

[Translation for Reference Purposes Only]

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Securities code: 6058

(Mailing Date) May 13, 2024

(Electronic Provision Measures Commencement Date) May 8, 2024

To Our Shareholders

Keiji Nishie, Chairman and Representative Director
VECTOR INC.

4-15-1 Akasaka, Minato-ku, Tokyo 107-0052, Japan

Notice of Convocation of the 32nd Ordinary General Meeting of Shareholders

You are cordially invited to attend the 32nd Ordinary General Meeting of Shareholders of VECTOR INC. (the “Company”) to be held as described below.

In lieu of attending the meeting in person, you may exercise your voting rights in writing (postal mail) or via the Internet. Please review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights by no later than 6:00 p.m., Wednesday, May 29, 2024 (Japan Standard Time).

1. Date and time of the meeting: Thursday, May 30, 2024 at 10:00 a.m. (Japan Standard Time)

2. Place of the meeting: The Company’s studio, 18F Akasaka Garden City, 4-15-1 Akasaka, Minato-ku, Tokyo

3. Purpose of the meeting

Matters to be reported:

1. Reports on the business, the consolidated financial statements, and the results of the audit of consolidated financial statements by the accounting auditor and the Board of Auditors for the 32nd business term (March 1, 2023 to February 29, 2024)
2. Report on the non-consolidated financial statements for the 32nd business term (March 1, 2023 to February 29, 2024)

Matters to be resolved:

- Proposal No. 1:** Appropriation of retained earnings
Proposal No. 2: Election of nine (9) directors
Proposal No. 3: Election of one (1) substitute auditor

◎If you will be attending in person, please bring the shareholder voting form to the venue and turn it in.

◎For this General Meeting of Shareholders, regardless of whether a written request has been made, a paper document stating the matters subject to measures for electronic provision will be sent to all shareholders uniformly. However, the following matters subject to measures for electronic provision will not be stated in the paper document in accordance with laws and regulations and Article 14 of the Company’s Articles of Incorporation.

- Status of stock acquisition rights
- Systems for ensuring appropriateness of operations and their operational status
- Basic policy on control of the Company
- Statement of changes in consolidated equity/Notes to the consolidated financial statements
- Statement of changes in non-consolidated equity/Notes to the non-consolidated financial statements

Accordingly, the business report, consolidated financial statements and non-consolidated financial statements provided in the document are among the documents that were audited by the accounting auditor in preparing the accounting auditor’s report and the auditor in preparing the auditor’s report.

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Reference Documents for the General Meeting of Shareholders

Proposals and Reference Information

Proposal No. 1: Appropriation of retained earnings

Year-end dividend

With regard to the year-end dividend, the following appropriation of retained earnings is proposed, with consideration given to the business results of the fiscal year under review, future business development, the Company's financial situation, and other factors.

1. Category of dividend assets

Cash

2. Matters relating to the allocation of dividend assets and the total amount of such allocation

Dividend per share of the Company's common stock: 29 yen

Total dividends: 1,360,507,131 yen

3. Date on which the dividends of surplus will take effect

May 31, 2024

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Proposal No. 2: Election of nine (9) directors

At the conclusion of this General Meeting of Shareholders, the terms of office of all nine (9) directors will expire. The Company therefore proposes the election of nine (9) directors.

The candidates for director are as follows:

Candidate Number	Name Date of birth	Career Summary, Position, Business Responsibility and Status of Important Concurrent Occupations or Positions	Number of shares held in VECTOR INC.
1	Keiji Nishie (September 14, 1968)	<p>Mar. 1993 Established VECTOR INC. and became President and CEO</p> <p>Jan. 2011 Chairman of Weiku Gonggong Guanxi Zixun (Shanghai) Co., Ltd.</p> <p>June 2012 Director of Vector Group International Limited (current position)</p> <p>Mar. 2014 Representative Director of Vector Group Ltd.</p> <p>May 2014 Representative Director of VECTOR GROUP COMPANY LIMITED (current position)</p> <p>May 2020 Chairman of VECTOR INC. (current position)</p> <p>Mar. 2021 Representative Director of LONGBREATH ONLINE STUDIO, Inc. (current position)</p> <p>Mar. 2022 Chairman and Representative Director of VECTOR INC. (current position)</p>	18,820,600
[Important Concurrent Occupations or Positions]			
<ul style="list-style-type: none"> · Director of Vector Group International Limited · Representative Director of VECTOR GROUP COMPANY LIMITED · Representative Director of LONGBREATH ONLINE STUDIO 			
[Reasons for Presenting as Candidate for Director]			
<p>Mr. Keiji Nishie is the Company's founder and has guided the Group's growth since its founding through his incomparable foresight and executive ability and his strong leadership. The Company has determined that his deep knowledge, rich track record, and experience as well as his prominence in the industry and strong network will help the Group achieve further growth and increase its corporate value and has thus presented him to the shareholders as a candidate for director.</p>			

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Candidate Number	Name Date of birth	Career Summary, Position, Business Responsibility and Status of Important Concurrent Occupations or Positions	Number of shares held in VECTOR INC.
2	Hajime Hasegawa (April 26, 1971)	<p>Mar. 1993 Participated in the establishment of VECTOR INC. as a founding member</p> <p>Apr. 1995 Joined the Ministry of Posts and Telecommunications (now Japan Post Holdings Co., Ltd.)</p> <p>Apr. 1997 Joined VECTOR INC.</p> <p>May 2001 Director of VECTOR INC.</p> <p>May 2004 Established Vector Standard, Inc. (now ANTIL, Inc.) and became Representative Director</p> <p>Sept. 2015 Chairman of Weiku Gonggong Guanxi Zixun (Shanghai) Co., Ltd.</p> <p>May 2017 Director of PR TIMES, Inc.</p> <p>Nov. 2018 Representative Director of Direct Tech, Inc.</p> <p>May 2020 Representative Director of VECTOR INC.</p> <p>Mar. 2022 Executive Vice President of VECTOR INC.</p> <p>May 2023 Executive Vice President and Group COO of VECTOR INC. (current position)</p> <p>Nov. 2023 Director of TWOSTONE&Sons Inc. (current position)</p>	422,800
<p>[Important Concurrent Occupations or Positions]</p> <p>· Director of TWOSTONE&Sons Inc.</p>			
<p>[Reasons for Presenting as Candidate for Director]</p> <p>Since participating in the Company's establishment in 1993, Mr. Hajime Hasegawa has continued to put together a track record in the domain of business development, including overseas. He has demonstrated leadership in the Group's operational management and has consistently played an important role in all aspects of the Group's growth. The Company expects that he will continue to make a significant contribution to further growth of the Group and improvement of its corporate value in various ways, including new businesses and operations of the Group, and has thus presented him to the shareholders as a candidate for director.</p>			

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Candidate Number	Name Date of birth	Career Summary, Position, Business Responsibility and Status of Important Concurrent Occupations or Positions	Number of shares held in VECTOR INC.
3	Saori Kiryu (June 15, 1975)	Apr. 1998 Joined VECTOR INC.	967,600
		June 2003 Director of VECTOR INC.	
		May 2004 Established Vector Communication, Inc. (now Platinum, Inc.) and became President (current position)	
Mar. 2022 Executive Vice President of VECTOR INC. (current position)			
		[Important Concurrent Occupations or Positions] · Representative Director of Platinum Inc.	
		[Reasons for Presenting as Candidate for Director] Since joining the Company in 1998, Ms. Saori Kiryu has demonstrated strong executive abilities and leadership and has consistently played an important role in the growth process from the launch of marketing services to their establishment as important businesses, including the Group's strategic PR. With her prominence in the industry and extensive personal network and her leadership in the SDG and ESG initiatives of the Group, the Company expects that she will continue to make a significant contribution to further growth of the Group and improvement of its corporate value, and has thus presented her to the shareholders as a candidate for director.	
4	Yosuke Goto (September 10, 1984)	Apr. 2007 Joined SOFTBRAIN Co., Ltd.	28,500
		Jan. 2015 Joined VOYAGE GROUP, Inc. (now CARTA HOLDINGS, Inc.)	
		June 2019 Joined VECTOR INC.	
Mar. 2020 Director of ASHITA-TEAM Co., LTD.(current position)			
May 2020 Director of VECTOR INC.			
May 2021 Representative Director of 100Capital Inc. (current position)			
Mar. 2022 Director and CFO of VECTOR INC. (current position)			
Feb. 2023 Auditor of Vitabrid Japan Inc. (current position)			
		[Important Concurrent Occupations or Positions] · Director of ASHITA-TEAM Co., LTD. · Representative Director of 100Capital Inc. · Auditor of Vitabrid Japan Inc.	
		[Reasons for Presenting as Candidate for Director] Mr. Yosuke Goto joined the Company in 2019 and has demonstrated leadership and achieved results in strengthening the Group's management structure and improving its financial standing. He also has abundant experience and a solid track record in business administration from before joining the Company. The Company expects that he will continue to make a significant contribution to healthy growth of the Group and improvement of its corporate value, including strengthening of corporate governance, as the officer in charge of business administration, and has thus presented him to the shareholders as a candidate for director.	

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Candidate Number	Name Date of birth	Career Summary, Position, Business Responsibility and Status of Important Concurrent Occupations or Positions	Number of shares held in VECTOR INC.
5	Takashi Nishiki (April 8, 1968) External Director	<p>Apr. 1993 Joined Mitsui Fudosan Co., Ltd.</p> <p>Oct. 1997 Joined Credit Suisse First Boston Securities (Japan) Ltd. (Tokyo branch) (now Credit Suisse Securities (Japan) Limited)</p> <p>Sept. 2001 COO of Colony Capital Asia Pacific Pte. Ltd. (Tokyo Branch)</p> <p>Sept. 2003 Representative Director of Round Hill Capital Partners KK</p> <p>Nov. 2007 Representative Director of Prudential Real Estate Investors Japan</p> <p>Oct. 2010 General Manager of CarVal Investors Pte. Ltd. (Tokyo Branch)</p> <p>Jan. 2014 Founded Stream Capital Partners Japan KK and became Representative Director</p> <p>Sept. 2014 Audit and Supervisory Board Member of Adventure, Inc.</p> <p>May 2015 External Director of the Company (current position)</p> <p>Nov. 2015 Audit and Supervisory Board Member of RPA Holdings, Inc. Audit and Supervisory Board Member of BizRobo Japan Inc. (now RPA Technologies, Inc.) Audit and Supervisory Board Member of SEGMENT, Inc. Audit and Supervisory Board Member of LEAGLE Inc.</p> <p>Jan. 2016 Audit and Supervisory Board Member of OPEN ASSOCIATES JAPAN, Inc.</p> <p>Dec. 2016 Director of Aucfan Co., Ltd.</p> <p>May 2018 Director of RPA Holdings, Inc. (Audit and Supervisory Committee Member)</p> <p>May 2020 Director of RPA Holdings, Inc. (current position) Director of RPA Technologies Inc. Director of SEGMENT, Inc.</p>	—
<p>[Important Concurrent Occupations or Positions] · Director of RPA Holdings, Inc.</p>			
<p>[Reasons for Presenting as Candidate for External Director and Outline of Expected Role] The Company selected Mr. Takashi Nishiki as a candidate for external director because he has deep insight and a wealth of experience in the fields of management and investment cultivated primarily at an investment firm, and by utilizing this knowledge and experience in the Company's management and supervising the execution of duties by directors and other officers from an independent standpoint, the Company expects that he will help strengthen the governance function of the Board of Directors.</p> <p>As of the conclusion of this General Meeting of Shareholders, Mr. Takashi Nishiki will have served for nine (9) years as External Director of the Company.</p>			

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Candidate Number	Name Date of birth	Career Summary, Position, Business Responsibility and Status of Important Concurrent Occupations or Positions	Number of shares held in VECTOR INC.
6	Kota Matsuda (December 3, 1968) External Director	<p>Apr. 1990 Joined The Sanwa Bank, Ltd. (now MUFG Bank, Ltd.)</p> <p>May 1998 Founded Tully’s Coffee Japan Co., Ltd. and appointed CEO</p> <p>Oct. 2006 Founded P3&Co. and appointed CEO (current position)</p> <p>Jan. 2008 Founded Tully’s Coffee Tully’s Coffee International, PTE LTD President of Asia Pacific region for Quiznos</p> <p>May 2009 Co-founded Face Plus by Yamano Asia Pacific Pte. Ltd. and appointed Chairman Founded EGGS ’N THINGS INTERNATIONAL HOLDINGS PTE. LTD. (now EGGS ’N THINGS HOLDINGS INTERNATIONAL PTE. LTD.) and appointed Director (current position)</p> <p>July 2010 Elected as a member of the House of Councilors of the Diet (Tokyo electoral district)</p> <p>Jan. 2015 Formed a political party “The Assembly to Energize Japan” and appointed Representative</p> <p>May 2018 External Director of the Company (current position)</p> <p>Feb. 2019 Founded EGGS ’N THINGS JAPAN HOLDINGS G.K. (now KooJoo Co., Ltd.) and appointed CEO (current position)</p>	—
<p>[Important Concurrent Occupations or Positions]</p> <ul style="list-style-type: none"> · CEO of P3&Co. · CEO of KooJoo Co., Ltd. · Director of EGGS ’N THINGS HOLDINGS INTERNATIONAL PTE. LTD. 			
<p>[Reasons for Presenting as Candidate for External Director and Outline of Expected Role]</p> <p>The Company selected Mr. Kota Matsuda as a candidate for external director because he has been instrumental in the growth and listing of a company as its representative and possesses abundant knowledge and experience in a wide range of fields, including involvement in national policy as a member of the House of Councilors of the Diet and a party representative. The Company expects that he will help strengthen the governance function of the Board of Directors by utilizing this knowledge and experience in the Company’s management and supervising the execution of duties by Directors and other officers from an independent standpoint.</p> <p>As of the conclusion of this General Meeting of Shareholders, Mr. Kota Matsuda will have served for six (6) years as External Director of the Company.</p>			

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Candidate Number	Name Date of birth	Career Summary, Position, Business Responsibility and Status of Important Concurrent Occupations or Positions	Number of shares held in VECTOR INC.
7	Ryuichi Tomimura (February 17, 1959) External Director	<p>Oct. 1983 Joined IBM Japan, Ltd.</p> <p>Oct. 1991 Joined Recruit Co., Ltd.</p> <p>Jan. 1994 Managing Director of Pricewaterhouse Consultant</p> <p>Oct. 2002 Vice President of IBM Business Consulting Services KK (in charge of Asia-Pacific business consulting service strategy, marketing and operations)</p> <p>Feb. 2004 Representative Director and Senior Executive Vice President of JAPAN TELECOM CO., LTD. (now SoftBank Corp.)</p> <p>June 2006 Executive Vice President of FinTech Global Incorporated</p> <p>Oct. 2006 Representative Director and Vice President of RHJI Industrial Partners Asia, Ltd.</p> <p>Dec. 2007 Representative Director of RHJ International Japan, Inc. (formerly Ripplewood Japan)</p> <p>May 2008 Director and Partner of SIGMAXYZ Inc. (now SIGMAXYZ Holdings Inc.)</p> <p>Apr. 2010 Executive Vice President of FinTech Global Incorporated</p> <p>Aug. 2012 Director of Plan · Do · See Inc.</p> <p>June 2015 Director of Shinsei Bank, Limited</p> <p>June 2016 Representative Director and Executive Vice President of SIGMAXYZ Inc. (now SIGMAXYZ Holdings Inc.)</p> <p>June 2018 President, Representative Director and COO of SIGMAXYZ Inc. (now SIGMAXYZ Holdings Inc.)</p> <p>Mar. 2019 Representative Director and President of SIGMAXYZ Inc. (now SIGMAXYZ Holdings Inc.)</p> <p>May 2020 External Director of VECTOR INC. (current position)</p> <p>June 2023 Director and Chairman of the Board of SIGMAXYZ Holdings Inc. (current position)</p>	—
[Important Concurrent Occupations or Positions] · Director and Chairman of the Board of SIGMAXYZ Holdings Inc.			
<p>[Reasons for Presenting as Candidate for External Director and Outline of Expected Role]</p> <p>Mr. Ryuichi Tomimura has abundant experience as a manager and consultant and possesses knowledge related to a wide range of fields, including information systems. At SIGMAXYZ Inc., he serves as President and Representative Director and has driven its growth. The Company selected him as a candidate for external director because he has abundant experience and extensive knowledge as a manager, and by utilizing this knowledge and experience in the Company's management and supervising the execution of duties by directors and other officers from an independent standpoint, the Company expects that he will help strengthen the governance function of the Board of Directors.</p> <p>As of the conclusion of this General Meeting of Shareholders, Mr. Ryuichi Tomimura will have served for four (4) years as External Director of the Company.</p>			

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Candidate Number	Name Date of birth	Career Summary, Position, Business Responsibility and Status of Important Concurrent Occupations or Positions	Number of shares held in VECTOR INC.
8	Michimasa Naka (August 14, 1964) External Director	<p>Apr. 1989 Joined Solomon Brothers Asia, Ltd. (now Citigroup Global Markets Japan Inc.)</p> <p>Dec. 2004 Managing Executive Officer and Joint General Manager of the Debt Capital Markets Division of Nikko Citigroup Securities Co., Ltd. (now Citigroup Global Markets Japan Inc.)</p> <p>June 2008 Managing Executive Officer and General Manager of the Markets and Sales Division of Nikko Citigroup Securities Co., Ltd.</p> <p>Oct. 2009 Director of Citigroup Global Markets Japan Inc.</p> <p>Dec. 2009 Executive Vice President of FinTech Global Incorporated</p> <p>Dec. 2010 Established StormHarbour Japan Ltd. and appointed CEO and Representative Director</p> <p>Mar. 2011 Auditor of GLM. Co., Ltd.</p> <p>July 2014 Director of Asuka Asset Management Co., Ltd. Director of eWeLL Co., Ltd.</p> <p>Sept. 2014 Director of istyle Inc. (current position)</p> <p>Oct. 2014 Chairman and Director of StormHarbour Japan Ltd.</p> <p>Nov. 2014 Director of Geniee, Inc.</p> <p>July 2015 Director of Prevent SAST Insurance Co., Ltd. (now MIKATA Small Amount Short Term Insurance Co., Ltd.)</p> <p>July 2016 Established Boardwalk Capital Inc. and appointed Representative Director (current position)</p> <p>June 2017 Established Accelerator Inc. and appointed Representative Director</p> <p>Dec. 2018 Executive Director of Boardwalk Trading Co., Ltd.</p> <p>Mar. 2019 Director of Vision Inc. (current position)</p> <p>May 2020 External Director of VECTOR INC. (current position)</p> <p>May 2021 Director of Houyou Inc.</p> <p>Oct. 2022 Director of HR Cloud Inc. (current position)</p>	9,600
<p>[Important Concurrent Occupations or Positions]</p> <ul style="list-style-type: none"> · President and Representative Director of Boardwalk Capital Inc. · Director of Vision Inc. · Director of istyle Inc. · Director of HR Cloud Inc. 			
<p>[Reasons for Presenting as Candidate for External Director and Outline of Expected Role]</p> <p>Mr. Michimasa Naka has experience on the global stage in the field of money and finance. At Boardwalk Capital Inc., which he built himself, he also put together a track record of start-up support. The Company selected him as a candidate for external director because he has abundant experience and extensive knowledge as a manager, and by utilizing this knowledge and experience in the Company's management and supervising the execution of duties by directors and other officers from an independent standpoint, the Company expects that he will help strengthen the governance function of the Board of Directors.</p> <p>As of the conclusion of this General Meeting of Shareholders, Mr. Michimasa Naka will have served for four (4) years as External Director of the Company.</p>			

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Candidate Number	Name Date of birth	Career Summary, Position, Business Responsibility and Status of Important Concurrent Occupations or Positions	Number of shares held in VECTOR INC.
9	Yasunobu Nose (April 15, 1958) External Director	<p>Sept. 1984 Joined Daiwa Securities Co., Ltd. (now Daiwa Securities Group Inc.)</p> <p>July 1988 Joined Transportation Group Japan</p> <p>Jan. 1990 Representative in Japan at Transportation Group Japan</p> <p>May 1993 Joined Deutsche Bank Group, Japan (Tokyo Branch)</p> <p>Aug. 1997 Joined Union Bank of Switzerland (Tokyo Branch)</p> <p>Aug. 1999 Joined Lehman Brothers Japan Inc. (Tokyo Branch)</p> <p>Jan. 2005 Managing Director and Head of Global Structured Finance Group in Japan at Lehman Brothers Japan Inc.</p> <p>Oct. 2005 Head of Investment Banking Division of FinTech Global Incorporated</p> <p>Dec. 2005 Managing Director, Head of Investment Banking Division of FinTech Global Incorporated</p> <p>Apr. 2007 Managing Director, Head of Corporate Strategy & Planning Division of FinTech Global Incorporated</p> <p>Apr. 2008 Executive Vice President, Head of Corporate Strategy & Planning Division and Management Planning Department of FinTech Global Incorporated</p> <p>Apr. 2009 Executive Vice President of FinTech Global Incorporated</p> <p>Jan. 2016 Advisor of Gracchus & Associates, Inc. (current position)</p> <p>May 2020 External Director of VECTOR INC. (current position)</p> <p>Aug. 2020 Representative Director of Meditally Japan Co., Ltd.</p>	—
[Important Concurrent Occupations or Positions] · Advisor of Gracchus & Associates, Inc.			
<p>[Reasons for Presenting as Candidate for External Director and Outline of Expected Role]</p> <p>Mr. Yasunobu Nose has experience on the global stage in the field of money and finance and has served as Executive Vice President of FinTech Global Incorporated, a listed company. The Company selected him as a candidate for external director because he has abundant experience and extensive knowledge as a manager, and by utilizing this knowledge and experience in the Company's management and supervising the execution of duties by directors and other officers from an independent standpoint, the Company expects that he will help strengthen the governance function of the Board of Directors.</p> <p>As of the conclusion of this General Meeting of Shareholders, Mr. Yasunobu Nose will have served for four (4) years as External Director of the Company.</p>			

- (Notes) 1. There are no special interests between the Company and the candidates.
2. Mr. Takashi Nishiki, Mr. Kota Matsuda, Mr. Ryuichi Tomimura, Mr. Michimasa Naka, and Mr. Yasunobu Nose are candidates for external director.
3. The Company has entered into limited liability contracts, as stipulated in Article 427, Paragraph 1 of the Companies Act, with Mr. Takashi Nishiki, Mr. Kota Matsuda, Mr. Ryuichi Tomimura, Mr. Michimasa Naka, and Mr. Yasunobu Nose, which limit their liability pursuant to Article 423, Paragraph 1 of the said act. Their liability under these contracts is the minimum liability amount set forth in Article 425, Paragraph 1 of the said act. If their re-elections are approved, the Company intends to continue the said contracts.
4. The Company has taken out directors and officers liability insurance, which covers the liability borne by the insured directors and officers in the course of performance of their duties or for their liability arising from claims in pursuit of that liability.

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If the candidates are elected as directors, they will become insureds under the policy. In addition, the policy will be renewed with the same conditions when it comes up for renewal.

5. The Company has registered Mr. Takashi Nishiki, Mr. Kota Matsuda, Mr. Ryuichi Tomimura, Mr. Michimasa Naka, and Mr. Yasunobu Nose as independent officers under the provisions of the Tokyo Stock Exchange. If they are re-elected, the Company intends to maintain their registration as independent officers.

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Proposal No. 3: Election of one (1) substitute auditor

To prepare for a contingency in which the Company does not have the number of corporate auditors required by laws and regulations, the Company proposes to elect a substitute auditor for full-time auditor Kazutora Mori in accordance with Article 329, Paragraph 3 of the Companies Act.

The effective term for election of this substitute auditor lasts until the start of the next Ordinary General Meeting of Shareholders, but with the consent of the Board of Auditors, the election may be revoked by resolution of the Board of Directors, provided this is done prior to the assumption of office. The consent of the Board of Auditors has been obtained for this proposal.

The candidate for substitute auditor is as follows:

Name Date of birth	Career Summary, Position and Status of Important Concurrent Occupations or Positions	Number of shares held in VECTOR INC.
Yasuyuki Owaki (August 2, 1975)	Nov. 1999	52,300
	Oct. 2001	
	Sept. 2005	
	Mar. 2008	
	Oct. 2013	
	Apr. 2014	
	Oct. 2014	
	Mar. 2020	
	June 2023	
[Important Concurrent Occupations or Positions] · Director of Japan entry Inc.		

(Notes) 1. There are no special interests between the Company and the candidate.

2. The Company has taken out directors and officers liability insurance, which covers the liability borne by the insured directors and officers in the course of performance of their duties or for their liability arising from claims in pursuit of that liability. If the candidate is elected as auditor, he will become an insured under the policy. In addition, the policy will be renewed with the same conditions when it comes up for renewal.