

Please note that the following is an unofficial English translation of Japanese original text of the Notice of Convocation of the 124th Ordinary General Meeting of Shareholders of Niterra Co., Ltd. The Company provides this translation for 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: 5334

June 3, 2024

(Date of initiating measures for providing
information in electronic format: May 24, 2024)

Dear Shareholders

Shinichi Odo
Representative Director and
Chairman of the Board

Niterra Co., Ltd.

1-1-1 Higashisakura, Higashi-ku, Nagoya, Japan

NOTICE OF CONVOCATION OF THE 124th ORDINARY GENERAL MEETING OF SHAREHOLDERS

The 124th Ordinary General Meeting of Shareholders of Niterra Co., Ltd. (the “Company”) is to be held as follows.

In convening this General Meeting of Shareholders, the Company has taken measures for provision of information contained in the reference documents for the General Meeting of Shareholders, etc. (the “Matters for Electronic Provision Measure”) in electronic format. Matters for Electronic Provision Measure are posted on the Company’s website on the Internet below.

The Company’s Website

<https://www.ngkntk.co.jp/ir/events/shareholders.html> (In Japanese)

In addition to the website above, the Matters for Electronic Provision Measure are also posted on the website of the Tokyo Stock Exchange (TSE). Access the following TSE website (TSE Listed Company Information Service), enter and search for the Company’s name (Niterra Co., Ltd.) or security code (5334), and select "Basic Information" and " Documents for public inspection/PR information".

TSE website (TSE Listed Company Search)

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (In Japanese)

Instead of attending the meeting, you may otherwise exercise your voting rights via the Internet or in writing. Please read the attached REFERENCE DOCUMENTS FOR THE GENERAL MEETING OF SHAREHOLDERS provided below. You are requested to exercise your Voting Rights before 5:00 p.m., on Monday, June 24, 2024.

- 1. Time and Date:** 10:00 a.m., Tuesday, June 25, 2024
- 2. Place:** Main conference room, Office Building "N-FOREST", Komaki Plant
2808, Iwasaki, Komaki, Aichi

3. Objectives of the Meeting:

- Reports:**
1. Reports on Business Report and Consolidated Financial Statements, as well as Results of the Audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee for Fiscal 2023 (From April 1, 2023, to March 31, 2024)
 2. Reports on Non-Consolidated Financial Statements for Fiscal 2023 (From April 1, 2023, to March 31, 2024)

Agenda:

- Proposal No.1:** Election of Seven (7) Directors (excluding Directors who are Audit and Supervisory Committee Members)
- Proposal No.2:** Election of Four (4) Directors Who Are Audit and Supervisory Committee Members

©The following documents has been posted only on the Company's website on the Internet and the TSE website (TSE Listed Company Search) based on the provisions of laws and regulations and the Company's Articles of Incorporation, and are not stated in the documents delivered to shareholders requesting written documents. The Audit and Supervisory Committee and the Accounting Auditor have audited the documents subject to audit, including the following items.

- "Overview of the System to Ensure the Appropriateness of Business Activities and the Operating Status of the System" in the Business Report
- "Consolidated Statement of Changes in Equity" and "Notes to Consolidated Financial Statements" in the Consolidated Financial Statements
- "Statement of Changes in Equity" and "Notes to Non-consolidated Financial Statements" in the Non-Consolidated Financial Statements

©If any amendment is made to the Matters for Electronic Provision Measure, the amended information will be disclosed on the Company's Web site and TSE website (TSE Listed Company Search) above.

REFERENCE DOCUMENTS FOR THE GENERAL MEETING OF SHAREHOLDERS

Proposals and Items of Reference

Proposal No. 1: Election of Seven (7) Directors (excluding Directors who are Audit and Supervisory Committee Members)


The terms of office of all of the current seven (7) Directors (excluding Directors who are Audit and Supervisory Committee Members) will expire at the conclusion of this General Meeting of Shareholders. As such, we hereby propose the election of seven (7) Directors (excluding Directors who are Audit and Supervisory Committee Members).


In order to achieve sustainable growth and enhance corporate value over the medium to long term, the Company believes it is important to ensure that the Board of Directors is composed of diverse human resources with different backgrounds that include specialized knowledge, experience, etc. In addition, as Outside Directors constitute a majority of the Board of Directors, the Company places great emphasis on strengthening supervisory functions of the Board of Directors while securing transparency for decision-making processes.


Based on the aforementioned belief, in order to ensure the reasonability and the transparency of the process, the selection of candidates for Directors is determined at the Board of Directors through the deliberation of Nomination Committee, an advisory body for the Board of Directors in which a majority of the members are Independent Outside Directors.


The candidates for Directors are as follows:


No.	Name		Current positions at the Company	Assignments
1	Shinichi Odo	Re-appointed	Representative Director and Chairman of the Board	—
2	Takeshi Kawai	Re-appointed	Representative Director and President, Chief Operating Officer	Head of All Divisions, Group Internal Audit Headquarters, and Strategic Port Folio Dept. / General Manager of Global Strategy Div.
3	Toru Matsui	Re-appointed	Representative Director, Executive Vice President	Assistant to President / Head of Sustainability Strategy Dept., Corporate Communication Dept., and Niterra Ventures Company
4	Miwako Doi	Re-appointed Outside Director Independent Director	Outside Director	—
5	Chiharu Takakura	Re-appointed Outside Director Independent Director	Outside Director	—
6	Takayoshi Mimura	Re-appointed Outside Director Independent Director	Outside Director	—
7	Hisanori Makaya	Newly appointed Outside Director Independent Director	—	—


No.	Name (Date of Birth)	Brief Personal History, Positions and Assignments and Significant Positions Concurrently Held	Number of Shares Held
1	 <p data-bbox="296 555 475 613">Shinichi Odo (April 3, 1954)</p>	<p data-bbox="528 197 1286 255">Apr. 1977 Joined NGK SPARK PLUG CO., LTD. (currently, Niterra Co., Ltd.)</p> <p data-bbox="528 259 1286 385">Feb. 2003 General Manager of Overseas Aftermarket Sales & Marketing Dept., Sales & Marketing Div., Automotive Components Group, NGK SPARK PLUG CO., LTD.</p> <p data-bbox="528 389 1286 448">Jul. 2005 President, NGK Spark Plugs (U.S.A.) (currently, Niterra North America, Inc.), Inc.</p> <p data-bbox="528 452 1286 479">Jun. 2007 Director, NGK SPARK PLUG CO., LTD.</p> <p data-bbox="528 483 1286 510">Jun. 2010 Managing Director, NGK SPARK PLUG CO., LTD.</p> <p data-bbox="528 515 1286 573">Jun. 2011 Representative Director and President, NGK SPARK PLUG CO., LTD.</p> <p data-bbox="528 577 1286 636">Apr. 2012 Representative Director and President, Chief Executive Officer, NGK SPARK PLUG CO., LTD.</p> <p data-bbox="528 640 1286 743">Apr. 2016 Representative Director, Chairman of the Board and President, Chief Executive Officer, NGK SPARK PLUG CO., LTD.</p> <p data-bbox="528 748 1286 806">Apr. 2019 Representative Director and Chairman of the Board, NGK SPARK PLUG CO., LTD. (up to the present)</p> <p data-bbox="528 810 1286 869">May 2020 Chairman, Japan Auto Parts Industries Association, Inc.</p>	37,176 shares
	<p data-bbox="268 878 957 936"><Attendance at Board of Directors Meetings in Fiscal 2023> 13/13</p>		
	<p data-bbox="277 967 884 994">【Reason for appointment as a candidate for Director】</p> <p data-bbox="261 999 1442 1218">Mr. Odo has been engaged in the operation and management including domestic/overseas sales divisions concerning automotive components businesses for many years, and from June 2011 he served as Representative Director and President of the Company. Since April 2019, he has been involved in the Company's management from the perspective of medium- to long-term corporate growth and further strengthening corporate governance as Representative Director and Chairman of the Board. The Company has continuously selected Mr. Odo as a candidate for Director based on the judgment that he has extensive management experience at the Company and insights into the global business operations.</p>		


No.	Name (Date of Birth)	Brief Personal History, Positions and Assignments and Significant Positions Concurrently Held	Number of Shares Held
2	 Takeshi Kawai (October 13, 1962)	Apr. 1987 Joined NGK SPARK PLUG CO., LTD. (currently, Niterra Co., Ltd.) Feb. 2011 General Manager of Sensor Engineering Dept. II, Sensor Div., Automotive Components Group, NGK SPARK PLUG CO., LTD. Apr. 2012 Corporate Officer, NGK SPARK PLUG CO., LTD. Apr. 2015 Managing Officer, NGK SPARK PLUG CO., LTD. Jun. 2015 Director and Managing Officer, NGK SPARK PLUG CO., LTD. Apr. 2016 Director and Senior Managing Officer, NGK SPARK PLUG CO., LTD. Apr. 2019 Representative Director and President, Chief Operating Officer, NGK SPARK PLUG CO., LTD. (up to the present)	19,136 shares
<Assignments> Head of All Divisions, Group Internal Audit Headquarters, and Strategic Port Folio Dept. / General Manager of Global Strategy Div. <Attendance at Board of Directors Meetings in Fiscal 2023> 13/13		【Reason for appointment as a candidate for Director】 Mr. Kawai has been engaged in engineering division in the Sensor Division for many years, and from April 2016, as Director and Senior Managing Officer, he was in charge of the Business Planning Management Division which has an overall control of the Group's business divisions. He has extensive management experience and knowledge of the Company's business operations. The Company has continuously selected Mr. Kawai as a candidate for Director based on the fact that he has been leading the Group as Representative Director and President, the most senior corporate officer for the business operations of the Company, to achieve the medium- to long-term management targets since he assumed the position in April 2019.	

No.	Name (Date of Birth)	Brief Personal History, Positions and Assignments and Significant Positions Concurrently Held	Number of Shares Held
3	 Toru Matsui (February 14, 1962)	Apr. 1984 Joined NGK SPARK PLUG CO., LTD. (currently, Niterra Co., Ltd.) Apr. 2011 President, NGK SPARK PLUG EUROPE GmbH (currently, Niterra EMEA GmbH) Oct. 2013 General Manager of OEM Sales & Marketing Dept., Sales and Marketing Div., Automotive Components Group, NGK SPARK PLUG CO., LTD. Dec. 2014 President, NGK SPARK PLUG (SHANGHAI) CO., LTD. (currently, Niterra (Shanghai) Co., Ltd.) Apr. 2015 Corporate Officer, NGK SPARK PLUG CO., LTD. Jul. 2016 President, NGK SPARK PLUG (SHANGHAI) TRADING CO., LTD. (currently, Niterra Trading (Shanghai) Co., Ltd.) Apr. 2018 Managing Officer, NGK SPARK PLUG CO., LTD. Jun. 2018 Director and Managing Officer, NGK SPARK PLUG CO., LTD. Apr. 2019 Director and Executive Vice President, NGK SPARK PLUG CO., LTD. Apr. 2020 Representative Director, Executive Vice President, NGK SPARK PLUG CO., LTD. (up to the present)	12,397 shares
	<Assignments> Assistant to President / Head of Sustainability Strategy Dept., Corporate Communication Dept., and Niterra Ventures Company <Attendance at Board of Directors Meetings in Fiscal 2023> 13/13		
	【Reason for appointment as a candidate for Director】 Mr. Matsui has been engaged in sales and marketing division concerning automotive components businesses for many years. After serving as President of our major overseas group companies, he has been serving as Director and Executive Vice President since April 2019. As such, he has extensive sales and marketing experience at the Company and insights into the global business operations. The Company has continuously selected Mr. Matsui as a candidate for Director based on the fact that he is currently in charge of sustainability strategy and new business, leading enhancement of sustainability management and the new business development to transform the business portfolio.		

No.	Name (Date of Birth)	Brief Personal History, Positions and Assignments and Significant Positions Concurrently Held	Number of Shares Held
4	 Miwako Doi (June 2, 1954)	Apr. 1979 Joined Tokyo Shibaura Electric Co., Ltd. (currently Toshiba Corporation) Jul. 2005 Senior Fellow, Corporate Research & Development Center, Toshiba Corporation Jul. 2008 Chief Fellow, Corporate Research & Development Center, Toshiba Corporation Apr. 2014 Auditor (part-time), National Institute of Information and Communications Technology, an Incorporated Administrative Agency (currently, a National Research and Development Agency) (up to the present) Jun. 2015 Outside Director, Nomura Research Institute, Ltd. Apr. 2017 Executive Director (part-time), Nara Institute of Science and Technology (up to the present) Jun. 2019 Outside Director, Isetan Mitsukoshi Holdings Ltd. (up to the present) Apr. 2020 Vice President (part-time), Tohoku University (up to the present) Jun. 2020 Outside Director, SUBARU CORPORATION (up to the present) Outside Director, NGK SPARK PLUG CO., LTD. (currently, Niterra Co., Ltd.) (up to the present)	3,336 shares
<Significant Positions Concurrently Held>		Auditor (part-time), National Institute of Information and Communications Technology Executive Director (part-time), Nara Institute of Science and Technology Vice President (part-time), Tohoku University Outside Director, SUBARU CORPORATION	
<Attendance at Board of Directors Meetings in Fiscal 2023>		13/13	
<Years served as an Outside Director of the Company>		4 years (at the conclusion of this General Meeting of Shareholders)	
【Reason for appointment as a candidate for Outside Director and expected roles】 Ms. Doi has abundant experience and an outstanding track record as a researcher in the information and communication fields. She is currently engaged in the research of advanced technology at a research institution and universities. Based on her experience and insight, she has overseen business execution by the Company's management team and provided advice to the team as an Outside Director. She has been playing a key role in strengthening the Company's corporate governance by actively speaking out at the Company's Board of Directors' Meetings in order to enhance transparency in decision-making. The Company has selected Ms. Doi as a candidate for Outside Director with the expectation that, after her appointment, she will continue to oversee business execution by the Company's management team and provide advice to the team based on her experience and insight described above. Although Ms. Doi has not contributed to corporate management in a capacity other than as Outside Director, for the reasons above, the Company has determined that she will be able to appropriately fulfill the duties of Outside Director.		【Regarding the independence of the candidate for Outside Director】 The Company has a business relationship with Tohoku University, for which Ms. Doi serves as Vice President, primarily in the consigning of research. However, the value of that business is extremely small at less than seven million yen per year. In addition, there is no business relationship between the Company and Nara Institute of Science and Technology, for which she serves as Executive Director. For the reasons above, we deem that her independence is sufficiently assured given that the election criteria for independent directors set by the Company is met. Accordingly, the Company intends to notify the Tokyo Stock Exchange and the Nagoya Stock Exchange of her continued appointment as Independent Outside Director, upon approval of her re-election.	

No.	Name (Date of Birth)	Brief Personal History, Positions and Significant Positions Concurrently Held	Number of Shares Held
5	 <p>Chiharu Takakura (December 22, 1959)</p>	<p>Apr. 1983 Joined the Ministry of Agriculture, Forestry and Fisheries</p> <p>May 1992 Obtained an MBA from Georgetown University (U.S.A)</p> <p>Aug. 1993 Consultant, Sanwa Research Institute Corp. (currently, Mitsubishi UFJ Research and Consulting Co., Ltd.)</p> <p>Jul. 1999 Planning Manager, Human Resources Division., Pfizer Japan Inc.</p> <p>Oct. 2006 General Manager of Human Resources Department, Human Resources and Communication Division, Novartis Pharma K.K.</p> <p>Jul. 2014 Corporate Fellow, General Manager, Global Human Resources Dept., Ajinomoto Co., Inc.</p> <p>Apr. 2020 HR Advisor, ROHTO PHARMACEUTICAL CO., LTD.</p> <p>Jun. 2020 Director, Head of Well-being Management Promotion Division, ROHTO PHARMACEUTICAL CO., LTD.</p> <p>Jun. 2021 Outside Audit and Supervisory Board Member, NGK SPARK PLUG CO., LTD. (currently, Niterra Co., Ltd.)</p> <p>Apr. 2022 Director, Chief Human Resource Officer, ROHTO PHARMACEUTICAL CO., LTD.</p> <p>Jun. 2022 Outside Director, NGK SPARK PLUG CO., LTD. (up to the present)</p> <p>Jun. 2023 Outside Director, Nomura Real Estate Holdings, Inc. (up to the present) Outside Director, Mitsui Sumitomo Insurance Company, Limited (up to the present)</p>	1,301 shares
		<p><Significant Positions Concurrently Held> Outside Director, Nomura Real Estate Holdings, Inc. Outside Director, Mitsui Sumitomo Insurance Company, Limited</p> <p><Attendance at Board of Directors Meetings in Fiscal 2023> 13/13</p> <p><Years served as an Outside Director of the Company> 2 years (at the conclusion of this General Meeting of Shareholders)</p>	
		<p>【Reason for appointment as a candidate for Outside Director and expected roles】 After obtaining her MBA at Georgetown University (U.S.A), Ms. Takakura worked as a consultant in organization building and human resources development before taking up successive important positions with several global companies, including international pharmaceuticals companies. As such, she has a wealth of experience and considerable insight concerning organizational development and human resources development. At the Company, based on her experience and insight, she has overseen business execution by the Company's management team and provided advice to the team as an Outside Director. She has been playing a key role in strengthening the Company's corporate governance by actively speaking out at the Company's Board of Directors' Meetings in order to enhance transparency in decision-making. The Company has selected Ms. Takakura as a candidate for Outside Director with the expectation that, after her appointment, she will continue to oversee business execution by the Company's management team and provide advice to the team based on the experience and knowledge described above.</p> <p>【Regarding the independence of the candidate for Outside Director】 There is no business relationship between the Company and ROHTO PHARMACEUTICAL CO., LTD. for which Ms. Takakura served as Director and Chief Human Resource Officer until June 2023, and the election criteria for independent directors set by the Company is met. As such, the independence of Ms. Takakura is sufficiently assured, and the Company intends to notify the Tokyo Stock Exchange and the Nagoya Stock Exchange of her continued appointment as Independent Outside Director, upon approval of her re-election.</p>	

No.	Name (Date of Birth)	Brief Personal History, Positions and Assignments and Significant Positions Concurrently Held	Number of Shares Held
	 Takayoshi Mimura (June 18, 1953)	Apr. 1977 Joined Terumo Corporation Jun. 2002 Executive Officer, Terumo Corporation Jun. 2003 Director and Executive Officer, Terumo Corporation Jun. 2004 Director and Senior Executive Officer, Terumo Corporation Jun. 2007 Director and Managing Executive Officer, Terumo Corporation Apr. 2008 Director and Managing Executive Officer, responsible for Hospital Company and Sales Supervisory Dept., Terumo Corporation Jun. 2009 Director and Managing Executive Officer, Representative of China/Asia, Terumo Corporation Apr. 2010 Director and Managing Executive Officer, Chief Representative of China, Terumo Corporation Jun. 2010 Director and Senior Managing Executive Officer, Terumo Corporation Aug. 2011 President and CEO, Terumo (China) Holdings Co., Ltd. Apr. 2017 Chairman of the Board, Terumo Corporation Jun. 2021 Chairman, The Japan Federation of Medical Devices Associations Apr. 2022 Director and Corporate Advisor, Terumo Corporation Jun. 2022 Corporate Advisor, Terumo Corporation Outside Director, AUTOBACS SEVEN Co., Ltd. (up to the present) Outside Director, Mitsui Chemicals, Inc. (up to the present) Jun. 2023 Outside Director, Niterra Co., Ltd. (up to the present)	1,246 shares
6	<Significant Positions Concurrently Held> Outside Director, AUTOBACS SEVEN Co., Ltd. Outside Director, Mitsui Chemicals, Inc. <Attendance at Board of Directors Meetings in Fiscal 2023> 10/11 (after assuming office as an Outside Director on June 27, 2023) <Years served as an Outside Director of the Company> 1 year (at the conclusion of this General Meeting of Shareholders)		
		<p>【Reason for appointment as a candidate for Outside Director and expected roles】 Mr. Mimura has been engaged in corporate management from the viewpoint of business execution and supervision over many years, including successively holding positions as an officer responsible for the business operation and Chairman of the Board in operating companies. As such, he has great insight into business management and corporate governance. In addition, he has been involved in the medical device business and development of overseas markets for many years, and has a wealth of experience concerning the medical device sector and global business. At the Company, based on his experience and insight, he has overseen business execution by the Company's management team and provided advice to the team as an Outside Director. He also has been playing a key role in strengthening the Company's corporate governance by actively speaking out at the Company's Board of Directors' Meetings in order to enhance transparency in decision-making. The Company has selected Mr. Mimura as a candidate for Outside Director with the expectation that, after his appointment, he will continue to oversee business execution by the Company's management team and provide advice to the team based on the experience and insight described above.</p> <p>【Regarding the independence of the candidate for Outside Director】 There is no business relationship between the Company and Terumo Corporation for which Mr. Mimura served as Corporate Advisor until December 2023, and the election criteria for independent directors set by the Company is met. As such, the independence of Mr. Mimura is sufficiently assured, and the Company intends to notify the Tokyo Stock Exchange and the Nagoya Stock Exchange of his continued appointment as Independent Outside Director, upon approval of his re-election.</p>	

No.	Name (Date of Birth)	Brief Personal History, Positions and Assignments and Significant Positions Concurrently Held	Number of Shares Held
	 Hisanori Makaya (May 2, 1958)	Apr. 1982 Joined Fuji Photo Film Co., Ltd. (currently, FUJIFILM Holdings Corporation) Jun. 2015 Corporate Vice President, FUJIFILM Corporation Dec. 2016 Director and Corporate Vice President, FUJIFILM Corporation Jun. 2017 Director and Senior Vice President, Fuji Xerox Co., Ltd. (currently, FUJIFILM Business Innovation Corp.) Jun. 2019 Director and Executive Vice President, Fuji Xerox Co., Ltd. Apr. 2021 President and CEO, Representative Director, FUJIFILM Business Innovation Corp. Apr. 2022 Chairman and Director, FUJIFILM Business Innovation Corp. (up to the present)	 1,000 shares
	<Significant Positions Concurrently Held>		
7	<p data-bbox="261 734 1193 763">【Reason for appointment as a candidate for Outside Director and expected roles】</p> <p data-bbox="261 770 1441 1021">Mr. Makaya successively held important positions at corporate planning and business divisions of operating companies. He was engaged in business transformation and M&A over many years and led system development to respond to changes in business environment as President and CEO, Representative Director. As such, he has extensive experience and considerable insight concerning group management and global business operation. The Company has newly selected Mr. Makaya as a candidate for Outside Director with the expectation that, after his appointment, he will be able to oversee business execution by the Company's management team and provide advice to the team based on the experience and insight described above.</p> <p data-bbox="261 1059 1050 1088">【Regarding the independence of the candidate for Outside Director】</p> <p data-bbox="261 1095 1441 1317">The Company has a business relationship with FUJIFILM Business Innovation Corp., for which Mr. Makaya serves as Chairman and Director, and its subsidiaries, primarily involving multifunction devices and software. However, in both transactions, the value is extremely small at less than 0.1% of each company's net sales. For the reasons above, we deem that his independence is sufficiently assured given that the election criteria for independent directors set by the Company is met. Accordingly, the Company intends to notify the Tokyo Stock Exchange and the Nagoya Stock Exchange of his appointment as Independent Outside Director, upon approval of his election.</p>		

Notes:

1. Each candidate has no special interest in the Company.
2. The number of shares of the Company held by each candidate includes the shares that each candidate holds in Executive Stock Ownership Association.
3. Ms. Miwako Doi, Ms. Chiharu Takakura, Mr. Takayoshi Mimura and Mr. Hisanori Makaya are candidates for Outside Director as stipulated in Article 2, Paragraph 3, Item 7 of the Ordinance for Enforcement of the Companies Act.
4. Ms. Miwako Doi currently serves as Outside Director of Isetan Mitsukoshi Holdings Ltd. At the conclusion of the said company's Ordinary General Meeting of Shareholders scheduled for June 24, 2024, she will retire from the position.
5. MICARD Co. LTD., a subsidiary of Isetan Mitsukoshi Holdings Ltd. where Ms. Miwako Doi has been serving as an outside director since June 17, 2019, received an Order for Action on July 8, 2019 and Order for Payment of Surcharge on March 24, 2020 from the Consumer Affairs Agency for misleading representation that falls under Article 5, Item 1 or Item 2 of the Act against Unjustifiable Premiums and Misleading Representations regarding service transactions related to a credit card "MI Card Plus Gold" which is supplied by MICARD Co. LTD. She has been making various proposals from the viewpoint of legal compliance at the meetings of the Board of Directors, and even after this was found out, through deliberations at meetings of the Board of Directors, she has fulfilled her duties, including making efforts to formulate recurrence prevention measures and strengthen employee education at Isetan Mitsukoshi Holdings Ltd. and its subsidiaries.
6. Ms. Chiharu Takakura served as Outside Audit and Supervisory Board Member before assuming office as Outside Director on June 24, 2022. Adding one (1) year of service as an Outside Audit and Supervisory Board Member, her term of office will be three (3) years in total.
7. Mitsui Sumitomo Insurance Company, Limited where Ms. Chiharu Takakura has been serving as Outside Director since June 23, 2023 received a business improvement order on December 26, 2023 from the Financial Services Agency for acts that are considered to violate the Antimonopoly Act. She has consistently made proposals from legal compliance and customer-oriented perspectives at the said company's Board of Directors meetings. Even after Financial Services Agency issued this business improvement order, she has fulfilled her duties, including making proposals to prevent recurrence when overhauling the business operation.
8. Ms. Miwako Doi, Ms. Chiharu Takakura and Mr. Takayoshi Mimura have already concluded a liability limitation agreement with the Company as Outside Directors, which limits compensation for damages to the minimum liability amount established by laws and regulations, in accordance with the Articles of Incorporation. Upon approval of their re-election as Outside Directors, the Company intends to continue the said agreements with them. In addition, upon approval of the election of Mr. Hisanori Makaya as an Outside Director, the Company intends to newly conclude a similar agreement with him.
9. The Company has entered into a directors and officers liability insurance contract with an insurance company with the Company's and the domestic subsidiaries' Directors, Executive Officers, and other important employees under the Companies Act as the insured. This insurance contract will cover any damages including legal damages and litigation expenses that may arise due to the insured assuming liability for the execution of their duties or receiving a claim for the pursuit of such liability. If the appointment of the candidates is approved, they will each become the insured under the insurance contract. The Company plans to renew the insurance contract with similar contents on June 30, 2024.

Opinion of the Audit and Supervisory Committee

Concerning the election of Directors (excluding Directors who are Audit and Supervisory Committee Members), the Audit and Supervisory Committee reviewed under the standards for audit and other matters by Audit and Supervisory Committee whether the Board of Directors had set the election criteria correctly and whether the Board of Directors had followed proper processes, including deliberations by the Nomination Committee. As a result, the Committee concluded that the content of this proposal is appropriate.


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


The terms of office of all the four (4) Directors who are Audit and Supervisory Committee Members will expire at the conclusion of this General Meeting of Shareholders. As such, we hereby propose the election of four (4) Directors who are Audit and Supervisory Committee Members.


This proposal has been approved in advance by the Audit and Supervisory Committee.


The candidates for Directors who are Audit and Supervisory Committee Members are as follows:

No.	Name		Current positions at the Company	Assignments
1	Kenji Isobe	Newly appointed	Standing Advisor	—
2	Fumiko Nagatomi	Re-appointed Outside Director Independent Director	Outside Director (Audit and Supervisory Committee Member)	—
3	Christina L. Ahmadjian	Re-appointed Outside Director Independent Director	Outside Director (Audit and Supervisory Committee Member)	—
4	Hideyo Uchiyama	Newly appointed Outside Director Independent Director	—	—

No.	Name (Date of Birth)	Brief Personal History, Positions and Assignments and Significant Positions Concurrently Held	Number of Shares Held
1	 <p data-bbox="276 589 469 651">Kenji Isobe (August 9, 1963)</p>	<p data-bbox="528 197 1257 255">Apr. 1986 Joined NGK SPARK PLUG CO., LTD. (currently, Niterra Co., Ltd.)</p> <p data-bbox="528 259 1257 318">Jul. 2011 General Manager of Accounting & Finance Dept., NGK SPARK PLUG CO., LTD.</p> <p data-bbox="528 322 1257 416">Apr. 2013 General Manager of Corporate Planning Dept. and General Manager of Public Relations Office, NGK SPARK PLUG CO., LTD.</p> <p data-bbox="528 421 1257 542">Dec. 2015 General Manager of Accounting & Finance Dept., Corporate Administration Group and General Manager of Public Relations Office, NGK SPARK PLUG CO., LTD.</p> <p data-bbox="528 546 1257 577">Apr. 2016 Corporate Officer, NGK SPARK PLUG CO., LTD.</p> <p data-bbox="528 582 1257 640">Jun. 2018 Director and Corporate Officer, NGK SPARK PLUG CO., LTD.</p> <p data-bbox="528 645 1257 703">Apr. 2019 Director and Executive Officer, NGK SPARK PLUG CO., LTD.</p> <p data-bbox="528 707 1257 739">Jun. 2022 Executive Officer, NGK SPARK PLUG CO., LTD.</p> <p data-bbox="528 743 1257 801">Apr. 2024 Standing Advisor, Niterra Co., Ltd. (up to the present)</p>	16,124 shares
<p data-bbox="264 840 1442 898">【Reason for appointment as a candidate for Director who is an Audit and Supervisory Committee Member】</p> <p data-bbox="264 902 1442 1126">After being engaged in accounting, management planning and public relations divisions for many years, Mr. Isobe took charge of various fields, including accounting & financial strategies, human resources & talent strategies, legal affairs and risk management as Corporate Officer and Executive Officer. As such, he has extensive business management experience and knowledge of finance and accounting. For these reasons, the Company has newly selected Mr. Isobe as a candidate for Director who is an Audit and Supervisory Committee Member, believing that he will serve as a supervisory and auditing function for the Company's overall management appropriately.</p>			

No.	Name (Date of Birth)	Brief Personal History, Positions and Assignments and Significant Positions Concurrently Held	Number of Shares Held
2	 Fumiko Nagatomi (November 28, 1952)	<p>Apr. 1981 Registered as an attorney, Joined Hachisuka Law Firm</p> <p>Mar. 1989 Resigned from Hachisuka Law Firm</p> <p>Apr. 1989 Opened Nagatomi Law Firm (up to the present)</p> <p>May 2006 Outside Audit and Supervisory Board Member, UCS CO., LTD.</p> <p>Jun. 2016 Outside Audit and Supervisory Board Member, Chubu Electric Power Co., Inc. (up to the present)</p> <p>Jun. 2017 Outside Audit and Supervisory Board Member, NGK SPARK PLUG CO., LTD. (currently, Niterra Co., Ltd.)</p> <p>Jun. 2022 Outside Director (Audit and Supervisory Committee Member), NGK SPARK PLUG CO., LTD. (up to the present)</p>	3,578 shares
<Significant Positions Concurrently Held> Attorney			
<Attendance at Board of Directors Meetings in Fiscal 2023> 12/13			
<Attendance at Audit and Supervisory Committee Meetings in Fiscal 2023> 12/12			
<Years served as an Outside Director of the Company> 2 years (at the conclusion of this General Meeting of Shareholders)			
<p>【Reason for appointment as a candidate for Outside Director who is an Audit and Supervisory Committee Member and expected roles】 With her expert knowledge and extensive experience accumulated over many years as a lawyer, Ms. Nagatomi has audited and overseen the Company's overall management as an Outside Director who is an Audit and Supervisory Committee Member. Additionally, she has been playing a key role in strengthening the Company's corporate governance by providing appropriate advice regarding the Company's overall management at the appropriate times. The Company has therefore selected Ms. Nagatomi as a candidate for Outside Director who is an Audit and Supervisory Committee Member in the belief that, after her appointment, she will continue to serve as a supervisory and auditing function for the Company's overall management based on the knowledge and experience described above. Although Ms. Nagatomi has not contributed to corporate management in a capacity other than as Outside Director or Outside Audit and Supervisory Board Member, the Company believes she will be able to appropriately fulfill the duties of Outside Director who is an Audit and Supervisory Committee Member for the reasons above.</p> <p>【Regarding the independence of the candidate for Outside Director who is an Audit and Supervisory Committee Member】 There is no business relationship between the Company and the law firm to which Ms. Nagatomi belongs, and the election criteria for independent directors set by the Company is met. As such, her independence is sufficiently assured, and the Company intends to notify the Tokyo Stock Exchange and the Nagoya Stock Exchange of her continued appointment as Independent Outside Director who is an Audit and Supervisory Committee Member, upon approval of her re-election.</p>			

No.	Name (Date of Birth)	Brief Personal History, Positions and Assignments and Significant Positions Concurrently Held	Number of Shares Held
	 <p>Christina L. Ahmadjian (March 5, 1959)</p>	<p>Jan. 1995 Assistant Professor, Columbia Business School Oct. 2001 Associate Professor, Graduate School of International Corporate Strategy, Hitotsubashi University Jan. 2004 Professor, Graduate School of International Corporate Strategy, Hitotsubashi University Jun. 2009 Outside Director, Eisai Co., Ltd. Apr. 2010 Dean, Graduate School of International Corporate Strategy, Hitotsubashi University Apr. 2012 Professor, Graduate School of Commerce and Management, Hitotsubashi University Jun. 2012 Outside Director, Mitsubishi Heavy Industries, Ltd. Jun. 2014 Outside Director, Japan Exchange Group, Inc. Apr. 2018 Professor, School of Business Administration, Hitotsubashi University Business School Jun. 2018 Outside Director, Sumitomo Electric Industries, Ltd. (up to the present) Mar. 2019 Outside Director, Asahi Group Holdings, Ltd. (up to the present) Jun. 2021 Outside Director, NEC Corporation (up to the present) Apr. 2022 Emeritus Professor, Hitotsubashi University (up to the present) Specially Appointed Professor, Rikkyo University Jun. 2022 Outside Director (Audit and Supervisory Committee Member), NGK SPARK PLUG CO., LTD. (currently, Niterra Co., Ltd.) (up to the present) Apr. 2024 Executive Director (part-time), Hokkaido University (up to the present)</p>	345 shares
3		<p><Significant Positions Concurrently Held> Outside Director, Sumitomo Electric Industries, Ltd. Outside Director, Asahi Group Holdings, Ltd. Outside Director, NEC Corporation Emeritus Professor, Hitotsubashi University Executive Director (part-time), Hokkaido University</p> <p><Attendance at Board of Directors Meetings in Fiscal 2023> 12/13</p> <p><Attendance at Audit and Supervisory Committee Meetings in Fiscal 2023> 12/12</p> <p><Years served as an Outside Director of the Company> 2 years (at the conclusion of this General Meeting of Shareholders)</p>	
		<p>【Reason for appointment as a candidate for Outside Director who is an Audit and Supervisory Committee Member and expected roles】 Ms. Ahmadjian has extensive experience and deep insight as a researcher of corporate management, corporate governance, and organizational culture. She has been involved in management as an Outside Director in several companies. With her experience and insight, she has audited and overseen the Company’s overall management as an Outside Director who is an Audit and Supervisory Committee Member. Additionally, she has been playing a key role in strengthening the Company’s corporate governance by providing appropriate advice regarding the Company’s overall management at the appropriate times. The Company has therefore selected Ms. Ahmadjian as a candidate for Outside Director who is an Audit and Supervisory Committee Member in the belief that, after her appointment, she will continue to serve as a supervisory and auditing function for the Company’s overall management based on the experience and insight described above. Although Ms. Ahmadjian has not contributed to corporate management in a capacity other than as an Outside Director, the Company believes she will be able to appropriately fulfill the duties of an Outside Director who is an Audit and Supervisory Committee Member for the reasons above.</p> <p>【Regarding the independence of the candidate for Outside Director who is an Audit and Supervisory Committee Member】 There is no business relationship between the Company and Hitotsubashi University for which Ms. Ahmadjian serves as Emeritus Professor, or between the Company and Hokkaido University for which she serves as Executive Director, and the election criteria for independent directors set by the Company is met. As such, her independence is sufficiently assured, and the Company intends to notify the Tokyo Stock Exchange and the Nagoya Stock Exchange of her continued appointment as Independent Outside Director who is an Audit and Supervisory Committee Member, upon approval of her re-election.</p>	

No.	Name (Date of Birth)	Brief Personal History, Positions and Assignments and Significant Positions Concurrently Held	Number of Shares Held
	 Hideyo Uchiyama (March 30, 1953)	Nov. 1975 Joined Arthur Young & Company Dec. 1979 Joined Asahi Accounting Company (currently, KPMG AZSA LLC) Mar. 1980 Registered as a certified public accountant Jul. 1999 Representative Partner, Asahi & Co. (currently, KPMG AZSA LLC) May 2002 Board Member, Asahi & Co. Jun. 2006 Executive Board Member, AZSA & Co. (currently, KPMG AZSA LLC) Jun. 2010 Managing Partner, KPMG AZSA & Co. Chairman, KPMG Japan Sep. 2011 Chairman, KPMG Asia Pacific Oct. 2013 CEO, KPMG Japan Sep. 2015 Executive Advisor, ASAHI Tax Corporation (up to the present) Jun. 2016 Audit & Supervisory Board Member (Independent), OMRON Corporation (up to the present) Jun. 2017 Outside Audit & Supervisory Board Member, SOMPO Holdings, Inc. Jun. 2018 Outside Director, Eisai Co., Ltd. (up to the present) Jun. 2019 Outside Director, SOMPO Holdings, Inc.	0 shares
4		<Significant Positions Concurrently Held> Executive Advisor, ASAHI Tax Corporation	
		<p>【Reason for appointment as a candidate for Outside Director who is an Audit and Supervisory Committee Member and expected roles】 Mr. Uchiyama has expert knowledge and experience accumulated over many years as a certified public accountant. In addition, he possesses extensive experience as an executive at audit corporations and global consulting firms. The Company has newly selected Mr. Uchiyama as a candidate for Outside Director who is an Audit and Supervisory Committee Member in the belief that, after his appointment, he will serve as a supervisory and auditing function for the Company's overall management based on the knowledge and experience described above.</p> <p>【Regarding the independence of the candidate for Outside Director who is an Audit and Supervisory Committee Member】 Mr. Uchiyama has an employment background with KPMG AZSA LLC, the Company's auditing firm. However, he was not involved in the Company's accounting audits during the period of his service, and it has been nine (9) years since his retirement from the aforementioned auditing firm in June 2015. Moreover, that auditing firm conducts accounting audits of the Company from an independent standpoint, as stipulated by law; furthermore, the payments by the Company to the auditing firm account for an extremely small percentage of the total remuneration of the auditing firm (less than 0.1%). In addition, at present there is no business relationship between the Company and ASAHI Tax Corporation for which Mr. Uchiyama serves as Executive Advisor, and the election criteria for independent directors set by the Company is met. As such, his independence is sufficiently assured, and the Company intends to notify the Tokyo Stock Exchange and the Nagoya Stock Exchange of his appointment as Independent Outside Director who is an Audit and Supervisory Committee Member, upon approval of his election.</p>	

Notes:

1. Each candidate has no special interest in the Company.
2. The number of shares of the Company held by each candidate includes the shares that each candidate holds in Executive Stock Ownership Association.
3. Ms. Fumiko Nagatomi, Ms. Christina L. Ahmadjian, and Mr. Hideyo Uchiyama are candidates for Outside Director as stipulated in Article 2, Paragraph 3, Item 7 of the Ordinance for Enforcement of the Companies Act.
4. Mr. Kenji Isobe had engaged in accounting division of the Company over many years and has extensive knowledge concerning finance and accounting.
5. Mr. Hideyo Uchiyama, a certified public accountant, possesses considerable knowledge concerning finance and accounting.
6. Ms. Fumiko Nagatomi currently serves as Outside Audit and Supervisory Board Member of Chubu Electric Power Co., Inc. At the conclusion of the said company's General Meeting of Shareholders scheduled for June 26, 2024, she will retire from the position.
7. Ms. Fumiko Nagatomi served as Outside Audit and Supervisory Board Member before assuming office as Outside Director on June 24, 2022. Adding five (5) year of service as an Outside Audit and Supervisory Board Member, her term of office will be seven (7) years in total.
8. Chubu Electric Power Co., Inc., where Ms. Fumiko Nagatomi has been serving as Outside Audit and Supervisory Board Member since June 28, 2016, received a surcharge payment order under the Antimonopoly Act on March 30, 2023 from the Japan Fair Trade Commission ("JFTC") concerning the supply of extra-high voltage power and high voltage power in the Chubu area. It also received a surcharge payment order under the Antimonopoly Act on March 4, 2024 from JFTC in connection with the city gas supply to large-volume customers in the Chubu area. Ms. Nagatomi has consistently made proposals from the viewpoint of improvements in internal controls, audits, and group governance at the said company's Board of Directors or Audit and Supervisory Committee meetings. Even after these facts were discovered, she has been fulfilling her duties, including reviewing efforts to ensure the enforcement of compliance and giving advice appropriately.
9. Mr. Hideyo Uchiyama currently serves as Outside Audit & Supervisory Board Member of OMRON Corporation. At the conclusion of the said company's Ordinary General Meeting of Shareholders scheduled for June 20, 2024, he will retire from the position. In addition, Mr. Uchiyama serves as Outside Director of Eisai Co., Ltd. At the conclusion of the said company's Ordinary General Meeting of Shareholders scheduled for June 14, 2024, he will retire from the position.
10. Sompo Japan Insurance Inc., a subsidiary of SOMPO Holdings, Inc., for which Mr. Hideyo Uchiyama served as Outside Director from June 24, 2019 through June 26, 2023, received a business improvement order on December 26, 2023 from the Financial Services Agency ("FSA") for acts that are considered to violate the Antimonopoly Act. In addition, Sompo Japan Insurance Inc. received a business improvement order on January 25, 2024 from FSA for the inappropriate handling of fraudulent automobile insurance claims made by used car dealers. During his term of office, Mr. Uchiyama fulfilled his duties, including consistently making various proposals from the viewpoint of ensuring legal compliance and the effectiveness of the group governance at the Board of Directors meetings of SOMPO Holdings, Inc.
11. Ms. Fumiko Nagatomi and Ms. Christina L. Ahmadjian have already concluded a liability limitation agreement with the Company as Outside Directors, which limits compensation for damages to the minimum liability amount established by laws and regulations, in accordance with the Articles of Incorporation. Upon approval of their re-election as Outside Directors, the Company intends to continue the said agreements with them. In addition, upon approval of the election of Mr. Hideyo Uchiyama as an Outside Director, the Company intends to newly conclude a similar agreement with him.
12. The Company has entered into a directors and officers liability insurance contract with an insurance company with the Company's and the domestic subsidiaries' Directors, Executive Officers, and other important employees under the Companies Act as the insured. This insurance contract will cover any damages including legal damages and litigation expenses that may arise due to the insured assuming liability for the execution of their duties or receiving a claim for the pursuit of such liability. If the appointment of the candidates is approved, they will each become the insured under the insurance contract. The Company plans to renew the insurance contract with similar contents on June 30, 2024.

(Reference)

Criteria for Independence of Outside Directors

In addition to the qualifications of outside directors specified in the Companies Act and the criteria on the independence of independent directors specified by financial instrument exchanges, the Company adopted its own Election Criteria of Independent Directors* set forth below and elects only persons who meet all of those criteria as independent outside directors.

1. Persons who in the preceding three (3) years have not served as a director, audit and supervisory board member, executive, manager, or other employee (including Corporate Officers but excluding outside directors and outside audit and supervisory board members; referred to as “Directors, etc.”) of a trading partner with which transactions accounted for 2% or more of the consolidated net sales of the Company, its subsidiaries or affiliate companies (referred to as “the Group”) or the trading partner’s consolidated net sales in any of the preceding three (3) years.
2. Persons who are not currently principal shareholders of the Group, or who are not Directors, etc. of a company one of whose principal shareholder is the Group (a principal shareholder holds 10% or more of voting rights).
3. Persons who have not been employed by a principal lender of the Group in the preceding three (3) years (a principal lender is a financial institution or other financial creditor that is essential for the procurement of capital by the Group and on which the Group relies to a degree that it is irreplaceable).
4. Persons who are not attorneys, certified public accountants, consultants, or providers of other professional services who currently receive compensation from the Group.
5. Persons who have not received donations of ¥10 million or more from the Group in any of the preceding three (3) years. **
6. Persons who are not Directors, etc. of companies or subsidiaries of such companies, to which Directors, etc. have been seconded by the Group.
7. Persons who are not relatives within two (2) degrees of consanguinity of a current or former Directors, etc. of the Group.
8. Persons who are not likely to give rise to substantive conflicts of interest with the Group on a regular basis.

Notes:

* However, in cases where there are grounds for a clear explanation of independence that can be provided to third parties against a backdrop of corporate merger or other unintended circumstances, even when these criteria are not met, approval may be given after giving consideration to the opinions of Independent Directors.

** However, even in cases where a donation of ¥10 million or more is made, if there are grounds for a clear explanation of the lack of impact resulting from such donation on the judgement of the independence of the candidate Independent Directors that can be provided to third parties, for example, the case that the donation was made to a different professor in the same research lab or a different research lab at the same university with which the candidate Independent Directors is affiliated, approval may be given after giving consideration to the opinions of Independent Directors.

[Reference] Director Candidates' Skills and Expertise (at the conclusion of this General Meeting of Shareholders)

Name	Position	Independence	Gender	*1						*2			
				Corporate management	Finance/Accounting	Governance/ Legal/Risk management	Experience overseas	Technology/ R&D	Sales/ Marketing	New business/ M&A	HRD/HR	IT/DX	SCM
Shinichi Odo	Representative Director and Chairman of the Board		Male	○		○	○		○	○		○	
Takeshi Kawai	Representative Director and President, Chief Operating Officer		Male	○		○		○		○		○	○
Toru Matsui	Representative Director, Executive Vice President		Male	○		○	○		○	○			○
Miwako Doi	Outside Director	●	Female					○		○		○	
Chiharu Takakura	Outside Director	●	Female			○	○				○		
Takayoshi Mimura	Outside Director	●	Male	○		○	○		○				
Hisanori Makaya	Outside Director	●	Male	○		○				○		○	
Kenji Isobe	Director, Standing Audit and Supervisory Committee Member		Male		○	○					○		
Fumiko Nagatomi	Outside Director, Audit and Supervisory Committee Member	●	Female			○							
Christina L. Ahmadjian	Outside Director, Audit and Supervisory Committee Member	●	Female	○		○	○				○		
Hideyo Uchiyama	Outside Director, Audit and Supervisory Committee Member	●	Male	○	○	○	○						

*1 Areas fundamental for critical decision-making in the management and supervision of business operations

*2 Areas that require active promotion and supervision to realize the mid-term management plan

*3 The above matrix represents the areas of expertise that we expect from each candidate and does not represent all of the knowledge and experience that they possess.

*4 The "Position" in the above matrix represents the candidates' positions when the appointment of the candidates is approved at this General Meeting of Shareholders.