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Stock Exchange Code 9119
May 31, 2024

To Shareholders with Voting Rights:

Yusuke Otani
President and Representative Director
IINO KAIUN KAISHA, LTD.
2-1-1 Uchisaiwaicho, Chiyoda-ku, Tokyo

**NOTICE OF
THE 133rd ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We are pleased to announce that the 133rd Annual General Meeting of Shareholders of IINO KAIUN KAISHA, LTD. (the “Company”) will be held for the purposes as described below.

If you do not attend the meeting, you can exercise your voting rights via the Internet, etc. or by mail. Please exercise your voting rights by 5:00 p.m. on Tuesday, June 25, 2024, Japan time. (Please refer to pages 5-6 for instructions on how to exercise your voting rights via the Internet, etc. or by mail [available only in Japanese].)

1. Date and Time: Wednesday, June 26, 2024 at 10:00 a.m. Japan time

2. Place: IINO Hall (IINO Building, 4F)
2-1-1 Uchisaiwaicho, Chiyoda-ku, Tokyo

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company’s 133rd Fiscal Year (April 1, 2023 - March 31, 2024) and results of audits by the Accounting Auditor and the Board of Auditors of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company’s 133rd Fiscal Year (April 1, 2023 - March 31, 2024)

Proposals to be resolved:

- Proposal 1:** Distribution of Surplus
Proposal 2: Election of 8 Directors
Proposal 3: Election of 3 Auditors
Proposal 4: Election of 1 Substitute Auditor

End

Matters to be decided at the convocation

- ◆ If you do not indicate your approval or disapproval of a proposal on the Voting Rights Exercise Form, it will be treated as if you have indicated your approval.
- ◆ If you exercise your voting rights both via the Internet, etc. and by mail, the vote exercised via the Internet, etc. will be deemed valid. If you exercise your voting rights more than once via the Internet, etc., your last vote will be treated as valid.

Regarding electronic provision measures

In convening this year's General Meeting of Shareholders, the Company has taken electronic provision measures and posted the matters subject to electronic provision measures on the following websites:

[Company website]

https://www.iino.co.jp/kaiun/english/ir/stock_meeting.html

[Tokyo Stock Exchange website]

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

Please access the above website, enter "IINO KAIUN" in the "Issue name (company name)" field or the Company's stock exchange code "9119" in the "Code" field to run a search, and select "Basic information" and then "Documents for public inspection/PR information" to view the matters subject to electronic provision measures in the section of "Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting" under "Filed information available for public inspection."

- ◆ For this year's General Meeting of Shareholders, we will uniformly send all shareholders the paper copy containing the matters subject to electronic provision measures, regardless of whether or not it has been requested. The following items, however, are not provided in the paper copy sent to shareholders who have requested its delivery in accordance with laws and regulations and the Company's Articles of Incorporation. The Board of Auditors and the Accounting Auditor have audited the documents subject to audit, including the following items.
 - i. "Matters Concerning Stock Acquisition Rights of the Company," "Status of Accounting Auditor," "Basic Policy regarding Persons Controlling the Company's Decisions concerning Financial and Business Policies" and "Systems to Ensure the Appropriateness of Operations" in the Business Report
 - ii. "Consolidated Statement of Change in Equity" and "Notes to Consolidated Financial Statements" in the Consolidated Financial Statements
 - iii. "Non-consolidated Statement of Changes in Equity" and "Notes to Non-consolidated Financial Statements" in the Non-consolidated Financial StatementsThe paper copy is a portion of the documents audited by Auditors and the Accounting Auditor in the preparation of their audit reports.
- ◆ If there are any revisions to the matters subject to electronic provision measures, we will make an announcement to that effect and post the information on how the matters have been revised on the websites of the Company and TSE.

Other information

- ◆ Proceedings on the day of the General Meeting of Shareholders will be carried out in Japanese. You can be accompanied by an interpreter (including a sign language interpreter). If you need to be accompanied by the interpreter, please inform the reception desk on the day of the meeting.
- ◆ If you use a wheelchair or need the information support for a hearing-impaired person, please contact us via the inquiry desk on our website (<https://www.iino.co.jp/kaiun/english/contact/form.php>) or in writing (please send your request to the person in charge of the General Meeting of Shareholders) no later than Wednesday, June 19, 2024 for preparation. Regarding the information support for the hearing-impaired person, please kindly note in advance that we do not guarantee the accuracy of all information.
- ◆ Please be advised that we will not distribute gifts to shareholders attending the meeting.
- ◆ If there are any significant changes in the operation of the General Meeting of Shareholders, we will notify you on our website.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Distribution of Surplus

The Company proposes a distribution of surplus as follows.

Items Related to the Year-end Dividend

The Company has positioned shareholder return as a priority management issue. In order to maintain stable dividends from a long-term perspective and increase the linkage between dividend amounts and profit growth, while also striving to enhance shareholder value by making new investments for the Company's sustained growth, the Company has made it its basic policy to maintain dividends with the target dividend payout ratio of 30% to the consolidated business results.

Comprehensively taking into consideration business performance in the fiscal year under review, the business environment, and other factors, based on the basic policy mentioned above, the Company proposes a year-end dividend for the fiscal year under review of 31 yen per share. As a result, the annual dividend for the fiscal year under review will be 56 yen per share, including the interim dividend of 25 yen per share.

- (1) Type of dividend property
Cash
- (2) Items related to the allocation of dividend property and its total amount
31 yen per share of common stock in the Company
Total of 3,279,914,576 yen
- (3) Date the distribution of surplus comes into effect
June 27, 2024

Proposal 2: Election of 8 Directors

The terms of office of 8 Directors, Yusuke Otani, Akihiko Okada, Ryuichi Osonoe, Osamu Fushida, Kei Oe, Mari Miyoshi, Tomonori Nonomura and Shizuyo Takahashi, will expire at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, the election of 8 Directors is proposed.

The candidates for Director are as follows.

For shareholders' reference, the "Criteria Relating to the Independence and Qualifications of Outside Directors and Auditors" are provided.

No.	Name	Gender	Current positions at the Company	Candidate attributes
1	Yusuke Otani	Male	President and Representative Director President Executive Officer	Reappointment
2	Osamu Fushida	Male	Director Executive Officer	Reappointment
3	Seiichi Fujimura	Male	Executive Officer	New appointment
4	Yuji Yasuki	Male	Executive Officer	New appointment
5	Mari Miyoshi	Female	Outside Director	Reappointment Independent Outside
6	Tomonori Nonomura	Male	Outside Director	Reappointment Independent Outside
7	Shizuyo Takahashi	Female	Outside Director	Reappointment Independent Outside
8	Takeshi Himeno	Male	—	New appointment Independent Outside

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1	<p data-bbox="220 488 379 517">Reappointment</p> <p data-bbox="188 551 410 636">Yusuke Otani (September 16, 1967) Male</p> <p data-bbox="204 674 394 853">[Attendance at the Board of Directors meetings] 100% (20 out of 20 meetings)</p>	<p data-bbox="427 275 544 304">April 1991</p> <p data-bbox="427 304 544 333">June 2010</p> <p data-bbox="427 333 544 362">June 2012</p> <p data-bbox="427 362 544 392">June 2014</p> <p data-bbox="427 392 544 421">June 2016</p> <p data-bbox="427 454 544 483">June 2017</p> <p data-bbox="427 517 544 546">June 2018</p> <p data-bbox="427 580 544 609">June 2019</p> <p data-bbox="427 642 544 672">June 2020</p> <p data-bbox="427 705 544 734">June 2021</p> <p data-bbox="427 768 544 797">June 2022</p> <p data-bbox="427 920 544 949">April 2023</p> <p data-bbox="427 1005 772 1057"><Significant concurrent positions> None</p> <p data-bbox="628 275 1278 969"> Joined the Company Manager, Sales Group of IINO Gas Transport Co., Ltd. Manager, Gas Carrier Group of the Company Representative, Dubai Representative Office General Manager of Corporate Planning & General Affairs Department General Manager of Corporate Planning Department and Business Development Department Executive Officer; Commission of General Manager of Corporate Planning Department Executive Officer; in charge of Office Leasing & Operation Department and Property Development Planning Department Director; Executive Officer; in charge of Office Leasing & Operation Department and Property Development Planning Department Director; Managing Executive Officer; in charge of Corporate Planning Department, Business Administration Department and Stakeholder Relations Department Director; Managing Executive Officer; in charge of Corporate Planning Department, Stakeholder Relations Department and Sustainability Promotion Department; Management of Business Administration Department President and Representative Director; President Executive Officer (to present) </p>	33,300
<p data-bbox="196 1068 576 1097">[Reason for nomination as candidate]</p> <p data-bbox="196 1097 1442 1238">Mr. Yusuke Otani has abundant knowledge and experience in the gas carrier division, general affairs & planning division, and property business division. Serving as President and Representative Director and President Executive Officer of the Company since April 2023, he has decided on important management matters and supervised business execution, and is striving to strengthen corporate governance of the Company. The Company has judged that the knowledge he has developed thus far will contribute to the enhancement of corporate value, and therefore proposes his election as Director.</p>			

No.	Name (Date of birth)	Past experience	Number of shares of the Company held
2	<p><u>Reappointment</u></p> <p>Osamu Fushida (August 4, 1967) Male</p> <p>[Attendance at the Board of Directors meetings] 100% (14 out of 14 meetings)</p>	<p>April 1991 Joined the Company</p> <p>January 2013 Seconded to IINO Singapore Pte. Ltd.</p> <p>June 2014 Seconded to IINO Singapore Pte. Ltd.; concurrently General Manager of Chemical Tanker Department No. 2, the Company</p> <p>June 2016 General Manager of Chemical Tanker Department No. 1</p> <p>June 2019 General Manager of Finance & Accounting Department</p> <p>June 2020 Executive Officer; in charge of Finance & Accounting Department; Commission of General Manager of Finance & Accounting Department</p> <p>June 2023 Director; Executive Officer (to present)</p> <p><Responsibilities in the Company> In charge of Corporate Planning Department, Finance & Accounting Department Commission of General Manager of Finance & Accounting Department Management of DX Promotion Department</p> <p><Significant concurrent positions> None</p>	14,600
<p>[Reason for nomination as candidate] Mr. Osamu Fushida has abundant knowledge and experience in the chemical tanker division and accounting division. Having served as Director and Executive Officer of the Company since June 2023, he manages the accounting and finance of the Group. The Company has judged that the knowledge he has developed thus far will contribute to the enhancement of corporate value, and therefore proposes his election as Director.</p>			
3	<p><u>New appointment</u></p> <p>Seiichi Fujimura (October 28, 1965) Male</p> <p>[Attendance at the Board of Directors meetings] -% (- out of - meetings)</p>	<p>June 1988 Joined the Company</p> <p>July 2003 Seconded to Fairfield Chemical Carriers Inc.</p> <p>June 2010 Manager, Marine Transport Business Group I</p> <p>June 2012 Manager, Oil Tanker Group</p> <p>June 2014 General Manager of Chemical Tanker Department No. 1</p> <p>June 2016 Director of IINO Singapore Pte. Ltd.; General Manager of Chemical Tanker Department No. 2</p> <p>June 2018 Executive Officer; in charge of Chemical Tanker Department No. 1 and Chemical Tanker Department No. 2; Commission of General Manager of Chemical Tanker Department No. 2; Managing Director, IINO Singapore Pte. Ltd.</p> <p>June 2019 Executive Officer; in charge of Chemical Tanker Department No. 1 and Chemical Tanker Department No. 2; Commission of General Manager of Chemical Tanker Department No. 1 and General Manager of Chemical Tanker Department No. 2; Managing Director, IINO Singapore Pte. Ltd.</p> <p>September 2023 Executive Officer; in charge of Chemical Tanker Department No. 1 and Chemical Tanker Department No. 2; Managing Director, IINO Singapore Pte. Ltd. (to present)</p> <p><Responsibilities in the Company> In charge of Chemical Tanker Department No. 1 and Chemical Tanker Department No. 2</p> <p><Significant concurrent positions> Managing Director, IINO Singapore Pte. Ltd.</p>	17,800
<p>[Reason for nomination as candidate] Mr. Seiichi Fujimura has abundant knowledge and experience in the chemical tanker division. Having served as Executive Officer of the Company since June 2018, he has further strengthened the sales capabilities of this division. The Company has judged that the knowledge he has developed thus far will contribute to the enhancement of corporate value, and therefore proposes his election as Director.</p>			

No.	Name (Date of birth)	Past experience	Number of shares of the Company held
4	<p>New appointment</p> <p>Yuji Yasuki (February 4, 1970) Male</p> <p>[Attendance at the Board of Directors meetings] -% (- out of - meetings)</p>	<p>April 1993 Joined the Company</p> <p>July 2006 Seconded to IINO Singapore Pte. Ltd.</p> <p>June 2017 General Manager of Business Administration Department</p> <p>June 2019 Manager of the Corporate Audit Office</p> <p>June 2023 Executive Officer; in charge of Sustainability Promotion Department, Business Strategy Department and DX Promotion Department; Commission of General Manager of Sustainability Promotion Department, General Manager of Business Strategy Department and General Manager of DX Promotion Department (to present)</p> <p><Responsibilities in the Company> In charge of Sustainability Promotion Department, Business Strategy Department and DX Promotion Department Commission of General Manager of Sustainability Promotion Department, General Manager of Business Strategy Department and General Manager of DX Promotion Department</p> <p><Significant concurrent positions> None</p>	10,300
<p>[Reason for nomination as candidate]</p> <p>Mr. Yuji Yasuki has abundant knowledge and experience in the general affairs & planning division, public relations & IR division, and the Corporate Audit Office. Having served as Executive Officer of the Company since June 2023, he is striving to strengthen corporate governance of the Company. The Company has judged that the knowledge he has developed thus far will contribute to the enhancement of corporate value, and therefore proposes his election as Director.</p>			
5	<p>Reappointment Independent Outside</p> <p>Mari Miyoshi (March 16, 1958) Female</p> <p>[Attendance at the Board of Directors meetings] 100% (20 out of 20 meetings)</p>	<p>April 1980 Joined the Ministry of Foreign Affairs</p> <p>August 2006 Minister, Permanent Mission of Japan to the United Nations</p> <p>August 2008 Minister, Embassy of Japan in Germany</p> <p>April 2012 Director-General, Sendai (Tohoku) Regional Immigration Bureau, Ministry of Justice</p> <p>January 2014 Director-General, Consular Affairs Bureau, Ministry of Foreign Affairs</p> <p>October 2015 Ambassador Extraordinary and Plenipotentiary to Ireland</p> <p>August 2019 Ambassador Extraordinary and Plenipotentiary (in charge of International Cooperation for Countering Terrorism and International Organized Crime, and in charge of Arctic Affairs)</p> <p>March 2021 Retired from the Ministry of Foreign Affairs</p> <p>June 2021 Outside Auditor, the Company</p> <p>June 2022 Outside Director, the Company (to present)</p> <p><Significant concurrent positions> None</p>	2,000
<p>[Reason for nomination as Outside Director candidate and expected role]</p> <p>Ms. Mari Miyoshi has abundant knowledge and experience that she has cultivated through her many years of service as a diplomat. After taking office as Outside Auditor of the Company at the 130th Annual General Meeting of Shareholders held in June 2021, she became Outside Director of the Company at the 131st Annual General Meeting of Shareholders held in June 2022. During her appointment as Outside Auditor, she provided appropriate oversight of Directors' execution of duties, and after becoming Outside Director, she has been providing appropriate advice for management of the Company from various aspects and exercising management oversight from an independent standpoint. Considering this, the Company believes that as Outside Director, Ms. Miyoshi will be able to continue to appropriately perform the role of offering opinions from an objective standpoint on management decisions and providing oversight of Directors' performance of duties, especially in the areas of ESG management and global strategy, and thus proposes her election as Outside Director.</p>			

No.	Name (Date of birth)	Past experience		Number of shares of the Company held
6	<p>Reappointment Independent Outside</p> <p>Tomonori Nonomura (March 21, 1958) Male</p> <p>[Attendance at the Board of Directors meetings] 100% (14 out of 14 meetings)</p> <p>* The above data is based on attendance since his appointment as Director.</p>	<p>April 1981</p> <p>June 2009</p> <p>June 2013</p> <p>June 2018</p> <p>June 2021</p> <p>March 2023</p> <p>June 2023</p> <p><Significant concurrent positions> None</p>	<p>Joined Sumitomo Cement Co., Ltd. (currently, Sumitomo Osaka Cement Co., Ltd.)</p> <p>General Manager of Legal Department, Sumitomo Osaka Cement Co., Ltd.</p> <p>Executive Officer, General Manager of Corporate Planning Department and General Manager of Administration Department, Sumitomo Osaka Cement Co., Ltd.</p> <p>Representative Director and President, SOC Logistics Co., Ltd.</p> <p>Director and Advisor, SOC Logistics Co., Ltd.</p> <p>Retired from office of Director and Advisor of SOC Logistics Co., Ltd.</p> <p>Outside Director, the Company (to present)</p>	300
<p>[Reason for nomination as Outside Director candidate and expected role]</p> <p>Mr. Tomonori Nonomura has abundant knowledge and experience that he has cultivated as a legal officer of a listed company and a corporate manager. Having served as Outside Director of the Company since June 2023, he has been providing appropriate advice for management of the Company from various aspects and exercising management oversight from an independent standpoint.</p> <p>Considering this, the Company believes that as Outside Director, Mr. Nonomura will be able to continue to appropriately perform the role of offering opinions from an objective standpoint on management decisions and providing oversight of Directors' performance of duties, especially in the areas of legal affairs/risk management and business strategy/marketing, and thus proposes his election as Outside Director.</p>				
7	<p>Reappointment Independent Outside</p> <p>Shizuyo Takahashi (February 24, 1962) Female</p> <p>[Attendance at the Board of Directors meetings] 100% (14 out of 14 meetings)</p> <p>* The above data is based on attendance since her appointment as Director.</p>	<p>April 1984</p> <p>December 1990</p> <p>October 1994</p> <p>April 2004</p> <p>April 2008</p> <p>January 2016</p> <p>July 2017</p> <p>September 2017</p> <p>July 2020</p> <p>April 2023</p> <p>June 2023</p> <p><Significant concurrent positions> Outside Director, baby calendar Inc. Outside Director, Computer Engineering & Consulting Ltd.</p>	<p>Joined Tokyo Branch, The Chase Manhattan Bank (currently, JPMorgan Chase Bank, N.A.)</p> <p>Joined Chuo Coopers & Lybrand Consulting Co., Ltd.</p> <p>Joined Future System Consulting Corp. (currently, Future Architect, Inc.)</p> <p>Executive Officer, General Manager of Business Division, Future System Consulting Corp.</p> <p>Executive Officer, General Manager of Human Resources Headquarters, Future Architect, Inc.</p> <p>Joined Business Brain Showa-Ota Inc.</p> <p>Joined WELLNET CORPORATION</p> <p>Director, WELLNET CORPORATION</p> <p>Outside Director, baby calendar Inc. (to present)</p> <p>Outside Director, Computer Engineering & Consulting Ltd. (to present)</p> <p>Outside Director, the Company (to present)</p>	300
<p>[Reason for nomination as Outside Director candidate and expected role]</p> <p>Ms. Shizuyo Takahashi has abundant knowledge and experience that she has cultivated as a consultant with strengths in both business operations and IT and a director of business operating companies. Having served as Outside Director of the Company since June 2023, she has been providing appropriate advice for management of the Company from various aspects and exercising management oversight from an independent standpoint.</p> <p>Considering this, the Company believes that as Outside Director, Ms. Takahashi will be able to continue to appropriately perform the role of offering opinions from an objective standpoint on management decisions and providing oversight of Directors' performance of duties, especially in the matters of finance/accounting and human resources/labor affairs, and thus proposes her election as Outside Director.</p>				

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
8	<div style="border: 1px solid black; padding: 2px; display: inline-block; margin-bottom: 5px;">New appointment</div> <div style="border: 1px solid black; padding: 2px; display: inline-block; margin-bottom: 5px;">Independent</div> <div style="border: 1px solid black; padding: 2px; display: inline-block; margin-bottom: 5px;">Outside</div> Takeshi Himeno (August 19, 1958) Male [Attendance at the Board of Directors meetings] -% (- out of - meetings)	April 1987 Joined Asahi Chemical Industry Co., Ltd. (currently, Asahi Kasei Corp.) October 1988 Dispatched to Sapporo Medical University (two [2] years) July 2006 General Manager of Development Promotion Department, Clinical Development Center, Asahi Kasei Pharma Corp. April 2011 Director of Pharmaceutical Research Center, Asahi Kasei Pharma Corp. April 2013 Director of Pharmaceutical Affairs and Reliability Assurance Center, Asahi Kasei Pharma Corp. April 2014 Director of Healthcare Corporate Research & Development Center, Corporate Research & Development Division, Asahi Kasei Corp. April 2015 Executive Officer, Asahi Kasei Corp. April 2016 Director, Managing Executive Officer and General Manager of Medical Product Development Division, Asahi Kasei Medical Co., Ltd. April 2017 Representative Director and President, Asahi Kasei Medical Co., Ltd. April 2019 Senior Executive Officer in charge of Quality Assurance, Asahi Kasei Corp. April 2022 Advisor, Asahi Kasei Corp. (to present) <Significant concurrent positions> Advisor, Asahi Kasei Corp.	0
[Reason for nomination as Outside Director candidate and expected role] Mr. Takeshi Himeno has abundant knowledge and experience that he has cultivated as a corporate manager. The Company believes that as Outside Director, Mr. Himeno will be able to appropriately perform the role of offering opinions from an objective standpoint on management decisions and providing oversight of Directors' performance of duties, especially in the matters of corporate management and technology/DX, and thus proposes his election as Outside Director.			

(Notes)

1. There are no special interests between each candidate and the Company.
2. Ms. Mari Miyoshi, Mr. Tomonori Nonomura, Ms. Shizuyo Takahashi and Mr. Takeshi Himeno are candidates for Outside Director. The Company has notified Tokyo Stock Exchange, Inc. of the appointments of Ms. Mari Miyoshi, Mr. Tomonori Nonomura and Ms. Shizuyo Takahashi as independent directors. If they are reelected, they are to continue serving as independent directors. Furthermore, if Mr. Takeshi Himeno is elected, the Company plans to notify Tokyo Stock Exchange, Inc. of his appointment as an independent director.
3. Ms. Mari Miyoshi, Mr. Tomonori Nonomura and Ms. Shizuyo Takahashi have entered into agreements with the Company in accordance with Article 427, Paragraph 1 of the Companies Act to limit their liability to the amount stipulated in laws and regulations, provided they have executed their duties in good faith and without gross negligence. If Ms. Mari Miyoshi, Mr. Tomonori Nonomura and Ms. Shizuyo Takahashi are elected, the Company plans to continue the liability limitation agreements with them. Furthermore, if Mr. Takeshi Himeno is elected, he will enter into the liability limitation agreements.
4. The Company has entered into a directors and officers (D&O) liability insurance contract with an insurance company as provided for in Article 430-3, Paragraph 1 of the Companies Act. The insurance policy covers damages that may arise when the insured Director assumes liability for the execution of his or her duties or receives a claim related to the pursuit of such liability. However, there are certain exclusions, such as no coverage for damages arising from gross negligence or willful misconduct. If the candidates are reappointed as Director, each of them will be the insured under the insurance policy, which is to be renewed during their terms of office.
5. The Company has entered into an indemnification agreement with each of Directors as provided for in Article 430-2, Paragraph 1 of the Companies Act, under which the Company shall indemnify them for the expenses provided for in item (1) of said paragraph and the loss provided for in item (2) of said paragraph to the extent provided for under laws and regulations; provided, however, that the indemnification agreement has provisos to ensure that the indemnification does not demotivate the indemnified Director to appropriately execute his or her duties, such as the provision that the indemnification does not cover expenses or loss arising from malice or gross negligence of the indemnified Director in the execution of his or her duties. If Mr. Yusuke Otani, Mr. Osamu Fushida, Ms. Mari Miyoshi, Mr. Tomonori Nonomura and Ms. Shizuyo Takahashi are elected, the Company plans to continue the indemnification agreement with

them. If Mr. Seiichi Fujimura, Mr. Yuji Yasuki and Mr. Takeshi Himeno are elected, the Company plans to enter into the indemnification agreement with them.

6. Ms. Mari Miyoshi is currently an Outside Director of the Company, and her term of office as Outside Director will be two (2) years at the conclusion of this year's Annual General Meeting of Shareholders. Mr. Tomonori Nonomura and Ms. Shizuyo Takahashi are currently Outside Directors of the Company, and their terms of office as Outside Directors will be one (1) year at the conclusion of the year's Annual General Meeting of Shareholders.
7. If Mr. Tomonori Nonomura and Mr. Takeshi Himeno are elected, the Company plans to elect them as members of the Special Committee based on takeover defense measures.

(Reference) Specialty and Experience of Director Candidates

Skill Matrix of the Company:

In implementing the priority strategies and business foundation strategies in the Mid-term Management Plan for FY2023-2025, the Nomination and Remuneration Committee discussed and selected the below eight skills as “skills (knowledge, experience, and abilities) that the Board of Directors should possess.”

The below table does not list all of the experience and skills of each individual. The skills that are expected from each Director and valued are marked with a circle.

The Board of Directors of the Company shall be an organization that is equipped with the eight skills as a whole, and will practice appropriate management supervision.

	Year of appointment as Director or Auditor	Corporate management	Business strategy / Marketing	Finance / Accounting	Technology / DX	Legal affairs / Risk management	Human resources / Labor affairs	ESG management	Global strategy
Yusuke Otani	2020	●	●			●		●	●
Osamu Fushida	2023	●		●		●	●		
Seichi Fujimura	New appointment		●					●	●
Yuji Yasuki	New appointment		●		●			●	
Independent /Outside Mari Miyoshi	2021							●	●
Independent /Outside Tomonori Nonomura	2023		●			●			
Independent /Outside Shizuyo Takahashi	2023			●			●		
Independent /Outside Takeshi Himeno	New appointment	●			●				

The reasons for selecting the above skills and their definitions are as follows:

Corporate management	The Company is expanding its business globally. To create both economic value and social value by executing the priority strategies set forth in the Mid-term Management Plan, and to realize the corporate philosophy and perpetual corporate development, officers with management experience at corporations are required.
Business strategy / Marketing	To expand business globally, develop new customers, and accurately respond to diversifying customer needs, officers equipped with experience and know-how in sales strategic planning and marketing are required.
Finance / Accounting	The Mid-term Management Plan calls for the implementation of business portfolio management. To pursue management with greater focus on capital costs, officers with knowledge and experience in finance and accounting are required.
Technology / DX	The implementation of digital transformation (DX) is part of the business foundation strategies in the Mid-term Management Plan. The use of IT is essential to strengthen the management foundation, enhance cost competitiveness, and execute priority strategies. Therefore, officers equipped with knowledge and experience in IT and DX are required.
Legal affairs / Risk management	As the Company is expanding its business globally, it needs officers who have knowledge and experience of legal systems and various regulations in and outside Japan and are capable of appropriately assessing risks and leading prevention measures and countermeasures.
Human resources / Labor affairs	To maximize corporate value by improving employee engagement through the implementation of human resource strategies, such as securing diverse human resources, officers equipped with knowledge and experience in personnel and labor affairs (or human resources development) are needed.

ESG management	The Company has identified that response to the environment and human rights, the enhancement of governance, etc. are its materiality issues and set social value creation as part of priority strategies in the Mid-term Management Plan. Therefore, officers equipped with knowledge and experience in these fields are required.
Global strategy	As the Company is expanding its business globally, to implement the expansion of global business, which is one of the priority strategies in the Mid-term Management Plan, officers equipped with overseas work experience as well as knowledge and experience of overseas business practices are required.

Proposal 3: Election of 3 Auditors

The terms of office of 3 Auditors, Yoshinori Hashimura, Yoshio Yamada and Hiroshi Takahashi, will expire at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, the election of 3 Auditors is proposed.

The candidates for Auditor are as follows.

The Board of Auditors has already given its approval to submission of this proposal.

The candidate, Mr. Yudai Miyake, was elected as Substitute Auditor to prepare for the case where the number of Auditors falls short of the quorum at the 131st Annual General Meeting of Shareholders held on June 28, 2022. However, his election was cancelled subject to the approval of the Board of Auditors and by the resolution of the Board of Directors on May 10, 2024.

For shareholders' reference, the "Criteria Relating to the Independence and Qualifications of Outside Directors and Auditors" are provided.

No.	Name (Date of birth)	Past experience, positions, and significant concurrent positions	Number of shares of the Company held
1	<p><u>Reappointment</u></p> <p>Yoshinori Hashimura (March 19, 1967) Male</p> <p>[Attendance at the Board of Directors meetings] 100% (20 out of 20 meetings)</p> <p>[Attendance at the Board of Auditors meetings] 100% (15 out of 15 meetings)</p>	<p>April 1989 Joined Asahi Glass Co., Ltd. (currently AGC Inc.)</p> <p>October 1992 Joined Chuo Shinko Audit Corporation</p> <p>April 1996 Registered as a certified public accountant</p> <p>September 2004 Established Hashimura Certified Public Accountant Office</p> <p>October 2004 Registered as a tax accountant</p> <p>June 2016 Standing Auditor, the Company (to present)</p> <p><Significant concurrent positions> None</p>	9,000
<p>[Reason for nomination as candidate]</p> <p>Mr. Yoshinori Hashimura has abundant expertise and experience as a certified public accountant and a tax accountant. He has been serving as Auditor of the Company since June 2016. The Company has judged that Mr. Hashimura will be able to continue to appropriately perform duties as Auditor, and therefore proposes his election as Auditor.</p>			

No.	Name (Date of birth)	Past experience, positions, and significant concurrent positions	Number of shares of the Company held
2	<p data-bbox="204 465 395 560"> New appointment Independent Outside </p> <p data-bbox="204 593 411 683">Kenkichi Fukuda (November 10, 1960) Male</p> <p data-bbox="204 716 411 862">[Attendance at the Board of Directors meetings] -% (- out of - meetings)</p> <p data-bbox="204 896 411 1041">[Attendance at the Board of Auditors meetings] -% (- out of - meetings)</p>	<p data-bbox="430 275 1276 331">April 1983 Joined Japan Development Bank (currently Development Bank of Japan Inc.)</p> <p data-bbox="430 336 1276 392">April 2007 Counselor of General Affairs Department, Development Bank of Japan (currently Development Bank of Japan Inc.)</p> <p data-bbox="430 396 1276 452">October 2008 General Manager of Administration Department, Development Bank of Japan Inc.</p> <p data-bbox="430 456 1276 483">June 2009 Manager of Chugoku Branch, Development Bank of Japan Inc.</p> <p data-bbox="430 488 1276 544">June 2012 Executive Officer; General Manager of Human Resources Department, Development Bank of Japan Inc.</p> <p data-bbox="430 548 1276 604">June 2014 Managing Executive Officer (Manager of Kansai Branch), Development Bank of Japan Inc.</p> <p data-bbox="430 609 1276 665">June 2016 Director; Managing Executive Officer, Development Bank of Japan Inc.</p> <p data-bbox="430 669 1276 696">June 2021 President, Shin-Mutsu-Ogawara Inc. (to present)</p> <p data-bbox="430 701 1276 757">June 2021 Outside Auditor, Tokyo Urban Development Co., Ltd. (to present)</p> <p data-bbox="430 761 1276 817">June 2021 Outside Auditor, NEW URBAN HEATING AND COOLING SUPPLY CO., LTD. (to present)</p> <p data-bbox="430 822 1276 848">June 2022 Outside Director, Solaseed Air Inc. (Retired in October 2022*)</p> <p data-bbox="430 853 1276 880">June 2022 Outside Director, AIRDO Co., Ltd. (Retired in October 2022*)</p> <p data-bbox="430 884 1276 911">October 2022 Outside Director, RegionalPlus Wings Corp. (to present)</p> <p data-bbox="430 916 1276 1016">*RegionalPlus Wings Corp., a joint holding company of AIRDO Co., Ltd. and Solaseed Air Inc., was established in October 2022. Therefore, he retired from Outside Director of AIRDO Co., Ltd. and Solaseed Air Inc., and assumed office as Outside Director of RegionalPlus Wings Corp.</p> <p data-bbox="430 1043 1276 1243"> <Significant concurrent positions> President, Shin-Mutsu-Ogawara Inc. Outside Auditor, Tokyo Urban Development Co., Ltd. (Scheduled to retire in June 2024) Outside Auditor, NEW URBAN HEATING AND COOLING SUPPLY CO., LTD. (Scheduled to retire in June 2024) Outside Director, RegionalPlus Wings Corp. </p>	0
<p data-bbox="204 1249 750 1276">[Reason for nomination as Outside Auditor candidate]</p> <p data-bbox="204 1281 1420 1361">Mr. Kenkichi Fukuda has abundant business expertise and experience in financial institutions. The Company has judged that Mr. Fukuda will be able to appropriately perform duties as Outside Auditor by utilizing the knowledge he has developed thus far, and therefore proposes his election as Auditor.</p>			

No.	Name (Date of birth)	Past experience, positions, and significant concurrent positions	Number of shares of the Company held
3	<p><u>New appointment</u> <u>Independent</u> <u>Outside</u></p> <p>Yudai Miyake (June 24, 1974) Male</p> <p>[Attendance at the Board of Directors meetings] -% (- out of - meetings)</p> <p>[Attendance at the Board of Auditors meetings] -% (- out of - meetings)</p>	<p>October 2006 Registered as an attorney (Tokyo Bar Association) October 2006 Joined Miyake Law Office (to present) June 2023 Outside Director, SANYO DENKI CO., LTD. (to present)</p> <p><Significant concurrent positions> Attorney, Miyake Law Office Outside Director, SANYO DENKI CO., LTD.</p>	1,000
<p>[Reason for nomination as Outside Auditor candidate] Mr. Yudai Miyake has abundant expertise and experience in corporate legal affairs that he has cultivated as an attorney. Although he has not been involved in business management in the past, the Company has judged that Mr. Miyake will be able to appropriately perform duties as Outside Auditor by utilizing the knowledge he has developed thus far, and therefore proposes his election as Auditor.</p>			

(Notes)

1. There are no special interests between each candidate and the Company.
2. Mr. Kenkichi Fukuda and Mr. Yudai Miyake are candidates for Outside Auditor.
3. If Mr. Kenkichi Fukuda and Mr. Yudai Miyake are elected, the Company plans to notify Tokyo Stock Exchange, Inc. of their appointments as independent directors.
4. Mr. Yoshinori Hashimura has entered into agreements with the Company in accordance with Article 427, Paragraph 1 of the Companies Act to limit his liability to the amount stipulated in laws and regulations, provided he has executed his duties in good faith and without gross negligence. If he is elected, the Company plans to continue the liability limitation agreements with him. Furthermore, if Mr. Kenkichi Fukuda and Mr. Yudai Miyake are elected, they will enter into the liability limitation agreements.
5. The Company has entered into a directors and officers (D&O) liability insurance contract with an insurance company as provided for in Article 430-3, Paragraph 1 of the Companies Act. The insurance policy covers damages that may arise when the insured Auditor assumes liability for the execution of his or her duties or receives a claim related to the pursuit of such liability. However, there are certain exclusions, such as no coverage for damages arising from gross negligence or willful misconduct. If the candidates are reappointed as Auditor, each of them will be the insured under the insurance policy, which is to be renewed during their terms of office.
6. The Company has entered into an indemnification agreement with each of Auditors as provided for in Article 430-2, Paragraph 1 of the Companies Act, under which the Company shall indemnify them for the expenses provided for in item (1) of said paragraph and the loss provided for in item (2) of said paragraph to the extent provided for under laws and regulations; provided, however, that the indemnification agreement has provisos to ensure that the indemnification does not demotivate the indemnified Auditor to appropriately execute his or her duties, such as the provision that the indemnification does not cover expenses or loss arising from malice or gross negligence of the indemnified Auditor in the execution of his or her duties. If Mr. Yoshinori Hashimura is elected, the Company plans to continue the indemnification agreement with him. If Mr. Kenkichi Fukuda and Mr. Yudai Miyake are elected, the Company plans to enter into the indemnification agreement with them.
7. If Mr. Yudai Miyake is elected, the Company plans to elect him as a member of the Special Committee based on takeover defense measures.

(Reference) Specialty and Experience of Auditor Candidates

		Year of appointment as Director or Auditor	Corporate management	Business strategy / Marketing	Finance / Accounting	Technology / DX	Legal affairs / Risk management	Human resources / Labor affairs	ESG management	Global strategy
	Yoshinori Hashimura	2016			●			●	●	
Independent /Outside	Kenkichi Fukuda	New appointment		●	●					
Independent /Outside	Yudai Miyake	New appointment					●	●		

(Reference) Specialty and Experience of Auditor

		Year of appointment as Director or Auditor	Corporate management	Business strategy / Marketing	Finance / Accounting	Technology / DX	Legal affairs / Risk management	Human resources / Labor affairs	ESG management	Global strategy
	Tomoshige Jingu	2023			●	●			●	

Please refer to the notes on the table of “Specialty and Experience of Director Candidates” on pages 11-12 for the Company’s approach to the skill matrix.

Auditor Mr. Tomoshige Jingu is listed here for reference, although he is not subject to election at this year’s General Meeting of Shareholders.

Proposal 4: Election of 1 Substitute Auditor

To prepare for the case where the number of Auditors falls short of the quorum required by laws and regulations, the Company proposes electing one Substitute Outside Auditor.

The Substitute Auditor shall take office as Auditor if the number of Auditors falls short of the quorum required by laws and regulations, and the resolution on this proposal shall be effective until the time of commencement of the Annual General Meeting of Shareholder for the last fiscal year ending not later than four years from the election of the Substitute Auditor.

It shall be only before the Substitute Auditor takes office as Auditor that the election of the Substitute Auditor may be cancelled subject to the approval of the Board of Auditors and by the resolution of the Board of Directors.

The Board of Auditors has already given its approval to submission of this proposal.

The candidate for Auditor is as follows.

For shareholders' reference, the "Criteria Relating to the Independence and Qualifications of Outside Directors and Auditors" are provided.

Name (Date of birth)	Past experience, positions, and significant concurrent positions	Number of shares of the Company held
<p style="text-align: center;"> Independent Outside </p> <p>Toshiko Kuboki (February 26, 1960) Female</p>	<p>April 1987 Registered as an attorney (Dai-Ichi Tokyo Bar Association)</p> <p>April 1987 Joined Yamasaki & Partners</p> <p>April 1993 Established Ono and Kuboki Law Office</p> <p>February 2002 Examiner, Tokyo Family Court (to present)</p> <p>August 2003 Established Kuboki Law Office and assumed the post of Head (to present)</p> <p>April 2009 Commissioner, Retirement Allowance Committee, Board of Audit of Japan (to present)</p> <p>April 2012 Visiting Professor, Graduate School of Law, Chuo University (to present)</p> <p>June 2015 Outside Director, Qol Co., Ltd. (currently Qol Holdings Co., Ltd.) (to present)</p> <p>June 2015 Outside Auditor, Kyodo News Corporation (to present)</p> <p>June 2016 Outside Auditor, Citizen Holdings Co., Ltd. (currently Citizen Watch Co., Ltd.)</p> <p>June 2019 Outside Director, Citizen Watch Co., Ltd. (to present)</p> <p>June 2021 Member, Council on Compensation for Special Positions, Chuo Ward (to present)</p> <p>April 2023 Vice President, Tokyo Medical and Dental University (to present)</p> <p>June 2023 Director serving on the Audit & Supervisory Committee, ASAHI YUKIZAI CORPORATION (to present)</p>	0
<p>[Reason for nomination as Substitute Outside Auditor candidate]</p> <p>Ms. Toshiko Kuboki has abundant expertise and experience in corporate legal affairs that she has cultivated as an attorney and an outside officer. The Company has judged that Ms. Kuboki will be able to appropriately perform duties as Outside Auditor by utilizing the knowledge she has developed thus far, and therefore proposes her election as Substitute Outside Auditor.</p>		

(Notes)

1. There are no special interests between the Substitute Auditor candidate and the Company.
2. Ms. Toshiko Kuboki is a Substitute Outside Auditor candidate.
3. If this proposal is approved and Ms. Toshiko Kuboki takes office as Outside Auditor, the Company plans to enter into an agreement with her in accordance with Article 427, Paragraph 1 of the Companies Act to limit her liability to the amount stipulated in laws and regulations, provided she has executed her duties in good faith and without gross negligence.
4. If Ms. Toshiko Kuboki takes office as Outside Auditor, the Company plans to designate her as an independent auditor stipulated by Tokyo Stock Exchange, Inc. and register her with the Exchange.
5. The Company has entered into a directors and officers (D&O) liability insurance contract with an insurance company as provided for in Article 430-3, Paragraph 1 of the Companies Act. The insurance policy covers damages that may arise when the insured Auditor assumes liability for the execution of his or her duties or receives a claim related to the pursuit of such liability. However, there are certain exclusions, such as no coverage for damages arising from gross negligence or willful misconduct. If Ms. Toshiko Kuboki takes office as Auditor, she will be the insured under the insurance policy.

6. The Company has entered into an indemnification agreement with each of Directors and Auditors as provided for in Article 430-2, Paragraph 1 of the Companies Act, under which the Company shall indemnify them for the expenses provided for in item (1) of said paragraph and the loss provided for in item (2) of said paragraph to the extent provided for under laws and regulations; provided, however, that the indemnification agreement has provisos to ensure that the indemnification does not demotivate the indemnified Director or Auditor to appropriately execute his or her duties, such as the provision that the indemnification does not cover expenses or loss arising from malice or gross negligence of the indemnified Director or Auditor in the execution of his or her duties. If Ms. Toshiko Kuboki takes office as Auditor, the Company plans to enter into the indemnification agreement with her.

(Reference)

Criteria Relating to the Independence and Qualifications of Outside Directors and Auditors

[Criteria Relating to the Independence and Qualifications of Outside Directors and Auditors]

These criteria are to determine the independence of candidates for outside director and outside auditor (hereinafter collectively referred as “Outside Officers”) of the Company, and also set forth the qualities required of candidates.

(Outside Directors)

As candidates for outside director, the Company shall nominate persons who satisfy the requirements for outside directors set forth in the Companies Act; are of outstanding character; are knowledgeable, capable and possess abundant experience; are able to appropriately fulfill the duties of outside directors; hold constructive opinions; and are expected to contribute to further growth of the Company, and the Company shall give consideration to ensuring a balance of knowledge, experience, and abilities and the diversity of the Board of Directors as a whole.

(Outside Auditors)

As candidates for outside auditor, the Company shall nominate persons who satisfy the requirements for outside auditors set forth in the Companies Act; are of outstanding character; are knowledgeable, capable and possess abundant experience; and are able to appropriately fulfill the duties of outside auditors, and the Company shall give consideration to ensuring that persons with appropriate knowledge of finance and accounting are included.

(Criteria for Determining the Independence of Outside Officers)

In the Company’s judgment, a person to whom none of the following items applies satisfies the independence criteria for an Outside Officer, or candidates for Outside Officer.

1. A business executor of the Company or a subsidiary of the Company (Note 1)
2. A person for whom the Company is a major business partner (Note 2) or a business executor thereof
3. A major business partner of the Company (Note 3) or a business executor thereof
4. A current major shareholder of the Company (a person who directly or indirectly holds 10% or more of total voting rights) or a business executor thereof
5. A person who undertakes audits of the Company as the Company’s accounting auditor or an employee etc. thereof
6. A consultant or accounting, legal, tax, or other professional receiving a significant amount (Note 4) of money or other assets from the Company other than executive remuneration. When such person is an organization such as a corporation or association, this includes a person belonging to such organization.
7. A person who receives a significant amount (Note 4) of donations or aid from the Company. When such person is an organization such as a corporation or association, this includes a director or business executor thereof.
8. When an executive officer or standing auditor of the Company concurrently serves as an outside director or outside auditor of another company, a person who is an executive director, operating officer, or executive officer of such other company
9. A person who fell under 1 to 8 above during the past three years (Note 5)
10. A person falling under 1 to 9 above or, in the case of determining the independence of an outside auditor, a spouse or relative within the second degree of kinship of an important person falling under any of the following items (Note 6)
 - (a) An accounting advisor of the Company (if such accounting advisor is a corporation, including an employee who executes the corporation’s duties; the same below)
 - (b) A director or accounting advisor who is not a business executor of a subsidiary of the Company
 - (c) A person who fell under (a) or (b) above or who during the past three years has been a director who was not a business executor of the Company

(Note 1) “Business executor” means an executive director, operating officer, executive officer, or other equivalent person or an employee.

(Note 2) “Person for whom the Company is a major business partner” means a person receiving from the

Company payments in an amount equivalent to at least 2% of annual consolidated sales in the business partner's most recent fiscal year.

(Note 3) "Major business partner of the Company" means a person who has made payments to the Company in an amount equivalent to at least 2% of the Company's annual consolidated sales in the most recent fiscal year or who has made loans to the Company in an amount equivalent to at least 2% of the Company's consolidated net assets in the most recent fiscal year.

(Note 4) "Significant amount" of money means financial assets received from the Company of 10 million yen or more per year if such person is an individual or, if such person is an organization such as a corporation or association, an amount of 10 million yen or more per year that is equivalent to at least 2% of annual consolidated sales or total revenues in such organization's most recent fiscal year.

(Note 5) With regard to 4. above, this means a person who was a business executor of a current major shareholder of the Company during the past three years.

(Note 6) "Important person" includes a director (excluding an outside director), auditor (excluding an outside auditor), executive officer, employee in a management position of department manager or higher, certified public accountant belonging to an accounting auditor, and attorney belonging to a law firm (including an associate).

End