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Securities code: 8613
May 30, 2024

To Shareholders with Voting Rights:

President & Representative Director
Minoru Kikuchi
Marusan Securities Co., Ltd.
3-6, Kojimachi 3-chome, Chiyoda-ku, Tokyo

NOTICE OF CONVOCATION OF THE 104TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

Notice is hereby given that the 104th Annual General Meeting of Shareholders (the “Meeting”) of Marusan Securities Co., Ltd. (the “Company”) will be held as described below.

If you are unable to attend the meeting in person, you may exercise your voting rights via the Internet or in writing, please review the Reference Documents for General Meetings of Shareholders below and submit your vote no later than 5:10 p.m. on Thursday, June 20, 2024 (JST).

[Exercise of voting rights via the Internet]

Please access the Company’s designated website for exercising voting rights (<https://evote.tr.mufg.jp/>), use the “Login ID” and “Temporary Password” indicated on the enclosed Voting Rights Exercise Form, and follow the instructions on the screen to enter your approval or disapproval of the proposals by the deadline for exercising voting rights indicated above.

[Exercise of voting rights in writing (voting right exercise form)]

Please indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and return it so that it arrives by the deadline mentioned above.

To exercise your voting rights, please refer to “Information on Exercise of Voting Rights” on pages 5 to 6 of the Japanese version of this notice. In addition, the General Meeting of Shareholders will be broadcast live over the Internet, as was the case last year. You may observe the General Meeting of Shareholders from the comfort of your own home, etc. so please take advantage of this.

PARTICULARS

1. **Date and Time:** Friday, June 21, 2024, at 10:00 a.m.

2. **Venue:** Conference Room, 6F, Head Office of Marusan Securities Co., Ltd.
Kojimachi Front Building, 3-6, Kojimachi 3-chome, Chiyoda-ku, Tokyo

The meeting will be held at a different venue from that of last year. When attending the meeting, please refer to the General Meeting of Shareholders Access Maps on pages 20 to 23 of the Japanese version of the notice of convocation to avoid any confusion regarding the location.

3. Meeting Agenda:

Matters for Reporting:

- (1) The Business Report for the 104th Fiscal Year (from April 1, 2023 to March 31, 2024), the content of Consolidated Financial Statements and the results of the audit of the Consolidated Financial Statements by the Accounting Auditor and the Board of Auditors.
- (2) Content of Non-consolidated Financial Statements for the 104th Fiscal Year (from April 1, 2023 to March 31, 2024)

Matters for Resolution:

- Proposal 1:** Appropriation of surplus
- Proposal 2:** Election of seven (7) Directors
- Proposal 3:** Election of one (1) Substitute Corporate Auditor as an Outside Corporate Auditor
- Proposal 4:** Payment of Bonuses to Directors

4. Measures to Provide Information of Materials for the General Meeting of Shareholders in Electronic Format

When convening this general meeting of shareholders, the Company takes the following measures for providing informational materials for the General Meeting of Shareholders in electronic format as provided for by the provisions of the Companies Act and the Articles of Incorporation of the Company.

- (1) **The Company's website (Investor Relations webpage):** Access the website using the following URL, select "Notice of Convocation" and then click "Notice of Convocation of the 104th Annual General Meeting of Shareholders" to view the convocation notice, and select "Reports" and then view "Report for the 104th Fiscal Year."
<https://www.marusan-sec.co.jp/ir/> (in Japanese)
- (2) **Tokyo Stock Exchange website (Listed Company Search):** Access the website using the following URL, enter the Company name in "Issue name (Marusan Securities)" or the Company's securities code (8613) in "Code," and click "Search." Then, click "Basic information" and select "Documents for public inspection/PR information," and then click "Click here for access" under "Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting" to view the available documents.
<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese)

5. Information on the Exercising of other Voting Rights

- (1) If no indication of approval or disapproval is provided for each Proposal on the Voting Rights Exercise Form, it will be treated as if you have indicated your approval of the Proposal.
- (2) In the event that you exercise your voting rights more than once via the Internet, the last vote will be treated as a valid exercise of your voting rights.

- (3) If exercising your voting rights both via the Internet and in the Voting Rights Exercise Form, we will treat the Internet exercise as a valid exercise of your voting rights.
- (4) Pursuant to Article 16 of the Company's Articles of Incorporation, if you wish to exercise your voting rights by proxy, you can delegate your voting rights to one shareholder of the Company who has voting rights. In this case, please submit a document certifying your power of attorney (Proxy Card).

6. Method of Notification in the Case of Modification of the Description

Should the Reference Documents for General Meetings of Shareholders, the Business Report on the Report for the 104th Fiscal Year, Consolidated Financial Statements, and Non-consolidated Financial Statements (information to be provided electronically) require any revision, the Company will post a notice of the revisions and the details of the information before and after the revisions on the Company's aforementioned website and the Tokyo Stock Exchange website, and notify you of such revisions.

End

REFERENCE DOCUMENTS FOR GENERAL MEETING OF SHAREHOLDERS

Proposal 1: Appropriation of surplus

The appropriation of surplus shall be as follows.

Matters related to year-end dividends

The basic policy of the Company with respect to ordinary dividends is to provide a stable return of profits while enhancing our corporate strength by increasing internal reserves. In addition, we remain conscious of the need to be stable during periods of prosperity, but we intend to be more reflective of changes in business performance each fiscal year. With respect to the dividend payout ratio, the Company's policy is to pay a consolidated dividend payout ratio of 50% or more based on consolidated net income (profit attributable to owners of parent) for the fiscal year under review.

For the dividend for the current fiscal year, we propose to pay a year-end ordinary dividend of ¥20 per share. In addition, we also propose to pay a special dividend of ¥15 per share at the end of the current fiscal year upon having accordingly announced our intention to pay a special dividend over the next five fiscal years effective from the current fiscal year.

Therefore, the year-end dividend for the current fiscal year will amount to ¥35 per share, which consists of the ordinary dividend of ¥20 in addition to the special dividend of ¥15.

- (1) Types of dividend assets
This will be in cash.
- (2) Matters concerning the allocation of dividend assets to shareholders and the total amount thereof
¥35 per share of the Company's common stock (ordinary dividend of ¥20, special dividend of ¥15)
The total amount of dividends is ¥2,308,424,370
- (3) Effective date of distribution of surplus
June 24, 2024

The total dividend for the current fiscal year amounts to ¥60 per share (ordinary dividend of ¥30, special dividend of ¥30), given that the Company has already paid an interim dividend of ¥25 per share in total, which consist of an ordinary dividend of ¥10 per share and a special dividend ¥15 of per share.

Proposal 2: Election of seven (7) Directors

The terms of office of all seven (7) Directors will expire at the close of this Meeting. Accordingly, the Company proposes the election of seven (7) Directors as follows.

The candidates are as follows.

Candidate for Director

Candidate No.	Name	Current Position, etc. at the Company	Number of years tenured as director (at the end of this Meeting)	Attendance at the Board of Directors meetings	Experience and expertise of director candidates				
					Management	Securities sales	Compliance	CSR	Human resource development
1	Minoru Kikuchi Reelected	President & Representative Director	7 years	17/17 100%	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
2	Makoto Hattori Reelected	Representative Director Senior Managing Director	4 years	17/17 100%	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
3	Eisaku Imazato Reelected	Outside Director Independent	8 years	17/17 100%	<input type="radio"/>	<input type="radio"/>		<input type="radio"/>	
4	Noriaki Tatekabe Reelected	Director Executive Officer	6 years	17/17 100%		<input type="radio"/>	<input type="radio"/>		<input type="radio"/>
5	Keiko Uehara Reelected Female	Outside Director Independent	6 years	17/17 100%	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
6	Ikuo Shoda Reelected	Outside Director Independent Chairperson of the Board of Directors	3 years	17/17 100%	<input type="radio"/>	<input type="radio"/>			<input type="radio"/>
7	Toyosaku Hamada Reelected	Outside Director Independent	1 year	13/13 100%	<input type="radio"/>		<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

* Figures stated for attendance at the Board of Directors meetings represent attendance at the 17 Board of Directors meetings held over the year extending from April 1, 2023, to March 31, 2024. Figures stated for attendance of Toyosaku Hamada represent his attendance at the 13 Board of Directors meetings held subsequent to his appointment as Director on June 22, 2023.

Candidate No.	Name (Date of birth)	Career summary and Current Position and Responsibilities at the Company (Important status in other companies)	Number of the Company's shares held
1	Minoru Kikuchi (December 19, 1963) Reelected	<p>April 1986 Joined the Company</p> <p>April 2003 General Manager, Human Resources Department</p> <p>February 2010 General Manager, Investment Trust Department</p> <p>June 2013 Executive Officer, General Manager, Investment Trust Department</p> <p>April 2015 Managing Executive Officer, General Manager, Investment Trust Department</p> <p>June 2017 Vice President & Representative Director</p> <p>August 2017 Vice President & Representative Director, General Manager, Sales Department</p> <p>May 2018 Vice President & Representative Director</p> <p>June 2018 President & Representative Director (current position)</p>	10,750
<p>Reason for proposing as candidate for Director</p> <p>Minoru Kikuchi has many years of experience of working in the Investment Trust Department, the Company's main product line. He has contributed to the preparation of the Company's management and product strategies as the General Manager of the Human Resources Department and the Investment Trust Department. Furthermore, he was appointed as Vice President & Representative Director in June 2017 and President & Representative Director in June 2018, gaining experience as an operational supervisor. The Company has judged that his knowledge and experience will be indispensable for the future management of the Company, and has therefore nominated him as a candidate for Director.</p>			

Candidate No.	Name (Date of birth)	Career summary and Current Position and Responsibilities at the Company (Important status in other companies)	Number of the Company's shares held
2	Makoto Hattori (October 16, 1966) Reelected	<p>April 1990 Joined the Company</p> <p>August 2004 Numata Branch Manager</p> <p>February 2006 In charge of the Western Region, Sales Division</p> <p>February 2008 Ikebukuro Branch Manager</p> <p>February 2012 General Manager, Equities Department</p> <p>May 2014 General Manager, Equities Division, General Manager, Equities Department</p> <p>June 2014 Executive Officer, General Manager, Equities Division, General Manager, Equities Department and General Manager, Equities Business Department</p> <p>February 2018 Executive Officer, General Manager, Equities Division, General Manager, Equities Department, General Manager, Equities Business Department and General Manager, Investment Information Department</p> <p>April 2018 Managing Executive Officer, General Manager, Equities Division, General Manager, Equities Department, General Manager, Equities Business Department, and General Manager, Investment Information Department</p> <p>April 2020 Senior Executive Officer, in charge of Sales Division, General Manager, Equities Division, General Manager, Equities Department and General Manager, Equities Business Department and General Manager, Investment Information Department</p> <p>June 2020 Representative Director and Senior Managing Director, in charge of Sales Division, General Manager, Equities Division, General Manager, Equities Department and General Manager, Equities Business Department and General Manager, Investment Information Department</p> <p>August 2020 Representative Director and Senior Managing Director, in charge of Sales Division, General Manager, Equities Division</p> <p>August 2021 Representative Director and Senior Managing Director, General Manager, Sales Department, General Manager, Equities Division, General Manager, Sales Planning Department & General Manager of Investment Consulting Department</p> <p>August 2023 Representative Director and Senior Managing Director, General Manager, Sales Department, General Manager, Equities Division, General Manager, Sales Planning Department & General Manager of Securities Saving Department & General Manager of Investment Consulting Department (current position)</p>	30,000

Candidate No.	Name (Date of birth)	Career summary and Current Position and Responsibilities at the Company (Important status in other companies)	Number of the Company's shares held
		<p>Reason for proposing as candidate for Director</p> <p>Makoto Hattori has experience as a branch manager in two retail sales branches and is familiar with on-site sales. He also has extensive experience in head office operations at the Sales Division and Equities Division, and is proficient in analyzing market trends. Furthermore, he was appointed as Representative Director and Senior Managing Director in June 2020, and has gained experience as a supervisor of business operations. The Company has judged that his experience and knowledge are indispensable for the Company's management, and has therefore nominated him as a candidate for Director.</p>	

Candidate No.	Name (Date of birth)	Career summary and Current Position and Responsibilities at the Company (Important status in other companies)	Number of the Company's shares held
3	Eisaku Imazato (March 2, 1956) Reelected Candidate for Outside Director Independent (planned) Agreement for limiting liability (planned)	<p>April 1979 Joined The Nikko Securities Co., Ltd.</p> <p>March 2002 General Manager, Corporate Clients Department II, Nikko Cordial Securities Inc.</p> <p>March 2003 Executive Officer, General Manager, Tokyo Corporate Clients Department II</p> <p>December 2004 Director in charge of sales planning and corporate clients</p> <p>February 2005 Executive Managing Director in charge of planning and wholesale business promotion</p> <p>February 2007 Senior Managing Director in charge of Wholesales Sales Division I</p> <p>August 2008 Senior Executive Officer, Head of Institutional Client Coverage Division, Nikko Citigroup Limited</p> <p>February 2009 Managing Executive Officer, Co-Head of Corporate & Institutional Business Unit, Mitsubishi UFJ Securities Co., Ltd.</p> <p>May 2010 Managing Executive Officer, Head of Corporate & Institutional Business Unit, Head of Corporate Clients Group, and Co-Manager of Regional Executives, Mitsubishi UFJ Morgan Stanley Securities Co., Ltd. Managing Executive Officer, Mitsubishi UFJ Securities Holdings Co., Ltd. Executive Officer, Mitsubishi UFJ Financial Group, Inc.</p> <p>June 2012 Senior Executive Officer, Head of Corporate & Institutional Business Unit, Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.</p> <p>June 2014 Advisor</p> <p>June 2016 Outside Director of the Company (current position) Chairperson of the Board of Directors</p> <p>June 2019 Chairperson of Nominating Committee, Compensation Committee for Directors, Compensation Committee for Executive Officers</p> <p>June 2020 Member of Audit & Supervisory Board, Harmonic Drive Systems Inc. (current position) (serving concurrently) Member of Audit & Supervisory Board, Harmonic Drive Systems Inc.</p>	0

Candidate No.	Name (Date of birth)	Career summary and Current Position and Responsibilities at the Company (Important status in other companies)	Number of the Company's shares held
		<p>(1) Overview of reason for proposing as candidate for Outside Director and expected roles Eisaku Imazato has extensive experience and broad insight as a securities executive and as the Chairperson of the Board of Directors of the Company. The Company expects him to make appropriate judgments from a fair and objective standpoint and to supervise the decision-making of the Board of Directors and the execution of business operations and to provide advice, etc., and therefore has nominated him as a candidate for Outside Director.</p> <p>(2) Number of years in office as Outside Director The term will be eight (8) years at the conclusion of this Meeting.</p> <p>(3) Company's approach to their independence Eisaku Imazato was formerly involved in the execution of business operations of Mitsubishi UFJ Financial Group, Inc. which owns Mitsubishi UFJ Trust and Banking Corporation and MUFG Bank, Ltd., our business partner. However, approximately ten (10) years have passed since his retirement, and he is no longer in a position to be involved in the management of the company. Also, even considering the business relationship between Mitsubishi UFJ Financial Group, Inc. and the Company, we believe that there is no risk of a conflict of interest between him and the Company's shareholders in light of the criteria for independence of the Tokyo Stock Exchange, Inc. He is an independent director as provided for by the Tokyo Stock Exchange, Inc. and the Company plans to continue to submit his notification to the Exchange.</p>	

Candidate No.	Name (Date of birth)	Career summary and Current Position and Responsibilities at the Company (Important status in other companies)	Number of the Company's shares held
4	Noriaki Tatekabe (May 12, 1962) Reelected	<p>April 1988 Joined The Nikko Securities Co., Ltd. (current SMBC Nikko Securities Inc.)</p> <p>December 2008 General Manager, Corporate Management Department</p> <p>October 2010 General Manager, Product and Corporate Compliance Department</p> <p>October 2012 Head of the Secretariat</p> <p>March 2015 General Manager, Corporate Business Department</p> <p>July 2017 Joined the Company, Counselor, Supervision Division</p> <p>October 2017 Executive Officer, Deputy General Manager, Supervision Division</p> <p>June 2018 Director, Executive Officer, Internal Management Oversight Officer, General Manager, Supervision Division Director, Marusan Engineering Co., Ltd.</p> <p>October 2023 Director, Executive Officer, Internal Management Oversight Officer, General Manager, Supervision Division, General Manager, Transaction Screening Department of the Company</p> <p>February 2024 Director, Executive Officer, Internal Management Oversight Officer, General Manager, Supervision Division (current position)</p>	5,000
<p>Reason for proposing as candidate for Director</p> <p>Noriaki Tatekabe is well versed in corporate and compliance operations, and has been working to strengthen the Company's internal control system as Director, Executive Officer and General Manager of the Supervision Division since June 2018. The Company has judged that he is an indispensable talent for the Company in the future, and has therefore nominated him as a candidate for Director.</p>			

Candidate No.	Name (Date of birth)	Career summary and Current Position and Responsibilities at the Company (Important status in other companies)	Number of the Company's shares held
	Keiko Uehara (January 7, 1960) Reelected Female Candidate for Outside Director Independent (planned) Agreement for limiting liability (planned)	<p>April 1982 Joined Daiwa Securities Co. Ltd.</p> <p>October 2005 General Manager, Direct Administration Department</p> <p>October 2007 General Manager, Education and Training Department</p> <p>April 2009 Executive Officer, Corporate Communications, Daiwa Securities Group Inc.</p> <p>April 2011 Senior Managing Director, Daiwa Securities Business Center Co., Ltd.</p> <p>June 2018 Outside Director of the Company (current position)</p> <p>June 2022 Outside Director, Tohoku Electric Power Co., Inc. (current position)</p> <p>(serving concurrently) Outside Director, Tohoku Electric Power Co., Inc.</p>	0
5	<p>(1) Overview of reason for proposing as candidate for Outside Director and expected roles Keiko Uehara has extensive experience and broad insight in the securities business and as a corporate manager. The Company has nominated her for Outside Director in the expectation that she will make appropriate judgments from a fair and objective standpoint and supervise the decision-making of the Board of Directors and the execution of business operations and provide advice, etc.</p> <p>(2) Number of years in office as Outside Director The term will be six (6) years at the conclusion of this Meeting.</p> <p>(3) Company's approach to their independence Keiko Uehara was formerly involved in the execution of business operations at the Daiwa Securities Group Inc. which is a wholly owned holding company of Daiwa Asset Management Co. Ltd., our business partner. However, approximately 13 years have passed since her retirement, and she is no longer in a position to be involved in the management of the company. Also, even considering the business relationship between Daiwa Asset Management Co. Ltd. and the Company, we believe that there is no risk of a conflict of interest between her and the Company's shareholders in light of the criteria for independence of the Tokyo Stock Exchange, Inc. She is an independent director as provided for by the Tokyo Stock Exchange, Inc. and the Company plans to continue to submit her notification to the Exchange.</p>		

Candidate No.	Name (Date of birth)	Career summary and Current Position and Responsibilities at the Company (Important status in other companies)	Number of the Company's shares held
6	Ikuo Shoda (August 12, 1955) Reelected Candidate for Outside Director Independent (planned) Agreement for limiting liability (planned)	<p>April 1979 Joined Daiwa Securities Co. Ltd.</p> <p>July 1997 Tokorozawa Branch Manager</p> <p>July 2000 Tokushima Branch Manager</p> <p>February 2002 General Manager, Investment Trust Department</p> <p>February 2004 Shinjuku Center Building Branch Manager</p> <p>October 2005 North Kanto Group Manager and Utsunomiya Branch Manager</p> <p>April 2007 Executive Officer in charge of Sales</p> <p>April 2009 Managing Executive Officer in charge of Sales</p> <p>April 2011 Director and Senior Executive Officer (General Manager of Product Department), Daiwa Asset Management Co. Ltd.</p> <p>April 2016 Advisor</p> <p>May 2018 Executive Officer, Japan Rental Housing Investments Inc.</p> <p>April 2020 Executive Officer, Daiwa Securities Living Investment Corporation (Company name change due to merger)</p> <p>June 2021 Outside Director of the Company (current position)</p> <p>June 2022 Chairperson of the Board of Directors of the Company (current position) Chairperson of Nominating Committee, Compensation Committee for Directors, Compensation Committee for Executive Officers (current position)</p>	0
<p>(1) Overview of reason for proposing as candidate for Outside Director and expected roles Ikuo Shoda has extensive experience and broad insight in the securities business and as a corporate manager. In addition, he has held the important positions of Chairperson of the Board of Directors, Nominating Committee, Compensation Committee for Directors, and Compensation Committee for Executive Officers at the Company. The Company has judged that he will make appropriate judgments from a fair and objective standpoint independent from the management team and supervise the decision-making of the Board of Directors and the execution of business operations and provide advice, etc., and therefore has nominated him as a candidate for Outside Director.</p> <p>(2) Number of years in office as Outside Director The term will be three (3) years at the conclusion of this Meeting.</p> <p>(3) Company's approach to their independence Ikuo Shoda was involved in the execution of business at Daiwa Asset Management Co. Ltd. However, approximately eight (8) years have passed since his retirement, and he is no longer in a position to be involved in the management of the company. Also, even considering the business relationship between Daiwa Asset Management Co. Ltd. and the Company, we believe that there is no risk of a conflict of interest between him and the Company's shareholders in light of the criteria for independence of the Tokyo Stock Exchange, Inc. He is an independent director as provided for by the Tokyo Stock Exchange, Inc. and the Company plans to continue to submit his notification to the Exchange.</p>			

Candidate No.	Name (Date of birth)	Career summary and Current Position and Responsibilities at the Company (Important status in other companies)	Number of the Company's shares held
7	Toyosaku Hamada (July 5, 1951) Reelected Candidate for Outside Director Independent (planned) Agreement for limiting liability (planned)	<p>April 1974 Joined Sumitomo Corporation</p> <p>July 1999 General Manager, Planning & Coordination Department</p> <p>April 2000 General Manager, Corporate Planning & Coordination Department</p> <p>April 2002 General Manager, Corporate Finance Department</p> <p>April 2003 Executive Officer, General Manager, Corporate Finance Department</p> <p>April 2004 Executive Officer, General Manager, Financial Resources Management Group</p> <p>April 2006 Managing Executive Officer, General Manager, Financial Resources Management Group</p> <p>April 2009 Senior Managing Executive Officer, CFO, General Manager, Financial Resources Management Group</p> <p>June 2009 Representative Director, Senior Managing Executive Officer, CFO, General Manager, Financial Resources Management Group</p> <p>April 2012 Representative Director, Executive Vice President, CFO, General Manager, Financial Resources Management Group</p> <p>April 2013 Representative Director, Executive Vice President, General Manager for Europe, Middle East, Africa & CIS (residing in London)</p> <p>June 2013 Executive Vice President, General Manager for Europe, Middle East, Africa & CIS Chairman, Sumitomo Corporation Europe Holding Limited (residing in London)</p> <p>April 2015 Special Adviser (retired in June 2018)</p> <p>June 2015 Outside Director, Daiwa Asset Management Co. Ltd.</p> <p>June 2023 Outside Director of the Company (current position)</p>	0

Candidate No.	Name (Date of birth)	Career summary and Current Position and Responsibilities at the Company (Important status in other companies)	Number of the Company's shares held
		<p>(1) Overview of reason for proposing as candidate for Outside Director and expected roles Toyosaku Hamada has been involved in management as Representative Director, Executive Vice President, CFO of Sumitomo Corporation, and has a wealth of experience, achievements, and insight. In addition, he has served as Outside Director of Daiwa Asset Management Co. Ltd., and therefore is nominated as a candidate for Outside Director because he is expected to provide accurate suggestions and advice at the Board of Directors meetings from an objective standpoint independent from the management team engaged in business execution.</p> <p>(2) Number of years in office as Outside Director The term will be one (1) year at the conclusion of this Meeting.</p> <p>(3) Company's approach to their independence Toyosaku Hamada was an Outside Director of Daiwa Asset Management Co. Ltd., our business partner, but was not involved in the execution of the business. Therefore, we believe that there is no risk of a conflict of interest between him and the Company's shareholders in light of the criteria for determining independence of the company from the Tokyo Stock Exchange, Inc. He is an independent director as provided for by the Tokyo Stock Exchange, Inc. and the Company plans to continue to submit his notification to the Exchange.</p>	

- (Notes)
1. There are no special interests between each of the candidates and the Company.
 2. The Company has concluded a directors' and officers' liability insurance policy with an insurance company that insures Minoru Kikuchi, Makoto Hattori, Eisaku Imazato, Noriaki Tatekabe, Keiko Uehara, Ikuo Shoda, and Toyosaku Hamada. This policy covers the compensation for damages and litigation costs incurred in damage suits against an insured person arising from the performance of duties of the insured, with the Company assuming approximately 90% of the premiums and the insured bearing approximately 10%. In the event that the seven candidates are reelected, they will continue to be insured under such insurance policies. In addition, the Company intends to renew such insurance policies during the seven candidates' terms of office with the same details.
 3. The Company has entered into an agreement with Eisaku Imazato, Keiko Uehara, Ikuo Shoda, and Toyosaku Hamada to limit their liability for damages as stipulated in Article 423, paragraph (1) of the Companies Act. The maximum amount of liability for damages under such agreement is the amount stipulated by law. If the reelection of the four candidates is approved, the Company intends to continue such agreement.

Proposal 3: Election of one (1) Substitute Corporate Auditor as an Outside Corporate Auditor

Since the appointment of Isamu Mori, who was elected as a substitute Outside Corporate Auditor at the 103rd Annual General Meeting of Shareholders held on June 22, 2023, is effective until the beginning of this Meeting, the Company proposes to re-elect one (1) substitute Outside Corporate Auditor.

With respect to such substitute, his/her appointment as a Corporate Auditor shall be conditioned upon the absence of the statutory number of Outside Corporate Auditors, and his/her term of office shall be the remaining term of office of his/her predecessor.

The resolution will remain in effect until the beginning of next year’s Annual General Meeting of Shareholders.

The Company has already obtained the consent of the Board of Auditors to elect one (1) Substitute Outside Corporate Auditor.

The candidate is as follows.

Name (Date of birth)	Career summary (Important status in other companies)	Number of the Company’s shares held
<p style="text-align: center;">Isamu Mori (February 23, 1948) Candidate for Substitute Outside Corporate Auditor Agreement for limiting liability (planned)</p>	<p>March 1979 Nihon University Graduate School of Law Post-doctoral Program</p>	0
	<p>April 1989 Professor, Faculty of Law, Dokkyo University</p>	
	<p>February 1999 Registered as an attorney (Tokyo Bar Association, Commons Law Office) (current position)</p>	
	<p>April 2004 Professor, Graduate School of Law, Chuo University (Graduate School of Law)</p>	
	<p>June 2006 Outside Corporate Auditor, Toyo Suisan Kaisha, Ltd.</p>	
	<p>May 2011 Outside Corporate Auditor, Saikaya Department Store Co.,Ltd.</p>	
	<p>March 2018 Retired as Professor, Graduate School of Law, Chuo University (Graduate School of Law)</p>	
	<p>May 2022 Outside Director (Audit & Supervisory Board Member), Saikaya Department Store Co.,Ltd.</p>	
	<p>November 2022 Retired as Outside Director (Audit & Supervisory Board Member), Saikaya Department Store Co.,Ltd.</p>	
	<p>June 2023 Retired as Outside Corporate Auditor, Toyo Suisan Kaisha, Ltd.</p>	

Reason for proposing such candidate as a candidate for Substitute Corporate Auditor as an Outside Corporate Auditor

Isamu Mori has been engaged in education and research in civil law and civil procedural law for many years at Faculty of Laws and law schools, and has also been practicing as a lawyer for approximately 25 years. The Company has selected him as a candidate for Substitute Corporate Auditor as an Outside Corporate Auditor so that he can apply the insight he has developed through his extensive experience to the audit system of the Company.

While Isamu Mori has no direct experience in corporate management, he is well versed in corporate legal affairs from the perspective of dispute processing or preventive jurisprudence in the above-mentioned positions and the Company judges that he will be able to appropriately perform his duties as an Outside Corporate Auditor.

- (Notes)
1. There are no special interests between the candidate and the Company.
 2. In the event that Isamu Mori is elected and appointed as an Outside Corporate Auditor due to a vacancy in the statutory number of Outside Corporate Auditors, the Company intends to add him as an insured under the Directors' and Officers' Liability Insurance Policy described in Proposal 2 (Note 2) and will renew the policy during his term of office with the same details.
 3. In the event that Isamu Mori is elected and assumes office as an Outside Corporate Auditor due to a vacancy in the statutory number of Outside Corporate Auditors, the Company will enter into an agreement with him limiting his liability for damages under Article 423, paragraph (1) of the Companies Act to the amount stipulated in the law.

Proposal 4: Payment of bonuses to Directors

At the 85th Annual General Meeting of Shareholders held on June 28, 2005, an annual compensation amount of up to ¥200 million for Directors was approved. Separate from this compensation amount, in order to reward the Directors for their efforts in the current fiscal year's performance, the Company proposes to pay up to ¥30 million in total as Director bonuses (no bonus paid in the previous fiscal year) to the three Directors who were in office during the 104th fiscal year, excluding the four Outside Directors.

The total amount of such bonuses was determined based on the decision policy on compensation for Directors and through deliberations by the Compensation Committee for Directors, which consists of four Outside Directors of the Company, using ordinary profit and profit for the current fiscal year as indicators, taking into consideration the amount of bonuses paid to Directors previously and other various factors.

If this Proposal is approved, the specific amount and timing of payment to each Director will be determined by the Compensation Committee for Directors, consisting of Outside Directors.