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(Stock Exchange Code: 4813)

April 5, 2024

(Date of commencement of electronic provision measures: April 2, 2024)

To Shareholders with Voting Rights:

Kiyoyasu Oishi  
Representative Director  
ACCESS CO., LTD.  
3 Kandane-ribeicho, Chiyoda-ku,  
Tokyo

## **NOTICE OF THE 40TH ORDINARY GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

The 40th Ordinary General Meeting of Shareholders of ACCESS CO., LTD. (the “Company”) will be held for the purposes as described below.

Measures for electronic provision have been taken for the convocation of this General Meeting of Shareholders, and the matters to be provided electronically are posted on the following internet website.

The Company’s website:

<https://www.access-company.com/en/investors/library/shareholders/>

In addition to the above website, matters to be provided electronically will also be posted on the following internet website. Access the following website, enter and search for the issue name (ACCESS) or the stock exchange code (4813), select “Basic information,” and then select “Documents for public inspection/PR information.”

The Tokyo Stock Exchange website (Listed Company Search):

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

If you are not attending the Meeting in person, you may exercise your voting rights in writing (by returning the enclosed Voting Rights Exercise Form via postal mail) or by electromagnetic means (via the Internet). Please review the attached reference documents for the General Meeting of Shareholders and exercise your voting rights.

- 1. Date and Time:** Wednesday, April 24, 2024 at 10:00 a.m. Japan time
- 2. Place:** Belle Salle Akihabara (B1F Hall)  
Sumitomo Fudosan Akihabara Building, B1  
3-12-8 Sotokanda, Chiyoda-ku, Tokyo  
(Please note that the venue is different from last year.)
- 3. Meeting Agenda:**
- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company's 40th Fiscal Year (February 1, 2023 - January 31, 2024) and results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements
  2. Non-Consolidated Financial Statements for the Company's 40th Fiscal Year (February 1, 2023 - January 31, 2024)
- Proposals to be resolved:**
- Proposal 1:** Election of Eight (8) Executive Directors
- Proposal 2:** Election of One (1) Substitute Audit & Supervisory Board Member

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- \* Pursuant to the provisions of laws and regulations as well as the Company's Articles of Incorporation, the following matters are not included in the documents delivered to shareholders. The Audit & Supervisory Board Members and the Accounting Auditor have audited the documents subject to audit, including the following matters.
- System to Ensure Appropriateness of Business Operations and the Outline of Operational Status of the System in the Business Report
  - Consolidated Statements of Changes in Net Assets and Notes to Consolidated Financial Statements in the Consolidated Financial Statements
  - Statements of Changes in Net Assets and Notes to Non-Consolidated Financial Statements in the Non-Consolidated Financial Statements
- \* When attending the Meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- \* If you do not indicate your vote of approval or disapproval of proposals on the Voting Rights Exercise Form, you will be deemed to have approved the proposals.
- \* Should there be any amendments to the matters to be provided electronically, the amendments will be posted on the websites where the original documents were posted.
- \* We request shareholders attending the Meeting to check the latest information on the spread of infectious diseases and their own health condition on the day of the Meeting, and take protective measures as necessary, such as wearing a face mask, upon coming to the venue of the Meeting. Furthermore, we may implement measures to prevent infection at the venue on the day of the Meeting, such as having our staff wear face masks and providing alcohol disinfectant, and we would appreciate your cooperation.

## Reference Documents for the Ordinary General Meeting of Shareholders

### Proposal 1: Election of Eight (8) Executive Directors

The terms of office of all seven (7) Executive Directors will expire at the conclusion of this year's Ordinary General Meeting of Shareholders. Accordingly, the election of eight (8) Executive Directors, including five (5) Outside Directors, is proposed. The Company proposes appointing Mr. Kei Ikeda as a new Executive Director by increasing the number of Executive Directors by one to smoothly promote the business alliance with Nippon Telegraph and Telephone Corporation based on the capital and business alliance agreement that the Company concluded with Nippon Telegraph and Telephone Corporation on December 12, 2023.

The candidates are as follows:

No.	Name			Current positions	Attendance at the Board of Directors meetings
1	Reappointment		Kiyoyasu Oishi	Representative Director, President & CEO	15 out of 15 meetings
2	Reappointment		Ryuji Natsumi	Executive Director, Senior Executive Officer	15 out of 15 meetings
3	Reappointment		Michimasa Uematsu	Executive Director, Executive Officer, CTO	15 out of 15 meetings
4	Reappointment	Outside Independent Executive	Hisashi Hosokawa	Executive Director, Chairman	15 out of 15 meetings
5	Reappointment	Outside Independent Executive	Yoshihiko Miyauchi	Executive Director	15 out of 15 meetings
6	Reappointment	Outside Independent Executive	Izumi Mizumori	Executive Director	15 out of 15 meetings
7	Reappointment	Outside Independent Executive	Aki Tomita	Executive Director	12 out of 15 meetings * Aki Tomita attended all Board of Directors meetings held after he assumed office
8	New appointment	Outside	Kei Ikeda	-	-

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company (Significant concurrent positions)	Number of shares of the Company held
1	Kiyoyasu Oishi (December 10, 1964)  (Reappointment)	<p>April 1987      Joined Sony Corporation</p> <p>July 1996      Joined Geoworks</p> <p>December 1999      Joined the Company (ACCESS Systems Americas Inc.)</p> <p>May 2005      Executive Officer and VP of Marketing Unit</p> <p>October 2006      Executive Officer and VP of Marketing Unit, Sales and Marketing Group</p> <p>February 2010      Executive Officer</p> <p>February 2011      VP of Overseas Business Group</p> <p>October 2011      Senior Executive Officer, CBDO</p> <p>March 2012      Head of Overseas Business Group</p> <p>April 2012      Executive Director</p> <p>February 2015      Executive Director, Vice President, Executive Officer, COO-Overseas</p> <p>February 2016      Executive Director, Executive Officer and Vice President/COO (General Manager for Overseas Business)</p> <p>December 2017      Representative Director, President</p> <p>March 2018      Representative Director, President &amp; CEO</p> <p>February 2022      Representative Director, President &amp; CEO (General Manager for Network Business) (incumbent)</p> <p>[Reason for nomination as a candidate for Executive Director and roles expected to be fulfilled]</p> <p>Mr. Kiyoyasu Oishi has experience and achievements as head of marketing departments and manager for overseas businesses since joining the Company. Since assuming the office of Representative Director in December 2017, he has appropriately executed his duties as Executive Director mainly by leading corporate management from a global perspective, drawing on his abundant business experience and knowledge including those in overseas business. Accordingly, the Company has determined that he will contribute to improvement in its corporate value and nominates him again as a candidate for Executive Director.</p>	86,200

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company (Significant concurrent positions)	Number of shares of the Company held
2	Ryuji Natsuumi (November 21, 1968)  (Reappointment)	<p>April 1990      Joined NJK Corporation</p> <p>December 1999      Joined the Company</p> <p>March 2012      Executive Officer, VP of Software Solutions Unit</p> <p>February 2014      Executive Officer, Deputy Head of Research &amp; Development Strategy Office, Head of Quality Control Office</p> <p>October 2014      Executive Officer, VP of Cloud Service Business Unit, Head of Quality Control Office</p> <p>February 2015      Executive Officer, COO-Japan, VP of Development Unit</p> <p>April 2015      Executive Director, Executive Officer, COO-Japan</p> <p>February 2016      Executive Director, Executive Officer/COO (General Manager for Japan), VP of Digital Publishing Business Unit</p> <p>December 2017      Senior Executive Director (General Manager for Japan)</p> <p>March 2018      Executive Director, Senior Executive Officer (General Manager for Japan)</p> <p>February 2019      Executive Director, Senior Executive Officer (General Manager for Japan/Asia)</p> <p>February 2022      Executive Director, Senior Executive Officer (General Manager for IoT Business) (incumbent)</p> <p>[Reason for nomination as a candidate for Executive Director and roles expected to be fulfilled]</p> <p>Mr. Ryuji Natsuumi has consistently been engaged in the development departments since joining the Company and has a wealth of experience and achievements, especially in the area of software development. He is currently serving as Executive Director in charge of managing the IoT business and is expected to continue to fulfill his role. Therefore, the Company nominates him again as a candidate for Executive Director.</p>	68,500

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company (Significant concurrent positions)	Number of shares of the Company held
3	Michimasa Uematsu (April 24, 1968)  (Reappointment)	<p>April 1993      Joined SECOM CO., LTD.</p> <p>February 2000      Joined the Company</p> <p>February 2003      VP of Research &amp; Development Unit</p> <p>May 2005      Executive Officer, VP of Research &amp; Development Unit</p> <p>February 2006      Executive Officer, VP of Technology Strategy Planning Unit</p> <p>October 2006      Executive Officer, VP of Development Unit</p> <p>October 2007      Executive Officer, Deputy Head of Development Group</p> <p>October 2008      Executive Officer, VP of Project I of ALP Project Unit, Deputy Head of Development Group</p> <p>February 2009      Chief Architect of Development Group</p> <p>March 2012      Executive Officer, Co-CTO</p> <p>February 2014      Executive Officer, Co-CTO, Head of Research &amp; Development Strategy Office</p> <p>February 2015      Executive Officer, CTO, VP of Research &amp; Development Unit</p> <p>April 2015      Executive Director, Executive Officer, CTO, VP of Research &amp; Development Unit</p> <p>February 2016      Executive Director, Executive Officer/CTO, VP of IoT Business Unit</p> <p>December 2017      Senior Executive Director (General Manager for Overseas Business), CTO</p> <p>March 2018      Executive Director, Senior Executive Officer (General Manager for Overseas Business), CTO</p> <p>February 2019      Executive Director, Senior Executive Officer (General Manager for Europe/America &amp; Network), CTO</p> <p>February 2022      Executive Director, Senior Executive Officer, CTO</p> <p>April 2022      Executive Director, Executive Officer, CTO (incumbent)</p> <p>[Reason for nomination as a candidate for Executive Director and roles expected to be fulfilled]</p> <p>Mr. Michimasa Uematsu has experience and achievements as head of research and development departments and overseas business units since joining the Company. He is currently serving as CTO, in charge of managing the Company's technology strategy with his extensive knowledge and experience concerning technology, and is expected to continue to fulfill his role as Executive Director. Therefore, the Company nominates him again as a candidate for Executive Director.</p>	72,500

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company (Significant concurrent positions)	Number of shares of the Company held
4	<p>Hisashi Hosokawa (April 24, 1940)</p> <p>(Reappointment) (Outside) (Independent Executive)</p>	<p>April 1964      Joined Ministry of International Trade and Industry (MITI; currently Ministry of Economy, Trade and Industry)</p> <p>September 1980      Deputy Director of Directorate for Science, Technology and Industry of OECD</p> <p>June 1988      Director of Budget and Accounts Division, Minister's Secretariat of MITI</p> <p>June 1989      Director-General of International Economic Affairs Department, Trade Policy Bureau of MITI</p> <p>June 1991      Director-General of Petroleum Department, Agency for Natural Resources and Energy of MITI</p> <p>June 1992      Director-General for Commerce, Distribution and Retail Policy of MITI</p> <p>June 1993      Director-General of Basic Industries Bureau of MITI</p> <p>December 1994      Director-General of Trade Policy Bureau of MITI</p> <p>August 1996      Vice-Minister for International Affairs</p> <p>October 1997      Advisor of The Long-Term Credit Bank of Japan, Limited; Special Advisor of Mitsui Marine Research Institute Co., Ltd. (currently MS&amp;AD Research Institute Co., Ltd.)</p> <p>February 1998      Lecturer (part-time) of Asia Studies, International Affairs, School of Global Policy and Strategy of University of California San Diego</p> <p>September 1998      Lecturer (part-time) of Department of English Literature of Ferris University</p> <p>October 1999      Representative of Strategy Planning Office of Mitsui Marine Research Institute Co., Ltd.</p> <p>June 2000      Audit &amp; Supervisory Board Member of Nitto Denko Corporation</p> <p>April 2001      Visiting Professor of Graduate School of Policy Studies of Kwansai Gakuin University</p> <p>August 2001      Representative Director, Chief Executive Officer of GreenARM Co., Ltd. (incumbent)</p> <p>June 2003      Director of Hitachi Construction Machinery Co., Ltd.</p> <p>July 2006      Senior Advisor of Simon-Kucher Japan (SKP Japan)</p> <p>August 2006      Senior Advisor of Kohlberg Kravis Roberts (KKR) Japan</p> <p>October 2009      Representative Director of Eco Recover Co., Ltd. (incumbent)</p> <p>April 2011      Representative of Strategy Planning Office LLC (incumbent)</p> <p>July 2011      Advisor of Nitto Denko Corporation</p> <p>August 2011      Representative Director of RO Plus Co., Ltd. (incumbent)</p> <p>June 2014      Chairman of Terpl India Private Limited (incumbent)</p> <p>February 2016      Director, Chairman of Mieruka Bousai Co., Ltd. (incumbent) Representative Director of TRISTARHCO Co., Ltd. (incumbent)</p> <p>April 2016      Executive Director of the Company</p> <p>December 2017      Executive Director, Chairman (incumbent)</p> <p>March 2021      Representative Director of Anzenion Co., Ltd. (incumbent)</p> <p>[Significant concurrent positions] Representative Director, Chief Executive Officer of GreenARM Co., Ltd.</p> <p>[Reason for nomination as a candidate for Outside Director and roles expected to be fulfilled] Mr. Hisashi Hosokawa has a high level of knowledge gained through a range of management positions at the Ministry of International Trade and Industry (currently the Ministry of Economy, Trade and Industry) as well as through his experience as a university professor and a corporate manager. From a professional perspective, he has given advice to the Company and appropriately supervised business execution. The Company has judged that his extensive and abundant experience and knowledge, as well as his advice and supervision based on the experience and knowledge, is necessary for realization of its business plan and growth strategy, as well as for increase in its shareholder value and corporate value. Therefore, the Company nominates him again as a candidate for Outside Director.</p>	4,500

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company (Significant concurrent positions)	Number of shares of the Company held
5	<p>Yoshihiko Miyauchi (September 13, 1935)</p> <p>(Reappointment) (Outside) (Independent Executive)</p>	<p>August 1960      Joined Nichimen Co., Ltd. (currently Sojitz Corporation)</p> <p>April 1964        Joined Orient Leasing Co., Ltd. (currently ORIX Corporation)</p> <p>March 1970        Member of the Board of Directors of Orient Leasing Co., Ltd.</p> <p>December 1980    President, Group CEO of Orient Leasing Co., Ltd.</p> <p>April 2000        Chairman, Group CEO of ORIX Corporation</p> <p>June 2003        Member of the Board of Directors, Representative Executive Officer, Chairman and Group CEO of ORIX Corporation</p> <p>April 2006        Executive Director of the Company (incumbent)</p> <p>June 2014        Senior Chairman of ORIX Corporation (incumbent)</p> <p>June 2015        Member of the Board of Directors of Mitsubishi UFJ Securities Holdings Co., Ltd. (incumbent)</p> <p>June 2017        Director of Calbee, Inc. (incumbent)</p> <p>October 2019     Member of the Board of Directors of RAKSUL INC. (incumbent)</p> <p>May 2020        Director of Nitori Holdings Co., Ltd. (incumbent)</p> <p>June 2022        Director of POCKETALK CORPORATION (incumbent)</p> <p>[Significant concurrent positions]</p> <p>Senior Chairman of ORIX Corporation</p> <p>Member of the Board of Directors of Mitsubishi UFJ Securities Holdings Co., Ltd.</p> <p>Director of Calbee, Inc.</p> <p>Member of the Board of Directors of RAKSUL INC.</p> <p>Director of Nitori Holdings Co., Ltd.</p> <p>Director of POCKETALK CORPORATION</p> <p>[Reason for nomination as a candidate for Outside Director and roles expected to be fulfilled]</p> <p>Mr. Yoshihiko Miyauchi has a wealth of experience and extensive knowledge as a corporate manager, and has provided advice, recommendations and opinions to ensure adequacy and appropriateness in decision making by the Board of Directors. The Company has judged that his extensive and abundant experience and knowledge, as well as his advice and supervision based on the experience and knowledge, is necessary for realization of its business plan and growth strategy, as well as for increase in its shareholder value and corporate value. Therefore, the Company nominates him again as a candidate for Outside Director.</p>	5,500



No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company (Significant concurrent positions)	Number of shares of the Company held
6	Izumi Mizumori (May 3, 1945)  (Reappointment) (Outside) (Independent Executive)	<p>July 1969      Joined Ministry of Finance (<i>Okurasho</i>, currently <i>Zaimusho</i>)</p> <p>May 1980      First Secretary of Embassy of Japan in Singapore of Ministry of Foreign Affairs (MOFA)</p> <p>June 1985      Director of International Economy Division II, Economic Affairs Bureau of MOFA</p> <p>April 1989      Director of Research Division, International Finance Bureau of Ministry of Finance (MOF)</p> <p>June 1991      Director of Corporate Finance Division, Securities Bureau of MOF</p> <p>June 1993      Director-General of Sendai Regional Taxation Bureau of MOF</p> <p>July 1997      Director-General of Printing Bureau of MOF</p> <p>July 1998      Director of Teito Rapid Transit Authority</p> <p>July 2001      Vice President of ORIX Life Insurance Corporation</p> <p>October 2001    President of ORIX Life Insurance Corporation</p> <p>                    Group Executive of ORIX Corporation</p> <p>August 2007    Group Managing Executive of ORIX Corporation</p> <p>July 2011      Chairman of ORIX Life Insurance Corporation</p> <p>May 2013      Chairman and President of ORIX Life Insurance Corporation</p> <p>January 2014    Chairman of ORIX Life Insurance Corporation</p> <p>November 2015 Senior Director of ORIX Miyauchi Foundation</p> <p>June 2016      Advisor of ORIX Life Insurance Corporation</p> <p>April 2017      Representative Director and President of The Seniors Co., Ltd.</p> <p>April 2018      Executive Director of the Company (incumbent)</p> <p>[Reason for nomination as a candidate for Outside Director and roles expected to be fulfilled]</p> <p>Mr. Izumi Mizumori has held a range of management positions at the Ministry of Finance and has a wealth of experience and a high level of knowledge as a corporate manager. From a professional perspective, he has given advice to the Company and appropriately supervised business execution. The Company has judged that his abundant experience and knowledge, as well as his advice and supervision based on the experience and knowledge, is necessary for realization of its business plan and growth strategy, as well as for increase in its shareholder value and corporate value. Therefore, the Company nominates him again as a candidate for Outside Director.</p>	4,500

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company (Significant concurrent positions)	Number of shares of the Company held
7	<p>Aki Tomita (September 12, 1967)</p> <p>(Reappointment) (Outside) (Independent Executive)</p>	<p>April 1996      Joined Central Research Laboratory, Hitachi, Ltd.</p> <p>January 2008    Counselor for Business Finance Development Team of Industry Research Department of Mizuho Corporate Bank, Ltd. (currently Mizuho Bank, Ltd.)</p> <p>August 2015     Registered as Certified Public Accountant</p> <p>February 2016   Registered as Tax Accountant</p> <p>April 2017       Professor in Department of Information Networking for Innovation and Design at Toyo University (incumbent)</p> <p>October 2019    Registered as Certified Member Analyst of the Securities Analysts Association of Japan</p> <p>April 2023       Executive Director of the Company (incumbent)</p> <p>[Significant concurrent positions] Professor in Department of Information Networking for Innovation and Design at Toyo University</p> <p>[Reason for nomination as a candidate for Outside Director and roles expected to be fulfilled] Ms. Aki Tomita has professional knowledge in the field of information science and, as a certified public accountant, possesses considerable knowledge in the fields of finance and accounting. She currently serves as a university professor, and she can be expected to give advice to the Company and appropriately supervise business execution using her high level of of knowledge. Therefore, the Company nominates her again as a candidate for Outside Director.</p>	1,300

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company (Significant concurrent positions)	Number of shares of the Company held
8	Kei Ikeda (October 2, 1966)  (New appointment) (Outside)	<p>April 1992      Joined Nippon Telegraph and Telephone Corporation</p> <p>July 2012      General Manager of Facilities Department, Kanagawa Branch of Nippon Telegraph and Telephone East Corporation</p> <p>July 2014      Senior Manager of Facilities Planning Department, Network Business Headquarters of Nippon Telegraph and Telephone East Corporation</p> <p>June 2017      General Manager of Chiba Division and General Manager of Chiba Branch, Chiba Division of Nippon Telegraph and Telephone East Corporation</p> <p>July 2019      General Manager of Maintenance and Service Operation Department, Network Business Headquarters of Nippon Telegraph and Telephone East Corporation</p> <p>July 2019      Vice President and Director of NTT East-Minamikanto Corporation</p> <p>July 2019      Director of NTT-ME Corporation</p> <p>June 2020      Senior Vice President, Deputy General Manager of Network Business Headquarters, General Manager of Maintenance and Service Operation Department, Network Business Headquarters of Nippon Telegraph and Telephone East Corporation</p> <p>June 2021      Executive Officer, Deputy General Manager of Network Business Headquarters, General Manager of Maintenance and Service Operation Department, Network Business Headquarters of Nippon Telegraph and Telephone East Corporation</p> <p>June 2022      Senior Vice President, Head of Technology Planning Department of Nippon Telegraph and Telephone Corporation (incumbent)</p> <p>September 2022      Director of NTT Anode Energy Corporation (incumbent)</p> <p>[Significant concurrent positions] Senior Vice President, Head of Technology Planning Department of Nippon Telegraph and Telephone Corporation Director of NTT Anode Energy Corporation</p> <p>[Reason for nomination as a candidate for Outside Director and roles expected to be fulfilled] Mr. Kei Ikeda has held important positions at Nippon Telegraph and Telephone Corporation and Nippon Telegraph and Telephone East Corporation. He has a high level of knowledge and a wealth of experience in the field of information and communications technology, including information technology and network technology. By inviting Mr. Ikeda, an employee of Nippon Telegraph and Telephone Corporation, with which the Company has concluded a capital and business alliance agreement, we aim to further strengthen the collaborative and cooperative relationship between the two companies. The Company expects that his supervision of business execution and advice from a professional perspective will contribute to the realization of its business plan and growth strategy. Therefore, the Company nominates him as a candidate for Outside Director.</p>	0

(Notes)

1. There are no special interests between the candidates and the Company. Mr. Kei Ikeda is an employee of Nippon Telegraph and Telephone Corporation, a major shareholder of the Company, and the Company entered into a capital and business alliance agreement with Nippon Telegraph and Telephone Corporation on December 12, 2023.
2. Mr. Hisashi Hosokawa, Mr. Yoshihiko Miyauchi, Mr. Izumi Mizumori, Ms. Aki Tomita, and Mr. Kei Ikeda are candidates for Outside Directors.
3. The Company has designated Mr. Hisashi Hosokawa, Mr. Yoshihiko Miyauchi, Mr. Izumi Mizumori, and Ms. Aki Tomita as Independent Executives in accordance with the Independence Standards described on page 15 and registered them as Independent Directors with the Tokyo Stock Exchange, Inc.
4. The Company has entered into an agreement with Mr. Hisashi Hosokawa, Mr. Yoshihiko Miyauchi, Mr. Izumi Mizumori, and Ms. Aki Tomita, pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, to limit their liability for damages stipulated in Article 423, Paragraph 1 of the same act. The maximum amount of the liability for damages under such agreement is the minimum amount prescribed in Article 425, Paragraph 1 of the same act. In the event that their reappointment is approved, the Company plans to continue such liability limitation agreement with them. In addition, in the event that the appointment of Mr. Kei Ikeda is approved, the Company plans to enter into the same liability limitation agreement with him.
5. The Company has entered into a directors and officers liability insurance contract with an insurance company, which names all Executive Directors as the insured. The insurance indemnifies the Executive Directors for damage that may arise due to them becoming liable in connection with execution of their duties or being subject to a claim related to enforcement of such liability. However, certain types of such damage, including damage that has arisen by intention or gross negligence, are excluded from indemnity. In the event that each candidate assumes the office of Executive Director, each candidate will be insured by the policy and the policy will be renewed during their terms of office.
6. Mr. Hisashi Hosokawa will have served as Outside Director of the Company for eight (8) years at the conclusion of this Ordinary General Meeting of Shareholders.
7. Mr. Yoshihiko Miyauchi will have served as Outside Director of the Company for eighteen (18) years at the conclusion of this Ordinary General Meeting of Shareholders.
8. Mr. Izumi Mizumori will have served as Outside Director of the Company for six (6) years at the conclusion of this Ordinary General Meeting of Shareholders.
9. Ms. Aki Tomita will have served as Outside Director of the Company for one (1) year at the conclusion of this Ordinary General Meeting of Shareholders.

[Reference] Policies and Procedures for the Election/Dismissal of Management Executives and the Nomination of Candidates for Executive Director/Audit & Supervisory Board Member by the Board of Directors

The Board of Directors of ACCESS CO., LTD. (the “Company”) shall elect candidates for Executive Director from among those who have knowledge and experience required to carry out management of the Group in an appropriate, fair and effective manner, after consultation with the Nominating and Compensation Committee, and have sufficient social credibility. Furthermore, with regard to candidates for Outside Director, the Board shall consider, in addition to the requirements mentioned above, the candidate’s experience, knowledge and expertise in giving advice on and exercising the supervision function over the management of the Company. In addition, candidates for Outside Director are required to meet the Independence Standards set out by the Company and the Tokyo Stock Exchange, and to have no risk of conflict of interests with general shareholders.

[Reference] Skills Matrix of Executive Directors

The Company expects the following skills from the Executive Directors.

No.	Name	Corporate management	Business strategy/ Sales/ Marketing	Technology/ Development	Global business	Finance/ Accounting/ M&A	Legal affairs/ Risk management	Personnel/ HR development
1	Kiyoyasu Oishi	•	•	•	•	•	•	•
2	Ryuji Natsumi		•	•	•			•
3	Michimasa Uematsu		•	•	•			•
4	Hisashi Hosokawa	•	•		•	•	•	•
5	Yoshihiko Miyauchi	•	•		•	•	•	•
6	Izumi Mizumori	•	•		•	•	•	•
7	Aki Tomita	•		•	•	•	•	•
8	Kei Ikeda	•	•	•				•

\*The skills matrix does not cover all knowledge and experience the Executive Directors have.

**Proposal 2:** Election of One (1) Substitute Audit & Supervisory Board Member

The Company proposes the election of one (1) substitute Outside Audit & Supervisory Board Member to ensure continuity of auditing work in the event that the number of the Audit & Supervisory Board Members falls short of the number stipulated by laws and regulations. The effectiveness of the election of the substitute Audit & Supervisory Board Member may be cancelled based on the resolution of the Board of Directors, provided such resolution is made prior to the assumption of office and with the consent of the Audit & Supervisory Board. For this proposal, the Company has obtained the consent of the Audit & Supervisory Board.

The candidate is as follows:

Name (Date of birth)	Career summary and positions at the Company (Significant concurrent positions)	Number of shares of the Company held
Eriko Matsuno (January 10, 1969)	<p>April 1992      Joined Morgan Stanley Japan Limited (currently Morgan Stanley MUFG Securities Co., Ltd.)</p> <p>April 2000      Registered as lawyer</p> <p>April 2000      Joined Nagashima Ohno &amp; Tsunematsu</p> <p>July 2010      Established Tokyo J Law Office, Representative (incumbent)</p> <p>July 2011      Mediator of Non-Profit Organization Financial Instruments Mediation Assistance Center (incumbent)</p> <p>November 2014   External Member of Compliance Committee of Healthcare Asset Management Co., Ltd. (incumbent)</p> <p>October 2015    Auditor of WealthNavi Inc.</p> <p>June 2019      Secretary of Japan Women’s Bar Association (incumbent)</p> <p>June 2020      Director of H.U. Group Holdings, Inc.</p> <p>March 2022     Director (Audit &amp; Supervisory Committee Member) of WealthNavi Inc. (incumbent)</p> <p>May 2023      Director of TOKYO KOKI CO. LTD. (incumbent)</p> <p>[Significant concurrent positions]</p> <p>Representative, Tokyo J Law Office</p> <p>Director (Audit &amp; Supervisory Committee Member) of WealthNavi Inc.</p> <p>Director of TOKYO KOKI CO. LTD.</p> <p>[Reason for nomination as a candidate for substitute Outside Audit &amp; Supervisory Board Member]</p> <p>Ms. Eriko Matsuno has a wealth of legal knowledge cultivated through her career as a lawyer, as well as experience of engaging in global businesses and serving as an auditor. Therefore, in order to leverage these capabilities for the audit system of the Company, the Company nominates her again as a candidate for substitute Outside Audit &amp; Supervisory Board Member.</p>	0

(Notes)

1. There are no special interests between the candidate and the Company.
2. Ms. Eriko Matsuno is a candidate for substitute Outside Audit & Supervisory Board Member.
3. The Company has judged that Ms. Eriko Matsuno is capable of appropriately executing her duties based on the comprehensive consideration of factors such as her practical business experience described above.
4. In the event that Ms. Eriko Matsuno assumes the office of Outside Audit & Supervisory Board Member, the Company will designate her as an Independent Auditor in accordance with the Independence Standards described on page 15 and register her as an Independent Auditor with the Tokyo Stock Exchange, Inc.
5. In the event that Ms. Eriko Matsuno assumes the office of Outside Audit & Supervisory Board Member, the Company plans to enter into an agreement with her, pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, to limit her liability for damages stipulated in Article 423, Paragraph 1 of the same act to the minimum amount prescribed in Article 425, Paragraph 1 of the same act.
6. The Company has entered into a directors and officers liability insurance contract with an insurance company, which names all Audit & Supervisory Board Members as the insured. The insurance indemnifies the Audit & Supervisory Board Members for damage that may arise due to them becoming liable in connection with execution of their duties or being subject to a claim related to enforcement of such liability. However, certain types of such damage, including damage that has arisen by intention or gross negligence, are excluded from indemnity. In the event that Ms. Eriko Matsuno assumes the office of Audit & Supervisory Board Member, she will be insured by the policy.

[Reference] Independence Standards for Outside Officers

ACCESS CO., LTD. (the “Company”) has established the independence standards for outside officers (outside directors and outside auditors) as given below. If an outside officer does not fall under any of the following criteria items, such outside officer shall be deemed to be independent of the Company and have no risk of conflict of interests with general shareholders.

1. A party who is or was an executive director, executive officer, manager, or other employee (collectively, “Executive, etc.”) of the Group.
2. A current major shareholder of the Group (a shareholder who holds 10% or more of the voting rights), or, if such major shareholder is a legal entity, an Executive, etc. of such major shareholder, its parent company or a significant subsidiary.
3. A party who was an Executive, etc. of a corporation, its parent company or a significant subsidiary that is a major shareholder of the Company, in the past five years.
4. A party for whom the Group is a major business partner (a party who received payments from the Group in an amount of 2% or more of the party’s consolidated gross sales for the most recent fiscal year), or a party who is a major business partner of the Group (a party who paid to the Group an amount of 2% or more of the Group’s consolidated gross sales for the most recent fiscal year), or its parent company or a significant subsidiary thereof, or, if the party is a corporation, an Executive, etc. of such corporation.
5. A party for whom the Group was a major business partner or a party who was a major business partner of the Group, its parent company or a significant subsidiary thereof, or, if the party was a corporation, an Executive, etc. of such corporation, in any of the past three fiscal years prior to the most recent fiscal year.
6. A trustee (limited to a party responsible for business execution) or other executive (an officer, an employee or a staff member who executes business of such organization) of an organization that receives a donation or subsidy exceeding a certain amount (an average amount of 10 million yen per year in the past three fiscal years) from the Group.
7. An Executive, etc. of a corporation, its parent company or a significant subsidiary that receives a director (regardless of whether full-time or part-time) from the Group.
8. A certified public accountant, or an employee, a partner or a staff member of an auditing firm (or tax accountant corporation) who currently is the accounting auditor of the Group.
9. A consultant, an accounting expert or a legal expert who receives a large amount of money or other properties (an average amount of 10 million yen or more per year in the past three years) other than officer remuneration from the Group (if the recipient is an organization, such as a legal entity or an association, a party who belongs to such organization).
10. A spouse or a relative within the second degree of kinship of, or a relative who lives with a party who falls under any of 1. to 9. above (limited to a party in a significant position). However, even in the case that falls under any of 1. to 10. above, a party who is judged to be independent, in light of personal quality and insight, etc. of such party may be designated as an independent executive or independent auditor of the Company, on condition that reasons for election are explained and disclosed at the time of the election of the outside officer and that such party satisfies the requirements for outside director or outside company auditor defined by the Companies Act.