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Securities Code: 9619 June 2, 2022

To our shareholders:

Masashi Kuroda, President and CEO ICHINEN HOLDINGS CO., LTD 4-10-6, Nishinakajima, Yodogawa-ku, Osaka-shi

# Notice of the 60th Annual General Meeting of Shareholders

You are cordially notified of the 60th Annual General Meeting of Shareholders of ICHINEN HOLDINGS CO., LTD. (the "Company"), which will be held as indicated below.

The Company requests that you make every effort to exercise your voting rights in writing or via the internet, etc. in advance and refrain from attending on the day of the General Meeting of Shareholders regardless of your physical condition as a precaution against the infection by the novel coronavirus disease (COVID-19). Please review the attached Reference Documents for General Meeting of Shareholders, and exercise your voting rights by 5:45 p.m. on Thursday, June 16, 2022 (JST).

- 1. Date and Time: Friday, June 17, 2022, at 10:00 a.m. (JST)
- **2. Venue:** Hotel Nikko Osaka 5F, (Ball Room Tsuru)
  - 1-3-3, Nishi-Shinsaibashi, Chuo-ku, Osaka-shi

## 3. Purpose of the Meeting

## Matters to be reported:

- 1. The Business Report and the Consolidated Financial Statements for the 60th fiscal year (from April 1, 2021 to March 31, 2022), and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit & Supervisory Board
- 2. The Non-consolidated Financial Statements for the 60th fiscal year (from April 1, 2021 to March 31, 2022)

#### Matters to be resolved:

- Proposal No. 1 Appropriation of Surplus
- Proposal No. 2 Amendment to the Articles of Incorporation
- Proposal No. 3 Election of Three Directors
- Proposal No. 4 Election of One Audit & Supervisory Board Member
- Proposal No. 5 Determination of Specific Details of Share-based Remuneration Type Share Options for Directors
- When you attend the meeting, you are kindly requested to present the enclosed voting form at the reception. Please note that the number of chairs provided for seating will be limited because of the need to create appropriate spacing between the chairs. We request that you pay attention to your health and refrain from attending the General Meeting of Shareholders.
- In consideration of the risk of COVID-19 infection, gifts will not be distributed to attending shareholders.
- Of the documents that should be attached to this Notice, "System and Policies of the Company" in the Business Report, the "Consolidated Statement of Changes in Equity" and the "Notes to Consolidated Financial Statements" in the Consolidated Financial Statements, and the "Non-consolidated Statement of Changes in Equity" and the "Notes to Non-consolidated Financial Statements" in the Non-consolidated Financial Statements are posted on the Company's website (https://www.ichinenhd.co.jp/) (available in Japanese only) in accordance with the provisions of laws and regulations and the Articles of Incorporation of the Company, and not included in the documents attached to this Notice.

The documents attached to this Notice are a part of the Business Report, the Consolidated Financial Statements and the Nonconsolidated Financial Statements audited by the Audit & Supervisory Board Members in preparing their audit reports, as well as a part of the Consolidated Financial Statements and the Non-consolidated Financial Statements audited by the Financial Auditor in preparing its audit reports.

- If any changes are made to items in the Reference Documents for General Meeting of Shareholders, the Business Report, the Consolidated Financial Statements or the Non-consolidated Financial Statements, such changes will be posted on the Company's website stated above.

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

# Proposal No. 1 Appropriation of Surplus

The Company considers the return of profits to shareholders to be one of management's top priorities. Accordingly, the Company's basic policy is to distribute the profits that reflects the Company's performance on a stable and continual basis. The Company has given consideration to the future business development and other factors, and it proposes to pay year-end dividends and other appropriation of surplus for the 60th fiscal year as follows:

- 1. Year-end dividends
  - (i) Type of dividend property Cash
  - (ii) Allotment of dividend property and their aggregate amount ¥23 per common share of the Company Total dividends: ¥550,801,493
  - (iii) Effective date of dividends of surplus June 20, 2022
- 2. Other appropriation of surplus
  - (i) Item of surplus to be increased and amount of increase Retained earnings brought forward: ¥36,000,000 Reserve for dividend equalization: ¥397,000,000
  - (ii) Item of surplus to be decreased and amount of decrease General reserve: ¥433,000,000

# Proposal No. 2 Amendment to the Articles of Incorporation

1. Reasons for the Amendment

Since the revised provisions provided for in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) are to be enforced on September 1, 2022, the Company proposes to make the following changes to its Articles of Incorporation in preparation for the introduction of the system for providing informational materials for the general meeting of shareholders in electronic format.

- (1) Article 17, paragraph 1 in "Proposed amendments" below stipulates that the Company shall take measures to provide information on the contents of reference documents for the general meeting of shareholders, etc. in electronic format.
- (2) Article 17, paragraph 2 in "Proposed amendments" below establishes provisions to limit the scope of the items stated in the paper-based documents to be delivered to shareholders who request the delivery of paper-based documents.
- (3) Since the provisions for Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc. (Article 17 of the current Articles of Incorporation) will no longer be required, they will be deleted.
- (4) Accompanying the aforementioned establishment and deletion of provisions, supplementary provisions regarding the effective date, etc. will be established.

# 2. Details of the amendments

The details of the amendments are as follows:

(Underlined sections indicate amendments)

Current Articles of Incorporation	Proposed amendments
	(Supplementary Provisions)
(Newly established)	1. The deletion of Article 17 (Internet Disclosure and
	Deemed Provision of Reference Documents for the
	General Meeting of Shareholders, Etc.) in the pre-
	amended Articles of Incorporation and the establishment
	of the new Article 17 (Measures, etc. for Providing
	Information in Electronic Format) in the amended Articles
	of Incorporation shall be effective from the date of
	enforcement of the revised provisions provided for in the
	proviso to Article 1 of the Supplementary Provisions of
	the Act Partially Amending the Companies Act (Act No.
	70 of 2019) (hereinafter referred to as the "Date of
	Enforcement").
	2. Notwithstanding the provisions of the preceding
	paragraph, Article 17 of the current Articles of
	Incorporation (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of
	Shareholders, Etc.) shall remain effective regarding any
	general meeting of shareholders held on or before
	February 28, 2023.
	3. These Supplementary Provisions shall be deleted on the
	date when six months have elapsed from the Date of
	Enforcement or three months have elapsed from the date
	of the general meeting of shareholders in the preceding
	paragraph, whichever is later.
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# Proposal No. 3 Election of Three Directors

The terms of office of the three Directors Kazuo Mimura, Guntaro Kawamura, and Toshie Shimomura will expire at the conclusion of this meeting. Therefore, the Company proposes the election of three Directors. The candidates for Director are as follows:

Candidate No.	Name (Date of birth)	Career summary, position and responsibility (Significant concurrent positions outside the Company)		Number of the Company's shares owned		
		July 1987 Apr. 2002 Apr. 2004	Joined Headquarters of ICHINEN CO., LTD. (currently the Company) Executive Officer General Manager of Second Management			
			Control Department of Management Headquarters			
		June 2004	Director (to present)			
		Apr. 2006	Managing Executive Officer			
	Kazuo Mimura (September 19, 1954)	Oct. 2008	Head Manager of Group Management Headquarters			
	Reelection	Feb. 2010	Director of Select Co., Ltd. (currently ICHINEN FACILITIES CO., LTD.)			
		Apr. 2011	Head Manager of Group Management	19,400 shares		
	Attendance at Board of		Headquarters, and General Manager of Second			
	Directors meetings		Management Control Department of the			
1	17/17		Company			
-	(100%)	June 2011	Senior Executive Officer			
		Jan. 2013	Director of TAIHOKOHZAI CO., LTD. (currently ICHINEN CHEMICALS CO., LTD.)			
		(Significant c	concurrent positions outside the Company)			
		Representativ				
		President and CEO of ICHINEN MTM CO., LTD.				
		Director of IC	CHINEN TASCO CO., LTD.			
		Director of IC	CHINEN NET CO., LTD.			
		Director of ICHINEN LOGISTICS CO., LTD.				
	Reasons for selection as candidates for Director					
	Kazuo Mimura has served as a Director of the Company and its Group companies and has superior managerial					
	judgment and execution abilities based on his extensive experience and track record, contributing to the realization of					
	appropriate decision-making and management oversight at the Company's Board of Directors. Through his extensive					
	experience and insight as a corporate manager, he plays an important role in the oversight of the Group's management					
	and execution of business. Therefore, the Company believes that he is the appropriate person to realize further increases					
	in the Company's corporate value, and has renominated him as candidate for Director.					

NT	Name	Career summary, position and responsibility		Number of the Company's shares			
No.	(Date of birth)	(Signific	(Significant concurrent positions outside the Company)				
		Apr. 1967	Joined Daikin Industries, Ltd.				
		Dec. 1988	General Manager of Human Resources				
			Department				
		June 1996	Director and Deputy General Manager of				
			Global Operations Division				
	Guntaro Kawamura	June 1998	Director and Deputy General Manager of				
	(January 8, 1945)		Global Operations Division				
		June 2000	Managing Director in charge of Human				
	Reelection		Resources and General Affairs, Deputy General				
	Outside		Manager of Global Operations Division				
	Independent	June 2002	Senior Managing Director in charge of Human Resources and China region	- share			
	Attendance at Board of	June 2004	Member of the Board and Senior Executive				
2	Directors meetings		Officer, responsible for Chemicals Business and				
2	13/17		General Manager of Yodogawa Plant				
	(76%)	Apr. 2018	Joined ICHINEN HOLDINGS CO., LTD as an Advisor				
		June 2018	Outside Director (to present)				
			concurrent positions outside the Company)				
			sor of Daikin Industries, Ltd.				
	Outside Director of Sumitomo Precision Products Co., Ltd.						
	Outside Director of Sumitomo Precision Products Co., Ltd.           Reasons for selection as candidates for outside Director and expected roles						
			knowledge in corporate management and corporate g				
	Furthermore, if Mr. Kawamura medium- to long-term corporate	is elected, the C e value by provid	ompany deems that he will contribute to improvement ding advice on management and marketing strategy a	nt in the Group's			
	Furthermore, if Mr. Kawamura	is elected, the C e value by provid	ompany deems that he will contribute to improvement ding advice on management and marketing strategy a	nt in the Group's			
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2. The Company has entered into a directors and officers liability insurance policy, as provided for in Article 430-3, paragraph (1) of the Companies Act, with an insurance company. This policy covers losses, etc. incurred by the insured in cases where they are liable for damages arising from their performance of duties. If each candidate is reelected as Director of the Company, each of them will be the insured under this policy. Furthermore, the term of this policy is one year, and the Company plans to renew the policy before the expiration of that term by resolution of the Board of Directors.

- 3. Guntaro Kawamura and Toshie Shimomura are candidates for outside Director.
- 4. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into agreements with Guntaro Kawamura and Toshie Shimomura to limit their liability for damages under Article 423, paragraph (1) of the same Act. The maximum amount of liability for damages under this agreement is the minimum liability amount provided for under laws and regulations. If their reelections are approved, the Company plans to renew the aforementioned agreements with them.
- 5. The Company has submitted notifications to Tokyo Stock Exchange, Inc. that Guntaro Kawamura and Toshie Shimomura have been appointed as independent officers as provided for by the aforementioned exchange. If their reelections are approved, the Company plans for their appointment as independent officers to continue.
- 6. Guntaro Kawamura is currently an outside Director of the Company, and at the conclusion of this meeting, his tenure as outside Director will have been four years.
- 7. Toshie Shimomura is currently an outside Director of the Company, and at the conclusion of this meeting, her tenure as outside Director will have been eight years.
- 8. On April 1, 2022, AXESS Corporation changed its trade name to ICHINEN AXESS Corporation.

# [Reference]

**Expertise and Experience of Directors (Skill Matrix)** If Proposal No. 3 is approved and adopted as proposed at this Annual General Meeting of Shareholders, the expertise and experience of Directors shall be as follows:

		Industry knowledge (sales and marketing/overseas)								Human		
	Business management	Automotive leasing	Chemicals	Parking	Machine tool sales	Synthetic resins	Other	Management planning M&A	Finance and accounting	Legal risk management	resources, labor, and diversity	ESG/SDGs
Masashi Kuroda	0	0	0	0	0	0	0	0	0	0	0	0
Katsuhiko Kuroda	0	0	0	0	0	0						
Heihachi Kimura	0			0	0		0			0	0	
Tadashi Muranaka		0	0			0			0	0		0
Hisako Imoto					0	0	0	0			0	0
Kazuo Mimura	0	0			0			0	0		0	
Yasuyuki Hirotomi Outside	0						0	0	0			0
Guntaro Kawamura Outside	0						0	0			0	0
Toshie Shimomura Outside							0			0	0	0

# Proposal No. 4 Election of One Audit & Supervisory Board Member

The term of office of Audit & Supervisory Board Member Kazuyuki Nakagawa will expire at the conclusion of this meeting.

Therefore, the Company proposes the election of one Audit & Supervisory Board Member. In addition, the consent of the Audit & Supervisory Board has been obtained for this proposal. The candidate for Audit & Supervisory Board Member is as follows:

Name (Date of birth)	Career summary and position (Significant concurrent positions outside the Company)		Number of the Company's shares owned
Kazuyuki Nakagawa (March 30, 1957)	Oct. 1980 Sept. 1982	Joined Showa Audit Corporation (currently Ernst & Young ShinNihon LLC.) Registered as a certified public accountant	
Reelection Outside	May 1994	Employee of Showa Audit Corporation (currently Ernst & Young ShinNihon LLC.)	
Independent Attendance at Board of Directors	May 2002 Sept. 2017	Representative Partner of Shin Nihon & Co. (currently Ernst & Young ShinNihon LLC.) Registered as a certified public tax accountant	1,600 shares
meetings 17/17 (100%)	Jan. 2018	Outside Audit & Supervisory Board Member of LONGLIFE HOLDING Co., Ltd.	1,000 shures
Attendance at Audit & Supervisory	June 2018 (Significant co	Outside Audit & Supervisory Board Member of the Company (to present) oncurrent positions outside the Company)	
Board meetings 14/14 (100%)	President of K Outside Audit		

Reasons for selection as candidate for outside Audit & Supervisory Board Member

Kazuyuki Nakagawa has been selected as a candidate for outside Audit & Supervisory Board member to reflect his extensive experience as a certified public accountant and his advanced knowledge of finance and accounting in the Company's auditing operations, and because the Company expects him to continuously contribute valuable and appropriate advice and proposals from an objective standpoint as an outside Audit & Supervisory Member. While Mr. Nakagawa has no experience as a corporate manager, the Company judges that he will appropriately fulfill his duties as an outside Audit & Supervisory Board Member based on the above reasons.

Notes: 1. There is no special interest between the candidate and the Company.

- 2. The Company has entered into a directors and officers liability insurance policy, as provided for in Article 430-3, paragraph (1) of the Companies Act, with an insurance company that includes all Audit & Supervisory Board Members of the Company as the insured. This policy covers losses, etc. incurred by the insured in cases where they are liable for damages arising from their performance of duties. If Kazuyuki Nakagawa is reelected as Audit & Supervisory Board Member of the Company, he will be the insured under this policy. Furthermore, the term of this policy is one year, and the Company plans to renew the policy before the expiration of that term by resolution of the Board of Directors.
- 3. Kazuyuki Nakagawa is a candidate for outside Audit & Supervisory Board Member.
- 4. The Company has submitted notification to Tokyo Stock Exchange, Inc. that Kazuyuki Nakagawa has been appointed as an independent officer as provided for by the aforementioned exchange. If his reelection is approved, the Company plans for his appointment as an independent officer to continue.
- 5. Kazuyuki Nakagawa is currently an outside Audit & Supervisory Board Member of the Company, and at the conclusion of this meeting, his tenure as outside Audit & Supervisory Board Member will have been four years.

# Proposal No. 5 Determination of Specific Details of Share-based Remuneration Type Share Options for Directors

At the 57th Annual General Meeting of Shareholders held on June 18, 2019, regarding the amounts and details of share-based remuneration type share options for the Company's Directors (excluding outside Directors), the Company received approval on the allotment of share acquisition rights as share-based remuneration type share options.

Following the recent amendments to the Companies Act, the Company is adding new contents (underlined) to the reasons for allotment and details of share acquisition rights that were approved as remuneration for Directors excluding outside Directors, and the Company would like to allot share acquisition rights in the below manner similar as before.

The Company has currently nine Directors (including three outside Directors) and will have nine Directors (including three outside Directors) if Proposal No. 3 is approved as proposed. Note that the specific timing of the issuance of share acquisition rights and their distribution to each Director shall be left to the discretion of the Board of Directors. The framework for remuneration as stock options is the same as approved at the 57th Annual General Meeting of Shareholders. Up to ¥50 million per year can be allotted to Directors excluding outside Directors, and the amount of remuneration is the fair price per share acquisition right calculated on the allotment day of the share acquisition rights multiplied by the number of share acquisition rights being allotted.

In addition, the upper limit of the amount of remuneration and total number of share acquisition rights to be issued under this proposal and other conditions for allotting share acquisition rights to Directors (excluding outside Directors) based on this proposal will be determined by the Board of Directors in consideration of 1. Reasons for allotting share acquisition rights as remuneration for Directors below, the business conditions of the Company, the policy for determining the content of remuneration, etc. for individual Directors of the Company, and various other factors, and, therefore, the Company considers this proposal to be appropriate.

# 1. Reasons for allotting share acquisition rights as remuneration for Directors

The Company has revised its officer remuneration system and selected the allotment of share acquisition rights to further strengthen the link between remuneration of Directors of the Company (excluding outside Directors) and the Company's share price, to provide an incentive for the Directors to sustainably increase the Company's corporate value, and to further share value among the Directors and shareholders.

# 2. Details of the share acquisition rights to be allotted as share-based remuneration type share options

- (1) Persons to whom share acquisition rights will be allotted Directors of the Company (excluding outside Directors)
- (2) Class and number of shares underlying the share acquisition rights

The shares underlying the share acquisition rights shall be common share of the Company, and the number of shares underlying the share acquisition rights per one share acquisition right (hereinafter referred to as the "Number of Granted Shares") shall be 100 shares.

When it is appropriate to perform an adjustment on the Number of Granted Shares in the event that the Company conducts a company split, an allotment of shares without contribution or a consolidation of shares, the Number of Granted Shares will be adjusted using the following calculation. However, among the share acquisition rights, this adjustment shall only be performed on those share acquisition rights whose rights have not been exercised at such time and if the adjustment result generates amounts that are fractions of one share, those fractions shall be discarded.

Number of Granted Shares	Number of Granted Shares	Ratio of share split, allotment of shares
	=	× without contribution or consolidation
after adjustment	before adjustment	of shares

In addition, in the event that the Company conducts an absorption-type merger or consolidation-type merger and the share acquisition rights are assumed, or in the event that the Company conducts a share exchange or share transfer in order to become a wholly owned subsidiary and the share acquisition rights are assumed, the Company shall perform an adjustment on the number of shares recognized as required corresponding to the merger ratio.

(3) Total number of share acquisition rights

The maximum number of share acquisition rights to be issued on any date within one year from the Company's Annual General Meeting of Shareholders with respect to each fiscal year is 600 units.

(4) Amount to be paid for share acquisition rights The amount to be paid for share acquisition rights shall be the amount calculated by multiplying the number of allotted share acquisition rights by the fair price amount calculated using the Black-Scholes model on the allotment date.
The amount to be paid will be offset by the remuneration claims, etc. of the same amount that each Director

The amount to be paid will be offset by the remuneration claims, etc. of the same amount that each Director will hold with respect to the Company.

- (5) The value of assets to be contributed upon exercise of share acquisition rights The assets to be contributed upon exercise of each share acquisition right shall be cash, and its value shall be the amount calculated by multiplying the number of shares to be delivered by exercising said share acquisition rights by ¥1 per share.
- (6) Exercise period of share acquisition rights The exercise period of share acquisition rights shall be the period decided by the Company's Board of Directors within the range from the day exactly two years from the day following the date that the Board of Directors passed the resolution concerning the allotment of the share acquisition rights until the day exactly five years from the day following said resolution date.
- (7) Conditions for exercise of share acquisition rights Any person who has been allotted share acquisition rights (hereinafter referred to as a "Holder of Share Acquisition Rights") must at the time of exercising such rights have a position in the Company or a subsidiary of the Company as a Director, Auditor, Executive Officer, or employee. In the event that a Holder of Share Acquisition Rights resigns or retires from the position for a valid reason, he or she shall exercise the share acquisition rights. Moreover, in the event that a Holder of Share Acquisition Rights dies, the Company shall recognize inheritance of those rights by the heirs. Other conditions regarding the exercise of rights shall be determined by the Company's Board of Directors.
- (8) Restrictions on transfer of the share acquisition rights Acquisition by transfer of the share acquisition rights requires approval of the Company's Board of Directors.
- (9) <u>Acquisition clause for share acquisition rights</u>

If proposals (i), (ii), (iii), (iv), and (v) below are approved at the Company's General Meeting of Shareholders (where a resolution of the General Meeting of Shareholders is not required, then a resolution passed by the Company's Board of Directors), the Company will acquire share acquisition rights without contribution on a date separately established by the Board of Directors.

- (i) Proposal for the Approval of a Merger Agreement in which the Company Becomes the Merged Company
- (ii) Proposal for the Approval of a Company Split Agreement or Incorporation-Type Company Split Plan in which the Company Becomes the Split Company
- (iii)Proposal for the Approval of a Share Exchange Agreement or Share Transfer Plan in which the Company Becomes a Wholly Owned Subsidiary
- (iv) Proposal for the Approval of Amendments to the Articles of Incorporation to Create Provisions Requiring the Company's Approval of the Acquisition of the Company's shares through Transfer for All Shares Issued by the Company
- (v) Proposal for the Approval Requiring the Company' Approval of the Acquisition of the Company's Shares Through Transfer for Shares for the Purpose of Share Acquisition Rights, or of Amendments to the Articles of Incorporation to Create Provisions for the Acquisition of all Such Shares by the Company through a Resolution by the Company's General Meeting of Shareholders

(10) Procedures in case of fractions of less than one share in shares to be delivered In the case of fractions of less than one share is included in the number of shares delivered to a Holder of Share Acquisition Rights, the fractional portion shall be omitted.

(11) Other matters regarding share acquisition rights The Company's Board of Directors will establish other provisions regarding items (2) through (10) above and other details regarding share acquisition rights.