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(Stock Exchange Code: 4813)

April 15, 2025

(Date of commencement of electronic provision measures: April 8, 2025)

To Shareholders with Voting Rights:

Kiyoyasu Oishi
Representative Director
ACCESS CO., LTD.
3 Kandane-cho, Chiyoda-ku,
Tokyo

NOTICE OF THE 41ST ORDINARY GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

The 41st Ordinary General Meeting of Shareholders of ACCESS CO., LTD. (the “Company”) will be held for the purposes as described below.

Measures for electronic provision have been taken for the convocation of this General Meeting of Shareholders, and the matters to be provided electronically are posted on the following internet website.

The Company’s website:

<https://www.access-company.com/en/investors/library/shareholders/>

In addition to the above website, matters to be provided electronically will also be posted on the following internet website. Access the following website, enter and search for the issue name (ACCESS) or the stock exchange code (4813), select “Basic information,” and then select “Documents for public inspection/PR information.”

The Tokyo Stock Exchange website (Listed Company Search):

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

If you are not attending the Meeting in person, you may exercise your voting rights in writing (by returning the enclosed Voting Rights Exercise Form via postal mail) or by electromagnetic means (via the Internet). Please review the attached reference documents for the General Meeting of Shareholders and exercise your voting rights.

- 1. Date and Time:** Wednesday, April 30, 2025 at 10:00 a.m. Japan time
- 2. Place:** Belle Salle Akihabara (B1F Hall)
Sumitomo Fudosan Akihabara Building, B1
3-12-8 Sotokanda, Chiyoda-ku, Tokyo
- 3. Meeting Agenda:**
- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company's 41st Fiscal Year (February 1, 2024 - January 31, 2025) and results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements
 2. Non-Consolidated Financial Statements for the Company's 41st Fiscal Year (February 1, 2024 - January 31, 2025)
- * Regarding the handling of matters to be reported, please refer to the "About the Policy for Holding the Adjournment Meeting of the 41st Ordinary General Meeting of Shareholders" on page 3.
- Proposals to be resolved:**
- Proposal 1:** Election of Eight (8) Executive Directors
- Proposal 2:** Election of One (1) Audit & Supervisory Board Member
- Proposal 3:** Election of One (1) Substitute Audit & Supervisory Board Member

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- * When attending the Meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
 - * If you do not indicate your vote of approval or disapproval of proposals on the Voting Rights Exercise Form, you will be deemed to have approved the proposals.
 - * Should there be any amendments to the matters to be provided electronically, the amendments will be posted on the websites where the original documents were posted.
 - * We request shareholders attending the Meeting to check the latest information on the spread of infectious diseases and their own health condition on the day of the Meeting, and take protective measures as necessary, such as wearing a face mask, upon coming to the venue of the Meeting. Furthermore, we may implement measures to prevent infection at the venue on the day of the Meeting, such as having our staff wear face masks and providing alcohol disinfectant, and we would appreciate your cooperation.

About the Policy for Holding the Adjournment Meeting of the 41st Ordinary General Meeting of Shareholders

1. Reason for Deciding the Policy for Holding an Adjournment Meeting of the Ordinary General Meeting of Shareholders

Regarding the meeting agenda for the 41st Ordinary General Meeting of Shareholders scheduled to be held on April 30, 2025 (hereinafter referred to as the “General Meeting”), we are unable to report on the matters to be reported listed below at the General Meeting. Accordingly, we intend to hold an adjournment meeting of the General Meeting to provide this report and will propose this to our shareholders at the General Meeting. We sincerely apologize for the significant inconvenience and concern this causes our shareholders, and we humbly ask for your understanding.

Matters to be reported

1. The Business Report, Consolidated Financial Statements for the Company’s 41st Fiscal Year (February 1, 2024 - January 31, 2025) and results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements
2. Non-Consolidated Financial Statements for the Company’s 41st Fiscal Year (February 1, 2024 - January 31, 2025)

As announced in our “Notice Regarding the Establishment of a Special Investigation Committee, Postponement of Financial Results Announcement for the Nine Months Ended October 31, 2024, and Revision of the Full-Year Consolidated Financial Results Forecast for the Fiscal Year Ending January 31, 2025,” dated November 29, 2024, during the investigation into the causes of extended collection periods for some accounts receivable that had increased, primarily among emerging customers in the Network Business, suspicions of inappropriate revenue recognition (hereinafter referred to as the “Matter”) emerged in certain transactions at our U.S. subsidiary. In response, we established a Special Investigation Committee on the same date, comprised of external experts, with no vested interests in the Company. We have been cooperating with this Special Investigation Committee’s investigation to clarify the facts and expedite the completion of our financial closing procedures.

However, as announced in our “Notice Regarding the Postponement of Financial Results Announcement for the Fiscal Year Ended January 31, 2025,” dated March 14, 2025, the Special Investigation Committee is continuing its investigation into the clarification of the facts of the Matter, whether similar issues exist, and the appropriateness of accounting procedures in our Network Business. Since the timing of the investigation report remains uncertain, we have not yet completed our financial closing procedures. Consequently, we are unable to provide the business report, consolidated financial statements, non-consolidated financial statements, audit report from the accounting auditor, and audit report from the Audit & Supervisory Board for the 41st fiscal year.

Therefore, once we have completed the necessary procedures, including receiving the audit report from the accounting auditor based on the investigation report from the Special Investigation Committee, we will promptly hold an adjournment meeting of the General Meeting to report on the financial results for the 41st fiscal year. We also plan to propose to shareholders at the General Meeting that the decision regarding the date, time, and location of the adjournment meeting be delegated to the Board of Directors (hereinafter referred to as the “Proposal”). If the Proposal is approved at the General Meeting, we will separately send a notice of the adjournment meeting to our shareholders and conduct the adjournment meeting.

Please note that the shareholders eligible to attend the adjournment meeting are the same as those who can exercise their voting rights at the General Meeting, as the adjournment meeting is part of it.

2. Overview of the Adjournment Meeting

The Company intends to adopt a resolution on the “adjournment” of the shareholders’ meeting during the General Meeting in accordance with Article 317 of the Companies Act. The summary of the adjournment meeting under this resolution is as follows:

- (1) Date, Time, and Place:** The date, time, and place of the adjournment meeting will be announced promptly once they are determined, following the approval of the Proposal at the General Meeting.
- (2) Meeting Agenda:**
- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company’s 41st Fiscal Year (February 1, 2024 - January 31, 2025) and results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements
 2. Non-Consolidated Financial Statements for the Company’s 41st Fiscal Year (February 1, 2024 - January 31, 2025)

Reference Documents

for the Ordinary General Meeting of Shareholders

Proposal 1: Election of Eight (8) Executive Directors

The terms of office of all eight (8) Executive Directors will expire at the conclusion of this year's Ordinary General Meeting of Shareholders. Accordingly, the election of eight (8) Executive Directors, including five (5) Outside Directors, is proposed.

The candidates are as follows:

No.	Name			Current positions	Attendance at the Board of Directors meetings
1	Reappointment		Kiyoyasu Oishi	Representative Director, President & CEO	16 out of 16 meetings
2	Reappointment		Ryuji Natsuumi	Executive Director, Senior Executive Officer	16 out of 16 meetings
3	Reappointment		Michimasa Uematsu	Executive Director, Senior Executive Officer, CTO	16 out of 16 meetings
4	Reappointment	Outside Independent Executive	Hisashi Hosokawa	Executive Director, Chairman	16 out of 16 meetings
5	Reappointment	Outside Independent Executive	Yoshihiko Miyauchi	Executive Director	15 out of 16 meetings
6	Reappointment	Outside Independent Executive	Izumi Mizumori	Executive Director	16 out of 16 meetings
7	Reappointment	Outside Independent Executive	Aki Tomita	Executive Director	16 out of 16 meetings
8	Reappointment	Outside	Kei Ikeda	Executive Director	13 out of 16 meetings * Kei Ikeda attended all Board of Directors meetings held after he assumed office

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company (Significant concurrent positions)	Number of shares of the Company held
1	Kiyoyasu Oishi (December 10, 1964) (Reappointment)	<p>April 1987 Joined Sony Corporation</p> <p>July 1996 Joined Geoworks</p> <p>December 1999 Joined the Company (ACCESS Systems Americas Inc.)</p> <p>May 2005 Executive Officer and VP of Marketing Unit</p> <p>October 2006 Executive Officer and VP of Marketing Unit, Sales and Marketing Group</p> <p>February 2010 Executive Officer</p> <p>February 2011 VP of Overseas Business Group</p> <p>October 2011 Senior Executive Officer, CBDO</p> <p>March 2012 Head of Overseas Business Group</p> <p>April 2012 Executive Director</p> <p>February 2015 Executive Director, Vice President, Executive Officer, COO-Overseas</p> <p>February 2016 Executive Director, Executive Officer and Vice President/COO (General Manager for Overseas Business)</p> <p>December 2017 Representative Director, President</p> <p>March 2018 Representative Director, President & CEO</p> <p>February 2022 Representative Director, President & CEO (General Manager for Network Business) (incumbent)</p> <p>[Reason for nomination as a candidate for Executive Director and roles expected to be fulfilled]</p> <p>Mr. Kiyoyasu Oishi has experience and achievements as head of marketing departments and manager for overseas businesses since joining the Company. Since assuming the office of Representative Director in December 2017, he has appropriately executed his duties as Executive Director mainly by leading corporate management from a global perspective, drawing on his abundant business experience and knowledge including those in overseas business. Accordingly, the Company has determined that he will contribute to improvement in its corporate value and nominates him again as a candidate for Executive Director.</p>	81,600

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company (Significant concurrent positions)	Number of shares of the Company held
2	Ryuji Natsuumi (November 21, 1968) (Reappointment)	<p>April 1990 Joined NJK Corporation</p> <p>December 1999 Joined the Company</p> <p>March 2012 Executive Officer, VP of Software Solutions Unit</p> <p>February 2014 Executive Officer, Deputy Head of Research & Development Strategy Office, Head of Quality Control Office</p> <p>October 2014 Executive Officer, VP of Cloud Service Business Unit, Head of Quality Control Office</p> <p>February 2015 Executive Officer, COO-Japan, VP of Development Unit</p> <p>April 2015 Executive Director, Executive Officer, COO-Japan</p> <p>February 2016 Executive Director, Executive Officer/COO (General Manager for Japan), VP of Digital Publishing Business Unit</p> <p>December 2017 Senior Executive Director (General Manager for Japan)</p> <p>March 2018 Executive Director, Senior Executive Officer (General Manager for Japan)</p> <p>February 2019 Executive Director, Senior Executive Officer (General Manager for Japan/Asia)</p> <p>February 2022 Executive Director, Senior Executive Officer (General Manager for IoT Business) (incumbent)</p> <p>[Reason for nomination as a candidate for Executive Director and roles expected to be fulfilled]</p> <p>Mr. Ryuji Natsuumi has consistently been engaged in the development departments since joining the Company and has a wealth of experience and achievements, especially in the area of software development. He is currently serving as Executive Director in charge of managing the IoT business and is expected to continue to fulfill his role. Therefore, the Company nominates him again as a candidate for Executive Director.</p>	61,300

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company (Significant concurrent positions)	Number of shares of the Company held
3	Michimasa Uematsu (April 24, 1968) (Reappointment)	<p>April 1993 Joined SECOM CO., LTD.</p> <p>February 2000 Joined the Company</p> <p>February 2003 VP of Research & Development Unit</p> <p>May 2005 Executive Officer, VP of Research & Development Unit</p> <p>February 2006 Executive Officer, VP of Technology Strategy Planning Unit</p> <p>October 2006 Executive Officer, VP of Development Unit</p> <p>October 2007 Executive Officer, Deputy Head of Development Group</p> <p>October 2008 Executive Officer, VP of Project I of ALP Project Unit, Deputy Head of Development Group</p> <p>February 2009 Chief Architect of Development Group</p> <p>March 2012 Executive Officer, Co-CTO</p> <p>February 2014 Executive Officer, Co-CTO, Head of Research & Development Strategy Office</p> <p>February 2015 Executive Officer, CTO, VP of Research & Development Unit</p> <p>April 2015 Executive Director, Executive Officer, CTO, VP of Research & Development Unit</p> <p>February 2016 Executive Director, Executive Officer/CTO, VP of IoT Business Unit</p> <p>December 2017 Senior Executive Director (General Manager for Overseas Business), CTO</p> <p>March 2018 Executive Director, Senior Executive Officer (General Manager for Overseas Business), CTO</p> <p>February 2019 Executive Director, Senior Executive Officer (General Manager for Europe/America & Network), CTO</p> <p>February 2022 Executive Director, Senior Executive Officer, CTO</p> <p>April 2022 Executive Director, Executive Officer, CTO</p> <p>April 2024 Executive Director, Senior Executive Officer, CTO (incumbent)</p> <p>[Reason for nomination as a candidate for Executive Director and roles expected to be fulfilled]</p> <p>Mr. Michimasa Uematsu has experience and achievements as head of research and development departments and overseas business units since joining the Company. He is currently serving as CTO, in charge of managing the Company's technology strategy with his extensive knowledge and experience concerning technology, and is expected to continue to fulfill his role as Executive Director. Therefore, the Company nominates him again as a candidate for Executive Director.</p>	65,300

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company (Significant concurrent positions)	Number of shares of the Company held
4	Hisashi Hosokawa (April 24, 1940) (Reappointment) (Outside) (Independent Executive)	<p>April 1964 Joined Ministry of International Trade and Industry (MITI; currently Ministry of Economy, Trade and Industry)</p> <p>September 1980 Deputy Director of Directorate for Science, Technology and Industry of OECD</p> <p>June 1988 Director of Budget and Accounts Division, Minister's Secretariat of MITI</p> <p>June 1989 Director-General of International Economic Affairs Department, Trade Policy Bureau of MITI</p> <p>June 1991 Director-General of Petroleum Department, Agency for Natural Resources and Energy of MITI</p> <p>June 1992 Director-General for Commerce, Distribution and Retail Policy of MITI</p> <p>June 1993 Director-General of Basic Industries Bureau of MITI</p> <p>December 1994 Director-General of Trade Policy Bureau of MITI</p> <p>August 1996 Vice-Minister for International Affairs</p> <p>October 1997 Advisor of The Long-Term Credit Bank of Japan, Limited; Special Advisor of Mitsui Marine Research Institute Co., Ltd. (currently MS&AD Research Institute Co., Ltd.)</p> <p>February 1998 Lecturer (part-time) of Asia Studies, International Affairs, School of Global Policy and Strategy of University of California San Diego</p> <p>September 1998 Lecturer (part-time) of Department of English Literature of Ferris University</p> <p>October 1999 Representative of Strategy Planning Office of Mitsui Marine Research Institute Co., Ltd.</p> <p>June 2000 Audit & Supervisory Board Member of Nitto Denko Corporation</p> <p>April 2001 Visiting Professor of Graduate School of Policy Studies of Kwansei Gakuin University</p> <p>August 2001 Representative Director, Chief Executive Officer of GreenARM Co., Ltd. (incumbent)</p> <p>June 2003 Director of Hitachi Construction Machinery Co., Ltd.</p> <p>July 2006 Senior Advisor of Simon-Kucher Japan (SKP Japan)</p> <p>August 2006 Senior Advisor of Kohlberg Kravis Roberts (KKR) Japan</p> <p>October 2009 Representative Director of Eco Recover Co., Ltd. (incumbent)</p> <p>April 2011 Representative of Strategy Planning Office LLC (incumbent)</p> <p>July 2011 Advisor of Nitto Denko Corporation</p> <p>August 2011 Representative Director of RO Plus Co., Ltd. (incumbent)</p> <p>June 2014 Chairman of Terpl India Private Limited (incumbent)</p> <p>February 2016 Director, Chairman of Mieruka Bousai Co., Ltd. (incumbent) Representative Director of TRISTARHCO Co., Ltd. (incumbent)</p> <p>April 2016 Executive Director of the Company</p> <p>December 2017 Executive Director, Chairman (incumbent)</p> <p>March 2021 Representative Director of Anzenion Co., Ltd. (incumbent)</p> <p>[Significant concurrent positions] Representative Director, Chief Executive Officer of GreenARM Co., Ltd.</p> <p>[Reason for nomination as a candidate for Outside Director and roles expected to be fulfilled] Mr. Hisashi Hosokawa has a high level of knowledge gained through a range of management positions at the Ministry of International Trade and Industry (currently the Ministry of Economy, Trade and Industry) as well as through his experience as a university professor and a corporate manager. From a professional perspective, he has given advice to the Company and appropriately supervised business execution. The Company has judged that his extensive and abundant experience and knowledge, as well as his advice and supervision based on the experience and knowledge, is necessary for realization of its business plan and growth strategy, as well as for increase in its shareholder value and corporate value. Therefore, the Company nominates him again as a candidate for Outside Director.</p>	5,600

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company (Significant concurrent positions)	Number of shares of the Company held
5	Yoshihiko Miyauchi (September 13, 1935) (Reappointment) (Outside) (Independent Executive)	<p>August 1960 Joined Nichimen Co., Ltd. (currently Sojitz Corporation)</p> <p>April 1964 Joined Orient Leasing Co., Ltd. (currently ORIX Corporation)</p> <p>March 1970 Member of the Board of Directors of Orient Leasing Co., Ltd.</p> <p>December 1980 President, Group CEO of Orient Leasing Co., Ltd.</p> <p>April 2000 Chairman, Group CEO of ORIX Corporation</p> <p>June 2003 Member of the Board of Directors, Representative Executive Officer, Chairman and Group CEO of ORIX Corporation</p> <p>April 2006 Executive Director of the Company (incumbent)</p> <p>June 2014 Senior Chairman of ORIX Corporation (incumbent)</p> <p>June 2015 Member of the Board of Directors of Mitsubishi UFJ Securities Holdings Co., Ltd. (incumbent)</p> <p>June 2017 Director of Calbee, Inc. (incumbent)</p> <p>October 2019 Member of the Board of Directors of RAKSUL INC. (incumbent)</p> <p>May 2020 Director of Nitori Holdings Co., Ltd. (incumbent)</p> <p>June 2022 Director of POCKETALK CORPORATION (incumbent)</p> <p>[Significant concurrent positions]</p> <p>Senior Chairman of ORIX Corporation</p> <p>Member of the Board of Directors of Mitsubishi UFJ Securities Holdings Co., Ltd.</p> <p>Director of Calbee, Inc.</p> <p>Member of the Board of Directors of RAKSUL INC.</p> <p>Director of Nitori Holdings Co., Ltd.</p> <p>Director of POCKETALK CORPORATION</p> <p>[Reason for nomination as a candidate for Outside Director and roles expected to be fulfilled]</p> <p>Mr. Yoshihiko Miyauchi has a wealth of experience and extensive knowledge as a corporate manager, and has provided advice, recommendations and opinions to ensure adequacy and appropriateness in decision making by the Board of Directors. The Company has judged that his extensive and abundant experience and knowledge, as well as his advice and supervision based on the experience and knowledge, is necessary for realization of its business plan and growth strategy, as well as for increase in its shareholder value and corporate value. Therefore, the Company nominates him again as a candidate for Outside Director.</p>	6,600

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company (Significant concurrent positions)	Number of shares of the Company held
6	Izumi Mizumori (May 3, 1945) (Reappointment) (Outside) (Independent Executive)	<p>July 1969 Joined Ministry of Finance (<i>Okurasho</i>, currently <i>Zaimusho</i>)</p> <p>May 1980 First Secretary of Embassy of Japan in Singapore of Ministry of Foreign Affairs (MOFA)</p> <p>June 1985 Director of International Economy Division II, Economic Affairs Bureau of MOFA</p> <p>April 1989 Director of Research Division, International Finance Bureau of Ministry of Finance (MOF)</p> <p>June 1991 Director of Corporate Finance Division, Securities Bureau of MOF</p> <p>June 1993 Director-General of Sendai Regional Taxation Bureau of MOF</p> <p>July 1997 Director-General of Printing Bureau of MOF</p> <p>July 1998 Director of Teito Rapid Transit Authority</p> <p>July 2001 Vice President of ORIX Life Insurance Corporation</p> <p>October 2001 President of ORIX Life Insurance Corporation</p> <p> Group Executive of ORIX Corporation</p> <p>August 2007 Group Managing Executive of ORIX Corporation</p> <p>July 2011 Chairman of ORIX Life Insurance Corporation</p> <p>May 2013 Chairman and President of ORIX Life Insurance Corporation</p> <p>January 2014 Chairman of ORIX Life Insurance Corporation</p> <p>November 2015 Senior Director of ORIX Miyauchi Foundation</p> <p>June 2016 Advisor of ORIX Life Insurance Corporation</p> <p>April 2017 Representative Director and President of The Seniors Co., Ltd.</p> <p>April 2018 Executive Director of the Company (incumbent)</p> <p>[Reason for nomination as a candidate for Outside Director and roles expected to be fulfilled]</p> <p>Mr. Izumi Mizumori has held a range of management positions at the Ministry of Finance and has a wealth of experience and a high level of knowledge as a corporate manager. From a professional perspective, he has given advice to the Company and appropriately supervised business execution. The Company has judged that his abundant experience and knowledge, as well as his advice and supervision based on the experience and knowledge, is necessary for realization of its business plan and growth strategy, as well as for increase in its shareholder value and corporate value. Therefore, the Company nominates him again as a candidate for Outside Director.</p>	5,600

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company (Significant concurrent positions)	Number of shares of the Company held
7	Aki Tomita (September 12, 1967) (Reappointment) (Outside) (Independent Executive)	<p>April 1996 Joined Central Research Laboratory, Hitachi, Ltd.</p> <p>January 2008 Counselor for Business Finance Development Team of Industry Research Department of Mizuho Corporate Bank, Ltd. (currently Mizuho Bank, Ltd.)</p> <p>August 2015 Registered as Certified Public Accountant</p> <p>February 2016 Registered as Tax Accountant</p> <p>April 2017 Professor in Department of Information Networking for Innovation and Design at Toyo University (incumbent)</p> <p>October 2019 Registered as Certified Member Analyst of the Securities Analysts Association of Japan</p> <p>April 2023 Executive Director of the Company (incumbent)</p> <p>[Significant concurrent positions]</p> <p>Professor in Department of Information Networking for Innovation and Design at Toyo University</p> <p>[Reason for nomination as a candidate for Outside Director and roles expected to be fulfilled]</p> <p>Ms. Aki Tomita has professional knowledge in the field of information science and, as a certified public accountant, possesses considerable knowledge in the fields of finance and accounting. She currently serves as a university professor, and she can be expected to give advice to the Company and appropriately supervise business execution using her high level of knowledge. Therefore, the Company nominates her again as a candidate for Outside Director.</p>	2,400

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company (Significant concurrent positions)	Number of shares of the Company held
8	Kei Ikeda (October 2, 1966) (Reappointment) (Outside)	<p>April 1992 Joined Nippon Telegraph and Telephone Corporation</p> <p>July 2012 General Manager of Facilities Department, Kanagawa Branch of Nippon Telegraph and Telephone East Corporation</p> <p>July 2014 General Manager in charge of Strategic Network Management Department, Network Business Headquarters of Nippon Telegraph and Telephone East Corporation</p> <p>June 2017 General Manager of Chiba Division and General Manager of Chiba Branch, Chiba Division of Nippon Telegraph and Telephone East Corporation</p> <p>July 2019 General Manager of Maintenance and Service Operation Department, Network Business Headquarters of Nippon Telegraph and Telephone East Corporation</p> <p>July 2019 Vice President and Director of NTT East-Minamikanto Corporation</p> <p>July 2019 Director of NTT-ME Corporation</p> <p>June 2020 Senior Vice President, Deputy General Manager of Network Business Headquarters, General Manager of Maintenance and Service Operation Department, Network Business Headquarters of Nippon Telegraph and Telephone East Corporation</p> <p>June 2021 Executive Officer, Deputy General Manager of Network Business Headquarters, General Manager of Maintenance and Service Operation Department, Network Business Headquarters of Nippon Telegraph and Telephone East Corporation</p> <p>June 2022 Senior Vice President, Head of Technology Planning Department of Nippon Telegraph and Telephone Corporation</p> <p>September 2022 Director of NTT Anode Energy Corporation (incumbent)</p> <p>April 2024 Executive Director of the Company (incumbent)</p> <p>June 2024 Executive Vice President, Head of Technology Planning Department of Nippon Telegraph and Telephone Corporation</p> <p>[Significant concurrent positions] Executive Vice President, Head of Technology Planning Department of Nippon Telegraph and Telephone Corporation Director of NTT Anode Energy Corporation</p> <p>[Reason for nomination as a candidate for Outside Director and roles expected to be fulfilled] Mr. Kei Ikeda has held important positions at Nippon Telegraph and Telephone Corporation and Nippon Telegraph and Telephone East Corporation. He has a high level of knowledge and a wealth of experience in the field of information and communications technology, including information technology and network technology. With the election of Mr. Ikeda, an employee of Nippon Telegraph and Telephone Corporation, with which the Company has concluded a capital and business alliance agreement, we aim to further strengthen the collaborative and cooperative relationship between the two companies. The Company expects that his supervision of business execution and advice from a professional perspective will contribute to the realization of its business plan and growth strategy. Therefore, the Company nominates him again as a candidate for Outside Director.</p>	0

(Notes)

1. There are no special interests between the candidates and the Company. Mr. Kei Ikeda is an employee of Nippon Telegraph and Telephone Corporation, a major shareholder of the Company, and the Company entered into a capital and business alliance agreement with Nippon Telegraph and Telephone Corporation on December 12, 2023.
2. Mr. Hisashi Hosokawa, Mr. Yoshihiko Miyauchi, Mr. Izumi Mizumori, Ms. Aki Tomita, and Mr. Kei Ikeda are candidates for Outside Directors.
3. The Company has designated Mr. Hisashi Hosokawa, Mr. Yoshihiko Miyauchi, Mr. Izumi Mizumori, and Ms. Aki Tomita as Independent Executives in accordance with the Independence Standards described on page 18 and registered them as Independent Directors with the Tokyo Stock Exchange, Inc.
4. The Company has entered into an agreement with Mr. Hisashi Hosokawa, Mr. Yoshihiko Miyauchi, Mr. Izumi Mizumori, Ms. Aki Tomita, and Mr. Kei Ikeda, pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, to limit their liability for damages stipulated in Article 423, Paragraph 1 of the same act. The maximum amount of the liability for damages under such agreement is the minimum amount prescribed in Article 425, Paragraph 1 of the same act. In the event that their reappointment is approved, the Company plans to continue such liability limitation agreement with them.
5. The Company has entered into a directors and officers liability insurance contract with an insurance company, which names all Executive Directors as the insured. The insurance indemnifies the Executive Directors for damage that may arise due to them becoming liable in connection with execution of their duties or being subject to a claim related to enforcement of such liability. However, certain types of such damage, including damage that has arisen by intention or gross negligence, are excluded from indemnity. In the event that each candidate assumes the office of Executive Director, each candidate will be insured by the policy and the policy will be renewed during their terms of office.
6. Mr. Hisashi Hosokawa will have served as Outside Director of the Company for nine (9) years at the conclusion of this Ordinary General Meeting of Shareholders.
7. Mr. Yoshihiko Miyauchi will have served as Outside Director of the Company for nineteen (19) years at the conclusion of this Ordinary General Meeting of Shareholders.
8. Mr. Izumi Mizumori will have served as Outside Director of the Company for seven (7) years at the conclusion of this Ordinary General Meeting of Shareholders.
9. Ms. Aki Tomita will have served as Outside Director of the Company for two (2) years at the conclusion of this Ordinary General Meeting of Shareholders.
10. Mr. Kei Ikeda will have served as Outside Director of the Company for one (1) year at the conclusion of this Ordinary General Meeting of Shareholders.

[Reference] Policies and Procedures for the Election/Dismissal of Management Executives and the Nomination of Candidates for Executive Director/Audit & Supervisory Board Member by the Board of Directors

The Board of Directors of ACCESS CO., LTD. (the “Company”) shall elect candidates for Executive Director from among those who have knowledge and experience required to carry out management of the Group in an appropriate, fair and effective manner, after consultation with the Nominating and Compensation Committee, and have sufficient social credibility. Furthermore, with regard to candidates for Outside Director, the Board shall consider, in addition to the requirements mentioned above, the candidate’s experience, knowledge and expertise in giving advice on and exercising the supervision function over the management of the Company. In addition, candidates for Outside Director are required to meet the Independence Standards set out by the Company and the Tokyo Stock Exchange, and to have no risk of conflict of interests with general shareholders.

[Reference] Skills Matrix of Executive Directors

The Company expects the following skills from the Executive Directors.

No.	Name	Corporate management	Business strategy/ Sales/ Marketing	Technology/ Development	Global business	Finance/ Accounting/ M&A	Legal affairs/ Risk management	Personnel/ HR development
1	Kiyoyasu Oishi	●	●	●	●	●	●	●
2	Ryuji Natsuumi		●	●	●			●
3	Michimasa Uematsu		●	●	●			●
4	Hisashi Hosokawa	●	●		●	●	●	●
5	Yoshihiko Miyauchi	●	●		●	●	●	●
6	Izumi Mizumori	●	●		●	●	●	●
7	Aki Tomita	●		●	●	●	●	●
8	Kei Ikeda	●	●	●				●

*The skills matrix does not cover all knowledge and experience the Executive Directors have.

Proposal 2: Election of One (1) Audit & Supervisory Board Member

To strengthen and enhance our audit system, the Company proposes the addition of one (1) Audit & Supervisory Board Member. For this proposal, the Company has obtained the consent of the Audit & Supervisory Board.

The candidate is as follows:

Name (Date of birth)	Career summary and positions at the Company (Significant concurrent positions)	Number of shares of the Company held
Tsutomu Yoshioka (February 28, 1962) (New appointment) (Outside) (Independent Auditor)	<p>April 1984 Joined Showa Shell Sekiyu K.K.</p> <p>September 2002 General Manager of Hokkaido Branch Office of Showa Shell Sekiyu K.K.</p> <p>April 2005 Representative Director, President of Shoseki Gas K.K.</p> <p>July 2008 Representative Director, President of Enessance Holdings Co., Ltd.</p> <p>March 2011 Executive Officer in charge of Accounting, Finance, and Credit Management of Showa Shell Sekiyu K.K.</p> <p>April 2015 Executive Officer, General Manager of Petroleum Business Division Metropolitan Area Branch of Showa Shell Sekiyu K.K.</p> <p>March 2017 Audit & Supervisory Board Member of Showa Shell Sekiyu K.K.</p> <p>April 2019 Senior Executive Officer of Idemitsu Kosan Co., Ltd.</p> <p>June 2021 Audit & Supervisory Board Member of Idemitsu Kosan Co., Ltd. (incumbent)</p> <p>[Significant concurrent positions] Audit & Supervisory Board Member of Idemitsu Kosan Co., Ltd.</p> <p>[Reason for nomination as a candidate for Outside Audit & Supervisory Board Member] Mr. Tsutomu Yoshioka has extensive experience and high-level insight as a corporate manager, as well as experience as an Audit & Supervisory Board Member for other companies. The Company expects that he will conduct highly effective audits using his knowledge and experience, etc., and therefore nominates him as a candidate for Outside Audit & Supervisory Board Member.</p>	0

(Notes)

1. There are no special interests between the candidate and the Company.
2. Mr. Tsutomu Yoshioka is a candidate for Outside Audit & Supervisory Board Member.
3. The Company has judged that Mr. Tsutomu Yoshioka is capable of appropriately executing his duties based on the comprehensive consideration of factors such as his practical business experience described above.
4. The Company plans to designate Mr. Tsutomu Yoshioka as an Independent Auditor in accordance with the Independence Standards described on page 18 and register him as an Independent Auditor with the Tokyo Stock Exchange, Inc.
5. In the event that the appointment of Mr. Tsutomu Yoshioka is approved, the Company plans to enter into an agreement with him, pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, to limit his liability for damages stipulated in Article 423, Paragraph 1 of the same act to the minimum amount prescribed in Article 425, Paragraph 1 of the same act.
6. The Company has entered into a directors and officers liability insurance contract with an insurance company, which names all Audit & Supervisory Board Members as the insured. The insurance indemnifies the Audit & Supervisory Board Members for damage that may arise due to them becoming liable in connection with execution of their duties or being subject to a claim related to enforcement of such liability. However, certain types of such damage, including damage that has arisen by intention or gross negligence, are excluded from indemnity. In the event that Mr. Tsutomu Yoshioka assumes the office of Audit & Supervisory Board Member, he will be insured by the policy and the policy will be renewed during his term of office.

Proposal 3: Election of One (1) Substitute Audit & Supervisory Board Member

The Company proposes the election of one (1) substitute Outside Audit & Supervisory Board Member to ensure continuity of auditing work in the event that the number of the Audit & Supervisory Board Members falls short of the number stipulated by laws and regulations. The effectiveness of the election of the substitute Audit & Supervisory Board Member may be cancelled based on the resolution of the Board of Directors, provided such resolution is made prior to the assumption of office and with the consent of the Audit & Supervisory Board. For this proposal, the Company has obtained the consent of the Audit & Supervisory Board.

The candidate is as follows:

Name (Date of birth)	Career summary and positions at the Company (Significant concurrent positions)	Number of shares of the Company held
Eriko Matsuno (January 10, 1969)	<p>April 1992 Joined Morgan Stanley Japan Limited (currently Morgan Stanley MUFG Securities Co., Ltd.)</p> <p>April 2000 Registered as lawyer</p> <p>April 2000 Joined Nagashima Ohno & Tsunematsu</p> <p>July 2010 Established Tokyo J Law Office, Representative (incumbent)</p> <p>July 2011 Mediator of Non-Profit Organization Financial Instruments Mediation Assistance Center (incumbent)</p> <p>November 2014 External Member of Compliance Committee of Healthcare Asset Management Co., Ltd. (incumbent)</p> <p>October 2015 Auditor of WealthNavi Inc.</p> <p>June 2019 Secretary of Japan Women's Bar Association (incumbent)</p> <p>June 2020 Director of H.U. Group Holdings, Inc.</p> <p>March 2022 Director (Audit & Supervisory Committee Member) of WealthNavi Inc.</p> <p>May 2023 Director of TOKYO KOKI CO. LTD. (incumbent)</p> <p>[Significant concurrent positions] Representative, Tokyo J Law Office Director of TOKYO KOKI CO. LTD.</p> <p>[Reason for nomination as a candidate for substitute Outside Audit & Supervisory Board Member] Ms. Eriko Matsuno has a wealth of legal knowledge cultivated through her career as a lawyer, as well as experience of engaging in global businesses and serving as an auditor. Therefore, in order to leverage these capabilities for the audit system of the Company, the Company nominates her again as a candidate for substitute Outside Audit & Supervisory Board Member.</p>	0

(Notes)

1. There are no special interests between the candidate and the Company.
2. Ms. Eriko Matsuno is a candidate for substitute Outside Audit & Supervisory Board Member.
3. The Company has judged that Ms. Eriko Matsuno is capable of appropriately executing her duties based on the comprehensive consideration of factors such as her practical business experience described above.
4. In the event that Ms. Eriko Matsuno assumes the office of Outside Audit & Supervisory Board Member, the Company will designate her as an Independent Auditor in accordance with the Independence Standards described on page 18 and register her as an Independent Auditor with the Tokyo Stock Exchange, Inc.
5. In the event that Ms. Eriko Matsuno assumes the office of Outside Audit & Supervisory Board Member, the Company plans to enter into an agreement with her, pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, to limit her liability for damages stipulated in Article 423, Paragraph 1 of the same act to the minimum amount prescribed in Article 425, Paragraph 1 of the same act.
6. The Company has entered into a directors and officers liability insurance contract with an insurance company, which names all Audit & Supervisory Board Members as the insured. The insurance indemnifies the Audit & Supervisory Board Members for damage that may arise due to them becoming liable in connection with execution of their duties or being subject to a claim related to enforcement of such liability. However, certain types of such damage, including damage that has arisen by intention or gross negligence, are excluded from indemnity. In the event that Ms. Eriko Matsuno assumes the office of Audit & Supervisory Board Member, she will be insured by the policy.

ACCESS CO., LTD. (the “Company”) has established the independence standards for outside officers (outside directors and outside auditors) as given below. If an outside officer does not fall under any of the following criteria items, such outside officer shall be deemed to be independent of the Company and have no risk of conflict of interests with general shareholders.

1. A party who is or was an executive director, executive officer, manager, or other employee (collectively, “Executive, etc.”) of the Group.
2. A current major shareholder of the Group (a shareholder who holds 10% or more of the voting rights), or, if such major shareholder is a legal entity, an Executive, etc. of such major shareholder, its parent company or a significant subsidiary.
3. A party who was an Executive, etc. of a corporation, its parent company or a significant subsidiary that is a major shareholder of the Company, in the past five years.
4. A party for whom the Group is a major business partner (a party who received payments from the Group in an amount of 2% or more of the party’s consolidated gross sales for the most recent fiscal year), or a party who is a major business partner of the Group (a party who paid to the Group an amount of 2% or more of the Group’s consolidated gross sales for the most recent fiscal year), or its parent company or a significant subsidiary thereof, or, if the party is a corporation, an Executive, etc. of such corporation.
5. A party for whom the Group was a major business partner or a party who was a major business partner of the Group, its parent company or a significant subsidiary thereof, or, if the party was a corporation, an Executive, etc. of such corporation, in any of the past three fiscal years prior to the most recent fiscal year.
6. A trustee (limited to a party responsible for business execution) or other executive (an officer, an employee or a staff member who executes business of such organization) of an organization that receives a donation or subsidy exceeding a certain amount (an average amount of 10 million yen per year in the past three fiscal years) from the Group.
7. An Executive, etc. of a corporation, its parent company or a significant subsidiary that receives a director (regardless of whether full-time or part-time) from the Group.
8. A certified public accountant, or an employee, a partner or a staff member of an auditing firm (or tax accountant corporation) who currently is the accounting auditor of the Group.
9. A consultant, an accounting expert or a legal expert who receives a large amount of money or other properties (an average amount of 10 million yen or more per year in the past three years) other than officer remuneration from the Group (if the recipient is an organization, such as a legal entity or an association, a party who belongs to such organization).
10. A spouse or a relative within the second degree of kinship of, or a relative who lives with a party who falls under any of 1. to 9. above (limited to a party in a significant position). However, even in the case that falls under any of 1. to 10. above, a party who is judged to be independent, in light of personal quality and insight, etc. of such party may be designated as an independent executive or independent auditor of the Company, on condition that reasons for election are explained and disclosed at the time of the election of the outside officer and that such party satisfies the requirements for outside director or outside company auditor defined by the Companies Act.