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Securities code: 3762

June 10, 2026

(Electronic provisional measures commence on June 3, 2026)

**To Shareholders with Voting Rights:**

Takaharu Yai  
President and CEO  
TECHMATRIX CORPORATION  
2-70 Konan 1-chome, Minato-ku,  
Tokyo, Japan

**NOTICE OF  
THE 42nd ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

We hereby inform you that the 42nd Annual General Meeting of Shareholders of TECHMATRIX CORPORATION (the “Company”) will be held as described below.

If you are unable to attend the meeting, you may exercise your voting rights in writing, via the Internet, or other means. Please review the Reference Documents for the General Meeting of Shareholders in the matters subject to the electronic provision measures and exercise your voting rights no later than 5:30 p.m. on Wednesday, June 24, 2026.

- 1. Date and Time:** Thursday, June 25, 2026 at 2:00 p.m. Japan time (Reception will start at 1:00 p.m.)
- 2. Place:** Conference room on 3rd floor, SHINAGAWA SEASON TERRACE  
2-70 Konan 1-chome, Minato-ku, Tokyo, Japan
- 3. Meeting Agenda:**
- Matters to be reported:**
1. Business Report and Consolidated Financial Statements for the Company’s 42nd Fiscal Year (April 1, 2025–March 31, 2026) and results of audits by the Accounting Auditor and the Audit & Supervisory Committee of the Consolidated Financial Statements
  2. Non-consolidated Financial Statements for the Company’s 42nd Fiscal Year (April 1, 2025–March 31, 2026)
- Proposals to be resolved:**
- Proposal 1:** Election of Seven (7) Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)
- Proposal 2:** Election of One (1) Director Who Is an Audit & Supervisory Committee Member

1. **Electronic provision measures of the Reference Documents, etc. for the General Meeting of Shareholders**

When convening this General Meeting of Shareholders, the Company has taken measures for providing information in electronic format (the “electronic provision measures”) and has posted matters subject to the electronic provision measures on the following websites under “The 42nd Ordinary General Meeting of Shareholders.”(Meanwhile, for this General Meeting of Shareholders, the Company will send paper copies of the matters subject to electronic provision measures to all shareholders as in the previous years regardless of whether or not they made a request for delivery of documents.)

The Company’s website:

[https://www.techmatrix.co.jp/en/ir/stockbond/stockbond\\_08.html](https://www.techmatrix.co.jp/en/ir/stockbond/stockbond_08.html)

Tokyo Stock Exchange website:

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

Please access the website above, enter the name or stock exchange code (3762) of the Company and click on “Search” to find search results. Then, click on “Basic information” and “Documents for public inspection/PR information” in this order.

2. **Amendments to the Reference Documents, etc. for the General Meeting of Shareholders**

When any amendments are made to the Reference Documents for the General Meeting of Shareholders, Business Report, Consolidated Financial Statements, and Non-consolidated Financial Statements, such amendments will be posted on the websites stated in 1 above.

3. **Precautions when attending the meeting**

(1) Please be advised that no souvenirs will be provided to attending shareholders.

(2) The venue has dedicated spaces for wheelchair users, etc. If you wish to use the spaces, please ask the staff when you arrive at the venue.

4. **Live streaming (Available only in Japanese)**

This Annual General Meeting of Shareholders will be streamed live online. Shareholders who watch the live streaming will not be able to participate the resolutions on the day of the General Meeting of Shareholders. Therefore, we kindly ask them to exercise their voting rights in advance. Please be advised that we will not respond to inquiries about how to access the Internet or how to view the live streaming.

<https://www.youtube.com/live/zCu6JmjpAGQ>

# Reference Documents for the General Meeting of Shareholders

## Proposals and References

### **Proposal 1:** Election of Seven (7) Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)

The term of office of all seven (7) Directors (excluding Directors who are Audit & Supervisory Committee Members; hereinafter, the same shall apply throughout this Proposal) will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, we hereby propose to elect seven (7) Directors. If this Proposal is approved, the seven (7) Directors consist of five (5) males and two (2) females.


The Company recognizes that the highest priority issue is to improve its medium- to long-term corporate value through sustainable growth and enhanced stability of its business. Individuals with the following abilities are therefore selected as candidates for Director: familiar with the Company's business with strategic thinking; insightful into technological advances; knowledgeable about compliance and internal control; well-informed about the markets facing the Company; and experienced and knowledgeable about corporate finance and management.

The Company has established the "Personnel Committee," a voluntary committee that consists of President and three (3) Outside Directors (Audit & Supervisory Committee Members who are Independent Officers). The Personnel Committee discusses and nominates candidates for election as Directors as well as discusses and decides on proposals on remuneration for Directors and Directors subject to removal. Based on the nomination proposal formulated by the Personnel Committee, the Board of Directors decides on candidates as a proposal to be submitted to the General Meeting of Shareholders.


In determining the Company's opinions to be expressed at the General Meeting of Shareholders regarding the election, removal or resignation of Directors who are not Audit & Supervisory Committee Members, the Audit & Supervisory Committee expressed its opinion that each of the candidates is qualified to serve as Director of the Company after due consideration of his/her extensive experience and abilities in addition to the status of execution of his/her duties and the business performance during the fiscal year under review.


The candidates for Director are as follows:


No.	Name	Current positions and responsibilities at the Company
1	Takaharu Yai [Reappointment]	President Chief Executive Officer
2	Yoshihisa Yoda [Reappointment]	Director Senior Executive Operating Officer Head of Medical System Business Unit
3	Takeshi Suzuki [Reappointment]	Director Senior Operating Officer Head of Application Services Business Unit Manager of CRM Solution Division
4	Takeya Shiga [Reappointment]	Director Senior Operating Officer Head of Information Infrastructure Business Unit Manager of Network Security Division Head of Network Security Sales Division
5	Ari Horie [Reappointment] [Outside] [Independent]	Director
6	Masato Kubo [Reappointment] [Outside] [Independent]	Director
7	Emiko Akatsu [New appointment] [Outside] [Independent]	—

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	 <p>Takaharu Yai (December 27, 1965) Male</p> <p>[Reappointment]</p> <p>Attendance at the Board of Directors meetings: 100% (13/13)</p>	<p>April 1988      Joined Nichimen Corporation (currently Sojitz Corporation)</p> <p>June 1993      Transferred to the Company</p> <p>May 2001      Joined the Company</p> <p>July 2005      General Manager of Network Integration Sales Department</p> <p>October 2007    Head of Network Security Sales Division</p> <p>August 2008    Manager of Network Security Division</p> <p>September 2008   Director, CROSS HEAD</p> <p>June 2009      Director, Operating Officer and Manager of Network Security Division, the Company</p> <p>June 2012      Director, Senior Operating Officer and Manager of Network Security Division</p> <p>June 2015      Vice President, CROSS HEAD</p> <p>April 2017      Director, Senior Operating Officer, Head of Information Infrastructure Business Unit and Manager of Network Security Division, the Company</p> <p>June 2020      Director, OCH Co., Ltd. (to present)</p> <p>May 2022      Director, Senior Executive Operating Officer, Head of Information Infrastructure Business Unit and Manager of Network Security Division, the Company</p> <p>April 2024      President and Chief Executive Officer (to present)</p> <p>June 2024      Director, CROSS HEAD (to present)</p> <p>November 2024   Director, Firmus Sdn. Bhd. (to present)</p>	136,709 shares
<p>[Reason for nomination as a candidate for Director] Mr. Takaharu Yai has led the business related to network security for many years and has played a leading role in expanding the Information Infrastructure Business Unit and making it our core business. He has experience and outstanding knowledge of the overall management of the Company. Therefore, we propose to reelect him as a candidate for Director in order for the Group to achieve further growth.</p>			


No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
2	 <p data-bbox="229 837 419 931">Yoshihisa Yoda (April 19, 1964) Male</p> <p data-bbox="229 965 419 999">[Reappointment]</p> <p data-bbox="197 1032 451 1126">Attendance at the Board of Directors meetings: 100% (13/13)</p>	<p data-bbox="480 277 1238 338">April 1987      Joined Nichimen Corporation (currently Sojitz Corporation)</p> <p data-bbox="480 353 1026 387">March 1990      Transferred to the Company</p> <p data-bbox="480 403 1206 463">April 2000      Joined the Company as General Manager of Advanced System Sales Department</p> <p data-bbox="480 479 1206 539">June 2001      Director and General Manager of Advanced System Sales Department</p> <p data-bbox="480 555 1270 616">July 2004      Director, Operating Officer and General Manager of Advanced System Sales Department</p> <p data-bbox="480 631 1206 692">July 2005      Director, Operating Officer and Manager of Medical Systems Division</p> <p data-bbox="480 707 1254 768">June 2012      Director, Senior Operating Officer and Manager of Medical Systems Division</p> <p data-bbox="480 784 1270 878">April 2017      Director, Senior Operating Officer, Head of Application Services Business Unit and Manager of Medical Systems Division</p> <p data-bbox="480 893 914 927">April 2017      CEO, Ichigo LLC</p> <p data-bbox="480 943 1270 1077">April 2018      Director, Senior Operating Officer and Head of Application Services Business Unit, the Company President and Chief Executive Officer, NOBORI Ltd.</p> <p data-bbox="480 1093 1174 1126">CEO and Executive member, Ichigo LLC</p> <p data-bbox="480 1142 994 1176">February 2019      Director, A-Line Co. Ltd.</p> <p data-bbox="480 1191 1217 1252">April 2022      Representative Director, PSP Corporation (to present)</p> <p data-bbox="480 1267 1270 1361">May 2022      Director, Senior Executive Operating Officer and Head of Medical System Business Unit, the Company (to present)</p> <p data-bbox="480 1377 1206 1411">April 2025      Executive member, Ichigo LLC (to present)</p>	208,129 shares
<p data-bbox="197 1429 786 1462">[Reason for nomination as a candidate for Director]</p> <p data-bbox="197 1462 1441 1579">Mr. Yoshihisa Yoda has led the business related to the application services sector for many years and has played a leading role in launching, expanding and reforming the medical systems business. He has experience and outstanding knowledge of the overall management of the Company. Therefore, we propose to reelect him as a candidate for Director in order for the Group to achieve further growth.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
3	 <p data-bbox="220 763 432 853">Takeshi Suzuki (January 21, 1967) Male</p> <p data-bbox="229 891 422 920">[Reappointment]</p> <p data-bbox="193 954 459 1043">Attendance at the Board of Directors meetings: 100% (13/13)</p>	<p data-bbox="480 277 1230 338">April 1989      Joined Nichimen Corporation (currently Sojitz Corporation)</p> <p data-bbox="480 353 1018 383">January 1992    Transferred to the Company</p> <p data-bbox="480 398 932 427">April 2000      Joined the Company</p> <p data-bbox="480 443 1206 504">July 2005       General Manager of Advanced System Sales Department</p> <p data-bbox="480 519 1107 548">October 2007    Manager of CRM Solution Division</p> <p data-bbox="480 564 1262 624">June 2009       Operating Officer and Manager of CRM Solution Division</p> <p data-bbox="480 640 1267 701">June 2016       Director, Operating Officer and Manager of CRM Solution Division</p> <p data-bbox="480 716 1257 813">April 2017       Director, Operating Officer, Deputy Head of Application Services Business Unit and Manager of CRM Solution Division</p> <p data-bbox="480 828 1150 857">June 2017       Director, CASAREAL, Inc. (to present)</p> <p data-bbox="480 873 1278 934">July 2021       Director, WISESIGHT (THAILAND) Co., Ltd. (to present)</p> <p data-bbox="480 949 1257 1077">May 2022       Director, Senior Operating Officer, Head of Application Services Business Unit and Manager of CRM Solution Division, the Company (to present)</p> <p data-bbox="480 1093 1214 1153">October 2022    Director, Choco Card Enterprise Co., Ltd. (to present)</p> <p data-bbox="480 1169 1246 1198">April 2023       Director, TechMatrix Asia Co., Ltd. (to present)</p> <p data-bbox="480 1214 1182 1243">November 2024   Director, Mobilus Corporation (to present)</p>	90,390 shares
<p data-bbox="199 1267 786 1296">[Reason for nomination as a candidate for Director]</p> <p data-bbox="199 1301 1457 1417">Mr. Takeshi Suzuki has led the CRM solution business for many years and has served as Operating Officer to play a leading role in expanding the said business. He has experience and outstanding knowledge of the overall management of the Company. Therefore, we propose to reelect him as a candidate for Director in order for the Group to achieve further growth.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
4	 Takeya Shiga (April 16, 1969) Male  [Reappointment]  Attendance at the Board of Directors meetings: 100% (13/13)	April 2000      Joined the Company	2,647 shares
		April 2013      General Manager of EMC Sales Department, Network Security Division	
		April 2018      General Manager of Network Sales Department, Network Security Division	
		April 2020      General Manager of Sales Department 1, Network Security Division	
		July 2022      Head of Network Security Sales Division and General Manager of Sales Department 1, Network Security Division	
		June 2023      Operating Officer, Head of Network Security Sales Division	
		April 2024      Operating Officer, Head of Information Infrastructure Business Unit, Manager of Network Security Division, and Head of Network Security Sales Division	
		June 2024      Director, Senior Operating Officer, Head of Information Infrastructure Business Unit, Manager of Network Security Division, and Head of Network Security Sales Division (to present)	
		November 2024      Director, Firmus Sdn. Bhd. (to present)	
<p>[Reason for nomination as a candidate for Director]            Mr. Takeya Shiga has led the business related to network security for many years and has played a leading role in expanding the Information Infrastructure Business Unit and making it our core business. We believe that his extensive sales experience and deep insight into our business units will be utilized for the further growth of the Group. Therefore, we propose to elect him as a candidate for Director.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
5	 <p data-bbox="236 551 416 640">Ari Horie (May 22, 1972) Female</p> <p data-bbox="229 674 422 770">[Reappointment] [Outside] [Independent]</p> <p data-bbox="197 804 461 898">Attendance at the Board of Directors meetings: 84.6% (11/13)</p>	<p data-bbox="480 277 1150 338">June 1997      Joined International Business Machines Corporation</p> <p data-bbox="480 353 1166 387">1999              Joined Prio, Inc. (currently Blucora, Inc.)</p> <p data-bbox="480 403 1086 436">2000              Director of Marketing, Quios, Inc.</p> <p data-bbox="480 452 1198 512">2001              Director of Product Marketing, Quaartz, Inc. (currently Appiant Technologies, Inc.)</p> <p data-bbox="480 528 1134 589">2002              Chief Executive Officer, Started Amity International, LLC.</p> <p data-bbox="480 604 1230 665">January 2013    Founder and Chief Executive Officer, Women’s Startup Lab, Inc. (to present)</p> <p data-bbox="480 680 1102 714">September 2019 Director, Japan Innovation Network</p> <p data-bbox="480 730 1182 763">June 2020        Outside Director, the Company (to present)</p> <p data-bbox="480 779 1222 840">March 2022      Representative Director, Women’s Startup Lab Impact Foundation Japan (to present)</p>	0 shares
<p data-bbox="197 904 1203 938">[Reason for nomination as a candidate for Outside Director and outline of expected role]</p> <p data-bbox="197 943 1445 1095">Ms. Ari Horie offers a training program for women entrepreneurs and has a wealth of experience and outstanding knowledge in fostering next-generation leaders based on entrepreneurship. As we expect her to provide effective advice and opinions on the Company’s management from the perspective of women’s advancement in workplace and from a standpoint independent of the management team, we propose to reelect her as a candidate for Outside Director. She is currently registered as an Independent Officer of the Company.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
6	 <p data-bbox="240 633 416 723">Masato Kubo (July 26, 1979) Male</p> <p data-bbox="231 763 426 853">[Reappointment] [Outside] [Independent]</p> <p data-bbox="193 891 464 981">Attendance at the Board of Directors meetings: 100% (10/10)</p> <p data-bbox="188 1016 464 1070">*Attendance since assuming office on June 27, 2025</p>	<p data-bbox="480 275 927 309">April 2004      Joined Easynet, Inc.</p> <p data-bbox="480 322 1235 387">January 2010    Joined Rakuten, Inc. (currently Rakuten Group, Inc.)</p> <p data-bbox="480 400 1054 434">November 2011    Joined Synergy Marketing, Inc.</p> <p data-bbox="480 448 1011 481">June 2014        Joined MonotaRO Co., Ltd.</p> <p data-bbox="480 495 1257 560">July 2016        General Manager of Data Marketing Department, MonotaRO Co., Ltd.</p> <p data-bbox="480 573 1043 607">March 2017        Director, NAVIMRO Co., Ltd.</p> <p data-bbox="480 620 1241 685">March 2018        Executive Officer and General Manager of Data Marketing Department, MonotaRO Co., Ltd.</p> <p data-bbox="480 698 1235 763">March 2021        Deputy President and General Manager of Data Marketing Department, MonotaRO Co., Ltd.</p> <p data-bbox="480 777 1209 842">May 2021        Deputy President and General Manager of IT Department, MonotaRO Co., Ltd.</p> <p data-bbox="480 855 1257 920">March 2022        Deputy President in charge of Merchandising and Enterprise Business, MonotaRO Co., Ltd.</p> <p data-bbox="480 934 1241 1021">April 2022        Deputy President and General Manager of Risk Management Office in charge of Merchandising and Enterprise Business, MonotaRO Co., Ltd.</p> <p data-bbox="480 1034 1257 1099">November 2024    Representative Director, Bright &amp; Keen Co., Ltd. (to present)</p> <p data-bbox="480 1113 1187 1146">June 2025        Outside Director, the Company (to present)</p>	0 shares
<p data-bbox="199 1167 1203 1200">[Reason for nomination as a candidate for Outside Director and outline of expected role]</p> <p data-bbox="199 1200 1449 1348">Mr. Masato Kubo has held key positions at MonotaRO Co., Ltd. and has a wealth of experience and insight in the field of marketing. As we expect him to provide effective advice and opinions on the Company's management from a standpoint independent of the management team and from the perspective of data marketing, an area the Company has not been able to sufficiently focus on in the past, we propose to reelect him as a candidate for Outside Director. He is currently registered as an Independent Officer of the Company.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
7	 <p data-bbox="225 745 427 837">Emiko Akatsu (October 7, 1963) Female</p> <p data-bbox="215 875 437 967">[New appointment] [Outside] [Independent]</p> <p data-bbox="194 1003 461 1097">Attendance at the Board of Directors meetings: —% (—/—)</p>	<p data-bbox="480 275 1197 338">April 1986      Joined Fukutake Shoten Co., Ltd. (currently Benesse Corporation)</p> <p data-bbox="480 353 1093 385">October 1988    Joined General Electric Japan, Ltd.</p> <p data-bbox="480 400 1254 463">January 1996    Joined GE Consumer Finance Co. Ltd. (currently Shinsei Financial Co., Ltd.)</p> <p data-bbox="480 479 1283 573">June 2002       Director, Human Resources &amp; Organizational Development and Recruitment Department, Shinsei Financial Co., Ltd.</p> <p data-bbox="480 589 1251 651">June 2005       Director, Training Department, Shinsei Financial Co., Ltd.</p> <p data-bbox="480 667 1270 730">February 2008    Joined Novartis Pharma K.K. as Head of Diversity and Inclusion Office</p> <p data-bbox="480 745 1219 840">May 2011        Joined ORACLE CORPORATION JAPAN as Senior Director, Human Resources &amp; Organizational Development Department</p> <p data-bbox="480 855 1251 949">January 2016     Executive officer, Director &amp; Head of Employee Engagement Office, ORACLE CORPORATION JAPAN</p> <p data-bbox="480 965 1254 1059">March 2018      Joined Takeda Pharmaceutical Company Limited as Head of Global HR Talent &amp; Organizational Development Department (Japan)</p> <p data-bbox="480 1075 1259 1137">February 2021    Representative Director and President, Future Me Co., Ltd. (to present)</p> <p data-bbox="480 1153 1082 1184">June 2022        Outside Director, AJIS CO., LTD.</p> <p data-bbox="480 1200 1222 1294">June 2025        Outside Audit &amp; Supervisory Board Member, DIGITAL HEARTS HOLDINGS Co., Ltd. (to present)</p>	0 shares
<p data-bbox="199 1308 1203 1339">[Reason for nomination as a candidate for Outside Director and outline of expected role]</p> <p data-bbox="199 1341 1457 1556">Ms. Emiko Akatsu has been engaged mainly in the fields of human resources &amp; organizational development as well as diversity &amp; inclusion at major Japanese and multinational companies, gaining a wealth of experience and a high level of expertise. As we expect her to provide valuable advice and opinions on the Company's management from a human capital and organizational strategy perspective and from a standpoint independent of the management team, we propose to elect her as a candidate for Outside Director. If her appointment is approved, the Company intends to register her as an Independent Officer as set forth by the Tokyo Stock Exchange.</p>			

- Notes: 1. Mr. Yoshihisa Yoda served as President and Chief Executive Officer of NOBORI Ltd., a consolidated subsidiary of the Company until March 31, 2022. PSP Corporation is a consolidated subsidiary of the Company and Mr. Yoshihisa Yoda serves as its Representative Director. Although the Company has transactions with PSP Corporation involving networking products and maintenance management, etc., the respective net sales to the company account for a relatively small percentage (1% or less) of the Company's net sales, and terms and conditions applied to the transactions with the company are the same as those with other companies.
2. Mr. Takeshi Suzuki serves as Representative Director of TechMatrix Asia Holdings Co., Ltd. Although the Company has transactions with TechMatrix Asia Holdings Co., Ltd. in relation to sales support for services, etc., the net sales to TechMatrix Asia Holdings Co., Ltd. account for a relatively small percentage (less than 5 million yen) of the Company's net sales, and terms and conditions applied to the transactions with TechMatrix Asia Holdings Co., Ltd. are the same as those with other companies.
3. There is no special interest between any of the other candidates and the Company.
4. Ms. Ari Horie, Mr. Masato Kubo and Ms. Emiko Akatsu are candidates for Outside Director. If the appointment of Ms. Ari Horie, Mr. Masato Kubo and Ms. Emiko Akatsu is approved, the Company intends to register them as Independent Officers as set forth by the Tokyo Stock Exchange.
5. The Company has concluded agreements with Ms. Ari Horie and Mr. Masato Kubo to limit their liability for damages as provided in Article 423, Paragraph 1 of the Companies Act. If the appointment of each candidate is approved, the Company intends to continue the said agreement with each of them. Also, if the appointment of the new candidate, Ms. Emiko Akatsu, is approved, the Company intends to conclude the said agreement with her to limit her liability for damages. The contents of the said agreement is outlined in the business report under "4. Matters Concerning the Corporate Executives: (2) Outline of the Contents of the Liability Limitation Agreement."
6. The Company has concluded agreements with Messrs. Takaharu Yai, Yoshihisa Yoda, Takeshi Suzuki, Takeya Shiga, Ms. Ari Horie and Mr. Masato Kubo to provide indemnification in accordance with Article 430-2, Paragraph 1 of the Companies Act. If the appointment of each candidate is approved, the Company intends to continue the said agreement with each of them. Also, if the appointment of the new candidate, Ms. Emiko Akatsu, is approved, the Company intends to conclude the said agreement with her to provide indemnification. The contents of the said agreement is outlined in the business report under "4. Matters Concerning the Corporate Executives: (3) Outline of the Contents of Indemnification Agreement."
7. The Company has concluded a directors and officers liability insurance (D&O Insurance) contract with an insurance company. The insurance contract shall cover any damages and legal costs to be borne by the insured as a result of a claim for damages due to any acts (including omissions) committed by the insured based on his/her position as an Officer, etc. of the Company. The insurance premiums for all the insured are fully paid by the Company. If the candidates are elected and appointed as Directors, they shall be the said insured under the insurance contract. The Company plans to renew the insurance contract with the same contents at the next renewal.
8. Term of office of the candidates for Outside Director as Outside Directors of the Company: The term of office of Ms. Ari Horie as Outside Director of the Company will be six (6) years at the conclusion of this Annual General Meeting of Shareholders. The term of office of Mr. Masato Kubo as Outside Director of the Company will be one (1) year at the conclusion of this Annual General Meeting of Shareholders.

**Proposal 2: Election of One (1) Director Who Is an Audit & Supervisory Committee Member**

To strengthen the audit framework, we would like to increase the number of Directors who are Audit & Supervisory Committee Members by one (1) and hereby propose to elect one (1) Director who is an Audit & Supervisory Committee Member. If this Proposal is approved, the four (4) Directors who are Audit & Supervisory Committee Members consist of two (2) males and two (2) females.

The Company recognizes that the highest priority issue is to improve its medium- to long-term corporate value through sustainable growth and enhanced stability of its business. Individuals with the following abilities are therefore selected as candidates for Director: familiar with the Company’s business with strategic thinking; insightful into technological advances; knowledgeable about compliance and internal control; well-informed about the markets facing the Company; experienced and knowledgeable about corporate finance and management; and well-versed in corporate legal affairs with a high level of expertise.

The Company has established the “Personnel Committee,” a voluntary committee that consists of President and three (3) Outside Directors (Audit & Supervisory Committee Members who are Independent Officers). The Personnel Committee discusses and nominates candidates for election as Directors as well as discusses and decides on proposals on remuneration for Directors and Directors subject to removal. Based on the nomination proposal formulated by the Personnel Committee, the Board of Directors decides on candidates as a proposal to be submitted to the General Meeting of Shareholders.

The Audit & Supervisory Committee has given consent to this Proposal.

The candidate for Director who is an Audit & Supervisory Committee Member is as follows:

Name	Current positions and responsibilities at the Company
Tomoko Igarashi [New appointment] [Outside] [Independent]	—



- Notes:
1. There is no special interest between the candidate and the Company.
  2. Ms. Tomoko Igarashi is a candidate for Outside Director. If the appointment of the candidate is approved, the Company intends to register her as an Independent Officer as set forth by the Tokyo Stock Exchange.
  3. If the appointment of Ms. Tomoko Igarashi is approved, the Company intends to conclude an agreement with her to limit her liability for damages as provided in Article 423, Paragraph 1 of the Companies Act. The contents of the said agreement is outlined in the business report under “4. Matters Concerning the Corporate Executives: (2) Outline of the Contents of the Liability Limitation Agreement.”
  4. If the appointment of Ms. Tomoko Igarashi is approved, the Company intends to conclude an agreement with her to provide indemnification in accordance with Article 430-2, Paragraph 1 of the Companies Act. The contents of the said agreement is outlined in the business report under “4. Matters Concerning the Corporate Executives: (3) Outline of the Contents of Indemnification Agreement.”
  5. The Company has concluded a directors and officers liability insurance (D&O Insurance) contract with an insurance company. The insurance contract shall cover any damages and legal costs to be borne by the insured as a result of a claim for damages due to any acts (including omissions) committed by the insured based on his/her position as an Officer, etc. of the Company. The insurance premiums for all the insured are fully paid by the Company. If the candidate is elected and appointed as Director, she shall be the said insured under the insurance contract. The Company plans to renew the insurance contract with the same contents at the next renewal.

(Reference)  
Officers' Skills Matrix

	Corporate management	Finance/ Accounting	Legal/Risk management	Sales/ Marketing	Industry knowledge/ Technology	Inter-nationalism	Human resources development/ Diversity
Judgment criteria (3 years or more)	Management experience or experience as a full-time director	Finance/ accounting knowledge and experience	Legal, risk management, internal control, and audit experience	Sales or marketing experience	Experience working in the Company's business markets or related markets	Experience in transactions with foreign countries or experience as an officer in an overseas company	Experience in human resources development and training or promoting diversity
Takaharu Yai	○			○	○	○	
Yoshihisa Yoda	○			○	○	○	
Takeshi Suzuki	○			○	○	○	
Takeya Shiga				○	○	○	
Ari Horie	○			○	○	○	○
Masato Kubo	○		○	○			
Emiko Akatsu	○	○					○
Hideyuki Sasaki	○	○	○	○		○	
Naho Ebata			○			○	
Kohji Taira	○			○	○		
Tomoko Igarashi	○	○					

\*The details stated represent the specific skills and expertise expected of each officer in particular and do not represent all of the skills and expertise possessed by each officer.