

(Securities Code: 2130)
(Issue date) June 2, 2025
(Electronic provision start date) May 29, 2025

To Shareholders:

1-8-10 Harumi, Chuo-ku, Tokyo
Members Co., Ltd.
Akihiko Takano, Representative Director and President

Note: This document has been translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

NOTICE OF THE 30TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

Notice is hereby given that the 30th Ordinary General Meeting of Shareholders will be held as follows.

In convening this General Meeting of Shareholders, we have taken measures to provide the information contained in the Reference Documents for the General Meeting of Shareholders, etc. (matters to be provided electronically) electronically and have posted them on our website on the Internet, which can be accessed and checked at the following website

Our website

<https://www.members.co.jp/ir/library/meeting.html>



“Electronic Provision of Information” is also available on the website of the Tokyo Stock Exchange (TSE), in addition to the above website. Access the following TSE website (TSE Listed Company Information Service), enter or search for “Members” in “Issue Name (Company Name)” or securities code “2130” (half-width characters) in “Code”, select “Basic Information” and “Public Documents/PR Information” in that order, and then go to “Public Documents” and click on , please refer to the “Notice of Annual General Meeting of Shareholders / Materials for the Annual General Meeting of Shareholders” section.

[The Tokyo Stock Exchange’s website (Listed Company Search)]

*Most of the documents in Japanese.

<https://www.jpx.co.jp/english/listing/co-search/index.html>

Shareholders who do not plan to attend the meeting may exercise your voting rights in advance with any of the following methods. Please review the Reference Documents for the General Meeting of Shareholders below and exercise your voting rights.

[Exercising Voting Rights in Writing]

Please indicate your vote for or against the proposals on enclosed Voting Rights Exercise Form and return it so that it arrives by the end of business hours (6:00 pm) on Wednesday, June 18, 2025, Japan time.

[Exercising Voting Rights via the Internet]

Please access the website designed by the Company for exercising voting rights (<https://evote.tr.mufg.jp/>), follow the instructions on the screen to indicate your approval or disapproval of the proposals by the end of business hours (6:00 pm) on Wednesday, June 18, 2025, Japan time.

**Also, we plan to receive questions and comments from shareholders in advance of the meeting, and to explain matters of interest to shareholders at the meeting.
(in Japanese only)**

1. **Date and Time** Thursday, June 19, 2025 at 10:00 a.m. Japan time
2. **Place** Conference Room of the Company, 38th floor of Office Tower X of Harumi Island Triton Square, 1-8-10 Harumi, Chuo-ku, Tokyo
3. **Meeting Agenda**

Matters to be reported: Business Report and Financial Statements for the 30th fiscal period (from April 1, 2024 to March 31, 2025)

Proposals to be resolved:

Proposal 1 Appropriation of Surplus

Proposal 2 Election of 2 Directors (excluding directors who are members of the audit committee)

Proposal 3 Election of 5 Directors as Audit Committee Members
4. **Matters Decided in Connection with this Convocation (Guide for exercising voting rights)**
 - (1) When attending the meeting, please submit the form for exercising voting rights, which is enclosed herewith, to the reception desk of the place.
 - (2) When attending by proxy, based on the provisions of Article 17 of the Articles of Incorporation, another shareholder who has the voting right may attend the general meeting of shareholders as the proxy. The proxy will be required to present documentary proof of his or her authority to exercise your voting rights in addition to the shareholder's Voting Rights Exercise Form at the reception desk.
 - (3) Only shareholders who require assistance may enter the place accompanied by one helper. However, this accompanying person will be restricted to acting as a caregiver within the place, unless they are shareholders with voting rights.
 - (4) If neither approval nor disapproval of each proposal is indicated on the Voting Instructions Postal Form, the Company will deem that you indicated "approval" for those proposed by the Company.
 - (5) If you exercise your voting rights multiple times via the Internet or the like, your last votes will be effective.
 - (6) If you exercise your voting rights both in writing and via the Internet or the like, your votes via the Internet or the like will be effective, regardless of the arrival date of your form for exercising voting rights.
 - (7) The expenses for accessing the website for exercising voting rights, such as the Internet connection cost, will be borne by shareholders.
 - (8) Institutional investors can exercise voting rights with an electromagnetic method using the platform for electronically exercising voting rights operated by ICJ, Inc. at this General Meeting of Shareholders.
 - (9) If revisions to the Notice of Convocation and the matters subject to measures for electronic provision arise, a notice of the revisions and the details of the matters before and after the revisions will be posted on the Company's website and the TSE website mentioned above.

5. Measures for electronic provision

- (1) With the implementation of the electronic provision system, the method of providing materials for this General Meeting of Shareholders, which was previously sent in paper form, has been changed to posting them on the website. However, our company places importance on providing information to our shareholders, and regardless of whether a request is made for the delivery of documents, materials for the General Meeting of Shareholders will be uniformly sent in writing as before. We appreciate your understanding.

[Contact for inquiries regarding the electronic provision system]

Mitsubishi UFJ Trust and Banking Corporation, Securities Agency Department
+81-(0)120-696-505 (toll-free)

Reception time: 9 a.m. to 5 p.m. (Excluding weekends and holidays) Japan time.

- (2) Partially omitted information from the delivered document:

At this General Meeting of Shareholders, a written document containing the electronic provision measures (excluding matters that do not require notation in the delivered document based on legal requirements and Article 15, Paragraph 2 of our company's Articles of Incorporation) will be sent to all shareholders, regardless of whether they have requested written delivery. However, the following matters will not be included in the written document to be provided to shareholders who have requested a written document based on the provisions of the law and Article 15, Paragraph 2 of our company's Articles of Incorporation:

1) "System to ensure the appropriateness of business operations and the status of operation of such system," "Basic Policy on Control of the Company," and "Policy on Determining Dividends from Surplus, etc." in the Business Report

2) The "Statement of Changes in Net Assets" and the "Notes to the Non-Consolidated Financial Statements" of the financial statements. Accordingly, the documents to be delivered to shareholders who have requested the delivery of the documents are a part of the subject documents that the Accounting Auditor has audited in preparing the Accounting Audit Report and the Audit Committee has audited in preparing the Audit Report.

6. Presentation of figures based on International Financial Reporting Standards (IFRS) in the materials for the General Meeting of Shareholders

We have transitioned to a non-consolidated financial statement following the merger of our wholly owned subsidiary, Members Energy Ltd. effective November 1, 2024. Therefore, the current fiscal year is based on International Financial Reporting Standards ("IFRS") after the reorganization. Figures for non-consolidated financial results and comparative information are presented for the previous IFRS consolidated financial results before the reorganization. In addition, we prepare our financial statements in accordance with IFRS, and figures in accordance with IFRS are also provided as reference information, we mention in "Business Report 1. Current Status of the Company, (1) Status of Business for the Current Period, and Business Report 1. Current Status of the Company (2) Assets and Profit and Loss for the Three Most Recent Fiscal Periods." The IFRS-based financial statements have not been audited by an accounting auditor in accordance with the Companies Act, the financial statements for the 27th, 28th and 29th fiscal terms have been audited in accordance with the Financial Instruments and Exchange Law. The audit procedures for the financial statements for the 30th fiscal year are scheduled to be completed on June 18, 2025, in accordance with the Financial Instruments and Exchange Law.

After the end of this General Meeting of Shareholders, we will hold a session for briefing financial results (in Japanese only).

General Meeting of Shareholders	Thursday, June 19, 2025	To be started at 10:00 am, Japan time
Session for briefing financial results	Thursday, June 19, 2025	To be started at around 10:30 to 11:00 am, Japan time

*The session for briefing financial results will be started as soon as preparations are completed after the end of the General Meeting of Shareholders and the break time. Accordingly, the actual starting time may be different from the above mentioned.

The 30th General Meeting of Shareholders and Session for briefing financial results.
Information on live internet streaming and reception of questions in advance.

Please also take advantage of this opportunity to ask questions and receive comments from shareholders in advance of the meeting. We plan to address matters of high interest to our shareholders at the general meeting of shareholders or at the financial results briefing.

URL : <https://www.members.co.jp/company/news/2025/sokaiqa>
Advance questions accepted until 5:00 p.m. Wednesday, June 18, 2025.



Notes on Preliminary Questions

*When submitting your questions or comments, you are required to enter your name and shareholder number. If we cannot confirm your name and shareholder number, we will not be able to accept your questions or comments.

For shareholders who are unable to attend the meeting, a video of the General Meeting of Shareholders and the financial results briefing will be available on our IR website later.

URL: <https://www.members.co.jp/ir>



Notes on Video Distribution

*Any costs incurred in accessing the video streaming service (such as Internet connection fees) shall be borne by the shareholder.

*Please be aware that although we plan to shoot a video from the rear of the venue on the day of the meeting in consideration of the privacy of the shareholders in attendance, there may be unavoidable cases in which shareholders will be reflected in the video.

*We do not respond to inquiries regarding Internet connection and viewing methods.

Reference Documents for the General Meeting of Shareholders

Proposal 1: Appropriation of Surplus

From the viewpoint of enhancing returns to shareholders and further increasing corporate value, our basic policy is to distribute results commensurate with growth in business performance and to continuously increase dividends, while retaining earnings to prepare for new business investment and expansion of operations for long-term profit growth, with a medium-term target of a dividend on equity ratio (DOE) of around 5%.

Considering the above basic policy, we propose to pay the year-end dividend for the 30th fiscal year as follows.

- (1) Type of dividend property
Cash
- (2) Allotment of dividend property to shareholders and the total amount
32 yen per common share of Company stock
Total amount: 408,538,528 yen
- (3) Effective date of dividends of surplus
June 20, 2025

Proposal 2: Election of 2 Directors (excluding directors who are members of the audit committee)

The terms of office of 2 Directors will expire at the conclusion of this Annual General Meeting of Shareholders. Therefore, we propose the election of two (2) directors.

The candidates are as follows:

Candidate No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of the Company's Shares owned
1	Tadashi Kenmochi (September 28, 1965) Re-nomination	Jun. 1995 President and Representative Director of the Members Co., Ltd. Oct. 2012 Director of Engagement First Co., Ltd. Apr. 2014 Director of Connect Star Co., Ltd. and Director of MOVAAA Co., Ltd. May.2014 Director of Members Career Co., Ltd. Oct. 2015 Director of Miner Studio Co., Ltd. Apr. 2019 Representative Director of Members Medical Marketing Co., Ltd. Apr. 2021 Representative Director of Members Gifted Co., Ltd. Apr. 2023 Chairman and Representative Director of the Members Co., Ltd. General group management Apr. 2024 Chairman and Representative Director of the Members Co., Ltd. Mission Management Promotion and Group Governance (current position)	2,881,226
(Reasons for the nomination as a director candidate) Mr. Kenmochi has demonstrated strong leadership over many years as the founder of Members Co., Ltd. and has extensive experience and achievements in management. We have nominated him for the position of Representative Director and Chairman and Chief Executive Officer because we believe that the insight and personal connections, he has developed through his extensive experience in his career will contribute to the realization of our mission and vision and improvement of our profitability, and that he will continue to contribute to significantly increasing our corporate value in the future.			
(Note1) 250,000 shares of our stock are held by Haru Inc., an asset management company owned by Mr. Tadashi Kenmochi and his close relatives.			

Candidate No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of the Company's Shares Owned
2	Akihiko Takano (May 31, 1975) Re-nomination	Apr. 1999 Joined the Industrial Bank of Japan (currently Mizuho Financial Group, Inc.) Dec. 2002 Joined Shinsei Bank, Ltd. (currently SBI Shinsei Bank, Ltd.) Aug. 2005 Joined the Members Co., Ltd. Oct. 2011 Executive Officer of the Members Co., Ltd. Oct. 2012 Director of Engagement First Co., Ltd. May.2014 Director of Members Career Co., Ltd. Oct. 2015 Director of Miner Studio Co., Ltd. Apr. 2016 Managing Executive Officer of the Members Co., Ltd. May.2017 Director of PopInSight, Inc. Jun. 2018 Director of the Company in charge of Group Management and the Management Division. Apr. 2020 Director and Senior Managing Executive Officer of the Members Co., Ltd. and President of Business Platform Company Oct. 2020 Representative Director of Members Energy Co., Ltd. (current position) Apr. 2023 President and Representative Director of the Members Co., Ltd. Group Management Supervisor (current position)	274,727
<p>(Reasons for the nomination as a director candidate)</p> <p>Mr. Takano experienced in group management and banking, with knowledge of finance and accounting, and held key positions in corporate planning at Members Co., Ltd. From 2011, as Executive Officer, promoted reform projects at the time of business crisis and achieved listing on the Tokyo Stock Exchange. He has a long track record of leading the Company's corporate value enhancement through the promotion of VISION2020, VISION2030, and other initiatives, as well as the dramatic expansion of the number of digital creators and innovative work style reforms.</p> <p>We believe that his expertise and broad experience will contribute to the realization of our mission and vision as Representative Director, President and Chief Executive Officer, and to the management of our company to improve profitability, and that he is capable of strongly promoting the establishment of the number one position in DX field support, high growth and high profitability that we have set for ourselves. He has been nominated as a candidate for the position of Director.</p>			

Notes 2. There is no special interest between the candidates and Members Co., Ltd.

3. We have concluded a directors and officers liability insurance (D&O insurance) contract with an insurance company, as prescribed in Article 430-3, Paragraph 1 of the Companies Act, through which all directors are insured. The insurance contract covers damages within the payment limit of 300 million yen that may arise due to the insured person (the director) becoming liable in connection with the execution of their duties or due to the insured person being subject to a claim related to enforcement of such liability. If the candidates are appointed as directors, they will be insured under this insurance contract. The insurance contract will entail the same contents at the next renewal.

4. [Re-nomination]: Candidates for renomination as directors

Opinion of the Audit Committee

The Audit Committee (all Audit Committee members also serve as members of the Nomination and Compensation Committee on a voluntary basis) has reviewed the two candidates based on their achievements and the nomination policy stipulated in our Basic Policy on Corporate Governance. As a result, the committee concluded that the proposal is appropriate and that there are no special matters to be stated at the General Meeting of Shareholders.

Proposal 3: Election of Five (5) Directors as Audit Committee Members

The terms of office of all (5) Directors who are members of the Audit Committee will expire at the conclusion of this General Meeting of Shareholders.

Therefore, we propose the election of five (5) Directors who are members of the Audit Committee.

The Audit Committee has given its consent to this proposal.

The nominees for Directors who are Audit Committee Members are as follows.

Candidate No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of the Company's Shares Owned
1	Mika Yasuoka (August 19, 1977) Re-nomination Outside Director Independence	<p>Mar. 2003 Master's Degree, Graduate School of Informatics, Kyoto University</p> <p>Jan. 2010 Doctor of IT University of Copenhagen (Ph.D.)</p> <p>May. 2012 Representative of the Nordic Institute (current position)</p> <p>Apr. 2013 Visiting Researcher, GLOCOM, International University of Japan (current position)</p> <p>Apr. 2013 Resident Agent, JETRO (current position)</p> <p>Oct. 2019 Executive Advisor, Smart City Institute, General Incorporated Association (current position)</p> <p>Jan. 2020 Associate Professor, Roskilde University, Denmark (current position)</p> <p>Jun. 2021 Outside Director of the Members, Co., Ltd (Member of the Audit Committee) (current position)</p> <p>Jan. 2022 Visiting Fellow, Hitotsubashi University (current position)</p> <p>(Significant concurrent positions) Associate Professor, Roskilde University, Denmark</p>	2,900
<p>(Reason for nomination and summary of expected role)</p> <p>As an IT PhD (Denmark) specializing in IT in society, Ms. Mika Yasuoka has a proven track record in many projects supporting social innovation based on Nordic design methods and advanced technologies such as IT and IoT. We believe that her insight will be extremely beneficial to the realization of our mission and CSV management.</p> <p>She is qualified to effectively supervise the Company's management from an independent and objective standpoint, and we expected her to reflect these qualities in the management of the Company as an outside director who is a member of the Audit Committee.</p> <p>If she is appointed, as a voluntary Nomination and Compensation Committee member, she will be involved in an objective and neutral manner in the selection of our executive candidates and the determination of executive compensation and other matters.</p>			
<p>(Notes) 1. Ms. Mika Yasuoka's term of office as an outside director as a member of the Audit Committee will be four (4) years at the conclusion of this General Meeting of Shareholders.</p> <p>2. The Company has designated Ms. Mika Yasuoka as an independent director as stipulated by the Tokyo Stock Exchange and has notified the Tokyo Stock Exchange to that effect. If her renomination is approved, she will continue to be an independent director.</p>			

Candidate No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of the Company's Shares Owned
2	Kahori Miyake (July 19, 1968) Re-nomination Outside Director Independence	<p>Jul. 1991 Joined AEON Co., Ltd.</p> <p>Mar.2006 Project leader of the AEON Co., Ltd. 2020 Group Vision</p> <p>Mar.2007 Director of Branding of the AEON Co., Ltd.</p> <p>Apr. 2008 President and Representative Director of Claire's Nippon Co., Ltd.</p> <p>Mar.2013 General Manager of Customer Service Department, AEON RETAIL Co.</p> <p>Jun. 2013 Director of Research Institute for Quality of Living Co., Ltd.</p> <p>Mar.2014 Executive Officer of AEON RETAIL Co. General Manager of Customer Service Department</p> <p>Mar.2015 Executive Officer of AEON RETAIL Co. responsible for PR and Customer Service Department.</p> <p>Mar.2017 Executive Officer, in charge of Environment, Social Contribution, PR and IR, AEON Co., Ltd.</p> <p>Apr. 2019 Co-Chair, Japan Climate Leaders Partnership (JCLP) (current position)</p> <p>Mar.2021 Head of Environmental and Social Affairs, AEON Co., Ltd.</p> <p>Apr. 2022 Joined Sumitomo Mitsui Trust Bank, Limited ESG Solution Planning and Promotion Department (currently Sustainable Business Department)</p> <p>Apr. 2023 Fellow Officer, in charge of ESG Solution Planning & Promotion Department of Mitsui Trust Bank, Limited (currently Sustainable Business Department) (current position)</p> <p>Jun. 2023 Outside Director of the Members Co., Ltd. (Member of the Audit Committee) (current position)</p> <p>Jun. 2024 Outside Director of the Seiko Epson Corporation (current position)</p> <p>(Significant concurrent positions) Co-Chair, Japan Climate Leaders Partnership (JCLP) Fellow Officer, in charge of ESG Solution Planning & Promotion Department of Mitsui Trust Bank, Limited (currently Sustainable Business Department) Outside Director of the Seiko Epson Corporation</p>	300
<p>(Reason for nomination and summary of expected role)</p> <p>In addition to her experience as an executive and former employee of a major distribution company, Ms. Miyake is co-chair of the Japan Climate Leaders Partnership (JCLP), leading the decarbonization efforts of Japanese companies, and she has several years of experience as an ESG area manager and expert in the environmental and social contribution areas at major financial institutions. We believe that her insights will continue to be extremely beneficial to our mission, the promotion of decarbonized DX and the realization of CSV management.</p> <p>She is qualified to effectively supervise the Company's management from an independent and objective standpoint, and we expect her to reflect her experience and knowledge in the management of the Company as an outside director and a member of the Audit Committee of the Company. If she is appointed, as a voluntary Nomination and Compensation Committee member, she will be involved in an objective and neutral manner in the selection of our executive candidates and the determination of executive compensation and other matters.</p>			
<p>(Notes) 3.The term of office of Ms. Kahori Miyake as an outside director as a member of the Audit Committee will be two (2) years at the conclusion of this General Meeting of Shareholders.</p> <p>4.The Company has designated Ms. Kahori Miyake as an independent director as stipulated by the Tokyo Stock Exchange and has notified the Tokyo Stock Exchange of this designation, and if her nomination is approved, she will continue to be an independent director.</p>			

Candidate No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of the Company's Shares Owned
3	Takehiro Okumura (July 17, 1979) New-nomination Outside Director Independence	<p>Apr. 1998 Joined the Hanshin Tigers Nov. 2001 Hanshin Tigers Retirement from active duty Nov. 2002 Resigned from Hanshin Tigers Dec. 2007 Joined TAC Corporation Apr. 2014 Joined Yusei Audit Corporation (currently Grant Thornton Taiyo LLC) Jun. 2016 Registered as a Certified Public Accountant Oct. 2017 Joined Office 921 Tax Corporation Office 921, Inc. Established Athlete Dual Career Promotion Agency, Representative Director (current position) President of Takehiro Okumura Certified Public Accountant Office Jun. 2019 Established Spokachi Corporation, Representative Director (current position) July. 2020 Auditor of Japan Inclusive Football Federation (current position) Auditor of National Association for the Promotion of Baseball (current position) Oct. 2021 Auditor of ROHTO Foundation for Children's Future Jul. 2022 (current position) May.2024 Corporate Auditor of RealStyle Corporation Jan. 2025 Registered as a Tax Accountant President of Takehiro Okumura Certified Public Accountant and Tax Accountant Office (current position) Apr. 2025 Visiting Professor, Kansai University (current position)</p> <p>(Significant concurrent positions) Certified Public Accountant, Certified Tax Accountant President of Takehiro Okumura Certified Public Accountant and Tax Accountant Office Representative Director, Spokachi Corporation</p>	-
<p>(Reason for nomination and summary of expected role)</p> <p>Mr. Takehiro Okumura has extensive knowledge and experience in the fields of accounting and finance as a certified public accountant. In addition, he has knowledge of corporate governance, having served as a board member and committee member of various organizations.</p> <p>He also has a unique background, turning from a professional baseball player to CPA. He has extensive insight into career development based on his own experience, and we believe that his knowledge will be extremely beneficial in the career development of professional personnel in our rapidly changing business environment, including the promotion of dual careers for athletes.</p> <p>We believe that Mr. Okumura is qualified to provide effective supervision of the Company's management from an independent and objective standpoint, and we expect that his expertise, experience, and knowledge will be reflected in the Company's audits as an outside director who is a member of the Audit Committee.</p> <p>If he is elected, as a voluntary member of the Nomination and Compensation Committee, he will be involved in the selection of our executive candidates and decisions on executive compensation and other matters from an objective and neutral standpoint.</p>			

Candidate No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of the Company's Shares Owned
4	Hiroshi Fukushi (April 25, 1958) New-nomination Outside Director Independence	<p>Apr. 1984 Joined Ajinomoto Co., Inc.</p> <p>Jun. 2011 Executive Officer of Ajinomoto Co., Inc.</p> <p>Jun. 2013 Director and Managing Executive Officer of Ajinomoto Co., Inc.</p> <p>Jun. 2013 General Manager of Bioscience Products & Fine Chemicals Business Division of Ajinomoto Co., Inc.</p> <p>Jun. 2015 Director and Senior Managing Executive Officer of Ajinomoto Co., Inc.</p> <p>Jun. 2017 Representative Director of Ajinomoto Co., Inc.</p> <p>Jun. 2019 Executive Vice President and Executive Officer of Ajinomoto Co., Inc.</p> <p>Jun. 2019 Chief Digital Officer of Ajinomoto Co., Inc.</p> <p>May.2021 Chairman of Japan Food Additives Association (current position) (Scheduled to retire in May 2025)</p> <p>May.2021 Vice President of Japan Food Sanitation Association (current position) (Scheduled to retire in May 2025)</p> <p>Jun. 2021 Director of Representative Executive Officer and Executive Vice President of Ajinomoto Co., Inc.</p> <p>Apr. 2022 Director and Executive Officer of Ajinomoto Co., Inc.</p> <p>Jun. 2022 Special Adviser of Ajinomoto Co., Inc. (current position) (to retire in June 2025)</p> <p>Jun. 2022 Outside Director of the TOYOBO CO., Ltd. (current position)</p> <p>Jun. 2022 Outside Director of the MEGMILK SNOW BRAND Co., Ltd. (current position)</p> <p>(Significant concurrent positions) Outside Director of TOYOBO CO., Ltd. Outside Director of MEGMILK SNOW BRAND Co., Ltd.</p>	-
<p>(Reason for nomination and summary of expected role)</p> <p>Mr. Hiroshi Fukushi has a proven track record of leading management and organizational transformation at major companies through Purpose Management, Human Capital Management, and DX Promotion, with his deep knowledge of corporate management and strong change leadership.</p> <p>We believe that the valuable knowledge gained from these experiences will accelerate our mission and vision management and will be extremely beneficial in realizing our vision of “leading social change together with our clients through DX on-site support” as well as in enhancing our company's sustainable corporate value.</p> <p>He is qualified to effectively supervise our management team from an independent and objective standpoint in order to ensure that we continue to enhance our corporate value in a business environment that is expected to undergo further change in the future, we expects that his experience and expertise will be reflected in the Company's audits, etc., as an outside director who is a member of the Audit Committee of the Company.</p> <p>If he is elected, as a voluntary member of the Nomination and Compensation Committee, he will be involved in the selection of our executive candidates and decisions on executive compensation and other matters from an objective and neutral standpoint.</p>			

Candidate No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of the Company's Shares Owned
5	Naoki Iketeru (August 8, 1968) New-nomination Outside Director Independence	<p>Apr. 1992 Joined Canon Inc. Oct. 1995 Joined Coca-Cola Japan Co. Oct. 1997 Joined ORACLE CORPORATION JAPAN Oct. 2003 Joined Misumi Inc. (Currently MISUMI Group Inc.) Jun. 2010 Joined Microsoft Development Corporation Jun. 2012 Transferred to Microsoft Japan Co. Sep. 2014 Executive Officer, ENOTECA CO., LTD. Oct. 2016 YUKO YUKO Holdings Inc. CMO (Chief Marketing Officer) Jun. 2017 Representative Director, President and Executive Officer, YUKO YUKO Holdings Inc. Jul. 2019 CAINZ CORPORATION CDO (Chief Digital Officer) Dec. 2024 Managing Executive Officer, Kentucky Fried Chicken Japan Ltd. CDTO (Chief Digital Technology Officer) (current position)</p> <p>(Significant concurrent positions) Managing Executive Officer, Kentucky Fried Chicken Japan Ltd. CDTO (Chief Digital Technology Officer) (current position)</p>	–
<p>(Reason for nomination and summary of expected role)</p> <p>Mr. Naoki Iketeru has a high level of expertise in IT/digital technology and experience as a digital head, marketing head, and corporate management in diverse industries. He is one of the leading experts in DX promotion in major companies, leading digital strategy and corporate growth. We believe that his experience in achieving management reform through in-house DX promotion and his insight will be extremely beneficial to the realization of our company's vision of “leading social change together with our customers through DX on-site support” and to the sustainable enhancement of our company's corporate value.</p> <p>He is qualified to effectively supervise the Company's management from an independent and objective standpoint, and we expect that his experience and knowledge will be reflected in the Company's audits as an outside director who is a member of the Audit Committee.</p> <p>If he is elected, as a voluntary member of the Nomination and Compensation Committee, he will be involved in the selection of our executive candidates and decisions on executive compensation and other matters from an objective and neutral standpoint.</p>			

(Note) 5. There is no special interest between each candidate and the Company.

6. Ms. Mika Yasuoka, Ms. Kahori Miyake, Mr. Takehiro Okumura, Mr. Hiroshi Fukushi and Mr. Naoki Iketeru are candidates for outside director.
7. The Company has entered into an agreement with Ms. Mika Yasuoka and Ms. Kahori Miyake to limit their liability for damages under Article 423, Paragraph 1 of the Companies Act, pursuant to Article 427, Paragraph 1 of the said Act. The maximum amount of liability for damages under such contracts is the higher of a pre-determined amount of not less than 5 million yen or the minimum liability amount stipulated by law. If their nomination is approved, the Company plans to continue such contracts with them. If the election of Mr. Takehiro Okumura, Mr. Hiroshi Fukushi and Mr. Naoki Iketeru is approved, the Company plans to enter into the same liability limitation agreement with them.
8. The Company will enter a Directors and Officers Liability Insurance (D&O Insurance) contract with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. The insurance covers damages that may arise because of directors, etc. being held liable for the performance of their duties or being subject to claims for such liabilities, which will be borne by the insured, including directors who are members of the Company's Audit Committee. If each candidate is elected and assumes office as a director who is a member of the Audit Committee, he/she will be insured under the relevant insurance policy. The policy is scheduled to be renewed with the same contents at the next renewal.
9. If the election of Mr. Takehiro Okumura, Mr. Hiroshi Fukushi and Mr. Naoki Iketeru is approved, the Company will designate the three as independent directors as stipulated by the Tokyo Stock Exchange and notify the Exchange thereof.
10. Re-nomination: Candidate for reappointment as a Director who is a member of the Audit Committee
New-nomination: Candidate for new Director who is a member of the Audit Committee
Outside Director: Candidate for Outside Director who is a member of the Audit Committee
Independence: Independent Director as stipulated by the Tokyo Stock Exchange

(For reference) Expertise and experience of candidate directors (skill matrix)

The Company has nominated candidate directors while considering the balance of the knowledge, experience, skills, etc. the Company requires. The following table shows the skill matrix of directors including the incumbent directors in the case where Proposal 2 and Proposal 3 are approved at this meeting.

Name	Post	Skill matrix					
		Management / CSV	Technology / DX	Financial affairs / Accounting /	Sustainability Promotion/ Risk Management/Co rporate Governance	HR / Organization development	Global experience
Tadashi Kenmochi	Representative Director / Chairman Executive Officer	○	○		○	○	
Akihiko Takano	Representative Director / President Executive Officer	○	○	○	○	○	
Mika Yasuoka	Outside Director / Audit Committee Member		○		○		○
Kahori Miyake	Outside Director / Audit committee Member	○			○		○
Takehiro Okumura	Outside Director / Full Time Audit committee Member			○	○	○	
Hiroshi Fukuchi	Outside Director / Audit committee Member	○	○			○	○
Naoki Iketeru	Outside Director / Audit committee Member	○	○				

End