

Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail. The Company assumes no responsibility for this translation or for direct, indirect or any other forms of damages arising from the translation.

Securities Code 9007
June 5, 2024

To Shareholders with Voting Rights:

Shigeru Suzuki
President & CEO
Odakyu Electric Railway Co., Ltd.
2-28-12, Yoyogi, Shibuya-ku, Tokyo

**NOTICE OF
THE 103RD ANNUAL GENERAL MEETING OF SHAREHOLDERS**

We would like to express our appreciation for your continued support and patronage.

We are pleased to notify you that the 103rd Annual General Meeting of Shareholders of Odakyu Electric Railway Co., Ltd. (the “Company”) will be held for the purposes as described below.

In convening this meeting, the Company has taken measures for electronic provision and posted electronic provision measures matters on the Company’s website below on the Internet.

- Company’s website:
<https://www.odakyu.jp/ir/stockholder/conference.html>
- Website on which the materials for general meetings of shareholders are posted:
<https://d.sokai.jp/9007/teiji/> (Japanese version only)
- Tokyo Stock Exchange’s website (Listed Company Search):
<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show>
* Please access the TSE website above, enter and search for “Odakyu Electric Railway” in the “Issue name (company name)” field or “9007,” the securities code of the Company, in the “Code” field, select “Basic information” and then “Documents for public inspection/PR information,” and inspect the information posted in “[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].”

If you do not attend the meeting, you can exercise your voting rights in writing or via the Internet, etc. Please review the Reference Documents for the General Meeting of Shareholders, and exercise your voting rights following the “Guidance on the exercise of voting rights” on page 3 (Japanese version only) by 5:45 p.m., the end of the Company’s business hours, on Wednesday, June 26, 2024, Japan time.

- 1. Date and Time:** Thursday, June 27, 2024, at 10:00 a.m. Japan time (reception opens at 9:00 a.m.)
- 2. Place:** “Century Room” on the basement level 1 of Hyatt Regency Tokyo located at 2-7-2, Nishi-Shinjuku, Shinjuku-ku, Tokyo, Japan
- 3. Meeting Agenda:**
- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company’s 103rd Fiscal Year (April 1, 2023 - March 31, 2024) and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Board of Auditors
 2. Non-consolidated Financial Statements for the Company’s 103rd Fiscal Year (April 1, 2023 - March 31, 2024)
- Proposals to be resolved:**
- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Partial Amendments to the Articles of Incorporation
- Proposal 3:** Election of 9 Directors (excluding Directors who are Audit & Supervisory Committee members)
- Proposal 4:** Election of 4 Directors who are Audit & Supervisory Committee members
- Proposal 5:** Determination of Amount of Remuneration, etc. of Directors (excluding Directors who are Audit & Supervisory Committee members)
- Proposal 6:** Determination of Amount of Remuneration, etc. of Directors who are Audit & Supervisory Committee members
- Proposal 7:** Determination of Amount and Details of Stock Compensation, etc. for Directors (Excluding Directors who are Audit & Supervisory Committee members and Outside Directors)

- Of electronic provision measures matters, pursuant to the laws and regulations as well as the Articles of the Incorporation, the “Principal businesses and offices, etc.,” “Employees,” “Principal lenders,” “Accounting Auditor,” “Systems to ensure the execution of duties by Directors conform to laws and regulations and the Articles of Incorporation and other systems to ensure appropriateness of operations by the corporate group consisting of the Company and its subsidiaries (Basic policies on establishment of internal control systems),” “Basic policies on parties desirable to control determination of corporate finance and business policies,” “Consolidated statements of changes in net assets,” “Notes to the Consolidated Financial Statements,” “Statements of changes in net assets” and “Notes to the Non-consolidated Financial Statements,” “Auditors’ Report,” and “Independent Auditors’ Report” are not contained in the documents delivered to shareholders who have requested the delivery of paper-based documents. The Accounting Auditor and Auditors have audited documents including the above items.
- Any corrections or amendments made to the subject to electronic provision measures matters will be posted on the respective websites where they are posted.
- As a result of the implementation of the electronic provision system, the materials for general meetings of shareholders* are to be provided by posting on the Company’s websites, in principle; however, for this meeting, the Reference Documents for the General Meeting of Shareholders and the “Business Progress and Results” and “Issues to be Addressed” in the Business Report are equally sent to all the shareholders having voting rights.

* The materials for general meetings of shareholders refer to the Reference Documents for the General Meeting of Shareholders, the Business Report, the Consolidated Financial Statements, the Non-consolidated Financial Statements, the Auditors’ Report and the Independent Auditors’ Report.

Inquiries about the electronic provision system	Sumitomo Mitsui Trust Bank, Limited Stock Transfer Agency Business Planning Department 0120-533-600 (toll-free) Hours: 9:00 a.m. - 5:00 p.m. (excluding Saturdays, Sundays, and national holidays)
-------------------------------------------------	-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

At the meeting of the Board of Directors held on May 14, 2024, the Company resolved the shareholder return policy as follows.

As a community-based value creating company, the Company will strive to achieve business growth by actively reinvesting earned profits in order to develop sustainably with the communities along the Odakyu Line. It will also endeavor to improve shareholder return while maintaining financial soundness and enhancing capital efficiency. With regard to shareholder returns, the Company's basic policy is to carry out stable dividend payouts and flexible share buybacks with the goal of achieving an average consolidated total return ratio of 40% or more from FY2023 through FY2026, based on the premise of securing an equity ratio of 30%.

Based on the above basic policy, the year-end dividend for the 103rd fiscal year is proposed as follows:

- (1) Type of dividend property
Cash
- (2) Matters concerning the allotment of dividend property to shareholders and the total amount thereof
¥19 per share of common stock of the Company, for a total amount of ¥6,839,721,289
- (3) Effective date of distribution of surplus
June 28, 2024

Subject to the approval and resolution of this proposal as originally proposed, the annual dividends for the fiscal year under review, including the interim dividend (¥11 per share), will be ¥30 per share, an increase of ¥9 from the previous fiscal year.

Reference Matters Common to Proposals 2 through 7

The Company intends to transition to a company with an audit & supervisory committee to further enhance and strengthen the corporate governance. Proposals 2 through 7 submitted to this General Meeting of Shareholders are all related to this transition. Therefore, in proposing these matters, we would like to explain the characteristics of a company with an audit & supervisory committee, the reasons for the transition, and the structure after the transition as follows.

1. Characteristics of a company with an audit & supervisory committee

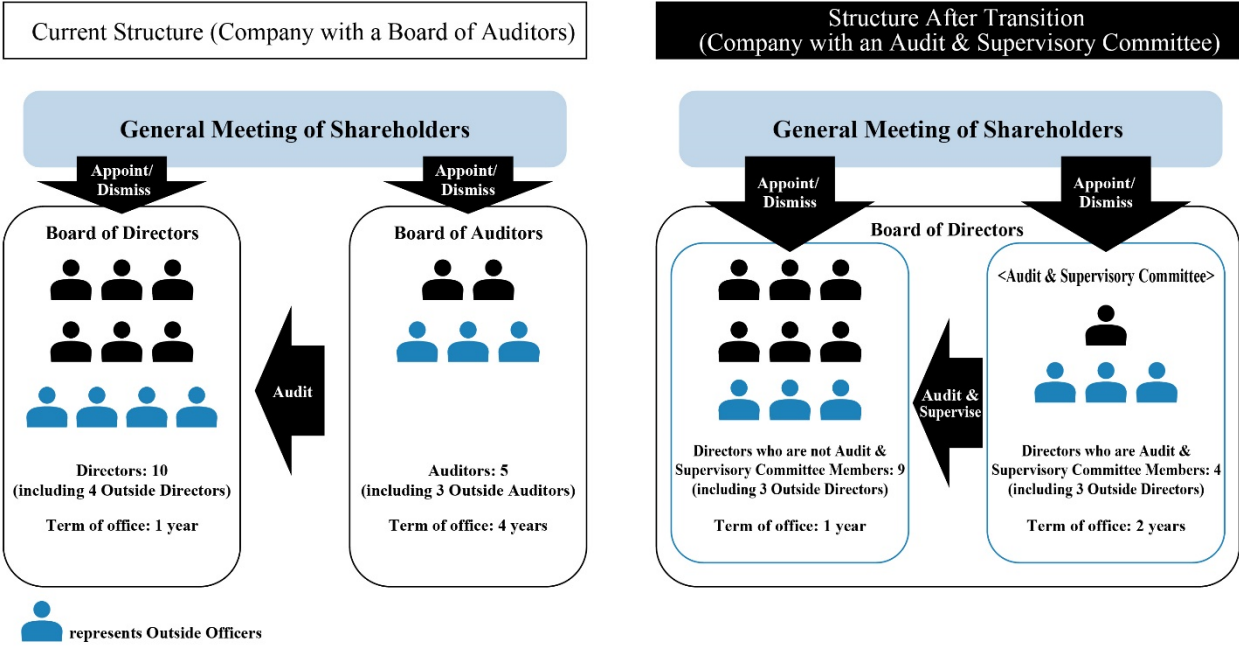
- (1) A company with an audit & supervisory committee does not have Auditors or a Board of Auditors. Instead, it has an Audit & Supervisory Committee consisting of three or more Directors who are Audit & Supervisory Committee members, and the majority of the committee members are Outside Directors.
- (2) Directors who are Audit & Supervisory Committee members are elected at the General Meeting of Shareholders separately from Directors who are not Audit & Supervisory Committee members. They have voting rights at the Board of Directors meetings and are involved in deciding on proposals for the election and dismissal of Directors who are not Audit & Supervisory Committee members, the appointment and dismissal of Representative Directors, and other management decision-making. In addition to auditing the execution of duties by Directors, the Audit & Supervisory Committee has the authority to express opinions at the General Meeting of Shareholders regarding the election, dismissal, and compensation of Directors who are not Audit & Supervisory Committee members. In these respects, the supervisory function of Audit & Supervisory Committee members and the Audit & Supervisory Committee is stronger than that of Auditors and a Board of Auditors.
- (3) At a company with an audit & supervisory committee, if the majority of Directors are Outside Directors or if stipulated in the Articles of Incorporation, the Board of Directors may delegate all or part of the decision-making on important business execution to individual Directors by resolution of the Board of Directors. This enables swift decision-making in business execution while allowing the Board of Directors to focus on supervising business execution.

2. Reasons for transitioning to a company with an audit & supervisory committee

With regard to enhancing and strengthening the Company's corporate governance, the Company has implemented various measures with the recognition that it is vital to strengthen the function for making decisive decisions unconstrained by precedent or customs, as well as to strengthen the function for supervising business execution, by ensuring transparency, fairness, and speed when carrying out key strategies. The purpose has been to maximize the interests of various stakeholders, including our shareholders as well as customers, business partners, creditors, and local communities, and to achieve sustained growth as well as enhance the medium- to long-term corporate value of the Company.

By transitioning to a company with an audit & supervisory committee and conferring voting rights on the Board of Directors to officers responsible for auditing (including outside officers), we seek to not only strengthen the supervisory function of the Board of Directors but also to delegate authority for some business execution decisions from the Board of Directors to Directors, enabling prompt and decisive decision-making and other changes to further enhance and strengthen the corporate governance.

3. Structure after transition to a company with an audit & supervisory committee



Proposal 2: Partial Amendments to the Articles of Incorporation

1. Reason for the amendments

The Company intends to transition to a company with an audit & supervisory committee to further enhance and strengthen the corporate governance. In line with this transition, necessary amendments will be made, such as establishing new provisions regarding Audit & Supervisory Committee members and the Audit & Supervisory Committee, as well as deleting provisions related to Auditors and the Board of Auditors. The amendments to the Articles of Incorporation pertaining to this proposal shall take effect at the conclusion of this General Meeting of Shareholders.

2. Details of the amendments

The details of the amendments are as follows:

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed Amendments
<p>(Organizational Bodies)</p> <p>Article 4 The Company shall establish the following organs other than the General Meeting of Shareholders and Board of Directors:</p> <ol style="list-style-type: none"> 1. Board of Directors 2. <u>Auditors</u> 3. <u>Board of Auditors</u> 4. Accounting Auditor <p>Article 5 } (Omitted)</p> <p>Article 19 }</p> <p>(Number)</p> <p>Article 20 The number of Directors of the Company shall be <u>17</u> or less. (Newly established)</p> <p>(Term of Office)</p> <p>Article 21 The term of office of Directors shall expire at the conclusion of the Annual General Meeting of Shareholders for the last fiscal year that ends within 1 year after their election. (Newly Established)</p> <p>The term of office of a Director elected to fill a vacancy <u>or due to an increase in the number of Directors</u> shall expire when the term of office of <u>the other</u> Directors in <u>office</u> expires.</p> <p>(Election)</p> <p>Article 22 Directors shall be elected at the General Meeting of Shareholders.</p> <p>The resolution for the election of Directors requires the attendance of shareholders holding one-third or more of voting rights of shareholders who may exercise voting rights, and shall be adopted by a majority of voting rights thereof.</p> <p>The election of Directors shall not be made by cumulative voting.</p>	<p>(Organizational Bodies)</p> <p>Article 4 The Company shall establish the following organs other than the General Meeting of Shareholders and Board of Directors:</p> <ol style="list-style-type: none"> 1. Board of Directors 2. <u>Audit & Supervisory Committee</u> (Deleted) 3. Accounting Auditor <p>Article 5 } (Unchanged)</p> <p>Article 19 }</p> <p>(Number)</p> <p>Article 20 The number of Directors of the Company shall be <u>20</u> or less. <u>The number of Directors who are Audit & Supervisory Committee members of the Company shall be 5 or less.</u></p> <p>(Term of Office)</p> <p>Article 21 The term of office of Directors (<u>excluding Directors who are Audit & Supervisory Committee members</u>) shall expire at the conclusion of the Annual General Meeting of Shareholders for the last fiscal year that ends within 1 year after their election. <u>The term of office of Directors who are Audit & Supervisory Committee members shall expire at the conclusion of the Annual General Meeting of Shareholders for the last fiscal year that ends within 2 years after their election.</u></p> <p>The term of office of a Director <u>who is an Audit & Supervisory Committee member</u> elected to fill a vacancy <u>caused by the resignation of a Director who is an Audit & Supervisory Committee member prior to the expiration of the term of office</u> shall expire at the time the term of office of <u>the resigned</u> Director <u>who is an Audit & Supervisory Committee member</u> expires.</p> <p>(Election)</p> <p>Article 22 Directors shall be elected at the General Meeting of Shareholders, <u>while making a distinction between Directors who are Audit & Supervisory Committee members and other Directors.</u> (Unchanged)</p> <p>(Unchanged)</p>

Current Articles of Incorporation	Proposed Amendments
<p>Article 23 (Omitted) (Notice of Convocation of the Board of Directors)</p>	<p>Article 23 (Unchanged) (Notice of Convocation of the Board of Directors)</p>
<p>Article 24 Notice of convocation of the Board of Directors shall be given to each Director <u>and each Auditor</u> 3 days prior to the date of such meeting. <u>However, in case of urgency, such period may be shortened.</u></p>	<p>Article 24 Notice of convocation of the Board of Directors shall be given to each Director 3 days prior to the date of such meeting. <u>However, in case of urgency, such period may be shortened.</u> (Deleted)</p>
<p>Article 25 (Omitted) (Representative Directors, etc.)</p>	<p>Article 25 (Unchanged) (Representative Directors, etc.)</p>
<p>Article 26 The Board of Directors shall, by its resolution, elect Representative Directors. The Board of Directors may, by its resolution, elect 1 President & CEO. In addition to the preceding paragraph, the Board of Directors may, by its resolution, also select 1 Chairman and Director.</p>	<p>Article 26 The Board of Directors shall, by its resolution, elect Representative Directors <u>from among the Directors (excluding Directors who are Audit & Supervisory Committee members).</u> The Board of Directors may, by its resolution, elect 1 President & CEO <u>from among the Directors (excluding Directors who are Audit & Supervisory Committee members).</u> In addition to the preceding paragraph, the Board of Directors may, by its resolution, also elect 1 Chairman and Director <u>from among the Directors (excluding Directors who are Audit & Supervisory Committee members).</u></p>
<p>Article 27 (Omitted) (Remuneration, etc.)</p>	<p>Article 27 (Unchanged) (Remuneration, etc.)</p>
<p>Article 28 Remuneration, bonuses and other financial benefits received from the Company as consideration for the execution of duties (hereinafter referred to as "Remuneration, etc.") of Directors shall be determined by resolution of the General Meeting of Shareholders.</p>	<p>Article 28 Remuneration, bonuses and other financial benefits received from the Company as consideration for the execution of duties (hereinafter referred to as "Remuneration, etc.") shall be determined by resolution of the General Meeting of Shareholders, <u>while making a distinction between Directors who are Audit & Supervisory Committee members and other Directors.</u></p>
<p>Article 29 (Omitted) (Newly established)</p>	<p>Article 29 (Unchanged) <u>(Delegation of Decision-making on Important Business Execution)</u> <u>Article 30 Pursuant to the provisions of Article 399-13, Paragraph 6 of the Companies Act, the Company may delegate all or part of the decision-making on important business execution (excluding matters listed in the items of Paragraph 5 of the same Article) to individual Directors by resolution of the Board of Directors.</u></p>
<p>Chapter 5 <u>Auditors and Board of Auditors (Number)</u> <u>Article 30 The number of Auditors of the Company shall be 5 or less.</u> <u>(Term of Office)</u> <u>Article 31 The term of office of Auditors shall expire at the conclusion of the Annual General Meeting of Shareholders for the last fiscal year that ends within 4 years after their election.</u> <u>The term of office of an Auditor elected to fill a vacancy caused by the resignation of an Auditor prior to the expiration of the term of office shall expire at the time the term of office of the resigned Auditor expires.</u></p>	<p>Chapter 5 <u>Audit & Supervisory Committee</u> (Deleted) (Deleted)</p>

Current Articles of Incorporation	Proposed Amendments
<p><u>(Election)</u> <u>Article 32</u> <u>Auditors shall be elected at the General Meeting of Shareholders.</u> <u>The resolution for the election of Auditors shall be adopted by a majority vote of shareholders present at the General Meeting of Shareholders and holding the shares representing one third or more of the voting rights granted to all shareholders.</u></p> <p><u>(Board of Auditors)</u> <u>Article 33</u> <u>Matters concerning the Board of Auditors shall be governed by the Regulations of the Board of Auditors established by the Board of Auditors.</u></p> <p><u>(Notice of Convocation of Board of Auditors)</u> <u>Article 34</u> <u>Notice of convocation of the Board of Auditors shall be given to each Auditor 3 days prior to the date of such meeting. However, in case of urgency, such period may be shortened.</u></p> <p><u>(Full-time Auditors)</u> <u>Article 35</u> <u>The Board of Auditors shall, by its resolution, elect Full-time Auditors.</u></p> <p><u>(Remuneration, etc.)</u> <u>Article 36</u> <u>Remuneration, etc. of Auditors shall be determined by resolution of the General Meeting of Shareholders.</u></p> <p><u>(Limited Liability Agreement with Auditors)</u> <u>Article 37</u> <u>Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may enter into agreements with Auditors to limit their liability for damages arising from neglect of duties. However, the limit of liability under such agreements shall be the greater of an amount determined in advance which shall not be less than ¥10 million or an amount prescribed by laws or regulations.</u></p> <p>Article 38 } Article 39 } (Omitted)</p> <p><u>(Remuneration, etc.)</u> <u>Article 40</u> <u>Remuneration, etc. of Accounting Auditors shall be determined by Representative Directors with the consent of the Board of Auditors.</u></p> <p>Article 41 } Article 44 } (Omitted)</p>	<p>(Deleted)</p> <p><u>(Audit & Supervisory Committee)</u> <u>Article 31</u> <u>Matters concerning the Audit & Supervisory Committee shall be governed by the Regulations of the Audit & Supervisory Committee established by the Audit & Supervisory Committee.</u></p> <p><u>(Notice of Convocation of Audit & Supervisory Committee)</u> <u>Article 32</u> <u>Notice of convocation of the Audit & Supervisory Committee shall be given to each Audit & Supervisory Committee member 3 days prior to the date of such meeting. However, in case of urgency, such period may be shortened.</u></p> <p><u>(Full-time Audit & Supervisory Committee members)</u> <u>Article 33</u> <u>The Audit & Supervisory Committee may, by its resolution, elect Full-time Audit & Supervisory Committee members.</u></p> <p>(Deleted)</p> <p>(Deleted)</p> <p>Article 34 } Article 35 } (Unchanged)</p> <p><u>(Remuneration, etc.)</u> <u>Article 36</u> <u>Remuneration, etc. of Accounting Auditors shall be determined by Representative Directors with the consent of the Audit & Supervisory Committee.</u></p> <p>Article 37 } Article 40 } (Unchanged)</p>

Proposal 3: Election of 9 Directors (excluding Directors who are Audit & Supervisory Committee members)

If Proposal 2 “Partial Amendments to the Articles of Incorporation” is approved and resolved as originally proposed, the Company will transition to a company with an audit & supervisory committee, and the terms of office of all Directors will expire at the conclusion of this meeting. Accordingly, the election of 9 Directors (excluding Directors who are Audit & Supervisory Committee members; the same shall apply hereinafter in this proposal) is proposed.

Additionally, this proposal has received approval from the Nomination and Compensation Advisory Committee, in which Independent Outside Directors comprise a majority of the members.

Furthermore, this proposal shall take effect on the condition that the amendments to the Articles of Incorporation in Proposal 2 become effective.

The candidates are as follows.

[Reference] List of candidates

No.	Name	Position at the Company	Attendance at Board of Directors' meetings
1	<u>Reappointment</u> <u>Male</u> Koji Hoshino	Chairman and Director (Representative Director)	13/13
2	<u>Reappointment</u> <u>Male</u> Shigeru Suzuki	President & CEO (Representative Director) President and Executive Officer	13/13
3	<u>Reappointment</u> <u>Male</u> Akinori Tateyama	Director Senior Managing Executive Officer	13/13
4	<u>Reappointment</u> <u>Outside Director</u> <u>Independent Director</u> <u>Male</u> Toru Ohara	Outside Director	13/13
5	<u>Reappointment</u> <u>Outside Director</u> <u>Independent Director</u> <u>Male</u> Takehide Itonaga	Outside Director	13/13
6	<u>Reappointment</u> <u>Outside Director</u> <u>Independent Director</u> <u>Male</u> Shiro Kondo	Outside Director	13/13
7	<u>New candidate</u> <u>Male</u> Koichi Kutsuzawa	Managing Executive Officer	—
8	<u>New candidate</u> <u>Male</u> Hideo Mizuyoshi	Managing Executive Officer	—
9	<u>New candidate</u> <u>Female</u> Kaori Tsuyuki	Managing Executive Officer	—

No.	Name (Date of birth) Number of shares of the Company held	Career summary, positions and responsibilities at the Company, and significant concurrent positions
1	<p style="text-align: center;"><u>Reappointment</u> <u>Male</u> Koji Hoshino (April 26, 1955)</p> <p style="text-align: center;">30,280 shares</p>	<p>Apr. 1978 Joined the Company</p> <p>Jun. 2003 Executive Officer of the Company</p> <p>Jun. 2008 Director of the Company</p> <p>Jun. 2010 President & CEO (Representative Director) of Odakyu Bus Co., Ltd.</p> <p>Jun. 2013 Managing Director of the Company</p> <p>Jun. 2013 Executive Officer of the Company</p> <p>Jun. 2013 Division Director of Transportation Services Division of the Company</p> <p>Jun. 2015 Executive Director of the Company</p> <p>Apr. 2017 President & CEO (Representative Director) of the Company</p> <p>Jun. 2022 President and Executive Officer of the Company</p> <p>Apr. 2024 Assumed the office of Chairman and Director (Representative Director) of the Company (to present)</p> <p>Significant concurrent positions: Outside Director of Kanagawa Chuo Kotsu Co., Ltd.</p>
	Reason for nomination as a candidate for Director	<p>Since joining the Company, he has engaged mainly in railway and corporate planning divisions and has a wealth of experience, such as serving as Division Director of the Transportation Services Division. During his tenure as President & CEO, he demonstrated strong leadership in promoting initiatives that contribute to enhancing corporate value, including business structure reforms. The Company renominates him as a candidate for Director, expecting him to contribute to enhancing corporate value based on sustainability management from a position leading the supervision of business execution.</p>
2	<p style="text-align: center;"><u>Reappointment</u> <u>Male</u> Shigeru Suzuki (September 30, 1965)</p> <p style="text-align: center;">19,515 shares</p>	<p>Apr. 1988 Joined the Company</p> <p>Jun. 2017 Executive Officer of the Company</p> <p>Apr. 2020 President & CEO (Representative Director) of ODAKYU Resorts Co., Ltd.</p> <p>Jun. 2021 Director of the Company</p> <p>Apr. 2022 Managing Director of the Company</p> <p>Apr. 2022 Executive Officer of the Company</p> <p>Jun. 2022 Director of the Company</p> <p>Jun. 2022 Managing Executive Officer of the Company</p> <p>Apr. 2024 Assumed the office of President & CEO (Representative Director) of the Company (to present)</p> <p>Apr. 2024 Assumed the office of President and Executive Officer of the Company (to present)</p> <p>Responsibilities at the Company: Responsible for Audit & Internal Control Office and Digital Business Creation Department</p>
	Reason for nomination as a candidate for Director	<p>Since joining the Company, he has engaged mainly in corporate planning and personnel divisions and has a wealth of experience, such as serving as President & CEO of ODAKYU Resorts Co., Ltd. During his tenure as a Director responsible for general affairs, he demonstrated strong leadership in strengthening corporate governance. The Company renominates him as a candidate for Director, expecting him to contribute to the evolution into a company that creates community-based value from a position overseeing overall business execution.</p>

No.	Name (Date of birth) Number of shares of the Company held	Career summary, positions and responsibilities at the Company, and significant concurrent positions
3	<p style="text-align: center;"> <u>Reappointment</u> <u>Male</u> Akinori Tateyama (May 3, 1963) 21,840 shares </p>	<p>Apr. 1986 Joined the Company</p> <p>Jun. 2014 Executive Officer of the Company</p> <p>Jun. 2018 Director of the Company</p> <p>Apr. 2019 President & CEO (Representative Director) of Odakyu Restaurant system Co., Ltd.</p> <p>Apr. 2022 Managing Director of the Company</p> <p>Apr. 2022 Executive Officer of the Company</p> <p>Apr. 2022 Assumed the office of Division Director of Transportation Services Division of the Company (to present)</p> <p>Jun. 2022 Assumed the office of Director of the Company (to present)</p> <p>Jun. 2022 Managing Executive Officer of the Company</p> <p>Apr. 2024 Assumed the office of Senior Managing Executive Officer of the Company (to present)</p> <p>Responsibilities at the Company: Division Director of Transportation Services Division Responsible for Tourist Business Development Department</p>
	Reason for nomination as a candidate for Director	<p>Since joining the Company, he has engaged mainly in railway and personnel divisions. The Company renominates him as a candidate for Director as he is contributing to the strengthening of a sustainable management system in the transportation domain as Division Director of Transportation Services Division and has knowledge regarding railway technology.</p>
4	<p style="text-align: center;"> <u>Reappointment</u> <u>Outside Director</u> <u>Independent Director</u> <u>Male</u> Toru Ohara (March 7, 1954) 2,500 shares </p>	<p>Apr. 1978 Joined Tokio Marine & Fire Insurance Co., Ltd. (currently Tokio Marine & Nichido Fire Insurance Co., Ltd.) (retired in August 2000)</p> <p>Jun. 1992 Director of Tokio Marine MC Asset Management Co., Ltd. (currently Tokio Marine Asset Management Co., Ltd.)</p> <p>Jun. 1999 Executive Officer of Tokio Marine Asset Management Co., Ltd. (retired in August 2000)</p> <p>Sept. 2000 Joined Franklin Templeton Investments Japan Limited (currently Franklin Templeton Japan Co., Ltd.)</p> <p>Oct. 2000 Senior Managing Director of Franklin Templeton Investments Japan Limited</p> <p>Dec. 2009 Special Advisor of Franklin Templeton Investments Japan Limited (retired in March 2010)</p> <p>Apr. 2010 Joined Okasan Asset Management Co., Ltd. (currently SBI Okasan Asset Management Co., Ltd.)</p> <p>Jun. 2015 Senior Managing Director of Okasan Asset Management Co., Ltd.</p> <p>Jun. 2018 Board Member of Okasan Asset Management Co., Ltd. (retired in March 2019)</p> <p>Jun. 2020 Assumed the office of Director of the Company (to present)</p>
	Reason for nomination as a candidate for Outside Director and an outline of expected roles	<p>He has management experience and broad insight based on his work at financial institutions. The Company renominates him as a candidate for Outside Director expecting him to fulfill his role of enhancing the management supervisory function through activities including deliberations at the Board of Directors and the Nomination and Compensation Advisory Committee from an independent and objective perspective by drawing on these experiences.</p>

No.	Name (Date of birth) Number of shares of the Company held	Career summary, positions and responsibilities at the Company, and significant concurrent positions
5	<p style="text-align: center;"> <u>Reappointment</u> <u>Outside Director</u> <u>Independent Director</u> <u>Male</u> Takehide Itonaga (November 29, 1954) 6,200 shares </p>	<p>Apr. 1977 Joined the Dai-ichi Mutual Life Insurance Company (currently The Dai-ichi Life Insurance Company, Limited)</p> <p>Apr. 2014 Senior Managing Executive Officer of the Dai-ichi Mutual Life Insurance Company (retired in March 2016)</p> <p>Jun. 2016 President (Representative Director) of SOHGO HOUSING Co., Ltd.</p> <p>Jun. 2019 Chairman (Representative Director) of SOHGO HOUSING Co., Ltd. (retired in June 2021)</p> <p>Jun. 2020 Assumed the office of Director of the Company (to present)</p>
	<p>Reason for nomination as a candidate for Outside Director and an outline of expected roles</p>	<p>He has management experience, broad insight based on his work at financial institutions as well as knowledge regarding the real estate business. The Company renominates him as a candidate for Outside Director expecting him to fulfill his role of enhancing the management supervisory function through activities including deliberations at the Board of Directors and the Nomination and Compensation Advisory Committee from an independent and objective perspective by drawing on these experiences.</p>
6	<p style="text-align: center;"> <u>Reappointment</u> <u>Outside Director</u> <u>Independent Director</u> <u>Male</u> Shiro Kondo (October 7, 1949) 3,300 shares </p>	<p>Apr. 1973 Joined Ricoh Company, Ltd.</p> <p>Jun. 2003 Managing Director of Ricoh Company, Ltd.</p> <p>Jun. 2005 Director of Ricoh Company, Ltd. Senior Managing Executive Officer of Ricoh Company, Ltd.</p> <p>Apr. 2007 Representative Director of Ricoh Company, Ltd. President of Ricoh Company, Ltd.</p> <p>Apr. 2013 Representative Director of Ricoh Company, Ltd. Chairman of Ricoh Company, Ltd.</p> <p>Apr. 2016 Representative Director, Chairman of Ricoh Company, Ltd.</p> <p>Apr. 2017 Director, Chairman of Ricoh Company, Ltd. (retired in June 2018)</p> <p>Jun. 2022 Assumed the office of Director of the Company (to present)</p>
	<p>Reason for nomination as a candidate for Outside Director and an outline of expected roles</p>	<p>He has management experience and broad insight in the technical field. The Company renominates him as a candidate for Outside Director expecting him to fulfill his role of enhancing the management supervisory function through activities including deliberations at the Board of Directors and the Nomination and Compensation Advisory Committee from an independent and objective perspective by drawing on these experiences.</p>

No.	Name (Date of birth) Number of shares of the Company held	Career summary, positions and responsibilities at the Company, and significant concurrent positions
7	<p style="text-align: center;">New candidate Male</p> <p style="text-align: center;">Koichi Kutsuzawa (September 24, 1968)</p> <p style="text-align: center;">7,600 shares</p>	<p>Apr. 1992 Joined the Company</p> <p>Jun. 2016 Manager of Business Planning Department of the Company</p> <p>Apr. 2020 Executive Officer of the Company</p> <p>Apr. 2020 Manager of Shinjuku Project Promotion Department of the Company</p> <p>Apr. 2021 Manager of Real Estate Strategy Department and Manager of Shinjuku Project Promotion Department of the Company</p> <p>Apr. 2024 Assumed the office of Managing Executive Officer of the Company (to present)</p> <p>Apr. 2024 Assumed the office of Division Director of Community Development Division of the Company (to present)</p> <p>Responsibilities at the Company: Division Director of Community Development Division</p>
	Reason for nomination as a candidate for Director	Since joining the Company, he has engaged mainly in personnel and corporate planning divisions. The Company nominates him as a candidate for Director as he contributed to promoting the Shinjuku West Gate Development Plan while serving as Manager of Real Estate Strategy Department and Manager of Shinjuku Project Promotion Department, in addition to having knowledge regarding the hotel business.
8	<p style="text-align: center;">New candidate Male</p> <p style="text-align: center;">Hideo Mizuyoshi (August 9, 1968)</p> <p style="text-align: center;">3,000 shares</p>	<p>Apr. 1992 Joined the Company</p> <p>Jun. 2017 Department Director of Retail Strategy Department of the Company</p> <p>Apr. 2020 Executive Officer of the Company</p> <p>Apr. 2020 Manager of Group Management Department of the Company</p> <p>Apr. 2022 Manager of Passenger Services Department of the Company</p> <p>Apr. 2024 Assumed the office of Managing Executive Officer of the Company (to present)</p> <p>Apr. 2024 Assumed the office of Division Director of Corporate Strategy & Planning Division of the Company (to present)</p> <p>Responsibilities at the Company: Division Director of Corporate Strategy & Planning Division Responsible for Investor Relations Office and Finance & Accounting Department</p>
	Reason for nomination as a candidate for Director	Since joining the Company, he has engaged mainly in corporate planning and real estate divisions. The Company nominates him as a candidate for Director as he contributed to promoting structural reforms in station operations while serving as Manager of Passenger Services Department, in addition to having knowledge regarding the tourist business.

No.	Name (Date of birth) Number of shares of the Company held	Career summary, positions and responsibilities at the Company, and significant concurrent positions
9	<div style="border: 1px solid black; padding: 2px; width: fit-content; margin-bottom: 5px;">New candidate</div> <div style="border: 1px solid black; padding: 2px; width: fit-content; margin-bottom: 5px;">Female</div> Kaori Tsuyuki (March 17, 1969) 4,000 shares	Apr. 1992 Joined the Company Jun. 2017 Manager of Community Development Promotion Department of the Company Apr. 2020 Manager of Asset Management Department of the Company Apr. 2021 Executive Officer of the Company Apr. 2022 Manager of Personnel Department of the Company Apr. 2024 Assumed the office of Managing Executive Officer of the Company (to present) Responsibilities at the Company: Responsible for Customer Value Creation Department, General Affairs Department, Corporate Communications Department, and Personnel Department
	Reason for nomination as a candidate for Director	Since joining the Company, she has engaged mainly in real estate and personnel divisions. The Company nominates her as a candidate for Director as she contributed to promoting diversity and inclusion while serving as Manager of Personnel Department, in addition to having knowledge regarding commercial facility management.

(Notes)

1. Mr. Toru Ohara, Mr. Takehide Itonaga and Mr. Shiro Kondo are candidates for Outside Director.
 - (1) Mr. Toru Ohara, Mr. Takehide Itonaga and Mr. Shiro Kondo are incumbent Outside Directors, and Mr. Toru Ohara and Mr. Takehide Itonaga will have served for a period of 4 years, respectively, and Mr. Shiro Kondo will have served for a period of 2 years, as of the conclusion of this General Meeting of Shareholders.
 - (2) The Company has designated Mr. Toru Ohara, Mr. Takehide Itonaga and Mr. Shiro Kondo as Independent Directors prescribed by the regulations of Tokyo Stock Exchange, Inc. and submitted a notification of the appointment to the same Exchange.
 - (3) Independence Standards for Outside Directors of the Company are as stated on page 20, and Mr. Toru Ohara, Mr. Takehide Itonaga and Mr. Shiro Kondo satisfy the said standards. Mr. Takehide Itonaga served as business executive at The Dai-ichi Life Insurance Company, Limited until March 2016. The Dai-ichi Life Insurance Company, Limited is a lender of the Company, but does not fall under “principal lender” stipulated in the Independence Standards for Outside Directors (financial institution on which the Company is irreplaceably dependent) as the total amount of the borrowings is less than 1% of the consolidated total assets of the Company. Also, the Company and The Dai-ichi Life Insurance Company, Limited are engaged in transactions including payment of interest, but the total transaction amount thereof is insignificant, at less than 1% of both the consolidated revenue from operations of the Company and the ordinary revenue of The Dai-ichi Life Insurance Company, Limited.
2. The Company has entered into agreements with each of Mr. Toru Ohara, Mr. Takehide Itonaga and Mr. Shiro Kondo to limit their liability under Article 423, Paragraph 1 of the Companies Act. The amount of liability for damages under the agreements shall be limited to ¥10 million or the minimum liability agreement set out in Article 425, Paragraph 1 of the Companies Act, whichever is higher. Subject to the approval of the reelection of each of Mr. Toru Ohara, Mr. Takehide Itonaga and Mr. Shiro Kondo, the Company plans to continue such agreements with each of them.
3. The Company has entered into a Directors and Officers Liability Insurance contract under Article 430-3, Paragraph 1 of the Companies Act with an insurance company to insure all of the Directors and Auditors. If the insured receives a claim for damages during the insurance period due to an act (including omissions) they committed in the course of their duty as a Director or Auditor of the Company, the insurance contract shall cover the statutory liability of the insured. Subject to the approval of the reelection or election of each of the candidates, they will be insured under the insurance contract. The Company plans to renew the Directors and Officers Liability Insurance contract with partially revised details at the time of the next renewal.
4. Matters regarding the skills matrix is as stated on page 21.
5. Matters regarding strategic shareholdings are as stated on page 22.

Proposal 4: Election of 4 Directors who are Audit & Supervisory Committee members

If Proposal 2 “Partial Amendments to the Articles of Incorporation” is approved and resolved as originally proposed, the Company will transition to a company with an audit & supervisory committee. Accordingly, we propose the election of 4 Directors who are Audit & Supervisory Committee members.

Additionally, this proposal has received the consent of the Board of Auditors and approval from the Nomination and Compensation Advisory Committee, in which Independent Outside Directors comprise a majority of the members.

Furthermore, this proposal shall take effect on the condition that the amendments to the Articles of Incorporation in Proposal 2 become effective.

The candidates for Directors who are Audit & Supervisory Committee members are as follows.

[Reference] List of candidates

No.	Name	Position at the Company	Attendance at Board of Directors' meetings	Attendance at Board of Auditors' meetings
1	New candidate Male Takashi Hayama	Director	13/13	—
2	New candidate Outside Director Independent Director Male Takeshi Hayashi	Outside Auditor	13/13	10/10
3	New candidate Outside Director Independent Director Female Yukako Wagatsuma	Outside Auditor	13/13	10/10
4	New candidate Outside Director Independent Director Female Junko Taki	—	—	—

No.	Name (Date of birth) Number of shares of the Company held	Career summary, positions and responsibilities at the Company, and significant concurrent positions
1	<p style="text-align: center;">New candidate Male Takashi Hayama (December 23, 1961) 20,300 shares</p>	<p>Apr. 1985 Joined the Company Jun. 2013 Executive Officer of the Company Jun. 2015 President & CEO (Representative Director) of Odakyu Housing Co., Ltd. Jun. 2017 Director of the Company Jun. 2017 President & CEO (Representative Director) of ODAKYU Resorts Co., Ltd. Apr. 2020 Managing Director of the Company Apr. 2020 Executive Officer of the Company Jun. 2022 Assumed the office of Director of the Company (to present) Jun. 2022 Managing Executive Officer of the Company Apr. 2023 Senior Managing Executive Officer of the Company</p>
	Reason for nomination as a candidate for Director who is an Audit & Supervisory Committee member	Since joining the Company, he has engaged mainly in finance and corporate planning divisions and has a wide range of knowledge and insights regarding finance, accounting, and the real estate business, including experience as a Director responsible for finance. Therefore, the Company nominates him as a candidate for Director who is an Audit & Supervisory Committee member.
2	<p style="text-align: center;">New candidate Outside Director Independent Director Male Takeshi Hayashi (November 10, 1958) 2,000 shares</p>	<p>Apr. 1982 Joined Nippon Life Insurance Company Jul. 2012 Director and Managing Executive Officer of Nippon Life Insurance Company Jul. 2013 Managing Executive Officer of Nippon Life Insurance Company Mar. 2015 Senior Managing Executive Officer of Nippon Life Insurance Company (retired in March 2018) Apr. 2018 President and Representative Director of Nissay Leasing Company, Limited (retired in June 2022) Jun. 2020 Assumed the office of Auditor of the Company (to present)</p>
	Reason for nomination as a candidate for Director who is an Audit & Supervisory Committee member	He has experience in corporate management and high insight based on his engagement in business at financial institutions. The Company nominates him as a candidate for Outside Director who is an Audit & Supervisory Committee member, expecting him to play a role in enhancing the audit function and management supervisory function from an independent and objective standpoint by utilizing his experience and insight.

No.	Name (Date of birth) Number of shares of the Company held	Career summary, positions and responsibilities at the Company, and significant concurrent positions
3	<p style="text-align: center;"> New candidate Outside Director Independent Director Female Yukako Wagatsuma (June 17, 1962) 0 shares </p>	<p>Apr. 1988 Registered as Attorney-at-Law (Dai-Ichi Tokyo Bar Association)</p> <p>Apr. 1988 Joined Nagashima & Ohno (currently Nagashima Ohno & Tsunematsu) (left in February 1997)</p> <p>Feb. 1993 Registered as Attorney-at-Law in New York State, USA</p> <p>Mar. 1997 Joined Philip Morris Co., Ltd. (currently Philip Morris Japan Limited) (left in October 1998)</p> <p>Nov. 1998 Joined Mitsui, Yasuda, Wani & Maeda</p> <p>Jan. 2002 Partner of Mitsui, Yasuda, Wani & Maeda (left in June 2004)</p> <p>Jul. 2004 Partner of Ito & Mitomi (currently Morrison & Foerster LLP) (left in June 2014)</p> <p>Jul. 2014 Partner of HAYABUSA ASUKA LAW OFFICES (left in September 2015)</p> <p>Oct. 2015 Partner of PwC Legal Japan</p> <p>Jan. 2016 Representative Partner of PwC Legal Japan</p> <p>Jul. 2020 Partner of PwC Legal Japan (left in June 2022)</p> <p>Jun. 2022 Assumed the office of Auditor of the Company (to present)</p> <p>Jul. 2022 Assumed the office of Partner of Isshiki & Partners (to present)</p> <p>Significant concurrent positions: Attorney-at-Law Partner of Isshiki & Partners Outside Auditor of JFE Systems, Inc.</p>
	Reason for nomination as a candidate for Director who is an Audit & Supervisory Committee member	She has experience as an attorney-at-law and professional knowledge based on such experience. The Company nominates her as a candidate for Outside Director who is an Audit & Supervisory Committee member, expecting her to play a role in enhancing the audit function and management supervisory function from an independent and objective standpoint by utilizing her experience and knowledge. Although she has no direct experience in corporate management, the Company believes that she will be able to execute the duties as Outside Director who is an Audit & Supervisory Committee member for the above reasons.
4	<p style="text-align: center;"> New candidate Outside Director Independent Director Female Junko Taki (July 17, 1967) 0 shares </p>	<p>Apr. 1990 Joined ORIX Corporation (left in June 1994)</p> <p>Oct. 1997 Joined Asahi & Co. (currently KPMG AZSA LLC) (left in November 2017)</p> <p>Mar. 2001 Registered as a certified public accountant</p> <p>Nov. 2017 Joined Suminoe Textile Co., Ltd.</p> <p>Sep. 2019 General Manager of Global Strategies Department, Administration Headquarters, General Manager of Corporate Planning Department of Suminoe Textile Co., Ltd. (left in January 2021)</p> <p>Feb. 2021 Assumed the office of Representative of Taki CPA Office (to present)</p> <p>Significant concurrent positions: Certified public accountant Representative of Taki CPA Office Outside Director of AEON Mall Co., Ltd. Outside Director of NIHON KAGAKU SANGYO CO., LTD. Outside Audit & Supervisory Board Member of Nitta Gelatin Inc.</p>
	Reason for nomination as a candidate for Director who is an Audit & Supervisory Committee member	She has experience as a certified public accountant and professional knowledge based on such experience. The Company nominates her as a candidate for Outside Director who is an Audit & Supervisory Committee member, expecting her to play a role in enhancing the audit function and management supervisory function from an independent and objective standpoint by utilizing her experience and knowledge. Although she has no direct experience in corporate management, the Company believes that she will be able to execute the duties as Outside Director who is an Audit & Supervisory Committee member for the above reasons.

(Notes)

1. Mr. Takeshi Hayashi, Ms. Yukako Wagatsuma and Ms. Junko Taki are candidates for Outside Director who is an Audit & Supervisory Committee member.
 - (1) Mr. Takeshi Hayashi and Ms. Yukako Wagatsuma are incumbent Outside Auditors, and as of the conclusion of this General Meeting of Shareholders, Mr. Takeshi Hayashi will have served for a period of 4 years, and Ms. Yukako Wagatsuma will have served for a period of 2 years.
 - (2) The Company has designated Mr. Takeshi Hayashi and Ms. Yukako Wagatsuma as Independent Directors prescribed by the regulations of Tokyo Stock Exchange, Inc. and submitted a notification of the appointment to the same Exchange. The Company also plans to designate Ms. Junko Taki as an Independent Director prescribed by the regulations of Tokyo Stock Exchange, Inc. and submit a notification of the appointment to the same Exchange.
 - (3) The Independence Standards for Outside Directors of the Company are as stated on page 20, and Mr. Takeshi Hayashi, Ms. Yukako Wagatsuma, and Ms. Junko Taki satisfy the said standards. Mr. Takeshi Hayashi served as a business executive at Nippon Life Insurance Company until March 2018. Nippon Life Insurance Company is a lender of the Company, but does not fall under “principal lender” stipulated in the Independence Standards for Outside Directors (financial institution on which the Company is irreplaceably dependent) as the total amount of the borrowings is less than 1% of the consolidated total assets of the Company. Also, the Company and Nippon Life Insurance Company are engaged in transactions including payment of interest, but the total transaction amount thereof is insignificant, at less than 1% of both the consolidated revenue from operations of the Company and the ordinary revenue of Nippon Life Insurance Company.
2. The Company has entered into agreements with each of Mr. Takeshi Hayashi and Ms. Yukako Wagatsuma to limit their liability under Article 423, Paragraph 1 of the Companies Act. The amount of liability for damages under the agreements shall be limited to ¥10 million or the minimum liability amount set out in Article 425, Paragraph 1 of the Companies Act, whichever is higher. Subject to the approval of the reelection of each of Mr. Takeshi Hayashi and Ms. Yukako Wagatsuma, the Company plans to continue such agreements with each of them. Also, subject to the approval of the election of Ms. Junko Taki, the Company plans to enter into an agreement with the same details as the aforementioned agreements with her.
3. The Company has entered into a Directors and Officers Liability Insurance contract under Article 430-3, Paragraph 1 of the Companies Act with an insurance company to insure all of the Directors. If the insured receives a claim for damages during the insurance period due to an act (including omissions) they committed in the course of their duty as a Director of the Company, the insurance contract shall cover the statutory liability of the insured. Subject to the approval of the election of each of the candidates, they will be insured under the insurance contract. The Company plans to renew the Directors and Officers Liability Insurance contract with partially revised details at the time of the next renewal.
4. Matters regarding the skills matrix are as stated on page 21.

(Reference)

Independence Standards for Outside Directors

The Company has established the Independence Standards for Outside Directors. Candidates for Outside Directors are judged to be sufficiently independent so long as they do not fall under any of the following categories. The Company nominates candidates for Outside Directors with career history, experience and professional knowledge that differ from in-house candidates, and those who are capable of enhancing management supervision functions. The balance between enriching the supervision and auditing functions through the accumulation of knowledge in the Company's business and securing independence is also considered.

- 1) A business executive of the Company or its Group company (collectively, the "Group")
- 2) A major shareholder of the Company (who possesses 10% or more of voting rights either directly or indirectly) or a business executive thereof
- 3) A business executive of a principal lender (financial institution or other significant creditor indispensable for the Group's financing and on which the Group is irreplaceably dependent) of the Group
- 4) A business executive of a major business partner (an entity who pays the Group 2% or more of the Group's annual consolidated net sales) of the Group
- 5) A business executive of a company which holds the Group as a major business partner (an entity which receives from the Group 2% or more of its annual consolidated net sales)
- 6) An individual who receives a remuneration of ¥10 million or more per year from the Group other than remuneration as an officer
- 7) A business executive of an entity that receives donations of ¥10 million or more per year from the Group
- 8) A business executive of another company whose position would constitute the person as having an interlocking relationship
- 9) A spouse or relative within two degrees of kinship of an individual with an important position who falls under the above criteria 1) through 8)
- 10) An individual who has fallen under criteria 1) in the past 10 years, an individual who has fallen under criteria 2) in the past 5 years, and an individual who has fallen under criteria 3) through 9) in the past 3 years

(Reference)

Skills matrix after the conclusion of this meeting

The Board of Directors of the Company strives to ensure the balance between knowledge, experience and skills of the Board of Directors as a whole, and diversity. In light of the management vision and the medium-term management plan based on this vision as well as the business characteristics of the Group, the Company believes that the Board of Directors should possess skills related to important matters for the supervisory function (corporate management, finance & accounting, law & risk management, and human resources & labor management), matters listed in the management vision (sustainability [ESG] and IT & digital), and important business segments (transportation business and real estate business).

Skills matrix in the case where Proposal 3 and Proposal 4 are approved as originally proposed is as follows.

		Corporate management	Finance & Accounting	Law & Risk management	Human resources & Labor management	Sustainability (ESG)	IT & Digital	Transportation business	Real estate business
Directors	Koji Hoshino	○			○			○	
	Shigeru Suzuki	○		○	○	○			
	Akinori Tateyama	○			○			○	
	Koichi Kutsuzawa				○				○
	Hideo Mizuyoshi	○						○	○
	Kaori Tsuyuki				○				○
	Toru Ohara	○	○			○			
	Takehide Itonaga	○							○
	Shiro Kondo	○					○		
Directors who are Audit & Supervisory Board members	Takashi Hayama	○	○				○		○
	Takeshi Hayashi	○		○	○				
	Yukako Wagatsuma			○					
	Junko Taki		○			○			

* This table does not represent all of the skills possessed by each Director.

(Reference)

Matters regarding strategic shareholdings

(1) Policy on strategic shareholdings

The Company considers it necessary to maintain and develop business relations with various companies in order to achieve the Group Management Principle of helping its customers create “irreplaceable times” and “rich and comfortable lifestyles.” To this end, the Company holds shares that are deemed necessary as a policy based on comprehensive consideration of factors such as business relationships with the issuing company. With regard to strategic shareholdings held by the Company, the Board of Directors annually verifies the aim and rationale of holding from a qualitative perspective, such as contribution to the maintenance and development of business relations with the issuing company, as well as from a quantitative perspective such as cost of capital and dividend income. Our policy calls for reducing shares for which the significance of holding has diminished through sale and other means as a result of such verification.

(2) Policy on exercise of voting rights

The Company exercises the voting rights on strategic shareholdings for all proposals. In exercising the voting rights, the Company pays special attention to proposals that may damage shareholder value in accordance with the Company’s standards for exercising voting rights based on factors such as the business condition, dividend condition and presence or absence of anti-social acts and other scandals of each company. In addition, the Company receives an explanation of the proposal from the issuing company as necessary.

(3) Number of issues of strategic shareholdings, etc.

		The 101st fiscal year FY2021	The 102nd fiscal year FY2022	The 103rd fiscal year FY2023
Number of issues (Issues)	Listed	26	23	24
	Unlisted	34	35	33
	Total	60	58	57
Total carrying amount (Millions of yen)	Listed	31,936	34,452	44,640
	Unlisted	414	416	413
	Total	32,350	34,868	45,054
Ratio against net assets [total of listed and unlisted shares] (%)		9.3	9.0	9.8

Proposal 5: Determination of Amount of Remuneration, etc. of Directors (excluding Directors who are Audit & Supervisory Committee members)

If Proposal 2 “Partial Amendments to the Articles of Incorporation” is approved and resolved as originally proposed, the Company will transition to a company with an audit & supervisory committee.

The amount of compensation for the Company’s Directors was approved at the 97th Annual General Meeting of Shareholders held on June 28, 2018, as “up to ¥470 million per year (including up to ¥60 million for Outside Directors), and has remained so to the present. However, in line with the transition to a company with an audit & supervisory committee, we propose to abolish this and newly determine the amount of compensation for Directors (excluding Directors who are Audit & Supervisory Committee members; the same shall apply hereinafter in this proposal). Taking into consideration the previous amount of compensation for Directors and recent economic conditions, among other factors, we propose the amount of compensation to be “up to ¥470 million per year (including up to ¥60 million for Outside Directors).”

The basic policy for determining the details of individual compensation, etc. for the Company’s Directors is not expected to change in content, except for changing those eligible from “Directors” to “Directors (excluding Directors who are Audit & Supervisory Committee members)” and revising the indicators, etc. related to performance-linked compensation, even if this proposal is approved and resolved as originally proposed.

Therefore, this proposal has the necessary and reasonable content to provide compensation in line with the said policy, and has received the approval of the Nomination and Remuneration Advisory Committee, in which Independent Outside Directors comprise a majority of the members. Accordingly, we deem the content to be appropriate.

The amount of compensation for Directors shall not include the employee salary portion for Directors concurrently serving as employees, as has been the case in the past.

Currently, there are 10 Directors (including 4 Outside Directors), but if Proposal 2 and Proposal 3 “Election of 9 Directors (excluding Directors who are Audit & Supervisory Committee members)” are approved and resolved as originally proposed, the number of Directors will be 9 (including 3 Outside Directors).

Furthermore, this proposal shall take effect on the condition that the amendments to the Articles of Incorporation in Proposal 2 become effective.

Proposal 6: Determination of Amount of Remuneration, etc. of Directors who are Audit & Supervisory Committee members

If Proposal 2 “Partial Amendments to the Articles of Incorporation” is approved and resolved as originally proposed, the Company will transition to a company with an audit & supervisory committee. Accordingly, we propose the amount of compensation for Directors who are Audit & Supervisory Committee members to be “up to ¥84 million per year.”

This proposal has been prepared taking into consideration the previous amount of compensation for Auditors and recent economic conditions, among other factors. Therefore, we deem the content to be appropriate.

If Proposal 2 and Proposal 4 “Election of 4 Directors who are Audit & Supervisory Committee members” are approved and resolved as originally proposed, the number of Directors who are Audit & Supervisory Committee members will be 4.

Furthermore, this proposal shall take effect on the condition that the amendments to the Articles of Incorporation in Proposal 2 become effective.

Proposal 7: Determination of Amount and Details of Stock Compensation, etc. for Directors (Excluding Directors who are Audit & Supervisory Committee members and Outside Directors)

(1) Reasons for the proposal and reasons for considering such compensation plan as appropriate

If Proposal 2 “Partial Amendments to the Articles of Incorporation” is approved and resolved as originally proposed, the Company will transition to a company with an audit & supervisory committee.

The Company has introduced a stock compensation system that uses a trust (hereinafter referred to as the “Plan”) as compensation for Directors who concurrently serve as Executive Officers, with the objective to further clarify the linkage between compensation for Directors and the Company’s stock value and enhance their awareness of contributing to the improvement of medium- to long-term business performance and increasing corporate value by sharing the benefits and risks of stock price fluctuations with shareholders. This was approved at the 97th Annual General Meeting of Shareholders held on June 28, 2018. At the 102nd Annual General Meeting of Shareholders held on June 29, 2023, the continuation of the Plan was approved with the change of the eligible persons to “Directors excluding Outside Directors,” and has remained so to the present.

This proposal seeks approval once again for the introduction (continuation) of the Plan for Directors (excluding Directors who are Audit & Supervisory Committee members and Outside Directors; the same shall apply hereinafter in this proposal) in line with the transition to a company with an audit & supervisory committee. The details of the Plan shall be left to the discretion of the Board of Directors within the scope described in the below item (2).

This proposal is separate from the limit of compensation “up to ¥470 million per year (including up to ¥60 million for Outside Directors)” for which approval is requested in Proposal 5 “Determination of Amount of Remuneration, etc. of Directors (excluding Directors who are Audit & Supervisory Committee members),” and is intended to provide stock compensation to Directors who are in office during the five fiscal years from the fiscal year ending March 31, 2024 to the fiscal year ending March 31, 2028 (hereinafter referred to as the “Applicable Period”).

The basic policy for determining the details of individual compensation, etc. for the Company’s Directors is not expected to change in content, except for changing the subject from “Directors” to “Directors (excluding Directors who are Audit & Supervisory Committee members)” and revising the indicators, etc. related to performance-linked compensation, even if this proposal is approved and resolved as originally proposed. Furthermore, this proposal seeks approval once again in line with the transition to a company with an audit & supervisory committee, and the content of the Plan is substantially the same as the content already approved, except that the eligible persons will be changed from “Directors excluding Outside Directors” to “Directors (excluding Directors who are Audit & Supervisory Committee members and Outside Directors).”

Therefore, this proposal has the necessary and reasonable content to provide compensation in line with the said policy, and has received the approval of the Nomination and Remuneration Advisory Committee, in which Independent Outside Directors comprise a majority of the members. Accordingly, we deem the content to be appropriate.

If Proposal 2 and Proposal 3 “Election of 9 Directors (excluding Directors who are Audit & Supervisory Committee members)” are approved and resolved as originally proposed, the number of Directors subject to the Plan will be 6.

Furthermore, this proposal shall take effect on the condition that the amendments to the Articles of Incorporation in Proposal 2 become effective.

(2) Amount and content of compensation, etc. under the Plan

1) Overview of the Plan

The Plan is a stock compensation plan whereby the Company’s shares will be acquired by a trust established through the contribution of money by the Company (hereinafter referred to as the “Trust”), points will be granted to each Director by the Company in accordance with the Share Delivery Regulations established by the Board of Directors of the Company, and an equivalent number of the Company’s shares will be delivered to each Director through the Trust. Furthermore, the timing of when Directors receive delivery of the Company’s shares will be when Directors retire, in principle (in the case where a Director assumes the office of Director who is an Audit & Supervisory Committee member after retiring from the office of Director, upon their retirement from the office of Director who is an Audit & Supervisory Committee member).

a) Persons eligible for the Plan (Note)	Directors (excluding Directors who are Audit & Supervisory Committee members and Outside Directors) of the Company
b) Applicable Period	From the fiscal year ending March 31, 2024 until the fiscal year ending March 31, 2028
c) Maximum amount of money to be contributed by the Company as necessary funds for acquiring the Company's shares for delivery to Directors during the trust period (a period of 5 years from September 2023 to August 2028)	Total amount of ¥400 million (Equivalent to ¥80 million per year)
d) Method of acquiring the Company's shares	Through disposal of treasury shares, or through acquisition through stock exchanges (including after-hours trading)
e) Maximum total number of points to be granted to Directors in item a)	38,000 points per fiscal year (190,000 points total for 5 fiscal years) *1 point = 1 share
f) Standard for granting points	Points are to be granted in accordance with position
g) Timing of the delivery of the Company's shares to Directors in item a)	Upon retirement, in principle

(Note) For the period until the transition to a company with an audit & supervisory committee, "Directors excluding Outside Directors" shall be the eligible persons under the Plan, as approved at the 102nd Annual General Meeting of Shareholders held on June 29, 2023.

2) Maximum amount of money to be contributed by the Company

During the trust period from September 2023 to August 2028, the Company will contribute money up to a maximum total amount of ¥400 million as compensation for Directors in office during the Applicable Period (Note) as the necessary funds for acquiring the Company's shares to deliver to Directors based on the Plan. The Trust shall acquire the Company's shares using money entrusted by the Company as funds, through disposals of treasury shares by the Company, or through acquisition through stock exchanges (including after-hours trading).

(Note) The additional money actually entrusted to the Trust by the Company will be an amount that includes the expected amount of required expenses, such as trust compensation and the trust administrator's compensation, in addition to funds for the acquisitions of the Company's shares as described above.

Furthermore, the Applicable Period may be extended for a period of up to 5 fiscal years as specified each time by determination of the Board of Directors of the Company, and in connection with such extension, the trust period of the Trust may be extended and the Plan continue for a further period of time (including effectively extending the trust period by transferring the trust assets of the Trust to a trust with the same purpose as the Trust established by the Company; hereinafter, the same applies). In this case, during such extended years of the trust period, the Company shall make additional contributions of money to the Trust up to a maximum amount of the number of years of extension of the trust period multiplied by ¥80 million, as the necessary funds for additional acquisitions of the Company's shares to deliver to Directors under the Plan, and continue granting points and delivering the Company's shares during the extended trust period, as described in the below item 3).

In addition, even in cases where the Applicable Period is not extended as described above and the Plan is not continued, if there are Directors who have been granted points but have yet to retire at the expiration of the trust period, the trust period of the Trust may be extended until these Directors retire and the delivery of the Company's shares is completed.

3) Calculation method and maximum number of the Company's shares to be delivered to Directors

a) Method of granting points to Directors, etc.

In accordance with the Share Delivery Regulations established by the Board of Directors of the Company, the Company shall grant points to each Director in accordance with his or her position on the point granting date during the trust period set forth in the Share Delivery Regulations. However, the total maximum number of points that the Company shall grant to Directors shall be 38,000 points per fiscal year.

b) Delivery of the Company's shares corresponding to the number of points granted

Directors shall receive delivery of the Company's shares corresponding to the number of points granted as described in the above item a), in accordance with the procedures described in the below item c). However, if a Director is dismissed or resigns or in other similar cases from his or her office as such due to damages he or she caused to the Company, all or a part of the points granted up to that time will be invalidated by a resolution of the Board of Directors, and such Director shall not be eligible for beneficiary rights pertaining to the expired points.

Furthermore, 1 point shall equal 1 share in the Company. However, if circumstances arise where it is deemed reasonable to adjust the number of the Company's shares to be delivered, such as a share split, consolidation of shares, etc. in relation to the Company's shares, then the Company shall make reasonable adjustments in accordance with the split ratio, consolidation ratio, etc.

c) Delivery of the Company's shares to Directors

The Company's shares as described in the above item b) shall be delivered from the Trust to each Director, by conducting the prescribed beneficiary identification procedures by each Director when he or she retires in principle.

However, a certain proportion of these shares in the Company may be sold and converted to cash in the Trust, and delivered as money instead of the Company's shares, in order for the Company to withhold funds for the payment of withholding income tax and other taxes at source. In addition, in the event that the Company's shares in the Trust are tendered in a tender offer and settlement is made, etc., and if the Company's shares are converted to cash in the Trust, money may be delivered instead of the Company's shares.

4) Voting rights

Voting rights pertaining to the Company's shares in the Trust shall uniformly not be exercised. By adopting this method, the Company aims to ensure the neutrality toward the Company's management of the exercise of voting rights pertaining to the Company's shares in the Trust.

5) Treatment of dividends

Dividends pertaining to the Company's shares in the Trust shall be received by the Trust, and shall be allocated to payment for acquisition of the Company's shares, trust compensation for trustees of the Trust, etc.