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To All Shareholders

Securities Code 1884
May 31, 2024
(Commencement date for electronic provision measures: May 24, 2024)
1-2-3 Shibaura, Minato-ku, Tokyo
The Nippon Road Co., Ltd.
Representative Director and President Toshiyuki Ishii

Notice of Convocation for the 119th Annual General Meeting of Shareholders

Dear Shareholders,

I would like to take this opportunity to thank you, our shareholder, for your support of The Nippon Road Co., Ltd (the “Company”). The 119th Annual General Meeting of Shareholders will be held as described below.

In convening this General Meeting of Shareholders, the Company has implemented electronic provision measures for information that comprises the content of the Reference Materials for the General Meeting of Shareholders (Matters for Electronic Provision Measures) and such materials are provided on the Company’s website as the “Notice of Convocation for the 119th Annual General Meeting of Shareholders.” Please view these materials by accessing the Company’s website below.

The Company’s website (in Japanese):
<https://www.nipponroad.co.jp/ir/stock/meeting/>



Apart from the Company’s website, the Matters for Electronic Provision Measures are also available on the website of the Tokyo Stock Exchange (TSE). Please view the TSE website (TSE Listed Company Search Service) below, input and search for “Nippon Road” in the “Issue name (company name)” field or for “1884” (the Company’s securities code) in the “Code” field, select “Basic information” then “Documents for public inspection/PR information,” and confirm the contents of the “Notice of General Shareholders Meeting/Informational Materials for a General Shareholders Meeting” field in the “Filed information available for public inspection” section.

Tokyo Stock Exchange website (TSE Listed Company Search Service; in Japanese):
<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show>



| Details | |
|------------------------|--|
| Date and Time | Friday, June 21, 2024 at 10:00 AM (JST) |
| Location | 1-2-3 Shibaura, Minato-ku, Tokyo Seavans South Building 1st Floor Large Hall |
| Agenda for the Meeting | <div>Matters to be Reported</div> <div>1. Report on the content of the business report, and the consolidated financial statements, and report on the results of the audit of consolidated financial statements by the Accounting Auditors and the Board of Corporate Auditors for the 119th fiscal year (covering the period from April 1, 2023 to March 31, 2024).</div> <div>2. Report on the financial statements for the 119th fiscal year (covering the period from April 1, 2023 to March 31, 2024).</div> <div>Matters to be Resolved</div> <div>Proposal No. 1: Partial Amendment to the Articles of Incorporation</div> <div>Proposal No. 2: Appointment of Eight Directors</div> <div>Proposal No. 3: Appointment of Four Corporate Auditors</div> |

END

Reference Materials for the General Meeting of Shareholders

Proposal No. 1 Partial Amendment to the Articles of Incorporation

1. Reason for Proposal

This is a proposal to increase the maximum number of Corporate Auditors specified in Article 25 of the current Articles of Incorporation by one, from four to five, with the aim of strengthening and enhancing the audit structure.

2. Details of Amendment

The details of the amendment are as follows:

(The underlined sections indicate amended portions.)

| Current Articles of Incorporation | Proposed Amendment |
|--|--|
| Chapter 5 Corporate Auditors and Board of Corporate Auditors (Maximum number) Article 25 The Company shall have no more than <u>four (4)</u> Corporate Auditors. | Chapter 5 Corporate Auditors and Board of Corporate Auditors (Maximum number) Article 25 The Company shall have no more than <u>five (5)</u> Corporate Auditors. |

Proposal No. 2 Appointment of Eight Directors

As of the conclusion of this General Meeting, the term of office of all eight directors will expire. The Company requests the appointment of eight directors.

The eight candidates are as follows:

| Candidate Number | Name | Current Position | Number of Board of Directors Meetings Attended (FY2023) | Years in Office |
|------------------|---|--|---|-----------------|
| 1 | Reappointment Toshiyuki Ishii | Representative Director President | 100% (14/14 times) | 8 years |
| 2 | Reappointment Masakazu Hyodo | Representative Director Senior Managing Officer | 100% (11/11 times) (Note) | 1 year |
| 3 | Reappointment Kaoru Ito | Director Senior Managing Officer | 100% (14/14 times) | 5 years |
| 4 | Reappointment Toshihiko Kasai | Director Managing Officer | 100% (14/14 times) | 3 years |
| 5 | Reappointment Takeshi Takasugi | Director Managing Officer | 100% (11/11 times) (Note) | 1 year |
| 6 | Reappointment Outside Independent Taku Matsumoto | Outside Director | 100% (14/14 times) | 5 years |
| 7 | Reappointment Outside Independent Nozomu Morimura | Outside Director | 100% (14/14 times) | 2 years |
| 8 | Reappointment Outside Independent Fumiko Kosao | Outside Director | 100% (11/11 times) (Note) | 1 year |

Reappointment Candidate for director to be reappointed

Outside Candidate for outside director


Independent Independent director as defined by the Tokyo Stock Exchange

Note: The number of Board of Directors meetings attended by Mr. Masakazu Hyodo, Mr. Takeshi Takasugi, and Ms. Fumiko Kosao indicates the number of Board of Directors meetings held after their appointment as directors during the 118th Annual General Meeting of Shareholders held on June 23, 2023.

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|---|---|---|---|------------|--------------------|-----------|---|------------|--|------------|---|------------|--|
| Candidate Number 1 |  | Toshiyuki Ishii (Born February 26, 1958) | Reappointment Years in Office: 8 years Board of Directors Meetings Attended: 100% (14/14 times) | | | | | | | | | | |
| | | Number of Company shares owned 18,400 shares | | | | | | | | | | | |
| | | <p>History, position and responsibility at the Company, and status of important concurrent positions</p> <table><tr><td>April 1982</td><td>Joined the Company</td></tr><tr><td>June 2016</td><td>Director and Executive Officer of the Company</td></tr><tr><td>April 2017</td><td>Director and Managing Officer of the Company</td></tr><tr><td>April 2019</td><td>Director and Senior Managing Officer of the Company</td></tr><tr><td>April 2021</td><td>Representative Director, Executive Vice President of the Company</td></tr><tr><td>April 2022</td><td>Representative Director and President of the Company (Current)</td></tr></table> | | April 1982 | Joined the Company | June 2016 | Director and Executive Officer of the Company | April 2017 | Director and Managing Officer of the Company | April 2019 | Director and Senior Managing Officer of the Company | April 2021 | Representative Director, Executive Vice President of the Company |
| April 1982 | Joined the Company | | | | | | | | | | | | |
| June 2016 | Director and Executive Officer of the Company | | | | | | | | | | | | |
| April 2017 | Director and Managing Officer of the Company | | | | | | | | | | | | |
| April 2019 | Director and Senior Managing Officer of the Company | | | | | | | | | | | | |
| April 2021 | Representative Director, Executive Vice President of the Company | | | | | | | | | | | | |
| April 2022 | Representative Director and President of the Company (Current) | | | | | | | | | | | | |
| Reasons for Designation as a Candidate for Director | | <p>Since joining the Company, Mr. Toshiyuki Ishii has been involved in the Company’s construction business, and possesses abundant experience and highly specialized knowledge gained through his experience on work sites. He was promoted to director and executive officer in 2016, and then to Representative Director in 2021, and has since fulfilled his responsibilities with leadership and determination that he has exercised with the goal of improving the Group’s corporate value.</p> <p>Based on these reasons, we ask that he be appointed once again as director.</p> | | | | | | | | | | | |

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|---|---|--|--|------------|----------------------------|------------|--|------------|---|------------|--|------------|---|--------------|---|------------|--|
| Candidate Number 2 |  | Masakazu Hyodo (Born April 19, 1960) | Reappointment Years in Office: 1 year Board of Directors Meetings Attended: 100% (11/11 times) | | | | | | | | | | | | | | |
| | | Number of Company shares owned 3,400 shares | | | | | | | | | | | | | | | |
| | | <p>History, position and responsibility at the Company, and status of important concurrent positions</p> <table><tr><td>April 1984</td><td>Joined Shimizu Corporation</td></tr><tr><td>April 2010</td><td>Manager of the Accounting Department of the Kyushu Branch of Shimizu Corporation</td></tr><tr><td>April 2014</td><td>Deputy Director of the Hokkaido Branch of Shimizu Corporation</td></tr><tr><td>April 2016</td><td>Manager of the Finance Department of Shimizu Corporation</td></tr><tr><td>April 2019</td><td>Executive Officer and Manager of the Finance Department, and in Charge of Affiliates of Shimizu Corporation</td></tr><tr><td>October 2020</td><td>Executive Officer in charge of Finance & Accounting, and in charge of IR of Shimizu Corporation</td></tr><tr><td>April 2023</td><td>Senior Managing Officer of the Company</td></tr><tr><td>June 2023</td><td>Representative Director and Senior Managing Officer of the Company (Current)</td></tr></table> | | April 1984 | Joined Shimizu Corporation | April 2010 | Manager of the Accounting Department of the Kyushu Branch of Shimizu Corporation | April 2014 | Deputy Director of the Hokkaido Branch of Shimizu Corporation | April 2016 | Manager of the Finance Department of Shimizu Corporation | April 2019 | Executive Officer and Manager of the Finance Department, and in Charge of Affiliates of Shimizu Corporation | October 2020 | Executive Officer in charge of Finance & Accounting, and in charge of IR of Shimizu Corporation | April 2023 | Senior Managing Officer of the Company |
| April 1984 | Joined Shimizu Corporation | | | | | | | | | | | | | | | | |
| April 2010 | Manager of the Accounting Department of the Kyushu Branch of Shimizu Corporation | | | | | | | | | | | | | | | | |
| April 2014 | Deputy Director of the Hokkaido Branch of Shimizu Corporation | | | | | | | | | | | | | | | | |
| April 2016 | Manager of the Finance Department of Shimizu Corporation | | | | | | | | | | | | | | | | |
| April 2019 | Executive Officer and Manager of the Finance Department, and in Charge of Affiliates of Shimizu Corporation | | | | | | | | | | | | | | | | |
| October 2020 | Executive Officer in charge of Finance & Accounting, and in charge of IR of Shimizu Corporation | | | | | | | | | | | | | | | | |
| April 2023 | Senior Managing Officer of the Company | | | | | | | | | | | | | | | | |
| June 2023 | Representative Director and Senior Managing Officer of the Company (Current) | | | | | | | | | | | | | | | | |
| Present Responsibility at the Company | | General Manager of the Management Division | | | | | | | | | | | | | | | |
| Reasons for Designation as a Candidate for Director | | <p>While working at Shimizu Corporation, Mr. Masakazu Hyodo worked as the Manager of the Finance Department and the Executive Officer in charge of Finance & Accounting, among other positions, and currently serves as Representative Director and Senior Managing Officer of the Company. Mr. Hyodo possesses broad experience and an abundance of specialized knowledge in the construction industry. Additionally, he was promoted to Representative Director in 2023 and has been contributing to efforts to continuously improve the Group’s corporate value. Based on these reasons, we ask that he be appointed once again as director.</p> | | | | | | | | | | | | | | | |


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| Candidate Number 3 |  | Kaoru Ito (Born February 12, 1963) | Reappointment Years in Office: 5 years Board of Directors Meetings Attended: 100% (14/14 times) | | | | | | | | | | | | |
| | | Number of Company shares owned 17,300 shares | | | | | | | | | | | | | |
| | | <p>History, position and responsibility at the Company, and status of important concurrent positions</p> <table><tr><td>April 1985</td><td>Joined the Company</td></tr><tr><td>April 2015</td><td>General Manager of the Construction Department, Production and Technical Division of the Company</td></tr><tr><td>April 2016</td><td>General Manager of the Chubu Branch of the Company</td></tr><tr><td>April 2017</td><td>Executive Officer and General Manager of the Chubu Branch of the Company</td></tr><tr><td>April 2019</td><td>Managing Officer and General Manager of the Business Division of the Company</td></tr><tr><td>June 2019</td><td>Director and Managing Officer of the Company</td></tr><tr><td>April 2022</td><td>Director and Senior Managing Officer of the Company (Current)</td></tr></table> | | April 1985 | Joined the Company | April 2015 | General Manager of the Construction Department, Production and Technical Division of the Company | April 2016 | General Manager of the Chubu Branch of the Company | April 2017 | Executive Officer and General Manager of the Chubu Branch of the Company | April 2019 | Managing Officer and General Manager of the Business Division of the Company | June 2019 | Director and Managing Officer of the Company |
| April 1985 | Joined the Company | | | | | | | | | | | | | | |
| April 2015 | General Manager of the Construction Department, Production and Technical Division of the Company | | | | | | | | | | | | | | |
| April 2016 | General Manager of the Chubu Branch of the Company | | | | | | | | | | | | | | |
| April 2017 | Executive Officer and General Manager of the Chubu Branch of the Company | | | | | | | | | | | | | | |
| April 2019 | Managing Officer and General Manager of the Business Division of the Company | | | | | | | | | | | | | | |
| June 2019 | Director and Managing Officer of the Company | | | | | | | | | | | | | | |
| April 2022 | Director and Senior Managing Officer of the Company (Current) | | | | | | | | | | | | | | |
| Present Responsibility at the Company | | General Manager of the Business Division, and in Charge of Safety, Environment, Quality Control and Overseas Operation | | | | | | | | | | | | | |
| Reasons for Designation as a Candidate for Director | | <p>Since joining the Company, Mr. Kaoru Ito has been involved in the Company’s construction business, and possesses abundant experience and highly specialized knowledge gained through his experience on work sites. He was promoted to executive officer in 2017, and thereafter supervised the Business Department as the General Manager of the Business Division, was promoted to director and managing officer in 2019, was promoted to director and Senior Managing Officer in 2022, and has been contributing to efforts to continuously improve the Group’s corporate value.</p> <p>Based on these reasons, we ask that he be appointed once again as director.</p> | | | | | | | | | | | | | |

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| Candidate Number 4 |  | Toshihiko Kasai (Born April 3, 1965) | Reappointment Years in Office: 3 years Board of Directors Meetings Attended: 100% (14/14 times) |
| | | Number of Company shares owned | 11,100 shares |

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| History, position and responsibility at the Company, and status of important concurrent positions | April 1989 | Joined the Company |
| | April 2013 | Deputy General Manager of the Accounting Department of the Company |
| | April 2015 | Representative Director and President of ND Leasing System Co., Ltd. |
| | April 2019 | General Manager of the Corporate Planning Department of the Company |
| | April 2020 | Executive Officer and General Manager of the Corporate Planning Department of the Company |
| | June 2021 | Director, Executive Officer and General Manager of the Corporate Planning Department of the Company |
| | April 2023 | Director and Managing Officer of the Company (Current) |

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| Present Responsibility at the Company | General Manager of the Corporate Promotion Division |
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| Reasons for Designation as a Candidate for Director | <p>Since joining the Company, Mr. Toshihiko Kasai has served as the Deputy General Manager of the Accounting Department and the General Manager of the Corporate Planning Department of the Company, as well as the president of the Company's subsidiary, ND Leasing System Co., Ltd., thus granting him significant experience and expertise regarding finances, accounting, and management. Furthermore, he was promoted to executive officer in 2020, director and executive officer in 2021, then to director and managing officer in April 2023, and has contributed to the continuous improvement of the Group's corporate value.</p> <p>Based on these reasons, we ask that he be appointed once again as director.</p> |
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| Candidate Number 5 |  | Takeshi Takasugi (Born April 29, 1964) | Reappointment Years in Office: 1 year Board of Directors Meetings Attended: 100% (11/11 times) |
| | | Number of Company shares owned | 10,000 shares |

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| History, position and responsibility at the Company, and status of important concurrent positions | April 1988 | Joined the Company |
| | April 2016 | General Manager of the Kyushu Branch of the Company |
| | April 2017 | Executive Officer and General Manager of the Kyushu Branch of the Company |
| | April 2019 | Executive Officer and General Manager of the Kitakanto Branch of the Company |
| | April 2022 | Managing Officer of the Company |
| | June 2023 | Director and Managing Officer of the Company (Current) |


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| Present Responsibility at the Company | General Manager of the Production and Technical Division |
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| Reasons for Designation as a Candidate for Director | <p>Since joining the Company, Mr. Takeshi Takasugi has been involved in the Company's construction business, and possesses abundant experience and highly specialized knowledge gained through his experience on work sites. He was promoted to executive officer in 2017, was promoted to managing officer in 2022 and supervised the Construction and the Manufacturing & Sales Departments as General Manager of the Production and Technical Division, was promoted to director and managing officer in 2023, and has contributed to the continuous improvement of the Group's corporate value.</p> <p>Based on these reasons, we ask that he be appointed once again as director.</p> |
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| Candidate Number 6 |  | Taku Matsumoto (Born November 22, 1972) | Reappointment Years in Office: 5 years Board of Directors Meetings Attended: 100% (14/14 times) | Outside | Independent |
| | | Number of Company shares owned | 0 shares | | |

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| History, position and responsibility at the Company, and status of important concurrent positions | April 1999 | Registered with the Daini Tokyo Bar Association |
| | May 2001 | Joined TMI Associates |
| | March 2006 | Qualified to practice law in the State of New York |
| | January 2007 | Partner at TMI Associates |
| | April 2014 | Representative of Yebisu Matsumoto Law Office (Current) |
| | September 2018 | Outside Auditor of every, Inc. (Current) |
| | June 2019 | Outside Director of the Company (Current) |
| | June 2021 | Outside Auditor of Zenhoren Co., Ltd. (Current) |
| | June 2022 | Outside Auditor of Ferrotec Holdings Corporation (Current) |
| | December 2023 | Outside Corporate Auditor of TOKYU CORPORATION (Current) |

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| Reason for Designation as a Candidate for Outside Director, and Overview of Expected Role | <p>Due to Mr. Taku Matsumoto's expertise as an attorney, the broad experience his time as an attorney being involved in corporate acquisitions and scandals has given him, and the fact that his high degree of independence makes him an ideal candidate for supervising management of the Company from a neutral and objective standpoint, we expect that he will continue to fulfill his role in improving the transparency and supervisory functions of the Board of Directors, and we ask that you approve his continued appointment as outside director.</p> <p>Please note that Mr. Matsumoto has never been directly involved with corporate management outside of his experience as an outside officer, but based on the above reasons, we have determined that he will be able to appropriately fulfill his duties as an outside director.</p> |
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| Candidate Number 7 |  | Nozomu Morimura (Born July 10, 1957) | Reappointment | Outside | Independent |
| | | Years in Office: 2 years Board of Directors Meetings Attended: 100% (14/14 times) | | | |
| | | Number of Company shares owned | 0 shares | | |

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| History, position and responsibility at the Company, and status of important concurrent positions | April 1980 | Joined Toto Kiki, Ltd. (Currently TOTO Ltd.) |
| | April 2010 | Executive Officer and President of the Nagoya Branch of TOTO Ltd. |
| | April 2013 | Senior Executive Officer and Officer in Charge of the Sales Control Division of TOTO Ltd. |
| | June 2013 | Director, Managing Executive Officer, and Officer in Charge of the Sales Control Division of TOTO Ltd. |
| | April 2016 | Director, Senior Managing Executive Officer, Officer in Charge of the Sales Promotion Group, Customers, and Design, and Officer in Charge of the V Plan Japan Housing Business of TOTO Ltd. |
| | April 2017 | Representative Director, Vice President and Executive Officer, Officer in Charge of Sales-Related Controls, Customers, Promotion of Culture, and the Internal Audit Office, and Officer in Charge of V Plan Marketing Reforms of TOTO Ltd. |
| | June 2020 | Advisor of TOTO Ltd. |
| | June 2022 | Outside Director of the Company (Current) |

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| Reason for Designation as a Candidate for Outside Director, and Overview of Expected Role | Due to Mr. Nozomu Morimura's substantive experience, achievements, and expertise as a manager of listed corporations, and the fact that his high degree of independence makes him an ideal candidate for supervising management of the Company from a neutral and objective standpoint, we expect that he will continue to fulfill his role in improving the transparency and supervisory functions of the Board of Directors, and we ask that you approve his continued appointment as outside director. |
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| Candidate Number 8 |  | Fumiko Kosao (Born April 17, 1954) | Reappointment | Outside | Independent |
| | | Years in Office: 1 year Board of Directors Meetings Attended: 100% (11/11 times) | | | |
| | | Number of Company shares owned | 0 shares | | |









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| History, position and responsibility at the Company, and status of important concurrent positions | April 1973 | Joined National Tax Agency |
| | July 2011 | District Director of the Gyoda Tax Office of Kanto Shinetsu Regional Taxation Bureau |
| | July 2014 | District Director of the Nihonbashi Tax Office of Tokyo Regional Taxation Bureau |
| | August 2015 | Registered as a Certified Tax Accountant |
| | | Representative of Fumiko Kosao Certified Tax Accountant Office (Current) |
| | June 2016 | External Auditor of Tobishima Corporation |
| | March 2017 | External Director of CTI Engineering Co., Ltd. (Current) |
| | June 2017 | Outside Director of Metawater Co., Ltd. (Current) |
| | July 2020 | Outside Director (Audit and Supervisory Committee Member) of Toell Co., Ltd. (Current) |
| | June 2023 | Outside Director of the Company (Current) |

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| Reason for Designation as a Candidate for Outside Director, and Overview of Expected Role | Due to Ms. Fumiko Kosao's substantive experience and highly specialized knowledge as a tax accountant, and the fact that her high degree of independence makes her an ideal candidate for supervising management of the Company from a neutral and objective standpoint, we expect that she will continue to fulfill her role in improving the transparency and supervisory functions of the Board of Directors, and we ask that you approve her continued appointment as outside director. Please note that Ms. Kosao has never been directly involved with corporate management outside of her experience as an outside officer, but based on the above reasons, we have determined that she will be able to appropriately fulfill her duties as an outside director. |
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- Notes: 1. There are no particular conflicts of interest between each of the candidates and the Company.
2. During the past 10 years, Mr. Masakazu Hyodo was an executive of Shimizu Corporation, the parent company of the Company. Please note that Mr. Hyodo's positions and responsibilities at Shimizu Corporation over the past 10 years are as set forth in the "History, position and responsibility at the Company, and status of important concurrent positions" field above.
3. Special Notes on Mr. Taku Matsumoto
- (1) He is a candidate for outside director. Note that the Company has submitted notification to the Tokyo Stock Exchange designating Mr. Matsumoto as an independent director as set forth by the TSE, and if his reappointment is approved, the Company will maintain this notification with the TSE.
- (2) Mr. Matsumoto is currently an outside director of the Company, and as of the close of the General Meeting, he will have served as an outside director for the Company for five years.
- (3) An Executive or an officer of a specified associated service provider
No applicable items.
4. Special Notes on Mr. Nozomu Morimura
- (1) He is a candidate for outside director. Note that the Company has submitted notification to the Tokyo Stock Exchange designating Mr. Morimura as an independent director as set forth by the TSE, and if his reappointment is approved, the Company will maintain this notification with the TSE.
- (2) Mr. Morimura is currently an outside director of the Company, and as of close of the General Meeting, he will have served as an outside director for the Company for two years.
- (3) An Executive or an officer of a specified associated service provider
No applicable items.
5. Special Notes on Ms. Fumiko Kosao
- (1) She is a candidate for outside director. Note that the Company has submitted notification to the Tokyo Stock Exchange designating Ms. Kosao as an independent director as set forth by the TSE, and if her reappointment is approved, the Company will maintain this notification with the TSE.
- (2) Ms. Kosao is currently an outside director of the Company, and as of close of the General Meeting, she will have served as an outside director for the Company for one year.
- (3) An Executive or an officer of a specified associated service provider
No applicable items.
6. Limitation of Liability Agreements with Outside Directors
- If the reappointment of Mr. Taku Matsumoto, Mr. Nozomu Morimura, and Ms. Fumiko Kosao, who are candidates for outside director, is approved, in order to ensure that they are able to sufficiently fulfill their expected roles as outside directors, and in accordance with Article 427, Paragraph 1 of the Companies Act and Article 24 of the Articles of Incorporation, the Company is planning to maintain the agreement to limit liability for damages with Mr. Matsumoto, Mr. Morimura, and Ms. Kosao.
- An overview of the agreement is as follows:
- 1) Any liability for compensation of damages owed to the Company by an outside director's neglect of their duties shall be limited to the minimum liability limit set forth under Article 425, Paragraph 1 of the Companies Act.
- 2) The limitation on liability described above shall only apply where any duties performed by the outside director that are the cause of any liability were performed without knowledge and gross negligence.
7. Directors and Officers Liability Insurance contracts with Directors
- The Company has entered into directors and officers liability insurance contracts set forth in Article 430-3, Paragraph 1 of the Companies Act with insurance companies. If the appointment of the director candidates is approved, each candidate shall be included as an insured party under said insurance contracts.
- Furthermore, insurance contracts stated above will be renewed with the same contents at the next timing of renewal.

(Reference)

Skill Matrix for Director Candidates

| Name | | Corporate management and management strategy | Knowledge of the industry (technological and sales) | Global experience | DX and research and development | Finances and accounting | Legal matters, compliance, and risk management | Human resources, labor, and personnel development | Sustainability |
|------------------|-------------|---|---|---|--|---|---|---|---|
| | |  |  |  |  |  |  |  |  |
| Toshiyuki Ishii | | ● | ● | ● | ● (ICT) | | | ● | ● |
| Masakazu Hyodo | | ● | | ● | | ● | ● | | ● |
| Kaoru Ito | | | ● | ● | | | | ● | ● |
| Toshihiko Kasai | | | | | ● (ICT and DX) | ● | | | ● |
| Takeshi Takasugi | | | ● | | ● (ICT) | | | ● | ● |
| Taku Matsumoto | Outside | | | | | ● | ● | | |
| | Independent | | | | | | | | |
| Nozomu Morimura | Outside | ● | | ● | | | ● | | |
| | Independent | | | | | | | | |
| Fumiko Kosao | Outside | | | | | ● | ● | ● | |
| | Independent | | | | | | | | |

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| Outside | Candidate for outside director |
| Independent | Independent director as defined by the Tokyo Stock Exchange |

Note: The above list includes the areas each individual can best exercise their expertise in light of their respective experience and other factors, and is not meant to be a comprehensive list of all forms of expertise they may possess.

Proposal No. 3 Appointment of Four Corporate Auditors

Corporate auditor Hidemi Fujino resigned as of March 31, 2024, and as of the conclusion of this General Meeting, the term of office of corporate auditors Yasunori Kusuda and Yoshinari Dendo will expire. The Company requests the appointment of four corporate auditors, increasing the current total by one corporate auditor with the aim of strengthening and enhancing the audit structure.

This proposal has received the approval of the Board of Corporate Auditors.

This proposal shall take effect on the condition that the amendment to the Articles of Incorporation in Proposal No. 1 takes effect.

If this proposal is approved, the number of corporate auditors will increase from four to five.

The four candidates are as follows:

| Candidate Number | Name | | Current Position | Number of Board of Directors Meetings Attended | Years in Office |
|--|---|-----------------|----------------------------|---|-----------------|
| | | | | Number of Board of Corporate Auditors Meetings Attended | |
| 1 | Reappointment | Yasunori Kusuda | Standing Corporate Auditor | 100% (14/14 times) 100% (15/15 times) | 3 years |
| 2 | New Appointment | Kazutaka Sakuma | Advisor | — (Note) | — |
| 3 | New Appointment Outside Independent | Yohei Kishi | — | — (Note) | — |
| 4 | New Appointment Outside Independent | Hiroshi Sekine | — | — (Note) | — |
| <div> <div>New Appointment</div> <div>Candidate for corporate auditor to be newly appointed</div> </div> <div> <div>Reappointment</div> <div>Candidate for corporate auditor to be reappointed</div> </div> <div> <div>Outside</div> <div>Candidate for outside corporate auditor</div> </div> <div> <div>Independent</div> <div>Independent corporate auditor as defined by the Tokyo Stock Exchange</div> </div> | | | | | |

Note: As they are new candidates for corporate auditor, there are no corresponding items.

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|---|---|--|--|--|
| Candidate Number 1 |  | Reappointment | | |
| | | Years in Office: 3 years Board of Directors Meetings Attended: 100% (14/14 times) Board of Corporate Auditors Meetings Attended: 100% (15/15 times) | | |
| | | Number of Company shares owned 13,800 shares | | |
| History, position and responsibility at the Company, and status of important concurrent positions | | April 1982 Joined the Company April 2012 Representative Director and President of ND Leasing System Co., Ltd. April 2015 General Manager of the Corporate Planning Department of the Company April 2016 Executive Officer and General Manager of the Corporate Planning Department of the Company April 2019 Executive Officer and General Manager of the Internal Audit Office of the Company April 2021 Advisor of the Company June 2021 Standing Corporate Auditor of the Company (Current) | | |
| Reasons for Designation as a Candidate for Corporate Auditor | | Mr. Yasunori Kusuda has abundant experience and advanced knowledge in finance, accounting, and management, having served as the President of ND Leasing System Co., Ltd., a subsidiary of the Company, and as the General Manager of the Corporate Planning Department of the Company. He is also proficient in audit operations as the General Manager of the Internal Audit Office. We expect that he will continue to fulfill his role in strengthening audit functions regarding the execution of duties by directors, leveraging his experience and knowledge. Based on these reasons, we ask that he be appointed once again as corporate auditor. | | |

| | | | | |
|---|--|--|--|--|
| Candidate Number 2 |  | New Appointment | | |
| | | Years in Office: — Board of Directors Meetings Attended: —% Board of Corporate Auditors Meetings Attended: —% | | |
| | | Number of Company shares owned 3,800 shares | | |
| History, position and responsibility at the Company, and status of important concurrent positions | | April 1986 Joined the Company April 2014 General Manager of the Administration Department of the Kitakanto Branch of the Company April 2018 General Manager of the General Affairs Department, Management Division of the Company April 2021 General Manager of the Business Risk Management Department of the Company April 2022 Executive Officer and General Manager of the Business Risk Management Department of the Company April 2023 Executive Officer and General Manager of the Business Risk Management Department, Management Division of the Company April 2024 Advisor of the Company (Current) | | |
| Reasons for Designation as a Candidate for Corporate Auditor | | Mr. Kazutaka Sakuma has abundant operational experience and advanced knowledge in areas such as general affairs, compliance, and risk management. We have determined that he can adequately demonstrate audit functions regarding the execution of duties by directors, leveraging his experience and knowledge. Based on these reasons, we ask that you approve his appointment as a new corporate auditor. | | |

| | | | | | | |
|--|---|---|--|--|---------|-------------|
| Candidate Number 3 |  | New Appointment | | | Outside | Independent |
| | | Years in Office: — Board of Directors Meetings Attended: —% Board of Corporate Auditors Meetings Attended: —% | | | | |
| | | Number of Company shares owned 0 shares | | | | |
| History, position at the Company, and status of important concurrent positions | | April 1979 Joined Chuo Accounting Office Auditing Corporation (Subsequently MISUZU Audit Corporation) March 1982 Registered as a Certified Public Accountant August 1996 Representative Partner of Chuo Audit Corporation (Subsequently MISUZU Audit Corporation) August 2007 Representative Partner of ShinNihon Audit Corporation (Currently Ernst & Young ShinNihon LLC) (Left Ernst & Young ShinNihon LLC in June 2019) July 2019 Established Kishi Certified Public Accountant Office August 2021 Auditor (part-time) of SHIMIZU REAL ESTATE ASSET MANAGEMENT CORPORATION (Current) | | | | |
| Reasons for Designation as a Candidate for Outside Corporate Auditor | | Mr. Yohei Kishi, as a certified public accountant, has abundant experience and specialized knowledge. We have determined that he can appropriately audit all aspects of the execution of duties by directors, as well as the Company's finance and accounting, from a fair and neutral standpoint. Based on these reasons, we ask that you approve his appointment as a new outside corporate auditor. Please note that Mr. Kishi has never been directly involved with corporate management outside of his experience as an outside officer, but based on the above reasons, we have determined that he will be able to appropriately fulfill his duties as an outside corporate auditor. | | | | |

| | | | | | | |
|--|---|---|--|--|---------|-------------|
| Candidate Number 4 |  | New Appointment | | | Outside | Independent |
| | | Years in Office: — Board of Directors Meetings Attended: —% Board of Corporate Auditors Meetings Attended: —% | | | | |
| | | Number of Company shares owned 0 shares | | | | |
| History, position at the Company, and status of important concurrent positions | | April 1985 Joined Tokyo Regional Taxation Bureau July 2016 Senior Internal Inspector, Tokyo Regional Taxation Bureau, Commissioner's Secretariat of National Tax Agency July 2019 District Director, Sagamihara Tax Office of Tokyo Regional Taxation Bureau July 2021 Deputy Commissioner (Large Enterprise Examination and Criminal Investigation) of Fukuoka Regional Taxation Bureau July 2022 Assistant Regional Commissioner, Fourth Examination Department of Tokyo Regional Taxation Bureau August 2023 Registered as a Certified Tax Accountant Established Hiroshi Sekine Certified Tax Accountant Office | | | | |
| Reasons for Designation as a Candidate for Outside Corporate Auditor | | Mr. Hiroshi Sekine, as a tax accountant, has abundant experience and specialized knowledge. We have determined that he can appropriately audit all aspects of the execution of duties by directors, as well as the Company's finance and taxation, from a fair and neutral standpoint. Based on these reasons, we ask that you approve his appointment as a new outside corporate auditor. Please note that Mr. Sekine has never been directly involved with corporate management, but based on the above reasons, we have determined that he will be able to appropriately fulfill his duties as an outside corporate auditor. | | | | |

Notes: 1. There is no particular conflicts of interest between each of the candidates and the Company.

2. Special Notes on Mr. Yohei Kishi

(1) He is a candidate for outside corporate auditor. Note that the Company plans to submit notification to the Tokyo Stock Exchange designating Mr. Kishi as an independent corporate auditor as set forth by the TSE.

(2) An Executive or an officer of a specified associated service provider

During the past 10 years, Mr. Kishi was an executive of Ernst & Young ShinNihon LLC, the Accounting Auditor of the Company. Please note that Mr. Kishi's positions and responsibilities are as set forth in the "History, position at the Company, and status of important concurrent positions" field above. He left Ernst & Young ShinNihon LLC in June 2019 and is currently an Auditor (non-executive) of SHIMIZU REAL ESTATE ASSET MANAGEMENT CORPORATION, a specified associated service provider of the Company.

3. Special Notes on Mr. Hiroshi Sekine

(1) He is a candidate for outside corporate auditor. Note that the Company plans to submit notification to the Tokyo Stock Exchange designating Mr. Sekine as an independent corporate auditor as set forth by the TSE.

(2) An Executive or an officer of a specified associated service provider

No applicable items.

4. Limitation of Liability Agreements with Outside Corporate Auditors

If the appointment of Mr. Yohei Kishi and Mr. Hiroshi Sekine, who are candidates for outside corporate auditor, is approved, in order to ensure that they are able to sufficiently fulfill their expected roles as outside corporate auditors, and in accordance with Article 427, Paragraph 1 of the Companies Act and Article 31 of the Articles of Incorporation, the Company is planning to enter into an agreement to limit liability for damages with them.

An overview of the agreement is as follows:

1) Any liability for compensation of damages owed to the Company by an outside corporate auditor's neglect of their duties shall be limited to the minimum liability limit set forth under Article 425, Paragraph 1 of the Companies Act.

2) The limitation on liability described above shall only apply where any duties performed by the outside corporate auditor that are the cause of any liability were performed without knowledge and gross negligence.

5. Directors and Officers Liability Insurance contracts with Corporate Auditors

The Company has entered into directors and officers liability Insurance contracts set forth in Article 430-3, Paragraph 1 of the Companies Act with insurance companies. If the appointment of the corporate auditor candidates is approved, each candidate shall be included as an insured party under said insurance contracts.

Furthermore, insurance contracts stated above will be renewed with the same contents at the next timing of renewal.

(Reference)

Independence Criteria for Outside Directors and Outside Corporate Auditors

The Company considers outside directors/corporate auditors and candidates thereof who do not fall under any of the following items to be independent from the Company.

1. A person who is or was in the past ten years an executive (executive director, executive officer (*shikkoyakuin*), or any other employee) of the Company or any of its subsidiaries.
2. A person who is an important executive (executive director, accounting advisor, executive officer (*shikkoyaku* or *shikkoyakuin*), manager, or any other important employee) of a major shareholder of the Company (a shareholder who holds 10% or more of the Company's voting rights).
3. A person who is an important executive of a major business partner of the Company (a business partner from which the Company receives greater than 2% of the Company's consolidated gross sales, as consideration for transactions, in the latest fiscal year).
4. A person who is an important executive of an entity whose major business partner is the Company (a business partner to which the Company pays greater than 2% of the business partner's consolidated gross sales, as consideration for transactions, in the latest fiscal year).
5. A person who is an important executive of a lender from which the Group has borrowed funds exceeding 2% of the Company's consolidated total assets as of the end of the latest fiscal year.
6. A person who is a lawyer, certified public accountant, or any other consultant providing specialized services that has received substantial compensation (exceeding 10 million yen in the latest fiscal year) other than executive compensation from the Company. (If a party that has received such compensation is a corporation, association, or any other entity, a person who belongs to such entity.)
7. A person who is a member, partner, or employee of the audit corporation that serves as the Company's external accounting auditor, and actually performs the Company's audit operations (excluding clerical or support staff).
8. A person who is a director or any other executive of a corporation or organization that has received substantial donations (exceeding 10 million yen in the latest fiscal year) from the Company.
9. A person who fell under any of 3. through 8. above in the past three years.
10. A person who has a family relationship with (i.e., is the spouse of or a relative within the second degree of kinship to) an important executive of the Company or any of its subsidiaries.

END