

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.

Securities Code: 2733

Date of sending: June 8, 2023

Start of Electronic Provision Measure: June 1, 2023

To our shareholders:

Hiroaki Suzuki, Representative Director and President
(Executive Officer)
ARATA CORPORATION
6-3-2 Toyo, Koto-ku, Tokyo

Notice of the 21st Annual General Meeting of Shareholders

You are cordially invited to attend the 21st Annual General Meeting of Shareholders of ARATA CORPORATION (the “Company”), which will be held as follows.

As the electronic provision measure is adopted for the convocation of this General Meeting of Shareholders, the Matters concerning Electronic Provision Measures are posted on the following websites, so please access any of those websites to confirm the information.

[The Company’s website]

<https://www.arata-gr.jp/ir/information/meeting/> (in Japanese)

[Tokyo Stock Exchange website (Listed Company Search)]

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

(Please access the TSE website above, enter or search company name, “ARATA,” or the securities code, “2733,” select “Basic information,” then “Documents for public inspection/PR information,” and confirm “Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting” under the “Documents for public inspection.”)

[PRONEXUS website]

<https://d.sokai.jp/2733/teiji/> (in Japanese)

Apart for attending the venue on the day, shareholders may exercise your voting rights by one of the following methods. We kindly ask that you review the “Reference Documents for General Meeting of Shareholders” and exercise your voting rights by 5:30 p.m. on Monday, June 26, 2023 (JST).

Exercise of voting rights in writing (mail)

Please return by mail the enclosed Voting Form after indicating your approval or disapproval on the form to arrive at the Company by no later than the above deadline.

Exercise of voting rights electronically (via the Internet, etc.)

Please read the “Voting via the Internet” explained on pages 10 and 11 (in Japanese only), and enter your approval or disapproval of the proposal items following the instructions on the screen to exercise your voting rights by the above deadline.

1. Date and Time: 10:00 a.m. Tuesday, June 27, 2023 (JST)

2. Venue: Marunouchi Hall, Marunouchi Building 7th Floor
2-4-1 Marunouchi, Chiyoda-ku, Tokyo

* Please note that the venue is different from the previous year.

3. Purpose of the Meeting

Matters to be reported:

1. Presentation of Business Report and Consolidated Financial Statements for the 21st Business Term (from April 1, 2022 to March 31, 2023), and the audit results of Consolidated Financial Statements by Accounting Auditor and Audit and Supervisory Committee

2. Presentation of Non-consolidated Financial Statements for the 21st Business Term (from April 1, 2022 to March 31, 2023)

Matters to be resolved:

- Proposal No. 1** Election of Eleven (11) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
- Proposal No. 2** Election of Three (3) Directors Who Are Audit and Supervisory Committee Members
- Proposal No. 3** Election of One (1) Director Who Is a Substitute Audit and Supervisory Committee Member

Arrangements in Convening the Meeting (Information on the exercise of voting rights)

- If no indication of approval or disapproval is made for each proposal item on the returned Voting Form, it will be treated as “approval.”
- If you exercise your voting rights online multiple times, the vote exercised last will be treated as valid.
- If you exercise your voting rights both online and in writing (by mail), the vote cast online will be treated as valid, regardless of the date and time of their receipt.

- Any revisions to the Matters concerning Electronic Provision Measures shall be posted on the Company’s website, the TSE website and the website for information materials on General Meeting of Shareholders to that effect and the contents of revision.
- For this General Meeting of Shareholders, a document stating the Matters concerning Electronic Provision Measures will be sent to all shareholders, regardless of making a Request for Delivery of Documents. Of the Matters concerning Electronic Provision Measures, the following will not be included in the document to be sent in accordance with law and Article 14, Paragraph 2 of the Company’s Articles of Incorporation.
 - (i) “Framework to Ensure Proper Operation of Business and its Operations” in the Business Report
 - (ii) Notes to Consolidated Financial Statements
 - (iii) Notes to Non-consolidated Financial Statements

Therefore, the Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements included in the document are a part of documents audited to prepare the Accounting Audit Report by the Accounting Auditor and the Audit Report by the Audit and Supervisory Committee Members.

Company website: <https://www.arata-gr.jp/en/>

Reference Documents for General Meeting of Shareholders



Proposal No. 1 Election of Eleven (11) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)


The terms of office of all twelve (12) Directors (excluding Directors who are Audit and Supervisory Committee Members; the same shall apply hereinafter for this proposal) will expire at the conclusion of the Annual General Meeting of Shareholders. Therefore, for the purpose of strategic and flexible decision-making by the Board of Directors to strengthen governance, the Company proposes to reduce the number of Directors by one (1) and to elect eleven (11) Directors as follows.

The Audit and Supervisory Committee discussed this proposal in light of the contents of deliberation by the voluntarily established Nomination and Compensation Committee in which all three (3) Audit and Supervisory Committee Members participate. As a result, the nomination procedure was appropriately conducted, and the Audit and Supervisory Committee has determined that all candidates are appropriate to serve as Directors of the Company.



The candidates for Director are as follows:



Candidate No.	Name	Current position, responsibilities and attributes at the Company		No. of Board of Directors meetings attended
1	Nobuyuki Hatanaka	Chairman of the Board of Directors	Reelection Man	12/12
2	Hiroaki Suzuki	Representative Director and President; Head of Corporate Strategy Planning	Reelection Man	12/12
3	Toshiyuki Omote	Director and Executive Vice President; Head of Sales	Reelection Man	12/12
4	Yoshiro Uryu	Director and Senior Managing Executive Officer; Head of Administration Management; Head of Human Resources; Deputy Head of Corporate Strategy Planning	Reelection Man	11/12
5	Seiichi Kochiya	Senior Managing Executive Officer; Metropolitan Branch Manager; Deputy Head of Sales	New election Man	-/-
6	Takahiro Furiyoshi	Director and Managing Executive Officer; Head of Overseas Business; General Manager of Business Development Dept.	Reelection Man	12/12
7	Hidetaka Hatanaka	Director and Managing Executive Officer; Head of Product Merchandising; General Manager of Product Dept.	Reelection Man	12/12
8	Akihito Mizuno	Director Representative Director and President of Japell Co., Ltd.	Reelection Man	12/12
9	Yoshihisa Aoki	Outside Director	Independent Outside Reelection Man	12/12
10	Yuji Nasu	Outside Director	Independent Outside Reelection Man	10/10
11	Noriko Yao		Independent Outside New election Woman	-/-



Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	 <p>Nobuyuki Hatanaka August 1, 1949 Reelection Tenure as Director 17 years</p>	<p>Apr. 1972 Joined Tomen Corporation Jun. 1974 Joined Syukosha Corporation Dec. 1998 Representative Director and President Jan. 2002 Chairman and Executive Director of Ito-Yasu Corporation Apr. 2004 Representative Director and President of SISCO CORPORATION Oct. 2006 Representative Director and Executive Vice President of the Company Apr. 2007 Representative Director and President Apr. 2017 Representative Director and Chairman & CEO Jun. 2019 Chairman of the Board of Directors (current position)</p>	460,454 shares
<p>Reasons for nomination After assuming the office as Representative Director and President in 2007, Nobuyuki Hatanaka was responsible for the Company's management. He strove for expansion and growth of the Company's business with his superior management skills and leadership, and led the Company to its current growth path. From 2017, he took charge of the Group as Representative Director and Chairman & CEO and since 2019 and has been showing the right direction for the Group as Chairman of the Board of Directors while leading deliberations informed by the opinions of Outside Directors as Chair of the voluntarily established Nomination and Compensation Committees. The Company therefore judges that he is the right person to enhance corporate value of the Company, and nominates him as a candidate for Director.</p>			
2	 <p>Hiroaki Suzaki October 25, 1955 Reelection Tenure as Director 7 years</p>	<p>Apr. 1978 Joined Daika Corporation Apr. 2008 Executive Officer and General Manager of Products Department of Sales Division of the Company Apr. 2014 Managing Executive Officer and President of Chubu Branch Jun. 2016 Director and Managing Executive Officer, and President of Chubu Branch Jan. 2017 Director and Executive Vice President, and Acting General Manager of Sales Management Apr. 2017 Representative Director and President & COO Apr. 2021 Representative Director and President, and General Manager of Corporate Strategy Planning Apr. 2022 Representative Director and President Apr. 2023 Representative Director and President, and General Manager of Corporate Strategy Planning (current position)</p>	6,000 shares
<p>Reasons for nomination Hiroaki Suzaki has worked in the sales and product divisions since joining the Company, and has extensive business experience and knowledge in the Company. He has been in office as Representative Director and President since 2017, and has led the Company's management since then. He has steadily built excellent business records and has produced successful results. He is currently promoting each strategy in Medium-Term Management Plan towards achieving Long-Term Management Vision 2030. Based on the above, the Company judges that he is expected to demonstrate strong leadership that will contribute to future business growth of the Company and is the right person to enhance corporate value of the Company, and nominates him as a candidate for Director.</p>			


Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
3	 <p data-bbox="352 611 523 696">Toshiyuki Omote October 20, 1956 Reelection</p> <p data-bbox="347 734 528 795">Tenure as Director 5 years</p>	<p data-bbox="612 264 1023 293">Apr. 1979 Joined Daika Corporation</p> <p data-bbox="612 300 1225 387">Apr. 2004 Manager in charge of Wide-Area Mass Sales Department of East Japan of Sales Division of the Company</p> <p data-bbox="612 394 1230 454">Oct. 2006 Manager of Wide-Area Mass Sales Department of Sales Division</p> <p data-bbox="612 461 1214 521">Apr. 2010 Executive Officer and Manager of Wide-Area Mass Sales Department of Sales Division</p> <p data-bbox="612 528 1214 616">Apr. 2015 Managing Executive Officer and Manager of Wide-Area Mass Sales Department 1 of Sales Division</p> <p data-bbox="612 622 1171 683">Apr. 2018 Managing Executive Officer and General Manager of Sales</p> <p data-bbox="612 689 1222 750">Jun. 2018 Director and Managing Executive Officer, and General Manager of Sales</p> <p data-bbox="612 757 1171 817">Apr. 2019 Director and Senior Managing Executive Officer, and General Manager of Sales</p> <p data-bbox="612 824 1193 880">Apr. 2020 Director and Executive Vice President, and General Manager of Sales (current position)</p>	3,300 shares
<p data-bbox="276 887 512 916">Reasons for nomination</p> <p data-bbox="276 922 1441 1135">Since joining the Company, Toshiyuki Omote has held several managerial positions in the sales division. Since 2010 he has served as Executive Officer and Manager of Wide-Area Mass Sales Department of Sales Division, and has played a part in strengthening the Company's sales activities and in achieving growth of its business. In his current role as Director and Executive Vice President, and General Manager of Sales, he works on the strategies for expanding its business and profits through strengthening its sales capabilities, as he has been doing to date. The Company therefore judges that he is the right person to enhance corporate value of the Company, and nominates him as a candidate for Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
4	 <p data-bbox="352 674 523 763">Yoshiro Uryu January 16, 1970 Reelection</p> <p data-bbox="347 801 528 860">Tenure as Director 2 years</p>	<p data-bbox="612 264 1182 322">Apr. 1994 Joined RYOSHOKU LIMITED (currently Mitsubishi Shokuhin Co., Ltd.)</p> <p data-bbox="612 331 1034 360">Apr. 1999 Joined Sunvic Corporation</p> <p data-bbox="612 367 1209 425">Apr. 2011 Branch Manager of Fukuoka Office, Kyushu Branch of the Company</p> <p data-bbox="612 432 1193 490">Apr. 2016 Executive Officer and President of Kyushu Branch</p> <p data-bbox="612 497 1193 555">Apr. 2019 Executive Officer and General Manager of Corporate Strategy Planning</p> <p data-bbox="612 562 1177 620">Apr. 2020 Managing Executive Officer and General Manager of Corporate Strategy Planning</p> <p data-bbox="612 627 1201 719">Jun. 2021 Director and Managing Executive Officer, General Manager of Human Resources, and Manager of Personnel</p> <p data-bbox="612 725 1225 844">Apr. 2022 Director and Managing Executive Officer, General Manager of Administration Management, and General Manager of Human Resources</p> <p data-bbox="612 851 1225 1005">Apr. 2023 Director and Senior Managing Executive Officer, General Manager of Administration Management, General Manager of Human Resources, and Deputy General Manager of Corporate Strategy Planning (current position)</p>	31,354 shares
<p data-bbox="277 1021 512 1043">Reasons for nomination</p> <p data-bbox="277 1050 1445 1294">Yoshiro Uryu has worked in the sales and business planning divisions since joining the Company, and has extensive business experience and knowledge in the Company. He had managed a branch as President of Kyushu Branch from 2016, and from 2019, played a part as General Manager of Corporate Strategy Planning in strengthening the Company's sales activities and in achieving growth of its business. In his current role as Director and Senior Managing Executive Officer; Head of Administration Management; Head of Human Resources; and Deputy Head of Corporate Strategy Planning, he has been working on development of human resources who will lead the Company in the future and promotion of Growth Strategy. The Company therefore judges that he is the right person to enhance the corporate value of the Company, and nominates him as a candidate for Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
5	 <p>Seiichi Kochiya February 23, 1966 New election Tenure as Director - years</p>	<p>Sep. 1988 Joined Tanaka Co., Ltd. Apr. 2004 Kanto Branch Manager of the Company Aug. 2010 Manager of Wide-Area Mass Sales Dept. of the Company Apr. 2017 Executive Officer; Deputy Metropolitan Branch Manager Apr. 2018 Executive Officer; Metropolitan Branch Manager Apr. 2020 Managing Executive Officer; Metropolitan Branch Manager Apr. 2023 Senior Managing Executive Officer; Metropolitan Branch Manager; Deputy Head of Sales (current position)</p>	1,500 shares
<p>Reasons for nomination Since joining the Company, Seiichi Kochiya has worked in the logistics and sales divisions, and has expertise in the field of logistics. Since 2018, he has played a role in expanding the Company's performance as Executive Officer and Metropolitan Branch Manager. In his current role as Senior Managing Executive Officer; Metropolitan Branch Manager; and Deputy Head of Sales since April 2023, he also works from companywide perspective on the strategies for expanding its business and profits through strengthening its sales capabilities, as he has been doing to date. The Company therefore judges that he is the right person to enhance corporate value of the Company, and nominates him as a candidate for Director.</p>			
6	 <p>Takahiro Furiyoshi July 17, 1965 Reelection Tenure as Director 8 years</p>	<p>Apr. 1989 Joined Procter & Gamble Far East, Inc. Mar. 1993 Joined Daika Corporation Apr. 2010 General Manager of Wide-Area Mass Sales Department of the Company Apr. 2014 Executive Officer, General Manager of Tokyo Metropolitan Area, and President of Kanto Branch Jun. 2015 Director and Managing Executive Officer, and General Manager of Sales Apr. 2017 Director and Managing Executive Officer, and General Manager of Business Development Apr. 2019 Director and Managing Executive Officer, General Manager of Business Development, Manager of Development Strategy, and Manager of EC Business Apr. 2022 Director and Managing Executive Officer, General Manager of Corporate Strategy Planning, and Manager of Business Development Apr. 2023 Director and Managing Executive Officer, General Manager of Overseas Business, and Manager of Business Development (current position)</p>	22,150 shares
<p>Reasons for nomination Since joining the Company, Takahiro Furiyoshi has worked in the sales division, is well versed in matters relating to logistics sites, and has specialist knowledge in the field. Since 2015, he has played a significant part in expanding the business as Head of Sales. Since 2017, as Director and Managing Executive Officer; and Head of Business Development, he has been engaged in development of new business and growth of the overseas business, which will be the pillars of our future operations. Further, since April 2023, as Head of Overseas Business, he has been promoting measures toward achieving Long-Term Management Vision 2030 as Head of Corporate Strategy Planning. The Company therefore judges that he is the right person to enhance the corporate value of the Company, and nominates him as a candidate for Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
7	 Hidetaka Hatanaka June 18, 1975 Reelection Tenure as Director 2 years	Apr. 1999 Joined The Sumitomo Bank, Limited (currently Sumitomo Mitsui Banking Corporation) Aug. 2004 Joined SISCO CORPORATION Apr. 2010 Advisory Member and Branch Manager of Kansai Office of the Company Apr. 2015 Advisory Member and President of Kansai Branch Apr. 2016 Executive Officer and President of Kansai Branch Apr. 2018 Executive Officer, General Manager of Product Merchandising, Manager of Products, and Manager of Product Development Apr. 2020 Managing Executive Officer, General Manager of Product Merchandising Jun. 2021 Director and Managing Executive Officer, General Manager of Product Merchandising, and Manager of Products (current position)	49,435 shares
Reasons for nomination Since joining the Company, Hidetaka Hatanaka has worked in the sales and product divisions, and has extensive business experience and knowledge in the Company. Since 2015, he has played a part as Kansai Branch Manager in strengthening the Company's sales activities and in achieving growth of its business. Since 2018, as Executive Officer and Head of Product Merchandising, and from 2021 as Director and Managing Executive Officer; and Head of Product Merchandising, he has worked on enhancing the handling of attractive products which are at the core of the Company. The Company therefore judges that he is the right person to enhance the corporate value of the Company, and nominates him as a candidate for Director.			
8	 Akihito Mizuno December 20, 1963 Reelection Tenure as Director 3 years	Apr. 1986 Joined Japell Co., Ltd. Jun. 2010 Director, General Manager of West Japan Sales Dept. Jun. 2013 Managing Director; Head of Sales Jun. 2015 Senior Managing Director, Head of Sales Division Jun. 2016 Representative Director and President (current position) Apr. 2017 Representative Director and President of Japell Partnership Service Co., Ltd. Jun. 2020 Director of the Company (current position) (Significant concurrent position outside the Company) Representative Director and President of Japell Co., Ltd.	3,208 shares
Reasons for nomination Since 2016, Akihito Mizuno has served as Representative Director and President of Japell Co., Ltd., the leading specialist wholesaler of pet products and a subsidiary of the Company, and has been instrumental in driving the company's business growth and raising its position in the industry under his strong leadership. In anticipation of adequate advice being given by him on execution of the business based on his abundant knowledge and experience, the Company judges that he is the right person to enhance corporate value of the Company, and nominates him as a candidate for Director.			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
9	 <p data-bbox="352 524 523 678">Yoshihisa Aoki January 17, 1952 Independent Outside Reelection</p> <p data-bbox="347 719 528 772">Tenure as Director 6 years</p>	<p data-bbox="612 264 1230 591">Apr. 1974 Joined ITOCHU Corporation Jun. 2006 Managing Executive Officer Jun. 2009 Managing Director Apr. 2010 Representative Director and Senior Managing Executive Officer; President of Food Company Mar. 2017 Administration officer (current position) Jun. 2017 Outside Director of the Company (current position) Mar. 2019 Outside Director of Otsuka Holdings Co., Ltd. (current position)</p> <p data-bbox="612 598 1142 658">(Significant concurrent position outside the Company) Outside Director of Otsuka Holdings Co., Ltd.</p>	- shares
<p data-bbox="276 779 818 808">Reasons for nomination and summary of expected roles</p> <p data-bbox="276 813 1441 1032">Yoshihisa Aoki served as a Representative Director of ITOCHU Corporation and Food Company President, and has a high level of knowledge of corporate management in general. In particular, we expect him to use his extensive knowledge of growth strategies and overseas business to supervise and provide advice on the Company's overseas strategies from a global perspective, from strategic planning to the overall process of execution, and to ensure adequacy and appropriateness of decision-making. Moreover, if elected, the candidate will continue to serve as a member of the Nomination and Compensation Committee and will be involved from an independent standpoint in the selection of candidates for the Company's Board of Directors and in decisions regarding their remuneration, etc.</p>			
10	 <p data-bbox="368 1299 507 1453">Yuji Nasu June 14, 1955 Independent Outside Reelection</p> <p data-bbox="347 1491 528 1545">Tenure as Director 1 year</p>	<p data-bbox="612 1041 1238 1498">Apr. 1980 Joined Sumitomo Corporation Nov. 1997 General Manager of Sales Dept. I of Sumitomo Deutschland GMBH Nov. 2003 General Manager of Osaka Machinery System Dept., Sumitomo Corporation Apr. 2009 Director of Sumitomo Shoji Machinex Co., Ltd. Apr. 2010 Representative Director and President Apr. 2010 Administration officer of Sumitomo Corporation Jun. 2016 Representative Director and Chairman of Sumitomo Shoji Machinex Co., Ltd. Apr. 2019 Advisor Jun. 2022 Outside Director of the Company (current position)</p>	- shares
<p data-bbox="276 1556 818 1585">Reasons for nomination and summary of expected roles</p> <p data-bbox="276 1590 1441 1769">Yuji Nasu has a high level of expertise and experience in overall corporate management, including serving as President and Representative Director of Sumitomo Corporation Group company, and is expected to provide appropriate supervision and advice on the execution of operations from an objective perspective to ensure valid and appropriate decision-making in the Company's management. If elected, the candidate will continue to serve as a member of the Nomination and Compensation Committee and will be involved from an independent standpoint in the selection of candidates for the Company's Board of Directors and in decisions regarding their remuneration, etc.</p>			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
11	 <p>Noriko Yao August 27, 1967 Independent Outside New election</p> <p>Tenure as Director - years</p>	<p>Mar. 1995 Completed the Legal Training and Research Institute of Supreme Court</p> <p>Apr. 1995 Registered with Fukuoka Bar Association as an attorney at law</p> <p>Sep. 2001 Joined the Paul Hastings Janowski & Walker</p> <p>Oct. 2002 Qualified as a lawyer in the State of New York; registered as a lawyer with Daini-Tokyo Bar Association</p> <p>Jul. 2007 Joined TMI Associates</p> <p>Jan. 2008 Partner (current position)</p> <p>Jun. 2016 Outside Corporate Auditor of SATO Holdings Corporation (current position)</p> <p>Jun. 2019 Outside Director of ASAHI Net, Inc. (current position)</p> <p>Jun. 2021 Outside Director of Nikki Holdings Corporation (current position)</p> <p>(Significant concurrent positions outside the Company) Partner of TMI Associates Outside Corporate Auditor of SATO Holdings Corporation Outside Director of ASAHI Net, Inc. Outside Director of Nikki Holdings Corporation</p>	- shares
<p>Reasons for nomination and summary of expected roles</p> <p>Noriko Yao is nominated as a candidate for outside Director because she can be expected to provide accurate advice on management and business execution and to monitor and audit the Company's management from an independent standpoint, drawing on her extensive experience, expertise, and high-level insight as an international lawyer. Although without the experience of corporate management other than being an outside officer, we believe that the candidate will be able to appropriately perform duties as an outside Director for the above reasons. If elected, the candidate will serve as a member of the Nomination and Compensation Committee and will be involved from an independent standpoint in the selection of candidates for the Company's Board of Directors and in decisions regarding their remuneration, etc.</p>			

- Notes:
1. There is no special interest between any of the candidates and the Company.
 2. Yoshihisa Aoki, Yuji Nasu, and Noriko Yao are candidates for outside Director.
 3. The name of candidate Noriko Yao in the family register is Noriko Seto.
 4. Candidate Noriko Yao is a Partner of TMI Associates, with which the Company concluded an advisory agreement in April 2021, but the said firm is only one firm among several firms that the Company does business with and the Company believes that the monthly advisory fee it pays to the said firm is a typical amount. That amount is insignificant, and the Company has determined that the said firm is not a major business partner or organization that receives a large amount of money or other consideration. In addition, because Noriko Yao is not the lawyer in charge of handling matters related to the Company, she does not provide consultations, etc. concerning business operations and the Company believes that this will not affect her independence.
 5. The Company has entered into a limited liability agreement with Yoshihisa Aoki and Yuji Nasu under the provisions of Article 423, Paragraph 1 of the Companies Act, pursuant to the provisions of Article 427, Paragraph 1 of the same Act. The maximum liability for damages based on this agreement is limited to the amount prescribed in Article 425, Paragraph 1 of the Companies Act. If the reappointment of Yoshihisa Aoki and Yuji Nasu is approved, the Company plans to continue this agreement with them. In addition, if election of Noriko Yao is approved, the Company plans to enter into the same limited liability agreement with her.
 6. The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company, making all Directors insureds. This insurance policy covers the legally mandated amount of indemnification and litigation expenses to be borne by an insured (however, there are reasons for coverage exclusion, such as exclusion of coverage for any damage resulting from performance of a criminal act, a fraudulent act, or the like with full knowledge of its violation of laws and regulations, and rules), and all the premiums for insureds are fully borne by the Company. If each candidate assumes the office of Director, each of them will be included in the policy as an insured. The Company plans to renew the said policy with the same kind of details during their terms of office.
 7. The Company has notified Yoshihisa Aoki, Yuji Nasu, and Noriko Yao as independent officers as stipulated by the Tokyo Stock Exchange. If Yoshihisa Aoki and Yuji Nasu are reappointed, the Company plans for their designation as independent officers to continue. If Noriko Yao is elected as Director, the Company plans to designate her as an independent officer.

Proposal No. 2 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 will expire at the conclusion of this General Meeting of Shareholders.


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


Furthermore, consent of Audit and Supervisory Committee has been obtained for the Proposal.

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

Candidate No.	Name	Current position, responsibilities and attributes at the Company		No. of Board of Directors meetings attended	No. of Audit and Supervisory Committee meetings attended
1	Hideo Ishii	Outside Director who is not Audit and Supervisory Committee Member	Independent Outside Reelection Man	12/12	-/-
2	Satoshi Hiramitsu	Outside Director who is Audit and Supervisory Committee Member	Independent Outside Reelection Man	12/12	12/12
3	Tomoko Sakamoto	Outside Director who is Audit and Supervisory Committee Member	Independent Outside Reelection Woman	12/12	12/12

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	 <p>Hideo Ishii October 6, 1954 Independent Outside Reelection Tenure as Director 5 years</p>	<p>Apr. 1978 Joined the Industrial Bank of Japan, Limited (currently Mizuho Bank, Ltd.)</p> <p>Apr. 2002 General Manager of Human Resources Dept. and Training Office Manager, Corporate Planning Group of Mizuho Securities Co., Ltd.</p> <p>Apr. 2004 General Manager of Head Office Sales Dept. I of Mizuho Corporate Bank, Ltd. (currently Mizuho Bank, Ltd.)</p> <p>Apr. 2007 Executive Officer and General Manager of Fukuoka Sales Dept.</p> <p>Apr. 2008 Managing Executive Officer of Kowa Real Estate Co., Ltd. (currently Nippon Steel Kowa Real Estate Co., Ltd.)</p> <p>Oct. 2010 Senior Managing Director</p> <p>Jun. 2013 Director and President of Japan Investor Solutions & Technologies Co., Ltd.</p> <p>Mar. 2018 Outside Director (Audit and Supervisory Committee Member) of ROYAL HOLDINGS Co., Ltd. (current position)</p> <p>Jun. 2018 Outside Director of the Company (current position)</p> <p>(Significant concurrent position outside the Company) Outside Director (Audit and Supervisory Committee Member) of ROYAL HOLDINGS Co., Ltd.</p>	- shares
<p>Reasons for nomination and summary of expected roles</p> <p>Hideo Ishii has insight into corporate management overall, including serving as Director and President at Japan Investor Solutions & Technologies Co., Ltd. Using his abundant knowledge in growth strategy and organizational management in particular, he is expected to ensure the reasonableness and appropriateness of decision-making through supervision and advice concerning the overall implementation process from strategic planning and organizational management, which includes the control environment. Moreover, if elected, the candidate will continue to serve as a member of the Nomination and Compensation Committee and will be involved from an independent standpoint in the selection of candidates for the Company's Board of Directors and in decisions regarding their remuneration, etc. It has been more than 15 years since his retirement from Mizuho Corporate Bank, Ltd. (currently Mizuho Bank, Ltd.) in March 2008, and the Company therefore judges there is no problem in his independence and has submitted notification to the Tokyo Stock Exchange that he has been designated as an independent officer as provided for by the aforementioned exchange.</p>			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
2	 <p data-bbox="347 546 528 701">Satoshi Hiramitsu May 14, 1967 Independent Outside Reelection</p> <p data-bbox="347 734 528 797">Tenure as Director 2 years</p>	<p data-bbox="612 264 1190 327">Apr. 1990 Joined The Tokai Bank, Limited (currently MUFG Bank, Ltd.)</p> <p data-bbox="612 333 1078 360">Nov. 1993 Joined Chuo Audit Corporation</p> <p data-bbox="612 367 1142 394">Sep. 2003 Joined Masanobu Nakano CPA Office</p> <p data-bbox="612 400 1166 427">Apr. 2005 Joined Tax Accounting Corporation TAS</p> <p data-bbox="612 434 1193 461">Jun. 2012 Outside Corporate Auditor of the Company</p> <p data-bbox="612 468 1182 530">Nov. 2014 Representative Partner of Tax Accounting Corporation TAS</p> <p data-bbox="612 537 1209 600">Jun. 2019 Outside Corporate Auditor of FUJITEC CO., LTD. (current position)</p> <p data-bbox="612 607 1222 669">Dec. 2019 President of Tax Accounting Corporation TAS (current position)</p> <p data-bbox="612 676 1230 739">Jun. 2021 Outside Director who is Audit and Supervisory Committee Member (current position)</p> <p data-bbox="612 745 1150 772">(Significant concurrent positions outside the Company)</p> <p data-bbox="612 779 1062 806">President of Tax Accounting Corporation TAS</p> <p data-bbox="612 813 1106 840">Outside Corporate Auditor of FUJITEC CO., LTD.</p>	- shares
<p data-bbox="276 826 818 853">Reasons for nomination and summary of expected roles</p> <p data-bbox="276 860 1442 1144">Satoshi Hiramitsu has a high level of specialized knowledge as a Certified Public Accountant. Using his specialized knowledge in accounting in particular, he is expected to ensure the reasonableness and appropriateness of decision-making through supervision and advice concerning the numerical plan of the business strategy as a Certified Public Accountant, and by demonstrating the direction of the control environment for organizational management. Moreover, if elected, the candidate will continue to serve as a member of the Nomination and Compensation Committee and will be involved from an independent standpoint in the selection of candidates for the Company's Board of Directors and in decisions regarding their remuneration, etc. Although without the experience of corporate management other than being an outside officer, we believe that the candidate will be able to appropriately perform duties as an outside Director who is Audit and Supervisory Committee Member for the above reasons.</p> <p data-bbox="276 1151 1442 1236">It has been 29 years since his resignation from The Tokai Bank, Limited (currently MUFG Bank, Ltd.) in October 1993, and the Company therefore judges there is no problem in his independence and notified his appointment as an independent officer as provided for by the Tokyo Stock Exchange.</p>			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
3	 <p>Tomoko Sakamoto May 11, 1974 Independent Outside Reelection</p> <p>Tenure as Director 2 years</p>	<p>Mar. 2000 Completed the Legal Training and Research Institute of Supreme Court</p> <p>Apr. 2000 Registered as an attorney at law, joined Kitahama Law Office</p> <p>Oct. 2003 Joined Yanagida & Nomura Law Office (currently Yanagida & Partners)</p> <p>Nov. 2006 Joined Iwata Godo Attorneys and Counsellors at Law</p> <p>Jul. 2011 Partner (current position)</p> <p>Jun. 2015 Outside Director of The Yachiyo Bank, Limited (currently Kiraboshi Bank, Ltd.)</p> <p>Dec. 2018 Outside Corporate Auditor of FCE Holdings (current position)</p> <p>Jun. 2019 Outside Corporate Auditor of Fuji Oil Company, Ltd. (current position)</p> <p>Jun. 2020 Outside Corporate Auditor of the Company</p> <p>Jun. 2021 Outside Director who is Audit and Supervisory Committee Member (current position)</p> <p>Jun. 2022 Outside Corporate Auditor of Space Shower Network Inc. (current position)</p> <p>(Significant concurrent positions outside the Company) Partner of Iwata Godo Attorneys and Counsellors at Law Outside Corporate Auditor of FCE Holdings Outside Corporate Auditor of Space Shower Network Inc. Outside Corporate Auditor of Fuji Oil Company, Ltd. (scheduled to retire in June 2023) Outside Director of Fuji Oil Company, Ltd. (scheduled to assume office in June 2023)</p>	- shares
<p>Reasons for nomination and summary of expected roles</p> <p>Tomoko Sakamoto has abundant experience and high-level specialized knowledge concerning corporate legal affairs as an attorney at law. Using her specialized knowledge in compliance and governance in particular, she is expected to ensure the reasonableness and appropriateness of decision-making through supervision and advice from the viewpoint of strengthening governance that requires organizational management and the viewpoint of observing compliance, and by demonstrating the correct direction as a listed company. Moreover, if elected, the candidate will continue to serve as a member of the Nomination and Compensation Committee and will be involved from an independent standpoint in the selection of candidates for the Company's Board of Directors and in decisions regarding their remuneration, etc. Although without the experience of corporate management other than being an outside officer, we believe that the candidate will be able to appropriately perform duties as an outside Director who is Audit and Supervisory Committee Member for the above reasons.</p>			







- Notes:
1. There is no special interest between any of the candidates and the Company.
 2. Hideo Ishii, Satoshi Hiramitsu and Tomoko Sakamoto are candidates for outside Director.
 3. The Company has entered into a limited liability agreement with Hideo Ishii, Satoshi Hiramitsu and Tomoko Sakamoto under the provisions of Article 423, paragraph (1) of the Companies Act, pursuant to the provisions of Article 427, paragraph (1) of the same Act. The maximum liability for damages based on this agreement is limited to the amount prescribed in Article 425, paragraph (1) of the Companies Act. If the appointment of Hideo Ishii, Satoshi Hiramitsu and Tomoko Sakamoto is approved, the Company plans to continue this agreement with them.
 4. The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company, making all Directors who are Audit and Supervisory Committee Members insureds. This insurance policy covers the legally mandated amount of indemnification and litigation expenses to be borne by an insured (however, there are reasons for coverage exclusion, such as exclusion of coverage for any damage resulting from performance of a criminal act, a fraudulent act, or the like with full knowledge of its violation of laws and regulations, and rules), and all the premiums for insureds are fully borne by the Company. If each candidate assumes the office of Director who is Audit and Supervisory Committee Member, each of them will be included in the policy as an insured. The Company plans to renew the said policy with the same kind of details during their terms of office.
 5. The Company has submitted notification to the Tokyo Stock Exchange that Hideo Ishii, Satoshi Hiramitsu and Tomoko Sakamoto have been appointed as independent officers as provided for by the aforementioned exchange. If the

appointment of Hideo Ishii, Satoshi Hiramitsu and Tomoko Sakamoto is approved, the Company plans for their appointment as independent officers to continue.

(Reference) Skill Matrix of the Board of Directors after the General Meeting of Shareholders

If the candidates listed in this Notice of Convocation are elected as originally proposed, the skill matrix of Directors will be as follows:

Skill	Reasons for selection of each skill and details of the skills
Business strategy	Because it is necessary to have Directors who possess advanced knowledge and abundant experience related to marketing, logistics and IT & systems, from wholesale-related purchasing to sale, and who can comprehensively make proposals for and promote business strategies from a medium- to long-term perspective for sustainable growth.
Management	Because it is necessary to be well-versed in business and industry trends, and have experience and achievements from being involved in management of a company in order to formulate and execute strategies for sustainable growth.
Financial accounting	Because it is necessary to have abundant knowledge and experience in the field of finance and accounting from a management perspective in order to formulate financial strategies to enhance corporate value. Furthermore, the Company believes that persons who possess experience in financial companies and are qualified as a certified public accountant have knowledge and skills in finance and accounting.
Personnel/Labor management	Because it is necessary to have Directors who possess solid insight and experience related to personnel, organization and internal control as the Company believes that “human resources” are the most important asset for achieving Long-Term Management Vision 2030 and enhancing sustained corporate value.
Sustainability	Because it is necessary to have abundant knowledge in the field of sustainability in order to achieve the sustainability-related targets in Long-Term Management Vision 2030 and reform ESG management.
Compliance/Legal affairs	Because it is necessary to have Directors who possess abundant knowledge related to risk management and corporate governance as well as the skills to supervise management from a legal perspective in order to establish the strong governance structure that will become the foundation for sustainable growth.
Global	Because it is necessary to have Directors who have a global perspective and possess experience and skills from being involved in overseas business management in order to expand overseas businesses, which is an important matter in Long-Term Management Vision 2030.

Name	Independent Outside	Position	Skill						
			Business strategy	Management	Financial accounting	Personnel/ Labor management	Sustainability	Compliance/ Legal affairs	Global
Nobuyuki Hatanaka		Chairman of the Board of Directors		●					
Hiroaki Suzuki		Representative Director and President	●	●		●	●		
Toshiyuki Omote		Director and Executive Vice President	●				●		
Yoshiro Uryu		Director and Senior Managing Executive Officer	●	●	●	●	●		
Seiichi Kochiya		Director and Senior Managing Executive Officer	●	●			●		
Takahiro Furiyoshi		Director and Managing Executive Officer	●	●					●
Hidetaka Hatanaka		Director and Managing Executive Officer	●		●		●		
Akihito Mizuno		Director	●	●		●			
Yoshihisa Aoki		Outside Director		●			●		●
Yuji Nasu		Outside Director		●			●		●
Noriko Yao		Outside Director				●		●	●
Hideo Ishii		Outside Director who is Audit and Supervisory Committee Member		●	●	●	●		
Satoshi Hiramitsu		Outside Director who is Audit and Supervisory Committee Member			●		●	●	
Tomoko Sakamoto		Outside Director who is Audit and Supervisory Committee Member				●	●	●	

Proposal No. 3 Election of One (1) Director Who Is a Substitute Audit and Supervisory Committee Member

The Company requests approval for the prior election of one (1) Director who is a substitute Audit and Supervisory Committee Member to be ready to fill a vacant position should the number of Directors who are Audit and Supervisory Committee Members fall below the number required by the law.

Regarding the effect of this election, the election may be cancelled by a resolution of the Board of Directors of the Company only before the assumption of the position after obtaining the consent of the Audit and Supervisory Committee.

In addition, consent of Audit and Supervisory Committee has been obtained for the Proposal in advance. The candidate for Director who is Substitute Audit and Supervisory Committee Member is as follows:

Name (Date of birth)	Career summary and main positions, etc. (Significant concurrent positions outside the Company)	Number of the Company's shares owned
 <p>Shuichi Okada July 20, 1970 Independent Outside</p> <p>Tenure as Director - years</p>	<p>Apr. 2000 Registered with the Daini Tokyo Bar Association as an attorney at law</p> <p>Apr. 2006 Partner lawyer of Kano & Okada Law Office (currently Kiyosumidori Law Office) (current position)</p> <p>Apr. 2010 Member of Monitoring Committee for Ministry of Agriculture, Forestry and Fisheries Tender Offers, etc.</p> <p>Apr. 2012 Judicial commissioner of Tokyo Summary Court</p> <p>Apr. 2013 Advisor of Consumer Affairs Consulting Service of Tokyo Metropolitan Comprehensive Consumer Center</p> <p>Apr. 2017 Deputy Chair of the Daini Tokyo Bar Association</p> <p>Apr. 2020 Deputy Chairperson</p> <p>(Significant concurrent positions outside the Company) Partner lawyer of Kiyosumidori Law Office</p>	<p>- shares</p>
<p>Reasons for nomination and summary of expected roles</p> <p>Shuichi Okada has had an extensive career as an attorney at law, and possesses a high level of specialist insight. The Company therefore judges that he can be expected to utilize such capabilities in enhancement of the Company's governance and compliance, and nominates him as a candidate for substitute Director who is an Audit and Supervisory Committee Member. He has never been involved in the management of a company. However, the Company judges that he will appropriately fulfill his duties as an outside Director who is an Audit and Supervisory Committee Member based on the above reasons.</p>		

- Notes:
1. There is no special interest between Shuichi Okada and the Company.
 2. Shuichi Okada is a candidate for substitute outside Director.
 3. If Shuichi Okada assumes the office of Director who is an Audit and Supervisory Committee Member, the Company plans to submit notification to the Tokyo Stock Exchange concerning his appointment as an independent officer as per the rules of the aforementioned exchange.
 4. If Shuichi Okada assumes the office of Director who is an Audit and Supervisory Committee Member, the Company plans to enter into a limited liability agreement with him under the provisions of Article 423, paragraph (1) of the Companies Act, pursuant to the provisions of Article 427, paragraph (1) of the same Act. The maximum amount of liability for damages under this agreement is limited to the amount provided for under Article 425, paragraph (1) of the Companies Act.
 5. The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company, making all Directors who are Audit and Supervisory Committee Members insureds. This insurance policy covers the legally mandated amount of indemnification and litigation expenses to be borne by an insured (however, there are reasons for coverage exclusion, such as exclusion of coverage for any damage resulting from performance of a criminal act, a fraudulent act, or the like with full knowledge of its violation of laws and regulations, and rules), and all the premiums for insureds are fully borne by the Company. If Shuichi Okada assumes the office of Director who is Audit and Supervisory Committee Member, he will be included in the policy as an insured.