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Securities Code: 7059

June 6, 2022

To our shareholders:

Kosuke Kiyokawa,
Chief Executive Officer
COPRO-HOLDINGS. Co., Ltd.
3-28-12 Meieki, Nakamura-ku, Nagoya City, Aichi
Prefecture

Notice of the 16th Annual General Meeting of Shareholders

We are pleased to announce the 16th Annual General Meeting of Shareholders of COPRO-HOLDINGS. Co., Ltd. (the “Company”), which will be held as described below.

Instead of attending the meeting, please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights in writing (via postal mail) or by electromagnetic means (via the Internet, etc.) in accordance with the guidance on page 3 (in Japanese only), by no later than 6:00 p.m. on Wednesday, June 22, 2022 (JST).

1. Date and Time: Thursday, June 23, 2022 at 10:00 a.m. (JST) (Reception starts at 9:00 a.m.)

2. Venue: Meeting room in the conference hall, Dai Nagoya Building, 5th Floor
3-28-12 Meieki, Nakamura-ku, Nagoya City, Aichi Prefecture

3. Purpose of the Meeting:

Matters to be reported:

1. Business Report and Consolidated Financial Statements for the 16th period (April 1, 2021 to March 31, 2022), as well as the results of audit of the Consolidated Financial Statements by the Accounting Auditor and the Board of Auditors
2. Non-consolidated Financial Statements for the 16th period (April 1, 2021 to March 31, 2022)

Matters to be resolved:

- Proposal No. 1:** Amendment to the Articles of Incorporation
Proposal No. 2: Appropriation of Surplus
Proposal No. 3: Election of Six Directors
Proposal No. 4: Election of Three Auditors

Information about the Attachments to This Notice

- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- Of the documents to be attached to this Notice of the Annual General Meeting of Shareholders, the Notes to the Consolidated Financial Statements and the Notes to the Non-consolidated Financial Statements are posted on the Company’s website, in accordance with the provisions of laws and regulations and Article 15 of the Company’s Articles of Incorporation, and therefore are not included in this Notice of the Annual General Meeting of Shareholders and the attached documents. Furthermore, the Consolidated Financial Statements and Financial Statements (excludes (Reference)) were audited by the Auditors when creating the audit report and by the accounting auditor when creating the accounting audit report, and in addition to the documents attached to this Notice of the Annual General Meeting of Shareholders, these alongside the “consolidated notes” and “individual notes” have been posted on the Company’s website.
- Should the Reference Materials for the General Meeting of Shareholders, the Business Report, the Non-consolidated Financial Statements, and the Consolidated Financial Statements require revisions, the revised versions will be posted on the Company’s website.

The Company’s website: <https://www.copro-h.co.jp/>

Reference Documents for the General Meeting of Shareholders

Proposal No. 1: Amendment to the Articles of Incorporation

1. Reason for Proposal

In conjunction with the enforcement of the revised provisions provided for in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) on September 1, 2022, the Company proposes to make the following changes to its Articles of Incorporation for the introduction of the system for providing informational materials for the general meeting of shareholders in electronic format.

- (1) As it will be obligated to prescribe the measures for the electronic provision of information constituting the Reference Documents for the General Meeting of Shareholders in the Articles of Incorporation, the proposed amendment Article 15 (Measures, etc. for Providing Information in Electronic Format), paragraph 1 will be established.
- (2) Of the matters subject to the taking of electronic provision measures in relation to information constituting the Reference Documents for the General Meeting of Shareholders, as the range of the matters to be stated in the documents to be issued to shareholders who have requested issuance in paper-based documents can be limited to the range prescribed by Ministry of Justice Order, the proposed amendment Article 15 (Measures, etc. for Providing Information in Electronic Format), paragraph 2 will be established.
- (3) Since the provisions of Article 15 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) of the current Articles of Incorporation will no longer be required upon the introduction of the electronic provision system for the Reference Documents for the General Meeting of Shareholders, this Article will be deleted.
- (4) Supplementary provisions regarding the effect of the aforementioned establishment and deletion of provisions will be established. Furthermore, these Supplementary provisions will be deleted upon the passing of the specified date.

2. Content of Amendment

The content of the amendment is as follows:

(Amended parts are indicated by underlining.)

Current Articles of Incorporation	Proposed Amendment
<p><u>(Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.)</u> <u>Article 15</u> <u>When the Company convenes a general meeting of shareholders, if it discloses information that is to be stated or presented in the reference documents for the general meeting of shareholders, business report, non-consolidated financial statements and consolidated financial statements through the internet in accordance with the provisions prescribed by the Ministry of Justice Order, it may be deemed that the Company has provided this information to shareholders.</u></p> <p style="text-align: center;">(Established)</p>	<p style="text-align: center;">(Deleted)</p> <p><u>(Measures, etc. for Providing Information in Electronic Format)</u> <u>Article 15</u></p> <p><u>1 When the Company convenes a general meeting of shareholders, it shall take measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. in electronic format.</u></p> <p><u>2 Among items for which the measures for providing information in electronic format will be taken, the Company shall not be required to include all or some of those items designated by the Ministry of Justice Order from statements in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents by the record date of voting rights.</u></p>

Current Articles of Incorporation	Proposed Amendment
(Established)	<u>(Supplementary Provisions)</u>
	<u>(Transitional Measures for Providing Informational Materials for the General Meeting of Shareholders in Electronic Format)</u>
(Established)	<u>Article 1</u>
	<ol style="list-style-type: none"> <li data-bbox="821 322 1444 539">1 <u>The deletion of Article 15 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) of the Articles of Incorporation and the establishment of Article 15 (Measures, etc. for Providing Information in Electronic Format) of the Articles of Incorporation shall enter into effect on September 1, 2022.</u> <li data-bbox="821 544 1444 734">2 <u>Notwithstanding the provisions of the preceding paragraph, Article 15 of the Articles of Incorporation (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) shall remain effective regarding any general meeting of shareholders held on a date within six months from September 1, 2022.</u> <li data-bbox="821 739 1444 891">3 <u>The provisions of this Article shall be deleted on the date when six months have elapsed from September 1, 2022 or three months have elapsed from the date of the general meeting of shareholders in the preceding paragraph, whichever is later.</u>

Proposal No. 2: Appropriation of Surplus

The Company recognizes return to shareholders as a top priority management issue. Our basic policy is to take future business expansion and other salient factors into consideration in determining dividends while maintaining stable dividends.

In order to respond to the support of our shareholders, and after comprehensively considering business performance and the management environment, the Company proposes to pay year-end dividends for the fiscal year as follows:

1. Type of dividend property
Cash
2. Allotment of dividend property and their aggregate amount
30 yen per share of the Company's common shares
Total dividends: 278,546,220 yen
3. Effective date of dividends of surplus
June 24, 2022

Proposal No. 3: Election of Six Directors

The terms of office of all six Directors will expire at the conclusion of this meeting.

Regarding the director system, the Board of Directors is composed of human resources with the abundant experience, deep knowledge, and high level of expertise required by the Company, and candidates for director are determined by the Board of Directors upon passing through the review and reporting of the Nomination/Remuneration Committee, which is objective and has independence from the management team.

Therefore, the Company proposes the election of six Directors, including two outside Directors.

The candidates for Director are as follows:

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
1	Kosuke Kiyokawa (October 16, 1977) Reelection	<p>Apr. 1998 Joined Kenso Kogyo co.ltd.</p> <p>May 1999 Joined Nikko CSS Co., Ltd. (currently TechnoPro Construction, Inc.)</p> <p>Sept. 1999 Nagoya Sales Office Manager</p> <p>Apr. 2000 Osaka Sales Office Manager</p> <p>Apr. 2001 Shinjuku Sales Office Manager</p> <p>May 2004 President</p> <p>May 2006 President, Crystal Staff Co., Ltd.</p> <p>Oct. 2006 Established Trusty Crew Co., Ltd. (currently the Company) Chief Executive Officer, the Company (to present)</p> <p>May 2015 President, COPRO-ENGINEERD. Co., Ltd. (new split company) (to present)</p> <p>Apr. 2020 President, COPRO GLOBALS PTE. LTD. (overseas local subsidiary) (to present)</p> <p>Apr. 2021 Director, ATMOS Co., LTD. (to present)</p> <p>Apr. 2021 COPRO VIETNAM CO., LTD. (overseas local subsidiary) President (to present)</p> <p>Oct. 2021 President, VALUE ARK CONSULTING CO., LTD. (to present)</p>	5,410,778 shares
<p>Reasons for nomination as candidate for Director</p> <p>Kosuke Kiyokawa has served as Chief Executive Officer since the Company's founding in October 2006, and through its listing, etc. he has driven an increase in awareness of the Company and growth in business performance. He possesses extensive knowledge and experience as a manager, and is an appropriate person to contribute to the sustainable growth of the Company. For this reason, the Company proposes his reelection as Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
2	<p style="text-align: center;">Kazumi Ogai (September 1, 1980)</p> <p style="text-align: center;">Reelection</p>	<p>Apr. 2001 Joined Impress Corporation</p> <p>Dec. 2001 Joined Nikko CSS Co., Ltd. (currently TechnoPro Construction, Inc.)</p> <p>May 2006 Joined Say There Co., Ltd. Nagoya branch manager</p> <p>Nov. 2006 Joined Trusty Crew Co., Ltd. (currently the Company) Construction Division Manager</p> <p>Apr. 2008 Nagoya branch manager</p> <p>July 2011 Osaka branch manager</p> <p>Aug. 2013 Director</p> <p>May 2015 Director, COPRO-ENGINEERD. Co., Ltd. (new split company)</p> <p>Nov. 2016 Director and General Manager of Business Headquarters, the Company</p> <p>June 2018 Executive Director and General Manager of Business Headquarters</p> <p>June 2021 Managing Director (to present)</p> <p>July 2021 Director, ATMOS Co., LTD. (to present)</p>	21,265 shares
<p>Reasons for nomination as candidate for Director</p> <p>Kazumi Ogai is an appropriate person to contribute to the sustainable growth of the Company, including his track record as manager of sales departments, his demonstration of strong leadership in all operations, and his promotion of business strategy as Director of consolidated subsidiary ATMOS Co., LTD. from July 2021. For this reason, the Company proposes his reelection as Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
3	<p style="text-align: center;">Masahiko Saito (January 8, 1976)</p> <p style="text-align: center;">Reelection</p>	<p>Nov. 2001 Joined Crystal Co., Ltd.</p> <p>July 2002 Joined Carriere Inc.</p> <p>Apr. 2006 Head of Administrative Division</p> <p>Nov. 2007 Manager of Compliance Promotion Department</p> <p>Jan. 2009 Joined PLM Co., Ltd. (currently BeNEXT Partners Inc.)</p> <p>July 2011 Executive Officer and Manager of General Affairs Department</p> <p>Feb. 2014 Joined COPRO-ENGINEERD. Co., Ltd. (currently the Company) Manager of Risk Management Office</p> <p>June 2016 Director and General Manager of Risk Management Office, COPRO-ENGINEERD. Co., Ltd. (new split company)</p> <p>Oct. 2016 Director and General Manager of Risk Management Office, the Company</p> <p>Mar. 2017 Director, COPRO-ENGINEERD. Co., Ltd. (to present)</p> <p>Nov. 2017 Director and General Manager of Administration Headquarters, the Company</p> <p>June 2018 Managing Director, General Manager of Administration Headquarters, and Manager of General Affairs Department</p> <p>Apr. 2019 Managing Director, General Manager of Administration Headquarters, and Manager of Risk Management Department</p> <p>Apr. 2020 Managing Director and General Manager of Management Strategy Headquarters Director, COPRO GLOBALS PTE. LTD. (overseas local subsidiary) (to present)</p> <p>June 2020 Managing Director, General Manager of Management Strategy Headquarters, and in charge of Administrative Division, the Company</p> <p>Apr. 2021 Managing Director, General Manager of Business Development Headquarters Director, COPRO VIETNAM CO., LTD. (overseas local subsidiary) (to present) Director, ATMOS Co., LTD.</p> <p>Aug. 2021 Managing Director, General Manager of the Business Development Headquarters, and General Manager of Management Strategy Headquarters</p> <p>Oct. 2021 Director, VALUE ARK CONSULTING CO., LTD. (to present)</p> <p>Apr. 2022 Managing Director and General Manager of Management Strategy Headquarters (to present)</p>	31,185 shares
<p>Reasons for nomination as candidate for Director</p> <p>Masahiko Saito has mainly overseen risk management and administrative departments at the Company, in addition to promoting the strengthening of management foundations, such as in overseas business strategy and M&A, etc., as Managing Director since June 2018, and is an appropriate person to contribute to the sustainable growth of the Company. For this reason, the Company proposes his reelection as Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
4	Yusuke Koshikawa (October 15, 1985) Reelection	<p>Apr. 2006 Joined Style Factory KABES Co., Ltd.</p> <p>Mar. 2008 Joined Trusty Crew Co., Ltd. (currently the Company)</p> <p>Feb. 2011 Nagoya branch manager</p> <p>May 2013 Tokyo metropolitan area manager</p> <p>Jan. 2016 General Manager of Recruitment Strategy Headquarters, COPRO-ENGINEERD. Co., Ltd. (new split company)</p> <p>June 2016 Executive Officer and Manager of Recruitment Strategy Headquarters, the Company</p> <p>Nov. 2016 Executive Officer and General Manager of Recruitment Strategy Headquarters</p> <p>Mar. 2017 Director and General Manager of Recruitment Strategy Headquarters Director, COPRO-ENGINEERD. Co., Ltd.</p> <p>Apr. 2020 Director and General Manager of Human Resources Strategy Headquarters, the Company</p> <p>Apr. 2021 Director, the Company (to present) Director and General Manager of Sales Headquarters, COPRO-ENGINEERD. Co., Ltd. (to present)</p>	27,396 shares
<p>Reasons for nomination as candidate for Director</p> <p>Yusuke Koshikawa has overseen sales departments since April 2021, in addition to promoting recruitment strategies as Director since March 2017 after having been appointed person in charge of sales departments, and is an appropriate person to contribute to the sustainable growth of the Company. For this reason, the Company proposes his reelection as Director.</p>			
5	Norio Hayama (July 8, 1959) Reelection Outside Independent	<p>Apr. 1984 Joined Automobile Nippon Newspaper Co., Ltd.</p> <p>Apr. 1987 Joined Logistics Industry Newspaper Co., Ltd.</p> <p>Apr. 1989 Joined CORE Co., Ltd.</p> <p>July 1994 Registered as a labor and social security attorney Established HAYAMA Social Insurance Labor and Social Security Attorney Office (currently Labor and Social Insurance Corporation HAYAMA Office) Head of office (to present)</p> <p>Apr. 2007 Specified Social Insurance Labor Consultant</p> <p>Nov. 2014 Outside Auditor, TOUMEI CO., LTD. (to present)</p> <p>Aug. 2016 Outside Auditor, SharingTechnology Inc.</p> <p>June 2018 Outside Director, the Company (to present)</p>	– shares
<p>Reasons for nomination as candidate for outside Director and summary of expected roles</p> <p>Norio Hayama is qualified as a Specified Social Insurance Labor Consultant, and in order for him to provide advice on the Company's management from an expert perspective, mainly based on his expertise and extensive achievements in labor relations, the Company proposes his reelection as outside Director. In addition, should he be appointed, it is expected that he will be involved in the selection of candidate officers of the Company and the determination of officer remuneration, etc., from an independent perspective as a member of the Nomination/Remuneration Committee. Norio Hayama has never been involved in the management of a company except as an outside officer. However, the Company judges he will appropriately fulfill his duties as an outside Director based on the above reasons.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
6	Masashi Fujimaki (April 3, 1955) Reelection Outside Independent	<p>Apr. 1980 Joined Toyota Motor Sales CO., LTD. (currently Toyota Motor Corporation)</p> <p>Sept. 2001 Project Manager, Organization for Small & Medium Enterprises and Regional Innovation, JAPAN</p> <p>Sept. 2003 President, T-Hands On Investment. Inc (to present)</p> <p>Dec. 2005 Outside Director, Nextage Co., Ltd.</p> <p>May 2006 Outside Director, inb Planning Co., ltd.</p> <p>Jan. 2007 Outside Auditor, oh Niwa ya Co., Ltd. Outside Auditor, D-e Tech Corporation</p> <p>Aug. 2007 Outside Auditor, M2soft Japan Co., Ltd.</p> <p>Nov. 2007 Outside Director, Binos Corporation</p> <p>Jan. 2009 Outside Director, Pitmedia Marketings, Inc.</p> <p>June 2013 Outside Director, Mortgage Service Japan Limited.</p> <p>June 2020 Outside Director, the Company (to present)</p>	58,000 shares
<p>Reasons for nomination as candidate for outside Director and summary of expected roles</p> <p>Masashi Fujimaki has extensive achievements and insight as a company manager, and in order for him to provide advice on matters such as management decisions within the Company and the supervision of the execution of business based on his experience, the Company proposes his election as outside Director. In addition, should he be appointed, it is expected that he will be involved in the selection of candidate officers of the Company and the determination of officer remuneration, etc., from an independent perspective as a member of the Nomination/Remuneration Committee.</p>			

- Notes:
1. There is no special interest between any of the candidates and the Company.
 2. The number of shares owned by each candidate is the number of shares as of the end of the current fiscal year (March 31, 2022).
 3. The number of shares owned by Kosuke Kiyokawa includes the number of shares owned by RITAMEKO. Co., Ltd., his asset management company.
 4. Kosuke Kiyokawa is a parent company, etc. as defined in Article 2, item (iv)-2 of the Companies Act.
 5. Norio Hayama and Masashi Fujimaki are candidates for outside Directors.
 6. Norio Hayama and Masashi Fujimaki are currently outside Directors of the Company, and at the conclusion of this meeting, their tenure as outside Director will have been four years and two years, respectively.
 7. The Company has reported Norio Hayama and Masashi Fujimaki as independent officers to the Tokyo Stock Exchange and the Nagoya Stock Exchange, as specified by both exchanges, and if they are reelected as Directors, the Company intends to continue to report them as independent officers.
 8. The Company has concluded an agreement with Norio Hayama and Masashi Fujimaki to limit their liability for damages specified in Article 423, paragraph (1) of the Companies Act, as stipulated in Article 427, paragraph (1) of the Companies Act. The limit on liability for damages under the agreement is the minimum amount of liability specified in Article 425, paragraph (1) of the Companies Act. If they are reelected as Directors, the Company intends to continue this agreement.
 9. The Company has concluded a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. The legal compensation for damages and litigation expenses of covered parties, including the Directors of the Company, will be covered by this insurance policy. If the candidates are elected as Directors, they will be included in the persons covered by the insurance contract. The Company intends to renew this insurance policy with the same content at the time of the next renewal.

Proposal No. 4: Election of Three Auditors

The terms of office of all three Auditors will expire at the conclusion of this meeting.

Each of the candidate Auditors have been determined by the Board of Directors upon passing through the deliberation and opinion of the Nomination/Remuneration Committee, which is objective and has independence from the management team.

Therefore, the Company proposes the election of three Auditors, including two outside Auditors.

In addition, the consent of the Board of Auditors has been obtained for the submission of this proposal.

The candidates for Auditor are as follows:

Candidate No.	Name (Date of birth)	Career summary, position in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
1	Yoshiaki Hoshino (January 15, 1951) Reelection	Mar. 1973 Joined Chuyaku Co., Ltd. (currently Alfresa Corporation) Oct. 1996 Toyohashi Branch Manager Oct. 2001 Director and General Manager of Shizuoka Sales Dept. Jan. 2005 Director and General Manager of Purchasing Profit Management Department Apr. 2008 Director and General Manager of Credit Management Dept. May 2011 Full-Time Auditor (to present) Mar. 2017 Full-Time Auditor, COPRO-HOLDINGS. Co., Ltd. (to present) Full-Time Auditor, COPRO-ENGINEERD. Co., Ltd. (to present) Apr. 2021 Full-Time Auditor, ATMOS Co., LTD. (to present) Nov. 2021 Full-Time Auditor, VALUE ARK CONSULTING CO., LTD. (to present)	2,000 shares
Reasons for nomination as candidate for Auditor Yoshiaki Hoshino has extensive insights and achievements as an Auditor, has given appropriate opinions based on his experience and insights since his appointment as Auditor in March 2017, and is a person who is able to appropriately perform duties as an Auditor of the Company. For this reason, the Company proposes his reelection as Auditor.			
2	Manabu Haruma (November 4, 1973) Reelection Outside Independent	Oct. 2001 Registered as a lawyer Joined Ishihara Law Office Oct. 2006 Established Haruma Noguchi law office (currently "and LEGAL LPC") (to present) Apr. 2010 Outside Auditor, Nextage Co., Ltd. (to present) June 2013 Outside Auditor, Poval Kogyo CO., LTD (to present) Feb. 2017 Outside Auditor, the Company (to present)	11,900 shares
Reasons for nomination as candidate for outside Auditor Manabu Haruma is a qualified attorney, and has engaged in audits as the fair management supervisory function, based on his specialist insight, etc., in the Companies Act, etc. For this reason, the Company proposes his reelection as outside Auditor. In addition, should he be appointed, it is expected that he will be involved in the selection of candidate officers of the Company and the determination of officer remuneration, etc., from an independent perspective as a member of the Nomination/Remuneration Committee. Manabu Haruma has never been involved in the management of a company except as an outside officer. However, the Company judges he will appropriately fulfill his duties as an outside Auditor based on the above reasons.			

Candidate No.	Name (Date of birth)	Career summary, position in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
3	Atsushi Okura (August 6, 1974) Reelection Outside Independent	<p>Oct. 2000 Joined ChuoAoyama Audit Corporation, Nagoya Office</p> <p>Apr. 2004 Registered as a Certified Public Accountant</p> <p>July 2016 Opened Okura Certified Public Accountant Office (to present)</p> <p>Oct. 2016 Registered as a tax accountant</p> <p>Dec. 2016 Outside Auditor, Meinan M&A Co., Ltd. (to present)</p> <p>Mar. 2017 Outside Auditor, the Company (to present)</p>	– shares
<p>Reasons for nomination as candidate for outside Auditor</p> <p>Atsushi Okura is a qualified certified accountant and tax accountant, and has engaged in audits as the fair management supervisory function, based on his specialist perspective, etc., in corporate finance, etc. For this reason, the Company proposes his reelection as Auditor. In addition, should he be appointed, it is expected that he will be involved in the selection of candidate officers of the Company and the determination of officer remuneration, etc., from an independent perspective as a member of the Nomination/Remuneration Committee. Atsushi Okura has never been involved in the management of a company except as an outside officer. However, the Company judges he will appropriately fulfill his duties as an outside Auditor based on the above reasons.</p>			

- Notes:
1. There is no special interest between any of the candidates and the Company.
 2. The number of shares owned by each candidate is the number of shares as of the end of the current fiscal year (March 31, 2022).
 3. The number of shares owned by Manabu Haruma includes the number of shares owned by HN Consulting Co., Ltd., for which he serves as representative.
 4. Manabu Haruma and Atsushi Okura are candidates for outside Auditor.
 5. Manabu Haruma and Atsushi Okura are currently outside Auditors of the Company, and at the conclusion of this meeting, their tenure as outside Auditors of the Company will have been five years.
 6. The Company has reported Manabu Haruma and Atsushi Okura as independent officers to the Tokyo Stock Exchange and the Nagoya Stock Exchange, as specified by both exchanges, and if they are reelected as Auditors, the Company intends to continue to report them as independent officers.
 7. The Company has concluded an agreement with each candidate to limit their liability for damages specified in Article 423, paragraph (1) of the Companies Act, as stipulated in Article 427, paragraph (1) of the Companies Act. The limit on liability for damages under the agreement is the minimum amount of liability specified in Article 425, paragraph (1) of the Companies Act. If each candidate is reelected as Auditor, the Company intends to continue this agreement.
 8. The Company has concluded a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. The legal compensation for damages and litigation expenses of covered parties, including the Auditors of the Company, will be covered by this insurance policy. If the candidates are elected as Auditors, they will be included in the persons covered by the insurance policy. The Company intends to renew this insurance policy with the same content at the time of the next renewal.

(Reference)

Expertise and Experience of Candidates for Director and Candidates for Auditor (Skills Matrix)

The skills (insight and experience) available to the Board of Directors and the Board of Auditors if Proposal No. 3 and Proposal No. 4 are approved and adopted shall be as shown below.

Position	Name	Affiliation	Key Insight and Experience in Group Management						
			Corporate Management	Sales	Recruitment and Human Resources Development	M&A, PMI	Compliance, Risk Management, Finance	Sustainability (ESG)	Global
Chief Executive Officer	Kosuke Kiyokawa		●	●	●	●			
Managing Director	Kazumi Ogai			●	●			●	
Managing Director	Masahiko Saito					●	●		●
Director	Yusuke Koshikawa			●	●				
Director	Norio Hayama	Outside Independent	●				●	●	
Director	Masashi Fujimaki	Outside Independent	●	●	●	●	●		
Full-Time Auditor	Yoshiaki Hoshino			●			●		
Auditor	Manabu Haruma	Outside Independent	●			●	●		
Auditor	Atsushi Okura	Outside Independent	●				●		