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Securities Code: 3673

(Date of commencement of electronic provision measures) February 27, 2023

(Date of delivery) March 7, 2023

To Our Shareholders

4-13-14 Higashi-Shinagawa, Shinagawa-ku, Tokyo, Japan



Broadleaf Co., Ltd.

Kenji Oyama, Representative Director, President and CEO

NOTICE OF THE 14TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

We would like to inform you that the 14th Annual General Meeting of Shareholders (the “Meeting”) of Broadleaf Co., Ltd. (the “Company”) will be held as described below.

In the convening of the Meeting, we will take measures to electronically provide the information that constitutes the content of the Reference Documents, etc. for the General Meeting of Shareholders (Matters for Electronic Provision). We kindly request that you check this information by accessing the following websites of the Company on which the information is posted.

Link for the notice	TWO-DIMENSIONAL code
The Company website https://www.broadleaf.co.jp/ir/stock/meeting/ (Please go to the Company’s website above and check the information regarding the Notice of the 14th (FY2022) Annual General Meeting of Shareholders.)	
Tokyo Stock Exchange website (Listed Company Search) https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do? Show=Sho (Please go to the TSE’s website above, enter “Broadleaf” or our “3673” security code in the issue name (company name) box, and conduct a search to reach our page. On our page, click “Basic Information” to access the “Documents for public inspection/PR information.” Information can be checked regarding the Notice of General Shareholders Meeting/Information Materials for a General Shareholders Meeting on the “Documents for public inspection” page.)	

If you are unable to attend the Meeting, you can exercise your voting rights by electromagnetic means (Internet, etc.) or in writing (by mail). Please review the accompanying Reference Documents for the General Meeting of Shareholders before exercising your voting rights.

Details are as follows.

1. **Date and Time:** Friday, March 24, 2023, 10:00 a.m., Japan time.
(Registration begins at 9:00 a.m.)
2. **Place:** The Grand Hall, 3F Shinagawa Grand Central Tower, 2-16-4 Konan, Minato-ku, Tokyo
3. **Meeting Agenda:**
Matters to be reported:
 1. The Business Report and the Consolidated Financial Statements for the 14th Fiscal Year (from January 1, 2022 to December 31, 2022) and Audit Results of the Consolidated Financial Statements by the Accounting Auditor and the Board of Corporate Auditors
 2. The Non-Consolidated Financial Statements for the 14th Fiscal Year (from January 1, 2022 to December 31, 2022)
Matters to be resolved:
 - Proposal No. 1:** Appropriation of Surplus
 - Proposal No. 2:** Election of Six (6) Directors
 - Proposal No. 3:** Election of Two (2) Substitute Corporate Auditors

4. Guide to Exercising Voting Rights

- (1) If you exercise your voting rights in writing (by mail)
Please indicate your vote for or against the proposals on the Voting Rights Exercise Form that will be sent to you along with this convocation notice and return it so that it is received by 5:30 p.m. on Thursday, March 23, 2023 (Japan time).
If neither approval nor disapproval of the proposals is indicated, you will be deemed to have indicated your approval.
- (2) If you exercise your voting rights by electronic means (Internet, etc.)
Please visit the Company's designated voting website (<https://soukai.mizuho-tb.co.jp/>), after confirming the "Instructions for Voting via the Internet" on page 6 in the Japanese version of the Meeting's booklet, vote for or against the proposals, by 5:30 p.m. on Thursday, March 23, 2023 (Japan time), in accordance with the instructions on the screen.
In addition, the electronic platform for exercising voting rights operated by Investor Communications Japan Inc. (ICJ, Inc.) is available to institutional investors.
- (3) If you exercise your voting rights more than once:
If you exercise your voting rights both by electronic means (Internet, etc.) and in writing (by mail), regardless of the date your Voting Rights Exercise Form is received, only the voting rights you exercise by electronic means (Internet, etc.) will be counted.
If you exercise your voting rights more than once by electronic means (Internet, etc.), only the voting rights you exercise last will be counted.

- © If you plan to attend in person, please present the enclosed Voting Rights Exercise Form at the reception desk upon your arrival.
For the purpose of saving resources, we will refrain from distributing related materials. So please be sure to bring this notice with you.

- © Documents containing the Matters for Electronic Provision will be sent to shareholders who request the provision of printed versions of the documents pursuant to the relevant laws and regulations and the provisions of Article 14 of our Articles of Incorporation. However, the matters listed below which will be posted on our website will not be included in the documents.
 - (i) Consolidated statement of changes in equity and notes to the consolidated financial statements
 - (ii) Non-consolidated statements of changes in equity and notes to the non-consolidated financial statementsTherefore, business reports, consolidated financial statements and financial statements contained in the documents constitute only part of the documents that have been audited by the Accounting Auditor for preparing the accounting audit report and Corporate Auditors for preparing the audit report respectively.

- © Any revisions made to this convocation notice and/or Matters for Electronic Provision will be posted on our Internet website and the TSE website.

Reference Documents for the General Meeting of Shareholders

Proposal No. 1: Appropriation of Surplus

We position the return of profit to our shareholders as an important management issue. For the fiscal year under review, we will pay a year-end dividend of 1.0 yen per share of common stock (which makes our annual dividend 1.0 yen per share).

1. Type of dividend property
Cash
2. Matters concerning the allocation and total amount of dividend property
1.0 yen per share of common stock of the Company, or 91,511,597 yen in total
3. Date on which dividends from surplus shall be effective
March 27, 2023

Proposal No. 2: Election of Six (6) Directors

The term of office of all the six (6) directors will expire at the close of this general meeting of shareholders. Accordingly, we propose the election of six (6) directors.

The candidates for directors are as follows:

Candidate No.	Name	Current positions and responsibilities in the Company	Attendance at meetings of the Board of Directors	Properties
1	Kenji Oyama	Representative Director, President and CEO	17/17 (100%)	Reappointment
2	Kenichi Yamanaka	Executive Vice President and Director	17/17 (100%)	Reappointment
3	Morio Kizawa	External Director	17/17 (100%)	Reappointment Independent External
4	Hiroshi Takada	External Director	17/17 (100%)	Reappointment Independent External
5	Risa Tanaka	External Director	17/17 (100%)	Reappointment Independent Female External
6	Kumiko Igushi	External Director	17/17 (100%)	Reappointment Independent Female External



- Date of birth
September 10, 1968
- Number of the Company's shares held
1,125,285 shares
- Attendance at meetings of the Board of Directors
17/17 (100%)

Candidate No.

1

Kenji Oyama

Reappointment

Brief personal history, positions and responsibilities

Apr. 1987	Joined Being Co., Ltd.	Oct. 2005	Consultant of ITX Corporation
Apr. 1989	Director of Being Co., Ltd.	Jan. 2006	Executive Vice President and Director of the Company
Dec. 1996	Being Investments Corp. President CEO	Jun. 2006	Representative Director, President and CEO of the Company (present)
Jul. 2000	Executive Vice President and Director of Being Co., Ltd.	Jan. 2015	Advanced Academic Agency's Visiting Professor of The Graduate School of Project Design
Jul. 2002	Executive Officer General Manager of Marketing Department and Sales Department of Being Co., Ltd.		

Reasons for nomination as candidate for Director

Mr. Kenji Oyama has a great deal of experience and achievements as well as strong leadership with respect to corporate management. The Company has nominated him again as a candidate for Director, based on the judgment that he is the right person in terms of determining the execution of important duties and supervising the execution of responsibilities by Directors and Executive Officers.



- Date of birth
October 10, 1968
- Number of the Company's shares held
91,030 shares
- Attendance at meetings of the Board of Directors
17/17 (100%)

Candidate No.

2

Kenichi Yamanaka

Reappointment

Brief personal history, positions and responsibilities

Apr. 1992	Joined Mitsubishi Electric Engineering Co., Ltd.	Oct. 2010	Executive Officer and General Manager of Administration Division of the Company
Jan. 1996	Joined Being Co., Ltd.	Jan. 2011	Executive Officer, General Manager of Administration Division and General Manager of Corporate Management Group of the Company
Apr. 2000	Executive Officer of Being Co., Ltd. in charge of Business Strategies - EC promotion	Mar. 2012	Director, Executive Officer and General Manager of Administration Division of the Company
Nov. 2005	Executive Officer CIO of JIMOS Co., Ltd. in charge of Corporate Services - BtoB Solutions	Jan. 2014	Executive Vice President and Director of the Company (present)

Reasons for nomination as candidate for Director

Mr. Kenichi Yamanaka has been supervising the administrative and business management sectors since he assumed the position of Executive Officer at the Company. In light of his career, the Company considers that he is the right person in terms of facilitating smooth organizational management on a Group-wide basis, and has therefore nominated him again as a candidate for Director.



Candidate No.

3

Morio Kizawa

Reappointment

External

Independent

Brief personal history, positions and responsibilities

Apr. 1970	Joined Nippon Univac Ltd. (now BIPROGY Inc.)	Feb. 1999	President and Representative Director of Conexant Systems Japan Co., Ltd.
Mar. 1985	Joined Citizen Watch Co., Ltd.	Feb. 2006	President and Representative Director, and Vice-President of U.S. Headquarters of Autodesk, Inc.
Sep. 1985	Citizen Europe Ltd. President and Managing Director	Mar. 2012	Advisor of Autodesk, Inc. External Director of the Company (present)
Feb. 1992	President and Representative Director, and Vice-President of U.S. Headquarters of Mentor Graphics Japan Co. Ltd. (now Siemens Electronic Design Automation Japan K.K.)		

- Date of birth
April 8, 1944
- Number of the Company's shares held
19,100 shares
- Attendance at meetings of the Board of Directors
17/17 (100%)
- Number of years as director
11 years (at the close of this general meeting of shareholders)

Reason for the selection as a candidate for External Director and expected roles

Mr. Morio Kizawa has served as Representative Director at Autodesk, Inc. and other companies and played an active role as the manager of an IT company and a global company that engage in software development and sales, etc. He has specialist knowledge and extensive experience in the industries related to the Company's business.

The Company nominated Mr. Morio Kizawa again as a candidate for External Director because, by leveraging his knowledge and experience, it can expect to obtain advice from various perspectives on the general management of the Company.

Matters relating to independence

The Company considers Mr. Morio Kizawa to be a candidate for independent director because, given his objective and neutral standpoint that is independent from the Company, he is unlikely to have conflicts of interest with general shareholders, and satisfies the requirements for independent officers as specified by the Tokyo Stock Exchange.



- Date of birth
December 22, 1946
- Number of the Company's
shares held
11,900 shares
- Attendance at meetings of
the Board of Directors
17/17 (100%)
- Number of years as director
3 years (at the close of this
general meeting of
shareholders)

Candidate No.

4

Hiroshi Takada

Reappointment

External

Independent

Brief personal history, positions and responsibilities

Apr. 1969	Joined Toyota Motor Sales Co., Ltd. (now Toyota Motor Corporation)	Dec. 2009	President and Representative Director of Toyota Motor Sales & Marketing Corp. (now Toyota Motor Corporation)
Jan. 1995	General Manager of Advertising Division of Toyota Motor Corporation	Jul. 2012	Head Director of Organization for Small & Medium Enterprises and Regional Innovation
Jun. 2001	Director of Toyota Motor Corporation	May 2013	Representative Director of All Japan Radio & Television Commercial Confederation (now All Japan Confederation of Creativity) (present)
Jun. 2003	Managing Officer of Toyota Motor Corporation		
Jun. 2005	Senior Managing Director of Toyota Motor Corporation		
Jun. 2009	Chairman and Representative Director of Toyota Administa, Inc. (now Toyota Mobility Tokyo, Inc.) Chairman of Toyota Nagoya Education Center, Inc.	Jul. 2019	Representative Director of Japan General Incorporate Association of Professionals for Medium and Small Sized Business Management Ltd. (JPBM) (present)
Oct. 2009	President and Representative Director of Toyota Marketing Japan Corporation (now Toyota Motor Corporation)	Mar. 2020	External Director of the Company (present)
		Jun. 2020	External Director of Chubu Electric Power Co., Inc. (present)

Important concurrent positions

Representative Director of All Japan Confederation of Creativity
Representative Director of JPBM

Reason for the selection as a candidate for External Director and expected roles

Mr. Hiroshi Takada engaged in the management of advertising, sales, marketing and other operations at Toyota Motor Corporation and served as an officer of the company and a representative director at its group's sales and marketing affiliates. In addition, he plays an active role as the head of an independent administrative agency that undertakes support for the management of medium- and small-sized companies. He has specialist knowledge and extensive experience for the promotion of a range of businesses.

The Company has nominated Mr. Hiroshi Takada as a candidate for External Director again because by leveraging his knowledge and experience, it can expect to obtain advice from various perspectives on sales, marketing and new business strategies of the Company.

Matters relating to independence

The Company considers Mr. Hiroshi Takada to be a candidate for independent director because, given his objective and neutral standpoint that is independent from the Company, he is unlikely to have conflicts of interest with general shareholders, and satisfies the requirements for independent officers as specified by the Tokyo Stock Exchange.

The Company engages in transactions with companies referred to in the above brief history including Toyota Motor Corporation, which however account for less than one percent of overall transactions conducted by the Company and other companies.



- Date of birth
November 14, 1966
- Number of the Company's shares held
0 shares
- Attendance at meetings of the Board of Directors
17/17 (100%)
- Number of years as director
3 years (at the close of this general meeting of shareholders)

Candidate No.

5

Risa Tanaka

Reappointment

External

Independent

Female

Brief personal history, positions and responsibilities

Apr. 1993	Joined Sendenkaigi Co., Ltd.	Jan. 2019	Member of the Central Environment Council (Ministry of the Environment) (present)
Feb. 2001	Director and Editor-in-Chief of Sendenkaigi Co., Ltd.	Feb. 2019	Member of the Social Capital Development Council and the Transport Policy Council (MLIT) (present)
Aug. 2010	Director of Japan Association for Rail Advertising (present)	Apr. 2012	Professor at The Graduate School of Project Design of Advanced Academy Agency
Apr. 2012	Executive Vice President and Managing Editor of Sendenkaigi Co., Ltd.	Apr. 2014	Executive Vice President and Managing Editor of Sendenkaigi Co., Ltd.
Jun. 2014	External Director of Japan Post Co., Ltd.	Jun. 2019	External Director of SB Players Corp. (present)
Apr. 2016	President of The Graduate School of Project Design of Advanced Academy Agency (present)	Mar. 2020	External Director of the Company (present)
	Director of Media and Information of Sendenkaigi Co., Ltd. (present)	Oct. 2020	Member of National Land Development Council (present)
		Apr. 2021	Director of Mie University (present)
		Jun. 2021	External Director of Imuraya Group Co., Ltd. (present)
		Jan. 2022	Member of the 33rd Local System Research Council (Ministry of Internal Affairs and Communications) (present)
		Jun. 2022	External Auditor of Metropolitan Expressway Co., Ltd. (present)

Important concurrent positions

President of The Graduate School of Project Design of Advanced Academy Agency

Reason for the selection as a candidate for External Director and expected roles

Ms. Risa Tanaka has a great deal of knowledge about corporate public relations and marketing, and in addition, has specialist knowledge and extensive experience related to the Company's business, particularly because she has been making proposals and recommendations for many years from various perspectives, including that as a committee member of the National Land Development Council related to the automobile industry.

The Company has nominated Ms. Risa Tanaka again as a candidate for External Director because, by benefiting from her knowledge and experience, it can expect to obtain advice from various perspectives on the Company's public relations and growth strategies.

While she was serving as an External Director of Japan Post Co., Ltd., that company received administrative punishment for illegal sales practices on December 27, 2019 from the Minister of Internal Affairs and Communications and the Financial Services Agency. While serving as an External Director of that company, she regularly gave advice related to compliance. In addition, she continued to request that the Board of Directors of the company take steps to prevent a recurrence after the illegal practices were revealed, and through these efforts, performed her duties appropriately.

Matters relating to independence

Given her objective and neutral standpoint that is independent from the Company, Ms. Risa Tanaka is unlikely to have conflicts of interest with general shareholders and satisfies the requirements for independent officers as specified by the Tokyo Stock Exchange. The Company thus considers her as a candidate for independent corporate auditor.

(Note) The name of Ms. Risa Tanaka in the family register is Risa Saito.



Candidate No.

6

Kumiko Igushi

Reappointment

External

Independent

Female

Brief personal history, positions and responsibilities

Oct. 2000	Manager of Telecom and Media Division of Deloitte Tohmatsu Consulting Co., Ltd. (now Deloitte Tohmatsu Consulting LLC)	Jun. 2009	Acquired the master of public administration degree (MPA) at Graduate School of Public Administration, Harvard University
Jan. 2003	Manager of Strategic Planning Department of Hewlett-Packard Japan, Ltd. (now Hewlett Packard Japan, G.K.)	Sep. 2011	Manager - Strategy and Market Development -, Global Business Service at IBM Japan, Ltd.
Sep. 2003	Manager of Liaison Department of Strategic Planning Office and concurrently a chief lobbyist of Hewlett-Packard Japan, Ltd. (now Hewlett Packard Japan, G.K.)	Jul. 2012	Associate Partner, Consulting Department, Global Business Service at IBM Japan, Ltd.
Jun. 2006	Manager of Business Planning Department and Manager of New Business Development Department at Aon Holdings Japan, Ltd.	Sep. 2014	Established, and President and Representative Director (CEO&COO) of K.K. Kasumigaseki Sogo Kenkyusho
	Manager of Sales Market Development Department at Aon Risk Management Japan, Ltd. (now Aon Japan Ltd.)	Nov. 2015	External Director of USEN Corporation
	HR Consulting Director at Aon Consulting Japan, Ltd. (now Aon Solutions Japan, Ltd.)	Apr. 2016	External Director of Amagasa Co., Ltd.
		Jul. 2017	External Director of USEN-NEXT HOLDINGS Co., Ltd.
		Jul. 2018	External Director of Visionary Holdings Co., Ltd (present)
		Mar. 2020	External Director of the Company (present)
		Dec. 2021	Advisor to USEN-NEXT HOLDINGS Co., Ltd.
		May 2022	External Director of Samantha Thavasa Japan Limited (present)

- Date of birth
September 3, 1968
- Number of the Company's shares held
0 shares
- Attendance at meetings of the Board of Directors
17/17 (100%)
- Number of years as director
3 years (at the close of this general meeting of shareholders)

Reason for the selection as a candidate for External Director and expected roles

Ms. Kumiko Igushi engaged in business strategies and other services in companies that operate businesses globally, and has specialist knowledge and extensive experience concerning new business development and overseas business expansion in particular.

The Company has nominated Ms. Kumiko Igushi again as a candidate for External Director because, by benefiting from her knowledge and experience, it can expect to obtain advice from various perspectives on the Company's new business management and overseas expansion.

Matters relating to independence

The Company considers Ms. Kumiko Igushi to be a candidate for independent director because, given her objective and neutral standpoint that is independent from the Company, she is unlikely to have conflicts of interest with general shareholders, and satisfies the requirements for independent officers as specified by the Tokyo Stock Exchange.

- (Note)
1. There are no special interests between any candidate for director and the Company.
 2. The candidates Mr. Morio Kizawa, Mr. Hiroshi Takada, Ms. Risa Tanaka and Ms. Kumiko Igushi are nominated as External Directors.
 3. The Company has notified the Tokyo Stock Exchange (TSE) of Mr. Morio Kizawa, Mr. Hiroshi Takada, Ms. Risa Tanaka and Ms. Kumiko Igushi as Independent Directors stipulated by the Tokyo Stock Exchange. If the re-appointment of the External Director candidates Mr. Morio Kizawa, Mr. Hiroshi Takada, Ms. Risa Tanaka and Ms. Kumiko Igushi are approved, the Company plans to keep them as Independent Officers.
 4. The Company has entered into liability limitation agreements with Mr. Morio Kizawa, Mr. Hiroshi Takada, Ms. Risa Tanaka and Ms. Kumiko Igushi pursuant to Article 427, Paragraph 1 of the Companies Act, limiting their liability for damages as provided for under Article 423, Paragraph 1 of the Companies Act. If the reappointment of External Director candidates Mr. Morio Kizawa, Mr. Hiroshi Takada, Ms. Risa Tanaka and Ms. Kumiko Igushi is approved, the Company will extend the term of the agreement. The limitation of liability for damages under these agreements is the amount specified by laws and regulations, and such limitation of liability is approved only if the applicable External Director has executed his or her duties in good faith without committing gross negligence.
 5. The Company entered into a liability insurance agreement for executive officers, etc. with an insurance company as stipulated in Article 430-3, paragraph 1 of the Companies Act to make sure that every officer, executive director and employee who is in a managerial or supervisory position at the Company or its subsidiaries is compensated for losses and damages incurred by him/her according to the said insurance. The candidates will be the insured under the insurance policy if they are appointed and take office as a Director. The insurance policy is scheduled to be renewed with the same coverage

〈Reference〉 Expertise and careers (skills matrix) of Directors and Corporate Auditor's Board members

In the skills matrix for the Company's officers, namely, directors and Corporate Auditor's Board members, skills are defined separately depending on whether officers are executive directors or non-executive directors as indicated below.

- (●) Executive director: Officer's skills that should be demonstrated for the execution of operations
- (■) Non-executive director: Officer's specific skills that the Company expects to be demonstrated.

If the election of all directors proposed in the notice of convocation is approved, the skills matrix for the Company's directors and Corporate Auditor's Board members are shown as below.

Name	Positions at the Company after the election	Expertise and Experience							
		Overall management	Industry knowledge	International experience	Sales and marketing	Technologies and R&D	ICT	Legal affairs and risk management	Finance and accounting
Kenji Oyama	Representative Director, President and CEO	●	●	●	●	●	●		●
Kenichi Yamanaka	Executive Vice President and Director	●	●		●		●	●	●
Morio Kizawa	External Director	■	■	■					
Hiroshi Takada	External Director	■	■		■				
Risa Tanaka	External Director		■		■				
Kumiko Igushi	External Director			■	■				
Kenji Hirasawa	Full-time Corporate Auditor							■	■
Tsuyoshi Nishimoto	External Corporate Auditor							■	
Hideto Ozaki	External Corporate Auditor	■							■

- (Note)
1. General management: Management experience at listed companies required to make management decisions while also taking appropriate risk-taking into account
 2. Industrial knowledge: Deep knowledge about industries surrounding the Company and SaaS-based businesses
 3. Overseas experience: Management experience backed by global perspectives nurtured at international companies
 4. Sales and marketing: Knowledge of sales activities and marketing that have a direct impact on sales and profitability of companies.
 5. Technology and research & development: Knowledge about research and development activities with a focus on software
 6. ICT: Knowledge about the utilization of digital information by means of telecommunication technologies such as the Internet
 7. Legal affairs: Knowledge about risk management and the experience thereof required to facilitate sound and stable management, while simultaneously taking laws and compliance into consideration.
 8. Finance and accounting: Knowledge about financial strategies and general accounting / tax matters at companies and experience thereof

Proposal No. 3: Election of Two (2) Substitute Corporate Auditors

The Company wishes to elect two (2) Substitute Corporate Auditors in advance in case there is a shortfall in the number of Corporate Auditors specified by laws and regulations.

The candidates for Substitute Corporate Auditors are as follows. Candidate Junichi Yamaguchi is nominated to fill any vacancy for a Corporate Auditor who is not an External Corporate Auditor, and candidate Yusuke Asakura is nominated to fill any vacancy for an External Corporate Auditor.

The Board of Corporate Auditors has approved this proposal in advance.

Candidate No.

1

Junichi Yamaguchi

	Brief personal history and positions			
■ Date of birth September 29, 1957	Apr. 1981	Joined Japan Airlines Co., Ltd.	Apr. 2014	Managing Director of JAL FOUNDATION
■ Number of the Company's shares held 0 shares	Apr. 2006	Vice President in charge of Asia & Oceania at Japan Airlines International Co., Ltd. (now Japan Airlines Co., Ltd.)	Jan. 2018	Joined the Company and appointed General Manager of the General Affairs Department
	Feb. 2010	General Manager of the General Affairs Department at Japan Airlines Co., Ltd.	Apr. 2020	Member of the Company's Internal Audit Office and an employee assisting the Corporate Auditors (present)
	May 2010	President at JAL Sunlight Co. Ltd.		

Reason for nomination as candidate for Substitute Corporate Auditor

Mr. Junichi Yamaguchi served Japan Airlines Co., Ltd. in administrative areas. After joining the Company, he was involved in internal operations as General Manager of the General Affairs Department, and currently engages in an audit services as an employee assisting the Corporate Auditors. The Company nominated Mr. Junichi Yamaguchi as a candidate for Substitute Corporate Auditor because, by leveraging his knowledge and experience, based on the judgement that he is the right person in terms of being able to appropriately carry out his duties as a Corporate Auditor of the Company.

Candidate No.

2

Yusuke Asakura

External

Independent

- Date of birth
August 19, 1982
- Number of the Company's
shares held
0 shares

Brief personal history and positions

Sep. 2007	Passed the bar examination	Mar. 2016	Substitute External Corporate Auditor of the Company
Dec. 2008	Registered as attorney-at-law	Dec. 2017	External Corporate Auditor of the Company
	Joined Bingham McCutchen Murase, Sakai Mimura Aizawa- Foreign Law Joint Enterprise	Mar. 2018	Substitute External Corporate Auditor of the Company (present)
Sep. 2011	Partner of Sanba Law Firm	May 2021	Partner of Akiyama Asakura Law Office (present)

Important concurrent positions

Partner of Akiyama Asakura Law Office

Reason for nomination as candidate for Substitute External Corporate Auditor

Mr. Yusuke Asakura is a qualified attorney-at-law and expert in corporate law, and has special knowledge and extensive experience. Although Mr. Yusuke Asakura has not been involved in corporate management in the past, the Company has continued to nominate Mr. Yusuke Asakura as a candidate for Substitute External Corporate Auditor based on the judgement that he is the right person as an External Corporate Auditor in terms of ensuring the appropriateness of the execution of the Company's business, focusing on the reinforcement of the audit capabilities of the Corporate Auditor for the aforementioned reason.

Matters relating to independence

The Company does not have any dealings with the abovementioned law firms and considers Mr. Yusuke Asakura to be a candidate for Substitute External Corporate Auditor because, given his objective and neutral standpoint that is independent from the Company, he is unlikely to have conflicts of interest with general shareholders, and satisfies the requirements for independent officers as specified by the Tokyo Stock Exchange (TSE).

- (Note)
1. There are no special interests between any candidate for substitute corporate auditor and the Company.
 2. The candidate Mr. Yusuke Asakura is nominated as Substitute External Corporate Auditor.
 3. Mr. Yusuke Asakura meets the requirements for independent officers specified by the Tokyo Stock Exchange. Accordingly, if Mr. Yusuke Asakura is appointed External Corporate Auditor, the Company will report him as an independent officer to the Tokyo Stock Exchange.
 4. If the elections of Mr. Junichi Yamaguchi and Mr. Yusuke Asakura, the candidates for Corporate Auditor, are appointed, the Company will enter into a liability limitation agreement with each of them pursuant to Article 427, Paragraph 1 of the Companies Act, limiting their liability for damages as provided for under Article 423, Paragraph 1 of the Companies Act. The limitation of liability for damages under these agreements is the amount specified by laws and regulations, and such limitation of liability is approved only if the applicable Corporate Auditor has executed his or her duties in good faith without committing gross negligence.
 5. The Company entered into a liability insurance agreement for executive officers, etc. with an insurance company as stipulated in Article 430-3, paragraph 1 of the Companies Act to make sure that every officer, executive director and employee who is in a managerial or supervisory position at the Company or its subsidiaries is compensated for losses and damages incurred by him/her according to the said insurance. If Mr. Junichi Yamaguchi and Mr. Yusuke Asakura are elected as Corporate Auditor, they will also be insured under the agreement.