

Note: This document is an excerpt translation from the Japanese original for reference purposes only. In the event of any discrepancy between this translation and the Japanese original, the Japanese original shall prevail. CRESCO LTD. assumes no responsibility for this translation or for direct, indirect or any other forms of damages arising from the translation.

Securities Code: 4674

May 31, 2021

Dear Shareholders,

Hiroyuki Nemoto
President, Executive Officer
CRESCO LTD.
2-15-1 Kounan, Minato-ku, Tokyo

Notice of the 33rd Ordinary General Meeting of Shareholders

We are pleased to announce the 33rd Ordinary General Meeting of Shareholders of CRESCO LTD. (the “Company”), which will be held as described below.

As a result of deliberate consideration in light of the current situation regarding novel coronavirus disease (COVID-19), the Company has decided to hold this general meeting of shareholders upon the appropriate implementation of infection prevention measures.

In order to prevent the spread of infection, you are strongly encouraged to exercise your voting rights prior to the meeting in writing or by using the Internet, etc., if at all possible. Regardless of your own state of health, we would like to advise our shareholders to refrain from attending in person the general meeting of shareholders.

Please examine the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by no later than 5:30 p.m. on Thursday, June 17, 2021 (JST).

Details

1. **Date and Time:** Friday, June 18, 2021, at 10:00 a.m.
2. **Place:** “Ruby 34,” Main Tower 34F, Shinagawa Prince Hotel
4-10-30 Takanawa, Minato-ku, Tokyo
3. **Purpose of the Meeting**
Matters to be reported:
 1. Business Report and Consolidated Financial Statements for the 33rd Fiscal Year (from April 1, 2020 to March 31, 2021), as well as the audit reports of the Accounting Auditors and the Audit and Supervisory Committee for Consolidated Financial Statements
 2. Financial Statements for the 33rd Fiscal Year (from April 1, 2020 to March 31, 2021)
Matters to be resolved:
 - Proposal 1:** Election of Seven (7) Directors (excluding Directors Serving on the Audit and Supervisory Committee)
 - Proposal 2:** Election of Three (3) Directors Serving on the Audit and Supervisory Committee
 - Proposal 3:** Election of One (1) Substitute Director Serving on the Audit and Supervisory Committee

4. Matters Regarding the Exercise of Voting Rights:

(1) When you exercise your voting rights in duplicate both in writing and via the Internet

If you exercise your voting rights in duplicate both in writing and via the Internet, the vote exercised via the Internet shall prevail.

(2) Multiple exercises of voting rights via the Internet

If you exercise your voting rights in multiple times via the Internet, the last vote shall prevail.

Notes:

- * You are kindly requested to present the enclosed Voting Form to the receptionist when you attend the Meeting.
- * Among the documents to be attached to this notice, matters to be presented in the Notes to the Consolidated Financial Statements and the Notes to Financial Statements are disclosed on (<https://www.cresco.co.jp/ir/library/meeting.html>) and are thus not included in the documents attached to this notice. Therefore, documents attached to this notice constitute a part of the documents audited when the Audit and Supervisory Committee and the Accounting Auditors prepared the audit report and accounting audit report.
- * If any changes have been made to items in the Reference Documents for the General Meeting of Shareholders, Business Report, Consolidated Financial Statements or Financial Statements, such changes will be posted on the Company's website (<https://www.cresco.co.jp/ir/library/meeting.html>).

Measures to Prevent Infection of the Novel Coronavirus Disease (COVID-19) at the Company's Ordinary General Meeting of Shareholders

For this Ordinary General Meeting of Shareholders, you are strongly encouraged to exercise your voting rights prior to the meeting in writing or by using the Internet, etc., if at all possible. Regardless of your own state of health, we would like to advise our shareholders to refrain from attending in person the general meeting of shareholders. We plan to take the following measures to prevent infection of COVID-19 on the date of the meeting. We ask for your understanding and cooperation.

1. The Company requests that all shareholders attending the meeting in person wear a face mask.
2. The organizing staff of the meeting will ask attendees to sanitize their hands with alcohol disinfectant before approaching the reception desk at the venue.
3. The Company will check the body temperature of attendees using a thermograph, etc. before they approach the reception desk. Shareholders with a high body temperature may be denied admission.
4. To prevent the spread of infection, the Company plans to shorten the time for holding the meeting significantly compared to typical years, such as by shortening the explanations of the matters to be reported and the matters to be resolved.
5. The Company's Directors attending this meeting and the organizing staff will wear face masks. In addition, some of the organizing staff, such as those at the reception desk, will also wear gloves.
6. Shareholders will be seated at a distance from each other, and it may therefore be impossible to provide sufficient seating for all attendees.

If future developments necessitate a change in the way the General Meeting of Shareholders will be run, shareholders will be informed via the website below.

<https://www.cresco.co.jp/ir/library/meeting.html>

Guide for Exercise of Voting Rights

In case you are not able to attend the General Meeting of Shareholders

Exercise of voting rights in writing

Please indicate on the enclosed Voting Form whether you approve or disapprove of each proposal, and send it by mail to us.

Deadline for exercise of voting rights in writing:

The Company must receive the completed Voting Form by Thursday, June 17, 2021, at 5:30 p.m. (JST).

Exercise of voting rights via the Internet

Please access the website (<https://evote.tr.mufg.jp/>), and indicate your approval or disapproval to each proposal by following the instructions on the screen.

Deadline for exercise of voting rights via the Internet:

The Company must receive your voting instructions by Thursday, June 17, 2021, at 5:30 p.m. (JST).

Exercise of voting rights by attending the General Meeting of Shareholders

You are kindly requested to exercise your voting rights by submitting the Voting Form to the reception desk at the meeting. (It is not required to fill out the form or stamp your seal.)

* You may name one (1) shareholder who holds voting rights of the Company to act as a proxy and exercise your voting rights. Please note that the proxy will be required to submit a document evidencing his or her right of proxy.

Date and time of the General Meeting of Shareholders:

Friday, June 18, 2021, at 10:00 a.m. (JST)

Electronic voting platform

The Company has participated in the platform for electronic exercise of voting rights operated by ICJ, Inc.

Trust banks and other nominee shareholders (including standing proxies) may apply in advance to use this platform. In this case, such shareholders can use this platform in addition to the exercise of voting rights via the Internet as a means to exercise their voting rights by electromagnetic means at General Meeting of Shareholders of the Company.

Procedures for the exercise of voting rights via the Internet

Shareholders exercising their voting rights via the Internet can only do so via the website designated by the Company (<https://evote.tr.mufg.jp/>) with a personal computer, smartphone, or cellular phone.

Voting by a smartphone

Scanning QR Code

You can log in without entering your login ID and temporary password by scanning the “Login QR Code.”

(i) Scanning QR Code

Scan the “Login QR Code” on the enclosed voting form (right side) with your smartphone.

(ii) Selecting the method to exercise voting rights

Select the method for exercising voting rights when the screen to select the method of approving or disapproving proposals is presented.

(iii) Selecting approval or disapproval for each proposal

Select approval or disapproval of each proposal in accordance with the on-screen instructions.

Complete the exercise of voting rights in accordance with the on-screen instructions.

You may exercise your voting rights only once with the method described below.

Logging in from the second time onward...

Please log in in accordance with the instructions below.

Entering login ID and temporary password

How to use the voting website

(i) Access to the website to exercise of voting rights

(ii) Enter your “login ID” and “temporary password” printed on the lower right in your Voting Form

(iii) Enter your “new password” and “new password (confirmation)”

Indicate your approval or disapproval by following the instructions on the screen.

For inquiries with respect to the exercise of voting rights via the Internet please contact:

Corporate Agency Division (Help Desk), Mitsubishi UFJ Trust and Banking Corporation

0120-173-027

(Toll free within Japan / available from 9:00 a.m. to 9:00 p.m.)

- * When exercising voting rights via the Internet, please be aware that the website is not available from 2:00 a.m. to 5:00 a.m. (JST) each day.
- * Any fees for accessing the website for exercising voting rights (Internet connection fees, etc.) shall be borne by the shareholder.

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Issues

Proposal 1: Election of Seven (7) Directors (excluding Directors Serving on the Audit and Supervisory Committee)

The terms of office of all eight (8) Directors (excluding Directors serving on the Audit and Supervisory Committee) will expire at the conclusion of this ordinary general meeting of shareholders.

Accordingly, the Company requests the election of seven (7) Directors (excluding Directors serving on the Audit and Supervisory Committee), reducing the number of Directors by one (1) in order to respond to significant changes in the management environment and carry out swift decision making.

The candidates for Directors (excluding Directors serving on the Audit and Supervisory Committee) to be elected are as follows.

There were no objections to the proposal upon the deliberation thereof at the Audit and Supervisory Committee.

No.	Name	Position and responsibility in the Company	Attendance at meetings of the Board of Directors
1	Reelection Hiroyuki Nemoto	President and Executive Officer	100% (13/13)
2	Reelection Takashi Yamamoto	Director, Senior Managing Executive Officer, and General Manager, Corporate Supervisory Unit	100% (13/13)
3	Reelection Kazuo Sugiyama	Director, Managing Executive Officer, and Vice General Manager, Corporate Supervisory Unit	100% (13/13)
4	Reelection Hiroshi Tominaga	Director, Managing Executive Officer, General Manager, Service Competency Unit, Technology Laboratory and Quality Management Unit	100% (13/13)
5	Reelection Noriyuki Kogawa	Director, Managing Executive Officer, and General Manager, General Business Solutions Unit	100% (11/11)
6	Reelection Outside Independent Junichi Fukui	Outside Director	100% (13/13)
7	Reelection Outside Independent Yukie Sato	Outside Director	100% (11/11)

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company, and important concurrent positions	Number of the Company's shares held
1	Hiroyuki Nemoto (February 12, 1960) Reelection	<p>Apr. 1988 Joined CRESCO LTD. due to its establishment</p> <p>Apr. 1998 Department Manager, System Technology Department, Open System Division, CRESCO LTD.</p> <p>Apr. 2002 Division Manager, Financial Solutions Division, Solutions Unit, CRESCO LTD.</p> <p>Jun. 2006 Director and Vice General Manager, Solutions Unit, CRESCO LTD.</p> <p>Apr. 2008 Managing Director and General Manager, Solutions Unit, CRESCO LTD.</p> <p>Apr. 2010 Managing Director and General Manager, Business Solutions Division, CRESCO LTD.</p> <p>Apr. 2011 Managing Director and General Manager, Business Solutions Division and Division Manager, Sales Division, CRESCO LTD.</p> <p>Oct. 2011 Managing Director and General Manager, Business Solutions Division, CRESCO LTD.</p> <p>Apr. 2012 Managing Director and General Manager, Business Solutions Division and Department Manager, Consulting Center, CRESCO LTD.</p> <p>Apr. 2013 Managing Director and General Manager, Business Solutions Division, CRESCO LTD.</p> <p>Apr. 2014 President, CRESCO LTD.</p> <p>Jun. 2016 President and Executive Officer, CRESCO LTD. (current position)</p>	98,735 shares
<p>[Reasons for nomination as candidate for Director] Since assuming office as President of the Company, he has been in charge of the overall management of the Company and the Group. As he is currently President and Executive Officer and has sufficiently fulfilled his responsibilities based on that ample experience and expertise, the Company expects him to sustainably improve corporate value of the Company and the Group with his strong leadership, and therefore has again nominated him as a candidate for Director.</p>			
2	Takashi Yamamoto (October 11, 1960) Reelection	<p>Apr. 2013 Joined CRESCO LTD. Vice General Manager, Business Solutions Division, CRESCO LTD.</p> <p>Jun. 2013 Director and Vice General Manager, Business Solutions Division, CRESCO LTD.</p> <p>Apr. 2014 Managing Director and General Manager, General Business Solutions Unit, CRESCO LTD.</p> <p>Apr. 2016 Managing Director, Service Management Group and General Manager, General Business Development Unit, CRESCO LTD.</p> <p>Jun. 2016 Senior Managing Director and Operating Officer, Service Management Group and General Manager, General Business Development Unit, CRESCO LTD.</p> <p>Jun. 2017 Director and Senior Managing Executive Officer, Service Management Group, Technology Laboratory and General Manager, General Business Development Unit, CRESCO LTD.</p> <p>Apr. 2019 Director and Senior Managing Executive Officer, Service Management Group, Technology Laboratory and General Manager, General Business Solutions Unit, CRESCO LTD.</p> <p>Apr. 2020 Director, Senior Managing Executive Officer, General Manager, Corporate Supervisory Unit and Division Manager, Management Strategy Division, CRESCO LTD.</p> <p>Apr. 2021 Director, Senior Managing Executive Officer, and General Manager, Corporate Supervisory Unit (current position)</p>	11,341 shares
<p>[Reasons for nomination as candidate for Director] Having served as a person in charge of solution businesses at operating companies, he has been responsible for the overall business of the Company, and is currently fulfilling his responsibilities sufficiently in the implementation of corporate strategies and strengthening of the back-office, with the entire Group in view. As he has sufficiently fulfilled his role in the decision-making and supervision on significant business execution of the Company with his superior expertise, the Company deems that he is the right person to achieve the continuous growth of the Company and the Group, and therefore has again nominated him as a candidate for Director.</p>			

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company, and important concurrent positions	Number of the Company's shares held
3	Kazuo Sugiyama (September 1, 1964) Reelection	<p>Nov. 1990 Joined CRESCO LTD.</p> <p>Apr. 2010 Department Manager, Finance Department, CRESCO LTD.</p> <p>Jun. 2013 Director and Department Manager, Finance Department, CRESCO LTD.</p> <p>Apr. 2014 Director and Department Manager, Accounting & Finance Department, CRESCO LTD.</p> <p>Apr. 2016 Director and General Manager, Accounting & Finance Unit and Department Manager, Group Accounting Department, CRESCO LTD.</p> <p>Jun. 2016 Director, Operating Officer, and General Manager, Accounting & Finance Unit and Department Manager, Group Accounting Department, CRESCO LTD.</p> <p>Jun. 2017 Director, Managing Executive Officer, and General Manager, Accounting & Finance Unit, CRESCO LTD.</p> <p>Apr. 2021 Director, Managing Executive Officer, and Vice General Manager, Corporate Supervisory Unit, CRESCO LTD. (current position)</p>	20,685 shares
<p>[Reasons for nomination as candidate for Director]</p> <p>Having served as a person responsible for the accounting and finance strategies of the Company, he has an ample experience and achievements concerning accounting and finance. As he has sufficiently fulfilled his responsibilities in the enforcement of management of the Company and streamlining of the accounting and finance operation of each of the Group companies, the Company deems that he is the right person to achieve the continuous growth of the Company and the Group, and therefore has again nominated him as a candidate for Director.</p>			
4	Hiroshi Tominaga (January 9, 1967) Reelection	<p>Apr. 1990 Joined CRESCO LTD.</p> <p>Apr. 2006 Department Manager, Department 3, Infrastructure Systems Division, Solutions Unit, CRESCO LTD.</p> <p>Apr. 2007 Vice Division Manager, Infrastructure Systems Division, Solutions Unit, CRESCO LTD.</p> <p>Apr. 2009 Division Manager, Infrastructure Systems Division, Solutions Unit, CRESCO LTD.</p> <p>Apr. 2013 Vice General Manager, Business Solutions Division, CRESCO LTD.</p> <p>Jun. 2013 Director and Vice General Manager, Business Solutions Division, CRESCO LTD.</p> <p>Apr. 2014 Director and Vice General Manager, General Business Solutions Unit, CRESCO LTD.</p> <p>Apr. 2016 Director and General Manager, Business Management Unit and Division Manager, Management Strategy Division, CRESCO LTD.</p> <p>Jun. 2016 Director, Operating Officer, and General Manager, Business Management Unit and Division Manager, Management Strategy Division, CRESCO LTD.</p> <p>Jun. 2017 Director and Managing Executive Officer, and General Manager, Business Management Unit and Division Manager, Management Strategy Division, CRESCO LTD.</p> <p>Apr. 2018 Director and Managing Executive Officer, Operation Management Group and General Manager, Business Management Unit, CRESCO LTD.</p> <p>Apr. 2020 Director, Managing Executive Officer, General Manager, Service Competency Unit, Technology Laboratory and Quality Management Unit, CRESCO LTD. (current position)</p>	15,541 shares
<p>[Reasons for nomination as candidate for Director]</p> <p>Having served as a person in charge of the business solutions and administrative divisions, he has worked to improve the Company's business foundation and promote initiatives geared to work-style reform. As he is currently expanding the business areas utilizing advanced technology based on his ample experience, as well as fulfilling his duties sufficiently in the area of quality control, the Company deems that he is the right person to achieve the continuous growth of the Company and the Group, and therefore has again nominated him as a candidate for Director.</p>			

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company, and important concurrent positions	Number of the Company's shares held
5	Noriyuki Kogawa (November 24, 1963) Reelection	Sep. 1990 Joined CRESCO LTD. Apr. 2004 Department Manager, Department 2, Technology Solution Division, CRESCO LTD. Apr. 2012 Vice Division Manager, Embedded Solutions Division, CRESCO LTD. Apr. 2015 Division Manager, Embedded Solutions Division, CRESCO LTD. Apr. 2018 Operating Officer, Vice General Manager, General Business Solutions Unit 2 and Division Manager, Embedded Solutions Division, CRESCO LTD. Apr. 2019 Operating Officer, Vice General Manager, General Business Solutions Unit and in charge of Industrial Business-Unit, CRESCO LTD. Apr. 2020 Managing Executive Officer, and General Manager, General Business Solutions Unit, CRESCO LTD. Jun. 2020 Director, Managing Executive Officer, and General Manager, General Business Solutions Unit, CRESCO LTD. (current position)	14,636 shares
<p>[Reasons for nomination as candidate for Director]</p> <p>He has ample experience and achievements pertaining to the Embedded Solutions Division of the Company. As he is currently a person in charge of a wide range of business areas and sufficiently fulfilling his job duties in strengthening the customer base and improving and strengthening the revenue structure, the Company deems that he is the right person to achieve the continuous growth of the Company and the Group, and therefore has again nominated him as a candidate for Director.</p>			

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company, and important concurrent positions	Number of the Company's shares held
	Junichi Fukui (November 5, 1953) Reelection Outside Independent	Apr. 1977 Joined The Nippon Fudosan Bank, Limited (current Aozora Bank, Ltd.) Feb. 1999 General Manager, Public Relations Division, The Nippon Fudosan Bank, Limited Jun. 2000 Department Manager, Secretary's Office and Department Manager, Public Relations Office, The Nippon Fudosan Bank, Limited Apr. 2001 General Manager, Head Office Corporate Business Division III, Aozora Bank, Ltd. Oct. 2005 Director, STAFF SERVICE HOLDINGS CO., LTD. Mar. 2014 Advisor, STAFF SERVICE HOLDINGS CO., LTD. Oct. 2014 Advisor, Corporate Planning Office, Kyodo News Jun. 2015 Director in charge of business, K.K. Kyodo News Jun. 2016 Managing Director, K.K. Kyodo News Jun. 2018 Outside Director, CRESCO LTD. (current position) Jun. 2019 Advisor, K.K. Kyodo News (current position) (Significant Position Concurrently Held) Advisor, K.K. Kyodo News	– shares
6		<p>[Reasons for nomination as candidate for Outside Director and the summary of roles expected to play] He has extensive knowledge and insights on corporate management as well as ample experience and achievements concerning corporate planning, public relations, etc. He has evaluated the status of the Company from an objective perspective as Outside Director and sufficiently fulfilled his responsibilities by providing a plenty of advice, support, etc. on the brand and public relations strategies of the Company. Since he is expected to continue to provide advice and opinions, the Company deems that he is the right person to achieve the continuous growth of the Company and the Group, and therefore has again nominated him as a candidate for Outside Director.</p> <p>[Special matters concerning candidate for Outside Director]</p> <ol style="list-style-type: none"> 1. Notification of Independent Directors The Company has notified the Tokyo Stock Exchange of Mr. Junichi Fukui as an Independent Director, as he satisfies the requirements for being an independent director in accordance with the Tokyo Stock Exchange, Inc.'s rules and regulations. 2. Tenure as Outside Director of the Company At the conclusion of this meeting, Mr. Junichi Fukui's tenure as Outside Director of the Company will have been three (3) years. 3. Relationships between the Company and companies where Directors hold significant concurrent positions There is no significant business relationship or other relationship between the Company and K.K. Kyodo News, where Mr. Junichi Fukui currently holds a position. 4. Relationships between the Company and companies where the candidate has previously served as an executive Mr. Junichi Fukui served as an executive of STAFF SERVICE HOLDINGS CO., LTD., which is a business partner of the Company, until September 2014. However, more than five years have already passed since he resigned, he has not been involved in the execution of business since retiring, and the amount of the transactions with that company are small at less than 1% of our consolidated net sales. 5. Overview of limited liability agreement Pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company has entered into an agreement with Mr. Junichi Fukui to limit his liability for damages under Article 423, paragraph 1 of the same Act. If his reelection is approved at this meeting, the Company intends to renew the same agreement with him. The limit of Mr. Junichi Fukui's liability for damages under the agreement is the minimum liability amount provided for under the related laws and regulations. 	

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company, and important concurrent positions	Number of the Company's shares held
	Yukie Sato (June 30, 1965)	Apr. 1989 Joined The Nippon Credit Bank, Ltd. (current Aozora Bank, Ltd.) May 1999 Joined ExecNet (current Shimamoto Partners) Feb. 2007 President and Representative Director of Chemistry Co., Ltd. due to its establishment (current position) Jun. 2020 Outside Director, CRESCO LTD. (current position) (Significant Position Concurrently Held) President and Representative Director, Chemistry Co., Ltd.	— shares
7		<p>[Reasons for nomination as candidate for Outside Director and the summary of roles expected to play] She has ample experience and achievements in executive consulting as well as extensive knowledge and insights on management overall as a corporate manager. She also possesses qualities expected of an Outside Director including a strong sense of ethics, independence, an understanding of diversity, and fairness, and she has sufficiently fulfilled her responsibilities by providing advice and support, properly supervising business execution of the Company from an objective point of view at meetings of the Board of Directors, etc. As she can, furthermore, be expected to provide advice and opinions from the perspective of utilizing and developing the Company's human resources, the Company deems that she is the right person to achieve the continuous growth of the Company and the Group, and therefore has again nominated her as a candidate for Outside Director.</p> <p>[Special matters concerning candidate for Outside Director]</p> <p>1. Notification of Independent Directors The Company has notified the Tokyo Stock Exchange of Ms. Yukie Sato as an Independent Director, as she satisfies the requirements for being an independent director in accordance with the Tokyo Stock Exchange, Inc.'s rules and regulations. The Company has no business relationship with any company where she has executed business in the past.</p> <p>2. Tenure as Outside Director of the Company At the conclusion of this meeting, Ms. Yukie Sato's tenure as Outside Director of the Company will have been one (1) year.</p> <p>3. Relationships between the Company and companies where Directors hold significant concurrent positions There is no significant business relationship or other relationship between the Company and Chemistry Co., Ltd., where Ms. Yukie Sato currently holds a position.</p> <p>4. Overview of limited liability agreement Pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company has entered into an agreement with Ms. Yukie Sato to limit her liability for damages under Article 423, paragraph 1 of the same Act. If her reelection is approved at this meeting, the Company intends to renew the same agreement with her. The limit of Ms. Yukie Sato's liability for damages under the agreement is the minimum liability amount provided for under the related laws and regulations.</p>	

- Notes: 1. No special interest exists between any of the above candidates and the Company.
2. The number of Company's shares held is the effective number of shares held, including shares held through the Company stockholding association.
3. The Company has entered into a directors and officers liability insurance contract with an insurance company, and the said insurance contract will cover damage that may arise from the insured person's assuming responsibility for the execution of their duties or receiving claims related to the pursuit of the said responsibility. If a candidate assumes office as a Director, he/she will be insured by the said insurance contract, and the said insurance contract is planned to be renewed during the course of his/her term of office. No insurance premium will be borne by the insured.

Proposal 2: Election of Three (3) Directors Serving on the Audit and Supervisory Committee

The terms of office of all three (3) Directors serving on the Audit and Supervisory Committee will expire at the conclusion of this ordinary general meeting of shareholders. Accordingly, the Company requests the election of three (3) Directors serving on the Audit and Supervisory Committee.

The Audit and Supervisory Committee has already given its consent to this proposal.

The candidates for Directors serving on the Audit and Supervisory Committee to be elected are as follows:

No.	Name	Position and responsibility in the Company	Attendance at meetings of the Board of Directors
1	New election Satoshi Takaishi	Executive Officer and Vice General Manager, Corporate Supervisory Unit	–
2	Reelection Outside Independent Haruo Sato	Outside Director (Audit and Supervisory Committee Member)	100% (13/13)
3	New election Outside Independent Masayuki Maekawa		–

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company, and important concurrent positions	Number of the Company's shares held
1	Satoshi Takaishi (May 26, 1962) New election	<p>July 2015 Joined CRESCO LTD. Vice Division Manager, Planning Promotion Division, CRESCO LTD.</p> <p>Apr. 2016 Vice General Manager, Operation Management Group, CRESCO LTD.</p> <p>Jun. 2017 Operating Officer and Vice General Manager, Operation Management Group, CRESCO LTD.</p> <p>Apr. 2018 Operating Officer and General Manager, Operation Management Group, CRESCO LTD.</p> <p>Apr. 2020 Executive Officer and Vice General Manager, Corporate Supervisory Unit, CRESCO LTD. (current position)</p>	4,886 shares
<p>[Reasons for nomination as candidate for Director], He has led auditing globally as a person in charge of an audit department at operating companies. Subsequently, after joining the Company, he has sufficiently fulfilled his job duties in M&A and the reinforcement of group governance. Since his accumulated work experience and expertise will be conducive to performing responsibilities of the Audit and Supervisory Committee, the Company deems that he is well qualified as a candidate for Director serving on the Audit and Supervisory Committee.</p>			
2	Haruo Sato (November 27, 1956) Reelection Outside Independent	<p>Apr. 1979 Joined Nomura Computer Systems Co., Ltd. (current Nomura Research Institute, Ltd.)</p> <p>Jul. 2003 Director, STAFF SERVICE HOLDINGS CO., LTD.</p> <p>Apr. 2009 Executive Officer, Nissay Information Technology Co., Ltd.</p> <p>Apr. 2015 Independent as a consultant Representative, LAOBOTANG (current position)</p> <p>Jun. 2017 Outside Director serving on the Audit and Supervisory Committee, CRESCO LTD. (current position)</p>	– shares
<p>[Reasons for nomination as candidate for Outside Director and the summary of roles expected to play] The Company expects that he will, from an independent and neutral position, provide advice to the Board of Directors regarding the development of management plans and appropriately perform his duties including the confirmation of progress status, etc. and the supervision of Directors, based on his extensive knowledge and insights on corporate management as well as his ample experience and expertise concerning consulting on and planning, design and development of information systems, and therefore the Company deems that he is well qualified as a candidate for Outside Director serving on the Audit and Supervisory Committee.</p>			
<p>[Special matters concerning candidate for Outside Director]</p> <ol style="list-style-type: none"> Notification of Independent Directors The Company has notified the Tokyo Stock Exchange of Mr. Haruo Sato as an Independent Director, as he satisfies the requirements for being an independent director in accordance with the Tokyo Stock Exchange, Inc.'s rules and regulations. Tenure as Outside Director of the Company At the conclusion of this meeting, Mr. Haruo Sato's tenure as Outside Director of the Company will have been four (4) years, and all four of those years were spent as Director serving on the Audit and Supervisory Committee. Relationships between the Company and companies where Directors hold significant concurrent positions There is no significant business relationship or other relationship between the Company and LAOBOTANG, where Mr. Haruo Sato currently holds a position. Relationships between the Company and companies where the candidate has previously served as an executive Mr. Haruo Sato served as an executive of STAFF SERVICE HOLDINGS CO., LTD., which is a business partner of the Company, until September 2009. However, more than ten years have already passed since he resigned, he has not been involved in the execution of business since retiring, and the amount of the transactions with that company are small at less than 1% of our consolidated net sales. Overview of limited liability agreement Pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company has entered into an agreement with Mr. Haruo Sato to limit his liability for damages under Article 423, paragraph 1 of the same Act. If his reelection is approved at this meeting, the Company intends to renew the same agreement with him. The limit of Mr. Haruo Sato's liability for damages under the agreement is the minimum liability amount provided for under the related laws and regulations. 			

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company, and important concurrent positions	Number of the Company's shares held
3	Masayuki Maekawa (March 30, 1965) New election Outside Independent	Oct. 1991 Joined Chuo Shinko Audit Corporation	-
		Mar. 2001 Representative, Masayuki Maekawa Certified Public Accountants and Certified Tax Accountant Office due to its establishment (current position)	
		Dec. 2004 Auditor, Mobcast (current MOBCAST HOLDINGS INC.)	
		Jul. 2005 Auditor, TRANZAS Inc. (current P3, Inc.)	
		Oct. 2006 Representative Director, CONSOLIX Co., Ltd. due to its establishment (current position)	
		Jun. 2012 Auditor, Ushiospax (current ModuleX Inc.) (current position)	
		Mar. 2014 Director, TRANZAS Inc. (current P3, Inc.)	
		Feb. 2015 Representative Director, IPF Corporation Co., Ltd. (current position)	
		Mar. 2015 Auditor, ZMP Inc.	
	[Reasons for nomination as candidate for Outside Director and the summary of roles expected to play] As a certified public accountant, he is well versed in finance, M&A, accounting, and tax and has sufficient insights for governing corporate management. Since he is well qualified to perform management monitoring on the basis of his broad experience of being directly involved with corporate management and having served as an outside director for multiple companies and expected to contribute to the reinforcement of the monitoring function of the Board of Directors and to provide advice and opinions from a broad managerial perspective, the Company deems that he is well qualified as a candidate for Outside Director serving on the Audit and Supervisory Committee.		
	[Special matters concerning candidate for Outside Director] 1. Notification of Independent Directors The Company has notified the Tokyo Stock Exchange of Mr. Masayuki Maekawa as an Independent Director, as he satisfies the requirements for being an independent director in accordance with the Tokyo Stock Exchange, Inc.'s rules and regulations. The Company has no business relationship with any company where he has executed business in the past. 2. Relationships between the Company and companies where Directors hold significant concurrent positions There is no significant business relationship or other relationship between the Company and the company where Mr. Masayuki Maekawa currently holds a position. 3. Overview of limited liability agreement If Mr. Masayuki Maekawa is elected as a Director serving on the Audit and Supervisory Committee, pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company intends to enter into an agreement with him to limit his liability for damages under Article 423, paragraph 1 of the same Act. The limit of Mr. Masayuki Maekawa's liability for damages under the agreement is the minimum liability amount provided for under the related laws and regulations.		

- Notes: 1. No special interest exists between any of the above candidates and the Company.
2. The Company has entered into a directors and officers liability insurance contract with an insurance company, and the said insurance contract will cover damage that may arise from the insured person's assuming responsibility for the execution of their duties or receiving claims related to the pursuit of the said responsibility. If a candidate assumes office as a Director, he/she will be insured by the said insurance contract, and the said insurance contract is planned to be renewed during the course of his/her term of office. No insurance premium will be borne by the insured.

Proposal 3: Election of One (1) Substitute Director Serving on the Audit and Supervisory Committee

The Company requests the election of one (1) Substitute Director serving on the Audit and Supervisory Committee, as a substitute for all the Directors serving on the Audit and Supervisory Committee, to prepare for a situation where the number of Directors serving on the Audit and Supervisory Committee does not satisfy the number specified by laws and regulations.

The Audit and Supervisory Committee has already given its consent to this proposal.

The candidate for Substitute Director serving on the Audit and Supervisory Committee to be elected is as follows:

Name (Date of birth)	Career summary, positions and areas of responsibility in the Company, and important concurrent positions		Number of the Company's shares held	
Motohiro Ikehara (September 9, 1974) Outside Independent	Apr.	2000	Registered as an attorney at law (Tokyo Bar Association), joined Yanagida & Nomura (current Yanagida & Partners)	— shares
	Oct.	2006	Joined City-Yuwa Partners	
	Jun.	2007	Registered as Attorney in New York State	
	Sep.	2009	Joined Nomura & Partners	
	Jan.	2014	Partner, Nomura & Partners (current position)	
	Jun.	2016	Outside Director, Nissin Sugar Co., Ltd. (current position)	
	Jun.	2019	Outside Director, Ekitan&Co., Ltd.	
[Reasons for nomination as candidate for Outside Director and the summary of roles expected to play] Equipped with a legal perspective and broad knowledge as a lawyer, he has abundant business experience regarding laws and regulations, risk management, etc., primarily in the area of corporate legal affairs. Although he has no experience of direct involvement in corporate management other than by way of serving as an outside director, the Company deems that he is well qualified for management monitoring and supervision from an objective and legal perspective on the basis of his expertise as a lawyer and experience as outside directors of multiple companies. Therefore, the Company has nominated him as a candidate for Substitute Outside Director serving on the Audit and Supervisory Committee.				

- Notes:
1. No special interest exists between the above candidate and the Company.
 2. Mr. Motohiro Ikehara is a candidate for Substitute Outside Director serving on the Audit and Supervisory Committee. If he assumes office as an Outside Director serving on the Audit and Supervisory Committee, the Company plans to notify the Tokyo Stock Exchange of Mr. Motohiro Ikehara as an Independent Director, as he satisfies the requirements for being an independent director in accordance with the Tokyo Stock Exchange, Inc.'s rules and regulations.
 3. If Mr. Motohiro Ikehara assumes office as an Outside Director serving on the Audit and Supervisory Committee, the Company will conclude a limited liability agreement with him, pursuant to Article 427, paragraph 1 of the Companies Act. Based on this agreement, Mr. Motohiro Ikehara's liability as an Outside Director serving on the Audit and Supervisory Committee would be limited to the minimum liability amount as specified by laws and regulations.
 4. The Company has entered into a directors and officers liability insurance contract with an insurance company, and the said insurance contract will cover damage that may arise from the insured person's assuming responsibility for the execution of their duties or receiving claims related to the pursuit of the said responsibility. If the candidate's election is approved and he assumes office as a Director serving on the Audit and Supervisory Committee, he will be insured by the said insurance contract, and the said insurance contract is planned to be renewed during the course of his term of office. No insurance premium will be borne by the insured.