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Stock Exchange Code 6436

June 8, 2023

(Start Date of Electronic Provision Measures Matters June 7, 2023)

To Shareholders with Voting Rights:

Manabu Yamazaki
President & Representative Director
Amano Corporation
275 Mamedocho, Kohoku-ku, Yokohama

**NOTICE OF
THE 107th ANNUAL SHAREHOLDERS MEETING**

Dear Shareholders:

The Company would like to express our appreciation for your continued support and patronage.

Please be informed that we will hold the 107th Annual Shareholders Meeting of the Company. The meeting will be held for the purposes as described below.

For the convening of this Annual Shareholders Meeting, information contained in the Reference Documents for the Annual Shareholders Meeting, etc. (matters to be electronically provided) is provided electronically, and is posted on the Company's website as "Notice of the 107th Annual Shareholders Meeting". (Japanese version only)

The Company's website

<https://www.amano.co.jp/ir/stock/meeting/>

In addition to the above, such information is also available on the website of the Tokyo Stock Exchange (TSE).

The TSE's website

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

Please access the TSE's website above, enter the stock name (Amano Corporation) or stock code (6436), search for it, and select "Basic information" and "Documents for public inspections/PR information" to confirm them.

If you are unable to attend the meeting, you may exercise your voting rights in writing or online via the internet. Please review the attached Reference Documents for the Shareholders Meeting, and exercise your voting rights by 5:00 p.m. on Wednesday, June 28, 2023 Japan Standard Time.

1. Date and Time : Thursday, June 29, 2023 at 10:00 a.m. Japan Standard Time

2. Place : Conference room at the Company located at
275 Mamedocho, Kohoku-ku, Yokohama

3. Meeting Agenda for the Shareholders Meeting:

- Matters to be reported** :
1. The Business Report, Consolidated Financial Statements for the Company's 107th Fiscal Year (April 1, 2022–March 31, 2023) and results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company's 107th Fiscal Year (April 1, 2022–March 31, 2023)

Proposals to be resolved:

Proposal 1: Appropriation of Surplus Retained Earnings

Proposal 2: Partial Amendment of the Articles of Incorporation

Proposal 3: Appointment of 8 Directors

Proposal 4: Appointment of 1 Audit & Supervisory Board Member

Proposal 5: Appointment of 1 Substitute Audit & Supervisory Board Member

Proposal 6: Revision of Performance-Based Stock Compensation, etc. for Executives

If no indication of approval or disapproval is made for an agenda item on the voting form, it will be treated as an indication of “approval”.

When attending the meeting, please submit the enclosed voting rights exercise form at the reception desk.

In the event of any revision to the items of the electronic provision measures, the revised information will be posted on the respective websites where the information is posted.

Guidance on Exercising Voting Rights, etc.

(1) Exercise of voting rights in writing (by mail)

Please indicate approval or disapproval on the enclosed voting rights exercise form, and return it to the Company.

Voting deadline : No later than 5:00 p.m. Wednesday, June 28, 2023 Japan Standard Time.

(2) Exercise of voting rights via the internet, etc.

Please access the website below and follow the instructions on the screen to enter approval or disapproval. (<https://evote.tr.mufg.jp/>)

Voting deadline : No later than 5:00 p.m. Wednesday, June 28, 2023 Japan Standard Time.

How to handle of voting rights exercised more than once

- a) In the event you vote both in writing and online, your online vote shall be deemed effective and counted.
- b) In the event you vote multiple times online, your intention indicated on the last vote shall be deemed effective and counted.

Any costs incurred in accessing the website for exercising voting rights (such as internet connection fees) shall be borne by the shareholders.

To Institutional Investors :

If you have applied in advance to use the voting platform operated by Investor Communications Japan Inc., you may exercise your voting rights via the platform.

Reference Documents for the Shareholders Meeting

Proposals and References

Proposal 1: Appropriation of Surplus Retained Earnings

The Company places great importance on its policy for dividend payments to its shareholders. Fundamental to this is its policy for the return of profit to shareholders, based on appropriate results-based distributions of profits.

Dividends shall be determined based on a Payout Ratio of at least 40% on a consolidated basis, a Ratio of Dividend to Net Assets of at least 2.5% and Total Return Ratio of at least 55%.

Matters Concerning Year-end dividend

(1) Type of dividend property

Cash

(2) Allocation of dividend property and its total amount

JPY80.00 per common stock of the Company.

Total amount of dividend JPY5,863,978,640

As a result, the annual dividend including the interim dividend shall amount to JPY110.00 per share, a year-on-year increase of JPY15.00 (ordinary dividend increase of JPY15.00).

(3) Effective date of allotment of surplus retained earnings

June 30, 2023

Proposal 2: Partial Amendment of the Articles of Incorporation

1. Reason for the Proposal

- (1) In view of future business expansion, we are proposing the addition of Robotics Business in Article 3 “Purpose of Business”.
- (2) In order to clearly segregate the duties of management supervision and policy implementation, the Company is proposing the change the convener and chairperson of the Board of Directors in Article 23, from the current Director President to the Director Chairman.

2. Contents of the Amendment

The details of the amendments are as follows:

(Specific changes are underlined.)

The Current Articles of Incorporation	Post Amendment
<p>Purpose</p> <p>Article 3 The purpose of the Company shall be to engage in the following businesses:</p> <p>Paragraph 1 to 19 (Text Omitted) < Newly established ></p> <p><u>20.</u> Any and all businesses incidental to each of the preceding paragraphs.</p> <p>< Omitted ></p> <p>The Convener and Chairperson of the Board of Directors</p> <p>Article 23 Except as otherwise provided by law, the Board of Directors’ meeting shall be convened and chaired by the Director <u>President</u>. In the absence or disability of the Director <u>President</u>, another director shall convene and chair the meeting, in an order previously determined by the Board of Directors.</p>	<p>Purpose</p> <p>Article 3 The purpose of the Company shall be to engage in the following businesses:</p> <p>Paragraph 1 to 19 (Text Omitted)</p> <p><u>20. Manufacture, sale and lease of various robots and related equipment.</u></p> <p><u>21.</u> Any and all businesses incidental to each of the preceding paragraphs.</p> <p>< Omitted ></p> <p>The Convener and Chairperson of the Board of Directors</p> <p>Article 23 Except as otherwise provided by law, the Board of Directors’ meeting shall be convened and chaired by the Director <u>Chairman</u>. In the absence or disability of the Director <u>Chairman</u>, another director shall convene and chair the meeting, in an order previously determined by the Board of Directors.</p>

Proposal 3: Appointment of 8 Directors

The term of office of all of 9 Directors will expire at the conclusion of this year's Annual Shareholders Meeting. Accordingly, the Company proposes the appointment of 8 Directors to reduce the number of directors by 1 for more flexible decision-making.

The candidates are as follows:

No.	Name		Current title and responsibilities at the Company	Board of Directors Meeting Attendance
1	Hiroyuki Tsuda	Reappointed	Chairman & Representative Director	100% (8/8)
2	Manabu Yamazaki	Reappointed	President & Representative Director	100% (8/8)
3	Kunihiro Ihara	Reappointed	Director & Managing Operating Officer General Manager Corporate Planning	100% (8/8)
4	Yoshihiko Hata	Reappointed	Director & Managing Operating Officer Sales & Marketing Supervisory / Business Supervisory / Domestic Group Company Supervisory	100% (8/8)
5	Fujinori Tazo	Reappointed	Director & Operating Officer R&D Supervisory / General Manager Product R&D / General Manager Innovation R&D	100% (8/8)
6	Kiyoshi Kawashima	Reappointed Outside Independent	(Outside) Director	100% (8/8)
7	Michinobu Omori	Reappointed Outside Independent	(Outside) Director	100% (8/8)
8	Sumie Watanabe	Reappointed Outside Independent	(Outside) Director	100% (8/8)

No.1	Hiroyuki Tsuda		Reappointed
	Date of Birth	February 18, 1960	
	Number of the Company's shares held	37,400	
	Board of Directors Meeting Attendance	100% (8/8)	
Career summary, status and responsibilities in the Company, and significant concurrent positions			
April 1982	Joined the Company		
April 2007	General Manager of Kanto Regional Sales & Marketing Unit of the Company		
April 2011	General Manager of Chubu Regional Sales & Marketing Unit of the Company		
April 2013	Operating Officer of the Company		
April 2014	Resigned from the office of Operating Officer of the Company		
April 2014	President & Representative Director of Amano Management Service Corporation		
April 2016	Operating Officer of the Company		
April 2016	Business Supervisory of the Company		
June 2017	President & Representative Director of the Company		
April 2023	Chairman & Representative Director of the Company (current position)		

Reasons for nomination as a candidate for Director of the Board

With extensive business experience gained from working in sales and business divisions at the Company, Hiroyuki Tsuda also served as the president of a group company in Japan, and since June 2017, he has been in charge of management of the Company as President & Representative Director and since April 2023 as Chairman & Representative Director. Based on this record of performance, the Company continues to nominate him as a candidate for Director of the Board, because it is expected that he will continue to reinforce the decision-making function of the Board of Directors.

No.2	Manabu Yamazaki		Reappointed
	Date of Birth	September 5, 1962	
	Number of the Company's shares held	10,900	
	Board of Directors Meeting Attendance	100% (8/8)	
Career summary, status and responsibilities in the Company, and significant concurrent positions			
April 1986	Joined the Company		
April 2013	General Manager of Chugoku & Shikoku Regional Sales & Marketing Unit of the Company		
April 2014	General Manager of Comprehensive Planning Unit of the Company		
April 2015	General Manager of Time Information Business Unit of the Company		
April 2016	Operating Officer of the Company		
April 2016	Division Manager of Comprehensive Strategy Planning Division and Deputy General Manager of Corporate Planning Unit of the Company		
April 2017	Business Supervisory and Division Manager of Comprehensive Strategy Planning Division of the Company		
June 2017	Director of the Company		
April 2018	Chairman of Amano USA Holdings Inc.		
October 2018	Chairman & President of Amano USA Holdings Inc.		
February 2020	Domestic Group Company Supervisory of the Company		
April 2020	Corporate Administration Supervisory and General Manager of Corporate Administration Unit and Domestic Group Company Supervisory of the Company		
April 2021	Managing Operating Officer of the Company		
April 2021	Corporate Administration Supervisory and General Manager of Corporate Administration Unit of the Company		
April 2022	Sales & Marketing Supervisory and Business Supervisory of the Company		
April 2023	President & Representative Director of the Company (current position)		

Reasons for nomination as a candidate for Director of the Board

With extensive business experience gained from working in sales, business and administration divisions at the Company, Manabu Yamazaki also served as the president of an overseas subsidiary, and since June 2017, he has been in charge of management of the Company, contributing actively to the discussions and reviews of the Board of Directors. Furthermore since April 2023, he has been in charge of management of the Company as President & Representative Director. Based on this record of performance, the Company continues to nominate him as a candidate for Director of the Board, because it is expected that he will continue to reinforce the decision-making function of the Board of Directors.

No.3	Kunihiro Ihara	Reappointed
	Date of Birth	August 3, 1962
	Number of the Company's shares held	23,000
	Board of Directors Meeting Attendance	100% (8/8)
Career summary, status and responsibilities in the Company, and significant concurrent positions		
April 1985	Joined the Dai-ichi Mutual Life Insurance Company (currently, the Dai-ichi Life Insurance Company, Limited)	
April 2004	Deputy General Manager of the same company	
April 2007	Joined the Company	
April 2009	Division Manager of Accounting Division of the Company	
April 2010	Operating Officer of the Company	
April 2013	Deputy General Manager of Corporate Administration Unit of the Company	
April 2015	General Manager of Corporate Administration Unit and Division Manager of Human Resources Division of the Company	
April 2016	General Manager of Corporate Planning Unit of the Company (current position)	
June 2016	Outside Director of CREO CO., LTD. (current position)	
June 2016	Director of the Company (current position)	
April 2021	Managing Operating Officer of the Company (current position)	
	(Status of the concurrent holding of important position)	
	Outside Director of CREO CO., LTD.	

Reasons for nomination as a candidate for Director of the Board

With extensive business experience gained from working in accounting and administration at the Company, Kunihiro Ihara has served as a director of the Company since June 2016, contributing actively to the discussions and reviews of the Board of Directors. Based on this record of performance, the Company continues to nominate him as a candidate for Director of the Board, because it is expected that he will continue to reinforce the decision-making function of the Board of Directors.

No.4	Yoshihiko Hata		Reappointed
	Date of Birth	July 24, 1964	
	Number of the Company's shares held	5,700	
	Board of Directors Meeting Attendance	100% (8/8)	
Career summary, status and responsibilities in the Company, and significant concurrent positions			
April 1987	Joined the Company		
April 2011	General Manager of Kanto Regional Sales & Marketing Unit of the Company		
April 2014	General Manager of Parking Business Unit of the Company		
April 2017	Operating Officer of the Company		
April 2018	General Manager of Parking Business Unit of the Company and President & Representative Director of AMANO Management Service Corporation		
April 2019	Executive Vice President AMANO USA HOLDINGS, INC. and Executive Vice President AMANO McGann, INC.		
April 2021	Business Supervisory and Domestic Group Company Supervisory of the Company		
April 2022	Corporate Administration Supervisory and General Manager of Corporate Administration Unit of the Company		
June 2022	Director of the Company (current position)		
April 2023	Managing Operating Officer of the Company (current position)		
April 2023	Sales & Marketing Supervisory and Business Supervisory and Domestic Group Company Supervisory of the Company (current position)		

Reasons for nomination as a candidate for Director of the Board

With extensive business experience gained from working in sales and business divisions at the Company, Yoshihiko Hata also served as the president of a domestic group company and the vice presidents of two overseas subsidiaries, and since June 2022, he has been a director of the Company, contributing actively to the discussions and reviews of the Board of Directors. Based on this record of performance, the Company continues to nominate him as a candidate for Director of the Board, because it is expected that he will continue to reinforce the decision-making function of the Board of Directors.

No.5	Fujinori Tazo		Reappointed
	Date of Birth	November 23, 1964	
	Number of the Company's shares held	7,300	
	Board of Directors Meeting Attendance	100% (8/8)	
Career summary, status and responsibilities in the Company, and significant concurrent positions			
April 1987	Joined the Company		
April 2016	Deputy General Manager of R&D Unit and Division Manager of Technology R&D Division of the Company		
April 2018	Deputy General Manager of R&D Unit and Division Manager of Innovation R&D Division of the Company		
April 2019	Operating Officer of the Company (current position)		
April 2019	General Manager of R&D Unit of the Company and Technology Desk of Amano USA Holdings, Inc.		
April 2020	R&D Supervisory and General Manager of R&D Unit and Domestic & Overseas R&D Supervisory of the Company		
June 2020	Director of the Company (current position)		
April 2022	R&D Supervisory and General Manager Product R&D and General Manager Innovation R&D (current position)		

Reasons for nomination as a candidate for Director of the Board

With extensive business experience gained from working in R&D divisions at the Company, Fujinori Tazo has been elected as a director since June 2020, contributing actively to the discussions and reviews of the Board of Directors. Based on this record of performance, the Company continues to nominate him as a candidate for Director of the Board, because it is expected that he will continue to reinforce the decision-making function of the Board of Directors.

No.6	Kiyoshi Kawashima		Reappointed
	Date of Birth	February 12, 1954	Outside
	Number of the Company's shares held	0	Independent
	Board of Directors Meeting Attendance	100% (8/8)	
Career summary, status and responsibilities in the Company, and significant concurrent positions			
April 1979	Registered as an attorney at law (with Daini Tokyo Bar Association)		
May 1984	Kawashima Law Office (Kanagawa Bar Association) (current position)		
April 1995	Legal Training and Research Professor of Defense in Civil Cases, Institute in the Supreme Court of Japan		
April 2004	Professor of Yokohama National University Law School		
April 2011	Guest Professor of the Open University of Japan (current position)		
June 2012	Outside Director of Fuji Furukawa Engineering & Construction Co., Ltd. (current position)		
November 2013	Director of Kanagawa Gakuen, an incorporated Educational Institution (current position)		
June 2015	Outside Director of the Company (current position)		
May 2017	Audit & Supervisory Board Member of YOKOHAMA IMPORTMART INC.		
June 2021	Audit & Supervisory Board Member of Yokohama-Kawasaki International Port Corporation (current position)		

Reasons for nomination as a candidate for Outside Director of the Board and expected roles

Kiyoshi Kawashima has technical knowledge and experience as a lawyer, and he has extensive experience in taking important posts at educational institutions and serving as an outside director at listed companies. Therefore, the Company continues to nominate him as a candidate for Outside Director of the Board, because he is expected to continue to provide fair, just, and appropriate guidance and advice to the Company's management.

The Company expects to receive appropriate advice on putting legal compliance into practice through running the business, taking advantage of his extensive experience as a lawyer.

Although he has no experience of directly managing a company except for outside director, the Company has determined that his abundant knowledge regarding corporate management as an attorney at law will enable him to appropriately perform the duties as Outside Director.

No.7	Michinobu Omori		Reappointed
	Date of Birth	September 17, 1957	Outside
	Number of the Company's shares held	0	Independent
	Board of Directors Meeting Attendance	100% (8/8)	
Career summary, status and responsibilities in the Company, and significant concurrent positions			
April 1981	Joined the Ministry of Finance		
July 1997	Deputy Commissioner of Criminal Investigation Department Tokyo Regional Taxation Bureau		
July 1999	Director of Tobacco and Salt Industries Office, Planning and Administration Division, Financial Bureau		
July 2002	Director of Local Financial Department, Kinki Local Financial Bureau		
July 2003	Counselor of Office for Industrial Revitalization Corporation of Japan, Cabinet Office		
July 2005	Director of Customs Clearance Division, Customs and Tariff Bureau		
July 2006	Director of Personnel Division, Customs and Tariff Bureau		
July 2007	Director General of Hokuriku Local Finance Bureau		
August 2009	Officer of Nippon Automated Cargo And Port Consolidated System, Inc.		
May 2010	Director of Treasury Department, Deposit Insurance Corporation of Japan		
July 2011	Director of Inspection Department, Deposit Insurance Corporation of Japan		
June 2012	Audit & Supervisory Board Member of The Shoko Chukin Bank, Ltd.		
June 2016	Director General of Tokyo Customs		
July 2017	Resigned from the Ministry of Finance		
January 2018	Advisor of Mitsubishi Heavy Industries Thermal Systems, Ltd		
June 2019	Outside Director of the Company (current position)		
June 2020	Outside Director of Japan Credit Information Reference Center Corp. (current position)		
	(Status of the concurrent holding of important position)		
	Outside Director of Japan Credit Information Reference Center Corp.		

Reasons for nomination as a candidate for Outside Director of the Board and expected roles

Michinobu Omori has specialized knowledge and experience as a former employee of the Ministry of Finance, the Company continues to nominate him as a candidate for Outside Director of the Board, because he can provide fair and appropriate guidance and advice for the management of the Company.

The Company expects to receive his appropriate advice for finance, accounting and taxation, taking advantage of his extensive experience as the Ministry of Finance officer.

No.8	Sumie Watanabe		Reappointed
	Date of Birth	November 27, 1959	Outside
	Number of the Company's shares held	700	Independent
	Board of Directors Meeting Attendance	100% (8/8)	
Career summary, status and responsibilities in the Company, and significant concurrent positions			
August 1980	Joined The Dai-ichi Mutual Life Insurance Company (currently, the Dai-ichi Life Insurance Company, Limited)		
April 2008	Division Manager of FP Sales Division of the same company		
April 2010	Division Manager of FP Consulting Division of The Dai-ichi Life Insurance Company, Limited		
April 2015	Adjunct of the same company		
April 2016	Operating Officer of the same company		
October 2016	Operating Officer of Dai-ichi Life Holdings, Inc.		
October 2016	Operating Officer of The Dai-ichi Life Insurance Company, Limited		
April 2021	Chairman & Director of Dai-ichi Life Challenged Co.,Ltd. (current position)		
June 2021	Outside Director of the Company (current position)		

Reasons for nomination as a candidate for Outside Director of the Board and expected roles

Sumie Watanabe has her career as the management in a listed company and professional knowledge and experience gained from working as a Diversity & Inclusion officer. Therefore, the Company continues to nominate her as a candidate for Outside Director of the Board, because she is expected to provide fair, just, and appropriate guidance and advice to the Company's management as well as valuable advice concerning promotion of active female participation.

The Company expects to receive her appropriate advice for promoting women's advancement at the Company, taking advantage of her extensive experience as a diversity & inclusion officer.

- (Note) 1. There are no special interests between any of the candidates and the Company.
2. Mr. Kiyoshi Kawashima, Mr. Michinobu Omori and Ms. Sumie Watanabe are candidates for Outside Directors.
 3. Mr. Kiyoshi Kawashima, Mr. Michinobu Omori and Ms. Sumie Watanabe are current Outside Directors of the Company, and the number of years since their assumption of office is eight years, four years and two years, respectively, at the conclusion of this year's Annual Shareholders Meeting.
 4. As for Mr. Kiyoshi Kawashima, Mr. Michinobu Omori and Ms. Sumie Watanabe, the Company has notified the Tokyo Stock Exchange, Inc. that they have been designated as independent directors, whose interests are not likely to be in conflict with those of its general shareholders.
 5. The Company has concluded Limited Liability Agreements with Mr. Kiyoshi Kawashima, Mr. Michinobu Omori and Ms. Sumie Watanabe in order to enable them to fully perform their expected roles. The Company intends to renew the agreements upon approval of their reappointment at this year's Annual Shareholders Meeting of the Company.
The outline of the agreement is as follows:
After concluding this agreement, the outside director shall be responsible for the liability of Article 423, Paragraph 1 of the Companies Act. If he / she is in good faith and has not made any gross negligence in performing his / her duties, he / she shall bear the minimum liability amount stipulated in Article 425, Paragraph 1 of the same Act, which is equivalent to the maximum amount liable for damages.
 6. The Company has concluded the Directors and Officers liability insurance policy with an insurance company. Under this insurance policy, damages and litigation costs incurred by the insured due to a claim for damages caused by the insured's actions (including omissions) based on the position of an executive of the Company. If each candidate is reappointed, they will continue to be insured and the Company and its subsidiaries will continue to bear the obligation for paying the insurance premium. Furthermore, the Company plans to renew the insurance policy with the same coverage in case of the policy expires during term of office.

(For Your Reference)

Skill Matrix of the Board Members since the Annual Shareholder's Meeting

		For Outside Director		Sales & Marketing / Business	Manufacturing / R&D	Legal / Compliance	Finance / Accounting / Tax	Overseas Business	Diversity & Inclusion
		Independent	Corporate Management						
Hiroyuki Tsuda	Chairman Representative Director			○					
Manabu Yamazaki	President Representative Director			○				○	
Kunihiro Ihara	Director Managing Operating Officer						○	○	
Yoshihiko Hata	Director Managing Operating Officer			○				○	
Fujinori Tazo	Director Operating Officer				○			○	
Kiyoshi Kawashima	Director (Outside)	○				○			
Michinobu Omori	Director (Outside)	○	○				○		
Sumie Watanabe	Director (Outside)	○	○	○					○

Proposal 4: Appointment of 1 Audit & Supervisory Board Member

The term of office of Ms. Hanae Nakaya will expire at the conclusion of this year's Annual Shareholders Meeting. Accordingly, the Company proposes the appointment of 1 Audit & Supervisory Board Member.

The Audit & Supervisory Board has previously given its approval to this proposal.

The candidate is as follows:

Hanae Nakaya		Reappointed
Date of Birth	November 11, 1965	Outside
Number of the Company's shares held	300	Independent
Audit & Supervisory Board Meeting Attendance	100% (8/8)	
Career summary, status and responsibilities in the Company, and significant concurrent positions		
July 1989	Joined Chuo Shinko Audit Corporation (Chuo Aoyama Audit Corporation)	
August 1990	Registered as Certified Public Accountant	
October 2003	Retired from Chuo Aoyama Audit Corporation	
October 2003	Assistant Section Manager, Corporate Disclosure Counsellor's Office, Market Division, General Affairs and Planning Bureau, Financial Services Agency	
April 2004	Assistant Section Manager, Corporate Disclosure Counsellor's Office, Market Division, General Affairs and Planning Bureau, Financial Services Agency	
August 2007	Certified Public Accountant, opened Nakaya Accounting Office, Representative	
April 2008	Chief Securities Investigator, Disclosure Inspection Division, Secretariat of the Securities and Exchange Surveillance Commission, Financial Services Agency	
August 2013	Registered Certified Public Accountant/Tax Accountant, renamed Nakaya Accounting Office, Representative (current position)	
April 2015	Auditor, National Institute of Special Needs Education, Incorporated Administrative Agency (current position)	
August 2016	Partner, Tachibana Limited Liability Company (current position)	
June 2019	Outside Audit & Supervisory Board Member of the Company (current position)	
July 2022	Director, The Japanese Institute of Certified Public Accountants (current position)	
December 2022	Kanagawa Prefecture Auditor's insight (current position)	
February 2023	Outside Director of JASTEC Co., Ltd. (Audit Committee Member) (current position)	

Reasons for nomination as a candidate for Outside Audit & Supervisory Board Member

As a certified public accountant and tax accountant, she possesses specialized knowledge and experience. The Company continues to nominate her as a candidate for Outside Audit & Supervisory Board member because she can apply such experience and knowledge to audits and the supervision of the Company management.

Although she has no experience of directly managing a company, the Company has determined that her abundant knowledge as a certified public and tax accountant will enable her to appropriately perform the duties as an Outside Audit & Supervisory Board Member.

- (Note)
1. There are no special interests between the candidate and the Company.
 2. Ms. Hanae Nakaya is a candidate for Outside Audit & Supervisory Board Member.
 3. As for Ms. Hanae Nakaya, the Company has notified the Tokyo Stock Exchange, Inc. that she has been designated as an independent officer, whose interests are not likely to be in conflict with those of its general shareholders.
 4. Ms. Hanae Nakaya is current Outside Audit & Supervisory Board Member of the Company, and the number of years since their assumption of office is four years, at the conclusion of this year's Annual Shareholders Meeting.

5. The Company has concluded Limited Liability Agreements with Ms. Hanae Nakaya in order to enable her to fully perform her expected roles. The Company intends to renew the agreements upon approval of her reappointment at this year's Annual Shareholders Meeting of the Company.
The outline of the agreement is as follows:
After concluding this agreement, the Outside Audit & Supervisory Board Member shall be responsible for the liability of Article 423, Paragraph 1 of the Companies Act. If she is in good faith and has not made any gross negligence in performing her duties, she shall bear the minimum liability amount stipulated in Article 425, Paragraph 1 of the same Act, which is equivalent to the maximum amount liable for damages.
6. The Company has concluded the Directors and Officers liability insurance policy with an insurance company. Under this insurance policy, damages and litigation costs incurred by the insured due to a claim for damages caused by the insured's actions (including omissions) based on the position of an executive of the Company. If Ms. Hanae Nakaya is reappointed, she will continue to be insured and the Company and its subsidiaries will continue to bear the obligation for paying the insurance premium. Furthermore, the Company plans to renew the insurance policy with the same coverage in case of the policy expires during term of office.

(For Your Reference)

Composition of Audit & Supervisory Board

If Proposal 4 is approved as proposed, the composition of Audit & Supervisory Board will be as follows:

Name		Position in the Company	Board of Directors Meeting Attendance	Audit & Supervisory Board Meeting Attendance
Masahiko Morita		Full-time Audit & Supervisory Board Member	100% (8/8)	100% (8/8)
Yasuhiro Sasaya		Full-time Audit & Supervisory Board Member	100% (8/8)	100% (8/8)
Hanae Nakaya	Outside Independent	Audit & Supervisory Board Member (Outside)	100% (8/8)	100% (8/8)
Naofumi Nagakawa	Outside Independent	Audit & Supervisory Board Member (Outside)	100% (8/8)	100% (8/8)

Proposal 5: Appointment of 1 Substitute Audit & Supervisory Board Member

As the validity of the appointment of Mr. Mitsuaki Inoue as Substitute Audit & Supervisory Board Member based on the approval at the 103th Annual Shareholders Meeting held on June 27, 2019 will expire at the commencement of this Shareholders Meeting. The Company proposes election of 1 Substitute Outside Audit & Supervisory Board Member in advance who shall replace Outside Audit & Supervisory Board Members Ms. Hanae Nakaya or Mr. Naofumi Nagakawa in any event of vacancy, to maintain the statutory number of Audit & Supervisory Board Member.

The Company shall be able to cancel the validity of the election of Substitute Audit & Supervisory Board Member, insofar as such cancellation is enforced prior to his official appointment, subject to the resolution of the Board of Directors based on the consent of the Audit & Supervisory Board.

The Audit & Supervisory Board has previously given its approval to this proposal.

The candidate is as follows:

Motoki Shinta	
Date of Birth	August 10, 1973
Number of the Company’s shares held	0
Career summary and significant concurrent positions	
April 1996	Joined Sony Life Insurance Co., Ltd.
October 2001	Joined Deloitte Touche Tohmatsu LLC
April 2005	Registered as Certified Public Accountant
January 2006	Retired from Deloitte Touche Tohmatsu LLC, Established Shinta Accounting Office
November 2006	Registered Tax Accountant
June 2008	Auditor, Life Extension Institute, Inc. (current position)
April 2016	Auditor, Yokohama Rehabilitation Services (current position)
June 2019	Outside Audit & Supervisory Board Member of NFK HOLDINGS CO., LTD. (current position)

Reasons for nomination as a candidate for Substitute Outside Audit & Supervisory Board Member

As a certified public accountant and tax accountant, he possesses specialized knowledge and experience. The Company has nominated him as a candidate for Substitute Audit & Supervisory Board member because he can apply such experience and knowledge to audits and the supervision of the Company management.

Although he has no experience of directly managing a company, the Company has determined that his experience in accounting audits for listed companies at a major audit firm as a certified public accountant will enable him to appropriately perform the duties as an Outside Audit & Supervisory Board Member.

- (Note) 1. There are no special interests between the candidate and the Company.
2. The Company plans to notify the Tokyo Stock Exchange that Mr. Motoki Shinta as an independent officer, whose interests are not likely to be in conflict with those of its general shareholders if he takes office for Outside Audit & Supervisory Board Member.
3. Contract for limitation of liability with Outside Audit & Supervisory Board Member.
 The Company has entered into a contract for limitation of liability with Outside Audit & Supervisory Board Members so that they are able to fully perform his expected role. The company plans to enter into contracts for limitation of liability with Mr. Motoki Shinta, if he takes office for Outside Audit & Supervisory Board Member.
 The outline of the agreement is as follows:
 After concluding this agreement, the Outside Audit & Supervisory Board Member shall be responsible for the liability of Article 423, Paragraph 1 of the Companies Act. If he is in good faith and has not made any gross negligence in performing her duties, he shall bear the minimum liability amount stipulated in Article 425, Paragraph 1 of the same Act, which is equivalent to the maximum amount liable for damages.

4. The Company has concluded the Directors and Officers liability insurance policy with an insurance company. Under this insurance policy, damages and litigation costs incurred by the insured due to a claim for damages caused by the insured's actions (including omissions) based on the position of an officer of the company. If Mr. Motoki Shinta assumes office as an Outside Audit & Supervisory Board Member, he will be covered by this insurance policy and the Company and its subsidiaries will continue to bear the obligation for paying the insurance premium.

(For Your Reference)

Independent criteria of Outside Director and Outside Audit & Supervisory Board Member

Outside Director and Outside Audit & Supervisory Board Member shall be considered independent from the Company if none of the following apply for the past 10 years, to the candidates or to the candidate's relatives up to second degree of kinship.

1. A major business counterparty of the Company (Note1) or a person executing the business.
2. A consultant, an accounting expert, or a legal expert, etc. who receives substantial amounts of money, etc. in addition to the officers' remuneration from the Company (if the recipient of such rewards is a corporation, or other organizations such as unions, etc. then this implies the person who belongs to such organizations). (Note2)
3. A person executing the business of the Company or its subsidiaries.
4. A director of the Company's subsidiaries who does not execute the business of its subsidiaries (only the case that Outside Audit & Supervisory Board Member is designated as an independent officer is approved).
5. A major shareholder of the Company or a person executing the business of the major shareholder. (Note3)
6. A person who was once a Director or Audit & Supervisory Board Member of the Company or its subsidiaries at any point during the past 10 years prior to this nomination.

- (Note)
1. Business counterparty with annual transaction amount that exceeds 2% of the consolidated sales of the Company and its business counterparty in the most recent business year.
 2. Substantial amount of money is defined as actual amounts exceeding 10 million yen per year.
 3. A major shareholder means that a shareholder who holds more than 10% of the voting rights of the Company.

Proposal 6: Revision of Performance-Based Stock Compensation, etc. for Executives

1. Reasons the revision to such awards is appropriate

The Company introduced the Performance-Based Stock Remuneration plan (the “Plan”) where shares of the Company are delivered to its Directors (excluding Outside Directors and expatriates; hereinafter the same shall apply in this proposal) and Operating Officers (hereinafter referred to as "Directors, etc.") as well as Directors (excluding Outside Directors and expatriates) of subsidiaries of the Company (hereinafter referred to as "Participating Subsidiaries" and collectively with the Company referred to as "Participating Companies"; and such Directors of Participating Subsidiaries and Directors, etc. of the Company are collectively referred to as "Participating Directors, etc.") in accordance with the degree of achievement for performance targets, with the approval of the shareholders at the 100th Annual Shareholders Meeting to be held on June 29, 2016.

Since the Plan period, which is the three fiscal years (start with the fiscal year ending March 31, 2021, and end with the fiscal year ending March 31, 2023) has ended, the Company would like to ask your approval for this proposal, to continue the Plan with some revisions from fiscal year 2023 onwards.

The Company believes revision of the Plan to be appropriate, as it aims to enhance awareness of contributing to achievement of the targets for the Medium-Term Business Plan and the Company’s medium-to-long-term improvement of performance and increase in corporate value by strengthening the linkage of the Medium-Term Business Plan and the Plan. In addition, the Company has established a policy on decisions pertaining to content of remuneration, etc. for Directors, and the Plan revision is to align with such policy.

This proposal is made separately from the proposal on limiting the amount of remuneration for Directors (up to 450 million yen per year, excluding the amount of salary to be paid as an employee for Directors who concurrently serve as employees), as approved at the 92nd Annual Shareholders Meeting held on June 27, 2008, to request shareholders' approval to award performance shares to Directors, etc.

The number of Directors subject to the Plan will be five (the number of Operating Officers will be eleven) if “Proposal 3: Appointment of 8 Directors” is approved as originally proposed.

2. Content of the revision of this Plan

(1) Details of revisions

As the original trust period is due to end on August 31, 2023, the Company decided to extend the trust period for three years by changing the trust contract for this Plan and making additional contributions to the trust.

In continuing the Plan, subject to approval at the 107th Annual Shareholders Meeting, the following revisions will be made to the previous plan. Except for the contents described below, the content of the plan as described the Notice of the 100th Annual Shareholders Meeting shall be maintained.

The Plan is a Stock Remuneration Plan under which the Company's shares will be acquired through a trust using funds contributed by Participating Companies as remuneration for Participating Directors, etc., and such the Company's shares and money in an amount equivalent to the amount obtained by converting such shares (hereinafter referred to as "the Company's Shares, etc.") into cash will be delivered and paid to Participating Directors, etc. (hereinafter referred to as "Delivery, etc.") (The details are explained in (2) and thereafter.)

① Target beneficiaries of the Plan

Before Revision	After Revision
<ul style="list-style-type: none">• Directors of the Company (excluding Outside Directors and expatriates)• Operating Officers of the Company engaged by contract (excluding expatriates)• Directors of <u>three subsidiaries of the Company</u> (excluding Outside Directors and expatriates)	<ul style="list-style-type: none">• Directors of the Company (excluding Outside Directors and expatriates)• Operating Officers of the Company engaged by contract (excluding expatriates)• Directors of <u>major subsidiaries of the Company</u> (excluding Outside Directors and expatriates)

②Upper limit of the cash contribution by Participating Companies

Before Revision	After Revision
<ul style="list-style-type: none"> • <u>JPY 450 Million</u> per three fiscal years (including <u>JPY 405 Million</u> for the Company) 	<ul style="list-style-type: none"> • <u>JPY 900 Million</u> per three fiscal years (including <u>JPY 810 Million</u> for the Company)

③Content of the performance achievement conditions

Before Revision	After Revision
Per year <ul style="list-style-type: none"> • Consolidated Operating Profit Achievement Ratio • <u>Consolidated Operating Profit Ratio</u> • <u>ROE</u> 	Per year <ul style="list-style-type: none"> • Consolidated Operating Profit Achievement Ratio • <u>Consolidated Net Sales Achievement Ratio</u> • <u>ROE Achievement Ratio</u>

(2) Overview of the Plan after revision

(i) Target beneficiaries of the Plan	<ul style="list-style-type: none"> • Directors of the Company (excluding Outside Directors and expatriates) • Operating Officers of the Company engaged by contract (excluding expatriates) • Directors <u>of major subsidiaries of the Company</u> (excluding outside directors and expatriates)
(ii) Impact of the Company's shares under the Plan on the total number of shares issued	
Maximum amount of money contributed by Participating Companies (as explained in (3) below)	<ul style="list-style-type: none"> • JPY 900 Million per three fiscal years (including JPY 810 Million for the Company)
Method of acquiring the Company's shares (as explained in (3) below) and the maximum number of the Company's Shares, etc. acquired by Participating Directors, etc. (as explained in (4) below)	<ul style="list-style-type: none"> • Since the Company's shares are planned to be acquired from the stock market, there will be no dilution. • The maximum number of points awarded to Participating Directors, etc. is 88,000 points per year (including a maximum of 80,000 points for Directors, etc. of the Company). • The ratio of the number of shares equivalent to the maximum number of points per year awarded to Participating Directors, etc. to the total number of the Company's shares issued (as of March 31, 2023, after subtraction of the number of treasury shares) is approximately 0.12%. • This revision will not cause a change in the maximum number of points awarded.
(iii) Details of the conditions of performance achievement (as explained in (4) below)	<ul style="list-style-type: none"> • To be revised annually according to the (1) Consolidated Operating Profit Achievement Ratio, (2) Consolidated Net Sales Achievement Ratio, and (3) ROE Achievement Ratio
(iv) Time of Delivery, etc. of the Company's Shares, etc. to Participating Directors, etc. (as explained in (5) below)	<ul style="list-style-type: none"> • Upon the resignation of each of the Participating Directors, etc.

(3) Maximum amount of money to be contributed by each of the Participating Companies

The applicable period of the Plan is three consecutive fiscal years (start with the fiscal year ending March 31, 2024, and end with the fiscal year ending March 31, 2026, and when the trust period described below is extended, it shall apply to the following three fiscal years and so forth; hereinafter, this shall be referred to as the "applicable period").

The Company will contribute a maximum of JPY 810 Million for each applicable period as remuneration for Directors, etc. of the Company, and using such money together with money contributed by the Participating Subsidiaries as remuneration for the Directors of the said Participating Subsidiaries (the maximum portion of the total amount contributed by the Participating Companies shall be JPY 900 Million), a trust (hereinafter

referred to as the "Trust") will be set up for Participating Directors, etc. who meet the beneficiary requirements for the three-year trust period (including the extended trust period mentioned in the third paragraph of this section (3); hereinafter the same shall apply). The Trust will acquire the Company's shares from the stock market using funds entrusted in accordance with the directions of the trust administrator. During the trust period, each of the Participating Companies will award points to its Participating Directors, etc. (as explained in (4) below) and the Trust shall make Delivery, etc. of the Company's Shares, etc.

Upon the expiration of the trust period, the Trust may be maintained by way of the modification of the trust agreement and additional entrustment, in lieu of setting up a new Trust. In such a case, the trust period shall be extended by the same length as the initial trust period, and the applicable period shall be three fiscal years thereafter. For each extended trust period, each of the Participating Subsidiaries shall newly contribute money to the Company within the range approved by a resolution of its respective Annual Shareholders Meeting, and the Company shall additionally entrust money contributed by the Participating Subsidiaries together with money additionally contributed by the Company within the range of JPY 900 Million (including JPY 810 Million for the Company). During the extended trust period, each of the Participating Companies shall continue to award points to its Participating Directors, etc., and the Trust shall continue to make Delivery, etc. of the Company's Shares, etc. However, in the case of such an additional contribution, when there are the Company's shares (excluding the Company's shares equivalent to points awarded to Participating Directors, etc. for which Delivery, etc. has not been made) and money remaining in the trust property on the last day of the trust period prior to the start of the extended trust period (hereinafter referred to as "Remaining Shares, etc."), the total amount of the amount of Remaining Shares, etc. and that of trust money contributed additionally shall be JPY 900 Million or less.

If the trust agreement is not amended and additional contributions are not made to the trust upon expiration of the trust period, thereafter no points will be awarded to the Directors, etc. However, if any Directors, etc. who may then meet the beneficiary requirements remain in office, the trust period of the Trust will be extended up to ten years until the Directors, etc. retire and the Delivery, etc. of the Company's shares is completed.

(4) Calculation method and the maximum of the number of the Company's shares to be acquired by Participating Directors, etc.

On June 1 of each year during the trust period, according to the Consolidated Operating Profit Achievement Ratio, Consolidated Net Sales Achievement Ratio, and ROE Achievement Ratio as well as the position of each of the Participating Directors, etc. in the fiscal year ending on March 31 of the relevant year (with the fiscal year ending on March 31, 2024 as the initial fiscal year), a certain number of points shall be awarded to the Participating Directors, etc. of the respective Participating Companies.*1 Upon the resignation from office of any of the Participating Directors, etc. (including the case in which any of the Participating Directors, etc. leaves his/her post due to being transferred to an overseas office; hereinafter the same shall apply), according to the accumulated number of points (hereinafter referred to as the "Cumulative Points"), Delivery, etc. of the Company's Shares, etc. shall be made to each of the affected Participating Directors, etc. If any of Participating Directors, etc. holds another post of Participating Director, etc. at any other Participating Company in addition to his/her original post as one of the Participating Directors, etc. (including the case where upon resignation from the post of Participating Director, etc. of any of the Participating Companies, he/she takes the post of Participating Director, etc. of any other Participating Company), Delivery, etc. of the Company's Shares, etc. shall be made to him/her in a lump sum upon resignation from all posts of Participating Director, etc. of any Participating Company.

*1 Awarded points = Base points per position × Performance-linked coefficient *2

*2 The performance-linked coefficient shall be determined based on the Consolidated Operating Profit Achievement Ratio, Consolidated Net Sales Achievement Ratio, and ROE Achievement Ratio.

The maximum number of points awarded to Directors, etc. of the Company shall be 80,000 points per year (the maximum number of points awarded to Participating Directors, etc. shall be 88,000 points per year).

(5) Time of Delivery, etc. of the Company's Shares, etc. to Participating Directors, etc.

Each of the Participating Directors, etc. who meets the beneficiary requirements shall receive Delivery, etc. of the Company's Shares, etc. according to the number calculated under the preceding (4) upon resignation from his/her post. In this case, a Participating Director, etc. shall receive Delivery, etc. of the Company's shares corresponding to 70% of his/her points (shares less than one unit will be ignored), and with respect to

the remaining portion, he/she shall receive a payment of money in an amount equivalent to the amount obtained by converting such portion into cash in the Trust.

In principle, if any of the Participating Directors, etc. dies during his/her tenure in office, with respect to the Company's shares corresponding to the number of Cumulative Points that have already been awarded by that time, his/her heir shall receive a payment of money in an amount equivalent to the amount obtained by converting such shares into cash in the Trust.

(6) Voting rights for the Company's shares in the Trust

With respect to the Company's shares in the Trust, no voting rights shall be exercised during the trust period in order to ensure management's neutrality.

There are no other changes to the contents of this Plan. Please refer to "Notice : Regarding Introduction of Performance-Based Stock Remuneration Plan for Executives" dated April 25, 2016, for the contents of the Plan.

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