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(Stock Exchange Code 2331)

June 6, 2024

(Electronic provision measure starts on: June 3, 2024)

To Shareholders with Voting Rights:

Tsuyoshi Murai
Representative Director and Group CEO
SOHGO SECURITY SERVICES CO., LTD.
1-6-6 Motoakasaka, Minato-ku, Tokyo

**NOTICE OF
THE 59th ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

We hereby announce that the 59th Annual General Meeting of Shareholders (this “Meeting”) of SOHGO SECURITY SERVICES CO., LTD. (the “Company”) will be held for the purposes as described below.

In convening this Meeting, the Company has taken measures for electronic provision of information to provide the information contained in the Reference Documents for the General Meeting of Shareholders, etc. (matters subject to the measures for electronic provision). The information is posted on the Company’s Internet website as “Notice of the 59th Annual General Meeting of Shareholders.” Please access the Company’s website below to review the information.

The Company’s website: <https://www.alsok.co.jp/en/ir/stock/meeting.html>

In addition to the above website, the matters subject to the measures for electronic provision are posted on the website mentioned in “Information” below.

If you are unable to attend the meeting, you can exercise your voting rights in writing or via the Internet, etc. Please review the Reference Documents for the General Meeting of Shareholders stated in the matters subject to the measures for electronic provision, and exercise your voting rights by 6:00 p.m. Japan time on Monday, June 24, 2024, by following the guides below.

- 1. Date and Time:** Tuesday, June 25, 2024 at 10:00 a.m. Japan time
(Reception starts at 9:00 a.m.)
- 2. Place:** Eminence Hall, South Tower 5F, Keio Plaza Hotel Tokyo
2-2-1 Nishi-Shinjuku, Shinjuku-ku, Tokyo
- 3. Meeting Agenda:**
 - Matters to be reported:**
 1. The Business Report, Consolidated Financial Statements for the Company’s 59th Fiscal Year (April 1, 2023 - March 31, 2024) and results of audits of the Consolidated Financial Statements by the accounting auditor and the Audit & Supervisory Board
 2. Non-consolidated Financial Statements for the Company’s 59th Fiscal Year (April 1, 2023 - March 31, 2024)
 - Proposals to be resolved:**
 - Proposal 1:** Appropriation of Surplus
 - Proposal 2:** Election of 12 Directors
 - Proposal 3:** Election of 1 Audit & Supervisory Board Member
 - Proposal 4:** Revision of Remuneration Amount for Directors

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| Information |
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- The matters subject to the measures for electronic provision are also posted on the following Internet website:

Tokyo Stock Exchange (TSE) website (Listed Company Search)

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

Please access the TSE website, enter and search for “SOHGO SECURITY SERVICES” or the stock exchange code “2331,” select “Basic information,” click on “Documents for public inspection/PR information,” and go to “Notice of General Shareholders Meeting/Informational Materials for a General Shareholders Meeting” to view the information.

- Of the matters subject to the measures for electronic provision, the following items, in accordance with laws and regulations and the Articles of Incorporation of the Company, are omitted from the paper-based documents delivered to shareholders who have requested it. Note that the Audit & Supervisory Board Members and the accounting auditor have audited the documents subject to audit including the following items.
 - Notes to Consolidated Financial Statements
 - Notes to Non-consolidated Financial Statements
- Should the matters subject to the measures for electronic provision require revisions, a notice on the revisions and the details of the matters before and after the revisions will be posted on the aforementioned websites of the Company and TSE.

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- As a part of measures to conserve energy, the Company’s executives and attendants will be dressed in light attire (“Cool biz style”). We appreciate your understanding.
 - The results and other matters of resolutions for this Meeting will be posted on the Company’s website in lieu of delivering paper-based documents to save resources and for other purposes in consideration of the global environment.

Guide to Exercising Voting Rights

When attending the Annual General Meeting of Shareholders

When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.

Date and time of the Annual General Meeting of Shareholders: Tuesday, June 25, 2024 at 10:00 a.m. Japan time (Reception starts at 9:00 a.m.)

When exercising your voting rights by mail

Please indicate your approval or disapproval of each of the proposals on the enclosed Voting Rights Exercise Form, and drop the form into a mailbox (postage not necessary). If there is no indication of an approval or a disapproval of the proposals on the Voting Rights Exercise Form, they shall be treated as an indication of approval.

Deadline for exercising voting rights: To arrive by Monday, June 24, 2024 at 6:00 p.m. Japan time

When exercising your voting rights via the Internet

Please access the Voting Rights Exercise Website (<https://www.web54.net>), log in to the system using the Voting Rights Exercise Code and Password printed on the enclosed Voting Rights Exercise Form, and enter your approval or disapproval of each of the proposals.

Deadline for exercising voting rights: No later than Monday, June 24, 2024 at 6:00 p.m. Japan time

Please refer to the following page for details.

- * When you exercise your voting rights more than once, only the vote received last shall be accepted as valid. When both votes via the Internet, etc. and in writing arrive on the same day, only the vote via the Internet, etc. shall be accepted as valid.

Matters concerning the exercise of voting rights via proxy

If you are unable to attend the meeting, you may exercise your voting rights by designating another shareholder who holds voting rights as your proxy. However, please note that documentation proving power of attorney for this Meeting and the submission of separate Voting Rights Exercise Forms for both the shareholder and the proxy will be required.

Method of notification for non-uniform exercise of voting rights

In the event of non-uniform exercise of voting rights (limited to shareholders who hold shares for other parties), please notify the Company in writing or via electromagnetic means to this effect, together with the reason therefor, three days prior to the General Meeting of Shareholders.

Guide to Exercising Voting Rights via the Internet, etc.

Method for scanning the QR code: “Smart Exercise”

The Voting Rights Exercise Website can be accessed without entering the Voting Rights Exercise Code and Password

1. Scan the QR code printed on the lower right of the Voting Rights Exercise Form.

* “QR code” is a registered trademark of DENSO WAVE INCORPORATED.

2. Then, enter your approval or disapproval of each of the proposals by following the instructions on the screen.

You may exercise your voting rights only once via the “Smart Exercise.”

To change your vote after exercising your voting rights, please access the website for PC, log in to the system using the Voting Rights Exercise Code and Password printed on the Voting Rights Exercise Form, and again exercise your voting rights.

* You may access the website for PC by rescanning the QR code.

Method for entering the Voting Rights Exercise Code and Password

Voting Rights Exercise Website: <https://www.web54.net>

1. Access the Voting Rights Exercise Website.
2. Enter the Voting Rights Exercise Code printed on the Voting Rights Exercise Form.
3. Enter the Password printed on the Voting Rights Exercise Form and the new password to be used for actual voting and click “Register.”
4. Then, enter your approval or disapproval of each of the proposals by following the instructions on the screen.

If you have any questions on how to exercise your voting rights using a PC or some other means on the above website, please contact the department below.

Stock Transfer Agency Web-Support Department
Sumitomo Mitsui Trust Bank, Ltd.
Web Support Dedicated Dial:
Telephone: 0120-652-031
(Opening hours: 9:00 a.m. to 9:00 p.m.)

For Institutional Investors

In addition to the exercise of voting rights via the Internet as described above, institutional investors may use the Electronic Voting Platform operated by ICJ, Inc., subject to prior application for the use of the platform.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

The Company considers the return of earnings to shareholders to be an important management scheme, and its basic policy is to distribute profits to shareholders based on its operating results while fortifying internal reserves.

Based on the above policy, the Company proposes the appropriation of surplus as follows.

Matters Related to the Year-end Dividend

1. Type of dividend property
Cash
2. Matters related to the allocation of dividend property to shareholders and its total amount
15.0 yen per common share of the Company
Total amount: 7,511,161,650 yen
(As a result, the annual dividend will be 23.7 yen per share, including the interim dividend.)
3. Effective date of dividends from surplus
June 26, 2024

Proposal 2: Election of 12 Directors

The terms of office of all 11 Directors will expire at the conclusion of this Meeting. The Company's Board of Directors make it a basic policy to present proposals for election of Directors at General Meetings of Shareholders in view of factors such as the corporate scale of the Group, and to select candidates with superior personalities, insight, and performance from both inside and outside the Company that are well-versed in various corporate management issues.

Based on the above policy, the election of 12 Directors is proposed.

The matters relating to the basic policy and methods of decision-making, etc. concerning the nomination of Directors have been determined upon the deliberation and recommendation of the voluntary Nomination and Remuneration Committee, a majority of which consists of Independent Outside Directors.

The candidates are as follows:

| No. | Name | Current Positions | Attendance at meetings of Board of Directors |
|-----|---|---|--|
| 1 | [Reappointment] Tsuyoshi Murai | Representative Director, Group CEO and Chief Technology Officer (CTO) | 15 out of 15 |
| 2 | [Reappointment] Ikuji Kayaki | Representative Director, Group COO and Senior Executive President | 15 out of 15 |
| 3 | [Reappointment] Motohisa Suzuki | Director | 15 out of 15 |
| 4 | [Reappointment] Takashi Kumagai | Director | 15 out of 15 |
| 5 | [Reappointment] Kazuhide Shigemi | Director | 15 out of 15 |
| 6 | [Reappointment] Naoki Hyakutake | Director | 15 out of 15 |
| 7 | [Reappointment] Yutaka Komatsu | Director | 15 out of 15 |
| 8 | [Reappointment] [Independent] Toshie Ikenaga [Outside] | Director | 15 out of 15 |
| 9 | [Reappointment] [Independent] Masahiko Mishima [Outside] | Director | 15 out of 15 |
| 10 | [Reappointment] [Independent] Kenji Iwasaki [Outside] | Director | 15 out of 15 |
| 11 | [New appointment] [Independent] Hiroyuki Morita [Outside] | | |
| 12 | [New appointment] [Independent] Risa Tanaka [Outside] | | |

Note: Attendance at meetings of Board of Directors reflects the status of attendance during the 59th fiscal year (April 1, 2023 - March 31, 2024).

| No. | Name (Date of birth) | Career summary, positions, responsibilities and significant concurrent positions | Number of shares of the Company held | |
|--|--|---|--|---|
| 1 | Tsuyoshi Murai (August 15, 1969) [Reappointment] | July 1999 | Joined the Company | 3,359,000 |
| | | June 2007 | Chief Officer of Home Marketing Division | |
| | | April 2010 | Executive Officer, Chief Officer of Regional Division (I) | Attendance at meetings of Board of Directors |
| | | February 2011 | In charge of General Property Management | |
| | | March 2011 | Seconded to Japan Facilio Co., Ltd. Representative Director (Resigned in March 2014) | |
| | | April 2014 | Senior Executive Officer, Deputy Chief Officer of Business Promotion Affairs, in charge of Business Planning & Management and Regional Financial Institution Services | 15 out of 15 |
| | | April 2016 | In charge of Human Resources Affairs and Corporate Ethics | |
| | | June 2016 | Director and Senior Executive Officer | |
| | | April 2018 | In charge of General Affairs/PR, Compliance, Risk Management, and Information Assets Management, Chief Officer of Tokyo 2020 Olympic and Paralympic Games Promotion Affairs | |
| | | May 2018 | In charge of Central Japan Area, Deputy Chief Officer of Business Promotion Affairs in charge of Central Japan Area Sales | |
| April 2019 | Executive Vice President and Director, Tokyo 2020 Olympic and Paralympic Games Promotion Affairs in charge of Promotion | | | |
| April 2020 | In charge of Management Company | | | |
| April 2022 | In charge of R&D Engineering Affairs | | | |
| June 2022 | Representative Director (Current), Group CEO (Current), Chief Technology Officer (CTO) (Current) | | | |
| | [Major concurrent positions] Chairman, All Japan Security Service Association (Schedule to assume office in June 2024) Representative Director, SOHGO CORPORATION | | | |
| Reason for nomination as a candidate for Director Mr. Tsuyoshi Murai has abundant experience and achievements in regard to management as Representative Director and Group CEO, and can be expected to lead the Group with superior leadership. Therefore, the Company has nominated him again as a candidate for Director. | | | | |
| 2 | Ikuji Kayaki (January 3, 1960) [Reappointment] | April 1982 | Joined the Company | 39,300 |
| | | April 2011 | Chief Officer of Regional Division (IV) | |
| | | April 2012 | Executive Officer | Attendance at meetings of Board of Directors |
| | | April 2014 | Second in charge of Security Operations Affairs, in charge of Structural Reform of Transportation Security Services | |
| | | April 2015 | Senior Executive Officer, in charge of Security Operations Affairs | |
| | | June 2017 | Director and Senior Executive Officer | 15 out of 15 |
| | | April 2018 | Executive Vice President and Representative Director, Head of ALSOK In-house Company, in charge of East Japan Area (Current), Deputy Chief Officer of Business Promotion Affairs in charge of Corporate Customers | |
| April 2019 | Vice President and Representative Director, Senior Executive Vice President, Chief Officer of Business Promotion Affairs (Current), in charge of Corporate Customers and East Japan Area Sales | | | |
| June 2022 | Representative Director (Current), Group COO (Current), Senior Executive President (Current) | | | |
| April 2024 | In charge of Quality Management (Current) | | | |
| | [Major concurrent positions] None | | | |
| Reason for nomination as a candidate for Director Mr. Ikuji Kayaki has abundant experience and achievements in regard to management as Representative Director, Group COO and Senior Executive President, and can be expected to lead the Group with superior leadership. Therefore, the Company has nominated him again as a candidate for Director. | | | | |

| No. | Name (Date of birth) | Career summary, positions, responsibilities and significant concurrent positions | Number of shares of the Company held |
|--|---|---|--|
| 3 | Motohisa Suzuki (October 17, 1959) [Reappointment] | January 2015 Director of Traffic Bureau, National Police Agency (Resigned in Jan. 2016) | 20,800 |
| | | April 2016 Joined the Company as Senior Executive Officer, in charge of General Affairs/PR and Procurement, second in charge of Security Operations Affairs (in charge of Olympic and Paralympic Games Tokyo 2020 and Other Security Operations), in charge of HOME ALSOK, Compliance, Risk Management and Information Asset Management, Deputy Chief Officer of Business Promotion Affairs | |
| | | April 2018 In charge of Security Operations Affairs and Structural Reform of Transportation Security Services, Deputy Chief Officer of Tokyo 2020 Olympic and Paralympic Games Promotion Affairs | Attendance at meetings of Board of Directors |
| | | April 2019 Chief Officer of Tokyo 2020 Olympic and Paralympic Games Promotion Affairs | 15 out of 15 |
| | | June 2019 Director and Senior Executive Officer | |
| | | June 2022 In charge of General Affairs/PR (Current), Compliance (Current), Risk Management (Current), Information Assets Management (Current), Management Company, and International Affairs (Current), Chief Officer of International Affairs (Current) | |
| | | August 2022 Deputy Chief Officer of Business Promotion Affairs (Current) | |
| | | April 2023 Director and Executive Vice President (Current), in charge of Quality Management and Affiliated Corporate (Current) | |
| [Major concurrent positions] None | | | |
| Reason for nomination as a candidate for Director Mr. Motohisa Suzuki possesses abundant experience and achievements through serving in positions such as the person in charge of general affairs/PR, security operations affairs, and international affairs, and can be expected to contribute to further improvement in the Company's corporate value, and therefore the Company has nominated him again as a candidate for Director. | | | |

| No. | Name (Date of birth) | Career summary, positions, responsibilities and significant concurrent positions | Number of shares of the Company held | |
|---|--|---|---|--|
| 4 | Takashi Kumagai (December 15, 1958) [Reappointment] | July 2014 October 2016 | Director General, Reconstruction Agency (Resigned in June 2016) Joined the Company as Executive Officer, second in charge of Management Company, second in charge of Regional Administration, second in charge of R&D Engineering Affairs, second in charge of Sales Promotion, Business Promotion Affairs, second in charge of Corporate Customers | 8,300 |
| | | April 2017 April 2018 April 2020 April 2022 June 2022 | Senior Executive Officer, in charge of Long-term Care Business (Current), Management Company and Regional Administration, Deputy Chief Officer of Business Promotion Affairs, second in charge of Sales Promotion Deputy Chief Officer of Business Promotion Affairs, in charge of HOME ALSOK Deputy Chief Officer of Business Promotion Affairs (Current), President and Representative Director of Life Holdings Co., Ltd., President and Representative Director of Life Co., Ltd. (Current), President and Representative Director of MBIC Life Co., Ltd. (Currently ALSOK MBIC Laboratory Co., Ltd.) (Current) President and Representative Director of ALSOK CARE CO., LTD. (Current) Director and Senior Executive Officer (Current) | Attendance at meetings of Board of Directors |
| | | [Major concurrent positions] None | 15 out of 15 | |
| Reason for nomination as a candidate for Director Mr. Takashi Kumagai possesses abundant experience and achievements through serving in positions such as the person in charge of long-term care business, Deputy Chief Officer of Business Promotion Affairs in charge of HOME ALSOK, and President and Representative Director of Group companies engaged in long-term care services including ALSOK CARE CO., LTD. He can be expected to contribute to further improvement in the Company's corporate value, and therefore the Company has nominated him again as a candidate for Director. | | | | |
| 5 | Kazuhide Shigemi (December 25, 1959) [Reappointment] | April 2009 May 2011 | General Manager of Osaka Sales Department II, Mizuho Corporate Bank, Ltd. (Currently Mizuho Bank, Ltd.) (Resigned in April 2012) General Manager of Regional Administration Department of the Company | 6,600 |
| | | April 2013 April 2015 April 2017 April 2019 June 2022 October 2022 | General Manager of Affiliated Corporate Department General Manager of Corporate Planning & Administration Department Executive Officer, second in charge of Corporate Planning & Administration, second in charge of Strategic Business Senior Executive Officer, in charge of Corporate Planning & Administration and Strategic Business Director and Senior Executive Officer (Current) In charge of Financial & Accounting (Current), Internal Control (Current) and Procurement (Current) | Attendance at meetings of Board of Directors |
| | | [Major concurrent positions] None | 15 out of 15 | |
| Reason for nomination as a candidate for Director Mr. Kazuhide Shigemi possesses abundant experience and achievements through serving in positions such as the person in charge of corporate planning & administration, financial & accounting, and strategic business. He can be expected to contribute to further improvement in the Company's corporate value, and therefore the Company has nominated him again as a candidate for Director. | | | | |

| No. | Name (Date of birth) | Career summary, positions, responsibilities and significant concurrent positions | Number of shares of the Company held |
|---|--|--|---|
| 6 | Naoki Hyakutake (May 15, 1964) [Reappointment] | April 1989 Joined the Company | 15,100 |
| | | April 2016 Seconded to ALSOK Care & Support Co., Ltd. President and Representative Director (Resigned in March 2017) | |
| | | April 2017 General Manager of Human Resources Department April 2019 Executive Officer, in charge of Human Resources April 2022 Senior Executive Officer, Second in charge of Human Resources Affairs June 2022 Director and Senior Executive Officer (Current), in charge of Human Resources Affairs (Current) and Corporate Ethics (Current) [Major concurrent positions] None | Attendance at meetings of Board of Directors 15 out of 15 |
| Reason for nomination as a candidate for Director Mr. Naoki Hyakutake has abundant experience and achievements at the Company through serving in positions such as the person in charge of human resources affairs and President and Representative Director of ALSOK Care & Support Co., Ltd. He can be expected to contribute to further improvement in the Company's corporate value, and therefore the Company has nominated him again as a candidate for Director. | | | |
| 7 | Yutaka Komatsu (November 3, 1958) [Reappointment] | March 1981 Joined the Company | 10,400 |
| | | April 2008 General Manager of Corporate Sales Dept. (I) October 2014 Seconded to Hokkaido Sohgo Security Services Co., Ltd. (currently ALSOK HOKKAIDO CO., LTD.) President and Representative Director | |
| | | April 2020 Executive Officer, President and Representative Director of ALSOK HOKKAIDO CO., LTD. April 2022 Senior Executive Officer, Chairman and Representative Director of ALSOK HOKKAIDO CO., LTD. June 2022 Director and Senior Executive Officer (Current), in charge of West Japan Area (Current) and 2025 World Exposition (General) (Current), Deputy Chief Officer of Business Promotion Affairs (Current), in charge of West Japan Area Sales (Current), Chief Officer of Regional Division (II) (Current), Chairman, President, and Representative Director of ALSOK KINKI CO., LTD., Chairman and Representative Director of ALSOK OSAKA CO., LTD. April 2024 Chief Officer of Regional Division (X) (Current) [Major concurrent positions] Representative Director, Hiroshima Sohgo Security Services, Co., Ltd. Representative Director, Ehime Sohgo Security Services, Co., Ltd. | Attendance at meetings of Board of Directors 15 out of 15 |
| Reason for nomination as a candidate for Director Mr. Yutaka Komatsu has abundant experience and achievements through serving in positions such as the person in charge of West Japan Area and 2025 World Exposition, as well as President and Representative Director of ALSOK KINKI CO., LTD. He can be expected to contribute to further improvement in the Company's corporate value, and therefore the Company has nominated him again as a candidate for Director. | | | |

| No. | Name (Date of birth) | Career summary, positions, responsibilities and significant concurrent positions | Number of shares of the Company held | |
|--|--|---|--|---|
| 8 | Toshie Ikenaga (January 23, 1961) [Reappointment] [Independent] [Outside] | April 1987 September 2010 | Joined the Economic Planning Agency Director, Policy Evaluation and Public Relations Division, Minister's Secretariat, Cabinet Office | 300 |
| | | April 2012 April 2014 | Professor, Hosei Graduate School of Regional Policy Design Director, Cabinet Office | Attendance at meetings of Board of Directors |
| | | September 2014 January 2016 July 2018 | Director, General Affairs Division, Gender Equality Bureau, Cabinet Office Vice-Governor, Shiga Prefecture (Resigned in July 2018) Director General, Gender Equality Bureau, Cabinet Office (Resigned in August 2020) | 15 out of 15 |
| | | June 2021 July 2022 | Joined the Company as Director (Current), Outside Audit & Supervisory Board Member, Shimizu Corporation (Current) President, National Hospital Organization (Current) [Major concurrent positions] Outside Audit & Supervisory Board Member, Shimizu Corporation | |
| Reason for nomination as a candidate for Outside Director and overview of expected role Ms. Toshie Ikenaga possesses abundant experience in public administration in areas including gender equity and local administration over many years. She has also served as a graduate school professor, proving her advanced insight and ability. She can be expected to contribute to enhancing and strengthening the corporate governance of the Group and further improvement in corporate value, through providing valuable opinions from a broad perspective regarding management, and therefore the Company has nominated her again as a candidate for Outside Director. | | | | |
| 9 | Masahiko Mishima (July 14, 1956) [Reappointment] [Independent] [Outside] | April 2016 October 2018 | Senior Vice President, Mitsubishi Heavy Industries, Ltd. Executive Vice President, Mitsubishi Heavy Industries, Ltd. | 2,500 |
| | | June 2019 June 2021 | Representative Director, Executive Vice President, Mitsubishi Heavy Industries, Ltd. Executive Vice President, Mitsubishi Heavy Industries, Ltd. (Resigned in September 2021) | Attendance at meetings of Board of Directors |
| | | October 2021 June 2022 | Senior Corporate Adviser, Mitsubishi Heavy Industries, Ltd. (Resigned in September 2022) Joined the Company as Director (Current) [Major concurrent positions] None | 15 out of 15 |
| | | Reason for nomination as a candidate for Outside Director and overview of expected role Mr. Masahiko Mishima possesses abundant experience and insight, and advanced ability, developed through serving in important positions at a major comprehensive heavy machinery manufacturing company over many years. He can be expected to contribute to enhancing and strengthening the corporate governance of the Group and further improvement in corporate value, through providing valuable opinions from a broad perspective regarding management, and therefore the Company has nominated him again as a candidate for Outside Director. | | |

| No. | Name (Date of birth) | Career summary, positions, responsibilities and significant concurrent positions | Number of shares of the Company held |
|---|--|--|--|
| 10 | Kenji Iwasaki (January 3, 1955) [Reappointment] [Independent] [Outside] | June 2009 Executive Officer, Tokio Marine & Nichido Fire Insurance Co., Ltd. | 1,100 |
| | | June 2010 Managing Director, Tokio Marine & Nichido Fire Insurance Co., Ltd. | |
| | | April 2014 Senior Managing Director, Tokio Marine & Nichido Fire Insurance Co., Ltd. | |
| | | April 2017 Executive Vice President, Tokio Marine & Nichido Fire Insurance Co., Ltd. (Resigned in March 2018), Vice President Executive Officer, Tokio Marine Holdings, Inc. | |
| | | June 2017 Executive Vice President, Tokio Marine Holdings, Inc. (Resigned in June 2018) | Attendance at meetings of Board of Directors |
| | | June 2018 Executive Director, The General Insurance Association of Japan (Resigned in June 2022) | 15 out of 15 |
| | | June 2022 Joined the Company as Director (Current), President and Representative Director, HMS Holdings Co., Ltd. (Current) | |
| | | July 2022 Outside Audit & Supervisory Board Member, DAIICHISEIWA JIMUSHO CO., LTD. (Current) | |
| June 2023 Director and Audit & Supervisory Committee Member, Japan Airport Terminal Co., Ltd. (Current) | | | |
| [Major concurrent positions] President and Representative Director, HMS Holdings, Co., Ltd. Director and Audit & Supervisory Committee Member, Japan Airport Terminal Co., Ltd. | | | |
| Reason for nomination as a candidate for Outside Director and overview of expected role Mr. Kenji Iwasaki possesses abundant experience and insight, and advanced ability, developed through serving in important positions at a major non-life insurance company and elsewhere over many years. He can be expected to contribute to enhancing and strengthening the corporate governance of the Group and further improvement in corporate value, through providing valuable opinions from a broad perspective regarding management, and therefore the Company has nominated him again as a candidate for Outside Director. | | | |

| No. | Name (Date of birth) | Career summary, positions, responsibilities and significant concurrent positions | | Number of shares of the Company held |
|---|--|---|--|--|
| 11 | Hiroyuki Morita (July 16, 1958) [New appointment] [Independent] [Outside] | June 1997 | President & CEO, ENICOM Inc. (Currently NS Solutions USA Corporation) (Resigned in June 1999) | 0 |
| | | April 2010 | Operating Officer, NS Solutions Corporation | |
| | | June 2012 | Director, NS Solutions Corporation | |
| | | June 2015 | Executive Director and Senior Executive Officer, NS Solutions Corporation | |
| | | April 2016 | Executive Director and Managing Executive Officer, NS Solutions Corporation | |
| | | April 2019 | Representative Director & President, NS Solutions Corporation | |
| | | April 2023 | Executive Director and Senior Advisor, NS Solutions Corporation (Current) | |
| | | [Major concurrent positions] | None | |
| Reason for nomination as a candidate for Outside Director and overview of expected role Mr. Hiroyuki Morita possesses abundant experience and insight, and advanced ability, developed through serving in important positions at a major system integrator over many years. He can be expected to contribute to enhancing and strengthening the corporate governance of the Group and further improvement in corporate value, through providing valuable opinions from a broad perspective regarding management, and therefore the Company has newly nominated him as a candidate for Outside Director. | | | | |
| 12 | Risa Tanaka (November 14, 1966) [New appointment] [Independent] [Outside] | April 1995 | Editor-in-Chief, Sendenkaigi Co., Ltd. | 0 |
| | | November 2008 | Director and Executive Vice President, Head of Editorial Office, Sendenkaigi Co., Ltd. | |
| | | August 2010 | Director, Japan Association for Rail Advertising (Current) | |
| | | April 2012 | Professor, The Graduate School of Project Design of Advanced Academic Agency | |
| | | June 2014 | Outside Director, Japan Post Co., Ltd. (Resigned in June 2022) | |
| | | April 2016 | President, The Graduate School of Project Design of Advanced Academic Agency (Current), Director, Sendenkaigi Co., Ltd. (Resigned in March 2023) | |
| | | January 2019 | Member of the Central Environment Council, the Ministry of the Environment (Current) | |
| | | February 2019 | Member of the Panel on Infrastructure Development and the Council of Transportation Policy, the Ministry of Land, Infrastructure, Transportation and Tourism (Current) | |
| | | April 2021 | Trustee and Executive Vice President, Mie University (Current) | |
| | | June 2021 | Outside Director, Imuraya Group Co., Ltd. (Current) | |
| | | January 2022 | Member of the 33rd Local Government System Research Council, the Ministry of Internal Affairs and Communications | |
| | | June 2022 | Outside Audit & Supervisory Board Member, Metropolitan Expressway Co., Ltd. (Current) | |
| | | [Major concurrent positions] | President, The Graduate School of Project Design of Advanced Academic Agency Outside Director, Imuraya Group Co., Ltd. Outside Audit & Supervisory Board Member, Metropolitan Expressway Co., Ltd. | |
| Reason for nomination as a candidate for Outside Director and overview of expected role Ms. Risa Tanaka possesses abundant experience developed through serving in important positions in publishing and education businesses over many years. She has also served as President of Graduate School for working professionals at an incorporated educational institution approved by the Minister of Education, Culture, Sports, Science and Technology, proving her advanced insight and ability. She can be expected to contribute to enhancing and strengthening the corporate governance of the Group and further improvement in corporate value, through providing valuable opinions from a broad perspective regarding management, and therefore the Company has newly nominated her as a candidate for Outside Director. | | | | |

(Notes) 1 Special interests between the candidates and the Company

- (1) The Company makes donations to the JUN MURAI MEMORIAL SCHOLARSHIP FOUNDATION, where Mr. Tsuyoshi Murai serves as Chairman of the Board.
- (2) There are no special interests between the Company and the other candidates.

2 Matters concerning candidates for Outside Director are as follows.

- (1) Number of years since election as Outside Director (at the conclusion of this Meeting)

| | |
|----------------------|---------|
| Ms. Toshie Ikenaga | 3 years |
| Mr. Masahiko Mishima | 2 years |
| Mr. Kenji Iwasaki | 2 years |

- (2) Summary of content of liability limitation agreements

The Company has concluded liability limitation agreements with Ms. Toshie Ikenaga, Mr. Masahiko Mishima, and Mr. Kenji Iwasaki to limit their liability to either 10 million yen or the minimum liability amount stipulated by Article 425, Paragraph 1 of the Companies Act, whichever is higher. If Ms. Toshie Ikenaga, Mr. Masahiko Mishima, and Mr. Kenji Iwasaki are reelected, the Company plans to continue the above liability limitation agreements with them.

Additionally, if Mr. Hiroyuki Morita and Ms. Risa Tanaka are elected as Director, the Company plans to conclude liability limitation agreements with them identical to the ones concluded with Ms. Toshie Ikenaga, Mr. Masahiko Mishima, and Mr. Kenji Iwasaki.

3 Independence of candidates for Outside Director

The Company has submitted Ms. Toshie Ikenaga to Tokyo Stock Exchange, Inc. as an independent director. The Company has judged that she is qualified as an independent director as no conditions exist that create a conflict of interest with general shareholders, such as her having been affiliated in the past with a major transaction partner of the Company.

Furthermore, although there are transactions for contracted security operations between the Company and Shimizu Corporation, where she is currently serving as Outside Audit & Supervisory Board Member, and National Hospital Organization, where she is currently serving as President, the scales of these transactions were less than 2% of the Company's net sales for the most recent fiscal year.

Additionally, the Company has submitted Mr. Masahiko Mishima as an independent director to the Tokyo Stock Exchange. The Company has judged that he is qualified as an independent director as no conditions exist that create a conflict of interest with general shareholders, such as him having been affiliated in the past with a major transaction partner of the Company.

Furthermore, although there are transactions for contracted security operations between the Company and Mitsubishi Heavy Industries, Ltd., where he served until September 2022, the scales of these transactions were less than 2% of the Company's net sales for the most recent fiscal year.

Additionally, the Company has submitted Mr. Kenji Iwasaki as an independent director to the Tokyo Stock Exchange. The Company has judged that he is qualified as an independent director as no conditions exist that create a conflict of interest with general shareholders, such as him having been affiliated in the past with a major transaction partner of the Company.

Furthermore, although there are transactions for contracted security operations between the Company and Tokio Marine & Nichido Fire Insurance Co., Ltd., where he served until March 2018, and Tokio Marine Holdings, Inc., where he served until June 2018, the scales of these transactions were less than 2% of the Company's net sales for the most recent fiscal year.

Additionally, as Mr. Hiroyuki Morita fulfils the requirements of an independent director as stipulated by the Tokyo Stock Exchange, the Company plans to submit him as an independent director to said exchange. The Company has judged that he is qualified as an independent director as no conditions exist that create a conflict of interest with general shareholders, such as him having been affiliated in the past with a major transaction partner of the Company.

Furthermore, although there are transactions for general property management and fire protection services between the Company and NS Solutions Corporation, where he is currently serving as Executive Director and Senior Advisor, the scales of these transactions were less than 2% of the Company's net sales for the most recent fiscal year.

Additionally, as Ms. Risa Tanaka fulfils the requirements of an independent director as stipulated by the Tokyo Stock Exchange, the Company plans to submit her as an independent director to said exchange. The Company has judged that she is qualified as an independent director as no conditions exist that create a conflict of interest with general shareholders, such as her having been affiliated in the past with a major transaction partner of the Company.

Furthermore, although there are transactions for contracted transportation security services between the Company and Japan Post Co., Ltd., where she served as Outside Director until June 2022, and transactions for contracted security operations between the Company and Imuraya Group Co., Ltd., where she is currently serving as Outside Director, and Metropolitan Expressway Co., Ltd., where she is currently serving as Outside Audit & Supervisory Board Member, the scales of these transactions were less than 2% of the Company's net sales for the most recent fiscal year.

4 Conclusion of a directors and officers liability insurance contract

The Company has concluded a directors and officers liability insurance contract with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. If the election of each candidate is approved, they will be insured under the insurance contract.

The insurance contract covers damages that may arise when the insured assumes liability for the execution of his or her duties or receives a claim related to the pursuit of such liability.

The Company plans to renew the insurance contract with the same coverage at the time of the next renewal in August 2024.

5 Indication of names

Ms. Toshie Ikenaga's name on the family register is Toshie Kobayashi, and Ms. Risa Tanaka's name on the family register is Risa Saito.

[Reference] The structure and skills matrix of the Board of Directors subject to approval of the Proposal 2

The composition of the Board of Directors and the expertise and experience of each director is as stated below.

| Name | Position | Corporate Management (including Sustainability) | Finance/Accounting | Legal Affairs/Compliance | IT/Digital | Global | Sales/Marketing | Human Resource Management | Industry Knowledge (Security/Facility/ Long-term Care) |
|------------------|---|--|--------------------|--------------------------|------------|--------|-----------------|------------------------------|--|
| Tsuyoshi Murai | Representative Director, Group CEO, Chief Technology Officer (CTO) | ● | | ● | ● | | ● | ● | ● |
| Ikuji Kayaki | Representative Director, Group COO, Senior Executive President | ● | | ● | | | ● | ● | ● |
| Motohisa Suzuki | Director | ● | | ● | | ● | | ● | ● |
| Takashi Kumagai | Director | ● | | ● | ● | | | | ● |
| Kazuhide Shigemi | Director | ● | ● | | | | ● | | |
| Naoki Hyakutake | Director | ● | | ● | | | ● | ● | ● |
| Yutaka Komatsu | Director | ● | | | | | ● | | ● |
| Toshie Ikenaga | Director | ● | | ● | | | | ● | |
| Masahiko Mishima | Director | ● | | ● | | ● | ● | | |
| Kenji Iwasaki | Director | ● | ● | ● | | | ● | ● | |
| Hiroyuki Morita | Director | ● | ● | | ● | ● | ● | | |
| Risa Tanaka | Director | ● | | | | | ● | ● | |

Proposal 3: Election of 1 Audit & Supervisory Board Member

The term of office of an Audit & Supervisory Board Member, Ms. Michiko Nagasawa, will expire at the conclusion of this Meeting. Accordingly, the election of 1 Audit & Supervisory Board Member is proposed. Furthermore, the consent of the Audit & Supervisory Board has been obtained in regard to this proposal.

The candidate is as follows:

| Name (Date of birth) | Career summary, positions and significant concurrent positions | Number of shares of the Company held |
|---|--|--|
| Yoshifumi Otsuka (February 18, 1964) | April 2015 Corporate Executive Officer, Daiwa Securities Co., Ltd. October 2018 Corporate Executive Officer, Daiwa Securities Group Inc. April 2019 Executive Managing Director, Daiwa Securities Group Inc. (Resigned in March 2022) | 0 |
| [New appointment] | April 2020 Executive Managing Director, Daiwa Securities Co., Ltd. (Resigned in March 2022) | |
| [Independent] | April 2022 Senior Executive Managing Director, Daiwa Institute of Research Ltd. (Resigned in March 2024) | |
| [Outside] | [Major concurrent positions] None | |
| Reason for nomination as candidate for Outside Audit & Supervisory Board Member Mr. Yoshifumi Otsuka possesses abundant experience and insight, as well as advanced abilities developed through his experience at a major securities company and elsewhere over many years, and can be expected to provide effective audits and advice in regard to the overall management of the Group. Judging that he will be able to appropriately perform the duties of an Outside Audit & Supervisory Board Member, the Company has newly nominated him as a candidate for Outside Audit & Supervisory Board Member. | | |

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

2 Summary of content of liability limitation agreements

If Mr. Yoshifumi Otsuka is elected, the Company intends to conclude a liability limitation agreement with him to limit his liability to either 10 million yen or the minimum liability amount stipulated by Article 425, Paragraph 1 of the Companies Act, whichever is higher.

3 Independence of the candidate for Outside Audit & Supervisory Board Member

As Mr. Yoshifumi Otsuka fulfils the requirements of an independent auditor as stipulated by the Tokyo Stock Exchange, the Company plans to submit him as an independent auditor to said exchange. The Company has judged that he is qualified as an independent auditor as no conditions exist that create a conflict of interest with general shareholders, such as him having been affiliated in the past with a major transaction partner of the Company.

Furthermore, although there are transactions for contracted security operations between the Company and Daiwa Securities Group Inc. and Daiwa Securities Co., Ltd., where he served until March 2022, and transactions for information and telecommunications services between the Company and Daiwa Institute of Research Ltd., where he served until March 2024, the scales of these transactions were less than 2% of the Company's net sales for the most recent fiscal year.

4 Conclusion of a directors and officers liability insurance contract

The Company has concluded a directors and officers liability insurance contract with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. If the election of Mr. Yoshifumi Otsuka is approved, he will be insured under the insurance contract.

The insurance contract covers damages that may arise when the insured assumes liability for the execution of his or her duties or receives a claim related to the pursuit of such liability.

The Company plans to renew the insurance contract with the same coverage at the time of the next renewal in August 2024.

Proposal 4: Revision of Remuneration Amount for Directors

The total amount of remuneration for the Company's Directors was approved and resolved at the 37th Annual General Meeting of Shareholders held on June 27, 2002 to be no more than 400 million yen per annum, and it has remained unchanged until today. However, in consideration of changes in economic conditions thereafter and other various factors, the Company would like to revise the total remuneration amount for Directors to be no more than 600 million yen per annum.

As in the past, the above-stated amount of remuneration does not include employee salaries for Directors concurrently serving as employees.

If Proposal 2 "Election of 12 Directors" is approved and resolved as proposed, the number of Directors who are eligible to receive payment of remuneration will be 12 (including 5 Outside Directors).