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(Company code: 6310)

March 15, 2023

(Commencement date of electronic provision measures: March 8, 2023)

To Shareholders with Voting Rights:

Shiro Tomiyasu
President
ISEKI & CO., LTD.
700 Umaki-cho, Matsuyama-shi, Ehime-ken,
Japan

**NOTICE OF
THE 99th ORDINARY GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

This is to inform you that the 99th Ordinary General Meeting of Shareholders of ISEKI & CO., LTD. (the “Company”) will be held for the purposes as described below.

In convening this General Meeting of Shareholders, the Company has provided materials for the meeting electronically by posting the matters to be provided electronically as “NOTICE OF THE 99th ORDINARY GENERAL MEETING OF SHAREHOLDERS” on the Company’s website. Please access the Company’s website below to view the information.

Company website:

https://www.iseki.co.jp/ir/stock/general_meeting/

In addition to the above website, the matters to be provided electronically have also been posted on the Tokyo Stock Exchange’s (TSE) website. Please access the TSE’s website below (Listed Company Search) and view the information by entering the issue name (company name) or stock exchange code in the search box and selecting “Basic information” and “Documents for public inspection/PR information.”

TSE website (Listed Company Search):

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

In order to prevent the spread of the novel coronavirus (COVID-19) infection, you are kindly encouraged to exercise voting rights in writing or via electronic means (the Internet) in advance and consider not attending the Meeting in person.

When exercising your voting rights in advance, please review the attached Reference Documents for the General Meeting of Shareholders, and indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and return it no later than 5:20 p.m. on Wednesday, March 29, 2023, Japan time, or exercise your voting rights via the Internet. Concerning the exercise of voting rights, please review the “Instructions for the Exercise of Voting Rights” (page 5 of the Japanese version of this document) and the “Instructions for the Exercise of Voting Rights via the Internet” (pages 6 and 7 of the Japanese version of this document).

1. Date and Time: Thursday, March 30, 2023 at 10:00 a.m. Japan time
(Reception starts at 9:00 a.m.)

2. Place: Hisho Banquet Hall, ART HOTEL Nippori Lungwood (former
Hotel Lungwood), 2F,
5-50-5 Higashinippori, Arakawa-ku, Tokyo, Japan

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company's 99th Fiscal Year (January 1, 2022 - December 31, 2022) and results of audits by the accounting auditor and the Board of Auditors of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company's 99th Fiscal Year (January 1, 2022 - December 31, 2022)

Proposals to be resolved:

- Proposal 1:** Appropriation of Surplus
Proposal 2: Election of 9 Directors
Proposal 3: Election of 1 Corporate Auditor

- Should there be any revisions to the matters to be provided electronically, the Company will post the information on how they have been revised on the above-mentioned websites of the Company and TSE.
- In accordance with laws and regulations as well as Article 19, Paragraph 2 of the Company's Articles of Incorporation, of the matters to be provided electronically, "Matters Regarding Share Acquisition Rights of the Company," "Status of the Accounting Auditor," and "Basic Policy for Profit Distribution" of the Business Report, "Consolidated Statements of Changes in Equity" and "Notes to Consolidated Financial Statements" of the Consolidated Financial Statements, and "Non-consolidated Statements of Changes in Equity" and "Notes to Non-consolidated Financial Statements" of the Non-consolidated Financial Statements are not included in the paper copy to be sent to shareholders who have requested it. Therefore, the paper copy to be sent to shareholders who have requested it is part of the documents audited by Corporate Auditors and the accounting auditor in the course of the preparation of their audit reports.
- If neither approval nor disapproval of each proposal is indicated on the returned Voting Rights Exercise Form, it shall be deemed a vote of approval.
- If you exercise your voting rights via both the Internet and the Voting Rights Exercise Form, the exercise of voting rights via the Internet shall prevail. In addition, if you exercise your voting rights via the Internet multiple times, the final exercise of voting rights shall prevail.
- If you are attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.

Disclosure on the Internet

- Should there be any revisions to the matters to be provided electronically, the Company will post the information on how they have been revised on each listed website.

Investor Information (General Meeting of Shareholders):
https://www.iseki.co.jp/ir/stock/general_meeting/

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

The Company considers a stable dividend distribution to shareholders as one of financial and capital strategies. Our fundamental policy is to continuously pay a stable dividend, taking into consideration the Group's revenue base, future business development, and changes in the management environment, while maintaining and improving its financial soundness as preconditions for sustainable business activities.

The year-end dividend for this fiscal year is as follows.

- (1) Type of dividend property
Cash
- (2) Items related to the allocation of dividend property and its total amount
30 yen per share of common stock
686,173,410 yen in total
- (3) Date the distribution of surplus comes into effect:
March 31, 2023

(Reference) History of dividends per share

	Dividends per share (Yen)
The 95th fiscal year ended December 31, 2018	30
The 96th fiscal year ended December 31, 2019	30
The 97th fiscal year ended December 31, 2020	0
The 98th fiscal year ended December 31, 2021	30
The 99th fiscal year ended December 31, 2022	30

Proposal 2: Election of 9 Directors

The terms of office of all 9 incumbent Directors will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the election of 9 Directors is proposed.

This proposal was determined by the Board of Directors after receiving recommendations from the Nomination and Compensation Committee, a voluntary advisory body chaired by an Outside Director.


The candidates for Director are as follows:

No.		Title	Name	Attendance at Board of Directors meetings	Attendance at Nomination and Compensation Committee meetings	Attendance at ESG Committee meetings
1	[Reappointment]	Representative Director, President & Executive Officer	Shiro Tomiyasu	100% (20/20)	100% (8/8)	100% (5/5)
2	[Reappointment]	Representative Director & Senior Corporate Executive Officer	Hajime Odagiri	100% (20/20)	100% (6/6)	100% (5/5)
3	[Reappointment]	Director & Senior Corporate Officer	Yukio Nawata	100% (20/20)		100% (5/5)
4	[Reappointment]	Director & Senior Corporate Officer	Masayuki Fukami	100% (20/20)		100% (5/5)
5	[Reappointment]	Director & Senior Corporate Officer	Shuichi Jinno	100% (20/20)		100% (5/5)
6	[Reappointment]	Director & Corporate Officer	Kazuya Tani	100% (20/20)		100% (5/5)
7	[Reappointment] [Outside] [Independent]	Director	Atsushi Iwasaki	100% (20/20)	100% (8/8)	100% (5/5)
8	[Reappointment] [Outside] [Independent]	Director	Shoji Tanaka	100% (20/20)	100% (8/8)	100% (5/5)
9	[Reappointment] [Outside] [Independent]	Director	Kazuo Nakayama	100% (20/20)	100% (8/8)	100% (5/5)

- (Notes) 1. The rate of attendance of Director Hajime Odagiri at meetings of the Nomination and Compensation Committee refers to the rate of attendance since he was elected as Representative Director at the Board of Directors meeting held after the 98th Ordinary General Meeting of Shareholders on March 30, 2022.
2. The rate of attendance at meetings of the ESG Committee refers to the rate of attendance since the committee was established on August 10, 2022.

No.	Name (Date of birth)	Brief career history, positions and responsibilities at the Company [Significant concurrent positions]	Number of shares of the Company held
1	 <p>Shiro Tomiyasu (February 6, 1958)</p> <p>[Reappointment]</p> <p>[Term of office as Director] 7 years at the conclusion of this General Meeting</p>	<p>April 1980 Joined The Dai-Ichi Kangyo Bank, Limited (currently Mizuho Bank, Ltd.)</p> <p>April 2011 Managing Executive Officer, Mizuho Bank, Ltd.</p> <p>June 2015 Advisor, Chuo Fudosan Co., Ltd.</p> <p>January 2016 Advisor of the Company</p> <p>March 2016 Director & Senior Corporate Executive Officer of the Company Assistant to President of the Company Responsible for Corporate Planning Department of the Company Responsible for Public & Investor Relations Section of the Company Responsible for Personnel Department of the Company In charge of Financial Department of the Company</p> <p>January 2017 Director & Vice President Executive Officer of the Company In charge of Corporate Planning Department and Public & Investor Relations Section of the Company</p> <p>March 2019 Representative Director, President & Executive Officer of the Company (to present)</p> <p>[Significant concurrent positions] —</p> <p>[Attendance at meetings of the Board of Directors] 20/20 (100%)</p> <p>[Attendance at meetings of the Nomination and Compensation Committee] 8/8 (100%)</p>	9,000
<p>[Reason for nomination as candidate for Director]</p> <p>Mr. Shiro Tomiyasu has advanced knowledge and a wide range of insight regarding management planning, finance, and accounting based on his extensive experience and achievements gained from working at financial institutions. He was appointed to Director in March 2016 and has been overseeing the Group by demonstrating his skills in forming management strategies and plans, and designing the internal control system. As Representative Director, President & Executive Officer since March 2019, he has strived to improve corporate value by demonstrating great leadership from a company-wide perspective in implementing structural reforms aimed at the expansion of the Company's earnings, while pursuing ESG management and contributing to the enhancement of corporate governance.</p> <p>The Company nominates him as a candidate for Director, as he is a person of excellent character and insight, and it expects him to continue to lead the whole Group towards achieving the Mid-Term Management Plan (2021-2025) by drawing on his prior management experience and contribute to the sustainable development and the enhancement of corporate value of the Group based on a broad perspective.</p>			


(Note) No particular interests exist between the Company and Mr. Shiro Tomiyasu.

No.	Name (Date of birth)	Brief career history, positions and responsibilities at the Company [Significant concurrent positions]	Number of shares of the Company held
2	 <p>Hajime Odagiri (January 6, 1963)</p> <p>[Reappointment]</p> <p>[Term of office as Director] 3 years at the conclusion of this General Meeting</p>	<p>April 1987 Joined the Company</p> <p>November 2008 General Manager, Vegetable Machinery Engineering Department of the Company</p> <p>December 2010 Senior General Manager, Agri-Implements Department of the Company</p> <p>June 2014 President, Iseki-Changzhou Mfg. Co., Ltd. Sales Branch Office</p> <p>January 2016 Corporate Officer and Deputy Division Manager, Business Division of the Company</p> <p>March 2016 Representative Director & President, ISEKI Hokkaido Co., Ltd.</p> <p>July 2018 Chairman & President, Dongfeng Iseki Agricultural Machinery Co., Ltd.</p> <p>January 2019 Senior Corporate Officer of the Company</p> <p>January 2020 General Division Manager, Development & Production Division of the Company (to present)</p> <p>March 2020 Director & Senior Corporate Officer of the Company</p> <p>March 2022 Representative Director & Senior Corporate Executive Officer of the Company (to present)</p> <p>[Significant concurrent positions] —</p> <p>[Attendance at meetings of the Board of Directors] 20/20 (100%)</p> <p>[Attendance at meetings of the Nomination and Compensation Committee] 6/6 (100%)</p>	9,300
<p>[Reason for nomination as candidate for Director]</p> <p>Having been involved in the engineering and development fields of agricultural machinery for many years and served as President of a domestic sales company and Chairman & President of Chinese joint venture companies, Mr. Hajime Odagiri has accumulated extensive experience, achievements and a wide range of insight related to agricultural machinery in Japan and overseas as an engineer and a manager. He was appointed to Director in charge of the Development & Production Division in March 2020 and has been leading efforts in the R&D and production of environmentally friendly products such as smart agricultural machinery and electric mowers for decarbonization, while implementing the structural reform of the development and production departments. As Representative Director & Senior Corporate Executive Officer since March 2022, he has strived to improve corporate value by pursuing ESG management from a company-wide perspective and driving the transformation of the whole Group to achieve the Mid-Term Management Plan.</p> <p>The Company nominates him as a candidate for Director, as he is a person of excellent character and insight, and it expects him to continue to contribute to the sustainable development and the enhancement of corporate value of the Group as well as the acceleration and optimization of development and production systems based on a broad perspective.</p>			


(Note) No particular interests exist between the Company and Mr. Hajime Odagiri.

No.	Name (Date of birth)	Brief career history, positions and responsibilities at the Company [Significant concurrent positions]	Number of shares of the Company held
3	 Yukio Nawata (March 8, 1959) [Reappointment] [Term of office as Director] 5 years at the conclusion of this General Meeting	September 1984 Joined the Company December 2007 General Manager, Regional Sales Department of the Company July 2008 Director and General Manager, Sales Promotion Department, Iseki-Tohoku Co., Ltd. July 2010 General Manager, Sales Planning Department of the Company October 2010 Deputy Division Manager, Business Division of the Company January 2015 Representative Director & President, Iseki-Kanto Co.,Ltd. July 2015 Corporate Officer of the Company January 2018 Senior Corporate Officer of the Company General Division Manager, Business Division of the Company (to present) March 2018 Director & Senior Corporate Officer of the Company (to present) [Significant concurrent positions] — [Attendance at meetings of the Board of Directors] 20/20 (100%)	7,400
[Reason for nomination as candidate for Director] Having been involved in overseas and domestic sales of agricultural machinery for many years and served as President at major sales companies, Mr. Yukio Nawata has extensive experience and achievements in the domestic and overseas sales fields and is well-versed in the Group's operations. He was appointed to Director in charge of the Business Division in March 2018 and has been leading efforts in expanding the provision of customer-pleasing products and services that solve domestic agricultural issues such as increasing the scale of agriculture and support environmentally sound smart agriculture aimed at decarbonization of agriculture as well as sustainable agriculture and society, with a view to realizing the "farming full of dreams." He has also been demonstrating advanced expertise and strong leadership in rolling out domestic sales strategies. In addition, he has been appropriately overseeing the management of the Group. The Company nominates him as a candidate for Director, as he is a person of excellent character and insight, and it expects him to continue to contribute to the sustainable development and the enhancement of corporate value of the Group as well as the resolution of domestic agricultural issues based on a broad perspective.			


(Note) No particular interests exist between the Company and Mr. Yukio Nawata.

No.	Name (Date of birth)	Brief career history, positions and responsibilities at the Company [Significant concurrent positions]	Number of shares of the Company held
5	 <p>Shuichi Jinno (October 14, 1962)</p> <p>[Reappointment]</p> <p>[Term of office as Director] 7 years and 9 months at the conclusion of this General Meeting</p>	<p>April 1985 Joined the Company</p> <p>April 2008 General Manager, Office Automation Department of the Company</p> <p>December 2011 General Manager, Public & Investor Relations Section of the Company</p> <p>October 2013 General Manager, Personnel Department of the Company</p> <p>June 2015 Director & Corporate Officer of the Company In charge of Personnel Department of the Company In charge of Compliance of the Company</p> <p>March 2016 In charge of Office Automation Department of the Company</p> <p>January 2017 Deputy in charge of Compliance of the Company</p> <p>December 2018 In charge of IT Planning Department of the Company</p> <p>April 2019 Deputy in charge of Financial Department of the Company</p> <p>January 2022 In charge of Finance, IT Planning, Operation Efficiency Improvement of the Company</p> <p>August 2022 In charge of Finance and IT Planning of the Company (to present)</p> <p>January 2023 Director & Senior Corporate Officer of the Company (to present)</p> <p>[Significant concurrent positions] —</p> <p>[Attendance at meetings of the Board of Directors] 20/20 (100%)</p>	8,600
<p>[Reason for nomination as candidate for Director] Having been involved in the fields of information systems, investor relations, and personnel affairs for many years, Mr. Shuichi Jinno has extensive experience and achievements in corporate departments and is well-versed in the Group's operations. Since his appointment to Director in June 2015, he has been demonstrating advanced management capabilities as a person in charge of personnel affairs, compliance, operation efficiency improvement, and IT planning. In addition, he has been demonstrating advanced expertise and strong leadership in the formulation and implementation of financial and capital strategies, etc. and the restructuring of the financial accounting system, while appropriately overseeing the management of the Group.</p> <p>The Company nominates him as a candidate for Director, as he is a person of excellent character and insight, and it expects him to continue to contribute to the sustainable development and the enhancement of corporate value of the Group and the implementation of digital transformation (DX) based on a broad perspective.</p>			

(Note) No particular interests exist between the Company and Mr. Shuichi Jinno.


No.	Name (Date of birth)	Brief career history, positions and responsibilities at the Company [Significant concurrent positions]	Number of shares of the Company held
6	 Kazuya Tani (March 14, 1969) [Reappointment] [Term of office as Director] 3 years at the conclusion of this General Meeting	April 1992 Joined the Company April 2009 Representative Director & President, N.V. ISEKI EUROPE S.A. January 2015 Representative Director & President, ISEKI France S.A.S. October 2017 General Manager, Overseas Business Control Department and General Manager, Europe Sales &Marketing Department of the Company January 2020 Corporate Officer of the Company General Division Manager, Overseas Business Division of the Company (to present) March 2020 Director & Corporate Officer of the Company (to present) [Significant concurrent positions] — [Attendance at meetings of the Board of Directors] 20/20 (100%)	5,300
[Reason for nomination as candidate for Director] Having served as Director and President of sales companies in Europe, Mr. Kazuya Tani has extensive experience and achievements in sales, business management, and personnel management related to overseas business and is well-versed in the Group's operations. He was appointed to Director in charge of the Overseas Business Division in March 2020 and has been leading efforts in expanding overseas business and increasing overseas sales through the provision of products and services that match the needs of each region of the world, reinforcement and expansion of collaboration with strategic partners in each region, rebuilding of sales channels, and other initiatives, demonstrating advanced expertise and strong leadership in the Group's overseas expansion. In addition, he has been appropriately overseeing the management of the Group. The Company nominates him as a candidate for Director, as he is a person of excellent character and insight, and it expects him to continue to contribute to the sustainable development and the enhancement of corporate value of the Group and the promotion of overseas business based on a broad perspective.			

(Note) No particular interests exist between the Company and Mr. Kazuya Tani.

No.	Name (Date of birth)	Brief career history, positions and responsibilities at the Company [Significant concurrent positions]	Number of shares of the Company held
7	 <p>Atsushi Iwasaki (January 9, 1959)</p> <p>[Reappointment] [Outside] [Independent]</p> <p>[Term of office as Director] 9 years and 9 months at the conclusion of this General Meeting</p>	<p>November 1990 Joined Century Audit Corporation (currently Ernst & Young ShinNihon LLC)</p> <p>March 1991 Registered as a certified public accountant</p> <p>March 1997 Registered as a real estate appraiser</p> <p>August 2005 Retired from Shin Nihon & Co. (currently Ernst & Young ShinNihon LLC)</p> <p>September 2005 President, Iwasaki Certified Public Accountant Office (to present)</p> <p>June 2013 Director of the Company (to present)</p> <p>June 2015 Outside Audit & Supervisory Board Member, NH Foods Ltd.</p> <p>June 2016 Outside Audit & Supervisory Board Member, OLYMPUS CORPORATION</p> <p>June 2019 Outside Director, NH Foods Ltd. Outside Director, OLYMPUS CORPORATION</p> <p>June 2022 Retired from Outside Director, NH Foods Ltd. Retired from Outside Director, OLYMPUS CORPORATION</p> <p>[Significant concurrent positions] President and certified public accountant, Iwasaki Certified Public Accountant Office</p> <p>[Attendance at meetings of the Board of Directors] 20/20 (100%)</p> <p>[Attendance at meetings of the Nomination and Compensation Committee] 8/8 (100%)</p>	0
<p>[Reason for nomination as candidate for Outside Director, expected roles, etc.] With extensive experience and knowledge as a certified public accountant, Mr. Atsushi Iwasaki has experience as Outside Director and Outside Audit & Supervisory Board Member at other companies and specialized and advanced skills in areas such as management strategy, finance, and compliance.</p> <p>He was appointed to Outside Director in June 2013 and has been monitoring the Company's management from a neutral and objective viewpoint and providing valuable advice as appropriate on the Group's management strategies and governance, among others, from a professional standpoint, to contribute to enhancing the supervisory functions and ensuring transparency of the Board of Directors of the Company. He also plays an important role in chairing the Company's Board of Directors as well as the Nomination and Compensation Committee and the ESG Committee.</p> <p>The Company expects him to continue to supervise the Company's management for the sustainable enhancement of corporate value and provide advice based on his own insight.</p> <p>The Company nominates him as a candidate for Outside Director as it believes, for the reasons above, he will appropriately execute his duties as Outside Director.</p> <p>[Independence] No particular interests exist between the Company and Mr. Atsushi Iwasaki. In addition, there is no special relationship between the Company and Iwasaki Certified Public Accountant Office where Mr. Atsushi Iwasaki has a significant concurrent position.</p>			


(Notes)

- Mr. Atsushi Iwasaki is a candidate for Outside Director. The Company has registered him with the Tokyo Stock Exchange as Independent Director stipulated by Tokyo Stock Exchange, Inc.
- Although Mr. Atsushi Iwasaki has never been involved in company management (including overseas companies) except as an outside director or outside corporate auditor, the Company believes that, for the reasons described in "Reason for nomination as candidate for Outside Director, expected roles, etc." above, he can successfully fulfill his responsibilities as Outside Director.
- In accordance with the provisions of Article 27, Paragraph 2 of the Company's Articles of Incorporation based on Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Mr. Atsushi Iwasaki to limit his liability for damages stipulated in Article 423, Paragraph 1 of the same Act. The maximum amount of liability pursuant to the provisions of the Articles of Incorporation is the total of the amounts stipulated in each item of Article 425, Paragraph 1 of the Companies Act. If his reelection is approved and he assumes office, the agreement shall continue to be effective.

No.	Name (Date of birth)	Brief career history, positions and responsibilities at the Company [Significant concurrent positions]	Number of shares of the Company held
8	 <p>Shoji Tanaka (December 24, 1966)</p> <p>[Reappointment] [Outside] [Independent]</p> <p>[Term of office as Director] 7 years at the conclusion of this General Meeting</p>	<p>April 1998 Entered the Legal Training and Research Institute, Supreme Court of Japan</p> <p>March 2000 Graduated from the Legal Training and Research Institute, Supreme Court of Japan</p> <p>April 2000 Registered as an attorney (Joined Tokyo Bar Association) Joined Ginzadori Law Office</p> <p>June 2010 Outside Corporate Auditor of the Company</p> <p>March 2016 Director of the Company (to present)</p> <p>March 2018 Representative, Chuo-dori Law Office (to present)</p> <p>[Significant concurrent positions] Representative and attorney, Chuo-dori Law Office</p> <p>[Attendance at meetings of the Board of Directors] 20/20 (100%)</p> <p>[Attendance at meetings of the Nomination and Compensation Committee] 8/8 (100%)</p>	0
<p>[Reason for nomination as candidate for Outside Director, expected roles, etc.] With extensive experience and knowledge as an attorney, Mr. Shoji Tanaka has specialized and advanced skills in areas such as internal control and compliance. He was appointed to Outside Director in March 2016 and has been monitoring the Company's management from a neutral and objective viewpoint and providing professional and valuable advice as appropriate on the development of the Group's compliance system, among others, to contribute to enhancing the supervisory functions and ensuring transparency of the Board of Directors of the Company. He also plays an important role as a member of the Company's Nomination and Compensation Committee and ESG Committee. The Company expects him to continue to supervise the Company's management for the sustainable enhancement of corporate value and provide advice based on his own insight. The Company nominates him as a candidate for Outside Director as it believes, for the reasons above, he will appropriately execute his duties as Outside Director.</p> <p>[Independence] No particular interests exist between the Company and Mr. Shoji Tanaka. In addition, there is no special relationship between the Company and Chuo-dori Law Office where Mr. Shoji Tanaka has a significant concurrent position.</p>			

(Notes)

- Mr. Shoji Tanaka is a candidate for Outside Director. The Company has registered him with the Tokyo Stock Exchange as Independent Director stipulated by Tokyo Stock Exchange, Inc.
- Although Mr. Shoji Tanaka has never been involved in company management (including overseas companies) except as an outside director or outside corporate auditor, the Company believes that, for the reasons described in "Reason for nomination as candidate for Outside Director, expected roles, etc." above, he can successfully fulfill his responsibilities as Outside Director.
- In accordance with the provisions of Article 27, Paragraph 2 of the Company's Articles of Incorporation based on Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Mr. Shoji Tanaka to limit his liability for damages stipulated in Article 423, Paragraph 1 of the same Act. The maximum amount of liability pursuant to the provisions of the Articles of Incorporation is the total of the amounts stipulated in each item of Article 425, Paragraph 1 of the Companies Act. If his reelection is approved and he assumes office, the agreement shall continue to be effective.

No.	Name (Date of birth)	Brief career history, positions and responsibilities at the Company [Significant concurrent positions]	Number of shares of the Company held
9	 Kazuo Nakayama (February 2, 1957) [Reappointment] [Outside] [Independent] [Term of office as Director] 2 years at the conclusion of this General Meeting	April 1980 Joined MITSUI & CO., LTD. April 2006 General Manager of Planning & Administrative Division, Infrastructure Projects Business Unit, MITSUI & CO., LTD. June 2008 Chief Administrative Officer of Asia Pacific Business Unit, MITSUI & CO., LTD. and SVP, Mitsui & Co. (Asia Pacific) Pte. Ltd. (in Singapore) April 2012 Managing Officer, Chief Operating Officer of Food Resources Business Unit, MITSUI & CO., LTD. April 2014 Executive Managing Officer; Chief Operating Officer of Food Resources Business Unit, MITSUI & CO., LTD. June 2015 Representative Director and Executive Vice President, JA MITSUI LEASING, LTD. June 2020 Advisor, JA MITSUI LEASING, LTD. January 2021 Retired from JA MITSUI LEASING, LTD. March 2021 Director of the Company (to present) [Significant concurrent positions] — [Attendance at meetings of the Board of Directors] 20/20 (100%) [Attendance at meetings of the Nomination and Compensation Committee] 8/8 (100%)	0
<p>[Reason for nomination as candidate for Outside Director, expected roles, etc.] Having had management experience and been in charge of the food resources business unit at companies including a general trading firm, as well as being well-versed in overseas business, Mr. Kazuo Nakayama has extensive knowledge and experience related to food resources and agriculture in Japan and overseas. He was appointed to Outside Director in March 2021 and has been monitoring the Company's management from an objective viewpoint based on his management experience and providing valuable advice as appropriate on the Group's overseas business, among others, to contribute to enhancing the supervisory functions and ensuring transparency of the Board of Directors of the Company. He also plays an important role as a member of the Company's Nomination and Compensation Committee and ESG Committee. The Company expects him to continue to supervise the Company's management for the sustainable enhancement of corporate value and provide advice based on his own insight. The Company nominates him as a candidate for Outside Director as it believes, for the reasons above, he will appropriately execute his duties as Outside Director.</p> <p>[Independence] No particular interests exist between the Company and Mr. Kazuo Nakayama. Although the Company and JA MITSUI LEASING, LTD. where Mr. Kazuo Nakayama previously worked has business transactions, the amount of such transactions is less than 1% of consolidated net sales and less than 0.1% of consolidated total assets.</p>			

(Notes)

- Mr. Kazuo Nakayama is a candidate for Outside Director. The Company has registered him with the Tokyo Stock Exchange as Independent Director stipulated by Tokyo Stock Exchange, Inc.
- In accordance with the provisions of Article 27, Paragraph 2 of the Company's Articles of Incorporation based on Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Mr. Kazuo Nakayama to limit his liability for damages stipulated in Article 423, Paragraph 1 of the same Act. The maximum amount of liability pursuant to the provisions of the Articles of Incorporation is the total of the amounts stipulated in each item of Article 425, Paragraph 1 of the Companies Act. If his reelection is approved and he assumes office, the agreement shall continue to be effective.

(Note) The Company has entered into a directors and officers liability insurance contract insuring all Directors (including Outside Directors) and Corporate Auditors (including Outside Corporate Auditors), as stipulated in Article 430-3, Paragraph 1 of the Companies Act. The insurance contract covers damages that arise when Directors and Corporate Auditors become liable for the execution of their duties or receive claims related to the pursuit of such liability. However, there are certain exclusions, such as no coverage for any damage caused by acts performed with the knowledge that they are in violation of laws and regulations. The Company intends to renew the insurance contract with the above terms and conditions in September 2023 during the terms of office of the candidates.

(Reference)

[Independence Standards for Outside Directors/Auditors]

The Company will decide that an Outside Director/Auditor or a candidate for Outside Director/Auditor is independent from the Company if they are deemed not to fall under any of the following items.

1. The Group's (*1) executive (*2) at present or in the past
 2. The Company's major shareholder (*3) or its executive in the most recent five fiscal years including the current fiscal year
 3. The Group's major business partner (*4) or its executive in the most recent three fiscal years including the current fiscal year
 4. An entity whose major business partner is the Group (*5) or its executive in the most recent three fiscal years including the current fiscal year
 5. The Group's major lender (*6) or its executive in the most recent three fiscal years including the current fiscal year
 6. An entity who has received average annual donations of 10 million yen or more from the Group in the most recent three fiscal years including the current fiscal year (or its affiliate if the recipient is an incorporated entity, an association or any other organization).
 7. A consultant, an accounting or legal expert who has received monetary or other proprietary benefits of approximately 10 million yen or more on average from the Group, apart from the remuneration for director/auditor, in the most recent three fiscal years including the current fiscal year (or its affiliate if the recipient an incorporated entity, an association or any other organization).
 8. A spouse or a relative within the second degree of kinship of a key person (*7) among the persons described in any of items 1 to 7 above
 9. An executive of an entity with which the Company has an interlocking directorship (*8) for outside officers
 10. Other than the persons described in any of the above items, a person who has significant interests with the Group that raise concerns over his/her independence
- (*1) The Company, its subsidiaries, or equity method affiliates
(*2) Executive director, executive officer, general manager or other employee
(*3) A shareholder holding 10% or more of the Company's voting rights
(*4) An entity making payments to the Group that accounts for 2% or more of the Group's consolidated net sales in business transactions with the Group
(*5) An entity receiving payment from the Group for purchases that accounts for 2% or more of the consolidated net sales of the entity in business transactions with the Group
(*6) A financial institution lending the Group an amount accounting for 2% or more of the consolidated total assets of the Group
(*7) In items 1 to 6, an executive director, executive officer, or employee in a position equivalent to general manager or higher. In item 7, a certified public accountant affiliated to an audit firm or an attorney-at-law affiliated to a law firm.
(*8) A relationship where the executive of an entity where the Group's executive currently serves as an outside officer is appointed as the Company's Outside Director/Auditor.

(Reference)

[Skill Matrix of Directors After Approval of Proposal 2]

	Name	Title	Corporate Management/ Management Strategy	Finance	Sales/ Marketing	Overseas Business	Development and Manufacturing	Compliance/ Legal Affairs/ Audit	ESG/ Sustainability	Personnel	IT/ Data
Directors	Shiro Tomiyasu	Representative Director, President & Executive Officer	●	●					●		
	Hajime Odagiri	Representative Director & Senior Corporate Executive Officer	●		●	●	●		●		●
	Yukio Nawata	Director & Senior Corporate Officer			●	●					●
	Masayuki Fukami	Director & Senior Corporate Officer			●			●	●	●	
	Shuichi Jinno	Director & Senior Corporate Officer		●				●		●	●
	Kazuya Tani	Director & Corporate Officer			●	●					
	Atsushi Iwasaki	Director	●	●				●			
	Shoji Tanaka	Director						●			
	Kazuo Nakayama	Director	●		●	●					

* The table above does not represent all types of knowledge held by each officer.

* Executive Directors will be determined at a meeting of the Board of Directors to be held after this General Meeting of Shareholders.

Proposal 3: Election of 1 Corporate Auditor

Corporate Auditor Seigo Kimoto will resign from his position at the conclusion of this General Meeting of Shareholders. In addition, the term of office of Corporate Auditor Yasuhide Motokawa will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the election of 1 Corporate Auditor is proposed.

The consent of the Board of Auditors has been obtained concerning this proposal.

The candidate for Corporate Auditor is as follows:

Name (Date of birth)	Brief career history and positions at the Company [Significant concurrent positions]	Number of shares of the Company held
 <p>Yasuji Fujita (April 11, 1963)</p> <p>[New appointment] [Outside]</p>	<p>April 1986 Joined THE IYO BANK, LTD.</p> <p>August 2014 General Manager of Funds Operation & Securities Division, THE IYO BANK, LTD.</p> <p>June 2016 Executive Officer, General Manager of Funds Operation & Securities Division, THE IYO BANK, LTD.</p> <p>June 2017 Executive Officer, General Manager of Tokyo Branch, and General Manager of Financial Market Business Office, THE IYO BANK, LTD.</p> <p>June 2019 Managing Executive Officer, Imabari Group Head, and General Manager of Imabari Branch, THE IYO BANK, LTD.</p> <p>October 2022 Senior Executive Officer, Imabari Group Head, General Manager of Imabari Branch, General Manager of Nakahama Branch, and General Manager of Chikami Branch, THE IYO BANK, LTD.</p> <p>[Significant concurrent positions] —</p>	0
<p>[Reason for nomination as candidate for Outside Corporate Auditor] Mr. Yasuji Fujita has extensive experience and a wide range of insight including expertise in finance cultivated through his many years of work at a financial institution. The Company nominates him as a new candidate for Outside Corporate Auditor, as it believes that he will ensure the legality and appropriateness of the performance of duties by Directors by conducting appropriate audits from an objective and neutral viewpoint drawing on his experience and insight.</p>		

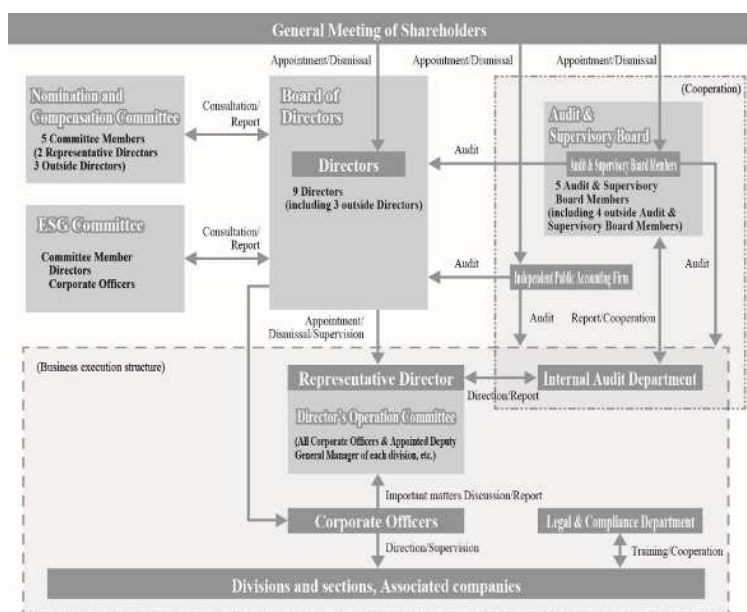
(Notes)

1. No particular interests exist between the Company and Mr. Yasuji Fujita.
2. Mr. Yasuji Fujita is a new candidate for Corporate Auditor.
3. Mr. Yasuji Fujita is a candidate for Outside Corporate Auditor.
4. The Company has entered into a directors and officers liability insurance contract insuring all Directors (including Outside Directors) and Corporate Auditors (including Outside Corporate Auditors), as stipulated in Article 430-3, Paragraph 1 of the Companies Act. The insurance contract covers damages that arise when Directors and Corporate Auditors become liable for the execution of their duties or receive claims related to the pursuit of such liability. However, there are certain exclusions, such as no coverage for any damage caused by acts performed with the knowledge that they are in violation of laws and regulations. The Company intends to renew the insurance contract with the above terms and conditions in September 2023 during the terms of office of the candidates.

(Reference)

[Corporate Governance Structure]

As of January 1, 2023



The Company has established the Nomination and Compensation Committee, which is chaired by an Independent Outside Director and consists of two Representative Directors and three Independent Outside Directors. The Nomination and Compensation Committee is an advisory body to the Board of Directors on nomination matters such as proposals for the general meeting of shareholders regarding the appointment and dismissal of Directors, the appointment and dismissal of Corporate Officers, and the appointment and dismissal of Representative Directors, as well as compensation of Directors and Corporate Officers.

(Reference)

[Evaluation of the Effectiveness of the Board of Directors]

To further improve the functions of the Board of Directors, the Company has been conducting self-evaluation by each officer and analysis on the effectiveness of the Board of Directors since 2017. Effectiveness evaluations are conducted in ways that make it easy to solicit individual opinions, such as by appointing a third-party organization to have all Directors and Corporate Auditors respond to questionnaires and interviews individually.

From the questionnaire responses for fiscal year 2021, generally positive opinions were received in terms of the reflection of opinions of outside officers, supervisory functions of outside officers, and appropriate oversight of the nomination of candidates for Director through the Nomination and Compensation Committee. The Company, therefore, concluded that the effectiveness of the Board of Directors as a whole has been secured.

On the other hand, issues for further strengthening the functions of the Board of Directors and creating more lively discussions were shared. These include follow-up on the progress of management plans and the oversight of investment plans for human capital and intellectual property that are consistent with management strategies.

On the basis of this effectiveness evaluation, the Board of Directors of the Company will give due consideration to and respond to the issues promptly and continue to implement the PDCA cycle in order to further enhance the functions of the Board of Directors.

(Note) The Company is continuing to conduct effectiveness evaluations using the above methods in fiscal year 2022.