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(Securities Code 3857)
June 1, 2023

To the Shareholders

Itsuro Nishimoto
President and Representative Director
LAC Co., Ltd.
2-16-1, Hirakawacho, Chiyoda-ku, Tokyo

Notice of the 16th Ordinary General Meeting of Shareholders

We would like to express our appreciation for your continued support and patronage. We are pleased to notify you that the 16th Annual General Meeting of Shareholders of LAC Co., Ltd. (the “Company”) will be held for the purposes described below. Please refer to the Annual Securities Report, which will be disclosed on Wednesday, June 21, prior to the General Meeting of Shareholders.

The Company’s website:
<https://www.lac.co.jp/ir/equity/meeting.html>

The website of the Tokyo Stock Exchange:
<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show>

Please access the website above, search by entering the Company’s name or securities code, and select “Basic information” then “Documents for public inspection/PR information” to view the matters.

If you wish to exercise your voting rights in advance, after examining the attached reference materials for the general meeting of shareholders, please exercise your voting rights by no later than 5:30 p.m. on Tuesday, June 20, 2023.

- 1. Date and Time:** Wednesday, June 21, 2023, at 10:00 a.m., JST
(Reception starts at 9:30 a.m.)
- 2. Place:** Kudan Kaikan Terrace Conference & Banquet 3rd Floor Banquet Hall Shinju
1-6-5, Kudanminami, Chiyoda-ku, Tokyo
- 3. Meeting Agenda:**
Matters to be reported:
 1. The Business Report and the Consolidated Financial Statements for the 16th Fiscal Year (from April 1, 2022 to March 31, 2023) and Audit Results of the Consolidated Financial Statements by the Accounting Auditor and the Board of Corporate Auditors
 2. The Non-Consolidated Financial Statements for the 16th Fiscal Year (from April 1, 2022 to March 31, 2023)

Proposal to be resolved:

- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Election of Nine (9) Directors
- Proposal 3:** Election of Two (2) Audit & Supervisory Board Members
- Proposal 4:** Election of One (1) Substitute Audit & Supervisory Board Member

Reference Documents for the General Meeting of Shareholders

Proposal 1: Appropriation of Surplus

In order to keep the Company's stock on a long-term and stable basis, we will continue to maintain a stable dividend level as the basis of our dividend policy and the basic indicator of dividend is 5% DOE (Share Capital Dividend Rate). In accordance with this policy, the year-end dividends business period shall be 14 yen.

1. Type of dividend

Cash

2. Matters concerning the allocation of dividend and total amount

14 yen per common share of the Company

Total dividends are 429,034,494 yen.

3. Effective date for surplus dividend

June 22, 2023

Proposal 2: Election of Nine (9) Directors

The terms of office of all nine (9) Directors will expire at the conclusion of this Annual Shareholders Meeting and we therefore propose that nine (9) Directors be elected. The candidates for Directors are as follows.

Candidates for the position of Director are expected to have a high level of expertise, capabilities and extensive experience to achieve highly effective supervision for sustainable growth and medium- to long-term enhancement of corporate value in accordance with the Company's management philosophy, based on comprehensive judgment of insight, personality and other factors.

Please refer to page 11 for expected skills for director candidates and skill matrix.

No.	Name	Position and Responsibility	Properties
1	Teruhiko Takanashi	Chairman	[Reappointment]
2	Itsuro Nishimoto	President and Representative Director, Chief Executive Officer	[Reappointment]
3	Yuji Funabiki	Director, Managing Executive Officer, General Manager of CYBER GRID Japan	[Reappointment]
4	Madoka Ibuka	Managing Executive Officer, General Manager of Business Strategy Department	[New]
5	Jun Murai	Outside Director	[Reappointment] [Outside] [Independent]
6	Noboru Nakatani	Outside Director	[Reappointment] [Outside] [Independent]
7	Michihiro Sasaki	Outside Director	[Reappointment] [Outside] [Independent]
8	Kazutaka Muraguchi	Outside Director	[Reappointment] [Outside] [Independent]
9	Nao Tsuchiya	Director	[Reappointment]

Reappointment	Candidate for Director to be reappointed
New	Candidate for Director to be newly appointed
Outside	Candidate for Outside Director
Independent	Candidate for Independent Officer

No.	Name	Career Summary and Position	
1	Teruhiko Takanashi [Reappointment] Date of birth December 19, 1951 Number of Company's shares held 269,700 Attendance at board of directors 18/18	April 1987	Director, former LAC Co., Ltd.
		April 1999	Managing Director, former LAC Co., Ltd.
		February 2007	President & Representative Director, Executive Officer, former LAC Co., Ltd.
		October 2007	Director, Managing Executive Officer
		October 2007	Director, A&I System Co., Ltd.
		April 2009	President & Representative Director, Chief Executive Officer, A&I System Co., Ltd.
		April 2012	Executive Vice President
		June 2012	President & Representative Director
		April 2017	Chairman (current position)
		June 2019	Chairman, Information Industry Association of Tokyo (current position) Chairman, Software Service Corporation (current position) Chairman, Asian Link Co., Ltd. (current LAC CyberLink Co., Ltd.) (current position) Chairman, I Net Rely Corporation
		June 2021	Director, Information Technology Federation of Japan (current position)
		Significant concurrent positions outside the Company	
		Chairman, Information Industry Association of Tokyo Director, Information Technology Federation of Japan. Chairman, Software Service Corporation Chairman, LAC CyberLink Co., Ltd.	
		Reason for selection as a Director nominee and outline of expected roles Mr. Teruhiko Takanashi has continued to play a central role in management as a founding member of the former LAC Co., Ltd., the parent company of the Company, and in 2012, assumed the position of President and Representative Director of the Company, where he has been responsible for the stable development of the Group after the consolidation of the operating companies. Since 2017, he has served as Chairman, stepping away from execution of business, to oversee the Group as a whole. In addition, from the perspective of leveraging his insight and broad network of contacts cultivated through his experience from the early days of the IT industry, he has again been selected as a candidate for Director. If he is elected, he will continue to serve as Chairman in a role that oversees the Group as a whole.	
2	Itsuro Nishimoto [Reappointment] Date of birth September 28, 1958 Number of Company's shares held 20,400 Attendance at board of directors 18/18	April 1991	Director, former LAC Co., Ltd.
		October 2007	Executive Officer
		April 2009	Director, Senior Executive Officer, former LAC Co., Ltd.
		June 2013	Director, Chief Technology Officer
		April 2014	Director, Senior Executive Officer, Chief Technology Officer
		September 2014	Outside Director, BroadBand Tower, Inc.
		April 2017	President and Representative Director, Chief Executive Officer, Chief Technology Officer (current position)
		March 2018	Representative Director, Security Camp Committee
		April 2020	President and Representative Director, Chief Executive Officer (current position)
		July 2020	Representative Director, Japan Trusted Alliance Group for cybersecurity (current position)
		Significant concurrent positions outside the Company	
		Outside Director, BroadBand Tower, Inc. Representative Director, Japan Trusted Alliance Group for cybersecurity	
		Reason for selection as a Director nominee and outline of expected roles Mr. Itsuro Nishimoto has many years of operational experience and achievements as a leading figure in the field of cybersecurity. In addition, as President, Representative Director, and Chief Technology Officer since 2017, he has been strongly promoting business restructuring and leading initiatives to grow and expand the business. He is responsible for the sustained enhancement of the Group's corporate value. Therefore, he has again been selected as a candidate for Director. If he is elected, he will continue to lead the Company's business as President and Representative Director, and CEO.	

No.	Name	Career Summary, Position and Responsibilities		
3	<p>Yuji Funabiki [Reappointment]</p> <p>Date of birth March 2, 1964</p> <p>Number of Company's shares held 300</p> <p>Attendance at board of directors 18/18</p>	October 2000 KDDI AMERICA, INC.		
		September 2002 Development Promotion Division of Technology Development Division, KDDI CORPORATION		
		November 2003 Groupe Leader, Business Development of New Business Promotion Office of Consumer Business Planning Division of Broadband Consumer Business Sector, KDDI CORPORATION		
		October 2008 ICT Solution Operation Center of Service Operation Division of Operation Management Sector, KDDI CORPORATION		
		April 2010 Groupe Leader, Quality Control Group of International Service Operation Center of Service Operation Division, KDDI CORPORATION		
		April 2012 Head, Global Service Operation Center of Operation Division, KDDI CORPORATION		
		April 2015 General Manager, Global ICT Technology Department of Global Technology & Operation Division, KDDI CORPORATION		
		April 2019 Secondee to LAC Co., Ltd., Executive Officer, In charge of CYBER GRID JAPAN		
		June 2019 Secondee to LAC Co., Ltd., Director, Managing Executive Officer, General Manager of CYBER GRID JAPAN (current position)		
		May 2023 Director, Secure IoT Platform Consortium (current position)		
		Significant concurrent positions outside the Company		
		Director, Secure IoT Platform Consortium		
<p>Reason for selection as a Director nominee and outline of expected roles</p> <p>Mr. Yuji Funabiki has extensive experience and insight in the technology sector at a major telecommunications carrier. In addition, he has achievements in organizing the R&D functions of the Company as a Director since 2019. The Company believes that he will strengthen governance in R&D. Therefore, he has again been selected as a candidate for Director. If he is elected, he will continue to be in charge of R&D and will be committed to further developing the Company's technological fields.</p>				
4	<p>Madoka Ibuka [New]</p> <p>Date of birth October 9, 1968</p> <p>Number of Company's shares held 0</p>	April 1992 Kokusai Denshin Denwa Co. Ltd (current KDDI CORPORATION)		
		October 2006 Manager, Network Solution Department 2 of Network Solution Domestic Sales Division, KDDI CORPORATION		
		June 2007 Secondee to KDDI MALYSIA SDN. BHD, Managing Director		
		April 2013 Group Leader, Planning Group of Network & Global Solution Department of Solution Promotion Division, KDDI CORPORATION		
		October 2013 Deputy General Manager, Solution Planning Department of Solution Promotion Division, KDDI CORPORATION		
		October 2015 General Manager, Global ICT Business Promotion Department of Global ICT Division, KDDI CORPORATION		
		October 2016 Secondee to PT. KDDI INDONESIA, President Director		
		April 2023 Secondee to LAC Co., Ltd., Managing Executive Officer, General Manager of Business Strategy Promotion Department (current position)		
				Significant concurrent positions outside the Company
				-
<p>Reason for selection as a Director nominee and outline of expected roles</p> <p>Mr. Madoka Ibuka has a wealth of experience in overseas operations, etc. at a major telecommunications carrier. After being seconded to the Company, he is in charge of the business strategy promotion area, and he is responsible for strengthening the promotion of business planning and strategy formulation, including the overseas business, by making use of his experience and knowledge. Therefore, he has been selected as a candidate for Director. If he is elected, he will continue to be in charge of the business strategy promotion area and will be committed to the further development of the Company.</p>				

No.	Name	Career Summary and Position
5	<p style="text-align: center;">Jun Murai [Reappointment] [Outside] [Independent]</p> <p>Date of birth March 29, 1953</p> <p>Number of Company's shares held 0</p> <p>Attendance at board of directors 15/18</p>	<p>August 1984 Assistant, Information Processing Center of Tokyo Institute of Technology</p> <p>March 1987 Received Ph. D, Engineering from Keio University</p> <p>April 1987 Assistant, Large-scale Computer Center of the University of Tokyo</p> <p>April 1990 Associate Professor, Faculty of Environment and Information Studies of Keio University</p> <p>April 1997 Professor, Faculty of Environment and Information Studies of Keio University</p> <p>May 2005 Vice-President, Keio Gijuku Educational Corporation</p> <p>October 2009 Professor, Faculty of Environment and Information Studies of Keio University</p> <p>September 2011 Outside Director, BroadBand Tower, Inc. (current position)</p> <p>March 2012 Outside Director, Rakuten, Inc. (present Rakuten Group, Inc.) (current position)</p> <p>October 2017 Dean, the Graduate School of Media and Governance of Keio University</p> <p>June 2018 Outside Director (current position)</p> <p>November 2019 Outside Director, HAPSMobile Inc.</p> <p>April 2020 Professor, Keio University (current position)</p> <p>October 2020 Special Advisor to the Cabinet (current position)</p> <p>September 2021 Advisor, the Digital Agency (current position)</p> <p>July 2022 Advisor and Senior Fellow, The International House of Japan, Inc. (current position)</p> <p>October 2022 Director, World Wide Web Consortium, Inc. (current position)</p>
		<p>Significant concurrent positions outside the Company</p> <p>Professor, Keio University</p> <p>Outside Director, BroadBand Tower, Inc.</p> <p>Outside Director, Rakuten Group, Inc.</p> <p>Special Advisor to the Cabinet</p> <p>Advisor, the Digital Agency</p> <p>Advisor and Senior Fellow, The International House of Japan, Inc.</p> <p>Director, World Wide Web Consortium, Inc.</p>
		<p>Reason for selection as a Director nominee and outline of expected roles</p> <p>The Company considers that Mr. Jun Murai has exceptional expertise as a leading authority on matters relating to the Internet in Japan will enable him to support the Group's efforts to enhance corporate value from a medium- to long-term perspective based on factors such as the competitive environment, from a position independent of the management team. Therefore, he has again been selected as a candidate for Outside Director.</p> <p>If he is elected, he will continue to be committed to ensuring the adequacy and appropriateness of decision-making, including advice on enhancing corporate value from a professional perspective, and to the further development of the Company.</p> <p>With this background the Company judges there to be no risk of a conflict of interest with general shareholders and accordingly he has again been nominated as Independent Director.</p>

No.	Name	Career Summary and Position	
6	<p>Noboru Nakatani [Reappointment] [Outside] [Independent]</p> <p>Date of birth January 29, 1969</p> <p>Number of Company's shares held 0</p> <p>Attendance at board of directors 18/18</p>	<p>July 2007 Head, the Economic High-Tech Crime Division of General Secretariat, International Criminal Police Organization (France)</p> <p>September 2008 Director, Information Systems and Technology of General Secretariat of International Criminal Police Organization (France)</p> <p>September 2011 Officer, International Organized Crime Countermeasures of Organized Crime Countermeasures Department of Criminal Affairs Bureau of National Police Agency</p> <p>April 2012 General Director, INTERPOL Global Complex for Innovation (IGCI) (Singapore)</p> <p>April 2018 Director, the International Affairs Division of Commissioner-General's Secretariat of National Police Agency</p> <p>April 2019 Executive Officer, Yahoo Japan Corporation.</p> <p>June 2019 Managing Director, Information Technology Federation of Japan (current position)</p> <p>July 2019 Director, Japan Cybercrime Control Center (current position)</p> <p>October 2019 Executive Officer, Z Holdings Corp.</p> <p>March 2020 Adviser, Trend Micro Incorporated</p> <p>April 2020 Executive Officer and Group Chief Information Security Officer, Z Holdings Corp.</p> <p>June 2020 Outside Director (current position)</p> <p>October 2020 Managing Executive Officer and GCTSO, Z Holdings Corp. (current position)</p> <p>March 2023 Outside Director, Soliton Systems K.K. (current position)</p>	
		Significant concurrent positions outside the Company	
		<p>Managing Executive Officer and Group Chief Trust & Safety Officer, Z Holdings Corp.</p> <p>Executive Director, Information Technology Federation of Japan</p> <p>Director, Japan Cybercrime Control Center</p> <p>Outside Director, Soliton Systems K.K.</p>	
		<p>Reason for selection as a Director nominee and outline of expected roles</p> <p>The Company considers that Mr. Noboru Nakatani has depth of experience and expertise in international cyber-crime through his work in law enforcement, particularly in his role as the very first executive director of the Interpol Global Complex for Innovation, qualifies him to support the Group's efforts to enhance corporate value from a medium- to long-term perspective, based on factors such as societal demand, from a position independent of the management team. Therefore, he has again been selected as a candidate for Outside Director.</p> <p>If he is elected, he will continue to be committed to ensuring the adequacy and appropriateness of decision-making, including advice on enhancing corporate value from a professional perspective, and to the further development of the Company.</p> <p>With this background the Company judges there to be no risk of a conflict of interest with general shareholders and accordingly he has again been nominated as Independent Director.</p>	

No.	Name	Career Summary and Position
7	<p>Michihiro Sasaki [Reappointment] [Outside] [Independent]</p> <p>Date of birth September 7, 1959</p> <p>Number of Company's shares held 0</p> <p>Attendance at board of directors 18/18</p>	<p>July 1993 Chief, General affairs section of General Affairs Office of Planning and Coordination Department of Electronics and Information Communication Division, NIPPON STEEL CORPORATION</p> <p>November 1998 Manager, Contract Management Office of Planning and Coordination Department of Electronics and Information Communication Division, NIPPON STEEL CORPORATION</p> <p>October 2000 Chief Legal Officer, Netyear Group Corporation.</p> <p>October 2002 General Manager, Legal and Intellectual Property Department, SQUARE ENIX CO., LTD. (current SQUARE ENIX HOLDINGS CO., LTD.)</p> <p>April 2003 General Manager of Corporate Planning Department and General Manager of Legal and Intellectual Property Department, SQUARE ENIX CO., LTD. (current SQUARE ENIX HOLDINGS CO., LTD.)</p> <p>February 2006 Auditor, TAITO CORPORATION</p> <p>October 2008 General Manager, Group Management Promotion Department, SQUARE ENIX HOLDINGS CO., LTD.</p> <p>April 2015 Executive Officer, In charge of corporate planning, legal affairs, intellectual property, licensing and General Manager of Corporate Planning Department, SQUARE ENIX HOLDINGS CO., LTD.</p> <p>April 2018 Director, Executive Officer, In charge of corporate planning, legal affairs, intellectual property, licensing and General Manager of Corporate Planning Department, SQUARE ENIX HOLDINGS CO., LTD.</p> <p>December 2020 Outside Audit & Supervisory Board Member, Axis, Inc. (current AxisRoot Holdings, Inc.) (current position)</p> <p>April 2021 Audit & Supervisory Board Member, TAITO CORPORATION (current position)</p> <p>June 2021 Outside Audit & Supervisory Board Member (current position)</p>
		Significant concurrent positions outside the Company
		<p>Audit & Supervisory Board Member, TAITO CORPORATION</p> <p>Outside Audit & Supervisory Board Member, AxisRoot Holdings, Inc.</p>
		<p>Reason for selection as a Director nominee and outline of expected roles</p> <p>The Company considers that Mr. Michihiro Sasaki has wealth of experience and expertise in all aspects of corporate matters will enable him to support the Group's efforts to improve management transparency and strengthen corporate governance from a position independent of the management team. Therefore, he has again been selected as a candidate for Outside Director.</p> <p>If he is elected, he will continue to be committed to ensuring the adequacy and appropriateness of decision-making, including advice on enhancing corporate value from a professional perspective, and to the further development of the Company.</p> <p>With this background the Company judges there to be no risk of a conflict of interest with general shareholders and accordingly he has again been nominated as Independent Director.</p>

No.	Name	Career Summary and Position
8	<p>Kazutaka Muraguchi [Reappointment] [Outside] [Independent]</p> <p>Date of birth November 20, 1958</p> <p>Number of Company's shares held 12,000</p> <p>Attendance at board of directors 18/18</p>	<p>February 1994 Manager, Section 2 of Investment Department 2 of Tokyo Investment Headquarters, JAFCO Group Co., Ltd.</p> <p>July 1998 Representative Director, Nippon Technology Venture Partners (current position)</p> <p>November 1998 Unlimited liability, Established NTVP i-1 Investment Limited Partnership (current position)</p> <p>April 2003 Visiting professor, Tokushima University (current position)</p> <p>September 2006 Director, Japan CableCast Inc. (current position)</p> <p>March 2007 Director, Premium Water Holdings, Inc. (current position)</p> <p>April 2007 Teacher Graduate School of Business Administration, Keio University (Keio Business School:KBS) (current position)</p> <p>June 2011 Representative Director, Genomembrane Co., Ltd. (current position)</p> <p>June 2012 Outside Director, Plat'Home Co., Ltd.</p> <p>April 2013 Representative Director, TSS LINK, Inc.</p> <p>June 2017 Outside Director, DENTAS CO., LTD. (current position)</p> <p>September 2017 Outside Director, BroadBand Tower, Inc.</p> <p>November 2018 Outside Director, JESCO HOLDINGS SINGAPORE PTE. LTD. (current position)</p> <p>January 2019 Director, BroadBand Tower, Inc. (current position)</p> <p>March 2019 Outside Director, PALTEK CORPORATION</p> <p>June 2019 Director, SS LINK, Inc.</p> <p>June 2021 Outside Director (current position)</p> <p>June 2021 Outside Director, IPS, Inc. (current position)</p> <p style="text-align: center;">Significant concurrent positions outside the Company</p> <p>Representative Director, Nippon Technology Venture Partners Unlimited liability, NTVP i-1 Investment Limited Partnership Director, Japan CableCast Inc. Director, Premium Water Holdings, Inc. Teacher Graduate School of Business Administration, Keio University (Keio Business School:KBS) Representative Director, Genomembrane Co., Ltd. Outside Director, DENTAS CO.,LTD. Outside Director, JESCO HOLDINGS SINGAPORE PTE. LTD. Director, BroadBand Tower, Inc. Outside Director, IPS, Inc.</p>
<p>Reason for selection as a Director nominee and outline of expected roles</p> <p>The Company considers that Mr. Kazutaka Muraguchi has knowledge and expertise in fostering entrepreneurs, in addition to his extensive experience as a businessperson, will enable him to provide appropriate guidance to the Group regarding its growth strategies and next-generation human resources development from a position independent of the management team. Therefore, he has again been selected as a candidate for Outside Director.</p> <p>If he is elected, he will continue to be committed to ensuring the adequacy and appropriateness of decision-making, including advice on enhancing corporate value from a professional perspective, and to the further development of the Company.</p> <p>With this background the Company judges there to be no risk of a conflict of interest with general shareholders and accordingly he has again been nominated as Independent Director.</p>		

No.	Name	Career Summary and Position
9	Nao Tsuchiya [Reappointment] Date of birth October 23, 1973 Number of Company's shares held 2,600 Attendance at board of directors 17/18	October 2003 Registered as attorney at Low (Dai-Ichi Tokyo Bar Association) Hayabusa International law Office (current Hayabusa Asuka Law Offices) January 2012 Partner, Hayabusa Asuka Law Offices June 2012 Outside Audit & Supervisory Board Member, C'BON COSMETICS Co., Ltd. November 2014 Partner, PricewaterhouseCoopers WMS Pte. Ltd. November 2016 Executive Officer, General Manager of Legal Department April 2018 Executive Officer, General Manager of Legal Department and Head of Intellectual Property Section June 2018 Outside Director, Meiko Electronics Co., Ltd. (current position) April 2020 General Manager of Legal Department and General Manager of Intellectual Property Section June 2020 Director (current position) October 2020 General Manager, Legal Division of Legal Affairs Headquarters, Yahoo Japan Corporation April 2022 General Manager, Legal Affairs Headquarters, Yahoo Japan Corporation (current position)
		Significant concurrent positions outside the Company
		Lawyer Outside Director, Meiko Electronics Co., Ltd. General Manager, Legal Affairs Headquarters, Yahoo Japan Corporation
		Reason for selection as a Director nominee and outline of expected roles Ms. Nao Tsuchiya has acquired extensive knowledge and expertise in problem-solving through her practical experience in the corporate legal division, in addition to her professional skills as a lawyer. The Company considers that she will enhance the soundness of corporate management in terms of compliance and strengthen corporate governance in order to enhance the Company's business execution capabilities. Therefore, she has again been selected as a candidate for Director. If he is elected, he will continue to be committed to ensuring the adequacy and appropriateness of decision-making, including advice on enhancing corporate value from a professional perspective, and to the further development of the Company.

Notes:

1. There is no special interest between any of the candidates and the Company.
2. Mr. Jun Murai, Mr. Noboru Nakatani and Mr. Michihiro Sasaki are candidates for Outside Directors.
3. Mr. Jun Murai, Mr. Noboru Nakatani, Mr. Michihiro Sasaki and Mr. Kazutaka Muraguchi are currently Outside Directors of the Company. Mr. Jun Murai's term of office will be five (5) years, Mr. Noboru Nakatani's term of office will be three (3) years, Mr. Michihiro Sasaki and Mr. Kazutaka Muraguchi's term will be two (2) years at the conclusion of this General Meeting of Shareholders.
4. The Company has, in accordance with the provisions of Article 427, Paragraph 1 of the Companies Act, entered into a contract with Mr. Teruhiko Takanashi, Mr. Jun Murai, Mr. Noboru Nakatani, Mr. Michihiro Sasaki, Mr. Kazutaka Muraguchi and Ms. Nao Tsuchiya for limitation of liabilities for damages stipulated in Article 423, Paragraph 1 of the same Act. The limit of liability for damages pursuant to the limited liability contracts is the aggregate sum of the amounts prescribed in each item in Article 425, Paragraph 1 of the Companies Act. If this reappointment is approved, the Company plans to renew the limited liability contracts with Mr. Teruhiko Takanashi, Mr. Jun Murai, Mr. Noboru Nakatani, Mr. Michihiro Sasaki, Mr. Kazutaka Muraguchi and Ms. Nao Tsuchiya.
5. The Company has entered into a directors and officers liability insurance contract as stipulated in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. If any of the candidates for Directors assume office, they will be the insured of the contract. The insurance contract will be renewed with the same terms and conditions at the next renewal.
6. The Company has designated Mr. Jun Murai, Mr. Noboru Nakatani, Mr. Michihiro Sasaki and Mr. Kazutaka Muraguchi as Independent Directors in accordance with the rules of the Tokyo Stock Exchange and notified the same to the Tokyo Stock Exchange. If their reappointment is approved, the Company plans to continue to designate them as Independent Directors.
7. The number of the Company's shares held by any of the candidates is the number as of March 31, 2023.
8. Attendance at Board of Directors meetings for each reappointed candidate is based on attendance at Board of Directors meetings during the fiscal year from April 1, 2022, to March 31, 2023.

<Reference> Skills Matrix

Expected skills for director candidates

Corporate management	Skills to accurately understand the business environment and execution situation surrounding the Company and to raise issues
Human resource management	Skills to develop next-generation human resources and manage diverse human resources to maximize their performance
Finance/Investment/M&A	Skills to provide accurate advice and recommendations from a management perspective on financial strategy transition, investment, and M&A, from information-gathering to execution and integration
GRC (Governance, Risk and Compliance)	Skills to substantiate group governance from a management perspective, accurately grasp the location of constantly changing risks, and provide advice and recommendations for avoidance and mitigation measures
IT/Cyber Security	Skills to provide advice and recommendations that contribute to the growth of the Company's business with deep knowledge in a wide range of areas, from existing technologies to cutting-edge technologies
Insight into the situation	Skills to grasp the ever-changing circumstances of society and to provide accurate advice and recommendations according to the execution situation

Skills Matrix (a maximum of three skills)

	Teruhiko Takanashi	Itsuro Nishimoto	Yuji Funabiki	Madoka Ibuka	Jun Murai	Noboru Nakatani	Michihiro Sasaki	Kazutaka Muraguchi	Nao Tsuchiya
Corporate management	●	●		●			●	●	
Human resource Management	●	●			●				●
Finance/Investment/M&A							●	●	
GRC (Governance, Risk and Compliance)			●			●			●
IT/Cyber Security		●	●	●	●	●			
Insight into the situation	●		●	●	●	●		●	

Proposal 3: Election of Two (2) Audit & Supervisory Board Members

As the term of office of Audit & Supervisory Board Members Yasuto Ishihara and Koichi Hachiya will expire at the end of this Annual Shareholders Meeting. We therefore propose that two (2) Audit & Supervisory Board Members be elected.

The approval of the Audit & Supervisory Board for submitting this proposal has already been obtained. The candidates for Audit & Supervisory Board Member are as follows.

No.	Name	Career Summary and Position	
1	<p>Koichi Hachiya [Reappointment] [Outside][Independent]</p> <p>Date of birth June 26, 1966</p> <p>Number of Company's shares held 0</p> <p>Attendance at board of directors 18/18</p> <p>Attendance at Audit & Supervisory Board meetings 18/18</p>	October 1992	Asahi Shinwa & Co. (current KPMG AZSA LLC)
		May 2002	Founded ASAHI Tax Corporation
		September 2002	Senior Partner, ASAHI Tax Corporation (current position) President and Chief Executive Officer, ASAHI business solution Co., Ltd. (current position)
		April 2015	Outside Audit & Supervisory Board Member, DAC Holdings Co., Ltd.
		September 2015	Outside Audit & Supervisory Board Member, Ark Station Incorporated
		June 2019	Outside Audit & Supervisory Board Member (current position)
		Significant concurrent positions outside the Company	
		<p>Certified public accountant</p> <p>Certified public tax accountant</p> <p>Senior Partner, ASAHI Tax Corporation</p> <p>President and Chief Executive Officer, ASAHI business solution Co., Ltd.</p>	
	<p>Reason for nomination as candidate for Audit & Supervisory Board Member</p> <p>Mr. Koichi Hachiya, based on his extensive experience and professional knowledge as a certified public accountant and tax accountant, has been appropriately performing his duties as an Outside Audit & Supervisory Board Member at the Company, including expressing useful opinions at meetings of the Board of Directors, the Audit & Supervisory Board meetings, etc. since his appointment as an Outside Audit & Supervisory Board Member. The Company considers that he will be able to monitor and supervise the management of the Company from a neutral and objective standpoint. Therefore, he has again been selected as a candidate for Outside Audit & Supervisory Board Member.</p> <p>With this background the Company judges there to be no risk of a conflict of interest with general shareholders and accordingly he has again been nominated as Independent Director.</p>		

No.	Name	Career Summary and Position
2	<p>Ryota Sekine [New] [Outside] [Independent]</p> <p>Date of birth August 18, 1971</p> <p>Number of Company's shares held 0</p>	<p>April 2002 Nagashima Ohno & Tsunematsu. May 2006 O'Melveny & Myers LLP September 2008 Bingham Sakai Mimura Aizawa April 2010 Partner, Bingham Sakai Mimura Aizawa April 2015 Partner, Anderson Anderson Mori & Tomotsunethrough office integration September 2015 Partner, DT Legal Japan (current position) July 2022 External Audit Committee Member, Deloitte Tohmatsu LLC (current position) Risk & Ethics Committee Member, Deloitte Tohmatsu LLC (current position) External Audit Committee Member, Deloitte Touche Tohmatsu LLC (current position)</p>
		<p>Significant concurrent positions outside the Company (current position)</p>
		<p>Partner, DT Legal Japan External Audit Committee Member, Deloitte Tohmatsu LLC Risk & Ethics Committee Member, Deloitte Tohmatsu LLC External Audit Committee Member, Deloitte Touche Tohmatsu LLC</p>
	<p>Reason for nomination as candidate for Audit & Supervisory Board Member</p> <p>Mr. Ryota Sekine has extensive knowledge of corporate legal affairs, corporate governance and risk management gained through his years of legal practice as a lawyer, as well as his experience as an Audit Committee Member of several corporations. The Company considers that he will be able to appropriately perform his duties as an Outside Audit & Supervisory Board Member by taking advantage of his experience and knowledge. Therefore, he has been selected as a candidate for Outside Audit & Supervisory Board Member.</p> <p>With this background the Company judges there to be no risk of a conflict of interest with general shareholders and accordingly he has been nominated as Independent Director.</p>	

Notes:

1. Mr. Koichi Hachiya is a candidate for reappointment as Outside Audit & Supervisory Board Member, Mr. Ryota Sekine is a candidate for new appointment as Outside Audit & Supervisory Board Member.
2. There is no special interest between both candidates and the Company.
3. Mr. Koichi Hachiya is currently an Outside Audit & Supervisory Board Member of the Company. At the conclusion of this year's Annual General Meeting of Shareholders, his term of office as Outside Audit & Supervisory Board Member will be four (4) years.
4. The Company has, in accordance with the provisions of Article 427, Paragraph 1 of the Companies Act, entered into a contract with Mr. Koichi Hachiya for limitation of liabilities for damages stipulated in Article 423, Paragraph 1 of the same Act. The limit of liability for damages pursuant to the limited liability contracts is the aggregate sum of the amounts prescribed in each item in Article 425, Paragraph 1 of the Companies Act. If this reappointment is approved, the Company plans to renew the limited liability contracts with Mr. Ryota Sekine.
5. If Mr. Ryota Sekine takes office as an Audit & Supervisory Board Member, under the provisions of Article 427, Paragraph 1 of the Companies Act, the Company plans to conclude with them a contract that limits the liability for damages provided for Article 423, Paragraph 1 of the Companies Act. The limit of liability for damages pursuant to the limited liability contracts is the aggregate sum of the amounts prescribed in each item in Article 425, Paragraph 1 of the Companies Act.
6. The Company has entered into a directors and officers liability insurance contract as stipulated in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. If both candidates for Auditors assume office, they will be the insured of the contract. The insurance contract will be renewed with the same terms and conditions at the next renewal.
7. The Company has designated Mr. Koichi Hachiya as Independent Director in accordance with the rules of the Tokyo Stock Exchange and notified the same to the Tokyo Stock Exchange. If his reappointment is approved, the Company plans to continue to designate him as Independent Director.
8. If Mr. Ryota Sekine takes office as an Audit & Supervisory Board Member, the Company plans to nominate as Independent
9. The number of the Company's shares held by both candidates is the number as of March 31, 2023.

Proposal 4: Election of One (1) Substitute Audit & Supervisory Board Member

To prepare for any shortage in the number of Audit & Supervisory Board Member from the number provided for in laws and regulations, it is proposed that the following one (1) nominee be appointed as Substitute Audit & Supervisory Board Member in advance pursuant to the provision of Article 329, Paragraph 3 of the Companies Act. With respect to such substitute, his/her appointment as an Audit & Supervisory Board Member shall be conditioned upon the absence of the statutory number of Substitute Audit & Supervisory Board Member, and his/her term of office shall be the remaining term of office of his/her predecessor. This resolution shall be effective until the commencement of the next General Meeting of Shareholders.

The Board of Auditors has given its approval to this proposal.

The candidate for a Substitute Audit & Supervisory Board Member is as follows:

Name	Career Summary and Position	
Akira Otsuka Date of birth March 1, 1948 Number of Company's shares held 0	April 1971	Japan National Cash Register (current NCR Japan,Ltd.)
	August 1986	Asahi Business Consultants Co, Ltd. (current FUJI SOFT INCORPORATED)
	April 1994	Manager, Kyushu Sales Office, FUJI SOFT INCORPORATED
	September 1997	Assigned to SECOM Trust Systems Co., Ltd., SECOM CO., LTD., Manager of
	April 1999	President's Office and Manager of Business Promotion Office
	April 2001	Secondee to PASCO CORPORATION, General Manager of Management Control
	April 2005	Office and General Manager of Information Systems Department,
December 2007	Director, General Manager of Administration Headquarters, PASCO	
October 2016	CORPORATION	
	Deputy Director, SECOM Intelligent Systems Laboratory, SECOM CO., LTD.	
	Auditor, IREP Co., Ltd.	
	Auditor, D.A. Consortium Holdings Inc.	
Significant concurrent positions outside the Company		
-		
Reason for nomination as candidate for Substitute Audit & Supervisory Board Member Mr. Akira Otsuka has acquired experience in corporate management at business companies as well as experience in auditing as an Audit & Supervisory Board Member of a listed company. The Company considers that he is capable of conducting an appropriate audit of the management of the Company in addition to meeting the high ethical standards of and having the fair and impartial judgment required of an Audit & Supervisory Board Member. Therefore, he has been selected as a candidate for substitute Outside Audit & Supervisory Board Member. If Mr. Akira Otsuka takes office as an Audit & Supervisory Board Member, with this background the Company plan to judge there to be no risk of a conflict of interest with general shareholders and accordingly he has been nominated as Independent Director.		

Notes:

1. The candidate is the candidates for Substitute Audit & Supervisory Board Member.
2. There is no special interest between the candidate and the Company.
3. If Mr. Akira Otsuka takes office as an Audit & Supervisory Board Member, under the provisions of Article 427, Paragraph 1 of the Companies Act, the Company plans to conclude with them a contract that limits the liability for damages provided for Article 423, Paragraph 1 of the Companies Act. The limit of liability for damages pursuant to the limited liability contracts is the aggregate sum of the amounts prescribed in each item in Article 425, Paragraph 1 of the Companies Act.
4. The Company has entered into a directors and officers liability insurance contract as stipulated in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. If Mr. Akira Otsuka takes office, he will be included in the insurance contract. The insurance contract will be renewed with the same terms and conditions at the next renewal.
5. If Mr. Akira Otsuka takes office as Auditor, the Company will designate her as an independent officer as stipulated by the Tokyo Stock Exchange, Inc. and will inform his name to the exchange.
6. The number of the Company's shares held by the candidate is the number as of March 31, 2023