally proposed, the Company intends to enter into a contract with him to limit his liability for damages under Article 423, paragraph 1 of the Companies Act pursuant to the provisions of Article 427, paragraph 1 of the same Act. However, the maximum amount of liability for damages under this contract shall be the minimum liability amount provided for under laws and regulations. Furthermore, Hiroyuki Oshida satisfies the requirements for an independent officer as provided for by Tokyo Stock Exchange, Inc. and Nagoya Stock Exchange, Inc., and the Company plans to submit notification to the aforementioned exchanges concerning his appointment as an independent officer.