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Securities code: 8613

May 31, 2022

To Shareholders with Voting Rights:

President & Representative Director
Minoru Kikuchi
Marusan Securities Co., Ltd.
3-6, Kojimachi 3-chome, Chiyoda-ku, Tokyo

NOTICE OF CONVOCATION OF THE 102ND ANNUAL GENERAL MEETING OF SHAREHOLDERS

Notice is hereby given that the 102nd Annual General Meeting of Shareholders (the “Meeting”) of Marusan Securities Co., Ltd. (the “Company”) will be held as described below.

In light of the spread of the novel coronavirus disease (COVID-19), we respectfully request that shareholders be mindful of their own health, and if you are not feeling well, please consider exercising your voting rights in writing or via the Internet instead of attending the General Meeting of Shareholders in person. The General Meeting of Shareholders will be broadcast live over the Internet, as was the case last year. You may observe the General Meeting of Shareholders from the comfort of your own home so please take advantage of this.

If you exercise your voting rights in writing or via the Internet, please review the Reference Documents for General Meetings of Shareholders below and submit your vote no later than 5:10 p.m. on Tuesday, June 21, 2022 (JST).

[Exercise of voting rights in writing (voting right exercise form)]

Please indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and return it so that it arrives by the deadline mentioned above. (Please note that this year, Japan Post Co., Ltd. is moving back the number of days for delivery.)

[Exercise of voting rights via the Internet]

Please access the Company's designated website for exercising voting rights (<https://evote.tr.mufg.jp/>), use the “Login ID” and “Temporary Password” indicated on the enclosed Voting Rights Exercise Form, and follow the instructions on the screen to enter your approval or disapproval of the proposals by the deadline for exercising voting rights indicated above.

PARTICULARS

1. **Date and Time:** Wednesday, June 22, 2022, at 10:00 a.m.
2. **Venue:** Marunouchi Building Hall, 7F, Marunouchi Bldg. 4-1, Marunouchi 2-chome, Chiyoda-ku, Tokyo
3. **Meeting Agenda:**

Matters for Reporting:

- (1) The Business Report for the 102nd Fiscal Year (from April 1, 2021 to March 31, 2022), the content of Consolidated Financial Statements and the results of the audit of the Consolidated Financial Statements by the Accounting Auditor and the Board of Auditors.
- (2) Content of Non-consolidated Financial Statements for the 102nd Fiscal Year (from April 1, 2021 to March 31, 2022)

Matters for Resolution:

- Proposal 1:** Appropriation of surplus
- Proposal 2:** Partial amendment to the Articles of Incorporation
- Proposal 3:** Election of seven (7) Directors
- Proposal 4:** Election of two (2) Corporate Auditors
- Proposal 5:** Election of one (1) Substitute Corporate Auditor as an Outside Corporate Auditor
- Proposal 6:** Payment of bonuses to Directors

(The attachments relating to the Matters for Reporting are set forth on pages 3 through 50 of the enclosed report for the 102nd Fiscal Year (Japanese only).)

4. Information on the Exercising of other Voting Rights

- (1) If no indication of approval or disapproval is provided for each Proposal on the Voting Rights Exercise Form, it will be treated as if you have indicated your approval of the Proposal.
- (2) In the event that you exercise your voting rights more than once via the Internet, the last vote will be treated as a valid exercise of your voting rights.
- (3) If exercising your voting rights both via the Internet and in the Voting Rights Exercise Form, we will treat the Internet exercise as a valid exercise of your voting rights.
- (4) Pursuant to Article 16 of the Company's Articles of Incorporation, if you wish to exercise your voting rights by proxy, you can delegate your voting rights to one shareholder of the Company who has voting rights. In this case, please submit a document certifying your power of attorney (Proxy Card).

5. Method of Notification in the Case of Modification of the Description

Should the Reference Documents for General Meetings of Shareholders, the enclosed Business Report on the Report for the 102nd Fiscal Year, Consolidated Financial Statements, and Non-consolidated Financial Statements require any revision, the Company will post the revised information on its website (<https://www.marusan-sec.co.jp/>) and notify you of such revision.

End

REFERENCE DOCUMENTS FOR GENERAL MEETING OF SHAREHOLDERS

Proposal 1: Appropriation of surplus

The appropriation of surplus shall be as follows.

Matters related to year-end dividends

The basic policy of the Company with respect to ordinary dividends is to provide a stable return of profits while enhancing our corporate strength by increasing internal reserves. In addition, we remain conscious of the need to be stable during periods of prosperity, but we intend to be more reflective of changes in business performance each fiscal year. With respect to the dividend payout ratio, the Company's policy is to pay a consolidated dividend payout ratio of 50% or more based on consolidated net income for fiscal year under review.

For the dividend for the current fiscal year, we propose to pay a year-end ordinary dividend of ¥11 per share.

- (1) Types of dividend assets
This will be in cash.
- (2) Matters concerning the allocation of dividend assets to shareholders and the total amount thereof
¥11 per share of common stock
The total amount of dividends is ¥731,691,378
- (3) Effective date of distribution of surplus
June 23, 2022

Since an interim ordinary dividend of ¥11 per share has already been paid, the total dividend for the current fiscal year is ¥22 per share.

Proposal 2: Partial amendment to the Articles of Incorporation

(1) Reason for the amendment

The Company proposes amending our Articles of Incorporation as follows, in order to prepare for the introduction of a system for providing general shareholder meeting materials in electronic format, because of the enforcement on September 1, 2022 of the amended provisions in the proviso of Article 1 of the Supplementary Provisions to the Act Partially Amending the Companies Act (Act No. 70 of 2019).

- (i) Article 15, paragraph (1) of the proposed amendment stipulates that information contained within the Reference Documents for General Meetings of Shareholders and Related Documents shall be provided by electronic means.
- (ii) Article 15 paragraph (2) of the proposed amendment establishes the scope of documents to be delivered to shareholders who have requested hardcopies of documents.
- (iii) Disclosure on Internet and Deemed Provision of Reference Documents for General Meetings of Shareholders and Related Documents (Article 15 of the current Articles of Incorporation) will not be needed. Therefore, the Company also proposes deleting those provisions.
- (iv) The Company proposes establishing new supplementary provisions relating to the effective date due to the aforementioned establishment of new provisions and the deletion of the current provisions. The Company proposes deleting these supplementary provisions after the prescribed time passes.

(2) Contents of the amendment

The details of this amendment are set out below:

Amendments are underlined

Current	Proposed Amendments
<p><u>(Disclosure on Internet and Deemed Provision of Financial Statements and Related Documents)</u></p> <p><u>Article 15: As for the convocation notice of the general meeting of shareholders, the Company is considered to have provided the information to be stated or indicated in the reference documents for the general meeting of shareholders, business reports, financial statements and consolidated financial statements to the shareholders by disclosing such information via the internet in accordance with the Ordinance of the Ministry of Justice.</u></p> <p style="text-align: center;">(Newly established)</p>	<p style="text-align: center;">(Deleted)</p> <p><u>(Measures to Provide Information in Electronic Format)</u></p> <p><u>Article 15: The Company shall electronically provide information contained in Reference Documents for General Meetings of Shareholders and Related Documents in convening the general meeting of shareholders.</u></p> <p><u>2 Among information to be provided electronically, the Company reserves the right to exclude, in whole or in part, any or all of the information set forth by the Ordinance of the Ministry of Justice in the documents to be delivered to shareholders who have requested delivery of hardcopies of documents by the record date for voting rights.</u></p>

Current	Proposed Amendments
<p data-bbox="395 309 587 342">(Newly established)</p> <p data-bbox="357 1149 628 1238">Established March 22, 1944 (Abbreviations omitted) Revised June 20, 2018</p>	<p data-bbox="975 273 1225 297"><u>Supplementary Provisions</u></p> <p data-bbox="802 315 1394 405"><u>(Transitional measures concerning the provision of materials for the General Meeting of Shareholders in electronic format)</u></p> <ol data-bbox="861 409 1394 1137" style="list-style-type: none"> <li data-bbox="861 409 1394 658"><u>1 The deletion of Article 15 (Disclosure on Internet and Deemed Provision of Reference Documents for General Meetings of Shareholders and Related Documents) and the establishment of (Measures to Provide Information in Electronic Format) in the Articles of Incorporation shall become effective as of September 1, 2022 (the “Enforcement Date”).</u> <li data-bbox="861 663 1394 911"><u>2 Notwithstanding the provisions in the preceding paragraph, Article 15 (Disclosure on Internet and Deemed Provision of Reference Documents for General Meetings of Shareholders and Related Documents) in the Articles of Incorporation before amendment shall have effect for a General Meeting of Shareholders held within six months of the Enforcement Date.</u> <li data-bbox="861 916 1394 1137"><u>3 These supplementary provisions shall be deleted after whichever comes later of the date on which six months have passed since the Enforcement Date or the date on which three months have passed since the date on which the General Meeting of Shareholders in the preceding paragraph is held.</u> <p data-bbox="963 1149 1235 1272">Established March 22, 1944 (same as to the left) Revised June 20, 2018 <u>Revised September 1, 2022</u></p>

Proposal 3: Election of seven (7) Directors

The terms of office of all seven (7) Directors will expire at the close of this Meeting. Accordingly, the Company proposes the election of seven (7) Directors as follows.

The candidates are as follows.

Candidate for Director

Candidate No.	Name	Current Position, etc. at the Company	Number of years tenured as director (at the end of this Meeting)	Attendance at the Board of Directors meetings	Experience and expertise of director candidates				
					Management	Securities sales	Compliance	CSR	Human resource development and diversity
1	Minoru Kikuchi Reelected	President & Representative Director	5 years	16/16 100%	○	○	○	○	○
2	Makoto Hattori Reelected	Representative Director Senior Managing Director	2 years	16/16 100%	○	○	○	○	○
3	Eisaku Imazato Reelected	Outside Director Independent	6 years	16/16 100%	○	○		○	
4	Akiyoshi Kakuda Reelected	Outside Director Independent Chairperson of the Board of Directors	6 years	16/16 100%	○	○	○		
5	Noriaki Tatekabe Reelected	Director Executive Officer	4 years	16/16 100%		○	○		○
6	Keiko Uehara Reelected	Outside Director Independent	4 years	16/16 100%	○	○	○	○	○
7	Ikuo Shoda Reelected	Outside Director Independent	1 year	12/12 100%	○	○			○

Candidate No.	Name (Date of birth)	Career summary and Current Position and Responsibilities at the Company (Important status in other companies)	Number of the Company's shares held
1	Minoru Kikuchi (December 19, 1963) Reelected	<p>April 1986 Joined the Company</p> <p>April 2003 General Manager, Human Resources Department</p> <p>February 2010 General Manager, Investment Trust Department</p> <p>June 2013 Executive Officer, General Manager, Investment Trust Department</p> <p>April 2015 Managing Executive Officer, General Manager, Investment Trust Department</p> <p>June 2017 Vice President & Representative Director</p> <p>August 2017 Vice President & Representative Director, General Manager, Sales Department</p> <p>May 2018 Vice President & Representative Director</p> <p>June 2018 President & Representative Director (current position)</p>	10,750
<p>Reason for proposing as candidate for Director</p> <p>Minoru Kikuchi has many years of experience of working in the Investment Trust Department, the Company's main product line. He has contributed to the preparation of the Company's management and product strategies as the General Manager of the Human Resources Department and the Investment Trust Department. Furthermore, he was appointed as Vice President & Representative Director in June 2017 and President & Representative Director in June 2018, gaining experience as an operational supervisor. The Company has judged that his knowledge and experience will be indispensable for the future management of the Company, and has therefore nominated him as a candidate for Director.</p>			

Candidate No.	Name (Date of birth)	Career summary and Current Position and Responsibilities at the Company (Important status in other companies)	Number of the Company's shares held
2	Makoto Hattori (October 16, 1966) Reelected	<p>April 1990 Joined the Company</p> <p>August 2004 Numata Branch Manager</p> <p>February 2006 In charge of the Western Region, Sales Division</p> <p>February 2008 Ikebukuro Branch Manager</p> <p>February 2012 General Manager, Equities Department</p> <p>May 2014 General Manager, Equities Division, General Manager, Equities Department</p> <p>June 2014 Executive Officer, General Manager, Equities Division, General Manager, Equities Department and General Manager, Equities Business Department</p> <p>February 2018 Executive Officer, General Manager, Equities Division, General Manager, Equities Department, General Manager, Equities Business Department and General Manager, Investment Information Department</p> <p>April 2018 Managing Executive Officer, General Manager, Equities Division, General Manager, Equities Department, General Manager, Equities Business Department, and General Manager, Investment Information Department</p> <p>April 2020 Senior Executive Officer, in charge of Sales Division, General Manager, Equities Division, General Manager, Equities Department and General Manager, Equities Business Department and General Manager, Investment Information Department</p> <p>June 2020 Representative Director and Senior Managing Director, in charge of Sales Division, General Manager, Equities Division, General Manager, Equities Department and General Manager, Equities Business Department and General Manager, Investment Information Department</p> <p>August 2020 Representative Director and Senior Managing Director, in charge of Sales Division, General Manager, Equities Division</p> <p>August 2021 Representative Director and Senior Managing Director, General Manager, Sales Department, General Manager, Equities Division, General Manager, Sales Planning Department & General Manager of Investment Consulting Department (current position)</p>	10,000
<p>Reason for proposing as candidate for Director</p> <p>Makoto Hattori has experience as a branch manager in two retail sales branches and is familiar with on-site sales. He also has extensive experience in head office operations at the Sales Division and Equities Division, and is proficient in analyzing market trends. Furthermore, he was appointed as Representative Director and Senior Managing Director in June 2020, and has gained experience as a supervisor of business operations. The Company has judged that his experience and knowledge are indispensable for the Company's management, and has therefore nominated him as a candidate for Director.</p>			

Candidate No.	Name (Date of birth)	Career summary and Current Position and Responsibilities at the Company (Important status in other companies)	Number of the Company's shares held
3	Eisaku Imazato (March 2, 1956) Reelected Candidate for Outside Director Independent (planned) Liability-limited contract (planned)	<p>April 1979 Joined The Nikko Securities Co., Ltd.</p> <p>March 2002 General Manager, Corporate Clients Department II, Nikko Cordial Securities Inc.</p> <p>March 2003 Executive Officer, General Manager, Tokyo Corporate Clients Department II</p> <p>December 2004 Director in charge of sales planning and corporate clients</p> <p>February 2005 Executive Managing Director in charge of planning and wholesale business promotion</p> <p>February 2007 Senior Managing Director in charge of Wholesales Sales Division I</p> <p>August 2008 Senior Executive Officer, Head of Institutional Client Coverage Division, Nikko Citigroup Limited</p> <p>February 2009 Managing Executive Officer, Co-Head of Corporate & Institutional Business Unit, Mitsubishi UFJ Securities Co., Ltd.</p> <p>May 2010 Managing Executive Officer, Head of Corporate & Institutional Business Unit, Head of Corporate Clients Group, and Co-Manager of Regional Executives, Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.</p> <p> Managing Executive Officer, Mitsubishi UFJ Securities Holdings Co., Ltd.</p> <p> Executive Officer, Mitsubishi UFJ Financial Group, Inc.</p> <p>June 2012 Senior Executive Officer, Head of Corporate & Institutional Business Unit, Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.</p> <p>June 2014 Advisor</p> <p>June 2016 Outside Director of the Company (current position) Chairperson of the Board of Directors</p> <p>June 2020 Member of Audit & Supervisory Board, Harmonic Drive Systems Inc. (current position)</p> <p>(serving concurrently) Member of Audit & Supervisory Board, Harmonic Drive Systems Inc.</p>	0
<p>(1) Overview of reason for proposing as candidate for Outside Director and expected roles Eisaku Imazato has extensive experience and broad insight as a securities executive and as the Chairperson of the Board of Directors of the Company. The Company expects him to make appropriate judgments from a fair and objective standpoint and to supervise the decision-making of the Board of Directors and the execution of business operations and to provide advice, etc., and therefore has nominated him as a candidate for Outside Director.</p> <p>(2) Number of years in office as Outside Director The term will be six (6) years at the conclusion of this Meeting.</p> <p>(3) Company's approach to their independence Eisaku Imazato was formerly involved in the execution of business operations of Mitsubishi UFJ Financial Group, Inc. which owns Mitsubishi UFJ Trust and Banking Corporation and MUFG Bank, Ltd., our business partner. However, approximately eight (8) years have passed since his retirement, and he is no longer in a position to be involved in the management of the company. Also, even considering the business relationship between Mitsubishi UFJ Financial Group, Inc. and the Company, we believe that there is no risk of a conflict of interest between him and the Company's shareholders in light of the criteria for independence of the Tokyo Stock Exchange, Inc. He is an independent director as provided for by the Tokyo Stock Exchange, Inc. and the Company plans to continue to submit his notification to the Exchange.</p>			

Candidate No.	Name (Date of birth)	Career summary and Current Position and Responsibilities at the Company (Important status in other companies)	Number of the Company's shares held
	Akiyoshi Kakuda (June 7, 1949) Reelected Candidate for Outside Director Independent (planned) Liability-limited contract (planned)	<p>April 1973 Joined Daiwa Securities Co. Ltd.</p> <p>July 1994 General Manager, Public Relations Department</p> <p>June 1997 Akasaka Branch Manager</p> <p>April 2001 Tokyo Branch Manager</p> <p>July 2003 Seconded to Japan Securities Dealers Association (JSDA), Secretary to the Chairman</p> <p>July 2006 Counselor, Daiwa Asset Management Co. Ltd.</p> <p>June 2009 Corporate Auditor, Retela Crea Securities Co., Ltd.</p> <p>April 2011 Lecturer, College of Business Administration, TOKYO SEITOKU UNIVERSITY</p> <p>June 2016 Outside Director of the Company (current position)</p> <p>April 2020 Chairperson of the Board of Directors of the Company (current position)</p>	0
4	<p>(1) Overview of reason for proposing as candidate for Outside Director and expected roles Akiyoshi Kakuda has served at a securities company, an investment management company, and a securities industry association, each of which has exposed him to the securities industry from different angles, and has a wealth of experience, achievements, and insight. He has experience as a corporate auditor of medium-sized securities firms and as a practitioner of financial education. In addition, he has held the important positions of Chairperson of the Board of Directors, Nominating Committee, Compensation Committee for Directors, and Compensation Committee for Executive Officers at the Company, and therefore is nominated as a candidate for Outside Director because he is expected to provide accurate suggestions and advice at the Board of Directors meetings from an objective standpoint independent from the management team engaged in business execution.</p> <p>(2) Number of years in office as Outside Director The term will be six (6) years at the conclusion of this Meeting.</p> <p>(3) Company's approach to their independence Akiyoshi Kakuda was formerly involved in the execution of the business of Daiwa Asset Management Co. Ltd., our business partner. However, 13 years have passed since his retirement and he is no longer in a position to be involved in the management of the company. Also, even considering the business relationship between Daiwa Asset Management Co. Ltd. and the Company, we believe that there is no risk of a conflict of interest between him and the Company's shareholders in light of the criteria for independence of the Tokyo Stock Exchange, Inc. He is an independent director as provided for by the Tokyo Stock Exchange, Inc. and the Company plans to continue to submit his notification to the Exchange.</p>		

Candidate No.	Name (Date of birth)	Career summary and Current Position and Responsibilities at the Company (Important status in other companies)	Number of the Company's shares held
5	Noriaki Tatekabe (May 12, 1962) Reelected	April 1988 Joined The Nikko Securities Co., Ltd. (current SMBC Nikko Securities Inc.) December 2008 General Manager, Corporate Management Department October 2010 General Manager, Product and Corporate Compliance Department October 2012 Head of the Secretariat March 2015 General Manager, Corporate Business Department July 2017 Joined the Company, Counselor, Supervision Division October 2017 Executive Officer, Deputy General Manager, Supervision Division June 2018 Director, Executive Officer, Internal Management Oversight Officer, General Manager, Supervision Division (current position) Director, Marusan Engineering Co., Ltd. (current position) (serving concurrently) Director, Marusan Engineering Co., Ltd.	5,000
<p>Reason for proposing as candidate for Director Noriaki Tatekabe is well versed in corporate and compliance operations, and has been working to strengthen the Company's internal control system as Director, Executive Officer and General Manager of the Supervision Division since June 2018. The Company has judged that he is an indispensable talent for the Company in the future, and has therefore nominated him as a candidate for Director.</p>			

Candidate No.	Name (Date of birth)	Career summary and Current Position and Responsibilities at the Company (Important status in other companies)	Number of the Company's shares held
	Keiko Uehara (January 7, 1960) Reelected Candidate for Outside Director Independent (planned) Liability-limited contract (planned)	<p>April 1982 Joined Daiwa Securities Co. Ltd.</p> <p>October 2005 General Manager, Direct Administration Department</p> <p>October 2007 General Manager, Education and Training Department</p> <p>April 2009 Executive Officer, Corporate Communications, Daiwa Securities Group Inc.</p> <p>April 2011 Senior Managing Director, Daiwa Securities Business Center Co., Ltd.</p> <p>June 2018 Outside Director of the Company (current position)</p>	0
6	<p>(1) Overview of reason for proposing as candidate for Outside Director and expected roles Keiko Uehara has extensive experience and broad insight in the securities business and as a corporate manager. The Company has nominated her for Outside Director in the expectation that she will make appropriate judgments from a fair and objective standpoint and supervise the decision-making of the Board of Directors and the execution of business operations and provide advice, etc.</p> <p>(2) Number of years in office as Outside Director The term will be four (4) years at the conclusion of this Meeting.</p> <p>(3) Company's approach to their independence Keiko Uehara was formerly involved in the execution of business operations at the Daiwa Securities Group Inc. which is a wholly owned holding company of Daiwa Asset Management Co. Ltd., our business partner. However, approximately 11 years have passed since her retirement, and she is no longer in a position to be involved in the management of the company. Also, even considering the business relationship between Daiwa Asset Management Co. Ltd. and the Company, we believe that there is no risk of a conflict of interest between her and the Company's shareholders in light of the criteria for independence of the Tokyo Stock Exchange, Inc. She is an independent director as provided for by the Tokyo Stock Exchange, Inc. and the Company plans to continue to submit her notification to the Exchange.</p>		

Candidate No.	Name (Date of birth)	Career summary and Current Position and Responsibilities at the Company (Important status in other companies)	Number of the Company's shares held
7	Ikuo Shoda (August 12, 1955) Reelected Candidate for Outside Director Independent (planned) Liability-limited contract (planned)	<p>April 1979 Joined Daiwa Securities Co. Ltd.</p> <p>July 1997 Tokorozawa Branch Manager</p> <p>July 2000 Tokushima Branch Manager</p> <p>February 2002 General Manager, Investment Trust Department</p> <p>February 2004 Shinjuku Center Building Branch Manager</p> <p>October 2005 North Kanto Group Manager and Utsunomiya Branch Manager</p> <p>April 2007 Executive Officer in charge of Sales</p> <p>April 2009 Managing Executive Officer in charge of Sales</p> <p>April 2011 Director and Senior Executive Officer (General Manager of Product Department), Daiwa Asset Management Co. Ltd.</p> <p>April 2016 Advisor</p> <p>May 2018 Executive Officer, Japan Rental Housing Investments Inc.</p> <p>April 2020 Executive Officer, Daiwa Securities Living Investment Corporation (Company name change due to merger)</p> <p>June 2021 Outside Director of the Company (current position)</p>	0
<p>(1) Overview of reason for proposing as candidate for Outside Director and expected roles Ikuo Shoda has extensive experience and broad insight in the securities business and as a corporate manager. The Company has judged that he will make appropriate judgments from a fair and objective standpoint and supervise the decision-making of the Board of Directors and the execution of business operations and provide advice, etc., and therefore has nominated him as a candidate for Outside Director.</p> <p>(2) Number of years in office as Outside Director The term will be one (1) year at the conclusion of this Meeting.</p> <p>(3) Company's approach to their independence Ikuo Shoda was involved in the execution of business at Daiwa Asset Management Co. Ltd. However, approximately six (6) years have passed since his retirement, and he is no longer in a position to be involved in the management of the company. Also, even considering the business relationship between Daiwa Asset Management Co. Ltd. and the Company, we believe that there is no risk of a conflict of interest between him and the Company's shareholders in light of the criteria for determining independence of the company from the Tokyo Stock Exchange, Inc. He is an independent director as provided for by the Tokyo Stock Exchange and the Company plans to continue to submit his notification to the Exchange.</p>			

- (Notes)
- There are no special interests between each of the candidates and the Company.
 - The Company has concluded a directors' and officers' liability insurance policy with an insurance company that insures Minoru Kikuchi, Makoto Hattori, Eisaku Imazato, Akiyoshi Kakuda, Noriaki Tatekabe, Keiko Uehara, and Ikuo Shoda. This policy covers the compensation for damages and litigation costs incurred in damage suits against an insured person arising from the performance of duties of the insured, with the Company assuming approximately 90% of the premiums and the insured bearing approximately 10%. In the event that the seven persons are reelected, they will continue to be insured under such insurance policies. In addition, the Company intends to renew such insurance policies during the seven persons' terms of office with the same details.
 - The Company has entered into an agreement with Eisaku Imazato, Akiyoshi Kakuda, Keiko Uehara, and Ikuo Shoda to limit their liability for damages as stipulated in Article 423, paragraph (1) of the Companies Act. The maximum amount of liability for damages under such agreement is the amount stipulated by law. If the reelection of the four persons is approved, the Company intends to continue such liability limitation agreement.

Proposal 4 Election of two (2) Corporate Auditors

The terms of office of both Corporate Auditors, Mr. Shigeru Fujii and Mr. Hiroshi Ota, will expire at the conclusion of this Meeting. Therefore, the Company proposes the election of two (2) new Corporate Auditors as described below. The Company has already obtained the consent of the Board of Auditors to elect two (2) Corporate Auditors.

The candidates are as follows.

Candidate No.	Name (Date of birth)	Career summary and Current Position and Responsibilities at the Company (Important status in other companies)	Number of the Company's shares held
1	Akio Shimizu (December 8, 1964) Newly Elected Candidate for Outside Corporate Auditor Independent (planned) Liability-limited contract (planned)	<p>April 1987 Joined The Mitsubishi Trust and Banking Corporation (current Mitsubishi UFJ Trust and Banking Corporation)</p> <p>March 2001 Manager, Funds Section, Singapore Branch</p> <p>April 2005 Group Manager, Fixed Income and Equity Investment Group, Securities Investment Department</p> <p>February 2006 Group Manager, Strategic Trading Group, Funds and Exchange Department</p> <p>July 2007 Group Manager, Foreign Exchange Group 1, Funds and Foreign Exchange Department</p> <p>April 2009 Deputy General Manager, Singapore Branch</p> <p>April 2014 General Manager, International Affairs Management Department</p> <p>February 2016 General Manager, Audit and Supervision Department</p> <p>April 2016 Deputy General Manager, Audit and Supervision Department</p> <p>April 2020 General Manager, Audit and Supervision Department (current position)</p>	0
<p>(1) Reason for proposing as candidate for Outside Corporate Auditor Akio Shimizu has extensive experience and broad insight at a major financial institution. Based on his experience and knowledge of securities investment business and auditing business in particular, the Company has judged that he is capable of appropriately performing the duties of a corporate auditor of the Company, and has nominated him as a candidate for Outside Corporate Auditor.</p> <p>(2) Company's approach to their independence Akio Shimizu was previously engaged in the execution of business of Mitsubishi UFJ Trust and Banking Corporation, a business partner of the Company and its fourth largest shareholder. However, he is not in a position to be directly involved in the management of the company, and even considering the business relationship between Mitsubishi UFJ Trust and Banking Corporation and the Company, we believe that there is no risk of a conflict of interest between him and the Company's shareholders in light of the criteria for independence of the Tokyo Stock Exchange, Inc. He is independent as provided for by the Tokyo Stock Exchange, Inc. and the Company plans to submit his notification to the Exchange.</p>			

Candidate No.	Name (Date of birth)	Career summary and Current Position and Responsibilities at the Company (Important status in other companies)	Number of the Company's shares held
2	Kazuhiro Negishi (January 15, 1966) Newly Elected Candidate for Outside Corporate Auditor Independent (planned) Liability-limited contract (planned)	<p>April 1990 Joined Nippon Life Insurance Company</p> <p>March 2000 Seconded to Nissay Asset Management Corporation</p> <p>March 2003 Manager, System Planning Office, System Development Department</p> <p>March 2004 General Manager, Investment Trust Management Risk Management Office, Investment Management Department</p> <p>March 2008 Manager, Specialized Section, Loan Administration Group, Loan Administration Department, Nippon Life Insurance Company</p> <p>March 2010 Manager, Specialized Section, Loan Administration Department</p> <p>April 2014 Deputy General Manager, Information System Department, seconded to SAYCO Building Management Co., Ltd.</p> <p>April 2016 Deputy General Manager, Corporate Governance Department</p> <p>March 2017 Financial Examiner, Financial Examination Department, Nippon Life Insurance Company (current position)</p>	0
<p>(1) Reason for proposing as candidate for Outside Corporate Auditor Kazuhiro Negishi has extensive knowledge and broad insight at major financial institutions. Based on his experience and knowledge of securities investment business, information system business and financial screening business in particular, the Company has judged that he is capable of appropriately performing the duties of a corporate auditor of the Company, and has nominated him as a candidate for Outside Corporate Auditor.</p> <p>(2) Company's approach to their independence Kazuhiro Negishi was previously engaged in the execution of business of Nippon Life Insurance Company, a business partner and the second largest shareholder of the Company. However, he is not in a position to be directly involved in the management of the company, and even considering the business relationship between Nippon Life Insurance Company and the Company, we believe that there is no risk of a conflict of interest between him and the Company's shareholders in light of the criteria for independence of the Tokyo Stock Exchange, Inc. He is independent as provided for by the Tokyo Stock Exchange, Inc. and the Company plans to submit his notification to the Exchange.</p>			

- (Notes)
- There are no special interests between each of the candidates and the Company.
 - The Company has concluded a directors' and officers' liability insurance policy with an insurance company that insures Directors, Corporate Auditors, and Executive Officers. This policy covers the compensation for damages and litigation costs incurred in damage suits against an insured person arising from the performance of duties of the insured, with the Company assuming approximately 90% of the premiums and the insured bearing approximately 10%. In the event of the election of Akio Shimizu and Kazuhiro Negishi, the Company intends to add them as insureds under the relevant insurance policies. In addition, the Company intends to renew such insurance policies during their terms of office with the same details.
 - If the election of Akio Shimizu and Kazuhiro Negishi is approved, the Company plans to enter into an agreement with them to limit their liability for damages under Article 423, paragraph (1) of the Companies Act. The maximum amount of liability for damages under such agreement is the amount stipulated by law.

Proposal 5: Election of one (1) Substitute Corporate Auditor as an Outside Corporate Auditor

Since the appointment of Isamu Mori, who was elected as a substitute Outside Auditor at the 101st Annual General Meeting of Shareholders held on June 22, 2021, is effective until the beginning of this Meeting, the Company proposes to re-elect one (1) substitute Outside Corporate Auditor.

With respect to such substitute, his/her appointment as a Corporate Auditor shall be conditioned upon the absence of the statutory number of Outside Corporate Auditors, and his/her term of office shall be the remaining term of office of his/her predecessor.

The resolution will remain in effect until the beginning of next year's Annual General Meeting of Shareholders.

The Company has already obtained the consent of the Board of Auditors to elect one (1) Substitute Outside Corporate Auditor.

The candidate is as follows.

Name (Date of birth)	Career summary (Important status in other companies)	Number of the Company's shares held
<p style="text-align: center;">Isamu Mori (February 23, 1948) Candidate for Substitute Outside Corporate Auditor Liability-limited contract (planned)</p>	<p>March 1979 Nihon University Graduate School of Law Post-doctoral Program</p> <p>April 1989 Professor, Faculty of Law, Dokkyo University</p> <p>February 1999 Registered as an attorney (Tokyo Bar Association, Commons Law Office) (current position)</p> <p>April 2004 Professor, Graduate School of Law, Chuo University (Graduate School of Law)</p> <p>June 2006 Outside Corporate Auditor, Toyo Suisan Kaisha, Ltd. (current position)</p> <p>May 2011 Outside Corporate Auditor, Saikaya Department Store Co.,Ltd. (current position)</p> <p>March 2018 Retired Professor, Graduate School of Law, Chuo University (Graduate School of Law)</p>	0

Reason for proposing such candidate as a candidate for Substitute Corporate Auditor as an Outside Corporate Auditor

Isamu Mori has been engaged in education and research in civil law and civil procedural law for many years at Faculty of Laws and law schools, and has also been practicing as a lawyer for approximately 23 years. The Company has selected him as a candidate for Substitute Corporate Auditor as an Outside Corporate Auditor so that he can apply the insight he has developed through his extensive experience to the audit system of the Company.

While Isamu Mori has no direct experience in corporate management, he is well versed in corporate legal affairs from the perspective of dispute processing or preventive jurisprudence in the above-mentioned positions and the Company judges that he will be able to appropriately perform his duties as an Outside Corporate Auditor.

- (Notes)
1. There are no special interests between the candidate and the Company.
 2. In the event that Isamu Mori is elected and appointed as an Outside Corporate Auditor due to a vacancy in the statutory number of Outside Corporate Auditors, the Company intends to add him as an insured under the Directors' and Officers' Liability Insurance Policy described in Proposal 4 (Note 2) and will renew the policy during his term of office with the same details.
 3. In the event that Isamu Mori is elected and assumes office as an Outside Corporate Auditor due to a vacancy in the statutory number of Outside Corporate Auditors, the Company will enter into a limited liability agreement with him limiting his liability for damages under Article 423, paragraph (1) of the Companies Act to the amount stipulated in the law.

Proposal 6: Payment of bonuses to Directors

At the 85th Annual General Meeting of Shareholders held on June 28, 2005, an annual compensation amount of up to ¥200 million for Directors was approved. Separate from this compensation amount, in order to reward the directors for their efforts for the current fiscal year's performance, the Company proposes to pay up to ¥20 million (a 33.3% decrease from the previous fiscal year) in total as director bonuses to the three Directors who were in office during the 102nd fiscal year, excluding the four Outside Directors.

The total amount of such bonuses was determined based on the decision policy described on pages 19-20 of the Report for the 102nd Fiscal Year (Japanese only) and through deliberations by the Compensation Committee for Directors, which consists of four Outside Directors of the Company, using ordinary income and net income for the current fiscal year as indicators, taking into consideration the amount of bonuses paid to Directors previously and other various factors.

If this Proposal is approved, the specific amount and timing of payment to each director will be determined by the Compensation Committee for Directors, consisting of Outside Directors, as described on page 20 of the Report for the 102nd Fiscal Year (Japanese only).

END