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Securities code: 212A

Date of sending by postal mail: January 15, 2026

Start date of measures for electronic provision: January 8, 2026

To our shareholders

Hisashi Kunie, President

**FIT EASY Inc.**

3-2-1 Honmachi, Gifu City, Gifu Prefecture

## **Notice of the 8th Annual General Meeting of Shareholders**

We are pleased to announce the 8th Annual General Meeting of Shareholders of FIT EASY Inc. (the “Company”), which will be held as described below.

In convening this general meeting of shareholders, the Company has taken measures for providing information that constitutes the content of Reference Documents for the General Meeting of Shareholders, etc. (matters for which measures for providing information in electronic format are to be taken) in electronic format, and has posted the information on each of the following websites. Please access either of the websites to review the information.

### **The Company's website:**

[https://fiteeasy.co.jp](https://fiteasy.co.jp) (in Japanese)

### **Website for informational materials for the general meeting of shareholders:**

<https://d.sokai.jp/212A/teiji/> (in Japanese)

### **TSE website (Listed Company Search):**

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

(Access the TSE website by using the internet address shown above, enter “FIT EASY” in “Issue name (company name)” or the Company’s securities code “212A” in “Code,” and click “Search.” Then, click “Basic information” and select “Documents for public inspection/PR information.” Under “Filed information available for public inspection,” click “Click here for access” under “[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].”)

### **Shareholder Meeting Portal® (Sumitomo Mitsui Trust Bank, Limited):**

<https://www.soukai-portal.net> (in Japanese)

Please access the website and enter the “log-in ID” and “password” shown on the Voting Form.

**If you are unable to attend the meeting in person, you may exercise your voting rights via the internet or in writing (by mail) as described in “Guide to exercising voting rights.” Please review the Reference Documents for the General Meeting of Shareholders, and exercise your voting rights by 6:00 p.m. on Thursday, January 29, 2026 (JST).**

**1. Date and time:** Friday, January 30, 2026, at 10:00 a.m. (JST) (Reception commences at 9:30 a.m. (JST))

**2. Venue:** **SAZANAMI, Miyako Hotel Gifu Nagaragawa 2F**

2695-2 NagaraFukumitsu, Gifu City, Gifu Prefecture

**3. Purpose of the meeting:**

**Matters to be reported**

The Business Report and Non-consolidated Financial Statements for the 8th fiscal year (from November 1, 2024 to October 31, 2025).

**Matter to be resolved**

**Proposal:** Election of Ten Directors

**4. Matters decided upon convocation (Guide to exercising voting rights)**

- If you exercise your voting rights via the internet multiple times, only the last vote shall be deemed effective.
- If you exercise your voting rights both via the internet and in writing (by mail), the exercise of your voting rights via the internet will be treated as valid regardless of the date and time of arrival.
- In the event that the voting rights have been exercised in writing (by mail) with the Voting Form and where no approval or disapproval of the proposal has been indicated, the vote shall be treated as an approval vote for the proposal.

- If you attend the meeting on the day, please submit the enclosed Voting Form to the reception desk at the meeting venue.
- Among the matters subject to electronic provision, the following matters are not provided in the paper-based documents delivered to shareholders who have requested the delivery of such documents, in accordance with laws and regulations and the provisions of the Article 15 of Company's Articles of Incorporation.

Accordingly, the Business Report and Non-consolidated Financial Statements included in the paper-based documents constitute a part of the documents audited by the Financial Auditor in preparing the financial audit report and the Auditors in preparing the audit report.

[Business Report]

Matters Related to Development of Frameworks Designed to Ensure Appropriate Execution of Operations

[Non-consolidated Financial Statements] Notes to Non-Consolidated Financial Statements

- If revisions to the matters subject to measures for electronic provision arise, a notice of the revisions and the details of the matters before and after the revisions will be posted on each of the aforementioned websites for measures for electronic provision.
- As part of our initiatives to save electricity, the air conditioning in today's venue will be suppressed.

## Reference Documents for the General Meeting of Shareholders

### Proposal: Election of Ten Directors

At the conclusion of this Annual General Meeting of Shareholders, the terms of office of the current nine Directors (Candidate No. 1 to 9) will expire. Therefore, the Company proposes the election of nine Directors. In addition, to further enhance the corporate governance system, the Company proposes the election of Tatsuya Goto, Candidate No. 10, as a new Director. The nomination of candidates for Director has passed through the deliberation process of the Nominations Advisory Committee, a majority of whose members are External Directors.

The candidates for Director are as follows:

| Candidate No. | Name            | Position in the Company |   |
|---------------|-----------------|-------------------------|---|
| 1             | Hisashi Kunie   | President               | Reelection                              |
| 2             | Yuki Nakamori   | COO                     | Reelection                              |
| 3             | Yuji Fujiwara   | Managing Director       | Reelection                              |
| 4             | Hiroki Morita   | Managing Director       | Reelection                              |
| 5             | Kiku Kunie      | Director                | Reelection                              |
| 6             | Hisashi Aratani | External Director       | Reelection<br>External<br>Independent   |
| 7             | Hideto Hoshino  | External Director       | Reelection<br>External<br>Independent   |
| 8             | Yoji Matsuura   | External Director       | Reelection<br>External<br>Independent   |
| 9             | Yuko Moriguchi  | External Director       | Reelection<br>External<br>Independent   |
| 10            | Tatsuya Goto    | External Director       | New election<br>External<br>Independent |

New election: candidate for Director to be newly elected

Reelection: candidate for Director to be reelected

External: candidate for External Director

Independent: independent officer as defined by the securities exchange

| Candidate No.   | Name<br>(Date of birth)   | Career summary, and position and responsibility in the Company  |  | Number of the Company's shares owned |
|---|---|---|--|--------------------------------------|
| 1   | Hisashi Kunie<br>(November 20, 1964)<br><b>Reelection</b><br>Number of years in office:<br>7 years and 6 months at the conclusion of this meeting<br>Attendance at Board of Directors meetings: 17/17 | Apr. 1983 Joined Oki Interior Inc.<br>Apr. 1987 Established Interior Keizu Inc.<br>Apr. 1994 Converted the company to a joint-stock company (Interior Keizu Inc.)<br>Apr. 1994 Representative Director<br>Apr. 2008 Established Keizu Builder Inc.<br>Apr. 2008 Representative Director<br>May 2018 Established Keizu Inc.<br>May 2018 Representative Director (current position)<br>July 2018 Established the Company<br>July 2018 President (current position)<br>Significant concurrent positions outside the Company<br>Representative Director of Keizu Inc. |  | 1,427,200 shares                     |
| Reasons for nomination as candidate for Director<br>In addition to being the founder of the Company, Hisashi Kunie has demonstrated strong leadership by providing direction to management in his role as President of the Company and by working to increase corporate value. He has been nominated again as candidate for Director due not only to his familiarity with the business but also because of his superior character and insights. |   |   |  |                                      |
| 2   | Yuki Nakamori<br>(April 12, 1974)<br><b>Reelection</b><br>Number of years in office:<br>4 years and 1 month at the conclusion of this meeting<br>Attendance at Board of Directors meetings: 17/17     | Apr. 1993 Joined Shimizu Industry Co., Ltd.<br>Apr. 1994 Joined FTC Project Co., Ltd. (currently FTC Co., Ltd.)<br>Mar. 2005 General Manager of Franchise Department<br>Mar. 2005 Director<br>Mar. 2020 Joined Grand Gallery Co., Ltd.<br>Mar. 2020 Executive Officer<br>Aug. 2021 Joined the Company<br>Dec. 2021 COO and in charge of overall supervision (current position)<br>Significant concurrent positions outside the Company<br>-   |  | 219,330 shares                       |
| Reasons for nomination as candidate for Director<br>Yuki Nakamori has demonstrated strong leadership by providing direction to management in his role as COO of the Company and by working to increase corporate value. He has been nominated again as candidate for Director due not only to his familiarity with the franchise chain business but also because of his superior character and insights.  |   |   |  |                                      |

| Candidate No.   | Name<br>(Date of birth)   | Career summary, and position and responsibility in the Company  |                | Number of the Company's shares owned |
|---|---|---|----------------|--------------------------------------|
| 3   | <p>Yuji Fujiwara<br/>(July 27, 1968)<br/><b>Reelection</b></p> <p>Number of years in office:<br/>3 years at the conclusion of this meeting</p> <p>Attendance at Board of Directors meetings: 17/17</p>                  | <p>Apr. 1991 Joined Matsushita Electric Industrial Co., Ltd. (currently Panasonic Corporation)</p> <p>Jan. 1998 Joined Tokai Research &amp; Consulting Inc. (currently Mitsubishi UFJ Research and Consulting Co., Ltd.)</p> <p>Apr. 2005 Deputy General Manager and Chief Consultant of Management Strategy Department</p> <p>July 2011 Established Innovation Laboratory Representative Management Consultant</p> <p>Feb. 2019 Full-time Audit &amp; Supervisory Board Member of JBR Anshin Hosh Co., Ltd. (currently Japan Warranty Support Co., Ltd.)</p> <p>Oct. 2019 Director and General Manager of Administration Department</p> <p>Jan. 2023 Director and General Manager of Corporate Management Division of the Company</p> <p>Jan. 2024 Managing Director and General Manager of Corporate Management Division (current position)</p> <p>Significant concurrent positions outside the Company<br/>—</p> | 0 shares       |                                      |
| Reasons for nomination as candidate for Director  |   |   |                |                                      |
| Yuji Fujiwara has deep insights into corporate management as a result of his abundant experience in consulting activities and his participation in the management of listed companies. Because the Company judges that he is a suitable person to be involved in efforts to achieve sustainable increases in corporate value, he has been nominated again as candidate for Director.                      |   |   |                |                                      |
| 4   | <p>Hiroki Morita<br/>(November 29, 1988)<br/><b>Reelection</b></p> <p>Number of years in office:<br/>5 years and 3 months at the conclusion of this meeting</p> <p>Attendance at Board of Directors meetings: 17/17</p> | <p>Apr. 2011 Joined Vanfu, Inc.</p> <p>July 2018 Joined the Company</p> <p>Oct. 2020 Director and General Manager of Sales Management Division</p> <p>Dec. 2021 Managing Director and General Manager of Sales Management Division (current position)</p> <p>Significant concurrent positions outside the Company<br/>—</p>   | 63,530 shares  |                                      |
| Reasons for nomination as candidate for Director  |   |   |                |                                      |
| Hiroki Morita is one of the founding members of the Company, having provided direction to sales departments of the Company since the firm was established, and has demonstrated strong leadership in sales. He has been nominated again as candidate for Director due not only to his familiarity with the business of the Company but also because of the experience and knowledge that he possesses.    |   |   |                |                                      |
| 5   | <p>Kiku Kunie<br/>(April 12, 1974)<br/><b>Reelection</b></p> <p>Number of years in office:<br/>7 years and 6 months at the conclusion of this meeting</p> <p>Attendance at Board of Directors meetings: 17/17</p>       | <p>Apr. 2004 Joined Interior Keizu Inc.</p> <p>Jan. 2016 Director</p> <p>May 2018 Established Keizu Inc.</p> <p>May 2018 Director (current position)</p> <p>July 2018 Established the Company</p> <p>July 2018 Director and General Manager of Corporate Planning Division (current position)</p> <p>Significant concurrent positions outside the Company<br/>—</p>   | 200,000 shares |                                      |
| Reasons for nomination as candidate for Director  |   |   |                |                                      |
| Kiku Kunie is one of the founding members of the Company, having provided direction to corporate planning departments of the Company since the firm was established, and has demonstrated strong leadership. She has been nominated again as candidate for Director due not only to her familiarity with the business of the Company but also because of the experience and knowledge that she possesses. |   |   |                |                                      |

| Candidate No.  | Name<br>(Date of birth)   | Career summary, and position and responsibility in the Company  |  | Number of the Company's shares owned |
|--|---|---|--|--------------------------------------|
| 6  | <p>Hisashi Aratani<br/>(March 25, 1953)</p> <p><input checked="" type="checkbox"/> Reelection<br/><input type="checkbox"/> External<br/><input type="checkbox"/> Independent</p> <p>Number of years in office:<br/>3 years at the conclusion of this meeting<br/>Attendance at Board of Directors meetings: 17/17</p>   | <p>Apr. 1975 Joined Goyo Kosan Co., Ltd.</p> <p>Apr. 1976 Joined Taiyo Yakuhin Kogyo Co., Ltd.</p> <p>Sep. 1980 Joined Taiyo House Co., Ltd.</p> <p>Apr. 1995 Senior Managing Director of Taiyo Yokon Construction Co., Ltd.</p> <p>Apr. 1999 Representative Director and President</p> <p>Apr. 1999 Representative Director and President of Taiyo House Co., Ltd. (current position)</p> <p>Apr. 2005 Director of Taiyo Yakuhin Kogyo Co., Ltd.</p> <p>Apr. 2010 Director of Takayama Green Hotel Co., Ltd.</p> <p>Apr. 2012 Director of Kanayama Kaikan Co., Ltd. (current position)</p> <p>Apr. 2012 Audit &amp; Supervisory Board Member of Aratani Shoten Co., Ltd. (current position)</p> <p>Dec. 2012 Director of Marudai Industry Co., Ltd. (current position)</p> <p>Dec. 2012 Audit &amp; Supervisory Board Member of Taiyo Kosan Co., Ltd. (current position)</p> <p>Apr. 2017 Audit &amp; Supervisory Board Member of NAGOYA OCEANS Co., Ltd. (current position)</p> <p>Jan. 2023 External Director of the Company (current position)</p> <p>Significant concurrent positions outside the Company<br/>Representative Director and President of Taiyo House Co., Ltd.</p> |  | 0 shares                             |
| Reasons for nomination as candidate for External Director and overview of expected roles |   |   |  |                                      |
|  |   |   |  |                                      |
| 7  | <p>Hideto Hoshino<br/>(September 4, 1957)</p> <p><input checked="" type="checkbox"/> Reelection<br/><input type="checkbox"/> External<br/><input type="checkbox"/> Independent</p> <p>Number of years in office:<br/>3 years at the conclusion of this meeting<br/>Attendance at Board of Directors meetings: 17/17</p> | <p>Apr. 1979 Joined Dekuta Co., Ltd.</p> <p>Apr. 1984 Joined ICHIKEN Co., Ltd.</p> <p>Apr. 1989 Representative Director of Access Co., Ltd.</p> <p>Apr. 1994 Managing Director of Mitsu Corporation, Ltd.</p> <p>June 2001 Representative Director and Chair of Cafe Company Co., Ltd.</p> <p>Feb. 2006 Director and Chair of W's Company Ltd. (current position)</p> <p>Apr. 2007 Representative Director of Irikawa Style &amp; Holdings, Co., Ltd. (current position)</p> <p>Apr. 2010 Director and Chair of Lifestyle Institute Co., Ltd.</p> <p>Jan. 2023 External Director of the Company (current position)</p> <p>Significant concurrent positions outside the Company<br/>Director and Chair of W's Company Ltd.<br/>Representative Director of Irikawa Style &amp; Holdings, Co., Ltd.</p>  |  | 0 shares                             |
| Reasons for nomination as candidate for External Director and overview of expected roles |   |   |  |                                      |
|  |   |   |  |                                      |

| Candidate No.   | Name<br>(Date of birth)   | Career summary, and position and responsibility in the Company   |  | Number of the Company's shares owned |
|---|---|--|--|--------------------------------------|
| 8   | <p>Yoji Matsuura<br/>(January 6, 1954)</p> <p><input type="checkbox"/> Reelection<br/><input type="checkbox"/> External<br/><input type="checkbox"/> Independent</p> <p>Number of years in office:<br/>1 year and 10 months at the conclusion of this meeting</p> <p>Attendance at Board of Directors meetings: 17/17</p> | <p>Apr. 1976 Joined The Juroku Bank, Ltd.</p> <p>June 2006 Director</p> <p>June 2009 Managing Director</p> <p>Jan. 2013 Joined Densan System Holdings Co., Ltd.</p> <p>Mar. 2014 Managing Director and Executive Officer</p> <p>Mar. 2015 Senior Managing Director and Executive Officer</p> <p>Mar. 2018 Director and Vice President</p> <p>Mar. 2023 Special Advisor</p> <p>Mar. 2024 External Director of the Company (current position)</p> <p>Significant concurrent positions outside the Company</p> <p>–</p> |  | 0 shares                             |
| <p>Reasons for nomination as candidate for External Director and overview of expected roles</p> <p>In addition to his experience as an officer of a financial institution, Yoji Matsuura possesses abundant knowledge and experience in listed companies, and has greatly contributed to the growth of their businesses. The Company expects that he will play an important role as External Director in ensuring and enhancing the transparency and fairness of management by leveraging his knowledge of governance and DX to offer appropriate opinions and advice on the general management of the Company, and thus he has been nominated again as candidate for External Director.</p>  |   |  |  |                                      |
| 9   | <p>Yuko Moriguchi<br/>(April 13, 1955)</p> <p><input type="checkbox"/> Reelection<br/><input type="checkbox"/> External<br/><input type="checkbox"/> Independent</p> <p>Number of years in office:<br/>1 year and 10 months at the conclusion of this meeting</p> <p>Attendance at Board of Directors meetings: 17/17</p> | <p>Dec. 1975 Joined Japan Ladies Professional Golfers' Association (JLPGA)</p> <p>Mar. 2012 Member of GIFU Prefectural Board of Education</p> <p>June 2015 External Director of Goldwin Inc.</p> <p>June 2020 Outside Director of The Ogaki Kyoritsu Bank, Ltd. (current position)</p> <p>Mar. 2024 External Director of the Company (current position)</p> <p>Significant concurrent positions outside the Company</p> <p>Outside Director of The Ogaki Kyoritsu Bank, Ltd.</p>                                     |  | 0 shares                             |
| <p>Reasons for nomination as candidate for External Director and overview of expected roles</p> <p>Yuko Moriguchi has an outstanding track record as a female professional golfer, having won permanent seeding and also having been entered in the Japan Professional Golf Hall of Fame, and it is due to these achievements and her personality that she received the Gifu Prefectural Honor Award. In addition, her knowledge of golf and her unmatched name recognition has enabled her to play an important role as outside director of listed companies. The Company expects that she will play an important role as External Director in ensuring and enhancing the transparency and fairness of management by offering appropriate opinions and advice, particularly from a female viewpoint, on the general management of the Company, and thus she has been nominated again as candidate for External Director.</p> |   |  |  |                                      |
| 10  | <p>Tatsuya Goto<br/>(August 26, 1959)</p> <p><input type="checkbox"/> New election<br/><input type="checkbox"/> External<br/><input type="checkbox"/> Independent</p> <p>Number of years in office: –</p> <p>Attendance at Board of Directors meetings: –</p>   | <p>Apr. 1982 Joined HIMARAYA Co., Ltd.</p> <p>Nov. 2009 Director</p> <p>Nov. 2011 Managing Director</p> <p>Nov. 2015 Senior Managing Director</p> <p>Nov. 2016 President</p> <p>Nov. 2021 Director</p> <p>Significant concurrent positions outside the Company</p> <p>–</p>  |  | 0 shares                             |
| <p>Reasons for nomination as candidate for External Director and overview of expected roles</p> <p>Tatsuya Goto has extensive experience in the sports industry and possesses a wealth of connections related to the industry. He served as President of a listed company and has developed deep insights into corporate management, and is familiar with corporate management. The Company expects that he will play an important role in ensuring and enhancing the transparency and fairness of management by leveraging his abundant experience as a manager, accumulated over many years, to offer appropriate opinions and advice on the general management of the Company, and thus he has been nominated as candidate for External Director.</p>  |   |  |  |                                      |

(Notes)

1. There is no special interest between each candidate and the Company.
2. Hisashi Aratani, Hideto Hoshino, Yoji Matsuura, Yuko Moriguchi, and Tatsuya Goto are candidates for External Director.
3. In accordance with the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into agreements with Hisashi Aratani, Hideto Hoshino, Yoji Matsuura, and Yuko Moriguchi to limit their liability for damages under Article 423, paragraph (1) of the Companies Act. The maximum amount of liability for damages stipulated in these agreements are the minimum amount prescribed by laws and regulations. If the reelection of Hisashi Aratani, Hideto Hoshino, Yoji Matsuura, and Yuko Moriguchi is approved, the Company plans to renew the respective agreements with each one of them.
4. If the election of Tatsuya Goto is approved, in accordance with the provisions of Article 427, paragraph (1) of the Companies Act, the Company plans to enter into an agreement with him to limit his liability for damages under Article 423, paragraph (1) of the Companies Act. The maximum amount of liability for damages stipulated in this agreement is the minimum amount prescribed by laws and regulations.
5. The Company has entered into a directors and officers liability insurance policy with an insurance company in accordance with the provisions of Article 430-3, paragraph (1) of the Companies Act. The policy covers damages that insured persons, which include the Company's Directors, are legally obligated to pay as a result of claims for damages arising from improper acts by the insured persons (however, damages resulting from deliberate intent or gross negligence shall be excluded). If each candidate is elected and assumes the office as Director, the candidate will be insured under the policy. In addition, when the policy is renewed, the Company plans to renew the policy with the same terms.
6. The Company has submitted notification to Tokyo Stock Exchange and Nagoya Stock Exchange that Hisashi Aratani, Hideto Hoshino, and Yoji Matsuura have been designated as independent officers as provided for by the aforementioned exchanges. If the reelection of each one of them is approved, the Company plans to once again submit notification concerning their designation as independent officers.
7. If the reelection of Yuko Moriguchi and the election of Tatsuya Goto are approved, the Company plans to submit notification concerning their designation as independent officers.

[Reference] Composition and skills matrix of officers if the Proposal is approved (management structure on and after January 30, 2026)

The main skills possessed by each officer (up to a maximum of five) are indicated with a ○ symbol.

|                    | Position                   | Independent | Corporate Management | Sales/Marketing | Franchise Business | Finance /Accounting |
|--------------------|----------------------------|-------------|----------------------|-----------------|--------------------|---------------------|
| Hisashi Kunie      | President                  |             | ○                    | ○               | ○                  | ○                   |
| Yuki Nakamori      | COO                        |             | ○                    | ○               | ○                  | ○                   |
| Yuji Fujiwara      | Managing Director          |             | ○                    |                 |                    | ○                   |
| Hiroki Morita      | Managing Director          |             | ○                    | ○               | ○                  |                     |
| Kiku Kunie         | Director                   |             | ○                    | ○               |                    |                     |
| Hisashi Aratani    | External Director          | ●           | ○                    |                 |                    | ○                   |
| Hideto Hoshino     | External Director          | ●           | ○                    | ○               | ○                  |                     |
| Yoji Matsuura      | External Director          | ●           | ○                    |                 |                    | ○                   |
| Yuko Moriguchi     | External Director          | ●           |                      | ○               |                    |                     |
| Tatsuya Goto       | External Director          | ●           | ○                    | ○               |                    |                     |
| Noriyoshi Ogura    | Full-time External Auditor | ●           |                      | ○               | ○                  |                     |
| Wataru Nagae       | Auditor                    |             |                      |                 |                    |                     |
| Hirotaka Mizukoshi | External Auditor           | ●           |                      |                 |                    | ○                   |

|                    | Position                   | Legal Affairs /Risk Management | Human Resources /Labor | ESG/Sustainability | IT/DX |
|--------------------|----------------------------|--------------------------------|------------------------|--------------------|-------|
| Hisashi Kunie      | President                  |                                |                        |                    | ○     |
| Yuki Nakamori      | COO                        | ○                              |                        |                    |       |
| Yuji Fujiwara      | Managing Director          | ○                              | ○                      |                    |       |
| Hiroki Morita      | Managing Director          |                                |                        |                    | ○     |
| Kiku Kunie         | Director                   |                                | ○                      | ○                  |       |
| Hisashi Aratani    | External Director          | ○                              | ○                      |                    |       |
| Hideto Hoshino     | External Director          |                                |                        | ○                  |       |
| Yoji Matsuura      | External Director          | ○                              |                        |                    | ○     |
| Yuko Moriguchi     | External Director          | ○                              |                        | ○                  |       |
| Tatsuya Goto       | External Director          | ○                              |                        | ○                  |       |
| Noriyoshi Ogura    | Full-time External Auditor | ○                              | ○                      |                    |       |
| Wataru Nagae       | Auditor                    | ○                              |                        |                    |       |
| Hirotaka Mizukoshi | External Auditor           | ○                              |                        |                    |       |

- \* The information indicates the knowledge, experience and abilities that are particularly expected in each Director and Auditor and does not represent all of the knowledge that the Directors and Auditors possess.
- \* This skills matrix is based on the composition of the Board of Directors if the Proposal is approved and adopted as originally proposed.