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(Stock Exchange Code 9706)
June 11, 2025

To Shareholders with Voting Rights:

Kazuhito Tanaka
Representative Director and
President
Japan Airport Terminal Co., Ltd.
3-3-2 Haneda Airport, Ota-ku, Tokyo, Japan

**NOTICE OF
THE 81ST ORDINARY GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

We hereby inform you that the 81st Ordinary General Meeting of Shareholders of Japan Airport Terminal Co., Ltd. (the “Company”) will be held according to the details described below.

In convening this General Meeting of Shareholders, the Company has taken measures for the electronic provision of materials for the General Meeting of Shareholders and posted the matters to be provided electronically as “Notice of the 81st Ordinary General Meeting of Shareholders” on the website indicated below.

[The Company’s website]

https://www.tokyo-airport-bldg.co.jp/en/ir/stock_information/meeting.html

In addition to the above, the materials are also posted on the website indicated below.

[Website of Tokyo Stock Exchange, Inc.]

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

Please access the Tokyo Stock Exchange website indicated below, enter “Japan Airport Terminal” in the “Issue name (company name)” field or the Company’s securities code “9706” in the “Code” field and click “Search,” select “Basic information,” then “Documents for public inspection/PR information,” and click “Click here for access” below [Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting] to review the materials.

If you are not attending the meeting, you can exercise your voting rights via the Internet or in writing. Please review the Reference Documents for the General Meeting of Shareholders included in the materials provided electronically or attached to the Notice (this document) sent to shareholders and exercise your voting rights accordingly.

1. Date and Time: Thursday, June 26, 2025 at 10:00 a.m. Japan time (Doors open at 8:45 a.m.)

2. Place: Galaxy Hall, 6F, Terminal 1
3-3-2 Haneda Airport, Ota-ku, Tokyo, Japan
(Please refer to the venue map at the end of this document.)

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company's 81st Fiscal Year (April 1, 2024 - March 31, 2025), and results of audits by the Accounting Auditor and the Audit & Supervisory Committee of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company's 81st Fiscal Year (April 1, 2024 - March 31, 2025)

Matters to be resolved:

- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Partial Amendments to the Articles of Incorporation
- Proposal 3:** Election of Eleven (11) Directors (Excluding Directors who are Audit & Supervisory Committee Members)
- Proposal 4:** Election of Two (2) Directors who are Audit & Supervisory Committee Members
- Proposal 5:** Election of One (1) Substitute Director who is an Audit & Supervisory Committee Member
- Proposal 6:** Revision of the Amount of Remuneration for Outside Directors (Excluding Directors who are Audit & Supervisory Committee Members)

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- Any amendments to the matters provided electronically will be posted on the websites on which such matters are posted.
 - The documents sent to shareholders who requested the paper copy do not include the matters listed below in accordance with laws and regulations and the Articles of Incorporation of the Company. The Audit & Supervisory Committee and the Accounting Auditor audited the documents subject to audit including the following:
 - System to Ensure the Appropriateness of Operations and Overview of the Implementation Status of the System
 - Consolidated Statements of Changes in Shareholders' Equity
 - Notes to the Consolidated Financial Statements
 - Non-consolidated Statements of Changes in Shareholders' Equity
 - Notes to the Non-consolidated Financial Statements
 - If you intend to exercise your voting rights by proxy, you may do so by appointing one person as your proxy who also holds voting rights for the Company, in accordance with the provisions of Article 18 of the Company's Articles of Incorporation. A document evidencing the proxy's power of representation will need to be submitted at the reception desk along with the Voting Rights Exercise Form.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

The Company's basic policy is to pay continuous and stable dividends while taking into consideration future business development and strengthening of the management structure. Based on comprehensive consideration of the Company's financial condition and full-year operating results, the Company proposes the payment of year-end dividends as follows.

Matters concerning year-end dividends

Type of dividend property	Cash
Allotment of dividend property to shareholders and the total amount	55 yen per share of common stock of the Company Total amount: 5,122,470,320 yen The annual dividend for the fiscal year ended March 31, 2025 will be 90 yen per share, as an interim dividend of 35 yen was paid.
Effective date of dividend of surplus	June 27, 2025

Proposal 2: Partial Amendments to the Articles of Incorporation

1. Reasons for Proposal

- (1) Article 22 and Article 24 of the Proposed Amendments to the Articles of Incorporation
Amending Article 22 and Article 24 of the current Articles of Incorporation to enable establishment of an optimal management system.
- (2) Article 30 of the Proposed Amendments to the Articles of Incorporation
Abolishing the Senior Advisor post to clarify management responsibilities and reinforce corporate governance.
- (3) Adjustment to numbering of articles and other changes
Making necessary revisions following the above amendments, such as adjustment to numbering.

2. Details of Amendments

The content of the current Articles of Incorporation and the proposed changes to those Articles are listed below.

This proposal will come into effect at the conclusion of this General Meeting of Shareholders.

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed Amendments
Article 1 to Article 21 (Details omitted) (Representative Directors <u>and Directors with Special Titles</u>)	Article 1 to Article 21 (No change) (Representative Directors)
Article 22 <u>The Board of Directors may, by its resolution, appoint one Chairman of the Board of Directors, one President and a few Executive Vice Presidents, Executive Managing Directors, and Managing Directors from among the Members of the Board of Directors (excluding Directors who are Audit & Supervisory Board Members).</u>	Article 22 (Deleted)
<u>2</u> The Board of Directors shall, by resolution, select Representative Directors from among the Chairman of the Board of Directors, the President, Executive Vice Presidents, and Executive Managing Directors.	The Board of Directors shall, by resolution, select Representative Directors from among <u>Members of the Board of Directors.</u>
Article 23 (Details omitted)	Article 23 (No change)

Current Articles of Incorporation	Proposed Amendments
(Notice of Calling of Meeting of the Board of Directors) Article 24 A meeting of the Board of Directors shall be convened and chaired <u>by the Chairman of the Board of Directors</u> , unless otherwise provided for by laws and regulations.	(Notice of Calling of Meeting of the Board of Directors) Article 24 A meeting of the Board of Directors shall be convened and chaired <u>by a Member of the Board of Directors appointed by the Board of Directors in advance</u> , unless otherwise provided for by laws and regulations. <u>If the said Member of the Board of Directors is unable to attend to duties, another Member of the Board of Directors shall convene and chair the meeting, according to the order decided by the Board of Directors in advance.</u>
<u>2</u> If the post of Chairman of the Board of Directors is vacant or the Chairman of the Board of Directors is unable to attend to duties, another Member of the Board of Directors shall convene and chair the meeting, according to the order decided by the Board of Directors in advance.	(Deleted)
<u>3</u> (Details omitted)	<u>2</u> (No change)
Article 25 to Article 29 (Details omitted) (Senior Advisors)	Article 25 to Article 29 (No change)
Article 30 The Company may have Senior Advisors by resolution of the Board of Directors.	(Deleted)
<u>2</u> Senior Advisors may attend meetings of the Board of Directors and state their opinions.	(Deleted)
Article <u>31</u> to Article <u>38</u> (Details omitted)	Article <u>30</u> to Article <u>37</u> (No change)

Proposal 3: Election of Eleven (11) Directors (Excluding Directors who are Audit & Supervisory Committee Members)

The terms of office of all ten (10) Directors (excluding Directors who are Audit & Supervisory Committee Members) will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes the election of eleven (11) Members of the Board of Directors (excluding Directors who are Audit & Supervisory Committee Members). The Audit & Supervisory Committee reviewed this proposal and raised no objection.

The candidates for Members of the Board of Directors (excluding Directors who are Audit & Supervisory Committee Members) are as follows.

No.	Name	
1	Kazuhito Tanaka	[Reappointment]
2	Yoko Koyama	[Reappointment]
3	Takeshi Fujino	[Reappointment]
4	Keishi Matsuda	[Reappointment]
5	Keiji Kimura	[Reappointment] [Outside] [Independent]
6	Ichiro Fukuzawa	[Reappointment] [Outside]

No.	Name	
7	Yukihiro Kawamata	[Reappointment] [Outside] [Independent]
8	Yuji Saito	[Reappointment] [Outside]
9	Osamu Sudoh	[New appointment] [Outside] [Independent]
10	Shigeyuki Taguchi	[New appointment]
11	Isamu Jinguji	[New appointment]

[Reappointment]: Candidate for reappointment as Member of the Board of Directors

[New appointment]: Candidate for appointment as Member of the Board of Directors

[Outside]: Candidate for Outside Director

[Independent]: Candidate for Independent Director as stipulated by the Tokyo Stock Exchange

No.	Name (Date of birth)	Past experience, positions and responsibilities	Number of shares of the Company held
1	Kazuhito Tanaka (March 8, 1965) [Reappointment]	<p>April 1987 Joined the Company</p> <p>June 2011 Executive Officer and Vice President, Corporate Planning Division, Corporate Planning Department</p> <p>June 2013 Managing Executive Officer and Vice President, Corporate Planning Division, Corporate Planning Department</p> <p>July 2014 Managing Executive Officer; Deputy Senior Vice President, Corporate Planning Department; and Deputy Senior Vice President, Administration Department</p> <p>June 2015 Managing Director and Executive Officer; Senior Vice President, Corporate Planning Department</p> <p>June 2020 Senior Managing Director and Executive Officer</p> <p>June 2023 Member of the Board of Directors, Executive Vice President and Executive Officer</p> <p>May 2025 Representative Director and President (current position)</p> <p>[Responsibilities] Chairman of the Board of Directors Chairman of the Executive Committee Chairman of the Business Management Committee Chairman of the Group Executive Committee Chairman of the Compliance Promotion Committee Chairman of the Sustainability Committee Chairman of the Risk Management Committee</p>	16,100
<p>[Reason for nomination as candidate for Member of the Board of Directors]</p> <p>Mr. Kazuhito Tanaka has been responsible for accounting, corporate planning and other departments to date, through which he has gained abundant experience and broad insight. The Company nominates him as a candidate for a Member of the Board of Directors as it expects him to play an important role in supervising the execution of duties, among other responsibilities.</p>			

No.	Name (Date of birth)	Past experience, positions and responsibilities	Number of shares of the Company held
2	Yoko Koyama (January 12, 1968) [Reappointment]	<p>April 1992 Joined the Company</p> <p>June 2016 Managing Executive Officer and Deputy Senior Vice President, Corporate Planning Department</p> <p>July 2017 Managing Executive Officer and Deputy Senior Vice President, Business Development Department</p> <p>August 2017 Outside Director, Haneda Mirai Kaihatsu Co., Ltd. (current position)</p> <p>April 2019 Outside Director, Kyushu Kumamoto International Airport Co., Ltd. (current position)</p> <p>July 2019 Managing Executive Officer; Deputy Senior Vice President, Business Development Department; and Deputy Senior Vice President, Passenger Terminal Operation Department (in charge of Facility Planning Office / Tokyo Olympic & Paralympic Games Promotion Office)</p> <p>June 2020 Managing Director and Executive Officer</p> <p>June 2023 Senior Managing Director and Executive Officer (current position)</p> <p>[Responsibilities] Senior Vice President, Business Development Department Senior Vice President, Passenger Terminal Operation Department (in charge of Facility Management Group) Special Executive Assistant to the President</p> <p>[Significant concurrent positions] Outside Director, Haneda Mirai Kaihatsu Co., Ltd. Outside Director, Kyushu Kumamoto International Airport Co., Ltd.</p>	8,900
<p>[Reason for nomination as candidate for Member of the Board of Directors] Ms. Yoko Koyama has been responsible for corporate planning, business development and other departments to date, through which she has gained abundant experience and broad insight. The Company nominates her as a candidate for a Member of the Board of Directors as it expects her to play an important role in supervising the execution of duties, among other responsibilities.</p>			

No.	Name (Date of birth)	Past experience, positions and responsibilities	Number of shares of the Company held
3	Takeshi Fujino (January 3, 1968) [Reappointment]	<p>April 1991 Joined the Company</p> <p>June 2013 Executive Officer and Vice President, International Terminal Business Department</p> <p>June 2016 Managing Executive Officer, Deputy Senior Vice President, Operation Department</p> <p>June 2020 Chief Managing Executive Officer; Deputy Senior Vice President, Passenger Terminal Operation Department; Deputy Senior Vice President, Business Development Department</p> <p>June 2021 Chief Managing Executive Officer in charge of Business Promotion Office; Deputy Senior Vice President, Business Development Department; Deputy Senior Vice President, Passenger Terminal Operation Department</p> <p>June 2022 Chief Managing Executive Officer in charge of Business Promotion Office; Deputy Senior Vice President, Business Development Department (in charge of New Business); Deputy Senior Vice President, Passenger Terminal Operation Department (in charge of Retail Sales)</p> <p>June 2023 Senior Managing Director and Executive Officer (current position)</p> <p>[Responsibilities] Vice President, Business Development Department (in charge of New Business) Senior Vice President, Passenger Terminal Operation Department (in charge of Retail Sales Group) Special Executive Assistant to the President</p>	7,300
<p>[Reason for nomination as candidate for Member of the Board of Directors]</p> <p>Mr. Takeshi Fujino has been responsible for sales, business development and other departments to date, through which he has gained abundant experience and broad insight. The Company nominates him as a candidate for a Member of the Board of Directors as it expects him to play an important role in supervising the execution of duties, among other responsibilities.</p>			

No.	Name (Date of birth)	Past experience, positions and responsibilities	Number of shares of the Company held
4	Keishi Matsuda (March 19, 1972) [Reappointment]	<p>April 1994 Joined the Company</p> <p>June 2019 Executive Officer; General Manager, Corporate Planning Group, Planning & Administration Department; Vice President, Business Reform Office; Vice President, Facility Planning Office / Tokyo Olympic & Paralympic Games Promotion Office, Facility Management Group, Passenger Terminal Operation Department</p> <p>June 2020 Executive Officer; General Manager, Corporate Planning Group, Planning & Administration Department; General Manager, Facility Management Group, Passenger Terminal Operation Department; Vice President, Facility Planning Office / Tokyo Olympic & Paralympic Games Promotion Office</p> <p>June 2022 Executive Officer; General Manager, Corporate Planning Group, Planning & Administration Department; Vice President, Facility Planning Office; General Manager, Business Development Department</p> <p>June 2023 Managing Director and Executive Officer (current position)</p> <p>[Responsibilities] Deputy Senior Vice President, Planning & Administration Department (in charge of Corporate Planning Group) Deputy Senior Vice President, Business Development Department (in charge of overall business development) Special Executive Assistant to the President</p>	4,500
<p>[Reason for nomination as candidate for Member of the Board of Directors]</p> <p>Mr. Keishi Matsuda has been responsible for corporate planning, facility planning and development, business development and other departments to date, through which he has gained abundant experience and broad insight. The Company nominates him as a candidate for a Member of the Board of Directors as it expects him to play an important role in supervising the execution of duties, among other responsibilities.</p>			

No.	Name (Date of birth)	Past experience, positions and responsibilities	Number of shares of the Company held
5	Keiji Kimura (February 21, 1947) [Reappointment] [Outside] [Independent]	May 1970 Joined Mitsubishi Estate Co., Ltd. June 2005 President & Representative Director, Mitsubishi Estate Co., Ltd. April 2011 Chairman & Representative Director, Mitsubishi Estate Co., Ltd. June 2016 Chairman of the Board, Mitsubishi Estate Co., Ltd. April 2017 Director, Mitsubishi Estate Co., Ltd. June 2017 Senior Advisor, Mitsubishi Estate Co., Ltd. (current position) June 2018 Outside Director, Matsumotokiyoshi Holdings Co., Ltd. (current position) June 2019 Chairperson, Japan Building Owners & Managers Association (current position) June 2019 Outside Director, the Company (current position) [Significant concurrent positions] Senior Advisor, Mitsubishi Estate Co., Ltd. Outside Director, Matsumotokiyoshi Holdings Co., Ltd. Chairperson, Japan Building Owners & Managers Association	0
[Reason for nomination as candidate for Outside Director and outline of expected roles] Mr. Keiji Kimura has served as a representative director of a company engaged in real estate business, etc. in the past, through which he has gained abundant experience and broad insight as a manager. The Company nominates him as a candidate for an Outside Director as it expects him to contribute to the enhancement of the effectiveness of the Board of Directors mainly by supervising the management from an objective standpoint, independent from the execution of duties based on these experiences and insight.			

No.	Name (Date of birth)	Past experience, positions and responsibilities	Number of shares of the Company held
6	<p>Ichiro Fukuzawa (April 14, 1961)</p> <p>[Reappointment] [Outside]</p>	<p>October 1989 Joined ALL NIPPON AIRWAYS CO., LTD.</p> <p>June 2019 Member of the Board of Directors and Deputy Executive Officer, ANA HOLDINGS INC.</p> <p>April 2020 Member of the Board of Directors and Executive Officer, ANA HOLDINGS INC.</p> <p>April 2021 Member of the Board of Directors and Senior Executive Officer, ANA HOLDINGS INC.</p> <p>April 2022 Representative Director and Executive Vice President, ANA HOLDINGS INC.</p> <p>April 2022 Representative Director and Executive Vice President, ALL NIPPON AIRWAYS CO., LTD.</p> <p>June 2022 Outside Director, the Company (current position)</p> <p>April 2024 Senior Advisor, ANA HOLDINGS INC.</p> <p>June 2024 Full-time Audit & Supervisory Board Member, ANA HOLDINGS INC. (current position)</p> <p>June 2024 Full-time Audit & Supervisory Board Member, ALL NIPPON AIRWAYS CO., LTD. (current position)</p> <p>[Significant concurrent positions] Full-time Audit & Supervisory Board Member, ANA HOLDINGS INC. Full-time Audit & Supervisory Board Member, ALL NIPPON AIRWAYS CO., LTD.</p>	0
<p>[Reason for nomination as candidate for Outside Director and outline of expected roles] Mr. Ichiro Fukuzawa has served as a representative director of a company engaged in air transportation business, etc. in the past, through which he has gained abundant experience and broad insight as a manager. The Company nominates him as a candidate for an Outside Director as it expects him to contribute to the enhancement of the effectiveness of the Board of Directors mainly by supervising the management from an objective standpoint, independent from the execution of duties based on these experiences and insight.</p>			

No.	Name (Date of birth)	Past experience, positions and responsibilities		Number of shares of the Company held
7	Yukihiro Kawamata (February 10, 1964) [Reappointment] [Outside] [Independent]	April 1986	Joined Keikyu Corporation	0
		June 2016	Director, Keikyu Corporation	
		June 2019	Director, Managing Executive Officer, Keikyu Corporation	
		April 2022	Representative Director, President and Executive Officer, Keikyu Corporation (current position)	
		June 2023	Outside Director, the Company (current position)	
		[Significant concurrent positions] Representative Director, President and Executive Officer, Keikyu Corporation		
[Reason for nomination as candidate for Outside Director and outline of expected roles] Mr. Yukihiro Kawamata serves as a representative director of a company engaged in transportation business, real estate business, etc., and has abundant experience and broad insight as a manager. The Company nominates him as a candidate for an Outside Director as it expects him to contribute to the enhancement of the effectiveness of the Board of Directors mainly by supervising the management from an objective standpoint, independent from the execution of duties based on these experiences and insight.				
8	Yuji Saito (September 26, 1964) [Reappointment] [Outside]	April 1988	Joined Japan Airlines Co., Ltd.	0
		April 2019	Executive Officer and Senior Vice President, Corporate Control Division, Japan Airlines Co., Ltd.	
		April 2021	Managing Executive Officer; Senior Vice President, Corporate Planning Division; Senior Vice President, Corporate Control Division, Japan Airlines Co., Ltd.	
		April 2023	Senior Managing Executive Officer; Senior Vice President, Corporate Planning Division, Japan Airlines Co., Ltd.	
		June 2023	Chief Financial Officer of the JAL Group Director, Senior Managing Executive Officer; Senior Vice President, Corporate Planning Division, Japan Airlines Co., Ltd.	
		April 2024	Chief Financial Officer of the JAL Group Representative Director, Executive Vice President, Japan Airlines Co., Ltd. (current position) Chief Financial Officer of the JAL Group (current position)	
		June 2024	Outside Director, the Company (current position)	
		[Significant concurrent positions] Representative Director, Executive Vice President, Chief Financial Officer, Japan Airlines Co., Ltd.		
[Reason for nomination as candidate for Outside Director and outline of expected roles] Mr. Yuji Saito serves as a representative director of a company engaged in air transportation business, etc., through which he has gained abundant experience and broad insight as a manager. The Company nominates him as a candidate for an Outside Director as it expects him to contribute to the enhancement of the effectiveness of the Board of Directors mainly by supervising the management from an objective standpoint, independent from the execution of duties based on these experiences and insight.				

No.	Name (Date of birth)	Past experience, positions and responsibilities	Number of shares of the Company held
9	Osamu Sudoh (January 24, 1952) [New appointment] [Outside] [Independent]	<p>April 1980 Registered as a lawyer</p> <p>April 1983 Partner, Tokyo Yaesu Law Offices</p> <p>April 1993 Founder and Partner, Asahi Law Offices</p> <p>June 1999 Founder and Partner, Sudoh-Takai Law Offices</p> <p>May 2016 Founder and Partner, SUDOH & PARTNERS (current position)</p> <p>June 2016 Audit & Supervisory Board Member, Pronexus Inc. (current position)</p> <p>June 2016 Outside Audit & Supervisory Board Member, Keikyu Corporation (current position)</p> <p>[Significant concurrent positions]</p> <p>Partner, SUDOH & PARTNERS</p> <p>Audit & Supervisory Board Member, Pronexus Inc.</p> <p>Outside Audit & Supervisory Board Member, Keikyu Corporation</p>	0
<p>[Reason for nomination as candidate for Outside Director and outline of expected roles]</p> <p>While Mr. Osamu Sudoh has no experience of being involved in corporate management other than as an outside officer, he has abundant experience and broad insight as a lawyer. The Company nominates him as a candidate for an Outside Director as it expects him to contribute to the enhancement of the effectiveness of the Board of Directors mainly by supervising the management from an objective standpoint, independent from the execution of duties based on these experiences and insight.</p>			
10	Shigeyuki Taguchi (February 4, 1956) [New appointment]	<p>April 1978 Joined Japan Airlines Co., Ltd.</p> <p>April 2008 Fukuoka Airport Branch Manager, Japan Airlines Co., Ltd., and Representative Director and President, JAL Sky Kyushu Co., Ltd.</p> <p>June 2010 Director, Tokyo International Air Terminal Corporation</p> <p>August 2010 Managing Director, Tokyo International Air Terminal Corporation</p> <p>June 2016 Managing Executive Officer, the Company</p> <p>June 2017 Senior Managing Executive Officer, the Company</p> <p>June 2018 Chief Senior Managing Executive Officer, the Company (current position)</p> <p>[Responsibilities]</p> <p>In charge of Business Reform Office</p> <p>In charge of Digital Business Office</p> <p>Senior Vice President, Planning & Administration Department (in charge of General Affairs Group)</p> <p>Special Executive Assistant to the President</p>	6,700
<p>[Reason for nomination as candidate for Member of the Board of Directors]</p> <p>Mr. Shigeyuki Taguchi served as a representative director of other companies in the past. He has been responsible for general affairs, IT and digital business promotion, and other departments to date, through which he has gained abundant experience and broad insight. The Company nominates him as a candidate for a Member of the Board of Directors as it expects him to play an important role in making decisions on important management matters and supervising the execution of business.</p>			

No.	Name (Date of birth)	Past experience, positions and responsibilities	Number of shares of the Company held
11	Isamu Jinguji (May 18, 1956) [New appointment]	<p>April 1979 Joined Japan Airlines Co., Ltd.</p> <p>February 2010 Paris Branch Manager, European Regional Manager's Office and Paris Sales Office Manager, Japan Airlines Co., Ltd.</p> <p>July 2016 Full-time Adviser, the Company</p> <p>June 2017 Managing Executive Officer, the Company</p> <p>June 2020 Chief Managing Executive Officer, the Company</p> <p>June 2023 Senior Managing Executive Officer (current position)</p> <p>[Responsibilities] Senior Vice President, Planning & Administration Department (in charge of Corporate Planning Group)</p>	3,200
<p>[Reason for nomination as candidate for Member of the Board of Directors] Mr. Isamu Jinguji has been responsible for accounting, corporate planning, and other departments to date, through which he has gained abundant experience and broad insight. The Company nominates him as a candidate for a Member of the Board of Directors as it expects him to play an important role in supervising the execution of duties, among other responsibilities.</p>			

Notes: 1. Special interests between the respective candidates and the Company:

- (1) The Company has a facility management contract agreement with Keikyu Corporation, of which Mr. Yukihiro Kawamata is the Representative Director, President and Executive Officer.
- (2) The Company has a lease agreement, etc. with Japan Airlines Co., Ltd., of which Mr. Yuji Saito is the Representative Director and Executive Vice President, for the Haneda Airport Passenger Terminal Building, etc.
- (3) There are no special interests between the Company and the other candidates.
2. The five candidates, Mr. Keiji Kimura, Mr. Ichiro Fukuzawa, Mr. Yukihiro Kawamata, Mr. Yuji Saito, and Mr. Osamu Sudoh, are candidates for Outside Directors.
3. The number of years since the candidates for Outside Directors assumed office as Outside Directors is as follows:
 - 1) Mr. Keiji Kimura will have held office as an Outside Director for six years at the conclusion of this General Meeting of Shareholders.
 - 2) Mr. Ichiro Fukuzawa will have held office as an Outside Director for three years at the conclusion of this General Meeting of Shareholders.
 - 3) Mr. Yukihiro Kawamata will have held office as an Outside Director for two years at the conclusion of this General Meeting of Shareholders.
 - 4) Mr. Yuji Saito will have held office as an Outside Director for one year at the conclusion of this General Meeting of Shareholders.
4. The Company has designated Mr. Keiji Kimura, Mr. Yukihiro Kawamata, and Mr. Osamu Sudoh as Independent Directors as stipulated by the Tokyo Stock Exchange and has notified the Exchange of such designation. If their reappointment is approved, they will continue to be Independent Directors.
5. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into agreements with Mr. Keiji Kimura, Mr. Ichiro Fukuzawa, Mr. Yukihiro Kawamata, and Mr. Yuji Saito to limit their liability for damages stipulated in Article 423, Paragraph 1 of the said Act to the amount stipulated in Article 425, Paragraph 1 of the same Act. If the reappointment of the said candidates is approved, the Company plans to continue the said agreements. If the election of Mr. Osamu Sudoh is approved, the Company plans to enter into a similar agreement with him to limit his liability for damages.

6. The Company has entered into a Directors and Officers liability insurance contract stipulated in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. The insurance policy covers legal damages and litigation expenses to be borne by the insured, in the event that a claim for damages is made against the insured due to an act committed by the insured in his/her capacity as an officer, etc. of the Company (including failure to act as such). Each of the candidates will be included as the insured under the said insurance contract. The Company plans to renew the insurance contract with the same terms and conditions during their terms of office.
7. As described in “1. Matters Concerning the Current Status of the Group (1) Progress and Results of Business,” it was detected that inappropriate actions had been taken with respect to the selection of business partners of a subsidiary of the Company, in light of the basic compliance policy established by the Company.

Although Mr. Keiji Kimura, Mr. Ichiro Fukuzawa, Mr. Yukihiro Kawamata, and Mr. Yuji Saito were unaware of these incidents in advance, they regularly made proposals from the perspective of strengthening governance and compliance at meetings of the Board of Directors. Since becoming aware of the incidents, they have made statements emphasizing the necessity and importance of thorough investigation, analysis of the root cause, and measures to prevent recurrence, and are fulfilling their responsibilities.

Proposal 4: Election of Two (2) Directors who are Audit & Supervisory Committee Members

The term of office of Director who is an Audit & Supervisory Committee Member Mr. Kenji Iwasaki will expire at the conclusion of this General Meeting of Shareholders. Accordingly, in order to strengthen the audit system, the Company proposes the election of two (2) Directors who are Audit & Supervisory Committee Members, thereby increasing the number by one (1).

If this proposal is approved and passed, the number of Directors who are Audit & Supervisory Committee Members will be four (4).

The Audit & Supervisory Committee has given its consent to this proposal.

The candidates for Directors who are Audit & Supervisory Committee Members are as follows.

No.	Name (Date of birth)	Past experience, positions and responsibilities	Number of shares of the Company held
1	Kenji Iwasaki (January 3, 1955) [Reappointment] [Outside] [Independent]	<p>April 1978 Joined Tokio Marine & Fire Insurance Co., Ltd.</p> <p>June 2010 Managing Director, Tokio Marine & Nichido Fire Insurance Co., Ltd.</p> <p>April 2014 Senior Managing Director, Tokio Marine & Nichido Fire Insurance Co., Ltd.</p> <p>April 2017 Executive Vice President, Tokio Marine & Nichido Fire Insurance Co., Ltd. Vice President Executive Officer, Tokio Marine Holdings, Inc.</p> <p>June 2017 Executive Vice President, Tokio Marine & Nichido Fire Insurance Co., Ltd. Executive Vice President, Tokio Marine Holdings, Inc.</p> <p>June 2018 Executive Director, The General Insurance Association of Japan</p> <p>June 2022 Outside Director, SOHGO SECURITY SERVICES CO., LTD. (current position)</p> <p>June 2023 Outside Director (Audit & Supervisory Committee Member), the Company (current position)</p> <p>[Significant concurrent positions] Outside Director, SOHGO SECURITY SERVICES CO., LTD.</p>	0
<p>[Reason for nomination as candidate for Outside Director who is an Audit & Supervisory Committee Member] Mr. Kenji Iwasaki was responsible for corporate planning and other operations of other companies in the past, through which he has gained abundant experience and broad insight. The Company therefore nominates him as a candidate for Outside Director who is an Audit & Supervisory Committee Member as it expects him to appropriately audit and supervise the Company's execution of business based on these experiences and insight.</p>			

No.	Name (Date of birth)	Past experience, positions and responsibilities	Number of shares of the Company held
2	Kenta Nakajo (September 24, 1971) [New appointment]	<p>April 1994 Joined the Company</p> <p>July 2016 Vice President, Corporate Planning Division, Corporate Planning Department</p> <p>November 2016 Vice President, Business Development and Airline Sales Division, Business Development Department, and Vice President, Corporate Planning Division, Corporate Planning Department</p> <p>July 2017 Vice President, Airport Development Division, Business Development Department, Acting Manager, Domestic Airport Business Section, and Vice President, Business Marketing Division</p> <p>June 2020 Executive Officer, General Manager, Business Development Department, and General Manager, Retail Sales Group, Passenger Terminal Operation Department</p> <p>June 2022 Executive Officer, General Manager, Retail Sales Group, Passenger Terminal Operation Department</p> <p>June 2023 Managing Executive Officer, General Manager, Retail Sales Group, Passenger Terminal Operation Department (current position)</p>	3,700
<p>[Reason for nomination as candidate for Director who is an Audit & Supervisory Committee Member]</p> <p>Mr. Kenta Nakajo has been responsible for corporate planning, business development, and other departments to date, through which he has gained abundant experience and broad insight. The Company therefore nominates him as a candidate for Director who is an Audit & Supervisory Committee Member as it expects him to appropriately audit and supervise the Company's execution of business based on these experiences and insight.</p>			

- Notes:
1. There are no special interests between the Company and the candidates.
 2. Mr. Kenji Iwasaki is a candidate for Outside Director who is an Audit & Supervisory Committee Member.
 3. The number of years since Mr. Kenji Iwasaki assumed office as Outside Director who is an Audit & Supervisory Committee Member
Mr. Kenji Iwasaki will have held office as an Outside Director who is an Audit & Supervisory Committee Member for two years at the conclusion of this General Meeting of Shareholders.
 4. The Company has designated Mr. Kenji Iwasaki as an Independent Director as stipulated by the Tokyo Stock Exchange and has notified the Exchange of such designation. If his reappointment is approved, he will continue to be an Independent Director.
 5. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Mr. Kenji Iwasaki to limit his liability for damages stipulated in Article 423, Paragraph 1 of the said Act to the amount stipulated in Article 425, Paragraph 1 of the same Act. If the reappointment of the said candidate is approved, the Company plans to continue the said agreement. If the election of Mr. Kenta Nakajo is approved, the Company plans to enter into a similar agreement with him to limit his liability for damages.
 6. The Company has entered into a Directors and Officers liability insurance contract stipulated in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. The insurance policy covers legal damages and litigation expenses to be borne by the insured, in the event that a claim for damages is made against the insured due to an act committed by the insured in his/her capacity as an officer, etc. of the Company (including failure to act as such). Each of the candidates will be

included as the insured under the said insurance contract. The Company plans to renew the insurance contract with the same terms and conditions during their terms of office.

7. As described in “1. Matters Concerning the Current Status of the Group (1) Progress and Results of Business,” it was detected that inappropriate actions had been taken with respect to the selection of business partners of a subsidiary of the Company, in light of the basic compliance policy established by the Company.

Although Mr. Kenji Iwasaki was unaware of these incidents in advance, he regularly made proposals from the perspective of strengthening governance and compliance at meetings of the Board of Directors. Since becoming aware of the incidents, he has made statements emphasizing the necessity and importance of thorough investigation, analysis of the root cause, and measures to prevent recurrence, and is fulfilling his responsibilities.

If Proposals 3 and 4 are approved, the skills matrix for the Members of the Board of Directors will be as described in the below table.

Name	Position in the Company	Independent Officer	Professional expertise and experience							
			Corporate management	Finance/ accounting	Legal affairs / compliance	Global experience	Safety & security	Real estate / facilities	Marketing/ sales	Airports/aviation
Kazuhiro Tanaka	Representative Director and President		○	○	○	○				○
Yoko Koyama	Representative Director, Senior Managing Executive Officer					○	○	○	○	○
Takeshi Fujino	Director, Senior Managing Executive Officer							○	○	○
Shigeyuki Taguchi	Director, Senior Managing Executive Officer		○		○	○	○			○
Isamu Jinguji	Director, Senior Managing Executive Officer			○		○				○
Keishi Matsuda	Director, Managing Executive Officer			○		○	○	○		○
Keiji Kimura	Outside Director	○	○			○	○	○		
Ichiro Fukuzawa	Outside Director		○	○			○			○
Yukihiro Kawamata	Outside Director	○	○				○	○	○	
Yuji Saito	Outside Director		○	○			○		○	○
Osamu Sudoh	Outside Director	○			○					
Kenta Nakajo	Director, Audit & Supervisory Committee Member			○					○	○
Tamaki Kakizaki	Outside Director, Audit & Supervisory Committee Member	○			○					
Ryoko Takeda	Outside Director, Audit & Supervisory Committee Member	○		○	○	○				
Kenji Iwasaki	Outside Director, Audit & Supervisory Committee Member	○	○	○					○	

Proposal 5: Election of One (1) Substitute Director who is an Audit & Supervisory Committee Member

In preparation for any potential shortfall in the number of Directors who are Audit & Supervisory Committee Members as stipulated in laws and regulations, the Company proposes the election of one Substitute Director who is an Audit & Supervisory Committee Member. The Audit & Supervisory Committee has already given its consent to this proposal.

The effect of this appointment can be revoked by resolution of the Board of Directors, with the consent of the Audit & Supervisory Committee, provided that resolution is taken before the Substitute Director who is an Audit & Supervisory Committee Member becomes a Director who is an Audit & Supervisory Committee Member.

The candidate for Substitute Director who is an Audit & Supervisory Committee Member is as follows.

Name (Date of birth)	Career summary and positions		Number of shares of the Company held
Yoko Sugita (September 18, 1976) [Outside] [Independent]	April 1999	Joined Tokyo Office, Asahi Audit Corporation (now KPMG AZSA LLC)	0
	January 2004	Joined San Francisco Office, BDO Seidman LLP	
	January 2009	Participated in Advantage Partners Inc.	
	January 2015	Partner, Phronesis Partners Co., Ltd.	
	June 2023	Substitute Outside Director (Audit & Supervisory Committee Member), the Company (current position)	
	March 2025	Partner, BLUEPASS CAPITAL INC. (current position)	
[Reason for nomination as a candidate for Substitute Outside Director who is an Audit & Supervisory Committee Member and outline of expected role] Ms. Yoko Sugita has abundant experience and broad insight as a certified public accountant. The Company therefore nominates her as a candidate for Substitute Outside Director who is an Audit & Supervisory Committee Member as it expects her to be able to use her experience and expertise to appropriately audit and supervise the Company's execution of business if she were to be appointed as an Outside Director who is an Audit & Supervisory Committee Member.			

- Notes:
1. There are no special interests between the Company and the candidate.
 2. Ms. Yoko Sugita is a candidate for Substitute Outside Director who is an Audit & Supervisory Committee Member.
 3. If Ms. Yoko Sugita were to be appointed as an Outside Director who is an Audit & Supervisory Committee Member, the Company would designate her as an Independent Officer as stipulated by the Tokyo Stock Exchange.
 4. If Ms. Yoko Sugita were to be appointed as an Outside Director who is an Audit & Supervisory Committee Member, the Company would, pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, enter into an agreement with her to limit her liability for damages stipulated in Article 423, Paragraph 1 of the said Act to the amount stipulated in Article 425, Paragraph 1 of the same Act.
 5. The Company has entered into a Directors and Officers liability insurance contract stipulated in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. The insurance policy covers legal damages and litigation expenses to be borne by the insured, in the event that a claim for damages is made against the insured due to an act committed by the insured in his/her capacity as an officer, etc. of the Company (including failure to act as such). If Ms. Yoko Sugita were to be appointed as an Outside Director who is an Audit & Supervisory Committee Member, the Company would include her as the insured under the said insurance contract.

Proposal 6: Revision of the Amount of Remuneration for Outside Directors (Excluding Directors who are Audit & Supervisory Committee Members)

The total amount of remuneration for Members of the Board of Directors of the Company (excluding Directors who are Audit & Supervisory Committee Members) was approved to be no more than 450 million yen per year (including no more than 48 million yen for Outside Directors) at the 78th Ordinary General Meeting of Shareholders held on June 24, 2022 and has been unchanged to date. As described in Proposal 3, the Company proposes to increase the number of Outside Directors by one (1) in order to further enhance and strengthen corporate governance. If Proposal 3, “Election of Eleven (11) Directors (Excluding Directors who are Audit & Supervisory Committee Members),” is approved and passed as originally proposed, the number of Members of the Board of Directors will be eleven (11) (including five (5) Outside Directors).

Therefore, it is proposed that only the amount of remuneration for Outside Directors be increased to no more than 60 million yen per year, without revising the total amount of remuneration for Members of the Board of Directors (no more than 450 million yen per year).

The Company believes that this proposal is appropriate because its content is necessary and reasonable as the total amount of remuneration for Outside Directors is to be increased in line with the increase of the number of Outside Directors, without revising the total amount of remuneration for Members of the Board of Directors. In addition, in order to ensure the appropriateness of remuneration for Members of the Board of Directors and the transparency of the decision-making process, this proposal was deliberated by the Company’s Remuneration Advisory Committee, which is chaired by an independent Outside Director and the majority of whose members are independent Outside Directors, and the Committee also believes that the proposal is appropriate in light of the above circumstances.

End