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Securities Code: 4826

September 3, 2024

Start date of measures for electronic provision: August 28, 2024

To Our Shareholders:

Akihiko Sakamoto
President
Computer Institute of Japan, Ltd.
1-2-5 Takashima, Nishi-ku, Yokohama-shi,
Kanagawa

Notice of the 49th Annual General Meeting of Shareholders

We are pleased to inform you that the 49th Annual General Meeting of Shareholders of Computer Institute of Japan, Ltd. (the “Company”) is scheduled to be held as described below.

When convening this general meeting of shareholders, the Company takes measures for providing information in an electronic format and posts items subject to measures for electronic provision on the Company’s website as the 49th Annual General Meeting of Shareholders.

The Company’s website:

<https://www.cij.co.jp/ir/stock-information/stock-meeting/> (in Japanese)

In addition to posting items subject to measures for electronic provision on the Company’s website above, the Company also posts this information on the website of the Tokyo Stock Exchange.

TSE website (Listed Company Search):

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese)

(Please access the above website, enter the Company’s name “CIJ” or securities code “4826,” and click “Search.” Then, click “Basic information” and select “Documents for public inspection/PR information.”)

If you are not attending the meeting in person, you may exercise your voting rights via the Internet or in writing (by mail). Please review the following Reference Documents for the General Meeting of Shareholders, and exercise your voting rights by one of the following methods by 5:40 p.m. on Wednesday, September 18, 2024 (JST).

[Exercising Voting Rights in Writing (by Mail)]

Please indicate your vote of approval or disapproval of the proposals on the voting form, and return it by postal mail so that it arrives by the deadline indicated above.

[Exercising Voting Rights via the Internet]

Please access the voting website designated by the Company (<https://evote.tr.mufg.jp/>) (in Japanese), use the login ID and temporary password printed on the voting form, and follow the guidance on the screen to enter your vote of approval or disapproval of the proposals.

- 1. Date and Time:** Thursday, September 19, 2024, at 10:00 a.m. (JST)
(Reception desk will open at 9:00 a.m.)
- 2. Venue:** The Company's Seminar Room, 17F, Yokohama Gate Tower
1-2-5 Takashima, Nishi-ku, Yokohama-shi, Kanagawa

3. Purpose of the Meeting:

Matters to Be Reported

1. The Business Report, the Consolidated Financial Statements, and the reports on the audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board for the 49th fiscal year (from July 1, 2023 to June 30, 2024)
2. The Non-consolidated Financial Statements for the 49th fiscal year (from July 1, 2023 to June 30, 2024)

Matters to Be Resolved

- | | |
|----------------|--|
| Proposal No. 1 | Election of Eight Directors |
| Proposal No. 2 | Election of One Audit & Supervisory Board Member |
| Proposal No. 3 | Revision of Amount of Remuneration for Directors |

- When attending the general meeting of shareholders in person, you are kindly requested to submit the voting form for exercise of voting rights at the reception desk.
- If there is no indication of approval or disapproval of a proposal on a voting form exercised in writing (by mail), it will be treated as an indication of approval.
- For this general meeting of shareholders, we have delivered paper-based documents stating the items subject to measures for electronic provision to all shareholders, regardless of whether or not they have requested them. Of the items subject to measures for electronic provision, the following items have been posted on each of the websites, in accordance with the provisions of relevant laws and regulations and the Company's Articles of Incorporation. Consequently, the relevant items are not included in these documents. Therefore, the Consolidated Financial Statements and Non-consolidated Financial Statements included in these documents are a part of the Consolidated Financial Statements and the Non-consolidated Financial Statements audited by the Audit & Supervisory Board Members in the course of the preparation of their audit reports. Furthermore, these documents are also a part of the Consolidated Financial Statements and the Non-consolidated Financial Statements audited by the Accounting Auditor in the course of the preparation of the financial audit report.
 1. Consolidated Statement of Changes in Equity and Notes to Consolidated Financial Statements
 2. Non-consolidated Statement of Changes in Equity and Notes to Non-consolidated Financial Statements
- If changes are made to the items subject to measures for electronic provision, such changes will be posted on the respective websites where they are posted.

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Information

Proposal No. 1 Election of Eight Directors

At the conclusion of this meeting, the terms of office of all nine Directors will expire. Therefore, the Company proposes the election of eight Directors.

The candidates for Director are as follows:

Candidate No.	Name	Position and Responsibilities at the Company	Attendance at Board of Directors meetings (FY2024)
1	Reelection Akihiko Sakamoto	President and Chief Executive Officer	100% (17/17)
2	Reelection Nobuyasu Ibaraki	Director and Managing Executive Officer General Manager of Administration Management Div., General Manager of Business Resource Promotion Div., Principal Engineer, and Manager of Career Development & Business Support Dept.	100% (17/17)
3	Reelection Atsushi Kawakami	Director and Managing Executive Officer Head of Sales Sec. and General Manager of Global Business and Digital Solution R&D Promotion Div.	100% (17/17)
4	Reelection Shigenari Kubo	Director and Senior Executive Officer General Manager of Digital Innovation Business Div.	100% (17/17)
5	New election Hidehiro Shirasu	Executive Officer General Manager of Management Strategy Div. and Manager of Management Strategy Promotion Dept.	-
6	Reelection Yuji Kawashima Outside Independent	Outside Director	100% (17/17)
7	Reelection Nobuyuki Toda Outside Independent	Outside Director	100% (17/17)
8	Reelection Noriko Hanakawa Outside Independent	Outside Director	100% (13/13)

Reelection Candidate for Director to be reelected

New election Candidate for Director to be newly elected

Outside Candidate for Outside Director

Independent officer as defined by the securities exchange

Candidate
No.
1

Akihiko Sakamoto

(Date of birth: February 1, 1964) Number of the Company's shares owned 275,896

Reelection

[Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company]

May 1988	Joined the Company	July 2015	Director and Senior Executive Officer, and General Manager of SI Business Div.
July 2006	Manager of Wide Business Sales Dept. of Wide Business Div.	July 2016	Director and Managing Executive Officer, and General Manager of Sales Div.
Apr. 2007	Manager of Wide Business Sales Dept. of Wide Business Div., and General Manager of Chubu Branch	July 2017	Director and Managing Executive Officer, and General Manager of Sales Div. and Manager of Sales Dept. III
July 2008	Manager of Management Planning Dept.		
July 2010	Executive Officer, and Manager of Management Planning Dept.	Aug. 2017	President of Custanet Co., Ltd. (current position)
July 2011	Executive Officer, and General Manager of SI Business Div., and Manager of Development Support Solution Dept.	July 2018	Director and Managing Executive Officer, and General Manager of Sales Div.
Sept. 2011	Director and Executive Officer, and General Manager of SI Business Div., and Manager of Development Support Solution Dept.	Sept. 2018	President and Chief Executive Officer, and General Manager of Sales Div.
July 2014	Director and Senior Executive Officer, and General Manager of SI Business Div., and Manager of Development Support Solution Dept.	July 2019	President and Chief Executive Officer (current position)

Reasons for nomination as candidate for Director

Akihiko Sakamoto has a wealth of business experience and a high level of insight in the Company's business and overall business management, having served in important positions for many years in the Company's Business Division, Sales Division and Management Planning Department and serving as President and Chief Executive Officer of the Company for six years. The Company has determined that he will utilize this experience and insight in overseeing the overall management of the Group and, while leading changes toward the achievement of sustainable growth, will appropriately supervise the execution of business. Therefore, the Company has nominated him as a candidate for Director.

Candidate
No.
2

Nobuyasu Ibaraki

(Date of birth: February 4, 1960) Number of the Company's shares owned.....168,708

Reelection

[Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company]

Apr. 1987	Joined the Company	July 2012	Manager of Information System Dept. of Business Resource Promotion Div.
July 2006	General Manager of SI Business Div. and Manager of Solution Technology Development Dept.	July 2014	Executive Officer, and General Manager of Business Resource Promotion Div., and Manager of Information System Dept.
July 2007	Executive Officer, and General Manager of SI Business Div., Manager of Solution Technology Development Dept., and General Manager of Communication & Embedded Business Div.	July 2016	Senior Executive Officer, and General Manager of Business Resource Promotion Div. and Manager of Information System Dept.
July 2008	Executive Officer, and General Manager of SI Business Div., General Manager of Communication & Embedded Business Div., and Manager of Embedded System Development Dept.	Sept. 2017	Director and Senior Executive Officer, and General Manager of Business Resource Promotion Div., and Manager of Information System Dept.
Sept. 2009	Director and Executive Officer, and General Manager of SI Business Div., General Manager of Communication & Embedded Business Div., and Manager of Embedded System Development Dept.	July 2021	Director and Managing Executive Officer, and General Manager of Administration Management Div., General Manager of Business Resource Promotion Div., and Manager of Information System Dept.
July 2010	Director and Executive Officer, and General Manager of SI Business Div., General Manager of Communication & Embedded Business Div., Manager of Solution Promotion Dept., and Manager of Embedded System Development Dept.	July 2023	Director and Managing Executive Officer, and General Manager of Administration Management Div., General Manager of Business Resource Promotion Div., Principal Engineer, and Manager of Information System Dept.
July 2011	Director, and Manager of Information System Dept. of Administration Management Div.	May 2024	Director and Managing Executive Officer, and General Manager of Administration Management Div., General Manager of Business Resource Promotion Div., Principal Engineer, Manager of Information System Dept., and Manager of Career Development & Business Support Dept.
Sept. 2011	Manager of Information System Dept. of Administration Management Div.	July 2024	Director and Managing Executive Officer, and General Manager of Administration Management Div., General Manager of Business Resource Promotion Div., Principal Engineer, and Manager of Career Development & Business Support Dept. (current position)

Reasons for nomination as candidate for Director

Nobuyasu Ibaraki has a wealth of business experience and a high level of insight in the Group's business and a high level of expertise in the business promotion field, having served in important positions for many years in the Company's Business Division and serving in important positions in the Administration Management Division and Business Resource Promotion Division, which is a management department.

The Company has determined that he will utilize this experience and insight in promoting transformation of the business model and business streamlining toward further growth of the Group, and will appropriately supervise the execution of business. Therefore, the Company has nominated him as a candidate for Director.

Candidate
No.
3

Atsushi Kawakami (Date of birth: September 12, 1970) Number of the Company's shares owned77,844

Reelection

[Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company]

Mar. 2000	Joined the Company	July 2018	Executive Officer, and General Manager of Financial Business Div.
July 2011	Manager of Financial Solution Dept. of SI Business Div.	Sept. 2018	Director and Executive Officer, and General Manager of Financial Business Div.
July 2015	Deputy General Manager of SI Business Div., and Manager of Financial Solution Dept.	July 2019	Director and Managing Executive Officer, and General Manager of Sales Div., and General Manager of Financial Business Div.
July 2016	Executive Officer, and General Manager of Financial Business Div. and Manager of Financial Solution Dept. IV	July 2020	Director and Managing Executive Officer, and General Manager of Sales Div.
July 2017	Executive Officer, and General Manager of Financial Business Div., and Manager of Financial Solution Dept. V	Sept. 2020	Part-time Director
		Sept. 2020	President of CIJ Next Co., Ltd. (current position)
		July 2024	Director and Managing Executive Officer, and Head of Sales Sec., and General Manager of Global Business and Digital Solution R&D Promotion Div. of the Company (current position)

Reasons for nomination as candidate for Director

Atsushi Kawakami has experience and achievements and a high level of insight in the Company's business, having served in important positions in the Company's Business Division and serving in important positions in the Sales Division that oversee sales for the Company.

The Company has determined that he will utilize this experience and insight in further promoting Group synergies by strengthening cooperation between the companies toward further growth of the Group, and will appropriately supervise the execution of business. Therefore, the Company has nominated him as a candidate for Director.

Candidate
No.

4

Shigenari Kubo

(Date of birth: May 8, 1964)

Number of the Company's shares owned 85,330

Reelection

[Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company]

Apr. 1989	Joined NTT DATA Communications Systems Corporation	Apr. 2017	Executive Officer, and Deputy General Manager of Wide Business Div., General Manager of Seibu Branch, and General Manager of Kyushu Branch
July 2010	General Manager of Second System Management of e-community Department of Regional Business Sector of NTT DATA Corporation	July 2017	Executive Officer, and Deputy General Manager of Wide Business Sec., and General Manager of Wide Business Div.
July 2013	General Manager of Second System Management Section of Second Public Department of Public Sector 1	July 2018	Executive Officer, and General Manager of Wide Business Div.
Oct. 2016	Deputy General Manager of Wide Business Div. of the Company	Sept. 2019	Director and Executive Officer, and General Manager of Wide Business Div.
Feb. 2017	Deputy General Manager of Wide Business Div., General Manager of Seibu Branch, and General Manager of Kyushu Branch	July 2020	Director and Senior Executive Officer, and General Manager of Prime Business Div.
		July 2021	Director and Senior Executive Officer, and Head of Sales Sec.
		July 2024	Director and Senior Executive Officer, and General Manager of Digital Innovation Business Div. (current position)

Reasons for nomination as candidate for Director

Shigenari Kubo has a wealth of business experience and a high level of insight in the Company's business, having served in important positions in business divisions at companies in the same industry as the Company prior to serving in important positions in the Company's Business Division.

The Company has determined that he will utilize this experience and insight in promoting the development of new businesses and business streamlining toward further growth of the Group, and will appropriately supervise the execution of business. Therefore, the Company has nominated him as a candidate for Director.

Candidate
No.

5

Hidehiro Shirasu

(Date of birth: November 23, 1978) Number of the Company's shares owned... 14,990

New election

[Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company]

Apr. 2001	Joined the Company	July 2021	Executive Officer, and Deputy General Manager of Administration Management Div., Manager of Legal Affair & Internal Audit Dept., and Manager of Management Strategy Promotion Dept.
July 2014	Manager of Communication & Embedded Solution Dept. of SI Business Div.		
July 2016	Manager of Prime Solution Dept. I of Wide Business Div.		
July 2019	Manager of Prime Solution Dept. II of Wide Business Div.	July 2023	Executive Officer, and General Manager of Management Strategy Div. and Manager of Management Strategy Promotion Dept. (current position)
July 2020	Deputy General Manager of Administration Management Div., Manager of Legal Affair & Internal Audit Dept., and Manager of Management Strategy Promotion Dept.	Aug. 2023	President of i-BRIDGE Inc. (current position)
Aug. 2020	Director of Custanet Co., Ltd. (current position)	Aug. 2023	Director of i-BRIDGE Systems Philippines, Inc. (current position)
		Aug. 2023	Director of a-LINK Corporation (current position)

Reasons for nomination as candidate for Director

Hidehiro Shirasu has a wealth of business experience and a high level of insight in the Group's business and knowledge in the overall business management, having served in important positions in the Company's Business Division and serving in important positions in the Administration Management Division, which is a management department, and Management Strategy Division. The Company has determined that he will utilize this experience and insight in promoting transformation of the business model and business streamlining toward further growth of the Group, and will appropriately supervise the execution of business. Therefore, the Company has nominated him as a candidate for Director.

Candidate
No.
6

Yuji Kawashima

(Date of birth: March 4, 1956) Number of the Company's shares owned.....7,600

Reelection Outside Independent

[Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company]

Apr. 1979	Joined Nippon Telegraph and Telephone Public Corporation	June 2017	CEO and President of NTT DATA INSTITUTE OF MANAGEMENT CONSULTING, Inc.
Apr. 1994	General Manager in charge of Public Administration System Sector of NTT DATA Communications Systems Corporation	June 2020	Standing Corporate Auditor of NTTDATA CUSTOMER SERVICE Corporation
June 2007	Senior Vice President and Senior Executive Manager of Second Public Administration System Sector of NTT DATA Corporation	June 2021	Director and Vice President of SYSTEM COORDINATE CO., LTD.
June 2012	Executive Vice President and Senior Executive Manager of Regional Business Sector	June 2021	Outside Director of TDC SOFT Inc.
June 2013	Representative Director and Senior Executive Vice President of NTT DATA i CORPORATION	Sept. 2021	Outside Director of the Company (current position)
June 2014	President and Chief Executive Officer	Apr. 2022	Director and President of SYSTEM COORDINATE CO., LTD. (current position)

Reasons for nomination as candidate for Outside Director, overview of roles expected to be performed, etc.

Yuji Kawashima has a high level of insight regarding the Company's business and a wealth of experience and achievements as a corporate manager, having served in important positions and management at companies in the same industry as the Company. The Company has determined that he will utilize this experience and insight and will appropriately supervise the execution of the Company's business. In addition, the Company expects that he will contribute to the realization of more transparent management by providing opinions from an independent and objective standpoint based on the viewpoints of shareholders and all other stakeholders. Therefore, the Company has nominated him as a candidate for Outside Director. If he is elected, he will participate from an objective and neutral standpoint in the nomination of candidates for Directors and Audit & Supervisory Board Members and the determination of their remuneration, etc. as member of the Nomination and Compensation Committee.

At the conclusion of this meeting, his tenure as Outside Director of the Company will have been three years.

Candidate
No.
7

Nobuyuki Toda

(Date of birth: July 7, 1957)

Reelection Outside Independent

Number of the Company's shares owned..... 5,100

[Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company]

Apr. 1980	Joined Hitachi, Ltd.	Apr. 2013	Executive Officer and General Manager of Government & Public Corporation Information Systems Division of Social, Government & Public Corporation Information Systems Headquarters of Hitachi Solutions, Ltd.
June 2000	Head of Local Government System Control Center of Government & Public Corporation Information Systems Division of Government & Public Corporation Information Systems Group	Apr. 2015	President and Representative Director of Hitachi INS Software, Ltd.
Apr. 2006	General Manager of Nationwide Government & Public Corporation Information Systems Headquarters of Government & Public Corporation Information Systems Division of Information & Telecommunication Group	Apr. 2018	President and Chief Executive Officer of Hitachi Social Information Services, Ltd.
Apr. 2010	General Manager of Government & Public Corporation Information Systems Division of Information & Telecommunication Systems Company	Apr. 2020	Senior Executive Advisor
Apr. 2010	Chairman of Hitachi Beijing Tech Information Systems Co., Ltd.	Sept. 2022	Outside Director of the Company (current position)

Reasons for nomination as candidate for Outside Director, overview of roles expected to be performed, etc.

Nobuyuki Toda has a high level of insight regarding the Company's business and a wealth of experience and achievements as a corporate manager, having served in important positions and management at companies in the same industry as the Company. The Company has determined that he will utilize this experience and insight and will appropriately supervise the execution of the Company's business. In addition, the Company expects that he will contribute to the realization of more transparent management by providing opinions from an independent and objective standpoint based on the viewpoints of shareholders and all other stakeholders. Therefore, the Company has nominated him as a candidate for Outside Director. If he is elected, he will participate from an objective and neutral standpoint in the nomination of candidates for Directors and Audit & Supervisory Board Members and the determination of their remuneration, etc. as member of the Nomination and Compensation Committee. At the conclusion of this meeting, his tenure as Outside Director of the Company will have been two years.

Candidate
No.

8

Noriko Hanakawa

(Date of birth: August 21, 1961) Number of the Company's shares owned..... 100

Reelection Outside Independent

[Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company]

Apr. 1984	Joined the Company	Apr. 2004	Associate Professor of Graduate School of Management & Information Technology of Faculty of Management Information
Mar. 2000	Obtained a doctorate degree (engineering) (Nara Institute of Science and Technology)	Apr. 2005	Head of Information Center
Apr. 2000	Joined Hitachi, Ltd.	Apr. 2006	Professor of Graduate School of Management & Information Technology of Faculty of Management Information
Apr. 2002	Full-time Lecturer of Graduate School of Management & Information Technology of Faculty of Management Information of Hannan University	Apr. 2016	Dean of Graduate School of Management & Information Technology
		Sept. 2023	Outside Director of the Company (current position)
		Apr. 2024	Professor of Graduate School of Management & Information Technology of Faculty of Information Sciences of Hannan University (current position)

Reasons for nomination as candidate for Outside Director, overview of roles expected to be performed, etc.

Noriko Hanakawa has a high level of insight and knowledge regarding the Company's business.

The Company has determined that she will utilize this insight and knowledge and will appropriately supervise the execution of the Company's business. In addition, the Company expects that she will contribute to the realization of more transparent management by providing opinions from an independent and objective standpoint based on the viewpoints of shareholders and all other stakeholders. Therefore, the Company has nominated her as a candidate for Outside Director. If she is elected, she will participate from an objective and neutral standpoint in the nomination of candidates for Directors and Audit & Supervisory Board Members and the determination of their remuneration, etc. as member of the Nomination and Compensation Committee.

Although she has never been directly involved in the management of a company, the Company has determined that she will appropriately fulfill her duties as an Outside Director based on the above reasons.

At the conclusion of this meeting, her tenure as Outside Director of the Company will have been one year.

- (Notes)
1. There is no special interest between any of the candidates for Director and the Company.
 2. Yuji Kawashima, Nobuyuki Toda, and Noriko Hanakawa are candidates for Outside Director.
 3. The Company has submitted notification to Tokyo Stock Exchange, Inc. that Yuji Kawashima, Nobuyuki Toda, and Noriko Hanakawa have been designated as independent officers as provided for by the aforementioned exchange. If their reelection is approved, the Company plans for their designation as independent officers to continue.
 4. The Company has entered into limited liability agreements with Yuji Kawashima, Nobuyuki Toda, and Noriko Hanakawa to limit their liability under Article 423, paragraph (1) of the Companies Act pursuant to the Company's Articles of Incorporation. If their reelection is approved, the Company plans to renew the aforementioned agreement with them. The limitation of liability under such agreement is the amount specified by laws and regulations.
 5. The Company has entered into 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 policy covers losses that may arise from assumption of liability of the insured, including Director of the Company, incurred in the course of the performance of duties or receipt of claims pertaining to the pursuit of such liability. If each candidate is elected and assumes the office as Director, the Company plans to include every such Director as an insured in the insurance policy. In addition, when the policy is renewed, the Company plans to renew the policy with the same terms.

Proposal No. 2 Election of One Audit & Supervisory Board Member

The term of office of Audit & Supervisory Board Member Hitokazu Tanabe will expire at the conclusion of this meeting. Therefore, the Company proposes the election of one Audit & Supervisory Board Member. In addition, the consent of the Audit & Supervisory Board has been obtained for this proposal.

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

Eiji Ueki (Date of birth: June 18, 1958) New election Outside Independent
Number of the Company's shares owned 0

[Career summary, position in the Company, and significant concurrent positions outside the Company]

Apr. 1981	Joined Nippon Telegraph and Telephone Public Corporation	June 2021	Representative Director of NTT DATA FORCE CORPORATION
June 2009	Senior Vice President of NTT DATA Corporation	June 2021	Outside Director of The Bank of Kyoto, Ltd.
June 2013	Director and Senior Vice President	Apr. 2022	Representative Director of NTT DATA FINANCIAL TECHNOLOGY CORPORATION.
June 2014	Director and Executive Vice President		
June 2016	Representative Director and Executive Vice President	June 2022	Director of NTT DATA FORCE CORPORATION
June 2017	Representative Director and Senior Executive Vice President	Oct. 2023	Outside Director (Audit and Supervisory Committee Member) of Kyoto Financial Group, Inc. (current position)
June 2018	Representative Director of NTT DATA SYSTEM TECHNOLOGIES INC.		

Reasons for nomination as candidate for Outside Audit & Supervisory Board Member

Eiji Ueki has a wealth of experience and achievements and a high level of insight as a corporate manager, having served in corporate management at companies in the same industry as the Company.

The Company has determined that he will utilize this experience and insight and will appropriately audit the business execution of the Directors. In addition, the Company has determined that he will contribute to the realization of more transparent management by providing opinions from an independent and objective standpoint based on the viewpoints of shareholders and all other stakeholders. Therefore, the Company has nominated him as a candidate for Outside Audit & Supervisory Board Member.

- (Notes)
1. There is no special interest between Eiji Ueki and the Company.
 2. Eiji Ueki is a candidate for Outside Audit & Supervisory Board Member.
 3. If the election of Eiji Ueki is approved, the Company plans for his designation as an independent officer as provided for by Tokyo Stock Exchange, Inc.
 4. If the election of Eiji Ueki is approved, the Company plans to enter into limited liability agreement with him to limit his liability under Article 423, paragraph (1) of the Companies Act pursuant to the Company's Articles of Incorporation. The limitation of liability under such agreement is the amount specified by laws and regulations.
 5. The Company has entered into 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 policy covers losses that may arise from assumption of liability of the insured, including Audit & Supervisory Board Member of the Company, incurred in the course of the performance of duties or receipt of claims pertaining to the pursuit of such liability. If the candidate is elected and assumes the office as Audit & Supervisory Board Member, the Company plans to include every such Audit & Supervisory Board Member as an insured in the insurance policy. In addition, when the policy is renewed, the Company plans to renew the policy with the same terms.

Proposal No. 3 **Revision of Amount of Remuneration for Directors**

At the 24th Annual General Meeting of Shareholders held on September 17, 1999, it was resolved that the maximum amount of monetary remuneration for Directors of the Company shall be up to ¥180 million.

In addition, apart from monetary remuneration, at the 46th Annual General Meeting of Shareholders held on September 16, 2021, it was resolved that the maximum amount of remuneration for granting restricted shares to Directors (excluding Outside Directors) shall be up to 35,000 shares or less per annum (the maximum number of shares shall be up to 126,000 shares or less per annum after adjustment due to a 1.2-for-1 stock split of common shares effective April 1, 2022, a 2-for-1 stock split of common shares effective April 1, 2023, and a 1.5-for-1 stock split of common shares effective April 1, 2024).

Taking into consideration the officer remuneration system, level of remuneration paid, and the increase in the number of Directors and subsequent changes in economic conditions, the Company proposes to revise the amount of monetary remuneration for Directors to up to ¥280 million or less per annum (of which the amount of remuneration for Outside Directors shall be up to ¥30 million or less per annum). There is no change to the maximum amount of remuneration for granting restricted shares.

The current number of Directors is nine (of which four are Outside Directors), and if Proposal No. 1 is approved and adopted as originally proposed, the number of Directors will be eight (of which three are Outside Directors).

As stated in the Business Report, “3. Matters Concerning Corporate Officers, (4) Remuneration, etc. of Directors and Audit & Supervisory Board Members, (i) Policy Concerning Determination of Details of Remuneration, etc. of Directors,” the Company has established a policy for determining the details of individual remuneration, etc. of Directors. This proposal was determined by the Board of Directors after obtaining the report of the Nomination and Compensation Committee, which is composed of a majority of independent Outside Directors, and is considered to be appropriate.

(Reference) Overview of the Company's Board of Directors structure if Proposal No. 1 is Approved

The abilities and experience possessed by each Director are as follows:

Name	Position in the Company	Independent officer	Abilities and experience							
			Corporate management	IT development and R&D	Sales and marketing	HR, labor, and personnel development	Business administration (including ESG)	Finance and accounting	Legal affairs and risk management	Global experience
Akihiko Sakamoto	President Chief Executive Officer		●	●	●	●	●		●	●
Nobuyasu Ibaraki	Director Managing Executive Officer			●		●	●	●		●
Atsushi Kawakami	Director Managing Executive Officer		●	●	●	●	●		●	●
Shigenari Kubo	Director Senior Executive Officer			●	●				●	●
Hidehiro Shirasu	Director Executive Officer		●	●		●	●		●	●
Yuji Kawashima	Director	●	●	●	●		●			●
Nobuyuki Toda	Director	●	●	●	●		●			●
Noriko Hanakawa	Director	●		●			●			

- (Notes)
1. The list above does not reflect all of the insight possessed by each Director.
 2. President will be appointed at the Board of Directors meeting after the conclusion of this general meeting of shareholders.