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Securities code: 8771

June 9, 2023

(Starting date of electronic provision measures: June 6, 2023)

Masanori Eto President and Chief Executive Officer eGuarantee, Inc. 5-3-1 Akasaka, Minato-ku, Tokyo, Japan

NOTICE OF THE 23RD ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

You are cordially notified of the 23rd Annual General Meeting of Shareholders of eGuarantee, Inc. (the "Company"), which will be held as described below.

In convening this General Meeting of Shareholders, the Company takes electronic provision measures and has posted the matters to be provided electronically as "NOTICE OF THE 23RD ANNUAL GENERAL MEETING OF SHAREHOLDERS" on the following websites on the internet.

Company website: https://www.eguarantee.co.jp/en/ir/ir-library/

In addition to the above website, they are also posted on the website below.

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

(https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show)

Please access the above website, and enter the Company's name or securities code to search for the Company, select "Basic information," and then select "Documents for public inspection/PR information" to confirm the relevant information.

If you are unable to attend the meeting, you can exercise your voting rights via the internet or by mailing the Voting Rights Exercise Form. Please review the Reference Documents for the General Meeting of Shareholders provided in the matters to be provided electronically and exercise your voting rights no later than 6 p.m. on Tuesday, June 27, 2023 (Japan time).

1. Date and Time: Wednesday, June 28, 2023, 10:00 a.m. (Japan time)

2. Place: Planets Room A

Shibuya Excel Hotel Tokyu, 6th Floor

1-12-2 Dogenzaka, Shibuya-ku, Tokyo, Japan

(See "Directions to the Meeting Venue" on the last page.)

3. Meeting Agenda:

Matters to be reported:1. Report on the Business Report, Consolidated Financial Statements, and

Results of Audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements for the 23rd Fiscal Year

(April 1, 2022–March 31, 2023)

2. Report on the Non-consolidated Financial Statements for the 23rd Fiscal Year (April 1, 2022–March 31, 2023)

Proposals to be resolved:

Proposal 1: Appropriation of Surplus

Proposal 2: Partial Amendments to the Articles of Incorporation

Proposal 3: Election of Eight (8) Directors

4. Information on Exercise of Voting Rights:

- (1) If you vote both in writing on the Voting Rights Exercise Form and via the internet, only your vote placed via the internet will be valid.
- (2) If you submit your vote multiple times via the internet, only the last vote will be valid.
- (3) If you do not indicate your approval or disapproval for a proposal listed on the Voting Rights Exercise Form, your vote will be treated as an approval for the proposal.
- (4) If you appoint a proxy to attend the meeting on your behalf, the proxy is requested to submit a power of attorney and your Voting Rights Exercise Form at the reception desk. Please be aware that you can designate one proxy only and the proxy must be a shareholder who has voting rights.
- 1. When attending the meeting, you are kindly requested to submit the enclosed Voting Rights Exercise Form at the venue's reception desk.
- 2. If any revision is made to the matters to be provided electronically, the revised version will be posted on each of the websites described above.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

The Company proposes to pay year-end dividends for the 23rd fiscal year as detailed below, considering the Company's financial results for the fiscal year, business development outlook, status of internal reserves, and other factors.

Matters regarding Year-End Dividends

- 1. Type of the dividend property

 Cash
- 2. Matters regarding the allocation of the dividend property to shareholders and the total amount thereof ¥34 per common shares of the Company (ordinary dividend: ¥30, commemorative dividend: ¥4) Total amount: ¥1,613,848,420
- 3. Effective date for dividends of surplus June 29, 2023

Proposal 2: Partial Amendments to the Articles of Incorporation

1. Reason for the amendments

For the purpose of further strengthening supervisory function of the Board of Directors and further enhancing the corporate governance system, the Company intends to change the maximum number of Directors from seven (7) to nine (9).

2. Details of the amendments

The details of the amendments are as follows:

(Amended sections are underlined.)

	(Timenaea sections are anaerimea.)		
Current Articles of Incorporation	Proposed amendments		
Article 18 (Number of Directors)	Article 18 (Number of Directors)		
The number of Directors of the Company shall be seven (7) or less.	The number of Directors of the Company shall be nine (9) or less.		

Proposal 3: Election of Eight (8) Directors

All the current seven Directors will complete their terms of office at the conclusion of this General Meeting of Shareholders. Therefore, in order to further strengthen supervisory function of the Board of Directors and further enhance the corporate governance system, the proposal is to elect eight Directors by adding one Director, subject to the approval of Proposal 2 "Partial Amendments to the Articles of Incorporation" as originally proposed.

The candidates for Director are as shown below.

No.	Name (Date of birth)	Career sumn	Number of shares of the Company held	
1	Masanori Eto (January 10, 1975)	May 2003 June 2004 April 2005	Joined ITOCHU Corporation General Manager and Overall Manager of Sales Division of the Company (secondment) General Manager of Corporate Planning Office and General Manager of Sales Department of the Company Director of the Company President and Chief Executive Officer of the Company President and Chief Executive Officer of the Company (permanent transfer) (current)	3,084,400
2	June 200 April 200 April 199 April 199 April 200 April 200 April 200 April 200 June 200 June 200 June 200 April 200 May 201		Joined Mitsui Bank, Limited General Manager of Oguchi Branch, Sakura Bank, Limited General Manager of Planning Department, Sakura Research Institute, Ltd. General Manager of Nihonbashi Branch, Sumitomo Mitsui Banking Corporation General Manager of Customer Service Department of Sumitomo Mitsui Banking Corporation President and Representative Director of Japan Pension Navigator Co., Ltd. Outside Director of the Company Resigned from the position of Outside Director of the Company Joined the Company General Manager of Corporate Administration Department of the Company Director and Corporate Officer, in charge of Corporate Administration Department and General Manager of Corporate Administration Department of the Company Director and Corporate Officer, General Manager of Corporate Administration Department of the Company Director and Corporate Officer, General Manager of Sales Department I of the Company Director and Corporate Officer, General Manager of Sales Division I of the Company Director and Corporate Officer, General Manager of Sales Group I of the Company Director and Corporate Officer, General Manager of Sales Group I of the Company Director and Corporate Officer, General Manager of Sales Division of the Company Director and Corporate Officer, General Manager of Sales Division of the Company Director and Corporate Officer, General Manager of Sales Division of the Company	42,000

No.	Name (Date of birth)	(hirth)			
	(Date of birth)		concurrent positions	Company held	
3	Joji Nagai (April 15, 1950)	September 2005	Joined Saitama Bank, Ltd. Seconded to Saitama Finance/Swiss, Limited General Manager of Kumagayanishi Branch, The Asahi Bank, Ltd. Seconded to Asahi Bank (Schweiz) AG Seconded to Asahi Securities, Inc. Seconded to Shoei Insurance Services, Co., Ltd. Transferred to Shoei Insurance Services, Co., Ltd. Joined Japan Drake Beam Morin, Inc. Joined ASK Corporation Corporate Auditor of ASK Corporation Joined the Company General Manager of Internal Audit Office of the Company Director and Corporate Officer in charge of Operations Planning Department of the Company Director and Corporate Officer, General Manager of Risk Management Office of the Company Director and Corporate Officer, General Manager of Sales Department of the Company Director and Corporate Officer, General Manager of Sales Department II of the Company Director and Corporate Officer, General Manager of Sales Division III of the Company Director and Corporate Officer, General Manager of Sales Division I of the Company Director and Corporate Officer, General Manager of Sales Division I of the Company Director and Corporate Officer, General Manager of Sales Division of the Company Director and Corporate Officer, General Manager of Sales Division of the Company Director and Corporate Officer, General Manager of Operations Department of the Company Director and Corporate Officer, General Manager of Operations Department of the Company Director and Corporate Officer, General Manager of Operations Department of the Company Director and Corporate Officer, General Manager of Operations Department of the Company Director and Corporate Officer, General Manager of Operations Department of the Company Director and Corporate Officer, General Manager of Operations Department of the Company Director and Corporate Officer, Assistant to President of the Company (current)	48,700	
4	Nozomu Murai (November 2, 1979)	April 2002 January 2007 April 2007 April 2009 July 2009 April 2013 June 2013 January 2018 July 2019	Joined NIF Ventures Co., Ltd. Joined the Company General Manager of President's Office of the Company General Manager of Corporate Planning Office of the Company Corporate Officer, General Manager of Corporate Planning Office of the Company General Manager of Corporate Administration Department of the Company Director and Corporate Officer, General Manager of Corporate Administration Department of the Company Director and Corporate Officer, General Manager of Corporate Administration Department and General Manager of Operations Department of the Company Director and Corporate Officer, General Manager of Corporate Administration Department of the Company Director and Corporate Officer, General Manager of Corporate Administration Department of the Company (current)	466,900	

No.	Name (Date of birth)	Career sumr	Number of shares of the Company held	
	Hideo Kurosawa (June 18, 1954)	April 1978 October 1992	Joined Sumitomo Marine & Fire Insurance Co., Ltd. Manager of Section II, Corporate Finance Department and General Manager of Direct Marketing Office of	
		April 2002	Sumitomo Marine & Fire Insurance Co., Ltd. Special General Manager of Planning, Automotive Sales Promotion Department and Compliance Officer of Mitsui Sumitomo Insurance Company, Limited	
		April 2005	General Manager of Okayama Branch, Chugoku Division of Mitsui Sumitomo Insurance Company, Limited	
		April 2008	Council Member, General Manager of General Sales Department III, Tokyo Corporate Headquarters of Mitsui Sumitomo Insurance Company, Limited	
		April 2010	Executive Officer, General Manager of General Sales Department III, Tokyo Corporate Headquarters of Mitsui Sumitomo Insurance Company, Limited	
		April 2011	Executive Officer, General Manager of Chubu Division of Mitsui Sumitomo Insurance Company, Limited	
5		April 2012	Managing Executive Officer, General Manager of Chubu Division of Mitsui Sumitomo Insurance Company, Limited	_
		April 2013	President and Representative Director of MSK Insurance Center Company, Limited	
		April 2015	Special Advisor of Mitsui Sumitomo Insurance Company, Limited	
		July 2015	Executive Director of Japan Automobile Recycling Promotion Center	
		June 2020	Outside Director of the Company (current)	
		July 2020	Representative Partner of Kurosawa Consulting LLC (current)	
		December 2021	Executive Director of Japan Auto Recycling Partnership (current)	
		January 2022	Director of JAPAN FOUNDATION FOR ADVANCED AUTO RECYCLING (current)	
		April 2023	Management Advisor of Tao co., Ltd. (current)	
		[Significant cond	current position]	
		Representative P		
		Executive Direct		
		Director of JAPA RECYCLING		
		Management Ad		

No.	Name (Date of birth)	Career sum	Number of shares of the Company held	
		April 1975	o our pour y	
		May 1996	Joined Sanwa Bank, Limited General Manager of Kawasaki Branch of Sanwa Bank, Limited	
		May 1999	General Manager of Secretarial Office of Sanwa Bank, Limited	
		April 2001	General Manager of Secretarial Office, UFJ Holdings Inc.	
		January 2002	Executive Officer, General Manager of Shinjukushintoshin Corporate Banking Division No.1 and General Manager of Shinjukushintoshin Branch,	
		May 2003	UFJ Bank, Limited Executive Officer, Assistant General Manager of Corporate Company in charge of Corporation (in	
			charge of the eastern Japan area) of UFJ Bank, Limited	
	Nobushige Kamei (November 20, 1952)	May 2004	Managing Executive Officer, General Manager of Human Resources Division of UFJ Bank, Limited	
		July 2004	Managing Executive Officer, in charge of Planning Division and Public Relations Division of UFJ Bank, Limited	
6		May 2005	Managing Executive Officer, in charge of Planning Division and Public Relations Division and General	
		January 2006	Manager of Planning Division of UFJ Bank, Limited Managing Executive Officer, Assistant General Manager of Investment Banking Group, MUFG Bank, Ltd.	
		May 2007	Managing Executive Officer, General Manager of	
		June 2009	Corporate Banking Group No.2 of MUFG Bank, Ltd. Senior Managing Director of Mitsubishi UFJ Financial Group, Inc. Director of Mitsubishi UFJ Trust and Banking	
			Corporation	
		June 2011	President of MST Insurance Service Co., Ltd.	
		June 2016	President of Sanshin Co., Ltd.	
		March 2017	Outside Director of Hilton Tokyo Bay (current)	
		June 2018	Outside Director of SEIWA BUSINESS LINK CO., LTD. (current)	
		June 2019	Chairman of Sanshin Co., Ltd.	
		June 2021	Advisor of Sanshin Co., Ltd. (current)	
		June 2021	Outside Director of the Company (current)	
			ncurrent position]	
			or of Hilton Tokyo Bay or of SEIWA BUSINESS LINK CO., LTD.	
		Advisor of San		

No.	Name (Date of birth)	Career sumn	Number of shares of the Company held	
7	Shiro Shibuya (June 13, 1955)	April 1978 October 1992 February 1995 June 1999 June 2001 April 2006 April 2008 May 2011 March 2014 May 2016 September 2020 June 2021	Joined TEIKOKU DATABANK, Ltd. Assistant General Manager of Personnel Department of TEIKOKU DATABANK, Ltd. General Manager of Nagano Branch of TEIKOKU DATABANK, Ltd. General Manager of Operations Department II, TEIKOKU DATABANK BUSINESS SERVICES, LTD. General Manager of Toyama Branch, TEIKOKU DATABANK, Ltd. General Manager of Head Office Personnel Department of TEIKOKU DATABANK, Ltd. General Manager of Chiba Branch of TEIKOKU DATABANK, Ltd. General Manager of Yokohama Branch of TEIKOKU DATABANK, Ltd. Executive Officer, General Manager of Yokohama Branch of TEIKOKU DATABANK, Ltd. Executive Officer, General Manager of Head Office Sales Promotion Department of TEIKOKU DATABANK, Ltd. Resigned from TEIKOKU DATABANK, Ltd. Outside Director of the Company (current)	
8	Mariko Mabuchi (April 27, 1984)		Joined Natural Care INc. ECF Analyst of Japan Cloud Capital, inc. (currently FUNDINNO, Inc.) (current) Representative Director of The Japan Research Institute of Financial and Economic (current) current position] FUNDINNO, Inc. Director of The Japan Research Institute of Financial	

Notes:

- 1. No special interest exists between the Company and any of the candidates for Director.
- 2. Hideo Kurosawa, Nobushige Kamei, Shiro Shibuya, and Mariko Mabuchi are candidates for Outside Director. The Company has designated Hideo Kurosawa, Nobushige Kamei, and Shiro Shibuya as independent officers in accordance with the rules of the Tokyo Stock Exchange and notified the exchange of the designation. If their reelection is approved and passed, the Company will continue to notify the exchange of the designation. In addition, if Mariko Mabuchi is elected and assumes office as Outside Director, the Company will newly designate her as an independent officer and notify the exchange of the designation.
- 3. The reasons for the election of each candidate for Director are as follows.
 - (1) Masanori Eto, a candidate for Director, has assumed the responsibilities as Chief Executive Officer since April 2005, and has exercised leadership as chief executive of the Company's management. The Company determines that leveraging his wealth of business experience at the Company and insight into overall management is expected to lead to the Company's sustainable growth and the enhancement of corporate value over the medium to long term, and therefore proposes to elect him as Director.

- (2) Hideo Karatsu, a candidate for Director, has a wealth of experience at financial institutions as well as experience as a manager, and possesses insight into overall management and administration and operation of the Company's business and other guarantee businesses. The Company determines that his experience and insight will continue to be indispensable to the Company's management, and therefore proposes to elect him as Director.
- (3) Joji Nagai, a candidate for Director, has a wealth of experience at financial institutions, and possesses insight into overall management and administration and operation of the Company's business and other guarantee businesses. The Company determines that his experience and insight will continue to be indispensable to the Company's management, and therefore proposes to elect him as Director.
- (4) Nozomu Murai, a candidate for Director, has been in charge of corporate planning department and accounting and finance-related departments since his appointment, and has a wealth of experience in the Company's business. The Company determines that his expertise and experience will continue to be indispensable to the Company's management, and therefore proposes to elect him as Director.
- (5) Hideo Kurosawa, a candidate for Director, had been engaged in a wide range of operations at non-life insurance companies for many years, and is well versed in the insurance business as well as possesses a wealth of management experience. The Company expects that his knowledge and experience will be reflected in the Company's management strategies, and therefore proposes to elect him as Outside Director.
- (6) Nobushige Kamei, a candidate for Director, had been engaged in a wide range of banking operations for many years, and is well versed in the financial business as well as possesses a wealth of management experience. The Company expects that his knowledge and experience will be reflected in the Company's management strategies, and therefore proposes to elect him as Outside Director.
- (7) Shiro Shibuya, a candidate for Director, had been engaged in a wide range of operations at companies conducting corporate credit research. The Company expects that his knowledge and experience in corporate credit research will be reflected in the Company's management strategies, and therefore proposes to elect him as Outside Director.
- (8) Mariko Mabuchi, a candidate for Director, has a wealth of experience gained through her engagement in the asset management business, as well as possesses extensive expertise on corporate analysis as an economic analyst. The Company expects that her knowledge and experience will be reflected in the Company's management strategies, and therefore proposes to elect her as Outside Director. She has not been directly involved in corporate management, but the Company determines that she will be able to appropriately perform her duties as Outside Director for the reasons stated above.
- 4. The outline of the roles expected of each candidate for Outside Director is as follows.
 - (1) Hideo Kurosawa, a candidate for Director, is expected to contribute to enhancing and strengthening the Company's corporate governance by utilizing his broad expertise and wealth of management experience in the insurance business, and to play a role in supervising the Company's management from an independent standpoint in order to improve shareholder value and corporate value over the medium to long term.
 - (2) Nobushige Kamei, a candidate for Director, is expected to contribute to enhancing and strengthening the Company's corporate governance by utilizing his broad expertise and wealth of management experience in the financial business, and to play a role in supervising the Company's management from an independent standpoint in order to improve shareholder value and corporate value over the medium to long term.
 - (3) Shiro Shibuya, a candidate for Director, is expected to contribute to enhancing and strengthening the Company's corporate governance by utilizing his broad expertise and wealth of experience in the

- corporate credit research, and to play a role in supervising the Company's management from an independent standpoint in order to improve shareholder value and corporate value over the medium to long term.
- (4) Mariko Mabuchi, a candidate for Director, is expected to contribute to enhancing and strengthening the Company's corporate governance by utilizing her broad expertise and wealth of experience as an economic analyst, and to play a role in supervising the Company's management from an independent standpoint in order to improve shareholder value and corporate value over the medium to long term.
- 5. Neither Hideo Kurosawa nor Nobushige Kamei nor Shiro Shibuya nor Mariko Mabuchi, a candidate for Outside Director, is to receive, or has received in the past two years, a large sum of money or other property (excluding remuneration as a Director) from the Company or its specified associated company.
- 6. Neither Hideo Kurosawa nor Nobushige Kamei nor Shiro Shibuya nor Mariko Mabuchi, a candidate for Outside Director, is a spouse or relative within the third degree of kinship, or any other person equivalent thereto, of an executive or officer of the Company or its specified associated company.
- Neither Hideo Kurosawa nor Nobushige Kamei nor Shiro Shibuya nor Mariko Mabuchi, a candidate for Outside Director, is, or has been in the past ten years, an executive or officer of the Company's specified associated company.
- 8. In order for the Company to attract competent persons as Outside Directors, the Articles of Incorporation of the Company stipulates that the Company may have agreements with Outside Directors that limits their liability for damages to the Company to a certain extent. If the reelection of Hideo Kurosawa, Nobushige Kamei, and Shiro Shibuya is approved, the Company will continue these agreements with them, and the Company will have the same agreement with Mariko Mabuchi if her election is approved.

The outline of the details of the agreement is as follows.

- If an Outside Director is liable for damages to the Company due to negligence of his/her duties, he/she shall be liable up to the minimum amount stipulated in Article 425, paragraph 1 of the Companies Act.
- The above limit of liability shall be permitted only when the Outside Director acted in good faith and without gross negligence in the performance of his/her duties that gave rise to such liability.
- 9. The Company has taken out a directors and officers liability insurance policy as prescribed in Article 430-3 of the Companies Act, from an insurance company. The policy covers damages that may arise due to insureds assuming liability for their execution of duties, or receiving a claim for the pursuit of such liability. The above policy does not cover claims for damages arising from the insured's unlawful gain or benefit, damages caused as a result of criminal acts, wrongful acts, fraudulent acts, or acts committed with the knowledge that they violate laws, rules or regulations. All candidates for Director will be included in the insured under the policy. The Company intends to renew the policy with the same terms and conditions at the time of the next renewal.
- 10. Hideo Kurosawa, a candidate for Outside Director, will have served as Outside Director of the Company for three years as of the end of this General Meeting of Shareholders. Nobushige Kamei and Shiro Shibuya, candidates for Outside Director, will have served as Outside Director of the Company for two years as of the end of this General Meeting of Shareholders.

Knowledge and Experience Matrix of Directors

Name		Corporate management	Industry experience and knowledge	Investment and market	Finance and accounting	Legal affairs and risk management	Personnel affairs and human resource development	Information systems
Masanori Eto (Male)		0	0		0	0	0	0
Hideo Karatsu (Male)		0	0		0			
Joji Nagai (Male)			0		0	0		
Nozomu Murai (Male)			0	0	0		0	
Hideo Kurosawa (Male)	(Outside)	0	0					
Nobushige Kamei (Male)	(Outside)	0			0		0	
Shiro Shibuya (Male)	(Outside)		0				0	
Mariko Mabuchi (Female)	(Outside)			0	0			