

To Shareholders with Voting Rights:

Yosuke Kiminami  
Founding CEO &  
Representative Director  
RENOVA, Inc.  
2-2-1 Kyobashi,  
Chuo-ku, Tokyo

## NOTICE OF CONVOCAION OF THE 21ST ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders,

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

Please be informed that the 21st Annual General Meeting of Shareholders of RENOVA, Inc. (hereinafter the "Company") will be held for the purposes described below.

In order to prevent the spread of coronavirus disease (COVID-19), the Japanese government and prefectural governors are currently strongly recommending all persons to stay at home. In response to this situation, as a result of careful consideration, we will be holding the General Meeting of Shareholders upon conducting appropriate infection preventive measures. Under the situation of strong recommendation to stay at home, we would like to ask all our shareholders to exercise your voting rights in advance in writing or via the Internet, etc. as much as possible, and refrain from attending the General Meeting of Shareholders regardless of your physical conditions, from the perspective of preventing the spread of COVID-19.

For exercising your voting rights in advance, please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights. Votes must be received by 5:00 p.m. on Thursday, June 18, 2020, Japan time, to be considered valid.

- 1. Date and Time:** Friday, June 19, 2020 at 10:00 a.m. Japan time
- 2. Place:** Hikari Room, Mezzanine, Main Building, Imperial Hotel Tokyo  
1-1, Uchisaiwai-cho 1-chome, Chiyoda-ku, Tokyo, Japan  
**No gifts will be given to attendees of the meeting. We appreciate your understanding in this matter.**
- 3. Meeting Agenda:**
  - Matters to be reported:**
    1. The Business Report, Consolidated Financial Statements, and results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements for the Company's 21st Fiscal Year (April 1, 2019 – March 31, 2020)
    2. Non-Consolidated Financial Statements for the Company's 21st Fiscal Year (April 1, 2019 – March 31, 2020)
  - Proposal to be resolved:**
    - Proposal 1:** Election of Nine (9) Directors
    - Proposal 2:** Election of Two (2) Audit & Supervisory Board Members
    - Proposal 3:** Election of Accounting Auditor

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- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
  - For our response to prevent the spread of COVID-19 at the General Meeting of Shareholders, please refer to "Request for your cooperation on preventing the spread of coronavirus disease at the 21st Annual General Meeting of Shareholders" as attached to this Notice. In case of any changes on response policy and important matters on the operation of the General Meeting of Shareholders (date and time, place, etc.), the information will be posted on the Company's website (<https://www.renovainc.com/ir/meeting>). If you will be attending the General Meeting of Shareholders

in person, we would like to ask all our shareholders to confirm the Company's website in advance.

- In accordance with provisions of laws and regulations as well as Article 15 of the Company's Articles of Incorporation, the Systems for Ensuring the Properness of Business Activities and the Operation of the Systems to be provided in the Business Report, the Consolidated Statement of Changes in Equity, Notes to Consolidated Financial Statements, Non-Consolidated Statement of Changes in Equity and Notes to Non-Consolidated Financial Statements are posted on the Company's website (<https://www.renovainc.com/ir/meeting>) and therefore are not provided in this Notice. The documents attached to this Notice and the documents posted on the above-mentioned website were audited by the Audit & Supervisory Board Members and the Accounting Auditor in the preparation of their respective audit reports.
- Should the Reference Documents for the General Meeting of Shareholders, Business Report, Consolidated Financial Statements or Non-Consolidated Financial Statements require revisions, the revised versions will be posted on the Company's website (<https://www.renovainc.com/ir/meeting>).

## Reference Documents for the General Meeting of Shareholders

### Proposal 1: Election of Nine (9) Directors

The terms of office of all eight (8) current Directors will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, in order to further strengthen the management lineup, it is proposed that nine (9) Directors be elected including one (1) new Director.

The candidates for Directors are as follows.

Candidate No.	Name	Current positions and responsibilities at the Company	Term of office as Director (*1)	Nomination and Compensation Committee (*3)	Expertise of External Director			
					Corporate management	Finance/ Investment	Finance/ Accounting	Environment/ Energy
1	Candidate for Re-election Male Sachio Semmoto	Executive Chairman & Director	6 years 2 months	○				
2	Candidate for Re-election Male Yosuke Kiminami	Founding CEO & Representative Director	20 years 1 month	○				
3	Candidate for Re-election Male Isamu Suyama	COO & Director	1 year (*2)	-				
4	New Candidate Male Kazushi Yamaguchi	CFO & Head of Finance and Planning	-	-				
5	Candidate for Re-election Male Tadashi Mizushima	External Director Independent Officer	9 years 4 months	◎	●	●	●	
6	Candidate for Re-election Male Hideki Minamikawa	External Director Independent Officer	2 years 10 months	○				●
7	Candidate for Re-election Male Norichika Kanie	External Director Independent Officer	2 years 10 months	-				●
8	New Candidate Male Koichi Kawana	External Director	-	-	●			●
9	New Candidate Female Miyuki Zeniya	External Director Independent Officer	-	-	●	●	●	

(\*1) Term of office is the number of years at the conclusion of this Annual General Meeting of Shareholders.

(\*2) Other than the above, Mr. Isamu Suyama served as Director of the Company from June 2016 to August 2017.

(\*3) Composition of Nomination and Compensation Committee is as of the mailing date of this printed Notice. ○ indicates the committee member, and ◎ indicates the chairman. If the election of Mr. Koichi Kawana is approved, he is planned to be appointed as a member of the Nomination and Compensation Committee at the Board of Directors' meeting after this Annual General Meeting of Shareholders.

Candidate  
No.

1



Candidate  
for Re-  
election

## Sachio Semmoto

(Date of birth:  
September 9, 1942)

Number of shares of  
the Company held

5,412,400

Attendance at  
Board of Directors'  
meetings

11/11 (100%)

Term of office as  
Director

6 years  
2 months

### Past experience, positions, responsibilities and significant concurrent positions

- Jun. 1994** Founded DDI Corporation (currently KDDI CORPORATION)  
Vice-President & Director
- Apr. 1996** Professor, Graduate School of Business Administration, Keio University
- Nov. 1999** Founded eAccess Ltd.  
President & Representative Director
- Jun. 2002** President, Representative Director & CEO
- Jan. 2005** Chairman, Representative Director & CEO  
Founded EMOBILE Ltd.  
Representative Director
- Jun. 2005** Chairman, Representative Director & CEO
- Jun. 2010** Chairman & Representative Director, eAccess Ltd.  
Chairman & Representative Director, EMOBILE Ltd.
- Jan. 2013** Honorary Chairman & Director
- Apr. 2014** Director, the Company
- Aug. 2015** Executive Chairman & Representative Director
- Apr. 2020** Executive Chairman & Director (to present)

### Reason for nomination as a Director

After co-founding DDI Corporation (currently KDDI CORPORATION), Mr. Sachio Semmoto served as a Professor in the Graduate School of Business Administration of Keio University, and founded eAccess Ltd. and EMOBILE Ltd. Mr. Semmoto possesses a wealth of experience in corporate management. Assuming the position of Director of the Company in April 2014, and the role of Executive Chairman and Representative Director in August 2015, Mr. Semmoto has taken central management roles in the Company. In addition, since April 2020, Mr. Semmoto has been focusing on more external activities as Executive Chairman and Director. We believe that Mr. Semmoto's continued supervision in overall management in his capacity as Executive Chairman and Director, will be instrumental for the Company. As such, we have nominated Mr. Semmoto as a candidate for Director.

Candidate  
No.

2



Candidate  
for Re-  
election

## Yosuke Kiminami

(Date of birth:  
October 5, 1974)

Number of shares  
of the Company  
held

14,880,000

Attendance at  
Board of Directors'  
meetings

11/11 (100%)

Term of office as  
Director

20 years  
1 month

### Past experience, positions, responsibilities and significant concurrent positions

- Apr. 1998** Joined McKinsey & Company Inc. Japan
- May 2000** Founded Recycle One, Inc. (currently the Company)  
President & Representative Director, the Company
- Jun. 2016** Founding CEO & Representative Director (to present)

### Reason for nomination as a Director

Mr. Yosuke Kiminami founded the Company in May 2000. Over the past 20 years, he has served as Representative Director of the Company, and has promoted the current business of renewable energy. We believe that his continued leadership as Founding CEO & Representative Director will be instrumental for the sustained growth of the Company. As such, we have nominated Mr. Kiminami as a candidate for Director.

Candidate  
No.

3



Candidate  
for Re-  
election

## Isamu Suyama

(Date of birth:  
July 3, 1966)

Number of shares of  
the Company held

59,200

Attendance at  
Board of Directors'  
meetings

8/8 (100%)

Term of office as  
Director

1 year

(Note) Other than the above, Mr. Isamu Suyama served as Director of the Company from June 2016 to August 2017.

### Past experience, positions, responsibilities and significant concurrent positions

<b>Apr. 1990</b>	Joined NIPPON TELEGRAPH AND TELEPHONE CORPORATION
<b>Apr. 2000</b>	Cofounded ACCA Networks Co., Ltd.
<b>Mar. 2008</b>	President & Representative Director
<b>Jun. 2009</b>	Managing Executive Officer, eAccess Ltd.
<b>Jan. 2013</b>	Vice President; General Manager, Service Strategies
<b>Jun. 2014</b>	Head of Sales Promotion, Ymobile Corporation
<b>Apr. 2015</b>	Deputy Head of Customer Services, SoftBank Corp.
<b>Jan. 2016</b>	Joined the Company; Executive Officer; General Manager, Corporate Administration
<b>Jun. 2016</b>	Director; Executive Officer; Head of Corporate Administration
<b>Aug. 2017</b>	COO & Head of Corporate Administration
<b>Jun. 2018</b>	Representative Director, Kanda Biomass Energy K.K.
<b>Jan. 2019</b>	COO
<b>Mar. 2019</b>	Representative Partner, Akita Yurihonjo Offshore Wind GK, RENOVA, Inc., Business Executor (to present)
<b>Jun. 2019</b>	COO & Director (to present)

### Significant concurrent positions

**Representative Partner, Akita Yurihonjo Offshore Wind GK, Business Executor, RENOVA, Inc.**

### Reason for nomination as a Director

After serving as Representative Director and Executive Officer at telecom companies, Mr. Isamu Suyama joined the Company in January 2016. Since then, as COO, he has been supervising Corporate Administration including general affairs, legal affairs, public relations and IT, fully performing his duties. We believe that his participation in the management will be useful for the sustained growth of the Company. As such, we have nominated Mr. Suyama as a candidate for Director.

Candidate  
No.

4



New  
Candidate

## Kazushi Yamaguchi

(Date of birth:  
January 30, 1976)

Number of shares of  
the Company held

—

Attendance at  
Board of Directors'  
meetings

—

Term of office as  
Director

—

### Past experience, positions, responsibilities and significant concurrent positions

- Apr. 2001** Joined the Tokyo Branch of Goldman Sachs Japan Limited (currently Goldman Sachs Japan Co., Ltd.)
- Apr. 2006** Transferred to Principal Investment Area
- Jan. 2011** Transferred to Investment Banking Division
- Jan. 2018** Managing Director
- Feb. 2020** Joined the Company; Executive Officer
- Apr. 2020** CFO & Head of Finance and Planning (to present)

### Reason for nomination as Director

After serving as Managing Director of investment banking division at major foreign-affiliated securities company, Mr. Kazushi Yamaguchi joined the Company in February 2020. Since April 2020, as CFO, he has been supervising Finance and Planning including finance, accounting, corporate development and investor relations, fully performing his duties. We believe that his participation in the management will be useful for the sustained growth of the Company. As such, we have nominated Mr. Yamaguchi as a candidate for Director.

Candidate  
No.

5



Candidate  
for Re-  
election

External  
Director

Independent  
Officer

## Tadashi Mizushima

(Date of birth:  
May 21, 1951)

Number of shares of  
the Company held

88,800

Attendance at  
Board of Directors'  
meetings

11/11 (100%)

Term of office as  
Director

9 years  
4 months

### Past experience, positions, responsibilities and significant concurrent positions

- Apr. 1975** Joined The Sanwa Bank, Ltd. (currently MUFG Bank, Ltd.)
- Apr. 1999** Chief Examiner, Examination Department (Tokyo)
- Oct. 2000** CFO, Unison Capital, Inc.
- Jul. 2005** Representative Director, CONSULTING ONE Co., Ltd. (to present)
- Aug. 2008** Vice-President & Director, Quantum Leaps Corporation
- Jan. 2011** President & Representative Director, PNB Asset Management (Japan) Co. Ltd.
- Feb. 2011** Director, the Company (to present)

### Significant concurrent positions

**Representative Director, CONSULTING ONE Co., Ltd.**

### Reason for nomination as an External Director

Mr. Tadashi Mizushima has a wealth of experience and a broad range of expertise including serving at major banks, investment fund companies, and consulting firms. We believe that he can provide advice for and supervise overall management of the Company as an expert in management and administration. As such, we have nominated Mr. Mizushima as a candidate for External Director.

Candidate  
No.

6

## Hideki Minamikawa

(Date of birth:  
December 27, 1949)

Number of shares of  
the Company held

2,000

Attendance at  
Board of Directors'  
meetings

11/11 (100%)

Term of office as  
Director

2 years  
10 months



Candidate  
for Re-  
election

External  
Director

Independent  
Officer

### Past experience, positions, responsibilities and significant concurrent positions

- Apr. 1974** Joined the Environment Agency (currently Ministry of the Environment)
- Jul. 2002** Councillor, Ministry of the Environment
- Jul. 2005** Director General, Nature Conservation Bureau
- Sep. 2006** Director General, Global Environment Bureau
- Jul. 2008** Minister's Secretariat
- Aug. 2010** Vice-Minister for Global Environmental Affairs
- Jan. 2011** Vice-Minister of the Environment
- Jul. 2013** Adviser, Ministry of the Environment  
General Manager, Liaising Promotion Division for Fukushima Interim Storage, etc.
- Aug. 2013** Visiting Senior Researcher (in charge of environmental economics theory), Waseda University
- Apr. 2014** Visiting Professor, Faculty of Economics, Tokyo Keizai University
- Jun. 2014** President, Japan Environmental Sanitation Center (to present)
- Jun. 2015** Chairman, Japan Waste Management Association
- Jun. 2017** External Audit & Supervisory Board Member, FANCL CORPORATION (to present)
- Aug. 2017** Director, the Company (to present)

### Significant concurrent positions

**President, Japan Environmental Sanitation Center**

**External Audit & Supervisory Board Member, FANCL CORPORATION**

### Reason for nomination as an External Director

Mr. Hideki Minamikawa is well-versed in environmental policies both in and outside of Japan. He has held various posts including Vice-Minister in the Ministry of the Environment, and has been involved in efforts to conclude agreements regarding the framework convention on climate change. We believe that he can provide a wide range of highly insightful suggestions and advice for the Company's renewable energy business. As such, we have nominated Mr. Minamikawa as a candidate for External Director. Although he has not been involved in corporate management other than as an External Officer, for the reasons stated above, we believe that he is fully capable of fulfilling the duties of an External Director.

Candidate  
No.

7

## Norichika Kanie

(Date of birth:  
May 3, 1969)

Number of shares of  
the Company held

1,400

Attendance at  
Board of Directors'  
meetings

11/11 (100%)

Term of office as  
Director

2 years  
10 months



Candidate  
for Re-  
election

External  
Director

Independent  
Officer

### Past experience, positions, responsibilities and significant concurrent positions

- Nov. 1999** Visiting Research Associate, Institute for the Advanced Study of Sustainability, United Nations University
- Oct. 2001** Assistant Professor, Faculty of Law, The University of Kitakyushu
- Apr. 2003** Assistant Professor, Graduate School of Decision Science and Technology, Tokyo Institute of Technology
- Aug. 2009** Visiting Professor, Institute for Sustainable Development and International Relations (IDDRI)
- Jul. 2014** Senior Research Fellow, Institute for the Advanced Study of Sustainability, United Nations University
- Apr. 2015** Affiliate Professor, Graduate School of Decision Science and Technology, Tokyo Institute of Technology  
Professor, Graduate School of Media and Governance, Keio University (to present)  
Visiting Professor, Research Institute for Humanity and Nature, National Institutes for the Humanities, Inter-University Research Institute Corporation (to present)
- Sep. 2015** Visiting Professor, Integrated Research System for Sustainability Science, University of Tokyo Institutes for Advanced Study (to present)
- Apr. 2016** Specialized Professor, Graduate School of Decision Science and Technology, Tokyo Institute of Technology
- Aug. 2017** Director, the Company (to present)

### Significant concurrent positions

**Professor, Graduate School of Media and Governance, Keio University**

#### Reason for nomination as an External Director

Mr. Norichika Kanie plays an important role in the promotion of the United Nations' Sustainable Development Goals (SDGs), through various activities at universities both in and outside of Japan, and as a committee member in the Cabinet Office, the Ministry of the Environment as well as the Ministry of Economy, Trade and Industry. Accordingly, we believe that he can provide a wide range of highly insightful suggestions and advice for the Company's renewable energy business. As such, we have nominated Mr. Kanie as a candidate for External Director. Although he has not been involved in corporate management other than as an External Officer, for the reasons stated above, we believe that he is fully capable of fulfilling the duties of an External Director.



Candidate  
No.

8



New  
Candidate

External  
Director

## Koichi Kawana

(Date of birth:  
April 23, 1958)

Number of shares of  
the Company held

—

Attendance at  
Board of Directors'  
meetings

—

Term of office as  
Director

—

### Past experience, positions, responsibilities and significant concurrent positions

**Apr. 1982** Joined JGC Corporation (currently JGC Holdings Corporation)  
**Aug. 2007** Executive Officer, Senior General Manager, New Business Promotion Division, Global Marketing Division  
**Jul. 2009** Managing Director, Senior General Manager, Global Marketing Division  
**Jul. 2010** Director, Senior Executive Vice President  
**Jul. 2011** Representative Director and President (COO)  
**Jun. 2012** Representative Director and President  
**Jun. 2017** Director, Vice Chairman  
**Jun. 2018** Vice Chairman (to present)  
**Jun. 2019** Outside Director, Tokyo Electron Device Limited (to present)  
**Jun. 2019** Outside Director, BANDAI NAMCO Holdings Inc. (to present)  
**Jun. 2019** Outside Director (Audit and Supervisory Committee Member), COMSYS Holdings Corporation (to present)

### Significant concurrent positions

**Vice Chairman, JGC Holdings Corporation**  
**Outside Director, Tokyo Electron Device Limited**  
**Outside Director, BANDAI NAMCO Holdings Inc.**  
**Outside Director (Audit and Supervisory Committee Member), COMSYS Holdings Corporation**

### Reason for nomination as an External Director

Mr. Koichi Kawana has a wealth of experience as a top management at a listed company, and well-versed in overseas business from serving as a head of overseas office. He also has professional insight on plant engineering. Accordingly, we believe that he can supervise overall management of the Company as well as provide highly insightful suggestions and advice for the overseas business expansion and construction and operation of the power plant facilities. As such, we have nominated Mr. Kawana as a candidate for External Director.

Candidate  
No.

9

## Miyuki Zeniya

(Date of birth:  
March 10, 1962)

Number of shares of the Company held	Attendance at Board of Directors' meetings	Term of office as Director
—	—	—



New  
Candidate

External  
Director

Independent  
Officer

### Past experience, positions, responsibilities and significant concurrent positions

**Apr. 1984** Joined Nomura Research Institute, Ltd.  
**Oct. 1987** Joined Jardine Fleming Investment Trust and Advisory Co. (currently JPMorgan Asset Management (Japan) Limited)  
**Apr. 2001** Managing Director, CFO, Hu-Management Japan Co., Ltd.  
**Jun. 2005** Deputy President, The Saikyo Bank, Ltd.  
**Jan. 2007** Full-time Advisor, Polaris Principal Finance Co., Ltd. (currently Polaris Capital Group Co., Ltd.)  
**Jan. 2013** General Manager, DSR Promotion Center, The Dai-ichi Life Insurance Company  
**Apr. 2017** General Manager, Responsible Investment Center  
**Apr. 2019** General Manager, Investment Planning Dept. & Responsible Investment Dept.  
**Apr. 2020** General Manager, Corporate Planning Unit, Dai-ichi Life Holdings, Inc. and General Manager, Investment Planning Dept., The Dai-ichi Life Insurance Company, Limited (to present)

### Significant concurrent positions

**General Manager, Corporate Planning Unit, Dai-ichi Life Holdings, Inc.**

#### Reason for nomination as an External Director

Ms. Miyuki Zeniya has a broad experience and knowledge from the standpoint of finance and investment expert through her experiences at investment advisory firm and as a deputy president of a local bank, as well as her position as the person managing ESG investment at The Dai-ichi Life Insurance Company, Limited. Accordingly, we believe that she can provide highly insightful suggestions and advices on the management of the Company from investor perspective. As such, we have nominated Ms. Zeniya as a candidate for External Director.

- (Notes) 1. Of the candidates for Director, Mr. Isamu Suyama is concurrently serving as Representative Partner of Akita Yurihonjo Offshore Wind GK, at the same time serving as a business executive of the Company. There is a business relationship of administration consignment, etc. related to development support of offshore wind power generation business between the said GK and the Company. There are no specific interests between the other candidates and the Company.
2. Of the candidates for Director, Mr. Koichi Kawana is receiving remuneration from JGC Holdings Corporation as its vice chairman. Its subsidiary, JGC Japan Corporation, falls under the major transactional partner of the Company's affiliate, Ishinomaki Hibarino Biomass Energy GK. He is scheduled to resign from all offices of JGC Holdings Corporation in June 2020.
3. The Company has entered into an agreement with Mr. Tadashi Mizushima, Mr. Hideki Minamikawa and Mr. Norichika Kanie respectively to limit their liability pursuant to Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability pursuant to the said agreement is the minimum amount stipulated by laws and regulations. The said agreement is only valid if the Officer in question acted in good faith and without gross negligence with regard to the issue that he or she is liable for. If the candidates are reelected, the Company plans to continue the said agreement with them. In addition, if Mr. Koichi Kawana and Ms. Miyuki Zeniya are elected, the Company also plans to enter into the said agreement with them.
4. Mr. Tadashi Mizushima, Mr. Hideki Minamikawa, Mr. Norichika Kanie, Mr. Koichi Kawana and Ms. Miyuki Zeniya are all candidates for External Directors. Of the candidates for External Director, the Company deems Mr. Tadashi Mizushima, Mr. Hideki Minamikawa, Mr. Norichika Kanie and Ms. Miyuki Zeniya as having a high level of independence and no risk of specific conflict of interests with general shareholders. The Company has reported Mr. Tadashi Mizushima, Mr. Hideki Minamikawa and Mr. Norichika Kanie to the Tokyo Stock Exchange as Independent Officers according to regulations stipulated by the said exchange. If they are reelected, the Company intends to continue appointing them as Independent Officers. In addition, if Ms. Miyuki Zeniya is elected, the Company plans to report her as a new Independent Officer.

## Proposal 2: Election of Two (2) Audit & Supervisory Board Members

Of all four (4) Audit & Supervisory Board Members, the terms of office of Mr. Yuji Shibata and Mr. Noriyasu Kaneko will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, it is proposed that two (2) Audit & Supervisory Board Members be elected again.

The Audit & Supervisory Board has given their consent to this proposal.

The composition of Audit & Supervisory Board after the election (planned) and the candidates for Audit & Supervisory Board Members are as follows.

<Reference> Composition of Audit & Supervisory Board after the election (planned)

Candidate No.		Name		Current positions at the Company	Term of office as Audit & Supervisory Board Member (*)
1	Candidate for Re-election Male	Yuji Shibata		Full Time Audit & Supervisory Board Member	4 years
2	Candidate for Re-election Male	Noriyasu Kaneko	External Audit & Supervisory Board Member Independent Officer	Audit & Supervisory Board Member	9 years 4 months
-	Male	Toshiki Sada	External Audit & Supervisory Board Member Independent Officer	Audit & Supervisory Board Member	2 years 10 months
-	Male	Hiroyuki Wakamatsu	External Audit & Supervisory Board Member Independent Officer	Audit & Supervisory Board Member	2 years 10 months

(\*) Term of office is the number of years at the conclusion of this Annual General Meeting of Shareholders.

Candidate  
No.

1



Candidate  
for Re-  
election

## Yuji Shibata

(Date of birth:  
July 31, 1950)

Number of shares of the  
Company held

**19,200**

Attendance at  
Board of Directors' meetings

**11/11 (100%)**

Term of office as Audit &  
Supervisory Board Member

**4 years**

Attendance at  
Audit & Supervisory Board  
meetings

**13/13 (100%)**

### Past experience, positions and significant concurrent positions

**Apr. 1973** Joined Long-Term Credit Bank of Japan  
**Feb. 2002** General Manager, Internal Audit Office, eAccess Ltd.  
**Aug. 2007** Executive Officer, General Manager, Internal Audit Office  
**Jun. 2008** Managing Executive Officer, General Manager, Internal Audit Office  
**Jul. 2014** General Manager, Internal Audit Office, Ymobile Corporation  
**Jun. 2016** Audit & Supervisory Board Member, the Company (to present)

### Reason for nomination as Audit & Supervisory Board Member

Mr. Yuji Shibata has a wealth of experience and a broad range of knowledge and insights regarding corporate auditing from serving for internal audit division at a listed company. Accordingly, we believe that he will be able to audit and supervise overall management of the Company. As such, we have nominated Mr. Shibata as a candidate for the Audit & Supervisory Board Member.

Candidate  
No.

2

Noriyasu Kaneko

Number of shares of the  
Company held

140,000

Term of office as Audit &  
Supervisory Board Member

9 years

4 months

Attendance at  
Board of Directors' meetings

11/11 (100%)

Attendance at  
Audit & Supervisory Board  
meetings

13/13 (100%)



(Date of birth:  
February 2, 1972)

**Past experience, positions and significant concurrent positions**

- Apr. 1998** Registered as an attorney (Daini Tokyo Bar Association)  
**Apr. 1988** Joined Asahi Law Offices (to present)  
**May 2005** Obtained Master's Degree from Duke University School of Law, U.S.A.  
**Dec. 2006** Registered as an attorney in the State of California  
**Feb. 2011** Audit & Supervisory Board Member, the Company (to present)

**Significant concurrent positions**

**Partner, Asahi Law Offices**

Candidate  
for Re-  
election

External Audit  
& Supervisory  
Board  
Member

Independent  
Officer

**Reason for nomination as External Audit & Supervisory Board Member**

Mr. Noriyasu Kaneko has a wealth of experience and a broad range of knowledge and insights as an attorney. Accordingly, we believe that he will be able to audit and supervise overall management of the Company, especially on compliance matters. As such, we have nominated Mr. Kaneko as a candidate for the External Audit & Supervisory Board Member.

Although he has not been involved in corporate management other than as an External Officer, for the reasons stated above, we believe that he is fully capable of fulfilling the duties of an External Audit & Supervisory Board Member.

- (Notes) 1. There are no specific interests between the candidates and the Company.
2. The Company has entered into an agreement with Mr. Yuji Shibata and Mr. Noriyasu Kaneko respectively to limit their liability pursuant to Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability pursuant to the said agreement is the minimum amount stipulated by laws and regulations. The said agreement is only valid if the Officer in question acted in good faith and without gross negligence with regard to the issue that he or she is liable for. If the candidates are reelected, the Company plans to continue the said agreement with them.
3. Mr. Noriyasu Kaneko is a candidate for External Audit & Supervisory Board Member. The Company deems him as having a high level of independence and no risk of specific conflict of interests with general shareholders. The Company has reported Mr. Noriyasu Kaneko to the Tokyo Stock Exchange as Independent Officers according to regulations stipulated by the said exchange. If he is reelected, the Company intends to continue appointing him as an Independent Officer.

(Reference) Policy on selection of candidates for Directors and Audit & Supervisory Board Members and the process thereof

**Directors**

[Policy]

The basic policy of selecting candidates for Directors of the Company is as follows: after considering the assurance of diversity and a balance of knowledge, experience and capabilities in the overall composition of the Board of Directors, those who have outstanding character and insight, have high ethical standards, satisfy the following requirements and can fulfill their responsibilities are selected.

—Internal Directors—

- Having excellent sense of management and being well-versed in managerial issues
- Understanding changes in the business environment and market accurately, and being able to formulate and execute business strategies to increase corporate value enhancement over the medium- to long-term

—External Directors—

- Having a high level of expertise in any of the following areas: environment and energy, corporate management, technology, finance, and other fields of expertise
- Having a correct understanding of the characteristics of the Company; being able to fulfill a monitoring function for the Board of Directors based on appropriate risk management
- Independent External Directors shall satisfy the Standards for Determining Independence stipulated by the Company

[Process]

Based on the abovementioned policy, the Founding CEO & Representative Director formulates a proposal for the election of candidates for Directors, and after deliberation by the Nomination and Compensation Committee\*, the proposal is submitted to a General Meeting of Shareholders for discussion, conditional upon resolution at the Board of Directors.

(\*) To raise the levels of transparency and objectivity in management, and to ensure the adequacy of the compensation for the Directors and the Executive Officers, the Company has established a Nomination and Compensation Committee, which is a voluntary organization that serves as an advisory body for the Board of Directors. The Nomination and Compensation Committee consists of two External Directors, the Executive Chairman & Director, and the Founding CEO & Representative Director. Besides being comprised of a half or majority of External Directors who have independence, the chairman of the committee is also selected from among the External Directors.

## **Audit & Supervisory Board Members**

### **[Policy]**

The basic policy of selecting candidates for Audit & Supervisory Board Member of the Company is as follows: after considering the assurance of diversity and a balance of knowledge, experience and capabilities in the overall composition of the Audit & Supervisory Board, those who have outstanding character and insight, have high ethical standards, satisfy the following requirements and can fulfill their responsibilities are selected.

- Having knowledge on finance, accounting and law that is required for audit, and one or more Audit & Supervisory Board Member who has full insight on finance and accounting
- Having a correct understanding of the characteristics of the Company; being able to fulfill a monitoring function for the Board of Directors based on appropriate risk management
- Independent External Audit & Supervisory Board Member shall satisfy the Standards for Determining Independence stipulated by the Company

### **[Process]**

Based on the above-mentioned policy, upon discussion with the chairman of the Audit & Supervisory Board, the Founding CEO & Representative Director formulates a proposal for the election of candidates for Audit & Supervisory Board Member. After receiving a consent from Audit & Supervisory Board, the proposal is submitted to a General Meeting of Shareholders for discussion, conditional upon resolution at the Board of Directors.

## Standards for Determining Independence of External Officers

In order to ensure the appropriateness, objectivity and transparency of governance at RENOVA, Inc. (hereinafter the "Company"), the following standards regarding the independence of External Directors and External Audit & Supervisory Board Members (hereinafter "External Officers") have been stipulated.

The Company deems External Officers or candidates for External Officers as being independent if they do not fall under any of the categories below, according to research by the Company conducted within a reasonable scope.

1. A former employee of the Company and its consolidated subsidiaries (hereinafter collectively the "Group") (Note 1)
2. A major shareholder of the Company (Note 2)
3. A business executive in any of the following corporations, etc.
  - a) A major transactional partner of the Group (Note 3)
  - b) A major lender to the Group (Note 4)
  - c) A corporation, etc. that holds shares consisting of 10% or more of the voting rights of the Group
4. An employee of the auditing firm that is the Accounting Auditor of the Group
5. An expert such as a consultant, accountant, tax accountant, lawyer, judicial scrivener or patent attorney who receives a large amount of cash or other property from the Group that is not classified as Officer remuneration (Note 5)
6. A party that receives a large amount of donation from the Group (Note 6)
7. A business executive of a company that has mutual appointments of External Officers (Note 7) with the Company
8. A close relative (Note 8) of a person who falls under any of items 1 through 7 (limited to important parties (Note 9) except for items 4 and 5)
9. A party who had fallen under any of items 2 through 8 in the past 5 years
10. Notwithstanding the clauses in each of the preceding items, a party under special circumstances, with whom the Company may have a conflict of interests

Note 1: This refers to current Directors and Executive Officers involved in business execution and other parties who fall under this category (collectively referred to as "business executives" in these standards), as well as business executives who were employed by the Group in the past 10 years.

Note 2: A major shareholder refers to a shareholder who holds 10% or more of the voting rights of the Group, whether personally or by proxy, at the end of the Company's previous fiscal year. In the case where the major shareholder is an association such as a corporation or union, this refers to a business executive who belongs to that association.

Note 3: A major transactional partner refers to a supplier or buyer of the Group, whereby the value of annual transactions with the Group is more than 2% of either the Company's or the transactional partner's consolidated net sales.

Note 4: A major lender refers to a financial institution that the Group borrows from, whereby the outstanding debt at the Company's fiscal year-end is more than 2% of either the Company's or the financial institution's total consolidated assets.

Note 5: A large amount is defined as follows according to the type of involvement in the services provided by the expert in question.

- (1) If the expert provides services to the Group as an individual, a large amount refers to a case where a party has received, on average over the past 3 fiscal years, more than 10 million yen per year as remuneration (excluding Officer remuneration) from the Group.
- (2) If the expert provides services to the Group as a member of an association such as a corporation or union, a large amount refers to a case where the said association has received, on average over the past 3 fiscal years, monetary or other forms of compensation equivalent to more than 2% of the said association's total revenue amount in the previous fiscal year.

Note 6: This refers to a party who has received, on average over the past 3 fiscal years, more than 10 million yen per year in donations from the Group.

If the receiver of the donations is an association such as a corporation or union, among the parties who belong to the association, this refers to a party who is directly involved in activities such as research and education related to the donation.

Note 7: A company that has mutual appointments of External Officers with the Company refers to a case where a business executive of the Group is an External Director or an External Audit & Supervisory Board Member of the said company and a business executive of the said company is an External Director or an External Audit & Supervisory Board Member of the Company.

Note 8: A close relative refers to a spouse, or a second-degree relative.

Note 9: An important party refers to a Director or an Executive Officer.



## Proposal 3: Election of Accounting Auditor

The term of office of PricewaterhouseCoopers Aarata LLC, the Accounting Auditor of the Company, will expire at the conclusion of this Annual General Meeting of Shareholders. Based on the determination by the Audit & Supervisory Board, it is proposed that KPMG AZSA LLC be newly elected as Accounting Auditor.

The Audit & Supervisory Board designated KPMG AZSA LLC as a candidate for Accounting Auditor because RENOVA will voluntarily adopt International Financial Reporting Standards (IFRS) in its consolidated financial statements from the fiscal year ending March 31, 2021 and the Board judges that KPMG AZSA LLC has the necessary implementation structure for conducting IFRS audits of the RENOVA Group and KPMG AZSA LLC also has an independence, an expertise, and a quality control structure for expressing opinions in accordance with the "Evaluation Standards of Accounting Auditors" established by the Board. Accordingly, the Board judged that KPMG AZSA LLC is suitable as a new accounting auditor.

The candidate for Accounting Auditor is as follows.

(as of March 2020)

Name	KPMG AZSA LLC		
Location of principal office	1-2 Tsukudo-cho, Shinjuku-ku, Tokyo		
History	Jul. 1969	Established Asahi Accounting Firm	
	Jul. 1985	Established Asahi Shinwa & Co.	
	Oct. 1993	Merged with Inoue Saito Eiwa Audit Corporation (established in April 1978) and changed name to Asahi & Co.	
	Jan. 2004	Merged with AZSA & Co. (established in February 2003) and name remained as AZSA & Co.	
	Jul. 2010	Changed to a limited liability audit corporation, and named as KPMG AZSA LLC	
Overview	Capital	3,000 million yen	
	Members	Certified public accountant	3,167 (of which, 28 representative partners and 508 accountants)
		Accountant exam passer, etc.	1,087
		Audit support staff	1,107 (34 specified partners, 1 representative partner)
		Other staff	744
		Total	6,105
	Audit certification business		3,701 companies

(Note) The candidate received remuneration for advisory business which is a business other than the business as stipulated in Article 2, Paragraph 1 of Certified Public Accountants Act (non-audit business) from the Company for the past two years.