

This document has been translated from 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. The Company assumes no responsibility for this translation or for direct, indirect or any other forms of damages arising from the translation.

Securities code: 9692  
(Date of issue) April 2, 2025

**To our shareholders:**

1-11 Higashihara 5-chome, Zama-shi, Kanagawa  
**Computer Engineering & Consulting Ltd.**  
Takashi Himeno, Representative Director & President

### **Notice of the 57th Ordinary General Meeting of Shareholders**

Greetings and best wishes.

Please note that the 57th Ordinary General Meeting of Shareholders of Computer Engineering & Consulting Ltd. (“Company”) will be held as described below.

In convening this meeting, the Company takes an electronic provision measure for information contained in reference documents for the General Meeting of Shareholders (“items provided electronically”). These items provided electronically are posted as the “Notice of the 57th Ordinary General Meeting of Shareholders” on the Company website. To view them, please visit the Company website at the URL below.

Company website:

[https://www.cec-ltd.co.jp/en/ir/shareholders\\_meeting/](https://www.cec-ltd.co.jp/en/ir/shareholders_meeting/)

In addition to the website above, the items provided electronically are also posted on the Tokyo Stock Exchange (“TSE”) website. To view them, please visit the TSE website at the URL below (TSE Listed Company Search), enter the issue name (company name) “Computer Engineering & Consulting LTD” or the securities code “9692” to conduct search, and select “Basic information,” then “Documents for public inspection/PR information” to view the “Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting” under “Filed information available for public inspection.”

TSE website (TSE Listed Company Search):

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

If you are unable to attend the Meeting, you may exercise your voting rights via the Internet or in writing. Please review the reference documents for the General Meeting of Shareholders on either of the websites above and exercise your voting rights no later than 5:45 pm on Monday, April 21, 2025 (JST).

**1. Date and time** 10:00 am (reception opens 9:00 am), Tuesday, April 22, 2025 (JST)

**2. Venue** Meeting Room, 6F, Building A, Company Head Office  
(Sagamino System Laboratory)  
1-11 Higashihara 5-chome, Zama-shi, Kanagawa

**3. Purposes of the Meeting**

**Items to be reported**

1. Business report, consolidated financial statements, and reports on the results of audits of the consolidated financial statements by the Accounting Auditor and Audit and Supervisory Committee for the 57th fiscal period (February 1, 2024 – January 31, 2025)
2. Report on non-consolidated financial statements for the 57th fiscal period (February 1, 2024 – January 31, 2025)

**Items to be resolved**

**Item No. 1** Appropriation of surplus

**Item No. 2** Election of nine (9) Directors who are not Audit and Supervisory Committee Members

**Item No. 3** Election of two (2) substitute Directors who will be Audit and Supervisory Committee Members

**4. Decisions made in convening the meeting**

- (1) Pursuant to laws and regulations and the Company's Articles of Incorporation, the following items provided electronically are not included in the printed documents to be delivered to shareholders who have requested delivery of printed documents.

The Audit and Supervisory Committee and the Accounting Auditor have audited the documents subject to audit, including the following items:

- i) Business progress and results, issues to be addressed, transition of status of assets and profits and losses, main business, main business sites, state of employees, main lenders, other important information relating to present situation of the Group, information relating to shares of the Company, information on new share subscription rights from the Company, change of Directors during the reporting fiscal year, an outline of the contents of liability limitation agreements, an outline of the contents of the directors and officers liability insurance contract, information on Outside Directors, information on Accounting Auditors, an outline of a system to secure the appropriateness of the Company's operations and the operation status that are each stated in the Business Report; and ii) Consolidated Balance Sheet, Consolidated Statement of Income, Consolidated Statement of Changes in Shareholders' Equity, and Notes to Consolidated Financial Statements that are contained in Consolidated Financial Statements; iii) Balance Sheet, Statement of Income, Statement of Changes in Shareholders' Equity, and Notes to Non-consolidated Financial Statements that are contained in Non-consolidated Financial Statements; iv) financial audit report on Consolidated Financial Statements, financial audit report on Non-consolidated Financial Statements; and audit report by the Audit and Supervisory Committee that are contained in Audit Report.
- (2) If voting rights are exercised by a single voting right holder via the Internet or other electronic means and via a voting form, the exercise of the voting rights via the Internet or other electronic means shall be deemed valid. If voting rights are exercised by a single voting right holder more than once via the Internet or other electronic means, the last exercise of the voting rights shall be deemed valid.
- (3) Returned voting forms that have no indication of an affirmative or negative vote on each item of the agenda shall be deemed to indicate an affirmative vote on the item.

- 
- ◎ Please submit the voting form to the reception desk at the venue when you arrive on the day of the Meeting. Plans call for the reception to begin at 9:00 am.
  - ◎ Any revisions to the items provided electronically will be announced on the Company website and the TSE website, together with the items before and after such revision.
  - ◎ To lessen environmental impact, the number of copies of printed documents for the General Meeting of Shareholders distributed at the venue will be limited. If you will attend the Meeting and would like to view the documents during the Meeting, please print and bring them by yourself or make your own personal electronic device ready for displaying.
  - ◎ Any changes in the proceedings of the General Meeting of Shareholders will be announced on the Company website (<https://www.cec-ltd.co.jp>).
  - ◎ No souvenirs will be provided to shareholders attending the General Meeting of Shareholders. We ask for your understanding.
  - ◎ Notify the reception staff on the day of the Meeting if you require wheelchair assistance, assistance with written communication during reception, or other assistance.

## Reference Document for the General Meeting of Shareholders

### **Item No. 1** Appropriation of surplus

The Company views returns of profits to shareholders as a major issue. Its basic policy is to pay stable dividends.

Based on a comprehensive consideration of business performance, financial standing, future business development, and other matters, the Company proposes the following for year-end dividends for the fiscal year under review.

#### **Matters concerning year-end dividends**

<b>Type of dividend property</b>	Cash
<b>Allocation of dividend property to shareholders and total amount thereof</b>	<div>Dividend per Company common share: <b>30 yen</b></div> <div>Total amount: <b>962,270,700 yen</b></div> <div>Combined with the interim dividend of 25 yen per share already paid, the above dividend will result in annual dividends of 55 yen per share.</div>
<b>Effective date of dividend of surplus</b>	April 23, 2025

**Item No. 2****Election of nine (9) Directors who are not Audit and Supervisory Committee Members**

The terms of office of all eight (8) Directors (excluding Directors who are Audit and Supervisory Committee Members; the same applies hereafter in this proposal) shall expire upon the end of this General Meeting of Shareholders. Accordingly, the Company requests the approval of the appointment of nine (9) Directors.

Each candidate was selected by the Board of Directors after deliberation by the Nomination Committee, a majority of whose membership consists of Independent Outside Directors. The Audit and Supervisory Committee has reported no objection to the candidates or to the selection process.

The candidates for Directors are given below.

[Reference] List of candidates for Directors

No.	Name	Current Company position	Attributes	Attendance at meetings of the Board of Directors
1	<b>Reappointment</b> Takashi Himeno	Representative Director & President	<b>Male</b>	16/16 times
2	<b>Reappointment</b> Hideki Takagi	Director	<b>Male</b>	16/16 times
3	<b>Reappointment</b> Atsushi Ookita	Director	<b>Male</b>	16/16 times
4	<b>Reappointment</b> Yasuo Sakai	Director	<b>Male</b>	16/16 times
5	<b>New</b> Futoshi Egami	—	<b>Male</b>	—
6	<b>New</b> Naoki Ishihara	—	<b>Male</b>	—
7	<b>Reappointment</b> Shizuyo Takahashi	Outside Director	<b>Outside</b> <b>Independent</b> <b>Female</b>	16/16 times
8	<b>Reappointment</b> Noriko Kosugi	Outside Director	<b>Outside</b> <b>Independent</b> <b>Female</b>	16/16 times
9	<b>New</b> Ryoichi Nawa	—	<b>Outside</b> <b>Independent</b> <b>Male</b>	—

No.

1

**Takashi Himeno**

(Date of birth: May 2, 1967)

Company shares owned 8,600 shares

**Reappointment**

**Male**

Career summary and positions and responsibilities within the Company

April 1992	Joined the Company	April 2020	Director
February 2011	General Manager, Services Division 1, Platform Services Unit		Unit President, Security Services Unit, Platform Architect Business Group
February 2013	Unit President, Platform Services Unit		Representative Director and President, COMSTAFF Co., Ltd.
February 2014	Executive Officer		
February 2020	Unit President, Security Services Unit, Platform Architect Business Group	February 2022	Group President, Platform Architect Business Group
		February 2023	Representative Director & President (incumbent)

(Reasons for nomination as candidate for Director)

Having served as a Director since 2020, Mr. Takashi Himeno was appointed Representative Director in February 2023 after working in the Company's system creation, data center, and security service areas. Mr. Himeno has extensive knowledge, experience, and track record in the Company's business and management. The Company requests his reappointment as Director in light of his important role in the continuing growth and development of the Group.

No.

2

Hideki Takagi

(Date of birth: December 11, 1968)

Company shares owned: 2,900 shares

Reappointment

Male

Career summary and positions and responsibilities within the Company

April 1992	Joined the Company	February 2022	Unit President, Security Services Unit, Platform Architect Business Group
February 2011	Manager, Sales Division 3, PROVEQ Service Unit	February 2023	Group President, Platform Architect Business Group (incumbent)
February 2014	Unit President/Manager, Sales Division, PROVEQ Service Unit	April 2023	Director
February 2015	Unit President, Digital Engineering Unit	February 2024	Representative Director and President, Oita Computer Engineering & Consulting Ltd. (incumbent)
May 2020	Unit President, Product Development Support Unit	February 2025	Director responsible for Marketing and Business Strategy (incumbent)
	Executive Officer (incumbent)		
	Unit President, Data Center Services Unit, Service Integration Business Group		
February 2021	Unit President, Security Services Unit, Platform Architect Business Group		

[Significant concurrent position]

Representative Director and President, Oita Computer Engineering &amp; Consulting Ltd.

(Reasons for nomination as candidate for Director)

Mr. Hideki Takagi has extensive experience and insights in the Company's system creation, data center, and security service areas. The Company requests his reappointment as Director in the expectation that he will continue to contribute to swift and appropriate decision-making by the Board.

No.

3

Atsushi Ookita

(Date of birth: November 23, 1969)

Company shares owned: 900 shares

Reappointment

Male

## Career summary and positions and responsibilities within the Company

April 1990	Joined Robin Co., Ltd. (now CEC Customer Service Ltd.)	February 2022	Unit President, Nishinohon Service Unit, Area Control Business Group
July 2007	Transferred to the Company		
February 2013	General Manager, Services Division 2, Chubu Service Unit	February 2023	Group President, Service Integration Business Group
February 2017	Unit President, Chubu Service Division 1, Industry Automation Business Group	February 2023	President & CEO, Computer Engineering & Consulting (Shanghai), Ltd.
May 2020	Executive Officer (incumbent)	April 2023	Director
	Unit President, Chubu Service Unit, Digital Industry Business Group	February 2024	Representative Director and President, COMSTAFF Co., Ltd. (incumbent)
		February 2024	President, Computer Engineering & Consulting (Shanghai), Ltd. (incumbent)
		February 2025	Director responsible for Quality Reforms (incumbent)

[Significant concurrent positions]

Representative Director and President, COMSTAFF Co., Ltd.

President, Computer Engineering &amp; Consulting (Shanghai), Ltd.

(Reasons for nomination as candidate for Director)

Mr. Atsushi Ookita has extensive experience and insights in system development and related areas in the assembly and manufacturing industry. The Company requests his reappointment as Director in the expectation that he will continue to contribute to swift and appropriate decision-making by the Board.



No.

4

Yasuo Sakai

(Date of birth: May 28, 1965)

Company shares owned: 1,300 shares

Reappointment

Male

Career summary and positions and responsibilities within the Company

April 1989	Joined the Company	February 2022	Unit President, Connected Services Unit, Digital Industry Business Group
February 2013	General Manager, Service Division 5, Chubu Service Unit	February 2023	Group President, Digital Industry Business Group (incumbent)
February 2017	Unit President, Chubu Service Unit 2, Industry Automation Business Group	April 2023	Director
May 2020	Executive Officer (incumbent)	February 2025	Director responsible for Technology Reforms (incumbent)
	Unit President, Mobility Services Unit, Digital Industry Business Group		

(Reasons for nomination as candidate for Director)

Mr. Yasuo Sakai has extensive experience and insights in system development and related areas in the assembly and manufacturing industry. The Company requests his reappointment as Director in the expectation that he will continue to contribute to swift and appropriate decision-making by the Board.

No.

5

Futoshi Egami

(Date of birth: July 9, 1966)

Company shares owned: 3,000 shares

New  
Male

Career summary and positions and responsibilities within the Company

April 1989	Joined the Company	February 2017	Unit President, Smart Factory Unit, Industry Automation Business Group
February 2008	Manager, Systems Department 1, Automotive Systems Division	February 2023	Unit President, Corporate Administration Unit, Corporate Management Group
February 2013	Unit President, Chubu Service Unit		
February 2014	Executive Officer (incumbent) Unit President, Chubu Service Unit	February 2025	Unit President, Corporate Administration Unit, Corporate Group (incumbent)

(Reasons for nomination as candidate for Director)

Mr. Futoshi Egami has extensive experience and insights in various areas, including general affairs, human resources, and accounting and finance, chiefly with the Company systems development and corporate administration sections. The Company requests his appointment as Director in the expectation that he will contribute to swift and appropriate decision-making by the Board.

No.

6

Naoki Ishihara

(Date of birth: February 3, 1967)

Company shares owned: — shares

New
Male

## Career summary and positions and responsibilities within the Company

April 1989	Joined TOYOTA MOTOR CORPORATION	January 2019	Seconded to TOYOTA SYSTEMS CORPORATION
January 2003	Seconded to Toyota Motor Manufacturing France S.A.S.	June 2020	Deputy General Manager, Strategy Planning Group
January 2017	General Manager, Systems Design Office, IT Management Department, TOYOTA MOTOR CORPORATION	July 2023	Affiliation formally transferred to TOYOTA SYSTEMS CORPORATION
		February 2025	Joined the Company Executive Officer (incumbent)

## (Reasons for nomination as candidate for Director)

Mr. Naoki Ishihara has extensive experience and insights, chiefly in the areas of system planning and development, and in corporate strategic planning. The Company requests his appointment as Director in the expectation that he will contribute to swift and appropriate decision-making by the Board.

No.

7

Shizuyo Takahashi

(Date of birth: February 24, 1962)

Company shares owned: — shares

Reappointment

Female

Outside

Independent

Career summary and positions and responsibilities within the Company

April 1984	Joined Tokyo Branch, Chase Manhattan Bank (now JPMorgan Chase & Co.)	April 2008	Executive officer Unit Manager, Human Resources Unit
December 1990	Joined Chuo Coopers & Lybrand Consulting Co., Ltd.	January 2016	Joined Business Brain Showa-Ota Inc.
October 1994	Joined Future System Consulting Corp. (now Future Corporation)	July 2017	Joined WELLNET CORPORATION
April 2004	Executive officer Unit President	September 2017	Director Administration Manager
		July 2020	Outside Director, baby calendar Inc. (incumbent)
		April 2023	Outside Director, the Company (incumbent)
		June 2023	Outside Director, IINO KAIUN KAISHA, LTD. (incumbent)

[Significant concurrent positions]

Outside Director, baby calendar Inc.

Outside Director, IINO KAIUN KAISHA, LTD.

(Reasons for nomination as candidate for Outside Director and overview of expected roles)

Ms. Shizuyo Takahashi has experience as head of a business division and a human resources division at a system development company and as a director and head of an administrative division at a company listed on the First Section of the Tokyo Stock Exchange. The Company requests her reappointment as Outside Director in the expectation that she will continue to give advice based on a comprehensive perspective and oversee business execution from a practical point of view, particularly in addressing Company issues related to human capital.

No.

8

Noriko Kosugi

(Date of birth: June 29, 1966)

Company shares owned: — shares

**Reappointment****Female****Outside****Independent**

Career summary and positions and responsibilities within the Company

April 1990	Joined Kawasaki Steel Corporation (now JFE Steel Corporation)	August 2017	Financial Controller, Imerys Minerals Japan KK
April 2005	Manager, Finance and IR Department, JFE Holdings, Inc.	April 2018	Managing Executive Officer, Financial Planning Department (Deputy in charge) and Corporate Planning Department (Deputy in charge), UNIZO Holdings Company, Limited
May 2006	Manager, Accounting Section, Planning Department, East Japan Works, JFE Steel Corporation	June 2019	Executive Managing Officer and Board Director, Financial Planning Department
August 2008	Director, Division Planning, Finance, Molex Japan Co., Ltd. (now Molex Japan LLC)	August 2020	Bursar, The British School in Tokyo (incumbent)
October 2011	Senior Director, Division Strategy Planning	April 2023	Outside Director, the Company (incumbent)
January 2016	Senior Director, Management System, Operations		

[Significant concurrent position]

Bursar, The British School in Tokyo

(Reasons for nomination as candidate for Outside Director and overview of expected roles)

Ms. Noriko Kosugi has experience in finance and accounting at various Japanese and foreign companies, as well as broad experience in management planning and investor relations. The Company requests her reappointment as Outside Director in the expectation that she will continue to oversee business execution, as well as to provide appropriate advice to management regarding investor relations, planning, and finance in particular, and advice from the perspectives of internationalization and diversity.

No.

9

Ryoichi Nawa

(Date of birth: October 24, 1957)

Company shares owned: — shares

New  
Male  
Outside  
Independent

Career summary and positions and responsibilities within the Company

April 1981	Joined Information Services International-Dentsu, Ltd. (now DENTSU SOKEN INC.)	January 2020	Board Member, Dentsu Japan Network, Dentsu Group Inc.
April 2011	Executive Officer	March 2024	Corporate Advisor, DENTSU SOKEN INC. (planning to resign March 2025)
January 2017	Senior Executive Officer		
March 2018	Director/Managing Executive Officer		
March 2019	Representative Director and President & COO		

[Significant concurrent position]

Corporate Advisor, DENTSU SOKEN INC. (planning to resign March 2025)

(Reasons for nomination as candidate for Outside Director and overview of expected roles)

Mr. Ryoichi Nawa has knowledge and experience accumulated while serving as a representative director of a major IT firm. The Company requests his appointment as Outside Director in the expectation that he will provide advice and oversee business execution from a broad management perspective, helping the Company to enhance its business foundations and achieve growth.

Notes:

1. The Company engages in software development and other transactions with Oita Computer Engineering & Consulting Ltd., at which Mr. Hideki Takagi serves as Representative Director and President, and with COMSTAFF Co., Ltd. and Computer Engineering & Consulting (Shanghai), Ltd., at both of which Mr. Atsushi Ookita serves as Representative Director and President.
2. While the Company engages in transaction relationships in matters such as product support and maintenance with DENTSU SOKEN INC., which employs Mr. Ryoichi Nawa as a Corporate Advisor, these relationships accounted for less than 1% of net sales in the consolidated fiscal year under review and do not constitute material relationships that could impact his independence as an Outside Director.
3. No special interest exists between the Company and any of the candidates other than those described above.
4. Ms. Shizuyo Takahashi, Ms. Noriko Kosugi, and Mr. Ryoichi Nawa are candidates for Outside Directors.
5. The Company has designated Ms. Shizuyo Takahashi and Ms. Noriko Kosugi as independent officers pursuant to the regulations of the Tokyo Stock Exchange and has registered them as such with the Tokyo Stock Exchange. If their reappointment is approved, the Company plans to maintain such designation and registration. The Company plans to designate and register Mr. Ryoichi Nawa as an independent officer pursuant to the regulations of the Tokyo Stock Exchange upon the approval of his appointment.
6. Upon the end of this General Meeting of Shareholders, two years will have passed since Ms. Shizuyo Takahashi and Ms. Noriko Kosugi took office as Company Outside Directors (on April 25, 2023).
7. With regard to liability for damages stipulated in Article 423, Paragraph 1 of the Companies Act, the Company has concluded agreements for limitation of liability with Ms. Shizuyo Takahashi and Ms. Noriko Kosugi that limit their liabilities to the minimum liability amount stipulated in Article 425, Paragraph 1 of the Companies Act. If their reappointment is approved, the Company plans to continue these agreements. The Company plans to conclude a similar agreement to limit liabilities with Mr. Ryoichi Nawa upon the approval of his appointment.
8. The Company has concluded a directors and officers liability insurance contract with an insurance company pursuant to Article 430-3, Paragraph 1 of the Companies Act, under which the insurance company promises to compensate the Company Directors/officers named as the insured in amounts up to 500 million yen for any claim for damage against them arising from their performance of duties as Company Directors/officers. Each of the candidates, if he or she is appointed and assumes office as Director, will be covered by this insurance contract as the insured. The Company also plans to renew this insurance contract with its terms and conditions unchanged at next contract renewal.
9. Ms. Noriko Kosugi is a candidate for appointment as an Outside Director under a resolution concerning the appointment of directors to be voted at the 187th regular general meeting of shareholders of artience Co., Ltd. on March 26, 2025.

[Reference]

Skill matrix based on the assumption that the candidates are elected as proposed

Name	Business Administration/ Governance	Legal/ Compliance	HR/Labor	Finance/ Accounting	Sales/ Marketing	ICT
Takashi Himeno	✓					
Hideki Takagi					✓	✓
Atsushi Ookita					✓	✓
Yasuo Sakai					✓	✓
Futoshi Egami		✓	✓	✓		
Naoki Ishihara					✓	✓
Shizuyo Takahashi (Outside)			✓	✓		✓
Noriko Kosugi (Outside)			✓	✓		
Ryoichi Nawa (Outside)	✓				✓	✓
Toshiharu Sakai (Full-time Audit and Supervisory Committee Member)		✓			✓	
Katsunori Taniguchi (Audit and Supervisory Committee Member/Outside)		✓		✓		
Motoaki Kuniyasu (Audit and Supervisory Committee Member/Outside)	✓	✓				



**Item No. 3****Election of two (2) substitute Directors who will be Audit and Supervisory Committee Members**

The election of substitute Directors who will be Audit and Supervisory Committee Members shall cease to be effective upon the commencement of this General Meeting of Shareholders. Accordingly, the Company proposes the election of two substitute Directors who will be Audit and Supervisory Committee Members to be prepared in the event that the number of Directors who are Audit and Supervisory Committee Members drops below the legally required quorum.

Shown below are candidates for substitute Directors who will be Audit and Supervisory Committee Members. Mr. Kazuaki Matsumoto is a candidate to serve as substitute for Mr. Toshiharu Sakai, a Director who is an Audit and Supervisory Committee Member. Mr. Yoshiharu Shiota is a candidate to serve as substitute for Mr. Katsunori Taniguchi and Mr. Motoaki Kuniyasu, Directors who are Audit and Supervisory Committee Members.

Assumption by a substitute of the office of a Director who is an Audit and Supervisory Committee Member is conditional on the number of Directors who are Audit and Supervisory Committee Members falling short of the legally required quorum. The term of office shall be the remaining term of office of the predecessor. If passed, this resolution shall remain in effect until the commencement of the next General Meeting of Shareholders.

The candidates for substitute Directors who will be Audit and Supervisory Committee Members are given below.

The Company has obtained the approval for this proposal from the Audit and Supervisory Committee.

No.			
1	Kazuaki Matsumoto	(Date of birth: March 29, 1962) Company shares owned: 1,000 shares	
Male	Career summary and positions and responsibilities within the Company		
	April 1985	Joined SYSTEM CONSULTANT Nagasaki CO., LTD. (now System Consultant Co., Ltd.)	February 2013 Executive Officer Unit President, Nishinihon Service Unit
	July 1989	Joined the Company	February 2018 Unit President, Business Promotion Unit
	February 2012	Unit President, Development Service Unit 3	February 2025 Human Resources Strategy Division, Corporate Administration Unit, Corporate Group (incumbent)
(Reasons for nomination as candidate for substitute Director who will be an Audit and Supervisory Committee Member)			
Based on its judgment that he is ideally suited to the post because he is well-informed on the Company's system development and related matters. The Company requests the approval of the election of Mr. Kazuaki Matsumoto to serve as a substitute Director who will be an Audit and Supervisory Committee Member.			

No.

2

Yoshiharu Shiota

(Date of birth: October 30, 1955)

Company shares owned: — shares

**Outside**  
**Independent**  
**Male**

## Career summary and positions and responsibilities within the Company

April 1980	Joined Ajinomoto Co., Inc.	July 2008	General Manager, Corporate/General Affairs/Risk Management Division
October 2001	General Manager, Labor Group		
	General Manager, Health Promotion Group, HR Division	July 2012	General Manager, Legal Affairs Division
July 2003	General Manager, Planning Group, HR Division	June 2013	Director
		June 2016	Full-time Corporate Auditor, J-OIL MILLS, INC.

(Reasons for nomination as candidate for substitute Director who will be an Audit and Supervisory Committee Member and overview of expected roles)

Mr. Yoshiharu Shiota has expertise and experience in risk management and corporate legal affairs with a major food products manufacturer. The Company requests the approval of the election of Mr. Yoshiharu Shiota to serve as a substitute Director who will be an Audit and Supervisory Committee Member in the expectation that he will carry out appropriate audits and supervision based on such experience.

## Notes:

1. No special interest exists between the Company and either of the candidates.
2. Mr. Yoshiharu Shiota is a candidate for a substitute Outside Director who will be an Audit and Supervisory Committee Member.
3. If Mr. Yoshiharu Shiota assumes office as an Outside Director, the Company plans to designate him as an independent officer pursuant to the regulations of the Tokyo Stock Exchange and to register him as such with the Tokyo Stock Exchange.
4. With regard to liability for damages stipulated in Article 423, Paragraph 1 of the Companies Act, should Mr. Yoshiharu Shiota assume office as an Outside Director, the Company plans to conclude an agreement for limitation of liability with him that will limit his liability to the minimum liability amount stipulated in Article 425, Paragraph 1 of the Companies Act.
5. The Company has concluded a directors and officers liability insurance contract with an insurance company pursuant to Article 430-3, Paragraph 1 of the Companies Act, under which the insurance company promises to compensate the Company Directors/officers named as the insured in amounts up to 500 million yen for any claim for damage against them arising from their performance of duties as Company Directors/officers. Each of the candidates, if he or she is appointed and assumes office as a Director who is an Audit and Supervisory Committee Member, will be covered by this insurance contract as the insured.