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Securities Code: 7514

November 5, 2021

To our shareholders:

Yusaku Komori
Representative Director, Chairman and
President
HIMARAYA Co., Ltd.
1-1 Ezoe 1-chome, Gifu-shi, Gifu

Notice of the 46th Annual General Meeting of Shareholders

We are pleased to announce the 46th Annual General Meeting of Shareholders of HIMARAYA Co., Ltd. (the “Company”), which will be held as described below.

Instead of attending the meeting in person, you may exercise your voting rights in writing or by electromagnetic method (via the internet, etc.). Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights no later than 6:30 p.m., Thursday, November 25, 2021 (JST).

- 1. Date and Time:** Friday, November 26, 2021, at 10:00 a.m. (JST) (Reception starts at 9:00 a.m.)
- 2. Venue:** Large Conference Room, 5th floor of Juroku Plaza
10-11 Hashimoto-cho 1-chome, Gifu-shi, Gifu

3. Purpose of the Meeting

Matters to be reported:

1. Business Report and Consolidated Financial Statements for the 46th term (from September 1, 2020 to August 31, 2021), as well as the audit results of Consolidated Financial Statements by the Financial Auditor and the Audit and Supervisory Committee
2. Non-consolidated Financial Statements for the 46th term (from September 1, 2020 to August 31, 2021)

Matters to be resolved:

- | | |
|-----------------------|---|
| Proposal No. 1 | Appropriation of Surplus |
| Proposal No. 2 | Amendment to the Articles of Incorporation |
| Proposal No. 3 | Election of Six Directors (Excluding Directors Who Are Audit and Supervisory Committee Members) |
| Proposal No. 4 | Election of Three Directors Who Are Audit and Supervisory Committee Members |
| Proposal No. 5 | Election of One Substitute Director Who Is an Audit and Supervisory Committee Member |
| Proposal No. 6 | Determination of Remuneration for Granting Restricted Shares to Directors Excluding Outside Directors |

When attending the meeting in person, please hand in the enclosed voting form at the reception desk at the meeting venue.

Of the items required to be provided at the time of this Notice, the following have been posted on the Company’s website (<https://www.himaraya.co.jp/> (Japanese only)), and are therefore not attached herewith, in accordance with the provisions of relevant laws and regulations and Article 16 of the Company’s Articles of Incorporation.

- (i) “System to ensure the properness of operations and operational status of the system” in the Business Report
- (ii) “Consolidated Statement of Changes 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 Statements

These items are included in the Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements which have been audited by the Financial Auditor to prepare an accounting audit report and by the Audit and Supervisory Committee to prepare an audit report.

If any changes are made to the Reference Documents for the General Meeting of Shareholders, the Business Report, the Consolidated Financial Statements and the Non-consolidated Financial Statements, such changes will be posted on the Company’s website (<https://www.himaraya.co.jp/> (Japanese only)).

Reference Documents for the General Meeting of Shareholders

Proposal No. 1 Appropriation of Surplus

The Company considers the return of profits to shareholders as one of the most important management issues, and its basic policy on distribution of company profits is to continue the payment of stable dividends over the long term. When calculating dividend amounts, the Company comprehensively considers operating results, the future business environment, business performance trends, and other factors.

As a result, as noted in the notice about an amendment to the forecast year-end dividend announced on August 17, 2021, we have increased the year-end dividend for the 46th term by ¥5 from the initial forecast of ¥10 per share to a year-end dividend of ¥15 per share.

Year-end dividends

(1) Type of dividend property

To be paid in cash.

(2) Allotment of dividend property to shareholders and their aggregate amount

The Company proposes to pay a dividend of ¥15 per common share of the Company.

In this event, the total dividends will be ¥184,806,660.

(3) Effective date of dividends of surplus

The effective date of dividends will be November 29, 2021.

Proposal No. 2 Amendment to the Articles of Incorporation

1. Reasons for the proposal

The Company shall newly establish and amend the business purposes in Article 2 (Purpose) of the current Articles of Incorporation and make the necessary corresponding amendments in order to clarify business details and deal with future business expansion and the diversification of business.

2. Details of the amendment

Details of the amendment are as follows:

(Underlined parts are amended.)

Current Articles of Incorporation	Proposed Amendments
Chapter I General Provisions	Chapter I General Provisions
Article 1. (Omitted)	Article 1. (Unchanged)
Article 2. (Purpose)	Article 2. (Purpose)
The purpose of the Company shall be to engage in the following business activities:	The purpose of the Company shall be to engage in the following business activities:
1. Sales, export & import and rental of sports equipment	1. Sales, export & import and rental of sports <u>and leisure</u> equipment
2. Development <u>and manufacturing of ski equipment, golf equipment, camping gear such as sleeping bags and sports equipment in general</u>	2. Development, <u>manufacturing, repairs and processing</u> of sports <u>and leisure</u> equipment
3. Planning, operating and subcontracting the administration of sports <u>classes, ski and golf</u> -related events, <u>parties</u> and <u>other</u> various types of ceremonies	3. Planning, operating and subcontracting the administration of sports <u>and leisure</u> -related <u>classes, conventions,</u> events and various types of ceremonies
4. Management of sports facilities <u>such as sports clubs, golf courses, and marinas,</u> and the trading and intermediation in memberships for the use of such facilities	4. Management, <u>operation and administration</u> of sports <u>and leisure</u> facilities and the trading and intermediation in memberships for the use of such facilities
5. <u>Management of hotels, restaurants, coffee shops, discos and ski resorts</u>	5. <u>Management of sports and leisure equipment stores through franchise chain systems</u>
6. <u>Management of sports equipment stores through franchise chain systems</u>	6. <u>Management of drinking and eating business such as restaurants and coffee shops</u>
(Newly established)	7. <u>Management of accommodation businesses such as hotels and Japanese inns</u>
(Newly established)	8. <u>Manufacturing, sales and handling of food in accordance with the Food Sanitation Act</u>
(Newly established)	9. <u>Sales and manufacturing of alcoholic drinks</u>
(Newly established)	10. <u>Public bathhouses</u>
7. - 20. (Omitted)	11 - 24 (Unchanged)
(Newly established)	25. <u>Specific passenger vehicle transportation business</u>
21. - 22. (Omitted)	26. - 27. (Unchanged)
(Newly established)	28. <u>Operations related to outsourcing of operations for public facilities</u>
(Newly established)	29. <u>Worker dispatching services business</u>
(Newly established)	30. <u>Education, learning support business</u>
(Newly established)	31. <u>The business of planning and operating various classes, events and ceremonies</u>

Current Articles of Incorporation	Proposed Amendments
<u>23.</u> Investment business concerning the aforementioned businesses	<u>32.</u> Investment business <u>and consulting operations</u> concerning the aforementioned businesses
<u>24.</u> All businesses that are incidental to those mentioned in the preceding items.	<u>33.</u> All businesses that are incidental to those mentioned in the preceding items.
Articles 3. - 39. (Omitted)	Articles 3. - 39. (Unchanged)

Proposal No. 3 Election of Six Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

At the conclusion of this meeting, the terms of office of all four Directors (excluding Directors who are Audit and Supervisory Committee Members; applicable to the rest of this proposal) will expire. The Company requests an increase of one inside Director and one outside Director with the election of six Directors to strengthen the management base over the medium to long term and to further enhance corporate governance.

The candidates for Director are as follows:

Candidate No.	Name	Position	Responsibility	
1	Yusaku Komori	Representative Director, Chairman and President		Reelection
2	Kazuki Komori	Director	General Manager of SS Life Design Department	Reelection
3	Tatsuya Goto	Director		Reelection
4	Nobuaki Mitsui	Director	General Manager of Business Administration Division and General Manager of Corporate Planning Office	Reelection
5	Yoshiyuki Kawamura	Outside Director	Full-time Audit and Supervisory Committee Member	New election
6	Mika Imai			New election Outside Independent Female

<Reference> Policy and procedures for nominating director candidates

The Company's policy is to nominate persons who fulfill the following criteria as candidates for Director.

1. Possessing outstanding reputation and character with high ethical standards and maintaining high regard for regulatory compliance
2. Possessing talents, experience and practical achievements in the field of management
3. Possessing wide knowledge, a broad field of view, and in-depth insight
4. Possessing the ability to implement the Company's management philosophy and contribute to enhancing corporate value
5. Possessing medium- to long-term outlook, and the ability to reform organizations while unbound by precedent and convention

The Representative Directors recommend candidates, and the Nomination and Remuneration Advisory Committee, which consists of five members, including three independent outside Directors, deliberate on the appropriateness of the candidates and report their finding to the Board of Directors. The Board of Directors determines the candidates, respecting the details of such report.

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	
1 Reelection	Yusaku Komori (November 6, 1948)	Apr. 1976	Founded the Company Representative Director and President
	Number of the Company's shares owned 365,000 shares	Nov. 2010 Apr. 2021	Representative Director and Chairman Representative Director, Chairman and President (current position)
Reasons for nomination as candidate for Director		Having supervised the management as Representative Director since the Company's foundation, and served in the position of President and Chairman, Yusaku Komori has demonstrated outstanding skills as a person at the top of management. The Company has nominated him as a candidate for Director, believing that his leadership based on his knowledge and experience will continue to be important for the enhancement of the Company's corporate value and for the establishment of a medium to long-term management base.	
2 Reelection	Kazuki Komori (November 8, 1983) Number of the Company's shares owned 158,517 shares	Apr. 2008	Joined Honda Motor Co., Ltd.
		Apr. 2011	Joined the Company
		Aug. 2014	Deputy General Manager of Product Department No. 3
		Oct. 2014	General Manager of EC Business Department
		Sept. 2015	General Manager of Sales Channels Supervising Department
		Nov. 2015	Director and General Manager of Sales Channels Supervising Department
		Dec. 2015	Director, General Manager of Sales Channels Supervising Division, and General Manager of Sales Channels Supervising Department
		Feb. 2016	Managing Director and General Manager of Sales Channels Supervising Division
		Nov. 2016	Senior Managing Director and General Manager of Sales Channels Supervising Division
		Jan. 2017	Senior Managing Director, General Manager of Sales Channels Supervising Division, and General Manager of Sales Channels Supervising Department
June 2019	Senior Managing Director, General Manager of Sales Channels Supervising Division, General Manager of Sales Channels Supervising Department, and General Manager of Sales Department		
Aug. 2020	Senior Managing Director		
Feb. 2021	Senior Managing Director and General Manager of SS Life Design Department		
Apr. 2021	Director and General Manager of SS Life Design Department (current position)		
Reasons for nomination as candidate for Director		While engaging in innovative business development on business strategies for the Company, Kazuki Komori has contributed toward the enhancement of the Company's corporate value by carrying out activities that are fostering a spirit of exploring new possibilities inside the Company. The Company has nominated him as a candidate for Director, believing that his management skills based on his passion and drive will continue to be important for the Company's medium- to long-term management plan.	

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)
3 Reelection	Tatsuya Goto (August 26, 1959) Number of the Company's shares owned 99,051 shares	Apr. 1982 Joined the Company
		Mar. 2007 General Manager of Product Development Department
		Dec. 2007 General Manager of Product Development Department and Member of New Business Formats Development Promotion Team
		Mar. 2009 Administrative Officer of Product Division
		Sept. 2009 General Manager of Product Division
		Nov. 2009 Director and General Manager of Product Division
		Jan. 2011 Director, General Manager of Product Division, and General Manager of Product Department No. 2
		Mar. 2011 Director, General Manager of Product Division, General Manager of Product Department No. 2, and General Manager of Product Development Department
		July 2011 Director, General Manager of Product Division, and General Manager of Product Development Department
		Nov. 2011 Managing Director, General Manager of Product Division, General Manager of Product Development Department, and General Manager of Product Management Department
		Apr. 2012 Managing Director, General Manager of Product Division, and General Manager of Product Management Department
		Aug. 2013 Managing Director and General Manager of Product Division
		Sept. 2015 Managing Director, General Manager of Product Division, and General Manager of Product Department No. 2
		Nov. 2015 Senior Managing Director, General Manager of Product Division, and General Manager of Product Department No. 2
		Oct. 2016 Senior Managing Director
Nov. 2016 Representative Director and President		
Apr. 2021 Director (current position)		
<p>Reasons for nomination as candidate for Director</p> <p>Tatsuya Goto has provided leadership for both the Company and the Group using his wealth of operational experience and broad insight in areas such as building friendships with business partners. The Company has nominated him as a candidate for Director, believing that his management skills based on his energy and experience, particularly his constant leadership in initiatives regarding the Company's vision, will continue to be important for the enhancement of the Company's corporate value.</p>		

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	
4 Reelection	Nobuaki Mitsui (April 25, 1970) Number of the Company's shares owned – shares	Oct. 1999	Joined Showa Ota & Co. (currently Ernst & Young ShinNihon LLC)
		Aug. 2014	Joined A.D.Works Corporation
		Apr. 2016	Accounting Director of Finance & Accounting Division
		Apr. 2017	Corporate Planning Office (concurrent)
		Mar. 2018	Joined Regional Economy Vitalization Corporation of Japan (REVIC)
		Apr. 2018	General Manager of Corporate Management Office of REVIC Partners Co., Ltd. (concurrent)
		Apr. 2018	General Manager of Corporate Management Office of REVIC Capital Co., Ltd. (concurrent)
		Oct. 2018	General Manager of Accounting Office of Regional Economy Vitalization Corporation of Japan (REVIC)
		Nov. 2020	Joined the Company Deputy General Manager of Business Administration Division
		Nov. 2020	Director and General Manager of Business Administration Division
		Mar. 2021	Director, General Manager of Business Administration Division, and General Manager of Corporate Planning Office (current position)
	Reasons for nomination as candidate for Director Nobuaki Mitsui possesses diverse experience and in-depth insight regarding management that he has accumulated through his career, in which he has served as the head of an accounting division and General Manager of Corporate Management Office. He has experience in working for an audit corporation as a certified public accountant and possesses considerable knowledge of finance and accounting. The Company has nominated him as a candidate for Director believing that his diverse knowledge and management planning ability are essential for the enhancement of the Company's corporate value over the medium to long term.		
5 New election	Yoshiyuki Kawamura (August 16, 1956) Number of the Company's shares owned – shares	Apr. 1980	Joined The Ogaki Kyoritsu Bank, Ltd.
		May 2005	Deputy General Manager of Nagoya Branch
		Apr. 2009	General Manager of Financial Market Department
		June 2012	Director and General Manager of Financial Market Department
		May 2015	Director and President of Kyoritsu Computer Service Co., Ltd.
		June 2018	Director and Vice President of OKB Research Institute, Ltd.
		Nov. 2018	Advisor
		Nov. 2018	Outside Director (Full-time Audit and Supervisory Committee Member) of the Company (current position)
	Reasons for nomination as candidate for Director Due to his wealth of knowledge and experience accumulated at a financial institution and his experience in management as a company president, Yoshiyuki Kawamura has made appropriate and beneficial comments and appropriately supervised the Company's business from a broader perspective as a Full-time Audit and Supervisory Committee Member. The Company has nominated him as a candidate for Director believing that the demonstration of his knowledge and management skills in business execution is important for the enhancement of the Company's corporate value over the medium to long term.		

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)
6	Mika Imai (August 17, 1963)	Apr. 1989 CEO/Executive Conditioning Doctor of PCSIS (primary care sis) (current position) Apr. 1989 Part-time lecturer, Faculty of Pharmacy, Meijo University Apr. 2016 Representative Director of MIKA Inc. (current position)
New election	Number of the Company's shares owned – shares	(Significant concurrent positions outside the Company) CEO of PCSIS (primary care sis) Representative Director of MIKA Inc.
Outside		Reasons for nomination as candidate for outside Director and overview of expected roles
Independent		Mika Imai is an American College of Sports Medicine (ACSM) Certified Exercise Physiologist and manages a company as a wellness consultant and sports medical conditioning trainer. The Company has nominated her as a candidate for outside Director believing that such knowledge and international experience will be invested in the future expansion of the Company's business and essential for creating corporate value over the medium to long term. The Company expects she will provide supervision and advice, particularly in relation to the expansion of the business areas, utilizing her expert knowledge.
Female		

- Notes:
1. There is no special interest between any of the candidates and the Company.
 2. The number of the Company's shares owned by each candidate is that as of August 31, 2021. Moreover, the number includes their shareholdings within the Himaraya Executives Shareholding Association.
 3. Yoshiyuki Kawamura and Mika Imai are new candidates for Director.
 4. Mika Imai is a candidate for outside Director.
 5. Nobuaki Mitsui is qualified as a certified public accountant and a certified public tax accountant.
 6. If this proposal is approved, the Company plans to submit notifications to the Tokyo Stock Exchange and the Nagoya Stock Exchange that Mika Imai be designated an independent officer (outside director) in accordance with the provisions of both exchanges.
 7. If this proposal is approved, the Company intends to enter into an agreement with Mika Imai, pursuant to Article 427, paragraph (1) of the Companies Act and the Company's Articles of Incorporation to limit her liability for damages under Article 423, paragraph (1) of the Companies Act. We intend that the maximum amount of liability for damages under this agreement will be the minimum liability amount provided for under Article 425, paragraph (1) of the Companies Act.
 8. Outline of the details of the directors and officers liability insurance policy.
The Company has entered into a directors and officers liability insurance policy with an insurance company as stipulated in Article 430-3, paragraph (1) of the Companies Act. The insurance policy covers all Directors of the Company and its subsidiaries (including Directors who are Audit and Supervisory Committee Members), and the insureds do not bear any of the insurance premiums. This insurance policy covers the insured's losses and such costs as related litigation expenses incurred from claims for damages arising from acts (including nonfeasance) carried out by the insured as an officer or a person at a certain position of the Company. However, the Company has taken measures to ensure that the appropriateness of the execution of duties by officers, etc. is not impaired by exempting from compensation criminal acts such as bribery and damage caused by officers, etc. themselves in case they intentionally commit illegal acts. If the appointment of Mika Imai is approved and adopted in this proposal, she will newly become an insured of this insurance policy.

The Board of Directors' Diversity (Skills Matrix)

The Company's Board of Directors determines basic policies on management with its diverse perspectives while also charged with the role of supervising business execution in each division. Persons with the ability to implement the Company's vision are selected as candidates for Directors who comprise the Board of Directors, with the aim of achieving active discussion as well as accurate and prompt decision-making. In addition, we ensure transparency and improvements in the functionality of the Board of Directors with at least one-third of its members being independent outside Directors. We nominate candidates for Directors by comprehensively considering the different expertise of each person and the balance of knowledge, experience and ability of the Board of Directors as a whole.

Director Skills Matrix

Name	Particularly desirable knowledge, experience and abilities									
	Experience as a president	Finance and accounting	Sales and marketing	Distribution industry	Finance and legal industry	Management strategy and innovation	International experience and diversity	CSR and governance	Sustainability	Independence and transparency
Yusaku Komori	●			●		●		●	●	
Kazuki Komori			●	●		●	●		●	
Tatsuya Goto	●		●	●				●	●	
Nobuaki Mitsui		●			●	●		●	●	
Yoshiyuki Kawamura	●	●			●		●	●		
Mika Imai	●		●			●	●			●
Mineo Hayakawa						●	●	●	●	●
Fumio Kato		●			●			●	●	●
Naotaka Tsuzuki	●		●		●			●		●

* The above indicates the knowledge, experience and abilities that are particularly desirable in each candidate and is not an indication of all of the knowledge possessed by the candidate.

The top five items ranked by priority of desired attributes for each candidate are marked with ●.

Proposal No. 4 Election of Three Directors Who Are Audit and Supervisory Committee Members

At the conclusion of this meeting, the terms of office of all three Directors who are Audit and Supervisory Committee Members will expire. Therefore, the Company proposes the election of three Directors who are Audit and Supervisory Committee Members.

In addition, the consent of the Audit and Supervisory Committee has been obtained for the submission of this proposal.

The candidates for the role of Director who is an Audit and Supervisory Committee Member are as follows:

Candidate No.	Name	Position	Responsibility
1	Mineo Hayakawa		New election Outside Independent
2	Fumio Kato	Outside Director	Audit and Supervisory Committee Member Reelection Outside Independent
3	Naotaka Tsuzuki		New election Outside Independent

<Reference> The Company's criteria for judging independence

The following people do not meet the Company's independence criteria.

1. People executing business of the Company and its subsidiaries (hereinafter referred to collectively as the "Group") or people who have executed business of the Group in the past ten years.
2. People for whom the Group is a major business partner (i.e. people who received payments from the Company or subsidiaries of the Company that represent 10% or more of annual consolidated net sales for the most recent fiscal year), or executives thereof.
3. People who are affiliated with an audit corporation that conducts statutory audits of the Group.
4. Consultants, accounting professionals, or legal professionals who have received money and other economic benefits averaging ¥10 million or more annually within the past three years as payment from the Group for reasons other than officer's remuneration.
5. A major lender of the Group, parent company thereof, or an executive thereof. (A "major lender" of the Group refers to a company that is lending 10% or more of the total amount of borrowings in the most recent fiscal year.)
6. People who fell under any of 2. to 5. above within the past five years.
7. A spouse or relative within the second degree of kinship of people in 1. to 6. above.

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	
<p style="text-align: center;">1</p> <p style="text-align: center;">New election</p> <p style="text-align: center;">Outside</p> <p style="text-align: center;">Independent</p>	<p style="text-align: center;">Mineo Hayakawa (September 2, 1954)</p> <p style="text-align: center;">Number of the Company's shares owned – shares</p>	Apr. 1978	Schoolteacher at primary and junior high schools in Gifu prefecture
		Apr. 1993	Supervisor of Gifu Prefectural Board of Education
		Apr. 1996	Director for Management of Personal Division
		Apr. 1998	Deputy Manager of Personal Division
		Apr. 2002	Head of Hashima municipal Hashima junior high school
		Apr. 2005	Manager of School Education Division of Hashima City Board of Education
		Apr. 2007	Director for Education of Personal Division of Gifu Prefectural Board of Education
		Apr. 2011	Executive Director of Compulsory Education (Comparable to Assistant Superintendent)
		Apr. 2012	Superintendent of Gifu City Board of Education
Mar. 2021	Retired from Superintendent of Gifu City Board of Education		
<p>Reasons for nomination as candidate for outside Director and overview of expected roles</p> <p>Mineo Hayakawa has a wealth of knowledge and experience accumulated at the Board of Education and experience in activities such as at the Consumer Education Promotion Council, etc. of the Ministry of Education, Culture, Sports, Science and Technology. Accordingly, the Company has nominated him as a candidate for outside Director who is an Audit and Supervisory Committee Member as it has judged that he will appropriately supervise the Company's corporate governance from a broader perspective. Although he has never been involved in corporate management other than as an outside officer in the past, the Company expects he will perform the role in contributing to the enhancement of corporate value by appropriately supervising the Company's systems for medium- to long-term management strategy.</p>			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)
2 Reelection Outside Independent	Fumio Kato (January 20, 1944) Number of the Company's shares owned – shares	<p>May 1997 Director of Review Division of Large Enterprise Examination Department of Nagoya Regional Taxation Bureau</p> <p>July 1998 Director of Co-ordination Division of Large Enterprise Examination Department</p> <p>July 1999 Director of Management Division of Large Enterprise Examination Department</p> <p>July 2000 Deputy Assistant Regional Commissioner of Large Enterprise Examination Department</p> <p>July 2001 Director of Showa Tax Office</p> <p>Aug. 2002 Representative of Fumio Kato Tax Accountant Office (current position)</p> <p>July 2004 Outside Audit & Supervisory Board Member of Seino Holdings Co., Ltd.</p> <p>Nov. 2014 Outside Audit & Supervisory Board Member of the Company</p> <p>June 2015 Outside Corporate Auditor of IBIDEN Co., Ltd.</p> <p>Nov. 2015 Outside Director (Audit and Supervisory Committee Member) of the Company (current position)</p> <p>June 2017 Outside Director (Audit and Supervisory Committee Member) of IBIDEN Co., Ltd. (current position)</p> <p>(Significant concurrent positions outside the Company)</p> <p>Outside Director (Audit and Supervisory Committee Member) of IBIDEN Co., Ltd.</p> <p>Representative of Fumio Kato Tax Accountant Office</p>
<p>Reasons for nomination as candidate for outside Director and overview of expected roles</p> <p>Fumio Kato has longstanding experience and extensive insight from formerly working at the Nagoya Regional Taxation Bureau and as a tax accountant and he possesses considerable knowledge regarding finance and accounting. Accordingly, the Company has nominated him as a candidate for outside Director who is an Audit and Supervisory Committee Member as it has judged that he will appropriately supervise the Company's financial affairs, etc. Although he has never been involved in corporate management other than as an outside officer in the past, the Company expects he will perform the role of collaborating with the accounting auditor based on his wealth of knowledge such as regulatory compliance in accordance with the Financial Instruments and Exchange Act and the Companies Act.</p>		

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)
3 New election Outside Independent	Naotaka Tsuzuki (October 8, 1958) Number of the Company's shares owned – shares	Apr. 1982 Joined NIPPON STEEL CORPORATION
		Apr. 1987 Joined Nomura Securities Co., Ltd. International Department
		June 1991 IPO Dept. of Nagoya Branch Office
		Nov. 1995 Business Development Department
		June 1998 Joined RECRM RESEARCH CO., Ltd. (currently Raysum Co., Ltd.)
		June 1999 Director
		Nov. 2006 Managing Director
		Nov. 2008 Retired from Managing Director
		Dec. 2008 Representative Director of Tsuzuki Office (current position)
		(Significant concurrent positions outside the Company)
		Representative Director and President of Tsuzuki Office
	Reasons for nomination as candidate for outside Director and overview of expected roles Naotaka Tsuzuki has experience as a corporate management advisor and is currently the Representative Director and President of a management consulting company. He has extensive insight based on his wealth of experience in the securities industry and real estate industry. Accordingly, the Company has nominated him as a candidate for outside Director who is an Audit and Supervisory Committee Member as it has judged that he will appropriately supervise important decision-making. The Company expects he will perform the role such as providing advice in areas including the decision-making process mainly for the store opening strategy.	

- Notes:
1. There is no special interest between any of the candidates and the Company.
 2. Mineo Hayakawa, Fumio Kato and Naotaka Tsuzuki are candidates for outside Director.
 3. Mineo Hayakawa and Naotaka Tsuzuki are new candidates for the role of outside Director who are an Audit and Supervisory Committee Member.
 4. Fumio Kato is currently an outside Director who is an Audit and Supervisory Committee Member of the Company, and at the conclusion of this meeting, his tenure will have been six years.
 5. The Company has submitted notification to the Tokyo Stock Exchange and the Nagoya Stock Exchange that Fumio Kato has been designated as an independent officer (outside director) in accordance with the provisions of both exchanges. If this proposal is approved, the Company plans to submit notifications to both exchanges for three persons, including Mineo Hayakawa and Naotaka Tsuzuki, to be designated independent officers.
 6. Pursuant to Article 427, paragraph (1) of the Companies Act and the Company's Articles of Incorporation, the Company has entered into an agreement with Fumio Kato to limit his liability for damages under Article 423, paragraph (1) of the Companies Act. The maximum amount of liability for damages under this agreement is the minimum liability amount provided for under Article 425, paragraph (1) of the Companies Act. Note, that if this proposal is approved, the Company plans to continue this agreement with Fumio Kato and to enter into new agreements with both Mineo Hayakawa and Naotaka Tsuzuki.
 7. The number of the Company's shares owned by each candidate is that as of August 31, 2021.
 8. Outline of the details of the directors and officers liability insurance policy.
The Company has entered into a directors and officers liability insurance policy with an insurance company as stipulated in Article 430-3, paragraph (1) of the Companies Act. The insurance policy covers all Directors of the Company and its subsidiaries (including Directors who are Audit and Supervisory Committee Members), and the insureds do not bear any of the insurance premiums. This insurance policy covers the insured's losses and such costs as related litigation expenses incurred from claims for damages arising from acts (including nonfeasance) carried out by the insured as an officer or a person at a certain position of the Company. However, the Company has taken measures to ensure that the appropriateness of the execution of duties by officers, etc. is not impaired by exempting from compensation criminal acts such as bribery and damage caused by officers, etc. themselves in case they intentionally commit illegal acts. If the appointment of Mineo Hayakawa and Naotaka Tsuzuki is approved and adopted in this proposal, they will newly become insureds of this insurance policy.

Proposal No. 5 Election of One Substitute Director Who Is an Audit and Supervisory Committee Member

At the 44th Annual General Meeting of Shareholders held on November 27, 2019, Yoshio Fuseya was elected as substitute Director who is an Audit and Supervisory Committee Member, and the validity of his election will expire at the commencement of this meeting. Therefore, the Company proposes the election of one substitute Director who is an Audit and Supervisory Committee Member to ensure there is someone to fill a vacant position should the number of Directors who are Audit and Supervisory Committee Members fall below the number required by laws and regulations.

In addition, the consent of the Audit and Supervisory Committee has been obtained for the submission of this proposal.

The candidate for the role of substitute Director who is an Audit and Supervisory Committee Member is as follows:

	Name (Date of birth)	Career summary (Significant concurrent positions outside the Company)
Outside	Yoshio Fuseya (January 20, 1948)	June 1980 President of Fuseya Labor and Social Security Attorney Office (current position) Mar. 1991 Founded Chubu Human Resources Training Center Co., Ltd., Representative Director (current position)
	Number of the Company's shares owned 10,000 shares	(Significant concurrent positions outside the Company) President of Fuseya Labor and Social Security Attorney Office Representative Director of Chubu Human Resources Training Center Co., Ltd.
	Reasons for nomination as candidate for outside Director and overview of expected roles Yoshio Fuseya has a wealth of experience as a labor and social security attorney and in-depth insight as a company manager. Accordingly, the Company has nominated him as a candidate for substitute outside Director who is an Audit and Supervisory Committee Member as it has judged that he will appropriately perform his duties as outside Director. The Company expects he will perform the role of contributing to improvements in governance that will enhance the Company's corporate value over the medium to long term.	

- Notes:
1. Transactions amounting to ¥5,790 thousand were carried out between Fuseya Labor and Social Security Attorney Office, at which the candidate serves as President, and the Company in the fiscal year under review, and the content of said transaction was commission fees for social insurance administrative services.
 2. Yoshio Fuseya is a candidate for the role of substitute outside Director who is an Audit and Supervisory Committee Member.
 3. If Yoshio Fuseya assumes the office of Director who is an Audit and Supervisory Committee Member, the Company intends to enter into an agreement with him, pursuant to Article 427, paragraph (1) of the Companies Act and the Company's Articles of Incorporation to limit his liability for damages under Article 423, paragraph (1) of the Companies Act. The maximum amount of liability for damages under this agreement is the minimum liability amount provided for under Article 425, paragraph (1) of the Companies Act.
 4. The number of the Company's shares owned by the candidate is that as of August 31, 2021.
 5. Outline of the details of the directors and officers liability insurance policy.
The Company has entered into a directors and officers liability insurance policy with an insurance company as stipulated in Article 430-3, paragraph (1) of the Companies Act. The insurance policy covers all Directors of the Company and its subsidiaries (including Directors who are Audit and Supervisory Committee Members), and the insureds do not bear any of the insurance premiums. This insurance policy covers the insured's losses and such costs as related litigation expenses incurred from claims for damages arising from acts (including nonfeasance) carried out by the insured as an officer or a person at a certain position of the Company. However, the Company has taken measures to ensure that the appropriateness of the execution of duties by officers, etc. is not impaired by exempting from compensation criminal acts such as bribery and damage caused by officers, etc. themselves in case they intentionally commit illegal acts. If Yoshio Fuseya assumes the office of Director who is an Audit and Supervisory Committee Member, he will be insured under the directors and officers liability insurance policy.

Proposal No. 6 Determination of Remuneration for Granting Restricted Shares to Directors Excluding Outside Directors

The amount of remuneration, etc. for the Company's Directors excluding Audit and Supervisory Committee Members was approved for no more than ¥200 million annually (including no more than ¥20 million for outside Directors) at the 40th Annual General Meeting of Shareholders held on November 25, 2015.

Now, the Company would like to provide new remuneration for granting restricted shares to the Company's Directors (excluding outside Directors and Directors who are Audit and Supervisory Committee Members; hereinafter "Eligible Directors") within the aforementioned remuneration limits as part of the revision to the officers' remuneration system in order to give Eligible Directors incentive to achieve sustainable increase in the Company's corporate value and to promote further sharing of values with shareholders.

The restricted shares remuneration system comprises "I Tenure condition type," which defines continuous work at the Company for a certain period of time as the condition for lifting the transfer restriction, and "II Performance condition type," which in addition to the above condition, defines the achievement of performance targets set in advance by the Company's Board of Directors as the condition for lifting the transfer restriction, with each type used as necessary.

Eligible Directors shall receive issuance or disposal of the Company's common shares as remuneration paid under this proposal in accordance with a resolution of the Company's Board of Directors as (i) The Company's common shares or (ii) monetary claims provided as contributed properties in kind to acquire the Company's common shares. The total number of the Company's common shares or monetary claims paid as remuneration based on this proposal shall be no more than ¥60 million annually for the aggregate of "I Tenure condition type" and "II Performance condition type." In addition, the Board of Directors determines the specific payment period and allocation for each Eligible Director.

If Proposal 3 "Election of Six Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)" is approved and adopted as originally proposed, the number of Eligible Directors at the conclusion of this meeting will be five.

In the event that the remuneration provided based on this proposal is provided to Eligible Directors as the Company's common shares and not the provision of monetary claims, such common shares shall be issued or disposed of as Director remuneration, and no payment of cash shall be required in exchange for such common shares. However, the aforementioned amount of remuneration provided to Eligible Directors shall be calculated based on the closing price of the Company's common shares on the Tokyo Stock Exchange on the business day preceding the date of each Board of Directors resolution about the issuance or disposal of the Company's common share (the closing price on the day of the immediately previous transaction if there were no transactions concluded on that day) as the amount per share of the Company's common share for such issuance or disposal.

However, in the event that the remuneration provided based on this proposal is provided as monetary claims in the form of contributed properties in kind to acquire the Company's common shares, all of the monetary claims paid based on this proposal shall be provided as contributed properties in kind and the Eligible Directors shall receive issuance or disposal of the Company's common shares in accordance with a resolution of the Company's Board of Directors. The amount paid per share in this case shall be determined by the Board of Directors based on the closing price of the Company's common shares on the Tokyo Stock Exchange on the business day preceding the date of each Board of Directors resolution (the closing price on the day of the immediately previous transaction if there were no transactions concluded on that day) to the extent that the amount is not particularly advantageous to the Eligible Directors receiving such common share.

The total number of Company's common shares for issuance or disposal for Eligible Directors shall be no more than 60,000 shares annually for the aggregate of "I Tenure condition type" and "II Performance condition type." (However, this total number may be changed within reasonable limits in the event of a share split (including a free allotment of the Company's common shares) or a share consolidation, or if other circumstances arise that require adjustment to the total number of the Company's common shares to be issued or disposed of restricted shares following the day on which this proposal is approved and adopted.) Accordingly, the issuance or disposal of the Company's common shares or provision of monetary claims for such contributed properties in kind shall be

conditional upon the Company and Eligible Directors entering into an allocation agreement for the restricted shares that shall include the following details (hereinafter, "Allocation Agreement").

In addition, the upper limit of remuneration under this proposal, the total number of the Company's common shares for issuance or disposal and other conditions on granting restricted shares to Eligible Directors based on this proposal have been determined with consideration to the policy concerning determination of details such as the aforementioned objective, the Company's circumstances and the remuneration for individual Directors of the Company (If this proposal is approved and adopted, the Company plans to amend the details in such policy to be consistent with the details of such approval) and various other circumstances, and thought to be reasonable.

[Summary of the Allocation Agreement]

(1) Transfer restriction period

Eligible Directors shall not transfer, create a security interest on, or otherwise dispose of the Company's common shares (hereinafter, "Transfer Restriction") allocated in accordance with the Allocation Agreement (hereinafter, "Allocated Shares") during the period from the date that the allocation was received in accordance with the Allocation Agreement until the point in time immediately after retirement from the position of officer and employee of the Company and its subsidiaries that is defined in advance by the Company's Board of Directors (hereinafter, "Transfer Restriction Period").

(2) Treatment on retirement from the position

In the event that an Eligible Director retires from the position of officer and employee of the Company and its subsidiaries that is defined in advance by the Company's Board of Directors prior to the expiration of the period of service determined in advance by the Company's Board of Directors (hereinafter, "Service Period"), the Company shall automatically acquire the Allocated Shares without contribution, unless such retirement is due to justifiable reason including the expiration of the term of his/her office or death, or other reason.

(3) Lifting of Transfer Restrictions

I. Tenure condition type

The Company shall lift the Transfer Restrictions for all of the Allotted Shares upon expiration of the Transfer Restriction Period, on condition that the Eligible Director continuously remained in the position of officer and employee of the Company and its subsidiaries that is defined in advance by the Company's Board of Directors during the Service Period. Provided, however, that if (i) the Eligible Director retires from the position of officer and employee of the Company and its subsidiaries that is defined in advance by the Company's Board of Directors, prior to the expiration of the Service Period, due to justifiable reason, or (ii) the Eligible Director retires from the position that is defined in advance by the Company's Board of Directors, subsequent to the expiration of the Service Period, but prior to the expiration of the Transfer Restriction Period, due to reasons other than justifiable reason, the number of the Allotted Shares subject to such lifting of the Transfer Restrictions as well as the timing of such lifting shall be reasonably adjusted as necessary. Furthermore, the Company shall automatically acquire without contribution the Allotted Shares yet to be subject to the lifting of the Transfer Restrictions, at the point in time immediately after the Transfer Restriction is lifted pursuant to the aforementioned provision.

II. Performance condition type

The Company shall lift the Transfer Restrictions for all of the Allotted Shares upon expiration of the Transfer Restriction Period, in the event that the Eligible Director continuously remained in the position of officer and employee of the Company and its subsidiaries that is defined in advance by the Company's Board of Directors during the Service Period on condition that the targets for consolidated ordinary profit and other performance conditions defined in advance by the Company's Board of Directors are achieved. Provided, however, that if (i) the Eligible Director retires from the position of officer and employee of the Company and its subsidiaries that is defined in advance by the Company's Board of Directors, prior to the expiration of the Service Period, due to justifiable reason, or (ii) the Eligible Director retires from the position that is defined in advance by the Company's Board of Directors, subsequent to the expiration of the Service Period, but prior to the expiration of the Transfer Restriction Period, due to reasons other than justifiable reason, the number of the Allotted Shares subject to such lifting of the Transfer Restrictions as well as the timing of such lifting shall be reasonably adjusted, yet the Company shall automatically acquire all the Allocated Shares without contribution if the targets for consolidated

ordinary profit and other performance conditions defined in advance by the Company's Board of Directors are not achieved. Furthermore, the Company shall automatically acquire without contribution the Allotted Shares yet to be subject to the lifting of the Transfer Restrictions, at the point in time immediately after the Transfer Restriction is lifted pursuant to the aforementioned provision.

(4) Treatment during reorganization, etc.

Notwithstanding the provisions in (1) above, if matters related to a merger agreement in which the Company is to be an absorbed company, a share exchange agreement or share transfer plan in which the Company is to become a wholly-owned subsidiary, or other reorganization, etc. are, during the Transfer Restriction Period, approved by the General Meeting of Shareholders of the Company (or by the Company's Board of Directors where such reorganization, etc. does not require approval of the General Meeting of Shareholders of the Company), the Company shall, by the resolution of the Company's Board of Directors, lift the Transfer Restrictions prior to the effective date of such reorganization, etc., for the number of the Allotted Shares as determined reasonably commensurate with the length of period between the commencement of the Transfer Restriction Period and the date of approval for the reorganization, etc. (and the status of achievement of performance conditions in the case of "II Performance condition type"). Furthermore, the Company shall automatically acquire without contribution the Allotted Shares yet to be subject to the lifting of the Transfer Restrictions, at the point in time immediately after the Transfer Restriction is lifted pursuant to the aforementioned provision.

(5) Other matters

Any other matters related to the Allocation Agreement shall be determined by the Company's Board of Directors.

Policy concerning the determination of details of remuneration, etc. for individual Directors

The Company has, conditional upon the approval and adoption of Proposal 6 “Determination of Remuneration for Granting Restricted Shares to Directors Excluding Outside Director” as originally proposed to this General Meeting of Shareholders, resolved at the Board of Directors to amend the policy concerning the determination of details such as the remuneration, etc. for individual Directors, and the outline of such is provided below.

1. Basic policy

The Company’s basic policy on Director remuneration is to structure its remuneration system to be linked to shareholder profits so it adequately functions as an incentive for a sustainable increase in corporate value and is at the appropriate level in light of the respective roles and status of business execution when determining the remuneration of individual Directors. Specifically, Executive Director remuneration is comprised of basic remuneration in the form of fixed remuneration, performance-linked remuneration, etc. (bonuses) and non-monetary remuneration, etc., while outside Directors with supervising functions are only paid basic remuneration in light of their duties.

2. Policy concerning the determination of the amount of basic remuneration (monetary remuneration) for individuals (including the policy concerning the determination of the timing and conditions for remuneration, etc.)

The basic remuneration of the Company’s Directors is a fixed monthly amount that is determined with comprehensive consideration given to industry levels corresponding to the position, duties and years of service as well as the Company’s earnings and employee salary levels.

3. Policy concerning the determination of the details, and the calculation method for amount or number of performance-linked remuneration, etc. and non-monetary remuneration, etc. (including the policy concerning the determination of the timing and conditions for remuneration, etc.)

Performance-linked remuneration, etc. are cash remuneration that reflects performance indicators (KPI) that increase the awareness of increasing earnings each fiscal year, with the amount calculated according to the level of achievement of the target for consolidated profit before income taxes in each fiscal year, which is paid in a certain period every year as a bonus. The Company sets the target performance indicators and values when formulating the plan to be consistent with the medium-term management plan, which are then revised in light of the report from the Nomination and Remuneration Advisory Committee according to changes in the environment, as appropriate.

Non-monetary remuneration, etc. are restricted shares, aimed at strengthening the relationship with increasing corporate value over the medium to long term in the remuneration structure. It is determined at the Board of Directors with comprehensive consideration given to other companies’ levels corresponding to the position, duties and years of service as well as earnings, and in based on the total remuneration limit approved at the General Meeting of Shareholders, and granted in a certain period each year. Furthermore, one-third of the restricted shares remuneration is linked to the medium-term management plan and conditional on achieving the target for consolidated ordinary profit in the final fiscal year. In the event that the target is not achieved, the Company shall acquire all shares without contribution. The timing for lifting the transfer restriction on restricted shares remuneration shall be when the Director retires from office.

4. Policy concerning the determination of the ratio of the amounts of remuneration for individual Directors for the amount of basic remuneration, the amount of performance-linked remuneration, etc. or the amount of non-monetary remuneration, etc.

The ratio of remuneration by category of Executive Directors is reviewed by the Nomination and Remuneration Advisory Committee in light of the remuneration levels benchmarked against companies with a similar business size and in related industries and business types to the Company, with the performance-linked remuneration weighted higher the more senior the position. The Board of Directors (The delegated Representative Director and President in 5.) respects the details in the Nomination and Remuneration Advisory Committee’s report and determines the details of remuneration, etc. of individual Directors within the scope or remuneration ratios for each category indicated in such report. In the event that the medium-term management plan is achieved, the ratio of Directors’ remuneration, etc. is set to be about 70% monetary

remuneration (basic remuneration +performance-linked remuneration, etc.) and 30% non-monetary remuneration, etc.

5. Matters concerning the determination of the details of remuneration, etc. for individual Directors

The specific details for the amounts of remuneration for individual Directors is, in accordance with a resolution of the Board of Directors, delegated to the Representative Director and President, with the details of such authority being to evaluate the allocation of bonuses in light of the amount of each Director's basic remuneration and the performance of the business area falling under each Director's responsibility. The Board of Directors questions and receives a report on the draft from the Nomination and Remuneration Advisory Committee to ensure appropriate execution of such authority by the Representative Director and President and the aforementioned delegated Representative Director and President shall make determinations in accordance with such report. For stock remuneration, the number of allotted shares for each individual Director is resolved at the Board of Directors in light of the report from the Nomination and Remuneration Advisory Committee.

Note: Sections that are amended from the current policy on determining the details of remuneration, etc. of individual Directors are underlined.