

Note: This English translation is made for reference purposes only, and in the event of any discrepancies between the English version and the Japanese version, the Japanese version prevails.

To Our Shareholders

Securities Code: 2378

June 5, 2024

(Commencement date of electronic provision of materials for the General Meeting of Shareholders:
May 30, 2024)

2-10-14 Ryogoku, Sumida-ku, Tokyo

RENAISSANCE INCORPORATED

Toshiharu Okamoto, Representative Director and President

Notice of the 42nd Annual General Meeting of Shareholders

We are pleased to announce the 42nd Annual General Meeting of Shareholders of RENAISSANCE INCORPORATED (the "Company"), which will be held as described below.

The 42nd Annual General Meeting of Shareholders is being convened electronically and materials for the shareholders' meeting is posted on the following websites as the "Notice of the 42nd Annual General Meeting of Shareholders." Please access either website to view the materials.

Company website (in Japanese)

Website posting the Notice of the 42nd Annual General Meeting of Shareholders

<https://www.s-renaissance.co.jp/ir/disclosure/>

Tokyo Stock Exchange Website (in Japanese)

Tokyo Stock Exchange Listed Company Search

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

On the Tokyo Stock Exchange website, please enter and search Issue name (corporate name) "Renaissance" or Code "2378," select "Basic information" and "Documents for public inspection/PR information" and access the "Notice of General Shareholders Meeting/Informational Materials for a General Shareholders Meeting" section.

In lieu of attending the meeting in person, you may exercise your voting rights in advance by mail (in writing) or via the Internet. Please review the attached "Reference Documents for the General Meeting of Shareholders" and exercise your voting rights by 5 p.m. (Japan Standard Time) on Thursday, June 20, 2024.

1. Date and Time:

Friday, June 21, 2024, at 10 a.m. (Japan Standard Time) (Reception opens at 9 a.m.)

2. Venue

1-6-1 Yokoami, Sumida-ku, Tokyo

"Kiyosumi" on the 5th floor of Dai-Ichi Hotel Ryogoku

* Please submit the enclosed Voting Rights Exercise Form at the reception desk upon entering.

3. Purpose of the Meeting:

Matters to be reported:

1. The Business Report and the Consolidated Financial Statements for the Company's 42nd fiscal year (from April 1, 2023, to March 31, 2024) and the results of the audit of the Consolidated Financial Statements by the Accounting Auditor and the Board of Corporate Auditors
2. Non-consolidated Financial Statements for the Company's 42nd fiscal year (from April 1, 2023, to March 31, 2024)

Matters to be resolved:

- | | |
|----------------|--|
| Proposal No. 1 | Election of Nine Directors |
| Proposal No. 2 | Election of Two Corporate Auditors |
| Proposal No. 3 | Election of One Substitute Corporate Auditor |

4. Matters to be Decided for Convocation

- (1) In accordance with laws and regulations and Article 14 of the Company's Articles of Incorporation, the following items are not included in the documents to be delivered to shareholders who have requested the delivery of written documents. Accordingly, the documents to be delivered to shareholders who have requested delivery of the documents are part of the subject documents audited by the Corporate Auditors and the Accounting Auditor in preparing the audit report.
 - 1) "6. Company Structure and Policies" in the Business Report (excluding "Policy on Determination of Dividends from Surplus, etc.")
 - 2) Consolidated Statement of Changes in Net Assets and Notes to Consolidated Financial Statements
 - 3) Non-Consolidated Statement of Changes in Net Assets and Notes to Non-Consolidated Financial Statements
- (2) If the same shareholder exercises his/her voting rights both in writing and via the Internet, the voting rights exercised via the Internet shall be treated as valid.
If the same shareholder exercises his/her voting rights more than once via the Internet, etc., the last exercise of voting rights shall be treated as valid.
- (3) If there is no indication of approval or disapproval of (or abstention from) a proposal, it shall be treated as an indication of approval.
- (4) If you wish to exercise your voting rights in a diverse manner (voting for and against the same proposal), please notify the Company of such intention and the reason thereof at least three days prior to the General Meeting of Shareholders.
- (5) Restrictions on proxy voting
Only shareholders may enter the above venue. If you exercise your voting rights by proxy, one other shareholder with voting rights may attend the meeting as your proxy. Please note that a "Document Certifying Authority of Representation" along with the "Voting Rights Exercise Form" will need to be submitted to the reception desk at the venue.

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- Ⓞ In the event of any modification to the electronic provision measures, the modification will be posted on each of the aforementioned websites.
 - Ⓞ The "Notice of Resolutions of the General Meeting of Shareholders" will not be issued or mailed out. The results of this General Meeting of Shareholders are available on the aforementioned Company website.
 - Ⓞ **Souvenirs at the General Meeting of Shareholders have been discontinued. We would appreciate your understanding.**

Proposals and Reference Information

Proposal No. 1 Election of Nine Directors

As the terms of office of all nine Directors will expire at the conclusion of this Annual General Meeting of Shareholders, the Company proposes the election of nine Directors, including four Outside Directors.

The candidates for Director are as follows:

Candidate Number	Name	Current position and responsibilities in the Company	Attendance at Board of Directors meetings
1	Toshikazu Saito Reappointment	Representative Director and Chairman	17/17 (100%)
2	Toshiharu Okamoto Reappointment	Representative Director and President Chief Health Officer (CHO)	17/17 (100%)
3	Misao Mochizuki Reappointment	Executive Vice President and Director Executive General Manager of Healthcare Business Department and Director of Synapsology Research Institute	17/17 (100%)
4	Yoshitsugu Anzawa Reappointment	Senior Managing Director Chief Financial Officer Executive General Manager of Management Department	17/17 (100%)
5	Tomonori Yoshida Reappointment	Director	17/17 (100%)
6	Nami Abe Reappointment Outside Independent	Outside Director	17/17 (100%)
7	Kuniko Torayama Reappointment Outside	Outside Director	17/17 (100%)
8	Takumi Matsui Reappointment Outside Independent	Outside Director	17/17 (100%)
9	Kentaro Taniguchi Reappointment Outside Independent	Outside Director	14/14 (100%)

Reappointment = Candidate for reappointment as Director New Appointment = Candidate to be newly appointed as Director
Outside = Candidate for Outside Director Independent = Candidate for Independent Director

* Mr. Kentaro Taniguchi was newly elected at the previous year's General Meeting of Shareholders (held on June 28, 2023). Therefore, the number of times he attended Board of Directors meetings is different.

Candidate Number 1 Toshikazu Saito (June 18, 1944)

Reappointment



Number of the Company's shares owned

Ordinary shares

350,000

Tenure as Director

38 years

(At the conclusion of this General Meeting of Shareholders)

Attendance at Board of Directors meetings

17/17

(100%)

Brief career history, positions and responsibilities, and significant concurrent positions

April 1967	Joined Dainippon Ink and Chemicals, Incorporated (currently DIC Corporation)
June 1986	Director of the Company
June 1990	Managing Director and Executive General Manager of Sales Department
June 1992	Representative Director and President
June 2004	Representative Director and President, Executive Officer
June 2007	President and Representative Director of Japan Sports Health Industries Federation
April 2008	Representative Director and Chairman, Executive Officer of the Company
April 2011	Representative Director and Chairman
February 2018	Outside Director of QB Net Holdings Co., Ltd.
August 2020	Representative Director and Chairman, Executive Officer of the Company (current position)
September 2021	Outside Director (Audit and supervisory committee member) of QB Net Holdings Co., Ltd.
December 2022	Temporary member of Sports Council, Japan Sports Agency
March 2023	Director of Tokyu Sports Oasis Co., Ltd. (currently Sports Oasis Co., Ltd.) (current position)

Reason for nomination as candidate for Director

After planning the business and founding the Company in 1979, Mr. Toshikazu Saito became the Company's Representative Director in 1992 and has been at the helm of the Company's management since then. The Company continues to nominate him as a candidate for Director because of his extensive experience and accomplishments in corporate management and the fitness industry.

Candidate Number 2 Toshiharu Okamoto (July 16, 1957)

Reappointment



Number of the Company's shares owned

Ordinary shares

6,495

Tenure as Director

16 years

(At the conclusion of this General Meeting of Shareholders)

Attendance at Board of Directors meetings

17/17

(100%)

Brief career history, positions and responsibilities, and significant concurrent positions

April 1980	Joined Fukuoka Kasuga Lawn Tennis Club
June 2008	Director, Executive Officer, Deputy Executive General Manager of Sales Department, Manager of Sales Administration Department Division of the Company
April 2011	Executive Managing Director, Executive General Manager of Sales Department
April 2015	Executive Managing Director, in charge of Sports Club Business Department
April 2016	Senior Managing Director, in charge of Sports Club Business Department and Coordinator of Business Support
April 2018	Senior Managing Director, Executive General Manager of Sales Department
April 2020	Executive Vice President and Director, Executive General Manager of Sales Department and Executive General Manager of Business Planning and Development Division
May 2020	Executive Vice President and Director, Executive General Manager of Sales Department
June 2020	Representative Director and President, Chief Health Officer (CHO), Executive General Manager of Sales Department
April 2021	Representative Director and President, Chief Health Officer (CHO) (current position)
June 2022	Board member of Fitness Industry Association of Japan (current position)
March 2024	Director of Tokyu Sports Oasis Co., Ltd. (currently Sports Oasis Co., Ltd.) (current position)

Reason for nomination as candidate for Director

Mr. Toshiharu Okamoto has held key positions in the sales division of the sports club business department and currently serves as Representative Director and President, the chief executive in charge of business execution. The Company continues to nominate him as a candidate for Director given his extensive experience and accomplishments in corporate management and the Company's overall business.

Candidate Number 3 Misao Mochizuki (March 15, 1962)

Reappointment



Number of the Company's shares owned

Ordinary shares

20,799

Tenure as Director

4 years

(At the conclusion of this General Meeting of Shareholders)

Attendance at Board of Directors meetings

17/17

(100%)

Brief career history, positions and responsibilities, and significant concurrent positions

December 1987	Joined the Company
October 2015	Executive Corporate Officer, Manager of New Business Development Division
April 2017	Managing Executive Officer, Assistant to Healthcare Business Department, Assistant to New Business Category/New Business and Manager of New Business Development Division
April 2018	Managing Executive Officer, Deputy Executive General Manager of Healthcare Solutions Division, and Director of Health and Sports Education Research Institute
April 2019	Managing Executive Officer, Deputy Executive General Manager of Healthcare Solutions Division, Manager of Product R&D Division and Director of Synapsology Research Institute
April 2020	Managing Executive Officer, Deputy Executive General Manager of Healthcare Solutions Division, Manager of Healthcare R&D Division and Director of Synapsology Research Institute
June 2020	Executive Managing Director, Deputy Executive General Manager of Sales Department, Coordinator of Healthcare, Manager of Healthcare R&D Division and Director of Synapsology Research Institute
April 2021	Executive Managing Director, Executive General Manager of Healthcare Business Department and Director of Synapsology Research Institute
April 2023	Executive Vice President and Director, Executive General Manager of Healthcare Business Department and Director of Synapsology Research Institute (current position)
April 2023	Visiting Professor, School of Health Studies, Tokai University (current position)

Reason for nomination as candidate for Director

Ms. Misao Mochizuki has held key positions in all aspects of the Company's business and currently oversees the division responsible for functions related to the healthcare business. The Company continues to nominate her as a candidate for Director given her extensive business experience and achievements at the Company.

Candidate Number 4 Yoshitsugu Anzawa (February 5, 1964) Reappointment



Number of the Company's shares owned

Ordinary shares

11,950

Tenure as Director

5 years

(At the conclusion of this General Meeting of Shareholders)

Attendance at Board of Directors meetings

17/17

(100%)

Brief career history, positions and responsibilities, and significant concurrent positions

April 1988	Joined the Company
April 2008	Executive Corporate Officer, Manager of Corporate Planning Division
April 2010	Executive Corporate Officer, Deputy Executive General Manager of Healthcare Business Department
April 2014	Executive Corporate Officer, Manager of Corporate Planning Division
April 2015	Executive Corporate Officer, Assistant to Corporate Strategy and Manager of Corporate Strategy Division
April 2016	Managing Executive Officer, Coordinator of Business Efficiency, Assistant to the Treasurer, Assistant to Corporate Strategy
June 2016	Managing Executive Officer, Chief Financial Officer, Treasurer, Coordinator of Business Efficiency, Assistant to Corporate Strategy
April 2017	Managing Executive Officer, Chief Financial Officer, Treasurer, Coordinator of Business Efficiency
April 2018	Managing Executive Officer, Chief Financial Officer, Executive General Manager of General Accounting and Finance Division
June 2019	Executive Managing Director, Chief Financial Officer, Executive General Manager of Business Management Department
June 2020	Executive Managing Director, Chief Financial Officer, Executive General Manager of Planning Department and Executive General Manager of Business Management Department
July 2020	Director, Community Net Inc. (current position)
September 2020	Executive Managing Director, Chief Financial Officer, Executive General Manager of Business Management Department of the Company
April 2023	Senior Managing Director, Chief Financial Officer, Executive General Manager of Management Department (current position)
March 2024	Director of Tokyu Sports Oasis Co., Ltd. (currently Sports Oasis Co., Ltd.) (current position)

Reason for nomination as candidate for Director

Mr. Yoshitsugu Anzawa has held key positions in the Corporate Strategy Division and currently holds the position of Chief Financial Officer. The Company continues to nominate him as a candidate for Director given his extensive business experience and accomplishments in corporate management as well as finance and accounting.

Candidate Number 5 Tomonori Yoshida (January 7, 1968)

Reappointment



Number of the Company's shares owned

Ordinary shares

14,750

Tenure as Director

3 years

(At the conclusion of this General Meeting of Shareholders)

Attendance at Board of Directors meetings

17/17

(100%)

Brief career history, positions and responsibilities, and significant concurrent positions

April 1990	Joined the Company
April 2010	Executive Corporate Officer, Manager of Sales Planning Division
April 2015	Executive Corporate Officer, Manager of Personnel Strategy Division
November 2016	Executive Corporate Officer, Assistant to Corporate Strategy and Manager of Personnel Strategy Division
April 2017	Managing Executive Officer, Assistant to Corporate Strategy and Manager of Personnel Strategy Division
April 2018	Managing Executive Officer, Executive General Manager of Corporate Department
June 2019	Managing Executive Director, Executive General Manager of Corporate Department and Manager of Public Relation Division
April 2020	Managing Executive Director, Deputy Executive General Manager of Sales Department, Director and General Manager of Sales
June 2020	Managing Executive Officer, Deputy Executive General Manager of Sales Department, Coordinator of Sports Club Business Department and Manager of Communication Design Division
October 2020	Managing Executive Officer, Deputy Executive General Manager of Sales Department and Coordinator of Sports Club Business Department
April 2021	Managing Executive Officer, Executive General Manager of Sports Club Business Planning Division
June 2021	Managing Executive Director, Executive General Manager of Sports Club Business Planning Division
March 2023	Executive Vice President and Representative Director of Tokyu Sports Oasis Co., Ltd. (currently Sports Oasis Co., Ltd.) (current position)
April 2023	Director of the Company (current position)
March 2024	President, Representative Director and CEO of Tokyu Sports Oasis Co., Ltd. (currently Sports Oasis Co., Ltd.) (current position)

Reason for nomination as candidate for Director

Mr. Tomonori Yoshida has held key positions in the planning, sales, and administrative divisions of the sports club business, and has extensive experience and achievements in business and administrative divisions. In addition, as he currently concurrently serves as President and Representative Director of Sports Oasis Co., Ltd. and is in a position to execute its management, he plays an important role in strengthening cooperation with the Company. Therefore, the Company continues to nominate him as a candidate for Director.

Candidate Number 6 Nami Abe (January 21, 1964)

Reappointment

Outside

Independent



Number of the Company's shares owned

Ordinary shares

1,500

Tenure as Director

3 years

(At the conclusion of this General Meeting of Shareholders)

Attendance at Board of Directors meetings

17/17

(100%)

Brief career history, positions and responsibilities, and significant concurrent positions

April 1990	Joined Nikkei Inc.
April 2012	Senior Staff Writer and Editorial Writer, Editorial Bureau, Nikkei Inc.
April 2013	Senior Staff Writer, Editorial Writer and Editor-in-Chief of "Working Women's Section" of the Nikkei's morning edition, Editorial Bureau, Nikkei Inc.
April 2014	Senior Staff Writer, Editorial Bureau, Nikkei Inc.
April 2016	Chief Newscaster, Editorial Bureau, Nikkei Inc.
April 2018	Senior Editor, Economic Commentary Department, Editorial Bureau, Nikkei Inc.
April 2019	Deputy Editor, Economic Commentary Department, Editorial Bureau, Nikkei Inc.
April 2020	Visiting Professor, Faculty of Global Business, Showa Women's University Visiting Professor, Department of Business Administration, Tokyo Management College (current position)
June 2021	Outside Director of the Company (current position)
April 2023	Visiting Research Fellow, Institute of Policy and Cultural Studies, Chuo University (current position)

Reason for nomination as candidate for Outside Director

Ms. Nami Abe has held key positions at Nikkei Inc. and has extensive experience in the news media and expert insight in management. Although she does not have experience of being directly involved in corporate management other than serving as an outside director, she has provided active opinions and suggestions regarding public relations and sustainability strategies at meetings of the Board of Directors, and we expect her to contribute to strengthening the Company's corporate governance and increasing our corporate value, and therefore we continue to nominate her for Outside Director.

Candidate Number 7 Kuniko Torayama (April 11, 1970)

Reappointment

Outside



Number of the Company's shares owned

0

Tenure as Director

2 year

(At the conclusion of this General Meeting of Shareholders)

Attendance at Board of Directors meetings

17/17

(100%)

Brief career history, positions and responsibilities, and significant concurrent positions

April 1993	Joined Mitsubishi Electric Corporation
September 2000	Joined Squire Sanders & Dempsey LLP (current Squire Patton Boggs)
November 2000	Registered as an attorney at law in California, United States of America
January 2004	Joined Novartis Pharma K.K.
November 2004	Associate, Milbank, Tweed, Hadley & McCloy LLP
November 2005	Associate, Squire Sanders & Dempsey LLP (current Squire Patton Boggs)
June 2008	Outside Corporate Auditor of the Company
February 2010	Joined DIC Corporation
January 2022	Executive Officer, Head of ESG Division in charge of Diversity, DIC Corporation (current position)
June 2022	Outside Director of the Company (current position)

Reason for nomination as candidate for Outside Director

Ms. Kuniko Torayama is a licensed U.S. attorney with extensive experience and knowledge in corporate legal affairs and sustainability. She has actively provided opinions and suggestions on the Company's sustainability strategy, corporate governance, and other issues at the Board of Directors meetings, and we expect her to contribute to strengthening the Company's corporate governance and increasing its corporate value. Therefore, we continue to nominate her for Outside Director.

Candidate Number 8 Takumi Matsui (October 3, 1981)

Reappointment

Outside

Independent



Number of the Company's shares owned

0

Tenure as Director

2 year

(At the conclusion of this General Meeting of Shareholders)

Attendance at Board of Directors meetings

17/17

(100%)

Brief career history, positions and responsibilities, and significant concurrent positions

April 2006	Joined Bridgestone Corporation
October 2011	Joined Waku Consulting Co., Ltd.
April 2013	Executive Officer, Waku Consulting Co., Ltd.
April 2014	Director and Executive Vice President, Waku Consulting Co., Ltd.
May 2016	Matsui Service Consulting Representative (current position)
November 2018	Outside Director of Edutainment Planet Co. Ltd. (current position)
April 2020	Representative of Society for Serviceology
June 2022	Board member of Society for Serviceology (current position)
June 2022	Outside Director of the Company (current position)

Reason for nomination as candidate for Outside Director

Mr. Takumi Matsui has extensive experience and knowledge of corporate management and the service industry as a representative of a service consulting business. He has provided active opinions and suggestions on the improvement of service quality and corporate value at the Board of Directors meetings, and we expect him to contribute to strengthening the Company's corporate governance and increasing its corporate value. Therefore, we continue to nominate him for Outside Director.

Candidate Number 9 Kentaro Taniguchi (April 4, 1961)

New Appointment

Outside

Independent



Number of the Company's shares owned

0

Tenure as Director

1 year

(At the conclusion of this General Meeting of Shareholders)

Attendance at Board of Directors meetings

14/14

(100%)

Brief career history, positions and responsibilities, and significant concurrent positions

April 1987	Joined Nissho Iwai Corporation
February 2000	General Manager, New Business Planning Department, SoftBank E-Commerce Corp. (now SoftBank Corp.)
March 2001	Executive Vice President and Representative Director, Cmnet Corporation
February 2003	Executive Officer, Deputy General Manager of Sourcing Division, DeeCorp Limited
September 2003	Director of DeeCorp Limited
January 2006	Director and Chief Operating Officer of DeeCorp Limited
April 2006	President and Director of DeeCorp Finance Limited
October 2006	President and Representative Director of DeeCorp Limited
June 2020	Chairman and Representative Director of DeeCorp Limited
June 2020	Outside Director of Takara Leben Co., Ltd.
April 2021	Chairman and Director of DeeCorp Limited
June 2022	President and Representative Director of Leben Clean Energy Co., Ltd. (currently MIRARTH Energy Solutions Inc.) (current position)
October 2022	Executive Officer, MIRARTH Holdings, Inc. (current position)
June 2023	President and Representative Director of MIRARTH Green Tech Inc. (current position)
June 2023	Outside Director of the Company (current position)

Reason for nomination as candidate for Outside Director

Mr. Kentaro Taniguchi has held important positions in several companies over the years and has abundant experience and knowledge of corporate management, and we expect him to contribute to strengthening our corporate governance and increasing our corporate value. Therefore, we continued to nominate him for Outside Director.

- (Notes)
1. There are no special interests between each candidate and the Company.
 2. The Company designates Ms. Nami Abe, Mr. Takumi Matsui and Mr. Kentaro Taniguchi as independent directors in accordance with Rule 436-2 of the Securities Listing Regulations of the Tokyo Stock Exchange. If their reappointment is approved, they will continue to serve as independent directors.
 3. **Liability limitation agreement with Outside Directors**
The Company has entered into liability limitation agreements with Ms. Nami Abe, Mr. Kuniko Torayama, Mr. Takumi Matsui and Mr. Kentaro Taniguchi, under which each of them shall be liable for damages up to the minimum liability amount stipulated in Article 425, Paragraph 1 of the Companies Act if they have caused damage to the Company due to negligence of their duties in good faith and without any gross negligence. If the reappointment of Ms. Nami Abe, Ms. Kuniko Torayama, Mr. Takumi Matsui and Mr. Kentaro Taniguchi is approved, the Company intends to continue such agreements with each of them.
 4. **Directors and officers liability insurance policy**
The Company has entered into a directors and officers liability insurance policy with an insurance company. The policy provides that the insured shall be indemnified for damages and costs of litigation in the event of a claim for damages in connection with the insured's performance (including omissions) of his or her duties. All candidates for Directors will be included as insured persons under the policy. The same policy will be continued at the next renewal.
 5. The family register name of Ms. Misao Mochizuki, a candidate for Director, is Ms. Misao Konabe.

Proposal No. 2 Election of Two Corporate Auditors

The terms of office of two Corporate Auditors, Mr. Toshikazu Tanaka and Ms. Miyako Ikuta will expire at the conclusion of this Annual General Meeting of Shareholders. Therefore, the Company proposes the election of two Corporate Auditors.

The Board of Corporate Auditors has given its consent to this proposal.

The candidates for Corporate Auditor are as follows:

Candidate Number 1

Ryuta Katagiri (July 12, 1967)

New Appointment



Number of the Company's shares owned

Ordinary shares

18,800

Tenure as Corporate Auditor

—

Attendance at Board of Directors meetings

—

Attendance at Board of Corporate Auditors meetings

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Brief career history, positions and significant concurrent positions

April 1990	Joined the Company
July 2008	Manager of Finance Division
April 2011	Manager of General Accounting and Finance Division
September 2017	Manager of Active Life Division
April 2021	Manager of General Accounting and Finance Division
October 2023	General Manager, Corporate Planning Group, Corporate Planning Division of Tokyu Sports Oasis Co., Ltd. (currently Sports Oasis Co., Ltd.)
May 2024	Corporate Auditor of Tokyu Sports Oasis Co., Ltd. (currently Sports Oasis Co., Ltd.) (current position)
April 2024	General Manager of Administration Division (current position)

Reason for nomination as candidate for Corporate Auditor

Mr. Ryuta Katagiri has successively held important positions in the general accounting and finance divisions, and has extensive experience in the Company's business and knowledge of corporate accounting. The Company has newly nominated him as a candidate for Corporate Auditor as it believes that he will be able to appropriately perform audit duties for the Company.

(Note) There are no special interests between Mr. Ryuta Katagiri and the Company.

Candidate Number 2 Eri Furukawa (November 15, 1961)

New Appointment

Outside

Independent



Number of the Company's shares owned

0

Tenure as Corporate Auditor

—

Attendance at Board of Directors meetings

—

Attendance at Board of Corporate Auditors meetings

—

Brief career history, positions and significant concurrent positions

April 1988	Certified to practice law in Japan Joined Law Offices of Yumoto, Kogo & Mori (currently Law Offices of Yumoto, Ota & Miyazaki)
September 1992	Joined Alston & Bird Law Firm
July 1994	Partner lawyer of Law Offices of Yumoto & Ota (currently, Law Offices of Yumoto, Ota & Miyazaki)
December 1997	Partner lawyer of Mitsui, Yasuda, Wani & Maeda
August 2003	Partner lawyer of City-Yuwa Partners
January 2021	Joined Fujimoto Patent & Law Office (patent law office) (current position)
May 2022	Director of HyAS & Co. Inc. (Full-time Audit and Supervisory Committee Member)

Reason for nomination as candidate for Outside Corporate Auditor

Ms. Eri Furukawa is qualified to practice law. The Company determined that she could utilize her extensive experience, knowledge, etc. to further enhance the Company's management monitoring system and can appropriately perform her duties as an Outside Corporate Auditor of the Company from an objective standpoint. Although she has no experience of being directly involved in corporate management, the Company has nominated her as a candidate for Outside Corporate Auditor for the above reasons.

- (Notes)
1. There are no special interests between Ms. Eri Furukawa and the Company.
 2. If her appointment is approved, the Company plans to designate her as an independent director in accordance with Rule 436-2 of the Securities Listing Regulations of the Tokyo Stock Exchange.

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- (Notes)
1. If the appointment of Mr. Ryuta Katagiri and Ms. Eri Furukawa is approved, the Company will enter into a liability limitation agreement with them. An outline of the agreement is that if a Corporate Auditor causes damage to the Company due to negligence of his/her duties in good faith and without any gross negligence, he/she shall be liable for damages up to the minimum liability amount stipulated in Article 425, Paragraph 1 of the Companies Act.
 2. The Company has entered into a directors and officers liability insurance policy with an insurance company. The policy provides that the insured shall be indemnified for damages and costs of litigation in the event of a claim for damages in connection with the insured's performance (including omissions) of his or her duties. All candidates for Corporate Auditor will be included as insured persons under the policy. The same policy will be continued at the next renewal.
 3. Ms. Eri Furukawa is scheduled to assume the position of outside corporate auditor of Sanoh Industrial Co., Ltd., effective June 21, 2024.

Proposal No. 3 Election of One Substitute Corporate Auditor

Mr. Kiyoshi Watanabe, a substitute Corporate Auditor, was appointed at the 38th Annual General Meeting of Shareholders held on June 25, 2020, and his post will expire at the commencement of this Annual General Meeting of Shareholders. Hence, the Company proposes the election of one Substitute Corporate Auditor in preparation for the case where the number of Corporate Auditors falls short of that stipulated in laws and regulations.

The effectiveness of the appointment may be rescinded by a resolution of the Board of Directors, with the consent of the Board of Corporate Auditors, only prior to assuming office.

Additionally, the Board of Corporate Auditors has given its consent to this proposal.

The candidate for Substitute Corporate Auditor is as follows:

Kiyoshi Watanabe (December 21, 1949)

Brief career history, positions and significant concurrent positions

June 2002	Director and Executive General Manager of General Accounting and Finance Division of the Company
June 2004	Director, Executive Corporate Officer and Executive General Manager of General Accounting and Finance Division
April 2008	Director and Advisor
June 2008	Advisor (retired in June 2009)
June 2017	Representative Director of Borderless Consulting Co., Ltd.

Reason for nomination as candidate for Substitute Outside Corporate Auditor

The Company has determined that Mr. Kiyoshi Watanabe could utilize his extensive experience, knowledge and expertise to further enhance the Company's management monitoring system and contribute to the Company's audit duties from an objective standpoint. Therefore, the Company has nominated him as a candidate for Substitute Outside Corporate Auditor.

Number of the Company's shares owned

0

- (Notes)
1. There are no special interests between Mr. Kiyoshi Watanabe and the Company.
 2. Liability limitation agreement with Substitute Outside Directors
In the event that Kiyoshi Watanabe assumes the office of Corporate Auditor, the Company will enter into a liability limitation agreement with him, under which he shall be liable for damages up to the minimum liability amount stipulated in Article 425, Paragraph 1 of the Companies Act if he has caused damage to the Company due to negligence of his duties in good faith and without any gross negligence.
 3. The Company has entered into a directors and officers liability insurance policy with an insurance company. The policy provides that the insured shall be indemnified for damages and costs of litigation in the event of a claim for damages in connection with the insured's performance (including omissions) of his or her duties. In the event that Kiyoshi Watanabe assumes the office of Corporate Auditor, he will be included as the insured under the policy. The same policy will be continued at the next renewal.

Reference

Policy on Appointment of Directors

The Company's Articles of Incorporation stipulate that the number of Directors shall not exceed 15. In selecting candidates for Directors, we comprehensively evaluate and judge their experience and expertise in light of the requirements we seek of Directors, which are derived from our corporate philosophy and management plan. In addition, for the Board of Directors, we select two or more candidates for Independent Outside Directors from among corporate executives, experts, and others, based on their experience, insight, and expertise that would make them suitable for solving the Company's management issues.

Policy on Appointment of Corporate Auditors

The Company's Articles of Incorporation stipulate that the number of Corporate Auditors shall not exceed five.

More than half of the Corporate Auditors should consist of Outside Corporate Auditors, and the Company selects candidates with knowledge and experience in finance, accounting, and legal matters who can properly audit the execution of duties by Directors and ensure that they are executed fairly and efficiently.

Independence Requirements for Outside Officers

The Company has established the following independence requirements for outside officers.

1. Not an Executive Director, Corporate Auditor (excluding Outside Auditor), advisor, Executive Officer or employee of the corporate group consisting of the Company and its subsidiaries ("the Group"), and someone who has not been an Executive Director, Corporate Auditor (excluding Outside Auditor), advisor, Executive Officer or employee of the Group in the 10 years preceding his or her appointment.
2. Not a director, corporate auditor, advisor, executive officer or employee of a major shareholder of the Group.
(A major shareholder is a company, etc. that holds 10% or more of the total voting rights)
3. Not a director, corporate auditor, advisor, executive officer or employee of a major business counterparty of the Group.
(A major business counterparty is a company whose payments or receipts from transactions with the Group in any of the past three fiscal years account for 2% or more of the consolidated net sales of the Group or business counterparty (including their parent companies and significant subsidiaries), or a financial institution that accounts for 30% or more of our Group's outstanding loans in any of the past three fiscal years.)
4. Not a director, corporate Auditor, executive officer or employee of a corporation or organization that has received a large donation from the Group.
(A large donation is defined as an amount exceeding the greater of either 10 million yen or 30% of the donor's average annual total expenses over the past three fiscal years.)
5. No mutual dispatch of directors, corporate auditors, or executive officers between the counterparty and the Group.
6. Has not been a representative, employee, partner or employee of the Group's Independent Auditor in the last five fiscal years.
7. Not a lawyer, certified public accountant, consultant, or the like who receives a large sum of money or other assets from the Group.
(A large sum of money is defined as an average of 10 million yen per year or more over the past three fiscal years in the case of an individual, or more than 2% of the consolidated net sales of the relevant organization in the case of an organization).
8. Not a spouse, a relative within the second degree of kinship, or a person whose livelihood is shared by any of the following:
 - (1) Directors, Corporate Auditors, Executive Officers or key employees of the Group.
 - (2) Those who have been a Director, Corporate Auditor, Executive Officer, or key employee of the Group in any of the past five fiscal years.
 - (3) Those whose appointment is restricted by 2 to 7 above.
(Key employee refers an employee in the position of General Manager or above.)
9. No other doubts regarding independence in performing his or her duties as an Outside Officer.

Reference

Skill Matrix

If Proposal 1 and Proposal 2 are approved as proposed, the executive structure and the knowledge, experience and expertise that the Company expects in particular will be as follows:

Positio	Name	Corporate Management	Sports Club Business	Healthcare Business	Marketing/ Product Development	Service/ Hospitality	Human Resource Management/ Diversity & Inclusion	Public Relations/ Branding	Global	Finance and Accounting	Legal and Governance/ Risk Management
Director	Toshikazu Saito	✓	✓	✓							
	Toshiharu Okamoto	✓	✓	✓							
	Misao Mochizuki			✓	✓	✓	✓		✓		
	Yoshitsugu Anzawa			✓				✓		✓	✓
	Tomonori Yoshida	✓	✓		✓	✓	✓				
	Nami Abe	✓					✓	✓	✓		
	Kuniko Torayama						✓		✓		✓
	Takumi Matsui	✓			✓	✓					
	Kentaro Taniguchi	✓							✓	✓	✓
Corporate Auditor	Takako Ishida								✓		✓
	Ryuta Katagiri									✓	✓
	Tetsuya Oyama									✓	✓
	Eri Furukawa								✓		✓

- (Notes)
1. The above list does not represent all the knowledge, experience, and expertise possessed by each individual.
 2. The Healthcare Business consists of nursing care operations and operations peripheral to nursing care and medical care, and operations for promoting health for corporations and health insurance associations as well as for local communities and municipalities.