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(Securities code: 2692)

June 5, 2023

(Start date of measures for electronic provision: May 30, 2023)

To Shareholders with Voting Rights:

Hitoshi Okamoto
President & CEO
ITOCHU-SHOKUHIN Co., Ltd.
2-2-22 Shiromi, Chuo-ku, Osaka

NOTICE OF THE 105th ANNUAL GENERAL MEETING OF SHAREHOLDERS

We are pleased to announce the 105th Annual General Meeting of Shareholders of ITOCHU-SHOKUHIN Co., Ltd. (the “Company”) to be held as described below.

In convening the Annual General Meeting of Shareholders, the Company has taken measures for electronic provision and posted the items subject to measures for electronic provision as the Notice of the 105th Annual General Meeting of Shareholders on the following website.

[Company website]

<https://www.itochu-shokuhin.com/ir/notice.html>

In addition to the above, the information is also posted on the following website.

[Website for Materials for the Annual General Meeting of Shareholders]

<https://s.srdb.jp/2692/>

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

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

When accessing the above website, enter “ITOCHU-SHOKUHIN” in “Issue name (company name)” or the Company’s securities code “2692” in “Code,” and select “Basic Information” and then “Documents for public inspection/PR information” to view the materials.

Additionally, if you do not attend the meeting in person, you may exercise your voting rights in writing or via the internet. Please refer to the Reference Documents for the Annual General Meeting of Shareholders and exercise your voting rights no later than 5:30 p.m. on Wednesday, June 21, 2023, Japan Standard Time.

- 1. Date and Time:** Thursday, June 22, 2023 at 10:30 a.m. Japan Standard Time
- 2. Place:** International Conference Hall (7F) The Osaka Chamber of Commerce and Industry
2-8, Honmachi-Bashi, Chuo-ku, Osaka
- 3. Objectives of the Meeting:**
 - Reports:**
 1. The Business Report, Consolidated Financial Statements for the Company’s 105th Fiscal Year (April 1, 2022 - March 31, 2023) and results of audits by the Independent Auditor and the Audit & Supervisory Board for the Consolidated Financial Statements
 2. Non-consolidated Financial Statements of the Company’s 105th Fiscal Year (April 1, 2022 - March 31, 2023)

Agenda:

- Proposal 1:** Distribution of Surplus
Proposal 2: Election of Nine (9) Directors

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- Of the items subject to measures for electronic provision, the following items, pursuant to laws and regulations and Article 18 of the Articles of Incorporation of the Company, are not contained in paper-based documents to be delivered to shareholders who have made a request for their delivery.
 - “Consolidated Statement of Changes in Equity” and “Notes to the Consolidated Financial Statements” of the Consolidated Financial Statements
 - “Non-consolidated Statement of Changes in Equity” and “Notes to the Non-consolidated Financial Statements” of the Non-consolidated Financial Statements
 - In consideration of the convenience of shareholders who have not made a request for the delivery of paper-based documents, the Company sends them the Reference Documents for the Annual General Meeting of Shareholders, etc. as well out of the items subject to measures for electronic provision, so that they may confirm the main point of the Agenda.
 - If revisions are made to the items subject to measures for electronic provision, a notice of the revisions and the details of the items before and after the revisions will be posted on the websites described on page 1.
 - If changes, etc. are made to the operation of the General Meeting of Shareholders due to the status of the spread of the novel coronavirus disease (COVID-19) and other factors, they will be posted on the Company’s website.

Guide to Exercising Voting Rights

You may exercise your voting rights by either of the methods below.

<p style="text-align: center;">Attending the Annual General Meeting of Shareholders</p> <p>Please submit the enclosed Voting Rights Exercise Form at the reception.</p>	<p style="text-align: center;">Exercising voting rights in writing</p> <p>Please indicate your approval or disapproval of each of the proposals on the enclosed Voting Rights Exercise Form and return it so that it arrives no later than the voting deadline. If there is no indication of approval or disapproval of each of the proposals indicated on the Voting Rights Exercise Form, it will be deemed as a vote for approval.</p>	<p style="text-align: center;">Exercising voting rights via the internet</p> <p>Please access the website for exercising voting rights, shown below, with a computer or a smartphone and indicate your approval or disapproval of each of the proposals by following the instructions on the screen.</p> <p style="text-align: center;">Website for exercising voting rights https://www.web54.net (Japanese only)</p>
<p style="text-align: center;">Date of the Annual General Meeting of Shareholders</p> <p style="text-align: center;">Thursday, June 22, 2023 10:30 a.m.</p>	<p style="text-align: center;">Voting deadline</p> <p style="text-align: center;">Wednesday, June 21, 2023 5:30 p.m. (Forms arriving before the deadline are acceptable.)</p>	<p style="text-align: center;">Voting deadline</p> <p style="text-align: center;">Wednesday, June 21, 2023 5:30 p.m.</p>

Precautions When Exercising Voting Rights via the internet

If you exercise your voting rights multiple times, the last vote that arrives at the Company will be deemed valid. If you exercise your voting rights both by writing and via the internet, and they arrive at the Company on the same date, the vote placed via the internet will be deemed valid.

- (1) Please contact below if you have any inquiries on how to operate your computer, etc. when exercising your voting rights via the internet.

Sumitomo Mitsui Trust Bank, Limited, Stock Transfer Agency Web Support Hotline	0120-652-031	(Business hours: 9:00 a.m. - 9:00 p.m.)
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- (2) For inquiries on matters other than (1) above, such as address and number of shares, please contact below.

1. Shareholders with an account at a securities firm

Please contact the securities firm with whom you have an account.

2. Shareholders without an account at a securities firm (shareholders with a special account)

Sumitomo Mitsui Trust Bank, Limited, Stock Transfer Agency Department	0120-782-031	(Business hours: 9:00 a.m. - 5:00 p.m. on weekdays only)
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For Institutional Investors

In addition to the exercise of voting rights via the internet as described above, institutional investors may use the Electronic Voting System Platform operated by ICJ, Inc.

Reference Documents for the Annual General Meeting of Shareholders

Proposal 1: Distribution of Surplus

The Company recognizes return of profits to shareholders as the most important management policy.

With regard to dividends, we intend to pay stable and continuous dividends with a view to improving the level of shareholder returns. Under this basic policy, the Company proposes to pay a year-end dividend for the fiscal year under review of 40 yen per share. As a result, the annual dividend for the fiscal year under review, including the interim dividend of 40 yen per share, will be 80 yen per share.

We will allocate internal reserves to investments in foundation for logistics functions, DX and human resources, as well as in growth for information, product development and logistics areas, which we have positioned as the core fields, in order to further enhance corporate value.

Under this policy, the Company proposes to pay a year-end dividend for the 105th fiscal year and distribute other surplus as described below.

1. Matters regarding year-end dividend

- (1) Type of dividend property
Cash

- (2) Matters related to the allocation of dividend property and its total amount

40 yen per common share of the Company

Total 507,485,320 yen

Combined with the interim dividend of 40 yen already paid out, the annual dividend for the fiscal year will be 80 yen per share.

- (3) Date the distribution of surplus comes into effect
June 23, 2023

2. Matters regarding distribution of other surplus

- (1) Surplus item to be increased and the amount thereof
General reserves 5,900,000,000 yen

- (2) Surplus item to be decreased and the amount thereof
Retained earnings brought forward 5,900,000,000 yen

Proposal 2: Election of Nine (9) Directors

The terms of office of all nine (9) current directors will expire at the conclusion of this Annual General Meeting of Shareholders.

Accordingly, in order to further strengthen the management structure and ensure the diversity of the Board of Directors to achieve the new Medium-term Management Plan “Transform 2025 - Creation and Circulation,” the election of nine (9) Directors, including three (3) Outside Directors, is proposed. Candidates for Director are determined by the Board of Directors following deliberations by the Governance Committee, which consists of five (5) members, including three (3) Independent Outside Officers. The names and career summary of candidates for the new directors are as follows.

No.	Name	Current positions and responsibilities in the Company	Attendance at the Board of Directors meetings during the fiscal year
1	<u>Reappointment</u> Hitoshi Okamoto	Representative Director and President & CEO, Chief Corporate Officer	13 of 13 meetings (100%)
2	<u>Reappointment</u> Mitsuo Kawahara	Director and Vice President, Assistant Chief Corporate Officer	13 of 13 meetings (100%)
3	<u>Reappointment</u> Naoyuki Uozumi	Director and Managing Executive Officer; Chief Executive, Sales & Marketing Group	10 of 10 meetings (100%)
4	<u>Reappointment</u> Yoshihiro Fukushima	Director and Managing Executive Officer, Deputy Chief Executive, Sales & Marketing Group; Executive General Manager, Purchasing Policy Management Division; General Manager, Diversity Promotion Office	13 of 13 meetings (100%)
5	<u>Reappointment</u> Masanori Omori	Director and Executive Officer, Chief Executive, Administration & Management Group; in charge of Compliance; in charge of Sustainability	10 of 10 meetings (100%)
6	<u>New appointment</u> Hiroyuki Nakamura	—	—
7	<u>Reappointment</u> <u>Outside Independent</u> Yasuyuki Miyasaka	Director	13 of 13 meetings (100%)
8	<u>Reappointment</u> <u>Outside Independent</u> Takako Okuda	Director	13 of 13 meetings (100%)
9	<u>Reappointment</u> <u>Outside Independent</u> Kaoru Chujo	Director	13 of 13 meetings (100%)

(Note) The number of meetings held of the Board of Directors mentioned above does not include written resolutions deemed to have been resolved by the Board of Directors based on Article 370 of the Companies Act and the provisions of Article 25, paragraph 2 of the Articles of Incorporation of the Company.

No.	Name (Date of Birth)	Career summary, positions and responsibilities at the Company	Number of shares of the Company held
1	Hitoshi Okamoto (June 14, 1956) <u>Reappointment</u>	<p>April 1980 Joined ITOCHU Corporation</p> <p>April 2007 Deputy Chief Operating Officer, Apparel Division; General Manager, Apparel Division 1</p> <p>April 2008 Executive Officer; Chief Operating Officer, Apparel Division</p> <p>April 2010 Managing Executive Officer; President, Textile Company</p> <p>June 2010 Member of the Board, Managing Executive Officer; President, Textile Company</p> <p>April 2014 Member of the Board, Senior Managing Executive Officer; President, Textile Company</p> <p>April 2015 Member of the Board, Senior Managing Executive Officer; CSO</p> <p>April 2016 Member of the Board, Senior Managing Executive Officer; CSO; CIO</p> <p>April 2018 Chief Corporate Officer, the Company</p> <p>June 2018 Representative Director and President & CEO, Chief Corporate Officer (current)</p> <p>(Significant concurrent positions)</p> <p>—</p>	1,000
Reason for nomination as candidate for Director Mr. Hitoshi Okamoto has abundant experience, high ethical standards, and qualities to cope with various management issues as a corporate manager. As Representative Director and President & CEO, he takes charge of management and is expected to exercise his excellent management skills also in the new Medium-term Management Plan starting in FY 2023. The Company therefore nominates him as a candidate for Director based on the judgment that he is qualified as a leader in sustainably enhancing the Company's corporate value.			
2	Mitsuo Kawahara (March 26, 1959) <u>Reappointment</u>	<p>April 1982 Joined the Company</p> <p>October 2005 General Manager, Sales Department No. 9, East Japan Marketing & Sales Division</p> <p>October 2010 Deputy Executive General Manager, East Japan Marketing & Sales Division</p> <p>June 2012 Executive Officer; Executive General Manager, Marketing & Sales Division No. 1</p> <p>April 2019 Managing Executive Officer; Deputy Chief Executive, Sales & Marketing Group; Executive General Manager, Marketing & Sales Division</p> <p>June 2019 Director and Managing Executive Officer; Deputy Chief Executive, Sales & Marketing Group; Executive General Manager, Marketing & Sales Division</p> <p>April 2020 Director and Managing Executive Officer; Chief Executive, Sales & Marketing Group</p> <p>April 2021 Director and Senior Managing Executive Officer; Chief Executive, Sales & Marketing Group</p> <p>April 2023 Director and Vice President, Assistant Chief Corporate Officer (current)</p> <p>(Significant concurrent positions)</p> <p>—</p>	2,300
Reason for nomination as candidate for Director Mr. Mitsuo Kawahara has abundant business experience and broad knowledge in the food distribution industry. As a general manager of the sales and marketing group, he has been playing a role in management since April 2020. With his excellent leadership, he has contributed to organically coordinating each sales division, and is making a contribution to establishing the foundation for growth, etc. by securing new revenue resources in the core fields. In addition, he has been properly performing his duties as Director and Vice President, Chief Corporate Officer since April 2023, and is expected to contribute to the achievement of the new Medium-term Management Plan starting in FY 2023. The Company therefore nominates him as a candidate for Director based on the judgment that he is qualified to contribute to the sustainable enhancement of the Company's corporate value.			

No.	Name (Date of Birth)	Career summary, positions and responsibilities at the Company	Number of shares of the Company held
3	Naoyuki Uozumi (August 31, 1962) <u>Reappointment</u>	<p>April 1985 Joined the Company</p> <p>April 2007 General Manager, Sales Department No. 4, West Japan Marketing & Sales Division</p> <p>April 2011 Branch Manager, Kyushu & Chugoku Branch, West Japan Marketing & Sales Division</p> <p>April 2012 Deputy Executive General Manager, West Japan Marketing & Sales Division; Branch Manager, Kyushu Branch</p> <p>April 2014 Executive General Manager, West Japan Marketing & Sales Division; General Manager, Co-op Division</p> <p>June 2015 Executive Officer, Executive General Manager, West Japan Marketing & Sales Division; General Manager, Co-op Division</p> <p>April 2020 Executive Officer, Chief Executive, Corporate Management Group; in charge of CSR</p> <p>April 2021 Managing Executive Officer, Chief Executive, Corporate Management Group; in charge of CSR; General Manager, Diversity Promotion Office</p> <p>June 2022 Director and Managing Executive Officer, Deputy Chief Executive, Sales & Marketing Group; General Manager, Diversity Promotion Office</p> <p>April 2023 Director and Managing Executive Officer, Chief Executive, Sales & Marketing Group (current)</p> <p>(Significant concurrent positions) —</p>	1,900
<p>Reason for nomination as candidate for Director</p> <p>Mr. Naoyuki Uozumi has long engaged in the sales and marketing group and possesses various business experiences and broad knowledge in the food distribution industry. Since assuming office as Director in June 2022, he has been making a contribution to steady profit growth as Deputy Chief Executive of Sales & Marketing Group by strengthening collaboration between the sales and marketing group and the corporate group, promoting diversity and working to create new value, etc. In addition, he has been properly performing his duties as a chief executive of the marketing and sales division since April 2023. The Company therefore nominates him as a candidate for Director based on the judgment that he is qualified to contribute to the sustainable enhancement of the Company's corporate value.</p>			

No.	Name (Date of Birth)	Career summary, positions and responsibilities at the Company	Number of shares of the Company held
4	<p data-bbox="213 584 379 703">Yoshihiro Fukushima (November 23, 1962)</p> <p data-bbox="213 734 379 763"><u>Reappointment</u></p>	<p data-bbox="416 271 1278 797"> April 1985 Joined ITOCHU Corporation April 2008 Chief Executive Officer, CONVERSE FOOTWEAR CO., LTD. September 2013 Chief Executive Officer, CONVERSE APPAREL CO., LTD. January 2015 Chief Executive Officer, CONVERSE JAPAN CO., LTD. April 2017 Executive Officer, Chief Operating Officer, Brand Marketing Division 2, ITOCHU Corporation April 2020 Executive Officer, Deputy Executive General Manager, Purchasing Policy Management Division, the Company June 2021 Director and Executive Officer, Deputy Executive General Manager, Purchasing Policy Management Division April 2022 Director and Managing Executive Officer, Deputy Chief Executive, Sales & Marketing Group; Executive General Manager, Purchasing Policy Management Division; Executive General Manager, Retail Division April 2023 Director and Managing Executive Officer, Deputy Chief Executive, Sales & Marketing Group; General Manager, Diversity Promotion Office (current) </p> <p data-bbox="416 801 759 862">(Significant concurrent positions) Outside Director, every, Inc.</p> <p data-bbox="416 866 1445 1104"> Reason for nomination as candidate for Director Mr. Yoshihiro Fukushima, since assuming office as Director of the Company in June 2021, has been making a contribution to building strong relationships with business partners, working to secure new revenue sources in the core fields, and strengthening sales force, etc. In addition, he has served as Executive Officer of ITOCHU Corporation and as Chief Executive Officer of ITOCHU Corporation's subsidiaries, and possesses deep insight regarding management. The Company therefore nominates him as a candidate for Director based on the judgment that he is qualified to contribute to the sustainable enhancement of the Company's corporate value. </p>	500

No.	Name (Date of Birth)	Career summary, positions and responsibilities at the Company	Number of shares of the Company held
5	Masanori Omori (February 14, 1964) <u>Reappointment</u>	<p> April 1986 Joined ITOCHU Corporation April 2006 General Manager, Financial Market Sales Division December 2007 President & CEO, ITOCHU Capital Securities Co., Ltd. April 2011 General Manager, ERM & Business Planning Office, Integrated Risk Management Division, ITOCHU Corporation May 2015 In charge of Business Management, Deputy General Representative for East Asia May 2016 General Manager, Integrated Risk Management Division May 2019 General Manager, Internal Audit Division April 2020 Junior Executive Officer; General Manager, Internal Audit Division April 2021 Executive Officer, Executive General Manager, Finance & Accounting Division, the Company April 2022 Executive Officer, Chief Executive, Administration & Management Group; in charge of Compliance; in charge of Sustainability June 2022 Director and Executive Officer, Chief Executive, Administration & Management Group; in charge of Compliance; in charge of Sustainability (current) </p> <p> (Significant concurrent positions) Director (non-executive), CONFEX HOLDINGS Co., Ltd. Director (non-executive), CONFEX Co., Ltd. </p> <p> Reason for nomination as candidate for Director Mr. Masanori Omori has qualities to make strategic and comprehensive judgements in the corporate group that supports management. He has been making a contribution to strengthening the management basis by promoting the development of the new Medium-term Management Plan, the reinforcement of corporate functions, and efforts to sustainability as Director and Chief Executive of Administration & Management Group since June 2022. In addition, he has served as General Manager of Integrated Risk Management Division and Junior Executive Officer of ITOCHU Corporation and as Chief Executive Officer of ITOCHU Corporation's subsidiaries, and possesses various business experiences and abundant knowledge. The Company therefore nominates him as a candidate for Director based on the judgment that he is qualified to contribute to the sustainable enhancement of the Company's corporate value. </p>	500

No.	Name (Date of Birth)	Career summary, positions and responsibilities at the Company	Number of shares of the Company held
6	Hiroyuki Nakamura (August 28, 1965) <u>New appointment</u>	April 1990 Joined ITOCHU Corporation April 2004 General Manager, Food Products Marketing & Distribution Strategy Office, Food Products Marketing & Distribution Division April 2005 Chief Executive Officer, Retail Net Co., Ltd. April 2011 Deputy General Manager, Food Products Marketing & Distribution Department, ITOCHU Corporation April 2018 Executive Officer, Chief Executive of Corporate Planning, NIPPON ACCESS, INC. April 2019 Director and Managing Executive Officer, Chief Executive of Merchandising Administration & Marketing April 2021 Deputy Chief Operating Officer, Food Products Marketing & Distribution Division, ITOCHU Corporation April 2023 Chief Operating Officer, Food Products Marketing & Distribution Division (current) (Significant concurrent positions) Chief Operating Officer, Food Products Marketing & Distribution Division, ITOCHU Corporation Director (Part-time), NIPPON ACCESS, INC. Audit & Supervisory Board Member (non-executive), CONFEX HOLDINGS Co., Ltd. Audit & Supervisory Board Member (non-executive), CONFEX Co., Ltd.	—
Reason for nomination as candidate for Director Mr. Hiroyuki Nakamura serves as Chief Operating Officer of Food Products Marketing & Distribution Division of ITOCHU Corporation, and has broad knowledge and various experience in the food distribution industry. It is expected that, if he is appointed as Director, he will contribute to the Board of Directors with appropriate decision-making and accurate advice. The Company therefore nominates him as a candidate for Director based on the judgment that he is qualified to contribute to the sustainable enhancement of the Company's corporate value.			

No.	Name (Date of Birth)	Career summary, positions and responsibilities at the Company	Number of shares of the Company held
7	Yasuyuki Miyasaka (April 1, 1952) <u>Reappointment</u> <u>Outside</u> <u>Independent</u>	<p>November 1975 Joined Tohmatsu Aoki & Co. (currently, Deloitte Touche Tohmatsu LLC)</p> <p>March 1980 Registered as certified public accountant</p> <p>June 1990 Partner</p> <p>October 2010 Director, Risk Management and Quality Assurance Office of IFRS</p> <p>June 2017 Left Deloitte Touche Tohmatsu LLC</p> <p>July 2017 Head, Yasuyuki Miyasaka Certified Public Accountant Office (current)</p> <p>June 2018 Director, the Company (current)</p> <p>(Significant concurrent positions)</p> <p>Head, Yasuyuki Miyasaka Certified Public Accountant Office</p> <p>Outside Member of Audit & Supervisory Board, Resonac Holdings Corporation</p>	—
		<p>Reason for nomination as candidate for Outside Director and outline of expected roles</p> <p>Mr. Yasuyuki Miyasaka has high-level expertise and broad knowledge related to corporate finance and accounting. As Outside Director of the Company since June 2018, he has been offering accurate advice on ensuring validity and appropriateness in decision-making by the Board of Directors and properly supervising business execution primarily from his expert perspective as a certified public accountant. In addition, as a member of the Governance Committee, he contributes to strengthening the supervisory function of the Board of Directors, including involvement in the decision-making process of the nomination and compensation, the effectiveness evaluation of the Board of Directors and the supervision of related party transactions. It is expected that he will continue to utilize his knowledge to accurate advice and appropriate supervision. The Company therefore nominates him as a candidate for Outside Director based on the judgment that he is qualified to contribute to the sustainable enhancement of the Company's corporate value.</p>	
		<p>Information regarding Independent Officers</p> <p>The Company has designated Mr. Yasuyuki Miyasaka as Independent Officer as specified by Tokyo Stock Exchange, Inc. and has registered him as such at the Exchange. If his re-election is approved, the Company will continue to designate him as Independent Officer and will register him as such at the Exchange.</p>	

No.	Name (Date of Birth)	Career summary, positions and responsibilities at the Company	Number of shares of the Company held
8	Takako Okuda (May 7, 1956) <u>Reappointment</u> <u>Outside</u> <u>Independent</u>	April 1979 Joined Suntory Limited April 2000 Manager, Wine Business Department April 2003 Manager, Tokyo Customer Center, Customer Communications Department September 2005 Joined Tokyo Electric Power Company, Incorporated Manager, Kurashi-no-Lab Group, Marketing & Customer Relations Department, Marketing & Sales Division July 2008 General Manager, Marketing & Customer Relations Department; Manager, Kurashi-no-Lab Group, Marketing & Sales Division July 2014 General Manager, CS Department, Customer Service Company April 2016 General Manager, CS Department, TEPCO Energy Partner, Incorporated April 2018 In charge of CX Promotion June 2019 Director, the Company (current) (Significant concurrent positions) External Audit & Supervisory Board Member, MTI Ltd.	—
		Reason for nomination as candidate for Outside Director and outline of expected roles Ms. Takako Okuda possesses insight into matters such as product development and marketing of alcoholic and other beverages, and has broad experience gained through many years of involvement in roles that contribute to enhancement of customer satisfaction and stakeholders' trust. Since assuming office as Outside Director of the Company in June 2019, she has encouraged active discussions by the Board of Directors and contributed to ensuring the validity and appropriateness of its decision-making. In addition, she has been appropriately fulfilling her role such as by offering positive opinions and advice as a member of the Governance Committee, while offering useful advice to promote the Company's diversity. Although having no direct experience in corporate management other than as outside director and outside audit & supervisory board member, it is expected that she will continue to provide diverse advice. The Company therefore nominates her as a candidate for Outside Director based on the judgment that she is qualified to contribute to the sustainable enhancement of the Company's corporate value.	
		Information regarding Independent Officers The Company has designated Ms. Takako Okuda as Independent Officer as specified by Tokyo Stock Exchange, Inc. and has registered her as such at the Exchange. If her re-election is approved, the Company will continue to designate her as Independent Officer and will register her as such at the Exchange.	

No.	Name (Date of Birth)	Career summary, positions and responsibilities at the Company	Number of shares of the Company held
9	Kaoru Chujo (November 15, 1960)	April 1983 Joined FUJITSU LIMITED March 2000 Senior Researcher, IP Networking Research, Fujitsu Laboratories of America, Inc. December 2009 Head, Advanced Development Division, Mobile Phone Business Unit June 2013 Head, Advanced Development Division, Ubiquitous Strategy Unit February 2016 Deputy Senior Vice President, Ubiquitous IoT Business Unit April 2017 Senior Vice President, Head of AI Service Business Unit July 2019 Executive Director, in charge of AI Alliance, Software Business Unit December 2020 Established SoW Insight Co., Ltd. President and Representative Director (current) June 2021 Director, the Company (current) (Significant concurrent positions) President and Representative Director, SoW Insight Co., Ltd. Outside Director, Foster Electric Company, Limited Outside Director, Mitsubishi UBE Cement Corporation	—
		Reason for nomination as candidate for Outside Director and outline of expected roles Ms. Kaoru Chujo has abundant knowledge in the IT field, having driven the growth of DX at FUJITSU LIMITED in her role responsible for the mobile, AI and IoT businesses. She is currently participating in a collaborative organization focused on new AI technologies, comprising industry, government, academia and citizens. In addition, she has been developing a consulting business such as diversity promotion. Since assuming office as Outside Director of the Company in June 2021, she has been offering advice on ensuring validity and appropriateness in decision-making by the Board of Directors and properly supervising business execution from an objective and practical standpoint. She also has been appropriately fulfilling her role such as by offering useful advice on the Company's diversity promotion, DX promotion, etc. It is expected that she will continue to offer accurate advice and appropriate supervision. The Company therefore nominates her as a candidate for Outside Director based on the judgment that she is qualified to contribute to the sustainable enhancement of the Company's corporate value.	
		Information regarding Independent Officers The Company has designated Ms. Kaoru Chujo as Independent Officer as specified by Tokyo Stock Exchange, Inc. and has registered her as such at the Exchange. If her re-election is approved, the Company will continue to designate her as Independent Officer and will register her as such at the Exchange.	
	Reappointment Outside Independent		

- (Notes)
- There is no special interest between each candidate and the Company.
 - Mr. Yasuyuki Miyasaka, Ms. Takako Okuda, and Ms. Kaoru Chujo are candidates for Outside Director.
 - Mr. Yasuyuki Miyasaka will have served as Outside Director for five (5) years at the conclusion of this Annual General Meeting of Shareholders.
 - Ms. Takako Okuda will have served as Outside Director for four (4) years at the conclusion of this Annual General Meeting of Shareholders.
 - Ms. Kaoru Chujo will have served as Outside Director for two (2) years at the conclusion of this Annual General Meeting of Shareholders.
 - Mr. Hitoshi Okamoto has served as a business executor of ITOCHU Corporation, with which the Company has important business relationship.
His positions and responsibilities in the past ten (10) years as a business executor of the company are as stated in the career summary on page 6.
 - Mr. Yoshihiro Fukushima has served as a business executor of ITOCHU Corporation, with which the Company has important business relationship.
His positions and responsibilities in the past ten (10) years up until now as a business executor and a corporate officer of the companies which the Company has important business relationships with, including ITOCHU Corporation, are stated in the career summary on page 8. He has also served in the past ten (10) years as a corporate officer of T.KAWABE & CO., LTD., with which the Company has important business relationships.
 - Mr. Masanori Omori has served as a business executor of ITOCHU Corporation, with which the Company has important business relationship.
His positions and responsibilities in the past ten (10) years up until now as a business executor and a corporate officer of

the companies which the Company has important business relationships with, including ITOCHU Corporation, are stated in the career summary on page 9.

9. Mr. Hiroyuki Nakamura serves as a business executor of ITOCHU Corporation, with which the Company has important business relationship.

His positions and responsibilities in the past ten (10) years up until now as a business executor and a corporate officer of the companies which the Company has important business relationships with, including ITOCHU Corporation, are stated in the career summary on page 10.

10. Outline of the contents of liability limitation agreement

Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act., the Company has entered into agreements with Mr. Yasuyuki Miyasaka, Ms. Takako Okuda and Ms. Kaoru Chujo to limit their liability for damages specified in Article 423, paragraph (1) of the said Act. The maximum amount of liability under the agreements shall be the minimum amount stipulated in Article 425, paragraph (1) of the said Act, provided that the relevant Director has performed his/her duties in good faith and without gross negligence. If these candidates are re-elected at this Annual General Meeting of Shareholders, the Company will continue the above agreements. If Mr. Hiroyuki Nakamura is elected, the Company will enter into the same agreement with him to limit his liability.

11. Outline of the contents of directors and officers liability insurance agreement

The Company has entered into a directors and officers liability insurance agreement, as stipulated in the provisions of Article 430-3, paragraph (1) of the Companies Act., that includes Directors as the insured with an insurance company to cover damages and litigation expenses in the event that a claim is made against the insured for damages arising from the execution of his or her duties (excluding, however, damages that fall under the disclaimer stipulated in the insurance contract). Each candidate will be included as the insured under said insurance agreement. In addition, the Company plans to renew the agreement with the same contents at the next renewal period.

Reference Management structure following the approval of Proposal 2

The Board of Directors and the Audit & Supervisory Board as a whole will ensure diversity and effectiveness, and strive to sustainably enhance the Company's corporate value.

Name		Knowledge and experience expected by the Company							
		Overall management/ management strategy	Sales/ marketing	Finance/ accounting	Legal affairs/ risk management	HR training/ diversity	ESG/ sustainability	Governance/ internal control	ICT (Information communication technology)/ logistics
Director	Hitoshi Okamoto	●	○	○	○	○	○	○	○
	Mitsuo Kawahara	○	●			○	●	○	●
	Naoyuki Uozumi	○	●			●	●		●
	Yoshihiro Fukushima	○	●			●	○		
	Masanori Omori	○		●	○	○	●	●	○
	Hiroyuki Nakamura		●					○	
	Yasuyuki Miyasaka <u>Outside</u> <u>Independent</u>			●				●	
	Takako Okuda <u>Outside</u> <u>Independent</u>		○			●	●	●	
	Kaoru Chujo <u>Outside</u> <u>Independent</u>					●	●	○	●
	Audit & Supervisory Board Member	Hideaki Nagashima			○	●			○
Ryuta Seike				○	●			○	
Kensuke Masuoka <u>Outside</u> <u>Independent</u>					●			●	
Shinichiro Yamaoka <u>Outside</u> <u>Independent</u>				●				●	

(Notes)

1. The above matrix does not represent all the knowledge and experience possessed by Directors (candidates) and Audit & Supervisory Board Members.
2. ● indicates knowledge and experience particularly expected.

Composition of the Board of Directors

Ratio of Outside Directors: 33.3%

Business execution: 5 Directors

Non-business execution: 4 Directors

Composition of the Audit & Supervisory Board

Ratio of Outside Audit & Supervisory Board Members: 50%

Out of 4 Audit & Supervisory Board Members, 2 of them are Outside Independent Audit & Supervisory Board Members (both are male).

Composition of Governance Committee members

Ratio of Outside Governance Committee members: 60%

Hitoshi Okamoto (Chairman) Director (Male)

Masanori Omori Director (Male)

Yasuyuki Miyasaka Outside Independent Director (Male)

Takako Okuda Outside Independent Director (Female)

Kensuke Masuoka Outside Independent Audit & Supervisory Board Member (Male)

Reference Independence Criteria for Outside Directors and Outside Audit & Supervisory Board Members

The Company has established independence criteria for Outside Officers, as described below, for the purpose of objectively determining independence of Outside Directors and Outside Audit & Supervisory Board Members (hereinafter, “Outside Officers”). The Company determines that an Outside Officer is independent of the Company if the person meets the requirements for Independent Officers stipulated by Tokyo Stock Exchange, Inc. and does not fall under any of the criteria below.

- 1) A person who is a major business partner of the Company (including consolidated subsidiaries of the Company, hereinafter the same shall apply) (If the partner is an incorporated entity, a business executor of the incorporated entity)
- 2) A person whose major business partner is the Company (If the partner is an incorporated entity, a business executor of the incorporated entity)
- 3) A major shareholder of the Company (if the shareholder is an incorporated entity, a person who was a business executor of the incorporated entity)
- 4) A business executor of an incorporated entity of which the Company is a major shareholder
- 5) An attorney-at-law, certified public accountant, tax accountant, or other consultant who receives cash or other financial benefits from the Company in an amount that exceeds a certain amount, other than remuneration for Directors/Audit & Supervisory Board Members
- 6) A person who receives donations or grants from the Company in an amount that exceeds a certain amount (If the person who receives the donations or grants is an organization, such as an incorporated entity, union, or other organization, a business executor of the organization)
- 7) If Executive Director or Full-time Audit & Supervisory Board Member of the Company concurrently serves as an outside director or an outside audit & supervisory board member of another company, a business executor of such company
- 8) A spouse or a second-degree relative of Director, Audit & Supervisory Board Member, Executive Officer, or other significant employee of the Company
- 9) A person who has fallen under any of the paragraphs 1 through 8 above in the past ten (10) years
- 10) Notwithstanding the provisions of the preceding paragraphs, a person who is reasonably judged to have a potential conflict of interest with general shareholders

- (Notes)
1. A “person who is a major business partner of the Company” in paragraph 1 refers to a person who accounts for 2% or more of the Company’s consolidated net sales in any of the last five (5) fiscal years.
 2. A “person whose major business partner is the Company” in paragraph 2 refers to a person who receives 2% or more of the person’s consolidated net sales from the Company in any of the last five (5) fiscal years. If consolidated financial statements are unavailable, non-consolidated net sales are applied for the criteria.
 3. A “business executor” refers to the executive specified under Article 2, paragraph (3), item (vi) of the Ordinance for Enforcement of the Companies Act, and includes Executive Directors, Executives, Executive Officers, other employees, etc.
 4. A “major shareholder” refers to a person or an incorporated entity that directly or indirectly holds 10% or more of the total voting rights of the Company.
 5. A “certain amount” refers to profit from money or other property of 10 million yen or higher per year.