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Securities Code: 4290

June 7, 2023

Start date of measures for electronic provision: May 31, 2023

To our shareholders:

**Shinichi Tamagami, Chief Executive Officer**  
**Prestige International Inc.**  
2-4-1 Kojimachi, Chiyoda-ku, Tokyo

## **Notice of the 37th Annual General Meeting of Shareholders**

You are hereby notified of the 37th Annual General Meeting of Shareholders of Prestige International Inc. (the “Company”), to be held as set forth below.

When convening this general meeting of shareholders, the Company takes measures for providing in electronic format information that constitutes the content of reference documents for the shareholders meeting, etc. (matters for which measures for providing information in electronic format are to be taken). This information is posted on each of the following websites, so please access either of those websites to confirm the information.

**【the Company’s website.】**

[https://www.prestigein.com/english/IR/stock/stock\\_meeting.html](https://www.prestigein.com/english/IR/stock/stock_meeting.html)

**【Website containing materials for general meetings of shareholders】**

<https://d.sokai.jp/4290/teiji/>

**【Tokyo Stock Exchange website (Listed Company Search)】**

<https://www.jpx.co.jp/english/listing/co-search/index.html>

(Access the TSE website by using the Internet address shown above, enter “Prestige International” in “Issue name (company name)” or the Company’s securities code “4290” in “Code,” and click “Search.” Then, click “Basic information” and select “Documents for public inspection/PR information” . Under “Filed information available for public inspection” , click “Click here for access” under “[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].”)

In addition, in the event that you will not be attending the meeting on the day, you may exercise your voting rights by either of the methods described below. In this case, please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by no later than 6:00 p.m. (Japan standard time) on Wednesday, June 21, 2023.

**[Voting in Writing]**

Please indicate your vote for or against the proposals Voting Rights Exercise Form, and return it such that it arrives by the above deadline for exercise.

**[Voting via the Internet, etc.]**

Please review the “Instructions for Voting via the Internet, etc.” (in Japanese only) below, enter your “Voting Rights Exercise Code” and “password” on the Voting Rights Exercise Website(<https://soukai.mizuho-tb.co.jp/>) designated by the Company, and enter your vote for or against the proposals in accordance with the instructions on-screen by the deadline for exercising your voting rights as indicated above.

- 1. Date and Time:** Thursday, June 22, 2023, at 11:00 a.m. (JST)  
Reception opens at 10:30 a.m.

Please note that the time of this Annual General Meeting of Shareholders is different from the previous one, so please ensure that you go to the correct time.

- 2. Venue:** Training Room, Toyama BPO Town  
846-1 Kurokawa, Imizu-city, Toyama

Please note that the venue is different from the previous meeting, so please refer to the map for the venue at the end of this notice to ensure that you go to the correct venue.

### **3. Purpose of the Meeting**

#### **Matters to be reported**

1. Business Report and Consolidated Financial Statements for the 37th Fiscal Year (from April 1, 2022 to March 31, 2023) and results of audits by the Accounting Auditor and the Board of Corporate Auditors of the Consolidated Financial Statements
2. Non-consolidated Financial Statements for the 37th Fiscal Year (from April 1, 2022 to March 31, 2023)

#### **Matters to be resolved**

**Proposal No. 1:** Amendment to the Articles of Incorporation

**Proposal No. 2:** Election of Six Directors

**Proposal No. 3:** Election of Three Auditors

### **4. Matters determined in relation to the exercise of voting rights**

- (1) Paper-based documents stating Electronic Provision Measures Matters are sent to shareholders who have requested the delivery of paper-based documents, however those documents do not include the following matters in accordance with the provisions of laws and regulations and Article 15 of the Company's Articles of Incorporation.

- ① "Status of Share Acquisition Rights, etc." and "Overview of Systems to Ensure Appropriate Operations and the Operational Status Thereof" in the Business Report
- ② "Consolidated Statement of Changes in Equity" and "Notes to Consolidated Financial Statements" in the Consolidated Financial Statements
- ③ "Non-consolidated Statement of Changes in Equity" and "Notes to Non-consolidated Financial Statements" in the Non-consolidated Financial Statements
- ④ "Accounting Audit Report on the Consolidated Financial Statements," "Accounting Audit Report on the Non-Consolidated Financial Statements" and "Audit Report of the Board of Corporate Auditors" in the Audit Report

Therefore, the Business Report, Consolidated Financial Statements and Non-Consolidated Financial Statements included in the documents are part of the documents audited by the Accounting Auditor in preparing the Accounting Audit Report and by the Auditors in preparing their Audit Reports.

- (2) In the case where you choose to exercise your voting rights in writing (by mail), if there is no indication of your vote for or against a proposal on the voting form, it will be treated as a vote "for" the proposal.
- (3) If you exercise your voting rights more than once via the Internet, voted at lastly will be treated as effective.
- (4) In the case that voting rights are exercised both via the Internet and in writing (by mail), the vote via the Internet will be treated as effective, regardless of the date and time of arrival.
- (5) In the case of Voting by proxy, one other shareholder who holds voting rights at this General Meeting of Shareholders may attend as proxy. However, please note that it will be necessary to submit written proof of proxy rights.

If attending the meeting on the day, please submit the Voting Rights Exercise Form at the meeting venue reception.  
If revisions to the matters subject to measures for electronic provision arise, a notice of the revisions and the details of the matters before and after the revisions will be posted on the website for posted informational materials for the general meeting of shareholders.

<https://www.prestigein.com/english/>

**Reference Documents for the General Meeting of Shareholders**

**Proposal No. 1:** Amendment to the Articles of Incorporation

1. Reasons for proposal

A law (Act on Partial Revision, etc. of the Act on Strengthening Industrial Competitiveness) has recently come into effect that allows a company to stipulate in its Articles of Incorporation that its General Meeting of Shareholders may be held without setting a place if it has received confirmation from the Minister of Economy, Trade and Industry and the Minister of Justice that such a meeting meets the requirements stipulated in the Ordinance of the Ministry of Economy, Trade and Industry and the Ordinance of the Ministry of Justice as a case where such a meeting would contribute to strengthening industrial competitiveness while ensuring shareholders' interests.

The Company recognizes that the general meeting of shareholders is an important point of contact with shareholders.

However, we believe that there may be cases in the future where setting up a place for a general meeting of shareholders itself is not always the best option as a method of holding a general meeting of shareholders, assuming that the spread of infectious diseases, etc. or the occurrence of natural disasters continues to have an impact even at the time of holding a general meeting of shareholders.

Therefore, in this proposal the Company requests that necessary amendments be made to the provisions of the Articles of Incorporation so that the Company may hold a general meeting of shareholders without setting a place for the meeting when the Company judges that it is not appropriate in light of the interests of shareholders.

In making this change, the Company has received confirmation from the Minister of Economy, Trade and Industry and the Minister of Justice that it meets the above requirements as stipulated in the Ordinance of the Ministry of Economy, Trade and Industry and the Ordinance of the Ministry of Justice.

2. Details of the Amendments

The details of the amendments are as follows:

(The amended parts are underlined.)

Current Articles of Incorporation	Proposed amendments
<p>Article 12 (Time of Convening of a general meeting of shareholders)</p> <p>The annual general meeting of shareholders of the Company shall be convened in June each year and extraordinary general meeting of shareholders shall be convened from time to time when necessary.</p> <p style="text-align: center;">(Newly established)</p>	<p>Article 12 (Time of Convening of a general meeting of shareholders)</p> <p style="text-align: center;"><u>②The Company may hold a general meeting of shareholders without setting a place for the meeting.</u></p>

**Proposal No. 2:** Election of Six Directors

The terms of office of all five current Directors will expire at the conclusion of this meeting.

Accordingly, the Company proposes that the number of external Directors be increased by one in order to strengthen the management structure, and requests the election of six Directors, including three external Directors. The nomination of Director candidates is based on advice of the Nomination and Compensation Committee, the Company's Board of Directors' advisory committee whose majority consists of independent officers.

The candidates for Director are as follows:

Candidate No.	Name (Date of birth)	Career summary and positions and responsibilities in the Company [Significant concurrent positions outside the Company]	Number of the Company's shares owned
1	Shinichi Tamagami (November 26, 1955)  Gender: male Reelection	Apr. 1976     Joined Koshin Co., Ltd. Oct. 1986     Joined the Company Feb. 1989     Vice President and Representative Director June 1995     Representative Director Oct. 2007     Representative Director and Representative Executive Officer July 2010     Representative Director Apr. 2014     Representative Director, Chief Executive Officer and General Manager of Overseas Business Division Apr. 2017     Representative Director and Chief Executive Officer Apr. 2019     Chief Executive Officer July 2022 <b>Representative Director, Chief Executive Officer and Group CEO (current position)</b> [Significant concurrent positions outside the Company] Outside Director and Audit and Supervisory Committee Member of Members Co., Ltd. Director of Entrust Inc. Chief Executive Officer of Prestige Core Solution inc.	1,961,230
(Reasons for nomination as candidate for Director)			
For many years, Shinichi Tamagami has taken command of managing the entire group companies of the Company, helping enhance the corporate value. He has been nominated for another term as a Director candidate because of his track record, capabilities, a wealth of experience as a corporate manager serving in different business areas, as well as for his excellent character and knowledge.			
Note: 1. Candidate for Director Shinichi Tamagami serves concurrently as Director of Entrust Inc. and Chief Executive Officer of Prestige Core Solution inc., all consolidated subsidiaries of the Company. There are transactional relationships based on business entrustment agreements, between each of these companies and the Company.			

Candidate No.	Name (Date of birth)	Career summary and positions and responsibilities in the Company [Significant concurrent positions outside the Company]	Number of the Company's shares owned
2	Hiroshi Sekine (December 26, 1966)  Gender: male Reelection	<p>Apr. 1991     Joined Tokyo Life Insurance Company (currently T&amp;D Financial Life Insurance Company)</p> <p>Nov. 1999     Joined WORLD AIR SYSTEM Co., Ltd.</p> <p>Oct. 2000     Joined the Company</p> <p>July 2005     General Manager of Business Department I</p> <p>Apr. 2008     Executive Officer and General Manager of Domestic Business Department III</p> <p>Apr. 2009     Executive Officer and General Manager of Business Department III</p> <p>June 2009     Director, Executive Officer, and General Manager of Business Department III</p> <p>Apr. 2010     Director, Executive Officer, and General Manager of Property Assist Business Department</p> <p>July 2010     Director and General Manager of Property Assist Business Department</p> <p>Apr. 2011     Director and General Manager of Property Assist Business Department</p> <p>Apr. 2014     Director, Executive Officer, and General Manager of PREMIER Assist Business Management Department</p> <p>June 2014     Director, Managing Executive Officer, and General Manager of PREMIER Assist Business Management Department</p> <p>Apr. 2015     Director, Managing Executive Officer, and General Manager of Property Business Management Department</p> <p>Apr. 2017     Director and Managing Executive Officer</p> <p>Apr. 2019     Managing Director</p> <p>Oct. 2019     Director</p> <p>July 2022     <b>Director, Senior Managing Executive Officer (current position)</b></p> <p>[Significant concurrent positions outside the Company] Director of Premier Assist Inc.</p>	63,659
<p>(Reasons for nomination as candidate for Director)</p> <p>For more than 20 years since joining the company, Hiroshi Sekine has spearheaded the establishment of new business units that are now major pillars of the Company and has been involved in the management of the Company and its subsidiaries as a Director. The Company has nominated him for another term as a Director candidate because he is deemed to be a suitable individual for formulating and promoting business strategies for the group of the Company because of the above experience, his excellent character, personality and discernment.</p> <p>Note: 2. Candidate for Director Hiroshi Sekine serves concurrently as Director of Premier Assist Inc., a consolidated subsidiary of the Company. There is a transactional relationship based on business entrustment agreements, between the said company and the Company.</p>			

Candidate No.	Name (Date of birth)	Career summary and positions and responsibilities in the Company [Significant concurrent positions outside the Company]	Number of the Company's shares owned
3	Nao Yoshida (August 28, 1974)  (Name as shown on the family register: Nao Nakanishi)  Gender: female Reelection	<p>July 1999      Joined the Group's corporation in the United States</p> <p>July 2000      Joined the Company</p> <p>Aug. 2006      Operational Management Section, Business Department I</p> <p>Sep. 2008      Assigned to the Sales Team, Overseas Operations Division</p> <p>Apr. 2014      Head of the Sales Planning Group, Overseas Assist Business Department</p> <p>Apr. 2018      Deputy General Manager, Overseas Business Department, Overseas Business Division</p> <p>Apr. 2019      General Manager, Sales Planning Department, Seconded to Prestige Global Solution Inc.</p> <p>July 2020      Executive Officer of the Company</p> <p>June 2021      <b>Director and Executive Officer, Prestige Global Solution Inc. (current position)</b></p> <p>June 2022      Director</p> <p>July 2022      <b>Director and Executive Officer of the Company (current position)</b></p> <p>[Significant concurrent positions outside the Company] Director and Executive Officer, Prestige Global Solution Inc.</p>	9,012
(Reasons for nomination as candidate for Director)			
The Company has once again nominated Nao Yoshida as a candidate for Director because she has pursued her career in a managerial position as an employee of the Company while juggling parenting responsibilities, and is therefore deemed suitable as a leader of the "Women's Advancement Project" being currently promoted by the Company.			
Note: 3. Candidate for Director Nao Yoshida serves concurrently as Director and Executive Officer of Prestige Global Solution Inc., a consolidated subsidiary of the Company. There are transactional relationships based on business entrustment agreements, between the said company and the Company.			

Candidate No.	Name (Date of birth)	Career summary and positions and responsibilities in the Company [Significant concurrent positions outside the Company]	Number of the Company's shares owned
4	Toshiaki Seki (March 27, 1958)  Gender: male Reelection External Independent	<p>Apr. 1980      Joined Nomura Real Estate Development Co., Ltd.</p> <p>Mar. 2007      Managing Director, Nomura Real Estate Development Co., Ltd.</p> <p>Apr. 2007      President and Director (Representative Director), Nomura Living Support Co., Ltd. (currently, Nomura Real Estate Partners Co.,Ltd.)</p> <p>Dec. 2010      President and Director (Representative Director), Nomura Real Estate Reform Co.,Ltd.</p> <p>Apr. 2015      President and Director (Representative Director), Nomura Real Estate Wellness Co.,Ltd.</p> <p>Jun. 2015      Director, Megalos Co., Ltd. (currently, Nomura Real Estate Life &amp; Sports Co., Ltd.)</p> <p>Apr. 2018      Vice President and Director (Representative Director) and Chief Executive Officer, Nomura Real Estate Holdings, Inc. President and Director (Representative Director), NF Power Service Co.,Ltd.</p> <p>Apr. 2021      Director, Nomura Real Estate Holdings, Inc. Director, Nomura Real Estate Hotels Co., Ltd.</p> <p>June 2021      Counselor, Nomura Real Estate Holdings, Inc.</p> <p>June 2022      <b>External Director of the Company (current position)</b></p> <p>[Significant concurrent positions outside the Company] External Director, Premier Assist Inc. External Director, DEAR LIFE CO. , LTD.</p>	1,707
<p>(Reasons for nomination as candidate for external Director and overview of expected roles)</p> <p>Toshiaki Seki has extensive experience and broad insight, particularly in the real estate industry, as well as a wealth of knowledge as a corporate executive. Therefore, the Company requests that he be elected as an external Director to supervise the execution of the duties of the Directors as an executive.</p> <p>The Company expects him to participate in and supervise the selection of our candidates for officers and the determination of officer remuneration, etc., from an objective and neutral standpoint as a member of the Nomination and Compensation Committee, which is an advisory committee of the Company' Board of Directors.</p>			
<p>Notes: 4. At the conclusion of this meeting, Toshiaki Seki's tenure as external Director will have been one year.</p> <p>5. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into a limited liability agreement with Toshiaki Seki to limit his maximum amount of liability as provided for in Article 423, paragraph (1) of the same Act to a predetermined amount of 10 million yen or more or the amount stipulated in laws and regulations, whichever is higher, in accordance with the Articles of Incorporation. If the candidate is reelected, the Company intends to continue these agreements with him.</p> <p>6. The Company has designated Toshiaki Seki as an independent officer pursuant to the rules of Tokyo Stock Exchange, Inc. and notified the Exchange to that effect. If the reelection of the candidate is approved, the Company plans for his designation as an independent officer to continue.</p> <p>7. Toshiaki Seki is an external Director (non-executive officer) of the Company's subsidiary Premier Assist Inc.</p>			



Candidate No.	Name (Date of birth)	Career summary and positions and responsibilities in the Company [Significant concurrent positions outside the Company]	Number of the Company's shares owned
5	<p>Izumi Takagi (March 29, 1975)</p> <p>(Name as shown on the family register: Izumi Kando)</p> <p>Gender: female New election External Independent</p>	<p>Apr. 1999 Registered as an attorney-at-law with Dai-Ichi Tokyo Bar Association</p> <p>June 2004 Joined Hori &amp; Associates (currently Hori &amp; Partners)</p> <p>June 2007 <b>External Auditor of the Company (current position)</b></p> <p>Feb. 2017 Registered as Certified Fraud Examiner (CFE)</p> <p>[Significant concurrent positions outside the Company]</p> <p>Partner, Hori &amp; Partners</p> <p>External Director, Japan Rugby Football Union</p> <p>External Auditor, SpeakBUDDY Ltd.</p>	12,526
<p>(Reasons for nomination as candidate for external Director and overview of expected roles)</p> <p>Izumi Takagi is currently an external Auditor of the Company and will have held this position for 16 years at the conclusion of this General Meeting of Shareholders. During her tenure as an external Auditor, she has actively expressed her opinions from an independent standpoint based on her extensive knowledge and experience as an attorney-at-law, and has fulfilled her responsibilities to the fullest extent. She will retire from her position at the expiration of her term of office at the conclusion of this Annual General Meeting of Shareholders. We request her election as an external Director because we expect her to supervise and provide advice on the execution of duties by directors from a professional perspective by utilizing her extensive knowledge and experience, as she is familiar with the Company's operations through auditing.</p> <p>The Company expects her to participate in and supervise the selection of our candidates for officers and the determination of officer remuneration, etc., from an objective and neutral standpoint as a member of the Nomination and Compensation Committee, which is an advisory committee of the Company's Board of Directors.</p> <p>Although she has no experience of being involved in corporate management by a way of other than to become an external officer, for the reasons stated above, we believe that she will be able to appropriately perform her duties as an external Director.</p>			
<p>Note: 8. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into a limited liability agreement with Izumi Takagi to limit her maximum amount of liability as provided for in Article 423, paragraph (1) of the same Act to a predetermined amount of 10 million yen or more or the amount stipulated in laws and regulations, whichever is higher, in accordance with the Articles of Incorporation. If the candidate is elected as an external Director, the Company intends to enter a similar agreement with her.</p> <p>9. Izumi Takagi meets the requirements for an independent officer as stipulated by Tokyo Stock Exchange, Inc. and will be appointed as an independent officer if her appointment is approved.</p>			

Candidate No.	Name (Date of birth)	Career summary and positions and responsibilities in the Company [Significant concurrent positions outside the Company]	Number of the Company's shares owned
6	Masayo Koeda (January 8, 1964)  (Name as shown on the family register: Masayo Hasegawa)  Gender: female New election External Independent	Apr. 1986      Joined KEIZO PRODUCTION inc. Apr. 1989      Joined TRAIN international co.,Ltd. (currently TRAIN co.,Ltd.) Apr. 1993      Director, TRAIN international co.,Ltd. Apr. 2000      Director, TRAIN co.,Ltd.  [Significant concurrent positions outside the Company] Executive Director, TRAIN co.,Ltd.	-
(Reasons for nomination as candidate for external Director and overview of expected roles) Masayo Koeda has extensive knowledge of publicity activities as well as knowledge as a corporate executive. Therefore, the Company requests that she be elected as an external Director to supervise the execution of the duties of the Directors as an executive. In addition, we expect that she will provide advice and suggestions from the perspective of a female business manager regarding the Company's goal of social contribution and the establishment of an environment for health management and promotion of women's Advancement, which are important policies of the Company.			
Note: 10. If election of Masayo Koeda is approved, pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company will enter into a limited liability agreement with her to limit her maximum amount of liability as provided for in Article 423, paragraph (1) of the same Act to 10 million yen or more or the amount stipulated in laws and regulations, whichever is higher. 11. Masayo Koeda meets the requirements for an independent officer as stipulated by Tokyo Stock Exchange, Inc. and will be appointed as an independent officer if her appointment is approved.			

Notes: 12. There is no special interest between the candidates, except for Shinichi Tamagami, Hiroshi Sekine and Nao Yoshida, who are Director candidates, and the Company. The interest between the Company and Shinichi Tamagami, Hiroshi Sekine and Nao Yoshida, who are Director candidates, is as described under Notes 1, 2 and 3.

13.

Reelection	Candidates for reelection as Directors
New election	Candidates for new election as Directors
External	Candidates for external Director
Independent	Independent officers as stipulated by Tokyo Stock Exchange, Inc.

14. The Company has entered into a directors and officers liability insurance contract with an insurance company as provided for in Article 430-3, paragraph (1) of the Companies Act. An outline of this insurance contract is provided in "2. (2) (iii) Summary of contents of directors and officers liability insurance contract" of the Business Report (in Japanese only). If the elections of the candidates for Director are approved, the candidates will continue to be included in the insured parties under this insurance contract. In addition, the Company intends to renew this insurance contract with the same content at the time of the next renewal.

15. The number of shares of the Company owned by each candidate includes the portion attributable to the relevant candidate in the Prestige International Officer Shareholding Association.

[Reference] Compositional breakdown of the Board of Directors of the Company (as planned) following the conclusion of this Annual General Meeting of Shareholders

	Gender	Number	Composition (%)
Directors	Male	3	50
	Female	3	50
	Total	6	100
Independent External Directors	Male	1	17
	Female	2	33
	Total	3	50

**Proposal No. 3:** Election of Three Auditors

Of the four Auditors, two, Izumi Takagi (registered name: Izumi Kando ) and Katsuhiko Hara, will have reached the expiration of their terms of office at the conclusion of this General Meeting of Shareholders.

In addition, Auditor Yutaka Ishino will resign from his position at the conclusion of this General Meeting of Shareholders.

Accordingly, the Company proposes the election of three Auditors.

This agenda item has been approved by the Audit & Supervisory Board.

The candidates for Auditor are as follows:

Candidate No.	Name (Date of birth)	Career summary and positions and responsibilities in the Company [Significant concurrent positions outside the Company]	Number of the Company's shares owned
1	Masaru Sugiyama (March 29, 1964)  Gender: male New election	Dec. 2005      Joined the Company Oct. 2015      Deputy General Manager of Insurance CRM Business Department Apr. 2019      General Manager of Business Department VI, Seconded to Prestige Core Solutions Inc. Nov. 2022 <b>Joined Internal Audit Office of the Company</b> [Significant concurrent positions outside the Company] Auditor, Prestige Core Solution inc.	20,802
(Reasons for nomination as candidate for Auditor) Since joining the Company, Masaru Sugiyama has been engaged in operations at several contact centers of the Group and has abundant knowledge and experience regarding the Company's business. Therefore, the Company requests that he be elected as an Auditor because it has been deemed that he will be able to conduct highly effective audits by making use of such information in the Company's audits.			

Candidate No.	Name (Date of birth)	Career summary and positions and responsibilities in the Company [Significant concurrent positions outside the Company]	Number of the Company's shares owned
2	<p style="text-align: center;">Katsuhiko Hara (July 7, 1955)</p> <p>Gender: male Reelection External Independent</p>	<p>Feb. 1983 Registered as a Certified Public Accountant Mar. 1984 Joined Showa Audit Corporation May 1996 Member of Ernst &amp; Young ShinNihon LLC May 2002 Representative Partner of Ernst &amp; Young ShinNihon LLC June 2018 Retired from Ernst &amp; Young ShinNihon LLC July 2018 Opened Katsuhiko Hara Certified Public Accountant Office June 2019 <b>External Auditor of the Company (current position)</b></p> <p>[Significant concurrent positions outside the Company] Certified Public Accountant, Katsuhiko Hara Certified Public Accountant Office External Auditor, ITOCHU Techno-Solutions Corporation External Auditor, OHIZUMI MFG. CO., LTD.</p>	-
<p>(Reasons for nomination as candidate for external Auditor) Katsuhiko Hara has engaged in accounting audit, internal control-building support and other duties for many years and has extensive knowledge and experience as a certified public accountant. Therefore, the Company requests that he continue to be elected as an external Auditor candidate in order to provide us with suggestions and guidance as an Auditor to further strengthen governance.</p>			
<p>Note: 2. Katsuhiko Hara is currently an external Auditor of the Company, and his term of office as an Auditor will be four years at the conclusion of this General Meeting of Shareholders.</p> <p>3. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into a limited liability agreement with Katsuhiko Hara to limit his maximum amount of liability as provided for in Article 423, paragraph (1) of the same Act to a predetermined amount of 10 million yen or more or the amount stipulated in laws and regulations, whichever is higher, in accordance with the Articles of Incorporation. If the candidate is reelected, the Company intends to continue these agreements with him.</p> <p>4. The Company has designated Katsuhiko Hara as an independent officer pursuant to the rules of Tokyo Stock Exchange and notified the Exchange to that effect. If the reelection of the candidate is approved, the Company plans for his designation as an independent officer to continue.</p> <p>5. The Company expects Katsuhiko Hara to participate in and supervise the selection of our candidates for officers and the determination of officer remuneration, etc., from an objective and neutral standpoint as a member of the Nomination and Compensation Committee, which is an advisory committee of the Company' Board of Directors.</p>			

Candidate No.	Name (Date of birth)	Career summary and positions and responsibilities in the Company [Significant concurrent positions outside the Company]	Number of the Company's shares owned
3	Masaru Ono (June 1, 1953)  Gender: male New election External Independent	Apr. 1978 Registered as an attorney-at-law with Dai-Ichi Tokyo Bar Association June 1983 Admitted to the New York State Bar Feb. 1984 Joined Nishimura & Sanada (currently Nishimura & Asahi) July 1985 Partner, Nishimura & Sanada July 2007 Representative Partner, Nishimura & Sanada [Significant concurrent positions outside the Company] Of Counsel, Nishimura & Asahi External Director, DAIDO LIFE INSURANCE COMPANY External Auditor, Yokogawa Electric Corporation Visiting Professor, The University of Tokyo	-
(Reasons for nomination as candidate for external Auditor)			
Masaru Ono has extensive insight in the areas of corporate legal affairs and finance as an attorney-at-law and in-depth insight based on his wide-ranging activities through experience as an executive in the education industry and at other companies. Therefore, the Company requests that he be elected as an external Auditor to strengthen the Company's auditing system.			
Note: 6. If election of Masaru Ono is approved, pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company will enter into a limited liability agreement with him to limit his maximum amount of liability as provided for in Article 423, paragraph (1) of the same Act to 10 million yen or more or the amount stipulated in laws and regulations, whichever is higher.			
7. Masaru Ono meets the requirements for an independent officer as stipulated by Tokyo Stock Exchange, Inc. and will be appointed as an independent officer if his appointment is approved.			

Notes: 8. There is no special interest between the candidates and the Company.

9.

Reelection	Candidates for reelection as Auditors
New election	Candidates for new election as Auditors
External	Candidates for external Auditor
Independent	Independent officers as stipulated by Tokyo Stock Exchange, Inc.

10. The Company has entered into a directors and officers liability insurance contract with an insurance company as provided for in Article 430-3, paragraph (1) of the Companies Act. An outline of this insurance contract is provided in "2. (2) (iii) Summary of contents of directors and officers liability insurance contract" of the Business Report (in Japanese only). If the elections of the candidates for Auditor are approved, the candidates will continue to be included in the insured parties under this insurance contract. In addition, the Company intends to renew this insurance contract with the same content at the time of the next renewal.

11. The number of shares of the Company owned by each candidate includes the portion attributable to the relevant candidate in the Prestige International Officer Shareholding Association and Employee Shareholding Association.

[Reference] The skill matrix of Directors and Audit & Supervisory Board Members of the Company after the Annual General Meeting of Shareholders (Planned)

		1	2	3	4	5	6	7	8	9	10
		Business management	Organizational management	Global business	New business strategy/sales	Finance and accounting	Technology	Talent development	Legal affairs and risk management	Sustainability	Internal control and governance
Director	CEO Shinichi Tamagami	○	○	○	○					○	○
	Director Hiroshi Sekine	○	○		○						
	Director Nao Yoshida		○	○	○						
	Director (External) Toshiaki Seki	○	○					○			
	New election Director (External) Izumi Takagi								○		○
	New election Director (External) Masayo Koeda	○			○			○		○	
Auditor	Full-time Auditor Norio Yoshida		○	○				○			○
	New election Full-time Auditor Masaru Sugiyama		○		○						
	Auditor (External) Katsuhiko Hara		○	○		○					○
	New election Auditor (External) Masaru Ono			○					○	○	○

[Necessary knowledge/items of experience]

1. Experience in business management needed to oversee the Group's extensive scope of business operations
2. Experience in organizational management needed to operate the Group's BPO business
3. Global business experience that helps handle international business expansion required for the Group, which currently has a global network of 26 offices in 18 countries
4. Experience in new business strategy/sales required for the Group, which aims to expand and grow in a broad scope of business operations
5. Knowledge of finance and accounting needed to properly understand business operations and execution
6. IT and digital applications knowledge needed to effectively and efficiently deploy services to end users for the BPO business
7. Knowledge and experience in talent development needed to achieve future sustainable growth of the Group
8. Knowledge of legal and risk management needed to minimize risks in growing the Group's businesses
9. Knowledge and experience in sustainability needed to execute the Group's basic strategy of contributing to local communities
10. Knowledge of internal control/governance needed to properly supervise and audit business execution in the Group and ensure proper business operations

Note: Although there are no officers who correspond to "6. Technology," the Group recognizes the "creation of a PI-DX model" as a significant issue. For this, the functions of Premier Business Technology Inc., which was a consolidated subsidiary (currently dissolved) that plans, develops, operates and maintains IT systems, had transferred to the Company, who works to strengthen technology-related systems and improve quality.