

Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

Stock Code: 6088
June 5, 2020

To our shareholders:

Ryuichi Tomimura
Representative Director and President
SIGMAXYZ Inc.
4-1-28 Toranomom, Minato-ku, Tokyo, Japan

Notice of the 12th Annual General Meeting of Shareholders

We hereby announce the 12th Annual General Meeting of Shareholders of SIGMAXYZ Inc. (the “Company”), which will be held as indicated below.

In addition to exercising your voting rights at the venue on the day of the meeting, you may exercise your voting rights by using one of the following methods. Please review the subsequent Reference Documents for the Annual General Meeting of Shareholders and exercise your voting rights no later than 6:00 p.m. on Wednesday, June 24, 2020 (JST).

To exercise your voting rights by mail

Please indicate your approval or disapproval of each proposal on the enclosed voting form and return it to the Company by postal mail so that it arrives before the above deadline.

To exercise your voting rights via the internet

Please visit the website for exercising voting rights (URL: <https://evote.tr.mufg.jp/>) designated by the Company, or scan the QR code printed on the voting form, and cast your vote of approval or disapproval of each proposal following the instructions on the screen. When exercising your voting rights via the internet, please consult the [Procedures for Exercise of Voting Rights via the Internet] as described on pages 18 to 19.

1. Date and Time: Thursday, June 25, 2020, at 10:00 a.m. (JST)

(Reception opens at 9:30 a.m.)

2. Venue: “PEARL 26,” 26th floor, Main Tower, Shinagawa Prince Hotel

4-10-30 Takanawa, Minato-ku, Tokyo, Japan

3. Purpose of the Meeting:

Matters to be reported

1. Business Report, Consolidated Financial Statements for the 12th fiscal year (from April 1, 2019 to March 31, 2020), and audit results of the Consolidated Financial Statements by the Accounting Auditors and Audit & Supervisory Committee
2. Non-consolidated Financial Statements for the 12th fiscal year (from April 1, 2019 to March 31, 2020)

Matters to be resolved

Proposal No. 1: Election of Nine Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)

Proposal No. 2: Election of Three Directors Who Are Audit & Supervisory Committee Members

Proposal No. 3: Election of One Substitute Director Who is an Audit & Supervisory Committee Member

Request to refrain from visiting the venue on the day of the meeting

There are risks of cluster infection at the venue of the Annual General Meeting of Shareholders since the spread of COVID-19 is continuing. Please exercise your voting rights in advance by mail or via the internet, and refrain from traveling to the venue of the meeting this year to avoid infection.

Please refer to the website below to know the details of measures to be taken to prevent infection at this Annual General Meeting of Shareholders. <https://www.sigmaxyz.com/ir/news/> (Japanese only)

1. In consideration of factors such as fairness between shareholders who can attend the meeting and shareholders who cannot, the Company discontinued distributing gifts at the meeting from last year. We greatly appreciate your understanding.
2. Under the provisions of Article 17 of the Articles of Incorporation of the Company, a shareholder may appoint one other shareholder of the Company with voting rights as a proxy for the meeting. However, a document evidencing the proxy's authority to represent shall be submitted to the Company.
3. If any revision is made with regard to the matters stated in Business Report, the Consolidated Financial Statements, the Non-consolidated Financial Statements or the Reference Documents for the Annual General Meeting of Shareholders, the modified information will be posted on the Company's website (URL: <https://www.sigmaxyz.com/>).

<Information about accepting questions in advance from shareholders>

Regarding matters to be reported and matters to be resolved at the 12th Annual General Meeting of Shareholders, we will accept questions and comments in advance from our shareholders via the inquiry form on the Company's website. Please note that there is a limit of two questions and comments per person.

After the conclusion of the General Meeting of Shareholders, we will post answers and explanations on the Company's website regarding questions and comments that were sent by many shareholders.

<p>Inquiry form (https://www.sigmaxyz.com/contacts/en/contacts/) Reception period: Friday, June 5, 2020, 10:00 a.m. to Monday, June 15, 2020, 6:00 p.m. (JST)</p>
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Reference Documents for the Annual General Meeting of Shareholders

Proposals and Reference Information

Proposal No. 1: Election of Nine Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)

The terms of office of all nine Directors (excluding Directors who are Audit & Supervisory Committee Members; applicable to the rest of this proposal) will expire at the conclusion of this meeting.

Therefore, the Company proposes the election of nine Directors.

As for this proposal, the Audit & Supervisory Committee has judged that all the candidates for Director are qualified.

The candidates for Director are as follows:

[Reference] List of the candidates for Director

Candidate No.		Name	Current position and responsibility in the Company	Candidate attributes
1	Reelection	Hideki Kurashige	Representative Director and Chairman	
2	Reelection	Hideyuki Nabeshima	Director, Executive Vice Chairman and Chief Compliance Officer	
3	Reelection	Ryuichi Tomimura	Representative Director and President	
4	Reelection	Shinya Tabata	Managing Director, CFO	
5	Reelection	Kenichi Shibata	Director	
6	Reelection	Hiroshi Nakahara	Outside Director	Outside Director Independent Officer
7	Reelection	Mitsuhiro Amitani	Outside Director	Outside Director Independent Officer
8	Reelection	Shuzo Hikida	Outside Director	Outside Director Independent Officer
9	Reelection	Makiko Yamamoto	Outside Director	Outside Director Independent Officer Female

Reelection: Candidate for Director to be reelected

Independent Officer: Independent officer registered with securities exchanges

Outside Director: Candidate for outside Director

Female: Female candidate for Director

Candidate No.	Name (Date of birth)	Career summary, position, responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
1	Hideki Kurashige (September 11, 1942) Attendance at Board of Directors meetings: 100% (17/17 meetings)	<p>Apr. 1966 Joined IBM Japan, Ltd.</p> <p>Jan. 1993 Executive Vice President</p> <p>Nov. 1993 Chairman, Price Waterhouse Consultants</p> <p>Oct. 2002 Managing Partner, IBM Business Consulting Services, Asia Pacific Chairman, IBM Business Consulting Services KK</p> <p>Feb. 2004 Director, President & CEO, Representative Executive Officer, Japan Telecom Co., Ltd.</p> <p>June 2006 Representative Director, President</p> <p>Oct. 2006 President and Senior Managing Director, RHJI Industrial Partners Asia, Inc.</p> <p>Dec. 2007 Representative Director and Chairman, Senior Managing Director, RHJ International, Japan, Inc.</p> <p>May 2008 Representative Director, CEO, the Company</p> <p>Apr. 2010 Representative Director, Chairman</p> <p>Apr. 2013 Representative Director, Chairman and President</p> <p>Sept. 2013 Director, Adastria Co., Ltd. (current position)</p> <p>May 2016 Director, Aeon Pet Co., Ltd.</p> <p>June 2018 Representative Director, Chairman and CEO, the Company</p> <p>Mar. 2019 Representative Director, Chairman (current position)</p>	220,000 shares
<p>Reasons for nomination as candidate for Director</p> <p>Hideki Kurashige has extensive experience and insight in management primarily based on his many years serving as representative director at multiple companies. Moreover, since our establishment in 2008, he has contributed to realizing the Company's growth as its Representative Director. The Company once again requests his election as Director so that he may use his experience, insight, etc. in working to achieve sustainable growth of corporate value.</p>			

Candidate No.	Name (Date of birth)	Career summary, position, responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
2	<p data-bbox="363 891 576 949">Hideyuki Nabeshima (January 22, 1950)</p> <p data-bbox="363 976 587 1057">Attendance at Board of Directors meetings: 100% (17/17 meetings)</p>	<p data-bbox="632 284 735 309">Apr. 1972</p> <p data-bbox="632 322 735 347">Apr. 2004</p> <p data-bbox="632 383 735 407">Apr. 2007</p> <p data-bbox="632 450 735 474">June 2007</p> <p data-bbox="632 539 735 564">June 2008</p> <p data-bbox="632 607 735 631">Apr. 2010</p> <p data-bbox="632 719 735 743">June 2010</p> <p data-bbox="632 898 735 922">Apr. 2011</p> <p data-bbox="632 1043 735 1068">Apr. 2012</p> <p data-bbox="632 1245 735 1270">Apr. 2013</p> <p data-bbox="632 1424 735 1449">Sept. 2013</p> <p data-bbox="632 1491 735 1516">Apr. 2014</p> <p data-bbox="632 1547 735 1572">June 2014</p> <p data-bbox="632 1592 735 1617">June 2018</p> <p data-bbox="783 284 1222 1666"> Joined Mitsubishi Corporation Senior Vice President, General Manager, Corporate Planning Dept. Executive Vice President, Group CO-CEO, Machinery Group Member of the Board, Executive Vice President, Group CO-CEO, Machinery Group Executive Vice President, Group CO-CEO, Machinery Group Senior Executive Vice President, Group CEO, Business Service Group, Corporate Communications, Chief Compliance Officer, CSR & Environmental Affairs Outside Director, the Company Member of the Board, Senior Executive Vice President, Group CEO, Business Service Group, Corporate Communications, Chief Compliance Officer, CSR & Environmental Affairs, Mitsubishi Corporation Member of the Board, Senior Executive Vice President, Corporate Communications, Corporate Administration, Legal & Human Resources, Chief Compliance Officer, CSR & Environmental Affairs Member of the Board, Senior Executive Vice President, Corporate Communications, Corporate Administration, Legal & Human Resources, Group CEO, Business Service Group, Chief Compliance Officer, CSR & Environmental Affairs, Chief Information Officer, Motor Vehicle Business Member of the Board, Senior Executive Vice President, Corporate Communications, Corporate Administration, Legal & Human Resources, Chief Compliance Officer, CSR & Environmental Affairs, Chief Information Officer, Motor Vehicle Business Retired from the position of Outside Director, the Company Member of the Board, Mitsubishi Corporation Senior Audit & Supervisory Board Member Director, Executive Vice Chairman and Chief Compliance Officer, the Company (current position) </p>	0 shares
<p data-bbox="328 1673 804 1697">Reasons for nomination as candidate for Director</p> <p data-bbox="328 1700 1390 1809">Hideyuki Nabeshima has extensive experience and insight in management based on his service as Member of the Board and Senior Audit & Supervisory Board Member at Mitsubishi Corporation, etc. The Company once again requests his election as Director so that he may strengthen governance, enhance compliance and work towards achieving a sustainable growth of corporate value as Chief Compliance Officer of the Company.</p>			

Candidate No.	Name (Date of birth)	Career summary, position, responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned	
3	Ryuichi Tomimura (February 17, 1959) Attendance at Board of Directors meetings: 100% (17/17 meetings)	Oct. 1983	Joined IBM Japan, Ltd.	0 shares
		Oct. 1991	Joined Recruit Co., Ltd.	
		Jan. 1994	Managing Partner, Pricewaterhouse Consultant	
		Oct. 2002	Vice President, IBM Corporation Business Consulting Service, Asia Pacific	
		Feb. 2004	Representative Director, Senior Executive Vice President, Japan Telecom Co., Ltd.	
		June 2006	Director, Vice President	
		Oct. 2006	Representative Director, Vice President, RHJI Industrial Partners Asia, Ltd.	
		Dec. 2007	Representative Director, Managing Director, RHJ International Japan, Inc.	
		May 2008	Director, Partner in charge of Corporate Staff Section, the Company	
		Apr. 2010	Director, Executive Vice President	
		Aug. 2012	Director, Plan·Do·See Inc.	
		June 2015	Director, Shinsei Bank, Limited (current position)	
		June 2016	Representative Director, Executive Vice President, the Company	
		June 2018	Representative Director, President and COO	
Mar. 2019	Representative Director, President (current position)			
Reasons for nomination as candidate for Director Ryuichi Tomimura has extensive experience and insight in management primarily based on his service as representative director at multiple companies. Moreover, since our establishment in 2008, he has contributed to realizing the Company's growth as its Director and Executive Vice President. Serving as Representative Director and President since June 2018, he has further driven the Company's growth. The Company once again requests his election as Director so that he may use his experience, insight, etc. in working to achieve sustainable growth of corporate value.				
4	Shinya Tabata (March 5, 1963) Attendance at Board of Directors meetings: 100% (17/17 meetings)	Apr. 1985	Joined Ishikawajima-Harima Heavy Industries Co., Ltd.	40,800 shares
		Sept. 1989	Joined IBM Japan, Ltd.	
		Feb. 2004	Global Business Service CFO	
		July 2006	Global Business Service CFO and CFO, IBM Business Consulting Services KK	
		Oct. 2006	Global Financing CFO, IBM Japan, Ltd.	
		Sept. 2008	CFO and Director of Corporate Planning and Finance, the Company	
		Sept. 2013	Director, CFO	
		June 2019	Managing Director, CFO (current position)	
Reasons for nomination as candidate for Director Shinya Tabata has extensive experience and insight in management of the Company as Managing Director and CFO. The Company once again requests his election as Director so that he may use his experience, insight, etc. while working to achieve sustainable growth of corporate value.				

Candidate No.	Name (Date of birth)	Career summary, position, responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
5	Kenichi Shibata (November 26, 1964) Attendance at Board of Directors meetings: 100% (17/17 meetings)	<p>Apr. 1988 Joined International Telecommunication Japan Inc.</p> <p>Oct. 1997 President's Office, Japan Telecom Co., Ltd.</p> <p>Aug. 2000 International Business Division</p> <p>Apr. 2002 Assistant to President</p> <p>Apr. 2004 Assistant to Executive Vice President</p> <p>Apr. 2005 General Manager, Planning Dept., Digital Office Business Division</p> <p>June 2008 Senior Manager of Legal Affairs Dept., the Company</p> <p>July 2011 Director of Legal Affairs Dept.</p> <p>June 2016 Director, the Company, Director of Legal Affairs Dept.</p> <p>Apr. 2020 Director, the Company, Director of Legal Affairs and Compliance Section (current position)</p>	18,900 shares
<p>Reasons for nomination as candidate for Director Kenichi Shibata has extensive experience and insight in management of the Company as Director of Legal Affairs and Compliance Section. The Company once again requests his election as Director so that he may use his experience, insight, etc. in working to achieve sustainable growth of corporate value.</p>			
6	Hiroshi Nakahara (July 24, 1958) Attendance at Board of Directors meetings: 94.1% (16/17 meetings)	<p>Apr. 1981 Joined Ministry of Finance</p> <p>July 2002 Deputy Director-General, the Supervision Bureau of Financial Services Agency</p> <p>July 2004 Director for Fiscal Investment and Loan Appropriation, the Financial Bureau of Ministry of Finance</p> <p>July 2005 Director, Government Financial Institutions Division of Minister's Secretariat</p> <p>July 2009 Senior Deputy Commissioner, the Budget Bureau</p> <p>June 2013 Director-General, Accounting Center and President of Policy Research Institute, Ministry of Finance</p> <p>July 2014 Director-General, the Financial Bureau</p> <p>July 2015 Commissioner, National Tax Agency (retired in June 2016)</p> <p>June 2017 Outside Director, the Company (current position)</p> <p>Oct. 2017 Senior Director, Shinkin Central Bank (current position)</p>	0 shares
<p>Reasons for nomination as candidate for outside Director Hiroshi Nakahara has served as Commissioner of the National Tax Agency, Director-General of the Financial Bureau, Deputy Director-General of the Supervision Bureau of Financial Services Agency and Senior Director of Shinkin Central Bank etc. The Company once again requests his election as outside Director so that he may strengthen the governance in the Company by monitoring the Company's management and providing appropriate advice and suggestions from an independent standpoint, making use of his in-depth knowledge and extensive experience in wide-ranging fields, including corporate finance, financial systems, etc.</p> <p>Supplementary explanation to independence None of the items of the "Independence Criteria for Outside Directors" apply to Mr. Nakahara, and he has sufficient independence.</p>			

Candidate No.	Name (Date of birth)	Career summary, position, responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
7	<p>Mitsuhiro Amitani (June 2, 1956)</p> <p>Attendance at Board of Directors meetings: 100% (17/17 meetings)</p>	<p>Apr. 1985 Registered as an attorney at law Joined Hashidate Law Office</p> <p>Nov. 1989 Joined Wakita Law Office</p> <p>Mar. 1990 Attorney at law of Shimada, Seno, and Amitani Law Office (currently SAH & Co.) (current position)</p> <p>June 2006 Outside Audit & Supervisory Board Member, STANLEY ELECTRIC CO., LTD. (current position)</p> <p>May 2013 Outside Audit & Supervisory Board Member, HUB CO., LTD. (current position)</p> <p>June 2018 Outside Director, the Company (current position)</p>	0 shares
<p>Reasons for nomination as candidate for outside Director Mitsuhiro Amitani has extensive experience and expert knowledge as an attorney at law. The Company once again requests his election as outside Director so that he may strengthen the governance in the Company by monitoring the Company's management and providing appropriate advice and suggestions from an independent standpoint, making use of his experience, insight, etc.</p> <p>Supplementary explanation to independence None of the items of the "Independence Criteria for Outside Directors" apply to Mr. Amitani, and he has sufficient independence.</p>			

Candidate No.	Name (Date of birth)	Career summary, position, responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
8	<p style="text-align: center;">Shuzo Hikida (October 24, 1964)</p> <p>Attendance at Board of Directors meetings: 100% (17/17 meetings)</p>	<p>Apr. 1988 Joined INTEC Inc.</p> <p>June 2007 General Manager of Sales Dept. I of West Japan Service Solutions Division</p> <p>Apr. 2009 General Manager of Service Solution Sales Dept. of West Japan Service Solutions Division</p> <p>Oct. 2011 General Manager of West Japan Service Solutions Division and General Manager of Service Solutions Dept.</p> <p>Apr. 2012 General Manager of Cloud Integration Dept.</p> <p>Apr. 2014 General Manager of Cloud Service Division</p> <p>Apr. 2015 Deputy General Manager of Network and Outsourcing Division</p> <p>June 2015 General Manager of MCI Division and General Manager of MCI Sales Dept.</p> <p>Oct. 2017 Deputy General Manager of Metropolitan Industry Sales and General Manager of MCI Sales Dept.</p> <p>Apr. 2018 Executive Officer, Deputy General Manager of Metropolitan Industry Sales and General Manager of MCI Sales Dept.</p> <p>June 2018 Outside Director, the Company (current position)</p> <p>Apr. 2019 Managing Executive Officer, General Manager of Industrial Business Division, INTEC Inc.</p> <p>May 2019 Managing Executive Officer, General Manager of Network and Outsourcing Division (current position)</p>	0 shares
<p>Reasons for nomination as candidate for outside Director Shuzo Hikida has extensive operations experience and insight in the IT business. The Company once again requests his election as outside Director so that he may strengthen the governance in the Company by monitoring the Company's management and providing appropriate advice and suggestions from an independent standpoint, making use of his experience, insight, etc.</p> <p>Supplementary explanation to independence Mr. Hikida is Managing Executive Officer of INTEC Inc. INTEC Inc. is a shareholder of the Company owning 9.6% of the issued shares and its transactions with the Company do not exceed 1% of its consolidated revenue in the most recent business year. None of the items of the "Independence Criteria for Outside Directors" apply to Mr. Hikida, and he has sufficient independence.</p>			

Candidate No.	Name (Date of birth)	Career summary, position, responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
9	Makiko Yamamoto (May 29, 1971) (Name as shown on the family register: Makiko Yasukawa) Attendance at Board of Directors meetings: 100% (17/17 meetings)	<p>July 1995 Joined TMI Associates</p> <p>Apr. 1999 Entered the Legal Training and Research Institute of the Supreme Court of Japan</p> <p>Oct. 2000 Registered Tokyo Bar Association</p> <p>Sept. 2005 Simmons & Simmons (London)</p> <p>Sept. 2006 TMI Associates</p> <p>Feb. 2012 Registered British Lawyer Solicitor</p> <p>June 2012 Simmons & Simmons (London)</p> <p>Sept. 2014 TMI Associates (current position)</p> <p>June 2016 Outside Corporate Auditor, Starzen Co., Ltd. (current position)</p> <p>June 2018 Outside Director, the Company (current position)</p> <p>June 2019 Outside Director (Audit & Supervisory Committee Member), Musashi Seimitsu Industry Co., Ltd. (current position)</p> <p>Mar. 2020 Outside Director, ASICS Corporation (current position)</p>	0 shares
<p>Reasons for nomination as candidate for outside Director Makiko Yamamoto has extensive experience and expert knowledge as an attorney at law in Japan and overseas. The Company once again requests her election as outside Director so that she may strengthen the governance in the Company by monitoring the Company's management and providing appropriate advice and suggestions from an independent standpoint, making use of her experience, insight, etc.</p> <p>Supplementary explanation to independence Ms. Yamamoto is a partner of TMI Associates. The Company receives services from TMI Associates and transactions with that firm does not exceed 1% of the firm's consolidated revenue in the most recent business year. None of the items of the "Independence Criteria for Outside Directors" apply to Ms. Yamamoto, and she has sufficient independence.</p>			

- Notes:
- Number of the Company's shares owned by each candidate is the number of shares held as of the end of the fiscal year under review (March 31, 2020).
 - Hiroshi Nakahara, Mitsuhiro Amitani, Shuzo Hikida and Makiko Yamamoto are candidates for outside Director.
 - Matters regarding candidates for outside Director

Tenure as outside Director of the Company

Hiroshi Nakahara has served as outside Director of the Company since June 2017 and his tenure as outside Director will have been three years at the conclusion of this meeting.

Mitsuhiro Amitani, Shuzo Hikida and Makiko Yamamoto have served as outside Director of the Company since June 2018 and their tenures as outside Director will have been two years at the conclusion of this meeting.
 - In accordance with laws and regulations and the Articles of Incorporation, the Company has entered into a limited liability agreement with Hiroshi Nakahara, Mitsuhiro Amitani, Shuzo Hikida and Makiko Yamamoto as follows. If they are reelected, their agreements with the Company shall remain in effect.
 - After the conclusion of the agreement, provided that the outside Director acts in good faith and without gross negligence regarding his or her performance of duties, when liable to make a compensation payment for damages pursuant to Article 423 of the Companies Act, the Director's liability to the Company shall be the minimum liability amount provided for under Article 425, paragraph (1) of the Companies Act.
 - There is no special interest between each candidate for Director and the Company.
 - The Company has submitted notification to Tokyo Stock Exchange, Inc. that Hiroshi Nakahara, Mitsuhiro Amitani, Shuzo Hikida and Makiko Yamamoto have been appointed as an independent officer as provided for by the aforementioned exchange.
 - Hiroshi Nakahara, Mitsuhiro Amitani, Shuzo Hikida and Makiko Yamamoto have sufficient independence based on the "Independence Criteria for Outside Directors" (page 16) established by the Company.

Proposal No. 2: Election of Three Directors Who Are Audit & Supervisory Committee Members

The terms of office of all Directors who are Audit & Supervisory Committee Members will expire at the conclusion of this meeting. Therefore, the Company proposes the election of three Directors who are Audit & Supervisory Committee Members. As for this proposal, the consent of the Audit & Supervisory Committee has been obtained.

The candidates for a Director who is Audit & Supervisory Committee Member are as follows:

[Reference] List of the candidates for Audit & Supervisory Committee Member

Candidate No.	Name		Current position and responsibility in the Company	Candidate attributes
1	Reelection	Fumio Sunami	Director (Audit & Supervisory Committee Member, full-time)	Outside Director Independent Officer
2	Reelection	Noburo Hata	Director (Audit & Supervisory Committee Member, full-time)	Outside Director Independent Officer
3	Reelection	Joji Okubo	Director (Audit & Supervisory Committee Member, part-time)	Outside Director Independent Officer

Reelection: Candidate for Director to be reelected

Independent Officer: Independent officer registered with securities exchanges

Outside Director: Candidate for outside Director

Candidate No.	Name (Date of birth)	Career summary, position, responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
1	<p>Fumio Sunami (May 10, 1949)</p> <p>Attendance at Board of Directors meetings: 100% (17/17 meetings)</p> <p>Attendance at Audit & Supervisory Committee meetings: 100% (14/14 meetings)</p>	<p>Apr. 1972 Joined Mitsubishi Corporation</p> <p>June 1981 Corporate Accounting Dept.</p> <p>July 1987 Corporate Planning Office</p> <p>Dec. 1989 Deputy General Manager, Accounting Division, Mitsubishi International Corporation</p> <p>Mar. 1994 Deputy General Manager, International Human Resources Planning Dept., Mitsubishi Corporation</p> <p>Mar. 1996 Deputy General Manager, Jakarta Representative Office</p> <p>Mar. 1999 Deputy General Manager, Corporate Accounting Dept.</p> <p>Dec. 1999 Senior Vice President, Mitsubishi International Corporation</p> <p>Dec. 2002 General Manager, CFO, Corporate Administration Division, IT Frontier Corporation</p> <p>Apr. 2004 Director, Executive Vice President, CFO, Corporate Administration Division</p> <p>Apr. 2007 Representative Director, Executive Vice President, CFO</p> <p>Apr. 2012 Audit & Supervisory Board Member, the Company</p> <p>Feb. 2013 Audit & Supervisory Board Member (full-time)</p> <p>June 2016 Outside Director (Audit & Supervisory Committee Member) (full-time) (current position)</p>	0 shares
<p>Reasons for nomination as candidate for outside Director Fumio Sunami has many years of experience in finance & accounting departments and management of companies. The Company requests his election as outside Director so that he may use his substantial insight in finance, accounting and management in the Company.</p> <p>Supplementary explanation to independence Mr. Sunami is from Mitsubishi Corporation, one of the major counterparties of the Company, however, he retired from the company more than three years ago. Therefore, none of the items of the "Independence Criteria for Outside Directors" apply to Mr. Sunami, and he has sufficient independence.</p>			

Candidate No.	Name (Date of birth)	Career summary, position, responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned	
2	<p data-bbox="400 528 542 584">Noburo Hata (June 4, 1956)</p> <p data-bbox="357 613 585 696">Attendance at Board of Directors meetings: 100% (17/17 meetings)</p> <p data-bbox="357 725 585 831">Attendance at Audit & Supervisory Committee meetings: 100% (14/14 meetings)</p>	<p data-bbox="627 288 1230 322">Apr. 1979 Joined Mitsubishi Corporation</p> <p data-bbox="627 327 1230 409">Apr. 2009 Senior Assistant to SEVP, IT Service Development, Senior Assistant to CIO, Mitsubishi Corporation</p> <p data-bbox="627 414 1230 555">Apr. 2010 Senior Assistant to SEVP, Developing Mitsubishi Corporation Group Management Foundations, Senior Assistant to Section CEO, Business Service Section, CIO, Corporate Section</p> <p data-bbox="627 560 1230 674">Nov. 2010 General Manager, Business Service Group CEO Office, Group Compliance Officer, Business Service Group, CIO, Business Service Group</p> <p data-bbox="627 678 1230 712">Feb. 2012 Outside Director, the Company</p> <p data-bbox="627 716 1230 799">Apr. 2012 Senior Vice President, General Manager, Business Service Group CEO Office, Senior Assistant to CIO, Mitsubishi Corporation</p> <p data-bbox="627 804 1230 860">June 2013 Audit & Supervisory Board Member, the Company</p> <p data-bbox="627 864 1230 978">Apr. 2015 Senior Vice President, General Manager for Investment, CSR & Environmental Affairs, Business Service Group, Mitsubishi Corporation</p> <p data-bbox="627 983 1230 1070">June 2016 Outside Director (Audit & Supervisory Committee Member) (full-time), the Company (current position)</p>	0 shares	
		<p data-bbox="323 1081 1410 1196">Reasons for nomination as candidate for outside Director Noburo Hata has many years of experience in finance & accounting departments and management of companies. The Company requests his election as outside Director so that he may use his substantial insight in finance, accounting and management in the Company.</p> <p data-bbox="323 1223 1410 1326">Supplementary explanation to independence Mr. Hata is from Mitsubishi Corporation, one of the major counterparties of the Company, however, he retired from the company more than three years ago. Therefore, none of the items of the "Independence Criteria for Outside Directors" apply to Mr. Hata, and he has sufficient independence.</p>		

Candidate No.	Name (Date of birth)	Career summary, position, responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
3	Joji Okubo (January 27, 1947) Attendance at Board of Directors meetings: 100% (17/17 meetings) Attendance at Audit & Supervisory Committee meetings: 100% (14/14 meetings)	Feb. 1970 Joined Pricewaterhouse Accounting Firm July 1989 Partner, Pricewaterhouse International July 1989 Representative Partner, Aoyama Audit Corporation July 1992 Managing Director, Pricewaterhouse Consultants Co., Ltd. July 1995 Managing Director, CFO Oct. 2002 Managing Director, IBM Business Consulting Services KK Feb. 2003 Opened Joji Okubo CPA Office June 2013 Audit & Supervisory Board Member, the Company June 2016 Outside Director (Audit & Supervisory Committee Member) (current position) Dec. 2017 Outside Director (Audit & Supervisory Committee Member), YRGLM Inc. (current position)	0 shares
Reasons for nomination as candidate for outside Director Joji Okubo is a certified public accountant and has substantial insight in finance, accounting and management of companies. The Company requests his election as outside Director so that he may use his insight in the Company.			
Supplementary explanation to independence None of the items of the "Independence Criteria for Outside Directors" apply to Mr. Okubo, and he has sufficient independence.			

- Notes:
1. Fumio Sunami, Noburo Hata and Joji Okubo are candidates for outside Director. The Company has submitted notification to Tokyo Stock Exchange, Inc. that Fumio Sunami, Noburo Hata and Joji Okubo have been appointed as independent officers as provided for by the aforementioned exchange.
 2. In accordance with laws and regulations and the Articles of Incorporation, the Company has entered into a limited liability agreement with Fumio Sunami, Noburo Hata and Joji Okubo as follows. If they are reelected, their agreements with the Company shall remain in effect.
 - After the conclusion of the agreement, provided that the outside Director acts in good faith and without gross negligence regarding his or her performance of duties, when liable to make a compensation payment for damages pursuant to Article 423 of the Companies Act, the Director's liability to the Company shall be the minimum liability amount provided for under Article 425, paragraph (1) of the Companies Act.
 3. The tenures of Fumio Sunami, Noburo Hata and Joji Okubo, who are Directors who are Audit & Supervisory Committee Members of the Company, will have been four years at the conclusion of this meeting. Fumio Sunami and Joji Okubo used to be non-executive Director of the Company (Audit & Supervisory Board Member). Noburo Hata used to be non-executive Director of the Company (outside Director and Audit & Supervisory Board Member).
 4. There is no special interest between each candidate for Director and the Company.

[The Company's Rationale Regarding Independence for Outside Officers]

- The Company has formulated its own "Independence Criteria for Outside Directors" (Note) in addition to the requirements provided by the Companies Act. An outside Director to whom none of the conditions in the criteria apply is judged to be sufficiently independent and reported as an independent officer to the Tokyo Stock Exchange.

(Note) "Independence Criteria for Outside Directors"

- The Company's outside Directors to whom any of the following items apply shall be determined not to have independence:
 - (1) A major shareholder of the Company (i.e., a shareholder who holds 10% or more of voting rights) or any person who executes operations of such shareholder;
 - (2) A counterparty with whom the Company transacts in cases when said counterparty's transaction amount with the Company in the most recent business year exceeded 5% of the Company's annual consolidated revenue, or any person who executes operations of said counterparty;
 - (3) A counterparty that transacts with the Company in cases when said counterparty's transaction amount with the Company in the most recent business year exceeded 5% of said counterparty's annual consolidated revenue, or any person who executes operations of said counterparty;
 - (4) A certified public accountant or employee, partner or staff member of an audit corporation serving as the Accounting Auditors of the Company;
 - (5) Any person who executes operations of an organization that received a donation or subsidy from the Company ¥10 million or more in the most recent business year;
 - (6) An attorney at law, certified public accountant, certified tax accountant or any other consultant who received ¥10 million or more in the form of money or other financial benefits from the Company, other than remuneration as an executive of the Company;
 - (7) A person who corresponded to any of the items from (1) to (6) above in the past three years;
 - (8) A relative within the second degree of kinship of a person falling under any of items (1) to (7) above;
 - (9) A relative within the second degree of kinship of a director who executes operations, etc. (when said entity is a corporation, any member thereof who is in charge of such duty is included) of the Company or its subsidiary; and
 - (10) A relative within the second degree of kinship of a person who had served as a director who executed operations, etc. (when said entity is a corporation, any member thereof who is in charge of such duty is included) of the Company or its subsidiary in the last three years.

Proposal No. 3: Election of One Substitute Director Who is an Audit & Supervisory Committee Member

To provide against a case where there would be a shortfall in the number of Directors who are Audit & Supervisory Committee Members stipulated by laws and regulations, the Company proposes the election of one Director who is an Audit & Supervisory Committee Member, pursuant to the provision in Article 329, Paragraph (3) of the Companies Act.

As for this proposal, the consent of the Audit & Supervisory Committee has been obtained.

The tenure of the substitute Director who is an Audit & Supervisory Committee Member will be until the expiration date of the retired Director who is an Audit & Supervisory Committee Member’s tenure.

The candidate for substitute Director who is an Audit & Supervisory Committee Member is as follows:

Name (Date of birth)	Career summary, position, responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company’s shares owned
Mitsuru Komiyama (July 28, 1954)	Aug. 1977 Joined Peat, Marwick, Mitchell & Co. (Tokyo) Mar. 1979 Registered as Certified Public Accountant Nov. 1984 Opened Komiyama & Co., CPAs Jan. 2007 Executive Representative Partner, Azabu Partners Tax & Accounting Co. (current position) July 2010 Deputy President, the Japanese Institute of Certified Public Accountants June 2015 Outside Director, NITTO KOHKI CO., LTD (current position)	0 shares
Reasons for nomination as candidate for substitute outside Director who is an Audit & Supervisory Committee Member Mitsuru Komiyama has extensive experience and expert knowledge as a certified public accountant and certified tax accountant. The Company expects that he will provide useful advice and therefore requests his election. Based on the reasons above, the Company considers that he will be able to perform his duties appropriately as outside Director who is an Audit & Supervisory Committee Member. Supplementary explanation to independence None of the items of the “Independence Criteria for Outside Directors” apply to Mr. Komiyama, and he has sufficient independence.		

- Notes:
1. Mitsuru Komiyama is a candidate for substitute outside Director.
 2. There is no special interest between the candidate for substitute outside Director who is an Audit & Supervisory Committee Member and the Company.
 3. If Mitsuru Komiyama is elected as Director who is an Audit & Supervisory Committee Member, the Company will enter into a limited liability agreement with him, in accordance with laws and regulations and the Articles of Incorporation.
 - After the conclusion of the agreement, provided that the outside Director acts in good faith and without gross negligence regarding his or her performance of duties, when liable to make a compensation payment for damages pursuant to Article 423 of the Companies Act, the Director’s liability to the Company shall be the minimum liability amount provided for under Article 425, paragraph (1) of the Companies Act.
 4. If Mitsuru Komiyama is elected as Director who is an Audit & Supervisory Committee Member, the Company will submit notification that he has been appointed as an independent officer as provided for by the Tokyo Stock Exchange, Inc.

[Procedures for Exercise of Voting Rights via the Internet]

If you exercise your voting rights via the internet, please review the following matters before exercising your voting rights.

If you plan to attend the meeting in person, you do not need to exercise your voting rights by postal mail (sending the voting form) or via the internet.

1. The website for exercising voting rights

- (1) The voting rights can be exercised via the internet by personal computers or smartphones, only by accessing the website designated by the Company for exercising voting rights (<https://evote.tr.mufg.jp/>). (Please note that the service is suspended from 2:00 a.m. to 5:00 a.m. (JST) every day.)
- (2) Depending on your internet connection environment, such as if you use a firewall, have antivirus software installed, have not adopted TLS protocol, or use a proxy server, etc., you may not be able to use the website for exercising voting rights.
- (3) Voting rights exercised via the internet are accepted until 6:00 p.m. (JST) on Wednesday, June 24, 2020, however, we request that you vote earlier if possible. If you have any question, please contact the Help Desk.

2. Exercise of voting rights via the internet

- (1) By personal computers
 - On the website for exercising voting rights (<https://evote.tr.mufg.jp/>), enter your “login ID” and “temporary password” that are provided on the voting form and follow the instructions on the screen to enter your approval or disapproval of the proposals.
 - To prevent unauthorized access by third persons other than shareholders (“spoofing”) or tampering with the votes, you will be requested to change your “temporary password” on the website for exercising voting rights.
 - A new “login ID” and “temporary password” will be issued to you for each Annual General Shareholders Meeting.
- (2) By smartphones
 - By scanning the “login QR code” printed on the voting form, you can automatically access the voting website and exercise your voting rights, without entering your login ID and temporary password.
 - For security reasons, exercising your voting rights by using QR code is available only once. From the second time of accessing the voting website by scanning QR, you will need to enter your “login ID” and “temporary password.”
 - Depending on the smartphone model, it may not be possible to access the voting website by scanning the QR code. In the case where you cannot access the voting website by scanning the QR code, please exercise your voting rights through the means of (1) By personal computers in 2. above.
*QR code is a trademark of DENSO WAVE INCORPORATED.
- (3) A new “login ID” and “temporary password” will be issued to you for each Annual General Shareholders Meeting.

3. Handling of voting rights when they are exercised more than once

- (1) Please note that your voting via the internet shall prevail, if you exercise your voting rights both by postal mail and via the internet.
- (2) If you exercise your voting rights more than once via the internet, only the last vote shall be deemed effective.

4. Fees incurred when accessing the website for exercising voting rights

Any fees (connection fees to internet service providers, etc.) incurred when accessing the voting website shall be borne by shareholders.

Inquiries about the system and other matters

Stock Transfer Agency (Help Desk), Mitsubishi UFJ Trust and Banking Corporation

Phone: 0120-173-027 (hours: 9:00 a.m. to 9:00 p.m., JST; toll free within Japan)

5. Electronic voting platform

Trust banks and other nominee shareholders (including standing proxies) who have applied in advance for the use of the electronic voting platform to exercise voting rights, which is operated by ICJ Inc. established by Tokyo Stock Exchange, Inc. and other entities, may exercise their voting rights on the platform as a means to exercise voting rights via the internet at the General Meeting of Shareholders of the Company, in addition to “Exercise of voting rights via the internet” in 2. above.