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Securities code: 9692
(Date of issue) April 1, 2026

To our shareholders:

1-11 Higashihara 5-chome, Zama-shi, Kanagawa
Computer Engineering & Consulting Ltd.
Takashi Himeno, Representative Director & President

Notice of the 58th Ordinary General Meeting of Shareholders

Greetings and best wishes.

Please note that the 58th Ordinary General Meeting of Shareholders of Computer Engineering & Consulting Ltd. (“Company”) will be held as described below.

In convening this meeting, the Company takes an electronic provision measure for information contained in reference documents for the General Meeting of Shareholders (“items provided electronically”). These items provided electronically are posted as the “Notice of the 58th Ordinary General Meeting of Shareholders” on the Company website. To view them, please visit the Company website at the URL below.

Company website:

https://www.cec-ltd.co.jp/en/ir/shareholders_meeting/

In addition to the website above, the items provided electronically are also posted on the Tokyo Stock Exchange (“TSE”) website. To view them, please visit the TSE website at the URL below (TSE Listed Company Search), enter the issue name (company name) “Computer Engineering & Consulting Ltd.” or the securities code “9692” to conduct search, and select “Basic information,” then “Documents for public inspection/PR information” to view the “Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting” under “Filed information available for public inspection.”

TSE website (TSE Listed Company Search):

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

If you are unable to attend the Meeting, you may exercise your voting rights via the Internet or in writing. Please review the reference documents for the General Meeting of Shareholders on either of the websites above and exercise your voting rights no later than 5:45 pm on Monday, April 20, 2026 (JST).

1 Date and time	10:00 am (reception opens 9:00 am), Tuesday, April 21, 2026 (JST)
2 Venue	Meeting Room, 6F, Building A, Company Head Office (Sagamino System Laboratory) 1-11 Higashihara 5-chome, Zama-shi, Kanagawa
3 Purposes of the Meeting	<p>Items to be reported</p> <ol style="list-style-type: none"> 1. Business report, consolidated financial statements, and reports on the results of audits of the consolidated financial statements by the Accounting Auditor and Audit and Supervisory Committee for the 58th fiscal period (February 1, 2025 – January 31, 2026) 2. Report on non-consolidated financial statements for the 58th fiscal period (February 1, 2025 – January 31, 2026) <p>Items to be resolved</p> <ol style="list-style-type: none"> Item No. 1 Appropriation of surplus Item No. 2 Election of nine (9) Directors who are not Audit and Supervisory Committee Members Item No. 3 Election of three (3) Directors who are Audit and Supervisory Committee Members Item No. 4 Election of one (1) substitute Directors who will be an Audit and Supervisory Committee Member
4 Decisions made in convening the meeting	<p>(1) Pursuant to laws and regulations and the Company's Articles of Incorporation, the following items provided electronically are not included in the printed documents to be delivered to shareholders who have requested delivery of printed documents. The Audit and Supervisory Committee and the Accounting Auditor have audited the documents subject to audit, including the following items:</p> <p>i) Business progress and results, issues to be addressed, transition of status of assets and profits and losses, main business, main business sites, state of employees, main lenders, other important information relating to present situation of the Group, information relating to shares of the Company, information on new share subscription rights from the Company, change of Directors during the reporting fiscal year, an outline of the contents of liability limitation agreements, an outline of the contents of the directors and officers liability insurance contract, information on Outside Directors, information on Accounting Auditors, an outline of a system to secure the appropriateness of the Company's operations and the operation status that are each stated in the Business Report; and ii) Consolidated Balance Sheet, Consolidated Statement of Income, Consolidated Statement of Changes in Shareholders' Equity, and Notes to Consolidated Financial Statements that are contained in Consolidated Financial Statements; iii) Balance Sheet, Statement of Income, Statement of Changes in Shareholders' Equity, and Notes to Non-consolidated Financial Statements that are contained in Non-consolidated Financial Statements; iv) financial audit report on Consolidated Financial Statements, financial audit report on Non-consolidated Financial Statements; and audit report by the Audit and Supervisory Committee that are contained in Audit Report.</p> <p>(2) If voting rights are exercised by a single voting right holder via the Internet or other electronic means and via a voting form, the exercise of the voting rights via the Internet or other electronic means shall be deemed valid. If voting rights are exercised by a single voting right holder more than once via the Internet or other electronic means, the last exercise of the voting rights shall be deemed valid.</p> <p>(3) Returned voting forms that have no indication of an affirmative or negative vote on each item of the agenda shall be deemed to indicate an affirmative vote on the item.</p>

- Please submit the voting form to the reception desk at the venue when you arrive on the day of the Meeting. Plans call for the reception to begin at 9:00 am.
- Any revisions to the items provided electronically will be announced on the Company website and the TSE website, together with the items before and after such revision.
- To lessen environmental impact, the number of copies of printed documents for the General Meeting of Shareholders distributed at the venue will be limited. If you will attend the Meeting and would like to view the documents during the Meeting, please print and bring them by yourself or make your own personal electronic device ready for displaying.
- Any changes in the proceedings of the General Meeting of Shareholders will be announced on the Company website (<https://www.ccc-ltd.co.jp>).
- No souvenirs will be provided to shareholders attending the General Meeting of Shareholders. We ask for your understanding.
- Notify the reception staff on the day of the Meeting if you require wheelchair assistance, assistance with written communication during reception, or other assistance.

Reference Document for the General Meeting of Shareholders

Item No. 1 Appropriation of surplus

The Company views returns of profits to shareholders as a major issue. Its basic policy is to pay stable dividends.

Based on a comprehensive consideration of business performance, financial standing, future business development, and other matters, the Company proposes the following for year-end dividends for the fiscal year under review. They amount to an increase of 10 yen from the year-end dividends for the previous fiscal year.

Matters concerning year-end dividends

Type of dividend property	Cash
Allocation of dividend property to shareholders and total amount thereof	Dividend per Company common share: 40 yen Total amount: 1,248,418,560 yen Combined with the interim dividend of 30 yen per share already paid, the above dividend will result in annual dividends of 70 yen per share.
Effective date of dividend of surplus	April 22, 2026

Item No. 2

Election of nine (9) Directors who are not Audit and Supervisory Committee Members

The terms of office of all nine (9) Directors (excluding Directors who are Audit and Supervisory Committee Members; the same applies hereafter in this proposal) shall expire upon the end of this General Meeting of Shareholders. Accordingly, the Company requests the approval of the appointment of nine (9) Directors.

Each candidate was selected by the Board of Directors after deliberation by the Nomination Committee, a majority of whose membership consists of Independent Outside Directors. The Audit and Supervisory Committee has reported no objection to the candidates or to the selection process.

The candidates for Directors are given below.

[Reference] List of candidates for Directors

No.	Name		Current Company position	Attributes	Attendance at meetings of the Board of Directors
1	Takashi Himeno	Reappointment	Representative Director & President	Male	18/18 times
2	Hideki Takagi	Reappointment	Director	Male	18/18 times
3	Atsushi Ookita	Reappointment	Director	Male	17/18 times
4	Yasuo Sakai	Reappointment	Director	Male	18/18 times
5	Futoshi Egami	Reappointment	Director	Male	14/14 times
6	Naoki Ishihara	Reappointment	Director	Male	14/14 times
7	Shizuyo Takahashi	Reappointment	Outside Director	Female Outside Independent	18/18 times
8	Noriko Kosugi	Reappointment	Outside Director	Female Outside Independent	18/18 times
9	Ryoichi Nawa	Reappointment	Outside Director	Male Outside Independent	14/14 times

No.

1

Takashi Himeno

(Date of birth: May 2, 1967)

Reappointment



Career summary and positions and responsibilities within the Company

April 1992 Joined the Company
February 2011 General Manager, Services Division 1, Platform Services Unit
February 2013 Unit President, Platform Services Unit
February 2014 Executive Officer
February 2020 Unit President, Security Services Unit, Platform Architect Business Group
April 2020 Director
 Unit President, Security Services Unit, Platform Architect Business Group
 Representative Director and President, COMSTAFF Co., Ltd.
February 2022 Group President, Platform Architect Business Group
February 2023 Representative Director & President (incumbent)

Company shares owned
10,200 shares

Years in office
6

Attendance at meetings of
the Board of Directors
18/18
(100%)

Reasons for nomination as candidate for Director

Having served as a Director since 2020, Mr. Takashi Himeno was appointed Representative Director in February 2023 after working in the Company's system creation, data center, and security service areas. Mr. Himeno has extensive knowledge, experience, and track record in the Company's business and management. The Company requests his reappointment as Director in light of his important role in the continuing growth and development of the Group.

No.
2

Hideki Takagi

Date of birth: December 11, 1968

Reappointment



Company shares owned

3,400 shares

Years in office

3

Attendance at meetings of the Board of Directors

18/18
(100%)

Career summary and positions and responsibilities within the Company

April 1992 Joined the Company
February 2011 Manager, Sales Division 3, PROVEQ Service Unit
February 2014 Unit President/Manager, Sales Division, PROVEQ Service Unit
February 2015 Unit President, Digital Engineering Unit
 Unit President, Product Development Support Unit
May 2020 Executive Officer (incumbent)
 Unit President, Data Center Services Unit, Service Integration
 Business Group
February 2021 Unit President, Security Services Unit, Platform Architect
 Business Group
February 2022 Unit President, Security Services Unit, Platform Architect
 Business Group
February 2023 Group President, Platform Architect Business Group
April 2023 Director
February 2024 Representative Director and President, Oita Computer
 Engineering & Consulting Ltd. (incumbent)
February 2025 Director responsible for Marketing and Business Strategy
 (incumbent)

Significant concurrent position

Representative Director and President, Oita Computer Engineering & Consulting Ltd.

Reasons for nomination as candidate for Director

Mr. Hideki Takagi has extensive experience and insights in the Company's system creation, data center, and security service areas. The Company requests his reappointment as Director in the expectation that he will continue to contribute to swift and appropriate decision-making by the Board.

No.
3

Atsushi Ookita

Date of birth: November 23, 1969

Reappointment



Career summary and positions and responsibilities within the Company

April 1990 Joined Robin Co., Ltd. (now CEC Customer Service Ltd.)
July 2007 Transferred to the Company
February 2013 General Manager, Services Division 2, Chubu Service Unit
February 2017 Unit President, Chubu Service Division 1, Industry Automation
 Business Group
May 2020 Executive Officer (incumbent)
 Unit President, Chubu Service Unit, Digital Industry Business
 Group
February 2022 Unit President, Nishinohon Service Unit, Area Control Business
 Group
February 2023 Group President, Service Integration Business Group
February 2023 President & CEO, Computer Engineering & Consulting
 (Shanghai), Ltd.
April 2023 Director
February 2024 Representative Director and President, COMSTAFF Co., Ltd.
 (incumbent)
February 2024 President, Computer Engineering & Consulting (Shanghai), Ltd.
February 2025 Director responsible for Quality Reforms (incumbent)
January 2026 President & CEO, Computer Engineering & Consulting
 (Shanghai), Ltd. (incumbent)

Company shares owned

1,500 shares

Years in office

3

Attendance at meetings of the Board of Directors

17/18
(94%)

Significant concurrent position

Representative Director and President, COMSTAFF Co., Ltd.
President & CEO, Computer Engineering & Consulting (Shanghai), Ltd.

Reasons for nomination as candidate for Director

Mr. Atsushi Ookita has extensive experience and insights in system development and related areas in the assembly and manufacturing industry. The Company requests his reappointment as Director in the expectation that he will continue to contribute to swift and appropriate decision-making by the Board.

No.

4

Yasuo Sakai

Date of birth: May 28, 1965

Reappointment



Career summary and positions and responsibilities within the Company

April 1989 Joined the Company
February 2013 General Manager, Service Division 5, Chubu Service Unit
February 2017 Unit President, Chubu Service Unit 2, Industry Automation
 Business Group
May 2020 Executive Officer (incumbent)
 Unit President, Mobility Services Unit, Digital Industry Business
 Group
February 2022 Unit President, Connected Services Unit, Digital Industry
 Business Group
February 2023 Group President, Digital Industry Business Group
April 2023 Director
February 2025 Director responsible for Technology Reforms (incumbent)
February 2026 Representative Director & President, CEC Customer Service Ltd.
 (incumbent)

Company shares owned

1,500 shares

Years in office

3

Attendance at meetings of the Board of Directors

18/18

(100%)

Significant concurrent position

Representative Director & President, CEC Customer Service Ltd.

Reasons for nomination as candidate for Director

Mr. Yasuo Sakai has extensive experience and insights in system development and related areas in the assembly and manufacturing industry. The Company requests his reappointment as Director in the expectation that he will continue to contribute to swift and appropriate decision-making by the Board.

No.
5

Futoshi Egami

Date of birth: July 9, 1966

Reappointment



Career summary and positions and responsibilities within the Company

April 1989 Joined the Company
February 2008 Manager, Systems Department 1, Automotive Systems Division
February 2013 Unit President, Chubu Service Unit
February 2014 Executive Officer (incumbent)
 Unit President, Chubu Service Unit
February 2017 Unit President, Smart Factory Unit, Industry Automation
 Business Group
February 2023 Unit President, Corporate Administration Unit, Corporate
 Management Group
February 2025 Unit President, Corporate Administration Unit, Corporate Group
 (incumbent)
April 2025 Director responsible for Digital Transformation (DX)
February 2026 Director (incumbent)

Company shares owned

3,000 shares

Years in office

1

**Attendance at meetings of
the Board of Directors**

14/14

(100%)

Reasons for nomination as candidate for Director

Mr. Futoshi Egami has extensive experience and insights in various areas, including general affairs, human resources, and accounting and finance, chiefly with the Company systems development and corporate administration sections. The Company requests his appointment as Director in the expectation that he will continue to contribute to swift and appropriate decision-making by the Board.

No.
6

Naoki Ishihara

Date of birth: February 3, 1967

Reappointment



Career summary and positions and responsibilities within the Company

April 1989 Joined TOYOTA MOTOR CORPORATION
January 2003 Seconded to Toyota Motor Manufacturing France S.A.S.
January 2017 General Manager, Systems Design Office, IT Management
Department, TOYOTA MOTOR CORPORATION
January 2019 Seconded to TOYOTA SYSTEMS CORPORATION
June 2020 Deputy General Manager, Strategy Planning Group
July 2023 Affiliation formally transferred to TOYOTA SYSTEMS
CORPORATION
February 2025 Joined the Company
Executive Officer (incumbent)
April 2025 Director
February 2026 Director responsible for Digital Transformation (DX)
(incumbent)

Company shares owned
200 shares

Years in office
1

**Attendance at meetings of
the Board of Directors**
14/14
(100%)

Reasons for nomination as candidate for Director

Mr. Naoki Ishihara has extensive experience and insights, chiefly in the areas of system planning and development, and in corporate strategic planning. The Company requests his appointment as Director in the expectation that he will continue to contribute to swift and appropriate decision-making by the Board.

No.
7

Shizuyo Takahashi

Date of birth: February 24, 1962

Reappointment
Outside
Independent



Career summary and positions and responsibilities within the Company

April 1984 Joined Tokyo Branch, Chase Manhattan Bank (now JPMorgan Chase & Co.)
December 1990 Joined Chuo Coopers & Lybrand Consulting Co., Ltd.
October 1994 Joined Future System Consulting Corp. (now Future Corporation)
April 2004 Executive officer
 Unit President
April 2008 Executive officer
 Unit Manager, Human Resources Unit
January 2016 Joined Business Brain Showa-Ota Inc.
July 2017 Joined WELLNET CORPORATION
September 2017 Director
 Administration Manager
July 2020 Outside Director, baby calendar Inc. (incumbent)
April 2023 Outside Director, the Company (incumbent)
June 2023 Outside Director, IINO KAIUN KAISHA, LTD. (incumbent)

Company shares owned
— shares

Years in office
3

Attendance at meetings of
the Board of Directors
18/18
(100%)

Significant concurrent position

Outside Director, baby calendar Inc.
Outside Director, IINO KAIUN KAISHA, LTD.

Reasons for nomination as candidate for Outside Director and overview of expected roles

Ms. Shizuyo Takahashi has experience as head of a business division and a human resources division at a system development company and as a director and head of an administrative division at a listed company. The Company requests her reappointment as Outside Director in the expectation that she will continue to give advice based on a comprehensive perspective and oversee business execution from a practical point of view, particularly in addressing Company issues related to human capital.

No.
8

Noriko Kosugi

Date of birth: June 29, 1966

Reappointment
Outside
Independent



Career summary and positions and responsibilities within the Company

April 1990 Joined Kawasaki Steel Corporation (now JFE Steel Corporation)
April 2005 Manager, Finance and IR Department, JFE Holdings, Inc.
May 2006 Manager, Accounting Section, Planning Department, East Japan Works, JFE Steel Corporation
August 2008 Director, Division Planning, Finance, Molex Japan Co., Ltd. (now Molex Japan LLC)
October 2011 Senior Director, Division Strategy Planning
January 2016 Senior Director, Management System, Operations
August 2017 Financial Controller, Imerys Minerals Japan KK
April 2018 Managing Executive Officer, Financial Planning Department (Deputy in charge) and Corporate Planning Department (Deputy in charge), UNIZO Holdings Company, Limited
June 2019 Executive Managing Officer and Board Director, Financial Planning Department
August 2020 Bursar, The British School in Tokyo (incumbent)
April 2023 Outside Director, the Company (incumbent)
March 2025 Outside Director, artience Co., Ltd. (incumbent)

Company shares owned

— shares

Years in office

3

Attendance at meetings of the Board of Directors

18/18
(100%)

Significant concurrent position

Bursar, The British School in Tokyo
Outside Director, artience Co., Ltd.

Reasons for nomination as candidate for Outside Director and overview of expected roles

Ms. Noriko Kosugi has experience in finance and accounting at various Japanese and foreign companies, as well as broad experience in management planning and investor relations. The Company requests her reappointment as Outside Director in the expectation that she will continue to oversee business execution, as well as to provide appropriate advice to management regarding investor relations, planning, and finance in particular, and advice from the perspectives of internationalization and diversity.

No.
9

Ryoichi Nawa

Date of birth: October 24, 1957

Reappointment
Outside
Independent



Career summary and positions and responsibilities within the Company

April 1981	Joined Information Services International-Dentsu, Ltd. (now DENTSU SOKEN INC.)
April 2011	Executive Officer
January 2017	Senior Executive Officer
March 2018	Director/Managing Executive Officer
March 2019	Representative Director and President & COO
January 2020	Board Member, Dentsu Japan Network, Dentsu Group Inc.
March 2024	Corporate Advisor, DENTSU SOKEN INC.
April 2025	Outside Director, the Company (incumbent)

Company shares owned
— shares

Years in office
1

Attendance at meetings of
the Board of Directors
14/14
(100%)

Reasons for nomination as candidate for Outside Director and overview of expected roles

Mr. Ryoichi Nawa has knowledge and experience accumulated while serving as a representative director of a major IT firm. The Company requests his appointment as Outside Director in the expectation that he will continue to provide advice and oversee business execution from a broad management perspective, helping the Company to enhance its business foundations and achieve growth.

Notes:

1. The Company engages in software development and other transactions with Oita Computer Engineering & Consulting Ltd., at which Mr. Hideki Takagi serves as Representative Director and President, with COMSTAFF Co., Ltd. and Computer Engineering & Consulting (Shanghai), Ltd., at both of which Mr. Atsushi Ookita serves as Representative Director and President, and with CEC Customer Service Ltd., at which Mr. Yasuo Sakai serves as Representative Director & President.
2. No special interest exists between the Company and any of the candidates other than those described above.
3. Ms. Shizuyo Takahashi, Ms. Noriko Kosugi, and Mr. Ryoichi Nawa are candidates for Outside Directors.
4. The Company has designated Ms. Shizuyo Takahashi, Ms. Noriko Kosugi, and Mr. Ryoichi Nawa as independent officers pursuant to the regulations of the Tokyo Stock Exchange and has registered them as such with the Tokyo Stock Exchange. If their reappointment is approved, the Company plans to maintain such designation and registration.
5. Upon the end of this General Meeting of Shareholders, three years will have passed since Ms. Shizuyo Takahashi and Ms. Noriko Kosugi took office as Company Outside Directors (on April 25, 2023) and one year since Mr. Ryoichi Nawa took office as Company Outside Director (on April 22, 2025).
6. With regard to liability for damages stipulated in Article 423, Paragraph 1 of the Companies Act, the Company has concluded agreements for limitation of liability with Ms. Shizuyo Takahashi, Ms. Noriko Kosugi, and Mr. Ryoichi Nawa that limit their liabilities to the minimum liability amount stipulated in Article 425, Paragraph 1 of the Companies Act. If their reappointment is approved, the Company plans to continue these agreements.
7. The Company has concluded a directors and officers liability insurance contract with an insurance company pursuant to Article 430-3, Paragraph 1 of the Companies Act, under which the insurance company promises to compensate the Company Directors/officers named as the insured in amounts up to 500 million yen for any claim for damage against them arising from their performance of duties as Company Directors/officers. Each of the candidates, if he or she is appointed and assumes office as Director, will be covered by this insurance contract as the insured. The Company also plans to renew this insurance contract with its terms and conditions unchanged at next contract renewal.

Item No. 3

Election of three (3) Directors who are Audit and Supervisory Committee Members

The terms of office of all three (3) Directors who are Audit and Supervisory Committee Members shall expire upon the end of this General Meeting of Shareholders. Accordingly, the Company requests approval of the appointment of three (3) Directors who are Audit and Supervisory Committee Members.

The candidates for Directors who are Audit and Supervisory Committee Members are described below.

The Company has obtained the approval for this proposal from the Audit and Supervisory Committee.

[Reference] List of candidates for Directors who are Audit and Supervisory Committee Members

No.	Name		Current Company position	Attributes	Attendance at meetings of the Board of Directors	Attendance at meetings of the Audit and Supervisory Committee
1	Toshiharu Sakai	Reappointment	Director (Full-time Audit and Supervisory Committee Member)	Male	18/18 times	13/13 times
2	Katsunori Taniguchi	Reappointment	Outside Director (Audit and Supervisory Committee Member)	Male Outside Independent	17/18 times	13/13 times
3	Motoaki Kuniyasu	Reappointment	Outside Director (Audit and Supervisory Committee Member)	Male Outside Independent	17/18 times	12/13 times

No.

1

Toshiharu Sakai

Date of birth: July 15, 1964

Reappointment



Career summary and positions and responsibilities within the Company

April 1987 Joined the Company
February 2007 Manager, Sales Division, IT Solution Group
February 2017 Manager, General Affairs Division, Corporate Support Unit
February 2020 Manager, General Affairs Division, Corporate Administration Unit
April 2022 Manager, Internal Audit Division
February 2023 Executive Officer
April 2023 Director (Full-time Audit and Supervisory Committee Member) (incumbent)

Company shares owned
5,000 shares

Years in office
3

Attendance at meetings of the Board of Directors
18/18
(100%)

Attendance at meetings of the Audit and Supervisory Committee
13/13
(100%)

Reasons for nomination as candidate for Director who is an Audit and Supervisory Committee Member

The Company requests the appointment of Mr. Toshiharu Sakai as a Director who is an Audit and Supervisory Committee Member based on its judgment that he is ideally suited to the post because he has experience in the Company's sales and administration and internal audits.

No.
2

Katsunori Taniguchi

Date of birth: August 13, 1958

Reappointment
Outside
Independent



Company shares owned

— shares

Years in office

4

Attendance at meetings of the Board of Directors

17/18
(94%)

Attendance at meetings of the Audit and Supervisory Committee

13/13
(100%)

Career summary and positions and responsibilities within the Company

- April 1981 Joined Tohmatsu & Aoki Audit Corporation (now Deloitte Touche Tohmatsu LLC)
- April 1988 Registered as a certified public accountant
- April 1993 Senior Manager, Tohmatsu & Aoki Audit Corporation (now Deloitte Touche Tohmatsu LLC)
- April 1999 Principal, Deloitte Tohmatsu Consulting Co., Ltd. (now Abeam Consulting Ltd.)
- September 2002 Chief Researcher, The Japan Research Institute, Limited
- December 2006 Associate Partner, IBM Business Consulting Services KK (now IBM Japan, Ltd.)
- April 2007 Part-time Lecturer, Nihonbashi Gakkan University (now Kaichi International University)
- June 2007 Corporate Auditor, NJK Corporation (now NTT DATA NJK Corporation)
- September 2012 President, Katsunori Taniguchi Certified Public Accountant Office (incumbent)
- April 2014 Associate Professor, Nihonbashi Gakkan University (now Kaichi International University)
- April 2017 Part-time Lecturer, Kaichi International University
- April 2019 Outside Corporate Auditor, the Company
- June 2020 Outside Corporate Auditor, Happinet Corporation (incumbent)
- April 2022 Outside Director (Audit and Supervisory Committee Member), the Company (incumbent)

Significant concurrent position

President, Katsunori Taniguchi Certified Public Accountant Office
Outside Corporate Auditor, Happinet Corporation

Reasons for nomination as candidate for Outside Director who is an Audit and Supervisory Committee Member and overview of expected roles

Mr. Katsunori Taniguchi has expertise and experience as a certified public accountant and experience as a corporate auditor with a system development company. The Company requests his appointment as an Outside Director who is an Audit and Supervisory Committee Member in the expectation that he will continue to carry out appropriate audits and supervision based on such experience.

No.
3

Motoaki Kuniyasu

Date of birth: March 31, 1955

Reappointment
Outside
Independent



Career summary and positions and responsibilities within the Company

April 1978	Joined Mitsui & Co., Ltd.
May 1989	Manager, Business Department, Mitsui & Co. Europe
May 1989	Manager, Business Department, Mitsui & Co. UK
March 2004	General Manager, Business Division/CCO, Mitsui & Co. Germany
April 2009	Deputy General Manager, Planning Office, Internal Auditing Division, Mitsui & Co., Ltd.
July 2010	General Manager, Internal Controls Office, Business Division, Mitsui & Co. (Asia Pacific) Pte. Ltd.
June 2012	Full-time Corporate Auditor, Trinet Logistics Co., Ltd.
July 2014	Full-time Corporate Auditor, Unicarrier Holdings Co., Ltd.
December 2014	Director/Managing Executive Officer General Manager, Management Strategy Office General Manager, Administration Division
October 2017	Special Advisor, Mitsubishi Logisnext Co., Ltd.
July 2018	Full-time Corporate Auditor, Curves Holdings Co., Ltd.
November 2019	Director (Full-time Audit and Supervisory Committee Member)
April 2024	Outside Director (Audit and Supervisory Committee Member), the Company (incumbent)
October 2025	Assistant General Manager, Chair of the Corporate Governance Committee, Directforce (incumbent)

Company shares owned
— shares

Years in office
2

Attendance at meetings of the Board of Directors
17/18
(94%)

Attendance at meetings of the Audit and Supervisory Committee
12/13
(92%)

Reasons for nomination as candidate for Outside Director who is an Audit and Supervisory Committee Member and overview of expected roles

Mr. Motoaki Kuniyasu has auditing experience as a corporate auditor and audit and supervisory committee member as well as experience in governance and compliance operations with global enterprises. The Company requests his appointment as an Outside Director who is an Audit and Supervisory Committee Member in the expectation that he will continue to contribute to enhanced governance from a global perspective and carry out appropriate audits and supervision based on such experience.

Notes:

1. No special interest exists between the Company and any of the candidates.
2. Mr. Katsunori Taniguchi and Mr. Motoaki Kuniyasu are candidates for Outside Directors who will be Audit and Supervisory Committee Members.
3. The Company has designated Mr. Katsunori Taniguchi and Mr. Motoaki Kuniyasu as independent officers pursuant to the regulations of the Tokyo Stock Exchange and has registered them as such with the Tokyo Stock Exchange. If their reappointment is approved, the Company plans to maintain such designation and registration.
4. Upon the end of this General Meeting of Shareholders, four years will have passed since Mr. Katsunori Taniguchi took office as a Company Outside Director who is an Audit and Supervisory Committee Member (on April 22, 2022). He also served for three years as a Company Corporate Auditor (having taken office on April 17, 2019).
Upon the end of this General Meeting of Shareholders, two years will have passed since Mr. Motoaki Kuniyasu took office as a Company Outside Director who is an Audit and Supervisory Committee Member (on April 23, 2024).
5. With regard to liability for damages stipulated in Article 423, Paragraph 1 of the Companies Act, the Company has concluded agreements for limitation of liability with Mr. Katsunori Taniguchi and Mr. Motoaki Kuniyasu that limit their liability to the minimum liability amount stipulated in Article 425, Paragraph 1 of the Companies Act. If their reappointment is approved, the Company plans to continue these agreements.
6. The Company has concluded a directors and officers liability insurance contract with an insurance company pursuant to Article 430-3, Paragraph 1 of the Companies Act, under which the insurance company promises to compensate the Company Directors/officers named as the insured in amounts up to 500 million yen for any claim for damage against them arising from their performance of duties as Company Directors/officers. Each of the candidates, if he or she is appointed and assumes office as a Director who is an Audit and Supervisory Committee Member, will be covered by this insurance contract as the insured. The Company also plans to renew this insurance contract with its terms and conditions unchanged upon the next contract renewal.

[Reference] Specializations and experience of Director candidates (skills matrix)

The following six skills have been selected based on deliberations by the Nomination Committee as skills that the Board of Directors must possess to promote business and corporate strategies effectively in accordance with the Long-Term Management Plan.

This is not an exhaustive list of all the experience or skills possessed by each candidate. Skills of special importance expected in each candidate are shown by circles.

Name	Business Administration	Sales/ Marketing	Technology	HR/Labor	Finance/ Accounting	Legal/ Compliance
Takashi Himeno	○		○			
Hideki Takagi		○	○			
Atsushi Ookita		○	○			
Yasuo Sakai		○	○			
Futoshi Egami				○	○	○
Naoki Ishihara		○	○			
Shizuyo Takahashi (Outside)			○	○	○	
Noriko Kosugi (Outside)				○	○	
Ryoichi Nawa (Outside)	○	○				
Toshiharu Sakai (Full-time Audit and Supervisory Committee Member)				○		○
Katsunori Taniguchi (Audit and Supervisory Committee Member/Outside)					○	○
Motoaki Kuniyasu (Audit and Supervisory Committee Member/Outside)	○					○

Each skill is summarized below.

Skill	Overview
Business Administration	Guides the organization in the appropriate direction to enhance corporate value while demonstrating strong leadership in promoting the plan-do-check-act (PDCA) cycle on a Companywide basis in areas including drafting the corporate vision, formulating strategies and medium-/long-term plans, and optimizing the business portfolio.
Sales/Marketing	Guides strategic initiatives to maximize sales and profit by promoting growth in customer corporate value while bringing products and services to market and delivering appropriate value through identifying needs, selecting targets, and establishing brand strategies and channels.
Technology	In addition to strengthening service value by applying a systemic understanding of the technologies essential to business to ascertain and strategically enhance core domains, deploys technology to overhaul business models and processes by identifying opportunities for reforms at customers, within society, and within the Company; promotes strategic planning, service development, and systematization to boost corporate value.
HR/Labor	Promotes sustained growth by formulating and implementing HR strategies that contribute to achievement of management strategies. In addition to enhancing the HR portfolio through systematic efforts, including HR portfolio formulation, effective recruitment, skills development, and cooperation with external partners, leads organizational development in accordance with management strategies. Advances labor management and strengthens engagement to increase the total value of human capital.
Finance/Accounting	Helps maintain sound management while providing underlying support for sustained growth in corporate value by implementing financial strategies, cash allocation, and funds management in line with management strategies, and executing appropriate account processing and disclosure.
Legal/Compliance	Promotes thorough compliance by executing effective oversight and control of business development and operations while prioritizing compliance with laws, regulations, and in-house rules governing business activities, alongside developing strategies, structures, and systems for legal risk management.

Election of one (1) substitute Director who will be an Audit and Supervisory Committee Member

The election of substitute Directors who will be Audit and Supervisory Committee Members shall cease to be effective upon the commencement of this General Meeting of Shareholders. Accordingly, the Company proposes the election of one substitute Directors who will be an Audit and Supervisory Committee Member to be prepared in the event that the number of Directors who are Audit and Supervisory Committee Members drops below the legally required quorum.

Assumption by a substitute of the office of a Director who is an Audit and Supervisory Committee Member is conditional on the number of Directors who are Audit and Supervisory Committee Members falling short of the legally required quorum. The term of office shall be the remaining term of office of the predecessor. If passed, this resolution shall remain in effect until the commencement of the next General Meeting of Shareholders.

The candidate for a substitute Directors who will be an Audit and Supervisory Committee Member is given below.

The Company has obtained the approval for this proposal from the Audit and Supervisory Committee.

Serina Matsuda

Date of birth: April 28, 1984
Company shares owned: — shares

Outside
Independent

Career summary and positions and responsibilities within the Company

December 2010	Joined law office of Abe, Ikubo & Katayama (incumbent)	July 2024	Member, Japan Fair Trade Commission / Small and Medium Enterprise Agency Corporate Transactions Study Group (incumbent)
September 2021	Expert Advisor, Electricity and Gas Market Surveillance Commission, Ministry of Economy, Trade and Industry of Japan (incumbent)	August 2025	Member, Japan Fair Trade Commission / Small and Medium Enterprise Agency / Japan Patent Office Working Group on Fair Intellectual Property Transactions (incumbent)
December 2021	Interim Member, Industrial Property Council, Japan Patent Office		
March 2023	Observer/Member, Study Group on Innovation and Competition Policy, Japan Fair Trade Commission		

Significant concurrent positions

Abe, Ikubo & Katayama

Reasons for nomination as candidate for substitute Outside Director who will be an Audit and Supervisory Committee Member and overview of expected roles

Although Ms. Serina Matsuda lacks experience of direct involvement with corporate management, she can offer specialized knowledge and experience as an attorney. Based on expectations that she will draw on her experience to deliver effective audits and supervision, the Company requests the approval of her election as substitute Outside Director who will be an Audit and Supervisory Committee Member.

Notes:

1. No special interest exists between the Company and the candidate.
2. Ms. Serina Matsuda is a candidate for a substitute Outside Director who will be an Audit and Supervisory Committee Member.
3. If Ms. Serina Matsuda assumes office as an Outside Director, the Company plans to designate her as an independent officer pursuant to the regulations of the Tokyo Stock Exchange and to register her as such with the Tokyo Stock Exchange.
4. With regard to liability for damages stipulated in Article 423, Paragraph 1 of the Companies Act, should Ms. Serina Matsuda assume office as an Outside Director, the Company plans to conclude an agreement for limitation of liability with her that will limit her liability to the minimum liability amount stipulated in Article 425, Paragraph 1 of the Companies Act.
5. The Company has concluded a directors and officers liability insurance contract with an insurance company pursuant to Article 430-3, Paragraph 1 of the Companies Act, under which the insurance company promises to compensate the Company Directors/officers named as the insured in amounts up to 500 million yen for any claim for damage against them arising from their performance of duties as Company Directors/officers. This candidate, if she is appointed and assumes office as a Director who is an Audit and Supervisory Committee Member, will be covered by this insurance contract as the insured.