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Securities Code: 4318

June 3, 2024

To Our Shareholders:

Ichiro Kawaguchi, President and Representative Director  
**QUICK CO., LTD.**  
2-4, Komatsubaracho, Kita-ku, Osaka, Japan

## Notice of the 44th Annual General Meeting of Shareholders

It is a pleasure to inform you that the 44th Annual General Meeting of Shareholders of QUICK CO., LTD. (the “Company”) will be held as indicated below.

In convening this General Meeting of Shareholders, the Company has taken measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (items for which measures for providing information in electronic format are to be taken) in electronic format, and has posted the information on each of the following websites. Please access either of the websites to view the information.

The Company’s website:

<https://919.jp/ir/agm.php> (in Japanese)

Website for posted informational materials for the general meeting of shareholders:

<https://d.sokai.jp/4318/teiji/> (in Japanese)

TSE website (Listed Company Search):

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese)

(Access the TSE website by using the internet address shown above, enter “QUICK” in “Issue name (company name)” or the Company’s securities code “4318” in “Code,” and click “Search.” Then, click “Basic information” and select “Documents for public inspection/PR information.” Under “Filed information available for public inspection,” click “Click here for access” under “[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].”)

If attending the meeting in person, please present the enclosed voting form at the reception desk.

If you are not attending the meeting in person, you may exercise your voting rights in writing (by mail) or via the Internet, etc. After considering the Reference Documents for the General Meeting of Shareholders and referring to the “Guidance on Exercising Voting Rights” (in Japanese only), please exercise your voting rights by 6:00 p.m. on Thursday, June 20, 2024 (Japan Time).

**1. Date and Time:** Friday, June 21, 2024 at 10:00 a.m. (JST) (Reception starts at 9:00 a.m.)

**2. Venue:** Zuicho, 6th floor, Hotel Hankyu International  
19-19 Chayamachi, Kita-ku, Osaka, Japan

### 3. Purpose of the Meeting

#### Matters to be reported

1. Business Report and Consolidated Financial Statements for the 44th Term (from April 1, 2023 to March 31, 2024), as well as the results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee
2. Non-consolidated Financial Statements for the 44th Term (from April 1, 2023 to March 31, 2024)

**Matters to be resolved**

**Proposal No. 1**      Appropriation of Surplus

**Proposal No. 2**      Election of Ten Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

**Proposal No. 3**      Election of One Director Who Is Audit and Supervisory Committee Member

**4. Matters related to notice of convocation (guidance on exercising voting rights)**

- (1) In cases where you have exercised your voting rights in writing (by mail) and have not indicated approval or disapproval of a proposal on the voting form, this shall be assumed to be an indication of approval for the proposal in question.
- (2) In cases where you have exercised your voting rights both via the Internet, etc. and in writing (by mail), the exercise of voting rights made via the Internet, etc. shall be assumed to be the valid response.
- (3) In cases where you have exercised your voting rights multiple times via the Internet, etc., the last exercise of voting rights shall be assumed to be the valid response.

- If revisions to the items subject to measures for electronic provision arise, a notice of the revisions and the details of the items before and after the revisions will be posted on the websites on the previous page.
- For this general meeting of shareholders, this paper-based document stating items for which measures for providing information in electronic format are to be taken will be delivered regardless of whether they have made a request for delivery of such documents. Furthermore, in accordance with laws and regulations and the Articles of Incorporation, the following items provided in electronic format will not be among the items included in this paper-based document. The Audit and Supervisory Committee and the Accounting Auditor have audited the documents subject to audit, including the following items.
  - (1) “System to Ensure Proper Operations, and Operational Status of the System” in the Business Report
  - (2) “Consolidated Statement of Changes in Equity” and “Notes to Consolidated Financial Statements of Consolidated Financial Statements”
  - (3) “Non-consolidated Statement of Changes in Equity” and “Notes to Non-consolidated Financial Statements of Non-consolidated Financial Statements”

## Reference Documents for the General Meeting of Shareholders

### Proposals and Reference Information

#### Proposal No. 1 Appropriation of Surplus

The Company proposes the appropriation of surplus as follows:

1. Year-end dividend

The Company would like to carry out the payment of ¥58 per share as year-end dividend for this fiscal year, based on our dividend policy, which is using 50% of profit attributable to owners of parent as a guideline.

As a payment of ¥36 per share was carried out as an interim dividend, total dividends per share for this fiscal year will be ¥94.

(1) Type of dividend property

To be paid in cash.

(2) Allotment of dividend property and their aggregate amount

The Company proposes to pay a dividend of ¥58 per common share of the Company.

In this event, the total dividends will be ¥1,085,015,512.

(3) Effective date of dividends of surplus

The effective date of the dividends will be June 24, 2024.

2. Other appropriation of surplus

Internal reserves are set as follows to reinforce our management base preparing for aggressive business development in the future:

(1) Item of surplus to be decreased and amount of decrease

Retained earnings brought forward: ¥800,000,000

(2) Item of surplus to be increased and amount of increase

General reserve: ¥800,000,000

**Proposal No. 2** Election of Ten Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The term of office of all ten Directors (excluding Directors who are Audit and Supervisory Committee members; hereinafter, the same in this proposal) will expire when this General Meeting of Shareholders concludes. Therefore, the Company proposes the election of ten Directors including two Outside Directors.

Regarding this proposal, the Audit and Supervisory Committee of the Company has judged that all candidates for Directors are qualified for their positions.

The candidates for Director are as follows:

Candidate No.	Name		Gender	Position and responsibility in the Company	Attendance at Board of Directors meetings (Attendance rate)
1	Tsutomu Wano	Reelection	Male	Chairman and Representative Director Group CEO	18/18 times (100%)
2	Ichiro Kawaguchi	Reelection	Male	President and Representative Director	18/18 times (100%)
3	Yoshiki Nakai	Reelection	Male	Managing Director and Executive Officer	18/18 times (100%)
4	Isao Yokota	Reelection	Male	Director and Executive Officer Manager of Overseas & Future Business Strategy Division	18/18 times (100%)
5	Kizuki Hayashi	Reelection	Male	Director and Executive Officer	18/18 times (100%)
6	Kenta Kijima	Reelection	Male	Director and Executive Officer General Manager of Administration and Accounting Division	18/18 times (100%)
7	Yuki Shibazaki	Reelection	Male	Director and Executive Officer General Manager of Personnel Placement Business Division and Manager of Sales Department Second Division	13/14 times (92%)
8	Naotaka Okada	Reelection	Male	Director and Executive Officer General Manager of Recruiting Business Division and Manager of Business Promotion Department	14/14 times (100%)
9	Seiko Nakai	Reelection Outside Independent	Female	Director (Outside)	18/18 times (100%)
10	Miho Sakai	Reelection Outside Independent	Female	Director (Outside)	14/14 times (100%)

Reelection: Candidate for reelection

Outside: Candidate for Outside Director

Independent: Independent officer as defined by Tokyo Stock Exchange, Inc.

Note: Because Yuki Shibazaki, Naotaka Okada and Miho Sakai were elected and assumed the office as Director at the 43rd Annual General Meeting of Shareholders held on June 23, 2023, their records of attendance at meetings of the Board of Directors are provided from that day onward.

Candidate No.	Name (Date of birth)	Career summary, position and responsibility	Number of the Company's shares owned
1	Tsutomu Wano (May 7, 1949)  Reelection  Attendance at Board of Directors meetings 18/18 times	Sept. 1980      Founded the Company President and Representative Director Apr. 2005      Group CEO (current position) June 2019      Chairman and Representative Director (current position)  Significant concurrent positions outside the Company President of Shanghai Quick CO., LTD. President of Shanghai Quick Human Resources CO., LTD.	462,852 shares
	<p>Reasons for nomination as candidate for Director</p> <p>Tsutomu Wano is the founder of the Company. When he established the Company in 1980, he became President and Representative Director. (He assumed the office of Chairman and Representative Director in June 2019.) Based on his extensive experience and deep knowledge related to corporate management, Mr. Wano has been taking control of our business and developing the Company with his strong leadership and decision-making up to the present time. We continue to believe that he is an appropriate and talented person to realize sustainable growth and a higher corporate value for the Company.</p>		
2	Ichiro Kawaguchi (October 13, 1956)  Reelection  Attendance at Board of Directors meetings 18/18 times	Sept. 2005      Joined the Company as General Manager of Personnel Placement Sales Division Apr. 2006      General Manager of Personnel Placement Business Division June 2016      Director and Executive Officer June 2017      Managing Director and Executive Officer June 2019      President and Representative Director (current position)  Apr. 2020      President of Career System CO., LTD. Dec. 2021      Chairman and Representative Director of Quick Care Jobs Co., Ltd. (current position)  Significant concurrent positions outside the Company Chairman and Representative Director of Quick Care Jobs Co., Ltd.	62,000 shares
	<p>Reasons for nomination as candidate for Director</p> <p>Ichiro Kawaguchi has been engaged in operating the human resources business over many years, and has extensive experience and knowledge in the area. Since joining the Company, he has been focusing on expanding the business performance of the personnel placement business, and established it as the pillar of our business. In addition, he was appointed as President and Representative Director of the Company in June 2019. Based on his abundant experience in and knowledge of the human resources business, Mr. Kawaguchi has been playing an adequate role to enhance the total business performance of the Company. Therefore, we continue to believe that he is an appropriate and talented person for improving the corporate value.</p>		

Candidate No.	Name (Date of birth)	Career summary, position and responsibility	Number of the Company's shares owned
3	<p style="text-align: center;">Yoshiki Nakai (October 14, 1962)</p> <p style="text-align: center;">Reelection</p> <p style="text-align: center;">Attendance at Board of Directors meetings 18/18 times</p>	<p>Mar. 1989      Joined the Company</p> <p>Apr. 1998      Manager of Nagoya Recruiting Sales Department</p> <p>Apr. 2002      Executive Officer and Manager of Tokyo Recruiting Sales Department</p> <p>June 2005      Director</p> <p>Oct. 2006      General Manager of East Japan Recruiting Business Division</p> <p>Apr. 2011      Executive Officer (current position) President of KCC CO., LTD. (current Colorful Company, Inc.) (current position)</p> <p>Apr. 2019      General Manager of Recruiting Business Division and Manager of Tokyo Sales Department of the Company</p> <p>Apr. 2021      General Manager of Recruiting Business Division</p> <p>Apr. 2022      Chairman and Representative Director of Career System CO. LTD. (current position)</p> <p>June 2022      Managing Director (current position)</p> <p>Significant concurrent positions outside the Company President of Colorful Company, Inc. Chairman and Representative Director of Career System CO. LTD.</p>	148,500 shares
<p>Reasons for nomination as candidate for Director</p> <p>Yoshiki Nakai has extensive experience and knowledge mainly in the areas of the recruiting and local information service businesses. He was appointed as President of KCC CO., LTD. (current Colorful Company, Inc.), which is one of our subsidiaries, in 2011 and has been focusing on improving the performance of the local information service business. In April 2019, he was appointed as General Manager of Recruiting Business Division of the Company, and is also devoted to enhancing the performance of the recruiting business. He was appointed as Managing Director of the Company in June 2022, and we continue to believe that he is an appropriate and talented person for improving the corporate value.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility	Number of the Company's shares owned
4	<p>Isao Yokota (January 3, 1962)</p> <p>Reelection</p> <p>Attendance at Board of Directors meetings 18/18 times</p>	<p>July 2003      Joined the Company</p> <p>Oct. 2003      Manager of Osaka Recruiting Sales Department</p> <p>Apr. 2004      Executive Officer and Manager of Osaka Recruiting Sales Department</p> <p>June 2006      Director (current position)</p> <p>Oct. 2006      General Manager of West Japan Recruiting Business Division</p> <p>Jan. 2008      General Manager of West Japan Recruiting Business Division and Responsible for the Overseas Business</p> <p>Apr. 2011      Executive Officer (current position) General Manager of Recruiting Business Division and Responsible for the Overseas Business</p> <p>Apr. 2016      General Manager of Recruiting Business Division, Manager of Tokyo Sales Department and Responsible for the Overseas Business</p> <p>Apr. 2017      General Manager of Recruiting Business Division, and Manager of Tokyo Sales Department President of QUICK GLOBAL CO., LTD.</p> <p>Apr. 2019      President of QUICK USA, Inc.</p> <p>Apr. 2020      General Manager of Global Business Division of the Company</p> <p>Jan. 2021      President of QUICK GLOBAL MEXICO, S.A. DE C.V.</p> <p>Oct. 2022      Manager of Overseas &amp; Future Business Strategy Division of the Company (current position)</p>	66,300 shares
		<p>Reasons for nomination as candidate for Director</p> <p>Isao Yokota has extensive experience and knowledge mainly in the areas of the recruiting and overseas businesses. As Director and Executive Officer of the Company, he has been expanding the performance of the recruiting business while being responsible for the overseas business. Since April 2019, he has been concentrating mainly on the overseas business and continuing to focus on enhancing the global business. Therefore, we believe that he will play an adequate role in improving the performance of the business.</p>	
5	<p>Kizuki Hayashi (July 5, 1962)</p> <p>Reelection</p> <p>Attendance at Board of Directors meetings 18/18 times</p>	<p>Apr. 1985      Joined the Company</p> <p>Oct. 1994      Manager of Tokyo Recruiting Sales Department</p> <p>Apr. 2000      President of iQ CO., LTD. (current HR Vision Co., Ltd.) (current position)</p> <p>Apr. 2005      Executive Officer of the Company</p> <p>June 2006      Director (current position)</p> <p>Apr. 2011      Executive Officer (current position)</p> <p>Significant concurrent positions outside the Company</p> <p>President of HR Vision Co., Ltd.</p>	281,000 shares
		<p>Reasons for nomination as candidate for Director</p> <p>Kizuki Hayashi has extensive experience and knowledge mainly in the areas of the recruiting and HR platform businesses. As Director and Executive Officer of the Company, he is concurrently serving as President of HR Vision Co., Ltd., which is one of our subsidiaries. Since its establishment in 2000 until today, he has been delivering sufficient results in expanding the performance of the HR platform business of the company. Therefore, we believe that he will continue playing an adequate role in improving the performance of the business.</p>	

Candidate No.	Name (Date of birth)	Career summary, position and responsibility	Number of the Company's shares owned	
6	Kenta Kijima (March 16, 1974)  Reelection  Attendance at Board of Directors meetings 18/18 times	May 2001 Apr. 2010 Apr. 2011 Apr. 2018 July 2018 Apr. 2020 Apr. 2021 June 2022	Joined the Company Manager of Tokyo Metropolitan Area Sales Department Second Division under Personnel Placement Business Division Manager of Sales Department Second Division under Personnel Placement Business Division Executive Officer of the Company Manager of Sales Department First Division under Personnel Placement Business Division Senior Executive Officer General Manager of Administration and Accounting Division (current position) Director (current position) Executive Officer (current position)	9,000 shares
		<p>Reasons for nomination as candidate for Director</p> <p>Kenta Kijima has extensive experience and knowledge mainly in the personnel placement business. Since joining the Company, he has contributed to the improvement of personnel placement business performance and the launch of new businesses. In April 2021, since being appointed as General Manager of Administration and Accounting Division, he has worked to enhance corporate compliance and to reform of the personnel system. Therefore, we believe he will continue playing an adequate role in improving corporate value.</p>		
7	Yuki Shibazaki (February 18, 1986)  Reelection  Attendance at Board of Directors meetings 13/14 times	Apr. 2008 Apr. 2018 Apr. 2020 Apr. 2021 Apr. 2023 June 2023 Oct. 2023	Joined the Company Assistant to the Manager of Sales Department First Division under Personnel Placement Business Division Executive Officer (current position) Manager of Sales Department First Division under Personnel Placement Business Division General Manager of Personnel Placement Business Division and Manager of Sales Department First Division Director (current position) General Manager of Personnel Placement Business Division and Manager of Sales Department Second Division (current position)	8,600 shares
		<p>Reasons for nomination as candidate for Director</p> <p>Yuki Shibazaki has extensive experience and knowledge mainly in the personnel placement business. Since joining the Company, he has focused on and contributed to improvements in personnel placement business performance. Based on this track record, etc. we believe that he will continue playing an adequate role in improving corporate value.</p>		



Candidate No.	Name (Date of birth)	Career summary, position and responsibility	Number of the Company's shares owned	
8	Naotaka Okada (November 2, 1975)  Reelection  Attendance at Board of Directors meetings 14/14 times	Apr. 1998	Joined Recruit Ablic Co., Ltd. (current Recruit Co., Ltd.)	3,100 shares
		Apr. 2011	General manager, Professional Services Business Department No.3, RECRUIT AGENT CO., LTD. (current Recruit Co., Ltd.)	
		Apr. 2017	Corporate Executive Officer of Recruit Career Co., Ltd. (current Recruit Co., Ltd.) Supervisory General Manager, Market Sales Department, Media & Solutions Business Headquarters	
		Apr. 2019	Seconded to Recruit Career Consulting Co., Ltd., Corporate Executive Officer Supervisory General Manager	
		Apr. 2021	Joined the Company Executive Officer (current position) Deputy General Manager of Recruiting Business Division	
		Apr. 2023	General Manager of Recruiting Business Division	
		June 2023	Director (current position)	
		Apr. 2024	General Manager of Recruiting Business Division and Manager of Business Promotion Department (current position)	
Reasons for nomination as candidate for Director Naotaka Okada has extensive experience and knowledge, mainly in the recruiting business. Since joining the Company, he has focused on and contributed to improvements in recruiting business performance. Based on this track record, etc. we believe that he will continue playing an adequate role in improving corporate value.				
9	Seiko Nakai (June 26, 1962)  Reelection Outside Independent  Attendance at Board of Directors meetings 18/18 times	Apr. 1986	Joined the Company	– shares
		May 1987	Joined Osaka College of Foreign Languages	
		Feb. 1996	Established Heart and Career Co., Ltd., President	
		May 2011	Established Shell mail CO., LTD., President (current position)	
		June 2016	Director of the Company (current position)	
		Significant concurrent positions outside the Company President of Shell mail CO., LTD.		
Reasons for nomination as candidate for Outside Director and expected role As an owner of another human resources company, Seiko Nakai has extensive business experience and wide knowledge mainly in the areas of human resources and career development as well as corporate training, etc. We propose her reelection as an Outside Director expecting that she will play an adequate role in making important managerial decisions, supervising business execution, etc.				

Candidate No.	Name (Date of birth)	Career summary, position and responsibility	Number of the Company's shares owned
10	Miho Sakai (May 31, 1966)  Reelection Outside Independent  Attendance at Board of Directors meetings 14/14 times	Apr. 1989      Joined Recruit Co., Ltd. (current Recruit Holdings Co., Ltd.) Apr. 2009      President of FromA Career Co., LTD. Apr. 2015      Executive Officer of Recruit Jobs Co., Ltd. (current Recruit Co., Ltd.) Dec. 2019      Retired from Recruit Jobs Co., Ltd. June 2022      Director of Optional Co., Ltd. (current position) Nov. 2022      Outside Director of Festaria Holdings Co., Ltd. (current position) June 2023      Director of the Company (current position) Significant concurrent positions outside the Company Outside Director of Festaria Holdings Co., Ltd.	– shares
Reasons for nomination as candidate for Outside Director and expected role Miho Sakai has extensive business experience and wide knowledge of the human resources industry. We propose her reelection as an Outside Director in the expectation that she will play an adequate role in making important managerial decisions, supervising business execution, etc.			

- Notes:
- There is no special interest between any of the candidates and the Company.
  - Seiko Nakai and Miho Sakai are candidates for Outside Director.
  - Seiko Nakai had been an employee of the Company from April 1986 until April 1987. It has been 37 years since she resigned as an employee of the Company.
  - Miho Sakai had been an Executive Officer of Recruit Co., Ltd. (the company name at the time she was in office was Recruit Jobs Co., Ltd.), which is a specified affiliated business operator (major business partner) for the Company, within the past 10 years. However, four years have elapsed since she resigned as Executive Officer of that company.
  - Seiko Nakai is currently an Outside Director of the Company. At the conclusion of this meeting, her tenure will have been eight years.
  - Miho Sakai is currently an Outside Director of the Company. At the conclusion of this meeting, her tenure will have been one year.
  - The Company has entered into limited liability agreements with Seiko Nakai and Miho Sakai. If their reelection is approved, the Company plans to renew the agreement with them. A summary of the agreement is as follows:
    - When the non-executive Director becomes liable to the Company for damages due to a failure to perform their duties, they will be responsible up to the minimum liability amount provided for by Article 425, paragraph (1) of the Companies Act.
    - The limitation of liability above is applicable only if the Director has acted in good faith and without gross negligence in performing their duties which caused their liability.
  - As provided for by Article 430-3, Paragraph (1) of the Companies Act, the Company has entered into a directors and officers liability insurance contract with an insurance company. Under this insurance contract, the Company will compensate damages and litigation expenses, etc. arising from claims for damages lodged against insured persons, including Directors of the Company, due to acts (including shareholder derivative actions) performed during the execution of their duties (excluding breaches of trust, criminal acts and the willful violations of laws and ordinances by insured persons, etc.), and the Company will also pay the insurance premiums of the insured persons. If each of the candidates is elected and takes office as Director, all candidates will become insured persons under this insurance contract. Furthermore, when this insurance contract next comes up for renewal, the Company intends to renew it with the same content.
  - The Company has submitted notification to Tokyo Stock Exchange, Inc. that Seiko Nakai and Miho Sakai have been designated as independent officers as provided for by the aforementioned exchange. If their reelection is approved, the Company plans for their designation as independent officers to continue.

**Proposal No. 3** Election of One Director Who Is Audit and Supervisory Committee Member

To strengthen the audit system, the Company proposes to increase the number of Directors who are Audit and Supervisory Committee members by one, and therefore proposes the election of one Director who is an Audit and Supervisory Committee member. If this proposal is approved, the number of Directors who are Audit and Supervisory Committee members will be four.

The Company has obtained the approval of the Audit and Supervisory Committee in relation to this proposal.

The candidate for Director who is an Audit and Supervisory Committee member is as follows:

Name		Gender	Position and responsibility in the Company	Attendance at Board of Directors meetings (Attendance rate)	Attendance at Audit and Supervisory Committee meetings (Attendance rate)
Hiroyuki Rokugo	New election Outside Independent	Male	–	–	–

New election: New candidate

Outside: Candidate for Outside Director

Independent: Independent officer as defined by Tokyo Stock Exchange, Inc.

Name (Date of birth)	Career summary, position and responsibility		Number of the Company's shares owned
Hiroyuki Rokugo (July 5, 1961)	Apr. 1985	Joined Recruit Co., Ltd. (current Recruit Holdings Co., Ltd.)	– shares
	Apr. 1999	Nagoya Branch Manager of Recruit Ablic Co., Ltd. (current Recruit Co., Ltd.)	
New election	Apr. 2005	Executive officer	
Outside	June 2006	Retired from the company	
Independent	July 2006	Executive officer of MEITEC NEXT CORPORATION	
Attendance at Board of Directors meetings	June 2007	Director	
–	June 2010	President	
	Apr. 2014	President of Meitec Shanghai President of Meitec Shanghai Human Resources Co., Ltd.	
Attendance at Audit and Supervisory Committee meetings	June 2015	Director of MEITEC CORPORATION	
–	Apr. 2017	Director and Executive officer	
	June 2023	Retired from MEITEC CORPORATION	

Reasons for nomination as candidate for Outside Director and expected role  
Hiroyuki Rokugo has extensive experience and wide-ranging insights in the human resources business. We propose his election in the expectation that he will play an adequate role as a new Outside Director who is an Audit and Supervisory Committee member by providing appropriate advice and supervision of management in general.

- Notes:
1. There is no special interest between Hiroyuki Rokugo and the Company.
  2. Hiroyuki Rokugo is a candidate for new Director who is an Audit and Supervisory Committee member.
  3. Hiroyuki Rokugo is a candidate for Outside Director.
  4. Hiroyuki Rokugo was formerly an Executive officer of Recruit Co., Ltd. (the company name at the time he was in office was Recruit Ablic Co., Ltd.), which is a specified affiliated business operator (major business partner) for the Company, but 17 years have elapsed since he resigned as Executive officer of that company.
  5. Between June 2015 and June 2023, Hiroyuki Rokugo was an Executive officer of MEITEC CORPORATION, which is a business partner of the Company, but the value of these transactions in the most recent fiscal year were less than 1% of consolidated net sales for both parties, and so the Company judges that his independence can be ensured.
  6. If the election of Hiroyuki Rokugo is approved, the Company plans to enter into a limited liability agreement with him, the content of which is as follows.
    - When the non-executive Director becomes liable to the Company for damages due to a failure to perform his duties, he will be responsible up to the minimum liability amount provided for by Article 425, paragraph (1) of the Companies Act.
    - The limitation of liability above is applicable only if the Director has acted in good faith and without gross negligence in performing his duties which caused his liability.

7. As provided for by Article 430-3, Paragraph (1) of the Companies Act, the Company has entered into a directors and officers liability insurance contract with an insurance company. Under this insurance contract, the Company will compensate damages and litigation expenses, etc. arising from claims for damages lodged against insured persons, including Directors (including Directors who are Audit and Supervisory Committee members) of the Company, due to acts (including shareholder derivative actions) performed during the execution of his duties (excluding breaches of trust, criminal acts and the willful violations of laws and ordinances by insured persons, etc.), and the Company will also pay the insurance premiums of the insured persons. If Hiroyuki Rokugo is elected and takes office as a Director who is an Audit and Supervisory Committee member, he will become insured person under this insurance contract. Furthermore, when this insurance contract next comes up for renewal, the Company intends to renew it with the same content.
8. If the election of Hiroyuki Rokugo is approved, the Company plans to notify Tokyo Stock Exchange, Inc. that he has been designated as an independent officer as provided for by the aforementioned exchange.

[Reference]

Structure of the Board of Directors following the approval of Proposal No. 2 “Election of Ten Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)” and Proposal No. 3 “Election of One Director Who Is Audit and Supervisory Committee Member” (provisional)

Name	Position and responsibility in the Company	Gender	Independent officer	Nominating Committee and Compensation Committee	Fields of expertise					
					Business administration	Sales and marketing	Industry knowledge	Global business	Finance and accounting	Legal affairs and compliance
Tsutomu Wano	Chairman and Representative Director Group CEO	Male		○	○	○	○	○		
Ichiro Kawaguchi	President and Representative Director	Male		○	○	○	○			
Yoshiki Nakai	Managing Director and Executive Officer	Male			○	○	○			
Isao Yokota	Director and Executive Officer Manager of Overseas & Future Business Strategy Division	Male				○	○	○		
Kizuki Hayashi	Director and Executive Officer	Male			○	○	○			
Kenta Kijima	Director and Executive Officer General Manager of Administration and Accounting Division	Male				○	○		○	○
Yuki Shibazaki	Director and Executive Officer General Manager of Personnel Placement Business Division and Manager of Sales Department Second Division	Male				○	○			
Naotaka Okada	Director and Executive Officer General Manager of Recruiting Business Division and Manager of Business Promotion Department	Male				○	○			
Seiko Nakai	Director (Outside)	Female	○		○	○				
Miho Sakai	Director (Outside)	Female	○		○	○	○			

Name	Position and responsibility in the Company	Gender	Independent officer	Nominating Committee and Compensation Committee	Fields of expertise					
					Business administration	Sales and marketing	Industry knowledge	Global business	Finance and accounting	Legal affairs and compliance
Toshihiro Kono	Outside Director (Full-time Audit and Supervisory Committee Member)	Male	○	○				○		○
Takahide Murao	Outside Director (Audit and Supervisory Committee Member)	Male	○	○		○	○			
Makoto Saito	Outside Director (Audit and Supervisory Committee Member)	Male	○	○					○	○
Hiroyuki Rokugo	Outside Director (Audit and Supervisory Committee Member)	Male	○	○	○	○	○			

\* The above list shows fields where respective individuals have notable expertise. It does not indicate their entire knowledge or experiences.