

Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

Security Code 7987
[Date issued] June 5, 2023

To shareholders with voting rights

Hideaki Yumoto
President,
Nakabayashi Co., Ltd.
1-20 Kitahama-Higashi, Chuo-ku, Osaka

Notice of the 73rd Annual General Meeting of Shareholders

Now, we will convene our 73rd Annual General Meeting of Shareholders as follows.

When convening this general meeting of shareholders, the Company takes measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (matters for which measures for providing information in electronic format are to be taken) in electronic format, and posts this information on the Internet as “Notice of the 73rd Annual General Meeting of Shareholders.” Please access one of the following websites by using the Internet addresses shown below to review the information.

Website for posted informational materials for the general meeting of shareholders:

<https://d.sokai.jp/7987/teiji/> (in Japanese)

The Company’s website:

<https://www.nakabayashi.co.jp/> (in Japanese)

In addition to posting matters subject to measures for electronic provision on the websites above, the Company also posts this information on the website of Tokyo Stock Exchange, Inc. (TSE). To access this information from the following website, access the TSE website (Listed Company Search) by using the Internet address shown below, enter the issue name (company name) “Nakabayashi” or securities code “7987” (half-byte characters), and click “Search,” and then click “Basic information” and select “Documents for public inspection/PR information.”

TSE website (Listed Company Search):

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

While the status of the COVID-19 infection has been changed from Category II equivalent to a Category V Infectious Disease this year under the Infectious Disease Control Law, we will continue to hold this meeting after appropriate infection prevention measures have been implemented, as in the previous year.

In view of preventing the spread of infection, shareholders are kindly requested to carefully consider attending the general meeting of shareholders after checking the status of infection up to the day of the meeting, as well as their own physical condition. It is also recommended that shareholders exercise their voting rights in advance via the Internet, etc. or in writing.

Please review the reference documents for the general meeting of shareholders described below and exercise your voting rights by 5:30 p.m. (our closing time) on June 22, 2023 (Thursday), according to the information described below.

1. Date and Time: June 23, 2023 (Friday), 10:00 a.m. (Reception is scheduled to commence at 9:30 a.m.)

2. Place: Our Osaka Head office 9th floor hall,
1-20 Kitahama-Higashi, Chuo-ku, Osaka
Please be advised that depending on the situation of the spread of COVID-19, measures may be taken as appropriate at the venue in view of preventing the spread of infection. Also, it may be the case that not all of our executives attend the meeting, or that some attend the meeting online.

3. Meeting Agenda

Matters to be reported

1. Contents of the 73rd (from April 1, 2022 to March 31, 2023) Business Report, Contents of the Consolidated Financial Statements, and Report on the results of the audit of the Consolidated Financial Statements of the accounting auditor and the Audit and Supervisory Committee
2. Report on the Non-consolidated Financial Statements for the 73rd fiscal term (from April 1, 2022 to March 31, 2023)

Proposals to be resolved

- | | |
|-----------------------|---|
| Proposal No. 1 | Appropriation of Surplus |
| Proposal No. 2 | Election of Six (6) 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 One (1) Substitute Director Who Is an Audit and Supervisory Committee Member |

4. Information on the Exercise of Voting Rights

- (1) In the case of the exercise of voting rights by Electromagnetic Methods
 - 1) Voting on the Internet
When exercising voting rights over the Internet, refer to “I. Voting on the Internet” on page 4, and then exercise your voting rights by 5:30 p.m. (our closing time) on June 22, 2023 (Thursday).
 - 2) Electronic Voting Platform
With regard to the nominated shareholders (including standing proxies) of the trust management bank, etc., if an application has been made in advance for the use of the electronic voting platform operated by ICJ, Inc., a joint venture company established by the Tokyo Stock Exchange, Inc. etc., such platform may be used as an electromagnetic voting method for the general meeting of shareholders in addition to the exercise of voting rights via the Internet as described in 1) above.
- (2) In the case of the exercise of voting rights in writing
Please indicate your approval or disapproval on the enclosed voting rights exercise form and return it to us to arrive by 5:30 p.m. (our closing time) on June 22, 2023 (Thursday).
- (3) In the event that voting rights are exercised in duplicate by an electromagnetic method and in writing, voting rights exercised by the electromagnetic method shall be treated as valid. In addition, in the event that voting rights are exercised multiple times by electromagnetic methods (including cases where voting rights are exercised on different devices such as PCs and smartphones), the last voting rights exercised shall be treated as valid.
- (4) If there is no indication of approval or disapproval for a proposal on the voting form when voting in writing, it shall be treated as an indication of approval of the proposal.

5. Other Matters Concerning the Convocation of the General Meeting of Shareholders

In accordance with laws and regulations and the provisions of Article 14, Paragraph 2 of our Articles of Incorporation, the following matters are not included in the paper-based documents delivered to shareholders who have made a request for the delivery of such documents. Note that, for this general meeting of shareholders, paper-based documents including matters for which measures for providing information in electronic format are to be taken will be delivered to all shareholders regardless of whether they have made a request for the delivery of such documents. Therefore, the documents are part of the audit conducted by the Audit and Supervisory Committee and the accounting auditor when preparing the Audit Report.

- (1) Matters related to business reports:
“System to ensure that the execution of duties by Directors conforms to laws and ordinances and the Articles of Incorporation, and System to ensure the appropriateness of other business operations,” “Operational status of system to ensure the appropriateness of business operations”
- (2) Matters related to Consolidated Financial Statements:
“Consolidated Statements of Changes in Equity,” “Notes to Consolidated Financial Statements”
- (3) Matters related to Non-consolidated Financial Statements:
“Non-consolidated Statement of Changes in Equity,” “Notes to Non-consolidated Financial Statements”

- ◎ When attending the meeting on the day, please submit the enclosed voting rights exercise form to the venue reception desk. The application will commence at 9:30 a.m.
- ◎ In the event of any amendment to matters subject to measures for electronic provision, a notification to that effect, and the matters pre- and post-amendment, will be posted on our website (<https://www.nakabayashi.co.jp/>).
- ◎ [Cool Biz implemented] On the day of the event, we will wear light clothing (Cool Biz). We ask our shareholders to attend the meeting in light clothing.

<Requests for Shareholders>

- The above measures may be changed depending on the spread of infections by the day of the general meeting of shareholders or the content announced by the Government. Please also check outgoing information from our website (<https://www.nakabayashi.co.jp/>) (in Japanese).
- Please use your own discretion regarding mask wearing when attending the meeting. Company staff running the general meeting will take appropriate measures upon checking their physical condition, including body temperature checks.

If you are attending the General Meeting of Shareholders

Date and Time: June 23, 2023 (Friday) 10:00 a.m.
Place: Our Osaka Head office 9th floor hall
Please submit the enclosed voting rights exercise form to the venue reception desk.

If you are not attending the General Meeting of Shareholders

Exercise of voting rights via the Internet, etc.

Voting deadline Submit by 5:30 p.m.
on June 22, 2023 (Thursday)
Please refer to the following page for details, then enter your approval or disapproval of the proposals.

Exercise of voting rights in writing

Voting deadline Submit to arrive by 5:30 p.m.
on June 22, 2023 (Thursday)
Please indicate your approval or disapproval of the proposals on the enclosed voting rights exercise form, then return it to us.

Instructions for Voting by Electromagnetic Methods

I. Voting on the Internet

Please acknowledge the following matters in advance when exercising voting rights over the Internet.

1. Website for Exercising Voting Rights

The exercise of voting rights via the Internet is possible only by using the following website designated by us.

The website for exercising voting rights: <https://www.web54.net> (in Japanese)

2. Methods of Exercising Voting Rights

(1) For PC users

Please access the above address and use the “Voting Rights Exercise Code” and “Password” on the enclosed voting rights exercise form to enter your approval or disapproval according to the on-screen instructions.

(2) For smartphone users

Scan the “Smartphone Voting Rights Exercise website Login QR Code” on the enclosed voting rights exercise form to exercise your voting rights through the Smartphone Voting Rights Exercise website without needing to enter the “Voting Rights Exercise Code” and “Password.”

If the content of the exercise is changed after exercising your voting rights once, it is necessary to scan the QR code once again and enter the Voting Rights Exercise Code and Password on the voting rights exercise form.

(* “QR code” is a registered trademark of Denso Wave Incorporated.)

3. Handling of Exercising of Voting Rights

(1) The deadline for exercising voting rights is 5:30 p.m. on June 22, 2023 (Thursday). Please exercise your voting rights early.

(2) In the event that voting rights are exercised in duplicate over the Internet and in writing, voting rights exercised over the Internet shall be treated as valid. In addition, in the event that voting rights are exercised more than once over the Internet or in duplicate on a PC or smartphone, the last exercise of voting rights shall be treated as valid.

(3) Fees (such as connection fees) for providers and telecommunications carriers when using the website for exercising voting rights will be borne by shareholders.

(4) The website for exercising voting rights may not be available depending on the Internet usage environment of your PC.

4. Handling of Password and Voting Rights Exercise Code

(1) Passwords are important information used to confirm that voters are the shareholders themselves. Please handle your password with care like you would a seal impression or personal identification number.

(2) If you make a mistake more than a certain number of times, you will not be able to use the password. If you wish to have your password reissued, follow the instructions on the screen.

(3) The Voting Rights Exercise Code on the voting rights exercise form is valid only for this general meeting.

5. Contact Information for Questions Regarding Operating Procedures for PCs, etc.

(1) If you have any questions on operating procedures for PCs, etc. regarding the exercise of voting rights on this website, please contact the following.

Dial dedicated to Web Support for Sumitomo Mitsui Trust Bank, Limited
[Telephone] 0120 (652) 031 (reception time: 9:00 a.m. to 9:00 p.m.)

(2) For any other inquiries, please contact the following.

1) Shareholders who have an account with a securities company

For shareholders who have an account with a securities company, please contact your securities company.

2) Shareholders who do not have an account with a securities company (shareholders with a special account)

Stock Transfer Agency Business Planning Department, Sumitomo Mitsui Trust Bank, Limited
[Telephone] 0120 (782) 031 (reception time: 9:00 a.m. to 5:00 p.m., excludes weekends and holidays)

II. Electronic Voting Platform

Institutional investors who have applied in advance to use the “Electronic Voting Platform” operated by ICJ, Inc. are entitled to use the platform as an electromagnetic voting method for the general meeting of shareholders in addition to the exercise of voting rights via the Internet as described in I. above.

Reference Documents for the Annual General Meetings of Shareholders

Proposals and Reference Documents

Proposal No. 1 Appropriation of Surplus

Our basic policy on dividends is to maintain stable dividends in order to further improve profits, and to increase internal reserves while taking into account the strengthening of our management base and future business development, thereby ensuring a balance between the two.

In addition, we have decided to maintain a consolidated dividend payout ratio of 30% to 40% in the medium-term management plan formulated on May 14, 2021.

With regard to the year-end dividends for the current period, as a result of careful consideration of the business performance for the 73rd period, the basic policy on dividends as well as the forecast of business performance for the 74th period, we hereby propose the following.

- (1) Type of dividend property
Cash
- (2) Matters related to the allocation of the property for distribution to the shareholders, and the aggregate amount of the dividend
12 yen per share of our common stock
Total dividend: 328,874,280 yen
- (3) Effective date of the dividends of surplus
June 26, 2023

As no interim dividends have been paid, the annual dividends will be 12 yen per share of our common stock.

Proposal No. 2 Election of Six (6) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

At the conclusion of this general meeting, the terms of office of six Directors (excluding those who are Audit and Supervisory Committee Members) will expire. Therefore, we would like to request the appointment of six Directors (excluding those who are Audit and Supervisory Committee Members).

This proposal aims to continue to increase the flexibility of the Board of Directors in the fiscal year under review in order to respond to changing economic and social conditions, and to enhance the transparency and supervisory functions of the Board of Directors accordingly. To this end, the Company will maintain a composition of at least one-third outside Directors.

In addition, after consulting with the Nomination and Compensation Committee, the Audit and Supervisory Committee has reviewed the proposal and is of the opinion that it is appropriate.

The candidates for Director (excluding those who are Audit and Supervisory Committee Members) are as follows.

Candidate No.	Name		Present position in our or any other company
1	Hideaki Yumoto	Reappointment	President and Representative Director General manager of Business Division Representative Director of Sunlemon Co., Ltd.
2	Kazuyoshi Nakabayashi	Reappointment	Senior Managing Director Deputy General manager of Business Division President of NB Nakabayashi Co., Ltd. Representative Director of Teranishi Chemical Industry Co., Ltd.
3	Yoji Maeda	Reappointment	Director and Managing Executive Officer General Manager of CC Company In charge of New Business Development and Logistics Streamlining, in charge of Product Management Department President and Representative Director of Fujikogei-print Co., Ltd.
4	Katsuhiro Awaji	Reappointment	Director and Executive Officer, President of Tokyo Head Office, General Manager of Sales Dept. related to CC Company President and Representative Director of Fueru Sales Co., Ltd.
5	Shinichi Aoyama	Reappointment	Director and Executive Officer, General Manager of BPS Company, General Manager of Headquarters Plant
6	Kimihiko Koizumi	New appointment Outside Director	Managing Executive Officer, General Manager of Corporate Business Division of AGS Corporation

Candidate No.	Name (Date of birth)	Brief biographical outline, position, responsibilities, and other important concurrent posts	Number of our shares owned:
1	<p style="text-align: center;">Hideaki Yumoto (March 1, 1959)</p> <p style="text-align: center;"><u>Reappointment</u></p> <p style="text-align: center;">Years served as Director: 11 years</p>	<p>Dec. 1984 Joined our company</p> <p>Jan. 2001 Director of Sendai business office</p> <p>Apr. 2009 Deputy General Manager of Manufacturing and Sales Company, General Manager of Manufacturing and Sales Department</p> <p>Apr. 2010 Executive Officer</p> <p>Jun. 2012 Director and General Manager of Loas Sales Department</p> <p>Jun. 2013 General Manager of Related Sales Dept.</p> <p>Apr. 2016 President of Manufacturing and Sales Company</p> <p>Jun. 2016 Managing Executive Officer</p> <p>Jan. 2017 President and Representative Director of Franklin Planner Japan Co., Ltd.</p> <p>Jun. 2017 Managing Director of the Company</p> <p>Jun. 2018 President and Representative Director General manager of Business Division (to present)</p> <p>Jun. 2020 Representative Director, President and Chief Executive Officer (to present)</p> <p>Jul. 2021 Representative Director of Sunlemon Co., Ltd. (to present)</p> <p>Significant Concurrent Positions Representative Director of Sunlemon Co., Ltd.</p>	34,549 shares
<p>Reason for appointment</p> <p>Based on his track record as a planning and sales representative and in charge of various sales channels ranging from regional to nationwide, his wealth of experience centered on products and sales channels, his track record in subsidiary management, and his track record in promoting and supervising all aspects of internal and external operations as Managing Director and Representative Director, we have determined that he remains qualified to serve as a Director.</p>			

Candidate No.	Name (Date of birth)	Brief biographical outline, position, responsibilities, and other important concurrent posts	Number of our shares owned:
2	<p>Kazuyoshi Nakabayashi (February 16, 1975)</p> <p><u>Reappointment</u> Years served as Director: 13 years</p>	<p>Apr. 1997 Joined our company</p> <p>Apr. 2008 Head of Manufacturing and Sales Company and General Manager of Planning Department</p> <p>Apr. 2009 Executive Officer Deputy General Manager of Business Division (to present)</p> <p>Jun. 2010 Director</p> <p>Jun. 2011 Managing Executive Officer</p> <p>Jun. 2012 Managing Director</p> <p>Jun. 2016 Senior Managing Director</p> <p>Dec. 2017 President of NB Nakabayashi Co., Ltd. (to present)</p> <p>Jan. 2019 Executive Vice President of Teranishi Chemical Industry Co., Ltd.</p> <p>Jun. 2019 Representative Director of Teranishi Chemical Industry Co., Ltd. (to present)</p> <p>Jun. 2020 Director, Senior Managing Executive Officer of the Company (to present)</p> <p>Significant Concurrent Positions President of NB Nakabayashi Co., Ltd. Representative Director of Teranishi Chemical Industry Co., Ltd.</p>	47,727 shares
<p>Reason for appointment</p> <p>As our Director, Senior Managing Executive Officer, he has been promoting the development of new businesses by taking advantage of his work experience in product sales, product planning, public relations, and overseas subsidiary management, and has been in charge of the management of the Group. Based on the fact that he has a high level of knowledge based on his wide range of experience, we have determined that he remains qualified to serve as a Director.</p>			

Candidate No.	Name (Date of birth)	Brief biographical outline, position, responsibilities, and other important concurrent posts	Number of our shares owned:
3	<p style="text-align: center;">Yoji Maeda (October 29, 1961)</p> <p style="text-align: center;"><u>Reappointment</u> Years served as Director: 9 years</p>	<p>Apr. 1980 Joined our company</p> <p>Apr. 2011 General Manager of Product Management Department of Manufacturing and Sales Company</p> <p>Apr. 2012 Executive Officer</p> <p>Jun. 2012 Deputy General Manager of Related Companies Headquarters General Manager of Shimane Regional H.Q. President and Representative Director of Shimane Nakabayashi Co., Ltd.</p> <p>Jun. 2014 Director</p> <p>Jun. 2017 Managing Executive Officer</p> <p>Jun. 2018 Managing Director</p> <p>Apr. 2020 President and Representative Director of Fujikogei-print Co., Ltd. (to present)</p> <p>Jun. 2020 Director and Managing Executive Officer (to present)</p> <p>Oct. 2022 General Manager of CC Company In charge of New Business Development and Logistics Streamlining, in charge of Product Management Department (to present)</p> <p>Significant Concurrent Positions President and Representative Director of Fujikogei-print Co., Ltd.</p>	21,454 shares
<p>Reason for appointment</p> <p>He has been in charge of the distribution and manufacturing divisions, etc. and has a track record of innovation in the distribution divisions and abundant experience mainly in the manufacturing divisions. He has improved the performance of the manufacturing subsidiaries, and based on his track record in reforming the production system and improving the efficiency of facility upgrades, as well as a track record in developing new businesses, we have determined that he remains qualified to serve as a Director.</p>			

Candidate No.	Name (Date of birth)	Brief biographical outline, position, responsibilities, and other important concurrent posts	Number of our shares owned:
4	<p>Katsuhiro Awaji (July 16, 1963)</p> <p><u>Reappointment</u> Years served as Director: 2 years</p>	<p>Apr. 1986 Joined our company</p> <p>Jun. 2013 President and Representative Director of Fueru Sales Co., Ltd. (to present)</p> <p>Apr. 2015 General Manager at the Company</p> <p>Jun. 2017 Executive Officer</p> <p>Jun. 2018 General Manager of Related Sales Dept. of Manufacturing and Sales Company (to present)</p> <p>Apr. 2019 President of Tokyo Head Office (to present)</p> <p>Jun. 2019 Director and Executive Officer</p> <p>Jun. 2020 Senior Executive Officer</p> <p>Jun. 2022 Director and Executive Officer (to present)</p> <p>Significant Concurrent Positions President and Representative Director of Fueru Sales Co., Ltd.</p>	17,185 shares
		<p>Reason for appointment</p> <p>To date, he has achieved a track record in sales channels such as stationery wholesale and retail store sales of the Manufacturing and Sales Company (currently CC Company), and has demonstrated his ability to grow sales in e-commerce sales and contribute to the acquisition of new sales channels. Based on the above, we have determined that he remains qualified to serve as a Director.</p>	
5	<p>Shinichi Aoyama (March 16, 1964)</p> <p><u>Reappointment</u> Years served as Director: 1 year</p>	<p>Apr. 1986 Joined our company</p> <p>Apr. 2007 General Manager of Sakai Factory</p> <p>Apr. 2013 General Manager at the Company</p> <p>Jun. 2013 Director of Hyogo Nakabayashi Co., Ltd.</p> <p>Jun. 2018 Executive Officer, in charge of Purchasing Dept. (to present)</p> <p>Oct. 2019 General Manager of Headquarters Plant, BPS Company (to present)</p> <p>Mar. 2022 President of BPS Company (to present)</p> <p>Jun. 2022 Director and Executive Officer (to present)</p>	13,297 shares
		<p>Reason for appointment</p> <p>He has been in charge of our manufacturing department and has extensive experience. He has reformed the production system and improved the efficiency of facility upgrades, and in his concurrent positions as the General Manager of the Headquarters Plant and the General Manager of BPS Company, he has demonstrated his ability to contribute to the improvement of the Company's performance through collaboration between manufacturing and sales. Based on the above, we have determined that he remains qualified to serve as a Director.</p>	

Candidate No.	Name (Date of birth)	Brief biographical outline, position, responsibilities, and other important concurrent posts	Number of our shares owned:
6	<p style="text-align: center;">Kimihiko Koizumi (September 1, 1959)</p> <p style="text-align: center;">New appointment Outside Director</p> <p>Years served as Director: 0 years</p>	<p>Apr. 1983 Joined The Kyowa Bank, Ltd. (currently Resona Bank, Limited)</p> <p>Feb. 2001 General Manager of Okabe branch, The Asahi Bank, Ltd. (currently Saitama Resona Bank, Limited)</p> <p>Oct. 2002 General Manager of Misato branch</p> <p>Apr. 2004 Promotion Officer of West Saitama Area Head Office of Saitama Resona Bank, Limited</p> <p>Jul. 2006 General Manager of Soka branch</p> <p>Oct. 2009 General Manager of Corporate Division and General Manager of Corporate Pension Promotion Office</p> <p>Apr. 2013 Executive Officer, General Manager of East Saitama Area Head Office</p> <p>Apr. 2016 Managing Executive Officer, Deputy General Manager of Business Development Division, AGS Corporation</p> <p>Jun. 2016 President and Representative Director of AGS System Advisory Corporation</p> <p>Jun. 2016 Managing Executive Officer, Deputy General Manager of Business Development Division and in charge of Sales Division, AGS Corporation</p> <p>Apr. 2019 Managing Executive Officer, General Manager of Corporate Business Division</p> <p>Apr. 2019 Director (part-time), AGS Business Computer Corporation</p> <p>Jul. 2019 Managing Executive Officer, General Manager of Corporate Business Division and General Manager of Healthcare Solutions Division, AGS Corporation</p> <p>Oct. 2019 Managing Executive Officer, General Manager of Corporate Business Division (to present)</p> <p>Significant Concurrent Positions Managing Executive Officer, General Manager of Corporate Business Division of AGS Corporation</p>	0 shares
<p>Reason for appointment</p> <p>Based on his abundant and wide-ranging experience ranging from sales to management at financial institutions and IT companies, we expect that he will provide useful opinions and suggestions with respect to our management from an external point of view as an outside Director. In order to further strengthen the functions of our Board of Directors, we have determined that he is qualified to serve as a Director.</p>			

- (Notes)
1. There is no special interest between each candidate and us.
 2. Mr. Kimihiko Koizumi is a candidate for outside Director.
 3. If Mr. Kimihiko Koizumi is appointed as an outside Director, we will enter into an agreement with him to limit his liability for damages pursuant to Article 423, Paragraph 1 of the Companies Act in accordance with Article 427, Paragraph 1 of the same Act. To summarize the content of the agreement, in the event that an outside Director causes damage to the Company due to negligence in his/her duties, when he/she performs his/her duties in good faith and without gross negligence, he/she shall be liable for the damage up to the minimum amount specified in Article 425, Paragraph 1 of the Companies Act.
 4. We have concluded an officer's liability insurance contract as set forth in Article 430-3, Paragraph 1 of the Companies Act with an insurance company and will cover the legal damages and litigation expenses incurred by the insured under the relevant insurance contract. If the appointment of each candidate is approved, he/she will be included as an insured of the relevant insurance contract. In addition, the contract is scheduled to be updated at the time of the next update.
 5. Mr. Kimihiko Koizumi meets the requirements for independent Directors as stipulated by the Tokyo Stock Exchange, and we will submit a notification for his appointment as an independent Director.

6. The number of our shares owned by each candidate includes the shares held by the Directors Shareholding Association and Employees Shareholding Association (numbers are rounded down to the nearest whole share).

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

At the conclusion of this general meeting, the terms of office of all three Directors who are Audit and Supervisory Committee Members will expire. Therefore, we would like to request the appointment of three Directors who are Audit and Supervisory Committee Members.

We have obtained the consent of the Audit and Supervisory Committee on this proposal.

The candidates for Directors who are Audit and Supervisory Committee Members are as follows.

Candidate No.	Name (Date of birth)	Brief biographical outline, position, responsibilities, and other important concurrent posts	Number of our shares owned:
1	<p>Fumio Kuribayashi (May 10, 1973)</p> <p><u>New appointment</u> Years served as Director: 0 years</p>	<p>Apr. 1996 Joined our company</p> <p>Apr. 2008 Manager of Tokyo Sales Department of DF Company</p> <p>Mar. 2013 Manager of Special Sales Department of Printing and Binding Company</p> <p>Apr. 2016 Manager of Internal Audit Office</p> <p>Jun. 2017 Head of Internal Audit Office (to present)</p>	5,871 shares
		<p>Reason for appointment</p> <p>He has extensive experience and knowledge of auditing operations as the head of the Internal Audit Office, as well as experience in sales and plant production management departments. He has deepened his knowledge on our business operations and is expected to contribute to further qualitative improvement of corporate governance of our Board of Directors. We have therefore determined that he is qualified to serve as a Director who is an Audit and Supervisory Committee Member.</p>	
2	<p>Naoko Nakatsukasa (April 8, 1965)</p> <p><u>Reappointment</u> <u>Outside Director</u> Years served as officer: 11 years (Total years since assuming office of auditor)</p>	<p>Apr. 1994 Completion of training at the Supreme Court Legal Training and Research Institute Registered with the Osaka Bar Association (joined Chuo Sogo Law Office, P.C.)</p> <p>Jun. 2002 Outside Corporate Auditor of SPK Co., Ltd.</p> <p>Apr. 2006 Registered as a New York attorney</p> <p>Apr. 2008 Part-time lecturer at Kyoto University's Graduate School of Law</p> <p>Jun. 2012 Outside Auditor of the Company</p> <p>Jun. 2015 Outside Director and Audit and Supervisory Committee Member of the Company (to present)</p> <p>Jun. 2020 Outside Director and Audit and Supervisory Committee Member of SPK Co., Ltd.</p> <p>Jun. 2021 Outside Director and Audit and Supervisory Committee Member of Yamazen Co., Ltd. (to present)</p> <p>May 2023 Outside Director and Audit and Supervisory Committee Member of WADAKOHSAN CORPORATION (to present)</p>	0 shares
		<p>Reason for appointment</p> <p>Based on her expertise, insight and experience as an attorney, she has been in charge of making appropriate recommendations from the standpoint of validity and appropriateness in decision-making regarding the execution of our business. In order to further improve the quality of corporate governance of our Board of Directors, we have determined that she remains qualified to serve as a Director who is an Audit and Supervisory Committee Member.</p>	

Candidate No.	Name (Date of birth)	Brief biographical outline, position, responsibilities, and other important concurrent posts	Number of our shares owned:
3	<p>Masahiro Hachimonji (July 16, 1969)</p> <p><u>Reappointment</u> <u>Outside Director</u></p> <p>Years served as Director: 4 years</p>	<p>Apr. 1992 Joined Hachimonji Accounting Office</p> <p>Jan. 2000 Registered as a certified public tax accountant (No. 89579)</p> <p>Jun. 2003 to Audit and Supervisory Board Member of Daiei May 2008 Taigen Co., Ltd. (currently Shokuryu Co., Ltd.)</p> <p>Jan. 2009 Auditor-secretary of Tadao Ando Cultural Foundation (to present)</p> <p>Feb. 2012 Representative Director of Hachimonji Consulting Co., Ltd. (to present)</p> <p>Jun. 2019 Outside Director and Audit and Supervisory Committee Member of the Company (to present)</p>	5,000 shares
<p>Reason for appointment</p> <p>Based on his wealth of experience and broad insight as manager of an accounting firm, he has been in charge of making appropriate recommendations from the standpoint of validity and appropriateness in decision-making regarding the execution of our business. In order to further improve the quality of corporate governance of our Board of Directors, we have determined that he remains qualified to serve as a Director who is an Audit and Supervisory Committee Member.</p>			

- (Notes)
- There is no special interest between each candidate and us.
 - Ms. Naoko Nakatsukasa and Mr. Masahiro Hachimonji are candidates for outside Director.
 - The term of office of Ms. Naoko Nakatsukasa as an outside Director shall be eight years as of the conclusion of this Annual General Meeting of Shareholders.
The term of office of Mr. Masahiro Hachimonji as an outside Director shall be four years as of the conclusion of this Annual General Meeting of Shareholders.
 - We have entered into agreements with Ms. Naoko Nakatsukasa and Mr. Masahiro Hachimonji to limit their liability for damages pursuant to Article 423, Paragraph 1 of the Companies Act in accordance with Article 427, Paragraph 1 of the same Act. To summarize the content of the agreement, in the event that an outside Director causes damage to the Company due to negligence in his/her duties, when he/she performs his/her duties in good faith and without gross negligence, he/she shall be liable for the damage up to the minimum liability amount specified in Article 425, Paragraph 1 of the Companies Act. If the reappointment of each candidate is approved, we plan to continue such agreements.
 - We have concluded an officer's liability insurance contract as set forth in Article 430-3, Paragraph 1 of the Companies Act with an insurance company and will cover the legal damages and litigation expenses incurred by the insured under the relevant insurance contract. If the reappointment of Ms. Naoko Nakatsukasa and Mr. Masahiro Hachimonji is approved, he/she will be included as an insured of the relevant insurance contract. In addition, the contract is scheduled to be updated at the time of the next update.
 - Ms. Naoko Nakatsukasa and Mr. Masahiro Hachimonji meet the requirements for independent Directors as stipulated by the Tokyo Stock Exchange, and in the event of their reappointment, we will continue to appoint both of them as independent Directors.
 - The number of our shares owned by each candidate includes the shares held by the Directors Shareholding Association and Employees Shareholding Association (numbers are rounded down to the nearest whole share).

Proposal No. 4 Election of One (1) Substitute Director Who Is an Audit and Supervisory Committee Member

In order to prepare for the possibility that the number of Directors who are Audit and Supervisory Committee Members falls below the number stipulated by the relevant laws and regulations, the Company proposes to elect one substitute Director who is an Audit and Supervisory Committee Member in advance. We have obtained the consent of the Audit and Supervisory Committee on this proposal.

The candidate for substitute Director who is an Audit and Supervisory Committee Member is as follows.

Name (Date of birth)	Brief biographical outline, position, responsibilities, and other important concurrent posts	Number of our shares owned:
<p style="text-align: center;">Takeshi Osawa (June 13, 1984)</p> <p style="text-align: center;"><u>Outside Director</u></p>	<p>Dec. 2012 Completion of training at the Supreme Court Legal Training and Research Institute Registered with the Osaka Bar Association (joined Chuo Sogo Law Office, P.C.)</p> <p>Jan. 2014 Change of registration to the Kyoto Bar Association Transferred to Kyoto Office of Chuo Sogo Law Office, P.C.</p> <p>Feb. 2015 Member of Management Lawyers Council</p> <p>Oct. 2022 Auditor at Link Therapeutics Inc. (to present)</p>	0 shares

- (Notes)
1. There is no special interest between the candidate and us.
 2. Mr. Takeshi Osawa is a candidate for substitute outside Director.
 3. Based on his expertise, insight and experience as an attorney, we expect that Mr. Takeshi Osawa will make appropriate recommendations from the standpoint of validity and appropriateness in decision-making regarding the execution of our business, and we propose his appointment as a substitute Director who is an Audit and Supervisory Committee Member.
 4. If Mr. Takeshi Osawa is appointed as outside Director who is an Audit and Supervisory Committee Member, we will enter into an agreement with him to limit his liability for damages pursuant to Article 423, Paragraph 1 of the Companies Act in accordance with Article 427, Paragraph 1 of the same Act. To summarize the content of the agreement, in the event that an outside Director causes damage to the Company due to negligence in his/her duties, when he/she performs his/her duties in good faith and without gross negligence, he/she shall be liable for the damage up to the minimum liability amount specified in Article 425, Paragraph 1 of the Companies Act.
 5. We have concluded an officer's liability insurance contract as set forth in Article 430-3, Paragraph 1 of the Companies Act with an insurance company and will cover the legal damages and litigation expenses incurred by the insured under the relevant insurance contract. If Mr. Takeshi Osawa is appointed as a Director who is an Audit and Supervisory Committee Member, he will be included as an insured of the relevant insurance contract. In addition, the contract is scheduled to be updated at the time of the next update.
 6. Mr. Takeshi Osawa meets the requirements for independent Directors as stipulated by the Tokyo Stock Exchange.
 7. Pursuant to the provisions of Article 20 of our Articles of Incorporation, the preliminary election of a substitute Director who is an Audit and Supervisory Committee Member shall be effective until the commencement of the annual general meeting of shareholders held two years after the general meeting of shareholders at which the appointment was made.

Reference [Skills Matrix]

Position	Name	Overall management	Sale by order	Product sales	Sales strategy	Technological development	Diversity	Financial accounting	Crisis & Legal affairs
President and Representative Director	Hideaki Yumoto	◎		◎	○	○			
Director and Senior Managing Executive Officer	Kazuyoshi Nakabayashi	○		○	○	○	○		
Director and Managing Executive Officer	Yoji Maeda	○	○	○	○	○			
Director and Executive Officer	Katsuhiro Awaji	○		○	○				
Director and Executive Officer	Shinichi Aoyama		○		○	○			
Candidate for outside Director	Kimihiko Koizumi	◎			○			◎	○
Candidate for Director and Full-time Audit and Supervisory Committee Member	Fumio Kuribayashi		○						○
Outside Director and Audit and Supervisory Committee Member	Naoko Nakatsukasa						○		○
Outside Director and Audit and Supervisory Committee Member	Masahiro Hachimonji	○						○	
	Note	Management experience			Including planning and logistics	Including manufacturing (plant) technology development and IT technology	Including gender and international perspectives		Crisis management and legal affairs