

Note: 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.

To Our Shareholders:

Securities Code: 1417

June 6, 2025

(Starting date of measures for providing information in electronic form: May 30, 2025)

5-6-36 Toyosu, Koto-ku, Tokyo, Japan

MIRAIT ONE Corporation

President and Chief Executive Officer NAKAYAMA Toshiki

NOTICE OF THE 15TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

You are cordially invited to attend the 15th Ordinary General Meeting of Shareholders of MIRAIT ONE Corporation (the "Company").

Measures for providing information in electronic form are taken concerning notice of the present General Meeting of Shareholders. The electronic provision measures are posted as "Notice of the 15th Ordinary General Meeting of Shareholders" on the following website on the Internet.

The Company's website: <https://ir.mirait-one.com/en/>



In addition to the above, the same information is posted on the following website on the Internet.

Tokyo Stock Exchange website:

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



(Enter or search for the Company's name or securities code [1417]. Select "Basic information" and "Documents for public inspection /PR Information" in this order and take a look at this information.)

Shareholders are asked to take steps such as voting in advance via the Internet or by mail and viewing the live stream of the General Meeting of Shareholders if possible.

To vote in advance, please review the Reference Documents for the General Meeting of Shareholders posted under the matters provided in electronic form and exercise your right to vote **no later than 5:30 p.m. on Tuesday, June 24, 2025.**

[Voting via the Internet]

Please see the "Procedure for the Exercise of Voting Rights via the Internet" on pages 4-5, access the voting site (<https://evote.tr.mufg.jp/>) and follow the instructions on screen to enter your approval or disapproval by the above voting deadline.

[Voting by mail]

Indicate your approval or disapproval on the enclosed voting form and return it to arrive no later than the above voting deadline.

| | |
|--|--|
| 1. Time and Date: | 10 a.m., Wednesday, June 25, 2025 |
| 2. Place: | 5-6-36 Toyosu, Koto-ku, Tokyo, Japan Seventh floor conference room, MIRAIT ONE Corporation (See the map of the location of the venue at the end of the document) |
| 3. Meeting Agenda: | |
| Matters to be reported: | <ol style="list-style-type: none"> 1. The Business Report, Consolidated Financial Statements for the Company's 15th Fiscal Term (April 1, 2024 - March 31, 2025) and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee 2. Non-Consolidated Financial Statements for the Company's 15th Fiscal Term (April 1, 2024 - March 31, 2025) |
| Proposals to be resolved: | |
| Proposal No. 1: | Appropriation of Surplus |
| Proposal No. 2: | Partial Amendment of the Articles of Incorporation |
| Proposal No. 3: | Election of Ten Directors (excluding Directors who are Audit and Supervisory Committee Members) of MIRAIT ONE Corporation |
| Proposal No. 4: | Election of One Director who is an Audit and Supervisory Committee Member of MIRAIT ONE Corporation |
| 4. Matters Determined on the Convocation of the Meeting: | |
| | <ul style="list-style-type: none"> ● You may exercise your voting rights by proxy only in cases where the proxy is another shareholder of the Company. The proxy will be required to present written proof of their right of proxy. ● If you exercise your voting rights both in mail and via the Internet, the votes made via the Internet shall prevail. ● If you exercise your voting rights multiple times via the Internet, the vote submitted last shall prevail. ● The following matters in the matters provided in electronic form are not described in the paper-based documents sent to shareholders who have requested the delivery of such documents in accordance with the regulations and provisions of laws and the Articles of Incorporation of the Company. The Audit and Supervisory Committee and the Accounting Auditor have audited the documents subject to audit, including the following matters. <ul style="list-style-type: none"> • "Matters Regarding Share Acquisition Rights of the Company," "Status of the Accounting Auditor" and "System to Ensure the Appropriateness of Business Activities and Operating Status of the System" in the Business Report • "Statement of Changes in Equity" and "Notes to the Consolidated Financial Statements" in the Consolidated Financial Statements • "Statement of Changes in Equity" and "Notes to the Non-Consolidated Financial Statements" in the Non-Consolidated Financial Statements ● Amendments to matters provided in electronic form, if any, will be posted in detail on each corresponding website. |

End

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal No. 1: Appropriation of Surplus

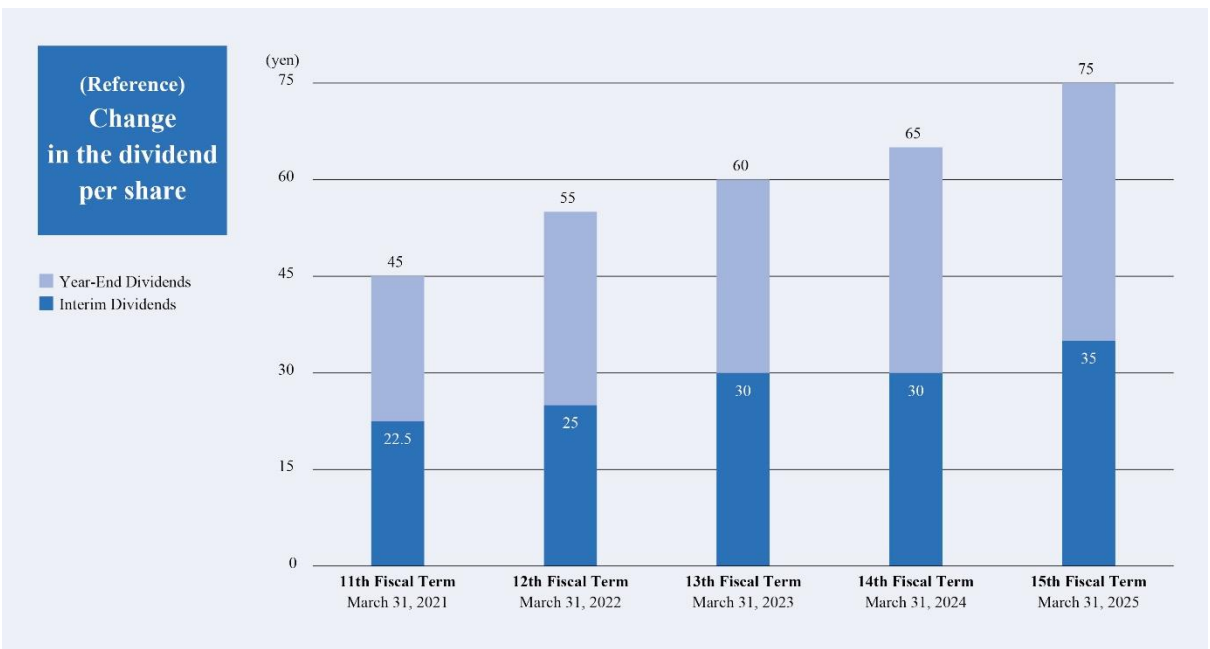
The Company makes it a basic policy to pay dividends consistently commensurate to its latest business performance and the trend of dividend payout ratio. Additionally, its internal reserve is used for reinforcing its financial position and for investing in business development to enhance its corporate value.

Based on such a policy, the appropriation of surplus shall be as follows.

Accordingly, the annual dividend including the interim dividend of 35 yen per share is 75 yen per share.

Term-End Dividends

| | |
|---|--|
| ① Type of dividend property | Cash |
| ② Appropriation of dividend property to shareholders and total amount thereof | 40 yen per share of common stock of the Company Total amount: 3,610,011,040 yen |
| ③ Effective date of distribution of surplus | June 26, 2025 |



Proposal No. 2: Partial Amendment of the Articles of Incorporation

1. Reason for amendment:

- ① In accordance with the planned relocation of the Company’s head office to Minato-ku, Tokyo in the spring of 2026, Article 3 (Location of Head Office) of the current Articles of Incorporation shall be amended.
- ② In order to enable flexible management of the Board of Directors, the convener and chairperson stipulated in Article 23 (Person with Right to Convene Meetings of the Board of Directors and Chairperson) of the current Articles of Incorporation shall be changed to a Director predetermined by the Board of Directors.
- ③ With regard to ① above, a supplementary provision shall be added to the effect that the relocation will take effect on the date of the head office relocation to be determined at a meeting of the Board of Directors held prior to the 16th Ordinary General Meeting of Shareholders to be held in June 2026 (this provision will be deleted after the effective date of the head office relocation).

2. Details of amendment
The amendment is as follows:

(Underlines indicate amendment)

| Current bylaws | Proposed amendment |
|---|--|
| Chapter 1 General Provisions Article 3 (Location of Head Office) The head office of the Company shall be located in <u>Koto-ku</u> , Tokyo. | Chapter 1 General Provisions Article 3 (Location of Head Office) The head office of the Company shall be located in <u>Minato-ku</u> , Tokyo. |
| Chapter 4 Directors and Board of Directors Article 23 (Person with Right to Convene Meetings of the Board of Directors and Chairperson) Unless otherwise provided for by laws and regulations, meetings of the Board of Directors shall be convened and chaired by the <u>President</u> . | Chapter 4 Directors and Board of Directors Article 23 (Person with Right to Convene Meetings of the Board of Directors and Chairperson) Unless otherwise provided for by laws and regulations, meetings of the Board of Directors shall be convened and chaired by <u>a Director predetermined by the Board of Directors</u> . |
| 2. In the event that the <u>President</u> is incapacitated, meetings of the Board of Directors shall be convened and chaired by another Director in an order predetermined by the Board of Directors. | 2. In the event that the <u>Director specified in the preceding paragraph</u> is incapacitated, meetings of the Board of Directors shall be convened and chaired by another Director in an order predetermined by the Board of Directors. |
| Supplementary Provisions Newly established | Supplementary Provisions <u>Article 2</u> <u>1. The amendment to Article 3 (Location of Head Office) shall take effect on the date of the head</u> |

| Current bylaws | Proposed amendment |
|----------------|---|
| | <u>office relocation to be determined at a meeting of the Board of Directors held prior to the 16th Ordinary General Meeting of Shareholders to be held in June 2026. This provision shall be deleted after the effective date of the head office relocation.</u> |

Proposal No. 3:

Election of Ten Directors (excluding Directors who are Audit and Supervisory Committee Members) of MIRAIT ONE Corporation

The terms of office of all of ten Directors (excluding Directors who are Audit and Supervisory Committee members) will end upon the conclusion of the General Meeting. Therefore, the Company proposes to elect ten Directors (excluding Directors who are Audit and Supervisory Committee members).

This proposal has been discussed by the Nomination and Compensation Committee.

The candidates for Director (excluding Directors who are Audit and Supervisory Committee members) are as follows.

| Candidate No. | Name | | Current Position | Attendance at Meetings of the Board of Directors |
|---------------|---------------------|--------------|-------------------------|--|
| 1 | NAKAYAMA Toshiki | Re-election | Representative Director | 20/20 (100%) |
| 2 | SUGAHARA Hidemune | Re-election | Representative Director | 15/15 (100%) |
| 3 | TOTAKE Yasushi | Re-election | Representative Director | 20/20 (100%) |
| 4 | TAKAYA Yoichiro | Re-election | Director | 20/20 (100%) |
| 5 | WAKIMOTO Hiroshi | Re-election | Director | 20/20 (100%) |
| 6 | MITSUYA Takaaki | Re-election | Director | 20/20 (100%) |
| 7 | TAKAOKA Hiromasa | New election | - | - |
| 8 | YAMAMOTO Mayumi | Re-election | Outside Independent | Director 19/20 (95%) |
| 9 | KAWARATANI Shinichi | Re-election | Outside Independent | Director 20/20 (100%) |
| 10 | TSUKASAKI Yuko | Re-election | Outside Independent | Director 19/20 (95%) |



Re-
election

Date of birth

January 29, 1958

Number of the Company's shares
owned

23,024 shares

Attendance at meetings of the
Board of Directors

20/20 (100%)

Candidate
No.

1

NAKAYAMA Toshiki

Career Summary, Status, Responsibilities and Significant Positions Concurrently Held

- June 2011 Senior Vice President, Strategic Business Development Division, Nippon Telegraph and Telephone Corporation
- June 2012 Senior Vice President, General Manager of Frontier Services Department, NTT DOCOMO, INC.
- July 2013 Senior Vice President, General Manager of Smart-life Solutions Department, NTT DOCOMO, INC.
- June 2014 Executive Vice President, Executive General Manager of Smart-life Business Division, General Manager of Smart-life Solutions Department, NTT DOCOMO, INC.
- June 2015 Executive Vice President, Executive General Manager of Smart-life Business Division, NTT DOCOMO, INC.
- June 2016 Senior Executive Vice President, NTT DOCOMO, INC.
- June 2018 Senior Executive Vice President, MIRAIT Holdings Corporation (presently the Company)
President and Chief Executive Officer, MIRAIT Corporation (presently the Company)
- June 2020 President, MIRAIT Holdings Corporation (presently the Company)
- June 2021 President, General Manager of The Group Formation Preparation Office, MIRAIT Holdings Corporation (presently the Company)
- July 2022 Representative Director, President and Chief Executive Officer, MIRAIT ONE Corporation (to present)

Reason for Nomination as a Candidate for Director

NAKAYAMA Toshiki has provided direction aimed at increasing corporate value, implemented management reforms and developed new business by utilizing his strong leadership in a position of overseeing the management of the Group as a whole as Representative Director, President and Chief Executive Officer of MIRAIT ONE Corporation, based on his abundant management experience in the telecommunications industry. He has been nominated as a candidate for re-election as Director because the Company has determined he is a suitable person for continuing the sustained enhancement of corporate value of the Group due to his character, knowledge and excellent management skill.



Re-
election

Date of birth

July 2, 1962

Number of the Company's shares
owned

7,387 shares

Attendance at meetings of the
Board of Directors

15/15 (100%)

Candidate
No.

2

SUGAHARA Hidemune

Career Summary, Status, Responsibilities and Significant Positions Concurrently Held

January 2004 General Manager of Planning, NTT Resonant Incorporated.
August 2006 Executive Manager of the Planning Department, NTT Resonant Incorporated.
July 2010 Head of IP Service, Net Business Division, NTT Communications Corporation
August 2011 Head of Applications and Content, NTT Communications Corporation
June 2016 Senior Vice President, Head of Second Sales Division, NTT Communications Corporation
June 2018 President & CEO, NTT Com Solutions Corporation
June 2019 Executive Vice President, Representative Member of the Board, NTT Communications Corporation
June 2020 Senior Executive Vice President, Representative Member of the Board, NTT Communications Corporation
June 2021 Representative Member of the Board, Senior Executive Vice President, NTT Communications Corporation
June 2024 Representative Director, Executive Vice President, COO of Carrier Business East Company, MIRAIT ONE Corporation (to present)

Reason for Nomination as a Candidate for Director

SUGAHARA Hidemune has contributed to improving the corporate value of the entire Group as Representative Director and Executive Vice President of the Company, based on his advanced insight and expertise as well as abundant experience in the development of new services, business development, company management, etc. in the telecommunications industry. As COO of Carrier Business East Company, he has also been carrying out business expansion and system reinforcement. He has been nominated as a candidate for re-election as Director because the Company has determined he is a suitable person for continuing the sustained enhancement of corporate value of the Group due to his character, knowledge and excellent management skill.



Re-
election

Date of birth

June 29, 1961

Number of the Company's shares
owned

13,289 shares

Attendance at meetings of the
Board of Directors

20/20 (100%)

Candidate
No.

3

TOTAKE Yasushi

Career Summary, Status, Responsibilities and Significant Positions Concurrently Held

- June 2014 Senior Vice President, General Manager of the Service Management Department, Plant Headquarters, Nippon Telegraph and Telephone West Corporation
- June 2017 Senior Vice President and General Manager of the Network Department, Plant Headquarters, Nippon Telegraph and Telephone West Corporation
- June 2018 Executive Vice President and General Manager of the Network Department, Plant Headquarters, Nippon Telegraph and Telephone West Corporation
- June 2019 Director, Managing Executive Officer, General Manager of Emerging Business Office, MIRAIT Holdings Corporation (presently the Company)
Director, MIRAIT Corporation (presently the Company)
Director, MIRAIT Technologies Corporation (presently the Company)
- June 2020 President, MIRAIT Technologies Corporation (presently the Company)
Director, MIRAIT Holdings Corporation (presently the Company)
- June 2021 Director, Assistant Manager of The Group Formation Preparation Office, MIRAIT Holdings Corporation (presently the Company)
- July 2022 Representative Director, Senior Managing Executive Officer, General Manager, Chief of Business Structure Reform Promotion Office, Carrier Business West Company, MIRAIT ONE Corporation
- June 2023 Representative Director, Senior Managing Executive Officer, General Manager of Carrier Business West Company, MIRAIT ONE Corporation
- June 2024 Representative Director, Senior Managing Executive Officer, COO of Carrier Business West Company, MIRAIT ONE Corporation (to present)

Reason for Nomination as a Candidate for Director

TOTAKE Yasushi promotes the expansion of business and strengthening of systems of the Group as a whole as Representative Director and Senior Managing Executive Officer of the MIRAIT ONE Corporation, based on his abundant management experience in the telecommunications industry and extensive knowledge and experience in areas related to telecommunications facilities. He concurrently serves as COO of the Carrier Business West Company to promote the enhancement of the business and strengthening of the system of the Group. He has been nominated as a candidate for re-election as Director because the Company has determined he is a suitable person for continuing the sustained enhancement of corporate value of the Group due to his character, knowledge and excellent management skill.



Re-
election

Date of birth

November 11, 1964

Number of the Company's shares
owned

4,848 shares

Attendance at meetings of the
Board of Directors

20/20 (100%)

Candidate
No.

4

TAKAYA Yoichiro

Career Summary, Status, Responsibilities and Significant Positions Concurrently Held

- June 2012 Vice President, Strategic Business Development Division, Nippon Telegraph and Telephone Corporation
- June 2015 General Manager of Fifth Sales Division, NTT Communications Corporation
- June 2017 Senior Vice President and General Manager of Fifth Sales Division, NTT Communications Corporation
- June 2019 Senior Vice President and General Manager of Third Sales Division, NTT Communications Corporation
- June 2020 Director, Managing Executive Officer, General Manager of Solution Business Unit and General Manager of Tohoku Reconstruction Support Office, MIRAIT Corporation (presently the Company)
- April 2022 Executive Vice President, Manager of Solution Company Establishment Preparation Group, The Organization Formation Preparation Office, MIRAIT Holdings Corporation (presently the Company)
- July 2022 Director, Managing Executive Officer, Co-Head of Solutions Business Company, MIRAIT ONE Corporation
- June 2024 Director, Senior Managing Executive Officer, COO of Solutions Business Company, MIRAIT ONE Corporation (to present)

Reason for Nomination as a Candidate for Director

TAKAYA Yoichiro has contributed to the strengthening of the management base by planning and promoting solution business strategy and overseeing new business development/promotion as Director and Senior Managing Executive Officer of the Company and COO of Solutions Business Company, based on his abundant management experience in the telecommunications industry. He has been nominated as a candidate for re-election as Director because the Company has determined he is a suitable person for continuing the sustained enhancement of corporate value of the Group due to his character, knowledge and excellent management skill.



Re-
election

Date of birth

March 18, 1964

Number of the Company's shares
owned

8,365 shares

Attendance at meetings of the
Board of Directors

20/20 (100%)

Candidate
No.

5

WAKIMOTO Hiroshi

Career Summary, Status, Responsibilities and Significant Positions Concurrently Held

- September 2009 General Manager of Frontier Services Department, NTT DOCOMO, INC.
- June 2012 General Manager of Planning and Coordination Office, NTT DOCOMO, INC.
- July 2015 Director, mmbi, Inc. (currently NTT DOCOMO, INC.)
- February 2016 President, mmbi, Inc.
General Manager of Platform Business Promotion Department, NTT DOCOMO, INC.
- July 2016 Executive Officer, General Manager of Corporate Planning Department and Strategy Department, MIRAIT Corporation (presently the Company)
- June 2020 Executive Officer, General Manager of West Japan Branch, MIRAIT Corporation (presently the Company)
- June 2021 Managing Executive Officer, General Manager of Kansai Branch, MIRAIT Corporation (presently the Company)
- April 2022 Executive Vice President, Manager of Staff Organization Establishment Preparation Group, The Organization Formation Preparation Office, MIRAIT Holdings Corporation (presently the Company)
- July 2022 Director, Managing Executive Officer, General Manager of General Affairs and Human Resources, MIRAIT ONE Corporation (to present)

Reason for Nomination as a Candidate for Director

WAKIMOTO Hiroshi has contributed to strengthening of the management base of the Group as a whole as Director, Managing Executive Officer and General Manager of the General Affairs and Human Resources of the Company, based on his abundant management experience in the telecommunications industry, as Representative Director and President of mmbi, Inc. and in MIRAIT Corporation (presently the Company). He has been nominated as a candidate for re-election as Director because the Company has determined he is a suitable person for continuing the sustained enhancement of corporate value of the Group due to his character, knowledge and excellent management skill.



Re-
election

Date of birth

November 15, 1964

Number of the Company's shares
owned

6,910 shares

Attendance at meetings of the
Board of Directors

20/20 (100%)

Candidate
No.

6

MITSUYA Takaaki

Career Summary, Status, Responsibilities and Significant Positions Concurrently Held

- July 2010 General Manager of Corporate Planning Department, NTT NEOMATE CORPORATION (presently NTT FIELDTECHNO CORPORATION)
- July 2012 General Manager of Accounting & Finance Department, Nippon Telegraph and Telephone West Corporation
- July 2015 General Manager of Shikoku Regional Headquarters and General Manager of Ehime Branch, Nippon Telegraph and Telephone West Corporation
- July 2017 Executive Managing Director, Accounting Manager of Corporate Planning Department, MIRAITS Corporation (presently the Company)
- June 2019 Managing Executive Officer, Accounting Manager of Corporate Planning Department, MIRAITS Corporation (presently the Company)
Managing Executive Officer, General Manager responsible for Accounting & Finance Department, MIRAITS Holdings Corporation (presently the Company)
Director, Shikokutsuken Corporation
- July 2022 Managing Executive Officer, Vice General Manager of Finance and Accounting Division, MIRAITS ONE Corporation
- May 2023 Director, Lantrovision(S)Ltd (to present)
- June 2023 Director, Managing Executive Officer, CFO, MIRAITS ONE Corporation (to present)

Reason for Nomination as a Candidate for Director

MITSUYA Takaaki has contributed to the enhancement of the management base by handling improvement and strengthening of the Group's financial standing, along with cash management from the position of overseeing financial strategy of the Group as a whole as Director, Managing Executive Officer and CFO based on his abundant management experience in the telecommunications industry. He has been nominated as a candidate for re-election as Director because the Company has determined he is a suitable person for continuing the sustained enhancement of corporate value of the Group due to his character, knowledge and excellent management skill.



New
election

Date of birth

August 18, 1965

Number of the Company's shares
owned

816 shares

Attendance at meetings of the
Board of Directors

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Candidate
No.

7

TAKAOKA Hiromasa

Career Summary, Status, Responsibilities and Significant Positions Concurrently Held

- July 2013 Vice President of General Affairs Department (Personnel and Human Resources Development), Nippon Telegraph and Telephone Corporation
- June 2015 Director, NTT DATA Corporation (Presently NTT DATA JAPAN Corporation)
- June 2017 Senior Vice President, Head of Customer Services, NTT Communications Corporation
- April 2020 Member of the Board, Head of Managed & Security Services, Platform Service Division, NTT Communications Corporation
- July 2022 Executive Vice President, General Manager of Healthcare Service Department, General Manager of Global Strategy Office, NTT DOCOMO, INC.
- June 2023 Executive Vice President, Senior General Manager of Smart Life Business Company, Senior General Manager of Healthcare Service Department and Lifestyle Innovation Department, NTT DOCOMO, INC.
- June 2024 Managing Executive Officer, General Manager of Safety and Quality Control Division, MIRAIT ONE Corporation (to present)

Reason for Nomination as a Candidate for Director

TAKAOKA Hiromasa has served in key positions at group companies of Nippon Telegraph and Telephone Corporation for many years. As Managing Executive Officer and General Manager of Safety and Quality Control Division, he has contributed to strengthening the management base of the entire Group based on his advanced insight and expertise as well as abundant experience in the development of new services and business expansion in the ICT industry, as well as corporate management. He has been nominated as a candidate for election as Director because the Company has determined he is a suitable person for continuing the sustained enhancement of corporate value of the Group due to his character, knowledge and excellent management skill.



Re-
election

Outside

Independ
ent

Date of birth

February 11, 1956

Number of the Company's shares
owned

907 shares

Attendance at meetings of the
Board of Directors

19/20 (95%)

Candidate
No.

8

YAMAMOTO Mayumi

Career Summary, Status, Responsibilities and Significant Positions Concurrently Held

| | |
|-------------------|--|
| April 1984 | Registered as attorney at Law Joined Takeo Ishiguro Law Office |
| September 1990 | Established New Ginza Sogo Law Office |
| January 2005 | Established Ginza Shinmeiwa Law Office |
| December 2010 | Public Interest Member of the Central Labour Relations Commission |
| January 2019 | Member of the Financial System Council, Financial Services Agency (to present) |
| June 2019 | External Audit & Supervisory Board Member, Morinaga Milk Industry Co., Ltd. (to present) |
| June 2020 | Outside Director of MIRAITS Holdings Corporation (presently the Company) |
| April 2021 | Member of the Labor Policy Council, Ministry of Health, Labour and Welfare (to present) |
| June 2021 | Outside Director, JCU Corporation (to present) |
| July 2022 | Outside Director, MIRAITS ONE Corporation |
| June 2024 | Outside Director, Chair of the Nomination and Compensation Committee, MIRAITS ONE Corporation (to present) |
| February 2025 | Established Arc Law Firm (to present) |

Reason for Nomination as a Candidate for Outside Director and Overview of Expected Roles

YAMAMOTO Mayumi has advanced expertise and abundant experience concerning legal affairs as an attorney at law, and has also served as a member of government councils including as a public interest member of the Central Labour Relations Commission. She is qualified for the supervision of management from an objective and specialized perspective. Although she has not been involved in corporate management, the Company proposes her as a re-candidate for Outside Director because her advanced expert knowledge of corporate law and insight and knowledge gained through experience in government organizations make her suitable for the supervision of management of the Group, and because she can be expected to fulfill this role.



Re-
election

Outside

Independ-
ent

Date of birth

June 26, 1955

Number of the Company's shares
owned

3,632 shares

Attendance at meetings of the
Board of Directors

20/20 (100%)

Candidate
No.

9

KAWARATANI Shinichi

Career Summary, Status, Responsibilities and Significant Positions Concurrently Held

- November 1988 President, Atlux Corporation (currently Fuyo Outsourcing & Consulting Inc.)
- October 1997 General Manager of Information and Communications Division, New York Office, Nissho Iwai American Corporation (currently Sojitz Corporation of America)
- November 1999 CEO, Entrepia Ventures, Inc.
- April 2007 Assistant General Manager of Industrial Information Group, Sojitz Corporation
- April 2011 Representative Director and President, Nissho Electronics Corporation
- January 2014 Representative Director, VistaNet, Inc.
- June 2021 Outside Director, MIRAIT Holdings Corporation (presently the Company)
- July 2022 Outside Director, MIRAIT ONE Corporation (to present)
- April 2025 Director and Chairman, VistaNet, Inc. (to present)

Reason for Nomination as a Candidate for Outside Director and Overview of Expected Roles

KAWARATANI Shinichi has been involved in business investment and the development of new businesses in the area of information and communications for many years, and has insight into the management of an information and communications company based on his experience as representative director and president of a company providing IT solutions. Furthermore, he has worked on the creation of a variety of new businesses in Japan and abroad, and has extensive business experience overseas such as in the United States. His insight and knowledge of creating and developing new business in Japan and abroad, in addition to corporate management of a global business make him suitable for the supervision of management of the Group, and because he can be expected to fulfill this role, he has been re-nominated as a candidate for Outside Director to improve transparency of the Board of Directors and strengthen its supervisory functions.



Re-
election

Outside

Independ-
ent

Date of birth

April 17, 1961

Number of the Company's shares
owned

1,815 shares

Attendance at meetings of the
Board of Directors

19/20 (95%)

Candidate
No.

10

TSUKASAKI Yuko

Career Summary, Status, Responsibilities and Significant Positions Concurrently Held

- August 2007 Director, Gender Equality Promotion Division, Gender Equality Bureau, Cabinet Office
- August 2009 Counselor for Policy Evaluation, Ministry of Health, Labour and Welfare
- July 2010 Manager of Family Balance Department, Equal Employment, Children and Families Bureau, Ministry of Health, Labour and Welfare
- July 2011 Counselor, National Public Service Ethics Board, National Personnel Authority
- April 2012 Director, Life Planning Division, Remuneration Bureau, National Personnel Authority
- April 2015 Director, General Affairs Division, Secretariat of the National Personnel Authority
- April 2016 Professor, Chiiki Koso Kenkyujo, Taisho University (to present)
- September 2018 Professor, Department of Regional Development, Taisho University
- April 2020 Professor, Department of Public Policy, Faculty of Social Coexistence, Taisho University
- July 2022 Outside Director, MIRAIT ONE Corporation (to present)
- April 2024 Professor, Department of Public Policy, Faculty of Regional Development, Taisho University (to present)

Reason for Nomination as a Candidate for Outside Director and Overview of Expected Roles

TSUKASAKI Yuko has served in key positions in the Ministry of Health, Labour and Welfare for many years and also served as the Director of the Gender Equality Promotion Division of the Gender Equality Bureau in the Cabinet Office, and has advanced insight and extensive experience on topics such as promotion of participation by women and diversity. Furthermore, after retiring from office, she has taught as a professor of Taisho University, and has extensive experience and advanced insight and expertise in the areas of regional development and public policy. Although she has not been involved in management of a company, the Company has re-nominated her as a candidate for Outside Director because she would be suitable as an Outside Director of the Company for further strengthening management supervision functions, and she can be expected to fulfill this role by utilizing her knowledge of a wide range of specialized areas obtained through drafting policy in government and insight into regional development.

Notes

1. No conflicts of interest exist between the candidates and the Company.
2. YAMAMOTO Mayumi, KAWARATANI Shinichi and TSUKASAKI Yuko are candidates for Outside Director, and have been registered as independent directors in accordance with the provisions of Tokyo Stock Exchange, Inc.
3. The Company has concluded agreements limiting liability for compensation of damages under Article 423, paragraph (1) of the Companies Act with YAMAMOTO Mayumi, KAWARATANI Shinichi and TSUKASAKI Yuko pursuant to Article 427, paragraph (1) of the same Act. The limit on liability for compensation of damages pursuant to the agreements is the Minimum Liability Amount specified in Article 425, paragraph (1) of the Companies Act. The agreements to limit liability will be renewed if the candidates are re-elected.
4. The Company has entered into a directors and officers liability insurance policy pursuant to Article 430-3, paragraph (1) of the Companies Act with an insurance company. The insurance policy covers compensation for damages and litigation expenses, etc. incurred by the insured due to a claim for compensation for damages arising due to an act (including misconduct) based on the status of the insured as a Company officer, and the insured does not bear the cost of insurance premiums. If each of the candidates are elected as Director, they will be insured under the insurance policy. Furthermore, the insurance policy is scheduled to be renewed under the same terms when it is next renewed.
5. The term of office of YAMAMOTO Mayumi as an Outside Director of the Company will be five years as of the conclusion of this Ordinary General Meeting of Shareholders.
6. The term of office of KAWARATANI Shinichi as an Outside Director of the Company will be four years as of the conclusion of this Ordinary General Meeting of Shareholders.
7. The term of office of TSUKASAKI Yuko as an Outside Director of the Company will be three years as of the conclusion of this Ordinary General Meeting of Shareholders.

Proposal No. 4:

Election of One Director who is an Audit and Supervisory Committee Member of MIRAIT ONE Corporation

KATSUMARU Chiaki (ISHIKAWA Chiaki), Director who is an Audit and Supervisory Committee Member, will resign from her position upon the conclusion of the General Meeting. Therefore, the Company proposes to elect one Director who is an Audit and Supervisory Committee Member to fill the vacancy.

This proposal has been discussed by the Nomination and Compensation Committee.

Submission of the proposal has received the consent from the Audit and Supervisory Committee.

The candidate for Director who is an Audit and Supervisory Committee Member is as follows.



New
election

Outside

Independent

Date of birth

July 30, 1980

Number of the Company's shares
owned

0 shares

Attendance at meetings of the
Board of Directors

—

MIZUTANI Midori

Career Summary, Status, Responsibilities and Significant Positions Concurrently Held

- July 2004 Joined Sugai Accounting Office for Certified Public Accountants and Tax Accountants
- August 2012 Registered as Certified Public Accountant
- September 2012 Registered as Tax Accountant
- June 2013 Established Mizutani Midori Accounting Office
- February 2015 Established Smart Plus Consulting Co., Ltd., Representative Director (to present)
- June 2015 Outside Audit and Supervisory Board Member, Human Metabolome Technologies, Inc.
- June 2017 Outside Director and Audit and Supervisory Committee Member, Human Metabolome Technologies, Inc.
- June 2019 Outside Corporate Auditor, GENETEC CORPORATION
- July 2019 Established Ginza Sphere Tax Accountant Corporation, Representative Partner (to present)
- September 2020 Registered as Administrative Scrivener
- April 2021 Outside Director, Confidence Inc. (currently Interworks Confidence Inc.) (to present)
- June 2021 Outside Director and Audit Committee Member, GENETEC CORPORATION (to present)
- June 2024 Outside Audit & Supervisory Board Member, Japan Elevator Service Holdings Co., Ltd. (to present)

Reason for Nomination as a Candidate for Outside Director Who Is an Audit and Supervisory Committee Member

MIZUTANI Midori has expertise as a certified public accountant and tax accountant and extensive knowledge of finance, accounting, and tax affairs through her abundant experience, and serves as an audit and supervisory committee member or audit and supervisory board member at several companies. The Company has determined that she will fulfill a role in ensuring the adequacy and appropriateness of management by drawing on her specialized knowledge, and she is suitable for supervising the execution of duties by Directors. Therefore, she has been nominated as a candidate for Director who is an Audit and Supervisory Committee member.

Notes

1. No conflicts of interest exist between the candidate and the Company.
2. MIZUTANI Midori is a candidate for Outside Director, and will be registered as an independent director in accordance with the provisions of Tokyo Stock Exchange, Inc.
3. The Company has concluded agreements limiting liability for damages under Article 423, paragraph (1) of the Companies Act with Directors (excluding executive Directors) pursuant to Article 427, paragraph (1) of the same Act. The limit on liability for compensation of damages pursuant to the agreement is the Minimum Liability Amount specified in Article 425, paragraph (1) of the Companies Act. If the candidate is elected, the Company plans to conclude the agreement to limit liability with her.
4. The Company has entered into a directors and officers liability insurance policy pursuant to Article 430-3, paragraph (1) of the Companies Act with an insurance company. The insurance policy covers compensation for damages and litigation expenses, etc. incurred by the insured due to a claim for compensation for damages arising due to an act (including misconduct) based on the status of the insured as a Company officer, and the insured does not bear the cost of insurance premiums. If the candidate is elected as Director who is an Audit and Supervisory Committee member, she will be insured under the insurance policy. Furthermore, the insurance policy is scheduled to be renewed under the same terms when it is next renewed.

[Reference] Director Skill Matrix

The Board of Directors is made up of personnel with adequate knowledge and experience in their respective areas related to business management, regardless or whether inside or outside the Company, in order to effectively fulfill their roles and duties.

If Proposal No. 3 and Proposal No. 4 are approved and passed as originally proposed, the Company's management structure will be as follows:

| | | | Corporate Management and Management Strategy | Sales and Marketing | Construction and operation of Facilities for Communications, etc. | New Business Development and Solutions Business | Technology, Innovation and DX | Global Business | Personnel, Labor and Human Resource Development | Financial Accounting and Finance | Legal, Risk Management, Compliance and Governance | Public Policy and Academic Research |
|---|---------------------|----------------|--|---------------------|---|---|-------------------------------|-----------------|---|----------------------------------|---|-------------------------------------|
| Directors Who Are Not Audit and Supervisory Committee Members | NAKAYAMA Toshiki | Inside Male | ○ | ○ | | ○ | | ○ | ○ | | ○ | |
| | SUGAHARA Hidemune | Inside Male | ○ | ○ | ○ | ○ | ○ | ○ | | | | |
| | TOTAKE Yasushi | Inside Male | ○ | | ○ | | ○ | | ○ | | | |
| | TAKAYA Yoichiro | Inside Male | ○ | ○ | | ○ | | ○ | ○ | | | |
| | WAKIMOTO Hiroshi | Inside Male | ○ | ○ | | ○ | | | ○ | | ○ | |
| | MITSUYA Takaaki | Inside Male | ○ | | | | | | | ○ | ○ | |
| | TAKAOKA Hiromasa | Inside Male | ○ | | ○ | ○ | ○ | ○ | ○ | | ○ | |
| | YAMAMOTO Mayumi | Outside Female | | | | | | | | | ○ | ○ |
| | KAWARATANI Shinichi | Outside Male | ○ | ○ | | ○ | | ○ | | | | |
| | TSUKASAKI Yuko | Outside Female | | | | | | | ○ | | | ○ |
| Directors Who Are Audit and Supervisory Committee Members | SEO Shinji | Inside Male | ○ | ○ | ○ | ○ | | | | | ○ | |
| | HAYAKAWA Osamu | Outside Male | | | | | | | | | ○ | ○ |
| | MIZUTANI Midori | Outside Female | | | | | | | | ○ | ○ | |

* The above table does not represent all of the knowledge and experience of each of the persons listed.

[Reference] Standard for the Election and Dismissal of Directors

The Company follows the standard set forth below for electing and dismissing Directors.

[Election standard]

1. The Company shall select a wide variety of candidates from inside and outside the Company, and Directors shall have excellent character and insight, a high degree of ethical values and fairness, foresight and other qualities.
2. Directors shall have excellent management skills and a wealth of experience and knowledge in any of the fields such as business management, company management, accounting, law, and academic/public policy.
3. In addition to the above, Outside Directors shall be capable of fulfilling their roles and responsibilities from a professional and objective standpoint, such as providing advice and overseeing management from the perspective of improving corporate value over the medium to long term. Furthermore, Outside Directors shall not violate the “independence standards for Outside Officers” separately set forth by the Company.

[Dismissal standard]

1. Directors shall be dismissed if they commit fraudulent acts such as violation of laws and regulations, the Articles of Incorporation, etc. and acts that violate public order and morals.
2. Directors shall be dismissed if it is determined that they are not sufficiently performing the functions required for their duties due to neglect of duties, etc.
3. Directors shall be dismissed if they no longer meet each of the above election standard items.

[Election procedure]

1. For the election of candidates for Directors, the Nomination and Compensation Committee, chaired by an independent Outside Director, shall be consulted based on the above election standard, and decisions shall be made by the Board of Directors based on the report of the Nomination and Compensation Committee. Proposals for each candidate shall then be submitted to the General Meeting of Shareholders.
2. For the election of candidates for Audit and Supervisory Committee members, the Nomination and Compensation Committee shall be consulted based on the above election standard, and decisions shall be made by the Board of Directors based on the report of the Nomination and Compensation Committee, with the consent of the Audit and Supervisory Committee. Proposals for each candidate shall then be submitted to the General Meeting of Shareholders.

[Dismissal procedure]

The Board of Directors shall determine the dismissal of Directors upon deliberation by the Nomination and Compensation Committee, and proposals for dismissal shall be submitted to the General Meeting of Shareholders.

[Reference] Standard for Determining Independence

The Company believes that an Outside Director must have adequate independence to ensure the objectivity and transparency required for appropriate governance.

The Company has stipulated the following standard for determining independence of Outside Directors in the Company, and an Outside Director (including candidates therefor; the same applies below) is deemed to lack adequate independence if any of the following items apply.

1. A person originally from the Company or a consolidated subsidiary of the Company (hereinafter referred to as "the Group") ^(Note 1)
2. A major shareholder of the Company ^(Note 2)
3. A person who executes the business of a company, etc. that falls under any of the following items.
 - (1) A major business partner of the Group ^(Note 3)
 - (2) A major lender to the Group ^(Note 4)
 - (3) A company, etc. in which the Group holds 10% or more of shares on a voting basis
4. A Certified Public Accountant who belongs to the auditing firm serving as the Group's Independent Auditor.
5. A consultant, accountant, tax accountant, attorney, judicial scrivener, patent attorney or other expert receiving a substantial amount ^(Note 5) of money or other property from the Group
6. A person who has received substantial donations from the Group ^(Note 6)
7. An executive of a company in a relationship mutually providing Outside Directors ^(Note 7)
8. A person whose close relative ^(Note 8) falls under any of items 1 through 7 above (limited to key personnel ^(Note 9) with the exception of items 4 and 5)
9. A person to whom any of items 2 through 8 have applied in the past three years
10. Notwithstanding the provisions of the preceding items, a person who is deemed to have another conflict of interest with the Company

Note 1: A currently serving executive director, executive officer or other similar employee (hereinafter referred to as "executive") or an executive who has served in the Group at any time in the past.

Note 2: A major shareholder is a shareholder who, as of the end of the Company's fiscal year, holds 10% or more of shares on a voting basis in his/her own name or the name of another person. If the major shareholder is an organization such as a corporation or a partnership, this refers to an executive of such organization.

Note 3: A major business partner is a purchaser or supplier of the Group whose annual transactions with the Group exceed 3% of the Company's consolidated sales or the supplier's consolidated sales.

Note 4: A major lender is a financial institution from whom the Group borrows, and the balance of the borrowing exceeds 2% of the consolidated total assets of the Company or the consolidated total assets of the financial institution as of the end of the Company's fiscal year.

Note 5: A substantial amount is defined as follows according to the relationship with the provision of services by the expert.

- (1) If the expert provides services to the Group as an individual, the consideration received from the Group is a substantial amount if it exceeds 10 million yen per year.
- (2) If the organization such as a corporation or partnership to which the expert belongs provides services to the Group, the consideration received from the Group is a substantial amount if it exceeds 2% of the organization's annual sales or total revenue. However, even if 2% is not exceeded, the amount is deemed to be a substantial amount if the amount received by the organization as consideration for services provided with the direct involvement of the expert exceeds 10 million yen per year.

Note 6: A person who has received donations from the Group exceeding 10 million yen per year. If the party receiving the donations is an organization such as a corporation or a partnership, this refers to a person who is directly involved in the research, education or other activities related to the donations.

Note 7: A relationship in which an executive of the Group is an outside director of another company, and an executive of the other company is an outside director of the Company.

Note 8: A close relative is a spouse or a relative within two degrees of relationship.

Note 9: Key personnel are directors and executive officers.

End