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(Security Code 7408)

June 7, 2024

(Measures for electronic provision starts on: May 31, 2024)

**To Shareholders:**

Toshiyuki Abe  
Representative Director & Chairman  
JAMCO Corporation  
Registered Office:  
6-11-25, Osawa, Mitaka-shi, Tokyo, Japan  
Head Office:  
1-100, Takamatsu-cho, Tachikawa-shi, Tokyo, Japan

## **NOTICE OF THE 84TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

We are pleased to announce that the 84th Annual General Meeting of Shareholders of JAMCO Corporation (the “Company”) will be held for the purposes as described below.

In convening this General Meeting of Shareholders, the Company has taken measures for electronic provision, and posted the matters to be provided electronically on the Company’s Internet website below.

The Company’s website:

<https://www.jamco.co.jp/ja/ir/stocks/meeting.html>

In addition to the Company’s website, the matters to be provided electronically have been posted on the website of the Tokyo Stock Exchange (TSE). Please access the TSE’s website below, enter and search for “JAMCO” in the “Issue name (company name)” field or “7408” in the “Code” field, select “Basic information” and go to “Documents for public inspection/PR information” to confirm the available information.

TSE’s website (Listed Company Search):

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

You can exercise your voting rights either in writing or via the Internet in lieu of attending the meeting in person. Please review the Reference Documents for the General Meeting of Shareholders, refer to “Exercise of Voting Rights” on page 3, and exercise your voting rights by 5:30 p.m. Japan time on Tuesday, June 25, 2024.

<b>1. Date and Time:</b>	Wednesday, June 26, 2024, at 10:00 a.m. Japan time
<b>2. Place:</b>	“Ambassador Room,” 8F, Kichijoji Excel Hotel Tokyu located at 2-4-14, Kichijoji-honcho, Musashino-shi, Tokyo, Japan
<b>3. Objectives of the Meeting:</b>	<p><b>Matters to be reported:</b></p> <ol style="list-style-type: none"> <li>The Business Report, Consolidated Financial Statements for the Company’s 84th Fiscal Year (April 1, 2023 - March 31, 2024) and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit &amp; Supervisory Board</li> <li>Non-consolidated Financial Statements for the Company’s 84th Fiscal Year (April 1, 2023 - March 31, 2024)</li> </ol> <p><b>Proposals to be resolved:</b></p> <p><b>Proposal 1:</b> Partial amendments to the Articles of Incorporation</p> <p><b>Proposal 2:</b> Election of nine (9) Directors</p> <p><b>Proposal 3:</b> Election of one (1) Substitute Audit &amp; Supervisory Board Member</p>
<b>4. Matters determined for the General Meeting of Shareholders:</b>	Please refer to “Exercise of Voting Rights.”

- When attending the meeting, please submit the Voting Rights Exercise Form at the reception desk.
- Among the matters to be provided electronically, the following matters are not stated in the paper-based documents to be delivered to shareholders who have requested the documents in paper-based format based on the provisions of laws and regulations and the Articles of Incorporation of the Company. In addition, the Audit & Supervisory Board Members and Accounting Auditor have audited the documents subject to audit, including the following matters.
  - Matters concerning the Company’s stock acquisition rights
  - Matters related to the establishment of a system to ensure the appropriateness of the Company’s business
  - Consolidated Statement of Changes in Equity
  - Notes to Consolidated Financial Statements
  - Statement of Changes in Equity
  - Notes to Non-consolidated Financial Statements
- Any revisions to the matters to be provided electronically will be posted on the websites above.

## Exercise of Voting Rights

If exercising your voting rights in writing or via the Internet		If attending the General Meeting of Shareholders
<p><b>Exercise of voting rights in writing</b></p>  <p>Please indicate your vote for or against the proposals on the Voting Rights Exercise Form and return it. Please return the form as soon as possible so that the results of the exercise of voting rights can be counted.</p>	<p><b>Exercise of voting rights via the Internet</b></p>  <p>If you are exercising your voting rights via the Internet, please read the following carefully before exercising your voting rights.</p>	<p><b>Exercise of voting rights by attending the meeting</b></p>  <p>If you are attending the meeting in person, please submit the Voting Rights Exercise Form at the reception desk.</p> <p>* If you are attending the meeting in person, you are not required to exercise your voting rights by mail (Voting Rights Exercise Form) or via the Internet.</p>
<p><b>Voting deadline:</b></p> <p><b>5:30 p.m. Japan time, Tuesday, June 25, 2024</b></p>	<p><b>Voting deadline:</b></p> <p><b>5:30 p.m. Japan time, Tuesday, June 25, 2024</b></p>	<p><b>Date and time</b></p> <p><b>Wednesday, June 26, 2024, at 10:00 a.m. Japan time (Reception starts at 9:00 a.m.)</b></p>

- (1) Exercising your voting rights by appointing a proxy  
If you are unable to attend the General Meeting of Shareholders, you may appoint one shareholder with a voting right to attend the meeting as a proxy. In such case, your proxy will be requested to submit a document certifying his/her appointment as a proxy.
- (2) If there is no indication of your vote for or against a proposal on the voting form, it shall be deemed as an indication of approval.
- (3) If you exercise your voting rights both in writing and via the Internet, the exercise of your voting rights via the Internet shall be deemed valid.
- (4) If you have exercised your voting rights more than once via the Internet, only your final vote shall be deemed valid.

# Reference Documents for the General Meeting of Shareholders

## Proposals and References

### Proposal 1 Partial amendments to the Articles of Incorporation

1. Reasons for the proposal
  - (1) In order to allow for expansion and diversification of business domains, the Company proposes to make partial additions to Article 2 (Purpose) of the current Articles of Incorporation.
  - (2) This proposal makes the required changes to regulations concerning the convener and chairperson of each organization defined in the provisions of Article 15 (Convener and Chairperson) and Article 26 (Board of Directors) of the current Articles of Incorporation in order to ensure the flexible operation of the General Meeting of Shareholders and the Board of Directors.
  - (3) Considering that the Company has adopted an executive officer system and selected Executive Officers with managing titles, this proposal newly establishes “Chapter 7 Executive Officers” and relevant provisions under Article 43 (Executive Officers and Executive Officers with managing titles).
  - (4) With the above changes, the number of chapters and articles will change.
2. Details of amendments  
The details of the amendments are as follows.

(Underlined portions indicate amended sections.)

Current Articles of Incorporation	Proposed amendments
Chapter 1 General Provisions	Chapter 1 General Provisions
(Purpose)	(Purpose)
Article 2. The purpose of the Company shall be to engage in the following businesses:	Article 2. (Unchanged)
(1) Manufacture, repair, modification, maintenance, and sales of aircraft	(1) Manufacture, repair, modification, maintenance, and sales of aircraft <u>(including unmanned aerial vehicles. The same applies below.)</u>
(2) - (19) (Omitted)	(2) - (19) (Unchanged)
Chapter 2 (Omitted)	Chapter 2 (Unchanged)
Chapter 3 General Meeting of Shareholders	Chapter 3 General Meeting of Shareholders
(Convener and Chairperson)	(Convener and Chairperson)
Article 15. Unless otherwise stipulated in laws and regulations, the General Meeting of Shareholders shall be convened and chaired by the <u>Director and President</u> based on the resolution of the Board of Directors. However, if the <u>Director and President</u> position is vacant, or if the <u>Director and President</u> is unavailable, another director shall convene and chair the General Meeting of Shareholders in accordance with the order determined in advance by the Board of Directors.	Article 15. Unless otherwise stipulated in laws and regulations, the General Meeting of Shareholders shall be convened and chaired by the <u>appointed Director</u> based on the resolution of the Board of Directors. However, if the <u>appointed Director</u> position is vacant, or if the <u>appointed Director</u> is unavailable, another director shall convene and chair the General Meeting of Shareholders in accordance with the order determined in advance by the Board of Directors.

Current Articles of Incorporation	Proposed amendments
<p style="text-align: center;">Chapter 4 Directors and Board of Directors (Board of Directors)</p> <p>Article 26. In addition to the matters stipulated in laws and regulations and the Articles of Incorporation, the Board of Directors shall decide on important matters concerning the execution of the Company’s business.</p> <p>2. Board of Directors meetings shall be convened and chaired by the <u>Director and President</u>. If the <u>Director and President</u> position is vacant, or if the <u>Director and President</u> is unavailable, another director shall convene and chair Board of Directors meetings in accordance with the order determined in advance by the Board of Directors.</p> <p>3. - 6. (Omitted)</p> <p style="text-align: center;">Chapter 5 - Chapter 6 (Omitted) (Newly established)</p> <p style="text-align: center;">(Newly established)</p> <p style="text-align: center;">Chapter 7 Calculation</p> <p>Article 43. - Article 46. (Omitted)</p>	<p style="text-align: center;">Chapter 4 Directors and Board of Directors (Board of Directors)</p> <p>Article 26. In addition to the matters stipulated in laws and regulations and the Articles of Incorporation, the Board of Directors shall decide on important matters concerning the execution of the Company’s business.</p> <p>2. Board of Directors meetings shall be convened and chaired by the <u>appointed Director based on the resolution of the Board of Directors</u>. If the <u>appointed Director</u> position is vacant, or if the <u>appointed Director</u> is unavailable, another director shall convene and chair Board of Directors meetings in accordance with the order determined in advance by the Board of Directors.</p> <p>3. - 6. (Unchanged)</p> <p style="text-align: center;">Chapter 5 - Chapter 6 (Unchanged)</p> <p style="text-align: center;"><u>Chapter 7</u> <u>Executive Officers</u></p> <p><u>(Executive Officers and Executive Officers with managing titles)</u></p> <p>Article 43 <u>Executive Officers shall be appointed by resolution of the Board of Directors. The appointment, retirement, status, duties, etc. of Executive Officers shall be governed by the rules determined by the Board of Directors.</u></p> <p>2. <u>The Board of Directors may, by its resolution, assign Executive Officer with managing titles positions to some of the Executive Officers, including the positions of President, Executive Vice Presidents, Senior Managing Executive Officer, Managing Executive Officers, and other Executive Officer with managing titles positions determined by the Board of Directors.</u></p> <p style="text-align: center;">Chapter 8 Calculation</p> <p>Article 44. - Article 47. (Unchanged)</p>

## Proposal 2 Election of nine (9) Directors

The terms of office of all eight (8) current Directors will expire at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, the election of nine (9) Directors is proposed.

The candidates for Directors are as follows:

No.	Name		Current position at the Company	Attendance at meetings of the Board of Directors for the current fiscal term
1	<span>Reelection</span> <b>Toshiyuki Abe</b>		Representative Director & Chairman	14 out of 14 meetings (100%)
2	<span>New election</span> <b>Koichi Tsunematsu</b>		President & CEO	—
3	<span>Reelection</span> <b>Takashi Yonekura</b>		Representative Director, Executive Vice President	14 out of 14 meetings (100%)
4	<span>Reelection</span> <b>Toshikazu Kimura</b>		Director & Executive Vice President	14 out of 14 meetings (100%)
5	<span>Reelection</span> <b>Yu Takahashi</b>	<span>Outside</span>	Director	12 out of 12 meetings (100%) (after his assumption of office)
6	<span>Reelection</span> <b>Shigeru Harada</b>	<span>Outside</span>	Director	14 out of 14 meetings (100%)
7	<span>Reelection</span> <b>Shinichi Suzuki</b>	<span>Outside</span> <span>Independent</span>	Director	13 out of 14 meetings (93%)
8	<span>Reelection</span> <b>Juichi Watanabe</b>	<span>Outside</span> <span>Independent</span>	Director	14 out of 14 meetings (100%)
9	<span>Reelection</span> <b>Yuki Tsuru</b>	<span>Outside</span> <span>Independent</span>	Director	14 out of 14 meetings (100%)



No. **1** **Toshiyuki Abe**

Reelection

**Date of birth** August 7, 1960

**Attendance at meetings of the Board of Directors for the current fiscal term** 14 out of 14 (100%)

**Number of shares of the Company held** 8,455 shares

#### Brief past experience, positions and responsibilities

<b>Apr. 1983</b>	Joined ITOCHU Corporation
<b>Oct. 2016</b>	Senior Officer, Plant Project, Marine & Aerospace Division of ITOCHU Corporation
<b>Apr. 2017</b>	Deputy Chief Operating Officer, Plant Project, Marine & Aerospace Division and Executive Councilor of ITOCHU Corporation
<b>Apr. 2018</b>	General Manager for Turkey Area and General Manager, ITOCHU Corporation, Istanbul Branch of ITOCHU Corporation
<b>Apr. 2020</b>	Junior Executive Officer, General Manager for Turkey Area, and General Manager, ITOCHU Corporation, Istanbul Branch of ITOCHU Corporation
<b>Mar. 2021</b>	Adviser of the Company
<b>Apr. 2021</b>	Executive Vice President (Assistant to President)
<b>Apr. 2022</b>	President & CEO
<b>Jun. 2022</b>	Representative Director, President & CEO
<b>Apr. 2024</b>	Representative Director & Chairman (to present)

#### Reasons for proposing as a candidate for Director

Mr. Toshiyuki Abe served as Junior Executive Officer and General Manager for Turkey Area of ITOCHU Corporation, our major shareholder. He has abundant experience overseas and deep insight concerning management in general. After his assumption of office as Executive Vice President of the Company in April 2021, he has demonstrated strong leadership and made significant contributions to the Group's management reform. Assuming office as Representative Director, President & CEO of the Company in June 2022, he has led the Board of Directors' decision-making process and the execution of operation. Having judged that he will be able to realize the management philosophy of the Company and carry out business strategies properly, we propose him again as a candidate for Director.



No. **2** **Koichi Tsunematsu**

New  
election

**Date of birth** April 29, 1962

**Attendance at meetings of the Board of Directors for the current fiscal term** —

**Number of shares of the Company held** 0 shares

#### Brief past experience, positions and responsibilities

- Apr. 1987** Joined Sony Corporation (currently, Sony Group Corporation)
- Apr. 2001** Managing Director of Sony Hungaria Kft
- Apr. 2005** General Manager of Marketing Department, Audio Business of Sony Corporation (currently, Sony Group Corporation)
- Sep. 2006** Managing Director of Sony HongKong Marketing Company
- Nov. 2009** General Manager, Global Sales & Marketing Group of Sony Corporation (currently, Sony Group Corporation)
- Apr. 2011** Joined Hoshizaki Electric CO., LTD.  
General Manager, Overseas Strategy Promotion Department (Assistant to President)
- Oct. 2012** President of Hoshizaki USA Holdings/Hoshizaki America, Inc.
- Mar. 2015** Director of Hoshizaki Electric CO., LTD., in charge of overseas business
- Mar. 2018** Joined MISUMI Group Inc.  
Senior Corporate Officer (Assistant to Executive Vice President)
- Apr. 2019** Senior Corporate Officer and President of Europe Business Company of MISUMI Group Inc.
- Apr. 2023** Joined ITOCHU Corporation
- Apr. 2023** Seconded Executive Vice President of the Company (Assistant to President, Management Transformation Promotion, CSO)
- Mar. 2024** Retired from ITOCHU Corporation
- Apr. 2024** President & CEO of the Company (to present)

#### Reasons for proposing as a candidate for Director

Mr. Koichi Tsunematsu has abundant experience and broad knowledge as a corporate manager of overseas companies, and after his assumption of office as Executive Vice President of the Company in April 2023, he has demonstrated strong leadership and made significant contributions to the Group's management reform. Having judged that he will be able to realize the management philosophy of the Company and carry out business strategies properly, we propose him as a candidate for Director.



No. **3 Takashi Yonekura**

Reelection

<b>Date of birth</b>	March 31, 1960
<b>Attendance at meetings of the Board of Directors for the current fiscal term</b>	14 out of 14 (100%)
<b>Number of shares of the Company held</b>	10,664 shares

#### Brief past experience, positions and responsibilities

<b>Apr. 1983</b>	Joined ALL NIPPON AIRWAYS CO., LTD.
<b>Jul. 2006</b>	Vice President, Administration & Development Promotion, Airframe Maintenance Center, Engineering & Maintenance of ALL NIPPON AIRWAYS CO., LTD.
<b>Apr. 2008</b>	Vice President, Avionic Maintenance, Component Maintenance Center, Engineering & Maintenance of ALL NIPPON AIRWAYS CO., LTD.
<b>Apr. 2010</b>	Manager, Employee Relations of ALL NIPPON AIRWAYS CO., LTD.
<b>Apr. 2011</b>	Senior Director, Employee Relations of ALL NIPPON AIRWAYS CO., LTD.
<b>Apr. 2012</b>	Seconded to ANA SKY BUILDING SERVICE CO., LTD.
<b>Apr. 2014</b>	Vice President, Material Management, Engineering & Maintenance Center and Vice President, Materials Management & Spares, Engineering & Maintenance Center of ALL NIPPON AIRWAYS CO., LTD.
<b>Dec. 2014</b>	Vice President, Material Management, Engineering & Maintenance Center, Vice President, Materials Management & Spares, Engineering & Maintenance Center and Director, Component, Materials Management & Spares, Engineering & Maintenance Center of ALL NIPPON AIRWAYS CO., LTD.
<b>Apr. 2015</b>	Vice President, Aircraft Operations, Engineering & Maintenance Center of ALL NIPPON AIRWAYS CO., LTD.
<b>Sep. 2015</b>	Vice President, Aircraft Operations, Engineering & Maintenance Center of ALL NIPPON AIRWAYS CO., LTD. and Representative Director, President of MRO Japan Co., Ltd.
<b>Mar. 2016</b>	Resigned from Representative Director, President of MRO Japan Co., Ltd.
<b>Apr. 2016</b>	Vice President, Engineering & Maintenance Center and General Manager, Aircraft Operations, Engineering & Maintenance Center of ALL NIPPON AIRWAYS CO., LTD.
<b>Apr. 2017</b>	Executive Officer, Senior Vice President, Engineering & Maintenance Center and General Manager, Aircraft Operations, Engineering & Maintenance Center of ALL NIPPON AIRWAYS CO., LTD.
<b>Apr. 2019</b>	Senior Executive Officer and Senior Vice President, Engineering & Maintenance Center of ALL NIPPON AIRWAYS CO., LTD.
<b>Apr. 2020</b>	Councilor of ANA HOLDINGS INC.
<b>Jun. 2020</b>	Representative Director, Executive Vice President of the Company (Assistant to President, Information Systems, Quality Assurance, Aircraft Maintenance Group, CIO)
<b>Jan. 2021</b>	Representative Director, Executive Vice President (Assistant to President, Information Systems, Safety Promotion, Quality Assurance, Aircraft Maintenance Group, CIO)
<b>Apr. 2022</b>	Representative Director, Executive Vice President (Assistant to President, Aircraft Components Manufacturing Group, Safety & Quality, Aircraft Maintenance Group)
<b>Apr. 2024</b>	Representative Director, Executive Vice President (Assistant to President, Safety & Quality, Aircraft Maintenance & Manufacturing Group, CRO) (to present)

#### Reasons for proposing as a candidate for Director

Mr. Takashi Yonekura served as Senior Executive Officer and Senior Vice President, Engineering & Maintenance Center of ALL NIPPON AIRWAYS CO., LTD., a subsidiary of our major shareholder, ANA HOLDINGS INC. He has abundant experience and deep insight concerning air transportation industry. Moreover, after his assumption of office as Director of the Company, he has taken charge of the Safety Promotion, Quality Assurance, Information Systems, Aircraft Maintenance Group and Aircraft Components Manufacturing Group, has engaged in important business execution, and has been involved in the Board of Directors' decision-making and checking process concerning the execution. Having judged that he will be able to realize the management philosophy of the Company and carry out business strategies properly, we propose him again as a candidate for Director.



No. **4 Toshikazu Kimura**

**Reelection**

<b>Date of birth</b>	October 14, 1959
<b>Attendance at meetings of the Board of Directors for the current fiscal term</b>	14 out of 14 (100%)
<b>Number of shares of the Company held</b>	17,564 shares

#### Brief past experience, positions and responsibilities

<b>Apr. 1980</b>	Joined the Company
<b>Apr. 2009</b>	General Manager of Corporate Planning Department
<b>Jun. 2012</b>	Director, General Manager of Corporate Planning Department
<b>Jun. 2013</b>	Executive Officer (Corporate Planning, IR & PR and Corporate Administration)
<b>Apr. 2014</b>	Executive Officer (Strategies and Corporate Administration)
<b>Jun. 2014</b>	Executive Officer (Strategies, General Manager of Corporate Administration Department)
<b>Apr. 2015</b>	Managing Executive Officer (Corporate Administration & Human Resource, CRO, General Manager of Corporate Planning Department)
<b>Jun. 2015</b>	Director & Managing Executive Officer (Corporate Administration & Human Resource, CRO, General Manager of Corporate Planning Department)
<b>Apr. 2016</b>	Director & Senior Managing Executive Officer (Corporate Planning, Public Relations & Investor Relations, CRO, General Manager of Corporate Planning Department)
<b>Nov. 2016</b>	Director & Senior Managing Executive Officer (Corporate Administration & Human Resource, CFO, CCO)
<b>Apr. 2017</b>	Director & Senior Managing Executive Officer (Corporate Administration & Human Resource, CFO)
<b>Dec. 2017</b>	Director & Senior Managing Executive Officer (Corporate Administration & Human Resource, CCO)
<b>Apr. 2018</b>	Director & Senior Managing Executive Officer (Corporate Administration & Human Resource, CCO)
<b>Jan. 2019</b>	Director & Senior Managing Executive Officer (General Manager of Corporate Administration & Human Resource, CCO)
<b>Apr. 2019</b>	Director & Senior Managing Executive Officer (Corporate Administration & Human Resource, CCO)
<b>Sep. 2020</b>	Director & Senior Managing Executive Officer (Corporate Administration & Human Resource, PR, CCO)
<b>Apr. 2022</b>	Director & Senior Managing Executive Officer (Corporate Administration & Human Resource, PR, Sustainability Promotion, CCO)
<b>Apr. 2023</b>	Director & Executive Vice President (Corporate Administration & Human Resource, PR, Sustainability Promotion, CAO, CCO)
<b>Apr. 2024</b>	Director & Executive Vice President (Assistant to President, Corporate Administration & Human Resource, PR, Sustainability Promotion, CCO) (to present)

#### Reasons for proposing as a candidate for Director

Mr. Toshikazu Kimura has abundant experience in and a wealth of knowledge of Corporate Planning and Corporate Administration & Human Resource. He has a good track record as CRO, CFO and CCO. He has engaged in important business execution, and has been involved in the Board of Directors' decision-making and checking process concerning the execution. Currently, taking charge of Assistant to President, Corporate Administration & Human Resource, PR, Sustainability Promotion and serving as CCO, he has made significant contributions to the improvement of corporate value. Having judged that he will be able to realize the management philosophy of the Company and carry out business strategies properly, we propose him again as a candidate for Director.



No. **5 Yu Takahashi**

Reelection Outside

<b>Date of birth</b>	October 22, 1972
<b>Attendance at meetings of the Board of Directors for the current fiscal term</b>	12 out of 12 (100%) (after his assumption of office)
<b>Number of shares of the Company held</b>	0 shares

#### Brief past experience, positions and responsibilities

- Apr. 1995** Joined ITOCHU Corporation
- Apr. 2017** General Manager, Aerospace & Electronics Department, Aerospace & Defense of ITOCHU Aviation Co., Ltd.
- Dec. 2017** Vice President and General Manager, Aerospace & Electronics Department, Aerospace & Defense of ITOCHU Aviation Co., Ltd.
- Apr. 2018** Deputy General Manager of Aerospace Department, Plant Project, Marine & Aerospace Division, Machinery Company of ITOCHU Corporation
- Apr. 2021** Chairman, President & CEO of ITOCHU Aviation, Inc. (the U.S.)
- Apr. 2023** General Manager of Aerospace Department, Plant Project, Marine & Aerospace Division, Machinery Company of ITOCHU Corporation  
Director of JAPAN AEROSPACE CORPORATION  
Director of ITOCHU Aviation Co., Ltd.  
Director of ITOCHU Aviation, Inc.  
Director of LILAC Corporation
- Jun. 2023** Outside Director of the Company (to present)

(Significant concurrent positions)

General Manager of Aerospace Department, Plant Project, Marine & Aerospace Division, Machinery Company of ITOCHU Corporation  
Director of JAPAN AEROSPACE CORPORATION  
Director of ITOCHU Aviation Co., Ltd.  
Director of ITOCHU Aviation, Inc.  
Director of LILAC Corporation

#### Reasons for proposing as a candidate for Outside Director and overview of expected roles

Mr. Yu Takahashi is currently General Manager of Aerospace Department, Plant Project, Marine & Aerospace Division, Machinery Company of ITOCHU Corporation, our major shareholder. He has abundant experience in the aviation industry. We expect him to supervise business execution based on his experience and provide advice from a management perspective, and therefore we propose him again as a candidate for Outside Director.



No. **6 Shigeru Harada**

Reelection

Outside

<b>Date of birth</b>	November 9, 1965
<b>Attendance at meetings of the Board of Directors for the current fiscal term</b>	14 out of 14 (100%)
<b>Number of shares of the Company held</b>	0 shares

#### Brief past experience, positions and responsibilities

- Apr. 1988** Joined ALL NIPPON AIRWAYS CO., LTD.
- Apr. 2001** Manager, Aircraft Systems, Engineering, Engineering & Maintenance of ALL NIPPON AIRWAYS CO., LTD.
- Jul. 2002** Manager, Component Spares Procurement, Logistics & Shop Planning, Engineering & Maintenance of ALL NIPPON AIRWAYS CO., LTD.
- Aug. 2004** Manager, Seattle 787 Development Office, Engineering, Engineering & Maintenance of ALL NIPPON AIRWAYS CO., LTD.
- Apr. 2009** Manager, Aircraft Systems, Engineering, Engineering & Maintenance of ALL NIPPON AIRWAYS CO., LTD.
- Apr. 2013** Director, System Operation Engineering, Aircraft Operation Engineering, Aircraft Operations, Engineering & Maintenance Center of ALL NIPPON AIRWAYS CO., LTD.
- Apr. 2016** Vice President, Aircraft Operation Engineering, Aircraft Operations, Engineering & Maintenance Center of ALL NIPPON AIRWAYS CO., LTD.
- Apr. 2018** Vice President, Engineering, Engineering & Maintenance Center of ALL NIPPON AIRWAYS CO., LTD.
- Apr. 2022** Senior Vice President, Engineering & Maintenance Center of ALL NIPPON AIRWAYS CO., LTD.
- Jun. 2022** Outside Director of the Company (to present)

(Significant concurrent positions)

Senior Vice President, Engineering & Maintenance Center of ALL NIPPON AIRWAYS CO., LTD.

#### Reasons for proposing as a candidate for Outside Director and overview of expected roles

Mr. Shigeru Harada is currently Senior Vice President, Engineering & Maintenance Center of ALL NIPPON AIRWAYS CO., LTD., a subsidiary of our major shareholder, ANA HOLDINGS INC. He has abundant experience in the airline industry. We expect him to supervise business execution based on his experience and provide advice from a management perspective, and therefore we propose him again as a candidate for Outside Director.



No. **7** **Shinichi Suzuki** Reelection Outside Independent

<b>Date of birth</b>	November 12, 1948
<b>Attendance at meetings of the Board of Directors for the current fiscal term</b>	13 out of 14 (93%)
<b>Number of shares of the Company held</b>	0 shares

#### **Brief past experience, positions and responsibilities**

- Jul. 1971** Joined Kawasaki Heavy Industries, Ltd.
- Jul. 2000** General Manager of Defense Systems Department, Marketing & Sales Division, Aerospace Business Division of Kawasaki Heavy Industries, Ltd.
- Apr. 2003** Assistant Director, Deputy General Manager of Marketing & Sales Division, Aerospace Company and General Manager of Defense Aircraft Department of Kawasaki Heavy Industries, Ltd.
- Apr. 2005** Executive Officer, Vice President of Aerospace Company and General Manager of Marketing & Sales Division of Kawasaki Heavy Industries, Ltd.
- Jun. 2008** President of NIPPI Corporation
- Jun. 2012** Adviser of NIPPI Corporation
- Jun. 2014** Outside Director of the Company (to present)

#### **Reasons for proposing as a candidate for Outside Director and overview of expected roles**

Mr. Shinichi Suzuki has abundant experience and broad knowledge as a Corporate Management. As an Outside Director, he has offered his opinions proactively and supervised the Board of Directors from the perspective of an Independent Director. We expect him to supervise business execution based on his experience and provide advice from a management perspective, and therefore we propose him again as a candidate for Outside Director.



No. **8** **Juichi Watanabe** Reelection Outside Independent

**Date of birth** June 7, 1955

**Attendance at meetings of the Board of Directors for the current fiscal term** 14 out of 14 (100%)

**Number of shares of the Company held** 0 shares

#### Brief past experience, positions and responsibilities

- Apr. 1979** Joined ITOCHU Corporation
- Dec. 1986** Director in charge of Energy & Chemicals, Bureau de Liaison Office a Alger of ITOCHU Corporation
- Apr. 1991** Deputy Director of ITOCHU Oil Exploration Co., Ltd.
- Dec. 1996** Joined Sony Life Insurance Co., Ltd.
- Jan. 1998** Joined AIDA ENGINEERING, LTD.  
Manager, International Business Department
- Mar. 1999** General Secretary, International Business Promotion Office and General Manager, Sales Planning & Administration Department of AIDA ENGINEERING, LTD.
- Oct. 2003** Group Manager, Administration Group, Administration Headquarters of AIDA ENGINEERING, LTD.
- Nov. 2004** Vice President in charge of European Operation and CFO, AIDA S.r.l. (Italian subsidiary) and Director, German subsidiary of AIDA ENGINEERING, LTD.
- Jan. 2007** General Manager, Group Company Audit Office, General Manager, Internal Control Audit Office and General Manager, Group Company Business Office of AIDA ENGINEERING, LTD.
- Apr. 2010** Joined Teikoku Printing Inks Mfg. Co., Ltd.  
Manager, Overseas Operations Department
- Apr. 2011** Joined Japan Business Assurance Co., Ltd.  
Manager, Management and Planning HQ
- Apr. 2015** Senior Manager, Second CS Department of Japan Business Assurance Co., Ltd.  
Director of Global Business Law Institute  
Contract Lecturer at Waseda University
- Jun. 2016** Outside Director of the Company
- Sep. 2018** Senior Advisor of Japan Business Assurance Co., Ltd.
- Jun. 2020** Outside Director of LAC Co., Ltd.
- Jan. 2021** Advisor of Misono Sogo Advisory LLC (currently Centex LLC)
- Jun. 2021** Advisor of Misono Sogo Law Offices
- Apr. 2023** Member of Advisory Committee of INSTITUTE OF CORPORATE GOVERNANCE, JAPAN
- Nov. 2023** Advisor of TOKYO KOKI CO. LTD.
- Dec. 2023** Outside Audit & Supervisory Board Member of TOKYO KOKI CO. LTD.
- Jan. 2024** Senior Fellow of INSTITUTE OF CORPORATE GOVERNANCE, JAPAN  
(to present)

(Significant concurrent positions)

Director of Global Business Law Institute

Advisor of Centex LLC

Advisor of Misono Sogo Law Offices

Senior Fellow of INSTITUTE OF CORPORATE GOVERNANCE, JAPAN

Outside Audit & Supervisory Board Member of TOKYO KOKI CO. LTD.

#### Reasons for proposing as a candidate for Outside Director and overview of expected roles

Mr. Juichi Watanabe has abundant experience in international corporate activities and broad knowledge of Accounting and Internal Control as a U.S. Certified Public Accountant, Certified Internal Auditor and Certified Fraud Examiner. As an Outside Director, he has proactively offered his opinions and supervised the Board of Directors from the perspective of Independent Director. We expect him to supervise business execution based on his experience and provide advice from a management perspective, and therefore we propose him again as a candidate for Outside Director.



No. **9** **Yuki Tsuru**

Reelection

Outside

Independent

**Date of birth** May 16, 1969

**Attendance at meetings of the Board of Directors for the current fiscal term** 14 out of 14 (100%)

**Number of shares of the Company held** 0 shares

#### Brief past experience, positions and responsibilities

- Apr. 2000** Registered as attorney-at-law (Joined Tokyo Bar Association)
- Apr. 2000** Joined Tokyo City Law & Tax Partners (currently, City-Yuwa Partners)
- Apr. 2007** Member, Special Committee on Legal Ethics of Tokyo Bar Association  
Deputy Chairperson, Special Committee on Legal Ethics of Tokyo Bar Association
- Oct. 2007** Joined Kyowa-Sogo Partners Law Office
- Jun. 2008** Member, Center for Gender Equality Promotion of Tokyo Bar Association
- Jun. 2009** Member of JFBA Committee on Intellectual Property Rights
- Feb. 2012** Unfair Competition Prevention Act Research Officer
- Mar. 2012** Delegate of Japan Federation of Bar Associations
- Apr. 2012** Delegate of Tokyo Bar Association
- Jun. 2014** Member of JFBA Committee on Equality of Men and Women
- Jun. 2014** Director of Josuikai
- Apr. 2015** Member of Infringement Judgement Advisory Committee
- Apr. 2016** Auditor of Hitotsubashi University
- Feb. 2019** IPR Expert Advisor at Japan Customs
- Jun. 2020** External Director of Hankyu Hanshin Holdings, Inc.
- Jun. 2021** Part-time Auditor of National Institute of Technology and Evaluation
- Jun. 2022** Outside Director of SUGIMOTO & CO., LTD.
- Jun. 2022** Outside Director of the Company
- Jun. 2023** Independent Outside Director (Audit and Supervisory Committee Member) of Asahi Holdings, Inc. (currently ARE Holdings, Inc.) (to present)

(Significant concurrent positions)

- Attorney-at-law at Kyowa-Sogo Partners Law Office
- Member, Special Committee on Legal Ethics of Tokyo Bar Association
- Member of JFBA Committee on Intellectual Property Rights
- Member of Infringement Judgement Advisory Committee
- IPR Expert Advisor at Japan Customs
- External Director of Hankyu Hanshin Holdings, Inc.
- Part-time Auditor of National Institute of Technology and Evaluation
- Outside Director of SUGIMOTO & CO., LTD.
- Independent Outside Director (Audit and Supervisory Committee Member) of ARE Holdings, Inc.

#### Reasons for proposing as a candidate for Outside Director and overview of expected roles

Ms. Yuki Tsuru has broad knowledge and experience in matters including corporate legal affairs as an attorney-at-law. Moreover, she has deep insight into promotion of active participation by women, such as equality of men and women. We expect her to actively offer beneficial suggestions and advice from the perspective of a female Independent Director in addition to advice on corporate governance, compliance, and risk management from a professional perspective based on her knowledge and experience. We therefore propose her again as a candidate for Outside Director.

(Notes)

1. There are no special interests between the candidates and the Company.
2. Matters relating to candidates for Outside Directors are as follows:
  - (1) Messrs. Yu Takahashi, Shigeru Harada, Shinichi Suzuki and Juichi Watanabe and Ms. Yuki Tsuru are candidates for Outside Directors. The Company has appointed Messrs. Shinichi Suzuki and Juichi Watanabe and Ms. Yuki Tsuru as independent officers prescribed by the Tokyo Stock Exchange and submitted a notification of the appointment to the Tokyo Stock Exchange.
  - (2) Mr. Yu Takahashi currently serves as the Outside Director of the Company, and his term of office will be one (1) year at the conclusion of the 84th Annual General Meeting of Shareholders.  
Mr. Shigeru Harada currently serves as the Outside Director of the Company, and his term of office will be two (2) years at the conclusion of the 84th Annual General Meeting of Shareholders.  
Mr. Shinichi Suzuki currently serves as the Outside Director of the Company, and his term of office will be ten (10) years at the conclusion of the 84th Annual General Meeting of Shareholders.  
Mr. Juichi Watanabe currently serves as the Outside Director of the Company, and his term of office will be eight (8) years at the conclusion of the 84th Annual General Meeting of Shareholders.  
Ms. Yuki Tsuru currently serves as the Outside Director of the Company, and her term of office will be two (2) years at the conclusion of the 84th Annual General Meeting of Shareholders.
  - (3) The Company has entered into an agreement with Messrs. Yu Takahashi, Shigeru Harada, Shinichi Suzuki, and Juichi Watanabe and Ms. Yuki Tsuru, pursuant to the Articles of Incorporation of the Company to limit their liability in order for them to fully play their expected roles. If the reappointment of Messrs. Yu Takahashi, Shigeru Harada, Shinichi Suzuki, and Juichi Watanabe and Ms. Yuki Tsuru is approved, the Company will continue the agreement with each of them. The maximum amount of liability pursuant to the agreement is the minimum amount of liability stipulated by laws and regulations.
  - (4) Although Mr. Shigeru Harada and Ms. Yuki Tsuru have not been involved in corporate management other than through serving as outside officers, we have judged that they will be able to appropriately perform their duties as Outside Directors for the reasons stated above.
3. The Company has entered into a directors and officers liability insurance contract with an insurance company, and bears the entire premium. The insurance policy will compensate the insured for claims for damages and legal costs to be borne by the insured in the event of claims for damages arising from the act (including omission) of the insured performed based on his/her position as a director, officer, etc. of the Company. However, there are certain exemptions to ensure the properness of execution of duties by the insured is not hindered, such as no compensation provided in case of damages arising from acts performed by the insured with an awareness that such acts are in violation of laws and regulations. Furthermore, the candidates planned to be reappointed have already been insured under the contract and will continue to be insured after their election. Regarding newly elected candidates, they will be insured after their election. At the time of the next renewal, the Company plans to renew the insurance contract with the same contents.
4. Mr. Juichi Watanabe is scheduled to become an Outside Director / Audit and Supervisory Committee Member of TOKYO KOKI CO. LTD. at its 118th Annual General Meeting of Shareholders to be held on May 30, 2024.
5. Ms. Yuki Tsuru's name on her family register is Yuki Itami.

## Proposal 3 Election of one (1) Substitute Audit & Supervisory Board Member

In preparation of the case that the number of Audit & Supervisory Board Member would be less than the number stipulated in laws and regulations, the appointment of one (1) Substitute Audit & Supervisory Board Member is proposed.

The effect of the election in this Proposal can be invalidated by resolution of the Board of Directors with the approval of the Audit & Supervisory Board before the elected Substitute Audit & Supervisory Board Member has assumed the office of Audit & Supervisory Board Member.

The Audit & Supervisory Board has given its approval to this proposal.

The candidate for Substitute Audit & Supervisory Board Member is as follows:



### Yasuyori Iwatsuki

Outside

**Date of birth** December 19, 1976

**Number of shares of the Company held** 0 shares

#### Brief past experience and positions

- Oct. 2005** Appointed as a prosecutor
- May 2013** Registered with the Tokyo Bar Association
- May 2013** Joined Matsuda & Partners
- Apr. 2016** Partner of Matsuda & Partners
- Apr. 2019** Visiting Associate Professor, Institute of Innovation for Future Society of Nagoya University
- May 2023** Outside Director of Arca de F. Holdings Co., Ltd. (to present)

(Significant concurrent positions)

Partner of Matsuda & Partners

Visiting Associate Professor, Institute of Innovation for Future Society of Nagoya University

Outside Director of Arca de F. Holdings Co., Ltd.

#### Reasons for proposing as a candidate for Substitute Audit & Supervisory Board Member

Mr. Yasuyori Iwatsuki has broad knowledge and experience as a prosecutor and attorney-at-law. Expecting him to actively offer beneficial suggestions and advice from a professional perspective especially in terms of strengthening corporate governance and compliance based on his knowledge, we judge that he will be able to appropriately perform duties of Outside Audit & Supervisory Board Member, and therefore we propose him as a candidate for Substitute Audit & Supervisory Board Member.

(Notes)

1. There are no special interests between the candidate for Substitute Audit & Supervisory Board Member and the Company.
2. Matters relating to the candidate for Substitute Audit & Supervisory Board Member are as follows:
  - (1) Mr. Yasuyori Iwatsuki is a candidate for Outside Audit & Supervisory Board Member. In the event of the candidate assuming office, the Company plans to appoint him as an independent officer prescribed by the Tokyo Stock Exchange and submit a notification of the appointment to the Tokyo Stock Exchange.
  - (2) If Mr. Yasuyori Iwatsuki, the candidate for Substitute Audit & Supervisory Board Member, takes office as an Outside Audit & Supervisory Board Member, the Company will enter into an agreement with him pursuant to the Articles of Incorporation of the Company to limit his liability in order for him to fully play his expected role. The maximum amount of liability pursuant to the agreement is the minimum amount of liability stipulated by laws and regulations.
  - (3) Although Mr. Yasuyori Iwatsuki has not been involved in corporate management other than through serving as an outside officer, we have judged that he will be able to appropriately perform his duties as an Outside Audit & Supervisory Board Member for the reasons stated above.
3. The Company has entered into a directors and officers liability insurance contract with an insurance company, and bears the entire premium. The insurance policy will compensate the insured for claims for damages and legal costs to be borne by the insured in the event of claims for damages arising from the act (including omission) of the insured performed based on his/her position as a director, officer, etc. of the Company. In the event of the candidate assuming the office of Audit & Supervisory

Board Member of the Company, the candidate shall be insured under the contract. Furthermore, at the time of the next renewal, the Company plans to renew the insurance contract with the same contents.

## (Reference) Skill Matrix

Position	Name	Corporate management	Industry knowledge	Overseas experience	Manufacturing, maintenance, technology, and quality	Finance and accounting	Human resources, labor relations, and human resource development	Legal affairs and compliance	Risk management
1 Director	Toshiyuki Abe	●		●					●
2 Director	Koichi Tsunematsu	●		●					●
3 Director	Takashi Yonekura	●	●		●				
4 Director	Toshikazu Kimura				●		●	●	
5 Outside Director	Yu Takahashi	●	●	●					
6 Outside Director	Shigeru Harada		●	●	●				
7 Outside Director (independent)	Shinichi Suzuki	●	●		●				
8 Outside Director (independent)	Juichi Watanabe			●		●			●
9 Outside Director (independent)	Yuki Tsuru							●	●
10 Audit & Supervisory Board Member	Noboru Kaburaki		●		●	●			
11 Audit & Supervisory Board Member	Toshihisa Kasuya	●			●				●
12 Outside Audit & Supervisory Board Member (independent)	Hitoshi Takahashi			●				●	●
13 Outside Audit & Supervisory Board Member (independent)	Takayuki Ikenoue			●		●			

### (Notes)

1. For each officer, up to three items in which the Company has particularly high expectations are indicated. The above table does not represent the full range of knowledge and experience each officer has.
2. The composition of officers above is subject to approval of Proposal 2 as originally proposed at this year's Annual General Meeting of Shareholders.