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Securities code: 2685  
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To Our Shareholders

Osamu Kimura  
Representative Director and President  
**Adastria Co., Ltd.**  
3-1-27 Izumi-cho, Mito-shi, Ibaraki

## Notice of the 73rd Ordinary General Meeting of Shareholders

We cordially notify you of the 73rd Ordinary General Meeting of Shareholders of Adastria Co., Ltd. (the “Company”), to be held as indicated below.

When convening this General Meeting of Shareholders, the Company takes measures for providing information (matters subject to measures for electronic provision) that constitutes the content of Reference Documents for the General Meeting of Shareholders in electronic format. Please visit the websites at the internet address shown below to review the information.

**(For this General Meeting of Shareholders, documents containing the matters subject to measures for electronic provision have been sent out irrespective of any requests for paper-based documents.)**

The Company’s website:  
<https://www.adastria.co.jp/> (in Japanese)  
(On the English-language version of the above website, please select “Investors” and then “General Meeting of Shareholders” under the heading “IR Library.”)

The Tokyo Stock Exchange website (Listed Company Search):  
<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese)  
(Access the TSE website by using the internet address shown above, enter “Adastria” in “Issue name (company name)” or the Company’s securities code “2685” in “Code,” and click “Search.” Then, click “Basic information” and select “Documents for public inspection/PR information.” Under “Filed information available for public inspection,” click “Click here for access” under “[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].”)

If you are unable to attend the General Meeting of Shareholders, you may exercise your voting rights in writing (by mail) or via the Internet. After reviewing the attached Reference Documents for the General Meeting of Shareholders, please indicate your approval or disapproval of the proposals on the voting card sent out with this notice and return it to reach us no later than 7:00 p.m. on Wednesday, May 24, 2023 (Japan Standard Time), or vote at the website for exercising voting rights specified by the Company (<https://evote.tr.mufg.jp/>) (in Japanese).

## Meeting Details

- 1. Date and Time:** Thursday, May 25, 2023 at 3:00 p.m. (Reception opens at 2:00 p.m.)
- 2. Venue:** “Sea Breeze” at HOTEL TERRACE the GARDEN MITO 3F  
1-7-20 Miya-machi, Mito-shi, Ibaraki
- 3. Purpose of the Meeting:**

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

1. The Business Report and the Consolidated Financial Statements for the 73rd fiscal year (from March 1, 2022 to February 28, 2023), and the results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board
2. The Non-consolidated Financial Statements for the 73rd fiscal year (from March 1, 2022 to February 28, 2023)

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

- Proposal 1:** Election of Ten (10) Directors  
**Proposal 2:** Election of One (1) Audit & Supervisory Board Member  
**Proposal 3:** Revision of Details of Performance-Linked and Share-Based Compensation for Directors

#### 4. Matters to be determined upon convocation

For details on the exercise of voting rights, please refer to the information below and on page 4.

- (1) If neither approval nor disapproval of each proposal is indicated in writing (by mail) on the voting form, the Company will deem that you indicated your approval of the proposal.
- (2) If you exercise your voting rights more than once via the internet, only the last vote shall be deemed effective.
- (3) Please note that your online vote will prevail regardless of the arrival date and time should you exercise your voting rights both via the internet and in writing (by mail).
- (4) If you exercise your voting rights by proxy, you may designate one other shareholder holding voting rights of the Company to attend the meeting. Please note, however, that it is necessary to submit a document proving the authority of proxy.
- (5) If you wish to make a diverse exercise of your voting rights, please advise us three days prior to the Annual General Meeting of Shareholders, stating your reasons therefor.

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- When you attend the General Meeting of Shareholders, you are kindly requested to submit the voting card at the reception.
  - Shareholders attending the meeting might be asked to wear a mask when inside the venue. If future developments necessitate a major change in the way the general meeting of shareholders will be run, shareholders will be informed via the Company's website.
  - Even though measures for electronically providing materials for the meeting have been adopted, the Company has sent out documents as usual, regardless of any requests for paper-based documents. Please note that the Company plans to suitably inform shareholders about the materials for all subsequent meetings as soon as it has decided on how the materials will be sent out.
  - Of the matters subject to measures for electronic provision, the following matters are excluded from the documents sent out in accordance with laws and regulations and the provisions of Article 15, paragraph 2 of the Articles of Incorporation.
    - (a) "System to Ensure Properness of Operation and the Status of its Implementation" in the Business Report
    - (b) "Consolidated Statement of Changes in Equity" and "Notes to the Consolidated Financial Statements"
    - (c) "Non-consolidated Statement of Changes in Equity" and "Notes to the Non-consolidated Financial Statements"

Accordingly, the Business Report, the Consolidated Financial Statements, and the Non-consolidated Financial Statements contained in the corresponding documents are a part of the documents that were audited when the Accounting Auditor and Audit & Supervisory Board Members prepared the accounting audit reports and audit reports, respectively.

- If revisions to the matters subject to measures for electronic provision arise, a notice of the revisions and the details of the matters before and after the revisions will be posted on the Company's website and the TSE website both mentioned above.
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## Instruction Regarding Exercise of the Voting Rights via the Internet

### Method 1: Scanning QR Code®

You can log in to the website for the exercise of voting rights without entering the login ID or temporary password printed on the voting form.

1. Please scan QR Code provided on the voting form.  
\* "QR code" is a registered trademark of DENSO WAVE INCORPORATED.
2. Please follow on-screen instructions to indicate your approval or disapproval of each proposal.

### Method 2: Entering Login ID and Temporary Password

Exercise of Voting Rights Website  
<https://evote.tr.mufg.jp/> (in Japanese)

1. Please access the website for exercising voting rights.
2. Enter your Login ID/ Temporary Password provided on the voting card and click on Log in.
3. Please register a new password.
4. Please follow on-screen instructions to indicate your approval or disapproval of each proposal.

In case you need instructions for how to operate your personal computer/smartphone in order to exercise your voting rights via the internet, please contact:

Help Desk, Stock Transfer Agency, Mitsubishi UFJ  
Trust and Banking Corporation  
Phone: 0120-173-027  
(toll free within Japan; 9:00 a.m. to 9:00 p.m.)

Institutional investors may use the platform operated for institutional investors by ICJ, Inc. to electronically exercise voting rights.

## Reference Documents for the General Meeting of Shareholders

### Proposals and Reference Documents

#### Proposal 1: Election of Ten (10) Directors

The terms of office of all ten Directors will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes the election of ten Directors.

The candidates for Director are as follows:

No.	Name	Current Positions and Responsibility in the Company	Attribute
1	Michio Fukuda	Representative Director and Chairman	Reelection
2	Osamu Kimura	Representative Director and President	Reelection
3	Masayuki Kindo	Managing Director	Reelection
4	Yoshiaki Kitamura	Managing Director	Reelection
5	Taiki Fukuda	Director	Reelection
6	Satoshi Akutsu	Outside Director	Reelection, Outside, Independent
7	Hiromi Horie	Outside Director	Reelection, Outside, Independent
8	Koichi Mizutome	Outside Director	Reelection, Outside, Independent
9	Tatsuhiko Matsuoka	Outside Director	Reelection, Outside, Independent
10	Kazuo Nishiyama	Outside Director	Reelection, Outside, Independent

Reelection: Candidate to be reelected as a Director

Outside: Candidate for an outside Director

Independent: Independent officer as provided for by stock exchanges

#### [Reference] Policy and procedures in determining the candidates for Director

The policy and procedures for the Board of Directors in determining the candidates for Director are as follows.

##### ■ Policy

- The individuals nominated and elected for Director shall be of different and diverse backgrounds who possess specialist knowledge and experience, etc., such as individuals who are well-versed and possess deep insight into particular business operations of the Company, individuals with broad experience regarding global corporations, or who have gained international experience through engaging in business operations overseas, individuals with abundant insight as corporate managers, and so forth.
- Through the nomination and election of multiple Outside Directors, the Company intends to strengthen the supervision function and achieve highly transparent management by incorporating the viewpoints of outside personnel who are independent from the Company's management.
- The individuals nominated and elected for Outside Director shall not have any significant conflict of interest with the Adastria Group and shall be able to maintain their independence.

##### ■ Procedure

- Concerning the procedure for nominating and electing candidates for Director, the Representative Director shall submit an original proposal for candidates, then, after the prospective candidates have been discussed by the Nomination and Compensation Advisory Committee, the final decision regarding nomination is made by the Directors at the Board of Directors meeting.

#### [Reference] Skills matrix of Directors and Audit & Supervisory Board Members

Please refer to page 19 of this notice for a skills matrix of Directors and Audit & Supervisory Board Members in the event that Proposal 1 and Proposal 2 are approved and adopted as originally proposed.

No.	Name (Date of Birth)	Career Summary, and Positions and Responsibility in the Company	Number of the Company's Shares Owned
1	<p>&lt;Reelection&gt;</p> <p>Michio Fukuda (July 10, 1946)</p> <p>Tenure as Director 52 years (at the conclusion of this General Meeting of Shareholders)</p> <p>Attendance at Board of Directors meetings 14/15</p>	<p>May 1971    Joined Fukudaya Clothes Store Inc. (currently the Company) Director of Fukudaya Clothes Store Inc.</p> <p>Jun. 1982    Senior Managing Director of Fukudaya Clothes Store Inc.</p> <p>Apr. 1991    Representative Director, President of Bears Factory Limited (currently Adastria Logistics Co., Ltd.)</p> <p>Mar. 1993    Representative Director, President of POINT INC. (currently the Company)</p> <p>Dec. 2002    Representative Director, President of POINT TW INC. (currently Adastria Taiwan Co., Ltd.)</p> <p>May 2004    Representative Director, Chairman of POINT INC. (currently the Company)</p> <p>May 2010    Representative Director, Chairman &amp; President of POINT INC.</p> <p>Sep. 2013    Representative Director, Chairman of Adastria Holdings Co., Ltd. (currently the Company)</p> <p>May 2015    Representative Director, Chairman &amp; Chief Executive Officer of Adastria Holdings Co., Ltd.</p> <p>May 2018    Representative Director, Chairman &amp; President of the Company</p> <p>Apr. 2021    Director and Chairman of BUZZWIT Co., Ltd. Director and Chairman of ELEMENT RULE Co., Ltd. (present)</p> <p>May 2021    Representative Director and Chairman of the Company (present)</p> <p><b>Significant concurrent positions outside the Company</b> Director and Chairman of ELEMENT RULE Co., Ltd.</p> <p><b>Reasons for nominating the candidate as Director</b> Michio Fukuda has been nominated as a candidate for Director because the candidate has the achievements of demonstrating leadership and promoting the growth and expansion of the Company's business since the candidate assumed the office of Representative Director of the Company in 1993. The Company proposes the candidate's election as Director to utilize the candidate's rich experience accumulated thus far and thereby receive the candidate's contribution to improving the corporate value of the Company.</p>	1,059,040

No.	Name (Date of Birth)	Career Summary, and Positions and Responsibility in the Company	Number of the Company's Shares Owned
2	<p data-bbox="331 728 466 757">&lt;Reelection&gt;</p> <p data-bbox="323 786 474 869">Osamu Kimura (September 2, 1969)</p> <p data-bbox="304 898 493 1059">Tenure as Director 11 years and 8 months (at the conclusion of this General Meeting of Shareholders)</p> <p data-bbox="304 1088 493 1196">Attendance at Board of Directors meetings 15/15</p>	<p data-bbox="509 360 1197 421">Sep. 2011 Representative Director, President of TRINITY ARTS INC. (currently the Company)</p> <p data-bbox="509 427 970 456">Apr. 2013 Director of FRIENDS Co., Ltd.</p> <p data-bbox="509 463 1182 546">Sep. 2013 Director of Adastria Holdings Co., Ltd. (currently the Company) Director of Adastria Asia Co., Ltd.</p> <p data-bbox="509 553 1139 613">Feb. 2014 Director of N9&amp;PG Co., Ltd. (currently Adastria Logistics Co., Ltd.)</p> <p data-bbox="509 620 1206 680">May 2015 Director, Senior Executive Officer of Adastria Holdings Co., Ltd. (currently the Company)</p> <p data-bbox="509 687 1011 716">Jun. 2016 Managing Director of the Company</p> <p data-bbox="509 723 1206 806">Nov. 2016 Director, Vice President of Peoples Inc. Director, Vice President of ALICIA Co., Ltd. (currently BUZZWIT Co., Ltd.)</p> <p data-bbox="509 813 1206 873">Mar. 2017 Director, Vice President of ELEMENT RULE Co., Ltd. (present)</p> <p data-bbox="509 880 1187 940">Oct. 2017 Representative Director, President of ADASTRIA eat Creations Co., Ltd.</p> <p data-bbox="509 947 1163 976">Mar. 2018 Director, Executive Vice President of the Company</p> <p data-bbox="509 983 1219 1043">May 2019 Director of NATURAL NINE TRADING (SHANGHAI) LTD. (present)</p> <p data-bbox="509 1050 978 1079">Feb. 2020 Director of BUZZWIT Co., Ltd.</p> <p data-bbox="509 1086 1010 1115">May 2021 Director, President of the Company</p> <p data-bbox="509 1122 1193 1205">May 2022 Director of zetton inc. (present) Representative Director and President of the Company (present)</p>	27,776
		<p data-bbox="509 1227 1066 1256"><b>Significant concurrent positions outside the Company</b></p> <p data-bbox="509 1263 1053 1292">Director, Vice President of ELEMENT RULE Co., Ltd.</p> <p data-bbox="509 1299 727 1328">Director of zetton inc.</p> <p data-bbox="509 1335 1126 1364">Director of NATURAL NINE TRADING (SHANGHAI) LTD.</p>	
		<p data-bbox="509 1357 1024 1386"><b>Reasons for nominating the candidate as Director</b></p> <p data-bbox="509 1393 1378 1565">Osamu Kimura has been nominated as a candidate for Director because the candidate has not only gained extensive experience and many achievements in the field of sales and store development, but was also appointed Director and President of the Company in May 2021 and then Representative Director and President in May 2022. The Company proposes the candidate's election as Director to utilize the candidate's rich experience and abundant achievements accumulated thus far and thereby receive the candidate's contribution to improving the corporate value of the Company.</p>	

No.	Name (Date of Birth)	Career Summary, and Positions and Responsibility in the Company	Number of the Company's Shares Owned
3	<p>&lt;Reelection&gt;</p> <p>Masayuki Kindo (December 5, 1967)</p> <p>Tenure as Director 5 years (at the conclusion of this General Meeting of Shareholders)</p> <p>Attendance at Board of Directors meetings 15/15</p>	<p>Apr. 1991    Joined The Sanwa Bank, Limited (currently MUFG Bank, Ltd.)</p> <p>Jul. 2006    Joined POINT INC. (currently the Company) General Manager of President's Office</p> <p>Mar. 2008    Executive Officer, General Manager of President's Office of POINT INC.</p> <p>Jun. 2010    Executive Officer, General Manager of New Business Division of POINT INC.</p> <p>Mar. 2012    Executive Officer, General Manager of Strategy Promotion Department of POINT INC.</p> <p>Nov. 2012    Managing Executive Officer, General Manager of Strategy Promotion Department and Miscellaneous Goods Business Department of POINT INC.</p> <p>Sep. 2013    General Manager of Finance Department of Adastria Holdings, Co., Ltd. (currently the Company)</p> <p>Mar. 2015    Senior Executive Officer, General Manager of Business Promotion Division of Adastria Holdings Co., Ltd.</p> <p>Mar. 2016    Senior Executive Officer, Executive General Manager of Sales Headquarters of the Company</p> <p>Mar. 2018    Senior Executive Officer, Executive General Manager of Management Headquarters of and Overseas Assistance Division of the Company Director of Adastria Asia Co., Ltd. (present) Director of POINT (Shanghai) Co., Ltd. (currently niko and ... (Shanghai) Co., Ltd.) (present) Representative Director, President of POINT TW INC. (currently Adastria Taiwan Co., Ltd.) (present) Director of Adastria Korea Co., Ltd.</p> <p>May 2018    Director of the Company</p> <p>Aug. 2019    Director of Adastria (Shanghai) Co., Ltd. (present)</p> <p>May 2021    Managing Director of the Company (present)</p> <p>Jan. 2023    Director of Adastria (Thailand) Co., Ltd. (present)</p> <p>Mar. 2023    Director and Chairman of BUZZWIT Co., Ltd. (present)</p>	12,200
		<p><b>Significant concurrent positions outside the Company</b></p> <p>Director of Adastria Asia Co., Ltd. Director of Adastria (Shanghai) Co., Ltd. Director of niko and ... (Shanghai) Co., Ltd. Representative Director, President of Adastria Taiwan Co., Ltd. Director and Chairman of BUZZWIT Co., Ltd. Director of Adastria (Thailand) Co., Ltd.</p>	
		<p><b>Reasons for nominating the candidate as Director</b></p> <p>Masayuki Kindo has been nominated as a candidate for Director because the candidate has gained knowledge in finance and accounting based on his experience in a financial institution, and the candidate has gained extensive experience and many achievements in corporate strategy, finance and sales in the Company. The Company proposes the candidate's election as Director to utilize the candidate's rich experience and abundant achievements accumulated thus far and thereby receive the candidate's contribution to improving the corporate value of the Company.</p>	



No.	Name (Date of Birth)	Career Summary, and Positions and Responsibility in the Company	Number of the Company's Shares Owned
4	<p data-bbox="331 824 466 855">&lt;Reelection&gt;</p> <p data-bbox="306 882 497 936">Yoshiaki Kitamura (January 25, 1976)</p> <p data-bbox="306 963 497 1102">Tenure as Director 4 years (at the conclusion of this General Meeting of Shareholders)</p> <p data-bbox="306 1128 497 1240">Attendance at Board of Directors meetings 15/15</p>	<p data-bbox="510 362 638 389">Apr. 1999</p> <p data-bbox="660 362 970 389">Joined FIVE FOXes CO., LTD.</p> <p data-bbox="510 398 638 425">Feb. 2007</p> <p data-bbox="660 398 1098 425">Joined DROP INC. (currently the Company)</p> <p data-bbox="510 434 638 461">Sep. 2010</p> <p data-bbox="660 434 1136 488">General Manager of studio CLIP Department of TRINITY ARTS INC. (currently the Company)</p> <p data-bbox="510 497 638 524">Mar. 2012</p> <p data-bbox="660 497 1129 551">General Manager of niko and ... Department of TRINITY ARTS INC.</p> <p data-bbox="510 560 638 586">Mar. 2013</p> <p data-bbox="660 560 1219 613">Executive Officer, General Manager of Sales Division of TRINITY ARTS INC.</p> <p data-bbox="510 622 638 649">May 2014</p> <p data-bbox="660 622 1129 676">Director, General Manager of Sales Division of TRINITY ARTS INC.</p> <p data-bbox="510 685 638 712">Mar. 2015</p> <p data-bbox="660 685 1219 739">Executive Officer, General Manager of Sales II Division of Adastria Holdings, Co., Ltd. (currently the Company)</p> <p data-bbox="510 748 638 775">Apr. 2016</p> <p data-bbox="660 748 1168 775">Representative Director of Adastria Korea Co., Ltd.</p> <p data-bbox="510 784 638 810">Mar. 2018</p> <p data-bbox="660 784 1219 981">Senior Executive Officer, Executive General Manager of Sales Headquarters of the Company Director of Adastria Asia Co., Ltd. (present) Director of POINT (Shanghai) Co., Ltd. (currently niko and ... (Shanghai) Co., Ltd.) (present) Director of POINT TW INC. (currently Adastria Taiwan Co., Ltd.) (present)</p> <p data-bbox="510 990 638 1016">May 2019</p> <p data-bbox="660 990 906 1016">Director of the Company</p> <p data-bbox="510 1025 638 1052">Aug. 2019</p> <p data-bbox="660 1025 1155 1052">Director of Adastria (Shanghai) Co., Ltd. (present)</p> <p data-bbox="510 1061 638 1088">May 2021</p> <p data-bbox="660 1061 1104 1088">Managing Director of the Company (present)</p> <p data-bbox="510 1097 638 1124">Feb. 2022</p> <p data-bbox="660 1097 1203 1151">Director of SES GLOBAL LOGISTICS (SHANGHAI) Co., LTD. (present) Chairman of Management Board of Velvet, LLC (present)</p> <p data-bbox="510 1160 638 1187">Jan. 2023</p> <p data-bbox="660 1160 1155 1187">Director of Adastria (Thailand) Co., Ltd. (present)</p>	11,806
		<p data-bbox="510 1267 1066 1299"><b>Significant concurrent positions outside the Company</b></p> <p data-bbox="510 1303 852 1330">Director of Adastria Asia Co., Ltd.</p> <p data-bbox="510 1335 912 1361">Director of Adastria (Shanghai) Co., Ltd.</p> <p data-bbox="510 1366 938 1393">Director of niko and ... (Shanghai) Co., Ltd.</p> <p data-bbox="510 1397 880 1424">Director of Adastria Taiwan Co., Ltd.</p> <p data-bbox="510 1429 1155 1456">Director of SES GLOBAL LOGISTICS (SHANGHAI) Co., LTD.</p> <p data-bbox="510 1460 986 1487">Chairman of Management Board of Velvet, LLC</p> <p data-bbox="510 1491 906 1518">Director of Adastria (Thailand) Co., Ltd.</p>	
		<p data-bbox="510 1505 1024 1536"><b>Reasons for nominating the candidate as Director</b></p> <p data-bbox="510 1541 1375 1706">Yoshiaki Kitamura has been nominated as a candidate for Director because the candidate has gained extensive experience and many achievements in the field of sales such as through driving the growth of the Company's core brands. The Company proposes the candidate's election as Director to utilize the candidate's rich experience and abundant achievements accumulated thus far and thereby receive the candidate's contribution to improving the corporate value of the Company.</p>	

No.	Name (Date of Birth)	Career Summary, and Positions and Responsibility in the Company	Number of the Company's Shares Owned
5	<p data-bbox="331 651 466 678">&lt;Reelection&gt;</p> <p data-bbox="331 707 480 763">Taiki Fukuda (April 11, 1978)</p> <p data-bbox="308 792 504 927">Tenure as Director 6 years (at the conclusion of this General Meeting of Shareholders)</p> <p data-bbox="308 956 504 1061">Attendance at Board of Directors meetings 15/15</p>	<p data-bbox="510 365 662 392">Mar. 2004</p> <p data-bbox="662 365 869 392">Joined IMS Co., Ltd.</p> <p data-bbox="510 400 662 427">Apr. 2005</p> <p data-bbox="662 400 1102 427">Joined POINT INC. (currently the Company)</p> <p data-bbox="510 436 662 463">Mar. 2014</p> <p data-bbox="662 436 1158 492">General Manager of Overseas Division of Adastria Holdings, Co., Ltd. (currently the Company)</p> <p data-bbox="510 501 662 528">May 2014</p> <p data-bbox="662 501 1209 557">Representative Director, President of Adastria Asia Co., Ltd.</p> <p data-bbox="510 566 662 593">Mar. 2016</p> <p data-bbox="662 566 1198 622">Executive General Manager of Communication Design Division of the Company</p> <p data-bbox="510 631 662 658">Mar. 2017</p> <p data-bbox="662 631 1158 687">Executive General Manager of Corporate Planning Division of the Company</p> <p data-bbox="510 696 662 723">May 2017</p> <p data-bbox="662 696 1158 752">Director, Executive General Manager of Corporate Planning Division of the Company</p> <p data-bbox="510 761 662 788">Mar. 2018</p> <p data-bbox="662 761 1137 817">Director of the Company (present) Chairman of Management Board of Velvet, LLC</p> <p data-bbox="510 826 662 853">May 2018</p> <p data-bbox="662 826 1209 853">Director of Adastria General Support Co., Ltd. (present)</p> <p data-bbox="510 862 662 889">May 2019</p> <p data-bbox="662 862 1046 889">Director of Adastria Logistics Co., Ltd.</p> <p data-bbox="510 898 662 925">Nov. 2021</p> <p data-bbox="662 898 1161 954">Representative Director of ADOORLINK Co., Ltd. (present)</p> <p data-bbox="510 963 662 990">Feb. 2022</p> <p data-bbox="662 963 1214 990">Member of Management Board of Velvet, LLC (present)</p>	208,124
		<p data-bbox="510 999 1066 1025"><b>Significant concurrent positions outside the Company</b></p> <p data-bbox="510 1034 967 1061">Director of Adastria General Support Co., Ltd.</p> <p data-bbox="510 1070 1010 1097">Representative Director of ADOORLINK Co., Ltd.</p> <p data-bbox="510 1106 971 1133">Member of Management Board of Velvet, LLC</p>	
		<p data-bbox="510 1133 1023 1160"><b>Reasons for nominating the candidate as Director</b></p> <p data-bbox="510 1169 1378 1350">Taiki Fukuda has been nominated as a candidate for Director because the candidate has gained extensive experience and many achievements in Japan and overseas, and the candidate worked as a Representative Director, President of an overseas subsidiary of the Company in the past. The Company proposes the candidate's election as Director to utilize the candidate's rich experience and abundant achievements accumulated thus far and thereby receive the candidate's contribution to improving the corporate value of the Company.</p>	

No.	Name (Date of Birth)	Career Summary, and Positions and Responsibility in the Company	Number of the Company's Shares Owned
6	Satoshi Akutsu (July 11, 1966)  Tenure as outside Director 9 years and 8 months (at the conclusion of this General Meeting of Shareholders)  Attendance at Board of Directors meetings 15/15	May 1998 Ph.D. in Business Administration of University of California, Berkeley Dec. 1998 Assistant Professor of Faculty of Commerce and Management of Hitotsubashi University Apr. 1999 Assistant Professor of the Graduate School of International Corporate Strategy of Hitotsubashi University Jun. 2002 Associate Professor of the Graduate School of International Corporate Strategy of Hitotsubashi University (The Japanese title for Associate Professor was changed from <i>Jokyoju</i> to <i>Junkyoju</i> in 2007) Mar. 2010 Outside Director of OTSUKA KAGU, LTD. Apr. 2010 Visiting Professor of Collaborative Research Sector of National Institute of Informatics, Research Organization of Information and Systems Professor of the Graduate School of International Corporate Strategy (currently Business Administration) of Hitotsubashi University (present)	-
		Sep. 2013 Outside Director of Adastria Holdings Co., Ltd. (currently the Company) (present) Jun. 2017 Outside Director of Nojima Corporation Jun. 2022 Outside Director of Yakult Honsha Co., Ltd. (present)	
		<b>Significant concurrent positions outside the Company</b> Professor of the Graduate School of Business Administration of Hitotsubashi University Outside Director of Yakult Honsha Co., Ltd.	
		<b>Reasons for nominating the candidate as outside Director and overview of expected roles</b> Satoshi Akutsu has been nominated as a candidate for outside Director, although the candidate has never participated in the management of companies other than as an outside officer, as the Company believes that the candidate is qualified for the position due to the candidate's many achievements as a marketing specialist and with the expectation that the candidate would provide useful advice and more in relation to the Company's overall marketing business and the management of the Company can benefit from this advice, with a focus on business development strategies. Accordingly, the Company proposes the candidate's election as outside Director.  As an outside Director who is independent from management, the Company expects that the candidate will continue to play an appropriate role in enhancing the supervisory function of the Board of Directors of the Company by supervising and providing advice, etc. on the execution of duties by Directors mainly from his perspective as a marketing expert.	
		<b>Independence of the candidate</b> The Company has appointed Satoshi Akutsu as an independent officer as provided for by the Tokyo Stock Exchange and notified the exchange to that effect. If the candidate is reelected, the Company will continue to have the candidate as an independent officer.	
		<b>Agreement limiting liability</b> In accordance with provisions of Article 427, paragraph 1 of the Companies Act and Article 27, paragraph 2 of the Articles of Incorporation, the Company has entered into an agreement with Satoshi Akutsu to limit the liability for damages under Article 423, paragraph 1 of the Companies Act to the extent of the minimum liability amount prescribed under Article 425, paragraph 1 of the Companies Act. If the candidate is reelected, the Company will continue the agreement with the candidate.	
		<b>&lt;Reelection&gt;</b> <b>&lt;Outside&gt;</b> <b>&lt;Independent&gt;</b>	

No.	Name (Date of Birth)	Career Summary, and Positions and Responsibility in the Company	Number of the Company's Shares Owned
7	<p data-bbox="331 707 466 788">&lt;Reelection&gt; &lt;Outside&gt; &lt;Independent&gt;</p> <p data-bbox="331 819 466 878">Hiromi Horie (June 19, 1956)</p> <p data-bbox="309 904 488 1066">Tenure as outside Director 7 years (at the conclusion of this General Meeting of Shareholders)</p> <p data-bbox="309 1093 488 1200">Attendance at Board of Directors meetings 15/15</p>	<p data-bbox="510 362 983 389">Apr. 1981    Joined Nara Machinery Co., Ltd.</p> <p data-bbox="510 398 957 425">May 1988    Joined Levi Strauss Japan KK</p> <p data-bbox="510 434 1181 461">Dec. 1999    Marketing Senior Manager of Levi Strauss Japan KK</p> <p data-bbox="510 470 1181 528">Mar. 2005    Public Affairs Division Manager of Starbucks Coffee Japan, Ltd.</p> <p data-bbox="510 537 1212 595">Dec. 2006    Marketing Division Manager of Starbucks Coffee Japan, Ltd.</p> <p data-bbox="510 604 1149 631">Aug. 2010    Marketing Officer of Starbucks Coffee Japan, Ltd.</p> <p data-bbox="510 640 1078 667">May 2016    Outside Director of the Company (present)</p> <p data-bbox="510 676 1181 703">Mar. 2017    Representative Director of Haruka Co., Ltd. (present)</p> <p data-bbox="510 712 1053 739">Mar. 2021    Outside Director of Kanro Inc. (present)</p>	-
		<p data-bbox="510 748 1066 775"><b>Significant concurrent positions outside the Company</b></p> <p data-bbox="510 784 938 810">Representative Director of Haruka Co., Ltd.</p> <p data-bbox="510 819 810 846">Outside Director of Kanro Inc.</p>	
		<p data-bbox="510 855 1369 913"><b>Reasons for nominating the candidate as outside Director and overview of expected roles</b></p> <p data-bbox="510 922 1369 1079">Hiromi Horie has been nominated as a candidate for outside Director as the Company believes that the candidate is qualified for the position due to the candidate's many achievements as a manager of public affairs and marketing division for major corporations (retail and restaurant) and with the expectation that these assets can benefit the management of the Company. Accordingly, the Company proposes the candidate's election as outside Director.</p> <p data-bbox="510 1088 1369 1223">As an outside Director who is independent from management, the Company expects that the candidate will continue to play an appropriate role in enhancing the supervisory function of the Board of Directors of the Company by supervising and providing advice, etc. on the execution of duties by Directors, mainly from the perspective of public relations and marketing.</p> <p data-bbox="510 1232 829 1258"><b>Independence of the candidate</b></p> <p data-bbox="510 1267 1369 1348">The Company has appointed Hiromi Horie as an independent officer as provided for by the Tokyo Stock Exchange and notified the exchange to that effect. If the candidate is reelected, the Company will continue to have the candidate as an independent officer.</p> <p data-bbox="510 1357 798 1384"><b>Agreement limiting liability</b></p> <p data-bbox="510 1393 1369 1550">In accordance with provisions of Article 427, paragraph 1 of the Companies Act and Article 27, paragraph 2 of the Articles of Incorporation, the Company has entered into an agreement with Hiromi Horie to limit the liability for damages under Article 423, paragraph 1 of the Companies Act to the extent of the minimum liability amount prescribed under Article 425, paragraph 1 of the Companies Act. If the candidate is reelected, the Company will continue the agreement with the candidate.</p>	

No.	Name (Date of Birth)	Career Summary, and Positions and Responsibility in the Company	Number of the Company's Shares Owned
8	<p data-bbox="331 837 475 920">&lt;Reelection&gt; &lt;Outside&gt; &lt;Independent&gt;</p> <p data-bbox="309 949 496 1003">Koichi Mizutome (January 26, 1968)</p> <p data-bbox="309 1032 496 1182">Tenure as outside Director 1 year (at the conclusion of this General Meeting of Shareholders)</p> <p data-bbox="309 1227 496 1328">Attendance at Board of Directors meetings 10/11</p>	<p data-bbox="512 360 1209 389">Apr. 1991    Joined Dentsu Inc. (currently Dentsu Group Inc.)</p> <p data-bbox="512 398 1209 427">Feb. 1996    Joined Andersen Consulting (currently Accenture PLC)</p> <p data-bbox="512 436 1209 495">Apr. 2000    Joined Roland Berger Strategy Consultants (Japan Office)</p> <p data-bbox="512 504 1209 562">Jan. 2005    Representative Director of Roland Berger Strategy Consultants (Japan Office)</p> <p data-bbox="512 571 1209 645">Oct. 2009    Managing Director of Enterprise Turnaround Initiative Corporation of Japan (currently Regional Economy Vitalization Corporation of Japan)</p> <p data-bbox="512 654 1209 712">Dec. 2010    Director and Executive Vice President of Japan Airlines Co., Ltd.</p> <p data-bbox="512 721 1209 750">Jun. 2013    Senior Managing Executive Officer of World Co., Ltd.</p> <p data-bbox="512 759 1209 788">Feb. 2015    President of Akindo Sushiro Co., Ltd.</p> <p data-bbox="512 797 1209 855">Mar. 2015    President &amp; CEO of Sushiro Global Holdings Co., Ltd. (currently FOOD &amp; LIFE COMPANIES LTD.) (present)</p> <p data-bbox="512 864 1209 943">Oct. 2015    Representative Director of Sushiro Creative Dining Ltd. (currently FOOD &amp; LIFE INNOVATIONS LTD.) (present)</p> <p data-bbox="512 952 1209 981">Oct. 2019    Chairman of Akindo Sushiro Co., Ltd. (present)</p> <p data-bbox="512 990 1209 1019">Apr. 2021    Chairman and Director of Kyotaru Co., Ltd. (present)</p> <p data-bbox="512 1028 1209 1057">May 2022    Outside Director of the Company (present)</p>	-
		<p data-bbox="512 1064 1066 1093"><b>Significant concurrent positions outside the Company</b></p> <p data-bbox="512 1102 1066 1131">President &amp; CEO of FOOD &amp; LIFE COMPANIES LTD.</p>	
		<p data-bbox="512 1142 1369 1200"><b>Reasons for nominating the candidate as outside Director and overview of expected roles</b></p> <p data-bbox="512 1205 1369 1355">Koichi Mizutome has been nominated as a candidate for outside Director as the Company believes that the candidate is qualified for the position due to the candidate's rich experience and insight gained through experience in business transformation at a global consulting firm and as a business manager at various companies, and with the expectation that these assets can benefit the management of the Company. Accordingly, the Company proposes the candidate's election as outside Director.</p> <p data-bbox="512 1364 1369 1485">As an outside Director who is independent from management, the Company expects that the candidate will play an appropriate role in enhancing the supervisory function of the Board of Directors of the Company by supervising and providing advice, etc. on the execution of duties by Directors, mainly from the perspective of a corporate manager of global corporations in multiple industry sectors.</p> <p data-bbox="512 1494 826 1523"><b>Independence of the candidate</b></p> <p data-bbox="512 1532 1369 1608">The Company has appointed Koichi Mizutome as an independent officer as provided for by the Tokyo Stock Exchange and notified the exchange to that effect. If the candidate is reelected, the Company will continue to have the candidate as an independent officer.</p> <p data-bbox="512 1617 799 1646"><b>Agreement limiting liability</b></p> <p data-bbox="512 1655 1369 1807">In accordance with provisions of Article 427, paragraph 1 of the Companies Act and Article 27, paragraph 2 of the Articles of Incorporation, the Company has entered into an agreement with Koichi Mizutome to limit the liability for damages under Article 423, paragraph 1 of the Companies Act to the extent of the minimum liability amount prescribed under Article 425, paragraph 1 of the Companies Act. If the candidate is reelected, the Company will continue the agreement with the candidate.</p>	

No.	Name (Date of Birth)	Career Summary, and Positions and Responsibility in the Company	Number of the Company's Shares Owned
9	<p data-bbox="331 902 475 981">&lt;Reelection&gt; &lt;Outside&gt; &lt;Independent&gt;</p> <p data-bbox="308 1014 499 1070">Tatsuhiko Matsuoka (August 6, 1972)</p> <p data-bbox="316 1104 491 1160">Tenure as outside Director</p> <p data-bbox="339 1160 499 1249">1 year (at the conclusion of this General Meeting of Shareholders)</p> <p data-bbox="308 1294 499 1395">Attendance at Board of Directors meetings 11/11</p>	<p data-bbox="515 365 1177 421">Apr. 1998    Joined Nippon Advanced Technology Co., Ltd. (currently Mitsubishi Electric Software Corporation)</p> <p data-bbox="515 432 1114 488">Apr. 2001    Joined Arthur Andersen, LLP. (currently PwC Consulting LLC)</p> <p data-bbox="515 499 1185 555">Aug. 2002    Transferred to KPMG Consulting Co., Ltd. (currently PwC Consulting LLC)</p> <p data-bbox="515 566 1137 622">Oct. 2008    Joined SIGMAXYZ Inc. (currently SIGMAXYZ Holdings Inc.)</p> <p data-bbox="515 633 1153 689">Nov. 2014    Information, Communications and media industry Managing Director of SIGMAXYZ Inc.</p> <p data-bbox="515 701 1185 757">Apr. 2015    Digital Force Managing Director of SIGMAXYZ Inc.</p> <p data-bbox="515 768 1169 824">Apr. 2017    Research Advisor of Artificial Intelligence Research Center of National Institute of Advanced Industrial Science and Technology (AIST) (present)</p> <p data-bbox="515 835 1217 913">Apr. 2019    Senior Executive Officer, Head of Digital Sherpa and Chief Information Security Officer (CISO) of SIGMAXYZ Inc. (currently SIGMAXYZ Holdings Inc.)</p> <p data-bbox="515 925 1201 1003">Apr. 2020    Senior Executive Officer, Head of Industry Sherpa and Chief Information Security Officer (CISO) of SIGMAXYZ Inc.</p> <p data-bbox="515 1014 1106 1070">Oct. 2021    Senior Executive Officer of SIGMAXYZ Inc.</p> <p data-bbox="515 1081 1074 1137">May 2022    Outside Director of the Company (present)</p> <p data-bbox="515 1149 1129 1205">Oct. 2022    Managing Executive Officer of Rise Consulting Group, Inc. (present)</p>	-
		<p data-bbox="515 1137 1066 1171"><b>Significant concurrent positions outside the Company</b></p> <p data-bbox="515 1171 1090 1205">Managing Executive Officer of Rise Consulting Group, Inc.</p>	
		<p data-bbox="515 1216 1369 1272"><b>Reasons for nominating the candidate as outside Director and overview of expected roles</b></p> <p data-bbox="515 1272 1361 1451">Tatsuhiko Matsuoka has been nominated as a candidate for outside Director as the Company believes that the candidate is qualified for the position due to the candidate's many achievements as a person in charge of comprehensive services utilizing IT and digital expertise, and as a manager of information security division, at a major corporation (IT consulting) and with the expectation that these assets can benefit the management of the Company. Accordingly, the Company proposes the candidate's election as outside Director.</p> <p data-bbox="515 1462 1369 1574">As an outside Director who is independent from management, the Company expects that the candidate will play an appropriate role in enhancing the supervisory function of the Board of Directors of the Company by supervising and providing advice, etc. on the execution of duties by Directors, mainly from his perspective as an expert in IT, digital and information security.</p> <p data-bbox="515 1585 834 1619"><b>Independence of the candidate</b></p> <p data-bbox="515 1619 1361 1731">The Company has appointed Tatsuhiko Matsuoka as an independent officer as provided for by the Tokyo Stock Exchange and notified the exchange to that effect. If the candidate is reelected, the Company will continue to have the candidate as an independent officer.</p> <p data-bbox="515 1742 802 1776"><b>Agreement limiting liability</b></p> <p data-bbox="515 1776 1377 1933">In accordance with provisions of Article 427, paragraph 1 of the Companies Act and Article 27, paragraph 2 of the Articles of Incorporation, the Company has entered into an agreement with Tatsuhiko Matsuoka to limit the liability for damages under Article 423, paragraph 1 of the Companies Act to the extent of the minimum liability amount prescribed under Article 425, paragraph 1 of the Companies Act. If the candidate is reelected, the Company will continue the agreement with the candidate.</p>	

No.	Name (Date of Birth)	Career Summary, and Positions and Responsibility in the Company	Number of the Company's Shares Owned
10	<p>&lt;Reelection&gt; &lt;Outside&gt; &lt;Independent&gt;</p> <p>Kazuo Nishiyama (April 9, 1975)</p> <p>Tenure as outside Director 1 year (at the conclusion of this General Meeting of Shareholders)</p> <p>Attendance at Board of Directors meetings 11/11</p>	<p>Jul. 2003      Joined Sony Corporation (currently Sony Group Corporation)</p> <p>Apr. 2007      General Manager of Business Strategy Office, Chemical &amp; Energy Department of Sony Corporation</p> <p>Apr. 2012      General Manager of Corporate Planning and Promotion Department of Sony Corporation</p> <p>Feb. 2014      Head of SRE Business Preparation Office of Sony Corporation</p> <p>Apr. 2014      President &amp; Chief Executive Officer (Representative Director) of Sony Real Estate Corporation (currently SRE Holdings Corporation) (present)</p> <p>Oct. 2018      President &amp; Chief Executive Officer (Representative Director) of SRE AI Partners Corporation (present)</p> <p>May 2022      Outside Director of the Company (present)</p>	-
		<p><b>Significant concurrent positions outside the Company</b> President &amp; Chief Executive Officer (Representative Director) of SRE Holdings Corporation</p>	
		<p><b>Reasons for nominating the candidate as outside Director and overview of expected roles</b> Kazuo Nishiyama has been nominated as a candidate for outside Director as the Company believes that the candidate is qualified for the position due to the candidate's experience and insight gained as a founder and manager of major corporations (IT and real estate) and with the expectation that these assets can benefit the management of the Company, mainly in its new businesses. Accordingly, the Company proposes the candidate's election as outside Director.</p> <p>As an outside Director who is independent from management, the Company expects that the candidate will play an appropriate role in enhancing the supervisory function of the Board of Directors of the Company by supervising and providing advice, etc. on the execution of duties by Directors, mainly from the perspective of IT and as a founder and manager of corporations in industries outside the Company's scope of business.</p> <p><b>Independence of the candidate</b> The Company has appointed Kazuo Nishiyama as an independent officer as provided for by the Tokyo Stock Exchange and notified the exchange to that effect. If the candidate is reelected, the Company will continue to have the candidate as an independent officer.</p> <p><b>Agreement limiting liability</b> In accordance with provisions of Article 427, paragraph 1 of the Companies Act and Article 27, paragraph 2 of the Articles of Incorporation, the Company has entered into an agreement with Kazuo Nishiyama to limit the liability for damages under Article 423, paragraph 1 of the Companies Act to the extent of the minimum liability amount prescribed under Article 425, paragraph 1 of the Companies Act. If the candidate is reelected, the Company will continue the agreement with the candidate.</p>	

- Notes: 1. Each of the candidates has no special interest in the Company.
2. "Number of the Company's Shares Owned" indicates the number of shares owned as of February 28, 2023.
3. The Company has entered into a liability insurance contract with an insurance company for officers as stipulated in Article 430-3, paragraph 1 of the Companies Act, with all officers, etc. of the Company (and some subsidiaries) as insureds. The insurance contract covers damages suffered by the insureds due to claims for damages made against them arising from their acts (including omissions) carried out in the course of their duties. However, there are certain exemptions to the contract, such as not being covered for damages arising from acts carried out while aware that such acts would be in violation of laws and regulations. If the election of the candidates for Director is approved, each of the candidates will be insured under the relevant insurance contract. The insurance premiums are paid in full by the Company, including the special clause. The Company plans to renew the insurance contract during each candidate's term of office.

**Proposal 2: Election of One (1) Audit & Supervisory Board Member**

The term of office of Audit & Supervisory Board Member Wataru Maekawa will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes the election of one Audit & Supervisory Board Member.

The consent of the Audit & Supervisory Board has been obtained for this proposal.

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

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[Reference] Policy and procedures in determining the candidates for Audit & Supervisory Board Member

The policy and procedures for the Board of Directors in determining the candidates for Audit & Supervisory Board Member are as follows.

■Policy

- The individuals nominated and elected for Audit & Supervisory Board Member shall be suitably qualified to be Audit & Supervisory Board Members, shall have independence from the Company, and shall be able to perform the role for the full term of office.

■Procedure

- Concerning the procedure for nominating and electing candidates for Audit & Supervisory Board Member, the Representative Director shall submit an original proposal for candidates, then, after consent has been obtained from the Audit & Supervisory Board, the final decision regarding nomination is made by the Directors at the Board of Directors meeting.

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[Reference] Skills matrix of Directors and Audit & Supervisory Board Members

Please refer to page 19 of this notice for a skills matrix of Directors and Audit & Supervisory Board Members in the event that Proposal 1 and Proposal 2 are approved and adopted as originally proposed.



Name (Date of Birth)	Career Summary, and Positions in the Company	Number of the Company's Shares Owned
<New election> <Outside> <Independent>  Kyoko Mogi (February 1, 1984)	Jan. 2011 Registered as an Attorney at Law (Dai-Ichi Tokyo Bar Association)	-
	Jan. 2011 Joined Tokyo Sanno Law Office	
	Sept. 2015 Joined HAYABUSA ASUKA LAW OFFICES	
	May 2018 Joined southgate (present)	
	Feb. 2021 Seconded to Gleiss Lutz Hootz Hirsch (Germany)	
	Dec. 2022 Registered as an Attorney at Law of California	
	<b>Significant concurrent positions outside the Company</b>	
	southgate	
	<b>Reasons for nominating the candidate as External Statutory Auditor</b>	
	Kyoko Mogi has been nominated as a candidate for External Statutory Auditor, although the candidate has never participated in the management of companies, as the Company believes that the candidate is qualified for the position with the expectation that the candidate would reflect, in audits of the Company, the candidate's professional view as well as rich experience and insight of corporate legal affairs as an attorney at law. Accordingly, the Company proposes the candidate's election as External Statutory Auditor.	
	<b>Independence of the candidate</b>	
	Kyoko Mogi satisfies the requirements for an independent officer as provided for by the Tokyo Stock Exchange. If the candidate is elected, the Company will appoint the candidate as an independent officer and notify the exchange to that effect.	
	<b>Agreement limiting liability</b>	
	In accordance with provisions of Article 427, paragraph 1 of the Companies Act and Article 34, paragraph 2 of the Articles of Incorporation, the Company will enter into an agreement with Kyoko Mogi to limit the liability for damages under Article 423, paragraph 1 of the Companies Act to the extent of the minimum liability amount prescribed under Article 425, paragraph 1 of the Companies Act.	

Notes: 1. The candidate has no special interest in the Company.

2. "Number of the Company's Shares Owned" indicates the number of shares owned as of February 28, 2023.

3. The Company has entered into a liability insurance contract with an insurance company for officers as stipulated in Article 430-3, paragraph 1 of the Companies Act, with all officers, etc. of the Company (and some subsidiaries) as insureds. The insurance contract covers damages suffered by the insureds due to claims for damages made against them arising from their acts (including omissions) carried out in the course of their duties. However, there are certain exemptions to the contract, such as not being covered for damages arising from acts carried out while aware that such acts would be in violation of laws and regulations. If the election of the candidates for Audit & Supervisory Board Member is approved, the candidate will be insured under the relevant insurance contract. The insurance premiums are paid in full by the Company, including the special clause. The Company plans to renew the insurance contract during candidate's term of office.

[Reference] Audit & Supervisory Board Members after elections (scheduled)

Name		Current positions in the Company	Significant concurrent positions outside the Company
Tsuyoshi Matsuda		Standing Statutory Auditor	–
Kazuhiko Ebihara	Independent External	External Statutory Auditor	–
Yoshiko Hayama	Independent External	External Statutory Auditor	Representative of Yoshiko Hayama Certified Public Accountant Office Outside Director of SUGI HOLDINGS CO., LTD. Independent Director of Zensho Holdings Co., Ltd.
Kyoko Mogi	Independent External	External Statutory Auditor	southgate

Note: The term of office of an Audit & Supervisory Board Member of the Company is four years. Tsuyoshi Matsuda and Kazuhiko Ebihara were elected at the 70th Ordinary General Meeting of Shareholders held on May 28, 2020. Yoshiko Hayama was elected at the 72nd Ordinary General Meeting of Shareholders held on May 25, 2022. Kazuhiko Ebihara and Yoshiko Hayama were designated independent officers as provided for by the Tokyo Stock Exchange, to which a notification was made to that effect. There are three External Statutory Auditors who are independent officers.

[Reference] Skills matrix of Directors and Audit & Supervisory Board Members

The skills matrix of Directors and Audit & Supervisory Board Members is as follows in the event that Proposal 1 and Proposal 2 are approved and adopted as originally proposed.

			Knowledge, experience, and capabilities, etc., of Directors and Audit & Supervisory Board Members							
			Corporate management	Sales/marketing	Product SCM	Global	IT/DX	Legal/risk management	Finance/accounting	ESG
Director	Internal	Michio Fukuda	•		•				•	•
		Osamu Kimura	•	•	•					
		Masayuki Kindo	•					•	•	
		Yoshiaki Kitamura	•	•	•	•				
		Taiki Fukuda	•			•				•
	Outside	Satoshi Akutsu		•	•	•				•
		Hiromi Horie		•	•	•				•
		Koichi Mizutome	•	•	•	•				
		Tatsuhiko Matsuoka		•	•		•			
		Kazuo Nishiyama	•		•		•		•	•
Audit & Supervisory Board Member	Internal	Tsuyoshi Matsuda				•		•	•	
		Kazuhiko Ebihara				•			•	
	Outside	Yoshiko Hayama						•	•	•
		Kyoko Mogi				•		•		

- Notes: 1. The above list presents the particular fields in which the Company's Directors and Audit & Supervisory Board Members are expected to demonstrate expertise. It does not represent all of their knowledge.  
2. The aspect of personnel and HR is included in "Corporate management."  
3. SCM stands for supply chain management.

### **Proposal 3: Revision of Details of Performance-Linked and Share-Based Compensation for Directors**

#### 1. Reason for the proposal and reasons for justifying the revision

The Company received approval for a performance-linked and share-based compensation plan (hereinafter, the “Plan”) for Directors of the Company (excluding outside Directors and those not residents of Japan; hereafter the same shall apply within this Proposal) at the 66th Ordinary General Meeting of Shareholders held on May 26, 2016, and approval for revision of its contents at the 70th Ordinary General Meeting of Shareholders held on May 28, 2020, and the 72nd Ordinary General Meeting of Shareholders held on May 26, 2022.

The three fiscal years (from the fiscal year ended February 28, 2021 to the fiscal year ended February 28, 2023) covered by the Plan have now ended, however, the Company now seeks approval to partially revise the details of the Plan for the purpose of having it continue beyond the fiscal year ending February 29, 2024.

The revision of the Plan is based on the “Policy on Determination of Details of Compensation of Individual Directors,” the overview of which is provided on page 40 of this notice (in Japanese only), and aims to further heighten the awareness of Directors toward contributing to improving the Company’s operating performance and to increasing corporate value over the medium and long term, and the Company believes it reasonable to adopt this Plan.

If this proposal is approved, the Company plans to change the wording of “d. Policy Regarding Determination of Details of Performance-Linked Compensation and Non-Monetary Compensation, and Calculation Method of Number and Amounts Thereof (Including Policy Regarding Determination of Timing and Conditions for Awarding Compensation, etc.)” within policy on determination of details of compensation of individual Directors so as to align with the approved details.

The number of Directors eligible for the Plan after the revision is five provided that Proposal 1 “Election of Ten (10) Directors” is approved as originally proposed.

#### 2. Details, etc. of the Plan revision

The Company would like to partially revise the details of the previous Plan for the purpose of having it continue. The changes apply to the parts of the Plan that relate to the timing of the delivery and payment (hereinafter, “Delivery, etc.”) of the Company’s shares to Directors and the method of calculating the amount of money equivalent to the Company’s shares acquired by Directors and converted into cash (hereinafter, “the Company’s Shares, etc.”).

#### 3. Details, etc. of the Plan after amendment

##### (1) Overview of the Plan

The Plan is a share-based compensation plan in which shares of the Company are acquired through a trust using funds for the amount of compensation for Directors contributed by the Company, and the Delivery, etc. of the Company’s Shares, etc. is made to Directors through the trust according to their position and the degree of operating performance achieved in a period of three consecutive fiscal years (hereinafter in this proposal, each fiscal year referred to as “Fiscal Year Applicable for Assessment”).

##### (2) Method of Calculating the Number of the Company’s Shares, etc. to be Acquired by Directors

The number of the Company’s Shares, etc. for Delivery, etc. to Directors is decided based

on points awarded at a certain time every year according to their position and operating performance in each fiscal year (year-on-year change in net sales and degree of operating income and operating margin achieved versus Company targets in the Fiscal Year Applicable for Assessment).

Primarily for the purpose of further improving corporate value over the medium-to-long term and enhancing shareholder value, the method of calculating the number of the Company's Shares, etc. for Delivery, etc. to Directors will now be amended so that the number is decided based on points awarded according to the year-on-year change in net sales and the degree of achievement versus the operating margin—both of which are also numerical targets in the medium-term management plan—as well as the result of comparing total shareholder return as an indicator of share price valuation with growth in the Tokyo Stock Price Index (TOPIX). One share shall be delivered for every point and if the Company's shares in the trust increase or decrease as a result of a share split, gratis allocation of shares, reverse share split, or other reason, the Company shall adjust the number of shares for Delivery, etc. for every point according to the percentage of increase or decrease.

● Details of the revision (Underlined parts are amended.)

Item	Before revision	After revision
Method of Calculating the Number of the Company's Shares, etc. to be Acquired by Directors	<ul style="list-style-type: none"> <li>Terms vary in accordance with the year-on-year change in net sales and degree of achievement versus the targets of <u>operating income and</u> operating margin.</li> <li>The number of shares is determined within the range of 0 to 200%.</li> </ul>	<ul style="list-style-type: none"> <li>Terms vary in accordance with the year-on-year change in net sales and degree of achievement versus the targets of operating margin, <u>as well as the result of comparing the Company's TSR with growth in the Tokyo Stock Price Index (TOPIX).</u></li> <li>The number of shares is determined within the range of 0 to 200%.</li> </ul>

(3) Timing of Delivery, etc., of the Company's Shares, etc., to Directors

In the current Plan, Directors were able to take Delivery, etc. of the Company's Shares, etc. after one year had elapsed from the beginning of each Fiscal Year Applicable for Assessment, but in order to further raise awareness of the need to align interest value with those of shareholders over the longer term, the Company will now make an amendment to the timing of Delivery, etc. so that Directors can take Delivery, etc. of the Company's Shares, etc. when stepping down from office.

● Details of the revision (Underlined parts are amended.)

Item	Before revision	After revision
Timing of Delivery, etc., of the Company's Shares, etc., to Directors	<u>After one year has elapsed as reckoned from the beginning of each Fiscal Year Applicable for Assessment. However, the Company's shares acquired through the Plan shall be held continuously by Directors for a period of at least two years after delivery.</u>	<u>In principle, when the Director has stepped down from office.</u>
	(Other items)	<u>Points for the Fiscal Year Applicable for Assessment that have ended on February 28, 2023, before this amendment, shall be awarded after one year has elapsed as reckoned from the beginning of the Fiscal Year Applicable for Assessment. However, the Company's shares shall be held continuously by Directors for a period of at least two years after delivery.</u>

There have been no other changes to the Plan.

● Key points of the Plan as approved by the 66th Ordinary General Meeting of Shareholders, 70th Ordinary General Meeting of Shareholders and 72nd Ordinary General Meeting of Shareholders

Item	Contents
Persons eligible for the Delivery, etc., of the Company's Shares, etc., under the Plan	Directors of the Company (excluding outside Directors and those not residents of Japan)
Maximum amount of money contributed by the Company and the method of acquisition of shares of the Company	<ul style="list-style-type: none"> <li>• A total of ¥732 million in the applicable period of three fiscal years</li> <li>• Shares of the Company are purchased on the stock market or from the Company (disposition of treasury shares).</li> </ul>
Maximum number of the Company's Shares, etc., acquired by Directors	<ul style="list-style-type: none"> <li>• No more than a total of 333,000 shares during a three-year period (111,000 shares per year)</li> <li>• 0.7% of the total number of issued shares (after deducting treasury shares as of February 29, 2020) (approximately 0.2% of the total number of shares outstanding per year)</li> </ul>
Voting rights concerning the shares of the Company in the Trust	In order to ensure neutrality toward management, voting rights shall not be exercised during the trust period.