

Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

Securities Code: 8032

June 2, 2023

To our shareholders:

Akihiko Watanabe
Representative Director, President
Japan Pulp & Paper Co., Ltd.
Forefront Tower,
3-12-1 Kachidoki, Chuo-Ku, Tokyo

NOTICE OF THE 161ST ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are hereby notified of the 161st Ordinary General Meeting of Shareholders of JAPAN PULP AND PAPER COMPANY LIMITED (the “Company”), which will be held as described below.

When convening this general meeting of shareholders, the Company takes measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (items for which measures for providing information in electronic format are to be taken) in electronic format, and posts this information as “Notice of the 161st Annual General Meeting of Shareholders” on the Company’s website. Please access the Company’s website by using the internet address shown below to review the information.

The Company’s website:

<https://www.kamipa.co.jp/ir/meeting/> (in Japanese)

In addition to the Company’s website, the items subject to measures for electronic provision are also posted on the website of the Tokyo Stock Exchange (TSE), which can be found on the following link.

TSE website (Listed Company Search):

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese)

(Please access the TSE website by using the internet address shown above, enter “Japan Pulp & Paper Co., Ltd.” in “Issue name (company name)” or the Company’s securities code “8032” in “Code,” and click “Search.” Then, click “Basic information” and select “Documents for public inspection/PR information.” Under “Filed information available for public inspection,” click “Click here for access” under “[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].”)

If you do not attend the meeting in person, you may exercise your voting rights by postal mail or via the Internet. Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights following the instructions provided no later than 5:15 p.m. on Thursday, June 22, 2023 (Japan Standard Time).

- 1. Date and Time:** Friday, June 23, 2023 at 10:00 a.m. (Japan Standard Time)
(Reception opens at 9:00 a.m.)
- 2. Venue:** TOKYO CONVENTION HALL 5F TOKYO SQUARE GARDEN
3-1-1 Kyobashi, Chuo-ku, Tokyo

3. Purposes:

Items to be reported:

1. Business Report and Consolidated Financial Statements for the 161st term (from April 1, 2022 to March 31, 2023), as well as the results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board
2. Non-Consolidated Financial Statements for the 161st term (from April 1, 2022 to March 31, 2023)

Items to be resolved:

- Proposal 1:** Election of Seven (7) Directors of the Board
Proposal 2: Election of Two (2) Audit & Supervisory Board Members

Exercising Your Voting Rights

To exercise your voting rights, three methods are available as follows:

Attending the meeting in person

Please bring the enclosed voting form to the meeting and submit it at the reception.

Please also bring the NOTICE OF THE 161ST ORDINARY GENERAL MEETING OF SHAREHOLDERS (this notice) with you.

* When nominating a proxy to attend the meeting on your behalf, a letter of attorney, your voting form, and the voting form of the person representing you must be submitted at the reception.

(The Company's Articles of Incorporation specify that a proxy must be one (1) shareholder of the Company with voting rights.)

Date and time of the General Meeting of Shareholders: Friday, June 23, 2023 at 10:00 a.m. (Japan Standard Time)
(Reception opens at 9:00 a.m.)

Via the Internet [Recommended]

Please exercise your voting rights by the deadline using a personal computer, smartphone or the like.

Deadline: Must complete entry by Thursday, June 22, 2023 at 5:15 p.m. (Japan Standard Time)

Sending the form by postal mail

Please indicate your approval or disapproval of each proposal on the enclosed voting form and return it by postal mail to reach us no later than the following deadline.

*** Postal mail may take no less than 5 days to arrive, so please send the form as early as possible. We recommend exercising via the Internet, which takes less time and is easier.**

Deadline: Must arrive by Thursday, June 22, 2023 at 5:15 p.m. (Japan Standard Time)

Handling the Exercise of Voting Rights

1. When voting rights are exercised both by postal mail and the Internet, etc., the votes cast via the Internet, etc. will take precedence regardless of the date and time of arrival.
2. In case voting rights are exercised more than once via the Internet, etc., the last votes cast will be regarded as valid.
3. Where no indication is given either for approval or disapproval of a proposal on the submitted voting form, it will be treated as an expression of approval.

To our institutional investors:

The Electronic Voting Platform operated by ICJ Inc. is available for you to exercise your voting rights.

1. Among the items subject to measures for electronic provision, the following reports are posted on the Company's website and the TSE website in accordance with laws and regulations and Article 14 of the Articles of Incorporation: "Matters related to Stock Acquisition Rights" and "System to Ensure the Appropriateness of Business Operations and its Status"; "Consolidated Financial Statement of Changes in Shareholder's Equity" and "Notes to the Consolidated Financial Statement"; and "Financial Statement of Changes in Shareholder's Equity" and "Notes to the Financial Statement." These reports are not included in the document to be delivered to shareholders who have requested the delivery of the paper-based document (The same document have been sent to shareholders who did not request the delivery of the document for this meeting).

Accordingly, the business report, consolidated financial statements and financial statements included in this document are a part of the documents that were audited by the Accounting Auditor in preparing the Accounting Auditor's Report and by the Audit & Supervisory Board in preparing their Audit Report.

2. In the event of any modification to the items subject to measures for electronic provision, the items before and after the modification will be posted on the Company's website and the TSE website as indicated on page 1 of this notice.

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Information

Proposal 1: Election of Seven (7) Directors of the Board

The term of office of all seven (7) Directors of the Board will expire upon the conclusion of this meeting. Therefore, the Company proposes to elect seven (7) Directors (including three (3) Outside Directors). The candidates for Directors of the Board are as follows:

No.	Name		Current position and responsibilities, etc. in the Company	Attribute
1	[Reelection]	Akihiko Watanabe	Representative Director President & CEO	
2	[Reelection]	Chihiro Katsuta	Representative Director Senior Executive Vice President CFO	
3	[Reelection]	Kazuhiko Sakurai	Director of the Board Senior Executive Vice President Paperboard & Household Paper	
4	[Reelection]	Tetsuo Izawa	Director of the Board Senior Executive Vice President Paper Sales & Marketing, Logistics	
5	[Reelection]	Sumiko Takeuchi	Director of the Board	[Outside Director of the Board] [Independent Officer]
6	[Reelection]	Yoko Suzuki	Director of the Board	[Outside Director of the Board] [Independent Officer]
7	[New election]	Hiroshi Takahashi	–	[Outside Director of the Board] [Independent Officer]

No.	Name Date of birth	Career summary, position and responsibilities in the Company	Number of the Company's shares owned
1	<p style="text-align: center;">Akihiko Watanabe (September 8, 1959) [Reelection] Attendance at meetings of the Board of Directors 17/17</p>	<p>Apr. 1982 Joined the Company</p> <p>June 2009 Corporate Officer Deputy General Manager, Global Business Division of the Company</p> <p>June 2010 Executive Officer General Manager, Sales Promotion Division of the Company</p> <p>Apr. 2012 Executive Officer General Manager, International Business Division of the Company</p> <p>Apr. 2013 Executive Officer of the Company President of Japan Pulp & Paper (U.S.A.) Corp.</p> <p>Apr. 2015 Executive Vice President of the Company President of Japan Pulp & Paper (U.S.A.) Corp.</p> <p>Apr. 2016 Executive Vice President Global Business General Manager, International Sales Division of the Company</p> <p>June 2016 Director of the Board Executive Vice President Global Business General Manager, International Sales Division of the Company</p> <p>Apr. 2017 Representative Director President of the Company</p> <p>Apr. 2023 Representative Director President & CEO of the Company (present position)</p>	4,300
<p>Reasons for selection as a candidate for Director of the Board</p> <p>Akihiko Watanabe held important posts in the global business division, etc. over many years. As Representative Director, and President of the Company, he has been working to build a stable profit base for the Group since 2017 with the cores of enhancement of diversified individual businesses and manifestation of synergies, while leading the sustainable management of the Group through promotion of the Medium-term Business Plan. In addition to his abundant experience and knowledge of global management, he possesses both outstanding character and insight. We expect him to contribute to sustainable improvement of the corporate value of the Group as a whole. Accordingly, we have determined that he will be re-nominated as a candidate for Director of the Board.</p>			

No.	Name Date of birth	Career summary, position and responsibilities in the Company	Number of the Company's shares owned
2	<p style="text-align: center;">Chihiro Katsuta (February 15, 1959) [Reelection] Attendance at meetings of the Board of Directors 17/17</p>	<p>Apr. 1982 Joined the Company</p> <p>June 2009 Corporate Officer Deputy General Manager, Finance & Administration Division of the Company</p> <p>June 2010 Executive Officer General Manager, Management Planning Division of the Company</p> <p>Apr. 2014 Executive Vice President General Manager, Chubu Branch of the Company</p> <p>Apr. 2016 Executive Vice President Household Paper of the Company</p> <p>June 2016 Director of the Board Executive Vice President Household Paper of the Company</p> <p>Apr. 2017 Director of the Board Senior Executive Vice President CFO of the Company</p> <p>June 2019 Representative Director Senior Executive Vice President CFO of the Company</p> <p>Apr. 2021 Representative Director Senior Executive Vice President CFO Raw Materials & Environment of the Company</p> <p>Apr. 2023 Representative Director Senior Executive Vice President CFO of the Company (present position)</p>	3,400
<p>Reasons for selection as a candidate for Director of the Board</p> <p>Chihiro Katsuta held important posts in the administration & planning division over many years and worked to develop branch offices and strengthen and expand the Company's household paper operations and environmental-related business. He is currently supervising administration overall as Representative Director of the Board, Senior Executive Vice President of the Company, while steadily working to achieve a stable financial base and enhance the governance of the Group, thereby contributing to the development of the Group. In addition to his abundant experience and achievements as above, he possesses both outstanding character and insight. We expect him to contribute to sustainable improvement of the corporate value of the Group as a whole. Accordingly, we have determined that he will be re-nominated as a candidate for Director of the Board.</p>			

No.	Name Date of birth	Career summary, position and responsibilities in the Company	Number of the Company's shares owned
3	Kazuhiko Sakurai (January 10, 1959) [Reelection] Attendance at meetings of the Board of Directors 17/17	Apr. 1982 Joined the Company Apr. 2011 Executive Officer General Manager, Hokkaido Branch of the Company Apr. 2013 Executive Officer General Manager, Kitanihon Branch of the Company Apr. 2015 Executive Vice President Paperboard & Household Paper of the Company June 2015 Director of the Board Executive Vice President Paperboard & Household Paper of the Company Apr. 2016 Director of the Board Executive Vice President Paperboard of the Company Apr. 2017 Director of the Board Executive Vice President Paperboard & Household Paper of the Company June 2017 Senior Executive Vice President Paperboard & Household Paper of the Company June 2019 Director of the Board Senior Executive Vice President Paperboard & Household Paper of the Company (present position)	2,600
<p>Reasons for selection as a candidate for Director of the Board</p> <p>Kazuhiko Sakurai held important posts in the paper division over many years and focused on the development of branch offices as General Manager. As Director of the Board and Senior Executive Vice President, he is currently supervising Paperboard & Household Paper businesses of the Company, as well as working to develop downstream strategies, strengthen the supply chain in the areas of raw material procurement, manufacturing and sales, and promote the strengthening of the governance of group companies, among others, thereby contributing to the development of the Group. In addition to his abundant experience and achievements as above, he possesses both outstanding character and insight. We expect him to contribute to sustainable improvement of the corporate value of the Group as a whole. Accordingly, we have determined that he will be re-nominated as a candidate for Director of the Board.</p>			

No.	Name Date of birth	Career summary, position and responsibilities in the Company	Number of the Company's shares owned
4	<p style="text-align: center;">Tetsuo Izawa (October 15, 1957) [Reelection] Attendance at meetings of the Board of Directors 17/17</p>	<p>Apr. 1981 Joined the Company</p> <p>May 2002 General Manager, Secretarial Affairs Office of the Company</p> <p>Apr. 2008 General Manager, Paper Merchant Sales Department of the Company</p> <p>June 2009 Corporate Officer General Manager, Paper Merchant Sales Division of the Company</p> <p>June 2010 Executive Officer General Manager, Paper Merchant Sales Division of the Company</p> <p>Apr. 2012 Executive Officer General Manager, Purchasing Division General Manager, Paper Merchant Sales Division of the Company</p> <p>Apr. 2015 Executive Vice President General Manager, Kansai Branch of the Company</p> <p>Apr. 2018 Executive Vice President Paper Sales & Marketing General Manager, Paper Merchant Sales Division of the Company</p> <p>Apr. 2021 Senior Executive Vice President Paper Sales & Marketing, ICT & Logistics of the Company</p> <p>June 2021 Director of the Board Senior Executive Vice President Paper Sales & Marketing, ICT & Logistics of the Company</p> <p>Apr. 2023 Director of the Board Senior Executive Vice President Paper Sales & Marketing, Logistics of the Company (present position)</p>	2,900
<p>Reasons for selection as a candidate for Director of the Board</p> <p>Tetsuo Izawa held important posts in the paper division over many years and focused on the development of branch offices as General Manager. As Director of the Company and Senior Executive Vice President, he is currently supervising Paper Sales & Marketing and Logistics business, and has been working to strengthen the profit base of the core domestic wholesale business segment, and actively involved in planning and implementing organizational strategies such as reviewing the organizational structure and revitalizing human resources. In addition to his abundant experience and achievements as above, he possesses both outstanding character and insight. We expect him to contribute to sustainable improvement of the corporate value of the Group as a whole. Accordingly, we have determined that he will be re-nominated as a candidate for Director of the Board.</p>			

No.	Name Date of birth	Career summary, position and responsibilities in the Company	Number of the Company's shares owned
5	<p style="text-align: center;">Sumiko Takeuchi (June 21, 1971) [Outside Director of the Board] [Independent Officer] [Reelection] Attendance at meetings of the Board of Directors 17/17</p>	<p>Apr. 1994 Joined Tokyo Electric Power Company, Incorporated</p> <p>Jan. 2012 Director and Senior Fellow of International Environment and Economy Institute (present position)</p> <p>Feb. 2012 Director of Forestock Association</p> <p>Apr. 2014 Assistant Project Leader of The 21st Century Public Policy Institute (present position)</p> <p>Apr. 2016 Visiting Professor of University of Tsukuba</p> <p>Oct. 2016 External Advisor of Accenture Japan Ltd.</p> <p>Nov. 2016 Joint Representative of Matrix Associates LLP</p> <p>Apr. 2018 Visiting Professor of Kansai University</p> <p>Apr. 2018 External Advisor of McKinsey & Company, Inc.</p> <p>Oct. 2018 Co-representative of U3Innovations LLC (present position)</p> <p>June 2019 Outside Director of the Board of the Company (present position)</p> <p>Apr. 2020 Specially Appointed Professor of Tohoku University (present position)</p> <p>Apr. 2021 Senior Advisor of Deloitte Tohmatsu Financial Advisory LLC (present position)</p> <p>July 2022 Outside Director of GRID INC. (present position)</p> <p>[Significant concurrent positions outside the Company] Director and Senior Fellow of International Environment and Economy Institute Co-representative of U3Innovations LLC Specially Appointed Professor of Tohoku University Senior Advisor of Deloitte Tohmatsu Financial Advisory LLC Outside Director of GRID INC.</p>	0
<p>Reasons for selection as a candidate for Outside Director of the Board and overview of expected roles Sumiko Takeuchi was involved for many years in nature and environmental conservation at her previous company. Since resigning from that post, she has been engaged in research in the fields of the environment and energy at an NPO corporation and universities, etc., has served in a large number of public roles, such as government delegates, and has conducted wide-ranging research and advocacy activities in the fields of the environment and energy. She has abundant experience as stated above and has actively provided proposals and advice in the deliberations of the Board of Directors, and therefore she will be re-nominated as a candidate for Outside Director of the Board. After her election, the Company expects her to provide proposals and advice from professional standpoints based on her experience as above and deep insight, as well as to supervise decision-making on important matters, the execution of business and the progress of the Medium-term Business Plan. In addition, after her election, we will continue to commission her to be a member of the Nomination and Compensation Advisory Committee, and also expect her to provide proposals and advice from an objective and neutral perspective at meetings of the Committee. She will have served as an Outside Director of the Board for four (4) years at the conclusion of this meeting.</p> <p>Other notes Sumiko Takeuchi is scheduled to continue to be an independent officer as stipulated by Tokyo Stock Exchange if she is reelected. The Company has concluded a limited liability agreement with Sumiko Takeuchi pursuant to the provision of Article 427, paragraph 1 of the Companies Act to limit liability for damages under Article 423, paragraph 1 of the Companies Act, and the agreement will continue if she is reelected. The amount of limit of liability for damages based on the agreement shall be the amount stipulated by laws and regulations. Sumiko Takeuchi's name is recorded as Sumiko Kobayashi in the Family Register.</p>			

No.	Name Date of birth	Career summary, position and responsibilities in the Company	Number of the Company's shares owned
6	<p style="text-align: center;">Yoko Suzuki (September 21, 1970) [Outside Director of the Board] [Independent Officer] [Reelection] Attendance at meetings of the Board of Directors 13/13</p>	<p>Apr. 1998 Registered as an attorney (Tokyo Bar Association)</p> <p>Apr. 1998 Joined Takagi Godo Law Office</p> <p>Nov. 2002 Partner of Suzuki Sogo Law Office (present position)</p> <p>May 2003 Outside Audit & Supervisory Board Member of Ito-Yokado Co., Ltd.</p> <p>Sep. 2005 Outside Audit & Supervisory Board Member of Seven & i Holdings Co., Ltd.</p> <p>Jan. 2008 Director of International IC Association of Japan</p> <p>Apr. 2015 Auditor of The Research Institute of Economy, Trade and Industry (RIETI) (present position)</p> <p>Mar. 2018 Outside Director and Member of the Audit Committee of Bridgestone Corporation (present position)</p> <p>June 2018 Outside Director and Audit and Supervisory Committee Member of Nippon Pigment Company Limited (present position)</p> <p>June 2018 Auditor of Hitotsubashi University Collaboration Center (present position)</p> <p>June 2020 External Audit & Supervisory Board Member of MARUI GROUP CO., LTD. (present position)</p> <p>Sep. 2021 Auditor of NATIONAL ARCHIVES OF JAPAN (present position)</p> <p>June 2022 Outside Director of the Board of the Company (present position)</p> <p>[Significant concurrent positions outside the Company] Partner of Suzuki Sogo Law Office Outside Director and Member of the Audit Committee of Bridgestone Corporation Outside Director and Audit and Supervisory Committee Member of Nippon Pigment Company Limited External Audit & Supervisory Board Member of MARUI GROUP CO., LTD.</p>	200
<p>Reasons for selection as a candidate for Outside Director of the Board and overview of expected roles Yoko Suzuki has never been involved in the management of a company other than as an outside director and audit & supervisory board member, but possesses advanced professional knowledge as a lawyer, and abundant experience as an outside director and audit & supervisory board member at several companies, and a director and auditor at several corporations where she has been deeply engaged in corporate management and various corporate businesses. We expect that her advanced professional knowledge and broad experience will enable her to offer advice on the Company's management, oversee the execution of operations, and contribute to its corporate governance from objective and professional standpoints. In addition, after her election, we will continue to commission her to be a member of the Nomination and Compensation Advisory Committee, and also expect her to provide proposals and advice from an objective and neutral perspective at meetings of the Committee. She will have served as an Outside Director of the Board for one (1) year at the conclusion of this meeting.</p> <p>Other notes Yoko Suzuki is scheduled to continue to be an independent officer as stipulated by Tokyo Stock Exchange if she is reelected. The Company has concluded a limited liability agreement with Yoko Suzuki pursuant to the provision of Article 427, paragraph 1 of the Companies Act to limit liability for damages under Article 423, paragraph 1 of the Companies Act, and the agreement will continue if she is reelected. The amount of limit of liability for damages based on the agreement shall be the amount stipulated by laws and regulations.</p>			

No.	Name Date of birth	Career summary	Number of the Company's shares owned
7	Hiroshi Takahashi (January 16, 1961) [Outside Director of the Board] [Independent Officer] [New election]	<p>Apr. 1985 Joined Mitsui Trust and Banking Company, Limited</p> <p>Apr. 2012 Executive Officer, General Manager of Sales Department 13 of Head Office of Sumitomo Mitsui Trust Bank, Limited</p> <p>Apr. 2015 Executive Officer, General Manager of Sales Department 1 of Head Office of Sumitomo Mitsui Trust Bank, Limited</p> <p>Apr. 2017 Managing Executive Officer of Sumitomo Mitsui Trust Bank, Limited</p> <p>Apr. 2018 Representative Director & Vice President of Japan Trustee Services Bank, Ltd.</p> <p>Oct. 2018 Director of JTC Holdings, Ltd.</p> <p>July 2020 Director & Senior Managing Executive Officer of Custody Bank of Japan, Ltd. (present position)</p> <p>[Significant concurrent positions outside the Company] Director & Senior Managing Executive Officer of Custody Bank of Japan, Ltd.</p>	0
	<p>Reasons for selection as a candidate for Outside Director of the Board and overview of expected roles</p> <p>Mr. Hiroshi Takahashi has a wealth of experience in corporate management, having worked in key positions at financial institutions for many years and served as an executive officer and director. We nominated him as a candidate for Outside Director of the Board in the expectation that he will use his experience and deep insight to supervise and provide advice on the overall management of the Company from an objective and professional standpoints.</p> <p>Other notes</p> <p>Hiroshi Takahashi is from Sumitomo Mitsui Trust Bank, Limited, which has a transactional relationship with the Company, and also is a shareholder of the Company. Loans borrowed from the bank, as of the end of March 2023, amounted to 11.7% of the total borrowing of the Company, and the ratio of the voting rights of the Company held by the bank is 0.5%. However, the Company deals with multiple financial institutions, and the influence on its business is therefore negligible. He is also a director of Custody Bank of Japan, Ltd., a shareholder of the Company, but the bank is specializing in asset management, and the beneficial shareholders have the right to instruct the Bank to exercise voting rights. There are no direct transactions between the bank and the Company. Therefore, there is no risk of a conflict of interest arising with the Company's general shareholders, and he is scheduled to be an independent officer as stipulated by Tokyo Stock Exchange if elected.</p> <p>If he is elected, the Company will conclude a limited liability agreement with Hiroshi Takahashi pursuant to the provisions of Article 427, paragraph 1 of the Companies Act to limit liability for damages under Article 423, paragraph 1 of the Companies Act. The amount of limit of liability for damages based on the agreement shall be the amount stipulated by laws and regulations.</p>		

- Notes:
1. There are no special interests between the candidates and the Company.
 2. The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph 1 of the Companies Act with an insurance company. This policy covers losses such as litigation expenses and compensation incurred by the insured persons from claims for damages filed by shareholders (derivative lawsuit), business partners, or other third parties (with a provision for deductible). If the candidates assume office, they will be included in this policy as insured persons. In addition, the Company plans to continue the policy with the same terms on July 1, 2023.
 3. Candidates for Director of the Board are nominated by the Nomination and Compensation Advisory Committee, of which Outside Directors of the Board are the main constituents. Candidates are chosen from persons who make outstanding contribution to the Company and who are regarded as indispensable to the Company's advancement, and on the strength of their character and insight. Nominations are approved by resolution of the Board of Directors.
 4. Candidates for independent Outside Directors of the Board are chosen for their ability to offer advice on the Company's businesses from objective and professional standpoints, in accordance with the independence criteria established by Tokyo Stock Exchange.

Proposal 2: Election of two (2) Audit & Supervisory Board Members

The term of office of Audit & Supervisory Board Member Katsunori Kitamura will expire upon the conclusion of this meeting.

Therefore, the Company proposes to increase the number of Outside Audit & Supervisory Board Members by one (1), electing two (2) Audit & Supervisory Board Members (including two (2) Outside Audit & Supervisory Board Members), to strengthen the Company's governance structure.

Note that the approval of the Audit & Supervisory Board has been obtained beforehand in relation to this proposal.

The candidates for Audit & Supervisory Board Member are as follows:

No.	Name		Current position in the Company	Attribute
1	[New election]	Mitsutaka Hondo	–	[Outside Audit & Supervisory Board Member]
2	[New election]	Miyuki Fukushima	–	[Outside Audit & Supervisory Board Member] Independent Officer

No.	Name (Date of birth)	Career summary	Number of the Company's shares owned
1	Mitsutaka Hondo (April 18, 1959) [Outside Audit & Supervisory Board Member] [New election]	Nov. 1989 Passed the National Bar Examination Apr. 1992 Completed the legal apprenticeship Apr. 1992 Registered as an attorney (Marunouchi Law Office) (present position) Apr. 2005 Director of EBIC Co., LTD. (present position) [Significant concurrent positions outside the Company] Attorney of Marunouchi Law Office	0
<p>Reasons for selection as a candidate for Outside Audit & Supervisory Board Member Mitsutaka Hondo is nominated as a candidate for Outside Audit & Supervisory Board Member because of his abundant practical experience as an attorney-at-law, his deep insight in legal and compliance matters, and his familiarity with corporate legal affairs, and we believe that he will appropriately perform his duties as an auditor and contribute to strengthening our audit function and governance system through his objective opinions and recommendations at meetings of the Board of Directors and Audit & Supervisory Board.</p> <p>Other notes The Company has entered into an advisory agreement with another attorney who belongs to Marunouchi Law Office, with which Mitsutaka Hondo is affiliated. If Mitsutaka Hondo assumes office as Audit & Supervisory Board Member, the Company will conclude a limited liability agreement with him pursuant to the provisions of Article 427, paragraph 1 of the Companies Act to limit liability for damages under Article 423, paragraph 1 of the Companies Act. The amount of limit of liability for damages based on the agreement shall be the amount stipulated by laws and regulations.</p>			
2	Miyuki Fukushima (February 7, 1958) [Outside Audit & Supervisory Board Member] Independent Officer [New election]	Apr. 1980 Joined TOMEN Corporation (currently Toyota Tsusho Corporation) Dec. 1990 Passed the Certified Public Tax Accountant Examination Jan. 1991 Joined Yoshihiro Hongo Certified Public Accountants' Office (currently Hongo Tsuji Tax & Consulting) Oct. 1994 Joined Horie Accounting Office Mar. 1998 Registered as a certified public tax accountant Oct. 2002 Established Miyuki Fukushima Tax Accounting Office Oct. 2011 Representing Partner of Fukushima Accounting Firm (currently FLAIR Accounting Firm) (present position) Nov. 2011 Representative Director, President of MiD POINT Corporation (present position) [Significant concurrent positions outside the Company] Representing partner of FLAIR Accounting Firm Representative Director, President of MiD POINT Corporation	0
<p>Reasons for selection as a candidate for Outside Audit & Supervisory Board Member After working for a business company, Miyuki Fukushima has been involved in taxation and accounting for many companies as a certified tax accountant and she currently represents a tax accounting firm. We have nominated her as a candidate for Outside Audit & Supervisory Board Member because we believe that her high level of expertise and broad experience in taxation and accounting will be reflected in our audits, and contribute to strengthening our audit function and governance system.</p> <p>Other notes Miyuki Fukushima is scheduled to be an independent officer as stipulated by Tokyo Stock Exchange, if elected as Audit & Supervisory Board Member. If Miyuki Fukushima is elected as Audit & Supervisory Board Member, the Company will conclude a limited liability agreement with her pursuant to the provisions of Article 427, paragraph 1 of the Companies Act to limit liability for damages under Article 423, paragraph 1 of the Companies Act. The amount of limit of liability for damages based on the agreement shall be the amount stipulated by laws and regulations.</p>			

- Notes: 1. There are no special interests between the candidates and the Company.
2. The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph 1 of the Companies Act with an insurance company. This policy covers losses such as litigation expenses and compensation

incurred by the insured persons from claims for damages filed by shareholders (derivative lawsuit), business partners, or other third parties (with a provision for deductible). If the candidates assume office, they will be included in this policy as insured persons. In addition, the Company plans to continue the policy with the same terms on July 1, 2023.

3. Candidates for Audit & Supervisory Board Member are nominated by the Nomination and Compensation Advisory Committee, of which Outside Directors of the Board are the main constituents. Candidates are chosen from persons who are regarded as indispensable to the Company's advancement, and on the strength of their character and insight. Nominations are approved by resolution of the Board of Directors with the approval of the Audit & Supervisory Board.

[Reference] Skill Matrix of Directors and Audit & Supervisory Board Members after the General Meeting of Shareholders

If Proposal 1 and Proposal 2 are approved and adopted as proposed at the General Meeting of Shareholders, the major areas of expertise and experience expected to be possessed by Directors and Audit & Supervisory Board Members are as listed below:

Name	Position in the Company	Independent Officer	Nomination and Compensation Advisory Committee	Major areas of expertise and experience							
				Industrial insight	Corporate management	Sales	Global	Finance and accounting	Legal affairs and compliance	Personnel management and labor	Sustainability
Akihiko Watanabe	Representative Director President & CEO		○ (Chairperson)	●	●	●	●		●	●	
Chihiro Katsuta	Representative Director Senior Executive Vice President			●	●	●		●	●	●	
Kazuhiko Sakurai	Director of the Board Senior Executive Vice President			●	●	●				●	
Tetsuo Izawa	Director of the Board Senior Executive Vice President			●	●	●				●	
Sumiko Takeuchi	Outside Director of the Board	○	○		●		●				●
Yoko Suzuki	Outside Director of the Board	○	○						●	●	●
Hiroshi Takahashi	Outside Director of the Board	○	○		●	●		●		●	●
Rie Uesaka	Full-time Audit & Supervisory Board Member			●	●		●	●			
Naofumi Higuchi	Outside Audit & Supervisory Board Member	○					●	●	●		
Mitsutaka Hondo	Outside Audit & Supervisory Board Member								●	●	
Miyuki Fukushima	Outside Audit & Supervisory Board Member	○			●			●			

The table above does not indicate all of the skills and experience possessed by individual Directors and Audit & Supervisory Board Members.

References - Matters Regarding Cross-Shareholdings

(1) Holding Policy of Cross-Shareholdings

The Company acquires and holds shares of companies it deems necessary to establish or maintain and strengthen business and cooperative relationships. Each year, the Board of Directors examines the appropriateness of each share, based on a quantitative perspective, such as whether the trading profits and dividends earned from shareholdings exceed the Company's cost of capital, and a qualitative perspective, such as medium- to long-term business relationships with the company in question. The Company sells the shares that are no longer considered to be reasonable to hold in order to reduce the number of shares.

In exercising voting rights for shares held by the Company, we consider the content of proposals from the perspective of whether they will lead to medium- to long-term improvements in the corporate value of the company in question and whether they are likely to damage the Company's corporate value, and make decisions on whether to approve or disapprove them.

(2) Status of Cross-Shareholding

	End of 2021	End of 2022
Number of issues (of which listed shares)	124 (58)	120 (56)
Amount recorded in the balance sheet	23,918 million yen	23,191 million yen
The percentage of consolidated net assets	23.84%	18.08%

Note: There are no deemed shareholdings.