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Securities Code: 6676

June 7, 2023

To our shareholders:

Hiroyuki Maki, President and CEO

**Melco Holdings Inc.**

11-1 Marunouchi 1-chome, Chiyoda-ku, Tokyo

## **Notice of the 37th Annual General Meeting of Shareholders**

You are hereby notified that the 37th Annual General Meeting of Shareholders of Melco Holdings Inc. (the “Company”) will be held as described below.

The Company takes measures for providing information in electronic format for this General Meeting of Shareholders, and posts the matters subject to measures for electronic provision on the Company’s website in accordance with Article 325-3 of the Companies Act. Please access the Company’s website by using the internet address shown below to review the information.

Company’s website: [https://melco-hd.jp/ir/zaimu/kabunushi\\_soukai.html](https://melco-hd.jp/ir/zaimu/kabunushi_soukai.html) (in Japanese)

The matters subject to measures for electronic provision are also available at the general meeting of shareholders information material provision website, in addition to the Company’s website. If the matters subject to measures for electronic provision are not available at the Company’s website, please access the following general meeting of shareholders information material provision website.

General meeting of shareholders information material provision website: <https://d.sokai.jp/6676/teiji/> (in Japanese)

Although the social impact of COVID-19 is coming to an end, the Company will hold this general meeting of shareholders by implementing appropriate measures to prevent the spread of COVID-19.

We strongly encourage all shareholders to exercise their voting rights in advance in writing or via the Internet, etc. as much as possible.

Please review the proposals shown in the Reference Documents for the General Meeting of Shareholders in the Notice of the 37th Annual General Meeting of Shareholders posted on the Company’s website and the general meeting of shareholders information material provision website, and exercise your voting rights by 5:45 p.m. on Friday, June 23, 2023 (JST).

- 1. Date and Time:** Monday, June 26, 2023, at 10:00 a.m. (JST) (Reception starts at 9:15 a.m.)
- 2. Venue:** Communication Space, Nagoya Headquarters of the Company, 9th Floor, Akamon-dori Building,  
30-20 Ohsu 3-chome, Naka-ku, Nagoya

### **3. Purpose of the Meeting**

#### **Matters to be reported**

1. Reports on the business report, the consolidated financial statements, and the results of audit of the consolidated financial statements by the Financial Auditor and the Board of Auditors for the 37th fiscal term (from April 1, 2022 to March 31, 2023)
2. Report on the non-consolidated financial statements for the 37th fiscal term (from April 1, 2022 to March 31, 2023)

#### **Matters to be resolved**

- Proposal No. 1:** Partial Amendment to the Articles of Incorporation
- Proposal No. 2:** Election of Nine (9) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
- Proposal No. 3:** Election of Three (3) Directors Who Are Audit and Supervisory Committee Members

- Proposal No. 4:** Election of Two (2) Substitute Directors Who are Audit and Supervisory Committee Members
- Proposal No. 5:** Determination of the Amount of Remuneration for Directors (Excluding Directors Who are Audit and Supervisory Committee Members)
- Proposal No. 6:** Determination of the Amount of Remuneration for Directors Who are Audit and Supervisory Committee Members
- Proposal No. 7:** Payment of Bonuses to Officers
- Proposal No. 8:** Presentation of Retirement Allowance to Retiring Directors and Retiring Auditors

**4. Matters Excluded From Paper-Based Documents to Be Delivered to Shareholders Who Requested the Delivery of Paper-Based Documents**

Of the matters to be described in documents that describe matters subject to measures for electronic provision, pursuant to the provisions of laws and regulations and the Articles of Incorporation, the Company has posted the following matters on its website and the general meeting of shareholders information material provision website. Therefore, the matters are not included in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents.

Consequently, the consolidated financial statements and the non-consolidated financial statements included in those paper-based documents are part of the documents which were audited by the Financial Auditor in preparing the financial audit reports, and by the Auditors in preparing the audit reports.

1. Consolidated statement of changes in net assets
2. Notes to consolidated financial statements
3. Non-consolidated statement of changes in net assets
4. Notes to non-consolidated financial statements

- If you are attending on the date, you are kindly requested to present the voting form to the receptionist.
- Please note that in case of any changes in the matters subject to measures for electronic provision, the changes and the matter(s) before and after change will be posted on the websites on which such matters have been posted.
- Please review the slides describing the matters to be reported that will be distributed on the Company's website later.

## Reference Documents for the General Meeting of Shareholders

### Proposals and Reference Matters

#### Proposal No. 1: Partial Amendment to the Articles of Incorporation

##### 1. Reasons for Proposal

The Company will make transition to a company with audit and supervisory committee from the perspective of strengthening the audit and supervision functions and expediting decision-making.

For this purpose, the Company will implement the new establishment of the provisions concerning the Audit and Supervisory Committee and the Audit and Supervisory Committee Members and the deletion of the provisions concerning Auditors and the Board of Auditors, which are necessary for the transition to a company with audit and supervisory committee, as well as newly establish the provisions that allow to delegate the decision on important business execution to Directors, and establish the supplementary provisions as transitional measures for the deletion of the provisions that exempt Auditors from liability.

The amendments to the Articles of Incorporation in this proposal will be effective at the conclusion of this general meeting.

##### 2. Details of Amendments

Details of amendments are as follows:

(Underlined portions represent amendments)

Current Articles of Incorporation	Proposed Amendments
Chapter I General Provisions	Chapter I General Provisions
Article 1 to Article 3 (Provisions omitted) (Organs)	Article 1 to Article 3 (Unchanged) (Organs)
Article 4. The Company establishes the following organs in addition to the general meeting of shareholders and Directors.	Article 4. The Company establishes the following organs in addition to the general meeting of shareholders and Directors.
1. Board of Directors	1. Board of Directors
2. <u>Auditors</u>	2. <u>Audit and Supervisory Committee</u>
3. <u>Board of Auditors</u>	(Deleted)
4. <u>Financial Auditor</u>	3. <u>Financial Auditor</u>
Article 5 (Provisions omitted)	Article 5 (Unchanged)
Chapter II Shares	Chapter II Shares
Article 6 to Article 11 (Provisions omitted)	Article 6 to Article 11 (Unchanged)
Chapter III General Meeting of Shareholders	Chapter III General Meeting of Shareholders
Article 12 to Article 17 (Provisions omitted)	Article 12 to Article 17 (Unchanged)
Chapter IV Directors and the Board of Directors	Chapter IV Directors and the Board of Directors
(Number of Directors)	(Number of Directors)
Article 18. The number of Directors of the Company shall not exceed 15.	Article 18. (1) The number of Directors ( <u>excluding Directors who are Audit and Supervisory Committee Members</u> ) of the Company shall not exceed 15.
(Newly established)	(2) <u>The number of Directors of the Company who are Audit and Supervisory Committee Members shall not exceed 5.</u>
(Election of Directors)	(Election of Directors)
Article 19.  (Newly established)	Article 19. (1) <u>Directors who are Audit and Supervisory Committee Members and other Directors shall be distinguished and elected separately in the general meeting of shareholders.</u>
(1) The resolution of the election of Directors of the Company requires the attendance of shareholders who account for one third or more of the voting rights held by shareholders who can exercise voting rights, and their majority vote.	(2) (Unchanged)

Current Articles of Incorporation	Proposed Amendments
<p><u>(2)</u> The election of Directors of the Company shall not be resolved by cumulative vote. (Directors' Terms of Office) Article 20. The terms of office of Directors of the Company shall expire at the conclusion of the Annual General Meeting of Shareholders regarding the last fiscal year among fiscal years that end within one year after the election</p> <p>(Newly established)</p> <p>(Newly established)</p> <p>(Newly established)</p> <p>(President and CEO) Article 21. The Board of Directors elects President and CEO by its resolution.</p> <p>(Executive Director) Article 22. The Board of Directors can appoint one Chairman of the Board of Directors, one President and COO, and several Executive Vice Presidents, Senior Managing Directors and Managing Directors by its resolution.</p> <p>Article 23 (Provisions omitted) (Convocation notice of the Board of Directors) Article 24. (1) The convocation notice of the Board of Directors is sent out to Directors <u>and Auditors</u> no later than three days prior to the meeting date. However, this period may be shortened in case of emergency. (2) With the consent of all Directors <u>and Auditors</u>, the meeting of the Board of Directors may be held without taking the convocation procedure. (Newly established)</p>	<p><u>(3)</u> (Unchanged) (Directors' Terms of Office) Article 20. (1) The terms of office of Directors (<u>excluding Directors who are Audit and Supervisory Committee Members</u>) of the Company shall expire at the conclusion of the Annual General Meeting of Shareholders regarding the last fiscal year among fiscal years that end within one year after the election. (2) <u>The terms of office of Directors of the Company who are Audit and Supervisory Committee Members shall expire at the conclusion of the Annual General Meeting of Shareholders regarding the last fiscal year among fiscal years that end within two years after the election.</u> (3) <u>The terms of office of Directors of the Company who are Audit and Supervisory Committee Members and were elected as substitutes for Directors who were Audit and Supervisory Committee Members and retired before the expiration of their terms of office shall expire at the expiration of the terms of office of the retired Directors who were Audit and Supervisory Committee Members.</u> (4) <u>The effective period of the resolution of the election of substitute Directors who are Audit and Supervisory Committee Members and were elected under Article 329, paragraph (3) of the Companies Act shall be until the opening of the Annual General Meeting of Shareholders regarding the last fiscal year among fiscal years that end within two years after the election.</u></p> <p>(President and CEO) Article 21. The Board of Directors elects the Representative Director <u>from among Directors (excluding Directors who are Audit and Supervisory Committee Members)</u> by its resolution. (Executive Director) Article 22. The Board of Directors can appoint one Chairman of the Board of Directors, one President and COO, and several Executive Vice Presidents, Senior Managing Directors and Managing Directors by its resolution <u>from among Directors (excluding Directors who are Audit and Supervisory Committee Members)</u>.</p> <p>Article 23 (Unchanged) (Convocation notice of the Board of Directors) Article 24. (1) The convocation notice of the Board of Directors is sent out to Directors no later than three days prior to the meeting date. However, this period may be shortened in case of emergency. (2) With the consent of all Directors, the meeting of the Board of Directors may be held without taking the convocation procedure. <u>(Delegation of the decision on important business execution)</u> Article 25. <u>The Board of Directors may delegate all or part of the decision on important business execution (excluding matters listed in the items of Article 399-13, paragraph (5) of the Companies Act) by its resolution under the provisions set forth in Article 399-13, paragraph (6) of the Companies Act.</u></p>

Current Articles of Incorporation	Proposed Amendments
(Omission of resolution by the Board of Directors)	(Omission of resolution by the Board of Directors)
Article 25.	Article 26.
The Company deems that the resolution has been passed by the Board of Directors <u>when</u> the requirements set forth in Article 370 of the Companies Act are met.	The Company deems that the resolution has been passed by the Board of Directors <u>if</u> the requirements set forth in Article 370 of the Companies Act are met.
(Board of Directors Regulations)	(Board of Directors <u>Operational</u> Regulations)
Article 26.	Article 27.
Matters regarding the Company’s Board of Directors shall comply with the Board of Directors Regulations established by the Board of Directors, unless otherwise provided in laws and regulations or the Articles of Incorporation.	Matters regarding the Company’s Board of Directors shall comply with the Board of Directors <u>Operational</u> Regulations established by the Board of Directors, unless otherwise provided in laws and regulations or the Articles of Incorporation.
(Remuneration for Directors)	(Remuneration for Directors)
Article 27.	Article 28.
Remuneration, bonuses, and other financial benefits Directors receive from the Company as consideration for their execution of duties ( <u>hereinafter referred to as “benefits, etc.”</u> ) are determined by the resolution of the general meeting of shareholders.	Remuneration, bonuses, and other financial benefits Directors receive from the Company as consideration for their execution of duties are determined by the resolution of the general meeting of shareholders, <u>distinguishing Directors who are Audit and Supervisory Committee Members and other Directors.</u>
Article 28 to Article 29 (Provisions omitted)	Article 29 to Article 30 (Unchanged)
<u>Chapter V</u>	
<u>Auditors and the Board of Auditors</u>	
<u>(Number of Auditors)</u>	(Deleted)
Article 30.	(Deleted)
<u>The number of Auditors of the Company shall not exceed 5.</u>	
<u>(Election of Auditors)</u>	(Deleted)
Article 31.	
<u>The resolution of the election of Auditors of the Company requires the attendance of shareholders who account for one third or more of the voting rights held by shareholders who can exercise voting rights, and their majority vote.</u>	
<u>(Auditors’ Terms of Office)</u>	(Deleted)
Article 32.	
(1) <u>The terms of office of Auditors of the Company shall expire at the conclusion of the Annual General Meeting of Shareholders regarding the last fiscal year among fiscal years that end within four years after the election.</u>	
(2) <u>The terms of office of Auditors who were elected as substitutes for Auditors who retired before the expiration of their terms of office shall expire at the expiration of the terms of office of the retired Auditors.</u>	
<u>(Full-Time Auditors)</u>	(Deleted)
Article 33.	
<u>The Board of Auditors of the Company elects full-time Auditors by its resolution.</u>	
<u>(Convocation notice of the Board of Auditors)</u>	(Deleted)
Article 34.	
(1) <u>The convocation notice of the Board of Auditors of the Company is sent out to Auditors no later than three days prior to the meeting date. However, this period may be shortened in case of emergency.</u>	
(2) <u>With the consent of all Auditors, the meeting of the Board of Auditors may be held without taking the convocation procedure.</u>	

Current Articles of Incorporation	Proposed Amendments
<u>(Board of Auditors Regulations)</u>	(Deleted)
<u>Article 35.</u>	
<u>Matters regarding the Company’s Board of Auditors shall comply with the Board of Auditors Regulations established by the Board of Auditors, unless otherwise provided in laws and regulations or the Articles of Incorporation.</u>	
<u>(Remuneration for Auditors)</u>	(Deleted)
<u>Article 36.</u>	
<u>Remuneration for Auditors of the Company is determined by the resolution of the general meeting of shareholders.</u>	
<u>(Exemption of Auditors from Liability)</u>	(Deleted)
<u>Article 37.</u>	
<u>In accordance with the provisions of Article 426, paragraph (1) of the Companies Act, the Company may exempt Auditors (including those who have been an Auditor) from liability for damage caused by failure to perform their duties by the resolution of the Board of Directors to the extent provided by laws and regulations.</u>	
<u>(Liability Limitation Agreement for Auditors)</u>	(Deleted)
<u>Article 38.</u>	
<u>In accordance with Article 427, paragraph (1) of the Companies Act, the Company may conclude an agreement with Auditors to limit liability for damage caused by failure to perform their duties. However, the limit of liability under this agreement shall be the amount provided by laws and regulations.</u>	
(Newly established)	
(Newly established)	<u>Chapter V</u>
(Newly established)	<u>Audit and Supervisory Committee</u>
	<u>(Full-Time Audit and Supervisory Committee Members)</u>
	<u>Article 31.</u>
	<u>The Audit and Supervisory Committee may elect full-time Audit and Supervisory Committee Members by its resolution.</u>
	<u>(Convocation notice of the Audit and Supervisory Committee)</u>
	<u>Article 32.</u>
	<u>(1) The convocation notice of the Audit and Supervisory Committee is sent out to Audit and Supervisory Committee Members no later than three days prior to the meeting date. However, this period may be shortened in case of emergency.</u>
	<u>(2) With the consent of all Audit and Supervisory Committee Members, the meeting of the Audit and Supervisory Committee may be held without taking the convocation procedure.</u>
(Newly established)	<u>(Audit and Supervisory Committee Regulations)</u>
	<u>Article 33.</u>
	<u>Matters regarding the Audit and Supervisory Committee of the Company shall comply with the Audit and Supervisory Committee Regulations established by the Audit and Supervisory Committee, unless otherwise provided in laws and regulations or the Articles of Incorporation.</u>
Chapter VI	Chapter VI
Calculation	Calculation
Article <u>39</u> to Article <u>42</u> (Provisions omitted)	Article <u>34</u> to Article <u>37</u> (Unchanged)
(Newly established)	<u>(Supplementary Provisions)</u>
	<u>The Company may exempt Auditors (including those who have been an Auditor) from liability for damage under Article 423, paragraph (1) of the Companies Act related to acts they committed before the conclusion of the 37th Annual General Meeting of Shareholders by the resolution of the Board of Directors to the extent provided by laws and regulations.</u>

**Proposal No. 2:** Election of Nine (9) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

If Proposal No. 1 “Partial Amendment to the Articles of Incorporation” is approved and resolved as proposed, the Company makes the transition to a company with audit and supervisory committee, and the terms of office of all the current Directors (11 Directors) expire at the time when the amendments to the Articles of Incorporation become effective.

Therefore, the Company proposes the election of nine (9) Directors (excluding Directors who are Audit and Supervisory Committee Members. The same applies throughout this proposal.).

This proposal shall be effective on the condition that the amendments to the Articles of Incorporation in Proposal No. 1 “Partial Amendment to the Articles of Incorporation” become effective.

The candidates for Director are as follows:

Candidate No.	Name	Current position in the Company	
1	Hiroyuki Maki	President and CEO	Reelection
2	Yoshimasa Nagase	Director	Reelection
3	Manabu Yano	Director	Reelection
4	Chisato Nakayama	–	New election
5	Tamio Matsuo	Executive Vice President	Reelection
6	Iwao Tsusaka	Director	Reelection
7	Daisuke Maki	Director	Reelection
8	Hiroyuki Miyajima	–	New election Outside Independent
9	Kumiko Otsuka	–	New election Outside Independent

Reelection: Candidate for Director to be reelected

New election: Candidate for Director to be newly elected

Outside: Candidate for outside Director

Independent: Candidate for independent officer as defined by the stock exchange

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company	Number of the Company's shares owned
1	<p style="text-align: center;">Hiroyuki Maki (November 15, 1980)</p> <p style="text-align: center;">Reelection</p> <p style="text-align: center;">Attendance at meetings of the Board of Directors 15/15 meetings</p>	<p>Aug. 2004 Representative Director of Melco Asset Management Limited</p> <p>Nov. 2006 Representative Director of Melco Asset Management Pte. Ltd.</p> <p>Oct. 2007 Representative Director of MAM PTE. LTD.</p> <p>June 2011 Director of the Company</p> <p>June 2014 President and CEO (current position)</p> <p>May 2018 President and CEO of Buffalo Inc. (current position)</p> <p>May 2020 President and CEO of Buffalo IT Solutions Inc.</p> <p>Oct. 2020 President and CEO of Melco Financial Holdings Inc.</p> <p>May 2021 President and CEO of BIOS Corporation</p> <p>May 2022 Director of Shimadaya Corporation (current position)</p> <p>June 2022 Outside Board Member of Saison Information Systems Co., Ltd. (current position)</p> <p>June 2023 Outside Director of Kawasaki Kisen Kaisha, Ltd. (scheduled)</p> <p>[Significant concurrent positions outside the Company]</p> <p>President and CEO of Buffalo Inc.</p> <p>Director of Shimadaya Corporation</p> <p>Outside Board Member of Saison Information Systems Co., Ltd.</p> <p>Outside Director of Kawasaki Kisen Kaisha, Ltd. (scheduled)</p>	635,415
<p>Reasons for nomination as a candidate for Director</p> <p>Hiroyuki Maki succeeded the position of President and CEO of the Company from the founder, and has been focusing on permeating the founder's management philosophy of Melco values and developing a strong business foundation. He also has been concurrently serving as President of a core operating company, Buffalo Inc., since May 2018, and implementing management while demonstrating his own actions. The Company has judged that his management skills are indispensable to the Company group (the "Group"), and therefore has nominated him as a candidate for Director.</p>			



Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company	Number of the Company's shares owned
2	<p>Yoshimasa Nagase (November 3, 1957)</p> <p>Reelection</p> <p>Attendance at meetings of the Board of Directors 15/15 meetings</p>	<p>Apr. 1981      Joined Daiwa Securities Co., Ltd.</p> <p>Apr. 2006      Nagoya Branch Officer of Daiwa Securities SMBC Co., Ltd.</p> <p>Sept. 2008     International Planning &amp; Administration Officer</p> <p>Apr. 2009      Senior Executive Officer</p> <p>Apr. 2011      Executive Managing Director of Daiwa Securities Co., Ltd. Deputy Head of Sales Division and Corporate Officer</p> <p>Apr. 2013      Senior Executive Managing Director and Head of Product Solution Division</p> <p>Apr. 2015      Senior Executive Managing Director of Daiwa Securities Group Inc. Representative Senior Executive Managing Director and Compliance Officer of Daiwa Securities Co. Ltd.</p> <p>Apr. 2019      Representative Director of J&amp;You Corporation. (current position)</p> <p>July 2020      Director of Buffalo IT Solutions Inc.</p> <p>June 2021      Director of the Company (current position)</p> <p>[Significant concurrent positions outside the Company]</p> <p>Representative Director of J&amp;You Corporation.</p>	0
<p>Reasons for nomination as a candidate for Director</p> <p>Yoshimasa Nagase has a background of participating in management of a corporate group as Representative Senior Executive Managing Director and Compliance Officer of Daiwa Securities Co., Ltd. and in other positions, and therefore has wide-ranging experience, a good track record, and insight, including in compliance and IR. The Company has judged that his abundant experience, a good track record, and insight will help improve the Group's corporate value, and therefore has nominated him as a candidate for Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company	Number of the Company's shares owned
3	Manabu Yano (January 11, 1970)  Reelection  Attendance at meetings of the Board of Directors 11/11 meetings	Apr. 1993      Joined Melco Inc. (currently Buffalo Inc.) Jan. 2002      Joined Prime Network Inc. Nov. 2004      Joined Buffalo Inc. May 2018      Director and Manager of Corporate Management Division Dec. 2018      Director of toConnect, Inc. (current position) Dec. 2020      Managing Director of Buffalo Inc. (current position) June 2022      Director of the Company (current position) June 2023      Outside Board Member of Saison Information Systems Co., Ltd. (scheduled)  [Significant concurrent positions outside the Company] Managing Director of Buffalo Inc. Director of toConnect, Inc. Outside Board Member of Saison Information Systems Co., Ltd. (scheduled)	1,100
	Reasons for nomination as a candidate for Director Manabu Yano has a background of participating in corporate management of the Group, such as launching and supervising new businesses and companies in Japan and abroad, as well as M&As, as department executive, Director, and a person serving in other positions at Buffalo Inc., and therefore has abundant knowledge. The Company has judged that such knowledge and experience will help improve the Group's corporate value, and therefore has nominated him as a candidate for Director.		
4	Chisato Nakayama (March 4, 1965)  New election	Apr. 1987      Joined Brother Industries, Ltd. Dec. 2001      Joined OASIS Patent Firm Mar. 2008      Joined Buffalo Inc. Apr. 2017      General Manager of Legal Division of the Company (current position) Apr. 2021      General Manager of Audit Division (current position) May 2021      Director of Buffalo Inc.  [Significant concurrent positions outside the Company] None	0
	Reasons for nomination as a candidate for Director Chisato Nakayama has participated in the acquisition of rights for intellectual property and the conflict resolution in Japan and overseas as an intellectual property professional (patent attorney) at an international patent firm and the Group, has worked on the promotion of compliance and the improvement of governance at the Group as the General Manager of the Legal Division of the Company, and therefore has abundant knowledge. The Company has judged that such knowledge and experience will help improve the Group's corporate value, and therefore has nominated her as a candidate for new Director.		

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company		Number of the Company's shares owned
5	<p>Tamio Matsuo (January 14, 1954)</p> <p>Reelection</p> <p>Attendance at meetings of the Board of Directors 15/15 meetings</p>	Feb. 2001	Joined Melco Inc. (currently Buffalo Inc.)	2,955
		May 2005	Director of Buffalo Inc.	
		June 2007	Director and General Manager of Administrative Headquarters of the Company	
		May 2013	Executive Vice President and CEO	
		June 2014	Executive Vice President (current position)	
		June 2014	Outside Director of Shimadaya Corporation	
		Nov. 2015	Outside Director of DigiOn, Inc.	
		May 2016	Executive Vice President of Buffalo Inc.	
		Apr. 2018	Director of Shimadaya Corporation	
		[Significant concurrent positions outside the Company]		
		None		
<p>Reasons for nomination as a candidate for Director</p> <p>Tamio Matsuo has deep insight in areas of management planning, administration, and compliance, and has been supervising the Group's overall administrative functions for many years with his outstanding ability in organizational management and supervision. The Company has judged that such knowledge and experience will help improve the Group's corporate value, and therefore has nominated him as a candidate for Director.</p>				
6	<p>Iwao Tsusaka (May 28, 1957)</p> <p>Reelection</p> <p>Attendance at meetings of the Board of Directors 15/15 meetings</p>	Oct. 1992	Head of Iwao Tsusaka Certified Public Accountant Office (current position)	8,654
		Oct. 1999	Auditor of Buffalo Inc. (currently the Company)	
		June 2004	Director of the Company (current position)	
		[Significant concurrent positions outside the Company]		
		Head of Iwao Tsusaka Certified Public Accountant Office		
<p>Reasons for nomination as a candidate for Director</p> <p>Iwao Tsusaka has been conducting business as an independent certified public accountant for many years and has abundant experience and expertise. As a Director of the Company, he also has been helping to enhance the effectiveness of the Company's Board of Directors by actively making remarks. With an expectation that he will continue to actively contribute to management from perspectives of accounting and taxes in particular, the Company has nominated him as a candidate for Director.</p>				

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company	Number of the Company's shares owned
7	Daisuke Maki (June 23, 1982)  Reelection  Attendance at meetings of the Board of Directors 15/15 meetings	<p>July 2008 President and CEO of Coma-systems Co., Ltd.</p> <p>May 2010 President and CEO of MNBI Inc.</p> <p>Nov. 2010 Joined the Company</p> <p>Mar. 2011 Director of Makis Inc. (current position)</p> <p>June 2012 Joined Buffalo Inc.</p> <p>May 2013 Director</p> <p>Feb. 2018 CEO of Buffalo Americas Inc.</p> <p>May 2018 Director of Buffalo Inc.</p> <p>July 2020 Director of Buffalo Americas Inc.</p> <p>June 2021 Director of the Company (current position)</p> <p>[Significant concurrent positions outside the Company]</p> <p>Director of Makis Inc.</p>	500,895
<p>Reasons for nomination as a candidate for Director</p> <p>Daisuke Maki is the second son of the founder; he has inherited the founder's technological gift and served as an executive in the Development Department and has been an officer of an overseas subsidiary of Buffalo Inc. The Company has judged that such knowledge and experience will help improve the Group's corporate value in the future, and therefore has nominated him as a candidate for Director.</p>			
8	Hiroyuki Miyajima (October 24, 1959)  New election Outside Independent	<p>Mar. 1984 Joined BIC CAMERA INC.</p> <p>Apr. 1996 Director; Store Manager, Main Store</p> <p>June 2002 Director; Director General, Sales</p> <p>Mar. 2005 Representative Director and Senior Executive Officer; Director General, Merchandise</p> <p>Nov. 2005 Representative Director and President</p> <p>Sept. 2020 Vice Chairman</p> <p>Jan. 2021 Adviser of animate Holdings Inc.</p> <p>Nov. 2021 Independent Director of the Board of ZMP Inc.</p> <p>Jan. 2022 Outside Director of SEICHO, Inc. (current position)</p> <p>Apr. 2022 Outside Director of HONGO TSUJI M&amp;A SOLUTION (current position)</p> <p>May 2023 Director of KYUSHU HIGHTECH Co., ltd. (scheduled)</p> <p>[Significant concurrent positions outside the Company]</p> <p>Outside Director of SEICHO, Inc.</p> <p>Outside Director of HONGO TSUJI M&amp;A SOLUTION</p>	0
<p>Reasons for nomination as a candidate for outside Director and overview of expected roles</p> <p>Hiroyuki Miyajima has a background of participating in management of companies as President of BIC CAMERA INC. and in other positions, and therefore has abundant experience, track record, and insight. With the expectation that he will help significantly improve corporate value and strengthen the management supervision function of the Group by offering beneficial opinions and guidance on the Group's management from an objective and professional point of view, based on such abundant experience, track record, and insight, the Company has nominated him as a candidate for new outside Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company	Number of the Company's shares owned
9	Kumiko Otsuka (February 26, 1968)  New election Outside Independent	<p>Apr. 1991      Joined The Fuji Bank, Limited</p> <p>Apr. 1994      Joined Otsuka Kagu, Limited, General Manager of Corporate Planning Office</p> <p>Mar. 1996      Director and General Manager of Corporate Planning Division and Sales Administration Division</p> <p>July 1998      Director and General Manager of General Planning Division and Accounting Division</p> <p>July 2002      Director and Senior General Manager of Merchandising Division and General Manager of Public Relations Division</p> <p>Apr. 2004      Advisor</p> <p>July 2005      Representative Director of Qualia Consulting, Limited</p> <p>Jan. 2007      Managing Director of Frontier Management Inc.</p> <p>Mar. 2009      President and Representative Director of Otsuka Kagu, Limited</p> <p>July 2014      Director</p> <p>Jan. 2015      President and Representative Director</p> <p>Dec. 2020      Representative Director of Qualia Consulting, Limited (current position)</p> <p>[Significant concurrent positions outside the Company] Representative Director of Qualia Consulting, Limited</p>	0
<p>Reasons for nomination as a candidate for outside Director and overview of expected roles</p> <p>Kumiko Otsuka has a background of participating in management of companies as Representative Director and President of Otsuka Kagu, Limited and in other positions, and therefore has abundant experience, track record, and insight. With the expectation that she will help significantly improve corporate value and strengthen the management supervision function of the Group by offering beneficial opinions and guidance on the Group's management from an objective and professional point of view, based on such abundant experience, track record, and insight, the Company has nominated her as a candidate for new outside Director.</p>			

- (Notes)
- There are no special interests between each candidate and the Company.
  - Descriptions in the parts of the candidates' "Career summary, position and responsibility in the Company" and "Significant concurrent positions outside the Company" include their position and responsibility at present or during the past ten years as executive at Makis Inc., a parent company, etc. of the Company, if applicable.
  - Mr. Maki plans to retire from the position of Member of the Board of Saison Information Systems Co., Ltd. at the conclusion of the Annual General Meeting of Shareholders of Saison Information Systems Co., Ltd. to be held in June 2023.
  - Mr. Miyajima and Ms. Otsuka meet the requirements for an independent officer specified by the Tokyo Stock Exchange and Nagoya Stock Exchange; the Company therefore has appointed them as independent officer and submitted notification to both exchanges.
  - The Company has entered into a directors and officers liability insurance contract stipulated in Article 430-3, paragraph (1) of the Companies Act with an insurance company, which will cover damage that may be incurred by Directors of the Company as a result of assuming responsibility for the execution of their duties or receiving claims related to the pursuit of such responsibility. If the candidates are appointed and assume the office of Director, they will become the insured under the insurance contract. The content of the insurance contract will be the same at the next renewal.
  - The Company has entered into an agreement which limits liability for damages pursuant to the provisions of Article 423, paragraph (1) of the Companies Act (the "liability limitation agreement") with Mr. Tsusaka and Mr. Maki (Daisuke). The limit of liability under the agreement shall be the amount provided for as the minimum liability amount by Article 425, paragraph (1) of the Companies Act. If their re-election is approved, the Company plans to continue the agreement with each of them. In addition, if the election of Mr. Miyajima and Ms. Otsuka is approved, the Company plans to enter into the liability limitation agreement with each of them. The limit of liability under the agreement shall be the amount provided for as the minimum liability amount by Article 425, paragraph (1) of the Companies Act.
  - In the Japanese original of the career summary for Mr. Miyajima, "(current position)" is indicated for his position for May 2023. However, this was revised and translated as "(scheduled)" in the English version of this notice to accurately reflect the information as of the date the notice was prepared. Mr. Miyajima assumed the office of Director of KYUSHU

HIGHTECH Co., Ltd. on June 1, 2023. In addition, this note has been added only to the English version of this notice and does not appear in the Japanese original.

**Proposal No. 3:** Election of Three (3) Directors Who Are Audit and Supervisory Committee Members

If Proposal No. 1 “Partial Amendment to the Articles of Incorporation” is approved and resolved as proposed, the Company makes the transition to a company with audit and supervisory committee.

Therefore, the Company proposes the election of three (3) Directors who are Audit and Supervisory Committee Members.

The Company has obtained the consent to this proposal from the Board of Auditors.

This proposal shall be effective on the condition that the amendments to the Articles of Incorporation in Proposal No. 1 “Partial Amendment to the Articles of Incorporation” become effective.

The candidates for Director who is an Audit and Supervisory Committee Member are as follows:

Candidate No.	Name	Current position in the Company	
1	Masanao Tsuzuki	Full-Time Auditor	New election
2	Shogo Kimura	Outside Auditor	New election Outside Independent
3	Jun Kamiya	Outside Director	New election Outside Independent

New election: Candidate for Director to be newly elected

Outside: Candidate for outside Director

Independent: Candidate for independent officer as defined by the stock exchange

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company	Number of the Company's shares owned
1	Masanao Tsuzuki (October 19, 1955)  New election  Attendance at meetings of the Board of Directors 15/15 meetings	July 1992      Joined Melco Inc. (currently Buffalo Inc.) May 2005      Director of Buffalo Inc. May 2014      Auditor of Buffalo Inc. (current position) June 2016      Full-Time Auditor of the Company (current position)  [Significant concurrent positions outside the Company] Auditor of Buffalo Inc.	3,204
Reasons for nomination as a candidate for Director who is Audit and Supervisory Committee Member Masanao Tsuzuki has been in charge of the areas of product development, quality control and technological support and served as Director and General Manager at Buffalo Inc. for many years, and therefore has abundant experience and a good track record. He is currently auditing management of the Company as Full-Time Auditor of the Company. With an expectation that he will continue to audit management of the Company based on his abundant experience and a good track record, the Company has nominated him as a candidate for new Director who is Audit and Supervisory Committee Member.			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company	Number of the Company's shares owned
2	<p style="text-align: center;">Shogo Kimura (October 26, 1962)</p> <p style="text-align: center;">New election Outside Independent</p> <p style="text-align: center;">Attendance at meetings of the Board of Directors 14/15 meetings</p>	<p>Apr. 1997     Assistant Professor of Sugiyama Jogakuen University</p> <p>Apr. 1999     Assistant Professor of School of Economics of Nagoya University</p> <p>Apr. 2000     Assistant Professor of Graduate School of Economics</p> <p>Apr. 2004     Professor of Graduate School of Economics (current position)</p> <p>Apr. 2012     Dean of Graduate School of Economics Dean of School of Economics</p> <p>Apr. 2015     Trustee Vice President (current position)</p> <p>Apr. 2017     Director of Development Office (current position) Director of Financial Strategy Section (current position)</p> <p>June 2017     Director of Maki Makoto Foundation (current position)</p> <p>Apr. 2020     Chancellor's Adviser of Tokai National Higher Education and Research System (current position)</p> <p>July 2020     Auditor of The University of Nagoya Press</p> <p>June 2021     Outside Auditor of the Company (current position)</p> <p>[Significant concurrent positions outside the Company] Vice President of Nagoya University Professor of Graduate School of Economics Director of Development Office Director of Financial Strategy Section Chancellor's Adviser of Tokai National Higher Education and Research System Director of Maki Makoto Foundation</p>	0
<p>Reasons for nomination as a candidate for outside Director who is Audit and Supervisory Committee Member and overview of expected roles</p> <p>Shogo Kimura has not been involved in management of a company, but has deep knowledge on accounting as a university professor specializing in accounting studies, has experience of serving as Vice President and Trustee of Nagoya University, and currently is auditing management of the Company as outside Auditor of the Company. With an expectation that he will continue to audit management of the Company based on his deep expertise and knowledge from the position independent from management of the Company, the Company has nominated him as a candidate for new outside Director who is Audit and Supervisory Committee Member.</p>			



Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company	Number of the Company's shares owned
3	Jun Kamiya (February 11, 1959)  New election Outside Independent  Attendance at meetings of the Board of Directors 11/11 meetings	Apr. 1981      Joined Brother Industries, Ltd. Oct. 1995      Director & President of Brother International Corporation (Canada) Ltd. Apr. 1999      General Manager of Business Machines Division of Brother Sales, Ltd. June 2001      Director June 2003      Director & Managing Executive Officer June 2005      Representative Director & President Apr. 2008      Executive Officer of Brother Industries, Ltd. Dec. 2009      Representative Director & Chairman of Xing Inc. Apr. 2010      Group Managing Executive Officer of Brother Industries, Ltd. June 2014      Director & Managing Executive Officer June 2022      Outside Director of the Company (current position) [Significant concurrent positions outside the Company] None	0
<p>Reasons for nomination as a candidate for outside Director who is Audit and Supervisory Committee Member and overview of expected roles</p> <p>Jun Kamiya has a background of participating in management of a corporate group as Director &amp; Managing Executive Officer of Brother Industries, Ltd. and officer of its domestic and overseas group companies, and therefore has abundant experience, a good track record, and insight. Currently, he has been actively making remarks in the Board of Directors as outside Director of the Company, offering beneficial opinions and guidance on the Group's management from an objective and professional point of view. With an expectation that he will continue to audit management of the Company based on his abundant expertise, a good track record and knowledge from the position independent from management of the Company, the Company has nominated him as a candidate for new outside Director who is Audit and Supervisory Committee Member.</p>			

- (Notes)
- There are no special interests between each candidate and the Company.
  - Mr. Kimura is currently outside Auditor of the Company, and his term of office as outside Auditor will have been two years as of the conclusion of this general meeting.
  - Mr. Kamiya is currently outside Director of the Company, and his term of office as outside Director will have been one year as of the conclusion of this general meeting.
  - The Company has notified the Tokyo Stock Exchange and Nagoya Stock Exchange of Mr. Kimura and Mr. Kamiya as independent officers specified by both exchanges.
  - The Company has entered into a directors and officers liability insurance contract stipulated in Article 430-3, paragraph (1) of the Companies Act with an insurance company, which will cover damage that may be incurred by Directors of the Company as a result of assuming responsibility for the execution of their duties or receiving claims related to the pursuit of such responsibility. If the candidates are appointed and assume the office of Director who is Audit and Supervisory Committee Member, they will become the insured under the insurance contract. The content of the insurance contract will be the same at the next renewal.
  - The Company has entered into an agreement which limits liability for damages pursuant to the provisions of Article 423, paragraph (1) of the Companies Act (the "liability limitation agreement") with Mr. Tsuzuki and Mr. Kimura. The limit of liability under the agreement shall be the amount provided for as the minimum liability amount by Article 425, paragraph (1) of the Companies Act. If their election is approved, the Company plans to enter into an agreement with each of them that has the same content as this agreement. The Company has also entered into an agreement which limits liability for damages with Mr. Kamiya. The limit of liability under the agreement shall be the amount provided for as the minimum liability amount by Article 425, paragraph (1) of the Companies Act. If his election is approved, the Company plans to continue the agreement with him.

(Reference) Skill Matrix (to be applied after this general meeting of shareholders)

The skill matrix of the Directors, which will apply upon approval of Proposal No. 2 and Proposal No. 3 as proposed, is as follows.

	Name	IT-related Knowledge in the industry Experience	Business management	Sales Marketing	Compliance	Finance Accounting	Technology	IR	M&A
Director who is not Audit and Supervisory Committee Member	Hiroyuki Maki	•	•	•					•
	Yoshimasa Nagase		•	•	•			•	•
	Manabu Yano	•		•		•			•
	Chisato Nakayama	•			•				
	Tamio Matsuo	•	•		•	•		•	•
	Iwao Tsusaka					•			
	Daisuke Maki	•	•				•		
	Hiroyuki Miyajima	•	•	•					
	Kumiko Otsuka		•	•			•	•	
Director who is Audit and Supervisory Committee Member	Masanao Tsuzuki	•			•		•		
	Shogo Kimura					•			
	Jun Kamiya	•	•	•					•

**Proposal No. 4:** Election of Two (2) Substitute Directors Who are Audit and Supervisory Committee Members

If Proposal No. 1 “Partial Amendment to the Articles of Incorporation” is approved and resolved as proposed, the Company makes the transition to a company with audit and supervisory committee.

Therefore, the Company proposes the election of two (2) substitute Directors who are Audit and Supervisory Committee Members to provide against a case where the number of Directors who are Audit and Supervisory Committee Members falls short of the number stipulated by laws and regulations.

Among the candidates for substitute Directors who are Audit and Supervisory Committee Members, the Company proposes the election of Iwao Tsusaka as a substitute for Director who is Audit and Supervisory Committee Member (excluding outside Director), and Kumiko Otsuka as a substitute for outside Director who is Audit and Supervisory Committee Member.

If they assume the office of Director who is Audit and Supervisory Committee Member, their terms of office will be the predecessor’s remaining period.

The effect of this election may be canceled by the resolution of the Board of Directors with the consent of the Audit and Supervisory Committee only before assuming the office.

The Company has obtained the consent to this proposal from the Board of Auditors.

This proposal shall be effective on the condition that the amendments to the Articles of Incorporation in Proposal No. 1 “Partial Amendment to the Articles of Incorporation” become effective.

The candidates for substitute Director who is Audit and Supervisory Committee Member are as follows:

Candidate No.	Name	Current position in the Company	
1	Iwao Tsusaka	Director	New election
2	Kumiko Otsuka	–	New election Outside Independent

New election: Candidate for Director to be newly elected

Outside: Candidate for outside Director

Independent: Candidate for independent officer as defined by the stock exchange

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company	Number of the Company’s shares owned
1	Iwao Tsusaka (May 28, 1957)  New election  Attendance at meetings of the Board of Directors 15/15 meetings	Oct. 1992 Head of Iwao Tsusaka Certified Public Accountant Office (current position) Oct. 1999 Auditor of Buffalo Inc. (currently the Company) June 2004 Director of the Company (current position) [Significant concurrent positions outside the Company] Head of Iwao Tsusaka Certified Public Accountant Office	8,654
Reasons for nomination as a candidate for substitute Director who is Audit and Supervisory Committee Member Iwao Tsusaka has been conducting business as an independent certified public accountant for many years and has abundant experience and expertise. He has also served as Director of the Company for many years. The Company has judged that he can serve immediately as Director who is Audit and Supervisory Committee based on his knowledge and experience, and nominated him as a candidate for a substitute Director who is Audit and Supervisory Committee Member.			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company	Number of the Company's shares owned
2	Kumiko Otsuka (February 26, 1968)  New election Outside Independent	<p>Apr. 1991      Joined The Fuji Bank, Limited</p> <p>Apr. 1994      Joined Otsuka Kagu, Limited, General Manager of Corporate Planning Office</p> <p>Mar. 1996      Director and General Manager of Corporate Planning Division and Sales Administration Division</p> <p>July 1998      Director and General Manager of General Planning Division and Accounting Division</p> <p>July 2002      Director, Senior General Manager of Merchandising Division and General Manager of Public Relations Division</p> <p>Apr. 2004      Advisor</p> <p>July 2005      Representative Director of Qualia Consulting, Limited</p> <p>Jan. 2007      Managing Director of Frontier Management Inc.</p> <p>Mar. 2009      President and Representative Director of Otsuka Kagu, Limited</p> <p>July 2014      Director</p> <p>Jan. 2015      President and Representative Director</p> <p>Dec. 2020      Representative Director of Qualia Consulting, Limited (current position)</p> <p>[Significant concurrent positions outside the Company] Representative Director of Qualia Consulting, Limited</p>	0
<p>Reasons for nomination as a candidate for substitute outside Director who is Audit and Supervisory Committee Member and overview of expected roles</p> <p>Kumiko Otsuka has a background of participating in management of companies as Representative Director and President of Otsuka Kagu, Limited and in other positions, and therefore has abundant experience, track record, and insight. The Company has judged that she can serve immediately as outside Director who is Audit and Supervisory Committee based on her abundant experience, a good track record and knowledge, and nominated her as a candidate for a substitute outside Director who is Audit and Supervisory Committee Member.</p>			

- (Notes)
1. There are no special interests between each candidate and the Company.
  2. Ms. Otsuka is a candidate for substitute outside Director.
  3. Ms. Otsuka meets the requirements for an independent officer specified by the Tokyo Stock Exchange and Nagoya Stock Exchange; the Company therefore has appointed her as independent officer and submitted notification to both exchanges. If she assumes the office of Director who is Audit and Supervisory Committee Member, she will continue to be an independent officer.
  4. The Company has entered into a directors and officers liability insurance contract stipulated in Article 430-3, paragraph (1) of the Companies Act with an insurance company, which will cover damage that may be incurred by Directors of the Company as a result of assuming responsibility for the execution of their duties or receiving claims related to the pursuit of such responsibility. If the candidates assume the office of Director who is Audit and Supervisory Committee Member, they will become the insured under the insurance contract. The content of the insurance contract will be the same at the next renewal.
  5. The Company has entered into an agreement which limits liability for damages pursuant to the provisions of Article 423, paragraph (1) of the Companies Act (the "liability limitation agreement") with Mr. Tsusaka. The limit of liability under the agreement shall be the amount provided for as the minimum liability amount by Article 425, paragraph (1) of the Companies Act. If he assumes the office of Director who is Audit and Supervisory Committee Member, the Company plans to continue this agreement with him. If Ms. Otsuka assumes the office of Director who is not Audit and Supervisory Committee Member under Proposal No. 2, the Company plans to enter into an agreement which limits liability for damages with her. The limit of liability under the agreement shall be the amount provided for as the minimum liability amount by Article 425, paragraph (1) of the Companies Act. If she assumes the office of Director who is Audit and Supervisory Committee Member, the Company plans to continue this agreement with her.

**Proposal No. 5:** Determination of the Amount of Remuneration for Directors (Excluding Directors Who are Audit and Supervisory Committee Members)

If Proposal No. 1 “Partial Amendment to the Articles of Incorporation” is approved and resolved as proposed, the Company makes the transition to a company with audit and supervisory committee.

The amount of remuneration for Directors of the Company that has been used until today is ¥300,000,000 or lower per year, which was approved by the Extraordinary General Meeting of Shareholders held on June 27, 2003. Due to the transition to a company with audit and supervisory committee, the Company decided to abolish that amount and determine a new amount of remuneration for Directors (excluding Directors who are Audit and Supervisory Committee Members), and proposes the amount be ¥300,000,000 or lower per year (including ¥50,000,000 or lower per year for outside Directors).

While previously the Company had proposed to the general meeting of shareholders that bonuses be paid to officers separately from the established amount of remuneration for Directors and the general meeting of shareholders had resolved it, the amount of remuneration proposed to this general meeting shall include the amount of bonuses for officers.

In addition, the Company proposes that this amount of remuneration exclude employees’ portion in salary and bonuses of Directors who concurrently serve as employees.

This proposal is decided by the Board of Directors upon deliberation by the Remuneration Committee, which was established voluntarily by the Company, considering the business size of the Company, the officer remuneration system and its level of payment, the current number of officers and the future trends, and is considered appropriate. The current number of Directors is eleven (including four outside Directors), and if Proposal No. 1 “Partial Amendment to the Articles of Incorporation” and Proposal No. 2 “Election of Nine (9) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)” are approved and resolved as proposed, the number of Directors (excluding Directors who are Audit and Supervisory Committee Members) relevant to this proposal will be nine (including two outside Directors).

This proposal shall be effective on the condition that the amendments to the Articles of Incorporation in Proposal No. 1 “Partial Amendment to the Articles of Incorporation” become effective.

**Proposal No. 6:** Determination of the Amount of Remuneration for Directors Who are Audit and Supervisory Committee Members

If Proposal No. 1 “Partial Amendment to the Articles of Incorporation” is approved and resolved as proposed, the Company makes the transition to a company with audit and supervisory committee.

Therefore, the Company proposes the amount of remuneration for Directors who are Audit and Supervisory Committee Members be ¥50,000,000 or lower per year.

This proposal is decided comprehensively considering the business size of the Company, the officer remuneration system and its level of payment, and the current number of officers, and is considered appropriate.

If Proposal No. 1 “Partial Amendment to the Articles of Incorporation” and Proposal No. 3 “Election of Three (3) Directors Who Are Audit and Supervisory Committee Members” are approved and resolved as proposed, the number of Directors who are Audit and Supervisory Committee Members relevant to this proposal will be three.

This proposal shall be effective on the condition that the amendments to the Articles of Incorporation in Proposal No. 1 “Partial Amendment to the Articles of Incorporation” become effective.

**Proposal No. 7: Payment of Bonuses to Officers**

Taking into account the business results, etc. for the fiscal year under review, the Company proposes to pay bonuses to Directors in a total amount of ¥15,840,000. Among the eleven Directors in office as of the end of the fiscal year under review, the payment will be made to three executive Directors.

The Company also proposes the specific amount to be paid to each Director be left to the resolution of the Board of Directors.

This proposal is decided by the Board of Directors upon deliberation by the Remuneration Committee, which was established voluntarily, considering comprehensively the business results, etc. of the Company during the fiscal year under review, and is considered appropriate.

**Proposal No. 8:** Presentation of Retirement Allowance to Retiring Directors and Retiring Auditors

If Proposal No. 1 “Partial Amendment to the Articles of Incorporation” is approved and resolved as proposed, the Company makes the transition to a company with audit and supervisory committee. Therefore, the Company proposes to present the following Directors and Auditors who will retire due to the expiration of their terms of office at the conclusion of this general meeting of shareholders with retirement allowance within an appropriate amount in accordance with a certain standard set by the Company in order to reward them for their service during their terms of office.

The Company also proposes the specific amount and the timing and method of presentation be left to the Board of Directors in the case of the retiring Directors, and to the discussion of Directors who are Audit and Supervisory Committee Members in the case of the retiring Auditors.

This proposal requests approval for aggregating the amounts of the allowances recorded for each fiscal year during the term of office in accordance with the officer retirement allowance regulations and paying an amount within the aggregated amount, and the content is considered appropriate.

The career summary of the retiring Directors and the retiring Auditors is as follows:

Name	Career summary	
Kenichi Fukuhara	June 2019	Outside Director of the Company (current position)
Ichiro Hirata	June 2019	Outside Director of the Company (current position)
Shigeru Sasaki	June 2021	Outside Director of the Company (current position)
Jun Kamiya	June 2022	Outside Director of the Company (current position)
Masanao Tsuzuki	June 2016	Full-Time Auditor of the Company (current position)
Takehiko Inoue	June 2020	Full-Time Auditor of the Company (current position)
Shinji Shibagaki	June 2019	Outside Auditor of the Company (current position)
Masashi Kitamura	June 2019	Outside Auditor of the Company (current position)
Shogo Kimura	June 2021	Outside Auditor of the Company (current position)