Note: This document has been translated from a part of the Japanese original for reference purposes only.

(Stock Exchange Code 6200) November 30,2021

To Our Shareholders

Takayuki Funahashi Representative Director, President and CEO Insource Co., Ltd. (Head Office) Insource Dokanyama Bldg. 4-19-12 Nishi Nippori, Arakawa-ku.Tokyo

## Notice of the 19th Ordinary General Meeting of Shareholders

You are hereby notified that the 19th Ordinary General Meeting of Shareholders of Insource Co. Ltd. (the "Company") will be held for the purposes as described below.

In order to control the spread of the new coronavirus infection, this General Meeting of Shareholders will be held with a wider seating distance and fewer seats in the meeting room. Shareholders are encouraged to refrain from physically attending the meeting and to exercise voting rights in writing or via the Internet in advance.

1. Date and Time: December 17, 2021 (Friday), 10:00 a.m. JST (Registration begins at 9:30 a.m.)

2. Place: TKP Garden City Ochanomizu

Mitsui Sumitomo Insurance Surugadai Shinkan 3F, 3-11-1, Kanda Surugadai, Chiyoda-ku, Tokyo \*Please refer to the "Map of the General Meeting of Shareholders" at the end of the document in Japanese version.

\*We will be streaming live on the day of the meeting, only available in Japanese. Please check page 3 in Japanese version before using this service.

## 3. Agenda:

Matters to be reported:

1.Business Report and Consolidated Financial Statements for the Company's 19th Fiscal Year (October1,2020~September 30, 2021) and audit results of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Committee

2. Non-consolidated Financial Statements for the Company's 19th Fiscal Year

Proposals to be resolved:

Proposal No.1 Disposal of surplus

Proposal No.2 Partial Amendment to the Articles of Incorporation

Proposal No.3 Election of eight Directors

Proposal No.4 Election of one Corporate Auditor

Proposal No.5 Revision of Remuneration Amount for Directors & Introduction of Restricted Stock Compensation Plan

## 4. Proxy Voting

In the case of exercising your voting rights by proxy, you may attend the General Meeting of Shareholders by appointing one other shareholder with voting rights as your proxy. Please note that a written document certifying the right of representation must be submitted.

## No souvenirs will be provided on the day of the General Meeting of Shareholders.

- ©If you plan to attend the meeting, please submit the enclosed Voting Rights Exercise Form to the receptionist at the meeting and bring this "Notice of Convocation" to the meeting.
- ©Of the documents to be provided with this Notice of Convocation, the following items have been posted on the Company's website on the Internet in accordance with laws and regulations and Article 18 of the Company's Articles of Incorporation, and are not included in the attached documents to this Notice of the Convocation. Therefore, the documents attached to this Notice of Convocation are part of the documents audited by the Corporate Auditors and the Accounting Auditor in preparing the Audit Report.
- 1 . Systems for ensuring the proper operation of business and the status of operation
- 2. Statements of consolidated equity
- 3. Notes to the consolidated financial statements
- 4. Statements of changes in equity
- 5. Notes to non-consolidated financial statements

- ⊚ If any amendments are made to the Reference Documents , the Business Report, the Non-Consolidated Financial Statements, or the Consolidated Financial Statements, the amended information will be posted on the Company's website (https://www.insource.co.jp/en/ir/index.html).
- ©Please note that those who are not shareholders, such as non-shareholder proxies and accompanying persons, will not be able to attend the General Meeting of Shareholders.

## **Guidance on Exercising Voting Rights**



Exercise of voting rights at the general meeting of shareholders is shareholders' important right.

Please exercise your voting rights after examining the attached Reference Documents for the General Meeting of Shareholders.

There are three methods to exercise your voting rights as indicated below.



## Attend the Meeting

Please present the enclosed voting form at the reception.

Date and time

December 17, 2021(Friday) 10:00 a.m. (JST) (Reception starts at 9:30a.m.)



# Exercise the voting rights in writing (by mail)

Please indicate whether you are for or against each proposal on the enclosed voting form, and return the form to us.

Exercise due date

To be returned to us no later than December 16, 2021(Thursday), 5:30 p.m. (JST)



# Exercise the voting rights via the internet

Please indicate whether you are for or against the proposals following the instructions on the next page.

Exercise due date

No later than December 16, 2021(Thursday), 5:30 p.m. (JST)

Please note that your voting via the internet shall prevail, if you exercise your voting rights both in writing (by mail) and via the internet. If you exercise your voting rights more than once via the internet, only the last vote shall be deemed effective.

## **Instructions for the Exercise of Voting Rights via the Internet**

## By scanning the QR code

You can log-in the website for exercise of voting rights without entering the voting rights exercise code and password.

1.Please scan the QR code printed on the voting form at the bottom right with your smartphone or tablet.

\*QR code is a registered trademark of DENSO WAVE INCORPORATED.

2. Then please follow the instructions on the screen and indicate your approval or disapproval.

## By entering the voting rights exercise code and password

Website for exercise of voting rights https://evote.tr.mufg.jp/
\*Only available in Japanese

- 1.Please access the website for exercise of voting rights.
- 2.Please enter the "voting rights exercise code" indicated in the voting form.
- 3.Please enter the "password" indicated in the voting form.
- 4. Then please follow the instructions on the screen and indicate your approval or disapproval.

If you have any questions on how to exercise your voting rights via the internet using a personal computer, smartphone, or mobile phone, please contact:

Help Desk, Stock Transfer Agency Department, MUFJ Trust & Banking Co. 0120-173-027 (Toll free only from Japan Business hours 9:00-21:00)

<u>Institutional investors can exercise their voting rights via the "Electronic Voting Rights</u> Exercise Platform" for institutional investors operated by ICJ Inc.

## Reference Documents for the General Meeting of Shareholders

## **Proposals and Reference Items**

## Proposal No.1 Disposal of surplus

The Company's basic dividend policy is to continuously pay dividends linked to business performance with a target payout ratio of 40% in order to gain long-term support from shareholders. The Company proposes a dividend of 15.50 yen per share (payout ratio of 41.4% for ordinary dividends) for FY20.

(1) Type of Dividend Property Cash

(2) Dividend matters and total amount

Dividend per share of common stock of the Company: 15.5 yen

Total amount: 652,425,473 yen

(3) Effective date of distribution of surplus

December 20, 2021 (Monday)

## **Proposal No.2** Partial Amendment to the Articles of Incorporation

The Company proposes to amend the Articles of Incorporation of the Company as follows.

## 1. Reason

It is proposed that a business purpose be added to Article 2 (Purpose) of the current Articles of Incorporation in order to clarify the current business of the Company and its subsidiaries and to respond to the diversification of business in the future.

#### 2. Details of change

The changes are as follows:

(Underlined parts indicate changes.)

| Current Articles of Incorporation                    | Proposed change   |  |  |  |  |  |  |
|--|---|--|--|--|--|--|--|
| Article 2 (Purpose)                                  | Article 2 (Purpose)   |  |  |  |  |  |  |
| The purpose of the Company shall be to engage in the | The purpose of the Company shall be to engage in the                  |  |  |  |  |  |  |
| following businesses.                                | following businesses.   |  |  |  |  |  |  |
| 12. (text omitted)                                   | 12. (unchanged)   |  |  |  |  |  |  |
| (newly established)                                  | 3. Consulting services for sales promotion activities                 |  |  |  |  |  |  |
| (newly established)                                  | 4. Sales promotion and sales agency services for products             |  |  |  |  |  |  |
| 320. (text omitted)                                  | and services 522. (unchanged) 23. Investment business 24. (unchanged) |  |  |  |  |  |  |

## **Proposal No.3** Election of eight Directors

The term of office of all seven Directors will expire at the end of this General Meeting of Shareholders. Therefore, in order to strengthen the management structure, the Company proposes to increase the number of Directors by one and elect eight Directors.

The candidates for Directors are as follows:

## 1 Takayuki Funahashi (Date of birth: April 3, 1964)

Reappointment

No. of Company shares held: 2,723,250

Past experience, positions and responsibility in the Company

Apr. 1988 Joined Sanwa Bank

(currently MUFG Bank, Ltd.)

Aug. 2001 Joined Plaza Create Co.

Nov. 2002 Representative Director of the Company Aug. 2015 Representative Director, President and CEO

of the Company (current)

Jul. 2021 Director of Insource Marketing Design

Corporation (current)

Significant concurrent positions

Director of Insource Marketing Design Corporation

Kumiko Kawabata (Date of birth: August 30, 1968)

Reappointment

No. of Company shares held: 1,920,000

Past experience, positions and responsibility in the Company

Nov. 2002 Director of the Company

Aug. 2015 Director, Managing Executive Officer of the

Company (current)

Dec. 2016 Director of Mitemo Co., Ltd

Feb. 2020 Director of Rashiku Corporation (current)

Significant concurrent positions
Director of Rashiku Corporation

## Shigeo Fujimoto (Date of birth: March 6, 1965)

## Reappointment

No. of Company shares held: 99,300

| Company   |  |
|-----------|--|
| Apr. 1988 | Joined Sony Corporation (currently Sony    |
|           | Group Inc.)                                |
| Apr. 2007 | Joined Sony Communication Network          |
|           | Corporation (currently Sony Network        |
|           | Communications Corporation)                |
| Jan. 2012 | Executive Officer of the Company (current) |
| Dec. 2015 | Director of the Company (current)          |
| Dec. 2016 | Director of Mitemo Co., Ltd (current)      |
| Jul. 2018 | Director of the Rashiku Corporation        |
| 4 2010    | Manager of Court Manager of David David    |

Past experience, positions and responsibility in the

Significant concurrent positions

Director of Mitemo Co., Ltd Director of MIRAISOUZOU & COMPANY, Inc. Director of Insource Digital Academy Corporation

Apr. 2019 Manager of Group Management Department Oct. 2019 Director of Insource Digital Academy

Corporation (current)

Dec. 2019 Director of MIRAISOUZOU & COMPANY,

Inc.(current)

## Reappointment

No. of Company shares held: 40,000

 $Tetsuya\ Sawada\ \ ({\sf Date\ of\ birth:\ December\ 12,\ 1981})$ 

Past experience, positions and responsibility in the Company

Jun. 2007 Joined the Company

Jun. 2012 President and Representative Director of

Mitemo Co., Ltd (current)

Apr. 2016 Director of the Company (current) Dec. 2016 President and Representative Director, Dec. 2020 MIRAISOUZOU & COMPANY, Inc.

Significant concurrent positions

President and Representative Director of Mitemo Co.,

President and Representative Director of MIRAISOUZOU & COMPANY, Inc.

## Daisuke Kanai (Date of birth: August 4, 1978)

Reappointment

No. of Company shares held: 195,700

Past experience, positions and responsibility in the Company

Mar. 2002 Joined Meiwa Estate Co., Ltd

Jul. 2003 Joined IKKO Corporation (currently IKKO

Group Holdings Co., Ltd.)

May 2006 Joined the Company

Feb. 2015 Executive Officer of the Company (current)

Dec. 2019 Director of the Company (current) Dec. 2019 Director of MIRAISOUZOU &

COMPANY, Inc.(current)

Dec. 2020 Director of Mitemo Co., Ltd (current) Significant concurrent positions

Director of Mitemo Co., Ltd

Director of MIRAISOUZOU & COMPANY, Inc.

Hidenori Fujioka (Date of birth: October 5, 1952)

Outside New appointment

No. of Company shares held:

0

Past experience, positions and responsibility in the Company

Apr. 1976 Joined Marantz Japan Inc.(currently D&M

Holdings Inc.)

Jan. 1983 Joined Daini Seiko Instruments

Inc.(currently Seiko Instruments Inc.)

Apr. 2008 Joined RISO KAGAKU CORPORATION

Jun. 2008 Director of RISO KAGAKU

**CORPORATION** 

Joined Roland DG Corporation Apr. 2014 Jun. 2014 Director of Roland DG Corporation Significant concurrent positions

Norio Kambayashi (Date of birth: August 1, 1965)

Outside

No. of Company shares held:

Past experience, positions and responsibility in the Company

Jul. 1992

Assistant of Faculty of Business

Administration, Kobe University Associate Professor of Faculty of Business

Aug. 1994

Administration, Kobe University

Apr. 2005 Professor of Graduate School of Business Administration, Kobe University (current)

Outside Director of the Company (current)

Dec. 2014

Apr. 2018 Dean and Professor of Graduate School of Business Administration, Kobe University

Sep. 2019 President of Japan Academy of Business

Administration (current)

Apr. 2021 President of JAPAN FEDERATION OF

MANAGEMENT RELATED

ACADEMIES (current)

Significant concurrent positions

Professor of Graduate School of Business

Administration, Kobe University President of JAPAN FEDERATION OF

MANAGEMENT RELATED ACADEMIES

President of Japan Academy of Business

Administration

Significant concurrent positions

Executive Officer of Power Interactive Corp.

Past experience, positions and responsibility in the Company

Apr. 1990 Joined SMBC Consulting Co., Ltd. Jan. 1994 Joined AJS Association (COPRO

Corporation)

Oct. 2003 Joined Power Interactive Corp.

Apr. 2006 Executive Officer of Power Interactive

Corp. (current)

Jul. 2008 Director of Power Interactive Corp.

(current)

Dec. 2019 Outside Director of the Company (current)

(Notes)

1. There are no special interests between the Company and each of the candidates.

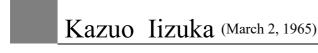
2. Hidenori Fujioka, Norio Kambayashi, and Katsuko Hirotomi are candidates for outside directors.

- 3. Hidenori Fujioka has abundant experience as a director of several companies, including a major printing equipment manufacturing and sales company. The Company expects him to supervise and advise the execution of duties by directors from a professional perspective by utilizing his abundant business experience and outstanding insight, and to be involved in and supervise the selection of candidates for Directors of the Company and decisions on remuneration, etc. of directors from an objective and neutral standpoint.
- 4. Norio Kambayashi has abundant knowledge as a researcher on human resource management, personnel and labor management, etc. The Company expects him to continue to provide supervision and advice, etc. on the execution of duties by the directors and to be involved in and supervise the selection of candidates for Directors of the Company and decisions on remuneration, etc. of directors from an objective and neutral standpoint. Although he has no experience of being involved in the management of a company in the past other than as an outside director, for the reasons stated above, the Company judges that he can appropriately perform his duties as an outside director.
- 5. Katsuko Hirotomi has abundant experience as a director of a digital marketing consulting company. The Company expect her to continue to provide supervision and advice, etc. on the execution of duties by the directors and to be involved in and supervise the selection of candidates for Directors of the Company and decisions on remuneration, etc. of directors from an objective and neutral standpoint.
- 6. Norio Kambayashi is currently an outside director of the Company and has been in office for seven years at the end of this General Meeting of Shareholders.
- 7. Katsuko Hirotomi is currently an outside director of the Company and has been in office for two years at the end of this General Meeting of Shareholders.
- 8. Hidenori Fujioka satisfies the requirements for independent directors as stipulated by the Tokyo Stock Exchange, and will be designated as an independent director if his election is approved.
- 9. The Company has designated Norio Kambayashi and Katsuko Hirotomi as independent directors in accordance with the provisions of the Tokyo Stock Exchange and has notified the TSE of such designation, and if this proposal is approved, they will continue to be independent directors.
- 10. If Hidenori Fujioka is elected as a director, the Company will enter into an agreement with him to limit his liability for damages under Article 423, Paragraph 1 of the Companies Act in accordance with the Company's Articles of Incorporation and Article 427, Paragraph 1 of the Companies Act.
- 11. The Company and Norio Kambayashi and Katsuko Hirotomi have entered into an agreement to limit their liability for damages under Article 423, Paragraph 1 of the Companies Act, pursuant to the provisions of Article 427, Paragraph 1 of the same act. If this proposal is approved, this agreement will be continued.
- 12. The Company has entered into a liability insurance agreement with an insurance company for directors, pursuant to Article 430-3, Paragraph 1 of the Companies Act, and the outline of the contents of such insurance agreement is as described in 4-2. If the election of each candidate for director is approved, he or she will be included as an insured person under the relevant insurance contract.

## **Proposal No.4** Election of one Corporate Auditor

The Company proposes to increase the number of corporate auditors by one in order to enhance the auditing system of the Company. The consent of the Board of Corporate Auditors has been obtained for this proposal.

The candidate for corporate auditor is as follows.



Outside Reappointment
No. of Company shares held: 0

Past experience, positions and responsibility in the Company
Apr. 1989 Joined Sanwa Bank(currently MUFG Bank,

Ltd.)

Dec. 2011 Registered as a lawyer

Dec. 2011 Joined Ohara Law & Patent Office Jan. 2015 Opened Iizuka Law Office, Director

(current)

Jun. 2018 Outside Director (Audit Committee

Member) of KAWATA MFG.CO., LTD.

(current)

Significant concurrent positions

Director of Iizuka Law Office Outside Director (Audit Committee Member) of KAWATA MFG.CO., LTD.

#### (Notes)

- 1. There are no special interests between the Company and Kazuo Iizuka.
- 2. Kazuo Iizuka is a candidate for outside corporate auditor.
- 3. Although Kazuo Iizuka has no experience of being involved in the management of a company in the past other than as an outside officer, He has been engaged in corporate legal affairs mainly as an attorney and has abundant experience and a high level of professional knowledge, and the Company believes that he will be able to appropriately perform his duties as an outside corporate auditor. He is nominated as a candidate for outside corporate auditor for the reasons stated above.
- 4. Kazuo Iizuka satisfies the requirements for independent directors as stipulated by the Tokyo Stock Exchange, and if his election is approved, we plan to designate him as an independent director.
- 5. If Kazuo Iizuka is elected as corporate auditor, the Company plans to enter into an agreement with him to limit his liability for damages as provided in Article 423, Paragraph 1 of the Companies Act in accordance with the Company's Articles of Incorporation and Article 427, Paragraph 1 of the same Act.
- 6. The Company has entered into a liability insurance agreement for directors and corporate auditors with an insurance company as provided in Article 430-3, Paragraph 1 of the Companies Act, and the outline of the contents of such insurance agreement is as stated in Item 4-2. concerning company officers. If the appointment of Kazuo Iizuka is approved, he will be included as an insured person under the insurance contract.

## Proposal No.5 Revision of Remuneration Amount for Directors & Introduction of Restricted Stock Compensation Plan

The amount of remuneration for the Company's directors was approved at the 14th Ordinary General Meeting of Shareholders held on December 21, 2016 as an annual amount of 180 million yen or less (including 10 million yen or less for outside directors).

In accordance with the introduction of the compensation plan for directors, we plan to ask for the approval of our shareholders at the meeting to revise the annual amount of remuneration for directors to 200 million yen or less (including 20 million yen or less for outside directors).

The current number of directors is seven (including two Outside Directors), but if Proposal 3 is approved, the number will be eight (including three outside directors).

In addition, within the scope of the above amount of remuneration, the Company would seek the approval of shareholders set total amount of monetary compensation claims to be paid to the Company's directors (excluding outside directors, hereinafter referred to as "Eligible Directors") as compensation for restricted stock to be no more than 40 million yen per year.

## (About Restricted Stock Compensation Plan)

## 1. Purpose of Introduction

The Company has decided to introduce the restricted stock compensation plan(hereinafter referred to as "the Plan") to allocate shares of the Company's common stock to the Company's directors (excluding outside directors, hereinafter referred to as "Eligible Directors") with a certain period of restriction on transfer and a certain reason for the company acquisition without consideration(hereinafter referred to as "Restricted Stock"), for the purpose of providing them with incentives to continuously improve the value of the Company and to further share the value with shareholders.

## 2. Allotment and Payment of Restricted Stock

Under the Plan, monetary compensation claims will be paid to the Eligible Directors within the range of the annual amount mentioned above as compensation for the Restricted Stock, and the Eligible Directors will receive the allotment of the Restricted Stock by transferring all of such monetary compensation claims by way of contribution in kind.

The amount to be paid for the restricted stock shall be determined by the Board of Directors of the Company based on the closing price of the Company's common stock on the Tokyo Stock Exchange on the business day immediately preceding the day of the resolution of the Board of Directors of the Company (or the closing price of the most recent business day if no trading is conducted on the same day), to the extent that the amount is not particularly advantageous to the Eligible Directors who receive the restricted stock.

The above monetary compensation claims will be paid on the condition that the Eligible Directors have consented to the above-mentioned contribution in kind and have entered into an allotment agreement of restricted stock including the details set forth in 4. below.

## 3. Total number of the restricted stock

17,500 shares to be allotted to the Eligible Directors shall be the maximum number of restricted stock each fiscal year. However, if a stock split or reverse stock split of the Company's common stock is conducted after the date of resolution of this proposal, or if the total number of shares with restricted stock to be allotted needs to be adjusted, the total number of such restricted stock may be reasonably adjusted.

## 4. Details of the Allotment Agreement for Restricted Stock

An allotment contract of restricted stock between the Company and the Eligible Directors shall include the following details.

#### (1) Details of restrictions on transfer

Eligible Directors who receive an allotment of restricted stock (hereinafter referred to as the "Allotted Stock") may not transfer to the third party, or create a pledge, create collateral for transfer, inter vivos, bequest, or any other act of disposal of the "Allotted Stock", for a period of three years from the date of allotment (hereinafter referred to as the "Restricted Transfer Period")

## (2) Cancellation of restrictions on transfer

The Company will cancel the restrictions on transfer of all of the Allotted Stock upon expiration of the Restriction Period, provided that the Eligible Director has continuously held the position of Director of the Company during the Restriction Period. However, if the Subject Director resigns from the aforementioned position prior to the expiration of the Restriction Period for reasons that the Board of Directors of the Company deems justifiable, the number of the Allotted Stock and the time of cancellation of the restriction on transfer shall be reasonably adjusted as necessary.

## (3) Acquisition of restricted stock

If a Subject Director who has received an allotment of Restricted Stock resigns from any position as a director of the Company prior to the expiration of the Restricted Stock Transfer Period, the Company will naturally acquire the Allotted Stock without consideration, unless there is a reason that the Board of Directors of the Company deems justifiable. In addition, if there are any of the Allotted Stock for which the restrictions on transfer have not been lifted at the time the Restriction Period in (1) expires, in accordance with the provisions of the reasons for lifting the restrictions on transfer in (2) above, the Company will naturally acquire them without compensation.

#### (4) Treatment in Organizational Restructuring, etc.

If, during the Restriction Period, a merger agreement in which the Company becomes a merged company, a stock swap agreement or a stock transfer plan in which the Company becomes a wholly owned subsidiary, or any other matter related to organizational restructuring, etc. is approved at a general meeting of shareholders of the Company (provided, however, that in cases where such reorganization does not require the approval of the General Meeting of Shareholders, the Company's Board of Directors may approve such reorganization), the Company may, by a resolution of the Board of Directors of the Company, lift the restrictions on transfer of a number of the Allotted Stock that is reasonably determined based on the period from the commencement date of the Restriction Period to the date of approval of the Reorganization, etc., prior to the effective date of the Reorganization, etc. In the case stipulated above, the Company will naturally acquire the Allotted Stock without compensation as of the time immediately following the lifting of the restrictions on transfer, for which the restrictions on transfer have not yet been lifted.

## (5) Other Matters

Other matters concerning this Allotment Agreement shall be determined by the Board of Directors of the Company.

## 5. Background for Granting Restricted Stock

The Company grants restricted stock to directors for the purpose of further sharing value with shareholders and providing incentives for the Eligible Directors to continuously increase corporate value.

The Board of Directors of the Company at its meeting held on February 22, 2021 established the Policy for Determining the Details of Individual Directors' Remuneration, etc., and the outline of the Policy is as stated on page 30 of the Business Report in Japanese version. However, if this proposal is approved, the "Policy for Determining the Details of Individual Directors' Remuneration, etc.," as stated on page 30 in Japanese version, will be changed to be consistent with the approved details including the content, calculation method, timing of payment, etc.

The Company has determined that the granting of the Restricted Stock is reasonable because the amount of the Restricted Stock, which is calculated by evaluating the value of the Restricted Stock at the market price as of the date of the resolution of the Board of Directors regarding the allotment, is within the upper limit of the annual amount approved at the General Meeting, and the ratio of the Restricted Stock to the total number of issued shares is 0.04% (0.4% of the total number of issued shares if the maximum number of the Restricted Stock is issued over a 10-year period). The Company has determined that the granting of the Restricted Stock is appropriate because the dilution rate is insignificant.

## (Ref.)

If this proposal is approved at this General Meeting of Shareholders, the Company plans to allot restricted stock similar to this plan to the Company's executive officers and representative directors of the Company's subsidiaries.

#### (Reference) Skill matrix of candidates for Directors and Auditors

If all the candidates listed in this Notice of Convocation are elected as originally proposed, the expertise and experience of each Director or Auditor will be as shown in the skill matrix below.

#### $\blacksquare$ Expertise the Company expects from its directors

 $\operatorname{\mathscr{U}}$  Of the skills possessed by each director, up to eight major ones are marked with lacktriangle .

| _        |                                    | possessed by each c  | , . , . ,                                     |                                   |                   | 1                                 |                     |                     |                     |                      |                     |                    |                 |   |
|----------|------------------------------------|--|---|-----------------------------------|-------------------|-----------------------------------|---------------------|---------------------|---------------------|----------------------|---------------------|--------------------|-----------------|---|
| Position |                                    | Takayuki<br>Funahashi  | Kumiko<br>Kawabata                            | Shigeo<br>Fujimoto                | Tetsuya<br>Sawada | Daisuke<br>Kanai                  | Hidenori<br>Fujioka | Norio<br>Kambayashi | Katsuko<br>Hirotomi | Ayami<br>Tabuchi     | Mamoru<br>Yamashita | Shuhei<br>Fujimoto | Kazuo<br>Iizuka |   |
| Name     |                                    | Representative<br>Director,<br>Executive<br>Officer and<br>President                           | Director,<br>Managing<br>Executive<br>Officer | Director,<br>Executive<br>Officer | Director          | Director,<br>Executive<br>Officer | Outside<br>Director | Outside<br>Director | Outside<br>Director | Full-time<br>Auditor | Auditor             | Auditor            | Auditor         |   |
| Skills   | Corporate<br>Management            | Management experience  | •   | •                                 | •                 | •                                 |                     | •                   |                     | •                    |                     | •                  |                 |   |
|          | Speedy<br>Decision-<br>making      | Rapid action in response<br>to changes in the external<br>environment                          | •   | •                                 | •                 |                                   | •                   |                     |                     | •                    |                     |                    |                 |   |
|          | Finance                            | Experience in borrowing and raising funds  |   |                                   | •                 |                                   |                     | •                   |                     |                      |                     | •                  | •               | • |
|          | Business<br>Expansion              | Experience in expanding business   | •   | •                                 |                   | •                                 | •                   | •                   |                     |                      |                     |                    |                 |   |
|          | New<br>Business                    | Experience in starting a business from scratch   | •   | •                                 |                   | •                                 |                     | •                   |                     |                      |                     |                    |                 |   |
|          | Cost<br>Reduction                  | Experience in improving<br>efficiency of business<br>processes (reduction of<br>SG&A expenses) |   | •                                 |                   |                                   | •                   | •                   |                     |                      | •                   | •                  |                 |   |
|          | Risk<br>Management                 | Legal compliance and<br>active adherence to<br>social responsibility rules                     |   | •                                 | •                 |                                   | •                   | •                   | •                   |                      | •                   | •                  | •               | • |
|          | Organization<br>Management         | Experience in resource<br>allocation, staffing, and<br>hiring                                  | •   | •                                 | •                 |                                   | •                   | •                   | •                   | •                    | •                   | •                  | •               |   |
|          | Sales<br>Expansion                 | Sales strategy and<br>customer acquisition,<br>expanding existing<br>customer base             |   |                                   |                   | •                                 | •                   |                     |                     | •                    | •                   | •                  | •               |   |
|          | Content<br>Development             | Experience in content development  | •   |                                   | •                 | •                                 |                     |                     | •                   | •                    | •                   |                    | •               |   |
|          | Trainer                            | Experience as trainer or speaker on stage  | •   |                                   | •                 | •                                 |                     |                     | •                   | •                    | •                   |                    | •               | • |
|          | Consulting                         | Experience in consulting services  |   |                                   |                   | •                                 |                     |                     | •                   | •                    | •                   |                    |                 | • |
|          | IT<br>Technology                   | Creating a highly productive system  | •   |                                   |                   |                                   | •                   |                     |                     | •                    |                     | •                  |                 | • |
|          | Overseas<br>Business<br>Experience | Experience working overseas and doing business overseas  | 4 - II dha ha a                               |                                   | ionoo ond ol      |                                   | and her dimen       | •                   | •                   |                      |                     |                    |                 |   |

 $<sup>\</sup>frak{M}$  The above list does not represent all the knowledge, experience, and abilities possessed by directors and corporate auditors.