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Securities identification code: 9603

January 14, 2025

To our shareholders:

Motoshi Yada

President

H.I.S. Co., Ltd.

4-1-1 Toranomom, Minato-ku, Tokyo, JAPAN

NOTICE OF THE 44TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

We are pleased to announce the 44th Ordinary General Meeting of Shareholders of H.I.S. Co., Ltd. (the “Company”), which will be held as described below.

If you are unable to attend the meeting in person, you may exercise your voting rights in writing or via the Internet, etc. beforehand. Please review the attached Reference Documents for the General Meeting of Shareholders, and exercise your voting rights in accordance with the “Information on Exercise of Voting Rights” (Japanese only) no later than 6:30 p.m., Tuesday, January 28, 2025 (Japan Standard Time).

When convening this general meeting of shareholders, the Company takes measures for providing in electronic format the information that constitutes the content of reference documents for the shareholders meeting, etc. (items for which the measures for providing information in electronic format will be taken). This information is posted on the following websites.

The Company’s website

<https://www.his.co.jp/en/ir/invitation/>

TSE website (Listed Company Search):

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese)

Enter “H.I.S.” in “Issue name (company name)” or the Company’s securities code “9603” in “Code,” and click “Search.” Then, click “Basic information” and select “Documents for public inspection/PR information.” Under “Filed information available for public inspection,” click “Click here for access” under “[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].”

[Website for posted informational materials for the general meeting of shareholders]

<https://d.sokai.jp/9603/teiji/> (in Japanese)

Please note that no gifts will be provided to shareholders attending the meeting.

Meeting Details

1. **Date and time:** Wednesday, January 29, 2025 at 10:00 a.m. (Japan Standard Time)
(The venue will open at 9:30 a.m.)
2. **Venue:** Tokyo World Gate Kamiyacho Trust Tower,
Trust City Conference Kamiyacho on the second floor
4-1-1 Toranomom, Minato-ku, Tokyo, Japan
3. **Purposes:**

Items to be reported:

1. Business Report and Consolidated Financial Statements for the 44th Term (from November 1, 2023 to October 31, 2024), as well as the results of audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee
2. Non-Consolidated Financial Statements for the 44th Term (from November 1, 2023 to October 31, 2024)

Regarding the handling of items to be reported, please refer to page 3, "Holding of Adjourned Meeting of the 44th Ordinary General Meeting of Shareholders."
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Items to be resolved:

- Proposal 1:** Appropriation of surplus
- Proposal 2:** Election of eight (8) Directors (excluding Directors who are Audit and Supervisory Committee Members)

Holding of Adjourned Meeting of the 44th Ordinary General Meeting of Shareholders

Among the purposes of the 44th Ordinary General Meeting of Shareholders to be held on January 29, 2025 (hereafter, the “General Meeting”), the Company had planned to report to shareholders at the General Meeting on the items to be reported “Business Report and Consolidated Financial Statements for the 44th Term (from November 1, 2023 to October 31, 2024), as well as the results of audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee” and “Non-Consolidated Financial Statements for the 44th Term (from November 1, 2023 to October 31, 2024)” (hereafter, the “Financial Statements”).

However, as disclosed in the “Notice of Investigation Regarding the Receipt of Employment Adjustment Subsidies by a Consolidated Subsidiary and Postponement of the Announcement of Financial Results for the Fiscal Year Ended October 31, 2024” on November 25, 2024, the “Update on Investigation Regarding the Receipt of Employment Adjustment Subsidies by the Group” on December 13, 2024, and the “Notice on the Policy for Holding the Adjourned Meeting of the 44th Ordinary General Meeting of Shareholders, Revision of Financial Forecast, and Appropriation of Surplus (No Dividend)” on December 20, 2024, due to the ongoing investigation by a special investigation committee on suspicions of improper receipt of employment adjustment subsidies by the Company’s consolidated subsidiary NUMBER ONE TRAVEL SHIBUYA CO., LTD and to confirm whether there are issues related to the receipt of employment adjustment subsidies throughout the Group, we anticipate that considerable time will be required for the account settlement procedures by the Company, the audit procedures by the Accounting Auditor and other matters based on the findings of the investigation, etc. As a result, we are unable to provide the Business Report, Consolidated Financial Statements, Non-Consolidated Financial Statements, audit report, etc. for the 44th Term, which should be attached to the notice of convocation of the General Meeting, and are unable to present the Financial Statements at the General Meeting.

Therefore, we plan to seek shareholder approval at the General Meeting to hold an adjourned meeting of the General Meeting (hereafter, the “Adjourned Meeting”) separately to present the Financial Statements and to entrust the Board of Directors with the decision on the date and time and venue of the Adjourned Meeting (hereafter, the “Proposal”).

After obtaining approval for the Proposal at the General Meeting, we will separately send notifications to shareholders regarding the holding of the Adjourned Meeting, and the Adjourned Meeting will be convened accordingly.

Please note that the Adjourned Meeting will be part of the General Meeting, and the shareholders eligible to participate in the Adjourned Meeting will be the same as those eligible to exercise voting rights at the General Meeting.

We sincerely apologize for the significant inconvenience and concern caused to our shareholders.

Reference Documents for the General Meeting of Shareholders

Proposal 1: Appropriation of surplus

The Company proposes the appropriation of surplus as follows.

As disclosed in the “Notice on the Policy for Holding the Adjourned Meeting of the 44th Ordinary General Meeting of Shareholders, Revision of Earnings Forecast, and Distribution of Surplus (No Distribution)” on December 20, 2024, the special investigation committee is conducting an investigation to confirm whether there are issues related to the receipt of employment adjustment subsidies across the Group. Because the impact of this matter under investigation on consolidated performance is currently unclear, we regrettably seek to forgo the year-end dividend.

Proposal 2: Election of eight (8) Directors (excluding Directors who are Audit and Supervisory Committee Members)

At the conclusion of this meeting, the terms of office of all eight (8) Directors (excluding Directors who are Audit and Supervisory Committee Members) will expire. In that regard, the Company proposes to elect eight (8) Directors (excluding Directors who are Audit and Supervisory Committee Members).


Note that the Audit and Supervisory Committee has deemed the contents of this proposal to be appropriate.


Candidates for Directors (excluding Directors who are Audit and Supervisory Committee Members) are as follows.



No.		Name	Gender	Current position and responsibilities in the Company	Number of the Company's shares owned
1	Reelection	Motoshi Yada	Male	Representative Director, President and CEO Responsible for Corporate Planning & HR	13 thousand shares
2	Reelection	Tatsuya Nakamori	Male	Senior Managing Director Responsible for Domestic Affiliates and Tourism Industry Promotion	34 thousand shares
3	Reelection	Masayuki Oda	Male	Managing Director Responsible for Global Business Strategy, Accounting, Finance and M&A	12 thousand shares
4	Reelection	Atsushi Yamanobe	Male	Director, Senior Executive Officer General Manager, Corporate Sales	10 thousand shares
5	Reelection	Mutsumi Gomi	Male	Director Responsible for New Business Strategy, Risk Compliance, CS/ES and General Affairs	9 thousand shares
6	Reelection	Hidetaka Sawada	Male	Director, Senior Executive Officer HIS JAPAN Vice President Responsible for System DX Promotion and CISO General Manager of Domestic Travel Sales Division and Investment Strategy Division	657 thousand shares
7	Reelection Independent Outside	Junko Owada	Female	Independent Outside Director	2 thousand shares
8	Reelection Independent Outside	Shingo Kagawa	Male	Independent Outside Director	1 thousand shares

Reelection	Candidate for Director to be reelected
Independent	Independent officer as defined by the securities exchange
Outside	Candidate for Outside Director


- Notes:
1. At the conclusion of this General Meeting means at the conclusion of the adjourned meeting, on the condition that the holding of the adjourned meeting is approved and adopted.
 2. The Company has entered into a directors and officers liability insurance policy with an insurance company, and each candidate will be included as an insured in this policy (stated on page 14). The policy is renewed every year, and upon the next renewal, the Company plans to renew the policy with the same details.
 3. The Company has entered into a limited liability agreement with Ms. Owada and Mr. Kagawa for damages referred to in Article 423, paragraph (1) of the Companies Act, based on Article 427, paragraph (1) of the same act (the amount of limited liability is the amount specified in Article 425, paragraph (1)). If their reelection is approved, the Company plans to renew the said agreement with them.
 4. There are no special interest between the Company and either of Ms. Owada and Mr. Kagawa, who are candidates for Outside Directors, or between the Company and any of the companies at which they hold significant concurrent positions. The Company has submitted notification to Tokyo Stock Exchange, Inc. that they have been designated as independent officers as defined by the aforementioned exchange.


No.	Name (Date of birth)	Career summary, position and responsibilities [Significant concurrent positions]
1	 <p data-bbox="359 734 507 801">Motoshi Yada (July 25, 1961)</p>	<p data-bbox="571 342 943 365">August 1993 Joined the Company</p> <p data-bbox="571 383 1142 405">May 2000 Manager of Head Office President Office</p> <p data-bbox="571 423 1273 445">September 2001 Manager of Head Office Human Resource Department</p> <p data-bbox="571 463 1318 539">November 2005 Representative Director and President of Kyushu Industrial Transportation Co., Ltd. (currently Kyushu Sangyo Kotsu Holdings Co., Ltd.)</p> <p data-bbox="571 557 986 580">January 2020 Director of the Company</p> <p data-bbox="571 598 1361 674">April 2021 Director, Senior Executive Officer Chairman-Director of Kyushu Sangyo Kotsu Holdings Co., Ltd. (present position)</p> <p data-bbox="571 692 1334 714">March 2022 Representative Director, President and COO of the Company</p> <p data-bbox="571 732 1169 754">February 2023 Representative Director, President and CEO</p> <p data-bbox="571 772 1329 817">November 2024 Representative Director, President and CEO Responsible for Corporate Planning & HR (present position)</p> <p data-bbox="571 835 884 857">[Significant concurrent positions]</p> <p data-bbox="571 875 1182 898">Chairman-Director of Kyushu Sangyo Kotsu Holdings Co., Ltd.</p>
<p data-bbox="316 913 826 936">Reasons for nomination as candidate for Director</p> <p data-bbox="316 954 1353 1323">Motoshi Yada gained experience in marketing, and in the Company's management and human resource departments as Manager of Head Office President Office and Manager of Head Office Human Resource Department. He was subsequently appointed as Representative Director and President of Kyushu Industrial Transportation Co., Ltd. (currently Kyushu Sangyo Kotsu Holdings Co., Ltd.) where he led the Group's regional revitalization business, which includes the redevelopment business in the center of Kumamoto Prefecture, regional revitalization and contributing to the recovery efforts following the 2016 Kumamoto earthquakes, significantly contributing to the growth of the entire Group. Since 2022, he has served as Representative Director, President and COO of the Company and is responsible for the management of the Company. Yada has been nominated as a candidate for Director again for his experience and accomplishments, which are expected to aid the decision-making of the Board of Directors, while contributing to the Group's augmentation of its business domains and global expansion, as well as sustainable growth and improvement in corporate value. Furthermore, the Company and Kyushu Sangyo Kotsu Holdings Co., Ltd., of which Yada is Chairman-Director, are in a business relationship involving primarily the sale of travel products.</p>		

No.	Name (Date of birth)	Career summary, position and responsibilities [Significant concurrent positions]
2	 <p data-bbox="341 763 525 831">Tatsuya Nakamori (August 4, 1967)</p>	<p data-bbox="568 342 943 365">November 1986 Joined the Company</p> <p data-bbox="568 383 1353 432">January 2010 Director responsible for Overall Control of West Japan Region Sales</p> <p data-bbox="568 450 1337 499">March 2014 Managing Director responsible for Airline Ticket Purchasing and Arrangement, and Online Travel Business</p> <p data-bbox="568 517 1161 539">November 2016 Managing Director, President of HIS Japan</p> <p data-bbox="568 557 1313 607">January 2018 Director, Senior Managing Executive Officer, President of HIS Japan</p> <p data-bbox="568 624 1353 730">April 2022 Senior Managing Director responsible for Inbound Business Strategy President and Representative Director of Japan Holiday Travel Co., Ltd. (present position)</p> <p data-bbox="568 748 1334 880">November 2024 Senior Managing Director Representative Director and President, Japan Holiday Travel Co., Ltd. Responsible for Domestic Affiliates and Tourism Industry Promotion (present position)</p> <p data-bbox="568 898 887 920">[Significant concurrent positions]</p> <p data-bbox="568 938 1262 960">President and Representative Director of Japan Holiday Travel Co., Ltd.</p>
<p data-bbox="316 976 826 999">Reasons for nomination as candidate for Director</p> <p data-bbox="316 1010 1353 1357">Tatsuya Nakamori has participated in management by leveraging his extensive business experience in the Company's marketing sector and in the airline ticket purchasing and online travel businesses. In the reorganization of the management execution structure implemented in 2016, Nakamori was appointed as President of HIS Japan, an in-house company, and has served as the overall supervisor for the travel business, and he has been engaged in the management. Since 2022, as the person responsible for Inbound Business Strategy, Nakamori has promoted tourism in collaboration with local governments in Japan, and from 2024, he has been in charge of comprehensive strategy for regional revitalization to create local industries through tourism along with tourism promotion. Nakamori has been nominated as a candidate for Director again for his experience and accomplishments, which are expected to aid the decision-making of the Board of Directors, while contributing to the Group's augmentation of its business domains and global expansion, as well as sustainable growth and improvement in corporate value. Furthermore, the Company and Japan Holiday Travel Co., Ltd., of which Nakamori is Representative Director and President, are in a business relationship involving primarily the sale of travel products.</p>		

No.	Name (Date of birth)	Career summary, position and responsibilities [Significant concurrent positions]	
3	 Masayuki Oda (January 1, 1966)	June 1996 March 2014 January 2016 November 2016 February 2018 April 2022 November 2024	Joined the Company Officer, General Manager of Kansai Sales Headquarters Director, General Manager of Kansai Sales Headquarters Director, Vice President of HIS Japan Director, Managing Executive Officer responsible for Business Planning Headquarters, Global Business Strategy Headquarters and Global System Development Headquarters, General Manager of Affiliated Company Headquarters Managing Director responsible for Group Strategy, Affiliates and M&A Managing Director responsible for Global Business Strategy, Accounting, Finance and M&A (present position)
<p>Reasons for nomination as candidate for Director</p> <p>Masayuki Oda has extensive business experience in the sectors of marketing and sales and has participated in the management as a Director of the Company since 2016. In the reorganization of the management execution structure carried out in 2016, he was appointed as Vice President of HIS Japan, an in-house company, and has served as the supervisor of the domestic travel business. Subsequently, Oda has been in charge of global business strategy, group strategy, M&A business, and accounting and finance, and has been engaged in management of the Company.</p> <p>Oda has been nominated as a candidate for Director again for his experience and accomplishments, which are expected to aid the decision-making of the Board of Directors, while contributing to the Group's augmentation of its business domains and global expansion, as well as sustainable growth and improvement in corporate value.</p>			
4	 Atsushi Yamanobe (March 18, 1970)	April 1993 March 2014 January 2016 November 2016 March 2018 April 2022 October 2022 November 2024	Joined the Company Officer, Manager of Kanto Sales Business Department, Manager of Kanto WEB Business Department, Manager of Special Office Business for Kanto Corporation and Group Director responsible for East Japan Region Sales Director, Vice President of HIS Japan, General Manager of Kansai Sales Headquarters Director, Senior Executive Officer, Vice President of HIS Japan, General Manager of Corporate Travel Sales Headquarters Director, Senior Executive Officer responsible for New Business Strategy, General Manager of Corporate Sales Headquarters Director, Senior Executive Officer, General Manager of Corporate Sales Headquarters Director, HIS JAPAN President (present position)
<p>Reasons for nomination as candidate for Director</p> <p>Atsushi Yamanobe has extensive business experience in the sectors of marketing and sales and has participated in the management as a Director of the Company since 2016. In the reorganization of the management execution structure carried out in 2016, he was appointed as Vice President of HIS Japan, an in-house company. He served as the west Japan region supervisor and General Manager of Corporate Travel Sales Headquarters, and was responsible for New Business Strategy. Currently, as President of HIS Japan, Yamanobe oversees all travel businesses in Japan, including inbound travel and corporate client business, and promotes sustainable growth and drives improvement in corporate value through quick decision-making.</p> <p>Yamanobe has been nominated as a candidate for Director again for his experience and accomplishments, which are expected to continue to aid the decision-making of the Board of Directors, while contributing to the Group's augmentation of its business domains and global expansion, as well as sustainable growth and improvement in corporate value.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities [Significant concurrent positions]
5	 Mutsumi Gomi (June 6, 1968)	April 1992 Joined the Company January 2016 Officer, Branch Manager in charge of Overall Control of Jakarta January 2018 Director, Senior Executive Officer, General Manager of Southeast Asia General Sales Headquarters November 2018 Director, Senior Executive Officer, Chief Information Officer and responsible for Southeast Asia and South Asia areas October 2022 Director, Senior Executive Officer responsible for New Business Strategy November 2024 Director responsible for New Business Strategy, Risk Compliance, CS/ES and General Affairs (present position)
<p>Reasons for nomination as candidate for Director</p> <p>Mutsumi Gomi has extensive experience in marketing, sales, and overseas assignments, and served as a supervisor for the Company's subsidiary in Indonesia and later spearheaded the formulation of strategies as the General Manager of the General Sales Headquarter for the rapidly growing Southeast and South Asian markets. After assuming the position of Director, Gomi was in charge of management as Chief Information Officer and has been responsible for New Business Strategy, and he is currently in charge of risk compliance, CS/ES, and general affairs, as well as new business strategy. Gomi has been nominated as a candidate for Director again for his experience and accomplishments, which are expected to continue to aid the decision-making of the Board of Directors, while contributing to the Group's augmentation of its business domains and global expansion, as well as sustainable growth and improvement in corporate value.</p>		

No.	Name (Date of birth)	Career summary, position and responsibilities [Significant concurrent positions]
6	 <p data-bbox="331 862 531 929">Hidetaka Sawada (November 2, 1981)</p>	<p data-bbox="566 340 1353 398">April 2005 Joined Nikko Cordial Securities Inc. (currently SMBC Nikko Securities Inc.)</p> <p data-bbox="566 407 1353 465">March 2012 Representative Director and President of Bestone.Com Co., Ltd.</p> <p data-bbox="566 474 1353 533">July 2016 Representative Director and President of Fivestarcruise Inc. (present position)</p> <p data-bbox="566 542 1353 600">January 2019 Representative Director of EBISU RYOKAN (present position)</p> <p data-bbox="566 609 1353 638">January 2020 Director of the Company</p> <p data-bbox="566 647 1353 763">April 2022 Director, Senior Executive Officer responsible for Domestic Travel Business Strategy Representative Director and Chairman of Bestone.Com Co., Ltd. (present position)</p> <p data-bbox="566 772 1353 853">March 2023 Director, Senior Executive Officer responsible for Individual Travel Business Strategy and Domestic Travel, General Manager of Investment Strategy Headquarters</p> <p data-bbox="566 862 1353 1005">November 2024 Director, Senior Executive Officer HIS JAPAN Vice President Responsible for Information System DX Promotion and CISO, General Manager of Domestic Travel Sales Division and Investment Strategy Division (present position)</p> <p data-bbox="566 1014 1353 1043">[Significant concurrent positions]</p> <p data-bbox="566 1052 1353 1081">Representative Director and Chairman of Bestone.Com Co., Ltd.</p> <p data-bbox="566 1090 1353 1120">Representative Director and President of Fivestarcruise Inc.</p> <p data-bbox="566 1128 1353 1158">Representative Director of EBISU RYOKAN</p>
<p data-bbox="316 1169 826 1198">Reasons for nomination as candidate for Director</p> <p data-bbox="316 1207 1353 1527">Hidetaka Sawada developed his knowledge in financial matters, IT, etc. at his previous jobs, and successfully listed Bestone.Com Co., Ltd. on the Mothers Section of the Tokyo Stock Exchange as Representative Director and President of the company. After being appointed as a Director of the Company, Sawada led the domestic travel business and investment strategy business, and currently, as Vice President of HIS Japan, an in-house company, Sawada is responsible for the domestic travel business and investment strategy business, and is also responsible for Information System DX Promotion and serves as the CISO. Sawada has been nominated as a candidate for Director again for his experience and accomplishments, which are expected to aid the decision-making of the Board of Directors, while contributing to the Group's augmentation of its business domains and global expansion, as well as sustainable growth and improvement in corporate value. Furthermore, there is no special interest between the Company and Bestone.Com Co., Ltd., Fivestarcruise Inc. or EBISU RYOKAN, of which Sawada is concurrently Representative Director.</p>		

No.	Name (Date of birth)	Career summary, position and responsibilities [Significant concurrent positions]
7	 <p data-bbox="341 725 523 891">Junko Owada (August 31, 1965) Number of years in office: 2 years</p>	<p data-bbox="571 340 1342 972"> April 1989 Joined Nippon Telegraph and Telephone Corporation (currently NTT Communications) August 2001 Joined Recruit Group - Personnel Measurement Institute Co., Ltd. April 2009 Executive Officer of Recruit Management Solutions Co., Ltd. April 2013 Executive Officer of Recruit Career Co., Ltd. July 2016 Fellow of Recruit Careers Co., Ltd. Advisor of Tokyo Ichiban Foods Co., Ltd. (present position) April 2017 Professional Contract in the Human Resources Area, Hitachi, Ltd. (present position) May 2021 Outside Director, AEON MALL Co., Ltd. (present position) January 2023 Outside Director of the Company (present position) June 2024 Outside Director of Daito Trust Construction Co., Ltd. (present position) [Significant concurrent positions] Advisor of Tokyo Ichiban Foods Co., Ltd. Outside Director, AEON MALL Co., Ltd. Outside Director of Daito Trust Construction Co., Ltd. </p>
<p data-bbox="316 994 1262 1016">Reasons for nomination as candidate for Outside Director and overview of the expected role</p> <p data-bbox="316 1025 1342 1346">At Nippon Telegraph and Telephone Corporation (currently NTT Communications Corporation), Junko Owada gained diverse experience in the Corporate Planning Department of a branch office, the Public Relations Department of a branch office, and the Human Resources Department and International Department of the head office. At Recruit Corporation, she was involved in work including system development dealing with human resource solutions. Although she has never in the past been directly involved in the management of a company except as an outside officer, she has deep knowledge of human resource recruitment and education-related matters, IT, etc. She has also served as an advisor and outside director of a listed company, and has a wealth of business experience and insight. Owada has been nominated as a candidate for Outside Director again for her experience and accomplishments, which are expected to aid the decision-making of the Board of Directors, while contributing to the Group's augmentation of its business domains and global expansion, as well as sustainable growth and improvement in corporate value.</p>		

No.	Name (Date of birth)	Career summary, position and responsibilities [Significant concurrent positions]
8	 <p data-bbox="355 734 512 904">Shingo Kagawa (March 8, 1958) Number of years in office: 2 years</p>	<p data-bbox="571 342 1345 891"> April 1981 Joined Fujitsu Limited April 2012 Fujitsu - Executive Officer, General Manager of Network Service Business Division and General Manager of Video Network Service Business Division April 2015 Fujitsu - Executive Officer, Executive Vice President, Deputy General Manager of Integration Services Division April 2016 Fujitsu - Executive Officer, Executive Vice President/CTO, General Manager of Digital Services Division April 2018 President and Representative Director of Fujitsu Research Institute Ltd. May 2020 External Director, Furuno Electric Co., Ltd. (present position) October 2020 President and Representative Director of DigiIT Corporation (currently SS Technologies Corporation) October 2021 Chairman of the Board of SS Technologies Corporation May 2022 Outside Director of MINISTOP Co., Ltd. (present position) January 2023 Outside Director of the Company (present position) </p> <p data-bbox="563 902 986 1003"> [Significant concurrent positions] External Director, Furuno Electric Co., Ltd. Outside Director of MINISTOP Co., Ltd. </p>
<p data-bbox="316 1021 1265 1048">Reasons for nomination as candidate for Outside Director and overview of the expected role</p> <p data-bbox="316 1055 1353 1240">Shingo Kagawa has long promoted network services and digital services at Fujitsu Limited, and has a high level of insight into information and communication technology (ICT) and DX. He also participated in the management of Fujitsu Research Institute as a representative director, and has abundant experience and insight as a manager. Kagawa has been nominated as a candidate for Outside Director again for his experience and accomplishments, which are expected to aid the decision-making of the Board of Directors, while contributing to the Group's augmentation of its business domains and global expansion, as well as sustainable growth and improvement in corporate value.</p>		

- Notes:
1. Details of directors and officers liability insurance policy
The Company has entered into a directors and officers liability insurance policy with an insurance company as stipulated in Article 430-3, paragraph (1) of the Companies Act, which insures the Directors, Corporate Auditors, and Executive Officers of the Company and each of its subsidiaries under the Companies Act as the insureds, and the Company bears all insurance premiums. The outline of the insurance policy is that the insurance company compensates for any damages that may arise from the insured being held liable for the execution of their duties or from claims related to pursuing such liability, and the policy is renewed annually. The Company plans to renew the policy with the same details upon the next renewal.
 2. Details of limited liability agreement
The Company has entered into agreements with two Outside Directors who are not Audit and Supervisory Committee Members and three Directors who are Audit and Supervisory Committee Members, all of whom are non-executive directors, to limit their liability for damages as stipulated in Article 423, paragraph (1) of the Companies Act, pursuant to the provisions of Article 427, paragraph (1) of the same act, and the maximum amount of liability under these agreements is set at the minimum liability amount prescribed in Article 425, paragraph (1) of the Companies Act.
 3. As announced on November 25 and December 13, 2024, the Company is under investigation by the Tokyo Labour Bureau concerning issues related to the receipt of employment adjustment subsidies by the Company and its consolidated subsidiaries. The Company has started an investigation and analysis to determine whether there are any issues related to the receipt of employment adjustment subsidies throughout the entire HIS Group and established a special investigation committee on December 13 to conduct the investigation and analysis. While Outside Directors Ms. Owada and Mr. Kagawa were not aware of the facts of this case in advance, they have been calling attention to the importance of legal compliance at meetings of the Board of Directors on a regular basis. In addition, after becoming aware of the facts of this case, they have fulfilled their responsibilities by making appropriate recommendations regarding thorough compliance with laws and regulations and measures to prevent recurrence.

[Reference] Management structure and skill matrix if Proposal 2 is approved

If Proposal 2 is approved, the compositions of the Board of Directors and Audit and Supervisory Committee as well as expertise of each Director will be as follows.

The table below does not portray the full breadth of knowledge and experience of the respective candidates for Director, but instead indicates up to five skills (indicated with a circle in the applicable column) that are deemed to best distinguish each of the individuals.

	Corporate management	Travel business	Business strategy, innovation	Finance and accounting	HR and labor relations	Legal affairs, compliance	Digital strategy, ICT
Motoshi Yada	○	○	○	○	○		
Tatsuya Nakamori	○	○	○				○
Masayuki Oda	○	○	○	○			
Atsushi Yamanobe	○	○	○				
Mutsumi Gomi	○	○	○			○	
Hidetaka Sawada	○	○	○				○
Junko Owada ⁺			○		○	○	○
Shingo Kagawa ⁺	○		○				○
Sonoko Sekita [*]				○		○	
Atsushi Nabeshima ^{* +}	○				○	○	
Hiroto Kaneko ^{* +}	○		○	○		○	

* Director who is an Audit and Supervisory Committee Member

+ Independent Outside Director

[Policy for nominating Directors]

When nominating Directors, the Company considers the abilities, experience, insight and character required according to the role and, in order to promote prompt and efficient decision-making and effective governance for the Company's management as well as ensure an appropriate supervisory function, while giving consideration to the Company's performance and the leadership skills, management skills, decision-making ability, etc. of senior management, selects candidates from within or outside the Company who have extensive experience and a high level of insight and expertise cultivated through that experience and who can make a valuable contribution to achieving sustainable growth and improvement in corporate value.

[Policy for nominating Directors who are Audit and Supervisory Committee Members]

When nominating Directors who are Audit and Supervisory Committee Members, in order to ensure an appropriate supervisory function, the Company selects candidates from within or outside the Company who have an understanding of the Company's management and who have a high level of insight and expertise cultivated through extensive experience, mainly in the areas of finance, accounting, law, risk management, etc.

[Policy for nominating Outside Directors and independence standards]

When nominating Outside Directors, in order to supervise the execution of business from diverse perspectives, the Company considers diversity and balance with respect to a high level of insight and expertise, experience and industry, and places priority on supervising management from multiple viewpoints.

Moreover, the Company determines whether an Outside Director is an independent Outside Director based on the requirements for outside directors stipulated in the Companies Act and the

independence standards stipulated by the Tokyo Stock Exchange. The current independent Outside Directors satisfy those conditions.