

[Translation for Reference and Convenience Purposes Only]

Please note that the following is an unofficial English translation and summary of Japanese Notice of Convocation of the 40th Ordinary Shareholders' Meeting of Japan Asia Investment Co., Ltd. The Company provides this translation for your reference and convenience purposes only and without any warranty as to its accuracy or otherwise. In the event of any discrepancy between this translation and the Japanese original, the latter shall prevail.

Securities Code:8518
June 9, 2021

To Shareholders with Voting Rights:

Tetsuro Shimomura
President and CEO
Japan Asia Investment Co., Ltd.
3-2-4 Kudan-kita, Chiyoda-ku, Tokyo,
Japan

Notice of Convocation of the 40th Ordinary Shareholders' Meeting

You are cordially invited to attend the 40th ordinary shareholders' meeting of Japan Asia Investment Co., Ltd. (the "Company"). The meeting will be held as described below.

If you are unable to attend the meeting, you can exercise your voting rights in writing or via the Internet. Please review the Reference Documents for the Shareholders' Meeting hereinafter described, and exercise your voting rights.

Please indicate your approval or disapproval on the enclosed Voting Rights Exercise Form herewith and return it by mail that ensures that it arrives no later than 5:20 p.m., on Thursday, June 24, 2021, or exercise your voting rights via Company's designated site (<https://evote.tr.mufg.jp/>) before 5:20 p.m., on Thursday, June 24, 2021.

- 1. Date and Time:** 1:30 p.m., Friday, June 25, 2021
- 2. Place:** Hall 5A, TKP Ichigaya Conference Center, TKP Ichigaya Building 5F
8 Ichigayahachiman-cho, Shinjuku-ku, Tokyo, 162-0844, Japan
- 3. Agenda of the Meeting:**
 - Matters to be reported:**
 1. Business Report, Consolidated Financial Statements, and Results of Audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee for the 40th Fiscal Term (from April 1, 2020 to March 31, 2021)
 2. Financial Statements for the 40th Fiscal Term (from April 1, 2020 to March 31, 2021)

Proposal to be resolved:

- Proposal No. 1:** Election of Three (3) Directors (Excluding Directors Who Are Members of the Audit and Supervisory Committee)
- Proposal No. 2:** Election of Four (4) Directors Who Are Members of the Audit and Supervisory Committee
- Proposal No. 3:** Election of One (1) Substitute Director Who Is Member of the Audit and Supervisory Committee
- Proposal No. 4:** Partial Amendment of the Details of Stock Compensation-Type Stock Options (Stock Acquisition Rights) for Directors (Excluding Directors Who Are Members of the Audit and Supervisory Committee) Following Revisions

[Translation for Reference and Convenience Purposes Only]

to the Companies Act

4. Items that have been determined upon this convocation

Please refer to the [Procedures for Exercising Voting Rights] in page 3.

* For those attendees, please present the enclosed Voting Rights Exercise Form at the reception desk on arrival at the meeting.

*Pursuant to the provisions of applicable laws and regulations and Article 16 of the Articles of Incorporation of the Company, the following materials are not provided in this document but they have been posted on the Company's website.

- 1) Matters Regarding the Company's Stock Acquisition Rights
- 2) The Systems to Ensure Properness of the Company's Businesses
- 3) The operation status of "The Systems to Ensure Properness of the Company's Businesses"
- 4) Notes to Consolidated Financial Statements
- 5) Notes to Non-Consolidated Financial Statements

Of the above, 1), 2) and 3) are audited by the Audit and Supervisory Committee as a part of Business Report with each material provided in this document.

Of the above, 4) and 5) are audited by the accounting auditor and the Audit and Supervisory Committee as a part of the Consolidated Financial Statements and Non-Consolidated Financial Statements with each material provided in this document.

* When necessary, the Company will make corrections in the documents attached to Business Report, Consolidated Financial Statements, Financial Statements and the Reference Documents for the Shareholders' Meeting, and announce those corrections on the Company's website.

* The outcomes of resolutions of the coming ordinary shareholders' meeting will be posted on the Company's website after the close of the meeting.

* The Company's website is (<https://www.jaic-vc.co.jp/>).

Notice concerning precautionary measures against coronavirus disease (COVID-19)

If you wish to attend the Shareholders' Meeting in person, we ask you to check the status of the coronavirus epidemic and your own health condition before attending, and take precautionary measures including wearing a face mask to protect yourself and others from the disease. Please also consider the option of exercising your voting rights at the Shareholders' Meeting in writing or via the Internet instead of attending in person.

In the event of any major alterations to the operation of the Shareholders' Meeting due to changes in circumstances, an announcement will be made on the Company's website.

Other notices

Other information about the 40th Ordinary Shareholders' Meeting will not be sent by mail but posted on the Company's website.

[Translation for Reference and Convenience Purposes Only]

[Procedures for Exercising Voting Rights]

<Procedure for Exercising Voting Rights via the Internet>

If exercising voting rights via the Internet, please review the following and exercise your voting rights accordingly.

(1) Web site for Exercising Voting Rights

- 1) Voting rights may be exercised over the Internet via personal computer, smartphone or mobile phone (i-mode, EZweb or Yahoo! Mobile)* only by accessing the Web site the Company has designated for exercising voting rights ([https:// evote.tr.mufg.jp/](https://evote.tr.mufg.jp/)). However, access to the Web site is not available between 2 a.m. and 5 a.m. Japan local time every day.
*“i-mode,” “EZweb” , “Yahoo!” and “Yahoo! Mobile” are registered trademarks of NTT DoCoMo, Inc., KDDI CORPORATION, Yahoo! Inc. (U.S.A.) and SoftBank Corp., respectively.
- 2) Depending on the Internet connectivity environment and mobile devices, some shareholders may not be able to exercise their voting rights via a personal computer, smartphone or mobile phone.

(2) Method of Exercising Voting Rights via the Internet

- 1) Use the login ID and temporary password that are shown in the voting form on the Web site for exercising voting rights ([https:// evote.tr.mufg.jp/](https://evote.tr.mufg.jp/)), and follow the directions on the screen to enter your approval or disapproval of the proposals.
- 2) To prevent illegal access by persons other than shareholders (impersonation) and to prevent the exercise of voting rights from falsification, shareholders who use the site for exercising voting rights should change their temporary password upon entering the site.
- 3) Each notice of convocation for the Shareholders' Meeting will contain a new login ID and temporary password.

(3) Handling of Cases Involving the Overlapping Exercise of Voting Rights

- 1) In the event that voting rights are exercised both by mail and via the Internet, the vote via the Internet shall prevail.
- 2) In the event that voting rights are exercised multiple times via the Internet, the most recent vote shall prevail. In the event of the overlapping exercise of voting rights via personal computer, smartphone and mobile phone, the most recent vote shall prevail.

(4) Fees Arising from Accessing the Site for Exercising Voting Rights

Any fees that arise from accessing the site for exercising voting rights (e.g., internet connection charges, telephone charges) shall be borne by the shareholder. If using a mobile phone, any necessary packet transmission charges or other costs involved in use of the phone shall be borne by the shareholder.

(5) Electronic Voting Platform

Institutional investors can use the Electronic Voting Platform operated by ICJ Co., Ltd.

For Questions Concerning Systems and Other Matters:

Mitsubishi UFJ Trust & Banking Co., Ltd.

Securities Agent Division (Help Desk)

Tel.: 0120-173-027 (toll-free)

Hours of Operation: 9 a.m.–9 p.m. Japan local time

[Translation for Reference and Convenience Purposes Only]

Reference Documents for the Shareholders' Meeting

Proposal No. 1: Election of Three (3) Directors (Excluding Directors Who Are Members of the Audit and Supervisory Committee)

The term of office of all the three (3) directors (excluding directors who are members of the Audit and Supervisory Committee; the same applies hereafter in this Proposal) will expire on conclusion of the coming ordinary shareholders' meeting. Accordingly, the Company proposes to elect three (3) directors.

This proposal has been considered by the Audit and Supervisory Committee and it has no objection to the election. Remuneration, etc. for directors who were not members of the Audit and Supervisory Committee in the 40th Fiscal Term (from April 1, 2020 to March 31, 2021) has also been considered by the Audit and Supervisory Committee and it has no objection to the remuneration level and structure.

The candidates for directors are as follows:

Candidate Number	Name	Current Positions in the Company	Attribute of Candidate	Attendance at Meetings of the Board of Directors
1	Yoshiaki Kawamata	Chairman	<Re-election> <Outside> <Independent>	18 / 18 meetings
2	Tetsuro Shimomura	President & CEO, in charge of Equity Trading Office	<Re-election>	18 / 18 meetings
3	Masafumi Hatta	Managing Operating Officer in charge of Investment Group	<Re-election>	18 / 18 meetings

[Translation for Reference and Convenience Purposes Only]

Candidate Number	Name (Date of Birth)	Career Summary, Positions and Responsibilities in the Company (Significant Concurrent Positions)	Number of Shares of the Company Held
1	<p data-bbox="395 636 571 741">< Re-election > < Outside > < Independent ></p> <p data-bbox="384 786 571 891">Yoshiaki Kawamata (May 30, 1950)</p> <p data-bbox="344 1155 571 1308">Attendance at Meetings of the Board of Directors: 18 / 18 meetings</p>	<p data-bbox="628 376 1284 434">April 1973 Joined the Sanwa Bank, Limited (currently MUFG Bank, Ltd.)</p> <p data-bbox="628 439 1284 586">January 2006 Managing Executive Officer, Deputy Chief Executive, Global Business Unit of the Bank of Tokyo-Mitsubishi UFJ, Ltd (currently MUFG Bank, Ltd.)</p> <p data-bbox="628 591 1284 680">April 2008 Senior Managing Executive Officer, Chief Executive Officer for the Americas of the company</p> <p data-bbox="628 685 1284 833">May 2010 Senior Managing Executive Officer, Chief Executive Officer for the Americas of the company and Chairman of Morgan Stanley MUFG Securities Co., Ltd.</p> <p data-bbox="628 837 1284 927">June 2010 Retired from the Bank of Tokyo- Mitsubishi UFJ, Ltd (currently MUFG Bank, Ltd.)</p> <p data-bbox="628 931 1284 990">June 2016 Resigned Chairman of Morgan Stanley MUFG Securities Co., Ltd.</p> <p data-bbox="628 994 1284 1052">June 2016 Outside Director of Manulife Life Insurance Company (to present)</p> <p data-bbox="628 1057 1284 1115">June 2016 Outside Auditor of SANSHIN CO., LTD.</p> <p data-bbox="628 1120 1284 1151">April 2017 Advisor of the Company (JAIC)</p> <p data-bbox="628 1155 1284 1214">June 2017 Outside Director (Chairman) of the Company (to present)</p> <p data-bbox="639 1245 1284 1308">Significant Concurrent Positions Outside Director of Manulife Life Insurance Company</p>	- shares
<p data-bbox="204 1317 1203 1348">Reason for nomination as candidate for outside director and outline of expected role</p> <p data-bbox="204 1352 1439 1550">As Chair of the Company's Board of Directors, Mr. Yoshiaki Kawamata has been strengthening the effectiveness of the deliberation of proposals by energizing discussions of the Board of Directors. We propose that Mr. Yoshiaki Kawamata is elected as outside director so that he could provide appropriate advice from the standpoint of adequacy on decision-making concerning business execution of the Company based on his experience and deep insight in corporate management, as well as further vitalizing discussions at meetings of the Board of Directors as the chairman of the Board, subject to resolution of the Board of Directors following the conclusion of this Shareholders' Meeting.</p>			

[Translation for Reference and Convenience Purposes Only]

Candidate Number	Name (Date of Birth)	Career Summary, Positions and Responsibilities in the Company (Significant Concurrent Positions)	Number of Shares of the Company Held
2	<p style="text-align: center;"><Re-election></p> <p style="text-align: center;">Tetsuro Shimomura (May 26, 1955)</p> <hr/> <p style="text-align: center;">Attendance at Meetings of the Board of Directors: 18 / 18 meetings</p>	<p>April 1978 Joined the Bank of Tokyo, Ltd. (currently MUFG Bank, Ltd.)</p> <p>April 2004 General Manager, Yokohama- ekimae Branch of the Bank of Tokyo Mitsubishi, Ltd (currently MUFG Bank, Ltd.)</p> <p>January 2006 General Manager, China Division, Asia Headquarters of the Bank of Tokyo-Mitsubishi UFJ, Ltd (currently MUFG Bank, Ltd.)</p> <p>February 2008 Joined the Company (JAIC)</p> <p>July 2008 Operating Officer in charge of Greater China of International Business and Treasury Division of the Company</p> <p>April 2009 Operating Officer in charge of Treasury Group of the Company</p> <p>June 2009 Director (Treasury Group Officer / Portfolio Management Group Officer / Relationship Management Group Officer) of the Company</p> <p>October 2011 Managing Director (Division Manager, Business Administration Division) of the Company</p> <p>April 2015 Managing Director (Administration Group Officer /New Energy Investment Group Officer) of the Company</p> <p>April 2016 Managing Director (Administration Group Officer /New Energy Investment Group Officer/ Investment and Business Planning Group Officer) of the Company</p> <p>June 2017 President & CEO (Equity Trading Office Officer) of the Company</p> <p>January 2018 President & CEO (Investment Group Officer / Equity Trading Office Officer) of the Company</p> <p>April 2018 President & CEO (Equity Trading Office Officer) of the Company (to present)</p>	900 shares
<p>Reason for nomination as candidate for director</p> <p>Mr. Tetsuro Shimomura has been nominated as director in consideration of his broad network of contacts and overseas business experience from his previous employment as well as his track record in the Company such as in business management, establishment of the renewable energy investment business and his leadership as President & CEO. We propose that he is elected so that his experience and knowledge would be utilized in formulating business strategies and executing business of the Company in order to improve the Company's corporate value as President & CEO, subject to resolution of the Board of Directors following the conclusion of this Shareholders' Meeting.</p>			

[Translation for Reference and Convenience Purposes Only]

Candidate Number	Name (Date of Birth)	Career Summary, Positions and Responsibilities in the Company (Significant Concurrent Positions)	Number of Shares of the Company Held
3	<Re-election> Masafumi Hatta (May 3, 1974)	April 1998 April 2006 April 2010 November 2012	3,300 shares
	Attendance at Meetings of the Board of Directors: 18 / 18 meetings	April 2013 April 2015 June 2019 April 2020	
<p>Reason for nomination as candidate for director Since joining the Company, Mr. Masafumi Hatta has gained experience and track record in venture investments. He has also been contributing significantly to the stabilization of the Company's performance in recent years by working on investments in mega solar projects and other projects, leveraging his network and knowledge gained in venture investments. Currently, he is supervising total investment operation and working to diversify the businesses by launching new projects. In light of this track record, we nominated him as candidate for director. We propose that Mr. Hatta is elected so that he could improve the Company's corporate value by supervising total investment operation, developing a wide range of new businesses, not limited to project investment, in order to expand future profits and supporting the President and CEO.</p>			

Notes:

1. There is no special interest relationship between any of the candidates and the Company.
2. Mr. Yoshiaki Kawamata is a candidate for an outside director.
3. Mr. Yoshiaki Kawamata presently assumes office as outside director of the Company and he will have served four (4) years at the conclusion of this shareholders' meeting.
4. The Company entered into a liability limitation agreement with Mr. Yoshiaki Kawamata pursuant to the provision in Article 427(1) of the Companies Act. The maximum amount of liability under this agreement shall be the amount prescribed in Article 425(1) of the Companies Act. The Company plans to continue the said agreement if his re-election is approved.
5. The Company entered into a Directors and Officers Liability Insurance contract as prescribed in Article 430-3(1) of the Companies Act with an insurance company. The outline of the details of the said insurance is as described on page 37 of Japanese notice of convocation. If the election of the director candidates is approved and they assume office, they will continue to be included in the insureds of the said insurance contract. The said insurance contract is planned to be renewed with the same details at the next renewal.
6. Mr. Yoshiaki Kawamata meets the criteria for independence of outside directors set out by the Company, as described on pages 18 and 19. The Company designates the person as its independent officer under the rules of Tokyo Stock Exchange and reports such designation to Tokyo Stock Exchange. The Company plans to continue designate the person as its independent officer under the rules of Tokyo Stock Exchange and report such designation to Tokyo Stock Exchange if his re-election is approved.

[Translation for Reference and Convenience Purposes Only]

Proposal No. 2: Election of Four (4) Directors Who Are Members of the Audit and Supervisory Committee

The term of office of all the four (4) directors who are members of the Audit and Supervisory Committee will expire on conclusion of the coming ordinary shareholders' meeting. Accordingly, the Company proposes to elect four (4) directors who are members of the Audit and Supervisory Committee.

The Audit and Supervisory Committee has previously given its consent for the election. This proposal has been considered by each director who is member of the Audit and Supervisory Committee and each director has no objection to the election.

The candidates for directors who are members of the Audit and Supervisory Committee are as follows:

Candidate Number	Name	Current Positions in the Company	Attribute of Candidate	Attendance at Meetings of the Board of Directors	Attendance at Meetings of Audit & Supervisory Committee
1	Kazunori Omori	Chairman of Audit & Supervisory Committee	<Re-election>	18 / 18 meetings	17 / 17 meetings
2	Hitoshi Yasukawa	Member of Audit & Supervisory Committee	<Re-election> <Outside> <Independent>	18 / 18 meetings	17 / 17 meetings
3	Tadashi Nunami	Member of Audit & Supervisory Committee	<Re-election> <Outside> <Independent>	18 / 18 meetings	17 / 17 meetings
4	Harumi Katagiri	Member of Audit & Supervisory Committee	<Re-election> <Outside> <Independent>	18 / 18 meetings	17 / 17 meetings

[Translation for Reference and Convenience Purposes Only]

Candidate Number	Name (Date of Birth)	Career Summary, Positions and Responsibilities in the Company (Significant Concurrent Positions)	Number of Shares of the Company Held
1	<p><Re-election></p> <p>Kazunori Omori (February 12, 1954)</p>	<p>April 1976</p> <p>Joined the Sanwa Bank, Limited (currently MUFG Bank, Ltd.)</p>	- share
		<p>May 2002</p> <p>Branch Manager of UFJ Bank Shanghai (currently MUFG Bank, Ltd.)</p>	
		<p>February 2004</p> <p>Economic Advisor of Economic and Technological Development Zone in Zhejiang Hangzhou, China</p>	
		<p>March 2004</p> <p>Managing Advisor of Suzhou Industrial Park in Jiangsu Suzhou, China</p>	
		<p>October 2005</p> <p>General Manager in charge of financing, Sales Department-1, Head Office of NIPPONKOA INSURANCE CO., LTD. (currently Sompo Japan Insurance Inc.)</p>	
		<p>October 2008</p> <p>Executive Officer of NATIONAL STUDENTS INFORMATION CENTER</p>	
Attendance at Meetings of the Board of Directors: 18 / 18 meetings	<p>December 2009</p> <p>Managing Executive Officer of the company</p>	<p>June 2013</p> <p>Advisor, Vice Chairman of Sharaku Partners Co., Ltd.</p>	
Attendance at Meetings of Audit & Supervisory Committee 17 / 17 meetings	<p>June 2015</p> <p>Director who is member of the Audit and Supervisory Committee of the Company (JAIC) (to present)</p>	<p>May 2016</p> <p>Resigned Advisor of Sharaku Partners Co., Ltd.</p>	
<p>Reason for nomination as candidate for director</p> <p>We propose that Mr. Kazunori Omori is elected as director who is member of the Audit and Supervisory Committee so that his overseas business experience and experience at another company of an industry similar to the Company's could be utilized in providing appropriate advice in decision-making concerning business execution of the Company from a standpoint of adequacy and appropriateness.</p>			

[Translation for Reference and Convenience Purposes Only]

Candidate Number	Name (Date of Birth)	Career Summary, Positions and Responsibilities in the Company (Significant Concurrent Positions)		Number of Shares of the Company Held
2	<Re-election> <Outside> <Independent> Hitoshi Yasukawa (August 29, 1939)	April 1963	Joined Hitachi Chemical Co., Ltd. (currently Showa Denko Materials Co., Ltd.)	- share
	Attendance at Meetings of the Board of Directors: 18 / 18 meetings	April 1995	Managing Director and Manager of Management Planning Office of the company	
		June 1999	President and Representative Director, Nippon Denkai, Ltd.	
	Attendance at Meetings of Audit & Supervisory Committee 17 / 17 meetings	October 2006	Retired from the company	
Reason for nomination as candidate for outside director and outline of expected role We propose that Mr. Hitoshi Yasukawa is elected as outside director of the Company so that his experience in corporate management and excellent insight could be utilized in providing appropriate advice in decision-making concerning business execution of the Company from a standpoint of adequacy and appropriateness.				

[Translation for Reference and Convenience Purposes Only]

Candidate Number	Name (Date of Birth)	Career Summary, Positions and Responsibilities in the Company (Significant Concurrent Positions)		Number of Shares of the Company Held
3	<Re-election> <Outside> <Independent> Tadashi Nunami (May 23, 1953)	April 1976	Joined The Bank of Japan	- share
		June 2008	Director-General, International Department of The Bank of Japan	
		February 2010	Professor of The National Graduate Institute for Policy Studies	
June 2011	Executive Director of The Center for Financial Industry Information Systems			
July 2014	Advisor of NIPPONKOA INSURANCE CO., LTD. (currently Sompo Japan Insurance Inc.)			
June 2015	Director who is member of the Audit and Supervisory Committee of the Company (JAIC) (to present)			
June 2016	Resigned advisor of Sompo Japan Nipponkoa Insurance Inc. (currently Sompo Japan Insurance Inc.)			
June 2016	Outside director who is member of the Audit and Supervisory Committee of NN Life Insurance Company, Ltd. (to present)			
Attendance at Meetings of the Board of Directors: 18 / 18 meetings				
Attendance at Meetings of Audit & Supervisory Committee 17 / 17 meetings		Significant Concurrent Positions Outside director who is member of the Audit and Supervisory Committee of NN Life Insurance Company, Ltd.		
Reason for nomination as candidate for outside director and outline of expected role We propose that Mr. Tadashi Nunami is elected as outside director of the Company so that his advanced expertise in economy and finance could be utilized in providing appropriate advice in decision-making concerning business execution of the Company from a standpoint of adequacy and appropriateness although he has not participated in the management of a company in the past, except in service as an outside director of a listing company.				

[Translation for Reference and Convenience Purposes Only]

Candidate Number	Name (Date of Birth)	Career Summary, Positions and Responsibilities in the Company (Significant Concurrent Positions)	Number of Shares of the Company Held	
4	<Re-election> <Outside> <Independent> Harumi Katagiri (December 29, 1968)	November 1993 April 1998 March 2000 July 2009	Joined Asahi & Co. (now KPMG AZSA LLC) Registered as a certified public accountant in Japan Joined Century Audit Corporation (now ERNST & YOUNG SHINNIHON LLC) Member of Ernst & Young ShinNihon LLC (now ERNST & YOUNG SHINNIHON LLC)	- share
	Attendance at Meetings of the Board of Directors: 18 / 18 meetings	June 2017 July 2017 March 2018	Retired from the LLC Opened the Harumi Katagiri certified public accountants' office (to present) Outside director of Tamron Co., Ltd. (to present)	
	Attendance at Meetings of Audit & Supervisory Committee 17 / 17 meetings	June 2019 June 2019	Supervisory Director of the Mori Trust Sogo Reit, Inc. (to present) Director who is member of the Audit and Supervisory Committee of the Company (JAIC) (to present)	
Significant Concurrent Positions Outside director of Tamron Co., Ltd. Supervisory Director of the Mori Trust Sogo Reit, Inc.				
Reason for nomination as candidate for director and outline of expected role We propose that Ms. Harumi Katagiri is elected as outside director of the Company so that her expertise and knowledge she has accumulated through her career as a certified public accountant could be utilized in providing appropriate advice in decision-making concerning business execution of the Company from a standpoint of adequacy and appropriateness although she has not participated in the management of a company in the past, except in administration of the certified public accountants' office or in service as an outside director of a listing company.				

Notes:

- There is no special interest relationship between any of the candidates and the Company.
- Mr. Hitoshi Yasukawa, Mr. Tadashi Nunami and Ms. Harumi Katagiri are candidates for outside directors.
- Mr. Hitoshi Yasukawa previously assumed office as corporate auditor of the Company and he had served eight (8) years as a corporate auditor of the Company at the conclusion of the 34th ordinary shareholders' meeting. He presently assumes office as outside director who is member of the Audit and Supervisory Committee of the Company and he will have served six (6) years at the conclusion of this shareholders' meeting.
- Mr. Tadashi Nunami presently assumes office as outside director who is member of the Audit and Supervisory Committee of the Company and he will have served six (6) years at the conclusion of this shareholders' meeting.
- Ms. Harumi Katagiri presently assumes office as outside director who is member of the Audit and Supervisory Committee of the Company and she will have served two (2) years at the conclusion of this shareholders' meeting.
- The Company entered into a liability limitation agreement with Mr. Kazunori Omori, Mr. Hitoshi Yasukawa, Mr. Tadashi Nunami and Ms. Harumi Katagiri respectively pursuant to the provision in Article 427(1) of the Companies Act. The maximum amount of liability under this agreement shall be the amount prescribed in Article 425(1) of the Companies Act.
The Company plans to continue the said agreement respectively if each re-election of them is approved.

[Translation for Reference and Convenience Purposes Only]

7. The Company entered into a Directors and Officers Liability Insurance contract as prescribed in Article 430-3(1) of the Companies Act with an insurance company. The outline of the details of the said insurance is as described on page 37 of Japanese notice of convocation. If the election of the candidates for directors who are members of the Audit and Supervisory Committee is approved and they assume office, they will continue to be included in the insureds of the said insurance contract. The said insurance contract is planned to be renewed with the same details at the next renewal.
8. Mr. Hitoshi Yasukawa, Mr. Tadashi Nunami and Ms. Harumi Katagiri meet the criteria for independence of outside directors set out by the Company, as described on pages 18 and 19. Company designates them as its independent officers under the rules of Tokyo Stock Exchange and reports such designation to Tokyo Stock Exchange.
The Company plans to continue designate the three persons as its independent officers under the rules of Tokyo Stock Exchange and report such designation to Tokyo Stock Exchange if their re-election is approved.

[Translation for Reference and Convenience Purposes Only]

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

The Company proposes to elect one (1) substitute director who is member of the Audit and Supervisory Committee in preparation for filling a vacancy in the number of directors who are members of the Audit and Supervisory Committee stipulated in the laws and regulations.

The Audit and Supervisory Committee has previously given its consent for the election. This proposal has been considered by each director who is member of the Audit and Supervisory Committee and each director has no objection to the election.

The candidate for the substitute director who is member of the Audit and Supervisory Committee is as follows:

Name (Date of Birth)	Career Summary, Positions in the Company (Significant Concurrent Positions)		Number of Shares of the Company Held
<Outside> <Independent> Ken Kudo (April 23, 1965)	April 1996 December 2000 April 2006 June 2015	Joined Emori Kawamori Atsumi Law Office Founded Tokyo Green Law Office as lawyer (to present) Outside corporate auditor of the Company Retired from outside corporate auditor of the Company Significant Concurrent Positions Lawyer of Tokyo Green Law Office	- share
Reason for nomination as candidate for outside director and outline of expected role Although the candidate has not participated in the management of a company in the past, except in service as an outside corporate auditor, from the standpoint of a lawyer experienced in corporate legal affairs, he is expected to provide appropriate advice from the perspective of validity and appropriateness in the Company's decision-making process regarding business execution.			

Notes:

1. The above candidate has no special interest in the Company.
2. No contract is concluded by and between Tokyo Green Law Office and the Company.
3. Mr. Ken Kudo is candidate for a substitute director (outside director) who is member of the Audit and Supervisory Committee of the Company.
4. If he is elected and assumes office as director who is member of the Audit and Supervisory Committee, the Company plans to enter into a liability limitation agreement with him pursuant to the provision in Article 427(1) of the Companies Act. The maximum amount of liability under this agreement shall be the amount prescribed in Article 425(1) of the Companies Act.
5. The Company entered into a Directors and Officers Liability Insurance contract as prescribed in Article 430-3(1) of the Companies Act with an insurance company. The outline of the details of the said insurance is as described on page 37 of Japanese notice of convocation. The said insurance contract is planned to be renewed with the same details at the next renewal. If the election of Mr. Ken Kudo for the substitute director who is member of the Audit and Supervisory Committee is approved and he assumes office, he will be included in the insureds of the said insurance contract or the renewed insurance contract.
6. Mr. Ken Kudo meets the criteria for independence of outside directors set out by the Company, as described on pages 18 and 19. The Company plans to designate Mr. Ken Kudo as its independent officer under the rules of Tokyo Stock Exchange and to report such designation to Tokyo Stock Exchange if he is elected and assumes office as director who is member of the Audit and Supervisory Committee.

[Translation for Reference and Convenience Purposes Only]

Proposal No. 4: Partial Amendment of the Details of Stock Compensation-Type Stock Options (Stock Acquisition Rights) for Directors (Excluding Directors Who Are Members of the Audit and Supervisory Committee) Following Revisions to the Companies Act

1. Reason for the Proposal

It was approved at the 34th Ordinary Shareholders' Meeting held on June 25, 2015 that the amount of remunerations for directors (excluding directors who are members of the Audit Committee; the same shall apply hereinafter in Proposal No. 4) of the Company be 1) within ¥210 million (excluding the portion of salary as an employee for Directors concurrently serving as employees) annually as annual compensation and 2) to issue Stock Compensation-Type Stock Options (Stock Acquisition Rights) for directors within in a scope of the annual compensation of directors. There is no change in the amount of remunerations for directors to date.

Following the enforcement of the Act Partially Amending the Companies Act (Act No. 70 of 2019) on March 1, 2021, matters to be prescribed by a resolution of the shareholders' meeting concerning stock acquisition rights as stock options were clearly defined. To be specific, enabling a stock company to acquire stock acquisition rights subject to the occurrence of certain events now requires the resolution of the shareholders' meeting on such effect and the outline of the details of the said events.

Accordingly, the Company proposes to partially amend the details of the said stock compensation-type stock options (stock acquisition rights) it issues. The amendment is "(7) Matters concerning the acquisition of stock acquisition rights" under "4. Details of Stock Compensation-Type Stock Options (Stock Acquisition Rights)" (underlined). All other details are the same as those that have already been approved. However, in "(2) Class and number of shares to be issued or transferred upon exercise of stock acquisition rights" under "4. Details of Stock Compensation-Type Stock Options (Stock Acquisition Rights)," the number of shares to be issued or transferred per stock acquisition right (underlined) has been changed from 1,000 shares to 100 shares, reflecting the consolidation of shares that was carried out on October 1, 2015.

2. Reason for Granting Directors Stock Compensation-Type Stock Options (Stock Acquisition Rights)

This introduction of stock compensation-type stock options is aimed at raising the motivation and morale of directors in relation to contributing to improve the Company's performance and enhance corporate value by strengthening the link between the compensation system for directors and the Company's performance and stock price, and by having directors share in the merits of an increase in the stock price.

The company abolished the retirement benefit system for directors at the close of 23rd Ordinary Shareholders' Meeting held on June 24, 2004. The stock compensation-type stock options is to be compensation for retiring directors to replace the retirement benefit system for directors. More specifically, the Company shall grant directors allotted stock acquisition rights compensation equal to the paid-in amount and allow them to acquire stock acquisition rights by offsetting the relevant compensation claim against the paid-in amount of the relevant stock options. The amount of stock options compensation shall be the amount obtained when the fair value of each stock acquisition right

[Translation for Reference and Convenience Purposes Only]

calculated on the allotment date of the stock acquisition rights is multiplied by the total number of allotted stock acquisition rights.

Pursuant to its internal rules, the Company excludes outside directors from the targets of stock acquisition rights compensation. Therefore, although the number of directors will be three if Proposal No. 1 is approved and passed as proposed, the number of directors subject to the granting of the said stock compensation-type stock options (stock acquisition rights) will be two.

3. Reason for Deeming the Issuance of Stock Acquisition Rights appropriate

Since the Proposal does not involve changes to the purpose of stock options, the Company deems the issuance of the said stock acquisition rights as stock options to continue to be appropriate as remuneration for directors. Please see pages 38 and 39 of Japanese notice of convocation for the Company's policy for determining the remunerations for directors.

This proposal has been considered by the Audit and Supervisory Committee and it has no objection.

4. Details of Stock Compensation-Type Stock Options (Stock Acquisition Rights)

Details of the stock compensation-type stock options (stock acquisition rights) are provided below.

(1) Total number of stock acquisition rights

The maximum number of stock acquisition rights to be allotted within one year of the date of the Ordinary Shareholders' Meeting pertaining to each fiscal year shall be 126 units.

(2) Class and number of shares to be issued or transferred upon exercise of stock acquisition rights

The class of shares to be issued or transferred upon exercise of stock acquisition rights shall be common stock, and the number of shares to be issued or transferred per stock acquisition right (the "Number of Granted Shares") shall be **100** shares. However, if the Company performs a stock split (includes allotment of shares of common stock of the Company without consideration) or a consolidation of shares, the Company shall adjust the Number of Granted Shares in proportion to the ratio of the stock split or consolidation of shares. , or if it is otherwise appropriate to adjust the Number of Granted Shares, the Company may adjust the number of shares within a reasonable extent.

(3) Amount of assets to be contributed upon the exercise of stock acquisition rights

The amount of assets to be contributed upon exercise of stock acquisition rights shall be the amount obtained when the amount per share to be issued or transferred upon exercise of stock acquisition rights is taken as 1 yen and this is multiplied by the Number of Granted Shares.

(4) Period during which stock acquisition rights may be exercised

Up to 30 years from the day after the date on which the stock acquisition rights are allotted.

(5) Restrictions on assignment of stock acquisition rights through transfer

Any assignment of stock acquisition rights through transfer shall be subject to the approval of the Board of Directors of the Company.

(6) Conditions for the exercise of stock acquisition rights

A holder of stock acquisition rights must exercise his or her stock acquisition rights all at once within the period specified in (4) above and within ten days of the day following the day on which they lost their position as a director of the Company (or the following day if the tenth day falls on a holiday).

[Translation for Reference and Convenience Purposes Only]

(7) Matters concerning the acquisition of stock acquisition rights

1) If a proposal for a merger in which the Company will become a non-surviving company or a share exchange or share transfer in which the Company will become a wholly-owned subsidiary is approved at a shareholders' meeting of the Company (or approved by the Board of Directors of the Company if a resolution of the shareholders' meeting is not required), the Company may acquire stock acquisition rights without any and all sorts of payment.

2) If a holder of stock acquisition rights ceases to meet the conditions for exercising the rights provided by resolution of the Company's Board of Directors or in the stock acquisition rights allotment agreement pursuant to such resolution or if the holder loses the stock acquisition rights, the Company may acquire the said stock acquisition rights without any and all sorts of payment.

(8) Other details of stock acquisition rights

Other details relating to the stock options shall be determined by the Board of Directors Meeting that passes the resolution on the terms and conditions of the stock acquisition rights.

(End)

[Translation for Reference and Convenience Purposes Only]

(Reference)

Criteria for Independence of Outside Directors

The Company's Board of Directors defines criteria for independence of its outside directors as follows and regards those who meet all these criteria as being independent. When selecting candidates for independent outside directors, the Board of Directors seeks to nominate persons who can contribute to frank and lively discussions at meetings of the Board of Directors, pursuant to the Company's criteria for the nomination of directors.

(1) Relationship with the Group

Outsider director must be neither an executive director, operating officer, nor employee of the Group (Note 1)

(2) Relationship as main shareholder

Outside directors must not fall under any of the following categories:

- 1) The main shareholder of the Company (Note 2), or the executor of the business of companies and other entities which are currently main shareholders of the Company (Note 3)
- 2) The executor of the business of other companies of which the Group is currently the main shareholder

(3) Relationship as client

Outside director must not fall under any of the following categories:

- 1) A person who is the main (Note 4) client of the Group, or the executor of the business of companies and other entities which are currently the main clients of the Group
- 2) A person who currently has the Group as a main client or the executor of the business of companies and other entities which have the Group as a main client
- 3) A lawyer, certified public accountant or tax accountant, or other consultants who receive a large amount of (Note 6) cash or other properties from the Group except executive remuneration, or a person who belongs to companies or other entities which receive a large amount of the said cash or other properties
- 4) A person who receives a large amount (Note 7) of donations from the Group, or the executor of the business of companies and other entities which receive a large amount of the said donation.

(4) Auditing company

Outside director must not be a certified public accountant who, as a partner or a non-partner of the auditing company which currently provides service to the Group, actually engages in the business relating to the Group.

(5) Relationship through mutual appointment

Outside director must not be a business executor who belongs to the company in which the Group's business executor serves as an outside director or auditor.

[Translation for Reference and Convenience Purposes Only]

(6) Handling of persons who fell under the categories in the past

Outside director must have no record of having fallen under the above (1) category in the past ten years (excluding the period in which he/she was a non-executor if any) and under the (2) to (5) categories in the past five years.

(7) Handling of close relatives

A spouse or relative within two degrees of kinship of the person, or a person who shares the same livelihood with the person must not fall under any of the following categories (except for insignificant (Note 8) persons):

- 1) A person who have fallen under the above (1) category at present or in the past five years
- 2) A person who fall under the above (2) to (5) categories at present

(8) Outside director must have no risk of having substantial conflicts of interest with entire general shareholders of the Company on a permanent basis.

(Note 1) The Company or the Company's current subsidiaries (including funds recognized as subsidiaries)

(Note 2) A shareholder who directly or indirectly owns 10% or more of the total voting rights

(Note 3) An executive director, executive officer, director, operating officer, or a person in an equivalent position as these positions, and employee

(Note 4) • The Group's sales to the client on average over the last three fiscal years of the Group are 2% or more of the consolidated operating revenue for the most recent fiscal year of the Group.

- The Group's outstanding borrowings or fund investments from the client for the most recent fiscal year of the Group are 2% or more of the consolidated total assets for the most recent fiscal year of the Group.

(Note 5) • The client's sales to the Group for the most recent fiscal year of the client are 2% or more of the consolidated operating revenue for the most recent fiscal year of the client.

- The client's outstanding borrowings, corporate bonds, or fund investments from the Group for the most recent fiscal year of the client are 2% or more of the consolidated total assets for the most recent fiscal year of the client.

(Note 6) Based on average amount of the past three fiscal years of the Group, for individuals, amount of 10 million yen or more per year, and for companies and other entities, amount of 2% or more of the consolidated sales for the most recent fiscal year of the companies and other entities

(Note 7) Based on average amount of the past three fiscal years of the Group, amount of 10 million yen or more per year, or amount of 2% or more of the consolidated sales of the most recent fiscal year of companies and other entities

(Note 8) An executive director, executive officer, operating officer, or an employee who is in a senior executive position such as manager, or higher

(End)