

Note: This document has been translated from 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. The Company assumes no responsibility for this translation or for direct, indirect or any other forms of damages arising from the translation.

(Stock Exchange Code: 4813)
April 5, 2022

To Shareholders with Voting Rights:

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

NOTICE OF THE 38TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

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

The 38th Ordinary General Meeting of Shareholders of ACCESS CO., LTD. (the “Company”) will be held for the purposes as described below.

In light of the ongoing concerns over the spread of novel coronavirus (COVID-19) infection, we sincerely request our shareholders to exercise their voting rights in writing (by returning the enclosed Voting Rights Exercise Form via postal mail) or by the electromagnetic method (via the Internet).

1. Date and Time: Wednesday, April 20, 2022 at 10:00 a.m. Japan time

2. Place: UDX Gallery (Akihabara UDX 4F)
4-14-1 Sotokanda, Chiyoda-ku, Tokyo

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company’s 38th Fiscal Year (February 1, 2021 - January 31, 2022) 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 38th Fiscal Year (February 1, 2021 - January 31, 2022)

Proposals to be resolved:

- Proposal 1:** Partial Amendments to the Articles of Incorporation
Proposal 2: Election of Six (6) Executive Directors
Proposal 3: Election of One (1) Substitute Audit & Supervisory Board Member

* As concerns remain over the spread of COVID-19 infections, in order to prevent infection, we sincerely request our shareholders to exercise their voting rights in advance via postal mail or the Internet whenever possible. We request shareholders attending the Meeting to check the latest information of the coronavirus epidemic and health condition on the day of the Meeting, and take protective measures, such as wearing face masks, upon coming to the venue of the Meeting. Furthermore, we would appreciate the cooperation of shareholders with measures for preventing infection at the Meeting venue, such as having staff wear face masks and calling for the attendees to use alcohol disinfectant spray.

* When attending the Meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.

- * Among the documents to be provided with this Notice, “System to Ensure Appropriateness of Business Operations and the Outline of Operational Status of the System” in the Business Report, “Consolidated Statement of Changes in Equity” and “Notes to Consolidated Financial Statements” in the Consolidated Financial Statements and “Statement of Changes in Equity” and “Notes to Non-Consolidated Financial Statements” in the Non-Consolidated Financial Statements are posted on the Company’s website (<https://www.access-company.com/investors/>) in accordance with provisions of laws and regulations as well as Article 15 of the Company’s Articles of Incorporation, and therefore are not included in the appendix of this Notice. Accordingly, the documents attached to this Notice are part of the documents that were audited by the Audit & Supervisory Board Members and the Accounting Auditor in the preparation of their respective audit reports.
- * In the case of revisions to the Reference Documents for the Ordinary General Meeting of Shareholders, the Business Report, the Non-Consolidated Financial Statements and the Consolidated Financial Statements, such revisions will be posted on the Company’s website (<https://www.access-company.com/investors/>).

Reference Documents for the Ordinary General Meeting of Shareholders

Proposal 1: Partial Amendments to the Articles of Incorporation

1. Reasons for amendments

The amended provisions stipulated in the proviso of Article 1 of the supplementary provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) will be enforced on September 1, 2022. Accordingly, in order to prepare for the introduction of the system for electronic provision of materials for general meetings of shareholders, the Articles of Incorporation of the Company shall be amended as follows.

- (1) The proposed Article 15, Paragraph 1 provides that information contained in the reference documents for the general meeting of shareholders, etc. shall be provided electronically.
- (2) The purpose of the proposed Article 15, Paragraph 2 is to establish a provision to limit the scope of matters to be included in the paper copy to be sent to shareholders who have requested it.
- (3) The provisions related to the Internet disclosure and deemed provision of the reference documents for the general meeting of shareholders, etc. (Article 15 of the current Articles of Incorporation) will become unnecessary and will therefore be deleted.
- (4) In line with the above establishment and deletion of the provisions, supplementary provisions related to the effective date, etc. shall be established.

2. Details of amendments

The details of the amendments are as follows.

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed Amendments
<p style="text-align: center;">Chapter 3 General Meeting of Shareholders <u>(Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.)</u></p> <p><u>Article 15 The Company may, when convening a general meeting of shareholders, deem that it has provided information to shareholders pertaining to matters to be described or indicated in the reference documents for the general meeting of shareholders, business report, non-consolidated financial statements, and consolidated financial statements, by disclosing such information through the Internet in accordance with the provisions provided in the Ordinance of the Ministry of Justice.</u></p> <p style="text-align: center;">(Newly established)</p>	<p style="text-align: center;">Chapter 3 General Meeting of Shareholders (Deleted)</p> <p style="text-align: center;"><u>(Measures for Electronic Provision, Etc.)</u></p> <p><u>Article 15 The Company shall, when convening a general meeting of shareholders, provide information contained in the reference documents for the general meeting of shareholders, etc. electronically.</u></p> <p><u>2. Among the matters to be provided electronically, the Company may choose not to</u></p>

Current Articles of Incorporation	Proposed Amendments
(Newly established)	<p><u>include all or part of the matters stipulated in the Ordinance of the Ministry of Justice in the paper copy to be sent to shareholders who have requested it by the record date for voting rights.</u></p> <p><u>(Supplementary Provisions)</u></p> <ol style="list-style-type: none"> <u>1. The deletion of Article 15 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) of the current Articles of Incorporation and the proposed Article 15 (Measures for Electronic Provision, Etc.) shall come into effect on the date of enforcement of the amended provisions stipulated in the proviso of Article 1 of the supplementary provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) (the “Effective Date”).</u> <u>2. Notwithstanding the provisions of the preceding paragraph, Article 15 of the current Articles of Incorporation shall remain in force with respect to a general meeting of shareholders to be held on a date within six months from the Effective Date.</u> <u>3. These supplementary provisions shall be deleted after the lapse of six months from the Effective Date or the lapse of three months from the date of the general meeting of shareholders set forth in the preceding paragraph, whichever is later.</u>

Proposal 2: Election of Six (6) Executive Directors

The terms of office of all six (6) Executive Directors will expire at the conclusion of this year's Ordinary General Meeting of Shareholders. Accordingly, the election of six (6) Executive Directors, including three (3) Outside Directors, is proposed.

The candidates are as follows:

No.		Name	Current positions	Attendance at the Board of Directors meetings	
1	Reappointment		Kiyoyasu Oishi	Representative Director, President & CEO	14 out of 14 meetings
2	Reappointment		Ryuji Natsuumi	Executive Director, Senior Executive Officer	14 out of 14 meetings
3	Reappointment		Michimasa Uematsu	Executive Director, Senior Executive Officer, CTO	14 out of 14 meetings
4	Reappointment	Outside Independent Executive	Hisashi Hosokawa	Executive Director, Chairman	12 out of 14 meetings
5	Reappointment	Outside Independent Executive	Yoshihiko Miyauchi	Executive Director	14 out of 14 meetings
6	Reappointment	Outside Independent Executive	Izumi Mizumori	Executive Director	14 out of 14 meetings

[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 Directors 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 Directors, 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.

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 & CEO</p> <p>February 2022 Representative Director, President & CEO (General Manager for Network) (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>	66,200

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 & 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) (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>	56,000

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 & Development Unit</p> <p>May 2005 Executive Officer, VP of Research & 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 & Development Strategy Office</p> <p>February 2015 Executive Officer, CTO, VP of Research & Development Unit</p> <p>April 2015 Executive Director, Executive Officer, CTO, VP of Research & 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 & Network), CTO</p> <p>February 2022 Executive Director, Senior 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>	64,900

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company (Significant concurrent positions)	Number of shares of the Company held
4	Hisashi Hosokawa (April 24, 1940) (Reappointment) (Outside) (Independent Executive)	<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&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 & 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>	3,200

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>[Significant concurrent positions]</p> <p>Senior Chairman of ORIX Corporation</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>[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>	4,200

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>	3,200

(Notes)

1. There are no special interests between the candidates and the Company.
2. Messrs. Hisashi Hosokawa, Yoshihiko Miyauchi and Izumi Mizumori are candidates for Outside Directors.
3. The Company has designated Messrs. Hisashi Hosokawa, Yoshihiko Miyauchi and Izumi Mizumori as Independent Executives in accordance with the Independence Standards described on page 14 and registered them as Independent Directors with the Tokyo Stock Exchange, Inc.
4. The Company has entered into an agreement with Messrs. Hisashi Hosokawa, Yoshihiko Miyauchi and Izumi Mizumori, 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.
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 six (6) 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 sixteen (16) 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 four (4) years at the conclusion of this Ordinary General Meeting of 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 Natsuumi		•	•	•			•
3	Michimasa Uematsu		•	•	•			•
4	Hisashi Hosokawa	•	•		•	•	•	•
5	Yoshihiko Miyauchi	•	•		•	•	•	•
6	Izumi Mizumori	•	•		•	•	•	•

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

Proposal 3: 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>September 2000 Joined Nagashima Ohno & 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>December 2014 External Member of Compliance Committee of Healthcare Asset Management Co., Ltd. (incumbent)</p> <p>October 2015 Auditor of WealthNavi Inc. (incumbent)</p> <p>June 2020 Director of H.U. Group Holdings, Inc. (incumbent)</p> <p>[Significant concurrent positions] Representative, Tokyo J Law Office Director of H.U. Group Holdings, Inc.</p> <p>[Reason for nomination as a candidate for substitute Outside Audit & Supervisory Board Member] 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 & 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 14 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.